

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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FOR RELEASE January 23, 1970

U. S. ROYALTY PROPOSES OFFERING. United States Royalty Corporation, 300 Franklin St., Natchez, Miss. 39120, filed a registration statement (File 2-36010) with the SEC on January 16 seeking registration of \$20,000,000 of interests in five limited partnerships known as Oil Royal Fund, Ltd. (Series A through E), to be offered for public sale at \$10,000 per interest. For each \$1,000 subscribed, the subscriber of Series A interests will be entitled to receive at no additional cost a non-transferable three-year warrant to purchase 10 shares of the common stock of the general partner, exercisable at \$1 per share. Similar warrants will be issued with subscriptions to Series B, C, D and E Funds except that the exercise price will be \$2, \$3, \$4, and \$5 per share, respectively. The offering is to be made through officials of U. S. Royalty (the general partner); it will pay participating NASD members and salesmen (including employees of the general partner and its affiliates) an 8% selling commission. Such persons who sell up to \$50,000 of interests each will receive an aggregate of up to 150,000 warrants. The partnerships will be formed to provide funds to acquire producing and non-producing oil and gas royalties, minerals and leases. John S. Callon is president and Sim C. Callon is treasurer of the general partner; each owns 50% of its outstanding common stock.

MCCORMICK OIL PROGRAM PROPOSES OFFERING. McCormick 1970 Oil & Gas Program ("Partnership"), 1204 Tennessee Bldg., Houston, Tex. 77002, filed a registration statement (File 2-36038) with the SEC on January 21 seeking registration of \$5,400,000 of limited partnership interests, to be offered for public sale in amounts of not less than \$20,000 per unit. Interests may be offered through participating NASD members which will receive a 7% selling commission; interests may also be offered by company officials of McCormick Exploration Corporation ("McCormick Exco", a wholly-owned subsidiary of McCormick Oil & Gas Corporation and the managing partner) to clients of the trust or investment management department of any commercial bank at a 5% discount. The Partnership was organized to engage in the acquisition, exploration, development and operation of oil and gas properties. Sanford E. McCormick and McCormick Exco are the general partners. Sanford E. McCormick, president and board chairman of McCormick Exco and its parent, owns all the outstanding stock of McCormick Oil & Gas.

IONICS SHARES IN REGISTRATION. Ionics, Incorporated, 65 Grove St., Watertown, Mass. 02172, filed a registration statement (File 2-36039) with the SEC on January 21 seeking registration of 111,730 shares of common stock. Of these shares 107,230 were distributed to certain stockholders of General Ionics Corporation ("G-I") who received such shares in a liquidating distribution after that corporation sold substantially all its assets to Ionics on December 1, 1967. The remaining 4,500 shares were issued pursuant to qualified and restricted stock options prior to 1969. The 111,730 shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\$26.13 per share maximum*). The company has outstanding 836,389 common shares. Averell E. Daniell, executive vice president, may sell 39,367 shares of 49,367 shares held and 18 others the remaining shares being registered (other than those issued pursuant to options).

ITEL TO SELL DEBENTURES. ITEL Corporation, 1 Bush St., San Francisco, Calif. 94104, filed a registration statement (File 2-36041) with the SEC on January 21 seeking registration of \$21,000,000 of convertible subordinated debentures, due 1995, to be offered for public sale through underwriters headed by Glore Forgan Staats Inc., Bank of America Center, San Francisco, Calif. 94104. The interest rate, offering price and underwriting terms are to be supplied by amendment.

Organized in December 1967 as SSI Computer Corporation, the company is engaged in several activities in the data processing industry, including the providing of computerized accounting services to other businesses and the purchase of computers and related equipment for lease to others. Of the net proceeds of its debenture sale, \$6,000,000 will be used to finance working capital and a portion of the rental programs for Intercontinental Systems, Inc., a company which ITEL has agreed to acquire and which is engaged in designing, developing and manufacturing a line of data handling equipment, \$1,000,000 to finance new branches and a possible additional operating center for its Data Processing Division, \$1,000,000 for a subsidiary's financing of a portion of additional purchases of containers and other rental equipment, \$1,000,000 for product development and initial production facilities and operations for Diablo Systems, Inc., of whose preferred stock the company owns 650,000 shares (upon conversion, they will represent 59% of Diablo's outstanding common stock) and \$500,000 for general corporate purposes, including possible acquisitions and acquisition-related activities; the balance will be used to reduce bank borrowings of a subsidiary. In addition to indebtedness, the company has outstanding 3,825,952 common shares, of which Amex Holding Corporation owns 51% and management officials as a group 12%. Fred H. Merrill is board chairman and Peter S. Redfield president.

