

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

A brief summary of financial proposals filed with and actions by the S.E.C.



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FOR RELEASE February 28, 1969

IMAGE OPTICS TO SELL STOCK. Image Optics, Inc., 571 Worcester Turnpike, Natick, Mass., filed a registration statement (File 2-31800) with the SEC on February 20 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$10 per share. The offering is to be made through Lomasney & Co., 67 Broad St., New York 10004, which will receive a \$1 per share commission plus \$10,000 for expenses. The company has agreed to sell the underwriter or selected dealers 20,000 shares at \$1 per share, which shares may not be resold for two years.

Organized under Massachusetts law in April 1968 as Fiber Optics Corporation of America, the company is engaged in offering support and consulting services to the research, engineering and manufacturing projects of other companies and agencies; it has begun the development and production of laser systems for government and civilian markets and lighting systems, employing fiber optics devices such as light guides and illuminators for consumer, medical, military and industrial applications. Of the net proceeds of its stock sale, \$800,000 will be allocated to the Laser Division, \$600,000 to the Glasscraft Division, \$600,000 to the Consumer Products Division, and \$200,000 to the Comptec Division; the balance will be used for general corporate operations, including market studies and research, promotion of the company's products, and legal, accounting and other general corporate expenses. In addition to indebtedness, the company has outstanding 700,000 common shares (with a 40¢ per share book value), of which Mason C. Cox, president, and Wilfred P. Bazinet, Jr., own 15.71% each and management officials as a group 67.79%. Upon completion of this offering, the purchasers of the shares being registered will own a 29.4% stock interest in the company, for which they will have paid \$3,000,000, and the present shareholders and the underwriter will own 70.6%, for which the company will have received approximately \$553,000, or an average of 77¢ per share.

SOUTHLAND FILES FOR OFFERING AND SECONDARY. The Southland Corporation, 2828 North Haskell Ave., Dallas, Tex. 75204, filed a registration statement (File 2-31801) with the SEC on February 20 seeking registration of \$40,000,000 of convertible subordinated debentures, due 1989, to be offered for public sale by the company, and 172,336 outstanding shares of common stock, to be offered by the present holders thereof. The interest rate on the debentures, offering prices (\$40 per share maximum*) and underwriting terms are to be supplied by amendment. Goldman, Sachs & Co., 55 Broad St., and Merrill Lynch, Pierce, Fenner & Smith, Inc., 70 Pine St., both of New York, are the principal underwriters.

The company is an operator and franchisor of self-service convenience retail food stores and a processor and distributor of dairy products; it also manufactures chemical products and commercial and packaged ice. In December it acquired Gristede Bros., Inc., which operates grocery and other stores in the Greater New York area. The company is engaged in expansion program, the expenditures for which are estimated at \$60 million for 1969. Net proceeds of its sale of debentures will be used for such purposes. In addition to indebtedness, the company has outstanding 7,256,401 common shares, of which management officials as a group own 34.3%. The common shares being registered are to be issued upon conversion of notes held by six institutional investors. John P. Thompson is president.

MID AMERICA LEASING TO SELL STOCK. Mid America Leasing, Inc., 6815 West Capitol Drive, Milwaukee, Wisc. 53216, filed a registration statement (File 2-31802) with the SEC on February 20 seeking registration of 200,000 shares of common stock, to be offered for public sale through Frederick & Company, Inc., Cudahy Tower, Milwaukee, Wisc. The offering price (\$5 per share maximum*) and underwriting terms are to be supplied by amendment. An additional 10,000 shares are issuable pursuant to warrants to be purchased by the underwriter for \$100.

The company is engaged in leasing equipment such as printing presses shears, lathes, calculators, typewriters, computers, data processing equipment, office furniture and medical equipment. Of the net proceeds of its stock sale, \$100,000 will be used for the reduction of debt and the balance will be added to working capital. The company now has outstanding 210,000 common shares, owned in equal amounts by Donald D. Eckhardt, president, and J. L. Dunn, executive vice president.

