

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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



Washington, D. C. 20549

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

(Issue No. 69-212)

FOR RELEASE November 4, 1969

**WEINBERG OST & HAYTON SUSPENDED.** The S&C today announced a decision under the Securities Exchange Act (Release 34-8736) suspending Weinberg, Ost & Hayton, Inc., New York broker-dealer firm, for a 30-day period, commencing November 10, for violations of that Act and Commission rules thereunder. Sidney B. Weinberg, president, and Harvey J. Ost and Richard Gray, vice-presidents, were suspended from association with any broker-dealer firm for periods of 35, 60 and 35 days, respectively; and Ira Schragar, formerly a salesman with the Weinberg firm, and Martin Weber, former salesman of another firm, were suspended for three months. The Weinberg firm and each of the individual respondents, without admitting or denying the violations with which they were charged, consented to imposition of the sanctions indicated. The proceedings are still pending against Harry Boxer, another former salesman with the Weinberg firm.

According to the Commission's decision, the Weinberg firm, Ost, Weinberg, Schragar and Weber violated the Commission's rules governing short selling by marking certain transactions "long" when in fact they were "short", by effecting such transactions at prices below permissible prices under those rules, and by recording such transactions improperly on the firm's books. The Weinberg firm, aided and abetted by Weinberg, Ost, Schragar, Weber and Gray, also violated provisions of Regulation T, in that they extended credit to and for customers without collateral and on securities in contravention of such Regulation; the Weinberg firm and Gray effected transactions in shares of Diamonite Industries, Inc., and its successor, Liquid Optics Corporation, at prices not reasonably related to prevailing market prices therefor and in violation of Rule 10b-5; and the Weinberg firm, Ost and Weinberg failed reasonably to supervise persons under their supervision with a view to preventing these violations.

**WHISKEY WAREHOUSE RECEIPTS.** The S&C today called attention to the applicability of the Federal securities laws to the sale and distribution of whiskey warehouse receipts in areas subject to the jurisdiction of the United States (Release 33-5018). The Commission pointed out that the promotion and sale of such receipts may involve an offering of a security in the form of an investment contract within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, and that any public offering of any such securities must comply with the registration and prospectus requirements of the Securities Act, unless an exemption therefrom is available, and must comply with the anti-fraud provisions of the Securities Act and the Securities Exchange Act and the regulations thereunder.

**CONNECTICUT L&P SEEKS ORDER.** The S&C has issued an order under the Holding Company Act (Release 35-16509) giving interested persons until November 24 to request a hearing upon an application of The Connecticut Light & Power Company, Berlin subsidiary of Northeast Utilities, to increase the amount of its short term borrowings from \$54,600,000 to \$55,600,000.

**MISSISSIPPI POWER SEEKS ORDER.** The S&C has issued an order under the Holding Company Act (Release 35-16510) giving interested persons until November 28 to request a hearing upon an application of Mississippi Power Company, Gulfport subsidiary of The Southern Company, to issue and sell up to \$16,000,000 of short-term notes to banks and commercial paper to commercial paper dealers, including current outstanding short term bank notes, aggregating \$9,713,000.

**BOWLER, BARNETT, EASTERN INVESTMENT ENJOINED.** The SEC Washington Regional Office announced October 31 (LR-4460) that F. Wallace Bowler, Bennie E. Barnett, Eastern Investment Corporation, Eastern Finance Corporation, Eastern Credit Corporation, United Corporation of America, American Loan and Finance Company and Columbia Finance Corporation had consented to a court order of preliminary injunction against violations of the registration and anti-fraud provisions of the Federal securities laws in the offer and sale of securities of the defendant corporations. The Federal court in Norfolk, Va., also scheduled a hearing for November 18 on the Commission's motion for appointment of a receiver for the corporate defendants.

**GOLCONDA MINING, MAGNUSON CONSENT TO INJUNCTION.** The S&C New York Regional Office announced October 31 (LR-4461) that Golconda Mining Company and Harry F. Magnuson, both of Wallace, Idaho, consented to a court order of permanent injunction against violations of the provisions of Rule 10b-5 under the Securities Exchange Act. The order of the court (USDC SDNY) requires the defendants to pay a court-appointed trustee the sum of \$47,092.21, representing profits realized by defendants while trading in shares of Lucky Friday Silver Lead Mines Co. on the basis of material inside information.

