

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.

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

(Issue No. 70-100)

FOR RELEASE May 22, 1970

HOLDING COMPANY ACT RELEASES

AMERICAN NATURAL GAS RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16731) authorizing American Natural Gas Company, New York holding company, to issue and sell 1,200,000 shares of common stock at competitive bidding. The company will use the net proceeds of its stock sale to repay bank loans incurred to provide funds for the purchase of additional common stock of subsidiaries, and will add the balance, if any, to treasury funds.

CONSOLIDATED NATURAL GAS RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16732) authorizing Consolidated Natural Gas Company, New York holding company, to extend from October 25 to December 31, 1970 the maturity date of \$10,000,000 of open account advances for construction to four subsidiaries and for the subsidiaries to issue \$10,000,000 of 25-year installment notes in satisfaction of such advances, as follows: Consolidated Gas Supply Corporation, \$4,400,000; The East Ohio Gas Company, \$2,750,000; The Peoples Natural Gas Company, \$2,750,000; and the River Gas Company, \$100,000.

INVESTMENT COMPANY ACT RELEASES

STERLING INVESTMENT FUND SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-6059) giving interested persons until June 15 to request a hearing upon an application of Sterling Investment Fund, Inc., Charlotte, N. C., for an order declaring that it has ceased to be an investment company. As a result of the acquisition on November 4, 1968, by Nation-Wide Securities Company, Inc., of substantially all the assets of Sterling in exchange for capital stock of Nation-Wide, and the subsequent distribution of Sterling's remaining assets, the Nation-Wide stock, to shareholders of Sterling, Sterling has been dissolved and has ceased to exist.

BROAD STREET INVESTING RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-6060) permitting Broad Street Investing Corporation, New York mutual fund, to issue its shares at net asset value in exchange for the assets of Watson, Flagg Engineering Company.

MASS. INVESTORS TRUST RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-6061) permitting Massachusetts Investors Trust, Boston, to issue its shares at net asset value in exchange for substantially all of the cash and securities of C-R, Incorporated.

COURT ENFORCEMENT ACTIONS

PAN AMERICAN RESOURCES, OTHERS ENJOINED. The SEC New York Regional Office announced May 20 (LR-4610) that, with their consent, the following defendants were enjoined by the U. S. District Court in New York from the offer and sale of securities in violation of the Securities Act registration provisions: Pan American Resources, Inc., Hyman Kopp, of New York, and Albert J. Buchbinder, Robert I. Buchbinder, Buchbinder & Company, Fred Martin, Fred Martin & Co., David Wooldridge and Richard Schiering, all of California.

COURT ENJOINS THREE FUND AFFILIATES. The SEC New York Regional Office today announced (LR-4611) that the Federal court in New York City, with the consent of the defendants, had entered an order of permanent injunction against Alvin Abrams (former director of now-defunct First Hartford Exchange Fund, Inc.), First Philadelphia Corporation, former underwriter of Fund shares, and Equitable Capital Corporation (now known as Nuclear Energy Capital Corporation), all of New York City. The order enjoins violations of the anti-fraud provisions of the Federal securities laws by Abrams and First Philadelphia by making false and misleading statements in connection with the purchase or sale of securities or in reports filed with the Commission. It also enjoins them from participating in transactions with affiliated persons of registered investment companies in violation of Section 17(a) of the Investment Company Act, and it enjoins Equitable (Nuclear) from aiding or abetting such violations.

SECURITIES ACT REGISTRATIONS

CLIFTON ENGINES SHARES IN REGISTRATION. Clinton Engines Corporation, Corner of Clark and Maple, Maquoketa, Iowa 52060, filed a registration statement (File 2-37424) with the SEC on May 18 seeking registration of 500,000 shares of common stock. These shares are issuable at from \$3.50 to \$7 per share upon exercise of common stock purchase warrants issued or to be issued (pursuant to a court order) to persons who purchased 350,000 common shares pursuant to a prospectus effective February 25, 1960. On April 20, 1970, the market price of the company's common stock was \$1.25 per share. The company has outstanding 4,324,562 common shares.

OVER

U. S. ENERGY TO SELL STOCK. U. S. Energy Corporation, 2425 American Lane, Elk Grove Village, Ill. 60007, filed a registration statement (File 2-37427) with the SEC on May 20 seeking registration of 180,000 shares of Class A common stock, to be offered for public sale at \$7.50 per share. The offering is to be made on a best efforts, all or none basis through Herbert Young & Co., Inc., 150 Broadway, New York, N. Y., which will receive a 75c per share selling commission plus \$25,000 for expenses. The company has agreed to sell the underwriter, for \$180, five-year warrants to purchase 18,000 shares, exercisable after one year at \$9 per share.

