

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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RANKIN CO. SUSPENDED. The SEC today announced that, with their consent, it had ordered a 30-day suspension of over-the-counter trading by the Atlanta firm of Rankin & Company and a 30-day suspension of Sydney V. Fillingim, a trader for that firm, from association with any broker-dealer or investment adviser, both effective February 25. For eleven months thereafter, Rankin also is suspended from executing transactions in Canadian over-the-counter securities. (Release 34-8535)

The action involved the offer and sale of stock of Lynbar Mining Corporation, Ltd., during the period January 1 through May 7, 1968. In an injunctive action brought by the Commission against Rankin and Fillingim (among others), it was alleged that they offered and sold Lynbar stock in violation of the registration and anti-fraud provisions of the Federal securities laws. Without admitting the allegations of the Commission's complaint, they consented to a court order of permanent injunction in November 1968.

Upon the basis of such injunctive action, the Commission authorized administrative proceedings to determine whether any action of a remedial nature was appropriate in the public interest. In an offer of settlement, which the Commission accepted, Rankin and Fillingim consented to the indicated sanctions or suspensions. Under the terms of the settlement, Rankin during the 30-day suspension may not effect transactions in over-the-counter securities (except the execution of customers' unsolicited orders to sell from existing positions and of orders in municipal securities); and for eleven months thereafter it may not execute transactions in Canadian over-the-counter securities (except that the firm may during such period execute on an agency basis unsolicited orders in Canadian over-the-counter securities).

SPANGLER SANCTION AFFIRMED. The SEC today announced a decision under the Securities Exchange Act (Release 34-8531) dismissing an appeal by Richard C. Spangler, Inc., of Pittsburgh, and Richard C. Spangler, Jr., its president, from a censure and fine imposed by the NASD for a violation of the Commission's net capital rule on May 31, 1967. The firm then had an undisputed net capital deficiency (thereafter eliminated) resulting from the exclusion from net worth of its holdings of stock of Interamerican Industries, Ltd., following the Commission's suspension of trading in that stock. The NASD District Business Conduct Committee had imposed 30-day suspensions on the firm and Spangler, and fined them jointly and severally \$500. Upon review, the NASD Board of Governors modified the penalty to censure of the firm and Spangler and a joint and several fine of \$1,000. The Commission held that the NASD penalties were not excessive or oppressive and that in assessing those penalties, ^{the NASD} properly took into account prior net capital difficulties not cited in the present complaint for which the firm and Spangler had been censured.

GUIDELINES PROPOSED FOR MUTUAL FUND SALES ABROAD. The SEC today invited the submission of comments upon proposed "guidelines" with respect to the applicability of the Federal securities laws to the sale of shares of registered open-end investment companies outside the geographic territory of the United States. The proposed guidelines, on which comments are due not later than March 25 (Release 33-4951) reflect the position which the Commission's staff would take with respect to such sales of mutual fund shares. Numerous inquiries have been received concerning this matter since the President on January 1, 1968, called for, among other things, "an intensified program to attract greater foreign investment in United States corporate securities, carrying out the principles of the Foreign Investors Tax Act of 1966." The proposed guidelines describe the responsibilities of United States issuers in connection with foreign sales of their shares. Generally speaking, the staff takes the position that shares of registered mutual funds offered and sold to foreign nationals abroad should be registered and that the issuers should conduct such offerings by means of a prospectus which does not differ materially from the prospectus used in the United States -- discussion of U. S. tax laws may be omitted, but disclosures specifically designed for citizens of a particular foreign country should be added, where appropriate - and the prospectus used in any foreign country should be printed in the native language or a language otherwise appropriate for the particular country. In addition, issuers should assume the responsibility of insuring that sales literature used in the offer of mutual fund shares abroad to foreign nationals generally conforms with the Commission's Statement of Policy governing such literature used in the United States. The staff further believes that the provisions of the Investment Company Act apply to an open-end company registered under the Act, regardless of where its shares are sold.

