

# 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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**TANGER INDUSTRIES OFFERING SUSPENDED.** The SEC has issued an order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a proposed public offering of stock of Tanger Industries, of South El Monte, Calif. The order provides an opportunity for hearing, upon request, on the question whether the suspension should be vacated or made permanent.

Regulation A provides a conditional exemption from registration with respect to public offerings of securities not exceeding \$300,000 in amount. In a notification filed in April and amended in July, 1969, Tanger Industries proposed the public offering of 30,000 shares of common stock at prevailing market prices, but not in excess of \$300,000. The company's offering circular represents that it is a diversified holding company with subsidiaries engaged in business operations relating to precision engineering and machine work, the importation and distribution of sporting equipment, general insurance agencies and coin-operated washers and dryers. Berj Hagopian is listed as president and principal stockholder. According to its suspension order, the Commission has "reasonable cause to believe" that the company's notification and offering circular, while revealing Hagopian's previous association as president of Transval Electronics, failed to disclose material facts with respect to his role as principal stockholder and executive officer of Transval, and in particular Federal court proceedings begun in 1962 in which Transval and Hagopian were each adjudicated a bankrupt and the amounts distributed to creditors in those proceedings. Moreover, according to the order, there was a failure to disclose negotiations by Tanger Industries to obtain a loan of \$1,400,000 secured by a second encumbrance on its assets.

**ERNEST BARTLETT JR. FOUND GUILTY.** The SEC Fort Worth Regional Office announced October 8 (LR-4436) that a Federal court jury in Fort Smith, Ark., had found Ernest A. Bartlett, Jr., of that city guilty on each of 26 counts of an indictment charging fraud and conspiracy in the offer and sale of securities of Arkansas Loan & Thrift Corp., of Van Buren, Ark. Previously, Afton Borum had entered a plea of guilty to one count charging securities fraud and Hoyt Borum to one count charging sale of unregistered securities. A fourth defendant, Bruce Bennett, is yet to be tried.

**CARTER GROUP SEEKS ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5840) giving interested persons until November 3 to request a hearing upon an application of The Carter Group, Inc., New York, for temporary exemption from certain provisions of Section 7 of the Act. In March, Carter Group filed an application for an order declaring it to be primarily engaged in a business or businesses other than that of investing, reinvesting, owning, holding or trading in securities either directly or indirectly through wholly-owned subsidiaries or controlled companies. It seeks a temporary exemption pending Commission decision upon such application.

**TRADING SUSPENSION CONTINUED.** The SEC has ordered the suspension of over-the-counter trading in the securities of Rajac Industries, Inc., for the further ten-day period October 14-23, 1969, inclusive.

**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
3954	Air-Wisconsin Inc	Appleton, Wisc.
4000	CTC Computer Corp	Palo Alto, Cal
3952	Collins Foods International Inc	Culver City, Cal
4017	Continental Travel Ltd	New York, NY
3975	Convalariums of America Inc**	Santa Monica, Cal
3959	E T Barwick Industries Inc**	Chamblee, Ga.
3961	Clausing Corp	Kalamazoo, Mich.
3974	Data Technology Corp**	Palo Alto, Cal.
3968	Garrett Freightlines VT Expiring 11-27-77	Pocatello, Idaho
3957	Integrated Electronics Corp**	New York, N.Y.
3966	National Data Corp**	Atlanta, Ga.
3972	Sequoyah Industries Inc**	Okla. City, Okla.
3971	Showboat Inc	Las Vegas, Nev.
3963	Standard Screw Co	Windsor, Conn.
3967	Tad's Enterprises Inc**	New York, N.Y.
4022	Wigwam Stores Inc**	Seattle, Wash.
3949	Einson Freeman & De Troy Corp**	Fair Lawn, NJ
3948	Frequency Electronics Inc**	New Hyde Park, NY
3956	Industrial Nucleonics Corp**	Columbus, Ohio
3962	Landsverk Corp	Glendale, Cal
3986	Seattle Supersonics Corp	Seattle, Wash.
3953	Sensormatic Electronics Corp	Akron, Ohio
3958	Square H Industries Inc	Dallas, Tex.
4024	Stelber Industries Inc**	Elmhurst, NY
3973	Stellar Industries Inc	Century City, Los Angeles, Cal
3950	United American Industries Inc.	Tucson, Ariz.

OVER

**DEWITT DRUG TO SELL STOCK.** DeWitt Drug and Beauty Products, Inc., 17 Barstow Road, Great Neck, N.Y. 11201, filed a registration statement (File 2-34885) with the SEC on September 29 seeking registration of 250,000 shares of common stock, to be offered for public sale through underwriters headed by Blair & Co., Inc., 20 Broad St., New York, N.Y. 10005. The offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has sold the Blair firm five-year warrants to purchase 25,000 shares.

