

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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FOR RELEASE October 28, 1969

D. P. SMALLWOOD RECEIVES 35-YEAR PRISON TERM. The SEC Chicago Regional Office announced October 24 (LR-4458) that Donald P. Smallwood had received a 35-year prison sentence and was fined \$15,000 by the U. S. District Court in St. Louis for violations of the Securities Act anti-fraud provisions in the sale of securities of Diversified Brokers Company. Roy E. Lay was sentenced to 20 years' imprisonment and Harold F. Conell 5 years; and Lay was fined \$15,000 and Conell \$5,000.

INDICTMENT NAMES MCKINNON. The SEC Boston Regional Office announced October 23 (LR-4456) that a Federal grand jury in Boston had returned an indictment charging Ronald J. McKinnon of North Attleboro, Mass. with violations of the Securities Act anti-fraud provisions in the sale of securities of Investors Planning Corporation of America, Inc.

SEC COMPLAINT NAMES SOUTHWEST PRODUCTION, OTHERS. The SEC Fort Worth Regional Office announced October 24 (LR-4457) the filing of a complaint in Federal court in Shreveport, seeking to enjoin violations of the Securities Act registration provisions by the following in the sale of oil interests: Southwest Production Corporation, Trinidad Petroleum Corporation, both of Shreveport, La., and Birmingham, Ala., and George O. Tanner and Charles D. Beard, Jr., both of Birmingham, Ala.

TRADING SUSPENSION CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Continental Vending Machine Corporation for the further ten-day period October 29 to November 7, 1969, inclusive.

VANCE, SANDERS SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5858) giving interested persons until November 11 to request a hearing upon an application of Vance, Sanders & Company, Inc. ("VS") and Boston Management & Research Company, Inc. ("BMR"). VS acts, pursuant to contracts now in effect, as investment adviser to a closed-end investment company and to seven open-end investment companies. In addition, it acts, pursuant to contracts now in effect, as national distributor and underwriter for the shares of six open-end investment companies. In connection with certain investment advisory contracts, BMR furnishes VS, pursuant to such contracts, with such statistical and other factual information as VS requests. The contracts between BMR and VS all provide for their termination in the event of their "assignment" by either BMR or VS. In November 1959, the holders of all the voting stock of VS deposited their stock in a voting trust; as amended in September 1965, Henry T. Vance, William F. Shelly, John A. McCandless, Robert S. Swain and Arthur H. Hausserman became voting trustees. In 1968, Shelly died and was replaced by John D. Wilson; Hausserman and Swain have announced their intention to resign as voting trustees before the effective date of the new proposed investment advisory and distribution contracts between VS and the respective investment companies. As a result of these changes, which may be construed as changes in control of VS, VS intends to enter into new investment advisory and distribution contracts with each of the Funds and into a new statistical contract with BMR. Fund shareholders will be asked to approve the new contracts at their respective annual meetings after October 31, 1969.

CLEARY PETROLEUM PROPOSES EXCHANGE OFFER. Cleary Petroleum Corporation, 310 Kermac Bldg., Oklahoma City, Okla. 73102, filed a registration statement (File 2-35094) with the SEC on October 22 seeking registration of 180,000 shares of common stock. These shares are to be offered in exchange for certain interests (valued at approximately \$1,800,000) in oil and gas properties acquired by the holders thereof as a result of participation in one or more oil and gas exploratory drilling funds with Cleary Funds, Inc., a wholly-owned subsidiary of the company.

The company is engaged in the acquisition, development and operation of oil and gas properties in Oklahoma and in 11 other western and southern states. Its development program has been conducted principally through drilling funds organized and sold by the company. In addition to indebtedness, the company has outstanding 1,067,935 common shares, of which William B. Cleary, board chairman and president, owns 18.7% and management officials as a group 54.6%.

