

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

A brief summary of financial proposals filed with and actions by the S.E.C.



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FOR RELEASE April 27, 1971

COURT ENFORCEMENT ACTIONS

DAVID LUTTERMAN ENJOINED. The SEC Denver Regional Office today announced that on April 16 the Federal court in Denver permanently enjoined David Lutterman of Hallandale, Fla. from violating the registration provisions of the Federal securities laws in the offer and sale of securities of J B & T Co., and S & M Securities, Inc. The defendant, without admitting or denying the allegations of the complaint, consented to the entry of the injunction. (LR-4983)

FIG 'N WHISTLE, OTHERS ENJOINED. The SEC Chicago Regional Office today announced that on April 19 the Federal court in Chicago permanently enjoined by default the following companies in addition to eighteen other defendants, from filing false registration statements and prospectuses with the Commission and from violating the registration and anti-fraud provisions of the Federal securities laws as to Pig 'N Whistle securities: Pig 'N Whistle Corporation, Congress-Pacific Corporation, Kelly Kindig, Alexander Manos, and Virginia Rickert. (LR-4984)

ROBERT BENSON AND ASSOCIATES ENJOINED. The SEC Chicago Regional Office today announced that on April 19 the Federal court at Danville, Ill. permanently enjoined Robert Benson and Associates, Inc., a Minnesota corporation, and Robert Benson and Associates, Inc., a Wisconsin corporation from violating the registration provisions of the Federal securities laws. The defendants consented to the entry of the order. (LR-4985)

M. J. MANCHESTER & CO., BERGLEITNER ENJOINED. The SEC New York Regional Office today announced that on April 20 the Federal court in New York permanently enjoined M. J. Manchester & Company, Inc., and George C. Bergleitner, Jr., from violating the anti-fraud, net capital and financial reporting provisions of the Federal securities laws. The defendants consented to the entry of the order without admitting or denying the allegations of the Commission's complaint. (LR-4986)

COMPLAINT CITES ALLIED BOND & SHARE, WETTSCURACK. The SEC Chicago Regional Office today announced that on April 22 a complaint was filed in Federal court in Indianapolis seeking to enjoin Allied Bond and Share Inc., and Hubert Leroy Wettsturack from violating, among others, the anti-fraud, net capital, and record-keeping provisions of the Federal securities laws and rules of the Commission. (LR-4987)

MOFFATTS ORDERED TO PRODUCE RECORDS. The SEC Atlanta Regional Office today announced that the Federal court in Miami ordered Wesley J. Moffatt and Sharon Moffatt, a partner in Securities Transfer Ltd., of Miami, to obey Commission subpoenas requiring them to produce and testify regarding certain corporate and other non-personal records. (LR-4988)

ZIM SECURITIES, ZIMMERMAN ENJOINED. The SEC New York Regional Office today announced that the Federal court in New York permanently enjoined Zim Unified Securities Inc., New York, and its president, Aron H. Zimmerman from violating the anti-fraud, bookkeeping and net capital provisions of the Federal securities laws. The defendants consented to the order without admitting or denying the allegations in the complaint. (LR-4989)

INVESTMENT COMPANY ACT RELEASES

AMERICANA FUND. The SEC has issued an order under the Investment Company Act declaring that The Americana Fund and Americana Investment Plans, of New York, have ceased to be investment companies. (Release IC-6481)

FINANCIAL INSTITUTIONS GROWTH FUND. The SEC has issued an order under the Investment Company Act declaring that Financial Institutions Growth Fund, Inc., New York, has ceased to be an investment company. (Release IC-6482)

RANDHURST FUND/OMEGA FUND. The SEC has issued an order under the Investment Company Act declaring that Randhurst Fund, Inc. and Omega Fund, Inc., of Medinah, Ill., have ceased to be investment companies as defined in the Act. (Release IC-6483)

FUND OF LETTERS. The SEC has issued an order under the Investment Company Act exempting from certain provisions of the Act the proposed exchange by Fund of Letters, Inc., Los Angeles, of 523,034 shares of common stock of Haven Industries, Inc., owned by the Fund with Haven for 152,548 shares of The Service Group, Inc. common stock owned by Haven. (Release IC-6484)

OVER

PITWAY CORP. The SEC has issued an order under the Investment Company Act upon application of Pittway Corporation, which is controlled by Standard Shares, a registered closed-end, nondiversified management investment company, Metropolitan Nuns' Island Partnership, Bernard Weissbourd and Alan Levinson, exempting from certain provisions of the Act a proposed real estate transaction. (Release IC-6485)

