

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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FOR RELEASE November 28, 1969

J. C. PENNEY EUROPE SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5906) giving interested persons until December 16 to request a hearing upon an application of J. C. Penney Europe, Inc., New York, for an order exempting it from all provisions of the Act. Penney Europe was formed by J. C. Penney Company, Inc. ("Penney") for the purpose of making investments, including loans, in connection with various international operations of Penney and its subsidiaries outside the United States. It proposes to issue \$25,000,000 of convertible subordinated guaranteed debentures, due 1989.

CARRIER OVERSEAS FINANCE CORP. SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5907) giving interested persons until December 16 to request a hearing upon an application of Carrier Overseas Finance Corporation, Syracuse, for an order exempting it from all provisions of the Act. Carrier Overseas was organized by Carrier Corporation to finance its foreign business operations through the sale of securities of Carrier Overseas, including borrowings, outside the United States. It proposes to issue and sell outside the United States to non-United States purchasers \$10,000,000 of convertible subordinated guaranteed debentures, due 1989.

SECURITY BENEFIT LIFE RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5908) exempting Security Benefit Life Insurance Company, and SBL Variable Annuity Account ("VAA"), Topeka, from certain provisions of the Act so as to permit a proposed offer of exchange involving Series E Contracts and Series I Contracts.

VIRGINIA CAPITAL, PANDICK PRESS SEEKS ORDER. Virginia Capital Corporation, Richmond closed-end investment company, has joined with Pandick Press, Inc. (of New York), and four directors of Virginia Capital, in the filing of an exemption application with the SEC under the Investment Company Act (Release IC-5912) with respect to the proposed sale of 33,000 shares of Pandick common by Virginia Capital and 22,200 shares by the four directors, concurrently with the public offering and sale by Pandick of 100,000 shares of its authorized but unissued shares. The proposed offering also includes additional outstanding shares to be offered by others, for a total of 371,700 shares to be offered. Virginia Capital owns 326,934 shares (about 25% of the 1,334,000 outstanding shares) and the directors 37,880 shares.

COMPULITH TO SELL STOCK. Compulith Corp., 84 S. Bayles Ave., Port Washington, N. Y. 11050, filed a registration statement (File 2-35422) with the SEC on November 21 seeking registration of 80,000 shares of common stock, to be offered for public sale at \$7.50 per share. The offering is to be made through Barclay Securities Inc., 80 Broad St., New York, which will receive a 75c per share commission plus \$10,000 for expenses. The company has agreed to sell the Barclay firm, at 1c per warrant, six-year warrants to purchase 5,000 shares at \$7.50 per share.

The company was organized in February to engage in the business of developing and marketing a process of continuous tone lithography, a refinement of lithography which will allow mass production color printing at high press speeds with resulting photographic quality. Of the net proceeds of its stock sale, \$100,000 will be used for equipment, \$90,000 for establishing, equipping and operating a training school, \$50,000 for advertising and \$30,000 for lithographic supplies and chemicals; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 351,500 common shares (with an 8c per share book value), of which Milton M. Ruderman, president and board chairman, owns 37% and management officials as a group 66%. Purchasers of the shares being registered will acquire an 18.5% stock interest in the company for their investment of \$600,000 (they will sustain an immediate dilution of \$5.20 in per share book value from the offering price); the present shareholders will then own 81.5%, for which they paid \$79,225, or \$.225 per share.

CHICKASHA MOBILE HOMES FILES FOR OFFERING AND SECONDARY. Chickasha Mobile Homes, Inc., P.O. Box 405, Chickasha, Okla. 73018, filed a registration statement (File 2-35423) with the SEC on November 21 seeking registration of 310,000 shares of common stock, of which 75,000 are to be offered for public sale by the company and 235,000 (being outstanding shares) by the present holder thereof. The offering is to be made through underwriters headed by Francis I. duPont, A. C. Allyn, Inc., 1 Wall St., New York 10005. The offering price (\$12.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the design, manufacture and wholesale distribution of mobile homes in the low-to-medium price range. Net proceeds of its sale of additional stock will be added to the company's working capital and will be available for general corporate purposes, including possible acquisition or construction of a fourth mobile home manufacturing facility. The company has outstanding 750,000 common shares, of which Stanley F. Raczynski, president, owns 95%; he proposes to sell 235,000 shares of 712,500 shares held.

OVER

AERO SYSTEMS FILES FOR OFFERING AND SECONDARY. Aero Systems, Inc., P. O. Box 625, Miami Springs, Fla. 33166, filed a registration statement (File 2-35426) with the SEC on November 21 seeking registration of 325,987 shares of common stock, of which 100,000 are to be offered for public sale by the company and 225,987 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Kern Securities Corporation, 111 Broadway, New York 10006; the offering price (\$14 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay Kern Securities \$30,000 for expenses and to sell 32,000 shares to it at 10c per share.

