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SANCTIONS IMPOSED ON PAINE, WEBBER, OTHERS. In a decision under the Securities Exchange Act announced today (Release 34-8500), the SEC censured Paine, Webber, Jackson & Curtis, New York broker-dealer firm, together with William P. Cowden, former manager of the firm's Union Commerce (Cleveland) branch office, for failure to exercise proper supervision to prevent misconduct by Ralph Martin Klopp, who was a salesman in that office in 1962-63. Klopp was barred from association with a broker-dealer for one year for making false representations to and "churning" the accounts of two customers; but after one year he may become employed by a securities firm in a non-supervisory capacity upon a showing that he will be adequately supervised.

In a separate action (Release 34-8501), the Commission suspended Paine, Webber's Los Angeles, Santa Monica and Long Beach branch offices from engaging in certain activities in mutual fund shares for the five-day period February 3-7, inclusive, for failure to supervise transactions in mutual fund shares by two salesmen, Hamilton Keller and William Beesley, and two former registered representatives during 1964-67, which violated anti-fraud provisions of the Exchange Act. Keller was suspended for 20 calendar days and Beesley for 15 calendar days from association with any broker or dealer; and suspensions of 15 calendar days were imposed upon Donald M. Wright and Barron C. Boyd, and of 30 days upon Thomas J. Fagan, for failure reasonably to supervise transactions in mutual fund shares in the three branch offices. In this action, Paine, Webber and the five individual respondents submitted an offer of settlement in which, without admitting or denying the allegations in the order for proceedings, they consented to findings of violations and failure reasonably to supervise, respectively. During the period of the suspension of the mutual fund activities of the three branch offices of the firm, they may not solicit any transactions in or participate in the underwriting of mutual fund shares but may execute unsolicited orders for mutual fund shares from existing customers.

In the decision involving Klopp and the Union Commerce (Cleveland) branch office of Paine, Webber, the Commission found that during 1962-63 Klopp induced two customers to engage in excessive trading in securities by falsely representing to them that he would inform them if the trading by another customer, a doctor, who had a "hugh" account and had made substantial trading profits with the aid of an investment chartist. Thereafter, the two customers effected transactions based on Klopp's statements regarding the "doctor's" transactions and their trading activity increased significantly. Klopp denied making any representations to these customers concerning tne nature of and transactions in another account, but the Commission affirmed the conclusion of the hearing examiner that the customers' testimony in its most significant aspects was credible. As to the firm and Cowden, the Commission found that the firm's supervisory procedures for the prevention and detection of churning during the period in question "left important gaps" and that the firm and Cowden did not reasonably discharge their supervisory duties. In concluding that censure was an appropriate sanction, the Commission noted among other things that the firm had taken various steps to improve its system of supervision.

According to the Commission's decision involving the three California branch offices of Paine, Webber, Keller and a former salesman in the Long Beach office variously induced customers, who they knew had available for investment amounts exceeding "break points" at which lower sales loads become applicable, without adequate disclosure as to the savings obtainable through a consolidation of purchase or the execution of a "letter of intent." Moreover, Keller, Beesley and the former manager of the firm's Santa Monica office each induced a customer to liquidate mutual fund shares held by them and purchase shares of another fund although such tranactions were adverse to the customers' interests. In determining to accept the offer of settlement, the Commission took into consideration that on the one hand, there were seious deficiencies in the Firm's supervisory procedures and in their enforcement, and, on the other, that improved internal procedures had been adopted since the time of the violations.

NANOSECOND PRESIDENT CITED. The SEC Boston Regional Office announced January 21 (LR-4216) that the U. S. District Court (Conn.) had issued an order directing David L. Hill, president of Nanosecond Systems, Inc., to show cause on February 10 why he should not be punished for criminal contempt for violating a court order of July 1967 enjoining Hill and Southport Instruments, Inc., predecessor of Nanosecond Systems, for violating the Securities Act registration and anti-fraud provisions.

INDICTMENT RETURNED IN SALE OF CENTURY TRUST SECURITIES. The SEC Fort Worth Regional Office announced January 21 (LR-4217) the return of a Federal court indictment in Dallas, charging the following with violations of the Securities Act registration and anti-fraud provisions in the sale of promissory notes made by various individuals and sold with recourse on Century Trust Company: Largent Parks, Sr., Louis A. Zeleskey, Jr., Centurion Corporation and Century Trust Company, all of Dallas, Texas, and Charles W. Sommer III, Abbett, Sommer & Co., Incorporated and Abbett, Sommer & Co. Mortgage Corporation, all of Fort Worth, Texas.

TWO FILE GUILTY PLEAS. The SEC Fort Worth Regional Office announced January 22 (LR-4218) that W. S. Bradham, of El Dorado, Ark., and R. E. Harvey, of Monroe, La., had pled guilty to two counts of an indictment charging that they violated the Securities Act registration and anti-fraud provisions in the sale of oil interests. Sentencing was deferred. The indictment is still pending against Rebel Drilling Co., Inc. of Monroe.

