

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



Washington, D.C. 20549

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

(In ordering full text of Releases from SEC Publications Unit cite number)

(Issue No. 69-100)

FOR RELEASE May 26, 1969

**SEC ORDER CITES CHARTER INVESTMENTS.** The SEC has ordered administrative proceedings under the Securities Exchange Act of 1934 involving Charter Investments, Inc., of 9229 Sunset Blvd., Los Angeles, which on April 23, 1969, applied for registration under the said Act as a broker-dealer (the respondent is not to be confused with "Charter Securities Co., Ltd.," of New York). Charter Investments is wholly-owned by Charter Funding Corporation; Roger Haines, its president, William E. Chaikin, vice president, and Robert A. Eisenberg, secretary-treasurer, hold similar positions with the parent company.

The proceedings are based upon staff allegations that (a) since on or about August 1, 1968, Eisenberg, in participation with Majestic Capital Corporation, Alex Chaplan, Bernard Lund, Robert Sunshine, Robert Marshall, Bruce Livingston and others, offered and sold stock of Majestic Capital stock in violation of the Securities Act registration requirements; and (b) since September 19, 1968, Eisenberg, Chaplan, Lund, Livingston and others engaged in activities in connection with the offer, sale and purchase of Majestic Capital stock which violated the anti-fraud provisions of the Federal securities laws. In a Federal court complaint filed by the Commission on April 22, 1969, the Commission alleged that Majestic Capital, Eisenberg and others offered and sold Majestic Capital stock in violation of the said registration and anti-fraud provisions of the Federal securities laws.

A hearing will be scheduled by further order to take evidence on the staff charges and to afford the respondents an opportunity to offer any defenses thereto.

**STEIN ROE & FARNHAM FUND RECEIVES ORDER.** The SEC has issued an exemption order under the Investment Company Act (Release IC-5688) with respect to the proposal of Stein Roe & Farnham Balanced Fund, Inc., Chicago, to acquire substantially all of the assets of Hathaway Brothers Company ("Hathaway"). Stein Roe proposes to issue its shares at net asset value for Hathaway's assets, which were valued at \$1,572,146 on February 14 (less a cash reserve not to exceed \$85,000). The shares of Stein Roe are to be distributed to Hathaway shareholders on its liquidation.

**VARIABLE ANNUITY LIFE INSURANCE SEEKS ORDER.** The SEC has issued an order (Release IC-5689) giving interested persons until June 9 to request a hearing on an application of The Variable Annuity Life Insurance Company, Houston, Tex. ("Valic Texas"), The Variable Annuity Life Insurance Company Separate Account One and The Variable Annuity Life Insurance Company Separate Account Two for exemption from certain provisions of the Act. In furtherance of a change of domicile from the District of Columbia to Texas, Valic Texas was organized as a stock life insurance company in August 1968 to succeed to the business of Variable Annuity Life Insurance Company of America, of Washington, D. C. Valic Texas established Valic Separate Account One and Valic Separate Account Two and each separate account has become a registered investment company and has filed a registration statement with the SEC covering the variable annuity contracts issued in connection with such separate accounts.

**BLOCK ENGINEERING SEEKS ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5691) giving interested persons until June 16 to request a hearing upon a proposal of Block Engineering Inc. ("Block") with respect to certain transactions involved in the proposed merger of Dunn Associates Inc. ("Dunn") into Block and to enter into certain transactions with S. Thomas Dunn, principal stockholder of Dunn. Christiana Securities Company, a closed-end, nondiversified investment company, owns 29% of the outstanding common stock of E. I. duPont de Nemours and Co., which in turn owns 40% of Block's outstanding common stock. Block owns 47% of the outstanding common stock of Dunn and S. Thomas Dunn, an officer of Dunn, owns the remaining 53%. Pursuant to the terms of the proposed merger, Dunn proposes to exchange 15,000 common shares for Thomas Dunn's 53% interest in Dunn (7,500 of such shares to be held in escrow contingent upon accuracy of representations in the merger documents and Thomas Dunn's continued employment with Block). Block's 47% stock interest in Dunn will be cancelled. In addition, it was agreed that Thomas Dunn will serve as a vice president of Block. Block is principally engaged in research relating to, and the development, manufacturing and marketing of, electro-optical and bio-medical instruments. Organized in 1965, Dunn remained inactive until mid-1967. Dunn's activities now are in two areas: (1) acting as a sales representative with respect to products and services for Block and others generally in the District of Columbia and (2) the assembly and marketing of commercial interferometer spectrometer systems. One-half of Dunn's gross revenue is attributable to activity carried on with Block.

**MICHIGAN POWER RECEIVES ORDER.** The SEC has issued a supplemental order under the Holding Company Act (Release 35-16383) granting an application of Michigan Power Company ("MPC"), subsidiary of American Electric Power Company, Inc., New York holding company, for an order authorizing an extension from June 30, 1969 to December 31, 1969, of the time in which MPC may issue and sell up to \$850,000 of notes to National Bank of Detroit and of the time for repayment of open account advances from AEP (provided that the advances will not be repaid before the preferred stock of MPC has been retired). Such notes and advances were originally authorized by the Commission order of October 16, 1967 (Release 35-15872), and the maturity dates were extended by Commission order of May 2, 1968 (Release 35-16051).

