

# 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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**DAVIS ISLAND CO. SEEKS ORDER.** Pittsburgh Coke and Chemical Company, Pittsburgh closed-end investment company, has applied to the SEC for an order declaring that its former fully owned subsidiary, The Davis Island Company, has ceased to be an investment company as defined in the Act; and the Commission has issued an order (Release IC-5918) giving interested persons until December 22 to request a hearing thereon. Davis Island has been liquidated and all of its assets, consisting primarily of cash and 1,026,976 shares of Merck & Co., Inc., have been distributed to Pittsburgh Coke.

**SOUTHWESTERN ELECTRIC RECEIVES ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16543) authorizing Southwestern Electric Power Company, Shreveport subsidiary of Central and South West Corporation, to issue and sell \$35,000,000 of first mortgage bonds, Series K, due 1999, at competitive bidding. The company will use the net proceeds of its bond sale to finance its construction program and that of its subsidiaries (including repayment of about \$14,000,000 of short-term loans incurred therefor) and may apply part of such proceeds to retirement of \$12,306,000 of first mortgage bonds, Series A, due February 1, 1970. Construction expenditures for the fourth quarter of 1969 are estimated at \$14,220,000 and for the calendar year 1970 at \$38,160,000.

**COLUMBIA GAS SEEKS ORDER.** The Columbia Gas System, Inc., New York holding company and 17 of its subsidiaries have filed a proposal with the SEC under the Holding Company Act (Release 35-16544); and the Commission has issued an order giving interested persons until December 24 to request a hearing thereon. It is proposed that the subsidiary companies will prepay with excess cash from time to time prior to the end of 1970 up to \$193,258,000 of their outstanding promissory notes and open account construction loans held by Columbia; the latter will advance funds on open account to the subsidiaries from time to time as they may require for construction and other corporate purposes.

**ROCKY RIVER REALTY SEEKS ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16547) giving interested persons until December 15 to request a hearing upon proposals of Rocky River Realty Company, Hartford real estate subsidiary of Northeast Utilities, to increase bank borrowings for temporary financing of office building construction at Berlin, Conn. from \$12,500,000 to \$13,500,000, to issue and sell a three-year unsecured note in the amount of \$13,500,000 to Connecticut Bank and Trust Company for interim financing, and to increase authorization for negotiation of private placement of new real estate mortgage bonds as permanent financing from \$12,600,000 to \$13,600,000, subject to further order of the Commission as to terms and provisions of the new bonds. Rocky River also seeks authorization to issue and sell to Northeast up to \$1,000,000 of new five-year subordinated notes to finance any overruns in cost of the Berlin project.

**UNLISTED TRADING PRIVILEGES GRANTED.** The SEC has issued an order under the Securities Exchange Act (Release 34-8771) granting applications of the following exchanges for unlisted trading privileges in the common stocks or specified securities of the named companies:

**Boston Stock Exchange** - The Black & Decker Manufacturing Company, City Investing Co., Digital Equipment Corp., Emerson Electric Co., First National City Corporation, Four Seasons Nursing Centers of America, Inc., Fleetwood Enterprises, Inc., Gould, Inc., Hilton Hotels Corporation, International Telephone & Telegraph Corporation - \$4 Cumulative Convertible Preferred Stock, Series H, Kinney National Service, Inc., R. H. Macy & Co., Inc., McGraw-Hill, Inc., Mohawk Data Sciences Corp., Morton-Norwich Products, Inc., Reading & Bates Offshore Drilling Co., Rohr Corporation, Seaboard Coast Line Industries, Inc., Skyline Corporation, Temple Industries, Inc., UAL, Inc., Watkins-Johnson Co.

**Philadelphia-Baltimore-Washington Stock Exchange** - Seaboard Coast Line Industries, Inc.

**TRADING SUSPENSIONS CONTINUED.** The SEC has ordered the further suspension of over-the-counter trading in the securities of Liquid Optics Corporation for the period December 7 through December 16, 1969, inclusive, and in the securities of Continental Vending Machine Corporation for the period December 8 through 17, 1969, inclusive.

**W D ANDERSON ENJOINED.** The SEC Chicago Regional Office announced November 24 (LR-4489) that Walter D. Anderson, of Farmington, Mich., had been preliminarily enjoined by the Federal court in Detroit from violations of the Securities Act registration provisions in the sale of securities.

