



Washington, D.C. 20549

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

A Daily Summary of  
S.E.C. Activities

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

(Issue No. 71-128)

FOR RELEASE July 1, 1971

## COMMISSION ANNOUNCEMENT

COMMISSION HOSTS STOCK CERTIFICATE MEETING. The SEC held a one-day conference on Tuesday which included among the attendees the chief executive officers of various national stock exchanges, the National Association of Securities Dealers, Inc., the Canadian Depository for Securities; securities industry, banking industry, corporate and investment community associations, representatives of the federal bank regulatory authorities, interested bar association committees; the American Institute of Certified Public Accountants; and various experts that have written on the problems of the stock certificate.

In keynote remarks, Chairman Casey pointed out the need to develop a sound industry-wide operational system satisfying the need for the prompt consummation of securities transactions and resolving the diverse settlement practices of the various securities markets. Commissioner Smith also pointed out the need to move quickly in this area so as to minimize operational problems should there be a resurgence of volume of the type that was during the 1967-69 back office crunch.

Presentations were made of the four approaches to the handling of the stock certificate by the following organizations: The Rand Corporation, North American Rockwell Information, Systems Company, Lybrand Ross Bros. & Montgomery and United States Trust Company.

The conference was exploratory in nature and no report, other than a news release was issued at the termination of the meeting.

TRADING IN DAL PETROLEUM SUSPENDED. The Commission yesterday ordered the temporary suspension of the over-the-counter trading in the securities of Dal Petroleum Co. ("Dal") for the 10-day period beginning June 30, 1971. This suspension will terminate at the close of business on July 9, 1971.

The Commission announced that it took this action because of the lack of current public information concerning Dal, its operations and financial condition. Although an active trading market has developed there is no certified financial information available and public information on Dal's assets appears to be materially inaccurate and overstated. In addition, the public information as to the number of shares outstanding appears to be materially understated in that such information indicates that there are under 2,000,000 shares outstanding while there are, in fact, over 4,000,000 shares outstanding. (Release 34-9238)

## COURT ENFORCEMENT ACTIONS

AMERICAN ASSOCIATED SYSTEMS, OTHERS ENJOINED. The SEC Chicago Regional Office announced that on June 21, the Federal district court in Lexington, Ky., permanently enjoined by default, American Associates Systems, Inc., Belva Manor Inc., and American Associated Financial Corp., from violating the registration and anti-fraud provisions of the Federal securities laws in the offer and sale of securities of Belva Manor, Inc., and American Associated Financial. (LR-5067)

PURKETT FINED FOR CREDIT VIOLATIONS. The SEC San Francisco Regional Office announced that on June 21, a Federal district court in San Francisco, fined Claud H. Purkett of Tarzana, Calif., \$500 each for violation of Regulations T and U of the Board of Governors of the Federal Reserve System and the Securities Exchange Act of 1934 respectively. (LR-5068)

F. A. SWANSON PLEADS GUILTY IN TEXAS. The SEC Fort Worth Regional Office announced that on June 22, Frances A. Swanson, of San Antonio, pleaded guilty to one count of a six count indictment charging her with violations of the anti-fraud provisions of the Federal securities laws and the Mail Fraud Statute in the offer and sale of profit-sharing agreement and investment contracts. (LR-5069)

## HOLDING COMPANY ACT RELEASES

JERSEY CENTEAL POWER AND LIGHT COMPANY/NJ P&L. The Commission has issued an order authorizing Jersey Central to sell to New Jersey P&L certain utility assets now owned by Jersey Central, consisting of transmission equipment, etc., at the original cost thereof less depreciation. (Releases 35-17177 and 35-17178)

AMERICAN ELECTRIC POWER CO. The Commission has issued an order authorizing American Electric Power Company to issue and sell from time to time prior to June 30, 1973 short term notes not exceeding \$150 million to be outstanding at any one time, the proceeds to be applied, together with other funds, to make additional investments in certain of its public-utility subsidiary companies to assist them in financing the costs of their respective construction programs and for other specified corporate purposes. (Release 35-17179)

