

# 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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**EBASCO INDUSTRIES SEEKS ORDER.** Ebasco Industries, Inc., New York investment company, has joined with Ritter Pfaudler Corporation, of Rochester, N. Y., in the filing of an application with the SEC for an exemption order with respect to the proposal of Ritter Pfaudler to purchase from Ebasco certain common shares of Taylor Instrument Companies; and the Commission has issued an order (Release IC-5487) giving interested persons until September 26 to request a hearing thereon.

Ebasco now owns 283,193 shares, or about 17.3% of the total outstanding shares of Taylor Instrument common, and Ritter Pfaudler owns 184,623 shares, or about 11.6%. Ebasco proposes to sell all of its holdings of Taylor Instrument stock to Ritter Pfaudler; its average net realization from such sales is estimated at \$71.80 per share.

**GREAT-WEST LIFE SEEKS ORDER.** The Great-West Life Assurance Company, of Winnipeg, Canada, which has organized a separate and distinct fund called Great West Variable Annuity Account A, has joined with that fund in the filing of an application with the SEC for an order pursuant to Section 7(d) of the Investment Company Act permitting Great-West Life to register the Variable Annuity Account A as an investment company under that Act and to make a public offering of its variable annuity contracts. The Commission has issued an order (Release IC-5488) giving interested persons until September 26 to request a hearing thereon.

**CAPITAL EXPENDITURES REPORTED.** The SEC and the Department of Commerce report (for September 9 newspapers) that businessmen expect to spend \$64.4 billion for new plant and equipment in 1968, about 4 1/2 percent more than in 1967. This projection of capital outlays for the full year 1968 is about 2 percent lower than reported in the survey taken three months earlier and reflects downward revisions in plans for the second half of the year as well as a larger than anticipated decline in spending in the April-June quarter. The largest downward revisions for the year were made by durable goods manufacturers, especially in nonelectrical machinery, motor vehicles, and miscellaneous durable goods. Some reductions from previous plans also occurred in the nondurable goods industries and in the mining, communications, and commercial groups. Upward revisions were reported by public utilities, railroads, and other transportation companies. Actual expenditures for new plant and equipment in the second quarter of 1968 were at a seasonally adjusted annual rate of \$62 3/4 billion, 3 percent lower than in the opening quarter. If businessmen hold to their current programs, they will invest at an annual rate of about \$65 billion in the third and fourth quarters of this year. This would make the second half rate of spending 2 percent higher than the first. (For further details see Stat. Release No. 2306).

**PRUDENTIAL INSURANCE SEEKS ORDER.** The Prudential Insurance Company of America, Newark, N. J., has applied to the SEC for an order exempting The Prudential Variable Contract Account - 4 ("VCA-4") from all provisions of that Act; and the Commission has issued an order (Release IC-5489) giving interested persons until September 23 to request a hearing thereon. VCA-4 is a separate account of Prudential Insurance established by resolution of its board of directors on November 14, 1967; it will be used solely to hold and invest contributions made under group variable annuity contracts issued to Canadian corporation, and to trusts or other legal entities organized in Canada, and under individual variable annuity contracts issued only to residents of Canada who are not U. S. citizens.

**CONVICTIONS REPORTED.** In Litigation Release No. 4102, the Commission reports that on August 8 a Federal court jury in New York returned verdicts of guilty against Louis E. Wolfson, Elkin B. Gerbert, Joseph Kosow and Marshal G. Staub with respect to a five count indictment charging them with conspiracy to obstruct justice, file false reports with the SEC, commit perjury and subornation of perjury and with substantive counts of perjury and the filing of false reports for Merritt-Chapman and Scott Corp. with the New York Stock Exchange and the SEC.