TWO O/C FIRMS SEEK EXEMPTION. The following have filed applications with the SEC pursuant to the Securities Exchange Act of 1934, for exemption from the registration provisions of Section 12(g) of that Act:

- 1) Albright Bond Mortgages, by its Trustee, Albright Title & Trust Company, Newkirk, Okla.
- 2) Unique Frozen Foods, Inc., Portland, Oregon.

The Commission has issued orders giving notice of such exemption applications and providing interested persons an opportunity to request a hearing thereon not later than March 14 and 17, 1969, respectively.

Section 12(g) calls for the registration of shares traded over-the-counter if the issuer has total assets exceeding \$1,000,000 and a class of equity securities held by 500 or more persons. Registration would subject the issuer to the periodic reporting and proxy provisions of the Act; and officers, directors and 10% owners would be subject to the "insider" trading rules.

OVER

The application in behalf of Albright Bond Mortgages states that it is a trust estate whose funds are invested primarily in first mortgages on real estate, and that its certificates are issued in varying face amounts in multiples of \$50 and at a interest rate of 5 percent, redeemable upon thirty days written notice at the option of either the investor or the trustee. There is no trading market in the securities and the holders of such certificates do not have voting rights. The Trust files reports pursuant to the requirements of Section 15(d) of the Act.

With respect to Unique Frozen Foods ("Unique"), on November 1, 1968, Lamb-Weston, Inc., made a tender offer to Unique's shareholders and thereby became the owner of 85,255 of the 106,222 outstanding shares of Unique's common stock; and as of January 28, 1969, there were 115 shareholders of Unique, including Lamb-Weston which as of February 2, 1969, owned 100,909 of 106,022 outstanding shares of Unique. There has been no trading in Unique shares since October 1, 1968. Unique's identity has substantially diminished since Lamb acquired more than 95% of its outstanding stock in that Unique's financial statements will be consolidated with Lamb's financial statements at the end of Lamb's fiscal year on April 30, 1969 and Unique's name has been changed to "Lamb-Weston, Inc. of Connell."

NEES SYSTEM BORROWINGS APPROVED. The SEC has issued an order under the Holding Company Act (Release 35-16292) authorizing ten subsidiaries of New England Electric System, Boston holding company, to issue from time to time during 1969, to banks and/or to NEES, short-term promissory notes in the maximum amount of \$47,710,000 to be outstanding at any one time. The proceeds thereof will be used to pay then outstanding notes payable to banks and/or NEES, to provide new money for capital expenditures, or reimburse the issuer's treasury therefor.

COLUMBIA GAS BORROWINGS AUTHORIZED. The SEC has issued an order under the Holding Company Act (Release 35-16295) authorizing The Columbia Gas System, Inc., New York holding company, to issue and sell unsecured notes to banks in amounts not to exceed \$100,000,000 in the aggregate. The funds will be used to finance, in part, the 1969 construction requirements of subsidiaries, estimated at \$165,000,000.

GULF POWER FINANCING CLEARED. The SEC has issued an order under the Holding Company Act (Release 35-16296) authorizing the issuance and sale at competitive bidding by Gulf Power Company, Pensacola, Fla., of \$15,000,000 of first mortgage bonds, due 1999, and 50,000 shares of \$100 par preferred stock. The net proceeds of such sale will be used (1) to finance, in part, the company's 1969 construction program, estimated at \$28,555,000, (2) to pay bank notes issued for construction purposes, and (3) for other corporate purposes.

DELMARVA POWER SEEKS ORDER. Delmarva Power & Light Company, Wilmington holding company, has applied to the SEC for approval of a proposed amendment of its charter; and the Commission has issued an order (Release 35-16297) giving interested persons until March 12 to request a hearing thereon. Delmarva Power proposes to amend its charter so as to increase the authorized number of preferred shares from 500,000 to 750,000. Of the 500,000 authorized shares, 320,000 are issued and outstanding. The company's construction program is expected to require expenditures of \$113,000,000 during the next two years; it believes that to achieve maximum flexibility so that such financing can be carried out on the most advantageous basis, the proposed increase in authorized preferred shares is necessary.

