

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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SEC FILES REPORT ON JADE OIL PLAN. The SEC has filed an advisory report with the Federal Court in Los Angeles, pursuant to Chapter X of the Bankruptcy Act, with respect to the plan of reorganization proposed by the trustee of Jade Oil & Gas Co. The Commission's report concludes that the trustee's plan is unfair and inequitable but that it can be made fair and equitable if amended in accordance with suggestions set forth in its report. In the Commission's view, the plan can be found feasible, although the question of feasibility is not altogether free from doubt.

The trustee's plan calls for the sale of 250,000 shares of convertible cumulative 7% Series A preferred stock at \$10 per share to a group of new investors, (they also would receive 500,000 common stock purchase warrants); the issuance of Series B preferred to the debtor's unsecured creditors at the rate of one share of Series B preferred for each \$2 in claims; and the issuance of 3,587,602 shares of new common on a share-for-share basis to the holders of the present common. The Commission pointed out that much of the presently outstanding common is held by former "insiders" who had assembled the new investment group, that the interest of the present common stockholders is "marginal at best", that the plan is unfair to the debtor's unsecured creditors (many of whom are public investors who hold about \$2 million in debentures and whose compensation under the plan would be inadequate), that the proposed preferred stocks are deceptive and illusory since the reorganized company is unlikely to be in a position to pay cash dividends thereon, and that the proposed warrants would give the new investors an opportunity for gain unaccompanied by any risk. The Commission recommends that the plan be amended to provide for a capitalization consisting basically of common stock, with a preference on liquidation for the new investors. In the Commission's opinion, the standards of Chapter X preclude more than a modest participation (about 5% of the reorganized company) for the old common stock.

The Text of the Commission's advisory report (Corporate Reorganization Release No. 289) may be obtained upon request.

STANDARD RESOURCES RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-5819) permitting the proposed merger of Standard Resources Corporation, Copiague, New York closed-end management investment company, into Micro Semiconductor Corporation and permitting certain stockholders and officials of Standard to effect transactions with Micro. Subject to stockholder approval of both companies, upon consummation of the proposed merger each of the 237,840 outstanding shares of Standard will be converted into one common share of Micro, the surviving corporation, and a total of 237,840 common shares of Micro will be exchanged for its presently outstanding 10,000 common shares, at the rate of 23.784 new shares for each presently outstanding share.

PIONEER FUND SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5818) giving interested persons until October 7 to request a hearing upon a proposal of Pioneer Fund, Inc., Boston mutual fund, to acquire substantially all the assets of George R. Cooley & Co., Inc. Pioneer Fund proposes to issue its shares at net asset value for Cooley's assets, which were valued at \$4,887,788 on April 20, 1969. The shares of Pioneer are to be distributed to the Cooley shareholders on the liquidation of Cooley.

GEMMA SECURITIES RESTRAINED: RECEIVER APPOINTED. The SEC Boston Regional Office announced September 15 (LR-4414) that the Federal court in Boston had issued an order temporarily restraining violations of the Commission's net capital and record-keeping rules by Gemma Securities, Inc., and Joseph Gemma, Jr., both of Worcester, Mass., and appointing Matthew R. McCann as temporary receiver for the said broker-dealer firm.

SEC COMPLAINT NAMES GEMMA SECURITIES. The SEC Boston Regional Office announced September 12 (LR-4415) the filing of a complaint in Federal court in Boston seeking to enjoin violations of its net capital and record-keeping rules by Gemma Securities, Inc., and Joseph Gemma, Jr., of Boston. The complaint also seeks the appointment of a receiver for the broker-dealer firm.

TRADING SUSPENSION CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Commercial Finance Corporation of New Jersey for the further ten-day period September 18-27, 1969, inclusive.

STOCK PLANS FILED. The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered under and pursuant to employee stock plans:
Data-Control Systems, Inc., Danbury, Conn. 06810 (File 2-34616) - 100,000 shares
Titan Group, Inc., Los Angeles, Calif. 90057 (File 2-34630) - 408,600 shares
Federal-Mogul Corporation, Southfield, Mich. 48075 (File 2-34631) - \$1,750,000 of interests in its Salaried Employees' Investment Plan and 58,000 shares

TURNER CONSTRUCTION FILES FOR OFFERING AND SECONDARY. Turner Construction Company, 150 East 42nd St., New York, N. Y. 10017, filed a registration statement (File 2-34594) with the SEC on September 11 seeking registration of 200,000 shares of common stock, of which 91,469 are to be offered for public sale by the company and 108,531 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by White, Weld & Co., 20 Broad St., New York, N. Y. 10005; the offering price (\$21 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is a general building contractor, engaged in construction of a wide variety of office, institutional, cultural and industrial buildings. Net proceeds of its sale of additional stock will be added to the company's working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 929,757 common shares, of which management officials as a group own 22.1%. H. C. Turner, Jr., is board chairman, F. B. Warren, vice chairman and H. S. Turner, president. H. C. Turner, Jr., proposes to sell 18,000 shares of 83,463 shares held and 53 others the remaining shares being registered.

EUCLID SERVICES TO SELL STOCK. Euclid Services Corporation, 630 Third Ave., New York, N. Y. 10017, filed a registration statement (File 2-34595) with the SEC on September 11 seeking registration of 75,000 shares of common stock, to be offered for public sale at \$4 per share. The offering is to be made on a "best efforts, at least 70%-or-none" basis through Granite Securities Corporation, 500 Fifth Ave., New York, N. Y., which will receive a 40¢ per share selling commission plus \$8,000 for expenses. The company has agreed to sell the underwriter, for \$75, five-year warrants to purchase 7,500 shares, exercisable after one year at \$4 per share.

