

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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(Issue No. 66-189)

FOR RELEASE October 4, 1966

SEABOARD SECURITIES REVOKED. The SEC has issued a decision under the Securities Exchange Act (Release 34-7967) revoking the broker-dealer registration of Seaboard Securities Corporation, of New York, for defrauding its customers in the sale of Vista Industries Corporation (formerly Trans Central Industries, Inc.). The Commission also barred Seaboard's president, Leon Nash, together with a salesman, Harold Ignatoff, from further association with any broker-dealer firm.

According to the Commission's decision, which sustained an earlier ruling of an SEC Hearing Examiner, Seaboard, Nash and Ignatoff, during the 12-month period ending October 15, 1963, "engaged in a high pressure campaign to sell Vista stock through intensive telephone solicitations, in the course of which false and misleading representations were made concerning, among other things, substantial increases in the price of the stock within a short time, its listing on a national securities exchange, and the prospects, financial condition, earnings and dividends of Vista, and customers were advised to sell other securities they owned in order to purchase Vista stock and urged to make repeated purchases of that stock. There was no reasonable basis for any of the representations or predictions, the Commission stated.

The Commission also ruled that Seaboard sold Vista stock to customers at prices "which were unfair and not reasonably related to the prevailing market prices" for the stock. The mark-ups on 91 sales ranged from 38.9% to 150% above prices paid by Seaboard in purchases of the stock from other dealers on the same day as, or within one or two days of, the sales to customers; and 160 sales were at prices representing mark-ups ranging from 38.9% to 200% over the highest price in any inter-dealer transaction on the same day.

CONSOLIDATED NATURAL GAS SEEKS ORDER. Consolidated Natural Gas Company, New York, has applied to the SEC for approval under the Holding Company Act of a proposed stock split; and the Commission has issued an order (Release 35-15573) giving interested persons until November 1 to request a hearing thereon. Consolidated proposes to amend its charter to increase and reclassify its authorized capital stock from 9,500,000 shares of \$10 par value stock to 20,000,000 shares of \$8 par value stock; and it will issue and distribute to shareholders one new share for each of the 9,056,808 outstanding shares. In connection therewith, the aggregate par value of the capital stock will be increased from \$90,568,080 to \$144,908,928 by the transfer of \$54,340,848 from the capital surplus account to the capital stock account. The proposal is to be voted upon at a stockholders' meeting to be held December 2.

TWO STOCK PLANS FILED. Life Investors of Iowa, Inc., and Life Investors Insurance Company of America, both of 275-50th Street, N.E., Cedar Rapids, Iowa 52406, filed registration statements (Files 2-25583 and 2-25584, respectively) with the SEC seeking registration of common stock, as follows: (A) 307,795 shares of common stock of Life Investors of Iowa, of which 150,000 are to be issued under its 1966 stock option plan, 137,795 are to be issued under other stock option plans, 10,000 are to be purchased by pension trust, and 10,000 are to be purchased by ownership participation trust; and (B) 150,000 shares of common stock of Life Investors Insurance Company of America, to be issued under stock option plans, and 3,000 shares to be purchased by ownership participation trust.

WETTERAU FOODS FILES STOCK PLAN. Wetterau Foods, Inc., 7100 Hazelwood Ave., Hazelwood, Missouri, filed a registration statement (File 2-25582) with the SEC on September 30 seeking registration of 35,000 common shares, to be offered to "eligible owners of the IGA retail stores serviced by Wetterau Foods, Inc." under the latter's "monthly investment plan for IGA retailers." The purpose of the plan is to make available to the owners of the IGA retail stores serviced by the company a means of purchasing shares of common stock of the company in the over-the-counter market at market prices current at the time of purchase through regular payments. The offering price is to be \$21 per share maximum.*

McKEE & CO. FILES STOCK PLAN. Arthur G. McKee & Company, 2300 Chester Ave., Cleveland, Ohio 44114, filed a registration statement (File 2-25585) with the SEC on September 30 seeking registration of 100,000 common shares, issuable under its Incentive Stock Option Plan.

