

# 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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**PROVIDENT FUND FOR INCOME.** The SEC today announced that Provident Fund for Income, Inc., a Philadelphia mutual fund, consented to the issuance of a stop order suspending the effectiveness of its Securities Act registration statement; that the statement has been amended to correct the factual disclosures involved; and that the amendment had been declared effective and the stop order lifted. The Commission's definitive findings and opinion will be issued later.

The proceedings are based upon staff charges that the Fund's registration statement included untrue statements of material fact and omitted to state material facts required to be stated therein, or necessary to make statements therein not misleading. The staff alleged, among other things, that the Fund's registration statement failed to disclose: (1) that Douglas K. Porteous, president of the Fund and of Porteous and Company, Inc. ("Porteous & Co."), a registered broker-dealer, had arrangements with certain other registered broker-dealers who directed commissions to Porteous & Co. in consideration for the receipt of Fund brokerage; (2) the direction of Fund brokerage for the benefit of Pennsylvania Funds Corporation, a registered broker-dealer owned by Douglas K. Porteous and; (3) the receipt by Porteous & Co. of tender fees in connection with the Fund's tender of certain of its portfolio securities.

**TRADING IN DUMONT TO RESUME.** The SEC announced April 14 (Release 34-8571) that over-the-counter trading in the common stock of Dumont Corporation, a Utah corporation with offices in Salt Lake City, Utah, and Fort Lee, N. J., may be resumed on Monday, April 21. In its announcement, the Commission called attention to the court action it filed on April 8 seeking to enjoin Dumont and 43 other defendants from the offer and sale of stock of Dumont in violation of the registration and/or anti-fraud provisions of the Federal securities laws; and it also related certain facts concerning the company and its operations and called attention to a statement released by the company's new management. In addition, the Commission cautioned that investors and broker-dealers should consider carefully the facts set forth in the two statements in connection with any further transactions in Dumont stock.

**SALE OF OMEGA EQUITIES STOCK ENJOINED.** The SEC San Francisco Regional Office announced April 10 (LR-4283) that the Federal court in Los Angeles had entered a final decree, by consent of the following defendants, permanently enjoining violations of the registration and/or anti-fraud provisions of the Federal securities laws by said defendants in the offer and sale of stock of Omega Equities Corporation, of Los Angeles: Harry W. Bank, Jerry M. Tenney, Richard S. Hull, Jack Morganstern, Irving Schuyler, Arthur Jarwood, Leonard Kingstone, Abraham Traub, and Stephen D. Askin.

**SEC COMPLAINT NAMES CRESTLINE URANIUM, OTHERS.** The SEC Denver Regional Office announced April 10 (LR-4284) the filing of a complaint in the U. S. District Court, in Denver, seeking to enjoin violations of the Securities Act registration provisions by the following in the offer and sale of stock of Crestline Uranium and Mining Company: Crestline Uranium and Mining Company, a Utah corporation, Universal Enterprises, Inc., a Colorado corporation, Jack E. Lake and Stanley J. Lake, both of Denver Colo.

**D. L. HILL FOUND GUILTY.** The SEC Boston Regional Office announced April 11 (LR-4285) that the U. S. District Court in Connecticut had found David L. Hill of Southport, Conn., guilty of criminal contempt for wilfully disobeying 1967 court order enjoining violations of the Securities Act registration provisions in the sale of securities of Particle Measurements, Inc.

**T. L. DENTON ENJOINED.** The SEC Fort Worth Regional Office announced April 11 (LR-4286) that the U. S. District Court in Amarillo, Texas, had issued an order permanently enjoining Troy L. Denton, of Seminole, Texas, from the offer and sale of securities (church bonds) in violation of the anti-fraud provisions of the Federal securities laws. Denton consented to the court order.

**MARVIN HAYUTIN FILES PLEA.** The SEC announced March 11 (LR-4287) that Marvin Hayutin on March 31 entered a plea of guilty to a conspiracy count, a Section 5 and a Section 17(a) Securities Act count, and a Section 9(a)(2) Securities Exchange Act count, contained in an indictment of March 20, 1969, charging securities violations in the sale of shares of VTR, Inc.

