SECURITIES AND EXCHANGE COMMISSION

DIGEST

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)



FOR RELEASE February 26, 1970

(Issue No. 70-39)

BELL ROCK ISLAND PROPOSES OFFERING. Bell Rock Island, Inc., 51591 U. S. 31, South Bend, Ind. 46637, filed a registration statement (File 2-36351) with the SEC on February 20 seeking registration of investment contracts related to 150 units of Black Aberdeen Angus Cattle, to be offered for public sale at \$16,000 per unit. Each unit consists of 10 black Aberdeen Angus females and a one-third interest in a breeding bull. Each purchaser must enter into a cattle maintenance agreement with the company pursuant to which the company will be responsible for the feeding, care and breeding of the cattle and pursuant to which the purchaser will pay the company an annual maintenance fee. The offering is to be made through Douglas, Stewart, Maguire & Parkhurst, Inc., which will receive a $6\frac{1}{2}\%$ selling commission; Douglas, Stewart will reallow a 6% commission to participating NASD members. The company was organized in December 1969 for the purpose of engaging principally in the breeding and raising of registered black Aberdeen Angus cattle and in the sale and subsequent maintenance of such cattle under agreements with purchasers. Of its outstanding common stock, Lester L. Wallace, president, owns 76% and management officials as a group 85%.

HUDSON LEASING TO SELL DEBENTURES. Hudson Leasing Corporation, One Linden Place, Great Neck, N. Y. 11021, filed a registration statement (File 2-36352) with the SEC on February 20 seeking registration of \$15,000,000 of convertible subordinated debentures, due 1990, to be offered for public sale through New York Securities Co., One Whitehall St., New York 10004, and two other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment. Also included in this statement are 85,008 outstanding common shares which may be offered for sale from time by the present holders thereof at prices current at the time of sale (\$24.75 per share maximum*).

The company is engaged in the equipment leasing business. Net proceeds of its debenture sale will be used to reduce current bank borrowings, which were incurred to provide funds for the ordinary course of the company's leasing and finance business. In addition to indebtedness and preferred stock, the company has outstanding 1,517,480 common shares, of which management officials as a group own 20.2%. Samuel D. Lunt is board chairman, Ezra K. Zilkha vice chairman and Jay B. Langner president. Phoenix Mutual Life Insurance Company may sell all of 22,000 shares held and 11 others the remaining shares being registered.

ALLEGHENY LUDLUM STEEL TO SELL DEBENTURES. Allegheny Ludlum Steel Corporation, 2000 Oliver Bldg., Pittsburgh, Pa. 15222, filed a registration statement (File 2-36353) with the SEC on February 20 seeking registration of \$40,000,000 of sinking fund debentures, due 1995, to be offered for public sale through underwriters headed The First Boston Corp., 20 Exchange Pl., and Smith, Barney & Co. Inc., 20 Broad St., both of New York. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is a producer of a broad line of specialty steels and alloys, including stainless steel and nickel base alloys, silicon electrical steel and tool steel. It also produces cemented tungsten carbide and other industrial products and magnetic and electronic materials. Net proceeds of its debenture sale will be used to reduce short term debt and bank borrowings incurred under a bank credit agreement, proceeds of which were used for general corporate purposes, including working capital requirements and additions to and improvements in the company's plants and facilities. In addition to indebtedness and preferred stock, the company has outstanding 4,748,978 common shares. Roger S. Ahlbrandt is president and chief executive officer and E. J. Hanley board chairman.

HILLENBRAND INDUSTRIES FILES FOR SECONDARY. Hillenbrand Industries, Inc., Highway 66, Batesville, Ind. 47006, filed a registration statement (File 2-36354) with the SEC on February 20 seeking registration of 500,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof. The offering is to be made through Lehman Brothers, One William St., New York 10004; the offering price (\$27 per share maximum*) and underwriting terms are to be supplied by amendment.

