

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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H. C. WATSON CO., LA JOLLA MGM. REGISTRATIONS REVOKED. The SEC today announced a decision under the Securities Exchange Act and the Investment Advisers Act (Release 34-8041) revoking the broker-dealer registration of Hugh C. Watson Co., Inc., of City of Commerce, Calif., and the investment adviser registration of La Jolla Management Co., of San Diego. Watson Co., which also was expelled from the National Association of Securities Dealers, Inc., defaulted by not answering the charges against it. LaJolla Management consented to the revocation of its registration. Based upon their consent, the Commission also barred Charles Arthur Watson and William Marshall from further association with any securities firm and suspended James Watson and Hugh Charles Watson from such association for periods of 120 and 60 days, respectively.

According to the Commission's decision, Watson Co., together with or aided and abetted by Charles and Robert Watson and Marshall, violated the registration and anti-fraud provisions of the securities laws in the sale of stock of Video Corporation (they converted Video stock received from customers to their own use); Watson Co., aided and abetted by Charles, Hugh and Robert Watson, violated the Commission's net capital and reporting rules; Watson Co., aided and abetted by Charles Watson and Marshall, violated the Commission's record-keeping rules; and La Jolla, aided and abetted by Charles, Hugh and Robert Watson, violated the Commission's reporting rules.

WALDMAN & CO. REVOCATION EFFECTIVE. The SEC reported today that Waldman & Co., of 27 William Street, New York, did not seek Commission review of the initial decision of its Hearing Examiner ordering the revocation of the Waldman firm's broker-dealer registration under the Securities Exchange Act of 1934. Accordingly, the revocation order has become effective.

Also effective is the Examiner's order barring the firm's general partner, Seymour Waldman, and three salesmen, Julius Gladstein, Reubin Ehrlich and Bernard Portnoy, from further association with any broker-dealer firm, said three salesmen not having sought Commission review of the Examiner's decision. Three other salesmen have petitioned for review.

In his decision, filed January 30, the Examiner found that Waldman & Co., Waldman, and the seven salesmen had violated the anti-fraud provisions of the Federal securities laws in connection with the offer and sale in 1964 and 1965 of stock of Development Corporation of America and United Utilities Corp. of Florida. The firm also was found to have violated the Commission's net capital rule.

FIRST AT ORLANDO FILES EXCHANGE PROPOSAL. First at Orlando Corporation, First National Bank Bldg., Orlando, Fla., filed a registration statement (File 2-26038) with the SEC on February 28 seeking registration of 1,248,500 shares of common stock. The shares are to be offered in exchange for stocks of certain banks, as follows: 840,000 company shares for all of the 210,000 outstanding shares of The First National Bank at Orlando, on the basis of 4 company shares for one First National share; 162,500 shares for the 50,000 outstanding shares of College Park National Bank at Orlando, at the rate of 3.25 company shares for one College Park share; 100,000 shares for the 50,000 outstanding shares of South Orlando National Bank, on the basis of two company shares for one South Orlando share; 76,000 shares for the 40,000 outstanding shares of The Plaza National Bank at Orlando, at the ratio of 1.9 company shares for one Plaza National share; and 70,000 shares for the 35,000 outstanding shares of First National Bank at Pine Hill, at the rate of two company shares for one First National share. The exchange offer is conditioned upon the company's acquiring not less than 80% of the outstanding shares of the said five banks.

Organized under Florida law in May 1966, the company proposes to become a bank holding company. The five banks which it seeks to acquire are located in Orlando and suburban Orange County, Fla. W. J. Capehart is board chairman W. H. Dial is president of the company.

STANDARD COMPUTERS FILES FINANCING PROPOSAL. Standard Computers Incorporated, One Wynnewood Rd., Wynnewood, Pa. 19096, filed a registration statement (File 2-26040) with the SEC on February 28 seeking registration of \$4,000,000 of senior subordinated debentures, due 1980, and warrants to purchase 200,000 shares of common stock. The securities are to be offered for public sale in units consisting of warrants to purchase 50 shares and \$1,000 of debentures. The offering is to be made through underwriters headed by Blair & Co., Inc., 20 Broad St., New York. The interest rate on the debentures, public offering price and underwriting terms are to be supplied by amendment.

Organized under Pennsylvania law in August 1965, the company is engaged in the purchase, lease and sale of electronic data processing equipment. Net proceeds of this financing will be used to finance the purchase of equipment as needed to fulfill the requirements of the leases which may be negotiated. In addition to indebtedness, the company has outstanding 364,300 common shares, of which Auerbach Corp., Lease Financing Corp., and the Montgomery Ward & Co., Inc., Retirement Trust own 50,000 shares each; Blair & Co., Inc., holds 50,000 shares. Herman A. Affel, Jr., is president of the company.