TRADING SUSPENSION 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 January 27 to February 5, 1970, inclusive.

OVER

SAN DIEGO GAS & ELECTRIC TO SELL BONDS. San Diego Gas & Electric Company, 101 Ash St., San Diego, Calif. 92112, filed a registration statement (File 2-36042) with the SEC on January 21 seeking registration of \$40,000,000 of first mortgage bonds, Series K, due 2000, to be offered for public sale through underwriters headed by Blyth & Co., Inc., 14 Wall St., New York 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment. A public utility, the company will apply the net proceeds of its bond sale toward the cost of additions to its utility properties. Construction expenditures for the 11 months ended November 30, 1969, were \$46,148,200 and are estimated at \$56,300,000 for 1970.

ADRs FOR NIKKO SECURITIES FILED. Morgan Guaranty Trust Company of New York, filed a registration statement (File 2-36044) with the SEC on January 19 seeking registration of 100,000 American Depositary Receipts for dollar validated common stock of The Nikko Securities Co., Ltd.

ADRs FOR TOKAI BANK FILED. Chemical Bank, 20 Pine St., New York 10015, filed a registration statement (File 2-36045) with the SEC on January 21 seeking registration of 100,000 American Depositary Receipts for dollar validated common stock of The Tokai Bank, Limited.

ADRs FOR NOMURA SECURITIES FILED. Chemical Bank, 20 Pine St., New York 10015, filed a registration statement (File 2-36046) with the SEC on January 21 seeking registration of 100,000 American Depositary Receipts for dollar validated common stock of The Nomura Securities Co., Ltd.

ADRs FOR PIONEER ELECTRONIC FILED. Chemical Bank, 20 Pine St., New York 10015, filed a registration statement (File 2-36047) with the SEC on January 21 seeking registration of 100,000 American Depositary Receipts for dollar validated ordinary shares of Pioneer Electronic Corporation.

MASTER OIL & GAS FUND PROPOSES OFFERING. Master Oil & Gas Fund, Inc. ("general partner"), 9898 Wilshire Blvd., Beverly Hills, Calif. 90210, filed a registration statement (File 2-36048) with the SEC on January 21 seeking registration of \$30,000,000 of participations in oil and gas drilling programs, to be offered for public sale at \$5,000 per unit. The offering is to be made on a "best efforts" basis by M. H. Deckard & Co., Inc., 822 N. Broadway, Santa Ana, Calif. 92701, through NASD members, which will receive up to an 8% selling commission plus an annual fee of 1% of "net cash receipts available for reinvestment." MP Management Company, Inc. (the "management company") has agreed to issue the Deckard firm seven-year warrants to purchase up to 500 common shares of management company, exercisable at \$62.50 per share. It is proposed to form a series of limited partnerships which will be active principally in the acquisition and development of proven and semi-proven oil and gas properties. Master Oil and Gas Fund will serve as the general partner of each partnership. Bernard F. Gira is president and Robert M. Brunson board chairman of the general partner. All of the outstanding capital stock of the general partner is owned by management company; of management company's outstanding shares, Brunson and Gira own 35% each and American Pacific Group, Inc., 20%.

FIBRE MATERIALS TO SELL STOCK. Fibre Materials Corp., 40 Dupont St., Plainview, N. Y., filed a registration statement (File 2-36049) with the SEC on January 22 seeking registration of 100,000 shares of common stock to be offered for public sale at \$6 per share. The offering is to be made on an "all or none" basis through Davis Securities Co., Inc., 50 Broadway, New York, which will receive a 60¢ per share selling commission plus \$7,500 for expenses. The company has agreed to pay Al Berkoff \$7,500 as a finder's fee and to sell 5,000 and 1,000 shares, respectively, to the Davis firm and a second finder, Noel Domphe, for \$50 and \$10, respectively.