The company was organized in 1969 to acquire all the outstanding shares of capital stock of Hill-Rom Company, Inc., a manufacturer of equipment for hospitals, and of Batesville Casket Company, Inc., a manufacturer of metal burial caskets. It has outstanding 2,458,840 common shares, of which John W. Hillenbrand, president, William A. Hillenbrand, vice president. and George C. Hillenbrand, secretary, and members of their respective families own 31.56% each and Daniel A. Hillenbrand, treasurer, 5.32%. John, William and George Hillenbrand and respective family members propose to sell 157,808 shares each of 776,032 shares held each, and Daniel Hillenbrand proposes to sell 26,576 of 130,744.

TENNECO CORP. TO SELL DEBENTURES. Tenneco Corporation, Wilmington Trust Bldg., Wilmington, Del. 19899, filed a registration statement (File 2-36355) with the SEC on February 20 seeking registration of \$75,000,000 of debentures, due 1976, to be offered for public sale through underwriters headed by Stone & Webster Securities Corp., 90 Broad St., New York, and three other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged through subsidiaries in the oil and gas, chemicals packaging, land use and develop ment, manufacturing, shipbuilding and other businesses. Information as to the use of the net proceeds of its debenture sale is to be supplied by amendment. In addition to indebtedness and preferred stock, the company has outstanding 12,000,000 common shares, all owned by Tenneco Inc. N. W. Freeman is board chairman and

J. E. Ivins president.

TENNECO INC. TO SELL STOCK. Tenneco Inc., Tenneco Bldg., Houston, Tex. 77002, filed a registration statement (File 2-36356) with the SEC on February 20 seeking registration of 3,000,000 shares of common stock, to be offered for public sale through underwriters headed by Stone & Webster Securities Corp., 90 Broad St., New York, and two other firms. The offering price (\$23 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and certain of its subsidiaries own and operate natural gas transmission systems and are engaged in various manufacturing businesses. Part of the net proceeds of its stock sale will be applied to payment in full of short-term notes outstanding under the company's credit agreement, and the balance will be advanced to its wholly-owned subsidiary, Tenneco Corporation, for application by the subsidiary to payment of a portion of its short-term notes outstanding under a credit agreement. In addition to indebtedness and preferred stock, the company has outstanding 55,813,933 common shares. Gardiner Symonds is board chairman and N. W. Freeman president.

PENNSYLVANIA LAND TO SELL STOCK. Pennsylvania Land and Mortgage Company, 17 Morris Ave., Bryn Mawr, Pa. 19010, filed a registration statement (File 2-36357) with the SEC on February 20 seeking registration of 500,000 shares of Class A common stock and 8,000 shares of Class B common stock. The Class A shares are to be offered for public sale to Pennsylvania residents at \$5 per share; the Class B shares are to be offered to purchasers of A shares, at the rate of one share for each 62.5 A shares purchased and at 20c per share. No underwriting is involved; the offering is to be made on a best efforts basis through salesmen employed by Pathfinders Securities Corporation, a wholly-owned subsidiary of the company, who will receive a 75c per share selling commission.

Organized in October 1969, the company intends to engage in making land acquisition and land development loans, lending initial capital to builders, contractors and developers to construction contractors, participating in mortgage loans with other lenders, in sale and leaseback financing, and in issuing take out commitments. Net proceeds of its stock sale will be used in the company's various lending and investment and advisory and managerial activities. The company has outstanding 74,000 Class A and 7,860 Class B common shares (with a combined book value of \$1.55 per share); of the B shares, Edward H. Held, board chairman, and George M. Leader, president, own 39.8% each; management officials as a group own 90.5% of the A shares and 99.6% of the B shares. Purchasers of the shares being registered will acquire 88% of the then outstanding A shares and 4% of the B shares for their investment of \$2,500,000 and \$1,600, respectively; present shareholders will then own 12% of the A shares and 96% of the B shares for which they will have paid \$114,500 and \$41,412, respectively.