The company is primarily engaged in the sale and servicing of electronic equipment used in aircraft and in the general field of aviation. Of the net proceeds of its sale of additional stock, \$190,000 will be used to reduce bank loans obtained for working capital purposes, \$263,100 to retire working capital loans from a corporation of which Robert G. Holmes, Jr., (president of the company) is an officer, director or holder of 10% or more of the outstanding stock, and \$105,000 to retire a working capital loan from Holmes; the balance will be used for general corporate purposes, including working capital. In addition to indebtedness, the company has outstanding 2,306,907 common shares, of which Holmes owns 26.9% and management officials as a group 38%. Corporate Enterprises, Inc., proposes to sell 53,750 shares of 65,000 shares held and a large number of others the remaining shares being registered.

GUARDIAN MORTGAGE INVESTORS PROPOSES OFFERING. Guardian Mortgage Investors, 47 W. Forsyth St., Jacksonville, Fla. 32202, filed a registration statement (File 2-35427) with the SEC on November 21 seeking registration of \$15,000,000 of convertible subordinated debentures, due 1984, and 200,000 shares of beneficial interest, to be offered for public sale through underwriters headed by Shearson, Hammill & Co., Inc., 14 Wall St., New York 10005. The interest rate on the debentures, offering price (\$31 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized in March 1966, Guardian Mortgage Investors plans to qualify as a real estate investment trust under the Internal Revenue Code; it provides investors with an opportunity to invest in a professionally managed portfolio of construction and development first mortgage loans and other real estate interests. Charter Advisory Company will act as investment adviser. John D. Uible is president of the advisor and managing trustee and secretary of the Trust. Gordon A. Taylor is chairman of the Trust.

BRETMAR FABRICS TO SELL STOCK. Bretmar Fabrics Ltd., 519 - 8th Ave., New York 10018, filed a registration statement (File 2-35428) with the SEC on November 21 seeking registration of 180,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through underwriters headed by A. J. Butler & Co., 50 Broadway, New York 10004, which will receive a 50c per share commission. The company has agreed to pay the Butler firm \$10,000 for expenses and to sell 18,000 shares to nine affiliates of that firm for \$900.

The company designs and styles knitted and woven fabrics, principally for sale to manufacturers of women's sportswear, dresses, swimwear, rainwear and lounge wear and children's clothes. Initially, all but \$30,000 of the net proceeds of its stock sale will be deposited with the company's factors in order to reduce interest charges arising from its arrangements with the factors; thereafter the proceeds will be used for working capital and other corporate purposes. The company has outstanding 323,000 common shares (with a \$1.05 per share net tangible book value), of which Ivan Marks, president, owns 23.5% and management officials as a group 99.6%. Purchasers of the shares being registered will acquire a 36% stock interest in the company for their investment of \$900,000 (they will sustain an immediate dilution of \$2.84 in per share book value from the offering price); company officials and one other person will then own 60%, which they acquired for \$34,000, and nine affiliates of the Butler firm will own 4%, which they will have acquired for an aggregate of \$900.

BERG ENTERPRISES TO SELL STOCK. Berg Enterprises, Inc., 12 Center St., Metuchen, N. J. 08840, filed a registration statement (File 2-35429) with the SEC on November 21 seeking registration of 250,000 shares of common stock, to be offered for public sale through underwriters headed by Herzfeld & Stern, 30 Broad St., New York 10004. The offering price (\$9 per share maximum*) and underwriting terms are to be supplied by amendment. In June, the company sold the Herzfeld firm and three employees of that firm 17,500 shares at \$1 per share; it also sold 7,500 shares to Frank R. Cohen and Mortin H. Farber at 10c per share in consideration for their services as finders.

The company was organized in June to consolidate the various real estate and related business activities conducted by Leonard Berg and Kenneth Berg since 1950. It is principally engaged in New Jersey in the real estate brokerage business and the purchase and resale of land. Of the net proceeds of its stock sale, \$412,500 will be used for the acquisition of all the outstanding capital stock of Margaretten & Company, Inc., (engaged in the mortgage banking, real estate brokerage, mortgage brokerage, property management and insurance and travel agency business), \$313,000 to satisfy bank loans made in June 1969 for construction and other purposes, \$300,000 to be deposited in non-interest bearing bank accounts as compensating balances to enable the company to finance its mortgage banking business, \$485,000 to purchase land for resale, \$200,000 to purchase servicing on mortgages owned by various institutions and \$75,000 for start-up costs of a mortgage brokerage business; the balance will be added to the company's working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 635,166 common shares (with an 85c per share book value), of which Kenneth Berg, president and board chairman, and Leonard Berg, executive vice president, own 38% each. Purchasers of the shares being registered will acquire 250,000 shares for their investment of \$2,250,000*; the present stockholders will then own 635,166 shares, of which 556,000 were received in exchange for shares of predecessors and other assets having a net tangible book value of \$465,240.

