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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SEC ENDORSES WINDERMERE HOTEL PLAN. The SEC today filed a supplementary advisory report with the U. S. District Court in Chicago on the fairness and feasibility of two amended plans of reorganization for the Windermere Hotel Company, which owns and operates the Windermere East Hotel in Chicago (Release CR-171).

The Trustee's plan, as amended, provides for the sale of all of the Debtor's assets, with certain exceptions, at a public auction to be held on or before July 1, 1962, at a minimum cash upset price of $2,285,000. Richard Goodman has made a written commitment to bid $2,285,000 at such sale and has deposited $228,500 with the Trustee as earnest money. It is estimated that this plan may yield bondholders about $70 per $100 principal amount of bonds. Any other person may bid at the sale, except that the next acceptable bid must be at least $5,000 more than the minimum.

A plan of reorganization has also been proposed by Max and Harold Shlensky. Under this plan, as amended to conform with the Commission's recommendations, each bondholder would receive $70 in cash per $100 principal amount of bonds unless he affirmatively elects to take $20 in cash, plus a new $50 first mortgage bond of the reorganized company bearing 5% interest and maturing 15 years after date of issue. This plan further provides, as recommended by the Commission, that the new first mortgage would not exceed $1,600,000 and that the Shlenskys would provide the necessary cash for costs of administration.

The Commission has concluded that both plans were fair and equitable and feasible. Shlensky has also proposed that if the Court prefers public bidding, he would guarantee a bid under which the public bondholders would receive $70 per $100 principal amount of bonds, provided that, if another bid exceeds his $70 offer, he would receive the first $25,000 that the bidding produced over his guaranteed bid. The Commission urged that this proviso is inappropriate.

AIRTRONICS INTERNATIONAL FILES FOR SECONDARY. Airtronics International Corporation of Florida, 6900 West Road 84, Fort Lauderdale, Florida, filed a registration statement (File 2-20297) with the SEC on April 27th seeking registration of 161,625 outstanding shares of common stock, to be offered for public sale by the holders thereof from time to time in public or private sale at prices not in excess of those prevailing in the over-the-counter market ($3.125 maximum*). Of such stock, 48,000 shares were purchased in 1959 by one of the selling stockholders from two officials of the company at 19¢ per share and the balance was issued upon exercise of convertible debentures at $2 per share.

The company is engaged in the manufacture of a variety of electronic, mechanical and electro-mechanical parts and components, chiefly for the ground support equipment used in rocket and missile systems, under subcontracts with Government contractors. Its only customers in this field are Martin-Marietta Corporation and Radio Corporation of America. It also has performed a number of contracts for the military departments of the United States Government, primarily in the field of communication equipment. In addition to certain indebtedness, the company has outstanding 1,053,825 shares of common stock, of which Robert G. Kramer, president, and Dorothy White, a vice president, own 17% and 20.7%, respectively, and management officials as a group 44.3%. The prospectus lists 26 selling stockholders owning an aggregate of 176,753 shares, including Frank B. Bateman, a director, and Jack M. Bass & Co., who own 53,000 and 25,128 shares, respectively, and propose to sell 53,000 and 25,000 shares, respectively. Others propose to sell amounts ranging from 500 to 10,000 shares. The prospectus states that the accumulated deficit of the company as of January 31, 1962 amounted to $175,056. Earnings of 4¢ per share are shown for the 8 months ended January 31, 1962.

AMES DEPT. STORES FILES FOR STOCK OFFERING. Ames Department Stores, Inc., Mill Street, Southbridge, Mass., filed a registration statement (File 2-20299) with the SEC on April 27th seeking registration of 100,000 shares of common stock, to be offered for public sale through underwriters headed by Kahn & Peck, Cohn & Co., 74 Trinity Place, New York. The public offering price (maximum $5 per share*) and underwriting terms are to be supplied by amendment. The statement also includes 15,000 shares underlying 5-year warrants to be sold to the underwriter for $150, exercisable at the public offering price.

