

# 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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## COURT ENFORCEMENT ACTIONS

COMPLAINT FILED IN SALES OF CERTIFICATES OF DEPOSITS. The SEC Seattle Regional Office announced that on June 3 a complaint was filed in Federal court in Portland, Oregon seeking an injunction against the following alleging violations of the anti-fraud and registration provisions of the federal securities laws in the sale of certificates of deposits of banks and savings and loan associations: C. H. Wagner & Co., Inc., Massachusetts registered broker-dealer, Wagner Funding Corporation, a Mass. corporation, The Wagner Corporation, also a Mass. corporation and Clarence H. Wagner, all of Boston, Alan L. Hansen of Houston and Robert H. Treyz of Boston. (LR-5028)

BRIAN COOK SENTENCED IN SECURITIES FRAUD. The SEC Washington Regional Office announced that on May 28 the Federal court in the District of Columbia sentenced Brian G. Cook formerly of Washington to five years imprisonment on five counts charging sale of unregistered securities, fraud in the sale of securities, and one count of fraud by wire. (LR-5029)

DENIAL OF COMMISSION REQUEST FOR PERMANENT INJUNCTION. The SEC Atlanta Regional Office announced that on February 18 and May 12, the Federal district court in Miami denied the Commission's request for permanent injunctions against Heinrich Lorin of New York and Continental Tobacco Company of South Carolina against offering and selling securities of Continental in violation of the federal securities laws. While in its May 12 order the Court found that offers and sales of securities of Continental during the summer of 1967 violated Section 5 of the Securities Act of 1933, it dissolved the preliminary injunction previously issued and denied request for permanent injunction on grounds that there was no cognizable danger of recurrent violations. (LR-5030)

COMPLAINT CITES DYNANAMICS AND JOHN KOENIG. The SEC Chicago Regional Office announced that on May 28 a complaint was filed in Federal court in Chicago seeking to enjoin Dynanamics Inc., of Lansing, Illinois and John B. Koenig of Chicago Heights, Ill., from violating the registration and anti-fraud provisions of the Federal securities laws. (LR-5031)

## INVESTMENT COMPANY ACT RELEASE

LEXINGTON CORPORATE LEADERS FUND, INC. The Commission has issued an order giving interested persons until June 30 to request a hearing on application of Lexington Corporate Leaders Fund, Inc., Englewood, N.J., for an order declaring that it has ceased to be an investment company as defined in the Investment Company Act. As of May 13 there were only 28 shareholders remaining and applicant's aggregate net asset value \$123,404.00, and it does not propose to make any public offering of its securities. (Release IC-6557)

## HOLDING COMPANY ACT RELEASE

THE SOUTHERN COMPANY. The Commission has issued an order making effective an amendment to previous applications of Alabama Power Company, subsidiary of The Southern Company, in which Alabama filed a revised list of lending banks from which borrowings, previously authorized by Commission orders, are to be made. (Release 35-17157)

## SECURITIES ACT REGISTRATIONS

PAT FASHIONS INDUSTRIES FILES FOR OFFERING AND SECONDARY. Pat Fashion Industries, Inc., 1370 Broadway, New York 10018, filed a registration statement on May 28 seeking registration of 500,000 shares of common stock, of which 250,000 are to be offered for public sale by the company and 250,000 (being outstanding shares) by the holders thereof. The offering is to be made (\*\* at \$12 per share maximum) through underwriters headed by Thomson & McKinnon Auchincloss Inc., and Newburger, Loeb & Co., Inc.

