

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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SEC ISSUES RULE ON "FAILS". The SEC today announced the adoption of an amendment of its Rule 15c3-1 under the Securities Exchange Act (Release 34-8508) which requires an adjustment in the computation of "net capital" by broker-dealer firms who have "fail to deliver" problems.

The Commission has expressed great concern over the acute delivery backlogs confronting the securities industry, including the difficulties some broker-dealers are experiencing in carrying out their responsibilities to customers to deliver securities and money promptly. This current condition respecting delays in deliveries of securities to customers by selling broker-dealers is in large part a reflection of the failure of other brokers and dealers to deliver these securities which they owe to the selling broker-dealers. The long length of time in which amounts due are carried in the "failed to deliver" accounts of the various broker-dealers exposes them to undue risk of market fluctuations in the securities as well as to the possibility of financial difficulties of the broker on the other side of the transaction. The New York Stock Exchange, the American Stock Exchange and the Mid-West Stock Exchange, in recognition of these risks, have adopted rules on computing net capital of their members which require similar deductions from net worth of the same percentages as in the proposed amendment.

The amended Rule 15c3-1 would ^{require} a broker-dealer in computing his net capital to deduct from net worth 10 per cent of the amount he is to receive for any security he has sold and failed to deliver for 40 days or more, up to 50 days; to deduct from net worth 20 percent of the amount he is to receive for a security he has sold and failed to deliver for a period from 50 days up to 60 days; and to deduct 30 per cent of the amount to be received for a security sold but not delivered for 60 days or more. The proposed amendments would also withdraw the exemption provided for in subsection (b)(2) of Rule 15c3-1 now available to members of specified national securities exchanges, if the financial responsibility rules of such exchanges fail to require in the computation of net capital deductions from net worth which are at least comparable.

SUN DISK PETROLEUM ENJOINED. The SEC Denver Regional Office announced January 27 (LR-4222) that the U. S. District Court in Omaha had permanently enjoined violations of the Securities Act registration and anti-fraud provisions by the following in the offer and sale of securities: Sun Disk Petroleum Corporation, a Nebraska corporation, Paul R. Worthington, Robert T. Hyatt, Ralph Henry Bauman, of Omaha, Nebraska, Lawrence A. Moser of Columbus, Nebraska and Sidney J. Brown of Falls City, Nebraska and Luverne Hoffman, of Omaha. Resources, Inc., was enjoined from violating the registration provisions. The defendants consented to the injunction but without admitting the violations.

UNLISTED TRADING GRANTED. The SEC has issued an order under the Securities Exchange Act granting 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 Corporation and Santa Fe Industries, Inc.

Orders also have been issued giving interested persons until February 13 to request a hearing upon applications of the Philadelphia-Baltimore-Washington Stock Exchange for unlisted trading privileges in the new warrants (expiring 1978) of National General Corporation and in the common stocks of the following companies: Continental Corporation, Hemisphere Fund, Inc., Scudder Duo-Vest, Inc., Sybron Corporation and Victoreen, Inc. (Release 34-8507)

BONANZA INTERNATIONAL FILES FOR OFFERING AND SECONDARY. Bonanza International, Inc., 6116 North Central Expressway, Dallas, Tex. 75206, filed a registration statement (File 2-31477) with the SEC on January 27 seeking registration of 560,000 shares of common stock, of which 450,000 are to be offered for public sale by the company and 110,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Faulkner, Dawkins & Sullivan Securities, Inc., 60 Broad St., New York 10004; the offering price (\$33.25 per share maximum*) and underwriting terms are to be supplied by amendment.

The company primarily licenses and services a nation-wide franchise system of restaurants under the name "Bonanza Sirloin Pit" and grants franchises to manufacture and sell fortified marble products under the name "Venetian Marble." It also is engaged in commercial and residential landscaping and in real estate development and sale and has begun to franchise, under a pilot program, restaurants under the name "Hickory Fare by Bonanza." The net proceeds of the company's sale of additional stock will be used in part to acquire sites and to construct and equip buildings for use as Bonanza Sirloin Pits and Hickory Fares and to repay short-term indebtedness incurred in this connection; about \$800,000 will be used to complete development of an "1849 Village" in Fort Worth and \$200,000 to construct and equip a training, research and storage facility to be used in connection with the franchising of restaurants; and the balance will be used for working capital. In addition to indebtedness, the company has outstanding 1,207,500 shares of common stock and 2,015,000 shares of Class B common stock. Sam Wyly, board chairman, owns 47% of the B shares; and management officials as a group own 33% of the common and 84% of the B shares. Charles C. Green is president.

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INTERNATIONAL EDUCATION AND TRAINING PROPOSES OFFERING. International Education and Training, Inc., 1776 New Highway, Farmingdale, N. Y. 11735, filed a registration statement (File 2-31467) with the SEC on January 24 seeking registration of 200,000 shares of common stock and 20,000 common stock purchase warrants, to be offered for public sale in units, each consisting of 10 common shares and one warrant, and at \$50 per unit. The offering is to be made on a "best efforts, all or none" basis by J. M. Dryfoos & Co., 280 Park Avenue, New York, N. Y., which will receive a \$4 per share selling commission plus \$10,000 for expenses. Upon completion of this offering, the company will sell to the underwriter, for \$200, five-year warrants to purchase 20,000 common shares, exercisable after one year at \$5 per share.

