

# 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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**ELECTRO-MECHANICAL CORP. FILES FOR OFFERING AND SECONDARY.** Electro-Mechanical Corporation, Sayre, Pa. 18840, filed a registration statement (File 2-30373) with the SEC on September 30 seeking registration of 121,762 shares of common stock, of which 80,000 are to be offered for public sale by the company and 41,762 (being outstanding shares) by the holders thereof. Mason & Co., Inc., is the principal underwriter; the offering price (\$18 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is principally engaged in the manufacture and sale of electronic equipment shelters which are containers designed to be transportable by helicopter, truck, cargo plane and mobilizer, and which are used to house various kinds of electronic and other equipment. Net proceeds of its sale of additional stock will be used as follows: \$250,000 to purchase additional capital equipment for use in its proposed new manufacturing plant at Waverly, N. Y. and \$200,000 to repay outstanding long-term debt; the balance will be added to the company's general funds and used principally to meet anticipated increased working capital requirements arising from currently expanded sales volume. In addition to indebtedness and preferred stock, the company has outstanding 394,265 common shares, of which Alan M. Brown, president, owns 39% and management officials as a group 44%. Fourteen selling stockholders have or will convert shares of preferred stock and sell the 41,762 common shares received in exchange.

**VAN DORN CO. TO SELL DEBENTURES.** Van Dorn Company, 2685 East 79th St., Cleveland, Ohio 44104, filed a registration statement (File 2-30374) with the SEC on September 30 seeking registration of \$6,000,000 of convertible subordinated debentures, due 1988, to be offered for public sale through underwriters headed by McDonald & Co., 1250 Union Commerce Bldg., Cleveland, Ohio 44115. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company is engaged principally in the manufacture and sale of cans, containers and other closures, plastic injection molding machinery for industrial users, plastic pipe and fittings of polyvinyl chloride used in irrigation, as wire conduit, and in the handling of corrosive fluids, and gas fired infra-red heating and processing equipment; it also operates a heat treating facility for the custom treating of plates, structural shapes, and bars. Net proceeds of its debenture sale will be applied to repay outstanding short-term notes to banks. In addition to indebtedness, the company has outstanding 950,538 common shares, of which management officials own 42%. Lawrence C. Jones is president.

**DOLLAR GENERAL CORP. FILES FOR OFFERING AND SECONDARY.** Dollar General Corporation, East Main Street, Scottsville, Ky. 42164, filed a registration statement (File 2-30375) with the SEC on September 30 seeking registration of 300,000 shares of common stock, of which 100,000 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 Bear, Stearns & Co., 1 Wall St., New York 10005; the offering price (\$20 per share maximum\*) and underwriting terms are to be supplied by amendment.

The primary business of the company is the sale, through subsidiaries, of popular priced merchandise at retail - a total of 213 self-service discount stores operate in twelve states. The net proceeds of its sale of the additional 100,000 shares will be added to the company's general funds and used for additional inventory and other working capital requirements. The company now has outstanding 1,000,000 common shares, of which Cal Turner, president, owns 790,000 shares and proposes to sell 188,000 shares. Three others (including Mrs. Turner) propose to sell the additional 12,000 shares being registered.

**JERRICO FILES FOR OFFERING AND SECONDARY.** Jerrico, Inc., 1949 Nicholasville Rd., Lexington, Ky. 40503, filed a registration statement (File 2-30376) with the SEC on September 30 seeking registration of 160,000 shares of common stock, of which 110,000 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 C. E. Unterberg, Towbin Co., 61 Broadway, New York 10006; the offering price (\$16.50 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company and subsidiaries operate restaurants under the names "Jerry's Restaurants" and "Lotts" and grant franchises to independent operators of such restaurants. The former are coffee shop type restaurants and the latter specialty sandwich shops. The company plans to use a substantial portion of the proceeds of its sale of additional stock to expand its franchising operations, especially for establishing a program of equipment financing and to expand its program of developing sites for future company-owned and franchised units; funds not so used will be available for general corporate purposes. Until the proceeds are utilized in the company's operations, about \$551,000 will be used to repay borrowings from banks and officers incurred for working capital purposes. In addition to such indebtedness, the company has outstanding 399,947 common shares (with a \$2.53 per share book value), of which Warren W. Rosenthal, president, owns 326,800 (81.71%) and proposes to sell 50,000 shares.

