

# 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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**CREATIVE FINANCING REGISTRATION QUESTIONED.** The SEC has ordered administrative proceedings under the Securities Act of 1933 which question the accuracy and adequacy of disclosures contained in a registration statement filed by Creative Financing, Inc., of Baltimore, Md. A hearing has been scheduled for November 13, 1969, in the Commission's Washington Office to take evidence on staff allegations that the company's registration statement and prospectus fail in material respects to comply with the Securities Act disclosure requirements, and to afford the company (CFI) an opportunity to offer any defenses thereto, for the purpose of determining, in light of the evidence adduced, whether the allegations are true and, if so, whether a stop order should be issued suspending the CFI registration statement.

According to the CFI statement, filed in June 1969, the company was organized in April 1969 for the purpose of holding all of the shares of a newly-formed subsidiary, National Industrial Factoring Corp., and to create a leasing company. The net proceeds of its proposed sale of 1,500,000 common shares at \$10 per share would be used to acquire or create subsidiaries in the financing field. Daniel Cohen, one of the founders of the company, is listed as president and board chairman. The prospectus indicates that Nathan Cohen, who owns 5,000 shares of CFI stock purchased at 10¢ per share, will serve as "acquisition of new business manager" at an annual salary of \$12,000 but will serve "neither as an officer or director." The staff asserts that there was a failure to disclose that Nathan Cohen has acted as an executive officer in that he selected CFI's management officials, arranged for the leasing of its office and for the sale of its stock, and participated in or effected all of the loans made by CFI.

The staff further asserts that a \$20,000 loan purportedly made to Morgan Investment Co., Inc., a closely-held company of which Daniel Cohen is president, was made not to Morgan Investment but to Mini-Delli, Inc., and that the loan was not personally endorsed by Daniel Cohen, as represented. Also, there was a failure to disclose the interest of Nathan Cohen in a loan of \$38,500 to Computer Counseling, Inc., and of \$71,500 to Digitator, Inc., companies which Nathan Cohen may be deemed to control, and of \$19,250 to Convert-A-Code Corp., a company in which Nathan Cohen and relatives of Cohen have an 8.4% stock interest. The staff also questions the basis for a claimed "private offering" exemption from Securities Act registration with respect to the offer and sale of 533,000 shares of CFI stock soon after the company's organization, purportedly to a group of 58 persons who derived "a significant portion of their income from investment activities," when in fact (according to the staff) such shares were offered and sold to more than 140 persons many of whom did not derive a significant portion of their income from investment activities.

**COMPLAINT NAMES CREATIVE FINANCING, OTHERS.** On November 6, the SEC filed a complaint in the Federal court in Baltimore (LR-4464) seeking to enjoin violations of the registration and anti-fraud provisions of the Federal securities laws by the following, in the offer and sale of stock of Creative Financing, Inc. and Private Placements, Inc.: Creative Financing, Inc., Private Placements, Inc., Daniel Cohen, Nathan H. Cohen and Ronald B. Hirsch, all of Baltimore. The Commission also seeks to enjoin violations of the registration provisions by the following: Barry R. Feldman and Sylvan Wormser, both of Baltimore, and Joel S. Nadel, Barry Chajet, Daniel D. Glassman, Michael Miller and Jack Lippman, all of New York.

**AFFILIATED FINANCIAL CONSULTANTS ENJOINED.** The SEC San Francisco Regional Office announced November 3 (LR-4465) that Garland Casey and Affiliated Financial Consultants, Inc., Sacramento broker-dealer firm, had been enjoined by court order against violations of the Commission's record-keeping and financial reporting requirements. The defendants consented to the injunction without admitting or denying the violations complained of.

**TRADING SUSPENSIONS CONTINUED.** The SEC has ordered the further suspension of exchange and/or over-the-counter trading in the securities of Continental Vending Machine Corporation for the ten-day period November 8-17 and in the securities of Commonwealth United Corporation for the further ten-day period November 9-18, 1969, inclusive.

**PROGRAMS FOR ACCUMULATION OF SHARES OF SUPERVISED INVESTORS GROWTH FUND RECEIVES ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5869) declaring that Programs for the Accumulation of Shares of Supervised Investors Growth Fund, Inc., New York, has ceased to be an investment company as defined in the Act.

