

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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SEC

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WISCONSIN GAS SEEKS ORDER. Wisconsin Gas Company, Milwaukee subsidiary of American Natural Gas Company, has applied to the SEC for an order under the Holding Company Act authorizing it to issue up to \$15,000,000 of notes to banks; and the Commission has issued an order (Release 35-15871) giving interested persons until November 13 to request a hearing thereon. Net proceeds of its note sale will be applied by Wisconsin to finance its 1967 construction program (estimated at \$15,850,000).

KRUEGER MUTUAL FUND DEREGISTERED. The SEC has issued an order under the Investment Company Act (Release IC-5125) declaring that Krueger Mutual Fund, Inc., Chicago, has ceased to be an investment company and that its registration as such is no longer in effect. The fund, which has six shareholders, has not made and does not presently propose to make a public offering of its securities and intends to distribute its assets in kind and to liquidate.

TWO TRADING BANS CONTINUED. The SEC has issued orders under the Securities Exchange Act suspending over-the-counter trading in securities of Coditron Corp. and Subscription Television, Inc., for the further ten-day period, October 13-22, 1967, inclusive.

MITRON RESEARCH FILES FOR OFFERING AND SECONDARY. Mitron Research & Development Corporation, 899 Main St., Waltham, Mass., filed a registration statement (File 2-27463) with the SEC on October 11 seeking registration of \$500,000 of convertible subordinated debentures, due 1977, 50,000 common stock purchase warrants, and 80,000 common shares (50,000 issuable upon exercise of the warrants and 30,000 now outstanding). The securities are to be offered for public sale in units, each consisting of \$250 of debentures, 40 common shares and 25 warrants, with proceeds of the sale of the 30,000 outstanding common shares going to the present holders thereof. The offering is to be made through underwriters headed by Gregory & Sons, 40 Wall St., New York 10005. The interest rate on the debentures, public offering price (\$730 per unit maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to the underwriter 25,000 common stock purchase warrants, at 1¢ per warrant; it has also agreed to pay to the underwriter \$18,000 for expenses and to pay \$10,000 to Mr. Raymond Schmidt, as a finder's fee.

The company is engaged in research and development in the field of materials engineering and science (involving the research into and development of new materials, new methods of materials fabrication and devices based on new materials developed) and in the development of products based on mechanical engineering technology. Of the net proceeds of its financing, \$300,000 will be used for a facility to produce titanium cast parts, \$200,000 for improvement and expansion of facilities and purchase of equipment (including new equipment for use by the company's Rode Division in connection with the production of ferrous castings), \$50,000 for further research and development, \$90,000 to repay a presently outstanding short-term bank loan, and \$50,000 to repay an outstanding Small Business Administration loan; the balance will be added to working capital. In addition to indebtedness, the company has outstanding 486,395 common shares, of which management officials own 38.3%. The prospectus lists three selling stockholders. Robert A. Rosenberg (president), Marvin H. Frank (executive vice president), and Robert Alfred (a director) each proposes to sell 10,000 of his holdings of 63,350, 63,350, and 60,195 shares, respectively.

GRASS VALLEY GROUP FILES FOR OFFERING AND SECONDARY. The Grass Valley Group, Inc., Bitney Spring Road, Grass Valley, Calif. 95945, filed a registration statement (File 2-27464) with the SEC on October 11 seeking registration of 200,000 shares of common stock. Of this stock, 170,000 shares are to be offered for public sale by the company and 30,000 (being outstanding shares) by the present holders thereof. The public offering price (\$11.00 per share maximum*) and underwriting terms are to be supplied by amendment. Bacon, Whipple & Co., 135 S. La Salle St., Chicago, Ill. 60603, is listed as the principal underwriter.

The company is engaged in the development and manufacture of solid state electronic equipment. It manufactures and sells line and terminal broadcast equipment for use by television and radio networks and stations, and educational institutions. Net proceeds of its sale of additional stock will be used to retire existing bank debt; the balance will be available to finance the company's proposed entry into the instructional television and systems fields. In addition to indebtedness, the company has outstanding 565,000 common shares. Donald G. C. Hare is president and board chairman. The prospectus lists three selling shareholders. Hazel A. S. Hare (vice president) proposes to sell 24,000 of her holdings of 214,700 shares; and Stephen G. C. Hare (vice president) and William L. Rorden (senior vice president) each proposes to sell 3,000 of his holdings of 53,675 shares each.

ATLANTIC MICROFILM PROPOSES OFFERING. Atlantic Microfilm Corporation, 700 S. Main St., Spring Valley, N.Y., filed a registration statement (File 2-27465) with the SEC on October 11 seeking registration of 150,000 shares of common stock, to be offered for public sale at \$4.75 per share. The offering is to be made through underwriters headed by Myron A. Lomasney & Co., 67 Broad St., New York 10004, which will receive a \$.47 per share commission. The company has agreed to sell to the underwriter, for \$200, 20,000 five-year common stock purchase warrants, exercisable at 110% of the public offering price.

