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A brief summary of financial proposals filed with and actions by the S.E.C.

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(Issue No. 70-12)

FOR RELEASE January 19, 1970

C N DAVIDSON CO. CENSURED. The SEC today announced the issuance of a decision under the Securities Exchange Act (Release 34-8802) in which it "censured" C. N. Davidson & Company, Detroit broker-dealer firm, and Richard L. Coskey, its president for violations of the Commission's record-keeping and net capital rules. Without admitting or denying the violations, the firm and Coskey consented to findings of violation and to the censure and, as part of their offer of settlement, made certain undertakings and representations. These included a representation that the firm's books and records are fully posted and are and will be maintained in compliance with the Commission's record-keeping rules, and that the firm also will operate in compliance with the net capital rule. In addition, the firm undertook (1) to file a monthly financial statement through June 1970 together with an affidavit stating whether it is in compliance with the two rules; and (2) not to solicit any business for the purchase or sale of securities or effect any transactions for its own account (except to liquidate investment positions through other firms) if at any time the firm is not materially in compliance with the undertakings in its settlement offer. Moreover, if there is any breach in such undertakings, the Commission may convene a hearing on five days' notice to determine what further action may be appropriate.

FLINTLOCK LAND INVESTMENT SUSPENSION MADE PERMANENT. The SEC today announced that its November 1969 order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a proposed public offering of 100,000 common shares at \$3 per share by Flintlock Land Investment Corporation, of Silver Spring, Md., has been made permanent. The suspension order provided an opportunity for hearing on the question whether the suspension should be vacated or made permanent, if a request therefor were filed within thirty days, but no such request was filed.

The company (Flintlock) had proposed the stock offering to finance the purchase of properties in Larimer Township, Somerset County, Pa., for "year-round recreational development." Harry J. Donahue is president, George J. Cooper vice president and Carl E. Werner treasurer. They own the stock of an affiliated company which holds title to or options to acquire the property proposed for development, a part of which would be sold to Flintlock. In its suspension order, the Commission asserted that Flintlock's offering circular failed to disclose various conflicts of interest which would arise by reason of management's interest in the affiliate and contemplated transactions by and between the two companies.

EQUITY VARIABLE ACCOUNT A SEES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5957) giving interested persons until February 6 to request a hearing upon an application of Equity Insurance Company of Iowa ("Equity"), Equity of Iowa Variable Annuity Account A ("Account A") and E. I. Sales, Inc. ("E. I. Sales") for exemption from certain provisions of the Act. Equity established Account A in connection with the proposed offering to the public of individual variable annuity contracts. E. I. Sales, a wholly-owned subsidiary of Equity, is the principal underwriter for Account A.

MASSACHUSETTS ELECTRIC RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16582) authorizing Massachusetts Electric Company and New England Power Company ("NEPCO"), subsidiaries of New England Electric System ("NEES"), Westboro, Mass. holding company, to issue and sell up to \$28,000,000 and \$37,000,000 of notes, respectively, to banks, to NEES and to dealers in commercial paper. Massachusetts Electric and NEPCO will use the proceeds of this financing to meet anticipated cash requirements for capitalizable expenditures pending permanent financing or generation of funds from internal sources. Capital expenditures for the year 1970 are estimated at \$31,300,000 for Massachusetts Electric and at \$54,500,000 for NEPCO.

HARASON ENTERPRISES TO SELL STOCK. Harason Enterprises, Ltd., 55 Morris Ave., Springfield, N. J. 07081, filed a registration statement (File 2-35982) with the SEC on January 14 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$3 per share. No underwriting is involved; participating NASD members will receive a 10% selling commission.

The company was organized for the purpose of engaging in the business of medical products and services. It has entered into an agreement with NRA, Inc., under which it has the right to distribute the Cytec Sputum Cytology Kit (part of a system for screening susceptible individuals for lung cancer) to physicians, hospitals, nursing and convalescent homes, medical and industrial clinics and pharmacies. Of the net proceeds of its stock sale, \$200,000 will be used for promotion of Cytec and Computerized Electrocardiograms, \$100,000 for acquisition or opening of full service, professional type pharmacies, and \$150,000 for leasing of medical equipment to dealers and private patients; the balance will be added to the company's working capital. The company has outstanding 748,400 common shares (with a \$1.209 per share book value), of which Harvey M. Zelin, president, owns 40% and management officials as a group 88%. Purchasers of the shares being registered will acquire a 21% stock interest in the company for their investment of \$540,000 (they will sustain an immediate dilution of \$2.20 in per share book value); present shareholders will then own 79%, for which they paid \$80,425, or \$1.07 per share.