Organized in April as a consolidation of E.C. DeWitt & Co., Inc. and Burnell Corporation, the company is engaged in the manufacture and distribution of proprietary drugs, toiletries, cosmetics and related non-drug items. Of the net proceeds of its stock sale, \$525,000 will be advanced to its English and South African subsidiaries and used to prepay long-term indebtedness of such subsidiaries in connection with the acquisition of the business of Potter & Moore Limited and the stock of its affiliated foreign companies, \$350,000 and \$300,000 will be reserved for initial cash requirements for the construction of new and larger plants to replace present facilities in Chicago and Victoria, Australia, respectively, \$100,000 for the purchase of new equipment and construction of additional warehouse space at its Leyton, England plant and \$200,000 to introduce the Potter & Moore products; the balance will be added to the company's working capital. In addition to indebtedness, the company has outstanding 556,500 common shares, of which members and descendants of the DeWitt family or their estates own 95%. William A. Binstead is board chairman and president.

**HAVEN INDUSTRIES FILES FOR SECONDARY.** Haven Industries, Inc., 225 West 57th St., New York, N.Y. 10019, filed a registration statement (File 2-34887) with the SEC on September 29 seeking registration of 833,000 outstanding common stock purchase warrants. These warrants are to be offered for sale from time to time by SMC Investment Corporation (the selling warrant holder) at prices current at the time of sale.

The company is a holding company engaged through subsidiaries in the selling of refined cane sugar and the manufacture and sale of flavored syrups, powders and instant mixes. In addition to indebtedness and preferred stock, it has outstanding 12,082,566 common shares, of which Donald E. Liederman, owns 11%. Neil Rosenstein is board chairman and president.

**HAVEN INDUSTRIES FILES STOCK PLAN.** In a separate Form S-8 registration statement (File 2-34886), Haven Industries seeks registration of 375,000 common shares to be offered under and pursuant to its employees' stock option plan.

**FOREMOST-MCKESSON FILES FOR SECONDARY.** Foremost-McKesson, Inc., 111 Pine St., San Francisco, Calif. 94111, filed a registration statement (File 2-34888) with the SEC on September 29 seeking registration of \$25,000,000 of 6% convertible subordinated debentures, due 1994, to be offered for public sale by the recipients thereof. Such debentures are to be issued in connection with a liquidating distribution of Provident Securities Company, approximately two-thirds of whose assets are to be purchased by Foremost-McKesson on October 15 in exchange for a maximum of \$49,750,000 of debentures, \$4,250,000 in cash and assumption of certain liabilities of Provident. They are to be offered by the recipients thereof through underwriters headed by Dillon, Read & Co., Inc., 46 William St., New York, N.Y.; the offering price and underwriting terms are to be supplied by amendment.

The company is primarily engaged in the wholesale distribution of drugs, the processing and distribution of milk, cream, ice cream and related dairy products, the wholesale distribution of wines and liquors and the wholesale distribution of industrial chemicals. In addition to indebtedness and preferred stock, it has outstanding 11,154,715 common shares. Rudolph J. Drews is board chairman and president. The names of the selling debenture holders and individual amounts to be sold are to be supplied by amendment.

**DATA ASSOCIATES TO SELL STOCK.** Data Associates, Inc., 400 12th St., S.W., Washington, D.C. 20024, filed a registration statement (File 2-34889) with the SEC on September 29 seeking registration of 125,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made through underwriters headed by Sealfon & Friedman, Inc., 79 Wall St., New York, N.Y., which will receive a 60¢ per share commission plus \$15,000 for expenses. The company has agreed to sell the Sealfon firm, for \$1,250, five-year warrants to purchase 12,500 shares, exercisable after one year at \$3 per share.

Organized in 1963, the company furnishes a variety of commercial data processing services to customers in the metropolitan District of Columbia area and suburban Maryland and Virginia. Of the net proceeds of its stock sale, \$250,000 will be applied to the purchase of a Burroughs B-3500 computer system and \$150,000 to the purchase of 50 Burroughs Terminal Computers, model series TC-500, to be leased to customers; 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 203,000 common shares (with an 87¢ per share book value), of which James A. (president) and Shirley C. Graham own 42.2%, management officials as a group 60.6% and NETGO, Ltd. 39.4%

**WILSON & CO. PROPOSES EXCHANGE OFFER.** Wilson-Sinclair Co., Wilson Certified Foods, Inc., Wilson Beef & Lamb Co. and Wilson Laurel Farms, Inc., all of Prudential Plaza, 130 East Randolph St., Chicago, Ill. 60601, filed registration statements (File 2-34891, 2-34892, 2-34894 and 2-34896 respectively) with the SEC on September 29 seeking registration of common stock of the respective companies. Subject to stockholder approval, Wilson & Co., Inc. (parent of Sinclair, Certified Foods, Beef & Lamb and Laurel Farms) proposes to offer its common stockholders (other than company officials and its parent, Ling-Temco-Vought, Inc. ("LTV" -- holder of 82% of the voting power of Wilson & Co.) cash and common shares of Sinclair, Certified Foods, Beef & Lamb and Laurel Farm, Inc., for up to 500,000 common shares of Wilson & Co. The numbers of shares of the four subsidiaries, the amount of cash and the rate of exchange are to be supplied by amendment. Lehman Brothers and Goldman, Sachs & Co. have agreed to head a group of underwriters who will solicit acceptances of the exchange offer.