The company was organized in April 1970 to engage in research, development, design, licensing and marketing of its alternating current, controlled frequency, electrical generating system. Of the net proceeds of its stock sale, \$450,000 will be used to finance additional research and development on the generating system and various of its applications, up to \$300,000 to enlarge its laboratory facilities, and \$75,000 to convert a portion of the company's present facility for use in assembly, testing and shipping of devices incorporating the generating system; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 189,000 Class A and 10,500 B common shares (convertible into A shares at the rate of 10 A shares for each B share) with a combined book value of \$1.13 per share. Victor G. Smith, president, and management officials as a group own 16.7% and 56%, respectively, of the A shares and 30% and 90.5%, respectively, of the B shares. Purchasers of the shares being registered will acquire a 47% common stock interest in the company for their investment of \$1,350,000 (they will sustain an immediate dilution of \$7.50 in per share book value from the offering price); present shareholders will then own 53% for which they will have paid \$228,420, or an average of \$1.15 per share.

DATATYPE TO SELL STOCK. Datatype Corporation, 1050 N. W. 163rd Dr., Sunshine State Industrial Park, Miami, Fla. 33169, filed a registration statement (File 2-37428) with the SEC on May 20 seeking registration of 500,000 shares of common stock, to be offered for public sale through underwriters headed by S. D. Fuller & Co., Incorporated, 26 Broadway, New York, N. Y. 10004. The offering price (\$8 per share maximum*) and underwriting terms are to be supplied by amendment. In January, S. D. Fuller & Co., a partnership associated with the underwriter, purchased 31,256 shares at \$1.28 per share, nontransferable for one year.

Organized in April 1964, the company has developed and built six prototypes of the Dataflow Optical Reading System, an optical character recognition system which it proposes to manufacture and market. Of the net proceeds of its stock sale, \$775,000 will be used to repay a bank loan, \$250,000 for repayment of working capital advances currently being made by Runnstrom Industries, Inc. (a major stockholder of the company), \$500,000 for research and development for the improvement of the company's Dataflow system, \$350,000 for improvement and expansion of the company's present plant facilities and the purchase of equipment and \$200,000 for expansion of its sales organization including opening of six regional offices; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 1,125,000 common shares (with a 60c per share net tangible book deficit), of which William C. Runnstrom, board chairman, owns 24.7%, management officials as a group 63%, Runnstrom Industries 33.4% and Leo Goodwin, Jr., 25.4%. Purchasers of the shares being registered will acquire a 30.77% stock interest in the company for their investment of \$4,000,000*; present shareholders will then own 69.23%, of which they received 17,944 shares for services rendered and the balance at an average price of \$1.17 per share.

AMERICAN MEDICORP FILES FOR SECONDARY. American Medicorp, Inc., Barclay Bldg., Bala Cynwyd, Pa. 19004, filed a registration statement (File 2-37429) with the SEC on May 20 seeking registration of 1,120,592 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\$20 per share maximum*).

The company was organized in January 1968 to engage primarily in the business of managing and developing general, acute care community hospitals. In addition to indebtedness and preferred stock, it has outstanding 8,461,688 common shares. William A. M. Burden & Co. may sell all of 254,000 shares held and 24 others the remaining shares being registered. Robert S. Goldsamt is board chairman and Bernard J. Korman president.

DRUG FAIR FILES FOR SECONDARY. Drug Fair-Community Drug Co., Inc., 6315 Bren Mar Dr., Alexandria, Va. 22314, filed a registration statement (File 2-37430) with the SEC on May 20 seeking registration of 113,617 outstanding shares of common stock, to be offered for public sale by the holders thereof. The offering is to be made through underwriters headed by Thomson & McKinnon Auchincloss Inc., 2 Broadway, New York, N. Y. 10004. The offering price (\$24 per share maximum*) and underwriting terms are to be supplied by amendment. Massachusetts Mutual Life Insurance Company proposes to sell 82,631 shares and The Guardian Life Insurance Company of America 30,986 shares; such shares were acquired upon conversion of \$1,485,000 of 6% convertible senior subordinated notes, due June 1, 1977. The company is engaged primarily in the operation of a chain of drug stores within a radius of 185 miles of Washington, D. C. It has outstanding 1,504,227 common shares.