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COMET PETROLEUM PROPOSES OFFERING. Comet Petroleum Corporation, 608 Union Center Bldg., Wichita, Kans. 67202, filed a registration statement (File 2-35983) with the SEC on January 14 seeking registration of \$10,000,000 of oil and gas program participations and pre-organization subscriptions to limited partnerships, to be offered for public sale at \$5,000 per unit. Participating NASD members will receive a 7.5% selling commission and will receive 2% of the net cash receipts generated by the limited partnership interests sold by them and reinvested in new partnerships. Proceeds of the offering will be used in the conduct of exploratory drilling ventures, drilling of development wells on proven or semi-proven prospects and purchase of producing oil and gas properties. Comet Petroleum will serve as general partner. James M. Stewart is president of the general partner.

TIERRA RESOURCES FUND PROPOSES OFFERING. Tierra Resources Fund, Inc. (the "general partner"), 5670 East Evans Ave., Denver, Colo. 80222, filed a registration statement (File 2-35984) with the SEC on January 13 seeking registration of \$10,000,000 of pre-organization subscriptions to partnerships involving real estate ventures, to be offered for public sale at \$5,000 per unit. The offering is to be made through First Western Securities of Colorado, Inc. (the "distributor") (which is under common control with the general partner and with B-K Enterprises, Inc., the "manager"), which will receive an 8% selling commission; participating NASD members will receive a 7% selling commission. The partnership will purchase real estate, buildings, licenses, franchises, permits and equipment which may be leased to third parties. Robert L. Bruce is president and Hansel C. Kennedy executive vice president of the general partner, manager and distributor; together they hold some 80% of the outstanding stock of the manager of the general partner and of the distributor.

COMPU-DECOR TO SELL STOCK. Compu-Decor, Inc., 1510 Old Country Road, Plainview, N. Y. 11803, filed a registration statement (File 2-35985) with the SEC on January 14 seeking registration of 110,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a best efforts, all or none basis through P. R. Herzig & Co., 15 William St., and Fox Securities Co., 2 West 45th St., both of New York, which will receive a 50c per share selling commission plus \$12,500 for expenses. The company has agreed to sell the underwriters, for \$11, six-year warrants to purchase 11,000 shares, exercisable after 13 months at \$5.50 per share.

Organized in December 1968, the company acquired two subsidiaries formed in 1959 and 1965. There are three phases to its business: the sale of franchises for the sale of home furnishings; supplying franchisees with products of the company; and the sale of floor covering products to commercial, apartment and residential builders and to retail trade. Of the net proceeds of its stock sale, \$75,000 will be used to expand its franchise activities and \$150,000 for additional inventory; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 222,000 common shares (with a 25c per share book value), of which Thomas R. Kaliski, president, owns 93.6%. Purchasers of the shares being registered will acquire a 33% stock interest in the company for their investment of \$550,000 (they will sustain an immediate dilution of \$3.47 in per share book value from the offering price); present shareholders will then own 67%, for which they paid \$20,178 or 9c per share.

GENERAL TELEPHONE (FLA.) TO SELL BONDS. General Telephone Company of Florida, 610 Morgan St., Tampa, Fla. 33601, filed a registration statement (File 2-35986) with the SEC on January 14 seeking registration of \$40,000,000 of first mortgage bonds, Series M, due 2000, to be offered for public sale through underwriters headed by Paine, Webber, Jackson & Curtis, 140 Broadway, and Stone & Webster Securities Corp., 90 Broad St., both of New York. The interest rate, offering price and underwriting terms are to be supplied by amendment. A wholly-owned subsidiary of General Telephone & Electronics Corporation ("GT&E"), the company will apply the net proceeds of its bond sale, together with proceeds of the sale of \$25,000,000 of common stock in November 1969, toward payment of \$77,000,000 of short-term loans owing to banks and GT&E and commercial paper obtained to finance the company's construction program. Construction expenditures for the 11 months ended November 30, 1969 approximated \$74,332,000.

SPYRO-DYNAMICS TO SELL STOCK. Spyro-Dynamics Corporation, 265 Livingston St., Northvale, N. J. 07647, filed a registration statement (File 2-35988) with the SEC on January 14 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$10 per share. No underwriting is involved; participating NASD members will receive up to a 50c per share selling commission.

Organized in June 1968, the company has been primarily engaged in research and development activities and proposes to engage in the manufacture and sale of a "positive gearless drive." Of the net proceeds of its stock sale, \$264,000 will be used for initial production and manufacturing costs, \$318,000 for purchase of inventory of parts and \$50,000 for advertising and promotion; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 300,000 common shares (with a 44c per share book value), of which Jack J. Gilbert, owns 26.7%, his wife 20% and management officials as a group 52.9%. Purchasers of the shares being registered will acquire a 25% stock interest in the company for their investment of \$1,000,000 (they will sustain an immediate dilution of \$7.38 in per share book value from the offering price); present shareholders will then own 75%, for which they will have paid \$132,000.

