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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DISCLOSURE GUIDE PROPOSED

DISCLOSURE SUGGESTED OF ATTORNEY STOCK INTERESTS. The SEC today invited the submission of views and comments not later than April 20 upon a proposal of its Division of Corporation Finance (Release 33-5051) that, in Securities Act registration statements, there should be disclosure of the stock holdings of counsel for the issuer or underwriter, as well as their rights to subscribe to securities of the issuer. Such disclosure is deemed appropriate so that any conflict of interest that may arise from such holdings will be known to potential investors. The Division also calls attention to the fact that specific disclosure is required if counsel's interest in the issuer or his participation in its affairs may constitute him a promoter, finder or executive officer (although not carrying the customary official title).

HOLDING COMPANY ACT RELEASES

NEW ORLEANS PUBLIC SERVICE SEEKS ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16640) giving interested persons until April 10 to request a hearing upon an application of New Orleans Public Service Inc. ("Public Service"), New Orleans subsidiary of Middle South Utilities, Inc., to transfer $1,729,000 from its earned surplus account to its common capital stock account and, at the same time, to issue 5,763,000 common shares (having an aggregate par value of $1,729,000) to its parent. At December 31, 1969, Public Service's earned surplus amounted to $15,445,098; during 1969 dividends paid on its preferred stock were $964,740 and on its common stock $5,186,700.

NORTHEAST UTILITIES RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16641) authorizing Northeast Utilities, West Springfield, Mass. holding company, to increase from $35,000,000 to $70,000,000 the amount of short-term notes which may be outstanding, and to issue and sell short-term notes in the form of commercial paper. In October 1969, the Commission authorized Northeast to make a $15,000,000 capital contribution to the Connecticut Light and Power Company ("CL&P"), one of its subsidiaries. The Commission now has authorized Northeast to make capital contributions to three subsidiaries, including CL&P, as follows: Cash contributions of $10,000,000 and $20,000,000, respectively, to CL&P and to The Hartford Electric Light Company, and $11,450,000 to Western Massachusetts Electric Company ("WMECO"), which latter will consist of the conversion of WMECO's outstanding loan in that amount from Northeast. The subsidiaries will apply such contributions, together with other funds available to them, to the financing of their 1970 construction programs and to other corporate purposes.

INVESTMENT COMPANY ACT RELEASES

AFFILIATED FUNDS, AMERICAN BUS. SHARES SEEK ORDER. Affiliated Fund, Inc., and American Business Shares, Inc., both New York open-end diversified management investment companies, have applied to the SEC for exemption orders permitting their continuance of the practice of maintaining Periodic Investment Programs and Keogh Plans under which their custodian bank, Morgan Guaranty Trust Co., invests amounts received from participants once a month, based upon a price computed at the close of business of the 20th day of each month. The Commission has scheduled the applications for hearing on April 13, 1970. (Release IC-6001)

COURT ENFORCEMENT ACTIONS

DARRELL HAFEN ENJOINED. The SEC Denver Regional Office announced March 10 (LR-4555) that the U. S. District Court in Salt Lake City had preliminarily enjoined Darrell G. Hafen of that City from violating the anti-fraud provisions of the Securities Exchange Act in connection with the purchase of various securities from certain broker-dealers and mutual funds.

SECURITIES ACT REGISTRATIONS

INTERNATIONAL HARVESTER CREDIT PROPOSES FINANCING. International Harvester Credit Corporation, 401 N. Michigan Ave., Chicago, Ill. 60611, filed a registration statement (File 2-36561) with the SEC on March 11 seeking registration of $50,000,000 of notes, due 1975, and $50,000,000 of debentures, due 1990, to be offered for public sale through underwriters headed by Morgan Stanley & Co., 2 Wall St., New York. The interest rates on the notes and debentures, offering prices and underwriting terms are to be supplied by amendment.