OVER

**GUIDELINE COMMENT PERIOD EXTENDED.** The SEC has extended to June 15 the due date for comment upon its staff's Proposed Guidelines For The Preparation of Form N-8B-1 and Proposed Guidelines For The Preparation of Form S-4 and Form S-5 Including the Prospectus for A Management Investment Company, published on March 11, 1969.

**SALE OF TOP NOTCH URANIUM STOCK ENJOINED.** The SEC Denver Regional Office announced May 19 (LR-4322) that the U. S. District Court in Salt Lake City had permanently enjoined violations of the registration and anti-fraud provisions of the Federal securities laws in the sale of stock of Top Notch Uranium & Mining Corporation by John W. Taylor, Robert S. Jenson, Edna Montani, Sharon A. Todd and Charles N. Pierson, all of Salt Lake City, and Gary L. Barton of Woods Cross, Utah. The several defendants consented to the injunction. An order of preliminary injunction was entered against Frank M. Whitney and Donald D. Glenn, of Salt Lake City; also, against E. H. Coltharp & Company of Salt Lake City (but as to registration violations only). The action is continuing as to certain other defendants.

**SEC COMPLAINT NAMES NAT'L AID FOR BAPTISTS, WILSON.** The SEC Fort Worth Regional Office announced May 20 (LR-4323) the filing of an action in the U. S. District Court in Wichita, Kansas, seeking to enjoin violations of the anti-fraud provisions of the Securities Act in the offer and sale of "Gold Seal Church Extension Notes" by National Aid Association for Baptists, Inc., and its president, Arthur W. Wilson, both of Wichita.

**R. M. ALWORTH SENTENCED.** The SEC Fort Worth Regional Office announced May 20 (LR-4324) that the U. S. District Court in Abilene, Texas, sentenced Rexford May Alworth of Ranger, Texas, to a probated term of one year and one day for violations of the Securities Act registration provisions in the sale of oil interests.

**INDICTMENT NAMES RUSH, OTHERS.** The SEC announced May 23 (LR-4325) that an indictment was returned in the Federal court in Peoria, Ill., charging violations of the registration and anti-fraud provisions of the Federal securities laws by the following: Michael Meyer Rush, Robert Colucci, David William Martin Davies, a/k/a Justin Gold, a/k/a Stern Greengrass, a/k/a Stern Griegrass, a/k/a Stern Griengrass, DeVeeers Consolidated Mining Corp., S.A., National Bank and Trust Corporation, and Essex Bank and Trust Limited. In essence, the indictment charged a scheme whereby American shareholders in six dormant Canadian mining companies were solicited, from June 1966 through 1968, to exchange their stock in such companies for securities of Panamanian and European corporations controlled by Michael Meyer Rush.

**UNLISTED TRADING GRANTED.** The SEC has issued an order under the Securities Exchange Act (Release 34-8610) granting applications of the Philadelphia-Baltimore-Washington Stock Exchange for unlisted trading privileges in the common stock of Technical Operations, Inc., and in the common stock purchase warrants of Loew's Theatres, Inc.

**TRADING SUSPENSIONS CONTINUED.** The SEC has ordered the suspension of over-the-counter trading in the securities of Continental Investment Corporation and Electrogen Industries, Inc. (formerly Jodmar Industries, Inc. and sometimes known as American Lima Corporation) for the ten-day period May 27 to June 5, 1969, inclusive.

**MONSANTO FILES FOR SECONDARY.** Monsanto Company, 800 North Lindberg Blvd., St. Louis, Mo. 63166, filed a registration statement (File 2-33122) with the SEC on May 21 seeking registration of 294,454 to be outstanding shares of \$2.75 cumulative convertible preferred (and the underlying 329,782 common shares into which they are convertible). These preferred shares are to be issued in June 1969 in connection with the company's acquisition of Fisher Governor Company. All or part of such shares may be offered for sale from time to time by the recipients thereof at prices current at the time of sale.

Monsanto is engaged in the manufacture and sale of a diversified line of chemicals, plastics and allied products; in the manufacture and sale of man-made fibers; and in the production, refining and marketing of oil and gas and petroleum products. In addition to indebtedness, it has outstanding 33,008,920 common shares. Emily F. Cartwright may sell 57,521 preferred shares, Martha Ellen Iye 57,467, and 27 others the remaining shares being registered.

**SPAGHETTI SYSTEMS PROPOSES OFFERING.** Spaghetti Systems, Inc., 2821 Metropolitan Place, Pomona, Calif., filed a registration statement (File 2-33124) with the SEC on May 21 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a "best efforts" basis through Fred Martin & Co., La Jolla, California, which will receive a 75¢ per share selling commission. The company has agreed to sell the underwriter, for \$1,000, four-year warrants to purchase 10,000 shares (on the basis of one warrant for each ten shares sold), exercisable initially at \$6 per share.