**VTR, OTHERS ENJOINED.** The SEC announced December 4 (LR-4490) that, without admitting the violations alleged in a complaint filed by the Commission with the U. S. District Court in New York, VTR, Incorporated, of New York, Prestige Structures, Inc., a recently-acquired subsidiary, and Alan H. Ginsburg, president of Prestige and executive vice president of VTR, consented to a permanent injunction against violations of the registration and anti-fraud provisions of the Federal securities laws.

OVER

**FILM CORP. OF AMERICA FILES FOR OFFERING AND SECONDARY.** Film Corporation of America, The Benjamin Fox Pavilion, Foxcroft Square, Jenkintown, Pa. 19046, filed a registration statement (File 2-35508) with the SEC on November 26 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 through underwriters headed by Allen & Company Incorporated, 30 Broad St., New York, N.Y.; the offering price (\$70 per share maximum\*) and underwriting terms are to be supplied by amendment. The company and certain selling stockholders have agreed to pay the underwriters up to \$20,000 for expenses and to sell the Allen firm, for \$33, five-year warrants to purchase 20,000 shares, nontransferable for two years. Also included in this statement are 50,000 outstanding common shares (including 25,000 shares held by the Allen firm), which may be offered for sale from time to time at prices current at the time of sale.

The company is engaged in the distribution of color negative photographic film and in developing, printing and processing photographic film for the amateur market. Of the net proceeds of its sale of additional stock, \$4,000,000 will be used for working capital, principally for the purchase of film and for advertising and promotional purposes, \$1,500,000 for establishment of additional plant facilities and equipment (including production facilities outside the Philadelphia area) and \$1,000,000 for possible expansion into the retail distribution field; the balance will be used by the company for general corporate purposes. In addition to indebtedness, the company has outstanding 941,500 common shares, of which Jules Nelson (board chairman) and Claire Nelson own 38% and Martin J. Farber (president) and Elaine Farber 31%. The Allen firm may sell 25,000 shares; names of the other selling shareholders and amounts to be sold are to be supplied by amendment.

**GINTER CORP. TO SELL STOCK.** Ginter Corporation, 309 Marquan Plaza, 2525 S.W. Third Ave., Portland, Ore., filed a registration statement (File 2-35509) with the SEC on November 26 seeking registration of 380,000 shares of Series A common stock, to be offered for public sale at \$10 per share. The offering is to be made through J. Lyell Ginter, president and board chairman of the company, who will receive a 9% selling commission.

The company was organized in May to engage in the development of an air pollution control engine employing a new combustion device, the "Thermogenerator," developed and transferred to the company by Ginter. Of the net proceeds of its stock sale, \$152,000 will be used to repay a bank loan, \$168,000 to repay loans made by Ginter, \$500,000 for research and development, \$1,200,000 to construct office and research facilities and to pay the balance of the price of its real estate and \$1,100,000 to purchase research and laboratory equipment and office equipment and supplies; the balance will be added to the company's working capital and will be available for general corporate purposes. The company has outstanding 750,000 Series A common and 40,000 Series B common shares (with a combined negative book value of 20¢ per share), of which Ginter owns 95%. Purchasers of the shares being registered will acquire a 32% stock interest in the company for their investment of \$3,800,000 (they will sustain an immediate dilution of \$7.22 in per share book value from the offering price); the present shareholders will then own 68%, for which they paid \$8,425.

**KEY LEARNING SYSTEMS TO SELL STOCK.** Key Learning Systems, Inc., 301 Broadway, Riviera Beach, Fla. 33404, filed a registration statement (File 2-35511) with the SEC on November 26 seeking registration of 100,000 shares of common stock. The stock is to be offered for public sale through Chartered New England Corporation, 90 Broad Street, New York, New York; the offering price (\$5.50 per share maximum\*) and underwriting terms are to be supplied by amendment. The underwriter will be entitled to purchase 10,000 shares at \$1.50 per share.

The company operates a correspondence school which offers three courses, two intended to prepare the student for civil service examinations and a heavy equipment operator's course which includes resident training. Of the net proceeds of its stock sale, \$150,000 will be used to pay part of the purchase price of the preferred stock of the company's predecessor, \$240,000 to open additional sales offices, and the balance for other corporate purposes, including working capital. The company has outstanding 550,000 common shares, of which American Ocean Science Enterprises, Inc., owns 36%, Adolph B. Lewson, board chairman, 19% and George Lewson, president, 19%.