LIBERTY LEASING FILES FOR OFFERING. Liberty Leasing Co., Inc., 221 N. LaSalle St., Chicago, Ill., filed a registration statement (File 2-26042) with the SEC on February 28 seeking registration of 105,000 shares of common stock. The stock is to be offered for public sale at \$5 per share through Alessandrini & Co., Inc., 11 Broadway, New York, which will receive a \$.50-per-share selling commission. The offering is to be made

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on a best efforts basis. The company has also agreed to sell to the underwriter (for \$8,000) 8,000 shares of its common stock, and it has agreed to pay a finder's fee to Saul Kampf in the amount of \$17,250 and to sell 2,250 common shares to him at \$1 per share.

The company is engaged in leasing equipment and machinery to industrial and commercial firms. Net proceeds of its stock sale will be added to working capital and used to expand its business in equipment leasing and related fields. In addition to indebtedness, the company has outstanding 205,000 common shares, of which management officials own 92.1% (including 41.2% each owned by Howard A. Grossman, president, and Maurice Gross, executive vice president).

SUNBEAM PROPOSES DEBENTURE OFFERING. Sunbeam Corporation, 5400 W. Roosevelt Rd., Chicago, Ill. 60650, filed a registration statement (File 2-26046) with the SEC on March 1 seeking registration of \$50,000,000 of sinking fund debentures, due 1992. The debentures are to be offered for public sale through underwriters headed by Goldman, Sachs & Co., 20 Broad St., New York 10005, and William Blair & Co., 135 S. LaSalle St., Chicago, Ill. 60603. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company manufactures portable household appliances. Net proceeds of its debenture sale will be used to reduce short-term borrowings. In addition to indebtedness, the company has outstanding 7,422,534 common shares. R. P. Gwinn is president.

BG&O CO. MANAGEMENT PROPOSES OFFERING. BG&O Co. Management Company, 1014 Patterson Bldg., Denver, Colo. 80202, filed a registration statement (File 2-26047) with the SEC on March 1 seeking registration of \$3,000,000 of commitments to its 1967 Buttes Gas and Oil Exploration Program, to be offered in minimum commitments of \$10,000 (subject to an overexpenditure assessment of 5% and developmental expenses of apparently productive properties).

Organized under Delaware law in May 1966, the company will engage Buttes Gas & Oil Co. to explore for oil and gas, primarily in the California, Texas and the Mid-Continent and Rocky Mountain areas. Buttes will subscribe to a participation equal to one-third of the commitments of all other participants. The company has outstanding 100 capital shares, which are owned in equal proportion by John Boreta and Otto Hackel, president and vice president, respectively, of the company and of Buttes.

FOUR STOCK PLANS FILED. Form S-8 registration statements have been filed with the SEC by the following companies, seeking registration of securities for offering under employee and/or officer stock plans:

Argus Incorporated, 5950 W. Touhy Ave., Chicago, Ill. 60648 (File 2-26044) (141,100 shares)

United Aircraft Corporation, 400 Main St., East Hartford, Conn. 06108 (File 2-26045) (100,000 shares)

Two additional stock plans were filed on Form S-1, as follows:

Westinghouse Electric Corporation, 3 Gateway Center, Pittsburgh, Pa. 15230 (File 2-26048- 300,000 shares)
(File 2-26049 - 2,000,000 shares)

IRVINGTON PLACE FILES FINANCING PROPOSAL. Irvington Place, Inc., 1407 Broadway, New York 10018, filed a registration statement (File 2-26035) with the SEC on February 28 seeking registration of \$600,000 of 6% subordinated convertible debentures, due 1975, and 60,000 shares of common stock. The securities are to be offered for public sale in units consisting of \$1,000 of debentures and 100 common shares, through Shaskan & Co., Inc., 67 Broad St., New York 10004. The public offering price (\$1,500 per unit maximum*) and underwriting terms are to be supplied by amendment. The company has sold to the underwriter, for \$150, three-year warrants to purchase 15,000 shares of common stock.

The registration statement also covers 30,000 outstanding shares of common stock which the present holders may offer for public sale from time to time in the over-the-counter market.

The company is principally engaged in the design, manufacture and sale of medium-priced young fashion merchandise. Of the net proceeds of its sale of additional securities, \$200,000 will be used to repay a bank loan, \$350,000 will be used for expansion purposes, and the balance will be added to general funds. In addition to indebtedness, the company has outstanding 240,000 common shares, all owned by management officials. The prospectus lists four selling stockholders, including Irving Rothman, president and board chairman. Rothman presently owns 67% of the company's outstanding stock.

SHE HAUNTS ME PLAY CO. FILES FOR OFFERING. The She Haunts Me Play Company, c/o Fima Noveck, 619 W. 54th St., New York, filed a registration statement (File 2-26043) with the SEC on February 28 seeking registration of \$450,000 of interests in its limited partnership. The interests are to be offered for public sale in \$9,000 units (subject to a 20% overcall).