Organized in May 1963, the company is engaged in the manufacture and sale of non-metallic stamped components which are used in the manufacture of automobiles, electrical equipment and mechanical equipment. Net proceeds of its stock sale will be added to the company's working capital and used for general corporate purposes. The company has outstanding 204,000 common shares (with a 6¢ per share book value), of which Fred H. Fellows, president, owns 65% and management officials as a group 91%. Purchasers of the shares being registered will sustain an immediate dilution of \$4.37 in per share book value from the offering price.

UNLISTED TRADING SOUGHT. The SEC has issued an order under the Securities Exchange Act (Release 34-8807) giving interested persons until February 5 to request a hearing upon applications of the following exchanges for unlisted trading privileges in the common stock or specified securities of the named companies:

Boston Stock Exchange - Jim Walter Corporation - \$1.60 Cumulative Convertible Voting Fourth Preferred Stock
Detroit Stock Exchange - Aluminum Company of America, Benguet Consolidated, Inc., Bunker-Ramo Corporation,

Champion Spark Plug Co., Clark Equipment Company, Computer Sciences Corporation, Dart Industries, Inc., Dayton-Hudson Corporation, Essex International, Inc., Genesco, Inc., Gerber Products Company, Glen Alden Corporation, Inland Steel Company, Kaufman & Broad, Inc., Kentucky Fried Chicken Corporation, Knight Newspapers, Inc., The Lionel Corporation, McDonald's Corporation, Monroe Auto Equipment, Natomas Company, Philip Morris, Inc., Singer Company, Skyline Corporation, Union Oil Company of California, The Wickes Corporation

Philadelphia-Baltimore-Washington Stock Exchange - Ecological Science Corporation

BORROWINGS BY SOUTHERN SUBSIDIARIES CLEARED. The SEC has issued orders under the Holding Company Act authorizing borrowings by subsidiaries of The Southern Company, as follows: Gulf Power Company, of Pensacola - increase in authorized borrowings from \$7,695,000 to \$9,340,000 (Release 35-16586); Georgia Power Company, Atlanta - \$8,000,000 increase in authorized borrowings, with maximum of \$108,000,000 of notes to be outstanding at any one time (Release 35-16587); and Mississippi Power Company, Gulfport - borrowings of \$11,107,000 (a slight reduction in previously authorized borrowings), with a maximum of \$16,000,000 to be outstanding at any one time (Release 35-16588).

BANKERS TRUST & MARINE MIDLAND SEEK ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5959) giving interested persons until February 12 to request a hearing on an application of Bankers Trust New York Corporation, New York City, and Marine Midland Banks, Inc., Buffalo, for an order exempting certain common trust funds from all provisions of the Act. Bankers Trust controls four trust companies organized under New York law and two national banks with trust powers doing business in New York State. Marine Midland controls eight trust companies organized under New York law and four national banks with trust power doing business in New York State.

BOSTON CAPITAL SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5960) giving interested persons until February 5 to request a hearing upon an application of Boston Capital Corporation ("BCC") and Boston Capital Small Business Investment Company ("BOSBIC"), wholly-owned subsidiary of BCC, for exemption from certain provisions of the Act so as to permit BOSBIC to participate with others in a public offering of the shares of Compugraphic Corporation. BOSBIC owns 120,000 shares (11.4%) of the outstanding voting shares of Compugraphic. BCC owns a \$500,000 11% subordinated note of Compugraphic. Compugraphic and certain of its shareholders, including BOSBIC, propose to offer for public sale through underwriters headed by G. H. Walker & Co. Incorporated, 369,300 shares of Compugraphic common stock, of which 300,000 are to be offered by Compugraphic and 20,000 by BOSBIC. Of the net proceeds of the sale of the 300,000 shares of Compugraphic stock, \$500,000 will be used to pay the 11% subordinated note held by BCC.

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 January 13 News Digest.