The company was organized under Delaware law in February 1969 to engage primarily in developing, operating and conducting a general restaurant franchising business under the name "Lotsa-Pasta." Of the net proceeds of its stock sale, \$91,000 will be used for the company's operating expenses and \$309,000 for purchase of land, construction of the building, purchase of equipment, and payment of sales and related expenses in connection with Restaurant Unit #1. The company proposes to purchase land and construct the building for its restaurant Unit #1, then arrange a sale and lease-back thereon and use the funds to purchase the land and construct the building for its restaurant Unit #2. The company has outstanding 54,000 common shares (with a 37¢ per share book value), of which John R. Miller, president, owns 71.3% and Buchbinder & Company 28.7%. Purchasers of the shares being registered will acquire a 65.3% stock interest in the company for their investment of \$500,000 (they will incur an immediate dilution of \$2.27 in per share book value from the offering price); the present two shareholders will then own 34.7%, for which they paid \$20,000, or 37¢ per share.

**CITY INVESTING MORTGAGE TRUST PROPOSES OFFERING.** City Investing Mortgage Trust, 980 Madison Ave., New York, N. Y. 10021, filed a registration statement (File 2-33110) with the SEC on May 20 seeking registration of 3,500,000 shares of beneficial interest with warrants to purchase 700,000 shares of beneficial interest, to be offered for public sale in units each consisting of five shares and one warrant. The offering is to be made through underwriters headed by Lehman Brothers, One William St., New York, N. Y.; the offering price (\$20 per share maximum\*) and underwriting terms are to be supplied by amendment.

City Investing was organized as a trust under New York law on May 15. It plans to qualify as a real estate investment trust under Sections 856-858 of the Internal Revenue Code, and to invest primarily in construction and development first mortgage loans. Net proceeds of its sale of shares will be used to acquire construction and development first mortgage loans (a limited portion may ultimately be used to purchase real estate equities, but there are no plans to acquire such interests in the near future) and part will be invested in participations in existing interim mortgage loans pursuant to letters of agreement entered into by the Trust with commercial banks (ultimately the funds obtained will be used to acquire first mortgage construction and development loans, rather than through participations). Kenneth D. Childs, John L. Gibbons, William A. Kaynor, Charles H. Kellstadt and Geo. T. Scharffenberger are trustees.

**GENERAL BOX FILES FOR SECONDARY.** General Box Company, 1825 Miner St., Des Plaines, Ill. 60016, filed a registration statement (File 2-33112) with the SEC on May 21 seeking registration of 161,691 outstanding shares of common stock, to be offered for public sale by the present holders thereof. The offering is to be made through underwriters headed by Hornblower & Weeks-Hemphill, Noyes, 8 Hanover St., and Equitable Securities, Morton & Co. Incorporated, Two Wall St., both of New York, N. Y.; the offering price (\$14 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company manufactures and sells shipping containers, consisting of wooden wirebound and corrugated boxes, and crates and pallet containers for packaging consumer and industrial materials. It also manufactures minor amounts of foam plastic packaging materials. In addition to indebtedness and preferred stock, the company has outstanding 1,113,242 common shares, of which Keystone Consolidated Industries, Inc., owns 16.9% and management officials as a group 14.7%. Thomas W. Regan is board chairman and president. Keystone proposes to sell all of its holdings of 161,691 shares.

**AVCO DELTA TO SELL DEBENTURES.** Avco Delta Corporation, 750 Third Ave., New York, N. Y. 10017, filed a registration statement (File 2-33113) with the SEC on May 21 seeking registration of \$30,000,000 of senior debentures, due 1989, to be offered for public sale through underwriters headed by Lehman Brothers, One William St., New York, N. Y. 10004. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged primarily in making consumer loans, in financing sales of consumer, automotive and industrial products, in wholesale, industrial, commercial, agricultural and home improvement financing, in industrial banking and lending, and in the insurance business. Net proceeds of its debentures sale will be added to the company's general funds and initially applied to the reduction of short-term debt, which was incurred primarily to provide funds for use in the ordinary course of the company's finance business. In addition to indebtedness, the company has outstanding 848 capital shares, all owned by Avco Corporation. James R. Kerr is board chairman of the company and president of Avco Corporation and Henry P. Paterno is president of the company.

**ZEMCO INDUSTRIES FILES FOR OFFERING AND SECONDARY.** Zemco Industries, Inc., 8608 Foster Ave., Brooklyn, N. Y. 11236, filed a registration statement (File 2-33115) with the SEC on May 21 seeking registration of 143,000 shares of common stock, of which 120,000 are to be offered for public sale by the company and 23,000 (being outstanding shares) by the present holder thereof. The offering is to be made at \$11 per share through underwriters headed by Granite Securities Corporation, 500 Fifth Ave., New York, N. Y., which will receive a 73¢ per share commission. The company has agreed to pay Granite Securities \$17,500 for expenses and to sell it, at 1¢ per warrant, five-year warrants to purchase 14,300 shares, exercisable initially (after one year) at \$11.77 per share.