The issuer is a partnership to be formed under New York law for the purpose of producing a dramatico-musical play presently entitled "She Haunts Me", an adaptation of a novel written by Mrs. Josephine A. C. Leslie (under the pen name of R. A. Dick) titled "The Ghost and Mrs. Muir". The plot concerns a young widow who rents an isolated cottage and her encounters with the ghost of the previous owner who haunts the cottage. Robert Kole is the composer; Richard F. Curry and Joan Javits, lyricists; and John Ott, the bookwriter. The play is to be produced by the general partner, Fima Noveck.

LOCKHEED FILES FINANCING PROPOSAL. Lockheed Aircraft Corporation, 2555 North Hollywood Way, Burbank, Calif. 91503, today filed a registration statement (File 2-26052) with the SEC seeking registration of \$125,000 of convertible subordinated debentures due 1992. The debentures are to be offered for public sale through underwriters headed by Blyth & Co., Inc., 14 Wall St., New York 10005; the interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the design, manufacture and sale of aircraft and of aircraft and aerospace systems; its business is now primarily military. A portion of the net proceeds of its debenture sale will be applied to the retirement of outstanding bank loans (approximating \$55 million) incurred in 1966 and early 1967 in connection with increases in both inventories and capital expenditures. During 1966 the company's net investment in inventories increased by approximately \$39 million. Capital expenditures totaled \$71 million, an increase of approximately \$35 million over 1965. Capital expenditures in 1967 are expected to approximate those in 1966. The balance of the proceeds may be used together with internally generated funds, future bank financing, and, if required, funds obtained from other sources, for additions to property, plant and equipment; to advance the company's position in the development, production and sale of commercial aircraft; in research, development and testing to enable the company to continue to compete for aircraft, missile and space and other Government programs; and for other corporate purposes.

In addition to indebtedness, the company has outstanding 11,153,078 shares, of which management officials own about 3%. Courtlandt S. Gross is board chairman and Daniel J. Haughton president.

MIDLAND-ROSS PROPOSES DEBENTURE OFFERING. Midland-Ross Corporation, 55 Public Sq., Cleveland, Ohio 44113, filed a registration statement (File 2-26051) with the SEC on March 1 seeking registration of \$25,000,000 of sinking fund debentures, due 1992. The debentures are to be offered for public sale through underwriters headed by Smith, Barney & Co. Inc., 20 Broad St., New York 10005, and Lehman Brothers, One William St., New York 10004. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is engaged in the manufacture of products for the capital goods, automotive, railroad, building and construction, aerospace and defense, and consumer goods industries. Net proceeds of its debenture sale, together with internally generated funds and the proceeds of bank borrowings, will be used for general corporate purposes. The company expects that capital expenditures for expansion and improvement of its facilities will approximate \$65,000,000 in 1967 and 1968. In addition to indebtedness and preferred stock, the company has outstanding 5,102,910 common shares. Wade N. Harris is board chairman and David E. Walbert is president.

COMMONWEALTH EDISON PROPOSES OFFERING. Commonwealth Edison Company, 72 W. Adams St., Chicago, Ill. 60690, today filed a registration statement (File 2-26055) with the SEC seeking registration of \$50,000,000 of first mortgage bonds, Series Y, due 1997, to be offered for public sale at competitive bidding. Net proceeds of its bond sale will be added to working capital for ultimate application in connection with the company's construction program, estimated to cost \$1,020,000,000 for the five-year period 1967-1971.

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's "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 March 1 News Digest.

General Life Of Missouri Investment Co.	
Dec 66 (1)	0-2191-2
General Stores Corp Jan 67 (4,7,13)	1-3136-2
Investors Security Corp Jan 67 (1)	0-1972-2
L'Aiglon Apparel Inc Jan 67 (7,9,12,13)	1-3497-2
May Dept Stores Co Jan 67 (8)	1-79-2
May Stores Realty Corp Jan 67 (8)	1-4044-2
Mayflower Life Ins Co of Mich Jan 67 (12)	
	2-23599-2
McWood Corp Jan 67 (7)	1-5122-2
Merchants Refrigerating Co Feb 67 (7,13)	1-4029-2
Morrison-Knudsen Co., Inc Sept 65 (7,13)	0-880-2
General Life of Missouri Investment Co.	
Amend #1 for Dec 66 (1)	0-2191-2

SECURITIES ACT REGISTRATIONS. Effective March 1: Data Processing Financial and General Corp., 2-25924 (40 days); Diversified Metals Corp., 2-25930 (Apr 10); Omni Spectra, Inc., 2-25788 (June 1).
Effective March 2: Aero Systems, Inc., 2-25903 (90 days); Dynell Electronics Corp., 2-25861 (90 days).
Withdrawn March 1: A & B Gold Silver Mines, Inc., 2-25975; Carl W. Birky, et al., Organizers (Overseas Investment Ltd. to be Formed), 2-23884; Savannah Inn & Country Club, Inc., 2-25645.

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.