

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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



Washington, D.C. 20549

(In ordering full text of Releases from SEC Publications Unit cite number)

(Issue No. 70-221)

FOR RELEASE November 13, 1970

COMMISSION ANNOUNCEMENT

DELTA PACIFIC OFFERING SUSPENDED. The SEC has issued an order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a public offering of stock by Delta Pacific Corporation ("Delta"), of Las Vegas, Nevada. The order provides an opportunity for hearing upon request, on the question whether the suspension should be vacated or made permanent.

Regulation A provides a conditional exemption from registration with respect to public offerings of securities not exceeding \$300,000 in amount. In a notification filed on May 23, 1969, Delta proposed the public offering of 300,000 common shares at \$1 per share.

The Commission asserts in its suspension order that it has reasonable cause to believe that the stock offering by Delta failed to comply with the terms and conditions of Regulation A. It is alleged, among other things, that by reason of other sales of Delta stock the public offering exceeded the \$300,000 limitation prescribed by Regulation A; that there was a failure to make accurate disclosure of the intended use of the proceeds of the offering, in that part of the proceeds was used for purposes other than those specified; that there also was a failure to disclose that property purchased from the company's president had been acquired by him in a non-arm's length transaction from his mother; that the underwriter (Wanderon & Company, Inc., of Jersey City, N. J.) bid for Delta stock while engaged in the public offering and distribution, and did not promptly transmit proceeds of stock sales to the issuer; and that there was a failure to disclose that Delta drilled a dry hole on its Louisiana lease location and that it had abandoned exploration of its copper property in Utah. By reason thereof, it is alleged, the offering and sale of Delta stock violated the Securities Act registration and anti-fraud provisions.

COURT ENFORCEMENT ACTIONS

DUKOW, CROW, BROURMAN FOUND GUILTY. The SEC Washington Regional Office announced that on November 7 (LR-4806) a Federal jury in Pittsburgh found Albert N. Dukow, Los Angeles, Calif., Thomas S. Crow, New York, N. Y., and Saul Brouman, of Pittsburgh guilty of violating the Federal securities laws in the sale of common stock of Champion Industries Inc. Dukow was found guilty on four counts of securities fraud and four counts of mail fraud, and was acquitted on a conspiracy count. Crow and Brouman were each found guilty on two counts of securities fraud, and acquitted as to two other counts of securities fraud and mail fraud. Each was acquitted on the conspiracy count. A fourth defendant, William Abbot of Pittsburgh was found not guilty on all counts of a nine count indictment.

EX-TEXAS CONTINENTAL EMPLOYEES ENJOINED. The SEC Fort Worth Regional Office announced on November 10 (LR-4807) that the Federal court in Dallas entered orders of permanent injunction by consent, forbidding violations of the anti-fraud provisions of the Federal securities laws against six salesmen, formerly employed by Texas Continental Oil Co., Inc., of Dallas, Texas. They are, James E. Bell, Sr., Reginald R. Brinkmann, Marcus Ross King, and Danny L. Copeland, all of Dallas, Joseph D. Windisch, Mission, Kansas, formerly of Dallas, and Gordan Bennett McBride of Fort Worth, Texas.

R. G. AND A. P. WILLIAMS, MCGLOTHIN SENTENCED. The SEC Fort Worth Regional Office announced on November 10 (LR-4808) that the Federal court in Dallas sentenced Robert G. Williams to four years imprisonment on his plea of guilty to a charge of conspiracy to violate the registration and anti-fraud provisions of the Federal securities laws in the offer and sale of profit sharing agreements of Black Angus Steak House, Inc., a Texas corporation. Anita Powell Williams was sentenced to 18 months on the same charge; the sentence was suspended and she was placed on probation for two years. Richard McGlothlin was sentenced to 13 months imprisonment, sentence suspended, and placed on 13 months probation based on his plea of guilty to a charge of sale of unregistered securities.

SECURITIES ACT REGISTRATIONS

UNITED BANK FUND PROPOSES OFFERING. United Bank Fund ("Fund"), 1740 Broadway, Denver, Colo. 80217, filed a registration statement (File 2-38767) with the SEC on November 6 seeking registration of 50,000 units of participation, to be offered for public sale at net asset value (\$10 per share maximum*) with no sales charge. The Fund is a collective investment fund through which United Bank of Denver National Association (the "Bank") makes its investment advisory services and experience in managing equity portfolios available to a larger number of customers. Its objective is to seek appreciation of capital over an extended period of time, together with a reasonable income from dividends and interest on such invested capital. Richard A. Kirk is board chairman of the Fund and senior vice president of the Bank and Jane Ashby is vice chairman of the Fund and vice president of the Bank.