Organized under Delaware law in December 1968 for the purpose of acquiring all the outstanding stock of Buhl Projector Company, Inc., the company is engaged in the business of producing and distributing educational materials and equipment. Of the net proceeds of its stock sale, \$900,000 will be used to pay two bank notes and the balance for working capital purposes, including development and introduction of new educational software, expansion of foreign sales, expansion of its New York-Long Island distributorship, introduction of new educational hardware and general corporate purposes. In addition to indebtedness, the company has outstanding 387,440 common shares, of which Robert J. Fuhrman, president, owns 38.6%, William Roberts, board chairman, 13.5% and management officials as a group 86.5%. Upon completion of this offering, the present shareholders will own 66% of the then outstanding common stock, for which the company received an effective cash investment of \$26,236, or 7¢ per share, and the purchasers of the shares being registered will own 34%, for which they will have paid \$1,000,000 or \$5 per share; the purchasers of the shares being registered will sustain an immediate net tangible book value dilution of \$3.84 per share.

LORD HARDWICKE TO SELL STOCK. Lord Hardwicke Limited, 575 Madison Avenue, New York, N. Y. 10022, filed a registration statement (File 2-31468) with the SEC on January 24 seeking registration of 315,000 shares of common stock, to be offered for public sale at \$20 per share. The offering is to be made through underwriters headed by P. K. Hickey & Company, 80 Broad St., New York, N. Y. 10004, which will receive a \$1.60 per share commission. The company has agreed to pay the Hickey firm \$15,000 for expenses and to sell to it, for \$200, five-year warrants to purchase 20,000 common shares, exercisable after one year at increasing prices commencing at 107% of the public offering price. The company recently sold to Paul K. Hickey, a partner of the Hickey firm, 10,000 common shares at \$1 per share.

Organized under Delaware law in September 1968, the company proposes to own, operate and franchise fast food service, British-style pubs. Of the net proceeds of its stock sale, \$100,000 will be used for advertising and promotion of Lord Hardwicke Pubs, \$2,900,000 to purchase or lease real property, \$1,300,000 for construction of Pubs, \$1,100,000 to purchase equipment and furnishings for Pubs and \$376,000 for working capital. In addition to indebtedness, the company has outstanding 654,500 common shares (with a \$1.58 per share book value, including unrecoverable promotion, organization and development expenses of 56¢ per share), of which Charles H. Stein, president, owns 15.3% and management officials as a group 32.7%. The Earl of Hardwicke is board chairman. Upon completion of this offering, the purchasers of the shares being registered will own 33% of the then outstanding common stock, for which they will have paid \$6,300,000, and the officers, directors and certain stockholders will own 67%, for which they paid an aggregate of \$634,500.

ALPINE GEOPHYSICAL FILES FOR OFFERING AND SECONDARY. Alpine Geophysical Associates, Inc., 65 Oak St., Norwood, N. J. 07648, filed a registration statement (File 2-31469) with the SEC on January 24 seeking registration of 286,000 shares of common stock, of which 150,000 are to be offered for public sale by the company and 136,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Clark, Dodge & Co. Incorporated, 61 Wall St., New York, N. Y. 10005; the offering price (\$30 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and its subsidiaries are engaged in the conduct of ocean transportation of bulk commodities; the business of providing services, conducting research and development and manufacturing and selling instruments and equipment in the fields of oceanography, geophysics and related areas; the extraction, processing and marketing of food from the sea; and the investigation of ocean resources. Of the net proceeds of its sale of additional stock, \$400,000 will be used to complete an isopropyl alcohol extraction (IPA) facility to produce Human Grade marine protein concentrate at the New Bedford, Mass., plant of a subsidiary, \$1,200,000 to be used for a new plant to be built by such subsidiary with an IPA facility at a domestic site yet unselected, some \$695,000 to retire short term bank debt and \$200,000 to purchase additional laboratory equipment and facilities for use in instrument and equipment manufacturing; the balance will be added to the company's working capital. In addition to indebtedness, the company has outstanding 1,278,551 common shares, of which Vlaho Bruer, a director, and Henry R. Dowd, executive vice president, own 10.9% and 11.5%, respectively, and management officials as a group 32%. Walter C. Beckmann is board chairman and president. Bessemer Securities Corporation proposes to sell 60,000 shares of 80,024 shares held, Bruer 35,000 of 137,865, Dowd 11,000 of 119,080 and four others the remaining shares being registered.

TENNIS UNLIMITED TO SELL STOCK. Tennis Unlimited, Inc., 420 Madison Avenue, New York, N. Y. 10017, filed a registration statement (File 2-31471) with the SEC on January 24 seeking registration of 250,000 common shares, to be offered for public sale at \$5 per share. The offering is to be made by Charles Plohn & Co., 200 Park Avenue, New York, N. Y. 10017, which will receive a 50¢ per share commission plus \$15,000 for expenses. The company has sold the underwriter 25,000 shares at 10¢ per share which the underwriter has agreed not to sell for two years.