**BRENNER INDUSTRIES FILES FOR OFFERING.** Brenner Industries, Inc., 3415 Glenn Avenue, Winston-Salem, N. Car. 27105, filed a registration statement (File 2-35512) with the SEC on November 24 seeking registration of 150,000 shares of common stock, to be offered for public sale through underwriters headed by Wheat & Co., Inc., 801 East Main Street, Richmond, Va. The offering price (\$14 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged, through subsidiaries, in steel fabrication, buying, processing and selling scrap metal and paper; providing containerized solid waste disposal services; and selling waste disposal equipment. Of the net proceeds of its stock sale, \$650,000 will be used to purchase and install an "automobile shredder" and the associated buildings and equipment required to put the shredder into operation; \$150,000 to construct office and service facilities in Charlotte, N. Car., and Columbia, S. Car.; and the balance for the repayment of bank borrowings. In addition to indebtedness, the company has outstanding 650,000 common shares (with a \$5.40 per share book value), of which Morris Brenner, president and board chairman, owns 19.9% and management officials as a group 85%.

**CAPITAL TRINITY FUND PROPOSES OFFERING.** Capital Trinity Fund, Inc., 1928 Arlington Blvd., Charlottesville, Va., filed a registration statement (File 2-35513) with the SEC on November 26 seeking registration of 2,000,000 shares of capital stock, to be offered for public sale at \$15 per share through underwriters headed by Francis I. DuPont & Co., 1 Wall Street, New York, New York, and Walston & Co., Inc., 74 Wall Street, New York, New York. The underwriters will receive a commission of \$1.275 per share. The Fund is an open-end diversified investment company seeking capital growth consistent with reasonable risk. Stateside Asset Management Corp., is investment adviser. William A. Hobbs, president of the Fund, is also president of the adviser, 80% of whose stock is owned by National Securities & Research Corporation. Hobbs owns the remaining 20%.

**K & F ENTERPRISES FILES OFFERING PROPOSAL.** K & F Enterprises, Inc., 287 Main St., Hempstead, N.Y., filed a registration statement (File 2-35514) with the SEC on November 28 seeking registration of 100,000 shares of common stock, to be offered for public sale through underwriters headed by S.R.H. Securities Corp., 55 Broad Street, New York, New York. The offering price (\$6 per share maximum\*) and underwriting terms are to be supplied by amendment. The said underwriter will receive \$20,000 for expenses, and it will be entitled to purchase, for \$100, five-year warrants for the purchase of 10,000 shares.

The company is engaged through subsidiaries in the operation of leased departments located in full line multi-department "discount centers", selling decorative home furnishings and linen domestic products (draperies, towels, rugs, sheets etc.). Of the net proceeds of its stock sale, \$136,000 will be used to repay bank debt (guaranteed by company officials), \$150,000 will be applied to the purchase of inventories, fixtures and preopening expenses (in the anticipated opening of two additional departments), \$150,000 will be used to acquire or create leased fabric center departments in discount centers, and the balance will be added to working capital. The company has outstanding 421,000 common shares (with a book value of \$.142 per share), of which Stanley Klamkin, president, and Robert Frankel, board chairman, own 40.4% each.

**ABSCOA INDUSTRIES FILES FOR OFFERING AND SECONDARY.** Abscoa Industries, Inc., 25 West Hartsdale Avenue, Hartsdale, New York, 10530, filed a registration statement (File 2-35515) with the SEC on November 28 seeking registration of 200,000 shares of common stock, of which 150,000 are to be offered for public sale by the company and 50,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Hirsch & Co., Inc., 25 Broad Street, New York, New York; the offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is primarily engaged in the sale and distribution of aircraft parts and supplies, including precision fasteners, valves, actuators, anti-icing equipment, "O" rings and precision sealers. Of the net proceeds of its sale of additional stock, \$200,000 will be applied to the construction and furnishing of its new corporate headquarters at Greenburgh, Westchester County, N.Y.; \$100,000 will be used for the purchase of land and the construction thereon of a facility near the new Kansas City airport to replace an existing facility in North Kansas City, \$198,500 to repay bank loans, \$450,000 to increase purchasers of certain inventories to levels where more favorable volume discounts are available, and the balance for working capital and other corporate purposes. The company has outstanding 300,000 common shares, of which A.J. Babboni, president, owns 44.4% and management officials as a group 65.17%. Babboni propose to sell 21,459 of 221,459 shares held and four others the remaining shares being registered.

