

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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FOR RELEASE May 19, 1970

## INVESTMENT COMPANY ACT RELEASES

**OPPENHEIMER PROGRAM SEEKS ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-6055) giving interested persons until June 4 to request a hearing upon an application of Oppenheimer Systematic Capital Accumulation Program ("OSCAP"), New York unit investment trust, of which Oppenheimer Management Corporation ("Management Company") is the sponsor and depositor, for exemption from provisions of Section 22(d) of the Act to the extent that such provisions require investment company securities to be sold at the same public offering price to all persons. Management Company offers two redeemable securities issued by OSCAP--a single payment plan which contemplates a single investment of \$500 or more and a systematic capital accumulation program which contemplates regular monthly payments over a 10- or 15-year period. Since the initial offering of these securities in 1962, the maximum amount deducted as sales charges has been 50% of first year's payments. Recently, the West German government enacted a law which limits the amount of sales charges that can be deducted from the first year's payments under periodic payment plans to not more than 1/3 of each payment. In order to continue to sell OSCAP securities in Germany, Management Company proposes to reduce the sales charge on first year payments on all of OSCAP's systematic capital accumulation programs to an amount that, when added to the monthly custodian fee, would not exceed 1/3 of the first year's monthly payments, and by increasing the sales charge deducted from payments after the first year's payment, to such amount that the aggregate sales charge over the full period of the plans sold in Germany would be the same as the aggregate sales charge over the full period of the plans sold in the United States.

**SEILON RECEIVES ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-6056) temporarily exempting Seilon, Inc., Toledo, Ohio, from Section 7 of the Act until its application of February 20 for an order declaring it to be primarily engaged in a business or businesses other than that of an investment company is acted upon by the Commission.

## COURT ENFORCEMENT ACTION

**PROFESSIONAL SERVICE, OTHERS INDICTED.** The SEC Fort Worth Regional Office announced May 12 (LR-4608) the return of an indictment by a Federal court jury in Alexandria, La., charging violations of the Securities Act anti-fraud provisions by William M. Campbell, New Orleans, Walter H. Johnson, Monroe, Charlie F. Parker, New Orleans, and Professional Service Corporation, in the offer and sale of securities of Professional Service.

## SECURITIES ACT REGISTRATIONS

**ST. REGIS PAPER SHARES IN REGISTRATION.** St. Regis Paper Company, 150 East 42nd St., New York, N. Y. 10017, filed a registration statement (File 2-37398) with the SEC on May 15 seeking registration of 500,000 shares of common stock, to be offered pursuant to the company's 1970 Stock Option Plan.

**CONSULTING TECHNOLOGY TO SELL STOCK.** Consulting Technology, Inc., 8117 Old York Rd., Elkins Park, Pa. 19117, filed a registration statement (File 2-37399) with the SEC on May 15 seeking registration of 250,000 shares of common stock, to be offered for public sale at \$2 per share. The offering is to be made through underwriters headed by L. C. Wegard & Co., Inc., U. S. Highway 130 & Levitt Parkway, Willingboro, N. J. 08046, which will receive a 20¢ per share commission. The company has agreed to pay the Wegard firm \$10,000 for expenses and to sell it, at 1¢ per warrant, six-year warrants to purchase 25,000 shares, exercisable after one year at \$2 per share.

The company was organized in February to offer an integration of management consulting and financial services. Of the net proceeds of its stock sale, \$350,000 will be used to capitalize CTI Securities Corporation, the company's investment banking subsidiary; the balance will be added to the company's working capital and may be used, in part, to defray any negative cash flow incurred during the period between commencement of projects and compensation therefor. The company has outstanding 500,000 common shares (with a 29¢ per share net tangible book value), of which David Fields, president, and Sheldon S. Somerman, vice president, own 29% each.

**SCOTT PAPER TO SELL DEBENTURES.** Scott Paper Company, Scott Plaza, Philadelphia, Pa., filed a registration statement (File 2-37400) with the SEC on May 15 seeking registration of \$100,000,000 of sinking fund debentures, due 2000, to be offered for public sale through underwriters headed by Smith, Barney & Co. Incorporated, 20 Broad St., New York, N. Y., and two other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment.