**MARK PRODUCTS FILES FOR OFFERING AND SECONDARY.** Mark Products, Inc., 3935 Fairhill Drive, Houston, Tex., 77042, filed a registration statement (File 2-30040) with the SEC on September 3 seeking registration of 200,375 shares of common stock. Of this stock, 67,000 shares are to be offered for public sale by the company and 133,375 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Howard, Weil, Labouisse, Friedrichs & Co., 211 Carondelet St., New Orleans, La.; the offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged principally in the manufacture and sale of geophysical transducers or sensing devices for both land and marine geophysical exploration; it also manufactures and sells specialized cables and related hardware in connection with such exploration. The net proceeds of its sale of additional stock will be used in part to reduce bank loans for working capital purposes; the balance will be added to general funds to increase working capital. The company now has outstanding 311,142 common shares, of which management officials own 69.1%. E. F. Florian, president, proposes to sell 77,375 of his holdings of 158,321 shares and D. D. Mize, a director, 15,500 of 35,464; the balance is to be sold by 24 other selling stockholders.

OVER

**POLLY BERGEN CO. TO SELL STOCK.** The Polly Bergen Company, 190 North Canan Drive, Beverly Hills, Calif. filed a registration statement (File 2-30041) with the SEC on September 3 seeking registration of 150,000 shares of common stock, to be offered for public sale at \$12 per share. The offering is to be made through Shaskan & Co., Inc., 67 Broad St., New York 10004, which is to receive a commission of \$1.20 per share plus \$15,000 for expenses. Upon completion of the offering, the company will sell (for \$50) to the underwriter and to First Consolidated Corporation, the finder, five-year warrants to purchase 17,500 common shares, or an aggregate of 35,000 shares, exercisable at \$15 per share.

The company is principally engaged in the development and distribution of a line of facial and body skin care products for women under the tradename "Oil of the Turtle;" it plans to introduce a new line of cosmetics for women under the tradename "Polly Bergen Moisture Blend." Of the net proceeds of its stock sale, the company proposes to devote \$739,000 to the repayment of loans (\$580,000 is owing to banks and \$159,000 to a director and principal stockholder). The indebtedness to banks has been guaranteed by Polly Bergen, president, and/or Freddie Fields, a director. The balance of the proceeds will be used as working capital for general business purposes. The company has outstanding 450,000 common shares (with a book value of approximately 1¢ per share), of which the two named officials own 61% and 20%, respectively, and management officials as a group 93%.

**GRIESEDIECK TO SELL STOCK.** The Griesedieck Company, 1330 Boatmen's Bank Bldg., 314 N. Broadway, St. Louis, Mo. 63102, filed a registration statement (File 2-30043) with the SEC on September 3 seeking registration of 118,259 shares of common stock, to be offered for public sale through underwriters headed by Edward D. Jones & Co., 101 N. 4th St., St. Louis, Mo. The offering price (\$16 per share maximum\*) and underwriting terms are to be supplied by amendment.

A registered, closed-end investment company, Griesedieck will use part of the proceeds of its stock sale to redeem outstanding preferred stock; the balance will be added to its general funds available for portfolio investments. Edward D. Jones, senior partner of the underwriter, is president of the fund.

**RYAN HOMES FILES FOR OFFERING AND SECONDARY.** Ryan Homes, Inc., 100 North Wren Drive, Pittsburgh, Pa. 15243, filed a registration statement (File 2-30044) with the SEC on September 3 seeking registration of 500,000 shares of common stock. Of this stock, 250,000 shares are to be offered for public sale by the company and 250,000 (being outstanding shares) by the present holders thereof. The offering is to be made by underwriters headed by Faulkner, Dawkins & Sullivan Securities, Inc., 60 Broad St., New York 10004; the offering price (\$22.50 per share maximum\*) and underwriting terms are to be supplied by amendment. Also included in the statement are 150,000 additional shares reserved for issuance under the company's stock option plan for key employees.

The company's principal activity is the building of single family homes. Of the net proceeds of its stock sale, \$680,000 will be used to pay a mortgage loan and \$342,401 to retire notes issued to certain employees in payment for shares purchased from them; the balance will be used to retire short-term bank indebtedness incurred for working capital purposes. In addition to indebtedness, the company has outstanding 1,597,625 common shares and 400,000 Class B common shares. Edward M. Ryan, president and board chairman, owns all of the Class B shares and 40% of the common; management officials as a group own 71% of the common. Ryan proposes to sell 129,550 of his holdings of 634,100 common shares; some 83 other shareholders (of whom 8 are officers and 73 are employees) will be given an opportunity to sell one-eighth of their shares, or the 120,450 balance of shares being registered. To the extent they do not elect to sell, Ryan will sell sufficient of his shares so that the total of 250,000 shares will be sold by present stockholders.

