

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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NEW RULES AND RULE PROPOSALS

TENDER OFFER RULES AMENDED. The SEC today announced the revision of its rules under Sections 13(d) and 14(d) of the Securities Exchange Act to implement the amendments to Section 13(d) and 14(d) of the Act contained in Public Law 91-567, which was signed by President Nixon on December 22, 1970. The statutory amendments provide for the filing of information with respect to acquisitions of securities by persons who own more than 5% of the class, or the making of tender offers or requests for tenders of equity securities if after consummation thereof the persons making the tender offer or solicitation would be the beneficial owner of more than 5% of the class. Heretofore, the percentages were 10% in both cases. The amendments make the provisions of Sections 13(d) and 14(d) applicable to insurance companies and the provisions of Section 14(d) applicable to tender offers made by means of a registration statement under the Securities Act of 1933.

Statements with respect to reportable acquisition made after December 22, 1970 but prior to publication of the amended rules are to be filed within 10 days after the date of such publication. Statements with respect to reportable tender offers which commenced prior to the date of publication of the amended rules and continued thereafter would be filed within 10 days after such publication. Tender offers which commenced or continued after December 22, 1970 but were terminated prior to publication of the amended rules are not to be reported pursuant to Section 14(d) but a statement with respect to the acquisition of the securities pursuant to the tender offer is to be made, if required, pursuant to Section 13(d) of the Act. (Release 33-5126)

HOLDING COMPANY ACT RELEASE

SOUTHERN CO. RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16969) authorizing The Southern Company, Atlanta holding company, and four of its electric utility subsidiaries, to issue and sell, during 1971, unsecured notes to banks and dealers in commercial paper up to the following aggregate amounts outstanding at any one time: Southern, \$120,000,000, Alabama Power Company, \$85,000,000, Georgia Power Company, \$125,000,000, Gulf Power Company, \$18,000,000, and Mississippi Power Company, \$16,000,000. The subsidiaries also propose to issue additional stock to the parent, during 1971, in the respective amounts of \$47, \$75, \$8 and \$7 million, respectively. Southern will use the proceeds of its borrowings, together with treasury funds, to pay bank loans and commercial paper, when due, and for other corporate purposes, including additional equity investment in the subsidiaries. The subsidiaries will use the net proceeds from their borrowings and stock sales to reimburse their treasuries for expenditures in connection with their 1970 construction programs, to finance partially their 1971 programs, and to pay short-term bank loans and commercial paper incurred for such purposes.

INVESTMENT COMPANY ACT RELEASE

SCUDDER DEVELOPMENT FUND RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-6323) exempting Scudder Development Fund, New York mutual fund, from the provisions of the Act which require a majority of the Fund's board of directors to consist of persons who are not affiliated with the Fund's principal underwriter. The initial offering price of Fund shares will be at net asset value with no sales charge. The Fund plans to employ Scudder, Stevens & Clark as its investment adviser and Scudder Fund Distributors, Inc. as principal distributor. The distributor is a wholly-owned subsidiary of the investment adviser; and members of the Fund's board of directors who are affiliated persons of the investment adviser will be affiliated persons of the underwriter.

COURT ENFORCEMENT ACTION

GLOBUS INTERNATIONAL, OTHERS ENJOINED. The SEC New York Regional Office announced January 14 (LR-4876) that the Federal court in New York entered an order preliminarily enjoining Globus International, Ltd., Washington, D.C., Michael Hellerman, Joseph Bald, and Stephen Schustek, all of New York, and RLM Services, Ltd., Washington, D. C. from violating the registration and anti-fraud provisions, and Andrew Zimmer of Falls Church, Va., from violating the registration provisions of the Federal securities laws in the offer and sale of stock of Globus International.

MILNER, BERGLUND ENJOINED. The SEC Boston Regional Office announced January 15 (LR-4877) that the Federal court in Boston had entered an order preliminarily enjoining Harry G. Milner, doing business as Milner Associates, and Karle R. Berglund, doing business as Colonial Investment Securities, both of Worcester, Mass., from violating the anti-fraud provisions of the Federal securities laws, and the Commission's net capital rules. The Court also appointed James C. Donnelly, Jr., 390 Main St., Worcester, Mass., as receiver for Karle R. Berglund d/b/a Colonial Investment.

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SECURITIES ACT REGISTRATIONS

DORR-OLIVER PROPOSES RIGHTS OFFERING. Dorr-Oliver Incorporated, 77 Havemeyer Lane, Stamford, Conn. 06904, filed a registration statement (File 2-39224) with the SEC on January 15 seeking registration of 2,436,665 shares of common stock. It is proposed to offer these shares for subscription by ^{common} stockholders at the rate of 1 1/4 shares for each share held. The record date and subscription price (\$8.63 per share maximum*) are to be supplied by amendment. Curtiss-Wright Corporation, owner of some 62% of the company's outstanding common stock (it also owns 12% of the company's outstanding preferred stock) has agreed to exercise its primary subscription right.