Organized in June, the company acquired two wholly-owned subsidiaries, Euclide Services, Inc. (successor to a partnership formed in 1957) and Chester Heights Agency, Inc., formed in 1965. The company through its subsidiaries conducts an insurance brokerage business, being primarily engaged in the placement of casualty, property and marine insurance and in providing related insurance services. Net proceeds of its stock sale will be used by the company for acquisitions, general working capital and corporate purposes. The company has outstanding 300,000 common shares, of which Martin Beitler, president, owns 62% and management officials as a group 74.4%.

ENGLISH DATA TO SELL STOCK. English Data Corporation, 40 Exchange Place, New York, N. Y. 10005, filed a registration statement (File 2-34596) with the SEC on September 11 seeking registration of 125,000 shares of common stock, to be offered for public sale at \$4 per share. No underwriting is involved; participating NASD members may receive up to 30¢ per share selling commission.

Organized in February, the company proposes to engage primarily in the design, development and operation of computerized systems which keep, maintain and update records, accounts, ledgers and statements commonly used in the operation of the "back offices" of broker/dealer securities firms. Net proceeds of its stock sale will be added to the company's working capital and will be available for general corporate purposes. The company anticipates the following expenses over the next two years: \$125,250 for research and development, \$100,000 for sales promotions and advertising and \$120,000 to lease or purchase data processing equipment. It has outstanding 300,000 common shares (with a 16¢ per share book value), of which Gregory English, president, owns 50% and management officials as a group 75%. Purchasers of the shares being registered will sustain an immediate dilution of \$2.79 in per share book value from the offering price.

BROADWAY-HALE STORES FILES FOR SECONDARY. Broadway-Hale Stores, Inc., 600 South Spring St., Los Angeles, Calif. 90014, filed a registration statement (File 2-34597) with the SEC on September 11 seeking registration of 132,542 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 Goldman, Sachs & Co., 55 Broad St., New York, N. Y. 10004, and Blyth & Co., Inc., 629 South Spring St., Los Angeles, Calif. 90014; the offering price (\$38.25 per share maximum*) and underwriting terms are to be supplied by amendment.

The company operates 30 general department stores in California, two in Arizona and two in Nevada which sell men's, women's and children's apparel and accessories and home furnishings. In addition to indebtedness and preferred stock, it has outstanding 6,359,986 common shares, of which Hale Bros. Associates, Inc., owns 14.15%; it proposes to sell 132,542 shares of 1,032,542 shares held.

A J INDUSTRIES TO SELL DEBENTURES. A. J. Industries, Inc., 10889 Wilshire Blvd., Los Angeles, Calif. 90024, filed a registration statement (File 2-34598) with the SEC on September 11 seeking registration of \$10,000,000 of 7½% subordinated convertible debentures, due 1979. The debentures are to be offered for sale at 100% of principal amount to all employees of the company, its divisions and subsidiaries, including officers and directors thereof and to stockholders of the company. No underwriting is involved.

The company is engaged in operations which fall within five general classifications: better living products, transportation products, metal products, service, and land development and real estate. Of the net proceeds of its debenture sale, \$5,000,000 will be used to repay short term bank notes; the balance will be used for working capital and for the continued expansion of the operations of the subsidiaries and divisions of the company. In addition to indebtedness and preferred shares, the company has outstanding 4,111,548 common shares, of which management officials own 9.5%. C. J. Ver Halen is president and board chairman.

AUTO-GRAPHICS FILES FOR OFFERING AND SECONDARY. Auto-Graphics, Inc., 751 Monterey Pass Road, Monterey Park, Calif. 91754, filed a registration statement (File 2-34599) with the SEC on September 11 seeking registration of 210,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 10,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Bateman Eichler, Hill Richards Incorporated, 460 South Spring St., Los Angeles, Calif. 90013; the offering price (\$7.50 per share maximum*) and underwriting terms are to be supplied by amendment. The company and selling shareholders have agreed to pay the underwriters up to \$5,000 for expenses.

The company is engaged in the technology of image generation of both text and graphics by means of computer hardware and software systems to facilitate the automated production of page-formatted photocomposition for a broad spectrum of printed products. Of the net proceeds of its sale of additional stock, \$400,000 will be used to expand its System 24 (whereby customers may prepare data for the company's computer composition system on a keyboard in their own office), part to reduce short term bank borrowings and to repay short term notes payable to certain officers and shareholders, \$150,000 to hire additional personnel and for advertising and promotional programs and \$100,000 to complete the conversion of its Schematic Diagram Display System to third-generation computer equipment; the balance will be added to the company's general funds and will be available for working capital purposes. The company has outstanding 822,500 common shares (with a 14¢ per share tangible book value), of which Robert S. Cope, president, owns 72% and Ira C. (board chairman) and Opal T. Cope 15%. Ira and Opal Cope propose to sell 10,000 shares of 121,275 shares held.

GUARDSMARK TO SELL STOCK. Guardsmark, Inc., 22 South Second St., Memphis, Tenn. 38103, filed a registration statement (File 2-34600) with the SEC on September 12 seeking registration of 125,000 shares of Class A common stock, to be offered for public sale through underwriters headed by Stephens, Inc., Stephens Building, Little Rock, Ark. 72203. The offering price (\$8 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Stephens firm, for \$100, five-year warrants to purchase 10,000 Class A shares, exercisable initially (after 11 months) at the offering price.