**PLEAS BY BRADHAM & HARVEY SET ASIDE.** The SEC Fort Worth Regional Office announced April 11 (LR-4273) that the U. S. District Court in Shreveport, La., had set aside and vacated pleas of guilty entered on March 10 by defendants W. S. Bradham, of El Dorado, Ark., and R. E. Harvey, of Monroe, La., to two counts of indictment charging Securities Act registration violations and mail fraud in the offer and sale of oil interests. Sentences also were set aside and vacated. Such action was without prejudice to right of the Government to prosecute the case further.

**AMERICAN PRECISION INDUSTRIES TO SELL DEBENTURES.** American Precision Industries, Inc., 2777 Walden Ave., Buffalo, N. Y. 14225, filed a registration statement (File 2-32493) with the SEC on April 3 seeking registration of \$3,000,000 of convertible subordinated debentures, due 1989, to be offered for public sale at 100% of principal amount. The offering is to be made through underwriters headed by Putnam Coffin & Burr-Doolittle, Six Central Row, Hartford, Conn. 06103; the interest rate, offering price and underwriting terms are to be supplied by amendment.

OVER

The company is engaged in the design and production of air cleaning, heat transfer and refuse collection equipment; electronic and electromechanical components; and pressure recording instruments and gunsights, automatic control products, aircraft landing aids and flight simulators and optical devices. Of the net proceeds of its debentures sale, \$1,425,000 will be applied to retire outstanding bank loans (incurred in part to refinance indebtedness of a subsidiary acquired in April 1968 and in part for working capital) and \$273,025 to repayment of term debt owing to Midland Capital Corporation; the balance will be used for working capital to finance anticipated expansion of the company's present business, product improvement and development of new products and for possible acquisition of other companies or product lines. In addition to indebtedness, the company has outstanding 834,232 common shares, of which Robert J. Fierle, board chairman and president, owns 29% and management officials as a group 36%.

**TRI-AID SCIENCES TO SELL STOCK.** Tri-Aid Sciences, Inc., 11 State St., Pittsford, N. Y. 14534, filed a registration statement (File 2-32494) with the SEC on April 3 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$5 per share. No underwriting is involved; participating NASD members will receive up to 35¢ per share commission.

The company was organized under New York law in July 1968 to engage in the design, engineering, fabrication, erection and marketing of pollution-control devices and systems for the control or elimination of solid, liquid and gaseous wastes. Of the net proceeds of its stock sale, \$420,000 will be used for construction of an equipment development center, laboratories and laboratory instrumentation, \$175,000 for development of marketing, advertising, and technical brochures, \$270,000 for development and operation of corporate facilities and equipment, and \$110,000 for development and testing of proprietary processes; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 443,200 common shares (with a 25¢ per share net tangible book value), of which Lewis G. Lynn, president, and Donald MacGregor II, vice president, own 38.13% each. Purchasers of the shares being registered will acquire a 40% stock interest in the company for their investment of \$1,500,000 (they will sustain an immediate dilution of \$3.02 in per share book value from the offering price); the present stockholders will then own 60%, for which they paid \$110,140.

**NUVEEN FUND PROPOSES OFFERING.** Nuveen Tax-Exempt Bond Fund, Series 21, 209 South La Salle St., Chicago, Ill. 60604, filed a registration statement (File 2-32496) with the SEC on April 3 seeking registration of \$12,650,000 of units of participating interest in the Fund. The Fund is one of a series of investment companies created by the sponsor and underwriter, John Nuveen & Co., (Inc.), a wholly-owned subsidiary of Nuveen Corporation; it consists of a diversified portfolio of interest-bearing obligations issued by or on behalf of states, counties, municipalities and territories of the United States and authorities and political subdivisions thereof, the interest from which, in the opinion of counsel for the sponsor, is exempt from all Federal income taxes under existing law. 75,000 units are being registered for primary distribution and 40,000 for resale by depositor of units previously sold in primary distribution; the units are to be offered initially at \$110 per unit maximum\*, plus a sales charge of 4 1/2%.

**STEWART SANDWICHES FILES FOR OFFERING AND SECONDARY.** Stewart Sandwiches, Inc., 5722 Curlew Drive, Norfolk, Va. 23502, filed a registration statement (File 2-32498) with the SEC on April 3 seeking registration of 135,000 shares of common stock, of which 90,000 are to be offered for public sale by the company and 45,000 (being outstanding shares) by the present holders thereof. The names of the underwriters, offering price and underwriting terms are to be supplied by amendment.