GENERAL GROWTH PROPERTIES PROPOSES OFFERING. General Growth Properties (the "Trust"), 1055 6th Ave., Des Moines, Iowa, filed a registration statement (File 2-37432) with the SEC on May 21 seeking registration of 500,000 shares of beneficial interest, to be offered for public sale through underwriters headed by Piper, Jaffray & Hopwood Incorporated, 115 South 7th St., Minneapolis, Minn. 55402. The offering price (\$18 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized on May 19 as a business trust, the Trust acquired all the properties and assets of General Management Corporation ("GMC") for some 1,720,000 shares of beneficial interest. GMC was an investor-builder with a specialized development team engaged in planning, designing, building, leasing and managing income producing properties (primarily shopping centers) owned by GMC. The Trust seeks to enlarge its asset base by buying and improving undeveloped properties in a manner similar to that employed by GMC. The Trust has outstanding 1,662,019 shares of beneficial interest, of which Martin Bucksbaum, and Matthew Bucksbaum, trustees, own 15% and 13.5%, respectively, Maurice Bucksbaum 12% and Younker Brothers, Inc. 28%.

CONTINUED

STOCK PLANS FILED. The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

Olympic Geophysical Company, Houston, Tex. 77042 (File 2-37431) - 75,000 shares
 USLife Holding Corp., New York, N. Y. 10038 (File 2-37434) - 31,540 shares
 Allied Chemical Corporation, New York, N. Y. 10006 (File 2-37438) - 950,000 shares

MISCELLANEOUS

VANCOUVER COMPANY SEEKS EXEMPTION. Controlled Foods International, Ltd., a Delaware company which operates in Canada, has filed an application with the SEC for exemption from the registration provisions of Section 12(g) of the Securities Exchange Act of 1934; and the Commission has issued an order giving interested persons until June 10, 1970, to request a hearing thereon. Granting of the application also would exempt the company from the reporting and proxy provisions of the Act; and it would exempt "insiders" from the reporting and related provisions of Section 16 thereof.

According to the exemption application, the offices and business operations of the company are located in Vancouver, British Columbia, Canada; it is engaged in the business of operating fast-food establishments, both drive-in and eat-in restaurants, in British Columbia and four other Canadian Provinces. The company has outstanding 2,625,000 common shares, offered for sale in Canada in 1969; it has about 975 shareholders, only three of which are residents of the United States. The company has assets of about \$7,500,000; and its sales approximated \$13,500,000 during the last fiscal year.

FOUR SEASONS NURSING TRADING BAN CONTINUED. The SEC has issued an order suspending exchange and over-the-counter trading in securities of Four Seasons Nursing Centers of America, Inc., for the further ten-day period May 23 through June 1.

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 May 6 News Digest.

Mt. States Tel. Co March 1970 (11) 1-3040-2	Mayflower Invstrs., Inc March 1970 (7,13) 0-2622-2
General Mills Inc March 1970(7,13) 1-1185-2	Nylon Engineering Inc March 1970 (4,7,12,13) 0-3569-2
Investment Property Bldrs. Inc March 1970(12) 0-4260-2	Natl. Telefilm Assoc., Inc Sept. 1969) (2,7,9,13) 0-57-2
GRI Computer Corp March 1970 (2,13) 2-34092-2	New Jersey Natural Gas Co Apr. 1970 (12) 0-93-2
General Trans. Services, Inc March 1970(12,13) 0-4397-2	Noxell Corp March 1970 (11) 0-734-2
Oscar Meyer & Co March 1970(7) 0-4450-2	Gilbert Robinson, Inc March 1970 (12) 0-3980-2
Omega Equities Corp March 1970(2,13) 0-188-2	Harrell Intl., Inc Feb. 1970 (11) 0-2661-2
Law Research Service, Inc Feb 1970 (3,11) 0-3301-2	Heritage Rembrandt Corp March 1970 (12,13) 0-4199-2
Mobile Homes Multiplex, Inc Jan. 1970(2,7,13) 2-32030-2	Juness Ind., Inc March 1970 (11,13) 1-6226-2
Moleculer Research, Inc March 1970 &,13) 9-3540-2	General Tel. Co of the S.W. Jan. 1970 thru March 1970 (7,11,13) 0-1122-2
Kansas Gas & Elec. Co March 1970 (7,13) 1-3862-2	Genl. Tel. Co of Fla. March 1970 (7,11,13) 1-3090-2
Marathon Oil Co March 1970 (7,13) 1-451-2	Information Machines Corp March 1970 (12,13) 2-30812-2
Petro-Lewis Corp March 1970 (2,7,13) 2-27901-2	Jason Empire Inc March 1970 (7,13) 2-35158-2
Mr. Steak Inc March 1970 (3,12) 0-4280-2	Jebco, Inc March 1970 (7) 1-6173-2
Honeywell Inc March 1970 (7) 1-071-2	Ludlow Corp March 1970 (7,11,13) 1-5006-2
	Meredith Corp March 1970 (12) 1-5128-2