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The company is principally engaged in the manufacture and sale of a variety of packaged paper products and printing, converting and specialty papers. Net proceeds of its debenture sale will be used principally to reduce outstanding commercial paper (\$40,725,000 at March 28) and to refund long term indebtedness maturing during the balance of 1970 (\$47,311,000 at March 28); the balance will be added to the company's general funds and used for similar purposes. Proceeds of such indebtedness were used for general corporate purposes including additions and improvements to existing facilities, construction or purchase of new facilities, the purchase of timber resources, acquisition of common shares as treasury shares and working capital. In addition to indebtedness and preferred stock, the company has outstanding 34,459,910 common shares. Harrison F. Dunning is board chairman, Paul C. Baldwin, vice chairman and Charles D. Dickey, Jr., president.

**AMERICAN AIRLINES TO SELL LOAN CERTIFICATES.** American Airlines, Inc. ("American"), 633 Third Ave., New York, N. Y., filed a registration statement (File 2-37401) with the SEC on May 15 seeking registration of \$78,500,000 of guaranteed loan certificates, Series A, due 1988, to be offered for public sale through underwriters headed by Lazard Freres & Co., 44 Wall St., New York, N. Y. 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment.

American is a scheduled airline serving 48 domestic cities in 20 states and the District of Columbia, as well as Toronto, Canada, and Mexico City and Acapulco, Mexico. Net proceeds of its sale of loan certificates will be used toward payment of the first five of 16 Boeing 747-123 jet aircraft ordered from The Boeing Company, to be purchased through a lease arrangement. In addition to indebtedness and preferred stock, the company has outstanding 20,281,000 common shares. George A. Spater is board chairman and president.

**HANOVER PLANNING PROPOSES OFFERING.** Hanover Planning Company, Inc., 8 Hanover St., New York, N. Y. 10004, filed a registration statement (File 2-37402) with the SEC on May 15 seeking registration of \$7,500,000 of interests in its 1970 Hanover Year End Drilling Fund, Series 4 (the "Program"), to be offered for public sale in 1,500 units and at \$5,000 per unit (with a minimum investment of \$10,000). The offering is to be made on a best efforts basis by Hornblower & Weeks-Hemphill, Noyes, 8 Hanover St., New York, N. Y. 10004, as agent, and by other NASD members appointed by Hornblower; Hornblower will receive a 3% selling commission plus a portion of the company's overriding royalty; it will pay participating NASD members a 5% selling commission. The Program was organized to provide for participation in oil and gas drilling ventures under the administration, supervision and accounting by the company. William G. Maloney is board chairman and W. F. West president.

**PENROC OIL PROPOSES OFFERING.** Penroc Oil Corporation ("general partner"), 406 Building of the Southwest, Midland, Tex. 79701, filed a registration statement (File 2-37404) with the SEC on May 15 seeking registration of \$5,000,000 of limited partnership interests in Penroc Oil and Gas Funds, Ltd. (a series of five limited partnerships), to be offered for public sale in minimum amounts of \$5,000. No underwriting is involved; participating NASD members will receive up to a 12% selling commission. Each partnership will be formed to acquire oil and gas leases and to explore for and develop oil and gas and associated minerals thereon. John B. Castle, president of the general partner, and H. Brace Wigzell, secretary-treasurer, own 11.81% each and Castle and Wigzell (a general partnership owned equally by John Castle and Brace Wigzell) 76.19% of the outstanding common stock of the general partner.