Wilson & Co. was organized in April 1967 by LTV as one of three corporations to succeed to the business of Wilson & Co., Inc., which was merged into LTV in June 1967. Wilson & Co. is engaged in the business of buying, slaughtering and dressing livestock and poultry, and processing and selling meats and related products. Wilson & Co. organized the four subsidiaries to succeed to the business and operations of certain of its existing divisions and certain of its subsidiaries. Under the proposed reorganization, the four subsidiaries will succeed to approximately 83% of the assets and 49% of the liabilities of Wilson & Co. as of June 30 and will issue to Wilson shares of their common stock and Series A preferred stock and an aggregate of \$56,000,000 of their 9-7/8% subordinated debentures, due 1977. Sinclair will be engaged in the business of slaughtering livestock and processing and selling meat and food products, as well as selling poultry, dairy and other related products; Certified Foods will be engaged in substantially the same business as Sinclair but in another area; Beef & Lamb will be engaged in the buying and slaughtering livestock (primarily lamb) and the sale of fresh meat; and Laurel Farms will be engaged in raising, dressing, processing and selling poultry and poultry products. In addition to indebtedness, Wilson & Co. has outstanding 2,121,518 common shares. Roy V. Edwards is president.

LTV AEROSPACE PROPOSES EXCHANGE OFFER. Vought Aeronautics Corporation, Synetics Incorporated and LTV Education Systems, Inc., all of 1600 Pacific Ave., P.O. Box 5003, Dallas, Tex. 75222, filed registration statements (File 2-34890, 2-34893 and 2-34895, respectively) with the SEC on September 29 seeking registration of common stock of their respective companies. Subject to its stockholder approval, LTV Aerospace Corporation ("Aerospace" -- parent of Aeronautics, Synetics and Education Systems) proposes to offer its common stockholders (other than company officials and its parent corporation, Ling-Temco-Vought, Inc. ("LTV")) cash and common shares of Aeronautics, Synetics and Education Systems for up to 1,800,000 shares of Aerospace common stock. The numbers of shares of Aeronautics, Synetics and Education Systems, the amount of cash and the rate of exchange are to be supplied by amendment. Lehman Brothers and Goldman, Sachs & Co. have agreed to head a group of underwriters who will solicit acceptances of the exchange offer.

Aerospace was organized in December 1964 by LTV as successor to the business and properties of certain of LTV's then existing divisions and a subsidiary. It is primarily engaged in the design, development and production of aerospace products and related testing, range and services operations. Under a plan of reorganization, Aerospace organized Education Systems, Aeronautics and Synetics. Aeronautics will be primarily engaged in the business of designing, developing, producing, selling and servicing aeronautical products, special support equipment and services; Synetics will be primarily engaged in the design, development and production of missiles and space products and in furnishing related test, range, administrative and technical support services; and Education Systems provides business, industry, government and individual enrollees a comprehensive range of products, materials, services and curricula for education, training and qualification in vocational, clerical, technical and administrative skills. The purpose of the reorganization of Aerospace and of the exchange offer is to provide an increased flexibility for possible future growth in the rapidly changing defense-space market by decentralizing the operating management and by increasing the autonomy and specialized identity of the subsidiaries. In addition to indebtedness, Aerospace has outstanding 3,550,149 common (of which LTV owns 1,080,000) and 3,238,575 Class B common shares. W. Paul Thayer is president.

INTERIOR ENTERPRISES TO SELL STOCK. Interior Enterprises, Inc., 443 Park Ave., South, New York, N.Y. filed a registration statement (file 2-34897) with the SEC on September 29 seeking registration of 180,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through Philips Appel & Walden, Inc., 111 Broadway, New York, N.Y. 10006, which will receive a 50¢ per share commission plus \$15,000 for expenses. The company has agreed to sell 16,000 shares to the underwriter for \$6,400.

The company is engaged in the sale of residential furniture to interior decorators, architects and furniture dealers. Of the net proceeds of its stock sale, \$225,000 will be used to repay a demand bank note, \$300,000 for construction, showroom samples and start-up costs of its new showroom in NYC, \$100,000 for frequently ordered furniture and \$100,000 towards expansion outside NYC; the balance will be added to the company's working capital. The company has outstanding 504,000 common shares (with a 23¢ per share book value), of which Mark K. Posnick, president and board chairman, owns 73.2% and management officials as a group 81.7%. Purchasers of the shares being registered will acquire a 28% stock interest in the company for their investment of \$900,000; the present shareholders will then own 72%, for which they paid \$120,000.

LAW ENFORCEMENT ELECTRONICS PROPOSES OFFERING. Law Enforcement Electronics, Inc., 301 So. Highland St., Las Vegas, Nev. 89106, filed a registration statement (File 2-34898) with the SEC on September 29 seeking registration of 260,000 shares of common stock and 130,000 common stock purchase warrants, to be offered for public sale in units, each consisting of two shares and one warrant. The offering is to be made at \$4.50 per unit through Charles Plohn & Co., 200 Park Ave., New York, N.Y., which will receive a 45¢ per unit commission plus \$12,500 for expenses. The company has agreed to sell 26,000 shares to the Plohn firm at 10¢ per share.