AMERICAN UNITED LIFE SEEKS ORDER. The SEC has issued an order under the Investment Company Act (Release IC-5620) giving interested persons until March 14 to request a hearing upon an application of American United Life Insurance Company, Indianapolis, and American United Life Pooled Equity Fund B for exemption from certain provisions of the Act. Fund B was established by the Insurance Company as the facility through which Insurance Company will set aside and invest assets attributable to variable annuity contracts initially qualifying for federal tax benefits under Section 401 or 403 of the Internal Revenue Code of 1954.

UNLISTED TRADING SOUGHT. The SEC has issued an order under the Securities Exchange Act (Release 34-8539) giving interested persons until March 11 to request a hearing upon an application of the Philadelphia-Baltimore-Washington Stock Exchange for unlisted trading privileges in the warrants of Ling-Temco-Vought, Inc. and in the common stock of the following companies: Asamera Oil Corporation, Ltd., Associated Oil & Gas Co., Denny's Restaurants, Inc., Kawecki Berylco Industries, Inc., and Siboney Corporation.

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the common stocks of Crestline Uranium & Mining Company and Electrogen Industries, Inc. (formerly Jodmar Industries, Inc., and sometimes known as American Lima Corporation) for the further ten-day period February 26 through March 7, 1969, inclusive.

IOWA-ILLINOIS G&E PROPOSES FINANCING. Iowa-Illinois Gas and Electric Company, 206 East Second St., Davenport, Iowa 52801, filed a registration statement (File 2-31762) with the SEC on February 18 seeking registration of \$15,000,000 of first mortgage bonds (due 1999) and 100,000 shares of cumulative preferred stock (\$100 par), to be offered for public sale at competitive bidding. The company will use the net proceeds of this financing to retire some \$20,552,500 of short-term bank loans and other short-term borrowings incurred to finance construction costs; the balance will be added to working capital and used to defray construction costs. Construction expenditures are estimated at \$53,000,000 during 1969 and \$60,000,000 in the three following calendar years.

FRANCHISE MANAGEMENT TO SELL STOCK. Franchise Management Corp., 2805 West Henrietta Rd., Rochester, N.Y. 14623, filed a registration statement (File 2-31742) with the SEC on February 17 seeking registration of 250,000 shares of common stock, to be offered for public sale at \$6 per share. The offering is to be made through company officials and possibly NASD members; the latter will receive a 50¢ per share selling commission.

Organized under New York law in November 1968, the company will engage in the establishment, operation and franchising of pizza take-out stores. It is in a promotional and developmental stage and has not yet commenced operation of its first store. Of the net proceeds of its stock sale, \$140,000 will be used for administrative expenses, \$80,000 for marketing expenses, \$600,000 for real estate development and \$275,000 for land development; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 442,000 common shares (with a 26¢ per share book value), of which Nicholas A. De Mare, president, Pasqual Acciari, treasurer, and Joseph R. Vasile, secretary, own 23% each. Upon completion of this offering, the purchasers of the shares being registered will own 36% of the then outstanding common stock for their \$1,500,000 cash investment, and the present shareholders will own 64% in exchange for cash totalling \$115,300.

PAYLESS CASHWAYS FILES FOR OFFERING AND SECONDARY. Payless Cashways, Inc., South Highway 65, Iowa Falls, Iowa 50126, filed a registration statement (File 2-31743) with the SEC on February 17 seeking registration of 254,000 shares of common stock, of which 150,000 are to be offered for public sale by the company and 104,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Shearson, Hammill & Co. Incorporated, 14 Wall St., New York, N. Y. 10005; the offering price (\$14 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized under Iowa law in November 1968 as successor to a business founded in 1930, the company and its subsidiaries operate a chain of 16 "one-stop" retail stores which offer a wide variety of building materials and supplies. Part of the net proceeds of its sale of additional stock will be applied to the temporary reduction of short-term bank debt (which amounted to \$1,645,000 at December 31); the balance will be used to finance the company's expansion, including \$185,000 for construction of a store and warehouse in Sioux City, \$100,000 for additional inventories for such store, \$400,000 for construction of two new stores in 1969 and \$700,000 for inventories for such stores. In addition to indebtedness, the company has outstanding 1,129,996 common shares, of which V. W. Furrow, board chairman, owns 19.21% and management officials as a group 40.51%. Furrow proposes to sell 21,793 shares of his holdings of 217,051 shares and 24 others the remaining shares being registered. Robert M. Lincoln is president.