The company was organized under Delaware law in March 1962 to acquire the business then conducted by seven affiliated corporations which were engaged in the operation of self-service discount department stores (including three service corporations). The company and its subsidiaries operate stores in Southbridge, Mass. St. Johnsbury, Vermont, and Rutland, Vermont; and a fourth store will be opened in Ogdensburg, New York, about June 1, 1962. The prospectus states that the company is presently seeking other suitable locations with a view to opening two additional stores during the next 12 months. Of the net proceeds from the stock sale, $100,000 will be used to pay expenses incurred in connection with the opening and stocking of the Ogdensburg store, and the balance to repay a short term loan incurred for working capital, to cover part of the cost of opening additional stores, and for additional working capital.

In addition to certain indebtedness, the company has outstanding 237,500 shares of common stock, of which Irving Gilman, president, Herbert Gilman, vice president, Milton Gilman, treasurer, and Philip D. Feltman, secretary, own 24.4% each.

GENERAL REALTY INCOME TRUST FILES FOR STOCK OFFERING. General Realty Income Trust, 111 Broadway, New York, filed a registration statement (File 2-20300) with the SEC on April 27th seeking registration of 1,000,000 shares of beneficial interest in the Trust, to be offered for public sale at a maximum of $10 per

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share. The offering will be made on a best efforts basis by King Merritt & Company, Inc., 85 Broad Street, New York, which will receive a commission of $.875 per share.

The Trust is a business trust organized under Massachusetts law in February 1962. It intends to operate as a real estate investment trust as defined in the Internal Revenue Code and its primary investment objective will be to produce high cash yields through investments in real estate and mortgages on developed real estate, initially on the eastern seaboard of the United States. The Trust at present does not have any investments in real estate or mortgages and it has no operating history. The net proceeds from the stock sale will be used to make such investments. General Income Sponsors, Inc. will serve as the Trust's investment advisor and consultant. The Trust presently has no shares outstanding. The trustees of the Trust are John W. Finger (secretary-treasurer of the advisor), Henry L. Jamieson (president of the underwriter) and Thomas H. Quinn (president of the advisor). Finger, Quinn, and the underwriter each own 1/3 of the outstanding shares of the advisor.

MAGNETICS RESEARCH FILES FOR STOCK OFFERING. Magnetics Research Co. Inc., 179 Westmoreland Avenue, White Plains, N. Y., filed a registration statement (File 2-20301) with the SEC on April 30th seeking registration of 100,000 shares of common stock, to be offered for public sale at $3 per share. The offering will be made on a best efforts all or none basis through underwriters headed by T. W. Lewis & Co., Inc., 61 Broadway, New York, which will receive a 45¢ per share commission. The statement also includes 16,000 shares underlying 5-year warrants sold to the principal underwriter at 1¢ each, exercisable at $3 per share, and 4,000 shares underlying like warrants sold to L. F. Rothschild and Co., for services rendered in connection with this offering.

The company is principally engaged in the design, engineering, assembly and sale of magnetic square loop transformers, magnetic memory units and assemblies of such units which are used to store, count and rearrange digital information in computers, business machines, communications equipment and other commercial and military digital data handling systems. Since 1961 the company has been engaged in a program to develop a line of miniature general purpose transistor logical building blocks compatible with its magnetic units, and which can perform processes such as arithmetical and control functions. The net proceeds from the stock sale will be used to acquire equipment for the production of the transistor building blocks and for the design and production of digital data handling equipment, and the balance to finance increased inventories, expand sales, production and technical staffs, and to finance research and development, advertise new products and provide comprehensive technical catalogues. The company has outstanding 200,000 shares of common stock (after giving effect to a recent 1,000-for-1 stock split), of which Eugene A. Sands, president, owns 50%, and Ben M. Sands, vice president, and Molly K. Sands 25% each. Sale of new stock to the public at $3 per share will result in an increase in the book value of stock now outstanding from 31¢ to 95¢ per share, with a resulting dilution of $2.05 per share in the book equity of stock purchased by the public.