CRYSTAL OIL FILES FOR OFFERING AND SECONDARY. Crystal Oil and Land Company, P.O. Box 1101, Shreveport, La. 71102, filed a registration statement (File 2-31804) with the SEC on February 24 seeking registration of \$5,000,000 of convertible subordinated debentures, due 1984, to be offered for public sale by the company, and 150,000 outstanding shares of common stock, to be offered by the present holders thereof. The offerings are to be made through underwriters headed by Eppler, Guerin & Turner, Inc., 3900 1st National Bank Bldg., Dallas, Tex.; the interest rate on the debentures, offering prices (\$14 per share maximum*) and underwriting terms are to be supplied by amendment. The Eppler firm has purchased from the company, for \$150, warrants to purchase 15,000 common shares.

The company is engaged principally in the business of acquiring and developing oil and gas properties and producing and selling crude oil and natural gas; through the recent purchase of Mercury Gasoline Company, Inc., it broadened its activities to include the retail marketing of petroleum products. Of the net proceeds of its debenture sale, the company will use about \$2,960,000 to retire mortgage and miscellaneous

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notes and \$274,000 to purchase certain producing oil and gas properties from its principal stockholder; the balance will be used for development and exploration programs and the improvement and expansion of retailing marketing facilities. In addition to indebtedness, the company has outstanding 1,189,993 common shares, of which 51.9% is owned by Robert F. Roberts, president. He proposes to sell 60,000 of 618,178 shares held; three others propose to sell the balance of the shares being registered (all of their holdings).

COMMUNICATION & STUDIES TO SELL STOCK. Communications & Studies, Inc., 3736 the First National Bank Bldg., Atlanta, Ga. 30303, filed a registration statement (File 2-31805) with the SEC on February 24 seeking registration of 150,000 shares of common stock, to be offered for public sale through underwriters headed by The Robinson-Humphrey Company, Inc., 2 Peachtree St., N. W., Atlanta, Ga. The offering price (\$15 per share maximum*) and underwriting terms are to be supplied by amendment. Also included in the statement are an additional 185,000 shares reserved for issuance upon exercise of options granted and to be granted to employees under the company's stock option plan, and 83,333 outstanding shares which may be offered for sale from time to time by the holders thereof, Shareholders Associates, Inc.

The company is engaged in the business of selling combinations of encyclopedias and other home reference books; sales are made on credit by door-to-door sales representatives. Net proceeds of its public stock offering will be used to reduce short-term bank loans, which amounted to \$2,010,000 on January 31 and which are guaranteed by two of the company's principal stockholders. In addition to indebtedness, the company has outstanding 955,833 common shares (acquired by the holders thereof at an average price of 74¢ per share), of which Ronald E. Schleppey, president, owns 50.8% and David N. Smith, executive vice-president 33.9%. Shareholders Associates acquired the 83,333 common shares on January 10 at a cost of \$500,000 in connection with its purchase of \$1,000,000 of the company's 7% convertible subordinated notes due 1974; the notes are convertible at \$7 per share.

M. D. D. S. REALTY FILES OFFERING PROPOSAL. M. D. D. S. Realty Company, 10889 Wilshire Blvd., Los Angeles, Calif. 90024, filed a registration statement (File 2-31807) with the SEC on February 24 seeking registration of 300 units of partnership interest, to be offered for public sale at \$2,500 per unit. The offering is to be made by M. D. D. S. Realty Corporation, the general partner, which organized the partnership for the purpose of investing in unimproved and improved real estate. The offering is to be made by United Professional Securities, Inc., 10889 Wilshire Blvd., Los Angeles, Calif. 90024, which will receive a commission of 8½%. United Professional Planning, Inc., a California corporation wholly owns the general partner (which will manage the partnership) as well as the underwriter. Net proceeds of the offering will be used to acquire interests in real property. Robert Behar, president of the general partner, and two others are equal owners of the outstanding stock of the parent company.

DANT & RUSSELL TO SELL STOCK. 2000 Dant & Russell, Inc., S. W. Fifth Ave., Portland, Oreg. 97201, filed a registration statement (File 2-31808) with the SEC on February 24 seeking registration of 250,000 shares of common stock, to be offered for public sale through Black & Company, Inc., 300 American Bank Bldg., Portland, Oreg. The offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment. The underwriter will acquire from the company, for \$150, five-year warrants for the purchase of 15,000 common shares.