AMERICAN REALTY TRUST TO SELL DEBENTURES. American Realty Trust, 608 13th St., N. W., Washington, D. C. 20005, filed a registration statement (File 2-31744) with the SEC on February 17 seeking registration of \$5,000,000 of convertible subordinated debentures, due 1984, to be offered for public sale through underwriters headed by Blair & Co., Inc., 20 Broad St., New York 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment.

American Realty Trust is a business trust investing primarily in income producing real estate diversified with respect to type and geographical location. Net proceeds of its debenture sale will be invested primarily in income producing properties. In addition to indebtedness, the Trust has outstanding 980,040 shares of beneficial interest. Thomas J. Broyhill is board chairman and president of the Trust.

AMERICAN NATIONAL REALTY PROPOSES FINANCING. American National Realty Corp., 58 East Gay St., Columbus, Ohio 43215, filed a registration statement (File 2-31745) with the SEC on February 17 seeking registration of \$550,000 of 7-3/4% first mortgage bonds, due 1981, and \$250,000 of 8-1/4% subordinated debentures, due 1979, each to be offered for public sale at 100% of principal amount. The offering is to be made through The First Columbus Corporation, 58 East Gay St., Columbus, Ohio 43215; the underwriting terms are to be supplied by amendment.

Organized under Delaware law in February 1967, the company is generally engaged in the business of holding real estate for investment. Its principal operations relate to the ownership of a grocery supermarket site located in Hammonton, N. J., and its pending purchase of a neighborhood shopping center site located in Cinnaminson Township, N. J. Net proceeds of its financing will be principally used to finance the purchase of the Cinnaminson property and the balance for working capital purposes. In addition to indebtedness and preferred stock, the company has outstanding 500 common shares, of which Ned K. Barthelmas, president, owns 35.65% and William E. Deegan, vice president, 21.23%.

ADRS FOR ELSBURG GOLD MINING FILED. Morgan Guaranty Trust Company of New York, 23 Wall St., New York, N. Y. 10015, filed a registration statement (File 2-31746) with the SEC on February 17 seeking registration of 100,000 American Depositary Receipts for ordinary shares of Elsburg Gold Mining Company Limited.

IPC MANAGEMENT FILES OFFERING PROPOSAL. IPC Management Corporation, 60 East 42d St., New York, N. Y. 10017, Sponsor of IPC Management Corporation Single Payment Investment Plans, Systematic Investment Plans and Systematic Investment Plans with Insurance for the Accumulation of Shares of Axe-Houghton Fund B, Inc., filed a registration statement (File 2-31748) with the SEC on February 17 seeking registration of \$1,000,000 of Single Payment Investment Plans and \$2,000,000 of Systematic Investment Plans and Systematic Investment Plans with Insurance. The Sponsor is a wholly-owned subsidiary of Equity Funding Corporation of America.

DAYTON CORP. FILES FOR OFFERING AND SECONDARY. Dayton Corporation, 700 Nicollet Mall, Minneapolis, Minn. 55402, filed a registration statement (File 2-31751) with the SEC on February 18 seeking registration of 800,000 shares of common stock, of which 600,000 are to be offered for public sale by the company and 200,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Goldman, Sachs & Co., 55 Broad St., and Lehman Brothers, One William St., both of New York 10004; the offering price (\$36 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is a diversified retail organization which operates department stores, discount and hard goods stores, specialty stores for the sale of books and fine jewelry, and shopping centers. The net proceeds of its sale of additional stock are to be used for the construction and fixturing of new stores planned for 1969 and for working capital to support anticipated sales volumes in these and existing stores. In addition to indebtedness and preferred stock, the company now has outstanding 11,313,740 common shares. Bruce B. Dayton is president; he and four other Dayton brothers own some 33% of the outstanding stock. Management officials as a group own 44.2% of the outstanding stock and members of their families an additional 26.7%. Richard H. Roberts, president of "Diamond's" stores and William E. Roberts, president of "Lipman's" stores, own 449,748 shares each and propose to sell 92,000 shares each; two others will sell the remaining 16,000 shares being registered.