**TRADING SUSPENSION CONTINUED.** The S&C has ordered the suspension of over-the-counter trading in the securities of Liberty Equities Corporation for the further ten-day period November 5-14, 1969, inclusive.

OVER

**TANNETICS PROPOSES OFFERING.** Tannetics, Inc., 4201 Bell St., Erie, Pa., filed a registration statement (File 2-35164) with the SEC on October 28 seeking registration of 160,000 shares of common stock and warrants to purchase 40,000 shares to be offered for public sale in units, each consisting of four shares and one warrant. The offering is to be made at \$20 per unit through Havener Securities Corp., 111 Broadway New York, N.Y., which will receive a \$2 per unit commission plus \$12,500 for expenses. The company has agreed to sell the underwriter, for \$160, five-year warrants to purchase 16,000 shares, exercisable after 13 months at \$5.50 per share.

Organized in June to acquire and succeed to the business of two companies in operation since 1929, the company is engaged in the business of designing, manufacturing and selling rough brass plumbing, radiator and garden valves, traps, drainage connections and fittings and certain other non-ferrous products. Of the net proceeds of its stock sale, \$440,000 will be applied to partial prepayment of a bank loan, proceeds of which were utilized in connection with the purchase of the business and assets of its predecessors; 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 491,000 common shares, of which Clinton G. Gerlach, board chairman, owns 40.7%, John Britton, president, 10.2% and management officials as a group 71.2%.

**GUERDON INDUSTRIES SHARES IN REGISTRATION.** Guerdon Industries, Inc., 510 West Broadway, Louisville, Ky. 40202, filed a registration statement (File 2-35165) with the SEC on October 28 seeking registration of 92,840 outstanding shares of common stock. These shares may be offered for sale from time to time by the present holders thereof at prices current at the time of sale (\$33.375 per share maximum\*).

The company is engaged in the manufacture of mobile homes and related structures designed primarily for use as low cost housing. It has outstanding 4,396,062 common shares. Kenneth B. Fleming may sell 50,000 shares of 69,078 shares held, Leo R. Fleming 20,000 of 23,027 and 15 others the remaining shares being registered. Such shares were acquired in connection with the acquisition by the company of Alma Plastics Company, Ohio Kal Plastics and Carolina Mobile Homes, Inc.

**PRIME INDUSTRIES TO SELL STOCK.** Prime Industries, 336 North Central Ave., Glendale, Calif. 91203, filed a registration statement (File 2-35166) with the SEC on October 28 seeking registration of 250,000 shares of common stock, to be offered for public sale through underwriters headed by Union Western Securities Corporation, 8648 Wilshire Blvd., Beverly Hills, Calif. The offering price (\$8.25 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriters \$5,000 for expenses and to sell Union Western Securities, for \$1,250, five-year nontransferable warrants to purchase 12,500 shares.

The company is engaged primarily in franchising, constructing and servicing dinner house restaurants. Of the net proceeds of its stock sale, \$300,000 will be used for restaurant lease deposits, \$300,000 for leasehold improvements for restaurant sites, \$600,000 for down payments toward the purchase of fixtures for lease to franchisees, \$50,000 for office fixtures and \$125,000 to retire indebtedness to a franchise group; the balance will be added to the company's general funds and used for working capital and other corporate purposes. In addition to indebtedness, and preferred stock, the company has outstanding 1,232,222 common shares, of which Philip C. Holland, president, owns 63.5% and management officials as a group 82.2%.

**RYCAP INDUSTRIES TO SELL STOCK.** Rycap Industries, Inc., 303 Wallabout St., Brooklyn, N.Y., filed a registration statement (File 2-35167) with the SEC on October 28 seeking registration of 172,000 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 through Alessandrini & Co., Inc., 11 Broadway, New York, 10004 and Tanenhaus & Company, 139 Main St., Orange, N.J., which will receive a 60¢ per share selling commission plus \$16,800 for expenses. The company has agreed to sell 8,666 shares to the underwriters at \$1 per share and to pay a finder's fee equal to 1% of gross proceeds of the offering (\$10,320 if 172,000 shares are sold) to Myron E. Barg, Myron Herman and Charles E. Stolz.