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

GAC Corporation, Allentown, Pa. 18101 (File 2-37397) - 600,000 shares  
 Penwalt Corporation, Philadelphia, Pa. 19102 (File 2-37403) - 40,000 shares  
 Bucyrus-Erie Company, South Milwaukee, Wis. 53172 (File 2-37405) - 200,000 shares  
 American Fletcher Corporation, Indianapolis, Ind. 46204 (File 2-37407) - 9,965 shares

#### MISCELLANEOUS

**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 May 6 News Digest.

#### 8K Reports for March 1970

Tracor Inc.(2,7,8,13)	0-528-2	Telectro-MEK Inc. (12,13)	1-6130-2
URS Systems Corp.(3,11,12)	1-6067-2	Terminal Hudson Electronics Inc. (1,12,13)	1-4394-2
Wolf Corp. (2,13)	0-294-2	Texfi Ind. Inc. (11)	0-4396-2
Pennsylvania Co. (8)	1-4954-2	Transducer Systems Inc.(12)	2-29639-2
Lenobscot Shoe Co.(11,13)	1-5548-2	Vulcan Materials Co. (12)	1-4033-2
Philips Ind, Philips N.V. & U.S. Philips Trust(6K for Mar 70)	2-20193-2	Watkins-Johnson Co. (8)	1-5631-2
R.D. Products Inc (11,13)	0-3321-2	Widecker Research Inc. (12,13)	2-30391-2
The Red Food Stores Inc. (7,8,13)	0-4012-2	Hier One Imports Inc (2,13)	2-31511-2
Saturn Airways Inc. (12)	1-5844-2	Leisure Living Communities Inc. Feb (2,3,13)	1-6338-2

CONTINUED

8K Reports for March 1970 (Con't)

Puratronics Ind. Inc. (2,7,12,13)	0-3234-2	Scientific Resources Corp. (2,7,8,11,12,13)	1-4771-2
Santa Fe Ind. Inc (7)	1-5708-2	Systems Engineering Lab Inc. (9,12,13)	1-5635-2
Sensitron Inc. Feb & Mar 70 (7,9,12,13)	0-4233-2	U.S. Fidelity & Guaranty Co. (11)	2-8225-2
Sircor Scientific, Inc. (1)	2-31337-2	Warnaco Inc. (7)	1-4715-2
South Carolina Electric & Gas Co. (7,13)	1-3375-2	Quotamation Inc.(12,13)	2-30051-2
Rochester Instrument Systems Inc. (2,7,13)	0-3374-2	Trunkline Gas Co.(11,12,13)	2-25332-2
Staco Inc. (6,12,13)	0-1900-2	Ward Foods Inc. (13)	1-1042-2
The Upjohn Co. (3,12,13)	1-4147-2	Serendipity Inc. (2,13)	2-30370-2
		Work Wear Corp.(2,7,13)	1-4784-2
Fancho's Mexican Buffet Inc. (11)	2-32378-2	Starr Broadcasting Group Inc. (2,12,13)	2-31227-2
Piedmont Develop & Invest. Corp. (7)	0-3371-2	Tipperary Land and Exploration Corp. (11)	0-2960-2
Fitney-Bowes Inc (7)	1-3579-2	United Board & Carton Corp. (7,13)	1-2772-2