MANITOBA TO SELL DEBENTURES. Province of Manitoba (Canada) (U.S. Address: Canadian Consulate General, 680 Fifth Avenue, New York, N. Y. 10019), filed a registration statement (File 2-31752) with the SEC on February 18 seeking registration of \$50,000,000 of 25-year debentures, due 1994, to be offered for public sale through Drexel Harriman Ripley, Inc., 60 Broad St., New York, N. Y. 10004, and nine other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment. Net proceeds of the financing will be advanced by the Province to The Manitoba Hydro-Electric Board, to be used by it for capital expenditures in connection with its present construction program.

ROCHESTER TELEPHONE TO SELL DEBENTURES. Rochester Telephone Corporation, 100 Midtown Plaza, Rochester, N. Y. 14604, filed a registration statement (File 2-31753) with the SEC on February 18 seeking registration of \$25,000,000 of convertible debentures, due 1994, to be offered for public sale through underwriters headed by Salomon Brothers & Hutzler, Sixty Wall St., New York 10005. The interest rate, offering price and underwriting terms are to be supplied by amendment. Net proceeds will be used to retire, in part, short-term borrowings (expected to approximate \$29,000,000 at the time of the debenture sale), incurred in connection with the company's construction program. Construction expenditures amounted to \$27,717,684 in 1968 and are expected to approximate \$24,300,000 in 1969.

COMMUNITY PSYCHIATRIC CENTERS FILES FOR OFFERING AND SECONDARY. Community Psychiatric Centers, 343 El Camino Real, South San Francisco, Calif. 94080, filed a registration statement (File 2-31754) with the SEC on February 18 seeking registration of 400,000 shares of common stock, of which 300,000 are to be offered for public sale by the company and 100,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Birr, Wilson & Co., Inc., 155 Sansome St., San Francisco, Calif. 94104; the offering price (\$12.50 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to sell the Birr, Wilson firm, for \$200, a five-year option to purchase 20,000 common shares, exercisable after one year at 120% of the public offering price. Also included in this statement are 36,000 outstanding shares (including 10,668 owned by the Birr, Wilson firm) which may be offered for sale by the holders thereof from time to time in the over-the-counter market.

Organized under California law in September 1962, the company owns and operates two psychiatric hospitals, one in Northern California and the other in Southern California. Of the net proceeds of its sale of additional stock, the company will use \$1,062,500 to pay a promissory note issued to the stockholders of Alhambra Neuropsychiatric Hospital in connection with its acquisition in December 1968, \$350,000 for payment of bank loans obtained in December 1968 (proceeds of which were applied toward the acquisition price of Alhambra), \$300,000 for additions to the company's facilities at Belmont Hills Neuropsychiatric Center and Alhambra, and \$150,000 for start-up costs and related expenses for conversion of the Skyline Terrace nursing home to a psychiatric hospital, if the company exercises its option to acquire such facility; the balance will be used for general corporate purposes and possible acquisition and development of additional psychiatric centers and related medical enterprises. In addition to indebtedness, the company has outstanding 411,125 common shares (with a 42¢ per share book value), of which Sutter Capital Company owns 42.6%, John Alden (M.D.), a director, 20.9% and management officials as a group 90.6%. Sutter Capital Co. proposes to sell 41,500 shares of its holdings of 175,095 shares, Alden 25,100 of 85,718 and two others the remaining shares being held. Robert L. Green is president.

J. P. CABOT EQUITY PROPOSES OFFERING. The J. P. Cabot Equity Corp., 475 Fifth Ave., New York, N. Y. 10017, filed a registration statement (File 2-31755) with the SEC on February 18 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through company officials and certain NASD dealers; the latter will receive a 50¢ per share selling commission.