NEW ENGLAND LIFE ANNUITY FUNDS. The SEC has issued orders under the Investment Company Act giving interested persons until May 18 to request a hearing upon an application of New England Mutual Life Insurance Company, New England Life Variable Annuity Fund I and Fund II (the Funds) and NEL Equity Services Corporation (wholly-owned subsidiary of New England Life and principal underwriter of the Funds), of Boston, for orders exempting applicants from Section 22(d) of the Act to the extent necessary to permit the reduction in the sales charge when a single purchase payment variable annuity contract is purchased by application of amounts payable under fixed-dollar individual insurance and annuity contracts of every kind issued by the Insurance Company. In such cases, applicants propose to make the usual deduction for administrative expenses but to reduce the sales charge to 1.5% of the first \$100,000 with no sales charge on any balance.

New England Life established Fund I in connection with the offering to the public of individual variable annuity contracts issued in connection with plans meeting the requirements of the Internal Revenue Code for tax-benefited treatment. ^{1/}(Release IC-6486)

New England Life established Fund II in connection with the offering of individual variable annuity contracts to persons not entitled to tax benefits under the Internal Revenue Code. ^{1/}(Release IC-6487)

HOLDING COMPANY ACT RELEASES

NORTHEAST UTILITIES SERVICE CO. The SEC has issued an order under the Holding Company Act authorizing Northeast Utilities Service Company, Hartford subsidiary of Northeast Utilities, to extend until June 30, 1976, the period of time in which it may issue and sell up to \$10 million of long-term unsecured notes to the parent. (Release 35-17107)

CONNECTICUT LIGHT & POWER. The SEC has issued an order under the Holding Company Act authorizing The Connecticut Light & Power Company, Berlin subsidiary of Northeast Utilities, to increase from \$61,000,000 to \$139,400,000 the maximum amount of short-term notes (including commercial paper) that it may issue and to extend for one year to June 30, 1972 the time of issuance, and to increase from \$50,340,000 to \$74,590,000 the aggregate amount of bank borrowings that may be outstanding at any one time. Net proceeds will be used for construction expenditures and for investments in nuclear generating companies. Construction expenditures are estimated at \$129,900,000 for 1971. (Release 35-17108)

HARTFORD ELECTRIC. The SEC has issued an order under the Holding Company Act authorizing The Hartford Electric Light Company, Wethersfield, Conn., to increase from \$35,000,000 to \$70,800,000 the maximum amount of short-term notes (including commercial paper) it may have outstanding at any one time and to extend the time of issuance six months to June 30, 1972. Net proceeds will be used for construction expenditures and for investments in nuclear generating companies. Construction expenditures are estimated at \$66,300,000 for 1971. (Release 35-17109)

MISSISSIPPI POWER. The SEC has issued an order under the Holding Company Act authorizing Mississippi Power Company, Gulfport subsidiary of The Southern Company, to issue and sell \$15 million of first mortgage bonds at competitive bidding. Net proceeds will be used to finance, in part, the company's 1971 construction program (estimated at \$40,754,000), to repay short-term notes incurred for such purposes (including commercial paper) of which \$12,400,000 are expected to be outstanding on the date the bonds are sold and for other corporate purposes. (Release 35-17110)

COLUMBIA GAS. The SEC has issued an order under the Holding Company Act authorizing The Columbia Gas System, Inc., Wilmington, Del. holding company, to issue and sell from time to time up to \$180 million of commercial paper to dealers in commercial paper. Net proceeds will be made available to the subsidiaries for construction, for the purchase of underground storage gas during the summer months and for other short-term seasonal requirements. The subsidiaries' construction expenditures are estimated at \$262,500,000 during 1971. (Release 35-17111)

SECURITIES ACT REGISTRATIONS

***CHRYSLER FINANCIAL PROPOSES OFFERING.** Chrysler Financial Corporation, 16250 Northland Dr., Southfield, Mich. (with Chrysler Corporation, 341 Massachusetts Ave., Highland Park, Mich.), filed a registration statement with the SEC on April 20 seeking registration of \$90 million of subordinated debentures, due 1986, with warrants to purchase 1,800,000 shares of common stock of Chrysler Corporation, to be offered for public sale in units, each consisting of a \$1,000 debenture and warrants to purchase 20 Chrysler shares. The offering is to be made through underwriters headed by Lazard Freres & Co., 44 Wall St., New York 10005.