PANDICK PRESS FILES FOR OFFERING AND SECONDARY. Pandick Press, Inc., 345 Hudson St., New York 10014, filed a registration statement (File 2-35095) with the SEC on October 22 seeking registration of 356,543 shares of common stock, of which 100,000 are to be offered for public sale by the company and 256,543 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Dean Witter & Co. Inc., 14 Wall St., New York 10005; the offering price (\$20 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in financial, corporate and commercial printing. Of the net proceeds of its sale of additional stock, \$361,000 will be used for the redemption of 3,017 outstanding shares of the company's \$4 participating preferred stock at \$100 per share plus unpaid dividends, and \$193,000 will be applied to prepay in full the aggregate principal amount of its 4% non-negotiable junior subordinated notes, due 1976, plus unpaid interest; the balance will be used to reduce short term bank borrowings incurred primarily for working capital and for other corporate purposes. In addition to indebtedness and preferred

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stock, the company has outstanding 1,334,000 common shares, of which Edward G. Green, president and board chairman, owns 18.14%, management officials as a group 37.05% and Virginia Capital Corporation 24.51%. Lawrence L. Roberts, Jr. (a vice president) proposes to sell 100,000 shares of 251,900 shares held, Virginia Capital 33,000 of 326,934 and 14 others the remaining shares being registered.

NEW ENGLAND LIFE FUND PROPOSES OFFERING. New England Life Retirement Investment Fund, Inc., 501 Boylston St., Boston, Mass., filed a registration statement (File 2-35096) with the SEC on October 22 seeking registration of 2,000,000 shares of common stock, to be offered for public sale at net asset value plus a sales charge of 8% on purchases of less than \$10,000 (\$13.59 per share maximum*). The company is a mutual fund designed for use by organizations exempt from taxation under the Internal Revenue Code, including charitable foundations, employee benefit trusts and custodial accounts and trusts under qualified pension and profit-sharing plans, including those for self-employed individuals. Loomis, Sayles & Company, Incorporated will serve as investment adviser to the Fund and NEL Equity Services Corporation, a wholly-owned subsidiary of New England Mutual Life Insurance Company, as distributor of Fund shares. Robert C. Jordan is president of the Fund and financial vice president of New England Life.

BELDEN & BLAKE PROPOSES OFFERING. Belden & Blake and Company Limited Partnership No. 36, 702 Tuscarawas St., West, Canton, Ohio 44702, filed a registration statement (File 2-35099) with the SEC on October 22 seeking registration of 100 units of participation in the Partnership (\$295,000), to be offered for public sale in \$2,950 units. The Partnership was formed to acquire oil and gas well locations together with the supporting leases and to drill oil and gas wells. Henry S. Belden III and Glenn A. Blake are general partners.

COMPONENTS SPECIALTIES PROPOSES RIGHTS OFFERING. Components Specialties, Inc., 101 Buffalo Ave., Freeport, L. I., N. Y. 11520, filed a registration statement (File 2-35100) with the SEC on October 22 seeking registration of \$375,000 of 8 $\frac{1}{2}$ % convertible debentures, due 1984, to be offered for subscription by common stockholders of record December 1, at the rate of a \$300 debenture for each 200 shares held.

The company is engaged in the import from Japan and sale in the United States and Canada of electronic components. Of the net proceeds of its debenture sale, \$115,000 will be used to retire outstanding debt incurred in connection with construction of the company's building in the Freeport Industrial Park, \$75,000 for advertising and promotion of products of Lesa Costruzionia Electtromecchaniche S.P.A. of Milan, Italy, and \$150,000 to increase inventory. In addition to indebtedness, the company has outstanding 250,000 common shares, of which Edward Berliant, president, owns 67,400.

SEATRAN LINES TO SELL DEBENTURES. Seatrain Lines, Inc., 595 River Road, Edgewater, N. J. 07020, filed a registration statement (File 2-35101) with the SEC on October 22 seeking registration of \$50,000,000 of convertible subordinated debentures, due 1994, to be offered for public sale through underwriters headed by Kuhn, Loeb & Co., 40 Wall St., New York 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged in water transportation of cargo throughout the world and in corollary activities. Net proceeds of its debentures sale will be used to meet working capital requirements and may be used to finance capital expenditures. Capital expenditures are estimated at \$238,000,000 for the period prior to June 30, 1969 through June 30, 1972. In addition to indebtedness, the company has outstanding 13,680,585 capital shares, of which Howard M. Pack, president, owns 27%, Joseph Kahn, board chairman, 15% and management officials as a group 61%.

