

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. 70-171)

FOR RELEASE September 2, 1970

COMMISSION ANNOUNCEMENT

BLAIR BECOMES SEC CHIEF HEARING EXAMINER. SEC Chairman Budge today announced the appointment of Warren E. Blair as Chief Hearing Examiner, effective October 1. He will then assume the duties previously delegated to the Commission's Secretary under Rule 30-5 of its delegation rules (Release 33-4588 of March 8, 1963). Except for two years of military service during the Korean War, Mr. Blair has served continuously on the Commission's staff since 1947. He then was appointed as an attorney in the Commission's Cleveland office, later transferred to the Division of Trading and Markets in Washington, and in 1960 became Assistant Regional Administrator in the New York Regional Office. Since 1964 Mr. Blair has served as one of the Commission's Hearing Examiners. Born in Chicago in 1916, Mr. Blair received his law degree from DePaul University in 1940 and an M.B.A. degree from the George Washington University in 1957.

CAPITAL EXPENDITURES REPORTED. The Department of Commerce and the SEC report (for September 3 newspapers) that businessmen expect to spend \$80-1/2 billion for new plant and equipment in 1970, 6-1/2 percent more than they spent in 1969, according to the survey taken in late July and August. The latest increase in the projection of capital outlays for the full year 1970 is lower than previously expected, 7-3/4 percent in May and 9-3/4 percent in the February survey. Actual capital outlays in the second quarter of 1970 were 1/2 of one percent lower than expected in May and scheduled outlays for the second half of the year have been revised downward about 2 percent. For details, see Stat. Release No. 2465.

SECURITIES ACT REGISTRATIONS

JERSEY CENTRAL P&L TO SELL STOCK. Jersey Central Power & Light Company, Madison Ave. at Punch Bowl Rd., Morristown, N. J. 07960, filed a registration statement (File 2-38263) with the SEC on August 28 seeking registration of 250,000 shares of cumulative preferred stock (\$100 par), to be offered for public sale at competitive bidding. A subsidiary of General Public Utilities Corporation, the company will use the net proceeds of its stock sale for payment of a portion of short-term bank loans which are expected to aggregate \$48,000,000 at the time of the sale; the balance, or \$4,000,000, will be used to make payments on account to its affiliate, Metropolitan Edison Company, for the company's interest in the Three Mile Island nuclear generating station. Construction expenditures are estimated at \$239,600,000 for the years 1970-1971.

RESORTS OF THE WORLD PROPOSES OFFERING. Resorts of the World N.V., Concord St., Maarten, Maho Bay, St. Maarten, Netherlands Antilles, filed a registration statement (File 2-38264) with the SEC on August 28 seeking registration of 600,000 shares of capital stock, to be offered for public sale at \$10 per share. The offering is to be made on a best efforts basis by Dewey, Johnson & George, Inc., 120 Wall St., New York, which will receive a \$1 per share selling commission plus \$60,000 for expenses. The company has agreed to sell the underwriter, for \$60, six-year warrants to purchase 60,000 shares, exercisable after 13 months at \$10.50 per share.

Organized in the Netherlands Antilles in September 1967, the company is engaged in the construction of, and proposes to operate, one or more luxury resort hotels and related facilities on the island of St. Maarten. Of the net proceeds of its stock sale, \$497,969 will be used to repay Raymond Parker, president, for loans and advances, \$3,000,000 to complete construction, decorate and furnish the 212 suite and bedroom main building of the Concord St. Maarten hotel, and \$1,000,000 to construct, decorate and outfit the swimming pool, lanais and improve and landscape the beach front area; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 1,800,000 common shares (with a 52c per share net tangible book value), of which Raymond Parker owns 30.9% and management officials as a group 33.7%. Purchasers of the shares being registered will acquire a 25% stock interest in the company for their investment of \$6,000,000 (they will sustain an immediate dilution of \$7.39 in per share book value from the offering price); present shareholders will then own 75%, for which they paid \$1,000,000 or 55c per share.