Chrysler Financial is engaged in wholesale and retail financing of certain Chrysler products as well as the retail installment sales of used cars of any make by such dealers. Net proceeds of its debenture sale will be initially applied to the reduction of short-term borrowings; net proceeds of the sale of Chrysler stock on exercise of warrants will be received by Chrysler. (File 2-40110)

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***SEAGRAMS PROPOSES OFFERING.** Joseph E. Seagram & Sons, Inc., 375 Park Ave., New York 10022, filed a registration statement with the SEC on April 20 seeking registration of \$50 million of debentures, due 1996, and \$50 million of notes due 1978 (both guaranteed unconditionally by Distillers Corporation-Seagrams Limited), to be offered for public sale through underwriters headed by Loeb, Rhoades & Co., 42 Wall St., and Goldman, Sachs & Co., 55 Broad St., both of New York.

A wholly-owned subsidiary of Centenary Distillers Ltd. (a Canadian corporation), which in turn is wholly-owned by Distillers Corporation-Seagrams Limited (also, a Canadian corporation), the company is primarily engaged in the production and marketing of distilled spirits and wines in the U.S. Net proceeds of its financing will be used for the repayment of short-term borrowings (\$65 million at March 31), for reduction in the amount outstanding under Eurodollar revolving credit facilities by some \$10 million and for general corporate purposes. (File 2-40111)

***CONSOLIDATED NATURAL GAS TO SELL DEBENTURES.** Consolidated Natural Gas Company, 30 Rockefeller Plaza, New York 10020, filed a registration statement with the SEC on April 19 seeking registration of \$40 million of debentures, due 1996, to be offered for public sale at competitive bidding. Net proceeds of its debenture sale will be added to the treasury funds and will be used to finance in part 1971 construction expenditures of the Consolidated System, estimated at \$97,600,000. (File 2-40113)

***HOLIDAY INNS SHARES IN REGISTRATION.** Holiday Inns, Inc., 3742 Lamar Ave., Memphis, Tenn. 38118, filed a registration statement with the SEC on April 20 seeking registration of 428,571 shares of common stock. These shares are issuable upon conversion of the 8% convertible subordinated guaranteed debentures, due 1985, of Holiday Inns Overseas Capital Corporation, a wholly-owned subsidiary of Holiday Inns, Inc. (File 2-40114)

DELTA WESTERN 1971 DRILLING FUND PROPOSES OFFERING. Delta Western 1971 Drilling Fund, (the "Partnership") 4408 Gaston Ave., Dallas, Tex. 75246, filed a registration statement with the SEC on April 20 seeking registration of \$3,500,000 of units, to be offered for public sale in \$10,000 units. The offering is to be made by NASD members, including Johnson, Keen & Co., Inc., 1400 South Penn Square, Philadelphia, Pa. 19102. The Partnership was organized to engage in the exploration for and production of oil and gas. Delta Western Company is the general partner. First Dunboe Company owns 70% and Delta Corporation 30% of the outstanding common stock of the general partner. George W. Moffitt, Jr., is president of the general partner and a registered representative of Johnson, Keen and Co. (File 2-40115)

***XEROX SHARES IN REGISTRATION.** Xerox Corporation, Stamford, Conn. 06904, filed a registration statement with the SEC on April 21 seeking registration of 328,363 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 (**\$103.50 per share maximum). The Rank Organisation Limited and two subsidiaries propose to sell the shares being registered. (File 2-40119)

***GENERAL TELEPHONE (CALIF.) TO SELL DEBENTURES.** General Telephone Company of California, 2020 Santa Monica Blvd., Santa Monica, Calif. 90404, filed a registration statement with the SEC on April 21 seeking registration of \$50 million of debentures, due 1996, to be offered for public sale at competitive bidding. A subsidiary of General Telephone & Electronics Corp., the company will apply the net proceeds of its debenture sale toward the discharge of short-term loans and commercial paper borrowings (estimated not to exceed \$120 million at the time of such application) obtained for the purpose of financing its construction program. Construction expenditures are estimated at \$200 million for 1971. (File 2-40121)

STIRLING HOMEX FILES FOR OFFERING AND SECONDARY. Stirling Homex Corporation, 1150 East River Rd., Avon, N. Y. 14414, filed a registration statement with the SEC on April 21 seeking registration of 1,025,000 shares of common stock, of which 1,000,000 are to be offered for public sale by the company and 25,000 (being outstanding shares) by the holder thereof. The offering is to be made through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Inc., 70 Pine St., New York 10005.

The company is engaged in the assembly-line manufacture and sale of modular housing units. Net proceeds of its stock sale will be added to the company's general funds and will be available for working capital. In addition to indebtedness, the company has outstanding 8,907,400 common shares, of which David Stirling, Jr., owns 21.7% and William G. Stirling, president, 21.8%. (File 2-40122)

***COX CABLE COMMUNICATIONS FILES FOR SECONDARY.** Cox Cable Communications, Inc., 1601 W. Peachtree St., N.E., Atlanta, Ga. 30309, filed a registration statement with the SEC on April 21 seeking registration of 713,217 outstanding shares of common stock. These shares are to be offered for public sale (**at \$25 per share maximum) by the holders thereof through underwriters headed by Paine, Webber, Jackson & Curtis, Inc., 140 Broadway, New York 10005.

