

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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(Issue No. 69-7)

FOR RELEASE January 10, 1969

RELiance OIL PROPOSES OFFERING. Reliance Oil Corporation, 2120 Angus Road, Charlottesville, Va., filed two registration statements seeking registration of \$500,000 of participating interests (\$250,000 each) in its 1969 Oil and Gas Programs Number 1 (File 2-31291) and Number 2 (File 2-31292), to be offered for public sale at \$2,500 per unit. Net proceeds of the sale of units in each program will be used in the conduct of oil exploration and in the drilling or participating in a minimum of eight wells in each program in Ohio, Indiana, West Virginia, Pennsylvania, Kentucky, and New York or wherever Reliance shall determine, in its discretion, opportunities appear within the continental limits of the United States. The company has outstanding 99,440 common shares, of which James E. Carson, president and principal operational manager, owns 76%.

TRW SHARES IN REGISTRATION. TRW Inc., 23555 Euclid Ave., Cleveland, Ohio 44117, filed a registration statement (File 2-31293) with the SEC on December 31 seeking registration of 115,906 outstanding or to be outstanding shares of common stock and 205,849 outstanding or to be outstanding shares of cumulative preference stock II, \$4.50 convertible series 3. These shares were or are to be issued to Phillips Petroleum Company as a stockholder of Reda Pump Company upon the merger of Reda into TRW in January 1969. Phillips may offer these securities for sale from time to time at prices current at the time of sale (\$44.75 per common share and \$101.25 per preferred share maximum*). In a separate registration statement (File 2-31331 filed January 8), TRW seeks registration of 190,476 shares of common stock, which are deliverable by TRW upon conversion on or after February 1, 1969, of \$10,000,000 principal amount of 5% guaranteed debentures, due 1988, of TRW International Finance Corporation, a wholly-owned subsidiary of TRW.

In addition to indebtedness and preferred stock, TRW has outstanding 23,768,843 common shares, of which management officials as a group own 3.8%. H. A. Shepard is president and J. D. Wright board chairman and chief executive officer.

GOLD PREMIUM FILES FOR OFFERING AND SECONDARY. Gold Premium International Co., 1803 N. E. 149th St., Miami, Fla. 33161, filed a registration statement (File 2-31294) with the SEC on January 2 seeking registration of 200,000 shares of common stock, of which 165,000 shares are to be offered for public sale by the company and 35,000 (being outstanding shares) by the present holders thereof. The offering is to be made at \$5 per share through underwriters headed by G. H. Crawford Co., Inc., 1213 Lady St., Columbia, S. C., which will receive a 50¢ per share commission plus \$2,500 for expenses. The company has agreed to sell the underwriters, at 1¢ each, five-year warrants to purchase 20,000 common shares, exercisable after 11 months initially at \$5 per share. The company has also sold to Gordon K. Gold, president, like warrants to purchase 10,000 common shares.

The company is engaged in the business of creating, designing, manufacturing and selling child appeal premiums to national firms and, through licensees, to international firms marketing cereals, soaps, shoes, candies, milk products and other types of consumer goods. Of the net proceeds of its sale of additional stock, \$100,000 will be used to open new sales offices in New York City and Chicago and to employ a national sales manager and additional sales personnel, \$50,000 each to (a) expand foreign sales, (b) enter the adult premium business and (c) to employ additional personnel, \$100,000 to enter the business of creating, designing and manufacturing small inexpensive novelty toys for sale to the vending machine industry and \$200,000 for acquisition of companies engaged in the molding, packaging and related fields; the balance will be added to the company's working capital to be used for general corporate purposes. In addition to indebtedness, the company has outstanding 244,000 common shares (with a \$1.12 per share book value), all owned by Gordon K. Gold, president. Upon completion of this offering, the purchasers of the shares being registered will experience an immediate dilution in book value of \$2.52 per share from the public offering price.