SINTERAL TO SELL STOCK. Sinteral Corporation, 103-10 178th St., Jamaica, N. Y., filed a registration statement (File 2-38265) with the SEC on August 28 seeking registration of 150,000 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 by Herbert Young & Co., Inc., 5 Hanover Sq., N. Y. 10004, which will receive a 50c per share selling commission plus \$25,000 for expenses. The company has agreed to sell the underwriter, for \$150, five-year warrants to purchase 15,000 shares, exercisable after one year at \$5 per share.

Organized in September 1967, the company intends to engage in the further development of techniques of aluminum powder metallurgy developed by Alloys Research and Manufacturing Corporation. Of the net proceeds of its stock sale, \$100,000 will be used for the purchase of automation equipment, \$75,000 for tools and dies for the development of proprietary items, \$75,000 for promotional marketing materials and advertising

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materials for proprietary items, and \$75,000 for inventory; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 247,500 common shares (with an 11¢ per share net tangible book value), of which Hi-Tech Industries, Inc. and Alloys Research & Manufacturing Corporation own 40.3% each. Purchasers of the shares being registered will acquire a 38% stock interest in the company for their investment of \$750,000 (they will sustain an immediate dilution of \$3.45 in per share book value from the offering price); present shareholders will then own 62% for which they paid \$537,500. Jerome M. Feldman is president.

ELECTRO-DENT TO SELL STOCK. Electro-Dent, Inc., 130 N. Broadway, Camden, N. J. 08102, filed a registration statement (File 2-38266) with the SEC on August 28 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$4 per share. The offering is to be made on a best efforts basis by Mayflower Securities Co., Inc., 32 Broadway, New York, which will receive a 40¢ per share selling commission plus \$15,000 for expenses. The company has agreed to issue the underwriter options to purchase shares (at the rate of one share for each ten shares sold) at 50¢ per share until July 1972 and at \$4 per share from July 1972 until July 1975.

The company was organized in July 1969 for the purpose of developing and marketing high speed dental Turbo drills which relieve pain during drilling by electro anesthesia. Net proceeds of its stock sale will be added to working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 330,975 common shares (with an 8¢ per share net tangible book value), of which Dr. Bernard Brooks, a director, owns 45.3%, Management Dynamics, Inc., 15.1%, Dr. Jerome Farber, president, 10.6% and management officials as a group 61.2%. Purchasers of the shares being registered will acquire a 36.3% stock interest in the company for their investment of \$800,000 (they will sustain an immediate dilution of \$2.71 in per share book value from the offering price); present shareholders will then own 63.7% for which they paid \$80,602 (or an average of 24¢ per share) and the transference of a patent.

PREMIX SHARES IN REGISTRATION. The Premix Corporation (formerly Premix Products, Inc.), 300 Northeast 72nd St., Miami, Fla. 33138, filed a registration statement (File 2-38267) with the SEC on August 28 seeking registration of 130,000 shares of common stock, of which 100,000 are to be offered for public sale by the company and 30,000 (being outstanding shares) by the holders thereof. The offering is to be made through Executive Securities Corp., 1175 N. E. 125th St., Miami, Fla. 33161; the offering price (\$4 per share maximum*) and underwriting terms are to be supplied by amendment. The company and selling stockholders have agreed to pay the underwriter \$20,000 for expenses.

Organized in June, the company is engaged in the manufacture of dry wall, stucco, plaster, cement paints and spray equipment products. Net proceeds of its stock sale will be used for constructing or leasing and equipping new manufacturing facilities in Miami and Puerto Rico and for working capital purposes. The company has outstanding 472,000 common shares, of which Eugene C. Ferri, Jr., president, owns 34.9% and management officials as a group 46.7%. Ferri proposes to sell 25,000 of 164,467 shares held and Emanuel M. Rothbart 5,000 of 50,833.

TEXAS GAS TRANSMISSION PROPOSES OFFERING AND SECONDARY. Texas Gas Transmission Corporation, 3800 Frederica St., Owensboro, Ky. 42301, filed a registration statement (File 2-38268) with the SEC on August 28 seeking registration of 531,473 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 Dillon, Read & Co., Inc., 46 William St., New York; the offering price (\$40 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the business of natural gas transmission and oil and gas exploration and production. In addition to indebtedness and preferred stock, it has outstanding 6,397,241 common shares. W. M. Elmer is board chairman and F. K. Rader president. The Hillman Foundation, Inc., proposes to sell 344,104 of 394,104 shares held and Mary Hillman Jennings 187,369 of 197,369.