Time-Sharing Terminals Inc (11,12)	0-4316-2	Zemco Ind. Inc. (2,13)	2-23115-2
First Oklahoma BanCorporation (11)	0-779-2	Louis Sherry Inc. (1,13)	1-4574-2
Stockman National Life Insurance Co. (1)	2-22231-2	Kadix Corp. (12)	0-3628-2
Teledata Inc.(2,7,13)	0-4088-2	Tanger Ind. (7)	1-6301-2
Southland Life Insurance Co. (7,10,11,13)	2-17820-2	Treasure State Ind. Inc. (12)	0-2054-2
Spouse Reitz Co. Inc.(11)	0-1015-2	Boston & Maine Corp. (12)	1-4064-2
Vulcan Inc. (7)	1-5729-2	Royal Publishers Inc.(2,13)	0-4095-2
Weight Watchers International Inc. (2,13)	0-3389-2	Shelter Resources Corp. (11)	1-6317-2
Mark Twain Marine Inc. Apr. 70 (12)	0-4156-2	Simplex Wire & Cable Co. (2)	1-5268-2
Trans-Pacific Leasing Co. (2,7,13)	0-4250-2	Southern Diversified Ind. Inc. (2,13)	0-2221-2
UMC Ind Inc. (12)	1-4202-2	The United Illuminating Co. (3)	0-469-2
The Wachovia Corp. (11,13)	1-6269-2	United States Lumber Co.(11)	0-601-2
Western Invest. Real Estate Trust (2,11,13)	0-2809-2	Washington Water Power Co. (7)	1-3701-2
Aries Corp. (2,13)	0-2540-2	Western Pacific FR Co.(3)	1-681-2
Dextra Corp. Feb. 70 (6,12)	0-1602-2	Downe Communications Inc. (12)	0-3666-2
Sargent Ind. Inc. (11)	1-5776-2	Southern Counties Gas Co. of Calif.(11,12,13)	2-4622-2
Tesoro Petroleum Corp. (2,7,11,13)	1-3473-2	Perfect Film & Chemical Corp. Amdt #1 to 8K for Jan 70(9)	1-2991-2
Twin Americas Agri. & Ind. Developers Inc. (7)	2-28197-2	Valley Bancorporation (11,13)	0-2453-2
Water Treatment Corp. (2,7,13)	0-1735-2	Sayre & Fisher Co. (9)	1-3391-2
Wheelabrator Corp. (12,13)	1-2483-2	Sun Life Insurance Co. (11,13)	2-22102-2
Western Harness Racing Inc. (12,13)	0-1429-2	<u>Amdt. 8K's</u>	
Western Massachusetts Electric Co. (11,13)	2-11114-2	Uniservices Inc. Sept., Oct. & Nov. 69(6)	0-77-2
Westwood Inc. (11)	0-4278-2	Dec. 69 (6,11)	0-77-2
Diners's Club Inc.(1,3,4,7,12 13)	1-3994-2	Jan 70 (3,6,12)	0-77-2
Royal American Ind. Inc. (7,13)	1-4109-2	B.F. Saul Real Estate Invest. Trust Amdt. #1 for Mar.70 (12)	0-3356-2
Stokely-Van Camp Inc. (12)	1-2944-2	Unicoa Corp. Amdt. #1 for Mar 70(7,8,13)	0-3568-2
Telephone Utilities Inc.(7)	0-873-2		
Seaferro Inc. (12,13)	2-32974-2		
Spencer Shoe Corp.(2,7,13)	1-2604-2		
Amrep Corp.(7,13)	1-4702-2		