Organized in February 1969, the company acquired all the outstanding shares of H. Zemsky & Sons, Inc. Through the Zemsky subsidiary, the company is engaged in the business of selling and distributing processed meats to national and primary chain stores, single and multiple-unit supermarkets, cooperatives, jobbers and independent delicatessens. Of the net proceeds of its sale of additional stock, \$1,000,000 will be used either to purchase an existing or to construct a new meat processing plant; the balance will be used for the company's inventory and working capital. The company has outstanding 976,471 common shares, of which Sam Zemsky, president, owns 89.74%. Zemsky proposes to sell 23,000 shares of 876,263 shares held.

**FISHER FOODS FILES FOR OFFERING AND SECONDARY.** Fisher Foods, Inc., 5300 Richmond Road, Bedford Heights, Ohio 44146, filed a registration statement (File 2-33116) with the SEC on May 21 seeking registration of \$18,000,000 of convertible subordinated debentures, due 1994, and 400,000 outstanding shares of common stock. The debentures are to be offered for public sale by the company and the shares by the present holders thereof. The offerings are to be made through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith, 70 Pine St., New York, N. Y. 10005; the interest rate on the debentures, offering prices (\$32 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company operates 92 supermarkets, 73 in Ohio and Kentucky and 19 in the Chicago area; also, seven discount department stores in the Pittsburgh area, an ice cream plant in Bedford, Ohio, a donut bakery in Cincinnati and a retail fruit basket and gourmet food packaging operation in Cleveland. Of the net proceeds of its debenture sale, the company will apply \$6,000,000 to repay outstanding short-term notes, obtained for increased inventory, store remodeling, equipping new stores and constructing and equipping an addition to the dry grocery warehouse and \$8,000,000 to finance capital expenditures during the current fiscal year (including equipping approximately 7 new stores, remodeling and equipping four existing stores, additions to the company's

fleet of rolling stock and improvements to warehouse facilities) and \$3,000,000 to finance increased inventory requirements for new and remodeled stores; the balance will be added to the company's general working capital. In addition to indebtedness and preferred stock, the company has outstanding 5,103,614 common shares, of which John Fazio, president, owns 16.58% and Carl Fazio, board chairman, 15.60%. John Fazio proposes to sell 100,000 shares, Carl Fazio 135,000 and six others the remaining shares being registered.

**COLORADO INTERSTATE TO SELL BONDS.** Colorado Interstate Corporation, P. O. Box 1087, Colorado Springs, Colo., filed a registration statement (File 2-33117) with the SEC on May 21 seeking registration of \$30,000,000 of first mortgage pipe line bonds, due 1989, to be offered for public sale through underwriters headed by Dillon, Read & Co., Inc., 46 William Street, New York, N. Y. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is principally engaged in the production, purchase, transmission and sale of natural gas. Of the net proceeds of its sale of bonds, \$20,000,000 will be applied to the partial retirement of \$25,000,000 of short-term notes; the balance will be applied to retirement of outstanding commercial paper. Proceeds of such borrowings were used for expansion and improvement of the company's natural gas pipeline system, for development and exploration of its oil and gas properties, for the expansion and improvement of its manufacturing and marketing facilities and for general corporate purposes.

**GULF-SOUTH AIRWAYS PROPOSES OFFERING.** Gulf-South Airways, Inc., 232 Administration Building, New Orleans Lakefront Airport, New Orleans, La. 70126, filed a registration statement (File 2-33118) with the SEC on May 21 seeking registration of \$1,250,000 of 6 1/2% convertible subordinated debentures, due 1989, 250,000 shares of common stock and 100,000 common stock purchase warrants, to be offered for public sale in units, each consisting of a \$250 debenture, 50 common shares and 20 warrants, and at \$500 per unit. The offering is to be made on a "best efforts" basis through Charter Securities Co., Ltd., 55 Liberty St., New York, N. Y., which will receive a \$50 per unit selling commission plus \$50,000 for expenses. The company has agreed to pay Walter Wiley \$53,750 in consideration for his services as a finder.

The company was organized under Louisiana law in October 1968 in order to organize and operate a commercial airline primarily providing scheduled passenger, cargo and mail service to cities and communities in the southern part of the United States. It proposes to commence such service in July. Of the net proceeds of its financing, \$400,000 may be applied to the purchase of five aircraft and \$88,000 towards spare parts inventory, purchase of air-to-ground communication equipment, tools, equipment and supplies for aircraft maintenance and construction and equipping of a ticket counter and sales offices; the balance will be added to the company's general funds, to be applied to start-up costs during the initial period of operation. The company has outstanding 1,320,000 common shares (with a 12¢ per share book value), of which William G. Rheams, board chairman and president, owns 45.5% and management officials as a group 68.2%. Purchasers of the shares being registered will sustain an immediate dilution of \$3.64 in the per share book value from the offering price.

**TECTRA INDUSTRIES TO SELL STOCK.** Tectra Industries, Inc., 100 Pulaski St., West Warwick, R. I. 02893, filed a registration statement (File 2-33119) with the SEC on May 21 seeking registration of 150,000 shares of common stock, to be offered for public sale at \$4.50 per share. The offering is to be made through Graham Loving & Co., 767 Fifth Ave., New York, N. Y. 10022, which will receive a 45¢ per share commission plus \$12,000 for expenses. In March 1969, Herbert Stein, a consultant to the underwriter, purchased 17,500 shares at \$2 per share from four principal stockholders of the company. Those four stockholders have entered into stock purchase agreements with certain partners and employees of the underwriter, providing for their purchase of a total of 15,000 shares at an initial price of \$4.05, non-transferable for one year.

