

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



Washington, D C 20549

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

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FOR RELEASE December 3, 1969

**MISSISSIPPI POWER RECEIVES ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16541) authorizing Mississippi Power Company, Gulfport subsidiary of The Southern Company, to increase the amount of short-term notes it may issue from 5% to 10% (or \$16,000,000) of the principal amount and value of the other securities it has outstanding. Mississippi Power proposes to issue and sell up to \$16,000,000 of short-term notes to banks and commercial paper to commercial paper dealers, including \$9,713,000 of currently outstanding notes. The company will use the net proceeds of its financing to reimburse its treasury for part of the expenditures in connection with its construction program, to finance in part its future construction program, to pay at maturity from time to time outstanding notes and commercial paper, and for other lawful purposes. Construction expenditures are estimated at \$9,024,000 for 1969 and \$21,947,000 for 1970.

**CAPITAL SOUTHWEST SEEKS ORDER.** Capital Southwest Corporation, Dallas closed-end investment company, has applied to the SEC for an exemption order under the Investment Company Act with respect to its proposed sale of stock of Pandick Press, Inc.; and the Commission has issued an order (Release IC-5917) giving interested persons until 12:30 P.M. on December 12 to request a hearing thereon. In a registration statement filed by Pandick Press, it proposed to make a public offering of 100,000 shares, also included in the statement were 30,000 shares to be offered by Capital Southwest and 271,709 shares by certain other shareholders of Pandick Press. Capital Southwest owns 9.7% of the outstanding stock of Pandick Press.

**CONTINENTAL INVESTMENT, OTHERS ENJOINED** The SEC Fort Worth Regional Office announced November 26 (LR-4488) that the Federal court in Phoenix issued an order preliminarily enjoining violations of the registration and anti-fraud provisions of the Federal securities laws by the following in the offer and sale of common stock of Continental Investment Corporation and Pan American Industries, Inc.: Continental Investment Corporation, an Arizona corporation, Mitchell M. Hazar and Vern C. Ryan, of Phoenix, Arizona, Herman Larsen, of Hot Springs, Arkansas; James W. Brewer, Pedro Jose Torres Velasquez, H. Michael Coyte, and Wesley J. Moffatt, of Miami, Florida; George K. Waki, Houston Securities Corporation, Paul C. Ferguson, individually and d/b/a Paul C. Ferguson & Company, Martin J. Carrabine and Executive Management Enterprises, Inc., of Los Angeles, Calif. Prudential Investment Corporation of Miami also was enjoined from violating the anti-fraud provisions.

**KOGER PROPERTIES PROPOSES OFFERING.** Koger Properties, Inc., 3486 Boulevard Center Drive, Jacksonville, Fla. 32207, filed a registration statement (File 2-35497) with the SEC on November 26 seeking registration of 350,000 shares of common stock and 350,000 common stock purchase warrants to purchase 175,000 shares, to be offered for public sale in units, each consisting of one share and one warrant. Also included in this statement are 21,500 shares which are to be offered separately from the units. The offering is to be made through Faulkner, Dawkins & Sullivan Securities Inc., the offering price (\$17.50 per unit <sup>maximum</sup>) and underwriting terms are to be supplied by amendment. The company has agreed to sell the underwriter, at \$2.50 per warrant, 50,000 five-year warrants to purchase 25,000 shares, exercisable after one year at \$13 per share.

Organized in April, the company is engaged in the ownership and operation of real properties, primarily office centers located within metropolitan urban areas in southeastern and southwestern United States, and in the conduct of the general construction business (both for itself and for others) of office centers, office buildings and other commercial buildings. Of the net proceeds of its stock sale, \$2,414,121 will be used to pay short-term notes incurred for purposes of land purchases and building development, \$462,129 for payment of current accounts payable and \$322,500 for payment of a short-term obligation incurred in acquiring Koger Properties Limited, a limited partnership the balance will be added to the company's general funds and used for general corporate purposes. In addition to indebtedness, the company has outstanding 150,100 common shares, of which Ira M. Koger, president, family members and related trusts own 48.7%. Purchasers of the shares being registered will acquire a 35% stock interest in the company for their investment of \$2,125,000 (they will sustain an immediate dilution of \$9.75 in per share book value from the offering price), the present shareholders will then own 65%, for which they paid \$1,998,801 or \$3.08 per share.