**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 "\*\*\*"):

File No.	O-Registrants	Location	File No.	O-Registrants Cont'd	Location
4536	Accelerators Inc**	Austin, Tex.	4646	Interstate Corp	Chattanooga, Tenn.
4585	Alexander & Alexander Inc**	New York, NY	4508	LSM Corp**	Bloomington, Minn.
4560	American Diversified Corp	Camp Hill, Pa.	4634	Lincoln Tower Corp	Fort Wayne, Ind.
4652	American International Group Inc**	New York, NY	4590	Lockwood Corp**	Gering, Nebraska
4506	Askin Service Corp**	New York, NY	4538	Lumex Inc **	Bay Shore, NY
4545	Bankamerica Corp**	S.F., Calif.	4644	Mahon Technology Group Inc	New York, NY
4510	Beloit Tool Corp**	S. Beloit, Ill.	4525	Manchester Financial Services Corp**	St Louis, Mo.
4638	Big Piney Oil & Gas Co	Salt Lake City, Utah	4574	Monumental Corp**	Baltimore, Md.
4571	Black Angus Franchise System Inc**	North Miami, Fla.	4572	NHA Inc**	Grand Prairie, Tex.
4575	Cameron-Brown Investment Group	Atlanta, Ga.	4569	National Information Systems Corp	Valley Forge, Pa.
4557	Capital Holding Corp**	Wilmington, Del.	4786	National Investment Corp Inc**	Topeka, Kansas
4581	Capital Mortgage Investments	Washington, D.C.	4515	Omaha National Corp	Omaha, Nebraska
4576	Captech Inc	Santa Monica, Calif.	4514	Overmyer Corp	Winchester, Ind.
4697	Central National Chicago Corp	Chicago, Ill.	4583	Pacific Scientific Co**	City of Commerce, California
4698	Citizens and Southern Corp	Charleston, SC	4505	Palomar Mortgage Investors	San Diego, Calif.
4696	Clica Industries	Phoenix, Ariz.	4689	Pentair Industries Inc	Mnpls., Minn.
4524	Coachmen Industries Inc**	Middlebury, Ind.	4588	Perfex Corp**	Milwaukee, Wisc.
4640	College/University Corp	Indianapolis, Ind.	4589	Premier Photo Service Inc**	Coolville, Ohio
4541	Computer Dimensions Inc**	Dallas, Tex.	4567	Punta Gorda Isles Inc	Punta Gorda, Fla.
4658	County National Bancorporation	Clayton, Mo.	4570	Quality Acceptance Corp	Salt Lake City, Utah
4647	Custer Channel Wing Corp	Enid, Okla.	4513	Retirement Living Inc**	Wilmington, Del.
4521	Datanate Computer Systems Inc**	Big Spring, Tex.	4512	Riviere Realty Trust**	Washington, DC
4518	Deposit Guaranty Corp**	Jackson, Miss.	4586	Ronco Teleproducts Inc**	Chicago, Ill.
4573	De Rose Industries Inc	Indianapolis, Ind.	4637	Security Finance Corp of Spartanburg	Spartanburg, SC
4649	S F Durst & Co Inc	Maryland Heights, Mo.	4653	Security International Corp	Santurce, P.R.
4542	J W Edgerly & Co**	Ottumwa, Iowa	4520	Shapell Industries Inc	Beverly Hills, Cal
4580	Fidelity Financial Corp	Oakland, Calif.	4582	Monica Simone Cosmetics Inc**	Brooklyn, NY
4635	First Security National Corp	Beaumont, Tex.	4641	Southern National Corp	Lumberton, NC
4699	First Piedmont Corp	Greenville, SC	4577	Standard Computer Corp**	Santa Ana, Cal.
4548	Flexible Circuits Inc**	Warrington, Pa.	4527	Technical Publishing Co**	Barrington, Ill.
4522	Gold Medallion Nursing Centers Inc	Mnpls., Minn.	4535	Tracor Computing Corp**	Austin, Tex.
4540	Graco Inc	Mnpls., Minn.	4539	Trans-Industries Inc**	Bloomfield Hills, Mich.
4526	Great American Chemical Corp**	Fitchburg, Mass.	4523	Tuftco Corp	Chattanooga, Tenn.
4519	Inter-Continental Services Corp**	Shawnee Mission, Kans.	4543	Twain Mark Bancshares Inc**	Clayton, Mo.
			4639	Varifab Inc	High Falls, NY
			4533	Wetson's Corp**	Valley Stream, NY
			4511	Wynn Oil Company**	Azusa, Calif.
			4651	Zenith United Corp	Chicago, Ill.

**SECURITIES ACT REGISTRATIONS. Effective May 18:** Conrac Corp., 2-37332; East Driefontein Gold Mining Co 2-37262; Funding Corp. of America, 2-35706; Instrument Systems Corp., 2-36571; Kerr-McGee Corp., 2-36978; The Times Mirror Co., 2-37337; Western Decalta Petroleum Ltd., 2-35257 (90 days); Westram 1970 Program Corp., 2-35756 (90 days).

**Withdrawn May 15:** Carrigan Jordan Properties, Inc., 2-32371; Cliftronic, Inc., 2-35124; Denny's Restaurants Inc., 2-34702; Hopkins Manufacturing Corp., 2-34782; IHC Corp., 2-36166; Muller & Phipps International Corp., 2-36951; Ocean Research Equipment, Inc., 2-31371; Radiant Educational Corp., 2-33602.

**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.