

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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Washington 25, D.C.

FOR RELEASE April 9, 1962

Statistical Release No. 1819. The SEC Index of Stock Prices, based on the closing price of 300 common stocks for the week ended April 6, 1962, for the composite and by major industry groups compared with the preceding week and with the highs and lows for 1961 - 1962 is as follows:

	<u>1957-59 = 100</u>		<u>Percent Change</u>	<u>1962</u>	
	<u>4/6/62</u>	<u>3/30/62</u>		<u>High</u>	<u>Low</u>
Composite	139.8	141.4	-1.1	144.3	138.5
Manufacturing	130.1	132.0	-1.4	135.0	129.0
Durable Goods	130.6	132.2	-1.2	135.6	130.6
Non-Durable Goods	129.7	131.9	-1.7	134.4	126.2
Transportation	104.2	106.0	-1.7	111.0	104.2
Utility	182.1	182.0	0.1	185.5	179.6
Trade, Finance & Service	173.9	175.0	-0.6	178.2	170.0
Mining	104.1	104.1	0.0	113.3	99.7

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended April 5, 1962, 44 registration statements were filed, 57 became effective, 4 were withdrawn, and 902 were pending at the week-end.

SEC ORDER CITES FINANCIAL EQUITY CORP. The SEC has ordered proceedings under the Securities Exchange Act of 1934 to determine whether Financial Equity Corporation, 639 South Spring St., Los Angeles, violated certain provisions of the Federal securities laws and, if so, whether its broker-dealer registration should be revoked and whether it should be suspended or expelled from membership in the National Association of Securities Dealers, Inc. A hearing for the purpose of taking evidence therein will be announced later.

Financial Equity ("registrant") became registered with the Commission as a broker-dealer on January 4, 1961. The registration application named Jack Jerayr Mahakian as president and a director. By successive amendments, registrant disclosed on May 16, 1961, that Mahakian was the owner of 10% or more of registrant's outstanding stock; on February 26, 1962, that he owned 75% of the outstanding stock; and on March 22, 1962, that he was no longer president, a director or stockholder. In December 1961, on complaint of the Commission, registrant and Mahakian were preliminarily enjoined from further violations of the Commission's net capital rule.

In its order, the Commission cites charges of its staff that information developed in an investigation tends to show (1) that from about October 1 to November 7, 1961, registrant and Mahakian offered and sold stock of Medical Video Corporation in violation of the Securities Act registration requirement; (2) that from about December 29, 1961, to sometime in February 1962, they violated the margin provisions of Regulation T by failure to cancel or liquidate customers' purchases of securities when payment therefor was not received within seven days; (3) that registrant violated the Commission's record-keeping rules by its failure to make and keep current certain of the required books and records by reason of the failure to record all of registrant's liabilities and all securities in registrant's inventory account and the making of entries overstating securities in an officer's subordinated account, thereby falsifying its records; and (4) that registrant and Mahakian engaged in acts and practices "which would and did operate as a fraud and deceit" upon certain customers during the period December 29, 1961, to January 11, 1962, in violation of the anti-fraud provisions of the Federal securities laws, including the sale of securities for the accounts of customers and the receipt of monies and securities for such accounts when registrant was insolvent and the failure to disclose such insolvency to customers. (Note to Press: Copies of the foregoing are also available in the SEC Los Angeles Branch Office).

SEC ORDER CITES AMERICAN MUTUAL FUNDS SERVICE. The SEC has ordered proceedings under the Securities Exchange Act of 1934 to determine whether American Mutual Funds Service, Inc. (now known as E. H. Jansen Company), of 420 Lincoln Road, Miami Beach, Fla., violated the record-keeping, net capital and other provisions of the said Act and, if so, whether its broker-dealer registration should be revoked. A hearing for the purpose of taking evidence in the proceedings, which also concern the question whether the said firm ("registrant") should be suspended or expelled from membership in the National Association of Securities Dealers, Inc., will be announced later.

Registrant has been registered with the Commission as a broker-dealer since December 24, 1958. From about December 1958 to September 25, 1961, Gerald M. Menaker, Louis V. Vernell, and Stanford Pierce served as president, vice president, and secretary-treasurer, respectively; and they each served as a director and Menaker and Pierce each owned 10% or more of registrant's common stock. As of September 25, 1961, Vernell became president and beneficial owner of 10% or more of the outstanding stock and Menaker became vice president. In its order, the Commission cites charges of its staff that information developed in an investigation tends to show that registrant failed to file a report of financial condition for 1960; failed

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to make and keep current certain required books and records during the period January 1959 to September 1961 and during such period failed to report promptly a change of business address; and that Vernell, Menaker and Pierce caused registrant so to do.