**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:

Allied Artists Pictures Corporation, New York 10036 (File 2-35470) - 50,000 shares and (File 2-35471) 100,000 shares

Litton Industries, Inc., Beverly Hills, Calif. 90213 (File 2-35473) - 360,000 shares

First Chicago Corporation, Chicago, Ill. 60670 (File 2-35494) - 467,090 shares

OVER

GORDON JEWELRY FILES OFFERING PROPOSAL. Gordon Jewelry Corporation, Steward Building, Houston, Texas 77002, filed a registration statement (File 2-35480) with the SEC on November 26 seeking registration of 200,000 shares of Class A stock, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 55 Broad Street, New York, New York. The offering price (\$30 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company operates a retail jewelry store chain through 238 stores and leased departments in 23 states, the District of Columbia and Puerto Rico. Of the net proceeds of its stock sale, \$4,750,000 will be used to repay short-term bank borrowings incurred to finance working capital requirements and \$283,000 for the initial payment in connection with an acquisition; the balance will be added to working capital for general corporate purposes. In addition to indebtedness, the company has outstanding 2,667,512 shares of Class A and 2,238,362 shares of Class B stock. Harry B. Gordon is president.

7 KNIGHTS INTERNATIONAL TO SELL STOCK. 7 Knights International, Inc., 1225 West Main St., Norman, Okla. 73069, filed a registration statement (File 2-35481) with the SEC on November 26 seeking registration of 350,000 shares of common stock. The stock is to be offered for public sale on an agency, best efforts, all or none basis by Untermeyer & Carton, Inc., of Asbury Park, N.J.; the offering price (\$5 per share maximum\*) and underwriting terms are to be supplied by amendment. The underwriter will be entitled to purchase, at nominal cost, five-year warrants for the purchase of 35,000 shares. A finder's fee of \$25,000 is to be paid to Edward Gollin.

The company was organized in January and is engaged in the development of a system of high-quality family type restaurants, some of which will be operated by the company and some by franchisees; they will be operated under the name of "7 Knights". Of the net proceeds of its stock sale, the company will use \$500,000 to acquire, construct and open company-operated restaurants and \$300,000 to purchase restaurant locations for resale; \$300,000 will be used for the purchase and lease of equipment to franchisees and \$60,000 for the discharge of short-term obligations; the balance will be used for working capital and other corporate purposes. The company has outstanding 643,200 common shares (with a 1¢ per share book value), of which Charles Scallon, president, and Clark Hetherington, board chairman, own 30% each. The outstanding shares were acquired at a cost to the holders of about 24¢ per share.

NEWHALL LAND & FARMING TO SELL DEBENTURES. The Newhall Land and Farming Company, 27050 West Saugus & Ventura Road, Valencia, Calif. 91355, filed a registration statement (File 2-35482) with the SEC on November 26 seeking registration of \$35,000,000 of convertible subordinated debentures, due 1995, to be offered for public sale through underwriters headed by Dean Witter & Co., Inc., 45 Montgomery Street, San Francisco, California. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the acquisition and management of California land and allied interests, including interests in gas and oil operations. Of the net proceeds of its debenture sale, \$15,000,000 will be used in connection with the company's participation in a joint venture formed to construct and operate an amusement ride park at Valencia; \$19,000,000 to finance construction and completion of additional income-producing improvements, including apartments and office and industrial buildings; and the balance for working capital. The company has outstanding 5,248,990 common shares, of which White Investment Company of California owns 29%; about 82% of the company's stock and all of the stock of White Investment is owned beneficially by descendants of Henry Mayo Newhall and members of their families. Thomas L. Lowe is president.