The company was organized in October 1968 for the purpose of constructing or purchasing and operating indoor and outdoor tennis facilities on a nationwide basis, designing and marketing tennis clothing and equipment, establishing and operating tennis camps, conducting travel tours relating to sports and dealing generally in those areas ancillary to such a business. Management is presently considering sites in New York, New Jersey, Iowa, Staten Island, Connecticut and California. It is anticipated that members will be

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charged an annual membership fee ranging from \$250 to \$750 per annum, entitling them to use of the facilities as a member and to reservation (at time of membership) of a particular time during which they shall have the exclusive right to play. Of the net proceeds of its stock sale, \$500,000 will be used to construct and equip two tennis clubs, each with at least four tennis courts, \$75,000 for advertising and promotion of the company's clubs, clothing and equipment, \$70,000 for design and initial production efforts for the company's clothing and equipment lines, \$25,000 for initial efforts in establishing two tennis camps, and the balance for acquisition of existing tennis facilities and general corporate purposes and working capital. The company now has outstanding 170,840 common shares (with a book value of 70¢ per share), of which management officials as a group own 74,500. Company organizers acquired 128,000 shares at 10¢ per share. Robert L. Kassel is board chairman and Andrew J. Stern president.

UNITED MARKETS FILES FOR SECONDARY. United Markets, Inc., 231 Johnson Avenue, Newark, N. J. 07105, filed a registration statement (File 2-31472) with the SEC on January 24 seeking registration of 100,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through Gregory & Sons, 40 Wall St., New York, N. Y. 10005. The offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to the underwriter, for \$100, five-year warrants to purchase 10,000 shares; and the underwriter will transfer warrants for 1,750 shares to William Lax and Frank A. Schlesinger as a finder's fee.

The company is engaged in operating a chain of ten supermarkets in Northern New Jersey under the franchise name of "Foodtown." It has outstanding 358,100 common shares, of which Meyer Burgstein, president, owns 48.63% and management officials as a group 66%. Burgstein proposes to sell 44,224 of 174,130 shares held and six others propose to sell the balance of the shares being registered (which will reduce management holdings to 45.38%).

CRC COMPUTER RADIX FILES OFFERING PROPOSAL. CRC Computer Radix Corporation, 114 East 40th St., New York, N. Y. 10016, filed a registration statement (File 2-31473) with the SEC on January 27 seeking registration of 160,000 shares of common stock and 80,000 redeemable warrants. It is proposed to offer these securities in units, each consisting of two shares and one warrant. The offering is to be made through Gregory & Sons, 40 Wall St., New York, N. Y. 10005; the offering price (\$10 per unit maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to the underwriter 16,000 shares at \$2.25 per share (of which \$2 is represented by a five-year 4% note), which shares may not be sold for two years. Also included in the statement are an additional 36,000 shares issued or reserved for issuance upon exercise of employee stock options, and 1,634 shares issued or reserved for issuance to employees.

The company furnishes services in the application of data processing techniques to the solution of business and scientific problems; a subsidiary is engaged in the business of recruiting data processing personnel. Of the net proceeds of this financing, the company will use \$100,000 to increase the staff of its marketing, technical and office personnel to enable it to expand its business, \$140,000 for the development of proprietary software packages, \$125,000 for the rental of additional office space including branch offices, \$103,000 for the payment of indebtedness, and the balance for working capital and other purposes. The company now has outstanding 327,225 common shares (with a 34¢ per share book value), of which 89% is owned by James McEwan, president and board chairman, and two other officers.

TEXAS ELECTRIC SERVICE TO SELL BONDS. Texas Electric Service Company, Seventh and Lamar Sts., Fort Worth, Texas 76101, filed a registration statement (File 2-31474) with the SEC on January 27 seeking registration of \$15,000,000 of first mortgage bonds, due 1999, to be offered for public sale at competitive bidding. An electric utility subsidiary of Texas Utilities Company, the company will use the proceeds of its bond sale, together with funds derived from operations, to meet expenditures for its construction program and for other corporate purposes (including repayment of \$2,000,000 of loans by the parent for similar purposes). The company's construction program is estimated at \$37,000,000 in 1969 and \$63,500,000 in 1970.

NIPPON ELECTRIC FILES FOR OFFERING. Nippon Electric Company, Limited, Tokyo, Japan (New York Agent: Kozo Hirayama, Nippon Electric New York, Inc., 200 Park Avenue, New York, N. Y.), filed a registration statement (File 2-31475) with the SEC on January 27 seeking registration of 27,000,000 shares of common stock. Stockholders of record at 3 p.m. January 31, 1969 (including the nominee of Irving Trust Company, as Depositary) are entitled to subscribe for the additional shares at the rate of one new share for each two shares registered in their names on the record books of the company, and at the subscription price of 50 Japanese yen per share (\$0.14 per share maximum*). The subscription price upon exercise of American Depositary Receipts is \$3.49 per ADR (25 underlying common shares).

The company is a leading Japanese manufacturer of telecommunications and electronic equipment. Of the net proceeds of this stock offering, \$13,889,000 will be used to repay long-term bank borrowings and the remainder will be applied to the financing of capital expenditures.