The company is principally engaged in the business of furnishing uniformed guard service to a wide range of industrial, commercial and institutional clients. Of the net proceeds of its stock sale, \$258,000 will be used to retire bank indebtedness and \$100,000 to finance the opening and operation of up to four additional branch offices; the balance will be added to the company's working capital and used for general corporate purposes, which may include opening new branch offices. In addition to indebtedness, the company has outstanding 12,500 Class A common and 233,333 Class B common shares. Of the B shares, Ira A. Lipman, president and board chairman, owns 82.1%.

A.I.M. CAPITAL ACCUMULATION PROGRAM PROPOSES OFFERING. A.I.M. Capital Accumulation Program ("ACAP"), 20 Exchange Place, New York, N.Y. 10005, filed a registration statement (File 2-34593) with the SEC on August 22 seeking registration of \$2,000,000 of single payment plan certificates and \$10,000,000 of capital accumulation plan certificates with and without insurance. ACAP provides for the investment in shares of Oppenheimer A.I.M. Fund, Inc., an open-end, diversified, management investment company through the single payment and systematic capital accumulation plans. The primary objective of the Fund is to seek maximum growth of capital with current income as an incidental consideration. Oppenheimer Management Corporation will serve as general distributor and sponsor of ACAP Plans. Leon Levy is board chairman of the Management Corporation and Donald W. Spiro president. Oppenheimer & Co. owns approximately 82% of the outstanding stock of the Management Corporation.

UNIT OPTION CORP. FILES FOR OFFERING. Unit Option Corporation of America, 32 South Garfield Ave., Pasadena, Calif. 91101, filed a registration statement (File 2-34602) with the SEC on September 12 seeking registration of \$19,000,000 of Programs for Acquisition of Mutual Funds, Life and Disability Insurance, and Option to Sell Contracts. A program involves "the voluntary purchase of Selected Mutual Fund Shares for cash on a monthly or annual basis over a 15 year period of time, the purchase of a Life Insurance Policy on the Participant's life and a Total Disability Income Policy with benefits payable to age 65 and with premiums payable for each policy on a monthly or annual basis, and the purchase of an Option to Sell Contract for the mutual fund shares purchased over the 15 year period under the Program which assures the Participant against a long-term loss on the mutual fund shares acquired." The minimum amount necessary to commence a Program is \$650, which includes a \$1.67 monthly service fee payable to a wholly-owned subsidiary of the company; and from this amount \$42.66 would be deducted as the sales charge for the purchase of mutual fund shares and \$15 as brokerage commission for the purchase of the Option To Sell contract. Of the remaining \$590.67, \$444.84 would be invested in mutual fund shares, \$135 payable for the total price of the Option to Sell contract, and \$10.83 for the first monthly premium on the participant's life and disability income insurance policy. Robert M. Wildermuth is president and board chairman.

DAYTON P & L TO SELL BONDS. The Dayton Power and Light Company, 25 North Main St., Dayton, Ohio 45401, filed a registration statement (File 2-34603) with the SEC on September 12 seeking registration of \$30,000,000 of first mortgage bonds, due 1999, to be offered for public sale at competitive bidding. Net proceeds of the bond sale will be added to the company's general funds and will be used to reduce short-term indebtedness (the proceeds of which were used for construction purposes), expected to aggregate \$52,000,000 at the time of receipt of the proceeds. The company estimates its 1969 construction program at \$67,272,000.

MINERVA ELECTRONICS FILES FOR OFFERING. Minerva Electronics Industries, Inc., 407 Maplewood Avenue, Nashville Tennessee 37210, filed a registration statement (File 2-34604) with the SEC on September 12 seeking registration of 350,000 shares of common stock, to be offered for public sale at \$3.25 per share. The offering is to be made on a best efforts all or none basis by Commonwealth Securities Corporation, Stahlman Bldg., Nashville, Tennessee 37201, which will receive a 10% selling commission plus \$7,500 for expenses. The said underwriter also will be entitled to receive five-year warrants for the purchase of 10,000 shares, exercisable after one year at \$4 per share.

The company is engaged principally in the manufacture of electronic capacitors in plants in Nashville and Hong Kong. It is in the process of establishing a plant in Hong Kong to manufacture high fidelity audio equipment under a license agreement with H.H. Scott, Inc. Of the net proceeds of its stock sale \$200,000 will be used to repay short-term debt, \$150,000 of which was incurred to establish the Hong Kong facility; and \$392,000 will be used for expansion of inventory and production at the Hong Kong plant. An additional \$275,000 will be used to develop three additional Eddy Arnold's Chicken Shops and \$100,000 to develop, construct, and market an experimental automobile driver training and testing module. The balance will be used for other

corporate purposes. The company has outstanding 1,027,755 common shares, of which Ernest L. Wainscott, president, owns 20% and management officials as a group 61%. Purchasers of the shares being registered will acquire a 25% stock interest in the company for their investment of \$1,137,500, or \$3.25 per share; present stockholders will then own 75%, for which they paid in cash and property a total of \$593,084, or an average of 58¢ per share.

PITTSBURGH ALUMINUM FILES FOR OFFERING AND SECONDARY. Pittsburgh Aluminum Alloys, Inc., Murraysville, Pa. 15668, filed a registration statement (File 2-34605) with the SEC on September 12 seeking registration of 320,000 shares of common stock, of which 160,000 are to be offered for public sale by the company and 160,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by New York Securities Co.; the offering price (\$6 per share maximum*) and underwriting terms are to be supplied by amendment. The underwriters will receive \$15,000 for expenses; warrants to purchase 2,000 shares will be delivered to Steindecker, Friedman & Co. as a finder.