UNICARE HEALTH SERVICES FILES FOR OFFERING. Unicare Health Services, Inc., 105 West Michigan St., Milwaukee, Wisconsin 53202, filed a registration statement (File 2-35483) with the SEC on November 26 seeking registration of \$4,000,000 of a convertible subordinated debenture, 400,000 shares of common stock, and 400,000 common stock purchase warrants. These securities are to be offered for public sale in units, each consisting of \$100 debenture, 10 shares and 10 warrants, each to purchase one share of outstanding common stock. The offering is to be made through underwriters headed by Loewi & Co., Inc., 225 E. Mason St., Milwaukee, Wisconsin; the offering price (\$350 per unit maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged principally in owning, leasing and operating health care facilities and in furnishing services in the health care field. Of the net proceeds of this financing, \$3,400,000 will be used to conclude the acquisition of certain businesses, \$1,100,000 for working capital for 4 nursing homes under construction by affiliates, \$1,100,000 for mortgage loans to affiliates for construction of 2 of their new nursing homes, \$400,000 for construction, site acquisitions and working capital for 2 additional restaurants, \$900,000 for working capital loans to affiliates proposed to be acquired, \$300,000 to purchase certain outstanding securities issued in the acquisition of certain businesses, and the balance for the retirement of banks loans incurred for working capital purposes and for working capital. In addition to indebtedness, the company has outstanding 5,601,774 common shares, of which Joseph J. Zilber, president, owns 39.3% and management officials as a group 65.4%.

MGIC INVESTMENT TO SELL DEBENTURES. MGIC Investment Corporation, 1111 East & Wisconsin Avenue, Milwaukee, Wisconsin 53201, filed a registration statement (File 2-35484) with the SEC on November 26 seeking registration of \$50,000,000 of convertible subordinated debentures, due 1989, to be offered for public sale through underwriters headed by Goldman Sachs & Co., 55 Broad Street, New York, New York and Robert W. Baird & Co., Inc., 731 North Water Street, Milwaukee, Wisconsin. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is a holding company which through subsidiaries is engaged primarily in the financial guarantee business (insuring lenders and lessors against credit and rental losses); it also engages in real estate financing. Part of the net proceeds of its debenture sale will be invested in the real estate financing subsidiary (the latter will use the proceeds in part to purchase existing construction and development first mortgage loans from the parent); the remaining \$3,000,000 will be used to repay short-term

borrowings incurred to make a contribution to the capital of a subsidiary in connection with its proposed entry into the business of offering liability insurance to officers and directors of financial institutions. The company has outstanding 5,977,577 common shares, of which management officials own 4%. Henry A. Bubb is board chairman and Max H. Karl president.

**BUILDING & LAND TECH. TO SELL STOCK.** Building and Land Technology Corporation, 2440 Highway 9, Howell Township, N.J. 07727, filed a registration statement (File 2-35485) with the SEC on November 26 seeking registration of 110,000 shares of common stock, to be offered for public sale at \$6.50 per share. The offering is to be made through I. George Weston & Sons, of 648 Ocean Avenue, Long Branch, N.J., and Bishop, Fogelson, Inc., of 40 Wall St., New York, N.Y., which will receive a commission of \$.585 per share plus \$22,500 for expenses. The underwriters also will be entitled to purchase, for \$110, five-year warrants for the purchase of 11,000 shares, exercisable initially (after one year) at \$7.15 per share.

The company was organized in August primarily to acquire unimproved land for resale to builders and others; it also conducts a general real estate brokerage business. Of the net proceeds of its stock sale, \$150,000 will be used in connection with the construction of multi-family residential community in Ocean City, N.J., and the balance for other and related purposes (including \$155,171 for the exercise of existing options and to close an outstanding contract). The company has outstanding 533,000 common shares (with a 68¢ per share book value), of which Nathan J. Miller, president, owns 44% and management officials as a group 100%. Purchasers of the shares being registered will acquire a 17% stock interest in the company for their investment of \$715,000; present stockholders will then own 83%, for which the company received \$363,604 in cash or in book value of assets transferred to the company.