In a separate registration statement (File 2-38269), Texas Gas Transmission seeks registration of \$50,000,000 of debentures, due 1990, to be offered for public sale through underwriters headed by Dillon, Read & Co. Inc. The interest rate, offering price and underwriting terms are to be supplied by amendment. Net proceeds of the company's debenture sale will be applied to the payment of outstanding interim loans incurred primarily to finance construction expenditures; the loans, estimated at \$21 million on June 30, are expected to aggregate \$56 million on October 1. The company's 1970 capital expenditures are estimated at \$40 million.

FIRST RESOURCES PREFERENCE PROGRAM PROPOSES OFFERING. First Resources Preference Program (the "Program") 345 Park Ave., New York 10022, filed a registration statement (File 2-38270) with the SEC on August 28 seeking registration of \$7,500,000 of limited partnerships interests, to be offered for public sale at \$7,500 per unit. No underwriting is involved; participating NASD members will receive a selling commission, the amount of which is to be supplied by amendment. The Program was organized to acquire as a limited partner net profits interests in 6 limited partnerships which farm 6,504 acres of citrus groves in southwestern Arizona and to participate as owner, co-owner, manager or operator of, or joint venturer and/or general or limited partner or investor in other activities relating to natural resources and land uses. Francis H. Cabot, Adams H. Nickerson, Alman J. Taranton and John Train are the general partners of the Program.

PACIFIC NORTHWEST BELL TO SELL DEBENTURES. Pacific Northwest Bell Telephone Company, Exchange Bldg., 821 Second Ave., Seattle, Wash. 98104, filed a registration statement (File 2-38271) with the SEC on August 28 seeking registration of \$100,000,000 of debentures, due 2010, to be offered for public sale at competitive bidding. A subsidiary of AT&T, the company will use net proceeds of its debenture sale to repay advances from AT&T and to reduce notes payable, which are expected to aggregate \$96,000,000 and \$48,000,000, respectively, at the time the proceeds are received. Advances are obtained and notes are issued to obtain interim financing for general corporate purposes, including extensions, additions and improvements to the company's plant. Construction expenditures were \$147,000,000 for 1969 and \$90,000,000 for the first six months of 1970.

INTEGRITY ENTERTAINMENT PROPOSES OFFERING. Integrity Entertainment Corp., 509 N. LaCienega Blvd., Los Angeles, Calif. 90048, filed a registration statement (File 2-38272) with the SEC on August 28 seeking registration of 200,000 shares of common stock and 100,000 common stock purchase warrants, to be offered for public sale in units, each consisting of two shares and one warrant, and at \$6 per unit. The offering is to be made through underwriters headed by Sherwood Securities Corp., 17 Battery Pl., New York, which will receive a 60c per unit commission plus \$15,000 for expenses. The company has agreed to sell the Sherwood firm, for \$20, six-year warrants to purchase 20,000 shares, exercisable after one year at \$4 per share.

Organized in January, the company is engaged in establishing and operating a chain of retail stores, primarily in California, which will sell phonograph records, pre-recorded tapes and other related items. Net proceeds of the company's stock sale will be added to working capital and used for general corporate purposes. The company has outstanding 500,000 common shares (with a 42c per share net tangible book value), of which Leon C. Hartstone, president, owns 49.2% and management officials as a group 63.2%. Purchasers of the shares being registered will acquire a 28.6% stock interest in the company for their investment of \$600,000; present stockholders will then own 71.4% for their investment of \$250,000 or 50c per share.

LORETTO MINING PROPOSES OFFERING. Loretto Mining Company, 337 Colorado Ave., Grand Junction, Colo. 81501, filed a registration statement (File 2-38274) with the SEC on August 28 seeking registration of 400,000 shares of common stock and 200,000 common stock purchase warrants, to be offered for public sale in units, each consisting of 100 shares and 50 warrants, and at \$100.50 per unit. The offering is to be made on a half or none "best efforts" basis by Willis E. Burnside & Company, Inc., 40 Exchange Pl., New York, which will receive a 10c per share selling commission plus \$10,000 for expenses. The company has agreed to sell the Burnside firm, at 1c per warrant, three-year warrants exercisable initially at \$1.25 per share.