Organized on September 2, the company has or will acquire all the outstanding stock of two affiliated Pennsylvania corporations: PAA, Inc. and B&G Sales Company; thereupon, it and its subsidiaries will be engaged in the manufacture, finishing and selling of extruded aluminum profiles (forms) for use in architectural and building products, mobile homes and the transportation industry (among others). Of the net proceeds of its stock sale, the company will use about \$625,000 to replenish working capital and repay bank borrowings, the proceeds of which were used to pay for the purchase of a recently installed 2000-ton extrusion press and related equipment and to pay the cost of preparing the press and related equipment for use in the company's aluminum extrusion program; the balance will be used to finance inventory and receivables and for general corporate purposes. The company has outstanding 1,250,000 common shares of which Morris O. Guttman, board chairman, owns 14.61%, Eugene S. Cohen, president, 24.17%, Barney C. Guttman, vice president 33.96%, Rosamond C. Guttman, 10.35%, and Marion W. Cohen, 15.29%. Morris, Eugene and Barney Guttman propose to sell 75,000, 60,000 and 25,000 shares, respectively.

PRESIDIO OIL FILES FOR OFFERING. Presidio Oil Funds, Inc., 1901 Avenue of the Stars, Los Angeles, Calif. 90067, filed a registration statement (File 2-34606) with the SEC on September 12 seeking registration of 200 Participating Units in its 1969 Year-End Oil and Gas Exploration and Development Fund, to be offered for public sale at \$5,000 per unit. The company will engage Presidio Exploration, Inc., its parent, to explore for oil and gas on behalf of Presidio Oil Funds and for the benefit of the participants, using funds supplied by them. Louis A. Walstrom, Jr., is president of both companies and a majority stockholder of the parent.

MR. QUICK FILES FOR OFFERING AND SECONDARY. Mr. Quick, Inc., 3158-23rd Avenue, Moline, Ill. 61265, filed a registration statement (File 2-34607) with the SEC on September 12 seeking registration of 300,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 100,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by R.G. Dickinson & Co., 910 Grand Avenue, Des Moines, Iowa; the offering price (\$6 per share maximum*) and underwriting terms are to be supplied by amendment.

The company owns and operates 10 fast-service food restaurants in four states; in addition, 24 such restaurants are owned and operated by franchisees in five states. The company intends to use the net proceeds of its sale of additional stock to purchase and improve sites for new restaurants and to equip and open new restaurants. In addition to indebtedness, the company has outstanding 700,000 common shares (with a 76¢ per share book value), of which John W. Kinder, board chairman, Paul W. Womack, president, and Charles G. Agnew, vice president, own 44,640, 50,000 and 50,000 shares, respectively; they propose to sell 15,000 shares each and five others the remaining shares being registered.

DIALOG COMPUTING FILES OFFERING PROPOSAL. Dialog Computing, Inc., 1305 Post Road, Fairfield, Conn. 06430, filed a registration statement (File 2-34608) with the SEC on September 12 seeking registration of 400,000 shares of common stock, to be offered for public sale through underwriters headed by Dabbs Sullivan, Trulock & Company, Inc., 412 Louisiana St., Little Rock, Arkansas. The offering price (\$15 per share maximum*) and underwriting terms are to be supplied by amendment. The said underwriter will be entitled to purchase for \$320, five-year warrants for the purchase of 32,000 shares, exercisable after one year at from 107% to 128% of the offering price.

Organized in September 1968, the company in October succeeded by merger to the assets and business of Dialog, Inc., which had been organized in July 1968. Since March 1969 it has been engaged principally in providing computer time-sharing services, and has also provided local data processing, remote batch processing and remote job entry services. Net proceeds of its stock sale will be added to the company's general funds for working capital purposes, including the payment of salaries and rentals on computers and other equipment and office space - some \$2,000,000 is to be applied during 1969-70 to the development of proprietary computer application packages and the development of computer operating systems. The company has outstanding 953,310 shares of common stock and 538,665 shares of Class A Special Stock (the latter being convertible into common on a share-for-share basis). Of the outstanding shares 262,597 common shares and 533,332 Class A shares, or about 53% of the total are owned by the company's principal executive officers and members of their immediate families; they were issued in the October 1968 merger with Dialog, Inc., which had cash assets of \$1,000, or about \$.0013 per share of stock so acquired. In October 1968 the company sold 586,659 shares to 24 investors at \$2.25 per share, and in June 1969 it sold 73,329 shares to 27 investors at \$9 per share. Charles D. Ettinger is president and board chairman.

TENNECO PROPOSES EXCHANGE OFFER. Tenneco Inc., Tenneco Building, Houston, Texas 77002, filed a registration statement (File 2-34611) with the SEC on September 12 seeking registration of 502,939 shares of \$5.50 cumulative convertible preference stock (convertible into 3.6 shares of common stock). Moorgate Corporation a wholly-owned subsidiary of Tenneco, proposes to exchange this preference stock for the common stock and cumulative

second preferred stock, \$1.44 convertible Series A, of J.I. Case Company, at the rate of .17 Tenneco preference share for each Case common share and .26 Tenneco preference share for each Case Series A preferred share. Stone & Webster Securities Corporation and White, Weld & Co. have agreed to head a group of dealers who will solicit acceptances of the exchange offer.

Tenneco, through its pipeline division, sells gas to, or transports gas for, transmission and distribution companies for resale under long-term contracts, principally in the eastern United States. J.I. Case is a full line producer of agricultural equipment and is also a producer of construction equipment. In addition to indebtedness and preferred stock, Tenneco has outstanding 55,571,138 common shares. Gardiner Symonds is board chairman and N.W. Freeman president of Tenneco.