**AUTOMATED CONCEPTS FILES OFFERING PROPOSAL.** Automated Concepts, Inc., 477 Madison Avenue, New York, N.Y. filed a registration statement (File 2-35486) with the SEC on November 26 seeking registration of 125,000 shares of common stock, to be offered for public sale at \$4 per share. The offering is to be made through underwriters headed by Arnold, Wilkens & Co., Inc., 50 Broadway, New York, N.Y., which will receive a 40¢ per share commission plus \$15,000 for expenses. The Arnold firm also will be entitled to purchase, for \$12.50, five-year warrants for the purchase of 12,500 shares, exercisable after one year at from \$4.28 to \$5.12 per share.

The company provides computer consulting, systems analysis and programming services, principally for management information and other business and scientific purposes. Of the net proceeds of its stock sale, \$150,000 will be used to establish regional offices in Washington, D.C., and Boston, Mass.; the balance will be used for the repayment of borrowings, for working capital and other corporate purposes. The company has outstanding 1,125,000 common shares (with an 11¢ per share book value), of which Frederick B. Harris, president and board chairman, owns 60% and Michael J. Rothbart, executive vice president, 40%. Purchasers of the shares being registered will acquire a 10% stock interest in the company for their investment of \$500,000 (they will sustain an immediate dilution of \$3.61 in per share book value from the offering price); present stockholders will then own 90%, for which they paid \$3,000 in cash.

**OCEAN DYNAMICS FILES OFFERING PROPOSAL.** Ocean Dynamics Corporation, Point & Erie St., Camden, N.J. 08104, filed a registration statement (File 2-35487) with the SEC on November 26 seeking registration of 175,000 shares of common stock, of which 160,000 are to be offered for public sale by the company and 15,000 (being outstanding shares) by the present holder thereof. No underwriting is involved; the offering price (\$4 per share maximum\*) is to be supplied by amendment.

The company is primarily engaged in exploring for offshore mineral deposits; it also has developed certain products which it sells to offshore industries and provides undersea geophysical survey work and other consulting services. The net proceeds of its stock sale will be used for exploration (\$425,000) and other corporate purposes, including working capital. The company has outstanding 760,000 common shares (with a book value of \$.096 per share), of which Elliot Rhian, president, and two others own 23.7% each. Rhian proposes to sell 15,000 of 180,000 shares held. Purchasers of the 160,000 new shares being registered will acquire a 17.4% stock interest in the company (they will sustain an immediate dilution of \$3.268 in per share book value); other stockholders will then own 82.6%.

**GENERAL TELEPHONE OF N.W. TO SELL BONDS.** General Telephone Company of the Northwest, Inc., 1800 Forty-First St., Everett, Washington 98201, filed a registration statement (File 2-35488) with the SEC on November 26 seeking registration of \$25,000,000 of first mortgage bonds, Series S due 2000, to be offered for public sale at competitive bidding. A telephone utility subsidiary of General Telephone & Electronics Corporation, the company will apply the net proceeds of its bond sale toward the payment of short term loans obtained for the purpose of financing the company's construction program.

**NEW YORKER HOMES FILES FOR OFFERING AND SECONDARY.** New Yorker Homes Corp., 701 Collins Road, Elkhart, Indiana 46514, filed a registration statement (File 2-35489) with the SEC on November 26 seeking registration of 250,000 shares of common stock of which 50,000 shares are to be offered for public sale by the company and 200,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by G.A. Saxton & Co., Inc., 52 Wall Street, New York, New York; the offering price (\$7 per share maximum\*) and underwriting terms are to be supplied by amendment. The selling stockholders also have agreed to sell the Saxton firm 20,000 shares at the offering price, of which 50¢ is payable in cash and the balance in five-year promissory notes.