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The company is engaged in the microfilming of hospital, industrial, commercial and government records in both roll and microfiche. It is also engaged in the distribution of various types of equipment (designed by the company) and supplies used for filming, processing, duplicating and viewing of microfilm in its various forms. Of the net proceeds of its stock sale, \$210,000 will be used to reduce short-term bank indebtedness and indebtedness to suppliers of certain equipment, \$82,500 to retire 1,500 presently outstanding shares of 7% cumulative preferred stock of the company, and the balance for general corporate purposes including working capital. In addition to indebtedness and preferred stock, the company has outstanding 242,676 common shares, of which management officials own 57.61% (including 24.45% owned by Peter H. Covert, president, and 22.92% owned by Jay S. Baumann, executive vice president).

PUEBLO SUPERMARKETS FILES EXCHANGE PROPOSAL. Pueblo Supermarkets, Inc., GPO Box 3288, San Juan, Puerto Rico 00936, filed a registration statement (File 2-27466) with the SEC on October 11 seeking registration of 109,000 shares of common stock. Pursuant to an Agreement and Plan of Reorganization, 99,000 shares are to be offered to Diana Stores Corporation in exchange for 50% of the outstanding common stock of Great Eastern Food Markets, Inc.; and 10,000 shares are to be issued to Prevor-Mayrsohn International, Inc. in exchange for equipment, fixtures, and improvements of a supermarket operation acquired by the company. All or part of these shares will be sold from time to time by Diana and Prevor on the New York Stock Exchange or otherwise at prices prevailing at the time of sale (\$22 3/4 per share maximum*).

The company is engaged in the operation of sixteen modern air-conditioned supermarkets in Puerto Rico and two in the U.S. Virgin Islands; through its recent acquisitions it has expanded its operations to the continental United States with the operation of eight supermarkets in New York and New Jersey. In addition to indebtedness, the company has outstanding 1,664,495 common shares, of which management officials own 53.35% (including 13.43% owned by Harold Toppel, board chairman, and 4.36% by George Toppel, president).

TRADING IN DYNA RAY TO RESUME. The SEC today announced that the suspension of trading in the common stock of Dyna Ray Corporation (Dyna Ray) will be terminated at the close of business on October 15, 1967. Accordingly, over-the-counter trading in such securities may be resumed at the opening of business on October 16, 1967. The Commission cautioned, however, that broker-dealers and investors should consider the facts and circumstances set forth below in connection with any transactions in such securities. Broker-dealers should be particularly mindful of their obligations under the Federal securities laws in recommending the purchase and sale of securities of Dyna Ray.

The Commission initially ordered the suspension of trading in securities of Dyna Ray on August 17, 1967. Dyna Ray stock was quoted at 15¢ per share bid in March 1967. By the end of May the bid price had risen to \$4 per share, and it continued to advance to a high bid of \$10 on August 7, 1967. Until June of this year, the company was known as Tobin Craft, Inc. No current public information was available concerning the company's operations, financial condition, product lines, plant location or place of business, and efforts to communicate with company officials had been unsuccessful.

On October 4, 1967 the company issued a six page release in the form of a letter to stockholders and other interested parties. According to the release Dyna Ray has no product, operating facilities or employees. The company has 1,192,052 shares outstanding of which 747,700 shares are owned by Mr. Mac Elrod its president and controlling stockholder. Dyna Ray has only \$10,000 in cash and its only other interests include: a 51% stock ownership in Translaidor Corporation, a non-public corporation whose only asset consists of certain patent rights to a 3" x 7" plastic card language converter; and a claim of undetermined value and certainty to notes and stock in Video Color Corporation, a non-public corporation engaged in the manufacture of certain tubes used in the computer and medical electronics field. Video Color Corporation, which has been in business for four to five years, has no certified financial statements. The release also states that Dyna Ray has received notice that L. R. Schruben, the principal of Video Color Corporation, has commenced litigation in California alleging fraud, among other things, to effectuate rescission of the transaction between Dyna Ray and Video Color Corporation.

SECURITIES ACT REGISTRATIONS. Effective October 11: Atlas Press Co., 2-27276 (90 days); Sigma Capital Shares, Inc., 2-26698; The Telex Corp., 2-27215 (Nov 20); Thermo Electron Corp., 2-27225 (90 days); Union Fidelity Corp., 2-27148 (90 days).

Withdrawn October 11: Farmers National Life Insurance Co., 2-24788.

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.