**COLORADO INSTRUMENTS TO SELL STOCK.** Colorado Instruments, Inc., One Park St., Broomfield, Colo. 80020, filed a registration statement (File 2-30045) with the SEC on September 3 seeking registration of 112,000 shares of common stock. The stock is to be offered for public sale through underwriters headed by Andresen & Co., Inc., 140 Broadway, New York 10005; the offering price (\$7 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to grant the Andresen firm three-year warrants to purchase 8,000 shares, and to grant two employees of that firm 2,000 stock purchase warrants, as finders' fees; and it will pay \$5,000 to the firm for expenses. Also included in the statement are an additional 10,000 shares reserved for subscription by employees.

The company is engaged in the manufacture and sale of items utilized in the electronics and data processing fields, and in the sale of related design and manufacturing services. The net proceeds of its stock sale will be used to pay a portion of the company's outstanding short-term bank loans the proceeds of which were used to finance start-up expenses in connection with increased production of its C-DEK (Computer Data Entry Keyboard) system and for other purposes. The company now has outstanding 440,910 common shares (with a book value of 69¢ per share), of which Richard C. Webb, president, owns 11.95%, Harold F. Silver, a director, 28.35% and management officials as a group 55.16%.

**ISI FUND A PROPOSES OFFERING.** ISI Institutional Fund A, Inc., 100 California St., San Francisco, filed a registration statement (File 2-30048) with the SEC on September 3 seeking registration of 50,000 common shares. Organized on August 12 by Insurance & Securities Incorporated, distributor and investment adviser, of the California Street address, the Fund has been designed for qualified pension, profit-sharing and other employee trusts, and charitable, educational, religious and any other organization that may be exempt from federal income taxation under the Internal Revenue Code. The objective of the Fund is to seek capital appreciation. Its shares are to be offered at net asset value (\$1,000 per share). Elwood Murphey, president of the fund, is president and chief executive officer of the distributor-adviser.

**ISI FUND B PROPOSES OFFERING.** ISI Institutional Fund B, Inc., 100 California St., San Francisco, filed a registration statement (File 2-30047) with the SEC on September 3 seeking registration of 25,000 common shares. The Fund was organized August 12, 1968; it has been designed for qualified pension, profit-sharing and other employee trusts, and charitable, educational, religious and any other organizations that may

be exempt from federal income taxation under the Internal Revenue Code. Its shares are to be offered at net asset value (\$1,000 per share). Insurance & Securities Incorporated of the California Street address is the Fund's organizer, distributor and investment adviser. Elwood Murphey is president of the Fund and president and chief executive officer of the distributor-adviser.

**QUOTAMATION TO SELL STOCK.** Quotamaton, Inc., 475 Fifth Ave., New York 10017, filed a registration statement (File 2-30051) with the SEC on September 4 seeking registration of 400,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is not underwritten, but sales may be made through NASD firms.

The company was organized under New York law in July for the purpose of acquiring from The Dekcraft Corporation all of the issued and outstanding stock of Quote Company of New Jersey, Inc., Quote Company of Illinois, Inc., Quote Company of Massachusetts, Inc., and Quote Company of Miami and Miami Beach, Inc. As a result of the assignment by Dekcraft of certain agreements, the company is franchised by Quote Company of America, Inc., in the States of New Jersey, Illinois, Massachusetts and the Cities of Miami and Miami Beach, to furnish through telephone outlets closing stock and security quotations, major sports and news items and travel and hotel information. These services are offered primarily to businesses which, in turn, provide these services to their customers or patrons as an additional feature to their principal operation. Net proceeds of the company's stock sale will be used for leasehold and improvements, advertising, sales and administrative expenses, working capital, and the further development of the company's business. The company now has outstanding 2,000,000 common shares (with a book value of 7¢ per share), all owned by Dekcraft.