The company manufactures and sells mobile homes. The net proceeds of its sale of additional stock will be used for construction and related purposes, for repayment of bank loans and for working capital. The company has outstanding 570,000 common shares (with a 70¢ per share book value), of which Donald E. Castello, president, owns 50.17% and two other officials 23.16% each. Castello proposes to sell 182,000 of 180,000 shares held, and the other two officials 48,000 shares each. Purchasers of the shares being registered will acquire a 40% stock interest in the company for their investment of \$1,750,000\*; principal stockholders will then own 56% for which they paid about \$33,800 or 10¢ per share.

**COMSONIC FILES OFFERING PROPOSAL.** The Comsonic Corporation, 132 West 31st Street, New York, New York 10001, filed a registration statement (File 2-35490) with the SEC on November 26 seeking registration of 400,000 shares of common stock and 200,000 common stock purchase warrants. The securities are to be offered for public sale in units, each consisting of two shares and one warrant. No underwriting is involved; the offering price (\$15 per unit maximum\*) is to be supplied by amendment.

Organized in September 1968, the company offers various products and services to users of on-line computer systems; it proposes to offer on-line computer systems and related equipment for installment sale or lease. Net proceeds of its stock sale will be used for the payment of outstanding loans and other current obligations (owed in part to Strategic Systems, Inc., its parent), for the establishment of additional facilities, for hardware and software design modifications and additions to its Comdac-8, for the development of a low-cost computer system prototype and a low-cost telecommunications terminal prototype, and for other corporate purposes. The company has outstanding 1,411,900 common shares (with a book value deficit of 4¢ per share), of which Strategic Systems owns 28.3%, A. Dale Mayo, president and board chairman, 27.3%, and management officials as a group 53.1%. Purchasers of the shares being registered will acquire a 22.1% stock interest in the company for their investment of \$3,000,000\*; present stockholders will then own 77.9%, for which they paid \$349,000 or 25¢ per share.

**PRECISION COMPUTER TO SELL STOCK.** Precision Computer Corporation, 1357 Monroe Avenue, Rochester, N.Y., filed a registration statement (File 2-35491) with the SEC on November 25 seeking registration of 650,000 shares of common stock, to be offered for public sale at \$3 per share. No underwriting is involved; the offering is to be made through company officials and NASD members; the latter will receive up to a \$.3538 per share selling commission. Micro Computer Corporation, owner of 100% of the company's outstanding common stock, has agreed to sell participating NASD members additional shares, on the basis of 3 shares for every 100 shares sold, and at \$.03 per share.

The company was organized in May for the purpose of purchasing and leasing electronic data processing equipment, including computers, and for establishing, promoting and conducting a school of instruction for the programming of computers. Of the net proceeds of its stock sale, \$290,296 will be used to discharge indebtedness to Micro Computer, \$200,000 to establish, promote and conduct a school for computer programming and up to \$506,908 may be used to pay bank indebtedness; the balance will be added to the company's general funds and used for general corporate purposes. The company has outstanding 3,683,333 common shares (with a \$.0283 per share book value). Malcolm I. Glazer is board chairman and Melvin L. Chazen president. Purchasers of the shares being registered will acquire a 15% stock interest in the company for their investment of \$1,950,000 (they will sustain an immediate dilution of \$2.526 in per share book value from the offering price); the parent will then own 85%, for which the company received \$100,000 or \$.02715 per share.

**AMERICAN BEEF PACKERS SHARES IN REGISTRATION.** American Beef Packers, Inc., P.O. Box 6234, Elmwood Park Station, Omaha, Nebr. 68106, filed a registration statement (File 2-35492) with the SEC on November 26 seeking registration of 307,748 shares of common stock. Of these shares, 156,826 were issued or are issuable upon exercise of options granted and to be granted pursuant to the company's stock option plans and substitute options, 49,190 were issued or are issuable upon exercise of options granted to pre-incorporation subscribers, 1,020 are issuable upon exercise of an option granted in part payment for land purchased by the company, 15,200 are outstanding shares issued upon conversion of 7% convertible subordinated debentures, due 1968, and 85,512 are 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 (\$22.50 per share maximum\*).