Organized under Delaware law in February 1969 for the purpose of continuing in one venture the business and management of Weaving Corporation of America, Inc., and Tectra Corp. (a Puerto Rican Corporation), the company is engaged in the weaving by needle looms, dyeing and finishing of narrow elastic fabrics which are sold primarily to manufacturers of women's undergarments and sportswear. Of the net proceeds of its stock sale, \$300,000 will be applied to the repayment of short-term bank loans incurred for working capital and the purchase of equipment and \$231,350 will be applied to the purchase of new needle looms and other machines and the equipping of a new plant facility; the balance will be used for general corporate purposes. The company has outstanding 567,500 common shares, of which Bernard M. Cole, president, owns 23.6% and management officials as a group 77.5%.

**NATIONAL LUGGAGE TO SELL STOCK.** National Luggage, Inc., 1090 East 23rd St., Hialeah, Fla., filed a registration statement (File 2-33125) with the SEC on May 22 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$3.75 per share. The offering is to be made on a "best efforts, all or none" basis through H. E. Simpson Securities, Inc., 40 Exchange Pl., New York, which will receive a \$.375 per share selling commission plus \$10,000 for expenses. Contingent upon consummation of this offering, the principal stockholders have agreed to sell 5,000 shares to the underwriter for an aggregate of \$50.

The company is engaged in the retail sale of luggage, leather goods and gift items. Of the net proceeds of its stock sale, \$125,000 will be used to finance the construction and stock of two new "Bentley's" stores to be located in West Palm Beach and Pompano Beach, Fla., and \$100,000 to finance the installation and stock the luggage centers in two new Jefferson Stores to be located in West Palm Beach and West Fort Lauderdale; the balance will be used for the company's general working capital. The company has outstanding 300,000 common shares (with a 46¢ per share book value), of which Irving E. Efseroff, president, and Milton D. Bromsley, secretary-treasurer, own 46.5% each. Purchasers of the shares being registered will sustain an immediate dilution of \$2.66 in per share book value from the offering price.

**STOCK PLANS FILED.** The following companies have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered under and pursuant to employee stock and related plans:  
 Transamerica Corporation, San Francisco, Calif. (File 2-33111) - 3,470,031 shares  
 Florida Gas Company, Winter Park, Fla. (File 2-33114) - 33,000 shares  
 Allied Products Corporation, Chicago, Ill. (File 2-33120) - 171,025 shares  
 Monsanto Company, St. Louis, Mo. (File 2-33121) - 68,052 shares

**O/C REGISTRATIONS REPORTED.** The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "\*\*\*"):

File No.	O-Registrants	Location
3512	American Computer Leasing Corp**	Cincinnati, Ohio
3523	American Gas Co of Wisconsin Inc	Omaha, Nebraska
3524	Federal Petroleum Inc**	Oklahoma City, Oklahoma
3658	First American Financial Corp**	Santa Ana, Cal.
3489	G-R-I Corp**	Chicago, Ill.
3522	Flori Investment Co	Phoenix, Ariz.
3513	Sam Goody, Inc	New York, NY
3497	Guardian Industries Corp	Detroit, Mich.
3520	Investors Guaranty Life Insurance Co	Los Angeles, Cal.
3720	Memory Magnetics International	Torrance, Cal.
3525	N L T Corp	Nashville, Tenn.
3511	Paraphernalia Inc	New York, NY
3517	H G Parks Inc	Baltimore, Md.
3504	Quanta Systems Corp**	Rockville, Md.
3514	Sedalia-Marshall-Eoonville Stage Line Inc	Des Moines, Iowa
3506	Selco Inc	Tulsa, Okla.
3490	Serv-Quik Inc	Richmond, Ky.
3519	TI Corp	Los Angeles, Cal.
3498	Taylor Devices Inc	North Tonawanda, NY
3516	Weksler Instruments Corp	Freeport, NY

**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 May 9 News Digest.

Misc 8K Reports		8K Reports for Feb '69	
Servo Corp. of America (7,8,12) Jan 69	1-3925-2	Houdaille Industries, Inc. (12,13)	1-5682-2
San Antonio Corp.(12) Dec 68	0-2513-2	Merck & Co., Inc.(13)	1-3305-2
Vetco Offshore Industries, Inc. (13) Mar 69	1-5889-2	Mississippi River Corp.(13)	1-3599-2
Eastern Racing Association, Inc. (2) Jan 69	0-1728-2	Associates Investment Co.(1)	1-1912-2
N. K. Winston Corp. Jan 69 (1)	0-1759-2	Iowa Beef Packers, Inc.(2,3, 11,13)	1-5610-2
Houston Natural Gas Corp. Jan 69 (2,4,10,13)	1-5640-2	Trans-Canada Pipe Lines Ltd. (7,8)	2-12927-2
		American Finance System Inc. (12)	1-5625-2
		Conchemco, Inc. (11)	1-5478-2
		Drew National Corp.(2,7,11,13)	0-48-2
		Ramada Inns, Inc.(7,12,13)	1-5440-2
		Trailer Train Co.(7)	2-20540-2