The company is engaged, directly and through five subsidiaries, in the preparation and distribution of pre-packaged sandwiches which can be quickly and conveniently heated in specially designed infrared ovens supplied to customers who sell the sandwiches to consumers. Of the net proceeds of its sale of additional stock, \$157,000 will be used for the purchase of freezer trucks, freezers, and miscellaneous production and packaging equipment, \$80,000 to pay initial rental on additional ovens, \$100,000 to build a production center, \$95,000 to pay bank loans and \$71,000 to pay loans by stockholders; the balance will be added to working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 240,000 common shares (with a \$1.69 per share book value), of which Theodore J. Broecker, president, and Van H. Cunningham, board chairman, own 45% each; each proposes to sell 15,710 shares of 106,960 shares held each, and three others the remaining shares being registered.

**FRUEHAUF TO SELL DEBENTURES.** Fruehauf Corporation, 10900 Harper Ave., Detroit, Mich. 48232, filed a registration statement (File 2-32499) with the SEC on April 3 seeking registration of \$75,000,000 of convertible subordinated debentures, due 1994, to be offered for public sale at 100% of principal amount. The offering is to be made through underwriters headed by Lehman Brothers, One William St., New York, N. Y. 10004; the interest rate and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the sale, leasing and distribution of truck trailers, truck bodies, containers for transportation of cargo by truck, rail or ship, accessories for the foregoing, and related activities. Net proceeds of its debentures sale will be used to reduce short-term debt, incurred to meet working capital requirements for financing receivables and inventories and for investment in equipment placed on lease, as well as investments in plant facilities. In addition to indebtedness and preferred stock, the company has outstanding 8,666,435 common shares. Walker L. Cisler is board chairman and William E. Grace president and chief executive officer.

**ENERGY RESOURCES GROUP PROPOSES OFFERING.** Energy Resources Group--1969, 122 East 42nd St., New York, N. Y. 10017, filed a registration statement (File 2-32500) with the SEC on April 3 seeking registration of \$5,000,000 of limited partnership interests, to be offered for public sale at \$25,000 per unit. The offering is to be made by Energy Resources Group, Inc., the general partner, which will receive a 6% commission; it

will pay selected dealers who participate in soliciting subscriptions a 6% commission. The partnership was formed in March 1969 for the purpose of engaging in the search for, and the acquisition, exploration, development and operation of oil and gas properties within the continental United States and Canada, including the waters surrounding such countries. The partnership intends to conduct substantially all of its operations pursuant to a joint venture agreement with George Mitchell & Associates, Inc. ("GMA"), whose business includes the drilling of exploratory wells and development of reserves of oil and gas. Joseph Boneparth is president of the general partner and George P. Mitchell is president of GMA.

**MALLORY RESTAURANTS PROPOSES OFFERING.** Mallory Restaurants, Inc., 70 Glen Cove Road, Roslyn Hts., N. Y. 11577, filed a registration statement (File 2-32502) with the SEC on April 3 seeking registration of 100,000 shares of Class A common stock and 50,000 Class A common stock purchase warrants, to be offered for public sale in units, each consisting of 2 shares and one warrant (exercisable at 50¢). The offering is to be made through Gregory & Sons, 40 Wall Street, New York, N. Y.; the offering price (\$15 per unit maximum\*) and underwriting terms are to be supplied by amendment. The company has sold, at 50¢ per share, 4,500 Class A shares to the underwriter 4,500 Class A shares to certain of its employees (including 1,000 shares to C. Scott Bartlett, Jr., a director of the company) and 1,000 Class A shares to Warren Schwerin (brother of the principal shareholder of the company), a finder.