ANALOG DEVICES FILES FOR OFFERING AND SECONDARY. Analog Devices, Inc., 241 Binney St., Cambridge, Mass. 02142, filed a registration statement (File 2-31476) with the SEC on January 27 seeking registration of 260,000 shares of common stock, of which 62,000 are to be offered for public sale by the company and 198,000 (being outstanding shares) by the present holder thereof, board chairman Matthew Lorber. The offering is to be made through Hayden, Stone, Inc., 25 Broad St., New York, N. Y. 10004; the offering price (\$15 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to issue to the underwriter a five-year option to purchase 18,750 common shares, exercisable after one year at 120% of the offering price.

The company designs, manufactures and sells electronic modules used to amplify, convert and process electrical signals. The net proceeds of its sale of additional stock will be used to discharge certain bank indebtedness incurred for working capital, and for general corporate purposes. The company now has outstanding 1,187,334 common shares, of which Lorber owns 31.6% and Ray Stata, vice president, 33%. Lorber proposes to sell 198,000 of his holdings of 375,000 shares.

GIFFORD-HILL CO. FILES FOR OFFERING AND SECONDARY. Gifford-Hill & Company, Inc., 2949 Stemmons Freeway, Dallas, Tex. 75247, filed a registration statement (File 2-31478) with the SEC on January 27 seeking registration of 703,489 shares of common stock, of which 500,000 are to be offered for public sale by the company and 203,489 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by White, Weld & Co., 20 Broad St., New York 10005, and Schneider, Bernet & Hickman Securities Corp., 3200 First National Bank Bldg., Dallas, Tex.; the offering price (\$21 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and subsidiaries are primarily engaged in the business of producing and selling construction materials, including ready-mixed concrete and other related products; it also manufactures concrete sewer and culvert pipe, agricultural irrigation systems and (through a 50%-owned company) concrete pressure pipe for water transmission. Another subsidiary engages in specialized motor truck transportation of specified commodities. The company contemplates expanding various segments of its business; and the net proceeds of this financing (together with the proceeds of long-term borrowings) will be applied to such capital expenditure program and for other general corporate purposes. The company now has outstanding, in addition to indebtedness and preferred stock, 3,239,507 common shares, of which management officials as a group own 26%. P. W. Gifford is president and board chairman. The prospectus lists twelve selling stockholders, including Edna May Gifford Parish, who proposes to sell 96,250 of 214,755 shares held.

DIVERSIFIED SERVICES TO SELL STOCK. Diversified Services, Inc., 2601 N.W. LeJeune Road, Miami, Fla. 33412, filed a registration statement (File 2-31479) with the SEC on January 27 seeking registration of 250,000 shares of common stock, to be offered for public sale at \$5.50 per share. The offering is to be made through Myron A. Lomasney & Co., 67 Broad St., New York 10004, which will receive a 55¢ per share commission plus \$7,500 for expenses. The company also has agreed to sell to the underwriter, for \$140, six-year warrants for the purchase of 14,000 shares, exercisable after one year at \$5.50 per share. A \$13,750 finder's fee is payable to Kahn, Peck and Company. Organized in November, the company is the successor to Budget Rent-A-Car of Miami, Inc. It is presently operating car rental offices under the name "Budget Rent-A-Car" and has the right to certain future revenue from the franchise operator in Atlanta, Ga. Similar offices are operated by the company's licensees in Miami and Palm Beach. An expansion of franchise operations is contemplated. Of the net proceeds of its stock sale, the company expects to apply \$185,000 to acquire the franchise held by Budget Rent-A-Car of New York City, Inc., \$450,000 to expand and increase operations at existing locations in the greater Miami and New Orleans areas, and \$100,000 to begin operation of the company's newly acquired franchise for Grand Bahama Island. The balance will be applied toward the purchase of existing independent car rental operations within the Miami, New Orleans and portions of the New York Metropolitan area and on Grand Bahama Island and converting them to "Budget" operations. The company now has outstanding 281,000 common shares, of which Leonard A. Solomon, president owns 47.1% and management officials as a group 85.3%.

NOEL INDUSTRIES FILES FINANCING PROPOSAL. Noel Industries, Inc., 350 Fifth Ave., New York 10001, filed a registration statement (File 2-31480) with the SEC on January 27 seeking registration of \$750,000 of convertible subordinated debentures and 150,000 shares of common stock. It is proposed to offer these securities in units, each consisting of a \$1,000 debenture and 200 common shares. Shaskan & Co., Inc., 67 Broad St., New York 10004, is the principal underwriter. The offering price (\$5 per common share maximum*) and underwriting terms are to be supplied by amendment. The company recently sold the Shaskan firm, for \$300, six-year warrants for the purchase of 30,000 shares.

The company is engaged in the business of manufacturing and selling men's and boys' slacks, principally to discount and other high volume buyers; a subsidiary also manufactures and sells boys' and girls' uniforms to parochial schools. Of the net proceeds of this financing, the company will apply \$650,000 to the repayment of existing bank loans, \$300,000 for the acquisition or construction of additional production facilities, and the balance for other general corporate purposes. In addition to indebtedness, the company now has outstanding 600,000 shares of common stock, all owned by Leon Ruchlamer, president.