INFLIGHT MOTION PICTURES PROPOSES OFFERING. Inflight Motion Pictures, Inc., 485 Madison Ave., New York 10022, filed a registration statement (File 2-31295) with the SEC on January 2 seeking registration of \$6,000,000 of convertible subordinated debentures, due 1989, and 180,000 shares of common stock. The debentures and 50,000 shares of the stock are to be offered for public sale by the company; the remaining 130,000 shares (being outstanding stock) are to be offered by the present holders thereof. The offering is to be made through underwriters headed by Burnham & Co., 60 Broad St., New York 10004; the interest rate, offering price (\$34 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is principally engaged in the exhibition of full length motion pictures abroad commercial aircraft. In November 1967 it entered into an agreement to develop jointly with Trans-Lux Corporation a chain of automated 16mm motion picture theatres, and in October 1968, it agreed to acquire Hollywood Film Enterprises, Inc., a motion picture film processing laboratory. Net proceeds of its financing will be used to repay \$6,000,000 of bank borrowings incurred to finance the acquisition of Hollywood Film; the balance will be used to replenish working capital. In addition to indebtedness, the company has outstanding 1,379,704 common shares, of which David Flexer, board chairman and president, owns 9.59%, Eleanor H. Flexer, secretary, 9.97% and management officials as a group 27.7%. David and Eleanor Flexer propose to sell 50,000 shares each of 132,366 and 137,502 shares held, respectively, and two others the remaining shares being registered.

OVER

WESTRANS 1969 PROGRAM PROPOSES OFFERING. Westrans 1969 Program Corporation, 299 Park Ave., New York 10017, filed a registration statement (File 2-31296) with the SEC on January 3 seeking registration of \$3,000,000 (600 units) in its 1969 Oil and Gas Program, to be offered for public sale at \$5,000 per unit. The offering is to be made through company officials and possibly NASD members; the latter will receive a 5% commission. The company was organized under Delaware law in December 1968, to conduct oil and gas operations; it is a wholly-owned subsidiary of Westrans Petroleum, Inc., which in turn is a wholly-owned subsidiary of Western Transmission Corporation. Net proceeds of its sale of units will be used primarily to pay for the acquisition of, and drilling, testing, completing and equipping (or plugging and abandoning) of wells. Joseph A. D'Andrea is president of the company, Westrans Petroleum and Western Transmission.

DILLARD DEPT. STORES FILES FOR OFFERING AND SECONDARY. Dillard Department Stores, Inc., 313 Main St., Little Rock, Ark. 72201, filed a registration statement (File 2-31298) with the SEC on January 3 seeking registration of 250,000 shares of common stock, of which 214,250 are to be offered for public sale by the company and 35,750 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Scherck, Stein & Franc, Inc., 506 Olive St., and Dempsey-Tegeler & Co., Inc., 1000 Locust St., both of St. Louis, Mo. 63101. The offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

The company operates a group of 14 retail department stores in the Southwest, consisting of six department stores in Arkansas, four in Oklahoma and four in Texas. Of the net proceeds of its sale of additional stock, \$440,000 will be used to call and retire 4,400 outstanding shares of 5% cumulative preferred stock (\$100 par) held by the company's Employees' Pension Trust; \$1,400,000 for the purchase of fixtures for two additional department stores to be leased in Corpus Christi, Tex. and Springfield, Mo. and \$3,000,000 for merchandise inventory, operating funds and pre-opening expenses of these stores; the balance will be added to the company's working capital and used for general corporate purposes. In addition to indebtedness and preferred stock, the company has outstanding 324,579 Class A and 314,736 Class B common shares. Of both the A and B common stock, Interco, Incorporated, owns 20.5%, Phillips-Van Heusen Corporation 10.7% and management officials as a group 39.01%. William Dillard is board chairman and president. Ranch Acres Shopping Center, Inc., proposes to sell all of 16,000 shares held and seven others the remaining shares being registered.