The company is engaged in the wholesale and retail financing of sales of new products manufactured or sold through International Harvester Company and certain products designed or customarily sold for use with International Harvester products. Net proceeds of the company's financing will be added to its general funds and will be available for the purchase of receivables or for maturing debt. In addition to indebtedness, the company has outstanding 450,000 capital shares, all owned by International Harvester.

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CARE ELECTRONICS TO SELL STOCK. Care Electronics, Inc., 3322 S. Memorial Parkway, Huntsville, Ala. 35801, filed a registration statement (File 2-36562) with the SEC on March 11 seeking registration of 400,000 shares of common stock, to be offered for public sale through underwriters headed by Philips, Appel & Walden, Inc., 111 Broadway, New York 10006. The offering price ($5 per share maximum*) and underwriting terms are to be supplied by amendment. The company recently sold the Philips firm and, upon consummation of this offering, will sell to Eugene McLain, a finder, 36,000 and 4,000 shares, respectively, at 1¢ per share.

The company was organized in February 1969 to develop, manufacture and market telemetric monitoring systems for hospital use. Of the net proceeds of its stock sale, $100,000 will be used to repay certain indebtedness, $350,000 to repay its 10½% subordinated notes, $150,000 to equip and furnish an enlarged production facility in Huntsville, Ala., $350,000 for engaging additional engineering and technical personnel to continue development of its proposed additional systems, $200,000 to open regional sales offices and $100,000 for the acquisition of additional laboratory and testing equipment; the balance will be added to the company's working capital. In addition to indebtedness, the company has outstanding 940,000 common shares (with a 70¢ per share book value), of which Peter D. Petroff, president, owns 24%, management officials as a group 32.6% and Helix Investments Limited 41.7%.

1970 OIL RESOURCES PROGRAM PROPOSES OFFERING. 1970 Oil Resources Drilling Program (the "Partnership"), 210 Petroleum Bldg., Billings, Montana 59101, filed a registration statement (File 2-36564) with the SEC on March 11 seeking registration of $2,000,000 of limited partnership interests, to be offered for public sale at $5,000 per interest. No underwriting is involved; participating NASD members will receive up to a 7½% selling commission and the Partnership will grant any NASD member who sells $100,000 of interests an option to purchase interests at the same price paid by participants equivalent to 5% of the interests sold. The Partnership will engage primarily in the exploration for oil and gas. Oil Resources Incorporated will serve as general partner. It has outstanding 2,743,477 common shares, of which Earl M. Cranston, president, and two vice presidents own 19.1% each. James M. O'Leary is board chairman.

JP GROWTH FUND PROPOSES OFFERING. JP Growth Fund, Inc., 101 N. Elm St., Greensboro, N. C. 27401, filed a registration statement (File 2-36565) with the SEC on March 11 seeking registration of 2,000,000 shares of common stock, to be offered for public sale at net asset value ($10 per share maximum*) with no sales charge during the 60-day charter investment period. Following such period, Fund shares will be offered at net asset value plus a sales charge of 8% on purchases of less than $10,000. The Fund is a diversified open-end management investment company whose investment objective is long-term growth of capital. JP Investment Management Company and Jefferson-Pilot Equity Sales, Inc., both wholly-owned subsidiaries of Jefferson-Pilot Corporation, will serve as investment adviser and distributor of Fund shares, respectively. William Roger Soles is president of the Fund and of Jefferson-Pilot Corporation.

FUMEX SANITATION TO SELL STOCK. Fumex Sanitation, Inc., 131 Herricks Road, Garden City Park, N. Y. 11040, filed a registration statement (File 2-36563) with the SEC on March 11 seeking registration of 100,000 shares of common stock, to be offered for public sale at $5 per share. The offering is to be made on a "best efforts, all or none" basis through Friedman & Co., 170 Broadway, New York, which will receive a 50¢ per share selling commission plus $20,000 for expenses. The company has agreed to sell the Friedman firm, for $100, eight-year warrants to purchase 10,000 shares, exercisable after three years at $5.50 per share.