**AVCO DEVELOPERS FILES EXCHANGE PLAN.** AVCO Community Developers, Inc., 12425 Rancho Bernardo Rd., San Diego, Calif. 92128, filed a registration statement (File 2-35516) with the SEC on November 28 seeking registration of 1,764,270 shares of common stock and warrants to purchase 151,441 shares. The company proposes to offer to exchange .6 of a share of its stock plus \$3.75 cash for each outstanding common share of Laguna Niguel Corporation; it also will offer .6 of a warrant for each outstanding warrant of Laguna (each company warrant represents the right to purchase one share of its common stock for \$3.75). Paine, Weber, Jackson & Curtis, 140 Broadway, New York, New York, will head a group of dealers to solicit acceptance of the exchange offer.

A subsidiary of Avco Corporation, the company (formerly Rancho Bernardo, Inc.) is engaged in business activities involving acquiring, planning, developing, operating and selling residential, commercial and industrial land and facilities, Laguna, of Laguna Niguel, Calif., is engaged in the development of a planned community, known as Laguna Niguel, in southern Orange County, Calif. In addition to indebtedness, the company has outstanding 1,806,000 common shares. James R. Kerr is board chairman and Harry L. Summers president.

**TRANS ATLAS FILES FOR OFFERING.** Trans Atlas Corporation, West 106 Misson St., Spokane, Wash., 99201, filed a registration statement (File 2-35117) with the SEC on November 28 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$10 per share. The offering is to be made on an agency, best-efforts basis by Security Brokers, Inc., 13525 32d N.E., Seattle, Wash., which will receive a 13% selling Commission.

The company was organized in May primarily to be a parent company in the development of condominium and hotel projects and to operate subsidiary corporations. Of the net proceeds of its stock sale, \$250,000 will be used for repayment of monies borrowed for advance to Rodeway Inn/San Francisco Airport joint venture, \$188,666 for repayment of existing mortgages on present properties, \$500,000 for working capital, \$150,000 for future expansion and \$1,521,334 to provide liquidity for borrowing purposes. The company has outstanding 395,721 common shares (with a book value of \$2.16 per share). A. Lamont Nibarger is board chairman and Kenneth K.S. Fong is president.

**EDUCATIONAL COORDINATES TO SELL STOCK.** Educational Coordinates, Inc., 475 Hamilton Ave., Palo Alto, Calif. 94301, filed a registration statement (File 2-35518) with the SEC on November 28 proposing the public offering of 200,000 shares of common stock. The offering price (\$15 per share maximum\*) and underwriting terms as well as the name of the underwriter are to be supplied by amendment.

The company is engaged in the construction of class schedules for schools using computers and modern scheduling techniques. Net proceeds of its stock sale will be used in part for leasehold improvements and capital equipment; the balance will be used as additional working capital for business expansion purposes. The company has outstanding 475,000 common shares (with a 20¢ per share book value), of which Arthur F. Coombs, Jr., board chairman, and Robert E. Kessler president, own 11.1% each, management officials as a group 56.2%, Illinois Capital Investment Corp. 10.5% and Blair & Co., Inc., 11.8%. Purchasers of the shares being registered will acquire a 30% stock interest in the company for their investment of \$3,000,000\* (they will sustain an immediate dilution of \$10.40 in per share book value); present stockholders will then own 70% with an aggregate cost of \$950.

**JETCO ELECTRONIC SHARES IN REGISTRATION.** Jetco Electronic Industries, Inc., Huntsville, Texas 77340 filed a registration statement (File 2-35520) with the SEC on November 28 seeking registration of 139,700 common shares, of which 82,200 are to be offered for public sale by the company and 57,500 (being outstanding shares) by the present holders thereof. The offering price (\$4 per share maximum\*) and underwriting terms are to be supplied by amendment; Quinn & Co., Inc., 200 Second St., N.W., Albuquerque, N. Mex. 87103, is underwriter.

The company is primarily engaged in the development, manufacture and sale of electronic metal-mineral detecting devices and accessories; recently it developed an electronic remote control dog training device. Net proceeds of its stock sale will be used for repayment of bank loan, as working capital, and to purchase additional machinery and equipment. The company has outstanding 383,332 shares, of which John E. Turner, president, owns 70%.