PARKVIEW DRUGS PROPOSES DEBENTURE OFFERING. Parkview Drugs, Inc., 2323 Grand Avenue, Kansas City, Mo., filed a registration statement (File 2-20302) with the SEC on April 30th seeking registration of $2,000,000 of convertible subordinated debentures due 1977, to be offered for public sale at 100% of principal amount through underwriters headed by Scherck, Richter Company, 320 North Fourth St., St. Louis, Mo. The interest rate and underwriting terms are to be supplied by amendment.

The company and its subsidiaries are engaged in the retail drug business, both through conventional retail stores and by the operation of licensed departments in closed door membership department stores. Of the net proceeds from the debenture sale (plus other company funds), $1,550,000 will be invested in inventory and fixtures in licensed departments to be opened from time to time in nine new department stores (and one licensed department in an open-door store), $530,000 to redeem all of the outstanding preferential cumulative participating stock of the company, and the balance to re-pay a 5% insurance loan and for general corporate purposes. In addition to certain indebtedness and the preferential stock, the company has outstanding 539,500 shares of common stock, of which Phillip Small, board chairman, Harry L. Small, executive vice president, and John Small, president, own 19.7%, 19.6% and 27.8%, respectively. Management officials as a group own 67.1% (and 3.2% of the outstanding preferential stock).

SAGE INTERNATIONAL FILES FOR STOCK OFFERING. Sage International Inc., 315 South Beverly Drive, Beverly Hills, Calif., filed a registration statement (File 2-20303) with the SEC on April 30th seeking registration of 150,000 shares of capital stock, to be offered for public sale through underwriters headed by First California Company Incorporated, 300 Montgomery Street, San Francisco, and Allen & Company, 120 Broadway, New York. The public offering price (maximum $13 per share*) and underwriting terms are to be supplied by amendment. The statement also includes 15,250 outstanding shares underlying 5-year options granted to First California Company by certain stockholders and 2,250 outstanding shares underlying like options also granted to Bernard M. Malin, company counsel, all exercisable initially at 110% of the public offering price.

The company was organized under Delaware law in February 1962 and shortly thereafter issued 651,517 capital shares in exchange for all of the outstanding stock of 14 companies (which owned seven subsidiaries), such shares being issued to 27 individuals, two trusts and three of the company's wholly owned subsidiaries. The company and its subsidiaries operate eight membership discount department stores, five of which are in California and three in Texas. Of the $1,650,000 estimated net proceeds from the stock sale, $500,000 will be used to open, furnish and equip new discount department stores (no selections made to date), and $1,150,000 will be added to working capital to be used, in part, to purchase inventories. In addition to certain indebtedness, the company has outstanding 600,000 shares of common stock (excluding subsidiary-owned shares), of which Harold Staw, president, and Louis Joseph and Murray Gomer, vice presidents, own 29.7%, 13.2% and 10.2%, respectively. Staw's immediate family owns an additional 52,659 shares.

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SAN DIEGO GAS & ELECTRIC FILES SAVINGS PLAN. San Diego Gas & Electric Company, 861 Sixth Avenue, San Diego, Calif., filed a registration statement (File 2-20304) with the SEC on April 30th seeking registration of $984,000 of interests in its Savings Plan, and 24,000 shares of common stock which may be acquired pursuant thereto.

ADVANCE MORTGAGE FILES FOR STOCK OFFERING. Advance Mortgage Corporation, First National Bank Building, Detroit, filed a registration statement (File 2-20305) with the SEC on April 30th seeking registration of 200,000 shares of common stock, to be offered for public sale through underwriters headed by Shields & Company, 44 Wall Street, New York. The public offering price (maximum $11 per share*) and underwriting terms are to be supplied by amendment.

The company is engaged in the business of making and servicing first mortgage loans on real estate in various parts of the country. The net proceeds from the stock sale will be added to working capital and initially applied to reduce borrowings from banks. Ultimately a substantial part of the proceeds may be applied to the acquisition of additional mortgage companies as opportunities arise. In addition to certain indebtedness, the company has outstanding 452,919 shares of common stock, of which Edward Rose, board chairman, Irving Rose, president, Jack Rose, and Leslie Rose, an executive vice president, own 17.06%, 23.33%, 19.20% and 19.99%, respectively, and management officials as a group 62.24%. Members of the Rose family own in the aggregate 94% of the outstanding stock of the company.