8K Reports for Dec '69

Botany Industries, Inc.(11,13)	1-5317-2	Acme Precision Products, Inc.(2,13)	1-6135-2
Brewster Industries, Inc.(2,7,13)	0-2254-2	Blackhawk Holding Corp (1,3,13)	0-1936-2
Continental Steel Corp(1)	1-2330-2	Capital Reserve Corporation(9)	0-3551-2
Guenther Systems, Inc. Nov 69(8)	0-3317-2	Conductron Corp (12)	1-5043-2
Marathon Oil Company (7,13)	1-4541-2	Mite Corporation (2,3,7,13)	1-5325-2
Moog Inc.(9)	1-5129-2	Northern Illinois Gas Co.(7,13)	1-3821-2
International Systems Associates Ltd. (2,7,13)	2-30566-2	Crown Central Petroleum Corp(7)	1-1059-2
Old Equity Life Insurance Co.(1)	2-23325-2	Curtis Publishing Co(2,3,6,12,13)	1-69-2
Universal Leaf Tobacco Co., Inc. (12)	1-652-2	Garrett Freightlines Voting Trust (12,13)	0-3968-2
Charter New York Corp(3,7,12,13)	1-5717-2	Joslyn Mfg & Supply Co.(12)	0-1252-2
Chevway Corp (12)	0-2332-2	Kearney-National Inc.(11,13)	0-2122-2
Curtis Knoll Corp (7,13)	0-2550-2	Pennsylvania Electric Co.(12)	1-3522-2
Educational Sciences Programs, Inc. (7,12,13)	0-3775-2	A. V. C. Corp (12)	1-3152-2
Florida Power & Light Co.(7,12)	1-3545-2	Alabama Power Co. (3)	1-3164-2
Georgia-Pacific Corp(4,7,13)	1-3506-2	Leadville Lead Corp (7,13)	0-1519-2
Hodges William & Co., Inc.(12)	0-4106-2	Photo Magnetic Systems, Inc. (Oct, Nov & Dec 69(2,13)	0-3459-2
National Data Corporation(7)	0-3966-2	Twain Mark Bancshares, Inc. (7,3,13)	2-30687-2
Northeast Airlines, Inc.(3)	1-3200-2	Washington Water Power Co. (7)	1-3701-2
Marathon Manufacturing Co(2,11,13)	0-3557-2	Photosystems Corp. (7)	2-31440-2
Mississippi River Corp(7,13)	1-3599-2	Providence and Worcester Co. (3,12,13)	0-3960-2
Novo Corp (4)	1-976-2	Samsonite Corp. (11)	0-2494-2
Prevor-Mayrsohn International Inc. (2)	0-3181-2	Silco Inc. (7,12)	0-3751-2
Marine Resources, Inc. Oct 69 (2,9,11,12,13)	2-29869-2	Vermont Research Corp. (4,11,13)	0-3793-2
The Offshore Company (8)	1-5833-2	Washington Bancharas Inc. (2,7,13)	0-1328-2
Revenue Properties Co Ltd(3,12)	1-5827-2	Portland Transit Co. (2)	0-2212-2
Virginia Chemicals, Inc.(8)	0-1031-2	Riker-Maxson Corp.(2,13)	1-5922-2
American Water Works Co., Inc. (7,13)	1-3437-2	Southwestern Elect. Service Co.(7,8,11,13)	0-22-2
Flying Diamond Land and Mineral Corporation (7,13)	0-4033-2	Subaru of America Inc. (7,13)	0-3805-2
Interpace Corporation(3)	1-4669-2	Viewlex Inc. (7)	1-4328-2
Martin-Brower Corporation(7)	0-3394-2	Philadelphia Trans. Co. (12)	1-6235-2
MEN Co. Inc.(9)	1-5292-2		

8K Reports for Dec '69 (Con't)