The company is engaged in manufacturing lumber and in marketing logs, lumber and other forest products - about one-half of the lumber sold is produced by the company's own sawmills and the balance is purchased. Of the net proceeds of its stock sale, \$1,927,340 will be applied to the reduction of indebtedness; between \$1.8 and \$2.3 million will be used to expand existing mill facilities and to acquire new facilities; and the balance will be available for general corporate purposes. In addition to indebtedness, the company has outstanding 331,250 shares of common stock, of which Stanley Bishoprick, executive vice president, owns 36% and management officials as a group 66%.

RIETZ INDUSTRIES TO SELL STOCK. Rietz Industries, Inc., 20700 Dearborn St., Chatsworth, Calif. 91311, filed a registration statement (File 2-31809) with the SEC on February 24 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a best efforts, all or none basis by underwriters headed by A. J. White, Carlotti & Co., of East Providence, R. I., and two other firms, which will receive a 50¢ per share commission plus \$25,000 for expenses. Upon sale of the shares, the underwriters will be entitled to purchase, at 1¢ per warrant, five-year warrants for the purchase of 30,000 shares, exercisable after one year at \$5.50 per share.

The company is engaged primarily in the design, manufacture and sale of memory drums and discs, precision machine parts, motion picture projectors, printed circuit boards, solid state electronic devices, motor speed controls and visual aid devices. Of the net proceeds of its stock sale, \$782,300 will be applied to the payment of certain indebtedness or other obligations, \$75,000 for new equipment and property improvements and \$50,000 for research and development facilities, and the balance for working capital and general corporate purposes. In addition to indebtedness, the company now has outstanding 668,167 common shares (with a 67¢ per share book value), of which John T. Rietz owns 32% and management officials as a group 49%. Purchasers of the shares being registered will acquire a 31% stock interest in the company for their investment of \$1,500,000; present stockholders will then own 69% for their investment of \$579,000 and certain other considerations.

CHADBOURN FILES OFFERING PROPOSAL. Chadbourn Inc., 2417 North Davidson St., Charlotte, N. C. 28205, filed a registration statement (File 2-31810) with the SEC on February 24 seeking registration of \$12,000,000 of convertible subordinated debentures, due 1989. It is proposed to offer the debentures for subscription by common stockholders at the rate of \$1,000 of debentures for each 300 shares held. The interest rate, record date, offering price and underwriting terms are to be supplied by amendment. Francis I. duPont, A. C. Allyn, Inc., 1 Wall St., New York, is the principal underwriter.

The company makes hosiery products for women, work clothes for men, leisure wear for men and boys, and nylon yarn for its own manufacturing use. In January it acquired by merger Charlotte Packaging Corporation, the latter's subsidiary, Nebel Knitting Company, Inc., Hudson Hosiery Company, and the latter's German subsidiary, Hudson Textilewerke GmbH (which is not wholly owned). Of the net proceeds of its debenture sale and the issuance of \$10,000,000 of unsecured notes due 1979, \$3,280,000 will be used for the payment of a demand note entered into by Charlotte Packaging in July 1968 upon purchase of stock of Nebel Knitting; \$1,128,881 for the payment of short term indebtedness incurred to pay the current portion of obligations payable to Hudson's minority stockholders in January on account of redemption of 259,513 shares of Hudson common; \$3,000,000 for payment of a portion of a revolving secured loan; \$1,625,000 for repayment of certain loans or indebtedness; and \$9,900,000 for "yet undetermined business acquisitions for cash." In addition to indebtedness, the company has outstanding 3,787,235 common shares, of which management officials own 11.8%. J. Chadbourn Bolles is board chairman and Thomas R. Roboz president.

DER WIENERSCHNITZEL PROPOSES OFFERING. Der Wienerschnitzel International, Inc., 1123 West Carson St., Torrance, Calif. 90502, filed a registration statement (File 2-31811) with the SEC on February 24 seeking registration of 500,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through underwriters headed by Sterman & Gowell, Inc., 120 Water St., Boston, Mass. 02109, which will receive a 45¢ per share commission plus \$25,000 for expenses. The company has agreed to sell to Marshall S. Sterman and David C. Gowell, principal officers of Sterman & Gowell, for \$50, five-year warrants to purchase 50,000 shares, exercisable after one year at \$6 per share.