**NIAGARA FRONTIER SERVICES FILES FOR OFFERING.** Niagara Frontier Services, Inc., 60 Dingsen St., Buffalo, N. Y. 14206, filed a registration statement (File 2-30049) with the SEC on September 4 seeking registration of 443,000 shares of common stock. Of this stock, 375,000 shares are to be offered for public sale by the company and 68,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Shields & Co., Inc., 44 Wall St., New York 10005; the offering price (\$15 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company and subsidiaries are primarily engaged in various phases of the food distribution and merchandising industry including franchising, operating, financing and constructing TOPS super markets and B-KWIK convenience food stores. Of the net proceeds of its sale of additional stock, the company will use \$2,900,000 to repay the outstanding balance owed under bank borrowings; \$1,000,000 to augment the working capital of a subsidiary to be used primarily to facilitate financing of franchisees; and the balance for working capital. In addition to indebtedness, the company has outstanding 2,100,422 common shares, of which management officials as a group own 37%. Armand J. Castellani is board chairman and Edward F. Dusel president. The prospectus lists seven selling stockholders, among which is the Estate of Thomas A. Buscaglia; it proposes to sell 27,000 of 240,950 shares held. Others are selling amounts ranging from 2,000 to 10,000 shares.

**MICROMATION TECHNOLOGY FILES FOR OFFERING.** Micromation Technology Corporation, 221 N. La Salle St., Chicago, Ill. 60601, filed a registration statement (File 2-30050) with the SEC on September 4 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$20 per share. The offering is to be made through Ladenburg, Thalmann & Co., 25 Broad St., New York 10004, which will receive a \$1.60 per share commission plus \$25,000 for expenses.

The company is engaged in the business of converting computer-generated data into readable language and recording it on microfilm; it also distributes related equipment. Of the net proceeds of this offering, \$500,000 will be used for expenses related to the opening and staffing of additional operations of the company's micromation service bureaus, \$500,000 to purchase and market microfilm viewer equipment, \$150,000 to purchase and market phototypesetting equipment, and \$200,000 to prepare, publish and market printed materials in microform; the balance will be used for working capital and for possible acquisition of stock or assets of other firms having operations similar and complementary to those of the company. The company now has outstanding 484,140 common shares (with a 68¢ per share book value), of which Edgar N. Greenebaum, Jr., board chairman, owns 18.3%, Howard I. Jacobs, president, 20.5%, and management officials as a group 72.5%.

**STOCK PLANS FILED.** The following companies have filed Form S-8 registration statements with the SEC seeking registration of stock to be issued under employee stock option and similar plans:

Celanese Corporation, New York 10036 (File 2-29990) - 590,000 shares  
 Speedring Corporation, Warren, Mich. (File 2-30024) - 50,000 shares  
 National Data Corp., Atlanta, Ga. 30329 (File 2-30035) - 54,080 shares  
 Bulova Watch Company, Inc., New York 10020 (File 2-30042) - 299,402 shares  
 Brunswick Corporation, Chicago, Ill. 60602 (File 2-30046) - 500,000 shares

**TRADING IN STANWOOD OIL SUSPENDED.** The SEC today announced the issuance of an order under the Securities Exchange Act of 1934 temporarily suspending over-the-counter trading in the common stock of Stanwood Oil Corporation of Warren, Pa., for the ten-day period September 6 through 15, 1968, inclusive. The Commission's action was based upon the lack of current and complete financial information concerning Stanwood Oil Corporation. Audited financial reports have not been issued by Stanwood Oil since 1955. In addition, no stockholders' meetings have been held since that time. The market price of Stanwood Oil common has risen from a bid of \$.01 per share in March 1967 to a high bid of \$2 3/8 per share at the present time.

Accordingly, the Commission deemed it necessary and appropriate in the public interest and for the protection of investors to suspend trading in the common stock of Stanwood Oil Corporation, pending clarification of its financial situation and adequate public dissemination of all pertinent information.

**FIVE STOCK BANS CONTINUED.** The SEC has issued orders under the Securities Exchange Act suspending exchange and/or over-the-counter trading in the securities of Leeds Shoes, Inc., BSF Company, and Mountain States Development Company for the further ten-day period September 7-16, 1968, inclusive, and in the securities of Rover Shoe Company and Royston Coalition Mines Ltd. for the further ten-day period September 8-17, 1968, inclusive.