Hi-Plains Enterprises, Inc March 1970(7)	0-2711-2	Honolulu Gas Co Ltd March 1970 (11)	0-1109-2
Homestake Mining Co March 1970 (12,13)	1-1235-2	Hydraulic Press Brick Co March 1970 (7)	0-1000-2
Great Western United Corp March 1970 (10)	1-5443-2	Ideal Basic Ind., Inc March 1970 (12)	1-4070-2
Heywood Wakefield Co March 1970 (6)	0-1331-2	Kaiser Cement & Gypsum Corp March 1970 (3,7)	1-4598-2
Alfred Hart Co March 1970 (12)	1-5136-2	Kaiser Steel Corp March 1970 (7,8,11)	0-433-2
IHC, Inc March 1970 (2,13)	1-4222-2	Kayex Corp March 1970 (12,13)	0-3078-2
Kellogg Co March 1970 (11)	0-4171-2	Kirk Corp March 1970 (12,13)	0-4182-2
Merco Enterprises Co March 1970 (1,2,11,13)	0-2130-2	Knudsen Corp March 1970 (2,13)	0-1584-2
New York Shilbldg. Corp March 1970 (2,11,12,13)	0-2127-2	Michigan Gas Utilities Co April 1970(7,13)	1-4919-2
Georgia Factors, Inc Amdt. #1 to 8K for Sept. 1969(1)	0-659-2	J. P. Morgan & Co Inc March 1970 (11,13)	1-5885-2
P. H. Glatfelter Co. March 1970 (11,13)	1-3560-2	National Standard Co March 1970 (4,7,13)	1-3940-2
Great Western Assurance Co March 1970 (11)	2-27250-2	Northwest Bancorporation March 1970 (4,11,13)	1-2979-2
Holly Resources Corp March 1970 (1,2,7,12,13)	1-4343-2	Management Assistance, Inc March 1970 (8)	0-2017-2
Holly Sugar Corp March 1970 (13)	1-2270-2	Mobile Home Communities March 1970 (12,13)	2-32844-2
Mediatrics Inc March 1970 (11)	0-4310-2	New Park Mining Co March 1970 (12)	1-2960-2
Modern Foods Inc Feb. 1970 (2,7,13)	0-2861-2	Oneida Ltd March 1970 (12,13)	1-5452-2
National Secur. & Research Corp March 1970 (11)	0-372-2	Bisi Inc. Amdt. #1 for Nov. 69 (13)	2-30062-2
New Jersey Bell Tel. Co March 1970 (11)	1-3488-2	Valley Bancorporation Amdt.#1 for Jan 69 (9)	0-2453-2
Gulton Ind., Inc March 1970 (3,11,13)	1-5781-2	TFI Companies Inc. Amdt. #1 for Sept.69(13)	1-4722-2
Holophane Co Inc March 1970 (13)	1-5208-2	Tanger Ind. Amdt.#2 for Jan 70 (7)	1-6301-2
		United Nuclear Corp. Amdt #1 for Aug 69(7)	1-5119-2
		American Diversified Ind. Corp. Amdt.#1 for Feb 70(13)	0-4314-2

SECURITIES ACT REGISTRATIONS. Effective May 20: The Coca-Cola Bottling Co. of New York, Inc., 2-37393; The Dayton Power and Light Co., 2-37208; Homoco Life Insurance Co., Inc., 2-35844 (Aug 18); Ranco Inc., 2-36540 (40 days); Rheingold Corp., 2-37228; Warner Lambert Pharmaceutical Co., 2-37138; Weil-McClain Co., Inc., 2-37372. **Effective May 21:** Genesco Inc., 2-37289; Western Massachusetts Electric Co., 2-37044 (Jul 14). **Withdrawn May 20:** Data Automation Co., Inc., 2-35392; Hospital Services of America, 2-35579; Morgan-Granbery Corp., 2-31243; Universal Computer Systems, 2-33731. **Withdrawn May 21:** Confare Restaurants, Inc., 2-34130; Interior Enterprises, Inc., 2-34897; Janshd Corp., 2-33516; Loft Candy Corp., 2-35358; STV, Inc., 2-36072; Westburne International Industries, Ltd., 2-33781.

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.