Organized under New York law in 1961, the company remained inactive until it obtained a license in 1965 to operate Burger King fast-service restaurants from Burger King Restaurants, Inc., a subsidiary of The Pillsbury Company. The company, a franchised operator of self-service Burger King restaurants, operates five such restaurants in New York. Part of the net proceeds of its stock sale will be used to retire all outstanding indebtedness incurred in the acquisition of restaurant equipment and \$75,000 to prepay a note issued to Clarence Schwerin III, vice president of the company, for moneys advanced; the balance will be added to the company's general funds to enable it to open four additional Burger King restaurants. The company has outstanding 200,000 common and 35,000 Class A common shares (with a combined net tangible book value of 53¢ per share). George B. Mallory, president, and Clarence M. Schwerin III, vice president, own 50% each of the common and 28.6% each of the Class A common stock outstanding. Purchasers of the shares being registered will acquire a 30% stock interest in the company for their investment of \$750,000\*; the present stockholders will then own 70% of the outstanding stock, for which they paid \$55,000.

**TWENTIETH CENTURY-FOX SHARES IN REGISTRATION.** Twentieth Century-Fox Film Corporation, 444 West 56th St., New York, filed a registration statement (File 2-32503) with the SEC on April 3 seeking registration of 1,538,462 shares of common stock. These shares are issuable upon conversion of \$40,000,000 of 5% guaranteed sinking fund debentures, due 1987, of Twentieth Century-Fox International Corporation, a wholly-owned subsidiary of the company.

**HICKORY FURNITURE TO SELL STOCK.** Hickory Furniture Company, 856 7th Ave., S. E., Hickory, N. C. 28601, filed a registration statement (File 2-32504) with the SEC on April 3 seeking registration of 400,000 shares of common stock, to be offered for public sale through underwriters headed by Faulkner, Dawkins & Sullivan Securities Inc., 60 Broad St., New York, N. Y. 10004. The offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment.

Organized under Delaware law in January 1969, the company purchased all of the outstanding stock of Hickory Manufacturing Company, now a subsidiary. It manufactures and sells living room, dining room, bedroom and occasional furniture primarily for use in homes. Of the net proceeds of its stock sale, \$3,830,000 will be used to repay a short-term bank loan incurred to finance 2/3 of the purchase price of the Hickory subsidiary and \$450,000 to pay constructing improvements to the Hickory plant and to purchase machinery and equipment; the balance will be added to the company's general funds and used for general corporate purposes. In addition to indebtedness, the company has outstanding 500,000 common shares, of which Leo A. Brinkley, Jr., and Kirk T. Dornbush own 18.26% each and management officials as a group 78.1%. J. H. Johnson is president and board chairman. Purchasers of the shares being registered will acquire a 44.4% stock interest in the company for their investment of \$6,000,000; the present stockholders will then own 55.6%, for which they paid \$1,413,000.

**ADVANCED MEMORY SYSTEMS TO SELL STOCK.** Advanced Memory Systems, Inc., 1276 Hammerwood, Sunnyvale, Calif. 94086, filed a registration statement (File 2-32505) with the SEC on April 3 seeking registration of 210,000 shares of common stock, to be offered to public sale at \$10 per share. The offering is to be made through underwriters headed by Philips, Appel & Walden, Inc., 111 Broadway, New York, N. Y. 10006, which will receive a \$1 per share commission plus \$15,000 for expenses. The company has agreed to sell 21,000 shares to the Philips firm for \$2,100.

The company was organized under Delaware law in October 1968 for the purpose of engaging in the development, manufacture and marketing of memory systems for computers. Net proceeds of its stock sale will be used to sustain the company's operations for 24 months if it derives no income from its activities. In addition to indebtedness, the company has outstanding 501,000 common shares (with a negative book value of 2¢ per share, excluding deferred charges of 14¢ per share), of which Robert H. F. Lloyd, president, owns 16% and management officials as a group 74%. Purchasers of the shares being registered will acquire a 29% stock interest in the company for their investment of \$2,100,000; the present stockholders will then own 71%, for which they paid (exclusive of a \$6,000 promissory note given by one stockholder) \$68,900, or an average of \$1.32 per share.

**GIBRALTAR FINANCIAL PROPOSES EXCHANGE OFFER.** Gibraltar Financial Corporation of California, 9111 Wilshire Blvd., Beverly Hills, Calif. 90213, filed a registration statement (File 2-32506) with the SEC on April 4 seeking registration of 231,000 shares of capital stock. It is proposed to offer these shares in

exchange for 300,000 of the outstanding shares of guarantee stock of City Savings and Loan Association (exclusive of the 138,712 shares held in escrow with Security Pacific National Bank), at the rate of .77 of a share for each share of City Savings stock. Effectiveness of the exchange offer is contingent upon approval of the Federal Savings and Loan Insurance Corporation and upon its acceptance by holders of at least 80% of City Savings outstanding stock.