8K Reports for Feb '69

General Life Ins. Co. of Wisc.  
(13) 0-2185-2  
Robintech Inc. (7,13) 1-4177-2  
Winn's Stores, Inc.(11,12,13) 2-29816-2  
Wright Air Lines, Inc.(7,13) 0-3145-2

Airlift International, Inc.  
(12) 1-5551-2  
Binney & Smith Inc.(12,13) 1-4745-2  
Crown Corp. (7,8,9) 0-3059-2  
Damon Creations, Inc.(7,8,12,  
13) 1-5886-2  
Dana Corp. (8) 1-1063-2  
H. J. Heinz Co. (4, 7, 11,13) 1-3385-2  
Joslyn Mfg & Supply Co. (12) 0-1252-2  
Larson Industries, Inc.(2) 0-2955-2  
Midwest Rubber Reclaiming Co.  
(11,13) 0-152-2  
Spiral Metal Company, Inc.  
(3,7) 0-3367-2

American Cyanamid Co.(3,13) 1-3426-2  
Equity Funding Corp. of  
America (7,13) 1-5306-2  
North American Rockwell Corp  
(7,11,13) 1-1035-2

Becton, Dickinson & Co.(13) 1-4802-2  
Haven Industries, Inc.(3,11,  
12) 1-4647-2

Alisco, Inc. (1) 1-4148-2

Diversified Realty, Inc.(7) 0-2864-2  
UMC Industries, Inc. (1,12,13) 1-4202-2  
Washington Mills Co. (3) 0-2400-2  
Wolverine Aluminum Corp.(7) 0-3122-2

Instrument Systems Corp.(7,  
11,12,13) 1-5643-2  
Robertshaw Controls Co.(13) 1-3452-2  
Vacco Industries(12) 0-2236-2

Kennesaw Life & Accident  
Ins. Co.(8) 2-15835-2  
Telephone Utilities Inc.  
(2,7,13) 0-873-2  
U. S. Industries, Inc.(7) 1-3772-2  
Wiltek, Inc.(12) 0-2401-2

Trion, Inc.(13) 0-3108-2  
Vocaline Co. of America,  
Inc.(7,13) 1-5383-2  
Western Microwave Laboratories,  
Inc.(3,11) 0-3392-2

Consumers Power Co.(3) 1-5611-2  
Reliance Elec & Engineering  
Co.(2,7,11,13) 1-2791-2  
Sea Containers, Inc.(2,13) 2-29822-2  
Tudor Industries Corp.(2,7) 0-1808-2

Turbo Cast Industries, Inc.  
(9,10,13) 0-2312-2  
USM Corp.(3) 1-1599-2  
Waddell & Reed Inc.(3,13) 0-42-2

8K Reports for Feb '69 Cont'd

Falstaff Brewing Corp.(13) 1-950-2  
Glen Explorations, Inc.  
(2,4,7,11,12,13) 1-5789-2

Anixter Bros., Inc.(4,7,9,13) 0-3326-2

International Life Holding  
Corporation(7,9,13) 2-30183-2  
NBO Industries(2,4,7,11,12,13) 1-4467-2  
Seacrest Industries Corp.(12) 0-2252-2  
Transamerica Corp.(7) 1-2964-2  
Tyco Laboratories, Inc.(7,8,13)1-5482-2  
U. S. Shoe Corporation(4,11,13)1-4009-2

International Textbook Co.(7,12) 0-800-2  
Western Financial Corp.(3) 2-29059-2

Quasar Microsystems, Inc.  
(3,13) 2-30134-2

CBK Industries, Inc.(2,12,13) 1-3006-2  
Kearney-National Inc.(2,7,13) 0-2122-2

Empire Gas Corp.(2) 0-2905-2  
Varian Associates (8,11,13) 1-4213-2

Tipperary Land Corp. Amdt #1  
to 8K for Nov 68 0-2960-2

Aluminum Specialty Co.(12,13) 1-5780-2  
Banner Industries Inc.  
(2,4,13) 1-4453-2  
E.L.Bruce Co., Inc.(11) 1-3445-2  
Calvert Exploration Co.(2,13) 0-3355-2  
Chelsea Industries, Inc.  
(7,11) 1-4917-2  
Clow Corporation(12) 0-1140-2  
Farmland Industries, Inc.(7,  
8) 2-7250-2  
Gordon Jewelry Corp.(7) 1-4540-2  
Microdot, Inc.(7,11,12,13) 1-4873-2  
New Plan Realty Corp.(2,7,13) 2-19671-2  
North American Philips Corp.  
(2,7,11,12,13) 1-4271-2

Agway Inc.(7) 0-2011-2  
American Book-Stratford Press,  
Inc.(7) 1-4701-2  
Bio-Dynamics, Inc.(3) 0-3169-2  
Cambridge Electric Light Co.  
(11) 2-7909-2  
Canal Electric Co.(11) 2-30057-2  
Cape & Vineyard Electric  
Company(11) 2-26429-2  
Home Oil Co. Ltd.(7) 1-3927-2  
KMS Industries, Inc.(2,7,13) 0-2917-2  
Kaiser Aluminum & Chemical  
Corp.(13) 1-3605-2  
Moviematic Industries Corp.  
(12) 1-1739-2  
Slick Corp.(11) 1-3942-2  
Texas International Airlines  
Inc.(4,7,13) 0-334-2  
Uniservices, Inc.(6) 0-77-2