The staff further charges that from about the middle of September to the Middle of October 1961, Benjamin J. Merkle performed functions similar to those of an officer or director or otherwise directly or indirectly controlled registrant; that registrant failed to report promptly such fact; that during such period registrant failed to make and keep current certain books and records and engaged in the conduct of a securities business when its aggregate indebtedness exceeded the maximum permitted by the Commission's net capital rule and in fact, when its liabilities exceeded its assets and registrant was unable to meet its current liabilities; and that Vernell and Merkle induced such acts and practices.

Moreover, the staff charges that on or about October 15, 1961, William R. Bowman became president of registrant and Edward H. Jansen became the owner of 10% or more of its outstanding stock and controlled its business; that registrant's name was changed to Edward H. Jansen Company; that there was a failure to report these changes in name, management and control; that during the period October 15 to December 18, 1961, registrant engaged in the conduct of a securities business when its aggregate indebtedness exceeded the maximum permitted by the Commission's net capital rule and in fact, when its liabilities exceeded its assets and registrant was unable to meet its current liabilities; that registrant failed to file a report of financial condition for the year 1961; and that Bowman and Jansen caused registrant to engage in these acts and practices.

Finally, the staff charges that this information tends, if true, to show that registrant and the several individuals violated the reporting, record-keeping net capital and other provisions of the said Act and Commission rules thereunder, including violations of the anti-fraud provisions of the Federal securities laws by registrant, Vernell, Merkle, Bowman and Jansen by reason of their conduct of a securities business while registrant was insolvent. (Note to Press: Copies of the foregoing are also available in the SEC Miami Branch Office).

SEC COMPLAINT NAMES EAST COAST INVESTORS CO. INC. The SEC New York Regional Office announced April 4th (Lit-2229) the filing of a Federal court complaint (USDC, SDNY) seeking to enjoin East Coast Investors Co., Inc., of New York, together with Georgette B. Murray and Miriam Victorson, officers, and Clifford A. Murray, an employee, from further violations of the bookkeeping, net capital, filing and registration provisions of the Securities Exchange Act of 1934, and seeking a mandatory injunction compelling compliance with said provisions.

SEC COMPLAINT NAMES STANDARD PETROLEUM CORP. The SEC Boston Regional Office announced April 5th (Lit-2230) the filing of a Federal court complaint (USDC, Boston) seeking to enjoin Standard Petroleum Corporation, of Washington, D. C., Michael Raymond, of New York, and Alfred Garwood, of Forest Hills, N. Y., from further violations of the Securities Act registration and anti-fraud provisions in the offer and sale of certain oil interests in Oklahoma.

MONONGAHELA POWER FILES PROPOSAL. Monongahela Power Company, Fairmont, W. Va., has joined with three of its subsidiaries in the filing of a proposal with the SEC under the Holding Company Act for additional investments by the parent in the subsidiaries; and the Commission has issued an order (Release 35-14620) giving interested persons until April 30th to request a hearing thereon. Under the proposal, Monongahela Power would make additional investments in the stocks of subsidiaries, as follows: The West Maryland Power Company, \$250,000; The Marietta Electric Company, \$500,000; and Monterey Utilities Corporation, \$100,000. The funds will be used by the subsidiaries for property additions and improvements or to pay open account advances to the parent.

ALABAMA POWER PROPOSES BOND OFFERING. The SEC has issued an order under the Holding Company Act (Release 35-14621) giving interested persons until April 24th to request a hearing upon the proposed issuance of \$2,899,000 of bonds due 1987 by Alabama Power Company (Birmingham). The bonds would be issued for improvements or sinking fund provisions.

STARRETT CORP. EXEMPTED. The SEC has issued an order under the Investment Company Act (Release IC-3463) declaring that Starrett Corporation of Los Angeles has ceased to be an investment company.