O/C REGISTRATIONS REPORTED. The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "***"):

File No	O-Registrant	Location	File No	O-Registrant	Location
2241	Alison Ayres, Inc***	New York, N.Y.	2238	Permaglass, Inc***	Woodville, Ohio
2247	BTU Engineering Corp***	Waltham, Mass.	2246	Process Plants Corp***	College Point, NY
2231	Electro Networks, Inc***	Caledonia, N.Y.	2245	T. F. H. Publications, Inc***	Jersey City, NJ

SCIENTIFIC DATA SYSTEMS FILES. Scientific Data Systems, Inc., 1649 Seventeenth St., Santa Monica, Calif., filed a registration statement (File 2-25586) with the SEC on October 3 seeking registration of \$12,500,000 of convertible subordinated debentures due 1986, to be offered for public sale by the company, and 51,063 outstanding shares of common stock, to be offered for sale by the present holders thereof. The interest rate on the debentures, the public offering price of the debentures and stock (\$58.75 per share maximum*) are to be supplied by amendment. Hayden, Stone Inc., 25 Broad St., New York, is listed as the principal underwriter. An additional 4,000 shares are included in the statement for offering by a company official over the New York or Pacific Coast Stock Exchange.

The company designs, manufactures and sells and leases small to medium size, high-speed digital computers and special purpose computer systems. It also produces related peripheral equipment and accessories, including magnetic tape handlers, circuit modules, analog-to-digital and digital-to-analog converters, multiplexing equipment, and data communications equipment. Net proceeds of its debenture sale will be used in part to repay short-term bank borrowings incurred for working capital purposes, and the balance will be added to working capital. In addition to indebtedness and preferred stock, the company has outstanding 2,182,714 shares of common. The 51,063 common shares the subject of the secondary offering are to be issued upon conversion of \$2,400,000 of 4-3/4% convertible subordinated debentures (of \$10,000,000 outstanding) held by certain institutional investors. Arthur Rock is board chairman and Max Palevsky president. Of the presently outstanding stock, management officials own 32.5%.

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. The caption of the items are as follows:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Legal Proceedings.
- Item 4. Changes in Securities.
- Item 5. Changes in Security for Registered Securities.
- Item 6. Defaults upon Senior Securities.
- Item 7. Increase in Amount of Securities Outstanding.
- Item 8. Decrease in Amount of Securities Outstanding.
- Item 9. Options to Purchase Securities.
- Item 10. Revaluation of Assets or Restatement of Capital Share Account.
- Item 11. Submission of Matters to a Vote of Security Holders.
- Item 12. Other Materially Important Events.
- Item 13. Financial Statements and Exhibits.

Copies of the reports may be purchased from the Commission's Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with requested material when mailed.

United States Envelope Co Aug 66(3)	0-235-2	Sigma Instruments Inc Aug 66 (8)	1-5130-2
Sunnyside Telephone Co Aug 66(2,7,10,11,12,13)	0-1152-2	Randolph Computer Corp Aug 66 (11,13)	2-24634-2
Leeds Shoes Inc July 66(8)	0-2216-2	Harvey Radio Co Inc Aug 66 (2,13)	1-4626-2
Dixie Dinettes Inc Aug 66(12)	0-1955-2	Tyco Laboratories Inc Aug 66 (11,13)	2-22638-2
Vitro Corp of America June 66(2,13)	0-26-2		
Sunset International Petroleum Corp July 66(7,13)	1-5286-2	Charter Co Amd #2 to 8K for Feb 66 (2,4)	0-1825-2
Metalfab Inc June 66(2,12,13)	0-1939-2	Md Cup Corp Amd #1 to 8K for Jan 66 (4)	1-4430-2
City Gas Co of Fla Nov 64(7)	1-4980-2	American Urethane Inc Amd #1 to 8K for Aug 66 (7)	0-216-2
Garland Corp Mar 66(11)	1-4910-2		
" " Apr 66(7)	1-4910-2		
Stelma Inc Aug 66(11)	1-4449-2	Miracle Mart Inc Jun 66 (2,9,11,13)	0-1360-2
Avien Inc July 66(3,12)	1-4190-2		
Aerotron Inc Apr 66(2,7,12,13)	0-1761-2	Textron Electronics Inc Aug 66 (12)	0-252-2
Penn Pacific Corp July 66(3)	0-730-2	Genl Fireproofing Co Aug 65 (4,7,13)	1-4693-2
Cummins Engine Co Inc Amend #1 for Dec 65(4,13)	1-4949-2	Tudor Inds Corp Amd #1 to 8k for Jun 66 (8)	0-1808-2
Pennsylvania RR Co Amend #1 for June 66(13)	1-1569-2	Coleman Cable & Wire Co Amd #1 to 8K for Jul 66 (10,13)	2-19645-2
		British American Construction & Mats Ltd Amd #1 to 8K for Jun 66 (11)	1-5086-2

