SECURITIES AND EXCHANGE COMMISSION
NEWS DIGEST

A brief summary of financial proposals filed with and actions by the S.E.C.

Washington, D.C. 20549

(In ordering full text of Releases from SEC Publications Unit cite number)

(Issue No. 69-44)

FOR RELEASE March 6, 1969

RULE WOULD EXEMPT INSURANCE COMPANY QUALIFIED PENSION PLANS. The SEC today invited the submission of comments not later than April 8 on a proposed New Rule 6e-1 under the Investment Company Act (Release IC-5628) which would provide conditional exemption from registration and other specified provisions of that Act for certain "separate accounts" of insurance companies in which employer or employee contributions under qualified pension and profit-sharing plans are held and invested. The new rule would apply to separate accounts which hold assets attributable only to pension and profit-sharing plans which meet the requirements for qualification under either Section 401 or 404(a)(2) of the Internal Revenue Code. These are commonly referred to as "qualified plans." They include plans established for self-employed persons pursuant to the provisions of the Self-Employed Individuals Tax Retirement Act of 1962, since those plans also meet the requirements of Section 401 or 404(a)(2). Among the conditions to the exemption would be the filing with the Commission of a notification, reports and other specified documents.

In connection therewith, the Commission also proposes to adopt an amendment to Rule 156 under the Securities Act of 1933 which would exempt from the registration provisions of that Act transactions involving contracts which relate to separate accounts claiming exemption either under Rule 3c-3 or Rule 6e-1, instead of only under Rule 3c-3, provided that certain conditions are met.

SOUTHWESTERN ELECTRIC SEEKS ORDER. The SEC has issued an order under the Holding Company Act (Release 35-16302) giving interested persons until March 27 to request a hearing upon a proposal of Southwestern Electric Power Company, Shreveport, La., holding company subsidiary of Central and South West Corporation, to purchase from the City of Wake Village, Tex., the electric distribution system owned by the City and servicing 522 customers for $460,000 cash. In a December 3 election, voters of the City voted in favor of the sale of the distribution system to Southwestern.

ANTHONY & CO. ENJOINED. The SEC New York Regional Office announced March 3 (LR-4248) that the U.S. District Court in New York City had permanently enjoined violations of the record-keeping, financial reporting and anti-fraud provisions of the Securities Exchange Act by James Anthony & Co., Inc., New York broker-dealer firm, and its president and sole stockholder, Samuel Masiello. The defendants consented to the court order. The court also appointed John Timothy Collins, of 301 Park Ave., New York, as receiver of the assets of the Anthony firm.

HIPOTRONICS FILES FOR OFFERING AND SECONDARY. Hipotronics, Inc., Route 22, Brewster, N. Y. 10509, filed a registration statement (File 2-31904) with the SEC on February 28 seeking registration of 270,000 shares of common stock, of which 210,000 are to be offered for public sale by the company and 60,000 (being outstanding shares) by the present holder thereof. The offering is to be made at $9.25 per share through underwriters headed by Emanuel, Deetjen & Co., 120 Broadway, New York 10005, which will receive an 80¢ per share commission. The company has agreed to sell the Emanuel firm, for $2,500, five-year warrants to purchase 25,000 common shares, exercisable initially (after 1 year) at 107% of the public offering price.

The company designs and manufactures high voltage devices and systems to test materials and equipment used in the transmission of electricity, as well as test equipment and high voltage power supplies for use in the electronics industry. Of the net proceeds of its sale of additional stock, the company will use $350,000 for payment of construction costs incurred in connection with an addition to its plant and to purchase additional machinery, $250,000 towards sales promotion, $200,000 for additional raw materials and components, and $135,000 to pay short-term obligations incurred for working capital purposes; the balance will be added to working capital and used for general corporate purposes. In addition to indebtedness, the company has outstanding 754,206 common shares, of which Stanley G. Peschel, board chairman and president owns 62.18%; he proposes to sell 60,000 of his holdings of 469,000 shares.