The company is engaged in the operation of meat packing plants. In addition to indebtedness, it has outstanding 1,360,346 common shares, of which Gerda M. West owns 22%. Frank R. West is board chairman and president.

**COMMERCIAL ENVELOPE MFG. TO SELL STOCK.** Commercial Envelope Manufacturing Co., Inc., 2350 Lafayette Ave., New York, New York 10472, filed a registration statement (File 2-35493) with the SEC on November 26 seeking registration of 225,000 shares of common stock, to be offered for public sale through underwriters headed by Francis I. duPont, A.C. Allyn, Inc., One Wall Street, New York, New York 10005. The offering price (\$12 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture and sale of a broad line of envelopes for commercial use. Part of the net proceeds of its stock sale will be used to meet certain obligations under an agreement to redeem stock (whose aggregate purchase price was \$4,279,000) owned by two sisters of Ira B. Kristel, president; 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 504,000 common shares, of which Ira B. Kristel and his wife own 80% and 20% respectively.

**RODEWAY INNS TO SELL STOCK.** Rodeway Inns of America, 919 North First St., Phoenix, Arizona. 85004, filed a registration statement (File 2-35495) with the SEC on November 26 seeking registration of 400,000 shares of common stock, to be offered for public sale at \$15 per share. The offering is to be made through underwriters headed by Ladenburg, Thalmann & Co., 25 Broad Street, New York, New York 10004, and Weber, Hall, Cobb & Caudle, Inc., 1800 LTV Tower, Dallas, Texas 75201, which will receive a \$1.05 per share commission plus \$40,000 for expenses. On June 30, the company sold 20,000 Series A preferred shares at \$1 per share to each of two underwriting firms.

The company is primarily engaged in franchising, owning, operating and managing a chain of motor hotels ("Rodeway Inns"); it also sells motor hotel equipment, furnishings and supplies to the franchisees and others. Of the net proceeds of its stock sale, \$1,925,000 will be used to pay present owners ("Texas Group") of 16 franchised Rodeway Inns cash consideration involved in the acquisition of such properties, \$1,300,000 to repay short term bank loans used for advances to joint ventures and purchase of parcels of land acquired for future development sites, \$200,000 to pay certain members of the Texas Group the cash consideration required for the cancellation of the company's exclusive territorial agreement covering four states, \$100,000 to pay

an outstanding note issued in connection with the cancellation of the company's exclusive territorial agreement <sup>\$75,000</sup> covering six states and/to pay  
 an outstanding note issued in connection with the purchase of the building in which the company's executive offices are located; the balance will be used for the company's general working capital purposes, which may include equity investments in Rodeway Inns under development. In addition to indebtedness and preferred stock, the company has outstanding 1,057,000 common shares (with a \$1.16 per share tangible book value), of which Michael M. Robinson, board chairman, owns 73.96% and John F. Eulich, president, 13.02%.

**KIRT FILMS TO SELL STOCK.** Kirt Films International Ltd., 212 West 71st Street, New York, New York, filed a registration statement (File 2-35496) with the SEC on November 26 seeking registration of 80,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a "best efforts, 75% or none" basis through Fund Securities, Inc. 355 Victory Blvd., Staten Island, New York, N.Y., which will receive a 50¢ per share selling commission plus \$10,000 for expenses. The company has agreed to sell Fund Securities at 1¢ each, six-year warrants to purchase up to 4,000 shares, exercisable at \$5.50 per share, and to sell up to 4,000 shares to that firm at 10¢ per share.

Organized in March, the company is primarily engaged in the production of low budget 35mm "exploitation" motion picture films. Of the net proceeds of its stock sale, \$81,649 will be used to repay loans and \$150,000 for production of additional film properties; the balance will be added to the company's general funds and used for general corporate purposes including working capital. The company has outstanding 240,000 common shares (with a 9¢ per share net tangible book value), of which Leonard Kirtman, president, owns 50% and management officials as a group 100%. Purchasers of the shares being registered will acquire a 24% stock interest in the company for their investment of \$400,000 (they will sustain an immediate dilution of \$3.94 in per share book value from the offering price); the present shareholders will then own 73%, for which they paid \$15,000.