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SEVEN TRADING SUSPENSIONS CONTINUED. The SEC has ordered the further suspension of exchange and/or over-the-counter trading in the securities of BSF Company, Capitol Holding Corporation, and Mountain States Development Company for the ten-day period January 25 to February 3, 1969, inclusive, in the securities of Comstock-Keystone Mining Company, n/k/a Memory Magnetics International, Inc., Mooney Aircraft, Inc., and United Australian Oil, Inc., for the ten-day period January 26 to February 4, 1969 inclusive, and in the securities of Electrogen Industries, Inc., for the ten-day period January 27 to February 5, 1969, inclusive.

GREAT LAKES GAS TRANSMISSION SEEKS ORDER. Great Lakes Gas Transmission Company, of Detroit, has joined with its parent, American Natural Gas Company, New York holding company, in the filing of an application with the SEC under the Holding Company Act seeking approval of a financing proposal of the subsidiary; and the Commission has issued an order (Release 35-16272) giving interested persons until February 5 to request a hearing thereon. According to the application, the Transmission Company proposes to issue and sell to the parent an additional 30,000 shares of its common stock for a consideration of $3,000,000; and it also proposes to sell a like number of shares to Trans-Canada Pipe Lines Limited. The latter and American Natural Gas each own 50% of the outstanding stock of the Transmission Company. The Transmission Company also proposes to issue and sell to banks up to $20,000,000 in additional promissory notes. Sale of the securities by the subsidiary is required to enable it to refinance the $10,000,000 of temporary notes maturing April 30, to finance its 1969 capital expenditures program and to provide necessary working capital.

COMPLAINT NAMES NEBRASKA FOUNDATION. The SEC Denver Regional Office announced January 22 (LR-4219) the filing of a complaint in the U. S. District Court in Cheyenne, seeking to enjoin violations of the Securities Act registration and anti-fraud provisions in the sale of common stock of Nebraska Foundation, Inc., by the issuing corporation and R. W. Harris, of Oklahoma City, Omaha and Casper.

TSC INDUSTRIES FILES FOR OFFERING AND SECONDARY. TSC Industries, Inc., 4747 North Ravenswood Ave., Chicago, Ill. 60640, filed a registration statement (File 2-31393) with the SEC on January 17 seeking registration of 355,000 shares of common stock, of which 110,000 are to be offered for public sale by the company and 245,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Hornblower & Weeks-Hemphill, Noyes, 8 Hanover St., New York 10004; the offering price ($29 per share maximum*) and underwriting terms are to be supplied by amendment.

The company and two subsidiaries operate two main retail divisions: the Tractor Supply Division sells repair and replacement parts, accessories, etc., for farm machinery, and a variety of other products for use on the farm; the Community Division sells a broad variety of wearing apparel, textile products, housewares, sporting goods, toys, records, automobile supplies and other consumer items. Net proceeds of the company's sale of additional stock will be added to working capital - (some $2,250,000 may be used to finance the opening of additional Tractor Division stores); and the proceeds also will be available to finance the carrying of inventory for sale to the new stores. In addition to indebtedness and preferred stock, the company has outstanding 1,634,256 shares of common stock, of which management officials as a group own 27.6%. Gardner Abbott is board chairman and Samuel P. Sharfman president. The prospectus lists 11 selling stockholders, including Charles E. Schmidt, a director, who proposes to sell 194,703 of 411,703 common shares held. He also owns 338,974 of the 995,644 outstanding preferred shares.

OMNIMEDIA TO SELL STOCK. Omnimedia, Inc., 475 Fifth Ave., New York, filed a registration statement (File 2-31415) with the SEC on January 21 seeking registration of 280,000 shares of common stock, to be offered for public sale at $1.80 per share. The offering is to be made by Hopp & Co., 180 Main Ave., Passaic, N. J., which will receive an 18¢ per share commission plus $20,000 for expenses. Upon sale of the shares, the company will sell the underwriter, for $280, seven-year warrants to purchase 28,000 common shares, exercisable after one year at $1.80 per share; the company also has agreed to sell to Feiner, Klaris and Curtis, its special counsel, for $80, warrants to purchase 8,000 shares and to Booth, Lipton & Lipton, its general counsel, for $40, warrants to purchase 4,000 shares, both at $1.80 per share.

Organized under Delaware law in July 1968, the company intends to develop two primary products - (i) an audio-disc and -cassette tape series designed for use with phonographs and cassette tape players and (ii) a bi-monthly audio-visual trade journal designed for in-plant education of personnel who use electronic data processing equipment and related services. Of the net proceeds of its stock sale, $210,000 will be used for development, production, manufacture and promotion of Let's Pretend audio recording series and $75,000 for development of TeleJournal including production of pilot issue; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 400,000 common shares (with a 15¢ per share book value), of which Stuart Sloves, president, owns 66%. Upon completion of this offering, the present shareholders will own 59% of the then outstanding common shares, for which they paid $68,570, and the purchasers of the shares being registered will own 41%, for which they will have paid $504,000.