TRADING SUSPENSION CONTINUED. The SEC has ordered the suspension of exchange and/or over-the-counter trading in the securities of Commonwealth United Corporation for the further ten-day period November 29 to December 9, 1969, inclusive.

CONTINUED

REVENUE PROPERTIES TRADING BAN CONTINUED TEN DAYS. The SEC has ordered the further, ten-day suspension of exchange and over-the-counter trading in securities of Revenue Properties Company Limited, of Toronto, for the period November 30 through December 9, 1969; the suspension will terminate at the close of business December 9. The Commission cautioned, however, that before effecting transactions in securities of the company broker-dealers should make sure that such transactions are in compliance with applicable provisions of the Federal securities laws. It also called attention to the fact that the company's auditors recently discovered that one of its partners has borrowed \$12,500 from an officer of the company; the proceeds of such loan are believed to have been used by said partner to purchase shares of a subsidiary of the company (the loan is understood to have been repaid and the partner has resigned from the firm). Revenue Properties is currently on trial in Ontario on charges of filing a false financial statement in its 1968 annual report with respect to a transaction involving such subsidiary. Revenue Properties has stated that it has in its possession a prepared earnings report for the nine months ended September 30; it appears that the company is not in a position to state when such report will be released.

BOWMAN AND WHITNEY ENJOINED. The SEC Denver Regional Office announced November 24 (LR-4483) that K. Ralph Bowman and Richard E. Whitney were enjoined by the Federal court in Salt Lake City from violating the Securities Act registration provisions in the offer and sale of stock of Top Notch Uranium & Mining Corporation. Other defendants were previously enjoined. A request for similar injunction was denied as to E. H. Coltharp & Company.

EASTERN UTILITIES SEEKS ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16535) giving interested persons until December 17 to request a hearing upon a proposal of Eastern Utilities Associates ("EUA"), Boston holding company, and four electric utility subsidiaries to issue and sell short-term, unsecured, promissory notes to banks, as follows: EUA \$16,500,000; Blackstone Valley Electric Company ("Blackstone"), \$4,000,000; Brockton Edison Company ("Brockton"), \$4,400,000; Fall River Electric Light Company ("Fall River"), \$6,000,000 and Montaup Electric Company ("Montaup"), \$15,700,000. In addition, Blackstone and Brockton will receive open-account advances from EUA in the amounts of \$12,000,000 and \$5,300,000, respectively. Blackstone expects to have outstanding at December 19 an estimated \$6,000,000 of short-term loans, including a \$2,700,000 loan from EUA; Brockton, Fall River and Montaup expect to have outstanding \$4,300,000, \$2,900,000 and \$8,000,000 of notes to banks, respectively. Proceeds of the proposed notes and advances will be used in part by the respective companies to meet cash requirements for construction (including investment in the case of Montaup), to make investment in permanent securities of Montaup in the case of Blackstone, Brockton and Fall River, and to pay some \$23,100,000 of short-term loans expected to be outstanding at that date. Aggregate 1970 construction expenditures, including investments in the case of Montaup, are estimated at \$23,000,000. Blackstone or Brockton may prepay its notes to banks, in whole or in part, by the use of an advance from EUA, or may repay an advance from EUA with the proceeds of notes issued to banks.

MONEY VARIABLE ACCOUNT A SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5910) giving interested persons until December 15 to request a hearing upon an application of The Mutual Life Insurance Company of New York ("MONEY"), of New York City, and The Money Variable Account A, an open-end, diversified management investment company established by MONEY, for an exemption from Section 22(d) of the Act to permit the companies to make no sales charges with respect to payments under group variable annuity contracts of the deposit administration type in connection with annuity plans qualified for tax deferred treatment, where the payments are made by transfers to Account A of fixed accumulations under similar group fixed annuity contracts that have been previously issued by MONEY before variable contracts became available.

UNLISTED TRADING GRANTED. The SEC has issued orders under the Securities Exchange Act (Release 34-8757) granting applications of the following exchanges for unlisted trading privileges in the common stocks or specified securities of the named companies: Boston Stock Exchange - Union Pacific Corporation; Philadelphia-Baltimore-Washington Stock Exchange - American General Insurance Company - \$1.80 Cumulative Convertible Preferred Stock (\$1.50 par), The Deltona Corporation, Kinney National Service, Inc., Lone Star Cement Corporation, Seatrains Lines, Inc., UAL, Inc.; Midwest Stock Exchange - Lone Star Cement Corporation, Scientific Resources Corp.