TRU-VALU ENTERPRISES TO SELL STOCK. Tru-Valu Enterprises, Inc., 300 Hanover St., Manchester, N. H., filed a registration statement (File 2-36358) with the SEC on February 20 seeking registration of 150,000 shares of common stock, to be offered for public sale through underwriters headed by Clayton Securities Corp., 141 Milk St., Boston, Mass. 02109. The offering price (\$5 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the Clay firm \$7,500 for expenses and to sell it, for \$150, six-year warrants to purchase 15,000 shares, exercisable at the offering price.

The company was organized in June 1969 to engage in showroom and catalog sales of general merchandise. Of the net proceeds of its stock sale, \$535,000 will be used to purchase initial inventory and furnishings and fixtures for two showroom-warehouses the company proposes to construct or lease; the balance will be added to its general funds and used for general corporate purposes. The company has outstanding 305,000 common shares (with a 32c per share net tangible book value), of which Jason Treisman, president, and Robert Treisman, treasurer, own 150,000 shares each.

INFODEX CASSETTE TO SELL STOCK. Infodex Cassette Corporation, 7 Cherry Ave., Waterbury, Conn. 06702, filed a registration statement (File 2-36359) with the SEC on February 20 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" basis through Charles Beck & Co., Inc., 51 E. 42d St., New York 10017, which will receive a 50c per share selling commission plus \$22,500 for expenses. The company has agreed to sell the Beck firm, for \$15, six year warrants to purchase 15,000 shares, exercisable after 13 months at from \$5.50 to \$7.50 per share.

Organized in October 1969, the company proposes to engage in the duplicating of magnetic tape for musical, entertainment, educational and institutional markets. Of the net proceeds of its stock sale, \$200,000 will be used for inventory and the balance for working capital and other corporate purposes. The company has outstanding 300,000 common shares (with a \$.263 per share book value), of which Infodex, Incorporated, owns 76.67% and Thomas Ellis, a director, 13.33%. Roger S. Swain is president. Swain and Ernest H. Ulm, secretary-treasurer, are principal stockholders of Infodex, Inc. Purchasers of the shares being registered will sustain an immediate dilution of \$3.43 in per share book value from the offering price.

BACHE-GOODBODY-WALSTON FUND PROPOSES OFFERING. Municipal Investment Trust Fund, Series U, filed a registration statement (File 2-36360) with the SEC on February 20 seeking registration of \$9,450,000 of units, to be offered for public sale in 6,000 units. The Fund is one of a series of similar investment companies created by a trust agreement under which Bache & Co. Inc., Goodbody & Co. and Walston & Co., Inc., act as sponsors, United States Trust Company of New York as trusted and Standard & Poor's Corporation as evaluator. The Fund consists of the diversified tax exempt bond portfolio of interest-bearing obligations issued by or on behalf of states, counties, territories or municipalities of the United States and authorities and political subdivisions thereof, the interest on which is, in the opinion of counsel, exempt from all Federal income tax under existing law.

ARMENDARIS LAND DEVELOPMENT FILES FOR OFFERING AND SECONDARY. Armendaris Land Development Corporation, 1808 Main St., Kansas City, Mo. 64108, filed a registration statement (File 2-36361) with the SEC on February 20 seeking registration of 527,500 shares of common stock, of which 500,000 are to be offered for public sale by the company and 27,500 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Smith, Barney & Co., Inc., 20 Broad St., New York; the offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized in August 1969 as a land-owning corporation, the company shortly thereafter effected a combination of certain real properties and cattle by means of an exchange offer to the previous owners thereof; in exchange therefor, it issued 997,098 common shares and a \$400,000 debenture. The company intends to engage in many phases of real estate and cattle operations. The net proceeds of its stock sale will be added to the company's general funds and used for working capital purposes, including payment for initial feasibility studies to be made in connection with the proposed development of rural and urban properties for recreational, residential and commercial purposes, and expenditures for its cattle and farm operations. In addition to indebtedness, the company has outstanding 1,007,069 common shares, of which Oppenheimer Industries owns 19%. H. L. Oppenheimer the company's president and board chairman, owns a 27% stock interest in Oppenheimer Industries. Charles W. McIlvaine proposes to sell 10,000 of 44,501 shares held, and three others the balance of the shares being registered.