ALABAMA GAS TO SELL BONDS. Alabama Gas Corporation, 1918 First Avenue North, Birmingham, Ala. 35203, filed a registration statement (File 2-31418) with the SEC on January 22 seeking registration of $10,000,000 of first mortgage bonds, Series F, due 1994, to be offered for public sale through underwriters headed by White, Weld & Co., 20 Broad St., New York 10005, and Sterne, Agee & Leach, Inc., First National Bldg., Birmingham, Ala. 35203. The interest rate, offering price and underwriting terms are to be supplied by amendment.

A public utility, the company will use the net proceeds of its bond sale to retire outstanding bank loans (expected to aggregate $8,500,000 at the date of issuance of the bonds) and to provide funds for the construction of property additions and improvements. Construction expenditures are estimated at $6,200,000 for fiscal 1969.

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GULF STATES UTILITIES TO SELL BONDS. Gulf States Utilities Company, Beaumont, Texas 77704, filed a registration statement (File 2-31394) with the SEC on January 17 seeking registration of $50,000,000 of first mortgage bonds, due 1999, to be offered for public sale at competitive bidding. Net proceeds of the bond sale will be used, in part, to pay off some $34,000,000 of short-term notes the proceeds of which were used in connection with the company's construction program and for other corporate purposes; the balance will be used for the continuation of the company's construction program, estimated at $124,500,000 for 1969.

INTERNATIONAL APPLIED SCIENCE LAB. TO SELL STOCK. International Applied Science Laboratory, Inc., 510 South Franklin St., Hempstead, N. Y. 11550, filed a registration statement (File 2-31396) with the SEC on January 17 seeking registration of 125,000 shares of common stock, to be offered for public sale at $5 per share. The offering is to be made through Scott, Gorman, O'Donnell & Co., Inc., which will receive a 50¢ per share commission plus $15,000 for expenses. The company has agreed to sell the underwriter, for $125, five-year warrants to purchase 12,500 common shares, exercisable (after one year) at prices ranging from $6 to $7.50 per share. Michael E. Croslin, president of the company, has agreed to sell to Emil Grossman and Barry Klein 20,000 shares at 10¢ per share, in consideration for their services as finders.

The company is engaged in consulting activities designed to relate electro-mechanical engineering to the medical and life sciences. It has developed and offers for sale volumetric measuring devices known as the Microdyne Pipette and the Automatic Digital Pipette, and a psychological testing device known as the Critical Flicker Fusion Threshold Tester; however, it has not yet manufactured any production-line models of the Automatic Digital Pipette. Of the net proceeds of its stock sale, $125,000 will be used to institute a marketing program for the company's products and the balance will be used for inventory and other working capital purposes. In addition to indebtedness, the company has outstanding 400,000 common shares (with a book value of less than 1¢ per share), of which Michael Croslin, president, owns 56% and management officials as a group 80%. Upon completion of this offering, the present shareholders will own 76% of the then outstanding common stock, for which they will have paid to the company an aggregate of $14,000 in cash, property valued at $4,350 and services valued at $2,818, and the purchasers of the shares being registered will own 24%, for which they will have paid $625,000.

TELETRONICS INDUSTRIES TO SELL STOCK. Teletronics Industries, Inc., 2715 McKinney Avenue, Dallas, Tex. 75204, filed a registration statement (File 2-31397) with the SEC on January 17 seeking registration of 200,00(shares of common stock, to be offered for public sale at $3.75 per share. The offering is to be made by Brown, Allen & Company, Inc., Vaughn Bldg., and McKinney, Rose & Co., Inc., 2200 Mercantile Bldg., both of Dallas, Tex., which will receive a $.375 per share commission plus $5,000 for expenses. The company has agreed to issue to the underwriters, at no cost, five-year warrants to purchase 20,000 common shares, exercisable after one year at $4.50 per share.

Organized under Delaware law in July 1968 as successor to Teletronics of Michigan, Inc. (which was merged into the company in August 1968), the company is engaged primarily in the business of leasing color television sets to the general public. While a majority of the television sets have to date been purchased from other manufacturers, the company has reach the final stages of design and development of its modular, transistorized color television set which, after completion will be manufactured by the company for use in its leasing operations. Of the net proceeds of its stock sale, $200,000 will be used to retire short-term bank indebtedness and certain letters of credit arising out of its purchase of television sets and $50,000 to establish an inventory of parts for its anticipated manufacturing operations; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 218,418 common shares, of which Ted M. Akin, board chairman, owns 32%, George S. Dutter, president, 26%, Properties, Inc., 22% and management officials as a group 74%.

BEEFY KING FILES FOR OFFERING AND SECONDARY. Beefy King International, Inc., 75 East Ivanhoe Blvd., Orlando, Fla. 32801, filed a registration statement (File 2-31398) with the SEC on January 17 seeking registration of 220,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 20,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Stanley Heller & Co., 44 Wall St., New York, N. Y. 10005; the offering price ($5.50 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Heller firm, for $1, 12,000 common shares, which shares may not be transferred for one year, and to pay it $20,000 for expenses. A finder's fee of $15,000 is payable to Edward Deutsch, and principal stockholders have agreed to transfer 1,000 shares to Deutsch.