Organized under New York law in December 1968, the company is engaged through subsidiaries in the sale of mutual fund shares and life insurance and in the sale and assistance in the installation of qualified profit-sharing, pension and retirement plans. Of the net proceeds of its stock sale, \$150,000 will be used to open, equip and staff new offices, \$175,000 to integrate and develop the mutual fund and insurance businesses of the company and for the hiring and training of additional full and part-time salesmen and managers to expand the mutual funds and insurance sales organizations and \$420,000 for the organization, implementation and development of the mutual fund distributing and managing subsidiaries; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 800,000 common shares (with a \$.0602 per share book value), of which Aaron W. Weingarten, president, and Michael J. Klein, board chairman, own 30% each and Judith S. Weingarten and Joan Klein 10% each. Upon completion of this offering, the purchasers of the shares being registered will have a 20% stock interest in the company, for which they will have paid \$1,000,000, or \$5 per share, and the present shareholders (two officers and their family members) will have an 80% stock interest, for which they paid \$48,153 (representing the book value of all the stock of three subsidiaries of the company previously owned by said stockholders and acquired by the company), or approximately \$.0602 per share. Purchasers of the shares being registered will incur an immediate dilution of \$.858 per share in the book value from the public offering price.

KOEHRING SHARES IN REGISTRATION. Koehring Company, 1701 West Wisconsin Ave., Milwaukee, Wisc. 53201, filed a registration statement (File 2-31756) with the SEC on February 18 seeking registration of 25,781 shares of common stock, 20,625 shares of Series H preferred stock and 13,750 shares of Series I convertible preferred stock. These shares were issued in September 1968 in connection with the acquisition of the assets of Benton Harbor Engineering Works, Inc. The recipients of these shares may offer them for sale from time to time at prices prevailing at the time of sale.

BIO-SCIENCE RESOURCES PROPOSES OFFERING. Bio-Science Resources, Inc., 1200 Railroad Ave., Asbury Park, N. J. 07712, filed a registration statement (File 2-31757) with the SEC on February 18 seeking registration of 150,000 shares of common stock, to be offered for public sale at \$4 per share. The offering is to be made through underwriters headed by A. J. Butler & Co., 50 Broadway, New York, N. Y. 10004, which will receive a 40¢ per share commission. The company has agreed to pay the Butler firm \$10,000 for expenses and has sold to certain of its partners and employees 15,000 common shares at \$.1667 per share.

Organized under New Jersey law in January 1969, the company proposes to engage in the business of breeding, conditioning and selling laboratory animals, including rabbits, inbred and random-bred canines, primates, guinea pigs, mini-pigs and felines. Such animals will be specially bred and conditioned for use in basic and applied medical and scientific research. Of the net proceeds of its stock sale, \$255,000 will be used to purchase facilities, equipment and supplies and \$150,000 to acquire breeding stock; the balance will be used for general overhead and operating expenses. The company has outstanding 290,000 common shares (with a \$.1667 per share net tangible book value), of which Merrill Braverman, president, owns 77.6% and management officials as a group 86.2%. Upon completion of this offering, the purchasers of the shares being registered will own a 34.1% stock interest in the company, for which they will have paid \$600,000, and the present shareholders a 65.9% stock interest, for which they paid \$48,343, or \$.1667 per share.

SELECTRON ALARM SYSTEMS PROPOSES OFFERING. Selectron Alarm Systems, Inc., 10401 Decatur Rd., Philadelphia, Pa. 19154, filed a registration statement (File 2-31758) with the SEC on February 18 seeking registration of 225,000 shares of common stock, to be offered for public sale at \$10 per share. The offering is to be made through underwriters headed by Suplee, Mosley, Close & Kerner Incorporated, 1500 Walnut St., Philadelphia, Pa., which will receive a \$.907 per share commission plus \$15,000 for expenses. The company has agreed to sell the Suplee firm, for \$247.50, six-year warrants to purchase 24,750 common shares, exercisable after one year at \$11 per share.