MITSUMI PROPOSES RIGHTS OFFERING. Mitsui & Co., Ltd., 2-9, Nishi Shimbashi Itchome, Minato-ku, Tokyo, Japan, filed a registration statement (File 2-34612) with the SEC on September 12 seeking registration of 2,700,000 shares of common stock, to be offered for subscription by shareholders of record at 3:00 p.m. on September 30, at the rate of .4 new share for each share held and at 50 Japanese yen per share. Simultaneously, the company is making a free distribution to shareholders of one new share for each ten shares held on the record date. The Depository is making available to holders of American Depositary Shares the rights to subscribe issued in respect of the common shares underlying the American Depositary shares held of record September 29 by such holders. Holders of record of ADR's on the record date will receive ADR's issuable in respect of such free distribution regardless of whether they exercise their subscription rights.

The company is a general trading company, dealing in a wide variety of industrial, agricultural and consumer goods and commodities, serving the Japanese economy as a supplier of raw materials and industrial products purchased from domestic and foreign sources and as a wholesale distributor of finished and semi-finished goods to customers in Japan and in overseas markets. Net proceeds of the company's stock sale will be added to its general funds and used for general corporate purposes. In addition to indebtedness, the company has outstanding 273,932,201 common shares. Tatsuzo Mizukami is board chairman and Sueyuki Wakasugi president.

COOK AIRLINES TO SELL STOCK. Cook Airlines Incorporated, 1211 Connecticut Avenue, N.W., Washington, D.C. 20036, filed a registration statement (File 2-34613) with the SEC on September 12 seeking registration of 500,000 shares of common stock, to be offered for public sale at \$8 per share. No underwriting is involved; participating NASD members will receive a 10% selling commission.

The company was organized in November 1968 to engage in the purchase and leasing of executive type aircraft, marketing directly or through franchises an aircraft cleansing non-corrosive chemical, and exploration and survey of natural resources. Net proceeds of its stock sale will be used to purchase four Commodore Jets (\$1,720,200), two Hansa Jets (\$949,800) and Barringer Designed and Built Systems (\$218,000); the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 1,101,554 common shares (with a 26¢ per share book value), of which Brian G. Cook, board chairman owns 59% and management officials as a group 66%. Imogene Patricia Montee is president. Purchasers of the shares being registered will acquire a 31% stock interest in the company for their investment of \$4,000,000 (they will sustain an immediate dilution of \$5.60 in per share book value from the offering price); the present shareholders will then own 69%, for which they will have contributed services, cash and property in the amount of \$290,038.

CHARTER FUNDING FILES PROGRAMS. Charter Funding Corporation, 9229 Sunset Blvd., Los Angeles, Calif. 90069 filed a registration statement (File 2-34602) with the SEC on September 12 seeking registration of \$1,000,000 of Programs for the Acquisition of Mutual Fund Shares and Insurance. The programs contemplate that a participant will purchase mutual fund shares for cash, acquire life insurance protection, and finance the premium cost of the insurance by pledging a sufficient number of mutual fund shares to provide adequate collateral for loans from the company which are used to pay the insurance premiums. The shares of seven mutual funds are offered in the programs; the insurance policies are written by Executive Life Insurance Company Roger Haines is president and William E. Chaikin is vice president; they own 18.3% each of the outstanding stock of Charles Funding.

ROWAN DRILLING FILES FOR OFFERING AND SECONDARY. Rowan Drilling Company, Inc., 1900 Post Oak Tower Bldg., 5051 Westheimer, Houston, Texas 77027, filed a registration statement (File 2-34615) with the SEC on September 15 seeking registration of 419,100 shares of common stock, of which 323,000 are to be offered for public sale by the company and 96,100 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Lehman Brothers, One William St., New York, N.Y. 10004; the offering price (\$55 per share maximum*) and underwriting terms are to be supplied by amendment. The company is engaged primarily in offshore and onshore contract drilling operations for others in the continental United States. It also operates helicopters and fixed wing aircraft, principally on a contract basis in support of oil and gas operations in Alaska. Of the net proceeds of its sale of additional stock, \$4,250,000 will be used to expand the air fleet of a wholly-owned subsidiary, \$4,100,000 to retire the balance of short and long term bank indebtedness incurred in connection with the acquisition of two new drilling rigs, refinancing a subsidiary's then existing indebtedness and in connection with the acquisition of additional equipment for that subsidiary, and for working capital purposes, and \$1,950,000 to be contributed to a 50% owned subsidiary for part payment for and equipment on its mobile offshore platform (estimated at cost \$7,000,000) and for working capital purposes; the balance will be added to the company's working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 806,473 common shares, of which A. H. Rowan, board chairman, owns 49,080 and M.G. Rowe, president, 47,500. Rowan proposes to sell 14,300 shares, the A.H. Rowan, Jr. Estate 24,600 and three others the remaining shares being registered.

UNION ELECTRIC TO SELL BONDS. Union Electric Company, One Memorial Drive, St. Louis, Mo. 63166, filed a registration statement (File 2-34617) with the SEC on September 15 seeking registration of \$40,000,000 of first Over

mortgage bonds, due 1999, to be offered for public sale at competitive bidding. An electric utility, the company will add the net proceeds of its bond sale to its general funds for use to retire, in part, some \$95,000,000 of short-term bank loans and commercial paper notes, incurred to meet 1969 construction costs, to finance continuing construction costs and for other corporate purposes. Construction expenditures during 1969 are estimated at \$167,000,000.