B.F. Saul Real Estate Invest. Trust (2,7,)	0-3356-2	Pennsylvania Co. (7,13)	1-4954-2
Time Brokers Inc. (12)	2-31524-2	Reuter, (2,12,13)	0-1516-2
UMC Ind. (1,12)	1-4202-2	Security International Inc. (7,13)	2-34619-2
George Washington Corp. & George Washington Life Ins. Co. (2,7,13)	2-30148-2	Shawmut Assn. Inc. (2,7,13)	0-2151-2
Reynolds Metals Co. (8,12)	1-1430-2	J.M. Smucker Co. (2,7,13)	1-511-2
Sinclair Venezuelan Oil Co. (12)	1-1155-2	Specialized Services Inc. (7)	1-6057-2
Vacco Ind. (12)	0-2236-2	TFI Co. Inc. (7,11,13)	1-4722-2
Vanguard International Inc. (1,2,7,13)	1-6142-2	Teletro-MEK Inc. (12,13)	1-6130-2
United Dollar Stores Inc. (7)	2-28429-2	Trans-Canada Pipe Lines LTD. (7,8)	2-12927-2
United Utilities Inc (2,7,13)	1-4721-2	Twentieth Century Engineering (2,4,7,11,13)	1-2535-2
Pan American World Airways Inc. (7)	1-3532-2	Riley Stoker Corp. (12,13)	0-272-2
Profit By Air Inc. & (7,9,12,13)	2-30719-2	Southwestern Research Corp	0-3910-2
Reeves Telecom Corp. (4,7,8,13)	1-4361-2	Steelmet Inc. (12,13,)	0-3486-2
Royal American Ind. Inc, (7,13)	1-4109-2	Telecheck International Inc. (2,13)	1-5764-2
Safeco Corp. (10,12,13)	Q-332-2	Teleflex Inc. (12,13)	1-5353-2
Milton Roy Co. (2,7,13)	1-6007-2	Ramer Ind. Inc. (2,13)	1-4646-2
Ryder System (12)	1-4364-2	F. & M. Schaefer Corp. (7,9,12,13)	1-5853-2
Weiman Co, Inc. (2,7,13)	1-5953-2	South Dakota Corp. (7,13)	0-1525-2
Peoples Gas Light & Coke Co. (12)	2-26983-2	Southern Ry Co. (7,13)	1-743-2
Public Service Elect. & Gas Co. (7,12)	1-973-2	Tanger Ind. (2,13)	0-4148-2
RIC International Ind. Inc. (2,3,13)	1-4242-2	Transogram Co. Inc. (2,12)	1-5216-2
Systemetrics Inc. (6,13)	2-27951-2	Sterling Communications Inc. (2,12)	0-3885-2
Triangle Ind. Inc. (3,13)	1-4088-2	Trans-Sonics, Inc. (12)	0-2618-2
Turner Construction Co. (8)	2-34594-2	Ual Inc. (3,13)	1-6033-2
United Foods Inc. (7)	1-4535-2	United Air Lines Inc. (13)	1-2637-2
Winn-Dixie Stores Inc. (12,13)	1-3657-2	United Refining Co. (7,8,13)	1-6198-2
		U.S. Surgical Corp. (4,7,11,13)	2-25681-2
		Realty Equities Corp. of New York June 69(3)	1-4378-2
		Sanders Assn. Inc. (3,11,13)	1-5166-2
		Sperti Products Inc. (3)	0-2995-2

SECURITIES ACT REGISTRATIONS. Effective January 22: American National Enterprises, Inc., 2-34459 (90 days); Anixter Bros, Inc., 2-35103 (40 days); Askin Service Corp., 2-33930 (40 days); Bulova Watch Co., Inc., 2-35755; Chem-Gar Development Industries, Inc., 2-34222 (90 days); Consolidated Foods Corp., 2-35919; Consulta-Search Corp., 2-34151 (90 days); Dasa Corp., 2-35850; Dialog Computing, Inc., 2-34608 (90 days); First Mortgage Investors, 2-35781; Harver Educational Systems, Inc., 2-33408 (90 days); Hilton Hotels Corp., 2-35750; Illinois Power Co., 2-36926; Jet Capital Corp., 2-32968 (Mar 30); Marathon Oil Co., 2-35972; Marketing Resources & Applications, Inc., 2-34150 (90 days); Monfort of Colorado, Inc., 2-32788 (90 days); National Compactor & Technology Systems Inc., 2-34152 (90 days); Pennsylvania National Turf Club, Inc., 2-33405 (90 days); The Plasmine Corp., 2-31279 (90 days); The Seaboard Corp., 2-31073; Unagusta Manufacturing Corp., 2-34415 (90 days).

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

*As estimated for purposes of computing the registration fee.

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