Organized in July 1968, the company is engaged in the distribution of audio and video electronic equipment (including closed circuit television cameras) to law enforcement agencies and private industry and in providing maintenance and consulting services for such equipment. Of the net proceeds of its stock sale, \$100,000 will be used to increase inventory, \$77,500 to repay 4-1/2% convertible subordinated debentures and \$75,000 for research and development; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 134,000 common shares (with a 37¢ per share net tangible book value), of which Richard C. Medlin, president, owns 42.4% and management officials as a group 60.2%. Purchasers of the shares being registered will acquire a 64% stock interest in the company for their investment of \$585,000 (they will sustain an immediate dilution of \$1 in per share book value from the offering price); the present shareholders and underwriter will then own 36%, for which they will have paid in cash, property or services a total of \$39,855, or 25¢ per share.

**MAGNESS PETROLEUM PROPOSES EXCHANGE OFFER.** Magness Petroleum Corporation ("Magness"), 3535 Northwest 58th St., Oklahoma City, Okla. 74102, filed a registration statement (File 2-34899) with the SEC on September 29 seeking registration of 1,728,927 shares of common stock. It is proposed to offer part of these shares in exchange for certain oil and gas interests, at the rate of one share for each \$4.50 of such interests. The interests are limited to certain properties owned by approximately 100 co-owners, together with certain interests owned by A.J. Magness, president of Magness and Magness Petroleum Company ("Magness Company"). It is also proposed to offer part of such shares in exchange for all of the outstanding common stock (10,000 shares) of Magness Company.

Magness was organized in September for the purpose of acquiring all the stock of Magness Company and certain oil and gas interests in order to combine for operational purposes the assets and business of Magness Company and the oil and gas interests. Magness intends to attempt to develop production of existing and new properties either directly or through Magness Company, which will continue as a subsidiary. Magness has outstanding 500 capital shares, all owned by A.J. Magness, president.

**HAMILTON INTERNATIONAL TO SELL STOCK.** Hamilton International Corporation, Village of Quakertown, Farmington, Mich., filed a registration statement (File 2-34900) with the SEC on September 29 seeking registration of 5,723,860 shares of common stock. Of this stock, 796,100 are to be offered for public sale by the company. No underwriting is involved; the offering price (\$10 per share maximum\*) is to be supplied by amendment. Of the remaining shares, 614,770 are issuable upon exercise of options, 334,900 are issuable upon exercise of warrants issued in connection with the merger of Alexander Hamilton Life Insurance Company of America into a wholly-owned subsidiary of Hamilton International, 2,598,328 are issuable upon conversion of Class C convertible common stock (such Class C shares were issued in connection with the merger of L.O.K. of Michigan, Inc. into Alexander Hamilton Life Insurance Company of America) and 1,379,762 are issuable upon exercise of 4% convertible preferred stock (\$20 par) (such preferred stock was issued in connection with the merger of American Presidents Life Insurance Company into Alexander Hamilton Life Insurance Company of America).

Organized in April 1967, Hamilton International succeeded to all the assets and liabilities of Alexander Hamilton Corporation, a company organized in 1963 principally to hold shares of common stock of Alexander Hamilton Life Insurance Company. Net proceeds of its stock sale will be added to the company's general funds and used for general corporate purposes. Hamilton International has outstanding 3,721,673 common and 500,000 Class B common shares, of which management officials as a group own 11.2%. E. Keith Owens is president and board chairman.

**ENGINE POWER TO SELL STOCK.** Engine Power Corp., 125-20 18th Ave., College Point, New York 11356, filed a registration statement (File 2-34901) with the SEC on September 29 seeking registration of 400,000 shares of common stock, to be offered for public sale through underwriters headed by A.J. Carno Co., Inc., 42 Broadway, New York, N.Y. 10004. The offering price (\$3 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriters \$50,000 for expenses and to sell the Carno firm, for \$400, six-year warrants to purchase 40,000 shares, exercisable after one year at \$3.30 per share.

Organized in September 1966, the company is principally engaged in the business of marketing (under the name "Engine-Power") lubricants, additives and chemicals for automobiles and (under the name "Tire Guard") a puncture-sealing liquid for tires. Net proceeds of the company's stock sale will be used for advertising and general corporate purposes, including working capital. In addition to indebtedness, the company has outstanding 580,000 common shares, of which Hyman Silverstein, president, owns 19.55% and management officials as a group 100%.

**BRIAN-LLOYD TO SELL STOCK.** Brian-Lloyd Co., Inc., 220 5th Ave., New York, N.Y. filed a registration statement (File 2-34902) with the SEC on September 29 seeking registration of 100,000 shares of common stock, to be offered for public sale through underwriters headed by Louis B. Meadows & Co., Inc., 1694 Main St., Springfield, Mass. The offering price (\$6 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Meadows firm, for \$100, six-year warrants to purchase 10,000 shares, exercisable after one year at \$2 per share.