INTERNATIONAL LEISURE FILES FOR SECONDARY. International Leisure Corporation, 3111 Joe W. Brown Drive, Las Vegas, Nevada 89109, filed a registration statement (File 2-34618) with the SEC on September 15 seeking registration of 800,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof through underwriters headed by Dominick & Dominick, Incorporated, 14 Wall St., New York, N.Y. 10005. The offering price (\$50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company owns and operates the Las Vegas International Hotel and the Flamingo Hotel, both of which are resort hotel-casinos located in Las Vegas. In addition to indebtedness, the company has outstanding 6,505,500 common shares, of which Tracy Investment Company owns 83.4%; it proposes to sell 730,000 of 5,428, 70 shares held and five others the remaining shares being registered. Tracy is a personal holding company of Kirk Kerkorian (a director of International Leisure). Fred Benninger is president and board chairman of the International Leisure.

SECURITY INTERNATIONAL FILES FOR OFFERING AND SECONDARY. Security International, Inc., 2620 East Amity Road, Boise, Idaho 83705, filed a registration statement (File 2-34619) with the SEC on September 15 seeking registration of 400,000 shares of common stock, of which 211,000 shares are to be offered for public sale by the company and 189,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Black & Company, Inc., American Bank Building, Portland, Ore. 97205; the offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriters \$7,500 for expenses and to sell the Black firm, for \$200, five-year warrants to purchase 20,000 shares.

The company is engaged in the design, manufacture and sale of recreational vehicles, primarily truck campers and travel trailers. Of the net proceeds of its sale of additional stock, \$490,000 will be used for construction of a new plant in Canada, \$110,000 for addition to production and sales facilities at its Vancouver, B.C. plant, \$60,000 for additional production facilities at its Concordia, Mo., plant, \$70,000 for research, and development facilities, offices and parts warehouse at its Boise, Idaho plant, \$500,000 for finished goods inventory and \$85,000 for repayment of loans to the company for working capital; the balance will be available for working capital and general corporate purposes. In addition to indebtedness, the company has outstanding 1,000,000 common shares, of which Charles Q. Miner, president, owns 27.2%, Larry B. Barnes, a director, 27.2%, Harold Smith, senior vice president, 16.9%, and Gunter Gahrns, senior vice president 13.6%. Miner and Barnes propose to sell 35,000 shares each of 272,160 shares held each, Smith 42,000 of 169,167, Gahrns 24,500 of 135,334 and three others the remaining shares being registered.

COLDWELL, BANKER FILES FOR SECONDARY. Coldwell, Banker & Company, 533 Fremont Ave., Los Angeles, Calif. 90017, filed a registration statement (File 2-34620) with the SEC on September 15 seeking registration of 496,218 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 Dean Witter & Co., Incorporated, 623-34 South Spring St., Los Angeles, Calif. 90014; the offering price (\$39 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the real estate brokerage business in California, Arizona, Washington and Texas and in mortgage loan activities in California and Arizona. It also operates an insurance brokerage business and escrow business and engages in other activities such as property management and appraisal services. In addition to indebtedness, the company has outstanding 2,016,617 common shares, of which Edward W. Arnold, board chairman and G.M. Mott, president, own 5.7% each and Charles Detoy, vice chairman, 4.1%. Arnold proposes to sell 110,000 of 115,900 shares held, Detoy all of 82,900 shares held, Mott 35,900 of 115,900 and 15 others (including several company officials) the remaining shares being registered.

C.H.B. FOODS FILES FOR OFFERING AND SECONDARY. C.H.B. Foods, Inc., 7351 Crider Avenue, Pico Rivera, Calif. 90660, filed a registration statement (File 2-34621) with the SEC on September 15 seeking registration of 310,000 shares of common stock, of which 300,000 are to be offered for public sale by the company and 10,000 (being outstanding shares) by an officer of the company. The offering is to be made through underwriters headed by W.E. Hutton & Co., 14 Wall Street, New York, N.Y.; the offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment. Timothy M. Holabird, Jr., will receive a \$6,500 finder's fee.

The company processes and cans a variety of food products at nine plants in California, Oregon and Arizona. Of the net proceeds of its stock sale, \$700,000 will be used to construct a warehouse, freezer and can manufacturing plant, and to modernize the existing fish processing facility, on Terminal Island, California, \$970,000 to construct and purchase certain equipment for a bean cannery, pickle processing plant and a warehouse at Atwater, Calif. (which will replace existing facilities at San Jose and Irvington), and \$650,000 to commence an advertising program in California and Arizona for products sold under the C.H.B. label: the balance will be used for working capital, the retirement of debt and other general corporate purposes. In addition to indebtedness, the company has outstanding 800,000 common shares, of which Robert J. Pasarow president and board chairman, owns 70.4% and Allan M. Pasarow, secretary-treasury, 23.5%. The latter proposes to sell 10,000 of 187,691 shares held.

GENERAL TELEPHONE OF UPSTATE N.Y. TO SELL BONDS. General Telephone Company of Upstate New York, Inc., 6 Church St., Johnstown, N.Y. 12095, filed a registration statement (File 2-34622) with the SEC on September 15 seeking registration of \$12,500,000 of first mortgage bonds, due 1999, to be offered for public sale at competitive bidding. A telephone subsidiary of General Telephone & Electronics Corporation, the company will apply the net proceeds of its bond sale toward the payment of short-term borrowings from the parent and banks (estimated not to exceed \$17,000,000 at the time of such application), obtained for the purpose of financing the company's construction program.

Continued

UNIVEST LIFE TO SELL STOCK. Univest Life Insurance Company, 251 North Field St., Dallas, Tex. 75202, filed a registration statement (File 2-34623) with the SEC on September 15 seeking registration of 386,611 shares of common stock, to be offered for public sale at \$3 per share. The offering is to be made on a best efforts basis by Transco Securities, Inc., which will receive a selling commission of 30¢ per share.