**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	File No.	O-Registrants	Location
4145	Ace Industries Inc	Brooklyn, NY	4175	American National Corp	Chicago, Ill.
4082	Artex Hobby Products Inc**	Lima, Ohio	4094	Bell Television Inc	New York, NY
4084	Barnes Corp**	Lansdowne, Pa.	4087	Chesapeake Industries Inc**	Silver Spring, Md.
4079	Bross Utilities Service Corp	Hartford, Conn.	4103	Coldwell Banker & Co**	L.A., Calif.
4125	Carter Group Inc**	New York, NY	4097	Comtran Computer Corp**	Tulsa, Okla.
4160	Digicon Inc	Houston, Tex.	4096	Com-Share Inc**	Ann Arbor, Mich.
4073	Digital Information Devices Inc**	Lionville, Penna.	4100	Continued Care Facilities Inc	Brooklyn, NY
4165	EDP Technology Inc	Washington, D.C.	4098	Data Pacific Corp	Portland, Ore.
4076	Exotech Incorporated	Rockville, Md.	4102	Educating Systems Inc**	New York, NY
4089	Hydro-Ski International Corp	Ft. Lauderdale, Fla.	4092	Educational and Recreational Services Inc**	Van Nuys, Calif.
4081	Leasepac Corp**	Cleveland, Ohio	4170	Fourth Financial Corp	Wichita, Kans.
4085	Midland Mortgage Investors Trust	Oklahoma City, Okla.	4104	Heublein Inc**	Hartford, Conn.
4161	Monarch Industries Inc**	Middlebury, Ind.	4101	Hidoc International Inc**	Danbury, Conn.
4093	Owen Laboratories Inc**	Dallas, Tex.	4176	K B Marketing Systems Inc	Brilliant, O.
4072	RPS Products Inc**	Baltimore, Md.	4173	Dolly Madison Industries Inc	NY, NY
4163	Real Estate Directories Inc**	Miami, Fla.	4099	Moore's Seafood Products Inc	Ft. Arkinson, Wisconsin
4166	Southern Mutual Investment Corp	Atlanta, Ga	4185	Osias Organization Inc**	Ft. Lauderdale, Fla.
4074	Tech Serv Inc**	Beltsville, Md.	4174	Television Communications Corp**	NY, NY
4091	Telcom Inc**	McLean, Va.			
4083	Transmagnetics Inc	Flushing, NY			
4168	Tycodyne Industries Corp	Buffalo, NY			
4080	Wa E Wright Co**	West Warren, Mass.			

**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 November 12 News Digest.

8K Reports for Oct 69

Craig Corp (11,13)	1-6123-2	General United Group Inc.(1)	0-2008-2
Green Mountain Power Corp(4,7,13)	0-1111-2	Goldfield Corp (12)	0-3098-2
Ilikon Corporation Sept 69(7)	0-1959-2	ITT Consumer Services Corp(7,13)	1-5314-2
Mitsui Busson Kabushiki Kaisha		Perfect Film & Chemical Corp(12)	1-2991-2
6K for Sept 69	2-21087-2	Unicare Health Services, Inc.	
		Apr 69(12,13)	2-29127-2
		Aug 69(12,13)	2-29127-2