WIENER SHOES FILES FOR STOCK OFFERING. Wiener Shoes Incorporated, 808 Dakin Street, New Orleans, La., filed a registration statement (File 2-20185) with the SEC on April 2nd seeking registration of 80,000 shares of common stock, to be offered for public sale through underwriters headed by Howard, Weil, Labouisse, Friedrichs and Company, 211 Carondelet St., New Orleans. The public offering price (maximum \$11 per share*) and underwriting terms are to be supplied by amendment. The statement also includes 10,000 shares underlying 5-year warrants to be issued to the underwriter, exercisable initially at the public offering price.

The company was organized under Louisiana law in March 1962 as the successor to the retail and wholesale operations previously conducted by Abe Wiener & Company, a family partnership organized in 1945, and ten corporations (now subsidiaries) all of the stock of which was owned by Abe Wiener, president, and his immediate family. The company (through the subsidiaries) presently operates 12 retail shoe outlets in New Orleans and Baton Rouge, of which five are self servicing operating under the name "Shoe Town," three are self-service leased departments in department stores and four are conventional retail shoe outlets. The company issued 160,000 common shares for the assets of said partnership and stock of said corporations. Of the net proceeds from the stock sale, \$220,000 will be used to pay bank loans incurred by the predecessor partnership for working capital, and the balance will be used for a contemplated expansion program and working capital.

In addition to certain indebtedness, the company has outstanding the 160,000 common shares, of which Abe Wiener, N. Sidney Wiener, vice president, Sander N. Wiener and Merle Wiener Aronson own 26.6%, 25.6%, 25.6% and 22.2%, respectively.

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CONSOLIDATED VENDING FILES FOR STOCK OFFERING. Consolidated Vending Corp., 129 South State Street, Dover, Del., filed a registration statement (File 2-20186) with the SEC on April 2nd seeking registration of 70,000 shares of common stock, to be offered for public sale at \$5.75 per share. The offering will be made on a best efforts all or none basis through underwriters headed by Dana Securities Co., Inc., 80 Wall Street, New York, which will receive a 69¢ per share commission and \$5,000 for expenses. The statement also includes (1) 1,500 shares sold to the underwriter at 1¢ each, (2) 17,000 shares underlying 5-year warrants sold to the underwriter at 1 mil each, exercisable at \$5.75 per share, and (3) 6,000 shares underlying like warrants sold to officers and employees of the company.

The company, through its subsidiaries, is engaged in the operation of vending machines for the retail sale of various items including cigarettes, confectionery items and food, and operates coin-operated phonograph machines and amusement machines. The \$320,000 estimated net proceeds from the stock sale will be advanced to subsidiaries and used to repay long-term bank loans and certain notes, to purchase new vending, photograph and amusement machines, for acquisitions, and for working capital and other corporate purposes. The company has outstanding, in addition to certain indebtedness, 130,000 shares of common stock, of which Jules H. Singer, president, and Sidney Mittleberg, vice president, own 33.55% and 19%, respectively, and management officials as a group 60.65%. Sale of new stock to the public will result in an increase in the book value of stock now outstanding from 10¢ to \$2.29 per share and a corresponding dilution of \$3.46 per share in the book equity of stock purchased by the public.

MOLYBDENUM CORP. SHARES IN REGISTRATION. Molybdenum Corporation of America, 375 Park Avenue, New York, filed a registration statement (File 2-20187) with the SEC on April 2nd seeking registration of 5,000 shares of common stock. Such shares are to be issued by the company to Julius A. Paskan and his nominees pursuant to a settlement of litigation between Paskan and the company. Such shares may be sold from time to time by the holders thereof on the American and Toronto Stock Exchanges, or otherwise, at prevailing prices (maximum \$34.50 per share*).

The company is engaged in manufacturing and mining operations. Its manufacturing activities consist of processing molybdenum, tungsten, rare earths, boron and columbium mineral concentrates and producing therefrom various alloys, chemicals and manufactured metal products, which are sold principally to the steel industry and to a lesser extent to the electrical and other industries. The mining activities consist of operating a rare earths property and exploring and developing a molybdenum property. In addition to certain indebtedness, the company has outstanding 1,689,752 shares of common stock, of which management officials as a group own 60,682 shares. Marx Hirsch is board chairman and president.

ROBOSONICS FILES STOCK PLAN. Robosonics, Inc., 408 Concord Avenue, Bronx, N. Y., filed a registration statement (File 2-20188) with the SEC on March 30th seeking registration of 30,000 shares of common stock underlying options to be granted pursuant to the company's Restricted Stock Option Plan for Officers and Key Employees.