INTERNATIONAL TELECOMPUTER TO SELL STOCK. International Telecomputer Network Corporation, 4919 Fairmont Ave., Bethesda, Md. 20014, filed a registration statement (File 2-31481) with the SEC on January 27 seeking registration of 185,000 shares of common stock, to be offered for public sale through underwriters headed by S.R.H. Securities Corp., 55 Broad St., New York. The offering price (\$12 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay S.R.H. Securities \$20,000 for expenses and to sell to it for \$100, five-year warrants to purchase 10,000 common shares.

Organized under Delaware law in January 1968, the company has recently begun to offer computer time sharing and remote access batch-mode processing services to potential users. Of the net proceeds of its stock sale, \$610,000 will be used for rental of the company's GE 635 computer system and additional computer-related equipment, \$560,000 for advertising, promotion and sales expenses, and \$350,000 for salaries of technical, managerial and other nonsales personnel; the balance will be added to the company's working capital and may be used, in part, to establish sales offices in other metropolitan areas. In addition to indebtedness, the company has outstanding 115,500 common shares (with a net tangible book value of -70¢ per share), of which Roger B. Gregory, president and board chairman, owns 36.4% and management officials as a group 99.6%. Upon completion of this offering, the present shareholders will own 37% of the then outstanding common stock, for which they will have paid \$89,673 plus services valued at \$4,327, and the purchasers of the shares being registered will own 63%, for which they will have paid \$2,400,000*.

FIRST MISS. PROPOSES RIGHTS OFFERING. First Mississippi Corporation, 656 Building, P.O. Box 1249, Jackson, Miss. 39205, filed a registration statement (File 2-31382) with the SEC on January 27 seeking registration of \$3,200,000 of convertible subordinated debentures, due 1984, to be offered for subscription by common stockholders of record February 28 on the basis of \$100 principal amount of debentures for each 50 shares held, and at 100% of principal amount. Any debentures not so subscribed by April 1 may be offered for public sale on a best efforts basis through brokers, dealers or independent salesmen.

The company through subsidiaries is principally engaged in the manufacture and sale of organic chemicals based on nitration of benzene and toluene and subsequent hydrogenation of the nitrated products, and the sale of anhydrous ammonia and various mixed fertilizers. Of the net proceeds of its debenture sale, \$400,000 will be used to repay a current bank loan originated in 1964 in which the company no longer has an interest, and the balance will be held as a contingency reserve for Triad Chemical and Melchem, Inc., in connection with the company's interest in the construction of an hydrous ammonia and a urea plant and a melamine plant in Donaldsville, La., to provide additional working capital in the event of a prolonged startup or operating problems; the balance will be used for general corporate purposes, including capital expenditures. In addition to indebtedness, the company has outstanding 1,529,254 common shares, of which management officials as a group own 4.5%. LaRoy P. Percy is board chairman and John F. Babbitt, Jr., president.

EDUCATIONAL DESIGN TO SELL STOCK. Educational Design, Inc., 29 East 10th St., New York 10003, filed a registration statement (File 2-31483) with the SEC on January 27 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through underwriters headed by Sherwood Securities Corp., 51 Broadway, New York, which will receive a 50¢ per share commission. The company has agreed to pay Sherwood Securities \$37,500 for expenses and sell it, for 1¢ each, six-year warrants to purchase 30,000 common shares, exercisable after one year at \$6 per share. The statement also covers 73,500 common shares issuable upon exercise of options granted to key employees of the company and its subsidiaries under its Qualified Stock Option Plan.

The company develops educational and training materials and systems for others and for sale as its own proprietary items. Of the net proceeds of its stock sale, \$300,000 will be applied to development and manufacturing costs of additional proprietary educational systems and materials, expansion of its wholesale and retail marketing capability, and the financing of inventory and receivables, up to \$200,000 to investigate possible means of commercial exploitation of the company's Thermamod Block System, a modular system for erection of cement or concrete block walls without the use of mortar, and \$200,000 for expansion of technical and production staff and the solicitation and financing of new contract business; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 700,966 common shares (with a net tangible per share book value of 15¢), of which Donn M. Mosenfelder, board chairman, and Theodore Krevit, executive vice president, own 35.65% each and management officials as a group 91.76%. Lewis D. Eigen is president.

DIGITAL TECHNOLOGY PROPOSES OFFERING. Digital Technology Corporation, Crest Road, Huntington Bay, L. I., New York 11743, filed a registration statement (File 2-31484) with the SEC on January 27 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, all or none" basis by Dunhill Securities Corporation, 21 West St., New York 10007, which will receive a 40¢ per share commission plus \$25,000 for expenses. The company has agreed to sell to Dunhill Securities, at 1 mil per warrant, five-year warrants to purchase 20,000 common shares, exercisable at \$4.10 per share, and to pay Edward A. Gollin \$15,000 and to sell him 5,000 warrants as compensation for his services as a finder.