TAB PRODUCTS FILES FOR OFFERING AND SECONDARY. Tab Products Co., 633 Battery St., San Francisco, Calif. 94111, filed a registration statement (File 2-31299) with the SEC on January 3 seeking registration of 210,000 shares of common stock, of which 150,000 are to be offered for public sale by the company and 60,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Roberts, Scott & Co., Inc., First National Bank Bldg., San Diego, Calif. 92112; the offering price (\$22 per share maximum*) and underwriting terms are to be supplied by amendment. The company will sell to Roberts, Scott, at \$2 each, five-year options to purchase 10,000 common shares and has agreed to pay the underwriters up to \$7,500 for expenses.

The company is engaged in developing, designing, selling, renting and distributing specialized office equipment, primarily auxiliary equipment for use with computers and lateral type filing systems. Of the net proceeds of its sale of additional stock, \$928,000 will be used to purchase and retire 80,000 shares of the company's common stock and \$1,500,000 to reduce its short-term bank indebtedness incurred primarily for working capital purposes; the balance will be added to working capital. In addition to indebtedness, the company has outstanding 763,870 common shares, of which Harry W. LeClaire, president, and Norma G. LeClaire own 47.2% and F. S. Foote, a director, and his wife 22.7%. The LeClaires propose to sell 60,000 shares of 360,533 shares held. The 80,000 shares are to be acquired from Francis S. Foote, Jr., a director, and his wife, at a price of \$11.60 per share.

LYNTEX TO SELL DEBENTURES. Lyntex Corporation, 40 East 34th St., New York, filed a registration statement (File 2-31300) with the SEC on January 3 seeking registration of \$12,000,000 of convertible subordinated debentures, due 1984, to be offered for public sale through underwriters headed by Blair & Co., Inc., 20 Broad St., New York 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is principally engaged in the business of selling home-sewing products to leading department and fabric stores and other retail outlets. Its products consist of trimmings, fabrics and buttons and buckles for wearing apparel. It is also engaged in textile converting and in the manufacture and sale of vinyl film and sheeting, primarily to manufactures of finished consumer products. Of the net proceeds of its debenture sale, \$2,550,000 will be used to retire short-term indebtedness incurred in connection with the acquisitions of Bailey, Green & Elger, Inc., (a seller of buttons and buckles to retailers) and Seltzer & Diamond, Inc. (engaged in the business of converting cotton and blended fabrics for the ready-to-wear industry); the balance will be used for working capital and in connection with possible future acquisitions. In addition to indebtedness, the company has outstanding 1,075,308 common shares, of which Richard Lee Cash, board chairman and president, owns 12.75% and management officials as a group 30.41%.

IOWA BEEF PACKERS FILES EXCHANGE OFFER. Iowa Beef Packers, Inc., Dakota City, Nebr. 68731, filed a registration statement (File 2-31301) with the SEC on January 3 seeking registration of \$5,600,000 of 6½% convertible debentures (and the 2,258 shares of common stock issuable upon conversion thereof). The company proposes to offer common stockholders of Blue Ribbon Beef Pack, Inc., a \$100 debenture in exchange for each 10 shares of Blue Ribbon stock outstanding. First Mid America Corporation will serve as manager of a group of dealers which will solicit acceptances of the exchange offer.

The company owns and operates six beef packing plants in Iowa, Minnesota, Kansas and Nebraska. Directors of the two companies have approved, subject to acceptance of the exchange offer, the merger of Blue Ribbon into the company, which merger proposal is to be voted upon by shareholders of the respective companies. In addition to indebtedness, the company now has outstanding 2,151,802 common shares, of which management officials own 15%. Currier J. Holman and A. D. Anderson are co-chairmen; Holman is chief executive officer and Anderson president.