UNIVERSAL ENVIRONMENTAL CONTROL TO SELL STOCK. Universal Environmental Control, Inc., 1163 Beach Blvd., Jacksonville Beach, Fla. 32250, filed a registration statement (File 2-38769) with the SEC on November 9 seeking registration of 150,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a "best efforts, 100,000 shares or none" basis by R. A. Wolk & Co., Inc., which will receive a 50¢ per share selling commission plus up to \$25,000 for expenses. The company has agreed to sell the underwriter, at 1¢ per warrant, five-year warrants to purchase up to 15,000 shares, exercisable after one year at \$5.75 per share.

The company is engaged principally in the installation of filter media in trickling filter water pollution control systems and to a much lesser extent in the installation of filter media in sludge drying beds. Net proceeds of the company's stock sale will be added to working capital and used for general corporate purposes, including reduction of liabilities and indebtedness and payment of officers' salaries. The company has outstanding 306,430 common shares (with a 2¢ per share net tangible book value), of which William Stanley Smith, Jr., president, owns 59.8%, Verna A. Smith, his mother, 25.5% and Barbara C. Smith, secretary and his wife, 10.8%. Purchasers of the shares being registered will acquire a 32.8% stock interest in the company for their investment of \$750,000; they will sustain an immediate dilution of \$3.63 in per share book value from the offering price.

CONSOLIDATED NATURAL GAS TO SELL DEBENTURES. Consolidated Natural Gas Company, 30 Rockefeller Plaza, New York, N. Y. 10020, filed a registration statement (File 2-38770) with the SEC on November 9 seeking registration of \$45,000,000 of debentures, due 1995, to be offered for public sale at competitive bidding. A public utility holding company, the company will use the net proceeds of its debenture sale to finance in part the 1970 capital expenditures of the Consolidated System, estimated at \$106,000,000, and to reimburse treasury funds for the repayment of a \$10,000,000 bank loan used for plant construction in a prior year.

BTA OIL PRODUCERS PROPOSES OFFERING. BTA Oil Producers, a partnership, 104 South Pecos, Midland, Tex. 79701, filed a registration statement (File 2-38771) with the SEC on November 9 seeking registration of \$557,000 of nonproducing fractional undivided interests in oil and gas leases in 709-A JV-S Yazoo Prospect, located in Mississippi, to be offered for public sale in \$5,570 units. Carlton Beal, Sr., Carlton Beal, Jr., and Barry Beal are the partners.

RK PETROLEUM PROPOSES OFFERING. RK Petroleum Corp. (the "general partner"), 201 West Fourth St., Mt. Carmel, Ill. 62863, filed a registration statement (File 2-38772) with the SEC on November 9 seeking registration of \$6,000,000 of preorganization subscriptions in three limited partnerships, to be offered for public sale in \$5,000 units. No underwriting is involved; participating NASD members will receive a 7½% selling commission. A series of three limited partnerships are to be organized, each of which will invest in oil and gas properties, including the drilling of exploratory and development wells. R. W. Kuzmich, president of the general partner, owns all but one of its 7,500 outstanding common shares.

NUVEEN FUND PROPOSES OFFERING. John Nuveen & Co. (Inc.), 209 S. LaSalle St., Chicago, Ill. 60604, filed a registration statement (File 2-38775) with the SEC on November 9 seeking registration of \$16,500,000 of units in Nuveen Tax-Exempt Bond Fund, Series 33. 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 from which, in the opinion of Counsel for the Sponsor, is exempt from all Federal income taxes under existing law.

RITE AID TO SELL STOCK. Rite Aid Corporation, Trindle Rd. and Railroad Ave., Shiremanstown, Pa. 17091, filed a registration statement (File 2-38776) with the SEC on November 10 seeking registration of 250,000 shares of common stock, to be offered for public sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith, Inc., 70 Pine St., New York 10005. The offering price (\$32 per share maximum*) and underwriting terms are to be supplied by amendment.

The company operates a chain of 158 retail stores through which it sells health and beauty aids, proprietary drugs, cosmetics, housewares, toys, tobaccos and sundries. Of the net proceeds of its stock sale, \$3,800,000 will be used in connection with the opening of additional stores and \$150,000 to construct a vehicle maintenance shop to service the company's automotive equipment; the balance will be added to the company's working capital and used primarily to purchase inventories and additional automotive equipment and to remodel existing stores. In addition to indebtedness, the company has outstanding 2,905,171 common shares, of which Lewis E. Lehman, president, owns 13.8% and management officials as a group 36.2%. Alex Grass is board chairman and chief executive officer.