The company is engaged in producing a broad range of transparent plastic bags and drum liners for use in commercial and industrial packaging. It also produces disposable plastic bags and disposable plastic products intended for use by hospitals, institutions and nursing homes. Of the net proceeds of its stock sale, \$100,000 will be used in payment of sundry notes and \$100,000 in reduction of trade obligations and \$200,000 will be reserved for acquisitions; the balance will be used for other corporate purposes, including working capital. The company has outstanding 513,750 common shares (with a 74¢ per share net tangible book value), of which Leonard Schramm, secretary-treasurer, owns 42.4%, Murray M. Schramm 22.7% and Taylor W. Harris 11.4%. Sidney M. Schramm is president. Purchasers of the shares being registered will sustain an immediate dilution of \$4.30 in per share book value from the offering price.

**NOVATRONICS TO SELL STOCK.** Novatronics Co., Inc., 811 Ivy Hill Road, Philadelphia, Pa. 19150, filed a registration statement (File 2-35168) with the SEC on October 28 seeking registration of 250,000 shares of common stock, to be offered for public sale at \$1 per share. The offering is to be made on a best efforts basis through Kureen & Cooper, Inc., 26 Broadway, New York, N.Y. 10004, which will receive a 12¢ per share selling commission plus \$10,000 for expenses. The company has agreed to pay \$3,000 to Dorothy Mahler and Michael Dubofsky for their services as finders, and to sell the Kureen firm, for \$25, six-year warrants to purchase 25,000 shares, exercisable after one year at \$1.10 per share.

Organized in May 1966, the company is engaged principally in the design, manufacture and sale of electronic data acquisition equipment and systems. Net proceeds of its stock sale will be added to the company's general funds and used for general corporate purposes. The company has outstanding 750,000 common shares (with a \$ 0.44 per share book value), of which Harry A. Schmidt, Jr., board chairman and president owns 50% and John W. Mullen, secretary-treasurer, and Jane C. Mullen as tenants by entireties, 50%. Purchasers of the shares being registered will acquire 250,000 shares for their investment of \$250,000; the present shareholders will then own 750,000 shares for their investment of \$11,592 or \$.015 per share.

EDUCATIONAL TECHNOLOGY TO SELL STOCK. Educational Technology, Inc., 387 West Sunrise Highway, Freeport, N.Y. 11520, filed a registration statement (File 2-35169) with the SEC on October 28 seeking registration of 175,000 shares of common stock, to be offered for public sale through Goldwater, Valente, Fitzpatrick & Schall, 50 Broadway, New York, N.Y. 10004. The offering price (\$4.25 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriter \$10,000 for expenses<sup>and</sup> to sell it, for \$175, six-year warrants to purchase 17,500 shares, exercisable after one year at 110% of the offering price.

The company is engaged primarily in assembling and distributing learning laboratories to educational institutions used primarily in teaching foreign languages and in connection with industrial training programs. Some of the laboratories are designed by the company; their components are manufactured primarily by others. Of the net proceeds of its stock sale, \$150,000 will be used to increase inventory and \$100,000 will be used in advertising, promotion and marketing; and the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 519,444 common shares, of which Albert J. Nash, president, owns 50.7%, management officials as a group 77.94% and APT Electronic Industries Limited 21.72%.

SUMMERS ELECTRIC FILES FOR OFFERING AND SECONDARY. Summers Electric Company, 500 South Good-Latimer Expressway, Dallas, Texas 75226, filed a registration statement (File 2-35170) with the SEC on October 28 seeking registration of 175,000 shares of common stock, of which 75,000 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 Eppler, Guerin & Turner, Inc., 3900 First National Bank Building, Dallas, Texas 75202; the offering price (\$13 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is principally engaged in the wholesale distribution of electrical supplies, fixtures and related accessories, lumber and related building supplies and in the retail distribution of household building supplies. Of the net proceeds of its sale of additional stock, \$500,000 will be used to retire a portion of the company's short-term bank debt incurred for the purpose of carrying inventories<sup>and</sup> receivables; the balance will be added to the company's working capital. In addition to indebtedness, the company has outstanding 343,657 common and 180,049 Class A common shares. Of the common shares, Earl T. Summers, board chairman and president, owns 13.91% and management officials as a group 30.87%; of the A shares, Summers owns 89.27% and management officials as a group 88.48%. Summers proposes to sell all of 47,786 shares held and seven others the remaining shares being registered.