RECEIVER APPOINTED FOR NADDEO & CO. The SEC New York Regional Office announced February 14 (LR-4546) that, on complaint of the Commission, the Federal court in New York City enjoined V. F. Naddeo & Co., Inc., New York broker-dealer, and Vincent F. Naddeo, its president and sole stockholder, from further violations of the Commission's net capital and record-keeping rules. The court also appointed Edward Brodsky as receiver of the Naddeo firm.

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
4360	Andover Institute of Busin	ness Inc
		Andover, Mass.
4327	Atlas Hotels Inc	San Diego, Cal.
4344	Control Industries Corp**	Miami, Fla.
	Cooky's Steak Pubs Inc	Valley Stream, L.I.
	•	N.y.
4276	Entwistle Co**	Cranston, R.I.
	Fidelity Corporation of Po	ennsylvania
	•	Rosemont, Pa.
4270	Holiday Airlines Inc	Oakland, $C_{\epsilon}1$.
4355	Thomas Holmes Corp	Phila., Pa.
	I O A Data Corp**	New York, NY
	Nationwide Nursing Center	s Inc
	3	Raleigh, NC.
4284	Riblet Products Corp**	Elkhart, Ind.
	Sigma Inc	Portland, Ore.
4274		Norfolk, Va.
	Sun Tide Corp	Ft. Worth, Tex.
	Time Holdings . Inc**	Milwaukee, Wisc.
	Ward Cut-Rate Drug Co	Dallas, Tex.
	Westwood Incorporated	Southbridge, Mass.
	Woodland Drug Holding Co	-
4J 7 U		Des Moines, Iowa

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 February 5 News Digest.

8K Reports for Jan 70

Federal Sign and Signal Corp	1-6003-2	Quality Courts Motels Inc. (7,8,11,13)	0 0000 0
Sterling Extruder Corp (7,13)	1-5537-2	• • •	0-2322-2
Sterling Extruder Corp (7,13)	1-333/-2	Recognition Equipment Inc.	
	0.10// 0	(7,12,13)	0-2038-2
Dart Drug Corporation (7)	0-1946-2	TFI Companies, Inc.(7,8,13)	1-4722-2
Metropolitan Quarterback, Inc.			
(2,13) Jul & Aug 69	2-30226-2		
(3,13) Oct 69	2-30226-2		
(2.7.11.12.13) Dec 69	2-30226-2		

8K Reports for Jan 70 (Con't)