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**COBBS CO. PROPOSES OFFERING.** The Cobbs Company, Inc., 8260 N.E. Second Ave., Miami, Fla. 33138, filed a registration statement (File 2-30377) with the SEC on September 30 seeking registration of 123,200 shares of common stock and \$1,540,000 of 5% convertible subordinated guaranteed debentures, due 1988, to be offered in 14,000 units each consisting of a \$100 debenture and 8 common shares. The offering is to be made at \$180 per unit through underwriters headed by G. A. Saxton & Co., Inc., 52 Wall St., New York 10005, which will receive an \$18 per unit commission. The company has agreed to sell the Saxton firm, for \$1,500, a five-year option to purchase 15,000 shares, exercisable after one year at \$9 per share.

The company is engaged in developing and franchising a nationwide system of fast food service restaurants called "Cobbs Country Restaurants and Gift Shoppes." It also sells fresh Florida citrus fruits, candy and other items by direct mail and through "Cobbs Cupboards," gift shops either owned or franchised by the company. Of the net proceeds of this financing, \$300,000 will be applied to the prepayment of a short-term note to Levin-Townsend Enterprises, Inc., a subsidiary of Levin-Townsend Computer Corporation, guarantor of the Cobbs Company debentures, \$800,000 will be applied to the payment of current liabilities, and \$800,000 will be used for the development of locations for additional franchised restaurants and gift shops; the remainder will be used for working capital. In addition to indebtedness, the company has outstanding 402,327 common shares, of which Levin-Townsend Enterprises owns 44.1%, James H. Cobbs, 22.4%, and Jack Waxenberg, vice president, 13.4%. Howard S. Levin is board chairman and chief executive officer; he is president of Levin-Townsend Enterprises and a co-founder of its parent. According to the prospectus, the 352,327 common shares outstanding on June 30 had a book deficit of \$3.44 per share (the company has incurred substantial losses from operations for many years, \$516,484 for the year ending June 30).

**EME INDUSTRIES TO SELL STOCK.** EME Industries, Inc., 435 Van Nest Ave., Bronx, N. Y. 10460, filed a registration statement (File 2-30379) with the SEC on September 30 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$3 per share, without underwriting. The company has retained Frederic S. Mates as a financial consultant. Part of his duties will be to supervise the sale of the shares; if all shares are sold, he will be permitted to purchase 25,000 shares for an aggregate price \$250. The company may employ brokers to assist in the sale of shares and pay up to 8% commission for all shares sold by them.

The company (formerly EME Mills, Inc.) is engaged principally in the design, styling and knitting of various fabrics (called "Raschel" fabrics), used primarily in the manufacture of intimate women's apparel. Of the net proceeds of its stock sale, \$125,000 will be used for the retirement of loans used to purchase machinery, \$100,000 for the purchase and installation of new machinery for the manufacture of men's suitings and outerwear fabrics, and \$75,000 for consolidation of manufacturing facilities; the balance will be used for working capital. In addition to indebtedness, the company has outstanding 300,000<sup>Common</sup> shares (with a \$1.16 per share book value). Edward M. Edsin, president, and Alvin Barg, vice president, own 38.62% and 18.33%, respectively of the outstanding common shares; their wives own an additional 14.88% and 18.33%, respectively. Purchasers of the 200,000 shares being registered will receive a 38% stock interest in the company for an investment of \$600,000.

**WINSLOW TELE-TRONICS FILES FOR OFFERING AND SECONDARY.** Winslow Tele-Tronics, Inc., 1005 First Ave., Asbury Park, N. J. 07712, filed a registration statement (File 2-30381) with the SEC on September 30 seeking registration of 300,000 shares of common stock, of which 130,000 shares are to be offered for public sale by the company and 170,000 (being outstanding shares) by the present holders thereof. The offering is to be made by the company and may also be made through brokers, who will receive a 50¢ per share commission.

The company is principally engaged in the design, manufacture and sale of electronic, electrical and mechanical equipment for military and industrial applications and, through subsidiaries, in the manufacture and sale of molded and fabricated plastic components used in the aerospace, missile and various other electrical and mechanical applications. Net proceeds of its sale of additional stock will be added to working capital, to be used for expansion of new product lines, the acquisition of other companies or the formation of joint ventures with other companies. The company has outstanding 2,156,489 common shares. Louis J. Winslow is president. The names of principal and selling stockholders and the number of shares to be sold by each are to be supplied by amendment.