ADR'S FOR OZALID FILED. Morgan Guaranty Trust Company of New York filed a registration statement (File 2-20189) with the SEC on April 2nd seeking registration of 80,000 American Depositary Receipts for ordinary registered shares of Ozalid Company Limited (of England).

COMPUTERS INC. FILES FOR STOCK OFFERING. Computers, Incorporated, 5123 Glenmont Drive, Houston, filed a registration statement (File 2-20190) with the SEC on April 2nd seeking registration of 10,000 shares of common stock, to be offered for public sale at \$40 per share. The underwriters (whose names are to be supplied by amendment) will receive a \$5 per share commission.

The company is engaged in designing, engineering, manufacturing and selling computing systems and process control equipment, generally designed for the purposes of performing certain specific tasks of measurement or control in industrial or commercial facilities utilizing control systems. The \$325,000 estimated net proceeds from the stock sale will be used to acquire production equipment, to purchase certain inventory items, and for working capital to be applied towards financing increasing business and intensified sales efforts, and towards expanding and broadening research and development in the field of special purpose computers and particularly their application and use in the various industries using automatic control systems and facilities. The company now has outstanding 10,000 shares of common stock, of which Billy E. Davis, president, owns 34.95% and management officials as a group 52.25%.

BROOKLYN UNION GAS FILES STOCK PLAN. The Brooklyn Union Gas Company, 195 Montague Street, Brooklyn, N. Y., filed a registration statement (File 2-20191) with the SEC on April 2nd seeking registration of 15,000 shares of common stock, to be offered pursuant to its Employee Common Stock Purchase Plan.

OHIO EDISON FILES STOCK PLAN. Ohio Edison Company, 47 North Main Street, Akron, Ohio, filed a registration statement (File 2-20192) with the SEC on April 2nd seeking registration of 125,000 shares of common stock, to be offered pursuant to its Restricted Stock Option Plan.

PHILIPS N.V. FILES RIGHTS OFFERING. N. V. Gemeenschappelijk Bezit Van Aandeelen Philips' Gloeilampenfabrieken (Philips N.V.), of The Netherlands, filed a registration statement (File 2-20193) with the SEC on April 3rd seeking registration of 6,153,140 shares of common stock. It is proposed to offer such shares for subscription by holders of its common and participating preferred stock at the rate of one new share for each five common and for each 15 preferred shares held on May 29, 1962. Smith, Barney & Co., 20 Broad Street, New York, will form and manage a group of participating dealers to solicit subscriptions in the United States, and Burnham and Company, 15 Broad Street, New York, will act as agent for the manager in connection with sales outside the United States. The subscription price (maximum \$65 per share*) and underwriting terms are to be supplied by amendment.

Philips N.V. does not carry on any business operations and does not own any property except for shares of and accounts receivable from N.V. Philips' Gloeilampenfabrieken (Philips Industries). The company manufactures a wide range of electronic, electrical and other products in the Netherlands and 30 other countries for sale throughout the free world. Its principal products include television and radio sets, electronic tubes and semiconductors, incandescent and fluorescent lamps, electronic and industrial components and materials, domestic appliances, and telecommunications, X-ray, special industrial and sound equipment, as well as pharmaceutical products and phonograph records. Philips Industries and its subsidiaries carry on operations in all parts of the free world except the United States. The stockholders of Philips N.V. are, as such, beneficiaries under a trust created in 1956 under Connecticut law (United States Philips Trust), which carries on business operations in the United States through its subsidiaries. The properties of such Trust are managed independently of Philips N.V. and Philips Industries for the equal and ratable benefit of the shareholders of Philips N.V. and the public shareholders of Philips Industries. Philips Industries will receive the net proceeds from the sale of Philips N.V. stock and will simultaneously issue to Philips N.V. an equal number of its own common shares. Philips Industries will apply the proceeds for general corporate purposes, including working capital requirements and the continuing improvement, replacement and expansion of plant and other facilities. The United States Philips Trust will receive no part of the proceeds. Expenditures of about \$158 million are planned for 1962 in connection with capital investment projects including expenditures for the enlarged central research laboratory in Eindhoven (Netherlands), manufacturing facilities and office buildings.