**CARTER GROUP RECEIVES ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5870) temporarily exempting The Carter Group Inc., New York, from certain provisions of Section 7 of the Act. In March, Carter Group filed an application for an order declaring it to be primarily engaged in a business or businesses other than that of investing, reinvesting, owning, holding or trading in securities either directly or indirectly through wholly-owned subsidiaries or controlled companies. It requested the temporary exemption pending Commission decision upon such application.

OVER

**CARPENTER DEVELOPMENT PROPOSES OFFERING.** Carpenter Development, Incorporated, 8900 North Central Ave., Phoenix, Ariz. 85020, filed a registration statement (File 2-35256) with the SEC on October 31 seeking registration of \$1,000,000 of limited partnership units in its 1970 Exploration Strata Program ("Partnership"), to be offered for public sale at \$5,000 per unit to finance the exploration for and production of oil and gas. No underwriting is involved; participating NASD members will receive up to a 5% selling commission. Carpenter Development Incorporated will serve as general partner. Gene C. Carpenter is president and board chairman of the general partner.

**WESTERN DECALTA PETROLEUM SHARES IN REGISTRATION.** Western Decalta Petroleum Limited, 630 Sixth Ave., S.W. Calgary 1, Alberta, Canada, filed a registration statement (File 2-35257) with the SEC on November 3 seeking registration of 374,550 shares of common stock. These shares are issuable upon exercise of warrants on or before June 1, 1970, at \$4.75 per share, or by tendering for cancellation at the par value thereof in lieu of cash, the company's 6% sinking fund debentures Series A.

**GENERAL ANALYTICS FILES FOR SECONDARY.** General Analytics Corporation, 545 Fifth Ave., New York, N.Y. 10017, filed a registration statement (File 2-35258) with the SEC on November 3 seeking registration of 95,000 outstanding shares of common stock. These shares may be offered for sale from time to time by the present holders thereof, at prices current at the time of sale (\$5 per share maximum\*).

Organized in November, 1964, the company applies computer technology to large scale data bases for the solution of a wide range of research, planning and management problems. It has outstanding 1,001,000 common shares, of which Jonathan E. Robbin, board chairman and president, and John E. McCullough, executive vice president, own 340,508 shares (34%) each. Robbin may sell 25,000 shares, McCullough 25,003, D.T. O'Brien (secretary) all of 24,997, and six others the remaining shares being registered.

**OHIO POWER TO SELL BONDS.** Ohio Power Company, 301 Cleveland Ave. S.W., Canton, Ohio 44702, filed a registration statement (File 2-35259) with the SEC on November 3 seeking registration of \$80,000,000 of first mortgage bonds, to be offered for public sale at competitive bidding. The interest rate, <sup>maturity date</sup> offering price and underwriting terms are to be supplied by amendment. A subsidiary of American Electric Power Company, Inc., the company will use the net proceeds of its bond sale, together with \$25,000,000 of capital contributions from the parent, to prepay some \$17,965,000 of short-term notes to banks and \$56,635,000 of commercial notes, or other corporate purposes. Construction expenditures are estimated at \$180,526,000 for 1969 and \$100,114,000 for 1970.

**FIRST DIVERSIFIED MUTUAL FUNDS TO SELL STOCK.** First Diversified Mutual Funds, Inc., 475 Fifth Ave., New York, N.Y. 10017, filed a registration statement (File 2-35261) with the SEC on November 4 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 8.5% on purchases of less than \$25,000 (\$5.425 per share maximum\*). The Fund is a diversified, open-end mutual fund with the investment objective of seeking long term capital appreciation by investing solely in shares of other mutual funds or in a combination of the shares of other mutual funds and common stocks. First Diversified Advisory Corp., a wholly-owned subsidiary of The J.P. Cabot Equity Corp. will serve as investment adviser and FDF Distributing Corp., an affiliate of the adviser, as distributor of Fund shares. Aaron W. Weingarten, board chairman of the Fund and president of Cabot Equity, and Michael J. Klein, president of the Fund and board chairman of Cabot Equity, own 37½% each of the outstanding stock of Cabot Equity.