The company sells at wholesale a wide range of wearing apparel in the popular price field. Net proceeds of its stock sale will be used to reduce short-term bank loans incurred primarily for working capital purposes. In addition to indebtedness, the company has outstanding 1,294,836 common shares, of which Sol Cooper, board chairman and president, owns 20%, his wife 19%, and Abraham Brietbard, executive vice-president, 15%. The Coopers propose to sell 84,300 shares each, Brietbard 62,900 and four others the remaining shares being registered. (File 2-40595)

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**\*PRICE-MEYERS FILES FOR OFFERING AND SECONDARY.** Price-Meyers Corporation, 1135 Kent St., Elkhart, Ind. 46514, filed a registration statement on May 28 seeking registration of 350,000 shares of common stock, of which 200,000 are to be offered for public sale by the company and 150,000 (being outstanding shares) by the holders thereof. The offering is to be made (\*\* at \$7 per share maximum) through underwriters headed by G. A. Saxton & Co., Inc., 100 Wall St., New York 10005.

The company designs, manufactures and sells mobile homes in the low to moderate price range. Of the net proceeds of its stock sale, \$375,000 will be used for equipment and start-up costs for a proposed new manufacturing plant and the balance for working capital and other corporate purpose. In addition to indebtedness, the company has outstanding 954,000 common shares, of which George E. Price, president, and Donald B. Meyers, a director, own 27% each. Meyers proposes to sell 100,000 of 255,000 shares held. (File 2-40596)

**ENERGY CONVERSION DEVICES/OVONIC SUBSIDIARIES PROPOSE OFFERING.** Energy Conversion Devices, Inc. (Energy), Ovonic Memories, Inc. (Memories), and Ovonic Image Systems, Inc. (Image), 1675 W. Maple Rd., Troy, Mich. 48084, filed a registration statement on May 28 seeking registration of 162,500 shares of Energy common stock, 325,000 shares of Memories common stock and 325,000 shares of Image common stock, to be offered for public sale in units, each consisting of one-half share of Energy, one share of Memories and one share of Image. The offering is to be made (\*\* at \$40 per unit maximum) through underwriters headed by Agio Capital Corporation, Two Broadway, New York 10004.

Energy is engaged in the development, manufacturing and marketing of electronic switching devices and in related activities. Memories, 84% owned by Energy, was organized in February to develop an ovonic mass memory under a nonexclusive license from Energy. Image, 92% owned by Energy, was organized in April to develop microfilm and document copying systems under a non-exclusive license from Energy. Of the net proceeds received by Energy, \$1,350,000 will be used to expand and equip the Ovonic Film Division to develop and sell ovonic materials and coated substrates to Memories and Images and the balance for working capital purposes. Of the net proceeds to be received by the subsidiaries, Memories and Images will use \$1,500,000 and \$1,200,000, respectively, to build production prototypes and both will apply the balances to working capital purposes. In addition to indebtedness, Energy has outstanding 281,613 Class A common shares and 958,799 common shares (with a combined tangible book value of \$3.57 per share). Stanford R. Ovshinsky, board chairman, owns 18% of the total capital stock. Keith A. Cunningham is president. (File 2-40597)

In a separate registration statement, Energy seeks registration of 279,771 shares of common stock. Of these shares, 140,116 are outstanding shares, 91,765 are issuable pursuant to the company's Restricted Stock Plan, 36,390 were issued or are reserved for issuance to stock plans and options and 11,500 were issued on an investment basis. These shares may be offered for sale from time to time by the holders or recipients thereof at prices current at the time of sale (\*\*\$27.50 per share maximum). (File 2-40598)

**\*WELDED TUBE PROPOSES RIGHTS OFFERING.** Welded Tube Co. of America, Shunk and Vandalia Sts., Philadelphia, Pa. 19148, filed a registration statement on May 28 seeking registration of \$7 million of senior subordinated convertible debentures, due 1986, to be offered for subscription by common stockholders, at the rate of \$100 principal amount of debentures for each 22 shares held. Unsubscribed debentures are to be offered for public sale through underwriters headed by New York Hanseatic Corporation, 60 Broad St., New York 10004.