The company is engaged in termite and pest control, generally referred to as "exterminating." Of the net proceeds of its stock sale, $270,000 will be used to hire additional personnel and 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 250,000 common shares (with a 37¢ per share net tangible book value), of which Chester Schwimmer, board chairman and president, owns 60% and Stephen Schwimmer, executive vice president, 40%. Purchasers of the shares being registered will sustain an immediate dilution of $3.60 in per share book value from the offering price.

KINDER-CARE NURSERY SCHOOLS TO SELL STOCK. Kinder-Care Nursery Schools, Inc., 519 Bell St., Montgomery, Ala. 36104, filed a registration statement (File 2-36567) with the SEC on March 11 seeking registration of 240,000 shares of common stock, to be offered for public sale through underwriters headed by Stein Bros. & Boyce, Inc., One Charles Center, Baltimore, Md. 21201. The offering price ($12 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay $10,800 to Hendrix, Mohr & Yardley, Inc., an investment banking firm, for its services as a finder; and it has sold 4,750 shares at $1 per share to Thornton, Farish & Gauntt, Inc., an investment banking firm, which shares were subsequently sold to William L. Gauntt, its president.

Organized in April 1969, the company offers day care services to the public; including educational programs, recreational programs and other general day care services. Net proceeds of its stock sale will be used to retire short-term bank borrowings, incurred primarily to finance site acquisition and construction of day care centers, for site acquisition and construction of company-owned operations, to develop and operate a training program for operational personnel of day care centers and for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 296,500 common shares (with a 47¢ per share net tangible book value, giving effect to exercise by Wabash Consolidated Corporation of an option to purchase 44,100 common shares), of which management officials as a group own 63%. Perry Mendel is president. Giving effect to exercise of the Wabash option, purchasers of the shares being registered will acquire a 42% stock interest in the company for their investment of $2,880,000*; present shareholders will then own 58%, for which they will have paid $337,648.

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PACIFIC TEL & TEL TO SELL DEBENTURES. The Pacific Telephone and Telegraph Company, 140 New Montgomery St., San Francisco, Calif. 94105, filed a registration statement (File 2-36568) with the SEC on March 11 seeking registration of $150,000,000 of debentures, due 2005, to be offered for public sale through underwriters headed by Salomon Brothers & Hutzler, 60 Wall St., and Merrill Lynch, Pierce, Fenner & Smith Inc., 70 Pine St., both of New York 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment. A subsidiary of AT&T, the company will use the net proceeds of its debenture sale to reduce advances from the parent or bank loans and commercial paper, or both. Some $74,000,000 of advances and $217,000,000 of notes payable are expected to be outstanding at the time of the sale of the debentures. Such advances are obtained and notes payable are incurred for general corporate purposes, including construction expenses. Construction expenditures are estimated at $574,000,000 for 1969.

FIRST MINNEAPOLIS FUND PROPOSES OFFERING. First Minneapolis Growth Investment Fund, 120 S. 6th St., Minneapolis, Minn. 55402, filed a registration statement (File 2-36569) with the SEC on March 11 seeking registration of 100,000 units of participation, to be offered for public sale at net asset value ($10 per unit maximum*) with no sales charge, and in minimum initial amounts of $5,000. The Fund is an unincorporated collective investment fund established by First National Bank of Minneapolis to make the investment advisory services and securities management experience of the Bank available to a larger number of customers. Its investment objective is long-term capital growth. A five member board (of whom three are Bank officers) supervises the Fund.