CENTCO INDUSTRIES FILES FOR STOCK OFFERING. Centco Industries Corp., 11-17 Clintonville Street, Whitestone, N. Y., filed a registration statement (File 2-20306) with the SEC on April 30th seeking registration of 120,000 shares of common stock, to be offered for public sale at $5 per share. The offering will be made on an all or none basis by Arnold Malkan & Co., Inc., 26 Broadway, New York, which will receive a 65¢ per share commission and $6,000 for expenses. The statement also includes (1) 7,500 shares to be sold to the underwriter and 6,500 shares to Melvin Spill, the finder, all at $1 per share, (2) 19,000 shares underlying 5-year options to be sold to the underwriter for $190, and 11,000 shares underlying like options to be sold to Sebastian Leone, for services as legal and financial consultant, for $110, all exercisable at $5 per share, and (3) 15,000 shares to be offered pursuant to a restricted stock option plan. A $6,000 finder's fee is also payable to Spill by the company.

The company (formerly Century Coating Co., Inc.) is engaged in the manufacture and sale of plastic and rubber film laminates. It also designs and manufactures a line of casting, laminating and embossing machinery and equipment. Of the $475,000 estimated net proceeds from the stock sale, $125,000 will be used to purchase and build new machinery and equipment for use in the manufacture of new products, and the balance to expand laboratory facilities, for research and development of new products, to retire a bank loan, to repay loans from officers, to purchase additional raw materials and for inventory of finished goods, and for working capital. In addition to certain indebtedness, the company has outstanding 158,000 shares of common stock (after giving effect to a recent 2,000-for-1 stock split), of which William Enzensperger, Sr., president, owns 56.96%, and William Enzensperger, Jr. and Helmuth Enzensperger, vice presidents, 18.99% each. Sale of new stock to the public at $5 per share will result in an increase in the book value of stock now outstanding from $1.84 to $2.76 per share, with a resulting dilution of $2.24 per share in the book equity of stock purchased by the public.

HELIX LAND FILES FOR STOCK OFFERING. Helix Land Company, Inc., 4265 Summit Drive, La Mesa, Calif., filed a registration statement (File 2-20307) with the SEC on April 27th seeking registration of 586,000 shares of capital stock, to be offered for public sale without underwriting (except that sales may be made through salesmen and securities dealers, who will receive a 10% selling commission). The public offering price (maximum $5 per share*) is to be supplied by amendment.

The company is successor by merger in February 1962 of Helix Land Company, Inc. and T. G. Lambron & Associates, Inc. It is engaged primarily in operating as a principal in the purchasing, developing, managing and selling of real properties. Its investments at present are all in properties (substantially unimproved) in San Diego County. The company has entered into a joint venture agreement with Helix 1960, Inc. (a separate company having the same management officials and purposes as the company), for the acquisition (for $1,475,930 subject to indebtedness of $1,172,541) of 600 acres of unimproved real property in San Diego and Imperial Beach. Trust deeds on the property total $1,172,541. The company owns a two-thirds undivided beneficial interest in the property and is obligated to pay two-thirds of the purchase price (and expenses), having contributed $38,833 as of January 31, 1962. The prospectus states that the property, which consists primarily of low swampy land partially under water, is considered suitable for development as a marina type commercial and residential subdivision, after substantial earth moving, dredging and filling. The net cash proceeds from the stock sale (the company anticipates that a major portion of such shares may be exchanged for interests in real property) will be used to make payments to the joint venture, to pay operating expenses, make payments on existing trust deeds, and to acquire and develop properties. The company is also the sole owner of 20 parcels of real estate totalling more than 2,200 acres acquired at a total cost of $2,035,676. Such properties are subject to $1,477,990 of trust deed indebtedness. In addition to certain indebtedness, the company has outstanding 294,000 shares of capital stock, of which Theodore G. Lambron, board chairman and president (together with his family) owns 7.14%.