OVER

INDIANA & MICHIGAN ELECTRIC CO. The Commission has issued an order exempting Indiana and Michigan Electric Company from the competitive bidding requirements of the Public Utility Holding Company Act to issue short term notes to banks and commercial paper dealers in an aggregate amount not to exceed \$63,500,000 outstanding at any one time. The proceeds from the issue and sale of the notes will be used by the company to reimburse its treasury for past expenditures made in connection with its construction program and for future work estimated at \$93 million for the balance of 1971 and \$175 million for 1972. (Release 35-17180)

OHIO POWER COMPANY. The Commission issued an order exempting Ohio Power Company from the competitive bidding requirements of the Public Utility Holding Company Act to permit the issuance of short term notes to banks and commercial paper dealers in an amount not to exceed \$69,500,000; the proceeds from such notes will be used by Ohio to reimburse its treasury for past construction expenditures and for its future program estimated at \$95 million for the balance of 1971 and \$245 million for 1972. (Release 35-17181)

#### SECURITIES ACT REGISTRATION

POLLUTION TREATMENT PROPOSES OFFERING. Pollution Treatment Corp., 100 Brickell Ave., Miami, Fla. 33131, filed a registration statement on June 17 seeking registration of 300,000 shares of common stock and 150,000 common stock purchase warrants, to be offered for public sale in units, each consisting of one share and one-half warrant, and at \$6 per unit maximum. The offering is to be made through Mayflower Securities Co., Inc., 32 Broadway, New York.

Organized in 1970, the company is engaged in the distribution and rental of pollution control products. Of the net proceeds of the stock sale, some \$334,000 will be used for the down payment and first deferred payment for the acquisition of all the outstanding common stock of Able Building Industries, Inc., \$450,000 to finance additional rental equipment or inventory for Able and the balance for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 320,375 common shares, of which Pollution Control Industries, Inc., owns 46.8% and management officials as a group 19.8%. Laurans A. Mendelson is president. Purchasers of the shares being registered will acquire a 48.4% stock interest in the company for their investment of \$1,800,000; of the remaining 51.6%, 18,375 shares will be owned by Stanford W. Freedman who received them in connection with the Able acquisition and the remaining shares by the present stockholders who paid an aggregate of \$104,000, or 35¢ per share. (File 2-40817)

PAINE WEBBER FUND PROPOSES OFFERING. Paine Webber Municipal Bond Fund, Second Series, 140 Broadway, New York 10005, filed a registration statement on June 17 seeking registration of \$5 million of units. The Fund was created under New York law pursuant to a trust indenture and agreement between Paine, Webber, Jackson and Curtis Inc., as Sponsor, United States Trust Co. of New York, as Trustee, and Standard Poor's Corp., as Evaluator. It consists of Federal income tax free interest bearing obligations with a Standard & Poor's Corp. rating of "BBB" or better, of states, counties, municipalities and territories of the United States and authorities, agencies and political subdivisions thereof. (File 2-40818)

\*BAUMRITTER FILES FOR OFFERING AND SECONDARY. Baumritter Corp., 205 Lexington Ave., New York 10016, filed a registration statement on June 17 seeking registration of \$7,500,000 of convertible subordinated debentures, due 1996, and 271,548 shares of Class A common stock. The debentures and 250,000 common shares are to be offered for public sale by the company and the remaining 21,548 shares (being outstanding shares) by the holders thereof. The offering is to be made (\*\* at \$30 per share maximum) through underwriters headed by Walston & Co., Inc., 77 Water St., New York 10005.

The company is engaged principally in manufacturing and marketing furniture. Net proceeds of its financing will be available for working capital, enlargement and improvement of existing manufacturing and warehousing facilities, the acquisition of additional manufacturing facilities and the purchase of sites for the construction of showcase galleries to be leased or sold to retailers. (File 2-40820)

NATIONAL APPAREL PROPOSES RIGHTS OFFERING. National Apparel Corporation, 3111 W. Allegheny Ave., Philadelphia, Pa. 19132, filed a registration statement on June 17 seeking registration of 3,077,250 shares of common stock. It is proposed to offer these shares for subscription by common stockholders, at the rate of 2.2 shares for each share held, and at 50¢ per share.