The company is engaged principally in selling equipment for the continuous separation, mixing, handling or other treatment of solids suspended in liquids or gases, air cargo handling and other materials handling equipment, aircraft passenger loading bridges and certain equipment used in connection with mining operations. It also furnishes services in connection with the design and engineering of certain plants. Net proceeds of its stock sale will be used to pay \$414,000 to a former customer of Dorchem Pennsylvania Inc. in settlement of certain claims, for payment of part or all of short term bank loans (\$3,500,000 at December 31), for payment of part of the current liabilities and obligations of the company and for other corporate purposes. In addition to indebtedness and preferred stock, the company has outstanding 1,624,443 common shares. T. Roland Berner is board chairman of the company and president of Curtiss-Wright and Shirley D. Brinsfield is president of the company and executive vice president of Curtiss-Wright.

URBAN COMPUTER SYSTEMS TO SELL STOCK. Urban Computer Systems, Inc., 170 Concord Rd., Chelmsford, Mass. 01824, filed a registration statement (File 2-39229) with the SEC on January 15 seeking registration of 130,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made on a "best efforts" basis through underwriters headed by Interstate Equity Corporation, 44 Beaver St., New York 10004, which will receive a 50c per share selling commission plus up to \$32,500 for expenses. The company has agreed to pay J. Howard Smith 3c per share for his services as finder.

Organized in July 1969, the company is engaged in the development for marketing of low cost, user operated computer controlled data processing machines using every day language which can be operated by persons without special computer training. Of the net proceeds of its stock sale, \$245,000 will be used to purchase materials and components sufficient to manufacture 21 of the company's Model 70 computer systems; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 450,000 common shares (with a 31c per share book value), of which Robert E. Tolley, president, and Raymond N. Baron, vice president, own 33.4% each and management officials as a group 92.5%. Purchasers of the shares being registered will acquire a 29% stock interest in the company for their investment of \$650,000 (they will sustain an immediate dilution of \$3.70 in per share book value from the offering price); present shareholders will then own 71%.

LAIRD OIL & GAS PROPOSES OFFERING. Laird Oil and Gas Incorporated (the "general partner"), 140 Broadway, New York, N. Y. 10005, filed a registration statement (File 2-39230) with the SEC on January 15 seeking registration of \$4,000,000 of preformation limited partnership interests in Dogwood LOG Company (the "Partnership"), to be offered for public sale in minimum units of \$10,000. No underwriting is involved. The Partnership is to be formed for the purpose of searching for oil and gas. Laird Incorporated owns 87% and Henry F. Merritt, president and board chairman of the general partner, 10% of the common stock of the general partner.

NEW AMERICA INDUSTRIES TO SELL STOCK. New America Industries, Inc., 11 Dorrance St., Providence, R. I. 02903, filed a registration statement (File 2-39231) with the SEC on January 15 seeking registration of 375,000 shares of common stock, to be offered for public sale through underwriters headed by G. A. Saxton & Co., Inc., 100 Wall St., New York, N. Y. 10005. The offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. The company has sold to the Saxton firm and certain of its employees 22,500 shares at 10c per share.

Organized in October 1970, the company acquired all the outstanding capital stock of United States Investment and Development Corporation ("USID"), which was incorporated in December 1967. It is engaged in development of low and moderate income housing for sale to public housing authorities and in the development of properties for its own account. Of the net proceeds of its stock sale, \$1,500,000 will be used to retire a promissory note issued in partial payment for the purchase of USID, \$315,000 to finance construction of a 22-unit development in New Bedford, Mass., and \$215,000 to finance the construction of an 18-unit condominium development in Newport, R. I.; the balance will be added to the company's working capital and used for general corporate purposes. The company has outstanding 472,500 common shares (with a 10c per share net tangible book value), of which Warren H. Haber, board chairman, Joel Friedman, president, and Thomas Aquinas Malloy, vice president, own 30.3% each. Purchasers of the shares being registered will acquire a 44% stock interest in the company for their investment of \$3,750,000*; present shareholders will then own 56%, for which they paid \$47,250.

JAMESWAY CORP. FILES FOR OFFERING AND SECONDARY. Jamesway Corporation, 1250 Broadway, New York, N. Y. 10001, filed a registration statement (File 2-39226) with the SEC on January 15 seeking registration of 186,000 shares of common stock, of which 120,000 are to be offered for public sale by the company and 66,000 (being outstanding shares) by the holders thereof. The offering is to be made through underwriters headed by Walston & Company, Inc., 77 Water St., New York, N. Y. 10005. The offering price (\$16.33 per share maximum*) and underwriting terms are to be supplied by amendment.