The company is engaged in the franchising, licensing and leasing development and operation of Der Wienerschnitzel ("D/W") hot dog stands. Of the net proceeds of its stock sale, \$1,000,000 will be used for the acquisition of land and construction of D/W stands to be offered for operation by franchisees, \$300,000 for site acquisition and development of some 30 Friar Fish's stores to be operated by the company in the Washington, D. C., area, and \$100,000 to remodel, improve and upgrade certain existing D/W stands, which are operated by the company or its licensees; the balance will be added to working capital. In addition to indebtedness, the company has outstanding 2,875,000 common shares (with a 19¢ per share net tangible book value), of which John M. Galardi, president, owns 69% and John Hancock Mutual Life Insurance Company 10%. Upon completion of this offering, purchasers of the shares being registered will incur an immediate dilution of \$4.18 per share in the net tangible book value from the public offering price.

NORTH AMERICAN COMPUTER PROPOSES OFFERING. North American Computer and Communications Company, One Center Plaza, Boston, Mass. 02108, filed a registration statement (File 2-31813) with the SEC on February 24 seeking registration of 600,000 shares of common stock and 600,000 warrants to purchase 300,000 common shares, to be offered for public sale in units, each unit consisting of one share and a 21-month warrant to purchase 1/2 share (exercisable at \$6 per share). The securities are to be offered at \$5 per unit through Charles Plohn & Co., 200 Park Ave., New York, which will receive a 53-3/4¢ per share commission plus \$22,500 for expenses. In September 1968, the company sold to the Plohn firm and certain of its partners and employees 126,000 shares (nontransferable for three years) at 50¢ per share.

Organized under Delaware law in October 1967, the company is in the developmental stage and proposes to engage in the operation of computer time-sharing and related services, including the design and development of computer and communications systems. Of the net proceeds of its stock sale, \$620,000 will be used to purchase computer and communications equipment and \$1,902,500 to establish additional computer utilities and otherwise to expand and improve the company's operations; the balance will be used for working capital purposes. The company has outstanding 497,000 common shares (with a 26¢ per share book value), of which Andrew P. Genninger, president, owns 40.6%, the Plohn firm 15.1% and management officials as a group 68.8%. Upon completion of the sale of units (assuming the entire net proceeds of the sale of units are attributed to the common stock portion), the purchasers of the 600,000 shares will own a 54.7% stock interest in the company, for which they will have paid \$3,000,000 or \$5 per share; present stockholders will then own a 45.3% stock interest, for which they will have paid \$143,625.

ROYAL BUSINESS FUNDS RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-5625) permitting Royal Business Funds Corporation ("RBFC"), New York investment company, to acquire the capital stock of Royal Operating Corporation ("ROC"). RBFC proposes to organize ROC and to transfer to it portfolio securities (having a market value of \$4,187,000) in exchange for all of ROC's capital stock. RBFC, whose remaining assets have a market value of \$12,300,000, then proposes to distribute pro-rata to its stockholders, 16-2/3 of the stock of ROC.

SALE OF DIVERSIFIED BROKERS RESTRAINED. The SEC Chicago Regional Office announced February 20 (LR-4245) that the U. S. District Court in St. Louis had entered a temporary restraining order against the offer and sale of promissory notes of Diversified Brokers Company, Inc., of St. Louis, in violation of the Securities Act registration and anti-fraud provisions, by the issuing company, and Donald P. Smallwood, Harold F. Conell and Roy E. Lay.

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (please give News Digest "Issue No." in ordering). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the February 3 News Digest.

8K Reports for January 1969 Cont'd

American Computer Leasing Corp.(11) 2-28613-2
 American Financial Corp. (4,7) 0-839-2
 Brun Sensor Systems, Inc. (4,10,11,13) 2-27105-2
 Lithonia Lighting, Inc.(2) 1-4776-2
 Marion Corp.(12) 0-1417-2
 New York State Electric & Gas Corp.(7) 1-3103-2

 Alaska Interstate Co.(2,13) 1-5744-2
 Chevway Corp.(12) 0-2332-2
 E. I. Du Pont De Nemours & Co.(13) 1-815-2
 Foamland U.S.A., Inc.(11) 0-2764-2
 Muter Co.(13) 1-3483-2
 Pioneer Natural Gas Co.(8) 0-525-2