DAYTON POWER & LIGHT TO SELL STOCK. The Dayton Power and Light Company, 25 N. Main St., Dayton, Ohio 45401, filed a registration statement (File 2-38777) with the SEC on November 10 seeking registration of 1,000,000 shares of common stock, to be offered for public sale through underwriters headed by Morgan Stanley & Co. Inc., 140 Broadway and W. E. Hutton & Co., 14 Wall St., both of New York 10005. The offering price (\$21 per share maximum*) and underwriting terms are to be supplied by amendment. A public utility, the company will add the net proceeds of its stock sale to its general funds, to be used to reduce short-term indebtedness (estimated to aggregate \$57,000,000 on December 1, 1970), the proceeds of which were used for the company's construction program. Construction expenditures are estimated at \$69,000,000 for 1970 and \$425,000,000 for the years 1971-1974.

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:

SCM Corporation, New York 10017 (File 2-38773) - 200,000 shares
 Computer Services Corporation, Southfield, Mich. 48075 (File 2-38774) - 10,000 shares
 Information Storage Systems, Inc., Cupertino, Calif. (File 2-38778) - 336,151 shares and (File 2-38779) 100,000 shares

MISCELLANEOUS

UNLISTED TRADING SOUGHT. The SEC has issued orders under the Securities Exchange Act (Release 34-9020) giving interested persons until November 25 to request a hearing upon applications of the following exchanges for unlisted trading privileges in the common stocks or specified securities of the named companies:

Cincinnati Stock Exchange - Abbott Laboratories, Bankers Trust New York Corp., The Bank of New York Company, Inc., Central Illinois Light Company, Central Illinois Public Service Company, Charter New York Corporation, Chemical New York Corp., C.N.A. Financial Corporation, Illinois Power Company, Indianapolis Power & Light Company, Kellogg Company, Louisville Gas and Electric Company, Manufacturers Hanover Corporation, Northern Illinois Gas Company, Northern Indiana Public Service Company, Public Service Co. of Indiana.

Midwest Stock Exchange - MGIC Investment Corp., Northgate Exploration Ltd.

Pacific Coast Stock Exchange - Interlake, Inc.

Philadelphia-Baltimore-Washington Stock Exchange - Austral Oil Company, Inc., Cablecom-General, Inc., Dome Petroleum, Ltd., Nortek, Incorporated, The Plessey Company Limited - ADR's, Rollins International, Inc., Sony Corporation - ADR's, Spencer Shoe Corporation, UAL, Inc. - Cumulative Preferred Stock, Series A, Vernitron Corporation.

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 November 5 News Digest.

8K Reports for Aug 70

Billups Western Petroleum Co. Sept 70(11)	0-2978-2	Hi-G Inc. (11)	1-5513-2
Brenner Industries, Inc. (2,7,13)	2-35512-2	Kinney National Service Inc. (12)	1-4671-2
Carter Group Inc. July 70(7)	0-4125-2	Liberty Investors, Inc. Jul 70 (2,3,13)	0-2663-2
Damson Oil Corporation (10,11)	0-2062-2	Continental Can Company Inc. (7,10,13)	1-489-2
Dexter Corporation (12,13)	1-5542-2	Dart Drug Corporation(11,13)	0-1946-2
Astro Controls, Inc. Sept 70 (1,4,8)	0-3083-2	Eastern Air Devices Inc. (1,2,4,7,13)	1-4490-2
Georgia Factors Inc. Mar 70(3)	0-659-2	Allied Mills, Inc. July 70(7)	1-90-2
California Portland Cement Co. Sept 70(7)	1-6441-2	Computer Enterprises Inc. (12)	2-30737-2
Caribbean Cement Company, Ltd. 6K for Jun 70	2-19155-2	Beneficial National Life Ins. Co. July 70 (11)	2-21537-2
Crystal Mountain Inc. (7,13)	0-2374-2	Far-Mar-Co., Inc. (8,13)	2-30822-2
Deer Park Baking Co. Mar 70(7)	2-19220-2	Airlift Intl., Inc. (3,12)	1-5551-2
Law Research Service Inc. (3)	0-3301-2	Gray Manufacturing Co. Apr 70 (2,13)	1-5533-2
British Petroleum Company Ltd. 6K for Sept. 70	1-6262-2	Input, Inc. Sept 70(2,7,12,13)	2-29952-2
Central Computing Inc. (7)	2-30264-2	Handschy Chemical Company Sept 70(11)	2-18767-2
Four Seasons Nursing Centers of America Inc.(3,12,13)	1-5765-2	Federal Resources Corp Sept 70(11)	1-5021-2
Fraser Mortgage Investments Sept 70(11)	2-32964-2	Television Utilities Corporation (1,2,11,13)	2-31864-2
Intertech Research Services Inc. July 70(1)	1-6093-2	The W. W. Williams Company Sept 70(2,7,12,13)	0-3685-2
Conrac Corp (4,8,13)	1-4291-2	Bazar, Inc. Jul 70(12,13)	0-14-2
Duke Power Co. (7)	1-4928-2		
Greenwich Gas Co. (7)	0-713-2		
Beks Charbroilers International, Inc. (2,7,13)	2-31503-2		
Data Processing Financial & General Corp Sept 69(11,13)	1-5346-2		