In addition to certain indebtedness, the company has outstanding 5,760,000 participating preferred, 28,845,740 common and 10 priority shares. Six of the ten priority shares are owned by the Board of Management of Philips N.V. (one by each of six members), three by individual members of the Supervisory Board and the Board of Management of Philips Industries (who are not members of said board of Philips N.V.), and one by an employee of Philips Industries. The holders of such priority shares have in effect the power to control the election of the managements of Philips N.V. and of Philips Industries by their right to make binding nominations for the election of the members of the Philips N.V. Board of Management. F. J. Philips is board chairman and president.

AMERICAN PIPE AND CONSTRUCTION FILES STOCK PLAN. American Pipe and Construction Co., 390 South Atlantic Blvd., Monterey Park, Calif., filed a registration statement (File 2-20194) with the SEC on April 3rd seeking registration of 191,092 shares of common stock, to be offered pursuant to its Restricted Key Employee Stock Option Plan - 1959 and its Employee Stock Purchase Plan.

WESTERN MASS. ELECTRIC PROPOSES BOND OFFERING. Western Massachusetts Electric Company, 174 Brush Hill Avenue, West Springfield, Mass., filed a registration statement (File 2-20196) with the SEC on April 3rd seeking registration of \$8,000,000 of first mortgage bonds, series E, due 1992, to be offered for public sale at competitive bidding. The net proceeds from the bond sale, together with some \$650,000 of additional funds of the company, will be used to redeem \$8,000,000 of the company's 5-3/8% first mortgage bonds now outstanding (series D, due 1989), the redemption price being 106.75% plus interest to date of redemption.

HERCULES POWDER FILES SAVINGS PLAN. Hercules Powder Company, 910 Market Street, Wilmington, Del., filed a registration statement (File 2-20197) with the SEC on April 3rd seeking registration of \$35,000,000 of interests in its Employees Savings Plan, and 483,288 common shares underlying such interests.

APACHE CORP. FILES FOR OFFERINGS. Apache Corporation, 523 Marquette Avenue, Minneapolis, Minn., filed registration statements (Files 2-20198, 2-20199, 2-20200 and 2-20201) with the SEC on April 3rd seeking registration of (1) \$2,500,000 of participating units in Apache Gas and Oil Ventures 1963-A, to be offered for public sale in 500 units at \$5,000 per unit, (2) \$3,700,000 of participating units in Apache Gas and Oil Ventures 1963, to be offered for public sale in 250 units at \$15,000 per unit, (3) \$2,500,000 of program units in Apache Gas and Oil Program 1963-A, to be offered for public sale in 500 units at \$5,000 per unit, and (4) \$3,750,000 of program units in Apache Gas and Oil Program 1963, to be offered for public sale in 250 units at \$15,000 per unit. Such securities are to be offered on a best efforts basis by the company's wholly-owned subsidiary, APA, Incorporated, and the company will absorb a \$600 commission payable to APA for units sold at \$15,000 each and a \$350 commission for units sold at \$5,000 each.

The net proceeds from the company's sale of the program units in the Gas and Oil Program 1963 and 1963-A will be used to acquire gas and oil leases, to do test drilling, to pay compensation to the company, and to do initial developmental drilling. It is estimated that capitalized leasehold and equipment costs will approximate 25% of expenditures, administrative expenses and company compensation 10% and all other costs, including costs of geological services, drilling, testing, intangible completions, delay rentals, dry-hole contributions and lease operating expenses, about 65%. The net proceeds from the sale of the participating units in the Gas and Oil Ventures 1963 and 1963-A will be used to pay all costs of evaluating, acquiring, holding, testing, developing and operating gas and oil leaseholds under this program, and to pay company compensation. Expenditures for this program, in the categories stated above, are estimated at 10%, 10% and 80%, respectively. As compensation for its services, the company will receive (a) 7% of all program funds spent other than for equipment rentals, (b) an overriding royalty interest which shall bear the same relationship to 1/16th of the total gas and oil produced and saved from each lease as the program's working interest bears to the total working interest, and (c) 25% of the program's net profit from each lease after the program has recovered its entire investment in the lease. Truman E. Anderson is board chairman and Raymond Plank is president.

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UNION OIL OF CALIF. FILES INCENTIVE AND STOCK PLANS. Union Oil Company of California, Union Oil Center, Los Angeles, filed a registration statement (File 2-20202) with the SEC on April 3rd seeking registration of (1) 562,593 shares of common stock, to be offered pursuant to its Stock Option Plan, and (2) \$33,000,000 of interests in its Employees Incentive Plan, and 500,000 common shares which may be acquired pursuant thereto.