**SUBSCRIPTION PERSONNEL SERVICES TO SELL STOCK.** Subscription Personnel Services, Inc., 476 18th Ave., Newark, N.J. 07103, filed a registration statement (File 2-35262) with the SEC on November 4 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$4 per share. No underwriting is involved; participating NASD members will receive a 10% selling commission.

Organized in June 1969 as Suburban Home Services, Inc., the company proposes to operate an employment agency in Newark, specializing in the placement of commercial, clerical and domestic personnel. Of the net proceeds of its stock sale, \$100,000 will be applied to development, promotion and operation of the company's employment agency, the balance will be added to its working capital and used for general corporate purposes. The company has outstanding 260,000 common shares (with a 13c per share book value), of which Medigraph Corp. owns 77%, Addeynu Allahe 12% and management officials as a group 9%. Barbara Daniels is president. Medigraph is a subsidiary of Marques & Patents, Inc., all of the stock of which is owned by Teung S. Wong, father of Quing N. Wong, a "promoter" of the Company, and of John Eng-Wong, a director of the Company. Purchasers of the shares being registered will acquire a 28% stock interest in the company for their investment of \$400,000,000 (they will sustain an immediate dilution of \$3.02 in per share book value from the offering price); the present stockholders will then own 72%, for which they will have paid \$34,500.

**FIRST CAPITAL CORP. PROPOSES EXCHANGE OFFER.** First Capital Corp. (the "company"), 248 East Capitol St., Jackson, Miss., filed a registration statement (File 2-35263) with the SEC on November 3 seeking registration of 141,276 shares of common stock. It is proposed to offer these shares in exchange for all the outstanding capital shares of The First National Bank of Jackson ("Bank"), on a share-for-share basis. In November 1968, the company acquired 1,495,444 shares (99.45%) of the 1,503,661 outstanding Bank shares. In June 1969, the Bank issued 133,210 capital shares to stockholders of the Bank of Greenwood Mississippi, in accordance with a merger agreement between the two banks. It is the purpose of this exchange offer to give former stockholders of the Bank of Greenwood and those bank stockholders who did not accept the exchange offer of November 1968 an opportunity to exchange their Bank stock for company stock on the same basis as the initial exchange offer. The company was organized in August 1968 for the purpose of acquiring the outstanding stock of the Bank and thereafter to be able to take advantage of merger, acquisition and other investment opportunities available to bank holding companies. The company has outstanding, 1,495,444 common shares. Robert M. Hearin is president of the company and board chairman and chief executive officer of the Bank.

**RAISIN CO. FILES OFFERING PROPOSAL.** Raisin Company (the "Partnership"), 718 Madison Ave., New York, N.Y., filed a registration statement (File 2-35266) with the SEC on November 3 seeking registration of \$600,000 of pre-formation limited partnership interests, to be offered for public sale at \$12,000 per interest. The Partnership is to be formed for the purpose of producing the dramatico-musical play now entitled "A Raisin in the Sun". Rob-Hal, Inc., of which Fred Coe is the sole stockholder, will serve as general partner and producer of the play. "Raisin in the Sun" is an original musical comedy with book by Robert Nemiroff and music and lyrics by Judd Woldin and Robert Brittan. The musical is based upon the dramatic play "Raisin in the Sun" by Lorraine Hansberry and the motion picture of the same name produced by Columbia Pictures.

**SOUTHWESTERN ELECTRIC TO SELL BONDS.** Southwestern Electric Power Company, 428 Travis St., Shreveport, La. 71101, filed a registration statement (File 2-35267) with the SEC on November 3 seeking registration of \$35,000,000 of first mortgage bonds, Series K, due 1999, to be offered for public sale at competitive bidding. A public utility, the company will use the net proceeds of its bond sale to finance a part of its construction expenditures, including repayment of short-term borrowings incurred for such purpose, which aggregated \$5,980,000 at September 30. Construction expenditures are estimated at \$52,400,000 for the 15 months from September 30, 1969 to December 31, 1970.