Organized in June 1969, the company intends to conduct exploration (principally for copper and incidentally for uranium) on certain of its mining properties on which there is no known commercially mineable ore body. Net proceeds of its stock sale will be used for working capital and general corporate purposes. The company has outstanding 310,000 common shares, of which William R. Noack owns 93.5%. Dudley L. Davis is president. Purchasers of the shares being registered will acquire a 63% stock interest in the company for their investment of \$652,000 (they will sustain an immediate dilution of \$.563 in per share book value from the offering price); present shareholders will then own 37% for which the company received certain interests by conveyance and/or lease.

DAVID AND DASH FILES FOR OFFERING AND SECONDARY. David and Dash, Inc., 2445 N. Miami Ave., Miami, Fla. 33137, filed a registration statement (File 2-38275) with the SEC on August 31 seeking registration of 200,000 shares of common stock, of which 160,000 are to be offered for public sale by the company and 40,000 (being outstanding shares) by the holders thereof. The offering is to be made through underwriters headed by L. F. Orbe & Co., 115 East 69th St., New York, N. Y. 10021; the offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment.

The company designs, converts, imports and sells decorative fabrics for use primarily as drapery, upholstery, bedspreads and curtains. Net proceeds of its sale of additional stock will be added to the company's working capital and used for general corporate purposes. The company has outstanding 271,825 common shares, of which Philip Dash, president, and N. David Snyderman, secretary-treasurer, own 27.5% each. Each proposes to sell 20,000 of 74,662 shares held.

WINSTON NETWORK TO SELL STOCK. Winston Network Inc., 595 Madison Ave., New York, N. Y., filed a registration statement (File 2-38276) with the SEC on August 31 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$10 per share. The offering is to be made through underwriters headed by Smith, Jackson & Company, Incorporated, 17 Battery Place, New York, N. Y., which will receive \$1 per share commission plus \$35,000 for expenses. Irwin Winston, president and principal stockholder, has agreed to sell the Smith, Jackson firm 10,000 shares for \$25,000; for his services as finder, Henry Black will receive 2,400 shares from Winston.

Organized in June 1968, the company is engaged in the sale of transit advertising. Of the net proceeds of its stock sale, \$275,000 will be used to purchase and install Bus-O-Rama equipment (for exterior bus advertising), \$100,000 for construction and installation of clocks with illuminated advertising panels and \$300,000 to repay loans made by Irwin Winston; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 310,000 common shares (with a \$1.95 per share net tangible book value), of which Irwin Winston owns 89.11% and management officials as a group 96.69%. Purchasers of the shares being registered will sustain an immediate dilution of \$6.58 in per share book value from the offering price.

DATALIGHT TO SELL STOCK. Datalight, Inc., 77E Dudley Town Rd., Bloomfield, Conn., filed a registration statement (File 2-38278) with the SEC on August 31 seeking registration of 102,500 shares of common stock, to be offered for public sale at \$8 per share. The offering is to be made by Smith, Jackson & Company, Incorporated, 17 Battery Pl., New York, N. Y., which will receive an 80c per share commission plus \$35,000 for expenses. The company has agreed to sell the underwriter, for \$10.25, five-year warrants to purchase 10,250 shares, exercisable after one year at \$8.80 per share.

Organized in February 1970 as a wholly-owned subsidiary of Andersen Laboratories, Incorporated, the company is principally engaged in developing equipment using coherent light and acoustic energy for the computer and laser equipment industries. Part of the net proceeds of the company's stock sale will be used to repay advances made by the parent to meet operating expenses and to further develop the Q-switch (an acousto-optic switching device used to internally pulse a continually running laser so as to intermittently

deflect the laser beam) and \$120,000 will be used to develop laser beam deflection devices; the balance will be added to the company's general funds and used for general corporate purposes. The company has outstanding 146,290 common shares, of which Andersen Laboratories owns 94%. Francis E. Baker, Jr., is president of the company and of Andersen Laboratories.