TEXAS UTILITIES TO SELL STOCK. Texas Utilities Company, 1506 Commerce St., Dallas, Tex. 75201, filed a registration statement (File 2-35102) with the SEC on October 23 seeking registration of 600,000 shares of common stock, to be offered for public sale at competitive bidding. A public utility, the company will use the net proceeds of its stock sale, together with some \$13,000,000 of cash available in its treasury, to make further investments in the common stocks of subsidiaries and to supply their short-term capital requirements as the need therefor may develop in connection with their construction programs. System construction expenditures are estimated at \$173,800,000 for 1969, \$220,400,000 for 1970 and \$208,600,000 for 1971. The company has outstanding 25,400,000 common shares.

ANIXTER BROS. FILES FOR OFFERING AND SECONDARY. Anixter Bros., Inc., 8707 Skokie Blvd., Skokie, Ill. 60076, filed a registration statement (File 2-35103) with the SEC on October 23 seeking registration of 367,500 shares of common stock, of which 100,000 are to be offered for public sale by the company and 267,500 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Eastman Dillon, Union Securities & Co., 135 S. LaSalle St., Chicago, Ill. 60603. The offering price (\$18 per share maximum*) and underwriting terms are to be supplied by amendment.

The company's business consists of two segments: an independent national electrical wire and cable distribution service, and the manufacture and fabrication of electrical components and metal products. Of the net proceeds of its sale of additional stock, \$350,000 will be used to establish a facility in Santa Clara, Calif., for the manufacture of electrical distribution switchboards, panels and cabinets, \$300,000 for the stocking of a new steel and aluminum service center in Joplin, Mo., and \$600,000 for the stocking of new wire and cable warehouses in Dallas, Atlanta and Denver; the balance will be added to the company's general funds and used for general corporate purposes. In addition to indebtedness, the company has outstanding 1,907,267 common and 1,000,000 Class B shares. Of both classes of common stock, Alan B. Anixter, president, owns 15.1% and William R. Anixter, vice president, 14.5%. Each proposes to sell 34,978 common shares of 49,600 and 41,560 common shares held, respectively, and a large number of others the remaining shares being registered.

NUVEEN FUND PROPOSES OFFERING. Nuveen Tax-Exempt Bond Fund, Series 23, 209 S. LaSalle St., Chicago, Ill. 60604, filed a registration statement (File 2-35104) with the SEC on October 23 seeking registration of \$8,250,000 of units. The Fund is one of a series of investment companies created by the sponsor and underwriter, John Nuveen & Co. (Inc.), a wholly-owned subsidiary of Investors Syndicate of America, Inc.; it consists of a diversified portfolio of interest-bearing obligations issued by or on behalf of states, counties, municipalities and territories of the United States and authorities and political subdivisions thereof, the interest on which, in the opinion of counsel for the sponsor, is exempt from all Federal income taxes under existing law.

PACIFIC GAS AND ELECTRIC TO SELL BONDS. Pacific Gas and Electric Company, 245 Market St., San Francisco, Calif. 94106, filed a registration statement (File 2-35106) with the SEC on October 23 seeking registration of \$80,000,000 of first and refunding mortgage bonds, Series TT, due 2001, to be offered for public sale at competitive bidding. A public utility, the company will apply the net proceeds of its bond sale towards construction expenses. Construction expenditures are estimated at \$340,000,000 for 1969 and \$1,700,000,000 for the period 1970 through 1973.

ARKANSAS P&L TO SELL BONDS. Arkansas Power & Light Company, 9th and Louisiana Sts., Little Rock, Ark. filed a registration statement (File 2-35107) with the SEC on October 23 seeking registration of \$25,000,000 of first mortgage bonds, due 1999, to be offered for public sale at competitive bidding. A subsidiary of Middle South Utilities, Inc., the company will use the net proceeds of its bond sale to pay some \$21,500,000 of bank loans and commercial paper indebtedness incurred and to be incurred for the company's construction program and for other corporate purposes. Construction expenditures are estimated at \$65,900,000 for 1969, \$86,200,000 in 1970, \$57,500,000 in 1971, \$60,200,000 in 1972 and \$66,700,000 in 1973.