**STONEWALL ENTERPRISES FILES EXCHANGE PLAN.** Stonewall Enterprises Corporation, Chafin Bldg., Huntington, W. Va., filed a registration statement (File 2-30383) with the SEC on September 30 seeking registration of 4,093,068 common shares and 4,093,068 warrants. It is proposed to offer the common shares in exchange for all of the outstanding common shares of Stonewall Jackson Life Insurance Company ("Insurance Company") on a share-for-share basis. In addition, each Insurance Company stockholder who tenders his shares is given the right to purchase, at 50¢ each, one five-year warrant, exercisable at \$2 per share, for each such share tendered. A majority of Insurance Company management officials holding 5.2%, and General Equity Corporation holding 40%, of Insurance Company's shares have indicated their intention to accept the exchange offer. General Equity has also indicated its intent to purchase the warrants to which it will be entitled contingent upon receipt of adequate funds from a concurrent public offering of stock and warrants. Effectiveness of this exchange offer is subject to Stonewall Enterprises's acquiring 51% or more of the capital shares of Insurance Company.

Stonewall Enterprises was organized under West Virginia law in April 1968 to engage in the business of acquiring and holding stocks, bonds and other securities of insurance companies and other business corporations, or to acquire such businesses, and to operate any such businesses either directly or as a holding company. Insurance Company suffered continual losses from 1959 to 1968 when a small profit was made, but only by a substantial termination of active solicitation of new business. According to the prospectus, Stonewall Enterprises is being organized to enable Insurance Company to accelerate its national growth and to enable the company to establish or acquire other businesses, although there can be no assurance that these objectives will be accomplished. Robert P. Holley is board chairman and Garry F. Connell, Jr., president, of both Stonewall Enterprises and Insurance Company. Stonewall Enterprises has outstanding 6,000 shares, of which General Corporation of Ohio owns 25% and management officials as a group 75%.

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**GENERAL EQUITY CORP. PROPOSES OFFERING.** General Equity Corporation, 4301 Connecticut Ave., N. W., Washington, D. C. 20008, filed a registration statement (File 2-30384) with the SEC on September 30 seeking registration of 200,000 shares of common stock and 100,000 five-year warrants to purchase common stock (at \$10 per share). These securities are to be offered for public sale in units, each consisting of one share and 1/2 warrant, and at \$10 per unit. The offering is to be made on a best efforts basis through General Equity Securities Corporation, a wholly-owned subsidiary of the company sharing its address, which will receive a \$1.20 per share commission.

Organized under D. C. law in August 1968, the company to date has not engaged in any operations. It proposes to engage in the business of selling shares in mutual funds as agent for such funds and of selling insurance as agent for Stonewall Jackson Life Insurance Company and one or more other insurance companies, either separately or as part of combined transactions. At present, its principal asset is the 1,636,569 shares of Stonewall Jackson Life which it acquired in September 1968 from General Corporation of Ohio in exchange for 400,000 common shares. Of the net proceeds of its stock sale, the company will apply up to \$818,284.50 for the acquisition of 1,636,569 warrants to purchase common stock of Stonewall Enterprises Corporation and \$250,000 for the development of the company's administrative and sales organizations; the balance will be used as general working capital. If the company has not generated sufficient earnings to exercise (at \$2 per share) the Stonewall warrants at their expiration date, it will be required either to borrow funds for that purpose or to sell the warrants. The company has outstanding 400,000 common shares, all of which are owned by General Corporation of Ohio; management officials as a group own 65,389 common shares of the parent, General Corp. of Ohio. George R. Herzog is board chairman and Garry F. Connell, Jr., president of the company and of the parent.

**GERI-CARE NURSING CENTERS FILES FOR OFFERING AND SECONDARY.** Geri-Care Nursing Centers of America, Inc., 1160 Bay St., Springfield, Mass., filed a registration statement (File 2-30385) with the SEC on September 30 seeking registration of 270,000 shares of common stock, of which 180,000 are to be offered for public sale by the company and 90,000 (being outstanding shares) by the present holder thereof. The offering is to be made through underwriters headed by Louis B. Meadows & Co., Inc., 1421 Main St., Springfield, Mass., and A. J. Carno Co., Inc., 42 Broadway, New York; the offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the Meadows and Carno firms \$37,500 for expenses and to sell them, for \$270, five-year warrants to purchase 27,000 common shares.

