

# 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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**HEARINGS SCHEDULED ON TWO REGULATION A SUSPENSIONS.** The SEC, upon request of the issuing companies, has scheduled hearings to determine whether to vacate or make permanent prior orders of the Commission temporarily suspending Regulation A exemptions from registration pursuant to which the respective issuers had proposed the public offering of securities, as follows:

<u>Issuer</u>	<u>Date of Hearing</u>	<u>Place</u>
Industrial Kinetics, Inc. St. Paul, Minn.	4/10/67	SEC Washington Office
Autroponics, Inc. Dallas, Tex.	6/26/67	503 U.S. Court House Fort Worth, Texas

**FOREIGN RESTRICTED LIST.** British Overseas Mutual Fund Corporation, a Panamanian corporation, has been added to the Commission's Foreign Restricted List (Release 33-4855). This increases to 37 the number of foreign companies whose securities the Commission has reason to believe recently have been or currently are being distributed in the United States in violation of the registration requirements of the Securities Act of 1933, thus depriving investors of the financial and other information essential to an informed and realistic evaluation of the worth of the securities which registration would provide.

**EIGHT TRADING BANS CONTINUED.** The SEC has issued orders under the Securities Exchange Act suspending exchange and/or over-the-counter trading in securities of the following companies for the additional 10-day period March 4-13, 1967, inclusive: Continental Vending Machine Corporation, Lincoln Printing Company, Pakco Companies, Inc., Pinal County Development Association, Sports Arenas, Inc., Underwater Storage, Inc., United Security Life Insurance Company, and Westec Corporation.

**SPECIAL INVESTMENTS AND SECURITIES SEEKS ORDER.** Special Investments and Securities, Inc., Fullerton, Calif., has applied to the SEC for an order under the Investment Company Act declaring that it has ceased to be an investment company; and the Commission has issued an order (Release IC-4862) giving interested persons until March 20 to request a hearing thereon. According to the application, a plan of complete liquidation of the company was adopted by its shareholders in December 1966, and an initial liquidating distribution with a value of \$22.56 per share was made on December 28, 1966.

**HANNA DIVERSIFIED INVESTMENTS SEEKS ORDER.** Hanna Diversified Investments, Inc., Boston, Mass., has applied to the SEC for an order under the Investment Company Act declaring that it has ceased to be an investment company as defined in the Act; and the Commission has issued an order (Release IC-4863) giving interested persons until March 23 to request a hearing thereon. Applicant was organized as a wholly owned subsidiary of The M. A. Hanna Company (Hanna) in 1964. On November 23, 1965, Hanna adopted plans of complete liquidation of Hanna and of applicant, and applicant distributed all of its assets to Hanna in redemption and cancellation of its capital stock.

**MOHAWK DATA SCIENCES FILES FOR SECONDARY.** Mohawk Data Sciences Corp., Harter St., Herkimer, N. Y. 13350, filed a registration statement (File 2-26053) with the SEC on March 2 seeking registration of 112,700 outstanding shares of common stock. The shares are to be offered for public sale by A. G. Becker & Co. Inc., 120 S. LaSalle St., Chicago, Ill., as exclusive selling agent, for its own account and the account of the other selling stockholders. The prospectus states that sales of such shares will be made from time to time in the over-the-counter market at prices currently prevailing at the time of sale (\$47 per share maximum\*).

Organized under New York law in 1964, the company is engaged in the development, manufacture and sale or rental of electronic data processing equipment for business uses. According to the prospectus, it "has incurred substantial organizational and product development expenses. It also sustained substantial operational losses through the quarter ended April 30, 1966. During each of the three quarters since April 30, 1966, the company has operated at a profit, but it still has a cumulative net loss from operations since the time of its organization." In addition to indebtedness, the company has outstanding 1,901,916 common shares, of which management officials own 25.69%. The prospectus lists 14 selling stockholders, including A. G. Becker & Co., which is offering 50,000 of 160,240 shares held, and Burton I. Koffman and Richard E. Koffman as Joint Tenants, 20,000 of 67,000. The remaining sellers are offering shares ranging in amounts from 500 to 13,000. Virgil E. Johnson is president of the company.