The company is engaged in the manufacture and sale of welded steel tubing. Of the net proceeds of its financing, \$4,286,152 will be applied to repayment of debt and the balance for working capital and other corporate purposes. (File 2-40599)

**\*FILMWAYS SHARES IN REGISTRATION.** Filmways, Inc. 540 Madison Ave., New York 10022, filed a registration statement on May 28 seeking registration of 105,674 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\*\* \$8-1/8 per share maximum). The company is active in the motion pictures, television, publishing and allied fields. (File 2-40600)

**USM SHARES IN REGISTRATION.** USM Corporation, 140 Federal St., Boston, Mass. 02107, filed a registration statement on May 28 seeking registration of 168,000 shares of common stock, issued, or reserved for issuance, pursuant to the company's USM Career Executive Incentive Stock Purchase Plan. (File 2-40601)

**GUARDIAN MORTGAGE INVESTORS PROPOSES OFFERING.** Guardian Mortgage Investors (the trust), 47 W. Forsyth Street, Jacksonville, Fla. 32202, filed a registration statement on May 28 seeking registration of \$30 million of subordinated debentures, due 1986, and warrants to purchase 900,000 shares of beneficial interest, to be offered for public sale in units, each consisting of \$1,000 debenture and warrants to purchase 30 shares. The offering is to be made through underwriters headed by Lehman Brothers, Inc., One William St., New York 10004. The trust invests in a portfolio of real property investments with principal emphasis on construction and development first mortgage loans. Charter Advisory Company, a wholly-owned subsidiary of the Charter Company, is investment adviser. Gordon A. Taylor is chairman of the Trust and John D. Uible is president of the Trust and of the adviser. (File 2-40603)

**FLORIDA GLASS INDUSTRIES TO SELL STOCK.** Florida Glass Industries Incorporated, 1601 N.W. 7th Ave., Miami, Fla. 33136, filed a registration statement on May 28 seeking registration of 120,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made by P & H Associates, Five Hanover Sq., New York 10004.

The company is engaged in the distribution, fabrication and installation of glass and glass products. Of the net proceeds of its stock sale, \$200,000 will be used to construct and equip a glass tempering plant and the balance for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 280,000 common shares (with \$4.10 per share net tangible book value), of which Jerome Bienenfeld, board chairman and president, owns 64.5%. Purchasers of the shares registered will sustain an immediate dilution of \$1.74 in per book value from the offering price. (File 2-40604)

**COMPUCHARGE TO SELL STOCK.** Compucharge, Inc., 1044 Northern Blvd., Roslyn, N.Y. 11576, filed a registration statement on May 28 seeking registration of 100,000 shares of common stock, to be offered for public sale (\*\* at \$6 per share maximum). The offering is to be made by Morton Kominsky, 7520 Bergenline Ave., North Bergen, N.J. 07047.

Organized in May 1969, the company is engaged in the design and development of a computerized custom credit card system for use by department, retail and specialty shops. Net proceeds of its stock sale will be used for working capital and other corporate purposes. The company has outstanding 1,383,599 common shares, of which Jerome Ross, president and board chairman, and Ronald Resnick, vice president, owns 23% each. (File 2-40605)

**\*SOUTHEASTERN MICHIGAN GAS FILES FOR SECONDARY.** Southeastern Michigan Gas Company, 405 Water St., Port Huron, Mich. 48060, filed a registration statement on May 28 seeking registration of 30,000 outstanding shares of common stock, to be offered for public sale by the holder thereof (Cecil A. Runyan, president and board chairman). The offering is to be made (\*\* at \$25 per share maximum) through First of Michigan Corp., 1200 Buhl Bldg., Detroit, Mich. 48226. (File 2-40606)

**RECORD RETENTION SHARES IN REGISTRATION.** Record Retention and Retrieval Corporation, 200 E. Merrick Rd., Valley Stream, N.Y., filed a registration statement on May 28 seeking registration of 171,170 outstanding shares of common stock. These shares may be offered for sale from time to time by the holders thereof at prices current at the time of sale (\*\* \$5 per share maximum).