The company operates a community antenna television business. It has outstanding 3,550,625 common shares, of which Cox Broadcasting Corporation owns 56.3% and Fred Lieberman 14.6%. Lieberman proposes to sell 500,000 of 519,000 shares held and 17 others the remaining shares being registered. (File 2-40123)

BIOMEDICAL SERVICES TO SELL STOCK. Biomedical Services, Inc., Boulevard Medical Center, 8301 Arlington Blvd., Fairfax, Va., filed a registration statement with the SEC on April 21 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$1 per share. No underwriting is involved.

Organized in August 1970, the company intends to operate a clinical laboratory for the medical profession. Net proceeds of its stock sale will be added to the company's working capital and used for general corporate purposes. The company has outstanding 166,000 common shares (with a 47¢ per share book value), of which Gary J. Kelloff, president, owns 16%. Purchasers of the shares being registered will sustain an immediate dilution of 24¢ in per share book value from the offering price. (File 2-40124)

***JOSTENS SHARES IN REGISTRATION.** Jostens, Inc., 7851 Metro Parkway, Minneapolis, Minn. 55420, filed a registration statement with the SEC on April 19 seeking registration of 19,000 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 (**\$32.25 per share maximum). Robert A. Jones may sell 15,000 of 49,000 shares held and Anthony G. Vernon 4,000 of 12,000. (File 2-40126)

AMERICAN MOBILE POWER TO SELL STOCK. American Mobile Power Corporation, 120 Montgomery St., San Francisco, Calif. 94104, filed a registration statement with the SEC on April 21 seeking registration of 200,000 shares of common stock. These shares are to be offered for public sale (**at \$6 per share maximum) through underwriters headed by P. K. Hickey & Co., Inc., 80 Broad St., New York 10004.

The company was organized in November 1970 to provide temporary electric power generation services. Net proceeds of its stock sale will be used to purchase equipment and for general working capital. The company has outstanding 560,000 Class B common shares, all owned by National Energy Systems Corporation (for which it paid a total consideration of \$150,000). (File 2-40127)

OFF BROADWAY PLAYS TO SELL STOCK. Off Broadway Plays, Ltd., 8 West 40th St., New York 10018, filed a registration statement with the SEC on April 21 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$3 per share. The offering is to be made on a "best efforts, 100,000 shares or none basis" by C. D. Pulis & Co., 42 Broadway, New York.

Organized in December 1970, the company plans to engage in co-producing, advising and financially participating in the production of legitimate plays for off-Broadway presentation. Net proceeds of its stock sale will be used for working capital and other corporate purposes. The company has outstanding 400,000 common shares (with a 4¢ per share net tangible book value), all owned by National Musitime Corporation. Joel H. Weinberg is president. Purchasers of the shares being registered will sustain an immediate dilution of \$2.19 in per share book value from the offering price. (File 2-40129)

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:

Marine Midland Banks, Inc., Buffalo, N. Y. (File 2-40105) - 250,000 shares
 Sabine Royalty Corporation, Dallas, Tex. (File 2-40112) - 121,495 shares
 St. Joe Minerals Corporation, New York (File 2-40116) - 418,574 shares
 Liberty Loan Corporation, St. Louis, Mo. (File 2-40117) - 148,640 shares
 Neptune Meter Company, New York (File 2-40118) - 100,000 shares
 Massachusetts General Life Insurance Company, Boston, Mass. (File 2-40120) - 60,050 shares
 Conrac Corporation, New York (File 2-40125) - 74,550 shares
 Marlennan Corporation, Chicago, Ill. (File 2-40128) - 202,008 shares

SECURITIES ACT REGISTRATIONS. Effective April 26: AVM Corp., 2-39860; Cotton Petroleum Co., 2-38866; Eastern Air Devices, Inc., 2-39667; Fuqua Industries, Inc., 2-39848; General Health Services, Inc., 2-39512; Great Basins Petroleum Co., 2-38939 (40 days); The Lubrizol Corp., 2-39826; Phillips Petroleum Co., 2-40003; SFM Corp., 2-38804 (40 days); UAL, Inc., 2-39993; United Foods Inc., 2-39495; Wisconsin Public Service Corp., 2-39977.

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 the 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 full details of the application.

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