**DESIGN PROFESSIONALS INSURANCE TO SELL STOCK.** Design Professionals Insurance Company, c/c Risk Analysis & Research Corporation, Ore Maritime Plaza, San Francisco, Calif. 84111, filed a registration statement (File 2-35268) with the SEC on November 4 seeking registration of 20,000 shares of capital stock, to be offered for sale at \$50 per share to firms (or members thereof or pension or profit sharing plans thereof) which are members of the Consulting Engineers Council, a national professional association of engineers.

The company was organized in April for the purpose of engaging in the business of writing professional and general liability insurance (exclusive of automobile) for consulting engineers and other design professionals. It will apply for a license to sell insurance from the California Department of Insurance. Part of the net proceeds of its stock sale will be used to pay organization expenses and \$500,000 will be allocated to statutory minimum capital and surplus; the balance will be used for the commencement, development and operation of the company's business. Samuel A. Bogen is board chairman and Richard J. Woodward president.

**MFG 70 FILES OFFERING PROPOSAL.** MFG 70, Ltd. (the "Partnership") 1126 Vaughn Building, Midland, Tex. 79701, filed a registration statement (File 2-35269) with the SEC on November 3 seeking registration of \$10,000,000 of limited partnership units, to be offered for public sale in the minimum amount of \$10,000. The Partnership will engage primarily in the discovery and development of oil and gas deposits through exploratory and development drilling and will manage properties developed through such drilling activities. Major, Giebel & Forster (itself a partnership) is the general partner of the Partnership. R.O. (Jack) Major, Aaron F. Giebel and Fred E. Forster, Jr., are the partners of the general partner.

**ANTIQUES GROWTH TO SELL STOCK.** Antiques Growth Corp., 52 First St., Hackensack, N.J. 07601, filed a registration statement (File 2-35270) with the SEC on November 4 seeking registration of 110,000 shares of common stock, of which 100,000 are to be offered for public sale on a best efforts all or none basis and 10,000 on a best efforts basis. The offering is to be made at \$4.50 per share through Economic Planning Corporation, 122 East 42d St., New York, N.Y., which will receive a 45¢ per share selling commission plus \$17,500 for expenses. The company has agreed to sell the underwriter for \$85, six-year warrants to purchase 8,500 shares, exercisable after one year at \$4.50 per share.

Organized in August, the company primarily intends to acquire, restore and sell various types of mechanical antiques consisting of nickelodeons, clocks, music boxes and other self-playing mechanical instruments including grand pianos. Of the net proceeds of its stock sale, \$165,000 will be used to purchase inventory for restoration and resale and \$80,000 to purchase inventory for storage appreciation, the balance will be added to the company's general funds and used for general corporate purposes, including working capital. The company has outstanding 200,000 common shares (with a 36¢ per share book value), of which William L. Skolnik, president, owns 49% and management officials as a group 88.5%. Purchasers of the shares being registered will acquire a 35.5% stock interest in the company for their investment of \$495,000 (they will sustain an immediate dilution of \$3.09 in per share book value from the offering price), the present shareholders will then own 64.5%, for which they will have paid \$71,803.

**VIATRON COMPUTERS SYSTEMS TO SELL DEBENTURES.** Viatron Computer Systems Corporation, Bedford, Mass. 01730, filed a registration statement (File 2-35271) with the SEC on November 4 seeking registration of \$25,000,000 of convertible subordinated debentures, due 1989, to be offered for public sale through underwriters headed by Shields & Company, Inc., 44 Wall Street, New York, N.Y. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the design, development, assembly and marketing of data processing devices, limited deliveries which began in October. Net proceeds of its debenture sale will be used to finance equipment leased to customers, for the purchase of machinery and equipment, and for costs and expenses, including the payment of interest on the debentures. The company has outstanding 3,142,420 common shares Edward M. Bennett is president and board chairman.

**CARD AUTOMATIC FILES OFFERING PROPOSAL.** Card Automatic Recording Data, Inc., 8120 South Kedzie Avenue, Chicago, Ill., filed a registration statement (File 2-35272) with the SEC on November 4 seeking registration of 1,000,000 shares of common stock, to be offered for public sale at \$2 per share. No underwriting is involved.