DATANAME TO SELL STOCK. Dataname, Inc., 211 West 61st St., New York 10023, filed a registration statement (File 2-31905) with the SEC on February 28 seeking registration of 125,000 shares of common stock, to be offered for public sale at $4 per share. The offering is to be made through Hill, Thompson, Magid & Co., Inc., 70 Wall St., New York, which will receive a 40¢ per share commission plus $18,500 for expenses. The company has agreed to sell the underwriter, for $200, six-year warrants to purchase 20,000 common shares, exercisable after one year at $6 per share.

The company was organized in July 1968 to offer electronic data processing services in the direct mail and direct marketing fields. Net proceeds of its stock sale will be added to the company's working capital and used for general corporate purposes. The company has outstanding 325,000 common shares (with a 28¢ per share book value), of which Kenneth J. Fishbach, president, and four other officers own 15.4% each and Harwyn Industries Corporation 23.1%. Purchasers of the 125,000 shares being registered will own a 27.8% stock interest in the company for which they will have paid $500,000; present shareholders will own a 72.2% stock interest for which they paid $90,000, or 28¢ per share.

OVER

DATA PROCESSING FINANCIAL PROPOSES FINANCING. Data Processing Financial & General Corporation, 299 Park Ave., New York, N. Y. 10017, filed a registration statement (File 2-31894) with the SEC on February 28 seeking registration of $35,000,000 of senior subordinated debentures, due 1989, and warrants to purchase common stock, to be offered for public sale in units, each consisting of $1,000 of debentures and warrants. The offering is to be made at $1,000 per unit through underwriters headed by Allen & Company Incorporated, 30 Broad St., New York, N. Y. 10004; the interest rate on the debentures, number of warrants, and underwriting terms are to be supplied by amendment.

The company is engaged primarily in the business of leasing electronic data processing equipment. Of the net proceeds of its financing, $23,000,000 will be used to repay an outstanding short-term bank loan; the balance will be added to working capital of the company and used principally to enable it to increase its ability to borrow funds to finance (a) the purchase of third-generation IBM computer equipment, (b) its activities in the data center and time sharing fields and (c) its entry into new fields of activity, such as manufacture of computer equipment, retailing of computer systems and furnishing repair services. In addition to indebtedness, the company has outstanding 3,351,808 common shares, of which Harvey Goodman, president, owns 16.3% and Allen & Co. 14.4%.

BURKYARNS FILES FOR OFFERING AND SECONDARY. Burkyarns, Inc., P. O. Box 190, Valdese, N. C. 28690, filed a registration statement (File 2-31895) with the SEC on February 28 seeking registration of 300,000 shares of common stock, of which 150,000 are to be offered for public sale by the company and 150,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Courts & Co., 11 Marietta St., N. W., Atlanta, Ga. 30303; the offering price ($22 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the business of processing snythetic yarns, as well as in the commission-dyeing of such yarns. Its entire production is sold to the knitting and weaving industry and is used in the manufacture of a wide variety of knitted and woven fabrics. Of the net proceeds of its sale of additional stock, $1,850,000 will be used to finance the company's current expansion program; the balance will be added to working capital. In addition to indebtedness, the company has outstanding 849,654 common shares, of which Pharr Yarns, Inc., owns 33.89%, Leon E. Guigou, board chairman, 18.13% and C. Frank Gaddy, Jr., president, 13.92%. Pharr Yarns proposes to sell 49,800 of 288,024 shares held, Guigou 26,700 of 154,080 and Gaddy 20,300 of 118,356.

POTOMAC ELECTRIC POWER PROPOSES FINANCING. Potomac Electric Power Company, 929 E St., N. W., Washington, D. C. 20004, filed a registration statement (File 2-31896) with the SEC on February 28 seeking registration of $45,000,000 of first mortgage bonds, due 2004, and 500,000 shares of serial preferred stock ($50 par), to be offered for public sale through underwriters headed by Dillon, Read & Co. Inc., 46 William St., New York, N. Y. 10005, and Johnston, Lemon & Co., Southern Bldg., Washington, D. C. 20005. The company will use the net proceeds of its financing to provide a portion of its anticipated construction expenditures and possibly to prepay all or a portion of bank notes, aggregating $45,000,000. Construction expenditures are estimated at $121,781,000 for 1968, $144,000,000 for 1969 and $125,000,000 for 1970.