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**NATIONAL AVIATION PROPOSES RIGHTS OFFERING.** National Aviation Corporation, 111 Broadway, New York 10006, filed a registration statement (File 2-26054) with the SEC on March 2 seeking registration of 480,004 shares of capital stock. The shares are to be offered for subscription by stockholders on the basis of one new share for each five shares held of record at the close of business April 4, 1967. The public offering price (\$16,800,140 aggregate maximum\*) is to be supplied by amendment.

The company is registered with the Commission as a closed-end non-diversified management company. Net proceeds of its sale of additional stock will be added to general funds and used in carrying out its investment policies. Frederick F. Robinson is president.

**DIXILYN FILES FOR OFFERING AND SECONDARY.** Dixilyn Corporation, P.O. Box 3427, Odessa, Texas 79760, filed a registration statement (File 2-26056) with the SEC on March 2 seeking registration of 400,000 shares of common stock. Of this stock, 250,000 shares are to be offered for public sale by the company and 150,000, being outstanding stock, by the present holders thereof. Hornblower & Weeks-Hamphill, Noyes, 8 Hanover St., New York, is listed as the principal underwriter. The public offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in drilling offshore of oil and gas wells on a contract basis for others, and the acquisition through lease or otherwise of prospective and proven oil and gas properties, the exploration, drilling and development of such properties, and the production, gathering and sale of crude oil and natural gas therefrom. Net proceeds of its sale of additional stock will be applied to repay in part outstanding bank loans. In addition to such loans, the company has outstanding 1,582,746 common shares, of which management officials own 35.1%. M. O. Boring, Jr., president, owns 431,170 shares and proposes to sell 131,050 shares; and his wife proposes to sell all of her holdings of 18,950.

**STERN METALS CORP. SHARES IN REGISTRATION.** The Stern Metals Corporation, 320 Washington St., Mount Vernon, N. Y. 10553, filed a registration statement (File 2-26057) with the SEC on March 2 seeking registration of 140,000 shares of common stock, to be offered for public sale through underwriters headed by Bear, Stearns & Co., 1 Wall St., and Shearson, Hammill & Co., Inc., 14 Wall St., both of New York 10005. The public offering price (\$30 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company and subsidiaries are primarily engaged in the manufacture and sale of a broad range of gold and other precious metal products. On February 27, it purchased the 140,000 common shares from The Paul Revere Corporation for \$23.875 per share (the closing sale price on the American Stock Exchange on the previous business day). The funds for this purchase were borrowed from three banks, such borrowings being guaranteed by Paul Revere. Net proceeds of this offering will be applied to repayment of the bank loan; to the extent that such net proceeds are less than the amount of the loan, Paul Revere will make up any deficiency; to the extent they exceed the amount of the loan, Paul Revere will be entitled to the excess. In addition to indebtedness and preferred stock, the company has outstanding 310,000 common shares (not including the 140,000 shares held in its treasury and the subject of this offering). After this offering, Bear, Stearns & Co. will own 12% of the then outstanding common shares. The prospectus lists H. James Stern as president and board chairman.

**BLACK AND DECKER PROPOSES RIGHTS OFFERING.** The Black and Decker Manufacturing Company, 600 E. Pennsylvania Ave., Towson, Md. 21204, filed a registration statement (File 2-26060) with the SEC on March 2 seeking registration of \$24,500,000 of convertible subordinated debentures (due 1992). The debentures are to be offered for subscription by stockholders at the rate of \$100 of debentures for each 20 shares of common stock held. Any unsubscribed shares are to be offered for public sale through underwriters headed by Lehman Brothers, One William St., New York 10004, and Alex. Brown & Sons, 135 E. Baltimore St., Baltimore, Md. 21202. The interest rate, offering price, record date, and underwriting terms are to be supplied by amendment.

The company manufactures portable power tools and accessories. Of the net proceeds of its debenture sale, approximately \$5,000,000 will be used to pay for capital additions (principally the building and equipment at the Fayetteville, N. C., plant now under construction) and the balance will be added to working capital. In addition to indebtedness, the company has outstanding 4,838,312 common shares. Robert D. Black is board chairman and Alonzo G. Decker, Jr., is president.

**SECURITIES ACT REGISTRATIONS.** Effective March 2: Honeywell Inc., 2-25965 (40 days); Proctor & Gamble Co., 2-25996; Seven Arts Productions Ltd., 2-24988 (40 days).

**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.