ZIEGLER SELECT FUND PROPOSES OFFERING. Ziegler Select Fund, Inc., 215 N. Main St., West Bend, Wis. 53095, filed a registration statement (File 2-35990) with the SEC on January 14 seeking registration of 1,000,000 shares of capital stock, to be offered for public sale at net asset value (\$10 per share maximum*) plus a sales charge of 7% on purchases of less than \$25,000 (about 7.52% of dollar amount invested). The Fund was organized as a diversified, open-end investment company seeking long-term growth of capital. Newton Company, a wholly-owned subsidiary of Inland Financial Corporation, will serve as investment adviser; B. C. Ziegler and Company, sponsor of the Fund is exclusive distributor of Fund shares. The Jacobus Company owns 97.5% of the outstanding stock of Inland Financial and Inland Financial owns 24.6% of the outstanding

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stock of The Bank of Milwaukee and Trust Company, custodian of the Fund's assets. John C. Windsor, Jr., a director of the Fund, is an officer and director of Inland Financial; the Jacobus family owns 81.4% of the outstanding voting stock of The Jacobus Company. Thomas J. Kenny is president of the Fund and board chairman of B. C. Ziegler and Company.

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 plans:

Wang Laboratories, Inc., Tewksbury, Mass. 01876 (File 2-35973) - 120,000 shares
 Wang Laboratories, Inc., Tewksbury, Mass. 01876 (File 2-35987) - 209,956 shares
 McDonnell Douglas Corporation, St. Louis, Mo. 63166 (File 2-35993) - 150,000 shares

KING RESOURCES SHARES IN REGISTRATION. King Resources Company, Security Life Bldg., Denver, Colo. 80202, filed a registration statement (File 2-35991) with the SEC on January 15 seeking registration of 500,000 outstanding shares of common stock. The company is engaged in the acquisition, exploration, development and operation of oil, gas and mineral properties for its own account and for the accounts of others. In addition to indebtedness, it has outstanding 18,414,689 common shares, of which King owns 16.30%. The shares being registered may be pledged as collateral for loans by John M. King, board chairman, and family members.

EMPIRE RESOURCES PROPOSES OFFERING. Empire Resources, Inc. ("Empire"), Suite 14B Statler Hilton Towers, Niagara Square, Buffalo, N. Y. 14202, filed a registration statement (File 2-35992) with the SEC on January 15 seeking registration of \$10,000,000 of limited partnership interests in its Quarterly Oil and Gas Drilling Programs, to be offered for public sale in \$2,000 units. Participating NASD members will receive an 8% selling commission. The partnership will invest primarily in proven and semi-proven oil and gas leases and producing oil and gas properties and projects. Empire will serve as general partner. Salvatore F. Giallombardo, board chairman and president, and Thomas H. O'Neill, Jr., treasurer, each own 50% of the outstanding shares of Empire.

NEES PLAN APPROVED. The SEC has issued an order under the Holding Company Act (Release 35-16583) approving a plan submitted by New England Electric System, Boston holding company, for the transfer to a newly-organized subsidiary, Massachusetts Gas System, of the stock and notes of eight gas-utility subsidiaries of NEES, in exchange for which NEES will receive 1,446,275 common shares of that subsidiary. This is preliminary to the ultimate divestment of the gas utility subsidiaries, as ordered by the Commission in 1964 and later confirmed on appeal, which divestment will be subject to a further plan or plans to be filed with the Commission.

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (please give News Digest "Issue No." in ordering). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the January 13 News Digest.

Detsco, Inc Dec. 1969(12,13)	0-4023-2	Universal Telephone, Inc Sept. 1969(1,2,3,4,13)	0-1522-2
Fairfield Technology Corp Nov. 1969(4,7,12)	0-3045-2	Brogan Assoc., Inc Nov. 1969(2,7,13)	0-3719-2
York County Gas Co Aug. 1969(2, 13)	0-1174-2	Clarke Corp Nov. 1969(11,12,13)	0-4142-2
Allen Dental Medical Devel. Corp Nov. 1969 (11)	2-30585-2	Peter Eckrich & Sons Inc Dec. 1969(13)	2-31458-2
Weston Leasing Co Aug. 1969 (7,9,13)	2-32288-2	Servomation Corp Nov. 1969(11)	1-4775-2
Rooks For Libraries, Inc Dec. 1969(12,13)	2-33488-2	Utah Construction & Mining Co Nov. 1969 (12,13)	1-5874-2
Volume Shoe Corp Mar. 1968(2,13)	0-1961-2	A-T-O Inc Amdn to 8K for Oct. 1969 (2,7,8,11,12,13)	1-5456-2
Atico Financial Corp Nov. 1969(2)	1-4666-2	American Bioculture Inc Amdt. to 8K for Oct. 1969 (2,13)	0-3405-2
Aero-Tech, Inc Nov. 1969 (2,7,9, 11,13)	2-29720-2	U.S. Financial Amdt. to 8K for Oct. 1969 (13)	0-3503-2