The company is primarily engaged in the distribution of an electric hair setter (manufactured by a subcontractor) which was developed by the company and introduced on the market in October 1968. It also distributes the Lemos Permagon, a transistorized home electrolysis depilatory device for cosmetic purposes. Of the net proceeds of its stock sale, \$75,000 will be used to retire a short-term loan to certain private investors, \$100,000 to purchase tools and dies necessary to manufacture an illuminated cosmetics mirror and a new model of the hair setter in combination with an illuminated cosmetics mirror, \$75,000 for improvements in the packaging and design of the hair setter and \$50,000 for advertising; the balance will be added to the company's working capital and used for general corporate purposes, advertising and promotional expenses. The company has outstanding 204,300 common shares, of which Arnold A. Mandell, president, and Jack M. Burr, secretary-treasurer, own 36.71% each and management officials as a group 91.78%.

**AUSTIN TRAVEL TO SELL STOCK.** Austin Travel Corp., 560 So. Broadway, Hicksville, N.Y., filed a registration statement (File 2-34903) with the SEC on September 29 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$8 per share. The offering is to be made through Security Options Corp., 40 Exchange Place, New York, N.Y., which will receive an 80¢ per share commission plus \$15,000 for expenses. The company has agreed to sell the underwriter, for \$70, five-year warrants to purchase 7,000 shares, exercisable after one year at \$8 per share, and to sell Lian & Geringer, Esqs., for \$30, like warrants to purchase 3,000 shares.

The company is primarily engaged in arranging travel for individuals and commercial enterprises, tours for companies or organizations on a charter basis, and arranging and conducting all-expense paid package tours. Of the net proceeds of its stock sale, \$200,000 will be used for advertising of package tours in the New York metropolitan area and to develop advertising programs for Philadelphia and in the Baltimore-Washington areas, \$100,000 for advertising of tours to be used on the West Coast and for administrative services on the West Coast, in Philadelphia and in the Baltimore-Washington area, \$150,000 to repay bank loans and \$50,000 to expand the company's Group and Charter Department; 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 400,000 common shares, of which Larry Austin, president, owns 19% and management officials as a group 30.5%.

**DIVERSIFIED FOOD SYSTEMS TO SELL STOCK.** Diversified Food Systems, Inc., Tarrytown Office Mall, Rocky Mount, N.C., filed a registration statement (File 2-34904) with the SEC on September 29 seeking registration of 250,000 shares of common stock to be offered for public sale through underwriters headed by First Securities Corporation of North Carolina, 111 Corcoran St., Durham, N.C. The offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to sell First Securities Corporation, for \$1,250, a five-year warrant to purchase 12,500 shares, exercisable initially (after one year) at 107% of the offering price.

Organized in March 1969 as successor to a business formed in November 1968, the company operates and licenses a system of limited menu, specialty restaurants featuring steak and lobster under the name Lob Steer; it proposes to operate and license a system of specialty restaurants featuring moderately priced Mexican food under the name Pedro's. It also operates and proposes to operate as a licensee a chain of Hardee's Hamburger and a chain of Village Inn Pizza Parlor restaurants and its own chain of limited menu, specialty restaurants featuring barbecued pork under the name Cous'n John's Barbecue. Of the net proceeds of its stock sale, \$1,050,000 will be used for development of its Lob Steer and Pedro's restaurants licensing programs and \$825,000 to pay the cost of opening new Lob Steer, Pedro's, Cous'n John's Barbecue, Hardee's Hamburger and Village Inn Pizza Parlor restaurants; 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 248,000 common shares, of which James C. Gardner, president and board chairman, owns 16.1% and management officials as a group 74.2%. Purchasers of the shares being registered will acquire a 50.2% stock interest in the company for their investment of \$2,500,000\*; the present shareholders will then own 49.8%, for which they paid \$200,000, or 81¢ per share.

**DATA COMMUNICATION SERVICES TO SELL STOCK.** Data Communication Services, Inc., 229 Park Ave. South, New York, N.Y. 10003, filed a registration statement (File 2-34905) with the SEC on September 29 seeking registration of 108,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through underwriters headed by Barody & Co., 4040 Galt Ocean Drive, Fort Lauderdale, Fla., which will receive a 5¢ per share commission plus \$10,000 for expenses. The company has agreed to sell the Barody firm, for \$108, five-year warrants to purchase 10,800 shares, exercisable after one year at not less than \$5 per share.

Organized in August 1966, the company is engaged primarily in the contracting and placement of professional and non-professional technical personnel on a temporary basis at the facilities of industrial clients. Of the net proceeds of its stock sale, \$250,000 will be used to staff and equip new offices in some five major locations in the United States; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 252,000 common shares (with an 11¢ per share book value), of which Sidney Platt, president, and Harold Adler, vice president, own 45% each and management officials as a group 100%. Purchasers of the shares being registered will acquire a 30% stock interest in the company for their investment of \$540,000; the present shareholders will then own 70%, for which they paid \$1,000.

**TETRAHEDRON ASSOCIATES TO SELL STOCK.** Tetrahedron Associates, Inc., 7969 Engineer Road, San Diego, Calif. 92111, filed a registration statement (File 2-34906) with the SEC on September 29 seeking registration of 72,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made on a "best efforts" basis by Davis Securities Co., Inc., 50 Broadway, New York, N.Y., which will receive a 60¢ per share selling commission plus \$15,000 for expenses. The company has agreed to pay \$5,000 to Eugene Colbert for his services as finder; and it has agreed to sell the underwriter, for \$72, and to sell to Colbert, for \$15, six-year warrants to purchase 7,200 and 1,500 shares, respectively, exercisable after 13 months at \$6.60 per share. Also included in this statement are 3,500 outstanding shares which may be offered for sale from time to time by the present holders thereof, at prices current at the time of sale.