LAWRENCE SERVES INDUSTRY FILES FOR OFFERING AND SECONDARY. Lawrence Serves Industry, Inc., 120 West 42nd Street, New York, N.Y. 10036, filed a registration statement (File 2-35171) with the SEC on October 27 seeking registration of 157,500 common shares of which 122,500 are to be offered for public sale by the company and 35,000 (being outstanding shares) by two stockholders. The offering is to be made through Graham Loving & Co., 111 Broadway, New York, N.Y.; the offering price (\$5 per share maximum\*) and underwriting terms are to be supplied by amendment. The underwriter will be entitled to purchase, for \$171, five-year warrants for the purchase of 17,128 shares, exercisable after one year at the offering price; warrants for 3,006 shares are to be transferred by the underwriter to David A. Dorsky, the finder, and to counsel for the underwriter.

The company operates private employment agencies, provides temporary office and blue-collar personnel, and conducts a messenger service for a variety of businesses. Of the net proceeds of its sale of additional stock, \$159,915 will be applied in payment on account of obligations incurred in the purchase of a building at 136 West 42d Street in New York from George Mann, president, and Richard W. Lawrence, executive vice president, \$335,000 for the renovation of such property and for furnishings for the company's new offices to be located there; and the balance for working capital. The company has outstanding 507,500 common shares (with a 79¢ per share book value), of which Mann and Lawrence own 42.5% each.

HOLIDAY VILLAGE FILES FOR OFFERING. Holiday Village, Inc., Hopatcong, N.J. 07843, filed a registration statement (File 2-35172) with the SEC on October 28 seeking registration of \$500,000 of 7% convertible subordinated debentures, due 1980, and 100,000 shares of common stock. The securities are to be offered for public sale in units consisting of a \$500 debenture and 100 common shares, and at \$1,000 per unit. The offering is to be made on a best efforts basis by Josephson Company, 99 Wall Street, New York, New York, which will receive a selling commission of \$100 per unit plus \$18,500 for expenses. The underwriter also will be entitled to purchase, for \$100, five-year warrants to purchase 10,000 common shares, exercisable after one year at \$5.50 per share.

The company was organized in August for the purpose of acquiring all of the outstanding capital stock of four affiliated companies; through these four subsidiaries it will engage in the construction, development and maintenance of Hopatcong Holiday Village, a senior citizens' retirement village in Hopatcong, N.J., the sale of improved building sites, the construction and sale of one-family homes, and real estate brokerage operations. The net proceeds of this financing will be invested in subordinated debt and capital stock of the subsidiaries operating the retirement village and the sale of improved building sites. The company has outstanding 304,740 common shares (with a 55¢ per share book value), of which Frank Di Vito, president, and other officials of the company own 100%. Assuming the sale of a minimum of 700 units of securities being registered, purchasers will acquire a 15% stock interest in the company for an investment of \$350,000 (plus a like amount for the debentures) and will sustain an immediate dilution of \$3.88 in per share book value; management officials will then own 85%, for which they will have transferred stock of the four subsidiaries for which they paid an aggregate of \$88,000.

**GOODRICH INVESTMENT TRUST TO SELL STOCK.** The Goodrich Investment Trust, 230 Park Ave., New York, N. Y. 10017, filed a registration statement (File 2-35173) with the SEC on October 28 seeking registration of 1,500,000 shares of beneficial interest in the Trust, to be offered for public sale through underwriters headed by Shields & Company, Inc., 44 Wall St., New York, N. Y. The offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment. Organized October 22, the Trust plans to qualify as a real estate investment trust under Sections 856-858 of the Internal Revenue Code; its purpose is to provide investors with an opportunity to participate, through ownership of transferable shares, in investments in diversified revenue-producing assets consisting principally of construction and development first mortgage loans and certain equity interests in real property. Richard M. Cohen is president of the board of trustees. Goodrich Management Services, Inc., will serve as manager; Cohen is principal stockholder of the manager.