Organized under Delaware law on January 16, the company acquired from Electrocopy Corporation for \$159,251 the business and assets of its Selectron Products Division (engaged in the development and production of emergency alarm systems). On January 20 Electrocopy subscribed for 465,000 shares of the company's common stock for \$180,000. The company has recently commenced the manufacture and sale of a line of electronic emergency burglar and fire alarm systems for use in private residences, apartments and commercial buildings. Of the net proceeds of its stock sale, \$400,000 will be used for the purchase of components for burglar and fire alarm systems, \$150,000 for developing dealer organization, \$150,000 for sales promotion and consumer advertising, \$75,000 for purchase of production and test equipment and \$200,000 for research and development of new accessories and applications of alarm systems; the balance will be applied to working capital and used for general corporate purposes, including possible acquisitions of other companies in related fields. The company has outstanding 465,000 common shares (with a 39¢ per share book value), all of which is owned by Electrocopy. Fred P. Robin is board chairman and Julius L. Ross president. Upon completion of this offering, Electrocopy will own 67% of the then outstanding common stock, for which it paid \$180,000, and the purchasers of the shares being registered will own 33%, for which they will have paid \$2,475,000*. Purchasers of the shares being registered will incur an immediate dilution of \$6.70 per share from the public offering price.

EMERSON ELECTRIC FILES FOR SECONDARY. Emerson Electric Co., 8100 Florissant Ave., St. Louis, Mo. 63136, filed a registration statement (File 2-31759) with the SEC on February 18 seeking registration of 430,340 outstanding shares of common stock, to be offered for public sale by the present holders thereof. The offering is to be made through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York 10004, and J.J.B. Hilliard, W. L. Lyons & Co., 545 S. Third St., Louisville, Ky. 40202; the offering price (\$52 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is a diversified manufacturer of electrical, electronic and other products. In addition to indebtedness and preferred stock, it has outstanding 21,459,058 common shares. Firstcinco, as trustee for the benefit of descendants of John N. Browning and Carlisle C. Browning, respectively, proposes to sell 56,800 shares of 116,000 shares held by each trust; 17 others propose to sell the remaining shares being registered. All selling stockholders are former shareholders of Browning Manufacturing Company, the assets and business of which were recently acquired by Emerson in exchange for 1,800,000 Emerson common shares.

WASHINGTON INVESTORS NETWORK PROPOSES OFFERING. Washington Investors Network, 1001 Connecticut Ave., Washington, D. C. 20036, filed a registration statement (File 2-31760) with the SEC on February 18 seeking registration of 1,000,000 shares of common stock, to be offered for public sale at net asset value with no sales charge (\$10 per share maximum*). Organized in November 1968, the Fund is the successor to a private investment partnership formed in February 1968 by relatives, friends and associates of Rodger W. Klein and Bruce Berger (president and board chairman, respectively). Prior to the Fund's proposed stock offering, the partnership will transfer its assets to the Fund on the basis of one share for each \$10 of assets transferred (at December 31, these assets had a market value of \$100,224). Network Management Corporation (organized in October 1968) will serve as investment adviser and exclusive distributor of the Fund's shares. Klein and Berger also serve as president and board chairman, respectively, of the adviser; each owns 50,000 shares (aggregating 50% of its outstanding common stock) of the adviser and hold warrants to acquire an additional 50,000 shares each; 25 friends and associates of Klein and Berger own an additional 100,000 shares. Under a separate registration statement (File 2-31761, see below), the adviser is registering 200,000 common shares for public offering.

NETWORK MANAGEMENT PROPOSES OFFERING. Network Management Corporation, 1001 Connecticut Ave., Washington, D. C. 20036, filed a registration statement (File 3-31761) with the SEC on February 18 seeking registration of 200,000 shares of common stock. The company ("NMC") is investment adviser and exclusive distributor of shares of Washington Investors Network (the "Fund"), whose proposed stock offering is referred to above (File 2-31760). Of the NMC shares being registered, it is proposed to offer 100,000 shares in units with shares of the Fund; each unit will consist of one share of NMC stock and a whole and/or fractional share of Fund. The units will be offered at \$12 per unit, of which \$2 will be received by NMC and \$10 by the Fund. The remaining 100,000 shares will be offered publicly at \$2 per share; the partners of the private investment partnership which was the predecessor to the Fund will be afforded priority with respect to the purchase of such 100,000 shares. Net proceeds of the sale of its stock will be used by NMC to meet its operating costs, including salaries and costs incident to distribution of Fund shares. President Rodger W. Klein and board chairman Bruce Berger together own 50% of the 200,000 outstanding shares of NMC common stock.