Organized in May 1969, the company is engaged in the research and development of instruments used in the manufacture of plastics. It presently has two products ready for sale; a dielectric heater for curing plastics and an automatic dielectrometer which improves the control of curing plastics. Of the net proceeds of its stock sale, \$75,000 will be used to purchase chemical and plastic electronic test equipment and machine shop support equipment, \$100,000 for development and use of a marketing program and sales campaign and \$125,000 for research and development; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 168,000 common shares (with a 5¢ per share book value), of which Stanley A. Yalof, president and board chairman, owns 35.2% and management officials as a group 70.5%. Purchasers of the shares being registered will acquire a 50.7% stock interest in the company for their investment of \$432,000 (they will sustain an immediate dilution of \$3.83 in per share book value from the offering price); the present shareholders will then own 49.3%, for which they paid \$8,000. Eliot Stark may sell 500 shares and 11 others the remaining shares being registered.

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 October 9 News Digest.

8K Reports for Aug 69

Alco Standard Corp ( 7,8)	1-5964-2	Republic Corp ( 7)	1-5603-2	American Agency Life Insur. Co( 1,8,13)	2-22873-2
Allied Artists Pictures Corp ( 12)	1-2965-2	Rex Chainbelt Inc (8)	1-373-2	Applied Dynamics Inc(1)	0-3288-2
Chemtron Corp ( 12,13)	1-3061-2	Va. Iron Coal & Coke Co ( 11)	1-210-2	Avnet, Inc (4,13)	1-4224-2
Farnham Ind., Inc ( 7,8)	2-7250-2	Visual Electronics Corp ( 11)	1-5460-2	Blue Crown Petroleum Ltd ( 9)	0-3238-2
Higbee Co ( 7,13)	0-1406-2	Western Transmission Corp ( 12,13)	1-5167-2	Denver Real Estate Invest. Assoc. (7)	0-1258-2
Iroquois Ind., Inc ( 12,13)	1-5387-2	Bankit Corp ( 2)	2-31618-2	First Natl. Investrs. Corp ( 2,11,13)	0-3096-2
Kaneb Pipe Line Co ( 2,7,13)	1-5083-2	Chemical Lehman Tank Lines Inc ( 12)	0-2155-2	Gale Ind., Inc ( 7,12,13)	1-1130-2
Kayser Roth Corp ( 7)	1-415-2	Foremost McKesson Inc ( 7,8)	1-1435-2	Mayflower Investrs., Inc ( 2,13)	0-2622-2
Plantation Pipe Line Co ( 8)	1-3585-2	Giffen Ind., Inc (3)	2-30297-2	Patrick Ind., Inc (11)	0-3922-2
Triton Oil & Gas Corp ( 7,12)	0-3247-2	Goody's Food Systems, Inc ( 11,13)	2-28571-2	Photo Motion Corp ( 1,13)	2-28468-2
Data-Probe Inc ( 11,13)	2- 29728-2	Pan American World Airways, Inc(8)	1-3532-2	Southern Bakeries Co (3)	0-1333-2
Frontier Airlines, Inc ( 12,13)	1-4877-2	Profit By Air, Inc (12,13)	2-30719-2	Jim Walter Corp ( 2,4,7,13)	1-4868-2
Jahncke Service Inc ( 3)	0-2512-2	Transwestern Life Insur. Co ( 1,11)	2-22805-2	Barnac Corp ( 7,12,13)	1-4739-2
Seaboard Finance Co ( 2,12,13)	1-3440-2	Ual, Inc ( 13)	1-6033-2	Consumer Acceptance Corp ( 2,13)	0-1334-2
Spencer Packing Co ( 9)	0-2035-2	United Air Lines, Inc(13)	1-2637-2	E.P.G. Computer Services, Inc ( 2,13)	2-30455-2
Weight Watchers Intl., Inc (012)	0-3389-2	Western Air Lines, Inc(12)	1-1521-2	New York State Electric & Gas Corp( 7,11,13)	1-3104-2
Alpha Ind., Inc ( 12,13)	1-5560-2	Automation Ind., Inc(12)	1-5655-2	Southland Invest. Corp ( 1)	0-1812-2
Mountain Natl. Corp ( 2,8,12,13)	0-2814-2	Computing & Software Inc ( 2,7,13)	1-5586-2	Struther Scientific & Intl. Corp ( 4,8,13)	0-2702-2
Tidewater Marine Service Inc ( 4,11,13)	0-1604-2	Gilbert Shoe Stores Inc ( 4,13)	1-5692-2	Struther Wells Corp ( 3,7,13)	1-4454-2
Anadite Inc ( 12)	0-181-2	Marlene Ind. Corp ( 12)	1-4713-2	Struthers Thermo Flood Corp ( 4,8,13)	0-2707-2
Instruments Systems, Inc ( 2,3,7)	1-5643-2	NMS Ind., Inc ( 2,7,13)	1-4564-2	Technology Inc ( 7,12)	0-2901-2
Metro Computer Leasing Corp ( 7,13)	0-3539-2	Perfect Film & Chemical Corp (3)	1-2991-2	Turbo Cast Ind., Inc ( 1,3,6,12)	0-2312-2
Leads Shoes, Inc ( 7,8,11,12)	0-2216-2	Saga Administrative Corp (July 1969(2,13)	2-29836-2	Colorado CMB Bankshares, Inc ( 7,11)	0-3248-2
Pacific Asbestos Corp ( 3)	0-1144-2	Zimmer Homes Corp (7)	1-5712 -2	Comis Insur. Society Inc (11)	2-22616-2
Cle-Ware Ind., Inc ( 4,13)	0-1683-2	Visual Art Ind., Inc (11,12)	1-5791-2	Energy Conversion Devices, Inc ( 7,8)	0-3315-2
Great Northern Ry Co ( 7,13)	1-2517-2	Weiman Co Inc ( 2,7,13)	1-2642-2	First Executive Corp ( 2,7,13)	0-3042-2
Holiday Inns of America, Inc (12)	1-4804-2	Argus, Inc (11,12)	1-4544-2	Information Intl., Inc (11)	0-3223-2
Marion Lab., Inc (9,13)	1-5829-2	Canal Randolph Corp ( 7,13)	1-3945-2	Natural Gas Pipeline Co of Amer. ( 7,12,13)	2-14243-2
Modelist Ind., Inc ( 7,12,13)	0-883-2	Argus, Inc (11,12)	1-4544-2	Oasis Organization Inc ( 7,13)	2-30509-2
Planning Research Corp (12)	1-4941-2	Canal Randolph Corp ( 7,13)	1-3945-2	RIC Group, Inc ( 2,3,12)	1-4242-2