Gibraltar Financial owns the outstanding guarantee stock of Gibraltar Savings and Loan Association. On February 18, it acquired substantially all the assets of Western Pioneer Company, including the guarantee stock of Pioneer Savings and Loan Association and merged it into Gibraltar Savings. Gibraltar Savings is engaged in the business of lending money, principally secured by first liens against real estate primarily in the Los Angeles Metropolitan area, to enable borrowers to purchase, construct or refinance real property. City Savings' principal sources of income are the interest received from borrowers, loan fees and other fees derived from loans made on real property, which are secured by first trust deeds. In addition to indebtedness, Gibraltar Financial has outstanding 2,109,983 capital shares. Herbert J. Young is board chairman and president of Gibraltar Financial.

RESOURCES RESEARCH--1969 PROGRAM PROPOSES OFFERING. Resources Research Company 1969 Program (a limited partnership), 1901 Avenue of the Stars, Los Angeles, Calif. 90067, filed a registration statement (File 2-32507) with the SEC on April 2 seeking registration of \$2,500,000 of limited partnership interests, to be offered for public sale in \$5,000 units with a minimum investment of two units. The offering is to be made by officers and employees of Resources Research Company ("RRC" - the general partner and a subsidiary of Property Research Corporation), who will receive no commission, and Property Research Interstate, Inc., a wholly-owned subsidiary of RRC and selected NASD members who will receive up to 7 1/2% commission. The partnership will use the net proceeds of its sale of interests for the acquisition and development of exploratory, proven and semi-proven oil and gas leases and other interests in oil or gas producing properties. Calvin H. Johnston is president of Property Research Corporation and of the general partner.

HOMESTAKE MINING FILES RIGHTS OFFERING. Homestake Mining Company, 650 California St., San Francisco, California 94108, filed a registration statement (File 2-32508) with the SEC on April 4 seeking registration of 556,885 shares of capital stock, to be offered for subscription by stockholders at the rate of one new share for each nine shares held. The offering is to be made through underwriters headed by Dean Witter & Co. Incorporated, 45 Montgomery St., San Francisco, Calif. 94106; the subscription price (\$35 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is principally engaged in the operation of the homestake gold mine at Lead, South Dakota. Net proceeds of its stock sale will be added to the company's general funds and will be available for capital expenditures and for other corporate purposes. In addition to indebtedness, the company has outstanding 5,011,968 capital shares. Donald H. McLaughlin is board chairman and John K. Gustafson president.

LINCOLN NATIONAL LIFE RECEIVES ORDER. The SEC has issued orders under the Investment Company Act exempting The Lincoln National Life Insurance Company, Lincoln National Variable Annuity Fund A (Release IC-5651) and Lincoln National Variable Annuity Fund B (Release IC-5652), Fort Wayne, Ind., from certain provisions of the Act. Lincoln National Life established Fund A and Fund B as the facilities through which it will set aside and invest assets attributable to variable annuity contracts qualifying for certain tax benefits under the Internal Revenue Code of 1954, as amended.

POTOMAC EDISON RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16345) authorizing The Potomac Edison Company, Hagerstown subsidiary of Allegheny Power System, Inc., to sell \$15,000,000 of first mortgage and collateral trust bonds, due 1999, at competitive bidding. Potomac will use the net proceeds of its bond sale to provide for expenditures in connection with its construction programs including payment of \$8,000,000 of short-term bank loans incurred therefor. Construction expenditures are estimated at \$50,000,000 for 1969, \$43,000,000 for 1970 and \$50,000,000 for 1971.

MASSACHUSETTS INDEMNITY & LIFE SEEKS EXEMPTION. Massachusetts Indemnity & Life Insurance Company, Boston, Mass., has filed an application with the SEC for exemption from the registration provisions of Section 12(g) of the Securities Exchange Act of 1934; and the Commission has issued an order giving interested persons until April 28, 1969, to request a hearing thereon. The granting of such exemption application would also exempt the company from the periodic reporting and proxy provisions of the Exchange Act and so-called "insiders" from the insider trading provisions of Section 16 of the Act.