The company is engaged in the operation and franchising of restaurants offering a standardized menu featuring a limited number of low-priced, fast foods, including roast beef, turkey and ham and cheese sandwiches, fried potatoes, fried onion rings and beverages. Of the net proceeds of its sale of additional stock, $600,000 is to be applied to finance the acquisition, construction, leasing and initial opening costs of about 20 additional pilot "Beefy King" units in areas in which the company's restaurants are not presently located, some $200,000 will be applied for a national and regional advertising and promotional program directed towards the sale of franchises, and the balance will be added to the general funds of the company and used for working capital. The company now has outstanding 410,000 common shares (with a 32¢ per share book value), of which Francis T. Veigle, Jr., president, and Paul James Veigle, vice president, own 40.6% and 21.8%, respectively. The two Veigles own an aggregate of 409,180 shares, purchased in November 1967 at a cash cost of $28,000, or about 7¢ per share; they propose to sell 20,000 shares.

TRANSDATA TO SELL STOCK. Transdata Corporation, 4808 North Central Avenue, Phoenix, Ariz. 85012, filed a registration statement (File 2-31399) with the SEC on January 17 seeking registration of 150,000 shares of common stock, to be offered for public sale at $8 per share. The offering is to be made by Suplee, Mosley, Close & Kerner Incorporated, 1500 Walnut St., Philadelphia, Pa. 19102, which will receive a 72¢ per share commission plus $10,000 for expenses. The company has sold to the underwriter 10,000 common shares at $1 per share.

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Organized under Delaware law in September 1968, the company proposes to offer a variety of computerized data processing, time-sharing and related technical services. Of the net proceeds of its stock sale, $35,000 will be used to purchase a small "systems computer," $100,000 to purchase (or $2,500 per month to lease) additional storage and communications handling equipment and an unspecified amount to purchase or lease additional Scientific Data Systems, Inc. Sigma 5 computers (if there is sufficient demand for the company's services); the balance will be added to the company's working capital and used to pay operating expenses and for general corporate purposes. The company has outstanding 215,000 common shares, of which Richard M. Rojko, president, owns 20%, MDC Data Centers, Inc. (wholly owned subsidiary of Management Data Corporation), 27.9% and management officials as a group 75.3%. Upon completion of this offering, purchasers of the shares being registered will own 41.1% of the then outstanding stock, for which they will have paid $1,200,000 or $8 per share, five "founders" of the company will own 49.3%, for a total consideration of $180,000, or $1 per share, and three non-officer employees of the company and the underwriter will own 9.6%, for which they paid $1 per share.

C&P TELEPHONE TO SELL DEBENTURES. The Chesapeake and Potomac Telephone Company, 930 H St., N. W., Washington, D. C. 20001, filed a registration statement (File 2-31400) with the SEC on January 17 seeking registration of $50,000,000 of debentures, due 2009, to be offered for public sale at competitive bidding.

An associated company of the Bell System and a wholly-owned subsidiary of AT&T, the company will apply the net proceeds of its debenture sale toward repayment of advances from AT&T, estimated at $55,000,000 at the time the proceeds are received. The proceeds of such advances were used for general corporate purposes, including extensions, additions and improvements to the company's plant.

SOS CONSOLIDATED FILES FOR SECONDARY. SOS Consolidated, Inc., 1411 Woodward Avenue, Birmingham, Ala. 48011, filed a registration statement (File 2-31403) with the SEC on January 17 seeking registration of 51,776 shares of common stock, to be offered for public sale through Merrill Lynch, Pierce, Fenner & Smith, Inc., 70 Pine St., New York, N. Y. 10005. The offering price ($30 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is a diversified company which manufactures and sells a variety of products for use in a number of industries and which offers mechanical contracting services to the construction industry. In addition to indebtedness, it has outstanding 1,451,570 common shares, of which management officials as a group own 11.23%. Harold M. Marko is president. The prospectus lists ten selling stockholders, who own an aggregate of 163,011 shares issued in September 1968 in connection with the company's acquisition of Carter Corporation. Of the shares being registered, Robert Carter proposes to sell 29,580 of 88,740 shares held and Richard Kahn 15,776 of 47,328; the balance are to be sold by the eight other stockholders.

COMP-SERV FILES FOR OFFERING. Comp-Serv Co., 11924 West Jefferson Blvd., Culver City, Calif. 90230, filed a registration statement (File 2-31404) with the SEC on January 21 seeking registration of 150,000 shares of common stock, to be offered for public sale at $3.75 per share. The offering is to be made by Globus, Inc., 25 Broadway, New York, N. Y. 10004, which will receive a $.375 per share commission plus $7,500 for expenses. In November, the company sold 80,000 shares at $1.25 per share to First Computer Fund, Inc., of which Morton Globus (the major principal of the underwriter) is a controlling person. A finder's fee of $25,000 is payable to Telecredit, Inc., of which Morton Globus is a director and controlling person.