DATA SCIENCES FILES OFFERING PROPOSAL. Data Sciences Incorporated, 1225 Connecticut Ave., N. W., Washington, D. C. 20036, filed a registration statement (File 2-31302) with the SEC on January 3 seeking registration of 280,000 shares of common stock and 140,000 shares of preferred stock (50¢ par). It is proposed to offer the securities for public sale in units, each consisting of two common shares and one preferred share. The offering is to be made through Gregory & Sons, 40 Wall St., New York 10005; the offering price (\$14 per unit maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the underwriter 15,000 preferred and 25,000 common shares for an aggregate consideration of \$7,500, and to pay the underwriter \$5,000 for expenses.

The company was organized on November 19; on December 31 it acquired all of the outstanding stock of a predecessor of the same name, organized in August 1967, which thereafter merged into the company. It is engaged in the design and development of an integrated computer-based data collection and information retrieval system, which system it proposes to offer to customers on a service bureau basis. Of the net proceeds of this financing, \$250,000 will be used to discharge certain present and future short-term indebtedness, \$125,000 for additional research and development, \$550,000 to acquire a third generation time sharing computer and peripheral equipment, \$225,000 for the purchase of additional small computers to equip two local branch service centers, \$350,000 in connection with the manufacture of an initial production run of about 100 microfilm terminal-viewers, \$135,000 for first-year rental payments for micromation equipment, and the balance for working capital and general corporate purposes. The company now has outstanding 502,686 common shares (with a 18¢ per share book value), of which Bennett S. LeBow, president and board chairman, and Robert W. Roth, executive vice president, own 21.5% each. Purchasers of the common shares being registered will have a 25% common stock interest in the company; present shareholders and the underwriter will then own 65%, for which they paid \$144,350 or an average of 27¢ per share.

ALFIE'S FISH & CHIPS FILES. Alfie's Fish & Chips, Inc., 2400 West Loop South, Houston, Texas 77027, filed a registration statement (File 2-31303) with the SEC on January 3 seeking registration of \$5,000,000 of subordinated debentures (Series A due 1984) and 400,000 shares of common stock. It is proposed to offer these securities for public sale in units, each consisting of 8 shares and one \$100 debenture, with a warrant to purchase an additional share. The offering is to be made through Gregory & Sons, 40 Wall St., New York 10005; the offering price and underwriting terms are to be supplied by amendment. The company has agreed to sell the underwriter 17,500 common stock purchase warrants at 1¢ per warrant, and has previously sold to the underwriter and certain of its employees 17,500 shares at 50¢ per share which may not be sold publicly for two years. The company has also agreed to sell 2,500 warrants to Moroney, Beissner & Co., Inc., the finder; and the Gregory firm has agreed to pay an additional finder's fee of \$12,500 to the finder. Also included in the statement are an additional 70,000 common shares, to be sold to franchise owners, employees and other designated employees of the company.

The company is principally engaged in the development of a nationwide system of fish and chips restaurants, mainly through independent franchised retail outlets; it also proposes to engage in the development of a nationwide system of pie shops, through its Hannah's Pie Shoppes division, also through franchised retail outlets. Net proceeds of this financing will be added to working capital and be available for general corporate purposes; it is anticipated that about \$5,000,000 will be used to finance the development of sites for outlets for the restaurant and Pie Shoppes operations; some \$1,000,000 may be used to finance the purchase of equipment by individual franchise operations; and \$2,000,000 will be used for the development and expansion of training schools, facilities and supervisory activities in connection with such operations. The company now has outstanding 1,375,000 common shares (with a 78¢ per share book value), of which Carl B. Zucker, president, owns 68% and management officials as a group 96%.

DUKE POWER TO SELL BONDS. Duke Power Company, 422 S. Church St., Charlotte, N. C. 28201, filed a registration statement (File 2-31304) with the SEC on January 3 seeking registration of \$75,000,000 of first and refunding mortgage bonds, due 1999, to be offered for public sale at competitive bidding. An electric utility, the company will use the net proceeds of its bond sale to retire a portion of outstanding short-term obligations incurred for property additions and improvements (and amounting to \$100,000,000 on December 31). The company's construction program is estimated at \$735,000,000 for the years 1969-71.