Organized in 1969, the company is primarily a microfilm service bureau. It has outstanding 696,500 common shares. Capital Facilities Corp. may sell all of 50,000 shares acquired in connection with Record Retention's acquisition of Opticom Data Management Corp. and 26 others may sell the remaining shares being registered. (File 2-40607)

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

Wynn Oil Company, Azusa, Calif. (File 2-40578) - 50,000 shares  
 Transamerica Corporation, San Francisco, Calif. (File 2-40585) - 4,193,884 shares  
 Electronic Associates, Inc., W. Long Branch, N. J. (File 2-40602) - 100,000 shares  
 National Distillers and Chemical Corporation, New York, N. Y. (File 2-40608) - 300,000 shares

#### MISCELLANEOUS

**CONTINENTAL VENDING MACHINE 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 June 10-19, 1971, inclusive.

**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 (in ordering, please give month and year of report). 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 June 3 News Digest.

#### 8K Reports for March 1971

Bankers United Management Corporation (7,13)	0-3716-2	Brooks International, Inc (11,13)	0-3983-2	Preferred Risk Life Insurance Co (11,13)	2-22520-2
Clear Creek Corporation (6)	0-1379-2	Good Deal Supermarkets, Inc (11,13)	0-1549-2	Aberdeen Petroleum Corp Jan 71 (1)	1-3989-2
Furr's Cafeterias, Inc (7,12)	0-4601-2	Major Pool Equipment Corp (11)	0-3764-2	British Petroleum Company Ltd. 6K	1-6262-2
Granning & Treece Financial Corp (11)	2-34778-2	Daylin, Inc (7)	1-6552-2	Burroughs Corp (11,13)	1-145-2
Indiana Bell Telephone Company Inc (7)	2-21428-2	GLM Industries, Inc (12,13)	0-4060-2	Clayton Corp (2,13)	0-899-2
Merian Pacific Corporation (12,13)	0-745-2	Grandview Mines Armour & Co (8)	1-4405-2	Coleman Cable & Wire Co (11,13)	0-3446-2
Nuclear Research Associates, Inc Jan 71 (1,2,7,13)	0-3316-2	Ford Motor Credit Company (7)	1-6368-2	Campbell Taggart, Inc (11,13)	0-969-2
Chicago South Shore & South Bend RR (11,12,13)	0-4364-2	Goldfield Corporation Jan 71 (2,3,12,13)	0-3098-2	Central Power & Light Co (11)	0-346-2
All-State Properties, Inc (11)	0-2438-2	Marathon Oil Co (7,13)	1-451-2	Cle-Ware Industries, Inc (3)	0-1683-2
		Neotec Corporation (12,13)	2-31341-2		
		Ocean Science and Engineering, Inc (10,12)	0-4611-2		

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8K Reports for March 1971 (Con't)