FIRST MINNEAPOLIS INCOME FUND PROPOSES OFFERING. First Minneapolis Income Investment Fund, 120 S. 6th St., Minneapolis, Minn. 55402, filed a registration statement (File 2-36570) with the SEC on March 11 seeking registration of 100,000 units of participation, to be offered for public sale at net asset value ($10 per unit maximum*) with no sales charge, and in minimum initial amounts of $5,000. The Fund is an unincorporated collective investment fund established by First National Bank of Minneapolis to make the investment advisory services and securities management experience of the Bank available to a larger number of customers. Its investment objective is to provide a relatively high level of current income together with the opportunity for modest growth of income and principal. A five member board (of whom three are Bank officers) supervises the Fund.

FIRST AMERICAN-AUSTRALIAN INVESTORS PROPOSES OFFERING. First American-Australian Investors Limited (the "Fund"), 19 London Circuit, Canberra, Australian Capital Territory, filed a registration statement (File 2-36572) with the SEC on March 11 seeking registration of 2,250,000 ordinary shares, to be offered for public sale through underwriters headed by Dominick & Dominick, Inc., 14 Wall St., New York. The Fund is a diversified closed-end management investment company whose investment objective is principally capital appreciation. Its policy will be to invest primarily in the common stock of Australian companies. Dominick & Dominick (Australia) Pty. Limited, a wholly-owned subsidiary of the underwriter, will serve as investment adviser. The offering price ($11 per share maximum*) and underwriting terms are to be supplied by amendment. Edward Clark (American) is board chairman and Joseph J. Cacciotti (American) is managing director.

MAINE SUGAR INDUSTRIES TO SELL STOCK. Maine Sugar Industries, Inc., Easton, Me., filed a registration statement (File 2-36573) with the SEC on March 11 seeking registration of 3,000,000 shares of common stock, to be offered initially (for 15 days) to shareholders at $6 per share. Shares not purchased by shareholders will then be offered to the general public. No underwriting is involved; participating NASD members will receive up to a 50¢ per share selling commission. Vahlsing, Inc. (which owns 10% of the company's outstanding stock) has agreed to purchase 250,000 shares to the extent that funds are available for such purpose from its own public offering. Also included in this offering are 1,586,112 shares of common stock which are to be offered in exchange for bonds and creditor obligations at the rate of one share for every $5 principal amount of such bonds and general creditor obligations, as follows: 481,112 shares for $2,405,559 of Arrostook Development Corporation 6% bonds, 240,000 shares for $1,200,000 of 6% industrial development revenue bonds (Sugar Beet Loading Station bonds), 40,000 shares for $200,000 of 6½% sinking fund notes, due 1976 (Morgan Guaranty Trust Company, Trustee), 800,000 shares for $4,000,000 owed General Creditors and 25,000 shares for a $125,000 Vahlsing, Inc. note.

Organized in February 1965, the company is primarily engaged in the manufacture and sale of refined beet and cane sugar and the by-products of such sugar processing. Of the net proceeds of its stock sale, $1,000,000 will be used for working capital to plant the 1970 sugar beet crop and related purposes, $2,200,000 to pay amounts due sugar beet growers for 1969 crops, $700,000 for payment of certain taxes, insurance premiums, utility bills and general creditors, $1,500,000 for satisfaction of certain creditors now in a position to file mechanics liens on the Montezuma sugar plant and $5,000,000 to complete renovation of the Montezuma plant; the balance will be added to the company's working capital. In addition to indebtedness the company has outstanding 3,500,528 common shares, of which management officials as a group own 12.2% (including shares owned by Vahlsing and Vahlsing Christina Corporation). F. H. Vahlsing, Jr., is president and board chairman.

SECURITIES ACT REGISTRATIONS. Effective March 13: The John D. Kettelle Corp., 2-34661 (90 days); Regency for Men, Ltd., 2-34108 (90 days); Utah Power & Light Co., 2-36342; Zapata Norness Inc., 2-36083 (40 days). Withdrawn March 13: Anixter Bros., Inc., 2-35352; Allied Data Processing, Inc., 2-34674; Jam Medical Associates, Inc., 2-33597; Lincoln First Banks, Inc., 2-36163.

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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