8K Reports for Feb '698K Reports for Feb '69 Cont'd

Barth-Spencer Corp.(11)	1-5261-2	Bandag, Incorporated(7,13)	2-27644-2
Beck Industries, Inc.(3,7,13)	1-3267-2	H.C.Bohack Inc.(7,8)	1-5304-2
Early & Daniel Co.(2)	1-548-2	Citizens Financial Corp.	
Girard Industries Corp.		(2,7,11,13)	0-2607-2
(8,12,13)	2-17773-2	Continental Oil Co.(4,7,10,	
Hanes Corp.(12)	1-5199-2	11,13)	1-1131-2
Marinduque Mining & Industrial		Host International, Inc.	
Corp(6K) Feb 69	1-5534-2	(2,7,13)	1-5616-2
The Plaza Group, Inc.(1,11,13)	1-4412-3	New York State Electric &	
Royal Industries, Inc.(7)	1-5797-2	Gas Corp.(7)	1-3103-2
Wrather Corporation(7,13)	0-988-2	TSC Industries, Inc.(1,11,13)	1-5554-2
		Jan 69 (7)	1-5554-2
		Weingarten Markets Realty Co.	
American Motors Corporation		(7,13)	2-14373-2
(4,11,13)	1-622-2		
Caressa, Inc.(11)	1-5784-2	Aerodex, Inc.(4,7,13)	1-5709-2
Great Eastern Management		Allied Telephone Co.(7)	2-28374-2
Corp.(7)	2-26770-2	Arkansas Western Gas Co.(8)	0-517-2
Greenfield Real Estate		Barringer Research Inc.(2,	
Investment Trust (11)	0-161-2	7,13)	0-3207-2
Hercules Galion Products,		Chevway Corporation(4,7,11,	
Inc.(7,9,11,13)	1-3593-2	12,13)	0-2332-2
R.E.D.M. Corp.(2)	1-4749-2	Chrysler Corp.(12,13)	1-686-2
Republic Corp.(7,10)	1-5603-2	Chrysler Overseas Capital	
Water Treatment Corp.(2,7,13)	0-1735-2	Corp.(7,13)	1-5670-2
		Harvey Radio Co., Inc.(7,9,	
American Pipe & Constr. Co.		12,13)	1-4626-2
(7)	0-218-2	Ingersoll Rand Co.(Jan & Feb	
Indiana General Corp.(12)	1-5660-2	69)(2,4,7,12,13)	1-985-2
Massachusetts Electric Co.		Interstate Bakeries Corp.	
(11,13)	2-8019-2	(12)	1-4969-2
Mystic Valley Gas Company		Norton Simon, Inc.(8,12,13)	1-5687-2
(11)	2-10637-2	Tassette, Inc.(7,8,13)	2-17595-2
North Shore Gas Co.(11)	2-12013-2		
Suburban Gas(1,7,13)	1-4279-2	Argus, Inc.(3,13)	1-4544-2
Super Stores, Inc.(2)	0-2644-2	Baker Industries, Inc.(7)	0-2499-2
Transwestern Life Ins. Co.		Canal Randolph Corp.(7,13)	1-3945-2
(1,3)	2-22805-2	Colorado CNB Bankshares, Inc.	
Tridair Industries(3)	0-2780-2	(11)	0-3248-2
		Cotter & Company(7,11,13)	2-20910-2
Briggs & Stratton Corp.			
(11,12,31)	1-1370-2	Cowles Communications, Inc.	
Clark Equipment Co.(13)	1-5646-2	(12,13)	1-5221-2
Clark Equipment Credit Corp.		Cox Cable Communications,	
(13)	2-17988-2	Inc.(12)	0-3507-2
Crateo, Inc.(2,7,13)	0-3246-2	First Executive Corp.(2,7)	0-3042-2
Curtiss-Wright Corp.(7)	1-134-2	International Harvester Co.	
El-Tronics, Inc.(2,13)	1-3916-2	(12,13)	1-5236-2
Hickok Electrical Instrument		Keene Corp.(2,7,13)	2-28481-2
Co.(7)	0-147-2	Sperry Rand Corp.(13)	1-3908-2
International Telephone and		URS Systems Corp.(12,13)	0-3441-2
Telegraph Corp.(12,13)	1-5627-2		
Perfect Film & Chemical Corp.		Allen Organ Co.(11,13)	0-275-2
(3)	1-2991-2	J.I. Case Company (11,13)	1-138-2
		Corporation S(7,11,13)	0-3445-2
Airmac Corporation(2,11,13)	0-2987-2	Fed-Mart Corp.(7)	1-5856-2
Chilton Co.(2,7,13)	0-2500-2	Jan 69(11)	1-5856-2
Electrocopy Corp(2,13)	0-2887-2	Pennsylvania Life Co.(3)	0-896-2
General Employment Enter-		Schlumberger N.V. (6K) Feb 69	1-4601-2
prises, Inc.(11,13)	1-5707-2	Talley Industries, Inc.	
Hecla Mining Co.(13)	1-1527-2	(2,7,13)	1-4778-2
R F Communications, Inc.(1,2,		Allied Mills, Inc.(2)	1-90-2
11,13)	1-5352-2	American Bakeries Co.(12,13)	1-74-2
Richford Industries, Inc.(7)	1-5455-2	American Security Investment	
Scientific Resources Corp.		Co.(11,13)	0-1836-2
(7,9,11)	1-4771-2	Anchor Hocking Glass Corp.	
Jim Walter Corp.(4,7,13)	1-4863-2	(12,13)	1-401-2
Wyandotte Chemicals Corp.(12)	0-1115-2		