VOTING INSTRUMENTS TO SELL STOCK. Voting Instruments and Products Corporation, P.O. Box 1366, Evanston, Ill. 60204, filed a registration statement (File 2-31305) with the SEC on January 3 seeking registration of 100,000 common shares, to be offered for public sale at \$3 per share. The offering is to be made through Woolard & Co. Inc., 135 S. LaSalle St., Chicago, Ill., which will receive a commission of 24¢ per share.

The company's sole product is a data recorder, marketed under the trade name, "VIP Vot-A-Maker," used to record votes. Of the net proceeds of its stock sale, \$100,000 will be used to recruit and support additional personnel to expand its marketing efforts, \$80,000 to increase its product inventory and the balance for working capital and other corporate purposes. The company now has outstanding 195,000 common shares (with a book value of 9¢ per share), of which George E. Thurlow, president, owns 27% and management officials as a group 77%. Purchasers of the shares being registered will acquire a 34% stock interest in the company for an investment of \$300,000; present shareholders will then own 66% for their investment totalling \$67,980.

LAIRD OIL FILES OFFERING PROPOSAL. Laird Oil and Gas Inc., 140 Broadway, New York 10005, filed a registration statement (File 2-31306) with the SEC on January 3, seeking registration of \$4,000,000 of pre-formation limited partnership interests, to be offered for public sale in \$10,000 units. The partnership will engage in the search for oil and gas; Laird Oil will serve as the general and managing partner. Ninety percent of its stock is owned by Laird Incorporated, a member of the NYSE; the remaining 10% (all non-voting) is owned by Henry F. Merritt, president of Laird Oil.

AMAREX FILES OFFERING PROPOSAL. Amarex, Inc., Bank of the Southwest Bldg., Amarillo, Texas 79109, filed a registration statement (File 2-31307) with the SEC on January 6 seeking registration of \$600,000 of convertible subordinated debentures and 190,000 shares of common stock, to be offered for public sale through underwriters headed by McKinney, Rose & Co., Inc., 2200 Mercantile Bank Bldg., Dallas, Tex. 75201. The offering prices (\$5 per share maximum*) and underwriting terms are to be supplied by amendment. Also included in the statement are (1) 145,634 shares, to be offered on a share for share basis in exchange for a like number of shares of Amarillo Natural Gas Company and (2) 364,378 shares to be offered in exchange for certain oil and gas interests. As a finder's fee, the company has agreed to sell R. W. Pressprich & Co., for \$25, warrants to purchase 2,500 shares at \$6 per share; and it has agreed to sell the McKinney firm, for \$150, warrants to purchase 15,000 shares at \$6 per share.

The company was organized in December to acquire at least 80% of the outstanding stock of Amarillo and certain oil and gas interests. Lloyd Gaoffroy, president of Amarillo, is president and principal promoter of the company. Upon consummation of the proposed offering, the company will succeed to the business of Amarillo, operate the oil and gas properties to be acquired, and attempt to develop production on new proven and unproven properties. Net proceeds of its public offering will be used primarily in the acquisition, exploration and drilling of proven and unproven properties.

TERMINAL DATA TO SELL STOCK. Terminal Data Corporation, 2301 Pontius Ave., Los Angeles, Calif., filed a registration statement (File 2-31308) with the SEC on January 6 seeking registration of 150,000 shares of common stock, to be offered for public sale through underwriters headed by Union Western Securities Corp., 6505 Wilshire Blvd., Los Angeles, Calif. The offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. The company will sell to the underwriter, for \$700, five-year warrants to purchase 7,000 shares.