 Cox Broadcasting Corp.(12) 1-4933-2
 Decitron Electronics Corp. (1,12) 0-2833-2
 Emhart Corp.(7,10) 1-4012-2

 First Cheyenne Corp (2,7,11,13) 2-23029-2
 Natural Gas Pipeline Co of America(12) 2-14243-2
 Fantasote Co.(2,7,12,13) 1-5339-2
 Peterson, Howell & Heather, Inc.(7) 0-1631-2

 Arthur G. McKee & Co.(8) 1-146-2
 Penn Central Co.(3) 1-1569-2
 Pennsylvania Co.(3) 1-4954-2

 American Water Works Co., Inc.(7,13) 1-3437-2
 Fall River Electric Light Co.(11) 2-23648-2
 Mankato Citizens Telephone Co.(12) 0-673-2
 National Car Rental System Inc.(7,8,9) 2-19978-2
 Philadelphia Electric Co. (12) 1-1401-2

 Acme Precision Products, Inc.(11) 1-3327-2
 Bassett Furniture Industries Inc.(11,13) 0-209-2
 Consolidated Edison Co. of N.Y. Inc.(3) 1-1217-2
 Manhattan Industries, Inc. (7) 1-241-2
 Meister Brau, Inc.*7,13) 0-2086-2
 Mooney Corp.(12,13) 0-2985-2

 Altamil Corp.(3,11) 1-4834-2
 American District Telegraph Co.(3) 0-771-2
 American Electronics, Inc. (7,8) 1-3954-2
 Bergen Drug Co., Inc.(7,8) 1-5110-2
 Brown Shoe Co., Inc.(11,13) 1-2191-2
 Cross Co.(11,13) 0-115-2
 Flo-Tronics, Inc.(2,12) 0-1388-2
 Lortogs, Inc.(2) 0-1703-2
 Maul Bros., Inc.(7) 1-4970-2
 New Jersey Power & Light Co.(12) 1-3221-2

Air Products & Chemicals, Inc.(11,13) 1-4534-2
 Albertson's Inc.(7) 0-1552-2
 Allen Electronic Industries, Inc.(3) 0-3148-2
 Compo Industries, Inc. (12,13) 1-2076-2
 Kellogg Co.(13) 1-4171-2
 Management Data Corp.(7) 1-5820-2
 Missouri-Kansas-Texas RR Co.(12) 1-4396-2

Misc 8K Reports

Care Centers, Inc. Feb 69 (12) 2-28064-2
 Elgin Joliet & Eastern Ry Co.Dec 68(11) 1-740-2
 Cenco Instruments Corp. Dec 68(4,7,8) 1-3730-2

 Phillips-Van Heusen Corp. Amdt #1 to 8K for Nov 68(7) 1-724-2

 The Unidat Corp. Dec. 67 (7) 2-29581-2
 Universal Marion Corp. Dec. 68(2,13) 1-4149-2