Organized in August 1968, the company has been engaged in the development of specialized data processing equipment; according to its prospectus, the company has four machines, consisting of the Automatic Credit Card Checker, Automatic Credit Card Biller, Automatic Credit Card Gasoline Dispenser, and Gasoline Inventory Control. Of the net proceeds of its stock sale, \$385,000 will be used to purchase machinery, materials and equipment to

build these machines, \$100,000 for computer sites and office preparation, \$100,000 for marketing and sales promotion expenses, \$100,000 for franchising the Automatic Credit Card Gasoline Dispenser, \$120,000 for selling and providing Gasoline Inventory Control in gas stations, \$205,000 for contract installment payments on land being purchased in Tinley Park, Ill., \$400,000 to construct manufacturing facilities thereon, \$230,000 for general working capital and expenses, and the balance for development of computer programs and for field testing of machines. The company now has outstanding 4,379,300 common shares, of which 3,060,000 were issued to Alfred Nielsen, president, for his patents. Purchasers of the shares being registered will acquire an 18% stock interest in the company; they will sustain an immediate dilution of \$1.55 in per share book value from the offering price.

ATHLETIC COMPUTER DEVICES TO SELL STOCK. Athletic Computer Devices, Inc., 52 Broadway, Greenlawn, N.Y. filed a registration statement (File 2-35273) with the SEC on November 4 seeking registration of 150,000 shares of common stock, to be offered for public sale at \$1.75 per share. The offering is to be made on a best efforts, all or none basis by I.R.E. Investors Corporation, 3000 Hempstead Turnpike, Levittown, N.Y. 11756, which will receive a 10% selling commission plus \$10,000 for expenses. The underwriter also will be entitled to purchase, for \$150, five-year warrants for the purchase of 15,000 shares, exercisable after one year at \$1.75 per share.

Organized in March, the company is in a developmental stage, has no prior operating history, and intends to develop and market a portable digital computing device primarily for statistical analysis of athletic events. Net proceeds of its stock sale will be used for tooling, designing and production start-up costs, advertising and marketing, purchase of a computer program and computer time for statistical services, salaries and working capital. The company now has outstanding 450,000 common shares, of which Daniel L. Finn, Jr., president, owns 53% and N.A.H. Associates, Inc., 17%. Purchasers of the shares being registered will acquire a 25% stock interest in the company for their investment of \$262,500; present stockholders will then own 75%, at a cost to them of \$29,150.

SPRING VALLEY FOODS FILES FOR OFFERING AND SECONDARY. Spring Valley Foods, Inc., Empire, Alabama, filed a registration statement (File 2-35274) with the SEC on November 4 seeking registration of 300,000 shares of common stock, of which 150,000 are to be offered for public sale by the company and 150,000 (being outstanding shares) by the present holders thereof. The offering is to be made by underwriters headed by Goodbody & Co., 55 Broad Street, New York, N.Y.; the offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment. Goodbody & Co. will be entitled to purchase, for \$3,000 five-year warrants to purchase 30,000 shares.

The company operates a fully integrated broiler chicken business. It hatches, raises, feeds, processes and markets chickens; the products are largely sold in ice-packed and frozen form to regional food distributors and chain stores. Of the net proceeds of its sale of additional stock, \$800,000 will be used to purchase equipment to be installed at the company's new processing plant under construction at Gadsden; the balance will be used to replenish working capital and to support increasing inventories and accounts receivables. In addition to indebtedness, it has outstanding 1,001,000 common shares, of which John D. Bagwell, Jr., board chairman and chief executive officer, and Marjorie H. Bagwell, executive vice president, own 173,282 and 169,614 shares, respectively (not including 200,000 shares held in trusts for the benefit of their grandchildren) each proposes to sell 50,000 shares. Two other officers, Barbara J. Baggett, secretary, and Betty C. Barron, treasurer, own 226,552 shares each and propose to sell 25,000 shares each.

FIRST AT ORLANDO FILES EXCHANGE OFFER. First at Orlando Corporation, First National Bank Bldg., Orlando, Fla., filed a registration statement (File 2-35275) with the SEC on November 4 seeking registration of 34,000 shares of common stock. It is proposed to offer these shares in exchange for all of the 2,000 outstanding shares of common stock of The Citizen State Bank (on a 17 for one basis). First at Orlando now has eight banking subsidiaries. It has outstanding 1,913,258 common shares. William H. Dial is president and board chairman. The Citizens State Bank serves the cities of St. Cloud and Kissimmee and several surrounding communities.