Organized in 1968, the company is a holding company, with subsidiaries engaged in the manufacture and sale of men's apparel. Of the net proceeds of its stock sale, \$900,000 will be used to repay a 6½% subordinated debenture issued in connection with an interim financing agreement and the balance for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 1,398,750 common shares. Vernon A. Tsit is chairman and Seymour Shapiro president. (File 2-40821)

DREXEL INCOME SECURITIES TO SELL STOCK. Drexel Income Securities, Inc. (the Fund), 1500 Walnut St., Philadelphia, Pa. 19101, filed a registration statement on June 17 seeking registration of 2,000,000 shares of common stock to be offered for public sale at \$25 per share. The offering is to be made by Drexel Firestone Inc., 1500 Walnut St., Philadelphia, Pa. The Fund is a new closed-end, diversified management investment company, whose objective is to seek the maximum possible return from a portfolio consisting principally of debt securities and preferred stocks through potential capital appreciation and income. Drexel Funds Management Company, a wholly-owned subsidiary of Drexel Firestone, is the investment adviser. Robert J. Vitale is president of the Fund and the adviser. (File 2-40822)

**TELESTOCK TO SELL STOCK.** Telestock, Inc., Two Pennsylvania Plaza, New York 10001, filed a registration statement on June 17 seeking registration of 125,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made by Willard Securities, Inc., 445 Park Ave., New York.

Organized in 1969, the company is engaged in operating and developing services involving commercial paper. Of the net proceeds of its stock sale \$280,000 will be used for the purchase of equipment, and the balance for working capital and other corporate purposes. The company has outstanding 249,951 common shares (with a 84¢ per share net tangible book value), of which Neil S. Hirsch, board chairman and president, owns 37.3% and management officials as a group 75.2%. Purchasers of the shares being registered will sustain an immediate dilution of \$3.84 in per share book value from the offering price. (File 2-40823)

**\*INDIANA GAS TO SELL BONDS.** Indiana Gas Co., Inc., 1630 N. Meridian St., Indianapolis, Ind. 46202, filed a registration statement on June 18 seeking registration of \$15 million of first mortgage bonds, Series H, due 1996, to be offered for public sale through underwriters headed by Blyth & Co., Inc., 14 Wall St., New York 10005. Net proceeds will be used to repay all of the company's short-term bank loans outstanding at the date of the bond sale (expected to aggregate \$10.5 million) incurred to finance its construction program, and the balance will be applied to such construction program. Construction expenditures for the fiscal year ending September 30, 1971 are estimated at \$9,750,000 and for the fiscal year ending Sept 30, 1972, at \$10 million. (File 2-40825)

**\*STANDARD-PACIFIC TO SELL DEBENTURES.** Standard-Pacific Corp., 1565 W. MacArthur Blvd., Costa Mesa, Calif. 92626, filed a registration statement on June 18 seeking registration of \$3 million of 8% convertible subordinated debentures, due 1981, to be offered for public sale through underwriters headed by Morgan, Olmstead, Kennedy & Gardner Inc., 606 So. Olive St., Los Angeles, Calif. 90014.

The company is primarily engaged in the construction and sale of single family homes and in related activities. Of the net proceeds of its debenture sale, \$1,652,000 will be used to reduce debt incurred in connection with the acquisition of land, the development and sale of homes and the balance for working capital and other corporate purposes. (File 2-40826)

**TECOPROPOSES RIGHTS OFFERING.** Teco, Inc., 208 South LaSalle St., Chicago, Ill. 60604, filed a registration statement on June 18 seeking registration of 1,200,000 units, each consisting of one common share and 3/10 of a warrant to purchase an additional common share. It is proposed to offer such units for subscription by common stockholders of record on the prospectus date, at the rate of 1-1/2 units for each share held, and at \$10 per unit. Zenith Radio Corp. (owner of 1-1/2% of Teco's common shares) has agreed to purchase any units not subscribed by others, up to 500,000 provided that at least 500,000 units are subscribed by others.