 Gulf Resources & Chemical Corp. Amd #1 to 8K for Jan 69(12) 1-4815-2

 Texas International Airlines Inc. Amd #1 to 8K for Dec 68(2,7,9,13) 0-334-2

8K Reports for January 1969

Hazeltine Corp.(3)	1-230-2	Horizon Corporation(11, 12,13)	0-1725-2
Iroquois Industries Inc. (12)	1-5387-2	Procter & Gamble Co.(8,12)	1-434-2
Reliable Stores Corp.(11)	1-1249-2	Security New York State Corp.(2)	0-2569-2
TST Industries, Inc. (7,12,13)	1-301-2	Tishman Realty & Constr. Co., Inc.(7,10,13)	1-1046-2
Warner & Swasey Co.(4)	1-4787-2	Uarco Inc.(11,12,13)	1-5081-2
Halliburton Co.(7,10,13)	1-3492-2	Wickes Corp.(7,13)	1-3447-2
Hickok Electrical Instrument Co.(11)	0-147-2	Gibraltar Financial Corp. Of Calif.(12,13)	1-4575-2
Kaufman & Broad, Inc. (12,13)	1-4618-2	Golden United Investment Co.(7)	2-29642-2
Sperti Drug Corp.(11,13)	0-2313-2	Bird & Son Inc.(8)	0-828-2
Rollins Leasing Corp. (7,11,12,13)	1-5728-2	Consolidated Foods Corp. (7)	1-3344-2
John R. Thompson Co.(12)	1-102-2	Maremont Corporation	1-4232-2
Zenith Radio Corp.(12,13)	1-4115-2	Alaska Airlines, Inc.(12)	1-3314-2
Gray Communications Systems, Inc.(12)	2-27380-2	American Bankshares Corp. (2,7,13)	0-2575-2
Illinois Power Co.(7)	1-3004-2	American Medicorp, Inc. (2,7,13)	2-28313-2
Sovereign Life Insur. Co. of Calif.(1)	2-20919-2	Arnav Industries, Inc. (2,13)	0-3158-2
Texas Oil & Gas Corp.(7)	1-4995-2	Bro-Dart Industries(3,7)	1-5852-2
Victor Products Corp.(1,12)	0-973-2	Caressa, Inc.(12)	1-5784-2
Retail Credit Co.(12,13)	0-355-2	Laguna Niguel Corp(7)	1-4871-2
Seaway Food Town, Inc. (7,11)	0-80-2	Leeds Shoes, Inc.(2,4,7, 8,12)	0-2216-2
Transistor Electronics Corp.(2,7,9,13)	0-1668-2	Mead Corp(3,8,12)	1-2267-2
The Upjohn Co.(3,12,13)	1-4147-2	Occidental Petroleum Corp. (3,13)	1-520-2
Katy Industries, Inc. (12,13)	1-5558-2	Alberto-Culver Co.(11,13)	1-5050-2
Philip A. Hunt Chemical Corp.(7)	1-4960-2	Alcon Laboratories, Inc. (12)	0-1662-2
Varian Associates(7,8,13)	1-4213-2	Associated Brewing Co.(12)	1-909-2
Allen Aircraft Radio, Inc. (7)	0-2850-2	Atlantic Richfield Co.(3)	1-1196-2
Beneficial Finance Co.(7,8)	1-1177-2	Dreyfus Corp.(3)	1-5240-2
Chemetron Corp(7,13)	1-3061-2	EDP Resources, Inc.(7,8, 12)	2-27278-2
Cordis Corp.(7)	0-3274-2	Lonergan Corp.(1)	2-28452-2
ECO Electrical Manufacturing Corp.(3,13)	1-5189-2	Parvin-Dohrmann Co.(1,13)	1-2762-2
First Western Financial Corp.(12,13)	0-2904-2	Ansul Co.(The)(11,12,13)	1-4606-2
Kulicke & Soffa Ind., Inc. (11,13)	0-121-2	Central Telephone & Utilities Corp.(7,13)	1-5734-2
Medco, Inc.(11)	1-4724-2	Curtiss-Wright Corp.(7)	1-134-2
Allied Stores Corp.(13)	1-970-2	Eagle-Picher Industries, Inc.(7)	1-1499-2
Alpha Portland Cement Co. (12,13)	1-954-2	Opelika Mfg. Corp.(11)	1-3160-2
Baltimore and Ohio RR Co. (3)	1-923-2	American Machine & Foundry Co.(4,7,11,13)	1-785-2
Capital Finance Corp.(7,8)	0-812-2	Bridgford Foods Corp.(7)	0-2396-2
Daryl Industries(7,11)	1-4321-2	Edgewater Corporation (2,13)	0-890-2
Frontier Airlines, Inc. (12,13)	1-4877-2	G T Corporation(4,13)	0-2676-2
National Standard Co. (7,11,13)	1-3940-2	Koppers Co., Inc.(8)	1-3224-2
Pennzoil Co.(11,13)	1-4774-2	National Dairy Products Corp.(3)	1-1146-3

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the further suspension of exchange and/or over-the-counter trading in the securities of Bartep Industries, Inc., Dumont Corporation and Majestic Capital Corporation for the ten-day period March 1-10, 1969, inclusive, in the securities of Microbiological Sciences, Inc., for the 8-day period March 2-9, 1969, inclusive, and in the securities of Continental Vending Machine Corporation and Westec Corporation for the ten-day period March 3-12, 1969, inclusive.