ARMOUR FILES STOCK PLAN. Armour and Company, 401 North Wabash Ave., Chicago, filed a registration statement (File 2-20308) with the SEC on April 27th seeking registration of 357,330 shares of common stock, to be offered pursuant to its 1958 Restricted Stock Option Plan.

RUSCO INDUSTRIES FILES FOR SECONDARY. Rusco Industries, Inc., 1409 Lakeside Avenue, Cleveland, filed a registration statement (File 2-20309) with the SEC on April 30th seeking registration of 147,000 outstanding shares of common stock (voting), 24,000 outstanding $100 par Class A preferred shares, 6,000 outstanding $100 par Class B convertible preferred shares, and 6,000 outstanding $60 par Class C convertible preferred shares.

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The common shares are to be offered for public sale by the holders thereof through normal brokerage transactions on the American Stock Exchange (maximum $6.50 per share*)and the preferred shares in the over-the-counter market or by private placement. The statement also includes (1) 210,000 common shares into which the preferred shares are presently convertible, and (2) 180,000 common shares reserved for stock options.

The company (formerly F. C. Russell Company) is engaged principally in the manufacture and sale of metal combination screen and storm windows, prime windows and metal combination doors. In addition to certain indebtedness and the preferred stock, it has outstanding 1,376,747 shares of common stock of which Orlite Engineering Company Limited (50% owned by Edward Koppelman and Carl von Bibra, directors) owns 147,000 shares. Halmac, Inc. owns 5,000 Class A preferred and 2,500 Class C preferred shares. Orlite and Halmac, together with seven other companies, are listed as the selling stockholders (all but Orlite owning preferred shares). The amounts to be sold be sold by each are to be supplied by amendment. Martin Freidman is board chairman and acting president. Koppelman and von Bibra own options to purchase an aggregate of 100,000 common shares at $4 per share.

N.E.E.S. RIGHTS OFFERING. The SEC has issued an order under the Holding Company Act (Release 35-14629) giving interested persons until May 14, 1962, to request a hearing upon the rights offering proposal of New England Electric System, Boston holding company. As previously reported (Digest of 4/13/62), NEES proposes to offer 872,786 shares of its common stock for subscription by common stockholders at the rate of one new share for each 15 shares held. The record date will be the effective date of the company's pending registration statement. Unsubscribed shares will be offered in limited amounts to full-time employees who have had three years of continuous service. The offering is to be underwritten through competitive bidding. Net proceeds of the stock sale will be made available to subsidiaries in furtherance of their construction programs; and any balance will be available for general corporate purposes.

GEORGIA POWER PROPOSES STOCK SALE. Georgia Power Company, Atlanta subsidiary of The Southern Company, has applied to the SEC for an order under the Holding Company Act authorizing its issuance and sale to Southern of 60,000 additional shares of Georgia Power common for a cash consideration of $100 per share; and the Commission has issued an order (Release 35-14630) giving interested persons until May 21, 1962, to request a hearing thereon. The subsidiary will use the proceeds of the stock sale for construction purposes. To provide funds for such purchase (and for the purchase of $8,000,000 additional stock of another subsidiary, Alabama Power Company, the subject of another application), Southern also seeks authorization to make bank borrowings during 1962 aggregating up to $11,000,000.

SECURITIES ACT REGISTRATIONS. Effective May 1: American Electric Power Company, Inc. (File 2-20212); Associated Oil and Gas Co. (File 2-19569); Budget Finance Plan (File 2-19959); Equity Fund, Inc. (File 2-20171); Extrin Foods, Inc. (File 2-19377); Garland Knitting Mills (File 2-19934); Howard Johnson Company (File 2-20181); Hudson Wholesale Groceries, Inc. (File 2-19663); Kingdom of Denmark (File 2-20240); Selective Financial Corp. (File 2-19869); Witco Chemical Co. (File 2-19984). Withdrawn May 1: Vogue Instrument, Corp. (File 2-19414).

*As estimated for purposes of computing the registration fee.

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