Organized in 1949, the company is now preparing to initiate commercial operation of broadcast subscription television. Of the net proceeds of its stock sale, up to \$7.74 million will be used to provide a subsidiary with funds to conduct subscription television operations in the first market and the balance for working capital and other corporate purposes. The company has outstanding 800,000 common shares, of which a Trust under the Will of Eugene F. McDonald, Jr., owns 37.7%. Pieter E. van Beek is president (File 2-40827)

**FIRST WISCONSIN BANKSHARES TO SELL DEBENTURES.** First Wisconsin Bankshares Corp., 735 N. Water St., Milwaukee, Wis. 53202, filed a registration statement on June 18 seeking registration of \$50 million of debentures, due 1996, to be offered for public sale through underwriters headed by Goldman, Sachs & Co., and Robert W. Baird & Co., Inc.

The company is a bank holding company, which owns a controlling interest in 17 banks located in Wisconsin. Net proceeds of its debenture sale will be used to provide funds, in part, for the construction of the new First Wisconsin Center, a 42-story bank and office building in downtown Milwaukee and for the construction of a multi-story bank and office building in Madison (File 2-40828)

**\*XEROX SHARES IN REGISTRATION.** Xerox Corp., Stamford, Conn. 06904, filed a registration statement on June 18 seeking registration of 18,502 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 (\*\* 107.375 per share maximum). (File 2-40829)

**IMPERIAL LAND TO SELL STOCK.** Imperial Land Investment Co., 2250 N. Druid Hills Rd., N.E. Atlanta, Ga. 30329, filed a registration statement on June 18 seeking registration of 400,000 shares of common stock, to be offered for public sale at \$7.50 per share. The offering is to be made through underwriters headed by Omnibus Corp., 3355 Lenox Rd., N.E., Atlanta, Ga. 30326.

Organized in 1969, the company is engaged principally in acquiring, subdividing and selling undeveloped real estate. Of the net proceeds of its stock sale, some \$2.5 million will be used for acquisition, improvement and development of land and the balance for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 507,569 common shares (with a \$2.45 per share book value) of which Arlis L. Roberts, board chairman and president, own 18.7% and management officials as a group 50.6%. Purchasers of the shares being registered will sustain an immediate dilution of \$3.22 in per share book value from the offering price. (File 2-40830)

**\*DANIEL WOODHEAD FILES FOR SECONDARY.** Daniel Woodhead, Inc., 3411 Woodhead Dr., Northbrook, Ill. 60062, filed a registration statement on June 18 seeking registration on 105,874 outstanding shares of common stock, to be offered for public sale (\*\* at \$15 per share maximum). The offering is to be made by Blunt Ellis & Simmons, Inc., 111 W. Monroe St., Chicago, Ill. 60603.

The company is engaged in the manufacture and sale of a broad line of high quality electrical specialties. Daniel Woodhead, Jr., board chairman, proposes to sell 9,000 of 109,000 shares held (15.4%), and seven others the remaining shares being registered. (File 2-40832)

\*U. S. FINANCIAL SHARES IN REGISTRATION. U. S. Financial, 1250 Sixth Ave., San Diego, Calif. 92101, filed a registration statement on June 18 seeking registration of 125,000 shares of common stock, issuable upon exercise of warrants which accompanied the sale of \$12.5 million of 9% guaranteed debentures, due 1982, of U. S. Financial Overseas N.V., a wholly-owned subsidiary of the company. (File 2-40833)

LA MAR TECHNOLOGY TO SELL STOCK. La Mar Technology, Inc., 3530 Lawson Blvd., Oceanside New York 11572, filed a registration statement on June 18 seeking registration of 150,000 shares of common stock, to be offered for public sale (\*\* at \$6 per share maximum). The offering is to be made by Amos Treat Assoc., Inc., 79 Wall St., New York.