The company was organized in April as a stock legal reserve life insurance company; its office is in Dallas but it contemplates moving its principal offices to Fort Worth. The company has not yet commenced its insurance operations, and does not intend to sell policies of insurance until the completion of its stock offering. The net proceeds of its stock sale will be added to working capital for general corporate purposes. The company now has outstanding 840,722 common shares, of which 725,167 were sold to organizers and directors of the company at \$2.55 per share. The principal promoter was United International Corporation, which is an insurance holding company and which owns 666,667 of the outstanding shares. John Thomas Sharpe is board chairman, Roger Lee Roper vice chairman and Charles Daniel Bowden president.

CONVACARE FILES FOR OFFERING AND SECONDARY. Convacare Incorporated, 601 Skokie Blvd., Northbrook, Ill. 60062, filed a registration statement (File 2-34624) with the SEC on September 16 seeking registration of 380,000 shares of common stock, of which 300,000 are to be offered for public sale by the company and 80,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Bacon, Whipple & Co., 135 South LaSalle St., Chicago, Ill. 60603; the offering price (\$13 per share maximum*) and underwriting terms are to be supplied by amendment.

The company was organized in December 1968 as successor to businesses established at various times beginning in 1961; it operates nine nursing homes and has a purchase contract on a tenth. Some \$569,500 of the net proceeds of its stock sale will be used to meet the cash requirement on exercise of the option to purchase such facility; thereupon, the company will own nine facilities and will own a tenth facility (except for the real property lease), containing 1,326 beds in all. An additional \$404,000 will be used to retire indebtedness incurred in connection with the purchase of three facilities; and the balance will be used to finance expansion of presently owned facilities and for acquisition of additional facilities. In addition to indebtedness, the company has outstanding 960,228 common shares, of which CNA Realty Corp. owns 13.18% and management officials as a group 28.42%. Alex Green is board chairman and Walter G. Cornett III president, Shelton Shefferman proposes to sell 29,417 of 117,668 shares held and several other holders the balance of the shares being registered.

NATIONAL GYPSUM SHARES IN REGISTRATION. National Gypsum Company, 325 Delaware Ave., Buffalo, N. Y. 14202, filed a registration statement (File 2-34625) with the SEC on September 15 seeking registration of 96,000 outstanding shares of common stock, which may be offered for sale from time to time by the present holders thereof at prices current at the time of sale, (\$29 per share maximum*). These shares were part of 200,160 shares (prior to the stock split of April 1969) issued to stockholders of Multicolor Corporation in exchange for all of the issued and outstanding shares of said corporation; William H. King, who owns 166,840 shares, proposes to sell 53,350 and four others the balance of the shares being registered.

INTERCONTINENTAL OIL FILES OFFERING PROPOSAL. Intercontinental Oil Corporation, 34 West Putnam Ave., Greenwich, Conn. 06830, filed a registration statement (File 2-34626) with the SEC on September 15 seeking registration of 1,000,000 shares of common stock, to be offered for public sale through underwriters headed by Burnham and Company, 60 Broad St., New York, N. Y. 10004. The offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment. Burnham and Company will be entitled to purchase, for \$3,750, five-year warrants for the purchase of 37,500 shares.

The company was formed in February 1969 to engage in the acquisition, exploration and development of potential petroleum and mineral properties. Of the net proceeds of its stock sale, it will use \$750,000 to pay short term debt incurred in connection with the acquisition of certain property interests and securities of Atwood Oceanics, Inc. and Borealis Exploration Limited; the balance will be added to working capital and will be available for the acquisition of new interests, for further exploration, and for meeting general and administrative expenses of the company. According to the prospectus, the company has present plans and commitments for the expenditure by the end of 1970 of nearly \$9,000,000 in the acquisition of property interests, of which a minimum of \$4,000,000 is to be spent on exploration and development of properties. The company now has outstanding 934,000 common shares; 375,000 were sold to the founders of the company and one other person at 10¢ per share and 559,000 were sold by the company at 60¢ per share. Of the outstanding shares, R. E. Ludt, president and board chairman, owns 13.4% and management officials as a group 50.2%.

CALDWELL COMPUTER FILES FOR OFFERING. Caldwell Computer Corporation, 4300 North Central Expressway, Dallas, Texas 75206, filed a registration statement (File 2-34627) with the SEC on September 15 seeking registration of \$3,000,000 of convertible subordinated debentures, to be offered for public sale by the company, and 20,000 outstanding shares of common stock, to be offered by the present holders thereof. The interest rate on the debentures, offering prices (\$8 per share maximum*) and underwriting terms are to be supplied by amendment; Sanders & Company, Inc., is listed as the principal underwriter.

The company was organized in July 1968; in April it acquired all of the outstanding stock of Statistical Investments, Inc., and is primarily engaged in the business of leasing to others electronic data processing equipment, including IBM computers. Of the net proceeds of its stock sale, the company intends to use about \$1,500,000 to purchase computer equipment and to pay bank loans; the balance will be added to the general funds of the company and may be used for future working capital requirements or the acquisitions of assets or securities of other companies. In addition to indebtedness, the company has outstanding 407,325 common shares. Bob L. Caldwell is president. Of the shares being registered, Douglass & Associates Inc., proposes to sell 4,200 of 4,900 shares held and A. J. Douglass 4,000 of 11,570; the balance is to be sold by seven other stockholders.