Organized under Delaware law in August 1968, the company, through subsidiaries, is in the business of owning and operating six nursing home centers which provide extended care nursing, convalescent and rehabilitation facilities for in-patient adults, primarily over 65 years of age. Of the net proceeds of its sale of additional stock, the company will apply \$100,000 towards construction of a 107-bed facility in Westfield, Mass., \$160,000 for construction of a 172-bed facility in Springfield, Mass., \$70,000 for construction of a 100-bed annex to the St. Petersburg facility, \$160,000 for estimated initial working capital requirements for the above mentioned facilities under construction, and \$118,000 to pay amounts owed by the company's subsidiaries to Sydney Nathans; the balance will be used for construction of new facilities and acquisition from others of existing facilities. In addition to indebtedness, the company has outstanding 720,000 common shares (with a 42c per share book value), all of which are owned by Sydney Nathans, president and board chairman; he proposes to sell 90,000 shares. Upon completion of this offering, Nathans will own 70% of the outstanding common stock, for which he conveyed to the company property with a book value of \$303,533, and the public will own 30%, for which they will have paid \$1,800,000\*.

**LOEW'S THEATRES SHARES IN REGISTRATION.** Loew's Theatres, Inc., 1540 Broadway, New York 10036, filed a registration statement (File 2-30386) with the SEC on September 30 seeking registration of 2,466,813 shares of common stock. Of this stock, 2,157,552 shares are issuable upon exercise of warrants and 309,261 are issuable to employees of Loew's and its subsidiaries upon exercise of stock options. All outstanding options are or will be held by employees of Lorillard Corporation, which will become a subsidiary in November 1968. Any of the 6-7/8% subordinated debentures, due 1993, held by a holder of warrants may be applied in amounts of \$100 or integral multiples thereof in payment of the purchase price upon exercise of any warrants. The recipients of such common shares issuable upon exercise of options or warrants may offer them for sale from time to time at prices prevailing at the time of sale.

**DAYCO PROPOSES EXCHANGE OFFER.** Dayco Corporation, 333 West First St., Dayton, Ohio 45401, filed a registration statement (File 2-30387) with the SEC on September 30 seeking registration of \$8,180,500 of 5-3/4% subordinated debentures, due 1994 (convertible into common stock at \$50 per share). Of these debentures, it is proposed to offer \$7,348,700 principal amount in exchange for all of the 264,008 outstanding common shares of R. M. Hollingshead Corporation, at the rate of \$35 principal amount of debentures for each Hollingshead share, and \$650,000 principal amount of debentures for all of the outstanding common stock of Lisperard Manufacturing Corporation. Pursuant to an agreement of August 1968, Harold Imber and Bernard Kleinbard, sole stockholders of Lisperard, have agreed to tender all of their Lisperard stock. Principal stockholders of Hollingshead, including Peter M. Bicket, vice president and his wife, have agreed to tender 159,723-2/3 shares. In consideration of their services as a finder in connection with the Hollingshead acquisition, Shearson, Hammill & Co. and Fred Whitley will receive \$181,800 principal amount of 5-3/4% debentures from Dayco.

Dayco is a diversified company utilizing rubber and plastics technology in the manufacture of aerospace, printing, industrial, automotive and various other products. Hollingshead is engaged in the manufacture and sale of automotive, industrial and household chemical products and gasoline additives, parts cleaners, glass cleaners and cooling system filters. Lisperard is engaged in the manufacture of vinyl plastic soft luggage, accessories and ladies handbags. In addition to indebtedness, Dayco has outstanding 2,081,849 common shares, of which management officials as a group own 10.2%. R. B. Jacob is board chairman and president.

**MICHIGAN PROFESSIONS PENSION PLAN FILES.** Michigan Association of the Professions Pension Plan and Trust for Self-Employed Individuals, 120 West Saginaw, East Lansing, Mich. 48823, filed a registration statement (File 2-30390) with the SEC on September 26 seeking registration of \$4,000,000 of participating units in a Trust Fund, to be offered to self-employed individuals who are members of the Michigan Association of the Professions ("M.A.P.") to permit them to establish pension plans for themselves and their employees intended to qualify under Section 401 and related provisions of the Internal Revenue Code of 1954, as amended by the Self-Employed Individuals Tax Retirement Act of 1962, as amended. M.A.P. was organized in 1958 for the primary purpose of encouraging participation in programs having for their purpose the advancement of professional ideals and welfare. To be eligible for membership a person must be a member in good standing in one of the following professions: architecture, certified public accounting, dentistry, education, engineering, law, medicine, pharmacy and veterinary medicine. Elmer J. Manson is M.A.P. president.