Organized in June 1968, the company intends to manufacture and market computer controlled on-line microfilm systems (a) for automatically microfilming large volumes of computer processed documents (such as credit card receipts, airline tickets and bank checks) and (b) for making permanent microfilm records of computer output as it is displayed on a CRT (cathode ray tube) screen. Of the net proceeds of its stock sale, \$210,000 will be used for engineering costs and other expenses of the continued development of its product lines, \$175,000 for inventories of raw materials and work in process, \$110,000 for production start-up costs, \$120,000 for marketing expenses, and the balance for working capital and for general corporate purposes. The company has outstanding 267,700 common shares (with a 63¢ per share book value), of which Michael Rothbart, president and board chairman, owns 24.7% and management officials as a group 68.9%. Purchasers of the shares being registered will acquire a 36% stock interest in the company for an investment of \$1,500,000*; present shareholders will then own 67% for \$167,700 and the transfer by the founders of all right, title and interest in and to the two products.

FOREIGN RESTRICTED LIST. The SEC today announced that it had removed the following Canadian companies from its Foreign Restricted List: Keele Industrial Developments, Ltd., Paracanusa Coffee Growers, Ltd., and St. Lawrence Industrial Development Corporation. There has been no market for their securities, either in Canada or the United States, for at least five years.

The Commission also issued a revised list of foreign companies whose securities it has reason to believe recently have been, or currently are being, offered for public sale and distribution within the United States in violation of the registration requirements of the Securities Act of 1933. The new list contains the names of 19 Canadian, 11 Panamanian, 1 British Honduran, 1 European and 3 Bahamian companies, and reflects the removal of 4 Canadian companies. (See Release 33-4943)

MESA PETROLEUM SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5572) giving interested persons until January 24 to request a hearing upon an application of Mesa Petroleum Company, Amarillo, Texas, for temporary exemption from Section 7 of the Act. On November 7, Mesa applied for an order of the Commission declaring it to be primarily engaged in a business other than that of investing, reinvesting, owning, holding or trading in securities. Under the provisions of the Act, filing such an application exempted Mesa for a period of 60 days (which expired January 7) from all provisions of the Act applicable to investment companies as such. Mesa, which has not registered as an investment company, now requests an extension of such exemption until the Commission acts upon its November 7 application.

MISSISSIPPI P & L BORROWINGS CLEARED. The SEC has issued an order under the Holding Company Act (Release 35-16261) authorizing the issuance and sale by Mississippi Power & Light Company (Jackson) of \$19,000,000 of short-term promissory notes (including not to exceed \$9,500,000 of commercial paper). The funds will be used for construction and other corporate purposes. Construction expenditures are estimated at \$26,000,000 for 1969 and \$30,000,000 for 1970.

THREE TRADING SUSPENSIONS CONTINUED. The SEC has ordered the further suspension of exchange and/or over-the-counter trading in the securities of Continental Vending Machine Corporation and Westec Corporation for the ten-day period January 12-21, 1969, inclusive, and in the securities of Top Notch Uranium and Mining Corporation for the ten-day period January 13-22, 1969, inclusive.

SOUTHERN CO. TO SELL STOCK. The Southern Company, Atlanta utility holding company, has joined with three subsidiaries in the filing of a financing proposal with the SEC under the Holding Company Act; and the Commission has issued an order (Release 35-16262) giving interested persons until February 6 to request a hearing thereon. The proposal contemplates that Southern will issue and sell, at competitive bidding, such additional shares of its common stock as may be necessary to provide some \$65,000,000 of cash proceeds to it. The net proceeds of its stock sale will be used in part to pay outstanding short-term notes (aggregating \$30,000,000 at December 31); the balance will be used for additional equity investments in Alabama Power Company (\$6,000,000). Georgia Power Company (\$30,500,000) and Gulf Power Company (\$2,500,000). The subsidiaries propose to use the funds to pay short-term notes and to finance, in part, their 1969 construction expenditures (estimated, respectively, at \$86,222,000, \$178,242,000 and \$28,555,000).