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Granite City Steel Co Aug. 1966 (7,13) 1-1975-2	Charter Co Aug 66(11,13) 0-1825-2 Grow Chemical Corp Aug 66(2,4,7,12,13) 1-4596-2
White Stores, Inc Aug. 1966 (11) 1-3717-2	Charles Jacquin Et Cie Inc Aug 66(2,7,13) 0-120-2
Hi-Shear Corporation July 1966 (7,11) 2-18622-2	D.C.H Liquidating Corp May & July 66(2,8,11) 0-1449-2 Seaboard World Airlines Inc Aug 66(12,13) 1-3689-2
Kinney National Service Inc Aug. 1966 (2,4, 7,11,13) 1-4671-2	Dalto Electronics Corp Sept 66(12) 0-1852-2
Sunshine Mining Co Aug. 1966 (3) 1-678-2	Executive House Inc Aug 66(13) 0-1665-2
Gibraltar Financial Corp of Calif. July 1966 (12,13) 1-4575-2	Dynasonics Corp Sept 66(12)2-14490-2 Wells Industries Corp Aug 66(2,9) 1-4696-2
P.N.C. Corporation June & July, Aug. & Sept. 1966 (2,11,13) 0-925-2	Ling-Temco Vought Inc Aug 66(7,8) 1-4368-2
Michigan Consolidated Gas Co Aug. 1966 (11,13) 1-3071-2	Decision Systems Inc Sept 66(11) 2-22037-2
Venus Drug Distrib., Inc Sept. 1966 (11) 0-2174-2	Applied Technology Inc July 66(2,12,13) 2-21829-2 Aug 66(4,13) 2-21829-2
Washington Water Power Co May, Jun. Jul & Aug. 1966 (7,8,11,13) 1-3701-2	Western Oil Fields Inc Aug 66(13) 0-715-2
Genesco, Inc Amend #1 to 8K for Aug. 1966 (3,11,13) 1-3083-2	J B Ivey & Co Apr & May 66(7,13)0-1355-2 Prairie Oil Royalties Co Ltd Aug 66(1) 1-3955-2
General Binding Corp Amend #1 to 8K for June 1966 (4) 2-24614-2	Technical Animations Inc Aug 66(12,13) 2-19408-2
Georgia Power Co Amend #1 to 8K for May 1966 (13) 0-392-2	Pacific Airmotive Corp Aug 66(7) 1-1121-2
	U S Ceramic Tile Co Sept 66(12,13) 1-4103-2

CORRECTION RE DWG CIGAR OFFERING. The SEC News Digest of October 3 reports the proposal of DWG Cigar Corporation to offer its securities in exchange for stock of Wilson Brothers. The reference therein to the \$1,075,537 loss in 1965 was intended to apply to DWG Cigar, NOT to Wilson Brothers, whose net earnings for 1965 amounted to \$1,405,675.

SECURITIES ACT REGISTRATIONS. Effective October 3: United States Leasing Corp., 2-25470;
Xerox Corp., 2-25434.

*As estimated for purposes of computing the registration fee.

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