Iowa Public Service Co (7,13)	1-5131-2	Computer Communications, Inc.(2,7,13)	0-4029-2
Metridata Computing Inc (11)	0-4820-2	Computer Services Corporation(12)	0-3166-2
American Air Filter Co Inc (11)	1-5082-2	Hazeltine Corp (3)	1-230-2
Canal Randolph Corp (11,13)	1-3945-2	Higbee Co. (7,13)	0-1406-2
Loews Corp (11)	1-6541-2	Iroquois Industries Inc.(2,13)	1-5387-2
Loew's Theatres Inc (11)	1-4204-2	New Jersey Bell Telephone Co. (11)	1-3488-2
Northwest Engineering Company (11)	0-572-2	Monte Cristo Corp. Apr 71(3,13)	2-11860-2
The Chesapeake Life Insurance Co (11,13)	2-22205-2	Alico Land Development Co. (12,13)	0-261-2
Intercontinental Industries Inc (6)	0-5258-2	Funtime, Inc. Feb 71(11)	2-31600-2
Iowa Southern Utilities Co (7,13)	0-849-2	General Foods Corp (12,13)	1-1354-2
Life Assurance Company of Carolina (11)	2-22855-2	General Mills, Inc. (7,8,12,13)	1-1185-2
Arthur G. McKee & Co (12)	1-146-2	Hack's Inc. (7)	1-6096-2
National Gypsum Co (3)	1-2489-2	Holophane Co., Inc. (13)	1-5208-2
A. J. Industries, Inc (12)	1-5672-2	Marriott Corporation (7,12)	1-5664-2
Fall River Electric Light Company (11)	2-3648-2	Midland-Ross Corp (4,7,12)	1-863-2
F. & M. Schaefer Corp April 71 (2,7,13,12)	1-5853-2	Bird & Son, Inc. (12)	0-828-2
First National Boston Corp (11,13)	1-6522-2	Mercantile Bancorporation Inc. (7,13)	2-39477-2
Graco Inc (4,7,13)	0-4540-2	Richmond Corporation Jan 71(13) Dec 70(7)	1-5650-2 1-5650-2
Albertson's Inc (12)	1-6187-2	SYS Computer Corp (3,13)	1-6332-2
Bancohio Corp (11,13)	0-1411-2	Antarenni Industries, Inc.(2,13)	1-6188-2
General Signal Corporation (8)	1-996-2	Arnold Constable Corp(12)	0-5163-2
Georgia Power Co (4,7,13)	1-6468-2	The Circle K Corporation (12,13)	1-5895-2
H. M. Harper Company (1,8,11)	0-384-2	Concord Electric Co. (11)	0-2595-2
		First Holding Company, Inc.(7,11)	0-3692-2
		Fitchburg Gas & Electric Co. (11)	0-1038-2
		General Automation, Inc.(12,13)	0-5260-2
		Greit Realty Trust (11,12)	0-161-2
		Hershey Foods Corp (8,12)	1-183-2
		Howard Johnson Co. (7)	1-4594-2
		Mead Corp(7,8,11,13)	1-2267-2
		Mercantile Industries, Inc.(4,7,13)	0-3117-2
		Chatten Drug & Chemical Company(2,13)	2-34209-2
		Giffen Industries, Inc.(2,13)	0-4177-2
		Koger Properties Inc.(7)	0-5013-2
		Lane Industries Inc.(2,13)	2-30267-2
		Delta Western Systems, Inc. (7)	2-32931-2
		GRT Corporation(4,6,7,8,9,12,13)	0-4114-2
		Globe Industries, Inc.(12)	0-4425-2
		Holobeam, Inc. (11)	0-3385-2
		Hydro Nuclear Corporation (2,7,13)	0-4395-2
		ITT Thorp Corp (7,13)	2-33654-2
		Liggett & Myers Inc. (12,13)	1-5759-2

SECURITIES ACT REGISTRATIONS. Effective June 8: Ames Department Stores, Inc., 2-40307; Atlanta Gas Light Co., 2-40370; Cascade Natural Gas Corp., 2-40314; Colorado National Bankshares, Inc., 2-40144; Computer Diode Corp., 2-35851; Comress, Inc., 2-36040; Dennison Manufacturing Co., 2-40217; Farah Manufacturing Co., Inc., 2-40203; Farmers Group, Inc., 2-40090; Gamble-Skogmo, Inc., 2-40350; Genesco Inc., 2-40319; Gilbert Flexi-Van Corp., 2-40371; Glosser Bros, Inc., 2-40340 (90 days); LCA Corp., 2-38881 (90 days); Northern Natural Gas Co., 2-40401; Ryder System, Inc., 2-40216; Sabine Royalty Corp., 2-40112; Southwest Airlines, Co., 2-39925 (90 days); Southwest Forest Industries, Inc., 2-39047 (40 days); Western Electric Co., Inc., 2-40414; H. J. Wilson Co., Inc., 2-39582 (90 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.

\* This is a reporting company and further information with respect to its business and operations is available in the Commission's Public Reference files.

\*\* As estimated for purposes of computing the registration fee.

1/ Pending distribution of this Release by the Commission to the appropriate mailing lists, interested persons should consult the Federal Register for more details of the release.