**BORO ELECTRONICS FILES DUAL OFFERING PROPOSAL.** Boro Electronics, Inc., 86 Denton Avenue, New Hyde Park, New York, has joined with its 69.3%-owned subsidiary, Environmental Pollution Research Corporation, in the filing of a registration statement (File 2-35521) with the SEC on November 28 seeking registration of 50,000 shares of Boro common stock and 100,000 shares of Environmental common stock, to be offered for public sale in units consisting of 1 share of Boro common and 2 shares of Environmental common. The offering is to be made on an agency, all or none basis, by S.J. Salmon & Co., Inc., 101 Maiden Lane, New York, New York; the offering price (\$20 per unit maximum\*) and underwriting terms are to be supplied by amendment. The underwriter will receive \$22,500 for expenses; and it will be entitled to receive warrants for the purchase of \$5,000 shares of Boro common and 10,000 shares of Environmental common. A finder's fee of \$22,500 is payable to Leonard Aptman and Elmer Ferber.

Boro's principal activity is the wholesale distribution of industrial electronic parts, components, wire and cable, while Environmental, in the embryonic stage of development, plans to design, manufacture and install air pollution control systems for incinerators and fuel burning equipment in apartment complexes, industrial plants, hospitals and government installations and facilities. In addition to indebtedness, Boro has outstanding 268,000 common shares, Environmental has outstanding 326,000 shares. Net proceeds of its stock sale will be used by Boro for the repayment of \$165,000 of bank loans and the balance for general corporate purposes. Of the net proceeds of its stock sale, Environmental will use \$100,000 for the purchase of machinery, tools and equipment, \$50,000 for repayment of a loan, \$50,000 for salaries, \$50,000 for research and the balance for other purposes, including working capital. Melvin Fischer is president and board chairman of Boro and Dr. William Y. Ma is president and board chairman of Environmental.

**OLSON RESEARCH & MFG. TO SELL STOCK.** Olson Research & Manufacturing Corp., 707 Broad Hollow Road, East Farmingdale, N.Y., filed a registration statement (File 2-35522) with the SEC on November 28 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$3.50 per share. The offering is to be made on an all or none basis by Fox Securities Company, 200 West 57th Street, New York, New York, which will receive a 35% per share selling commission plus \$10,000 for expenses. The underwriter also will be entitled to purchase, for \$10, six-year warrants for the purchase of 10,000 common shares, exercisable after 13 months at \$3.85 per share.

The company is engaged in research and development of complex electronic devices primarily utilizing acoustic technology. Of the net proceeds of its stock sale, \$124,000 is to be used for research and development, \$58,000 for inventory, \$57,500 for advertising and outside sales expense and the balance for other purposes, including working capital. The company has outstanding 300,000 common shares (with a book value of 19¢ per share), of which Charles W. Olson, president, owns 52.4% and management officials as a group 81.3%. Purchasers of the shares being registered will acquire a 25% stock interest in the company for their investment of \$350,000 (they will sustain an immediate dilution of \$2.65 in per share book value from the offering price), present stockholders will then own 75%, for which they paid \$63,490 or 21¢ per share.

**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:

Land Consultants of America, Inc., Sherman Oaks, Calif. 91403 (File 2-35506) - 100,000 shares  
Technitrol, Inc., Philadelphia, Pa. 19134 (File 2-35516) - 75,000 shares  
Open Road Industries, Inc., Redondo Beach, Calif. 90278 (File 2-35519) - 36,300 shares

**SECURITIES ACT REGISTRATIONS.** Effective December 4: Buttonwood Securities, Inc., 2-34474 (90 days); Carousel Fashion, Inc., 2-34808 (90 days); Colwell Mortgage Trust, 2-33624 (90 days); Data Processing Financial & General Corp., 2-35456; The Detroit Edison Co., 2-35291; Environmental Industries, Inc., 2-34049 (90 days); First Chicago Corp., 2-35494; Full-R-Up Systems, Inc., 2-33523 (90 days); Investment Property Associates, 2-33132 (Mar 4); Kennedy Computer Institute, Inc., 2-34141 (90 days); Mark Twain Bancshares, Inc., 2-34499 (Jan 13); Maryland National Corp., 2-34005; Meisel Photochrome Corp., 2-31890 (90 days); The National Cash Register Co., 2-35343; Public Service Electric & Gas Co., 2-35357; Shiseido Co. Ltd., 2-35382; Standard Computer Corp., 2-32436 (90 days); Technicon Corp., 2-35236 (90 days); Trans World Airlines, Inc., 2-35298 (Jan 13); Tucker Land Co., 2-34715 (90 days); Western Development Corp., 2-34298 (Mar 4).

**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.