The company operates a chain of 17 discount department stores in four states. Of the net proceeds of its sale of additional stock, \$1,300,000 will be used to purchase fixtures and starting inventory for new stores to be opened in 1971 and the balance will be added to working capital. In addition to indebtedness, the company has outstanding 1,168,623 common shares, of which Herbert Fisher, board chairman and president, owns 11.5%, Vincent J. Guzzardo, vice president, 11.0%, and management officials as a group own 41.1%. Fisher proposes to sell 10,500 of 134,964 shares held, Guzzardo 6,000 of 127,968 and eight others the remaining shares being registered.

CONTINUED

AMERICAN MODULAR TO SELL STOCK. American Modular Communities, Inc., 2601 East Oakland Blvd., Fort Lauderdale, Fla. 33306, filed a registration statement (File 2-39227) with the SEC on January 15 seeking registration of 250,000 shares of common stock, to be offered for public sale through underwriters headed by Consolidated Securities Corp., 920 N. Federal Highway, Pompano Beach, Fla. 33601. The offering price (\$7 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell to Consolidated, for \$250, five-year warrants to purchase 25,000 shares, exercisable after one year.

The company was formed in 1969 by the Radice Realty and Construction Corp. to engage in the development and operation of mobile and modular homes and leisure communities, the sale of mobile and modular homes and to provide related services. Of the net proceeds of its stock sale, \$100,000 will be used for the repayment of short-term bank loans incurred to provide general operating funds, \$90,000 will be used as part of a \$940,000 purchase price for land for a mobile home development, and the balance for the design, planning and initial promotion of the proposed mobile home communities. In addition to indebtedness, the company has outstanding 750,000 common shares (with a 13¢ per share book value), of which 740,000 or 98.7% are held by Radice Realty Corporation. Robert C. Radice is board chairman and president.

TRANS-WORLD CHAROLAIS TO SELL STOCK. Trans-World Charolais, Inc., Box 82, Shorter, Ala. 36075, filed a registration statement (File 2-39228) with the SEC on January 15 seeking registration of 2,500,000 shares of Class A common stock, to be offered for public sale at \$2 per share. The offering is to be made on a "best efforts" basis by Associated Securities, which was recently organized and is owned by Harris L. Wood, board chairman and principal shareholder of the company, for the purpose of distributing the shares. The company will pay Associated a 14% selling commission (28¢ per share) on the stock sold.

The company was organized in 1970 to succeed to the business of Woodhaven Charolais Ranch, Inc., and is principally engaged in the purchase, breeding, maintenance and sale of Charolais cattle. Of the net proceeds of its stock sale, \$324,460 will be used for the payment of short and long-term livestock obligations, \$120,239 for the payment of other debts (including bank loan) and \$200,000 for operating expenses, including salaries and livestock feed; the balance will be used for the purchase of cattle and other corporate purposes. In addition to indebtedness, the company has outstanding 1,250,000 Class B common shares, of which Harris L. Wood, board chairman and president, owns 70.6%, Michael L. Wood, vice president, 10% and management officials as a group own 96%. Purchasers of the shares being registered will acquire a 66-2/3% stock interest in the company for their investment of \$5,000,000 (they will sustain an immediate dilution of 82¢ in per share book value from the offering price); present shareholders will then own 33-1/3% for which they will have paid \$362,396.

STOCK PLANS FILED. The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

Tishman Realty & Construction Co., Inc., New York, N. Y. 10019 (File 2-39225) - 557,318 shares
Chicago Bridge & Iron Company, Oak Brook, Ill. 60521 (File 2-39232) - 70,000 shares
Vickers Petroleum Corporation, Wichita, Kans. 67201 (File 2-39234) - 15,000 shares

MISCELLANEOUS

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the January 5 News Digest.