Section 12(g) calls for the registration of equity securities of any issuer whose securities are traded over-the-counter if it has total assets exceeding \$1 million and at least 500 stockholders. According to its exemption application, most of the stock of "Massachusetts Indemnity" was acquired by Pennsylvania Life Company during January 1969 as a result of a cash tender offer. As of February 28, 1969, the latter owned 98% of the outstanding shares of Massachusetts Indemnity, which then had 277 shareholders of record.

TRADING SUSPENSION CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Comstock-Keystone Mining Company (n/k/a Memory Magnetics International, Inc.) and United Australian Oil, Inc., for the further ten-day period April 16-25, 1969, inclusive.

**COMET PETROLEUM PROPOSES OFFERING.** Comet Petroleum Corporation, 608 Union Center Building, Wichita, Kans. 67202, filed a registration statement (File 2-32512) with the SEC on April 3 seeking registration of \$2,000,000 of units in its 1969 Comet Petroleum Corporation Drilling Program No. 2, to be offered for public sale in 400 units and at \$5,000 per unit. No underwriting is involved; participating NASD members will receive a 7.5% selling commission. Net proceeds of the sale of units will be used for the purpose of financing the acquisition, evaluation, testing, development and equipping of oil and gas leaseholds, or interests therein. James M. Stewart is president of the company.

**ALPEX COMPUTER TO SELL STOCK.** AlpeX Computer Corp., 370 Ludlow St., Stamford, Conn. 06902, filed a registration statement (File 2-32513) with the SEC on April 4 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$10 per share. The offering is to be made through underwriters headed by Weis, Voisin, Cannon, Inc., 111 Broadway, New York, N. Y. 10006, which will receive a 70¢ per share commission plus \$30,000 for expenses. The company has sold 27,500 shares (nontransferable for one year) to the Weis firm, for \$2,750, and it has agreed to sell 5,000 shares to Leonard Salamon, a registered representative, for \$500, for services rendered in connection with the underwriting.

The company was organized under New York law in June 1968, to undertake the development, production and sale of its Sales Point Inventory Computing Equipment, which is being designed primarily to provide retail stores with a computerized system of recording and updating sales and inventory information. Of the net proceeds of its stock sale, \$500,000 will be used to acquire additional production and engineering facilities and equipment, \$500,000 to provide funds for the creation of an inventory of the company's products and their components, \$600,000 to expand its technical and marketing staff and \$300,000 to develop additional products; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 667,500 common shares (with a 16¢ per share net tangible book value), of which Norman Alpert, president, owns 57.5% and management officials as a group 89.1%. Purchasers of the shares being registered will acquire a 30% stock interest in the company for their investment of \$3,000,000; the present stockholders will then own 70%, for which they paid \$421,630 (including \$304,250 cash and \$117,380 of intangibles transferred and services rendered to the company).

**LA COASTAL PETROLEUM PROPOSES OFFERING.** La Coastal Petroleum Corporation Drilling Program #1, 5523 Dyer St., Dallas, Tex. 75206, filed a registration statement (File 2-32514) with the SEC on April 4 seeking registration of \$234,200 of interests in the Program, to be offered for public sale in 100 units and at \$2,342 per unit. No underwriting is involved. The Drilling Program was organized for the purpose of oil and gas exploration.

**J S R SPORTSWEAR TO SELL STOCK.** J S R Sportswear, Inc., 85 Bleeker St., New York, N. Y. 10012, filed a registration statement (File 2-32515) with the SEC on April 4 seeking registration of 100,000 shares of common stock. The offering price (\$5 per share maximum\*) is to be supplied by amendment. No underwriting is involved.

Organized under New York law in August 1963, the company manufactures women's and junior size coordinates, dresses and knitwear. Net proceeds of its stock sale will be added to working capital, to be used for general corporate purposes, including increased inventory (\$200,000) and expansion of sales force, financing of work in progress and financing of payroll. The company has outstanding 364,000 common shares (with a 33¢ per share book value), of which Joseph Iorio, Sr., president and board chairman, owns 56% and Tipex, Inc., 17%. Purchasers of the shares being registered will acquire a 21.5% stock interest in the company, for which they will have paid \$500,000\*; the present stockholders will then own 78.5%, for which they paid \$33,500.