UNLISTED TRADING SOUGHT. The SEC has issued orders under the Securities Exchange Act (Release 34-8488) giving interested persons until January 24 to request a hearing upon applications of the Pacific Coast Stock Exchange for unlisted trading privileges in the common stock of Santa Fe Industries, Inc., and of the Philadelphia-Baltimore-Washington Stock Exchange for such privileges in the common stocks of Dynallectron Corp. and Santa Fe Industries, Inc.

PETROLEUM EXPLORATION FUNDS FILES OFFERING PROPOSAL. Petroleum Exploration & Development Funds, Inc., 744 Hickory St., Abilene, Texas 79604, filed a registration statement (File 2-31309) with the SEC on January 6 seeking registration of \$5,000,000 of participations in its 1969 Program, to be offered for public sale in \$10,000 units. The drilling objective of the 1969 Program is to drill a minimum of 35 to 40 wells for oil and gas; the Funds Company will enter into exploration and development agreement with Petroleum Exploration & Operating Corporation as the "operating company." The Funds Company and the operating company are subsidiaries of The Exploration & Development Corporation; J. E. Connally is president and chief executive officer of all three companies.

AMREP CORP. SHARES IN REGISTRATION. Amrep Corporation, 16 West 61st St., New York 10023, filed a registration statement (File 2-31310) with the SEC on January 6 seeking registration of 207,751 shares of common stock. These shares are now outstanding or issuable upon conversion of presently outstanding securities; they may be offered for public sale by the holders or recipients thereof from time to time, at prices current at the time of sale (\$42.25 per share maximum*). The company now has outstanding (in addition to other securities) 2,956,186 common shares, of which management officials own 34%. Holders of \$1,427,000 of notes expect to convert same in to 190,251 shares; they include Joseph Harris (\$250,000 of notes, convertible into 33,333 shares) and The Brooklyn Improvement Company and Fleischner Becker Associates (\$200,000 of debentures each, convertible into 26,666 shares each).

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 "***"):

| No. | O-Registrant | Location |
|------|------------------------------|----------------------|
| 3265 | Aaronson Bros. Stores Corp** | El Paso, Texas |
| 3259 | Advance Metal Products, Inc | Miami, Fla. |
| 3258 | Air Industries Corp** | Garden Grove, Calif. |
| 3257 | Atlantic Services, Inc | Englewood, N.J. |
| 3306 | Cameron Iron Works, Inc | Houston, Texas |
| 3256 | Digital Applications, Inc** | New York, N.Y. |
| 3328 | Eason Oil Co | Oklahoma City, Okla. |
| 3255 | Jayark Oil Corp** | New York, N.Y. |
| 3308 | Mt. Equities, Inc | Long Island, N.Y. |
| 3262 | R.C.I. Electronics, Inc** | Irvington, N.J. |
| 3263 | Real Estate Equities Corp | Spokane, Wash. |
| 3294 | Riker Corp | New York, N.Y. |
| 3260 | USM Oil Co | Austin, Texas |
| 3325 | The Vasser Corp** | Bronx, N.Y. |

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 2 News Digest.

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| Hoerner Waldorf Corp | | |
| Amdt #1 to 8K for Nov 68 (13) | | 1-4965-2 |
| Scrivner-Boogaart Inc | | |
| Amdt #1 to 8K for Oct 68 (1,3,13) | | 0-2277-2 |
| Peoples Gas Light & Coke Co | | |
| Oct 68(12) | | 1-1573-2 |
| Nov 68(10) | | 1-1573-2 |