Organized under New York law in October 1968, the company is in the development stage and has no operating income. It proposes to engage in the development, manufacture and sale of electronic computer compatible equipment intended to automate certain functions now performed manually, including fingerprint identification system to be used as a cardless and checkless means of checking credit in stores, restaurants and other establishments, and to further develop and market its digital electronic security system. Of the net proceeds of its stock sale, \$235,000 will be used for working capital and general administrative expenses, \$150,000 to complete the development of present projects, \$145,000 to market new products, and \$150,000 for research and development of new products. The company has outstanding 277,200 common shares (with a 4¢ per share book value), of which William R. Guidi, board chairman and president, owns 96%. Upon completion of this offering, the purchasers of the shares being registered will own 40% of the then outstanding common stock, for which they will have paid \$800,000, and the present shareholders will own 60%, for which the company has received \$11,650.

SEC REPORTS ON PARKWOOD REORGANIZATION. The SEC today filed its Advisory Report on the plan for reorganization of Parkwood, Inc., and subsidiaries. In its report, filed with the U. S. District Court for the District of Columbia, the Commission concludes that the plan, proposed by the Trustee, American Security and Trust Company, is fair to all security holders and that it also is feasible; but the Commission recommends certain changes in the proposed capitalization of the two companies which are to emerge as successors to Parkwood. For details, see Corporate Reorganization Release No. 283.

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.

Foster-Forbes Glass Co Dec 68(7,12,13)	C-2192-2
General United Group Inc Oct 68(13)	0-2008-2
Greyhound Computer Corp Dec 68 (12)	1-5294-2
Intercontinental Dynamics Corp Nov & Dec 68 (7,8)	0-2889-2
International Standard Electric Corp Dec 68 (7,13)	1-5205-2
International Telephone And Telegraph Corp Dec 68 (13)	1-5627-2
Kaufman & Broad Inc Dec 68 (9,10,13)	1-4618-2

Allied Products Corp Dec 68 (7,13)	1-5530-2
Canadian Javelin Ltd Dec 68 (3,12,13)	1-4192-2
Lin Tso Corp Dec 68 (2,7,11,12)	2-27957-2
Magic Marker Corp Dec 68 (4,11,13)	C-2911-2
Simplex Lock Corp Dec 68 (7,13)	2-27123-2
Combustion Engineering Inc Dec 68(7,8)	1-117-2
Continental Computer Associates Inc Dec 68 (11,13)	2-27467-2
Economy Finance Corp Dec 68 (7,12)	C-2352-2