CONTINUED

## 8K for Aug. Cont'd

Sav-A Stop, Inc ( 2,7,13)	1-5476-2	Capital Funding Corp ( 2,13)	0-3773-2	American Bilbrite Rubber Co ( 8)	1-4773-2
URS Systems Corp ( 2,9,13)	0-3441-2	Crown Corp ( 8)	1-6090-2	Big Apple Supermrkts., Inc ( 12)	1-5396-2
Whitney Fidalgo Seafoods, Inc ( 2,11,13)	2-31239-2	Intl. Funeral Services, Inc ( 2,4,7,11,12,13)	0-3198-2	Century Lab., Inc ( 7)	0-3303-2
Certron Corp ( 11,13)	2-90861-2	Joslyn Mfg. & Supply Co ( 12)	0-1252-2	Empire Life Insurance Co ( 7,9)	0-2749-2
First Chicago Corp ( 2,7)	1-6052-2	Rite Aid Corp ( 2,4,7,11,12,13)	1-5742-2	Mohawk Airlines, Inc ( 12)	1-4198-2
Gillette Co (13)	1-922-2	Sun Life Insur. Co of America ( 13)	2-22102-2	Gamma Process Co ( 2,13)	0-3784-2
Iowa Beef Packers Inc ( 2,7,13)	1-6085-2	Trident Funding Corp ( 1)	2-26965-2	Pioneer Systems, Inc ( 12)	1-4831-2
Recognition Equipment, Inc ( 7,13)	0-2038-2	Allen Elec. & Equipment Co(Del) ( 7)	1-6016-2	Athlone Ind., Inc ( 4,7,13)	1-5573-2
Roblin Ind., Inc ( 7,9,13)	1-5213-2	American Cynamid Co ( 3)	1-3426-2	Brown & Grist, Inc ( 12)	0-2714-2
Sea World Inc ( )	0-3702-2	Eckmar Corp(Del) ( 2,7,12,13)	1-5405-2		
U. S. Financial ( 7,9 13)	0-3503-2	Granite Mgt. Services, Inc ( 2,7,12,13)	1-5421-2		
Cerro Corp ( 7,13)	1-1518-2	Alfred Hart Co ( 12,13)	1-5136-2		
The Educator & Executive Co ( 13)	0-1161-2	Hysel, Inc ( 11)	2-31840-2	8K for July	
Gould Enterprises Inc ( 2,13)	0-249-2	Kent Washington Inc ( 7,13)	0-1789-2	Administrative Systems, Inc ( 7,13)	2-26586-2
Interspace Corp ( 3,13)	0-4669-2	Mississippi Power Co ( 12)	0-393-2	Saga Admin. Corp (June) ( 2,13)	2-29836-2
Natl. Car Rental System, Inc ( 1,7,8,)	0-3473-2	Progressive Ind. Corp ( 4,11,13)	0-3453-2	Technicolor, Inc ( 12,13)	1-5375-2
Phila. Elec. Co ( 7,12,13)	1-1401-2	Winslow Tele-Tronics Inc ( 2,7,12,13)	0-2483-2	Xerox Corp June(7)	1-4471-2
Platronics, Inc ( 2,13)	0-3425-2	Data Systems Analysts, Inc ( 12)	2-28618-2	Lucas & Co Inc ( 2)	1-3124-2
Supronics Corp ( 7,9 13)	1-4613-2	Longchamps, Inc ( 3)	0-3320-2	Gondas Corp ( 11,13)	2-29797-2
Carpenter Technology Corp ( 7,12)	1-5828-2	North American Planning Corp ( 9,12,13)	0-3859-2	Cybern Education Inc ( 7,9)	2-29376-2
Collins Radio Co ( 12)	1-4248-2	El Chico Corp ( 4,7,13)	0-3250-2	Hittman Assoc., Inc ( 12)	2-31798-2
Digital Products Corp ( 11)	2-29309-2	Western Standard Uranium Inc ( 1,2,9,11,13)	0-3802-2	American Raceways, Inc ( 7,13)	0-3333-2
Poster Grant Co Inc ( 7)	0-78-2	Data Technology Corp ( 3)	2-29265-2	Boise Cascade Corp ( 11,13)	1-5057-2
Lewtron Television Inc ( 7,10)	0-3883-2	Jetronic Ind., Inc ( 9,11)	1-4124-2		
Southern Calif. Edison Co ( 12)	1-2313-2	Applied Research, Inc ( 1,3,7,13)	0-2291-2		
Southern Discount Co ( 11)	2-31211-2	Crystal Mt., Inc ( 11)	0-2374-2		
United Nuclear Corp ( 7)	1-5119-2	Avnet, Inc ( 4,13)	1-4224-2		
Western Nuclear Inc ( 4,7,8,11,12,13)	1-4360-2	White Shield Corp ( 12)	0-3080-2		
CMI Corp ( 2,13)	1-5951-2	Brunswick Corp ( 4,7,13)	1-1043-2		
Calif. Medical Centers, Inc ( 2,12)	0-3661-2	Roosevelt Raceway, Inc ( 12)	1-3966-2		
		G. T. Schjedahl Co ( 4,7,11,13)	0-45-2		