**DIVERSA-GRAPHICS FILES FOR OFFERING.** Diversa-Graphics, Inc., 51 Madison Ave., New York, N. Y. 10010, filed a registration statement (File 2-35174) with the SEC on October 28 seeking registration of 1,000,000 shares of common stock, to be offered for public sale through underwriters headed by Burton, Dana, Westerlund, Inc., 120 Broadway, New York, N. Y. 10005. The offering price (\$2.25 per share maximum\*) and underwriting terms are to be supplied by amendment. The underwriter will receive up to \$25,000 for expenses; and it will be entitled to purchase for a nominal sum options to acquire 100,000 shares (the terms of the options are to be supplied by amendment).

Organized in July 1967, the company through acquisitions is engaged primarily in general printing and binding and book manufacturing. The net proceeds of its stock sale will be applied to the reduction of the amount outstanding under the company's Revolving Credit Agreement. In addition to indebtedness and preferred stock, the company has outstanding 2,703,143 common shares (with a net tangible book value deficiency of \$2.29 per share), of which Charles F. Lenhard, president and board chairman, owns 19.2% and management officials as a group 30.6%.

**BALTIMORE BULLETS TO OFFER STOCK.** The Baltimore Bullets Basketball Club, Inc., Baltimore Civic Center, Baltimore, Md. 21201, filed a registration statement (File 2-35176) with the SEC on October 28 seeking registration of 220,000 shares of common stock, of which 187,000 are to be offered for public sale by the company and 33,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Stein Bros. & Boyce, Inc., One Charles Center, Baltimore, Md.; the offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company owns and operates the Baltimore Bullets professional basketball team, a member of the National Basketball Association. Of the net proceeds of its sale of additional stock, \$1,400,000 will be used to retire a promissory note and \$170,000 to repay certain loans to the company by Abe Pollin (president) and his wife, sole stockholders of the company; the balance will be added to working capital. The company has outstanding 300,000 common shares (with a net tangible book value deficit of \$4.97 per share, not including the value of the company's principal assets, its NBA franchise and player contracts). The Pollins propose to sell 33,000 shares.

**AERO DEVICES FILES OFFERING PROPOSAL.** Aero Devices, Inc., 494 South Riverview Drive, Totowa, N.J. 07512, filed a registration statement (File 2-35177) with the SEC on October 28 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$5 per share. No underwriting is involved; participating NASD members will be entitled to a 30¢ per share selling commission for assistance in the sale of shares.

Organized in August 1968, the company is engaged in the design, development, assembly and sale of marking and identification devices for use in the electrical, electronic, construction, maintenance and medical fields. Of the net proceeds of its stock sale, \$150,000 will be used for the purchase of component parts for its products, \$130,000 for the purchase of molds and production fabrication equipment, \$135,000 for an expansion of advertising and promotion, and the balance for other purposes, including the discharge of certain notes and for working capital. The company has outstanding 289,030 common shares (with a book value deficit of 36¢ per share), of which Ralph L. Comet, president, owns 24.4% and management officials as a group 40.4%. Purchasers of the shares being registered will acquire a 41% stock interest in the company for their investment of \$1,000,000 (they will sustain an immediate dilution of \$3.26 in per share book value from the offering price); present stockholders will then own 59%, for which the company will have received total cash payments of \$60,225 and a cancellation of \$40,000 of notes.

**KORTON PRODUCTS FILES FOR OFFERING AND SECONDARY.** Korton Metal Products Co., Inc., 135 South LaSalle St., Chicago, Ill. 60603, filed a registration statement (File 2-35178) with the SEC on October 29 seeking registration of 300,000 common shares, of which 145,000 are to be offered for public sale by the company and 155,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Dempsey-Tegeler & Co., Inc., 1000 Locust St., St. Louis, Mo.; the offering price (\$9 per share maximum\*) and underwriting terms are to be supplied by amendment. The Dempsey-Tegeler firm will be entitled to purchase, for \$2,000, a five-year option to purchase 20,000 shares (under terms to be supplied by amendment).