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Fansteel Inc Dec 68 (7,13)	1-2331-2	Aloha Airlines Inc Dec 68 (7)	1-5253-2
Farrel Corp Dec 68 (2,13)	0-447-2	American Technical Industries Inc	
General Development Corp Dec 68 (7)	1-4080-2	Dec 68 (11,13)	1-5653-2
		Bowser Inc Dec 68 (7,8)	1-4867-2
Kathol Petroleum Inc Dec 68 (11)	2-26966-2	CBK Industries Inc Dec 68 (4,7,13)	1-3096-2
State Credit Corp Nov 68 (11)	0-2278-2	Champlain National Corp Dec 68 (12)	1-345-2
		Crown Corp Dec 68 (2,7,8,13)	0-3059-2
Allied Telephone Co Dec 68 (7,11,13)	2-28374-2	Diversey Corp Dec 68 (4,7,9,13)	1-3616-2
Baxter Laboratories Inc Dec 68(4,13)	1-4448-2	Employers Group Associates	
Central And South West Corp Oct 68(12)	1-1443-2	Dec 68 (1)	0-1045-2
Cle-Ware Industries Inc Dec 68		Indiana Industries Inc Dec 68 (12,13)	0-1418-2
(7,11,12)	0-1683-2	Larson Industries Inc Dec 68 (4,7,13)	0-2955-2
Endicott Johnson Corp Dec 68 (13)	1-578-2	Outdoor Supply Co Inc Dec 68 (1)	1-5639-2
Florida Gas Co Dec 68 (4,7,13)	1-5623-2	Rexach Construction Co Inc Dec 68	0-889-2
Gamble Skogmo Inc Dec 68 (7,12,13)	1-3478-2	(7,13)	
Gannett Co Inc Dec 68 (3)	1-5857-2		
General Corp of Ohio Dec 68 (9,13)	0-264-2	Albertson's Inc Dec 68 (12)	0-1552-2
Kirby Industries Inc Dec 68 (4,13)	1-4035-2	Allen Electric & Equipment Co	
		Dec 68 (7)	1-2884-2
Anaconda Co Dec 68 (7,8,13)	1-2280-2	Allen Electronic Industries Inc	
Cox Cable Communications Inc Nov 68		Dec 68 (3)	0-3148-2
(12)	2-29790-2	Citation Manufacturing Co Inc	
W R Grace Overseas Development Corp		Dec 68 (2,7,13)	0-3299-2
Dec 68 (2,13)	1-5180-2	Classified Financial Corp Dec 68 (2)	2-28262-2
Investment Corp of Florida Dec 68 (2)	0-1796-2	Katy Industries Inc Dec 68 (3,7,12,13)	1-5558-2
Macke Co Dec 68 (4,12,13)	1-4341-2	Kin Ark Oil Co Dec 68 (12)	1-3920-2
Magic Chef Inc Nov 68 (2,7,13)	0-1907-2	H B Fuller Co Dec 68 (7,13)	2-28199-2
Admiral Corp Dec 68 (13)	1-3234-2	8K's for Dec. 1968	
Bunker-Ramo Corp Dec 68 (12,13)	1-4158-2	New Britain Machine Co (2)	0-521-2
Butler Aviation International Inc		AMBAC Ind., Inc (4,13)	1-705-2
Dec 68 (4,7,12,13)	1-5658-2	Uniservices, Inc(2,6)	0-77-2
Castleton Industries Inc Dec 68			
(11,13)	1-5464-2	Blue Chip Stamps (7)	2-28226-2
Franchard Corp Dec 68 (8,13)	0-855-2		
Great Southwest Corp Dec 68 (2,13)	0-100-2	Bell Intercontinental	
International Industries Inc Dec 68	1-5036-2	Corp(12)	1-4354-2
Iowa Southern Utilities Co Dec 68		Federal Screw Works	
(7,13)	0-849-2	(7,11)	0-1837-2
Lakey Foundry Corp Nov 68 (13)	1-2319-3		
Libya Mercury Petroleum Corp		Data Lease Financial	
July & Sept 68 (2,7,8,13)	2-14238-2	Corp(3,13)	2-29603-2
Penn Central Co Dec 68 (3,7,13)	1-1569-2	U.S. Ind., Inc(7)	1-3772-2
Russell Aluminum Corp Dec 68(2,7,8,13)	0-1504-2		
		Automation Ind., Inc	
Aero Chattilion Corp Dec 68 (3,7,8)	1-5592-2	(2,7,11,13)	1-5655-2
Cessna Aircraft Co Dec 68 (12)	1-3145-2	Crateo, Inc(2,7,8,13)	0-3246-2
Computer Equipment Corp Dec 68		The Franklin Life Insur.	
(3,7,8,13)	0-625-2	Co(1)	2-21940-2
Crestmont Oil & Gas Co Dec 68			
(2,3,7,8,13)	1-3902-2	Advance Computer Utilities	
Dayco Corp Dec 68 (7,11)	1-5275-2	Corp(1,2,11,12,13)	2-28149-2
Harley-Davidson Motor Co Dec 68		Aydin Corp(2,7,13)	2-28946-2
(3,11,13)	0-2010-2	Calif. Real Estate Invest.	
		Trust(7,13)	0-3232-2
Investment Corp Of America Dec 68		Richford Ind., Inc(7,13)	1-5455-2
(2,3)	0-1642-2		
Life Assurance Co of Penna Dec 68		Astrodata, Inc (4,7,8,13)	1-4803-2
(12)	2-17345-2	Delta Air Lines, Inc(7)	1-3424-2
Lincoln Liberty Life Insurance Co		Litton Ind., Inc(7,8,11,13)	1-3998-2
Dec 68 (8,11,13)	2-18894-2	Stern Lighting Inc	
Mangel Stores Corp Dec 68 (7)	1-1118-2	(7,9,13)	0-2552-2
Philadelphia Electric Co Dec 68 (12)	1-1401-2		
		Metromedia, Inc (12,13)	1-4649-2
Clarke Can Co Inc Dec 68 (9,12)	2-29257-2		
Copper Range Co Dec 68 (4,7,13)	1-1725-2		

8K's for Dec. 1968 Cont'd

Datamation Services, Inc(7)	2-27830-2	Alpha Ind Inc Dec 68(12)	1-5560-2
McCulloch Oil Corp of Calif. (8,13)	1-3924-2	Northwest Inds Inc Dec 68(11, 13)	1-5509-2
Movie Starr, Inc(9,13)	1-4585-2	Swift & Co Dec 68(13)	1-1168-2
Transducer Systems, Inc (12)	2-29639-2	Tec Torch Co Inc Jan 69(2,11,13)	1-5521-2
Masonite Corp(7,11)	1-2263-2	Sinclair Oil Corp Dec 68(7,11,13)	1-1247-2
American News Co(2,13)	1-761-2	T R W Inc Dec 68(8)	1-2384-2
Butler's Shoe Corp(12)	1-4382-2	Stokely-Van Camp Inc Dec 68(12)	1-2944-2
Champion Home Bldrs. Co Employers (3)	2-29850-2	Realty Equities Corp of NY Dec 68(11,13)	1-4378-2
Walter E. Heller & Co(7, 12,13)	1-2291-2	SSP Industries Dec 68(4,7,12)	1-5815-2
American Cynamid Co(3)	1-3426-2	Southern Tel Co Dec 68(7)	0-2758-2
Mgt. Data Corp (11,13)	1-5820-2	Star Supermarkets Inc Dec 68(2)	1-5108-2
Mid-America Insur. Co (1,2,9,11,13)	2-22921-2	Calif Real Estate Invmt Trust Nov 68(7,13)	0-3232-2
Missouri-Kansas Texas RR Co(3)	1-4396-2	Stecher-Traung-Schmidt Corp Dec 68(3)	0-2558-2
		Transcontinental Investing Corp Nov 68(2,7,8,13)	1-4945-2
		Jim Walter Corp Dec 68(4,7,11, 12,13)	1-4868-2
		Whale Electronics Inc Apr 68(2, 4,11,13)	1-4517-2
		KDI Corp Dec 68(4,7,13)	0-2556-2
		Texas International Airlines Inc Dec 68(2,7,9,13)	0-334-2
		U I P Corp Oct 68(2,7,13)	1-4203-2
		Dec 68(7,13)	1-4203-2
		Walter Kidde & Co Inc Dec 68 (7,10)	1-5694-2
		AAC Corp Dec 68(2)	0-1606-2
		Chicago Milwaukee St Paul & Pac RR Co Dec 68(11)	1-3288-2
		International Harvester Co Dec 68(12,13)	1-5236-2
		International Harvester Overseas Capital Corp Dec 68(7)	1-5217-2
		Stamford Water Co Dec 68(4,7)	0-2653-2
		Tracor Inc Dec 68(2,7,8,13)	0-528-2
		Far West Financial Corp Dec 68(10)	1-4923-2
		Lakey Foundry Corp Oct 68(13)	1-2319-2
		Transducer Systems Inc Nov 68(7)	2-29639-2
		American Finance System Inc Dec 68(4,7,9,11,13)	1-5625-2
		Applied Devices Corp Dec 68(6,7, 13)	1-3882-2
		John R Thompson Co Dec 68(12)	1-102-2
		Petroleum Exploration & Development Fund Inc Oct 68(10)	2-27791-2
		Nov 68(11)	2-27791-2
		Walter E Heller & Co Nov 68(7, 13)	1-2291-2
		Scherr-Tumico Inc Dec 68(1,2, 3,7)	0-2366-2
		Berry Petroleum Co Nov 68(1,2, 4,9,11)	0-1178-2