**L.A. INDUSTRIES FILES FOR OFFERING AND SECONDARY.** L.A. Industries, Inc., 369 Lexington Ave., New York, N. Y. 10017, filed a registration statement (File 2-32516) with the SEC on April 4 seeking registration of 251,600 (or a minimum of 126,600) shares of common stock, of which 250,000 (or a minimum of 125,000) are to be offered for public sale by the company and 1,600 (being outstanding shares) by the present holders thereof, at \$6 per share. No underwriting is involved; participating NASD members will receive up to an 8% selling commission.

Organized under New York law in August 1967 as Chappaqua Lake Homes, the company acquired 40 acres of undeveloped land in New Castle, Westchester County, N. Y., for the purpose of constructing and selling 41 single-family homes on minimum one-half acres lots. In March, the company acquired 80% of the outstanding shares of American Airlease Corporation, which has conducted no operations to date, but intends to purchase and lease aircraft to airlines, business corporations and other users. Of the net proceeds of its sale of additional stock, \$135,000 will be used to repay a second mortgage held by the selling stockholders, \$50,000 to pay the subdivision contractor and \$50,000 for advertising, sales promotion and working capital for the sale of single-family homes; the balance will be used to finance the business of American Airlease, to purchase additional building sites, to invest in ownership interests in real estate, and for acquisitions. The company has outstanding 488,200 common shares, of which James O'Hara, president, and Martin H. Wyler, vice president, own 30.2% each. Majorie L. Polikoff proposes to sell 500 shares and seven others the remaining shares being registered. Purchasers of the minimum 125,000 shares being registered will acquire a 20% stock interest in the company, for which they will invest \$750,000; the present shareholders will then own 80%, for which they paid \$263,466.

**GELCO-IVM LEASING FILES FOR OFFERING AND SECONDARY.** Gelco-IVM Leasing Company, 1300 South Second St., Hopkins, Minn. 55343, filed a registration statement (File 2-32518) with the SEC on April 7 seeking registration of 250,000 shares of common stock, of which 50,000 are to be offered for public sale by the company and 200,000 (being outstanding shares) by the present holders thereof. The offering is to be made through Dain, Kalman & Quail, Incorporated, 100 Dain Tower, Minneapolis, Minn. 55402; the offering price (\$12.50 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company and its subsidiaries are primarily engaged in the leasing of vehicles, principally cars and trucks, to large corporate fleet users. It also furnishes transportation advisory and maintenance control services and, to a lesser extent, leases equipment. Net proceeds of its sale of additional stock will be added to the company's working capital and used for general corporate purposes and for reduction of short-term bank debt incurred principally for interim financing of leased vehicles. In addition to indebtedness, the company has outstanding 1,100,163 common shares, of which The Gelco Corporation owns 89.6%; Gelco proposes to sell 200,000 of 985,650 shares held. Norman Grossman, board chairman and president of Gelco-IVM, Harold I. Grossman, vice chairman, and Max Grossman, a director, own 37%, 37% and 26%, respectively, of Gelco Corp.

**CONTROL INDUSTRIES TO SELL STOCK.** Control Industries, Inc., 2800 McGee Trafficway, Kansas City, Mo. 64108, filed a registration statement (File 2-32521) with the SEC on April 7 seeking registration of 135,000 shares of common stock, to be offered for public sale at \$2.20 per share. The offering is to be made through underwriters headed by B. C. Christopher & Company, 4800 Main St., Kansas City, Mo. 64112, which will receive a \$.176 per share commission. The company has agreed to sell the Christopher firm, for \$135, five-year warrants to purchase 13,500 shares, exercisable initially (after one year) at \$2.354 per share.

The company was organized under Missouri law in April 1968 to provide technical, educational, advisory and data processing services to businesses and other institutions. These services include computer programming, systems design, data systems consulting and business control and scientific analysis data processing. Net proceeds of its stock sale will be added to the company's working capital and used for general corporate purposes. The company has outstanding 173,000 common shares (with a \$1.19 per share book value), of which Norman J. Heying, president, owns 15.3%, and management officials as a group 76.4%. Purchasers of the shares being registered will acquire a 43.8% stock interest for their investment of \$297,000; the present shareholders will then own 56.2%, for which they paid \$219,849 in cash, systems or services or \$1.27 per share. James E. Gardner is board chairman.