IMPERIAL INDUSTRIES TO SELL STOCK. Imperial Industries, Inc., 630 W. 84th St., Hialeah, Fla. 33012, filed a registration statement (File 2-34629) with the SEC on September 16 seeking registration of 200,000 shares of common stock, to be offered for public sale through Executive Securities Corp., 1175 Northeast 125th St., North Miami, Florida. The offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment. The underwriter will be entitled to \$15,000 for expenses.

The company through its subsidiaries is primarily engaged in the manufacture and sale of kitchen cabinets, countertops and other household fixtures and equipment; it services large volume builders, contractors and electrical subcontractors located principally in Florida and Puerto Rico. Of the net proceeds of its stock sale, \$850,000 will be used to discharge the company's outstanding 9½% demand note to a bank (issued to finance a portion of the costs of certain recent acquisitions), \$200,000 to finance the construction of new plant, office and show-room facilities in the greater Miami area, and \$315,000 for the purchase of new manufacturing equipment and machinery; the balance will be used for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 502,550 common shares, of which Paul F. Hicks, president, owns 11.5% and management officials as a group 47%.

SAGA DEVELOPMENT PROPOSES OFFERING. Saga Development Corporation, 522 Cottage Grove Road, Bloomfield, Conn. 06102, filed a registration statement (File 2-34632) with the SEC on September 16 seeking registration of \$8,000,000 of convertible subordinated debentures, due 1989 and 400,000 shares of common stock, to be offered for public sale in units, each consisting of a \$1,000 debenture and 50 shares of common stock. The offering is to be made at \$1,500 per unit through underwriters headed by Putnam, Coffin & Burr-Doolittle (Division of Advest Co.), 6 Central Row, Hartford, Conn. 06103; the interest rate on the debentures and underwriting terms are to be supplied by amendment.

The company was organized in June and is engaged in planning the development of a 2,909 acre tract of undeveloped land in Dade County, Florida, bordering on Biscayne Bay and approximately nine miles south of Miami. Of the net proceeds of its financing, \$1,700,000 will be used to repay short term bank loans (proceeds of which were used to provide a portion of the purchase price of the company's Florida real estate) and \$208,000 to make cash payments required to acquire title to two additional parcels of land now under purchase contract; the balance will be added to the company's general funds and used for working capital, land development and other corporate purposes. In addition to indebtedness, the company has outstanding 2,120,000 common shares (with a 35¢ per share net tangible book value), of which Harry A. Gampel, president, and family members own 42%, M. S. Savin, board chairman, 24% and management officials as a group 90%.

PENNSYLVANIA POWER & LIGHT TO SELL STOCK. Pennsylvania Power & Light Company, 901 Hamilton St., Allentown, Pa., files a registration statement (File 2-34633) with the SEC on September 16 seeking registration of 1,000,000 shares of common stock, to be offered for public sale through underwriters headed by Drexel Harriman Ripley Incorporated, 60 Broad St., New York, N. Y., and The First Boston Corporation, 20 Exchange Place, New York, N. Y. The offering price (\$27.375 per share maximum*) and underwriting terms are to be supplied by amendment. A public utility, the company will add the net proceeds of its stock sale to its general funds and repay an equivalent amount of bank loans (of which \$40 million are expected to be outstanding), incurred to provide interim financing for construction expenditures. Construction expenditures are estimated at \$128 million for 1969, \$160 million for 1970 and \$151 million for 1971.

R C 95 TO SELL STOCK. R C 95, Inc., 2 Westchester Plaza, Elmsford, N.Y. 10523, filed a registration statement (File 2-34591) with the SEC on September 11 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 on a "best efforts, all or none" basis through S.B. Cantor Co., 79 Wall St., New York, N.Y., which will receive a \$1 per share selling commission plus \$25,000 for expenses. The company has agreed to sell 13,000 shares to the underwriter at 30¢ per share.

The company designs, manufactures and sells electronic modules used to convert and process information. Of the net proceeds of its stock sale, \$408,952 will be used to repay loans with interest, \$300,000 for additional machinery and equipment and for marketing expenses, \$950,000 for tooling, machinery and equipment, engineering and sales program in connection with the company's proposed real-time digital plotter and \$75,000 for tooling, machinery and equipment, engineering and sales program in connection with its proposed pressure-to-digital converter; the balance will be used for working capital purposes. The company has outstanding 888,000 common shares (with a per share book value deficit of 41¢) of which Karl Birken, president, owns 46% and management officials as a group 61%. Purchasers of the shares being registered will acquire a 25% stock interest in the company for their investment of \$3,000,000 (they will sustain an immediate dilution of \$7.71 in per share book value from the offering price); the present shareholders will then own 74%, for which they paid \$172,242, or 19¢ per share.

SECURITIES ACT REGISTRATIONS. Effective September 16: American Funding Corporation, 2-32407 (90 days); Blasius Industries, Inc., 2-32749 (40 days); C. R. Gibson Company, 2-34274 (90 days); Credithrift Financial Corp., 2-34287 (40 days); Diversified Mortgage Investors, 2-33989 (90 days); The Hanover Insurance Co., 2-34310 (Oct 27); John H. Harland Co., 2-34268 (Dec 15); Holiday Universal Inc., 2-31872 (Nov 11); Howard-Gibco Corp., 2-32522 (90 days); Nissan Motor Co., Ltd., 2-34524; NBO Industries, 2-34070 (Oct 25); Omni Laboratories, Inc., 2-33462 (90 days). **Withdrawn September 15:** Intel Corp., 2-34002; First National Roswell Corp., 2-34255; Randi Michaels Inc., 2-33310; Stonewall Enterprises Corp. 2-30383.

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.