BEVIS INDUSTRIES FILES RIGHTS OFFERING PROPOSAL. Bevis Industries, Inc., 607 Howard Bldg., Providence, R. I. 02903, filed a registration statement (File 2-31796) with the SEC on February 20 seeking registration of 381,490 shares of common stock. It is proposed to offer this stock for subscription by holders of outstanding stock, at the rate of one new share for each 1.6 shares held. The record date and subscription price (\$10 per share maximum*) are to be supplied by amendment. No underwriting is involved; but NASD members who assist in the offer will receive a 25c per share commission provided not less than 100 shares are issued pursuant to the exercise of subscription right.

The company is engaged in the manufacture and distribution of textile and thermoplastic film-stretching machinery, cold rolled strip steel, flat wire, and other special shapes of steel, light weight aggregate from raw shale, and greeting cards, and in the distribution of gift items. Of the net proceeds of its stock sale, \$2,446,000 will be used for the payment of certain indebtedness; the balance will be used for general corporate purposes. In addition to indebtedness, the company has outstanding 1,357,504 common shares. Royal Little is board chairman and Harvey J. Sarles is president and chief executive officer.

JOSEPH DAVIS SUSPENDED. The SEC today announced an order under the Securities Exchange Act (Release 34-8541) suspending Joseph Davis, former manager of the Hollywood, Fla., office of First Hanover Corporation, from association with any broker-dealer for five months, commencing March 3. Davis waived a hearing on charges that he violated the anti-fraud provisions of the Federal securities laws between September 1967 and February 1968 in connection with the offer and sale of common stock of Intelectron Corporation; and he also consented to findings of such violations (solely for the purpose of these proceedings, and without admitting the charges) and to the five-month suspension. Upon expiration of the period of the suspension, he may re-enter the securities business in a non-supervisory capacity, subject to proper supervision.

According to the Commission's decision, Davis offered and sold Intelectron stock, which was a speculative and unseasoned security, without regard for his customers' investment needs and objectives and in disregard of information as to Intelectron's financial condition and business operations. In addition, he made false and misleading statements concerning, among other things, Intelectron's assets, sales and prospects, an anticipated short-term increase in the market price of its stock, the development and perfection of a hearing aid for insertion in the user's tooth, and a device to provide normal hearing to persons suffering from "nerve deafness", the opening of clinics to treat the hard-of-hearing with the aid of the Federal Government, the problem of microminiaturization, and an outstanding contingent option to purchase 582,000 Intelectron shares at one cent per share.

In determining to accept Davis' offer of settlement proposing the five-month suspension, the Commission took into account the fact that he is 67 years old and has engaged in the securities business for 18 years without having been subject to any disciplinary action by a regulatory agency.

SECURITIES ACT REGISTRATIONS. Effective February 27: Bangor Punta Corp., 2-31385 (Apr 9); Colonial Ventures, Inc., 2-29935; Continental Testing Laboratories, Inc., 2-30966 (90 days); Walt Disney Productions, 2-31701; Film Corp. of America, 2-30863 (90 days); Florida Telephone Corp., 2-31253 (40 days); Four Seasons Equity Corp., 2-31145 (90 days); Galbreath First Mortgage Investments, 2-31435 (90 days); Inflight Motion Pictures, Inc., 2-31295 (40 days); International Harvester Co., 2-31712; King Radio Corp., 2-31617 (40 days); Leisure Technology Corp., 2-30532 (90 days); Mangurian's, Inc., 2-31639 (90 days); Memorex Corp., 2-31765; National Packaging Corp., 2-31060 (90 days); New Jersey Life Co., 2-31613 (90 days); Pension Capital Growth Fund, Inc., 2-29786; Plessey Inc., 2-31062 (90 days); Professional Health Services, Inc., 2-30904 (90 days); Selco, Inc., 2-30880 (90 days); Sonic Development Corp., 2-29903 (90 days); Texas International Airlines, Inc., 2-29844 (40 days); Tyson's Foods, Inc., 2-30958 (40 days); Viking Communications Ltd., 2-30713 (90 days).

NOTE TO DEALERS. The period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

*As estimated for purposes of computing the registration fee.

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