Misc. 8K's

Roto American Corp Oct. 1968(2,13)	1-5215-2
Polychrome Corp Oct. 1968(7)	1-4736-2
Haven Ind., Inc Nov. & Dec. 1968(7)	1-4647-2
New Hampshire Jockey Club, Inc Nov. 1968 (12)	0-568-2
ITI Nov. 1968 (11,13)	1-3819-2
Bastian Blessing Co Jan. 1969 (1,11)	1-850-2
Reeves Broadcasting Corp Amdt. to 8K for Nov. 1968 (7)	1-4361-2
Joseph Dixon Crucible Co Amdt. to 8K for Dec. 1968 (13)	0-856-2
Intl. Business Machines Corp Amdt. 8K for Dec. 1968(3)	1-2360-2
GF Ind., Inc Amdt. to 8K for Nov. 1968(13)	1-4273-2
Jupiter Corp Dec 68(3,4,7, 8,10,11,13)	1-4605-2
Standard Oil Co Dec 68(13)	1-2256-2
Stern Metals Corp Dec 68(12)	1-5147-2
Gray Drug Stores Inc Dec 68(8)	1-1387-2
Jasper Corp Dec 68(1)	0-3279-2

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 "***"):

<u>NO.</u>	<u>O- REGISTRANT</u>	<u>LOCATION</u>
3300	Brinkman Instruments, Inc.**	Westbury, N. Y.
3303	Century Laboratories, Inc.**	Metairie, La.
3319	Del Electronics Corp.	Mt. Vernon, N. Y.
3311	Develco, Inc.	Darlington, S. C.
3315	Energy Conversion Devices, Inc.**	Troy, Mich.
3359	Falls Resources Corp.**	Niagara Falls, N. Y.
3309	Federated Investments, Inc.	Opp, Alabama
3317	Guenther Systems, Inc.**	Buchanan, New York
3313	Henry Engineering Co.	Anaheim, Calif.
3307	Hudson Leasing Corp.**	New York, N. Y.
3318	Imperial Management Corporation	Forest Park, Ga.
3301	Law Research Serv., Inc.	New York, New York
3320	Longchamps Corporation**	New York, New York
3312	Magnolia Metal Corp.**	Auburn, Neb.
3304	Metallurgical Processing Corp.	Syosset, New York
3305	NCC Leasing, Inc.**	Memphis, Tenn.
3316	Nuclear Res. Assoc., Inc.	New Hyde Park, N. Y.
3314	Radiant Corporation**	Morton Grove, Ill.
3321	R.D. Products, Inc.	East Rochester, New York
3302	Unitec Industries, Inc.**	Timonium, Md.

SECURITIES ACT REGISTRATIONS. Effective January 29: Becton, Dickinson and Co., 2-31340; Connelly Containers, Inc., 2-31135; The Cornelius Co., 2-30996 (40 days); Farmland Industries, Inc., 2-30799 (40 days); ILC Industries, Inc., 2-31063 (90 days); Information International, Inc., 2-30853 (40 days); Mac Aviation Corp., 2-29482 (90 days); National Hardgoods Distributors Inc., 2-30537 (Apr 29); Nuveen Tax-Exempt Bond Fund, Series 20, 2-30433; Tenna Corp., 2-31285; Wilson Leasing Co., 2-31209 (90 days); Farah Manufacturing Co., Inc., 2-31311 (Mar 10); The Dextor Corp., 2-31351.

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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