HEDBERG & GORDON FUND PROPOSES OFFERING. Hedberg & Gordon Leverage Fund, 1 Station Square, Paoli, Pa. 19301, filed a registration statement (File 2-35108) with the SEC on October 23 seeking registration of 7,500 shares of common stock, to be offered for public sale at net asset value with no sales charge (\$1,006.76 per unit maximum*). The Fund (successor to Philadelphia Plan Account, a limited partnership) is a non-diversified mutual fund which will seek growth of capital through the aggressive employment of a broad range of investment techniques. Investment Counsel International, Inc., a 70%-owned subsidiary of Hedberg & Gordon, Inc., is the investment adviser and distributor of the Fund's shares. Robert D. Hedberg and Sheldon S. Gordon, president of the Fund and vice president of the adviser, each owns 50% of the stock of Hedberg & Gordon, Inc. The remaining 30% of the stock of the adviser is owned by four individuals, two of whom are relatives of Gordon and directors of the adviser.

VIKOA FILES FOR OFFERING AND SECONDARY. Vikoa, Inc., 400 9th St., Hoboken, N. J., filed a registration statement (File 2-35109) with the SEC on October 23 seeking registration of 314,519 shares of common stock, of which 200,000 are to be offered for public sale by the company and 114,519 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Ladenburg, Thalmann & Co., 25 Broad St., New York 10004; the offering price (\$25 per share maximum*) and underwriting terms are to be supplied by amendment. Also included in this statement are 42,450 outstanding or to be outstanding common shares, of which 7,000 were issued in connection with the acquisition of 6.67% of the outstanding stock of General CATV, Inc., 6,806 were issued pursuant to certain warrants, and 28,644 are issuable upon exercise of certain warrants. The holders or recipients thereof may offer such shares for sale from time to time at prices current at the time of sale.

The company is engaged in the design, development, manufacture and sale of electronic components, coaxial cable and wire for the cable television ("CATV") and communications industries, the design, development, manufacture, sale and installation of complete CATV systems, the ownership and operation of CATV systems, the production and distribution of animated cartoons for television entertainment, educational and advertising purposes and the production and distribution of live action television programs. Of the net proceeds of its sale of additional stock, \$1,300,000 will be used to consummate the acquisition of an AM radio station in Cincinnati, \$1,000,000 for working capital and other corporate purposes; and some \$1,300,000 to reduce certain outstanding bank indebtedness; the balance will be used for general corporate purposes. In addition to indebtedness, the company has outstanding 1,796,113 common shares, of which Theodore B. Baum, president, owns 19.4%, Arthur Baum, a director 24.6% and Robert E. Baum, executive vice president, 17.2%. Robert and Theodore Baum propose to sell 18,000 shares each, Stephen F. Krantz, vice president, 31,250 and Teachers Insurance and Annuity Association of America 47,269.

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

International Controls Corp., Fairfield, N. J. 07006 (File 2-35092) - 488,612 shares
 Goulds Pumps, Incorporated, Seneca Falls, N. Y. 13148 (File 2-35097) - 36,200 shares
 Electro-Nite Co., Philadelphia, Pa. 19154 (File 2-35098) - 89,045 shares

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 October 9 News Digest.