MATTEL FILES FOR SECONDARY. Mattel, Inc., 5150 Rosecrans Avenue, Hawthorne, Calif., filed a registration statement (File 2-20203) with the SEC on April 4th seeking registration of 275,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by Smith, Barney & Co., 20 Broad Street, New York. The public offering price (maximum \$45 per share*) and underwriting terms are to be supplied by amendment.

The company designs, manufactures, assembles and markets a number of lines of quality toys including dolls and doll clothes, toy guns and related accessories, games and musical toys, all of which are sold under the trade name "Mattel." It has outstanding 1,141,875 common and 1,500,000 Class B common shares (convertible share for share into common). Elliot Handler, president and board chairman, and Harry Paul, a director, own 9.9% and 9.8%, respectively, of the common and 75.7% and 14%, respectively, of the Class B shares. In addition, Ruth Handler, executive vice president and wife of Elliot Handler, holds in trust for their children 10.9% and 10.3%, respectively, of common and Class B shares. Handler, Paul and The Paul Family Foundation propose to sell 112,500, 112,000 and 500 common shares, respectively (representing all shares owned), and Ruth Handler proposes to sell 50,000 of the 125,000 shares held by her.

GILFILLAN FILES FOR SECONDARY. Gilfillan Corporation, 1815 Venice Blvd., Los Angeles, filed a registration statement (File 2-20204) with the SEC on April 4th seeking registration of 254,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by Blyth & Co., Inc., 629 South Spring Street, Los Angeles. The public offering price (maximum \$18 per share*) and underwriting terms are to be supplied by amendment.

The company (formerly Gilfillan Bros. Inc.) is principally engaged in the development and production of radar and other specialized electronic systems. Its principal products are radar systems which are used primarily for the guidance of aircraft in final landing approaches and in air defense. The company has outstanding 1,169,758 shares of common stock (after giving effect to a recent 40-for-1 stock split). Edna M. Gilfillan, a director, the estate of Sennet W. Gilfillan, and Virginia G. Shiels and Joan G. Phillips, directors, own 392,164, 185,278, 109,320 and 103,280 shares, respectively. They propose to sell 120,000, 90,000, 40,000 and 4,000 shares, respectively. A. Jennings Brown is board chairman and E. S. Phillips (husband of Joan G. Phillips) is president.

WASHINGTON GAS LIGHT FILES FOR STOCK OFFERING. Washington Gas Light Company, 1100 H Street, N. W., Washington, D. C., filed a registration statement (File 2-20205) with the SEC on April 4th seeking registration of 150,000 shares of serial preferred stock (cumulative, no par), to be offered for public sale through underwriters headed by The First Boston Corp., 15 Broad Street, New York, and Johnston, Lemon & Co., 900 Southern Bldg., Washington, D. C. The public offering price (maximum \$100 per share*) and underwriting terms are to be supplied by amendment.

The company is engaged in the purchase, distribution and sale of natural gas at retail in the District of Columbia and adjoining areas in Maryland and Virginia. The net proceeds from the sale of preferred stock will be added to general funds, from which the company will pay for its 1962 construction program (estimated at \$19,700,000). In addition to certain indebtedness and preferred stock, the company has outstanding 3,036,787 shares of common stock. Donald S. Bittinger is president and Everett J. Boothby is board chairman.

SECURITIES ACT REGISTRATIONS. Effective April 9: The Buckeye Pipe Line Co. (File 2-19956); Conductron Corp. (File 2-19487); Diversified Discount & Acceptance Corp. (File 2-19456); Foursquare Fund, Inc. (File 2-18637); Francis H. Clute & Son, Inc. (File 2-18641); Great Lakes Homes, Inc. (File 2-19531); Leader-Durst Corp. (File 2-19413); Loral Electronics Corp. (File 2-19863); Middle South Utilities, Inc. (File 2-19990); Oppenheimer Systematic Capital Accumulation Program (File 2-17472); Pitney-Bowes Employees Stock Purchase Plan (File 2-19922); Sinclair Oil Corp. (File 2-20029); Tennessee Gas Transmission Co. (File 2-19940); Worldwide Fund Limited (File 2-18920). Withdrawn April 9: Business Growth Funding Corp. (File 2-18928); Rising's, Inc. (File 2-19646).

*As estimated for purposes of computing the registration fee.

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