The company is principally engaged in selling spare and replacement parts for computer peripheral equipment, principally for certain magnetic tape transports no longer in production; it also deals in used computer peripheral equipment. Of the net proceeds of its stock sale, $50,000 will be used to pay accrued federal income tax and state franchise tax, $56,000 to retire an indebtedness incurred in the purchase of equipment, and $309,000 for working capital and other corporate purposes. The company now has outstanding 480,000 common shares (with a book value of 38¢ per share), of which Marvin Weitzenhoffer, president, and Hyman N. Cohen, vice president, own 36% each and First Computer Fund, Inc., 17%. Purchasers of the 150,000 shares being registered will acquire a 24% stock interest in the company for an investment of $562,500, or $3.75 per share; present shareholders will then own the 480,000 shares (76%), for which they paid an average of 22¢ per share.

ADR'S FOR HAYAKAWA ELECTRIC FILED. Chemical Bank New York Trust Company, 20 Pine St., New York, N. Y. 10015, filed a registration statement (File 2-31406) with the SEC on January 21 seeking registration of 100,000 American Depositary Receipts for common stock of Hayakawa Electric Company, Ltd.

SYNTEX SHARES IN REGISTRATION. Syntex Corporation, Edificio Fiducario, Via Espana No. 200, Panama, Republic of Panama, filed a registration statement (File 2-31407) with the SEC on January 21 seeking registration of 200,470 shares of common stock. These shares are issuable upon exercise of employee stock option and related plans.

TECHNOMIC RESEARCH ASSOCIATES PROPOSES OFFERING. Technomic Research Associates, Inc., One North Wacker Drive, Chicago, Ill. 60606, filed a registration statement (File 2-31408) with the SEC on January 21 seeking registration of 150,000 shares of common stock and warrants to purchase 50,000 common shares (exercisable at $4 per share), to be offered for sale at $6 per share and $2 per warrant. The offering is to be made by Lomasney & Co., which will receive a 60¢ per share and 20¢ per warrant commission plus $5,000 for expenses. The company has sold an aggregate of 9,000 shares at $2 per share to Myron A. Lomasney, general partner of the underwriter, and John A. McNiff; it has also sold 4,500 shares at $2 per share to Andrew Racz as compensation for financial advisory services. In addition, it has sold 1,500 shares at $2 per share to J. Anthony Burton (underwriter's designee for the company's board of directors).

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The company was organized under Illinois law in February 1966 as an independent management and marketing consulting firm to serve the management of other companies primarily by assessing the impact of changing technology upon such companies and their products and markets. It assists its clients in corporate growth planning, market research, long-range technological forecasting and new product planning, and to a lesser extent in performing market and product evaluations of acquisition candidates. Of the net proceeds of its stock sale, $700,000 will be used to acquire companies in complementary management services areas (although no negotiations for such acquisitions are underway) and $50,000 to establish additional regional offices; the balance will be added to the company's general funds and used for working capital purposes. The company has outstanding 500,000 common shares (with a 22¢ per share book value), of which Aaron L. Lebedow, board chairman, and Ronald N. Paul, president, own 42.5% each and management officials as a group 100%. Upon completion of this offering (assuming none of the warrants are exercised), the three principal stockholders will own 75.2% of the then outstanding common stock, for which they paid an aggregate of $9,183; four other individuals will hold 2.2%, for which they will have paid $30,000; and the public will own 22.6%, for which they will have paid $900,000.

GERARD INDUSTRIES PROPOSES OFFERING. Gerard Industries International Corporation, DuPont Plaza Center, Suite 1116, Miami, Fla. 33135, filed a registration statement (File 2-31409) with the SEC on January 21 seeking registration of 300,000 shares of common stock, to be offered for public sale at $5 per share. The offering is to be made by Charles Plohn & Co., 200 Park Avenue, New York, N. Y. 10017, which will receive a 50¢ per share commission plus $7,500 for expenses. Upon completion of this offering, the company will issue to the underwriter 30,000 common shares at 10¢ per share.

Organized under Florida law in January 1968, the company intends to engage in the dry cleaning business through company owned stores and through franchisees, under the name Doug Sanders Dry Cleaning Center. On December 1, the company opened its prototype dry cleaning store in Coral Gables. Of the net proceeds of its stock sale, $200,000 will be used for promotion and sales of the company's franchises, $600,000 for opening of 6 company owned Doug Sanders Dry Cleaning Centers and $100,000 to repay indebtedness incurred in August 1968 for working capital purposes and for the establishment of the prototype dry cleaning store; the balance will be used for working capital, including mortgage funding of franchisees, development, franchisee opening costs and salaries. In addition to indebtedness, the company has outstanding 157,000 common shares (with a 15¢ per share book value), all owned by Gerard Schainuck, president. Upon completion of this offering, Schainuck will own 32% of the then outstanding common stock, for which he paid $24,295.98, and the public will own 68%, for which it will have paid $1,500,000.

JETA POWER TO SELL STOCK. Jeta Power, Inc., Route 17, Sloatsburg, N. Y., filed a registration statement (File 2-31410) with the SEC on January 21 seeking registration of 80,000 shares of common stock, to be offered for public sale through underwriters headed by Arnold, Wilkens & Co. Incorporated, 61 Broadway, New York, N.Y. The offering price ($20 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriters $30,000 for expenses and to sell the Arnold, Wilkens firm, for $8, 8,000 five-year warrants.