The company is a contract manufacturer of metal stampings sold to other manufacturers, principally producers of television receivers and picture tubes. Net proceeds of its sale of additional shares, together with the proceeds of recent borrowings, will be used to provide working capital. In addition to indebtedness, the company has outstanding 375,000 common shares, all owned by Raymond K. Casto, president. He proposes to sell 145,000 shares.

**AMERICAN HEALTH FACILITIES SHARES IN REGISTRATION.** American Health Facilities, Inc., Sac City, Iowa, filed a registration statement (File 2-35179) with the SEC on October 29 seeking registration of 363,434 shares of common stock, of which 277,690 are to be offered for public sale by the company and 32,210 (being outstanding shares) by the present holders thereof. The offering is to be made at \$8 per share through underwriters headed by R. G. Dickinson & Co., 910 Grand Avenue, Des Moines, Iowa, which will receive a 72¢ per share commission plus \$23,000 for expenses.

Organized in February, the company has acquired all of the stock of Geriatric Enterprises, Inc. of Omaha, Sac City Geriatric Center, Inc. (both of these companies are involved in the nursing home business) and Carroll Geriatric Enterprises, Inc. (which has not yet commenced operation). Of the net proceeds of its stock sale, \$110,528 will be applied to the purchase of stock of Concord Manor, Inc., not otherwise acquired in an exchange of stock, \$478,360 in full payment for the stock of Evergreen Manor Nursing Home, Inc., and \$750,000 in full payment for the stock of Virginia Nursing Home, Inc. The balance will be used for other corporate purposes, including further acquisitions. In addition to indebtedness, the company has outstanding 136,710 common shares (with a \$1.46 per share book value), of which Alvin L. Schluter (president) and his wife own 45% and management officials as a group 81%. Purchasers of the shares being registered (including stock issued for stock of various other companies being acquired) will acquire a 72% stock interest in the company; they will sustain a dilution of \$3 in per share book value from the offering price.

**B F GOODRICH FILES FOR SECONDARY.** The B. F. Goodrich Company, 277 Park Ave., New York, N. Y. 10017, filed a registration statement (File 2-35180) with the SEC on October 29 seeking registration of 700,000 outstanding shares of common stock, to be offered for public sale by the holder thereof, Gulf Oil Corporation. The offering is to be made through underwriters headed by The First Boston Corporation, 20 Exchange Place, New York, N. Y.; the offering price (\$40 per share maximum\*) and underwriting terms are to be supplied by amendment.

Goodrich and subsidiaries manufacture and sell a broadly diversified line of rubber, chemical and plastic materials and products. In addition to indebtedness, it has outstanding 14,557,958 <sup>common</sup> shares. Gulf Oil proposes to sell all of its holdings of Goodrich stock, acquired from Goodrich in February in exchange for Gulf's 50% interest in Goodrich-Gulf Chemicals, Inc. (now Ameripol, Inc.).

**RAND CAPITAL CORP. TO SELL STOCK.** Rand Capital Corporation, 2205 Main Place, Buffalo, N. Y. 14202, filed a registration statement (File 2-35181) with the SEC on October 29 seeking registration of 1,000,000 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, and S. D. Lunt & Co., Marine Trust Building, Buffalo, N. Y. 14203. The offering price (\$11 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company was organized in February as a closed-end, non-diversified management investment company. Its primary aim is long-term capital appreciation through high risk venture capital investments in companies having growth potential but whose securities, in most cases, have no public market. Up to 100% of its assets may be used to purchase securities which can be sold by the company only privately or to the public only after registration under the Securities Act of 1933. Rand Management Corporation is investment adviser. The company has outstanding 169,000 common shares, of which George F. Rand, III, board chairman, owns 20.3% and Beecher Securities Corporation 11.6%. Donald A. Ross is president of the company and of the adviser and George Rand III is vice president of the adviser.