**STOCK PLANS FILED.** The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered under and pursuant to employee stock option and related plans:

Dextra Corporation, Miami, Fla. 33138 (File 2-32475) - 200,000 shares  
 Hart Schaffner & Marx, Chicago, Ill. 60606 (File 2-32481) - 75,000 shares  
 Standard Oil Company, New York, N. Y. 10020 (File 2-32484) - \$6,800,000 of participations and 85,266 shares (File 2-32485) - \$71,000,000 of participations and 890,282 shares (File 2-32486) - 1,500,000 shares  
 Famous Artists Schools, Inc., New York, N. Y. 10022 (File 2-32491) - 100,000 shares  
 W. T. Grant Company, New York, N. Y. 10018 (File 2-32492) - 100,000 shares (Filed on Form S-7)  
 Gannett Co., Inc., Rochester, N. Y. 14614 (File 2-32495) - 225,000 shares  
 Philips Petroleum Company, Bartlesville, Okla. 74003 (File 2-32497) - \$17,100,000 participations in the Thrift Plan and 496,551 shares  
 Mountain Fuel Supply Company, Salt Lake City, Utah 84111 (File 2-32501) - \$538,405 of interests in Employee Savings and Stock Purchase Plan and 17,298 capital shares  
 Oxford Industries, Inc., Atlanta, Ga. 30312 (File 2-32509) - 274,824 shares  
 The Montana Power Company, Butte, Montana (File 2-32510) - 100,000 shares  
 Kaiser Aluminum & Chemical Corporation, Oakland, Calif. 94604 (File 2-32511) - 600,000 shares  
 Cunningham Drug Stores, Incorporated, Detroit, Mich. 48216 (File 2-32517) - 68,500 shares  
 Kaiser Industries Corporation, Oakland, Calif. 94604 (File 2-32519) - 1,000,000 shares  
 Kaiser Cement & Gypsum Corporation, Oakland, Calif. 94604 (File 2-32520) - 300,000 shares  
 Cities Service Company, New York, N. Y. 10005 (File 2-32524) - \$14,500,000 of participations in the plan and 228,000 shares  
 The Dow Chemical Company, Midland, Mich. 48640 (File 2-32525) - 200,000 shares (Filed on Form S-7)  
 The Sperry and Hutchinson Company, New York, N. Y. 10017 (File 2-32527) - 200,000 shares  
 Stauffer Chemical Company, New York, N. Y. 10017 (File 2-32529) - \$4,440,000 of interests and 100,056 shares

**CORRECTION RE HIPOTRONICS.** In the April 4 News Digest under the caption SECURITIES ACT REGISTRATIONS, "Hipotronics, Inc.," was inadvertently referred to as "Hiptronics, Inc."

**SECURITIES ACT REGISTRATIONS.** Effective April 14: Allied Products Corp., 2-32190 (40 days); Caterpillar Tractor Co., 2-32043 & 2-32044; Eagle Picher Industries, Inc., 2-32085 & 2-32088; Hotel Corp. of America, 2-30656; Kaiser Industries Corp., 2-32519; Kaiser Cement & Gypsum Corp., 2-32520; Kaiser Steel Corp., 2-32544; The Mead Corp., 2-31962 (May 24); Mobile Waste Controls Inc., 2-31214 (90 days); National Data Communications, Inc., 2-31383 (90 days); Ryder System, Inc., 2-30877 & 2-30878 (40 days); Virginia Telephone & Telegraph Co., 2-32229 (July 14).

Withdrawn April 2: Coleman Engineering Co., Inc., 2-28018. Withdrawn April 3: Beneficial Finance Co., 2-31057. Withdrawn April 4: GAC Corp., 2-31266; General Crude Oil Co., 2-29458; General Acceptance Corp. and GAC Corp., 2-31264. Withdrawn April 7: International Aluminum Ltd., 2-30307. Withdrawn April 8: Gulf American Corp., 2-28244. Withdrawn April 9: Teleprompter Corp., 2-30994. Withdrawn April 10: Fairfax Industries, Inc., 2-31927. Withdrawn April 11: American Village Life Insurance Co., 2-25872; Pott Industries, Inc., 2-29464.

**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.