OVER

SK Reports For Oct 69 Cont'd

Western Union Telegraph Co.(7)	1-2493-2	Dunkin Donuts Incorporated (4,7,13)	0-3456-2
Leesona Corp (3)	1-4164-2	Eastern Air Devices Inc. (11,12,13)	1-4490-2
Long Island Lighting Co.(12)	1-3571-2	Intercontinental Industries, Inc. (2,3,13)	1-5566-2
National Bank of Israel Ltd 6K for Oct 69	2-20494-2	Komatsu Manufacturing Co. Ltd Nov 69(12)	2-27593-2
Photo Motion Corporation(2,12,13)	2-28468-2	Revenue Properties Co. Ltd(3)	1-5827-2
Quarterback Sports Federation, Inc. (7)	0-3271-2	Acme Cleveland Corp Sept 69(12)	1-1410-2
Reliance Electric Co.(4,7,11,13)	1-5903-2	Alba-Waldensian Inc. (12)	1-6150-2
Trailerancho Corporation(2,13)	0-679-2	Clopay Corp(2,4,7,9,11,13)	1-3454-2
White Shield Corporation(2,4,7, 10,13)	0-3080-2	Macrodyne Chatillon Corp (7,8,11,13)	1-5592-2
Bermec Corporation(4,12,13)	1-4739-2	R B Industries, Inc.(11)	0-4020-2
Buffalo Forge Company(12)	1-3165-2	Santa Fe International Corp (4,7,8,13)	1-4827-2
Cities Service Co.(2,8,13)	1-1093-2	Far-Mar Co., Inc.(7,8)	2-22230-2
Gifford-Hill & Company Inc. (7,12,13)	2-31478-2	Quasar Microsystems, Inc.(11,13)	2-30134-2
Pancoastal Inc.(11)	1-5506-2	Semicon, Inc.(2)	0-3286-2
Baxter Laboratories, Inc.(7,13)	1-4448-2	Union Pacific Corporation(12,13)	1-6075-2
Financial Security Corporation of Kansas(3)	0-3712-2	Union Pacific RR Co(12,13)	1-1324-2
North American Data Systems Inc. (12,13)	2-29312-2	Wolverine World Wide, Inc. (7,12,13)	1-6024-2
Pueblo Supermarkets Inc.(2,7,13)	1-5160-2	Stage Delicatessen & Restaurant, Inc. (12)	2-30495-2
Forest City Enterprises, Inc. (12,13)	1-4272-2	Biospherics Inc.(Sept 69(7,9)	2-32423-2
Roselon Industries, Inc.(11,13)	0-4054-2	Buell Industries, Inc.(7)	1-4619-2
Udico Corporation(2)	1-5839-2	Granite Management Services, Inc. (2,7,13)	1-5421-2
Beta Instrument Corp Sept 69(12)	2-32283-2	Strategic Datacenters, Inc. (4,7,11)	2-28394-2
Botswana Rst Limited 6K for 4-8-69 thru 10-14-69	2-28491-2		

SECURITIES ACT REGISTRATIONS. Effective November 26: The Colwell Co., 2-34592 (40 days).

Effective December 2: Airborne Freight Corp., 2-31463; The Andrew Jergens Co., 2-35334; Arkansas Power & Light Co., 2-35107; The Burnham Fund, 2-34203; First & Merchants Corp., 2-33283 (Mar 3); Hall-Mark Electronics Corp., 2-34915 (90 days); Health Care, Inc., 2-33320 (90 days); High Energy Processing Corp., 2-32343 (90 days); Martin Marietta Corp., 2-35323 (40 days); Maui Land & Pineapple Co., Inc., 2-35133 (90 days); National Apparel Corp., 2-34120 (90 days); National Mobile Development Co., 2-33872 (90 days); North American Biologicals, Inc., 2-32419 (90 days); North American Mortgage Investors, 2-35243 (40 days); Pacesetter Corp., 2-34472 (90 days); Plastic Carton Corp. of America, 2-33934 (90 days); Quebec Hydro-Electric Commission, 2-35362; SBL Variable Annuity Account and Security Benefit Life Insurance Co., 2-31020; Strong-Wear Hosiery Co., Inc., 2-34796 (90 days); Telecor, Inc., 2-35159 (90 days); Union Tank Car Co., 2-35229 (40 days); United Utilities, Inc., 2-35344; Westrans Industries, Inc., 2-33577 (40 days).

Withdrawn November 25: Language Laboratories, Inc., 2-33277.

Withdrawn December 2: FLC Corp., 2-32546; Natel Electronic Industries Inc., 2-34473, National Mortgage Fund, 2-33556.

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

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

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