**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 September 3 News Digest.

Coastal Dynamics Corp Jul 68 (2,7,13)	0-2856-2	Components Specialties Inc Amd #1 to 8K for Mar 68(9)	2-27399-2
Dereco Inc Jul 68(2,7,13)	1-5638-2	Redcor Corp Amd #1 to 8K for May 68(7)	0-2287-2
Federated Purchaser Inc Jul 68 (12)	1-4310-2	Thomas Inds Inc Amd #1 to 8K for Apr 68(4,7)	1-5426-2
Mr Swiss of Amer Inc Jul 68(7,13)	2-28530-2	United Republic Life Invmt Co Amd #1 to 8K for Jan 68(7)	0-3074-2
Pennsylvania Life Co Jul 68 (7,13)	0-896-2	American-Internatl Aluminum Inc Jul 68 (2,8,11,13)	1-4357-2
Philips Inds Philips N V & U S Philips Tr (6K) Jul 68	2-20193-2	Imperial Corp of America Jul 68 (12)	1-4215-2
J M Smucker Co Jul 68 (11)	1-5111-2	Agway Inc Employee Incentive Thrift Plan Jul 68 (7)	2-25865-2
American Export Inds Inc Jul 68 (13)	1-5054-2	Li'l General Stores Inc Jul 68(1,2,4,8,10,11,13)	0-196-2
Braniff Airways Inc Jul 68(7,13)	1-5291-2	Genisco Technology Corp Jun 68 (2,13)	1-4853-2
Continental Mtge Investors Jul 68(11,13)	1-5079-2	Holly Corp Jul 68 (3,13)	1-3876-2
United Convalescent Hospitals Inc Jul 68 (11,13)	0-3202-2	EDP Resources Inc Jul 68 (7,12,13)	2-27278-2
Central Hudson Gas & Elec Corp Jul 68 (12,13)	1-3268-2	Glen Alden Corp Jul 68(3,7,13)	1-5448-2
Cleveland Trencher Co Jun 68 (12,13)	2-8952-2	National Environment Corp Jul 68 (2,11,13)	0-1330-2
Colonial Board Co Jun 68 (1)	0-1137-2	J L Clark Mfg Co Jul 68 (1,7,12,13)	0-213-2
Crown Corp Jul 68 (7,8)	0-3059-2	Coastal States Gas Producing Co Jul 68 (3,4,7,13)	1-4718-2
Sheller-Globe Corp Jul 68 (3,4,7,12,13)	1-4172-2	Commercial Acceptance Corp Jul 68 (1,2,7,8,11,13)	0-1874-2
Taylor Instrument Companies Jul 68 (12)	1-5333-2	Electronic Assistance Corp Jul 68 (2,7,13)	1-4338-2
Benrus Watch Co Inc Jul 68 (1,12,13)	1-3436-2	General Host Corp Jul 68(2,7,11,13)	1-1066-2
Equitable Leasing Corp Jul 68(7)	0-2963-2		
Pacific Clay Prods Jul 68 (1)	1-1545-2		
United Republic Life Invmt Co Jul 68(7)	0-3074-2		

**SECURITIES ACT REGISTRATIONS.** Effective September 5: American Pacific Group, Inc., 2-28608 (Dec 4); Aqua-Chem, Inc., 2-29573 (40 days); H & R Block, Inc., 2-29525 (40 days); Butler Aviation International, Inc., 2-29498 (40 days); Champion Home Builders Co., 2-29505 (40 days); Condec Corp., 2-29704 (40 days); Diamond Shamrock Corp., 2-29878; Fedder Data Centers, Inc., 2-28920 (90 days); Grey Advertising Inc., 2-29202 (40 days); Kane Miller Corp., 2-29375 (40 days); Mesa Petroleum Co., 2-29383 (40 days); On-Line Systems, Inc., 2-29390 (90 days); Sequoyah Industries, Inc., 2-29571 (90 days); South Carolina Electric & Gas Co., 2-29693; Wisconsin Electric Power Co., 2-29874; Daryl Industries, Inc., 2-29004 (40 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.

\*\* The period of time dealers are required to use the prospectus in trading transactions involving securities of Hartwell & Campbell Leverage Fund, Inc., 2-28719, as reported in the SEC News Digest of September 3, is Nov. 29.