8K Reports for Dec 69

Echlin MFG. Co. (11)	1-4651-2	American Sugar Co. (3)	1-5225-2
Possis Machine Corp. (4,7,9,10,11,13)	0-944-2	Astrex Inc. (11)	1-4530-2
Albertson's Inc. (12)	1-6187-2	Chock Full O'Nuts Corp. (11,13)	1-4183-2
Equitable Real Estate Invest. Trust(3,13)	0-1605-2	Diners Club Inc. (3,11,12,13)	1-3994-2
ROBO-Wash Inc. (13)	0-3457-2	Philadelphia Suburban Transportation Co.(9,13)	0-2655-2
Standard Pressed Steel Co. (12)	1-4416-2	United States Borax & Chemical Corp.(4,7,13)	1-4052-2
Daniel Woodhead Co. Amdt.#1 for Nov. 69 (13)	2-30899-2	Alaska Airlines Inc. (12)	1-3314-2
Technical Tape Inc. Amdt.#2 for July & Aug 69 (7,13)	1-1488-2	American Consumer Ind. Inc. (7,8,13)	1-235-2
Schlumberger N.V. (Schlumberger LTD) (6K)	1-4601-2	Central Vermont Public Service Corp. (7,13)	0-1240-2
Alexander National Group Inc. Amdt.#1 for Nov. 69 (13)	0-3596-2	Power Designs Inc. Inc. R.E.D.M. Corp. (2)	0-1921-2 1-4749-2
Aetna Life & Casualty Co. (12)	1-5704-2	Twin Americas Agri. & Ind. (7,12)	2-28197-2
Banner Ind. Inc.(11,13)	1-4453-2	Union Corp. Nov. 69 (4,7)	1-5371-2
The Chesapeake & Potomac Tel Co. (7)	2-17501-2	Chicken Chef Systems Inc. (1,12)	2-32760-2
The Chesapeake & Potomac Tel Co of VA	2-24752-2	Fabri-TEK Inc. Nov.69 (2,7,13)	0-1570-2
First Charter Financial Corp. (7)	1-4301-2	Panoil Co. (7)	0-1194-2
Triton Oil & Gas Corp. (11)	0-3247-2	Sterling Savings and Loan Assn.	0-3746-2
Western Orbis Co. (4,7,)	1-4783-2	Tech-Aerofoam Products Inc. (2,7,13)	1-5913-2
Aluminum Co. of Canada LTD. (7,13)	1-3677-2	Surety Life Insurance Co. (12)	2-16075-2
BIO-Dynamics Inc. (3,13)	0-3169-2	Viviane Woodard Corp. (2,11,13)	0-2356-2
Expediter Systems, Inc. (2,7,13)	2-33144-2	Automatic DATA Processing Inc. (7)	1-5397-2
Redman Ind. Inc. (12,13)	1-4998-2	Calif. Real Estate Invest. Trust Aug. Sept. & Oct. & Nov. 69 (2,7,13)	0-3232-2
S W Ind. Inc.(7,8,13)	0-846-2	Colorado Instruments Inc. (1)	0-3987-2
Schiller Corp. (11,13)	1-5801-2	Elcor Chemical Corp. (2,12,13)	1-5341-2
Society Corp. (12,13)	0-850-2	Flori Corp. (12,13)	0-3522-2
Sun Finance & Loan Co. (7,8)	0-2469-2	ESB Inc. (12)	1-5427-2
Tool Research & Engineering Corp. (11,13)	1-5308-2	Fedders Corp. (11,13)	1-2150-2
Western Standard Uranium Inc. (1,13)	0-3802-2	J.C. Penney Co. Inc. (7,13)	1-777-2
		Pittsburgh & West Va. RR. (11)	1-5447-2

SECURITIES ACT REGISTRATIONS. Effective January 16: Capital Funding Programs, Inc., 2-35595; Computest Corp., 2-35668; Council Commerce Corp., 2-34453 (90 days); Litton Industries, Inc., 2-35720; Marriott Corp., 2-35576; Monogram Industries, Inc., 2-35931.
Withdrawn January 16: Aerospace Techniques, Inc., 2-33703; Fedder Systems Institute, Inc., 2-32885; Palmdale Medical Centers, Inc., 2-33726.

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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