Organized under New York law in October 1964, the company is engaged in the business of designing and manufacturing electric power generation and conversion equipment and related controls as well as engine driven generator sets for use in communications systems, radar systems, missile tracking systems, computer memory systems and for general purpose applications as either prime or auxiliary power stations. Of the net proceeds of its stock sale, $200,000 will be used for purchase of metal working equipment, $250,000 for purchase of raw materials, $100,000 for sales promotion of the company's commercial products, and $100,000 for general research and development; the balance will be added to working capital and used for general corporate purposes. In addition to preferred stock, the company has outstanding 308,117 common shares, of which Sara Holritz, a director and wife of Edward Holritz (executive vice president), and Marion Beyer, a director and wife of Howard C. Beyer (president and board chairman), own 27% each and management officials as a group 59%.

FLEXIBLE CIRCUITS TO SELL STOCK. Flexible Circuits, Inc., Paul Valley Industrial Park, Warrington, Penna. 18976, filed a registration statement (File 2-31411) with the SEC on January 21 seeking registration of 100,000 shares of common stock, to be offered for public sale through underwriters headed by C. C. Collings and Company, Inc., 123 South Broad St., Philadelphia, Penna. 19109. The offering price ($10 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to issue the Collings firm five-year warrants to purchase 10,000 common shares, exercisable after one year at prices ranging from $12.10 to $16.10 per share.

The company is engaged in the design, manufacture and sale of flexible electronic circuitry and related components for use primarily in computers, computer peripheral equipment, electronic instrumentation, control devices and calculating and other types of electronic office equipment. In addition, it makes plated wire assemblies and ground planes for use in computer memory systems. Of the net proceeds of its stock sale, $400,000 will be used for equipment for an additional manufacturing facility and to replace working capital used to finish and equip an additional 6,000 square feet of manufacturing space in the company's present building and up to $170,000 will be allocated to the acquisition of other companies that are technically oriented and in similar businesses; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 345,000 common shares (with a 95¢ per share book value), of which George B. Stollsteimer, president, owns 57% and management officials as a group 89.9%. Upon completion of this offering, the non-public shareholders will own 77.5% of the then outstanding common stock, for which they will have paid or are obligated to pay $151,120 or 44¢ per share, and the purchasers of the shares being registered will own 22.5%, for which they will have paid $1,000,000*.

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OWENS-CORNING TO SELL DEBENTURES. Owens-Corning Fiberglas Corporation, National Bank Bldg., Toledo, Ohio, filed a registration statement (File 2-31416) with the SEC on January 21 seeking registration of $30,000,000 of sinking fund debentures, due 1994, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York 10004 and two others. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is a manufacturer of fiber glass products which it sells under the "Fiberglas" trademark. Net proceeds of its debenture sale will be added to the company's general funds and applied to capital expenditures during 1969. Capital expenditures totaled approximately $35 million in 1968 and are estimated at $66 million in 1969 and $64 million in 1970. In addition to indebtedness, the company has outstanding 7,224,178 common shares, of which Corning Glass Works owns 28.5% and Owens-Illinois, Inc., 25.1%.

SOUTHERN CO. FILES OFFERING PROPOSAL. The Southern Company, 3390 Peachtree Road, N.E., Atlanta, Ga. 30326, filed a registration statement (File 2-31421) with the SEC on January 22 seeking registration of 2,500,000 shares of common stock, to be offered for public sale at competitive bidding. A utility holding company, Southern will use the proceeds of the stock sale for the payment of $30,000,000 of notes (the proceeds of which were invested in the common stocks of its three operating affiliates) and, together with treasury funds to the extent required, for further investments during 1969 in the stocks of those affiliates. Such investments are contemplated, as follows: $6,000,000 in Alabama Power Company, $30,500,000 in Georgia Power Company, and $2,500,000 in Gulf Power Company. The subsidiaries will use the funds for construction or acquisition of property. Construction expenditures of the three subsidiaries and of Southern Electric Generating Company, a fourth subsidiary, are estimated at $304,786,000 for 1969 and $1,083,388,000 for the years 1969-71.

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:

Atlantic Richfield Thrift Plan B, New York (File 2-31373) - $10,000,000 of participations
Leasco Data Processing Equipment Corporation, Great Neck, N. Y. 11021 (File 2-31413) - 62,055 shares
Commercial Metals Company, Dallas, Texas 75202 (File 2-31423) - 90,000 shares
Alberto-Culver Company, Melrose Park, Ill. 60160 (File 2-31425) - 50,000 shares
Litton Industries, Inc., Beverly Hills, Calif. 90213 (File 2-31426) - 4,281 Series B $2 cumulative convertible preferred stock ($5 par) and 3,076 common shares and (File 2-31427) - 61,517 Series B $2 cumulative convertible preferred shares ($5 par) and 44,200 common shares