COLWELL SHARES IN REGISTRATION. The Colwell Company, 3223 W. Sixth St., Los Angeles, Calif. 90005, filed a registration statement (File 2-38279) with the SEC on August 31 seeking registration of 17,738 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 is engaged in originating and servicing loans secured by first trust deeds on real property. In addition to indebtedness, it has outstanding 1,090,680 common shares.

COCA-COLA BOTTLING (L.A.) TO SELL STOCK. Coca-Cola Bottling Company of Los Angeles, 1334 South Central Ave., Los Angeles, Calif. 90021, filed a registration statement (File 2-38282) with the SEC on August 31 seeking registration of 360,000 shares of common stock, to be offered for public sale through underwriters headed by Blyth & Co., Inc., 629 South Spring St., Los Angeles, Calif. 90014. The offering price (\$31 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the processing and marketing of Coca-Cola and other soft drinks. Net proceeds of its stock sale will be used to reduce bank borrowings of \$17,500,000 incurred in connection with the acquisition of a 40% interest in the business of Arrowhead Puritas Waters, Inc. In addition to indebtedness and preferred stock, the company has outstanding 2,132,596 common shares. Arthur D. MacDonald is president and chief executive officer.

ELECTRONIC RESEARCH ASSOCIATES SHARES IN REGISTRATION. Electronic Research Associates, Inc., 66 Sand Park Road, Cedar Grove, N. J. 07009, filed a registration statement (File 2-38283) with the SEC on August 31 seeking registration of 31,925 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 (\$3.50 per share maximum*). The company is engaged in the development, manufacture and sale of highly technical and specialized transistorized devices, and related equipment. It has outstanding 374,456 common shares. TMR Appreciation Fund, Inc. may sell all of 30,000 shares held and five others the remaining shares being registered.

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:

- Edmos Corporation, Glen Cove, L. I., N. Y. (File 2-38273) - 35,000 shares
- North American Royalties, Inc., Chattanooga, Tenn. 37402 (File 2-38277) - 150,000 shares
- Del E. Webb Corporation, Phoenix, Ariz. 85012 (File 2-38280) - 200,000 shares
- Coca-Cola Bottling Company of Los Angeles, Los Angeles, Calif. 90021 (File 2-38281) - 117,250 shares
- Seabrook Foods, Inc., Great Neck, N. Y. 11021 (File 2-38285) - 100,000 shares

MISCELLANEOUS

TRADING BAN CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Continental Vending Machine Corporation for the further ten-day period September 3-12, 1970, inclusive.

UNLISTED TRADING GRANTED. The SEC has issued orders under the Securities Exchange Act (Release 34-8974) granting applications of the Boston, Detroit, Pacific Coast and Philadelphia-Baltimore-Washington Stock Exchanges for unlisted trading privileges in the common stock of Burlington Northern, Inc., and of the Pacific Coast Stock Exchange for such privileges in that company's 5 $\frac{1}{2}$ % cumulative preferred stock (\$10 par).

SECURITIES ACT REGISTRATIONS. Effective August 31: Care Electronics, Inc., 2-36562 (90 days); The Equitable Life Assurance Society of the U.S., 2-38052; Pasquaney Bay Co., Ltd., 2-37260 (90 days); Xerox Corp., 2-38003 & 2-38004.
Effective September 1: American Motors Corp., 2-37993 (40 days); Bell Rock Island, Inc., 2-36351 (90 days); Cardinal Petroleum Co., 2-35908; John Deere Credit Co., 2-38166 (Oct 11); Damson 1970 Exploration Fund, 2-37035 (90 days); Eastman Kodak Co., 2-38146; Gamble-Skogmo, Inc., 2-37448 (40 days); IDC Holding Corp., 2-33964 (90 days); International Harvester Co., 2-38164; Master Communications, Inc., 2-37198 (Nov 30); New England Telephone and Telegraph Co., 2-38135; Sonics International, Inc., 2-35731 (90 days); Sterling Drug Inc., 2-38199.

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.