ARROW ELECTRONICS FILES FOR SECONDARY. Arrow Electronics, Inc., 900 Broad Hollow Road, Farmingdale, N.Y. 11735, filed a registration statement (File 2-35276) with the SEC on November 4 seeking registration of 37,093 shares of common stock. Such shares were issued pursuant to a merger on October 28 of Schuylkill Lead Corp. and Schuylkill Products Company into Schuylkill Metals Corporation, a wholly-owned subsidiary of Arrow. The holders of such shares propose to offer them for sale from time to time at prices current at the time of sale (\$25.75 per share maximum\*). Shearson, Hammill & Co. Incorporated has agreed to use its best efforts to dispose of all the shares.

Arrow is engaged in the sale, principally throughout the New York metropolitan area, of a broad range of electronic components, parts and equipment to retail customers, original equipment manufacturers and others. Arrow has outstanding 631,600 common shares. Reed Erickson proposes to sell 13,300 shares of 66,300 shares held and 27 others the remaining shares being registered.

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:

- Carpenter Technology Corporation, Reading, Pa. 19603 (File 2-35264) - 60,000 shares
- Gray Drug Stores, Inc., Cleveland, Ohio 44114 (File 2-35265) - 50,000 shares
- Lincoln First Banks, Inc., Rochester, N.Y. 14603 (File 2-35277) - 4,345 common and 9,692 \$1.05 preferred stock (\$4.50 par)
- Coldwell, Banker & Company, Los Angeles, Calif. 90017 (File 2-35278) - 200,000 shares
- American General Insurance Company, Nashville, Tenn. 37219 (File 2-35279) - 115,654 common and 25,609 \$1.80 preferred stock (\$1.50 par)
- Lincoln First Banks Inc., Rochester, N. Y. 14603 (File 2-35284) - 44,828 shares

**DREYFUS LEVERAGE FUND SEEKS ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5872) giving interested persons until November 24 to request a hearing upon an application of The Dreyfus Leverage Fund, Inc. ("Fund"), New York mutual fund, for exemption from the prohibitions of Section 10(f) of the Act with respect to the proposed purchase of up to 80,000 shares of common stock of Stirling Homex Corporation at \$13 per share. This stock is part of a proposed public offering by Stirling of 825,000 common shares. Dreyfus & Co., an affiliate of the Fund, is expected to participate as one of the principal underwriters of the public offering of Stirling to the extent of purchasing 5,000 shares.

**CHAGRES FUND SEEKS ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-5871) giving interested persons until November 28 to request a hearing upon an application of Chagres Fund, Inc., Hendersonville, N. C., mutual fund, for exemption from Rule 22c-1 of the Act to the extent that said rule requires that Fund shares be priced for sale on the day orders for the purchase of such shares are received. The Fund presently computes net asset value twice a month, as of the close of business on the 5th and 20th day, and offers its shares for sale at net asset value next computed following receipt of a subscription order. It proposes to offer its shares at net asset value per share computed as of the close of business on Thursday next succeeding the receipt of a subscription order or on the day of receipt of a subscription order if it is received on a Thursday.

**FOUR RULE PROPOSALS WITHDRAWN.** The SEC today announced that the following rule proposals have been withdrawn:

- (a) Proposed amendment of Rule 10b-7 under the Securities Exchange Act of 1934 (Release 6127 of November 30, 1959) to make it unlawful to effect any stabilizing transaction except for the purpose of facilitating a particular distribution of securities.
- (b) Proposed Rule 16d-1 under the Securities Exchange Act of 1934 (Release 7905 of June 16, 1966) to define the terms "securities held in an investment account" and "transactions made in the ordinary course of business and incident to the establishment or maintenance of a primary or secondary market".
- (c) Proposed revision of Rule 17d-1 under the Investment Company Act of 1940 (Release 5128 of October 13, 1967) to require that Commission approval be obtained before certain affiliated persons of an investment company could participate in transactions with the investment company or its controlled company.
- (d) Proposed Rule 10b-10 under the Securities Exchange Act of 1934 (Release 8239 of January 26, 1968) to prohibit investment company managers from directing brokers executing transactions for an investment company to divide their compensation in any way with other brokers unless the benefits of such division accrue to the investment company and its shareholders.