VARIABLE ANNUITY RULES PROPOSED. The SEC today announced a proposal to adopt new rules under the ICA which would provide conditional exemptions from certain provisions of the Act for certain registered separate accounts of insurance companies proposing to sell variable annuities; and it invited the submission of views and comment thereon not later than February 24. The proposed rules, designated Rules 14a-2, 15a-3, 16a-1, 32a-2, 22e-1, 27c-1, 27a-1, 27a-2, 27a-3, and 0-1(e), would eliminate the need for the filing of individual exemption applications, as in the past. The rules, if adopted, would provide exemption (under specified conditions) from provisions of the Act relating to the initial $100,000 minimum net worth requirements; initial shareholder approval of the advisory agreement, election of directors and selection of independent public accountants; shareholders' right of redemption; and the 9% sales load limitation (provided provision is made for bringing the sales load within 9% in not to exceed 12 years). The new rules also would define "separate account." (Release IC-5586)

AMK CORP. FILES EXCHANGE PLAN. AMK Corporation, 245 Park Ave., New York 10017, filed a registration statement (File 2-31422) with the SEC on January 22 seeking registration of $69,174,581 of 5½% convertible subordinated debentures due 1994, and 1,257,720 shares of common shares issuable upon conversion of the debentures. AMK proposes to offer its debentures (convertible into AMK common at $55 per share), shares of its common stock, and warrants expiring February 1, 1979 to purchase common shares at $46 per share, in exchange for any and all of the outstanding common stock and preferred stock of United Fruit Company in the ratios of (a) $38 principal amount of debentures, .55 of a share of common stock and 1.5 warrants, for each share of United common and (b) $53.20 principal amount of debentures, .77 of a share of common stock and 2.1 warrants, for each share of United preferred. On January 12, 1969, AMK commenced its initial offer of exchange by offering its packages of securities in the ratios set forth above, except that $30 and $42 principal amount of debentures, respectively, were offered with the other securities for United common and preferred stock. On January 20, it increased the ratios of its exchange offer by increasing to $38 and $53.20, respectively, the amount of debentures being offered with the other securities for the common and preferred stock of United. Goldman, Sachs & Co., 55 Broad St., New York 10004, and three other firms head the list of soliciting dealers.

CONTINUED

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 "**"):

NO. 0-	REGISTRANT	LOCATION
3278	Aldrich Chemical Co., Inc.**	Milwaukee, Wis.
3288	Applied Dynamics, Inc.**	Ann Arbor, Mich.
3267	Associated Mortgage Investors	Coral Gables, Fla.
3290	Atlas Press Co.**	Kalamazoo, Mich.
3298	Audiotronics Corp.**	N. Hollywood, Calif.
3275	Cambridge Nuclear Corporation**	Cambridge, Mass.
3284	Chamberlain Mfg. Corp.**	Elmhurst, Ill.
3270	Consolidated Production Corp.**	Oklahoma City, Okla.
3299	Citation Mfg. Co., Inc.	Siloam Springs, Arkansas
3345	Clarise Sportswear Co., Inc.**	New York, New York
3274	Cordis Corp.**	Miami, Fla.
3289	Cypress Communications Corporation	New York, New York
3292	Data Dynamics, Inc.	Los Angeles, Calif.
3272	Dynasciences Corp.**	Blue Bell, Pa.
3268	Electro-Mechanical Corp.	Sayre, Pa.
3281	Graphic Sciences, Inc.**	Danbury, Conn.
3279	The Jasper Corporation	Jasper, Indiana
3280	Kings Electronics Co., Inc.	Tuckahoe, N.Y.
3266	C. F. Kirk Laboratories, Inc.**	Hillside, New Jersey
3295	Koss Electronics, Inc.**	Milwaukee, Wis.
3361	Lomart Perfected Devices, Inc.**	Brooklyn, New York
3333	Michigan International Speedway Inc.**	Detroit, Mich.
3296	Modern Dixie Corp.	Jackson, Miss.
3283	Nye Systems, Inc.	Portland, Oregon
3271	Quarterback Sports Federation, Inc.	Minneapolis, Minn.
3282	Radiation Systems, Inc.**	McLean, Va.
3285	Raritan Plastics Corp.	Oakland, N.J.
3276	REM Metals Corporation	Albany, Oregon
3297	Republic Gypsum Co.**	Dallas, Tex.
3287	Sage Laboratories, Inc.**	Natick, Mass.
3286	Semicon, Inc.**	Bedford, Mass.
3277	Software Systems, Incorp.**	Falls Church, Va.
3269	Tele-Tape Productions, Inc.**	Chicago, Ill.
3293	Thermo Electron Corp.**	Waltham, Mass.

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 2 News Digest.