8K Reports for Aug 70

Coburn Corp of America (3)	1-4730-2
Nortex Oil & Gas Corp (2,11,13)	0-1226-2
Trico Oil and Gas Co. Sept 70(13)	1-4237-2
Eastman Kodak Co. (13)	1-87-2
Roan Selection Trust Ltd. 6K for 7-16-70 thru 8 '70	1-3873-2
A. J. Industries, Inc. (11,12)	1-5672-2
American Foods Machinery Corp. Sept 70(11)	0-3410-2
Central Louisiana Electric Co., Inc. (7,13)	1-5663-2
Credit Foncier De France 6K for Sept 70	1-4254-2
Marathon Enterprises, Inc. (1,2,7,13)	0-5059-2

Amended 8K Reports

The Lange Company Aug 70(13)	0-4490-2
Twin City Barge & Towing Co. Jun 70(1,2,13)	0-4138-2
Magnetic Head Corporation Dec 69(2,13)	0-4474-2
Ocean Drilling & Exploration Company Jul 70(13)	0-336-2
First Northwest Industries of America Amdt #1 for May 70(1)	0-3986-2
G T Corporation Amdt #1 for Apr 70(2,7,9,13)	0-2676-2
Texscan Corporation Amdt #1 for Feb 70(2,13)	0-3337-2
Nachman Corp Amdt #1 for May 70(13)	1-1492-2
H & R Block Inc. Amdt #1 for Jun 70(9)	1-6089-2

Berel Industries, Inc. (3) Aug 70	0-2561-2
Domestic Air Express Inc.(1) Aug 70	0-3147-2
Diversified Realty Inc. Aug 70(7)	0-2864-2
Domain Industries, Inc. Jun 70 (11,13)	0-1296-2
Bell Intercontinental Corp Aug 70 (12)	1-4354-2
Charter Bankshares Corporation Aug 70(11,13)	0-4600-2
Atco Chemical Industrial Products, Inc. Aug 70(11)	1-4099-2
Beneficial National Corporation and Data Serv, Inc. July 70(11)	2-34793-2
Fair Lanes, Inc. July 70(7)	0-1858-2
Chanco Medical Industries Aug 70 (7,11,13)	0-4456-2

Amended 8K Reports

Daniel Construction Company, Inc. Amdt #1 for Feb 70(7,12)	0-4322-2
Lilac Time of Rochester Inc. Amdt #1 for Jun 70(2)	2-31932-2
Alden Care Enterprises Inc. Amdt #1 for Apr 70(7)	0-4656-2
Daylin, Inc. Amdt #1 for Apr 70(2,13)	1-5018-2
Dimode Industries, Inc. Amdt #1 for Aug 70(12)	0-4385-2
Amdt #1 for Jun 70(2,13)	0-4385-2
Amdt #1 for July 70(3)	0-4385-2
Behring Corporation Amdt #1 for Jun 70(11)	1-6448-2
National Spinning Co., Inc. Amdt #1 for Jun 70(7)	1-6452-2

SECURITIES ACT REGISTRATIONS. Effective November 12: Amfac, Inc., 2-38511; Associated Companies, Inc., 2-38125 (90 days); Bradford Computer & Systems, Inc., 2-36350 (40 days); Burkyarns, Inc., 2-31895 (90 days); Coastal States Gas Producing Co., 2-38738; Gas Properties Credit Inc., 2-38359 (90 days); McKeon Construction, 2-38255 (90 days); Medical Analytics, Inc., 2-37920 (90 days); Public Service Co. of N. H., 2-38646 (Dec 23); Rex Precision Products, Inc., 2-37809 (90 days); Stewart Information Services Corp., 2-36856 (90 days); Travelodge International, Inc., 2-38186 (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.

*As estimated for purposes of computing the registration fee.