**GREAT REPUBLIC FINANCIAL PROPOSES OFFERING.** Great Republic Financial Corporation, wholly-owned subsidiary of Great Republic Corporation, 7410 Delaware Lane, Vancouver, Washington 98660, filed a registration statement (File 2-35182) with the SEC on October 29 seeking registration of \$2,000,000 of Programs for the Acquisition of Mutual Fund Shares and Insurance. The mutual fund shares available under the Programs will be offered through Great Republic Securities Corporation, wholly-owned subsidiary of the company, or through other mutual fund dealers. Insurance policies available under the Programs will be primarily written by The Puritan Life Insurance Company. Great Republic Securities Corporation acts as investment adviser to and principal underwriter and distributor of the shares of Great Republic Growth Fund, Inc. Personnel Development Corporation, another wholly-owned subsidiary of the company, acts as general agency for life insurance companies. Orville D. Yearout is president.

**FAMILY FUNDING PROPOSES OFFERING.** Family Funding Inc., Central Plaza, Cambridge, Mass. 02139, filed a registration statement (File 2-35183) with the SEC on October 29 seeking registration of \$1,500,000 of Programs for the Acquisition of Mutual Fund Shares and Life Insurance. Sales of Programs will be effected through Family Funding Security Corporation, a subsidiary of the company, and its affiliated mutual fund dealers. Insurance purchased under the Programs is limited to policies issued by Boston Mutual Life Insurance Company. The company has outstanding 466,000 common shares, of which Glenn Brewster, president, owns 32.1% and management officials as a group 96.3%.

**MONTGOMERY WARD CREDIT CORP. TO SELL DEBENTURES.** Montgomery Ward Credit Corporation, Edgemart Bldg., 4 Denny Road, Wilmington, Del. 19809, filed a registration statement (File 2-35189) with the SEC on October 29 seeking registration of \$50,000,000 of debentures, due 1989, to be offered for public sale through underwriters headed by Lehman Brothers, One William St., and Kidder, Peabody & Co., Inc., 20 Exchange Place, both of New York. The interest rate, offering price and underwriting terms are to be supplied by amendment.

A wholly-owned subsidiary of Montgomery Ward & Co., Incorporated ("Wards"), the company is principally engaged in the financing of deferred payment accounts of Wards, which is engaged primarily in retail merchandising. Net proceeds of its debenture sale will be used to purchase additional deferred payment accounts from Wards and for other corporate purposes. In addition to indebtedness, the company has outstanding 250,000 common shares. Harold E. Sortor is president.

**S. RIEKES FILES FOR SECONDARY.** S. Riekes & Sons, Inc., P. O. Box 1271, Omaha, Nebr. 68101, filed a registration statement (File 2-35184) with the SEC on October 29 seeking registration of 200,000 shares of common stock, of which 110,000 are to be offered for public sale by the company and 90,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Eppler, Guerin & Turner, Inc., 3900 First National Bank Bldg., Dallas, Tex. 75202; the offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has sold the Eppler firm, for \$100, five-year warrants to purchase 10,000 shares.

The company and subsidiaries are engaged in the distribution of containers, glassware and materials handling equipment. Part of the net proceeds of its sale of additional stock will be applied to retire short term bank debt used to finance inventories and accounts receivable, and \$250,000 to acquire automobiles and trucks to replace such vehicles now leased; 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 600,000 common shares, of which Max Riekes, president, and two other officers, own 33-1/3% each. Each proposes to sell 30,000 shares of 200,000 shares held.

**MONROE AUTO EQUIPMENT FILES FOR SECONDARY.** Monroe Auto Equipment Company, 1426 E. First St., Monroe, Mich. 48161, filed a registration statement (File 2-35185) with the SEC on October 29 seeking registration of 117,462 outstanding shares of common stock, to be offered for public sale by the present holders thereof. The offering is to be made through Smith, Barney & Co. Inc., 20 Broad St., New York, acting as the selling stockholder's agent; the offering price (\$39 per share maximum\*) is to be supplied by amendment.