<u>BK Reports for Feb '69</u>		<u>Misc 8K Reports</u>	
B.T. Babbitt, Inc.(2,7,13)	1-3410-2	Aloe Creme Laboratories, Inc. Dec 68 (7)	0-3413-2
Continental Mortgage Investors (4,7,13)	1-5079-2	Jan 69 (7)	0-3413-2
Famous Artists Schools Inc. (11,12)	1-4690-2	General Finance Corp Dec 68 (4,7,13)	1-3868-2
Kusan, Inc.(11)	0-1478-2	Jan 69(7,13)	1-3868-2
Philadelphia Electric Co.(7)	1-1401-2	Frier Industries, Inc. Jan 69(2,13)	1-5556-2
Quindar Electronics, Inc.(3)	2-27381-2	Briggs Mfg. Co. Nov 68 (3,13)	1-1399-2
Rollins Leasing Corp.(7)	1-5728-2	Loneragan Corporation Jan 69 (1)	2-28452-2
Schaevitz Engineering(7,12)	0-2696-2	Weil-McLain Co., Inc.(2,7,13)	1-5484-2
Tamar Electronics Industries, Inc.(13) Dec 68	1-5743-2	Greenman Brothers Inc.(8)	2-26461-2
VTR, Inc.(11)	1-3393-2	First Hartford Realty Corp. (7K) 12-31-68	0-1942-2
Whitehall Electronics Corp. Oct 68(13)	1-5483-2	Allen Aircraft Radio Inc. Dec 68(4)	0-2850-2
AMK Corp.(12,13)	1-2704-2	Algemene Kunstzijde Unie NV (6K) Jan 69	1-3774-2
Armstrong Rubber Co. (11,13)	1-3558-2	Ambac Industries, Inc. Jan 69(7,10,13)	1-705-2
Atchison Topeka & Santa Fe Ry Co.(13)	1-868-2	Glen Glenn Sound Company Amdt #1 to 8K for Feb 69(7)	2-30600-2
Bassett Furniture Industries Inc.(7)	0-209-2	Conrac Corp. Amdt #1 to 8K for Dec 68(4)	1-4291-2
Cenco Instruments Corp. (4,13)	1-3730-2	Acme Visible Records, Inc. Dec 68 (7,13)	0-2014-2
Dayton Corp.(2,3,4,7,13)	0-3143-2	Blasius Industries, Inc. Jan 69(7,9,13)	0-3252-2
Fair Lanes, Inc.(7)	0-1858-2	Landa Industries, Inc. Oct., Aug., Nov., Dec. 68 (2,3,7,12,13)	0-786-2
Mark Systems, Inc.(2,12,13)	0-3067-2	Boothe Computer Corp. Dec 68 (7)	2-28450-2
United States Sugar Corporation (11)	0-162-2	Computer Leasing Co.(2,13)	1-5809-2
Allis Chalmers Mfg. Co.(3)	1-2199-2	C.M. Hall Lamp Co.(2,7,12,13) Jan 69	1-377-2
American District Telegraph Co.(3)	0-771-2		
Atlanta Gas Light Co.(11)	0-109-2		
Atlantic City Electric Co. (7)	1-3559-2		
The William J. Burns International Detective Agency, Inc.(4,7,11,13)	1-5278-2		
Cunningham Drug Stores, Inc. (3,13)	1-2314-2		
Wisconsin Gas Co.(11,13)	2-8631-2		
Allen Electronic Industries, Inc.(3)	0-3148-2		
Brown & Grist, Inc.(1)	0-2714-2		
California Financial Corp. (3,7,9,13)	1-4637-2		
Crouse-Hinds Co.(11)	1-5238-2		
Data Design Laboratories(2, 7,13)	0-2869-2		
Hess of Allentown Inc.(2)	2-30205-2		
Management Data Corp.(7)	1-5820-2		

**SECURITIES ACT REGISTRATIONS. Effective May 23:** Anchor Hocking Glass Corp., 2-32748; Genesco Inc., 2-32902; Lyon Metal Products, Inc., 2-33018; Dr. Pepper Co., 2-32913; Plastics Development Corp. of America, 2-31508 (90 days); H. H. Robertson Co., 2-32610; Trans World Airlines, Inc., 2-33036; White Motor Corp., 2-32884.

**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.