The company manufactures chemical formulations for the use in medical diagnostic testing and industrial testing. Of the net proceeds of its stock sale, \$150,000 will be used for advertising and promotion and the balance for working capital and other corporate purposes. In addition to indebtedness, the company has outstanding 677,025 common shares, of which Ezra Kureen, president, owns 26% and management officials as a group 55%. (File 2-40834)

\* NEW YORK TELEPHONE TO SELL BONDS. New York Telephone Co., 140 West St., New York 10007, filed a registration statement on June 18 seeking registration of \$150 million of refunding mortgage bonds, Series U, due 2008, to be offered for public sale at competitive bidding. Net proceeds of its bond sale will be applied toward repayment of outstanding notes payable (expected to be about \$477 million at the time the proceeds are received) and issued to obtain interim financing for general corporate purposes. Construction expenditures are estimated at \$1.1 billion for 1971. (File 2-40835)

PANTEN & CO. TO SELL STOCK. Panten & Co., Inc., 13-15 Orient Way, Rutherford, N.J. 07070, filed a registration on June 18 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made by Jaffee & Co., 50 Broadway, New York 10004, and Executive Growth Securities Corp., 10 Commerce Court, Newark, N.J. 07102.

Organized in 1970, the company provides comprehensive accounting services to investment companies. Of the net proceeds of its stock sale, \$350,000 will be used for increased operating expenses and the balance for working capital and other corporate purposes. The company has outstanding 309,500 common shares (with an 8¢ per share net tangible book value deficit), of which Robert A. Panten, board chairman and president, owns 55% and management officials as a group 87.5%. (File 2-40836)

WITHDRAWN: June 15: Resort Products, Inc., 2-35874.  
 June 16: Instant Homes, Inc., 2-35914, Pork Packers Intl., Inc., 2-33564, Pork Packers Intl., Inc., 2-37555.  
 June 17: American Cement Corp., 2-37057, Delmatian Vineyards Associations, 2-38249, Tekmar Corp., 2-35035, Hamilton Intl. Corp., 2-34900.  
 June 18: Beefy's, Inc., 2-35378, Atlas Engineering Co., 2-33323.  
 June 21: Natl. Energy Corp., 2-38343, First Minneapolis Growth Investment Fund, 2-36569, First Minneapolis Income Investment Fund, 2-36570, Information Storage Systems, Inc., 2-38778, Information Storage System, Inc., 2-38779.  
 June 22: Electro-Optics Devices Corp., 2-36730, Natl. Energy Systems Corp., 2-35290, Cambridge Metallurgical Corp., 2-31449.  
 June 23: Dynamic Information Systems, Inc., 2-40621.  
 June 24: Minbanco 1970 Minerals Corp., 2-37039, Magnese Petroleum Corp., 2-34899.  
 June 25: Magnese Petroleum Corp., 2-37881.  
 June 28: GAC Realty Inc. and GAC Corp., 2-39864, Aiken Industries, Inc., 2-37068.

SECURITIES ACT REGISTRATIONS. Effective June 28: American Agronomics Corp., 2-39515, The Scott & Fetzer Co., 2-40672,  
 Effective June 29: ACF Industries, Inc., 2-40676, Associated Mortgage Investors, 2-40260, Bangor Punta Corp., 2-39739, Best Products Co., Inc., 2-40532 (40 days), Celanese Corp., 2-40471; Delta Corp. of America, 2-40220, Educational Sound Systems, Inc., 2-39038 (90 days), Electronic Research Associates, Inc., 2-38283 (40 days), Investment Annuity, Inc., and First Investment Annuity Company of America, 2-40409, MacAndrews & Forbes Co., 2-40761, Mapco Inc., 2-40726, Polymedia A/V Associates, Ltd., 2-40177 (90 days); Publishers Co., Inc., Diversitron, Inc., Publishers Broadcasting Corp. United Publishing Corp., 2-38480 (40 days), Revlon, Inc., 2-40658, Texas First Mortgage Investors, 2-40351, Transport Data Communication, Inc., 2-39554 (90 days), Wisconsin Power & Light Co., 2-40673.

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 details of the release.