United States Banknote Corp			
(2,4,13)	0-1630-2	Caressa, Inc. (12,13)	1-5784-2
Uslife Holding Corp (7)	1-5683-2	Hon Industries, Inc. Apr 66	
Virginia Chemicals, Inc.(8)	0-1031-2	(7,8,11,13)	0-2648-2
Williamhouse-Regency Inc. (7,8,13		Apr 68(7,11,13)	0-2648-2
,,,,,,,		Apr 69(7,11,13)	0-2648-2
Barton Brands, Inc.(13)	1-5193-2	Aug 69(7,8,12,13)	0-2648-2
John Fluke Mfg. Co.(11,13)	1-5590-2	Instrument Systems Corp (3,7)	1-5643-2
Pier One Imports Inc. (7,12)	2-31511-2	Leeds Shoes, Inc. (7,8)	0-2216-2
Russ Togs Inc.(4,7,13)	1-4703-2	Philip Morris Inc. (12,13)	1-194-2
Santa Fe International Corp			
(7,12,13)	1-4827-2	Acme Visible Records, Inc.(11,13	0-2014-2
Zenith Radio Corp(3,12)	1-4115-2	Armco Steel Corp (12,13)	1-873-2
• •		Deer Park Baking Co. (11)	2-19220-2
Aero-Flow Dynamics, Inc.(12)	1-690-2	Homestead International Inc.	
Sensitron Inc.(11)	0-4233-2	(1,2,4,12,13)	2-23494-2
Universal Container Corp(12,13)	1-4277-2	Systems Associates, Inc.(6,7,9)	0-4169-2
• •			
American Photocopy Equipment Co.	•	Datron Systems, Inc. (3,12)	2-33019-2
(7,13)	1-6081-2	Holobeam, Inc. (7,11)	0-3385-2
Franklin Electric Co., Inc.(7)	0-362-2	Listfax Corporation (7,13)	2-8453-2
The Upjohn Company(3,12,13)	1-4147-2	Mid-Ohio Banc-Shares, Inc.	
		May 69(1,2,7,10,13)	2-30721-2
Piedmont Develop & Invest Corp		Miles Flootmania Corm(11 12)	1-5045-2
(7)	0-3371-2	Milgo Electronic Corp(11,13)	
Trans-Industries, Inc.(3,6)	2-30317-2	Newell Industries Inc. (1,13)	0-3180-2
		Consumants Bosses Co. (2)	1-5611-2
Alco Standard Corp(12,13)	1-5964-2	Consumers Power Co. (3)	1-3011-2
Cinerama Inc. (3)	1-4107-2	First National Investors Corp.,	0-3094-2
Financiera Metropolitana, S.A.		Inc. (12)	0-3094-2
(7)	2-29641-2	First Republic Corp of America	0 1627 0
INA Corporation (4,7,13)	1-5577-2	(3,13) Global Industries, Inc.(12)	0-1437-2 2-20526-2
Nationwide Industries, Inc.(3)	0-3626-2	Global Industries, Inc.(12)	2-20320-2
Dasa Corp (3,12)	0-2145-2	Continental American Royalty Co.	
DEI Industries Inc.(1,2,7,8,9,12		(9,13)	0-3073-2
Dero Research & Development Corp		Hittman Associates, Inc.	
(2,7,13)	1-5994-2	(2,7,13)	2-31798-2
Geri-Care Nursing Centers of Ame		International Chemical & Nuclear	
Inc. (11,13)	2-30385-2	Corp (7,13)	1-5965-2
R. Hoe & Co., Inc.(6)	1-2748-2	Kysor Industrial Corp (7,13)	1-3609-2
International Minerals & Chemica		Marine Corporation (7,13)	0-990-2
Corp (3,12,13)	1-483-2		
0019 (0,12,10)	-	Allegheny Ludlum Steel Corp(7,13) 1-52-2
Beck Industries, Inc. (7)	1-3267-2	The Deltona Corporation (7,12)	1-4719-2
Bessemer & Lake Erie RR Co.(11)	1-3529-2	Eastern Air Lines, Inc. (7,8,13)	1-3049-2
Carter Group Inc. (3)	0-4125-2	Greenman Brothers Inc. (7)	1-6083-2
General Crude Oil Company (12)	0-472-2	Hubbard Real Estate Investments	
Maine Sugar Industries Inc.	· ·· · ·	(2,12,13)	2-34236-2
(3,6)	0-2426-2	Mickey Mantle's Country Cookin'	
Northwest Airlines, Inc.(12,13)	1-3139-2	Inc. Dec 69(1,12)	2-31975-2
Northwest Industries, Inc.(13)	1-5509-2	North American Data Systems Inc.	
Oil Resources Incorporated(7,13)		Dec 69(9,12)	2-29312-2

SECURITIES ACT REGISTRATIONS. Effective February 25: Data Products Corp., 2-35601 (40 days); Eico Electronic Instrument Co., Inc., 2-36310; Fitchburg Gas and Electric Light Co., 2-35954 (Apr 7); Kirsch Co., 2-36050 (40 days); Loctite Corp., 2-35639 (40 days); Magnum Communications Corp., 2-34146 (90 days); Northern Natural Gas Co., 2-36255; Ohio-Sealy Mattress Manufacturing Co., 2-34677 (May 26); Petro-Search Exploration Corp., 2-35230 (90 days); Presley Development Co., 2-35403 (May 27); South Carolina Electric & Gas Co., 2-36223 (Apr 6).

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.

 $[\]mbox{*As estimated for purposes of computing the registration fee.}$