**TRADING IN GRAY LINE SUSPENDED.** The SEC today announced the temporary suspension of over-the-counter trading in the securities of Gray Line Corp., a New York corporation, for the ten day period of November 7 (12 Noon) through November 16, 1969, inclusive. The Commission's action was based upon the need for clarification of information concerning the affairs of the company and the effect of its announcement on November 5, 1969 agreeing to sell its stock interest in Fifth Avenue Coach Lines, Inc. On November 5, 1969 Gray Line Corp. announced that it had contracted to sell its approximately 24% interest in Fifth Avenue Coach Lines, Inc. for about \$2 1/2 million. In announcing the agreement Vincent Green, vice-president of Gray Line, stated that the sale would enable Gray Line to maintain its solvency and to pay off its indebtedness to Fifth Avenue Coach Lines, Inc. For additional details, see Release 34-8744.

**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 Reports for Sept 69

El-Tronics, Inc. (2,7,11,12,13)	1-3916-2	American Financial Corporation (2,3,4,13)	0-839-2
ITT Consumer Services Corp.(3)	1-5314-2	Avco Corporation(7,12)	1-124-2
International Standard Electric Corp (7,13)	1-5205-2	Midwestern Companies, Inc.	0-1925-2
International Telephone & Telegraph Corp.(13)	1-5627-2	NVF Co.(2)	1-3290-2
Trans-Beacon Corp.(3,4,9,11,12)	1-2342-2	Rochester Gas & Electric Corp. (13)	1-672-2
Atlantis Development Co.(2)	0-2018-2	Equity National Industries, Inc. (2,13)	0-3842-2
Insilco Corporation(4,7,8,13)	1-3348-2	Norton Simon Inc.(8,12,13)	1-5687-2
Knappe & Vogt Manufacturing Co. (11,12)	0-1859-2	Weiman Co., Inc.(2,7,13)	1-2642-2
Mallory Randall Corp.(2,13)	1-4527-2	Tracor, Inc.(7,8,12,13)	0-528-2
Spector Industries, Inc.(12,13)	1-5206-2	American Pyramid Companies, Inc. (2,3,13)	0-2372-2
Superior Manufacturing & Instrument Corp.(7,13)	0-2957-2	Merchants Refrigerating Co. (1,2,4,8,13)	1-4029-2
Vulcan Corp.(7,13)	1-5463-2	Ruddick Corp.(2,7,13)	0-3422-2
Jim Walter Corp.(12,13)	1-4868-2		