**MINUTE MAN OF AMERICA PROPOSES OFFERING.** Minute Man of America, Inc., 8112 West Markham, Little Rock, Ark., filed a registration statement (File 2-30388) with the SEC on September 30 seeking registration of 125,000 shares of common stock and \$500,000 of convertible subordinated debentures, due 1978. The securities are to be offered for public sale through underwriters headed by Dabbs Sullivan, Trulock & Company, Inc., 412 Louisiana St., Little Rock, Ark. 72201; the interest rate on the debentures, offering prices (\$4 per share maximum\*) and underwriting terms are to be supplied by amendment. The company has sold to the Dabbs firm, for \$1,250, an option to purchase 12,500 common shares.

Organized in October 1965, the company is in the business of owning, operating, servicing and franchising fast food specialty restaurants operating under the trade name "Minute Man." Net proceeds of its financing will be used to establish new franchise operations, all or part of which may be owned by the company, as well as for expansion of personnel to staff the training school on a full-time basis and to hire additional people for site location work. The company has outstanding 250,000 common shares, of which Wesley T. Hall, president and board chairman, and his wife own 85.6%.

**MICHIGAN CONSOLIDATED GAS SEEKS ORDER.** The SEC has issued an order under the Holding Company Act (Release 35-16176) giving interested persons until October 25, 1968 to request a hearing upon an application of Michigan Consolidated Homes Corporation ("Homes Corporation") to sell up to 5,000 shares of common stock, \$100 par, and up to \$3,000,000 of short-term promissory notes to Michigan Consolidated Gas Company ("Michigan Gas"), Detroit subsidiary of American Natural Gas Company. Homes Corporation was organized for the purpose of constructing, owning and operating low and moderate income housing projects under Section 221(d)(3) of the National Housing Act, as amended. As an initial project, Homes Corporation proposes to construct approximately 125 housing units on a parcel of land in the Detroit inner-city area which has been cleared by the Detroit Housing Commission and has been tentatively committed to Homes Corporation, at a total cost of \$2,500,000, of which some 90% will be covered by a mortgage loan from the Federal National Mortgage Association upon completion of construction.

**FISHBEIN & YORDON SENTENCED.** The SEC San Francisco Regional Office announced September 30 (LR-4121) that the U.S. District Court in Phoenix had imposed sentences upon San Ford Fishbein and Leonard M. Yordon, who had been convicted of securities violations in connection with the sale of stock of HiwayHouse Hotels, Inc. Fishbein (of Miami) was convicted of conspiracy, mail fraud and thirteen counts of fraud in the sale of securities; he was fined \$5,000 payable within six months on the conspiracy charge; sentence was suspended on the fraud charges and he was placed on probation for two years. Yordon, of Daytona Beach, was convicted of conspiracy and three counts of fraud in the sale of securities. He was fined \$1,000 payable within one year on the conspiracy charge and sentence was suspended on the fraud charges; he was placed on two years probation. The indictment was dismissed against Vincent J. Donato, Elmo G. Mathews, and Bernard N. Sears.

**FOUR TRADING SUSPENSION CONTINUED.** The SEC has ordered the suspension of exchange and/or over-the-counter trading in securities of Paramount General Corporation for the further ten-day period October 5-14, inclusive, in the common stock of Standwood Oil Corporation for the further ten-day period October 6-15, inclusive, and in the securities of BSF Company and Mountain States Development Company for the further ten-day period October 7-16, 1968, inclusive.

**STOCK PLANS FILED.** The following companies have filed Form S-8 registration statements with the SEC proposing the offer of stock under employee stock option and similar plans:

Interstate Department Stores, Inc., New York 10011 (File 2-30382) - 544,534 shares  
Components Corporation of America, Mt. Carmel, Ill. 62863 (File 2-30389) - 125,000 shares

**SECURITIES ACT REGISTRATIONS.** Effective October 3: Ascot Textile Corp., 2-29668 (90 days); Cox Cable Communications, Inc., 2-29790 (90 days); Electro-Ed Resources Corp., 2-28656 (90 days); First Union Realty, 2-29770 (40 days); Magnetic Metals Co., 2-29676; National Industries, Inc., 2-29824 (Nov 12); The National Sugar Refining Co., 2-29823; Petrie Stores Corp., 2-29939; Princeton Time Sharing Services, Inc., 2-29868 (90 days); Province of Manitoba, 2-30144; Scotco Data Leasing Inc., 2-29340 (90 days); Summers Electric Co., 2-26927; Swedlow, Inc., 2-29435 (Dec 31); United International Corp., 2-28004 (90 days); Winnebago Industries, Inc., 2-29611 (90 days).

**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.