NATIONAL PIZZA FILES FOR OFFERING AND SECONDARY. National Pizza Corporation, 10407 Liberty, St. Louis (Overland), Mo. 63132, filed a registration statement (File 2-31897) with the SEC on February 28 seeking registration of 220,000 shares of common stock, of which 180,000 are to be offered for public sale by the company and 40,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Andresen & Co., Incorporated, 140 Broadway, New York, N. Y. 10005, and Stix & Co., 319 N. Fourth St., St. Louis, Mo. 63101; the offering price ($7 per share maximum*) and underwriting terms are to be supplied by amendment. The company and selling stockholders have agreed to pay the underwriters up to $17,500 for expenses; the company has agreed to sell the Andresen and Stix firms, for a total of $200, five-year warrants to purchase 20,000 shares, exercisable initially (after 11 months) at the public offering price.

National Pizza Co. was organized under Missouri law in April 1967; it merged into National Pizza Corporation (a Delaware company) organized by the selling stockholders in September 1968. The latter company sells frozen prepared pizzas to its 375 franchised distributors, who in turn sell the pizzas to retail outlets. Of the net proceeds of the sale of additional stock, $600,000 will be used toward the company's purchase of land in or near the St. Louis area and construction and equipping thereon of a 65,000 square foot building; the balance will be used for working capital and general corporate purposes. The company has outstanding 751,000 common shares (with a 31¢ per share book value), of which Hersey Moss, president, and Stuart Hoffman, executive vice president, own 46% each. Moss and Hoffman propose to sell 20,000 shares each of 345,600 and 345,400 shares held, respectively. Upon completion of this offering, Moss and Hoffman will own 701,000 shares, for which they paid approximately $5,600 (or 1.6¢ per share), and the purchasers of the shares being registered will own 220,000 shares, for which they will have paid $1,540,000*.

E. T. & T. LEASING PROPOSES OFFERING. E. T. & T. Leasing, Inc., Bentalou and Eagle Sts., Baltimore, Md. filed a registration statement (File 2-31898) with the SEC on February 28 seeking registration of 90,000 shares of common stock, to be offered for public sale through underwriters headed by Elkins, Morris, Stroud & Co., Stock Exchange Bldg., 17th and Sansom Sts., Philadelphia, Pa. 19103. The offering price ($12 per share maximum*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the Elkins firm $15,000 for expenses and to sell it, for $90, six-year warrants to purchase 9,000 common shares.

The company is engaged primarily in the business of leasing trucks, over-the-highway tractors and trailers under long-term maintenance leases, principally in the Baltimore-Washington area. Of the net proceeds of its stock sale, the company will use $325,000 to repay bank debt (incurred for the purchase of trucks) and $400,000 to purchase additional trucks; the balance will be used for general corporate

CONTINUED

purposes, including additional working capital. In addition to indebtedness, the company has outstanding 253,334 common and 126,666 Class B shares (with a combined book value of $1.47 per share). Reuben Hurwitz, president, owns all of the Class B shares, and John F. McCambridge, secretary, and Leonard Brown, treasurer, 50% each of the common shares.

COMPUTER ANALYSIS TO SELL STOCK. Computer Analysis, Inc., 820 Munsey Bldg., Baltimore, Md. 21202, filed a registration statement (File 2-31899) with the SEC on February 28 seeking registration of 100,000 shares of common stock, to be offered for public sale at $6 per share. No underwriting is involved; but NASD members assisting in the sale of the shares will receive up to 60¢ per share selling commission.

Organized under Maryland law in October 1968, the company is in the business of developing, promoting, marketing and generally making available to the general public and public accounting firms the help of the computer in preparing federal, state and local income tax returns. Of the net proceeds of its stock sale, $100,000 will be used for research and development, $200,000 for marketing, $60,000 for administration; the balance will be used for working capital and general corporate purposes. The company has outstanding 294,000 common shares (with a 51¢ per share book value), of which Stanley M. Silver, board chairman and president, owns 54.42%. Assuming sale of the 100,000 shares, the purchasers thereof will own a 25% stock interest in the company for their $600,000 (or $6 per share); present shareholders will own a 75% stock interest, for which the company received $150,000.