NYSE PUBLIC OWNERSHIP PLAN MODIFIED. The New York Stock Exchange, in response to a request of the SEC for explanation of revisions, submitted November 3, to its public ownership proposals, has advised the Commission that the proposed revision which would require that a majority of the directors of a member corporation be citizens of the United States or Canada (see item 1 of SEC Release 34-8750, issued November 13), was deleted by the NYSE Board of Governors on November 20. The Exchange stated that there is "some question at the moment as to whether this requirement should be imposed and particularly, if imposed, whether it should appear in the Exchange Constitution."

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 November 12 News Digest.

8K Reports for Oct '69

Standard Intl. Corp (11)	1-5249-2	Aetna Life and Casualty Co. (12)	1-5704-2
Ashland Oil & Refining Co (13)	1-2918-2	Aguirre Co. (2,13)	1-510-2
Computerized Automotive Reporting Service Inc (10)	1-5758-2	Alco Standard Corp (8,9,12)	1-5964-2
Heli-Coil Corp (11,12)	1-4149-2	Cinerama Inc. (12)	1-4107-2
Mite Corp (27)	1-5825-2	Control Data Corp (3,13)	1-1969-2
Crown Central Petroleum Corp (7)	1-1059-2	Financiera Metropolitana, S. A. (7)	2-29641-2
Flo-Tronics Inc (29)	0-1388-2	First Western Financial Corp (3,12)	0-2904-2
Kearney Natl., Inc (2)	0-2122-2	Grow Chemical Corp (11,12,13)	1-4596-2
Quaker State Oil Refining Co (4,11,13)	1-2677-2	Holly Resources Corp (4,11)	1-4343-2
Amarox Inc (2,7,9,13)	2-31307-2	Hotel Corp of Israel Aug 69 (12)	0-1670-2
Anacomp, Inc (11,13)	2-30014-2	Mountain States Tel & Tel Co. (7,13)	1-3040-2
Dallas Power & Light Co (11,13)	0-1250-2	Petro-Search Oil & Gas Fund, Inc. (7)	2-29285-2
Data Design Lab. (4,11,13)	0-2869-2	Rothmoor Corp (13)	0-2439-2
Joy Mfg. Co (12,13)	1-3156-2	Siboney Corp Sept 69 (2,7,8,13)	1-3952-2
Kin Ark Corp (8,12,13)	1-3920-2	Air Cargo Equipment Corporation (2,13)	2-32132-2
Ocean Drilling & Exploration Co (12)	0-336-2	Bates Mfg. Co., Inc. (7,13)	1-3188-2
Texas Power & Light Co (11,13)	0-381-2	DEI Industries Inc. (12,13)	0-725-2
The United Illuminating Co (12,13)	0-469-2	Foto Mem Inc. (12,13)	0-3879-2
		General Mills, Inc. (7,13)	1-1185-2
		Imoco-Gateway Corp (7,12)	1-5806-2
		Oxford First Corp (2,12,13)	1-6014-2
		Procter & Gamble Co (11,13)	1-434-2
		Procter & Gamble International Co. (11)	1-5489-2
		Earl Scheib, Inc. (4,13)	1-4822-2
		Seaboard Finance Co. (4,7,12,13)	1-3440-2
		Unilever N.V. (6K for Nov 69)	1-4547-2
		Unishops, Inc. (2,7,13)	1-4814-2
		Washington Homes, Inc. (3,13)	2-31941-2
		Airborne Freight Corp (3,13)	0-3621-2
		Commonwealth Telephone Co. (7,13)	0-1094-2
		Damson Oil Corporation (2,13)	0-2062-2
		Easco Corporation (7,11,13)	1-1329-2
		Hanes Corp (12)	1-5199-2
		Illinois Central Industries, Inc. (12)	1-4710-2
		Illinois Central RR Co. (7,12,13)	1-2148-2
		Jerrico, Inc. (11)	0-4071-2
		Philadelphia Suburban Transportation Co. (11,13)	0-2655-2
		Presidential Realty Corp (7,13)	1-4503-2

SECURITIES ACT REGISTRATIONS. Effective November 24: The Alpine Growth Fund, Inc., 2-32656 and The Alpine Equity Fund, Inc., 2-32657. Effective November 25: Keystone Apollo Fund, Inc., 2-34239; Rex Chainbelt Inc., 2-34348 (40 days). Effective November 26: Capital Reclamation Corp., 2-33221 (90 days); Commercial State Corp., 2-34283 (90 days); Golden Triangle Golf Course, Inc., 2-34276 (90 days); Gordon Jewelry Corp., 2-35010 (40 days); JSR Sportswear, Inc., 2-32515 (90 days); Ohio Power Co., 2-35259; Ridder Publications, Inc., 2-34825 (90 days); Thorp Finance Corp., 2-33654 (40 days); United Board & Carton Corp., 2-33460 (90 days); Woodpark Associates Fund, 2-33998.

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.