U. S. Financial(7,13)	0-3503-2	Woodward & Lothrop, Inc.(13)	0-2445-2
Youngstown Sheet and Tube Co.(7)	1-6080-2	Aug 69(13)	0-2445-2
Cerro Corp.(8,13)	1-1518-2	Leesona Corp.(3)	1-4164-2
Western Financial Corporation(12)	0-3635-2	Warnaco, Inc. (2,7,13)	1-4715-2
Avien, Inc. (3,12)	1-4190-2	Ray Resources Corp.(2)	2-31047-2
Diodes Incorporated (11)	1-5740-2	Turbo Cast Industries, Inc. (3,13)	0-2312-2
OKC Corp. (July 69 (11,13))	1-4860-2	Vetco Offshore Industries, Inc. (12,13)	1-5889-2
Standard Products Co.(11,13)	1-2917-2	Campbell Machine, Inc. (11,13)	1-4577-2
Wolverine World Wide, Inc. (7,8,13)	1-6024-2	Ryder System Inc. (7,11)	1-4364-2
Bergen Brunswick Corp.(13)	1-5110-2	RPS Products, Inc.(2,11,13)	2-20846-2
Rexach Construction Co., Inc. (11)	0-889-2	Russell Mills Inc. (11)	1-5822-2
Albertson's Inc(7,9)	0-4026-2	Union Tank Car Co.(7,13)	1-5666-2
Lincoln First Banks Inc. (2,4,7,10,12,13)	0-3116-2	Pennsylvania Co.(8)	1-4954-2
Progressive Industries Corp.(2)	0-3453-2	United States Banknote Corp. (12,13)	0-1630-2
Iroquois Industries Inc. (7)	1-5387-2	Vintage Enterprises Inc.(7)	2-33528-2
Northeast Equities Inc.(11,13)	0-1868-2	Young World Corporation (11,12)	2-31826-2
Security New York State Corp(12)	0-2569-2	Metaframe Corporation(12,13)	1-5983-2
Spartans Industries, Inc. (2,4,7,11,13)	1-4037-2	RH Medical Services Inc.(2,13)	2-31198-2
CT Dissolution Co. Aug 69(2)	0-3058-2	Santa Fe International Corp (7,8)	1-4827-2
Danson Oil Corp.(12,13)	0-2062-2	Telecheck International, Inc. (4,7,13)	1-5764-2
Narco Scientific Industries, Inc. (2,7)	1-5598-2	Gelman Instrument Co.(7,12)	0-2297-2
Pennsylvania Engineering Corp. Aug 69(9,13)	0-3066-2	Capital Bancshares Inc.(3)	0-3109-2
Prelude Corporation(2,4,7,13)	2-29722-2	Piedmont Develop & Invest. Corp. (7)	0-3371-2
Quebec Lithium Corp.(11,12,13)	1-4072-2	STV Inc.(12,13)	0-3415-2
Western Transmission Corporation (2,7,9,13)	1-5167-2	United States Lumber Co.(12)	0-601-2
Wisconsin Finance Corp.(7)	0-2395-2	Golden State Health Centers, Inc. (12)	2-31054-2
National Systems Corp.(12)	1-5715-2	Harvest Markets Inc. (13)	0-2786-2
Serv-Quik, Inc.(7,9)	0-3490-2	Leisure Dynamics Inc. Aug 69 (1,2,7,11,13)	0-2608-2
The Suburban Companies (2,4,7,13)	1-4270-2	ARA Services, Inc.(7)	1-4762-2
U. S. Industries, Inc. (7,8)	1-3772-2	Baldt Corporation (2,7,12,13)	2-31332-2
Wheeling-Pittsburgh Steel Corp. (7)	1-2394-2	Bangor Punta Corp.(7,12,13)	1-4972-2
Wilson Brothers (9,11,13)	1-3329-2	Cook Industries, Inc.(11,13)	1-5936-2
		Iroquois Industries Inc. (7)	1-5387-2

**SECURITIES ACT REGISTRATIONS.** Effective November 6: Ad Press, Ltd., 2-34046 (90 days); American Hospital Supply Corp., 2-35071; Equity Funding Corp. of America, 2-34652 (40 days); Gateway Sporting Goods Co., 2-33886 (40 days); General Mills, Inc., 2-35240; Gilbert Associates, Inc., 2-34798 (40 days); Gilford Instrument Laboratories, Inc., 2-35005 (Dec 16); Hair Extension Center, Inc., 2-31122 (90 days); Handleman Co., 2-35029; Hubbard Real Estate Investments, 2-34236 (90 days); Land Consultants of America, Inc., 2-33770 (90 days); Mortgage Trust of America, 2-33235 (90 days); Motorola, Inc., 2-35021; Optostatic Sciences, Inc., 2-32228 (90 days); Pennsylvania Funding Programs, Inc., 2-30518; Province of Manitoba, 2-35033; Public Service Electric and Gas Co., 2-35050; South Central Bell Telephone Co., 2-35044; Southwest Leasing Corp., 2-33951 (90 days); Television Utilities Corp., 2-31864 (90 days); Transmedia International Corp., 2-32930 (90 days); The Union Corp., 2-34803 (Dec 16); World Wide Time-Sharing, Inc., 2-34076 (90 days).  
 Withdrawn November 5: Associates Investment Co., 2-34914; Nuclear Magnetic Resonance Specialties, Inc., 2-32802. Withdrawn November 6: Property Research Corp., 2-31622.

**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.