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| Koracorp Industries Inc Nov 68 (2,7,13) | 0-2600-2 | Boston Garden Arena Corp Nov 68 (11) | 1-4391-2 |
| Agway Inc Nov 68 (4,11,13) | 0-2011-2 | Foamland U.S.A. Inc Sep 68 (13) | 0-2764-2 |
| Automatic Sprinkler Corp of America Oct 68 (11,13) | 1-5456-2 | Interstate Bakeries Corp Dec 68(12) | 1-4969-2 |
| Buehler Corp Nov 68 (4,7,13) | 0-1108-2 | Canal Randolph Corp Nov 68 (2,7,13) | 1-3945-2 |
| Simplex Industries Inc Nov 68 (2,13) | 1-5710-2 | Hudson & Manhattan Corp Nov 68 (12,13) | 1-4603-2 |
| Greater Iowa Corp Oct 68 (9,12) | 0-1403-2 | Merchants Acceptance Corp Oct 68 (2,11) | 0-201-2 |
| Harvest Brand Inc Nov 68 (12) | 0-2815-2 | Proteus Foods & Industries Inc Dec 68 (7) | 2-19833-2 |
| Ilin Broadcasting Corp Nov 68 (7,8) | 0-2481-2 | Oxford Electric Corp Nov 68 (2,13) | 1-5518-2 |
| McCandless Corp Sep 68 (2) | 2-6407-2 | Possis Machine Corp Dec 68 (11) | 0-944-2 |
| Pacific Industries Inc Apr 68 (8) | 1-1360-2 | National Telefilm Associates Inc Nov 68 (7,8) | 0-57-2 |
| White Consolidated Industries Inc Nov 68 (13) | 1-826-2 | Quebec Lithium Corp Dec 68 (11) | 1-4072-2 |
| Mid-Iowa Lakes Corp Nov 68 (1,13) | 0-3014-2 | Peruvian Oils & Minerals Ltd June 68 (11,13) | 1-3820-2 |
| Perfect Film & Chemical Corp Nov 68 (2,7,13) | 1-2991-2 | Central Charge Service Inc Oct 68 (12,13) | 2-16813-2 |
| Canadian Javelin Ltd Nov 68 (2,3,12,13) | 1-4192-2 | National Car Renta' Systems Inc Amdt #1 to 8K for Nov 68 (7) | 2-1997802 |
| Datronc Rental Corp Nov 68 (7,8,10,11,12,13) | 0-2868-2 | | |
| Four Seasons Nursing Centers of America Nov 68 (11,13) | 1-5765-2 | | |
| California Computer Products Inc Oct 68 (11) | 1-5012-2 | | |
| Natrac Inc Oct 68 (7) | 0-2223-2 | | |

DELISTING APPROVED. The SEC has issued an order under the Securities Exchange Act granting an application of the American Stock Exchange to strike from listing and registration the common stock of Birdsboro Corporation effective at the opening of business on January 13, 1969. Pursuant to an October exchange offer by Pennsylvania Engineering Corporation, approximately 740,000 Birdsboro common shares were tendered to that company, leaving some 82,000 shares outstanding in the hands of the public. (Release 34-8488)

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended January 2, 1969, 148 registration statements were filed, 49 became effective, 4 were withdrawn, and 1,103 were pending at the week-end.

SECURITIES ACT REGISTRATIONS. Effective January 9: Allied Foods, Inc., 2-30806 (90 days); Atco Chemical-Industrial Products, Inc., 2-29736 (40 days); Foto-Mem, Inc., 2-29832 (90 days); Hughes & Hatcher, Inc., 2-30951 (Feb 19); Libby McNeill & Libby, 2-30943 (40 days); Northern States Power Co., 2-30581; Northrop Corp., 2-30991; C. H. Masland & Sons, 2-30650 (40 days); Olla Industries, Inc., 2-30959 (40 days); Orange and Rockland Utilities, Inc., 2-30868; Pennzoil United, Inc., 2-30937 (40 days); Ranchers Packing Corp., 2-30333 (90 days); The Scam Instrument Corp., 2-30448 (Feb 19); Abe Schrader Corp., 2-30589 (90 days); U. S. Plywood-Champion Papers, Inc., 2-31225; TRW Inc., 2-31050; Zapata Norness Inc., 2-30365 (40 days). Effective January 10: Electronics Capital Corp. 2-30323 (40 days). Withdrawn January 8: The Love Match Co., 2-27014.

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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