FRANCESCA FILMS PROPOSES OFFERING. Francesca Films, Incorporated, 41 East 42d St., New York, N. Y. 10017, filed a registration statement (File 2-31900) with the SEC on February 28 seeking registration of 200,000 shares of common stock, to be offered for public sale at $10 per share. The offering is to be made through underwriters headed by Rafkind & Co., Incorporated, 55 Broad St., New York, N. Y., which will receive a $1 per share commission. In November 1968, the company sold 20,000 common shares to holders of securities of the Rafkind firm (part of 28,000 shares sold) at 89¢ per share. In January 1969, it issued 50,000 shares at 32¢ per share in connection with a $250,000 loan.

Organized under Delaware law in October 1968 as successor to a California corporation organized in July 1967, the company is engaged in the acquisition of literary properties suitable for motion picture production and the development of several proposed films. Of the net proceeds of its stock sale, $260,000 will be used to repay the company's outstanding 8½% promissory notes, $250,000 for its share of budgeted expenses for the production of the motion picture, "Animal Talk," and $600,000 as a reserve for its share of expenses for producing an additional motion picture in 1969 and one in 1970; the balance will be used for working capital and general corporate purposes. The company has outstanding 293,000 common shares (with a 10¢ per share book value), of which Samuel Marx, president, owns 18.7% and management officials as a group 57.8%. Assuming sale of the 200,000 shares being registered, the purchasers thereof will own a 41% stock interest in the company, for which they will have paid $2,200,000; the present stockholders will own a 59% stock interest, which has a book value of $30,192.

SECURITIES AUTOMATION COMPUTER TO SELL STOCK. Securities Automation Computer General Corp., 33 Rector St., New York, N. Y. 10006, filed a registration statement (File 2-31901) with the SEC on February 28 seeking registration of 230,000 shares of common stock, to be offered for public sale at $10 per share. No underwriting is involved; NASD members who assist in solicitation of sales will receive a 50¢ per share commission.

Organized under New York law in September 1968, the company proposes to develop and operate a computerized system capable of performing the functions of the operations department or "back-office" of one or more member firms of the New York and American Stock Exchanges. Net proceeds of its stock sale will be added to working capital and will be avilable for general corporate purposes. In addition to indebtedness, the company has outstanding 200,000 common shares (with a 15¢ per share net tangible book value), of which Trinity-William Corp. owns 62.5% (company officials own 76% of Trinity William stock), P. Pitt Stonier, board chairman, 26.6% and Richard N. Miles, president 11%. Assuming sale of the 230,000 shares being registered, the purchasers thereof will own a 53.5% stock interest in the company for which they will have paid $2,300,000; the present stockholders will then own a 46.5% stock interest for which they will have paid $31,250.

SEABOARD FINANCE TO SELL DEBENTURES. Seaboard Finance Company, 818 West Seventh St., Los Angeles, Calif. 90017, filed a registration statement (File 2-31902) with the SEC on February 28 seeking registration of $30,000,000 of sinking fund debentures, due 1989, to be offered for public sale through underwriters headed by Lehman Brothers, One William St., New York, N. Y. 10004. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company, largely through subsidiaries, is engaged in extending personal loans to individuals in relatively small amounts and for relatively short periods; it also purchases sales contracts. Net proceeds of its sale of debentures will be added to its general funds and will be available to pay current indebtedness and to carry additional receivables; such proceeds may be applied initially to the reduction of short-term borrowings. In addition to indebtedness and preferred stock, the company has outstanding 5,446,621 common shares.

SCHOOLHOUSE INDUSTRIES TO SELL STOCK. Schoolhouse Industries, Inc., 170 Central Ave., Farmingdale, L.I., New York 11735, filed a registration statement (File 2-31903) with the SEC on February 28 seeking registration of 150,000 shares of common stock, to be offered for public sale at $3 per share. The offering is to be made through Lomasney & Co., 67 Broad St., New York, N. Y. 10004, which will receive a 30¢ per share commission plus $10,000 for expenses. The company has agreed to sell the underwriter 10,000 shares at $3 per share (payable 10% on date of purchase and the balance within 5 years) and to sell to Brown & Bent, in consideration for its services as a finder, 5,000 shares at 20¢ per share. Also through this statement, the company offers to the 41 purchasers of 177,234 non-registered shares sold between January 1967 and June 1968 at either 31¢ per share or 62¢ per share, an opportunity to rescind the purchases and to be reimbursed in the amount of the purchase price plus 6% interest.