8K Reports for Nov 1970

Robo-Wash Inc. (3)	0-3457-2	Holly Corp (1,6)	1-3876-2
Rohr Corp. (11,12,13)	1-6101-2	International Book Corp	
Winslow Technology Inc		(7,12,13)	0-3099-2
(7,12)	1-6254-2	King Resources Co (3,12)	0-3084-2
Anderson, Clayton & Co.		Acme Hamilton Manufacturing Corp	
Dec 1970 (12,13)	1-3245-2	Oct 1970 (13)	1-775-2
Computer Network Corporation		Deer Park Baking Co (4,13)	2-19220-2
(11,13)	2-27193-2	Diners' Club, Inc..	
Keuffel & Esser Co		(3,6,13)	0-5072-2
(4,7,13)	0-2117-2	Guardsmark, Inc.	
Dasa Corp (2,9,13)	0-2145-2	(2,7,11,13)	2-34600-2
Halliburton Co (13)	1-3492-2	Integrated Resources Inc	
Oct 1970 (7,13)	1-3492-2	(2,7,13)	0-4427-2
Kayot, Inc (6,12)	0-4240-2	Interstate Power Co	
Kirk Corporation (12)	0-4182-2	(12,13)	1-3632-2
Israel Hotels International, Inc.		Maxon Industries, Inc	
(11)	0-1534-2	(2,13)	0-5145-2
Chemtrust Industries Corporation		American Funding Corp (12)	2-32407-2
(13)	2-32002-2	American Funding Corp	
R. J. Enstrom Corp		(12)	2-30485-2
Feb thru Oct 1970 (3,10,12)		Gilbert Companies, Inc	
	0-586-2	(3,13)	1-6168-2
		Coleman Co Inc (7)	1-988-2

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8K Reports for Nov 1970 (Con't)

	<u>Amdt to 8K Repts</u>
Jeanette Glass Co (2,12)	1-2899-2
R. B. Jones Corporation (12)	2-37603-2
TX Industries Inc, Inc. (3)	0-3753-2
First Mortgage Investors (7)	1-6278-2
Land Consultants of America Inc (1,13)	2-33770-2
Liberty Equities Corp (3,12,13)	0-2258-2
Computat Scientific Systems, Inc (11)	2-34189-2
American Hospital Supply Corp (12,13)	1-4275-2
Eastern Air Lines, Inc (7)	1-3049-2
Jantzen Inc (10,12,13)	1-6218-2
Walter Kidde & Co., Inc. (2,13)	1-5694-2
Lehigh Valley Industries Inc (3,13)	1-155-2
Test Corporation (2,13)	2-33920-2
El-Tronics, Inc (2,8,13)	1-3916-2
Acme Precision Products, Inc. (8)	1-6135-2
Carpenter Technology Corp (11,13)	1-5828-2
Comrex Corp. (2,12,13)	1-5875-2
Hi-Tains Enterprises Inc. (1)	0-2711-2
Ice National Corp (2,3,13)	1-344-2
Comatrix Corporation (1,2,3,7)	0-3844-2
Oct 1970 (1,2,3,7)	0-3844-2
Jet Air Freight (3)	0-3025-2
Liberty Leasing Co., Inc. (7)	1-6009-2
Southern Bakeries Co (2,13)	0-1333-2
Vanguard Data Systems Oct 1970 (3,12,13)	2-33191-2
Site-Con Industries, Inc #2 for May 70 (1)	2-31240-2
Scot's Inn Management Company #1 for June 70 (13)	0-3174-2
Wolf Corp #1 for May 70 (13)	0-294-2
Sam Goody, Inc #1 for June 70 (7,13)	0-3513-2
Intermedia Systems Corporation #1 for Feb. 70 (13)	2-33141-2
South Dakota Corp Aug 1970 (2,13)	0-1525-2
Marathon Enterprises, Inc. #1 for Aug 70 (13)	0-5059-2
Imperial Corporation of America #1 for Nov 1969 (13)	1-4215-2
Crystal Oil Co. #1 for Oct 1970 (13)	1-4892-2
Ross Medical Corporation #1 for May 1970 (7)	0-4598-2
Burlingame Foods #1 for Aug 1970 (11,13)	0-4890-2
The Pizza Inn Inc #1 for May 70 (4,12,13)	0-4734-2
Hooker American, Inc #1 for Sept 70 (13)	0-4830-2
International Funeral Services Inc #1 for Sept 1970 (13)	0-3198-2
Nationwide Homes, Inc. Oct 1970 (9,13)	0-1589-2
Seneca Foods Corp #1 for June 1970 (2,13)	0-1988-2

SECURITIES ACT REGISTRATIONS. Effective January 18: Broken Hill Proprietary Co. Ltd., 2-39160; Data General Corp., 2-39207; General Telephone Co. of Wisconsin, 2-39040; Parker Hannifin Corp., 2-38734; Recreation Ventures, 2-38788 (90 days); System Development Corp., 2-37903; Triple "F", Inc., 2-38230 (90 days).

Withdrawn January 13: Financial Managers, Inc., 2-37256.

Withdrawn January 14: Decision Data Corp., 2-38530; Dialog Computing Inc., 2-37357; Equity Resources Ltd., 2-36290; Northeast Helicopter Inc., 2-35873; Piasecki Aircraft Corp., 2-37640; VMC International, 2-34460.

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.