BK's for Sept 69

Blue Ridge Real Estate Co(11)	0-2844-2	Chadbourn Inc(4,7,13)	1-3926-2
Mississippi River Transmission Corp (7,13)	0-2078-2	Colonial Acceptance Corp(11)	0-1749-2
Split Rock Lodge Inc(11)	0-2843-2	Cooper Tire & Rubber Co(12)	1-4329-2
Time Holdings Inc Aug 69(2)	2-33338-2	Ecknar Corp(2,13)	1-5405-2
Triangle Industries Inc(13)	1-4088-2	Greater Arizona Savings & Loan Assoc Aug 69(11,13)	0-2640-2
Southwest Gas Producing Co Inc (12)	0-651-2	Handschy Chemical Co(11)	2-16767-2
Computer Time Sharing Corp Aug 69 (2,4,7,11,12,13)	0-3564-2	Alfred Hart Co(12,13)	1-5136-2
Friendly Ice Cream Corp Aug 69 (7,11)	0-3930-2	Leadville Lead Corp(7,13)	0-1519-2
Gulf Resources Inc(7,12,13)	0-2294-2	Chris McGuire Inc Aug 69 (2,13)	2-31658-2
Hamburger Buns Inc Aug 69(2,13)	2-32552-2	Owen Laboratories Inc(11)	2-31607-2
Indian Finance Corp(12,13)	0-1472-2	Triton Oil & Gas Corp Amdt #1 Aug 69(7)	0-3247-2
Simon & Schuster Inc(8)	0-369-2	Daniel Woodhead Co Amdt for July 69(7)	2-30899-2
Lo Starrett Co(11,13)	1-307-2	Rollins Inc Amdt for Aug 69 (11,13)	1-4422-2
Vernon Co(3)	0-2686-2	Cinerama Inc(7,12)	1-4107-2
Computerized Natural Resources Inc (2)	2-29708-2	Nationwide Industries Inc(1)	2-27731-2
Continental Mortgage Investors (11,13)	1-5079-2	New England Tel & Tel Co(7)	1-1150-2
Inductors Industries Inc May 68 (7)	0-1901-2	Riegel Paper Corp(2,8,13)	1-3959-2
Faberge Inc(13)	1-4342-2	Brown Forman Distillers Corp(3)	1-143-2
GF Industries Inc(12)	1-4273-2	Burns & Towne Inc(7,13)	0-3541-2
Jewel Companies Inc(7,13)	1-385-2	Chicago Title & Trust Co(1)	1-4276-2
Olympic Geophysical Co Aug 69 (5)	2-30190-2	General Mills Inc(7)	1-1185-2
Scam Instrument Corp(11)	0-1864-2	Honolulu Gas Co Ltd(7,13)	0-1109-2
Scott Leds Foods Inc(1,13)	1-3486-2	Sevco Oil & Gas Inc(11,12)	1-5025-2
Acme Precision Products Inc (7,8,11)	1-6155-2	Sun Finance & Loan Co(4,7,13)	0-2469-2
Chilton Corp July 69(2,13)	0-3698-2	Tektronix Inc(11,13)	1-4837-2
Langurian's Inc(12)	1-6087-2	Uniservices Inc(6)	0-77-2
Saffron Printing Co July 69(4, 13)	0-1436-2	Weight Watchers International Inc (3)	0-3389-2
South Carolina Electric & Gas Co (12,13)	1-3375-2	Weyerhaeuser Co(13)	1-4825-2
Tenna Corp (7,8)	1-5913-2	Airborne Freight Corp(11)	0-3621-2
United Fruit Co July 69(12,13)	1-1550-2	Lock Industries Inc(2,4,7,13)	1-3267-2
Willis Chalmers Mfg Co(3)	1-2199-2	CF & I Steel Corp(7,13)	1-2743-2
Western and Pacific Industries Corp July & Aug 69(2)	1-5737-2	Data Architects Inc(2,7,13)	2-29881-2
Laser Systems Corp(11,13)	2-2021-2	Del Monte Corp(13)	1-502-2
Pacific Car and Foundry Co(10)	0-824-2	Elizabethtown Water Co(7,8)	0-628-2
TLC Inc Aug 69(11)	0-1608-2	Newport Electric Corp(7,13)	0-471-2
		Raymond International Inc(12)	1-4314-2
		Weather Corp(2,8,13)	0-988-2

SECURITIES ACT REGISTRATIONS. Effective October 27: LTV Aerospace Corp., 2-34691 and 2-34692; Aydin Corp., 2-33087 (40 days); Computeripherals Inc., 2-32858 (90 days); Foreign & Domestic Leaservice Systems, Inc., 2-32204 (90 days); Mitsui & Co., Ltd., 2-34612 (Dec 9); Palm Beach Co., 2-34570; Specialized Data Services Corp., 2-33276 (90 days); United Animal Services Corp., 2-32934 (90 days); Vail Associates, Inc., 2-33786 (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.