OVER

Organized under New York law in October 1966, the company is engaged in the production of a teaching aid, programmed in language arts, perceptual skills and mathematics for use by children in pre-school through third grades. Net proceeds of the company's stock sale will be added to working capital and used for general corporate purposes, including repurchase of any shares tendered by present stockholders pursuant to the rescission offer. The company has outstanding 399,996 common shares (with a 2¢ per share book value), of which Malvin Greenberg, president, owns 32.9% and management officials as a group 55.6%. Purchasers of the shares being registered will sustain an immediate dilution in book value of $2.17 per share from the public offering price.

ACADEMIC SYSTEMS PROPOSES FINANCING. Academic Systems and Management Corporation, 815 East Rosecrans Ave., Los Angeles, Calif. 90059, filed a registration statement (File 2-31907) with the SEC on February 28 seeking registration of $1,700,000 of convertible subordinated debentures, due 1989, and six-year common stock purchase warrants. The securities are to be offered for public sale on a "best efforts, all or none basis" through underwriters headed by Baerwald & De Boer, 70 Wall St., New York 10005; the interest rate on the debentures, number of warrants to be included with each $1,000 debenture, offering price ($1,000 per unit*) and underwriting terms are to be supplied by amendment. The company has agreed to pay the underwriters $25,000 for expenses and will grant them five-year warrants to purchase an unspecified number of common shares.

The company is primarily engaged in the business of providing home study courses to students primarily in industrial electronics, practical electricity and electrical appliance repair, as well as a course teaching fundamentals of fuels and lubricants primarily designed for non-technical personnel in the petroleum industry, and an artists course. Part of the net proceeds of its financing will be applied to reduction of bank loans and other short term indebtedness, and part for advertising and distribution of various courses; the balance will be added to working capital and used for various corporate purposes including possible acquisition of other companies. In addition to indebtedness, the company has outstanding 3,294,995-2/5 common shares, of which Bertram A. Knight, board chairman and president, owns 48.5%.

CHARTER CAPITAL PROPOSES OFFERING. Charter Capital Corporation, Charter Oil Bldg., San Diego, Calif. 92112, filed a registration statement (File 2-31906) with the SEC on February 28 seeking registration of $20,000,000 of limited partnership interests in Charter Resource Programs through single payment plans and periodic payment plans. No underwriting is involved, but salesmen of the partnership interests will receive from 4% to 5-1/2% commission. Proceeds will be used in development oil and gas projects (consisting of coordinated investments in proven and semi-proven oil and gas leases and producing properties) and exploratory oil and gas projects (consisting of coordinated efforts to acquire, explore and drill oil and gas properties which are not part of a known commercial reservoir, for purposes of locating, developing and exploiting new reserves of oil and gas). Charter Capital, a wholly-owned subsidiary of Charter Oil Company Limited (a British Columbia corporation), will be the sole general partner. Ian E. Gardner-Smith is president of Charter Capital. Approximately 34% of the outstanding common stock of Charter Oil is owned by Canadawide Investments Limited, 52% of whose outstanding stock is owned by Hans Willi, president of Charter Oil, and 48% by Kurt Gratwohl, a director, of Anlagebank, Zurich, Switzerland.

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Comstock-Keystone Mining Company (n/k/a Memory Magnetics International, Inc.), Dyna Ray Corporation, Mooney Aircraft, Inc., and United Australian Oil, Inc. for the further ten-day period March 7-16, 1969, inclusive.

SECURITIES ACT REGISTRATIONS. Effective March 5: Allen Dental-Medical Development Corp., 2-30585 (90 days); Astrosystems, Inc., 2-30901 (40 days); Certain Teed Products Corp., 2-30711; Lafayette Funds, Inc., 2-31094 (90 days); Mason Personnel Associates, Inc., 2-30718 (90 days); New York Telephone Co., 2-31725; Polaroid Corp., 2-31715 (40 days); Robotguard, Inc., 2-30587 (90 days); Rochester Telephone Corp., 2-31753; Will Ross, Inc., 2-31462.

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.

---oooOooo---