The company is engaged primarily in the design, manufacture and distribution of various automotive ride-control products, principally hydraulic shock absorbers which are designed for virtually all domestic and many foreign makes and models of automobiles. The company has outstanding 6,316,686 common shares, of which management officials as a group own 24.99%. C. S. McIntyre is president. J. E. Bickel proposes to sell 29,138 shares of 29,864 shares held, Trusts for the benefit of Brouwer Davis Walle, Renee Elizabeth Walle and William H. Walle all of 30,000, and four others the remaining shares being registered.

**EMPIRE GAS TO SELL STOCK.** Empire Gas Corporation, Highway 5 South, Lebanon, Mo. 65536, filed a registration statement (File 2-35186) with the SEC on October 29 seeking registration of 400,000 shares of common stock, to be offered for public sale through underwriters headed by White, Weld & Co., 30 West Monroe St., Chicago, Ill. 60603, and two other firms. The offering price (\$25 per share maximum\*) and underwriting terms are to be supplied by amendment. Also included in this statement are 21,760 outstanding shares of 5½% convertible preferred stock (\$100 par), which may be offered for sale from time to time by the present holders thereof at prices current at the time of sale (\$281.25 per share maximum\*).

Organized in March 1963, the company and subsidiaries are engaged in the retail and wholesale distribution of liquefied petroleum gas ("LP-gas") and LP-gas appliances and storage equipment. Of the net proceeds of its stock sale, \$6,000,000 will be used to repay the remaining balance of an interim bank loan of \$8,000,000 incurred to complete the purchase of all the common stock of Gas and Chemicals, Inc., from Continental Oil Corporation; the balance will be added to the company's general funds and used for general corporate purposes, including possible acquisition of additional LP-gas distributors. In addition to indebtedness and preferred stock, the company has outstanding 1,182,360 common shares, of which First Capital Corporation of Chicago owns 11.4%, the University of Chicago 10.1%, and Partners of Bacon, Whipple & Co. 11.6%. Robert W. Plaster is president. The University of Chicago may sell 13,600 preferred shares and two others the remaining preferred shares being registered.

**LEASEQUIP SERVICES PROPOSES EXCHANGE OFFER.** Leasequip Services, Incorporated, 9301 Wilshire Blvd., Beverly Hills, Calif. 90210, filed a registration statement (File 2-35187) with the SEC on October 29 seeking registration of 729,948 shares of common stock. It is proposed to offer these shares in exchange for outstanding common stock of Leasequip Corporation, at the rate of one share for each two Leasequip Corporation shares. Effectiveness of the exchange offer is contingent upon acceptance by holders of at least 80% of the outstanding stock of Leasequip Corporation.

Leasequip Services was organized in October by the present management of Leasequip Corporation for the purpose of acquiring at least 80% of the outstanding shares of Leasequip Corporation. Upon consummation of the exchange offer, Leasequip Services proposes to acquire all the outstanding shares of Melvin Berman & Company, Inc., general insurance agents. Leasequip Corporation is primarily engaged in the business of leasing medical and dental equipment and office furnishings to physicians, dentists, convalescent hospitals and other persons connected with the healing arts. Melvin Berman is president and Dudley H. Glick board chairman of Leasequip Services and of Leasequip Corporation.

**CORRECTION RE VAN DYK RESEARCH.** The effective date of the Van Dyk Research Corp. registration statement (File 2-34233) is October 20, not October 30 as reported in the News Digest of October 31.

**SECURITIES ACT REGISTRATIONS. Effective November 3:** American Metal Climax, Inc., 2-34986 (40 days); Beauty Mart, Inc., 2-3287 (90 days); DeSoto, Inc., 2-34918 & 2-34919 (40 days); Eckol Container Systems, Inc., 2-33200 (90 days); Mechtron-Genco Corp., 2-34517 (40 days); National Starch & Chemical Corp., 2-34525; Pratt & Lambert, Inc., 2-35037; Realdata Corp., 2-33099 (90 days); The Rouse Co., 2-35039; Southwest Fidelity Corp., 2-33455 (90 days); Span Air, Inc., 2-35130 (90 days); The L. S. Starrett Co., 2-35017; Tenna Corp., 2-34960 (40 days); United Research Hones, Inc., 2-33156 (90 days); Washington Bancshares, Inc., 2-32808 (40 days).

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

\*As estimated for purposes of computing the registration fee.