F & M Schaefer Corp Dec 68 (2,7,8,9,13) 1-5853-2
WTC Air Frei ht Dec 68(2,7,12,13) 0-2748-2

American Petrofina Inc Dec 68(7, 13) 1-4014-2
Barber-Greene Co Dec 68 & Jan 69 (11,12,13) 0-34-2
Craddock Terry Shoe Corp Dec 68 (13) 0-542-2

Century Papers Inc Dec 68(2,7, 13) 2-29117-2
Washington Water Power Co Dec 68(7) 1-3701-2

Eco Electrical Mfg Corp Dec 68(2, 3,13) 1-5819-2
Nationwide Industries Inc Dec 68 (7,13) 2-27731-2

Trinity Industries Inc Dec 68 (2,7,10,13) 0-1616-2

Boston Edison Co Dec 68(7,11, 13) 1-2301-2
Cluett, Peabody & Co Inc Dec 68(8,12,13) 1-895-2
Fuqua Industries Inc Dec 68(2,7, 12,13) 1-5706-2
Petrodynamics Inc Dec 68(2,13) 2-28660-2
Preimer Corp of America Dec 68 (3,6,13) 1-13-69
Research-Cottrett, Inc Dec 68 (7) 1-5425-2
Riker Corp Dec 68(12,13) 0-3294-2
Save-Mor Supermarkets Inc Dec 68(12) 0-2345-2
Spartans Industries Inc Dec 68(3, 11,13) 1-4037-2

Alside Inc Dec 68(1) 1-4502-2
American Nuclear Corp Dec 68(2,3, 7,8,13) 0-1764-2
Downe Communications Inc Dec 68 (2,7,13) 2-28104-2
New York Sugar Industries Inc Dec 68(12) 2-29236-2
Total Energy Leasing Corp Dec 68(7,8,12) 2-29402-2
Wrather Corp Dec 68(2,7,13) 0-988-2

Western Transmission Corp Dec 68(7) 1-5167-2

Bush Universal Inc Dec 68(7, 12,13) 1-3047-2
Columbia Pictures Industries Inc Dec 68(2,3,7,11,13) 1-3108-2
Reeves Broadcasting Corp Dec 68(7,12) 1-4361-2
Schenley Industries Inc Dec 68 (3,11) 1-2377-2
Tech-Aerofoam Products Inc Dec 68(2,13) 2-28924-2
Tri-Point Industries Inc Dec 68(11,13) 0-1477-2

Union Investment Co Dec 68(4,7, 13) 1-2529-2
United Air Lines Inc Dec 68(4, 7,13) 1-2637-2
U S Smelting Refining & Mining Co Dec 68(12,13) 1-5172-2

American Standard Inc Dec 68(3, 12,13) 1-470-2
Computer Diode Corp Dec 68(2,7, 9,13) 0-3156-2
General Recorded Tape Inc Dec 68(2,7,13) 2-29297-2
Sanders Associates Inc Dec 68 (11,13) 1-5166-2
Unicare Health Services Inc Dec 68(2,13) 2-29127-2
Woodward & Lothrop Inc Dec 68(13) 0-2445-2

C I T Financial Corp Dec 68(7, 13) 1-1861-2
First Republic Corp of America Dec 68(2,7,11,13) 0-1437-2
National Student Marketing Corp Dec 68(2,4,7,11,13) 0-3211-2
Sun Oil Co Dec 68(7) 1-2223-2
Susquehanna Corp Dec 68(2,7,8, 10,12,13) 1-5515-2
Trans World Airlines Inc Dec 68(7) 1-975-2
Tudor Industries Corp Dec 68(2, 7,11,13) 0-1608-2
Warnaco Inc Dec 68(7) 1-4715-2
Yellow Freight System Inc Dec 68(2,7,13) 0-817-2

American Computer Leasing Corp Dec 68(4,7,8) 2-28613-2
American Financial Corp Dec 68 (2,7,8) 0-839-2
Bazar Inc Dec 68(11,12,13) 0-14-2
Panhandle Eastern Pipe Line Co Dec 68(13) 1-2921-2
J C Penney Financial Corp Nov 68(11,13) 1-4947-2
Rowe Furniture Corp Dec 68(11, 13) 0-232-2
Torginol Industries Inc Nov 68(2) 0-1977-2
Vetco Offshore Industries Inc Dec 68(2,7,13) 2-29533-2
Webb Resources Inc Dec 68(1,2, 7,9,11,12,13) 0-1945-2

Associated Oil & Gas Co Dec 68(2, 7,13) 1-3991-2
Charter New York Corp Nov 68(12, 13) 1-5717-2
Cosmodyne Corp Dec 68(7,13) 1-5336-2
Florida Gas Transmission Co Dec 68(4,7,8,13) 2-26874-2

SECURITIES ACT REGISTRATIONS. Effective January 23: American Funding Corp., 2-30485; Capitol Trans-america Corp., 2-26315 (Apr 10); Cubb-Pac Corp., 2-29553 (90 days); DPA, Inc., 2-30735 (40 days); Overseas National Airways, Inc., 2-30512; Pasquale Food Co., Inc., 2-30493 (Apr 23); Prudential Funds, Inc., 2-31248 (40 days); The Rouse Co., 2-31313; Sea World, Inc., 2-31012 (40 days); Skamper Corp., 2-30792 (90 days); Standun Inc., 2-30655 (90 days); Trans World Airlines, Inc., 2-31040 (40 days); Trans-World Financial Co., 2-30508 (Mar 4).

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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