## Misc SK's

Rock's Inc  
 April 1969 (9) 1-6096-2  
 Bevis Ind., Inc  
 June 1969 ( 8,11,13) 0-1426-2  
 May 1969( 11,13) 0-1426-2

Alpine Geophysical Assoc., Inc  
 May 1969 ( 2,13) 0-2249-2

Tassette Inc  
 June, July & Aug. 1969 (8) 2-17595-2

Braniff Airways, Inc  
 April 1969 (13) 1-5291-2  
 LTV Electrostats, Inc  
 June 1969(13) 1-5237-2

Northern & Central Gas CoLtd  
 June 1969(7) 2-13342-2

Natl. Prasto Ind., Inc  
 May 1969 ( 13) 1-2451-2

## Amd't to SK

Danson Oil Corp  
 Amdt to SK for May 1969  
 ( 4,7,13) 0-2062-2

Laguna Niguel Corp  
 Amdt. to SK for July 1969(7)

Raymond Engineering Inc  
 Amdt. to SK for July 1969  
 (2) 1-5622-2

KDI Corp  
 Amdt. to SK for May 1969  
 ( 2,7,13) 0-2556-2

Midwestern Financial Corp  
 of Ohio Amdt. to SK for 6-30-69 2-28594-2  
 Modine Mfg. Co  
 Amdt. to SK for July 1969  
 (12) 1-1373-2

## Amdt. to SK Cont'd

Sodco, Inc  
 Amdt. to SK for Dec. 1968  
 ( 4,7,11,13) 0-1819-2

Fed-Mart Corp  
 Amdt. to SK for Feb. 1969  
 ( 4,7,13) 1-5856-2

Talley Ind., Inc  
 Amdt. to SK for May 1969  
 (11) 1-4778-2

Fair Lanes, Inc  
 Amdt. to SK for Nov. 1968  
 (11) 0-1858-2

Kennebec Cons Mining Co  
 Amdt. to SK for June 1968  
 (13) 1-1740-2

Decorater Ind., Inc  
 Amdt. to SK for Feb. 1969  
 (13) 2-2644-2

Petrodynamics Inc  
 Amdt. to SK for Aug. 1969  
 ( 2) 2-28660-2

Fed-Mart Corp  
 Amdt to SK for Feb.  
 ( 4,7,13) 1-5856-2

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:

Haven Industries, Inc., New York 10019 (File 2-34886) - 375,000 shares  
 The Quaker Oats Company, Chicago, Ill. 60654 (File 2-34907) - 60,000 shares

SECURITIES ACT REGISTRATIONS. Effective October 10: Abbott Laboratories, 2-34983; Arcata National Corp., 2-34730; Arts & Leisure Corp., 2-33683 (90 days); T. G. Bancshares Co., 2-34054 (Jan 8); Brown & Sharpe Manufacturing Co., 2-33676 (40 days); Desoto, Inc., 2-34042; ECO Electrical Manufacturing Corp., 2-33553 (40 days); Family Finance Corp., 2-34673 (Nov 19); Fund of the Southwest, Inc., 2-33174; International Utilities Corp., 2-34227; Levin-Townsend Computer Corp., 2-33135 (40 days); Kajima Construction Co., Ltd., 2-34523; Rogers Corp., 2-33079; Siliconix, Inc., 2-34947; Turner Construction Co., 2-34594 (90 days); Watsco, Inc., 2-34359.

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.