COMPUTER TECHNOLOGY INC. FILES FOR SECONDARY. Computer Technology Inc., 65 East South Water, Chicago, Ill. 60601, filed a registration statement (File 2-31763) with the SEC on February 19 seeking registration of 689,530 outstanding shares of common stock, to be offered for public sale by Ling-Temco-Vought, Inc., "LTV", (selling stockholder.) The offering is to be made through underwriters headed by Lehman Brothers, 1 William St., and Goldman, Sachs & Co., 55 Broad St., both of New York 10004. The offering price (\$35 per share maximum*) and underwriting terms are to be supplied by amendment.

Organized under Delaware law in August 1968, the company acquired the assets (other than receivables) and businesses of the Computer Center of LTV and of Computer Science Service Center and Computer Center of LTV Aerospace Corporation, a subsidiary of LTV, and acquired the capital stock of Service Technology Corporation, a subsidiary of LTV Aerospace. The company provides a wide range of services requiring the use of computer and data processing equipment to business, industry and government services. It also provides other technical and support services and electronic systems engineering services, primarily to technically oriented governmental agencies. In addition to indebtedness, the company has outstanding 5,628,000 common shares, of which LTV owns 12% and LTV Aerospace 71%. LTV proposes to sell all of its holdings of 689,530 shares. G. W. Woerner, Jr., is president.

INTERNATIONAL TIMESHARING FILES OFFERING PROPOSAL. International Timesharing Corporation, 4620 W. 77th St., Minneapolis, Minn. 55435, filed a registration statement (File 2-31764) with the SEC on February 19 seeking registration of 300,000 shares of common stock, to be offered for public sale through underwriters headed by Dain, Kalman & Quail, Inc., 110 S. 6th St., Minneapolis, Minn. The offering price (\$10 per share maximum*) and underwriting terms are to be supplied by amendment. Also included in the statement are an additional 100,000 shares, issuable under the company's second qualified stock option plan.

Organized in May 1967, the company (formerly Computer Time Sharing, Inc.) is engaged in the business of providing remote-access, immediate-response computer service on a "time sharing" basis; technical support services also are provided. Net proceeds of its stock sale, together with \$1,500,000 received from the recent sale of stock (187,500 shares at \$4 per share) and \$750,000 of debentures to two institutional investors (a significant portion of which has been expended for general corporate purposes), will be used in the production of the company's remote communications equipment and in the design and production of "more sophisticated" models, the expansion of the sales and service organization, the development of additional software programs and proprietary applications packages, leasehold improvements, the further development of the company's time sharing system, and other general corporate purposes. In addition to indebtedness, the company has outstanding 1,034,166 common shares (with a 39¢ per share book value), of which A. Lachlan Reed, board chairman, owns 8%, Harry G. Haskell, Jr., a director, 9.5%, and management officials as a group 41.5%. Albert M. Sheldon, Jr., is president and chief executive officer. Purchasers of the 300,000 shares being registered will acquire a 22% stock interest in the company for an investment of \$3,000,000* (assuming none of the outstanding debentures are converted); prior to such offering the company received \$1,230,000 for the outstanding shares.

SECURITIES ACT REGISTRATIONS. Effective February 24: American Medical Building Guild, Inc., 2-30572 (90 days); American Motor Inns, Inc., 2-31512 (40 days); Binks Manufacturing Co., 2-31386; Braniff Airways, Inc., 2-31689; GL Enterprises, Inc., 2-31660 (90 days); Mastech Computer Systems, Inc., 2-30869 (90 days); Metropolitan Atlanta Real Estate Investment Trust, 2-30408 (90 days); Products Applications, Inc., 2-30318 (90 days); Texas Electric Service Co., 2-31474; W. Va. Pulp and Paper Co., 2-31615.

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.

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