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VIOLATIONS CHARGED TO HAMILTON WATERS & CO. The SEC has ordered proceedings under the Securities Exchange Act of 1934 to determine whether Hamilton Waters & Co., Inc., 250 Fulton Avenue, Hempstead, N. Y., engaged in practices which operated as a "fraud and deceit" upon investors and, if so, whether its broker-dealer registration should be revoked.

The said company ("registrant") has been registered with the Commission as a broker-dealer since November 14, 1958. Harry Wasser is president and a principal stockholder; and Nelson Hugh Finkleman, Phillip Markowitz (also known as Mark Phillips), Stanley Miller, Manuel Kupfer, Nathan Kupfer and Raymond Douglas Wilson were employed as salesmen by registrant during the period September 1961 to January 1962. In its order, the Commission recites charges of its staff that information developed in an investigation tends to show that in the offer and sale of common stock of George Harmon Company, Inc., during said period, registrant, Wasser and the said salesmen "engaged in transactions, practices and a course of business which would and did operate as a fraud and deceit" upon investors in violation of the anti-fraud provisions of the Federal securities laws. (The Harmon offering, which proposed the public sale of 62,500 shares at \$4 per share for the issuer and warrants for 10,000 shares for the benefit of registrant pursuant to a claimed Regulation A exemption from Securities Act registration, was suspended by the Commission in January 1962 based upon alleged false and misleading representations in Harmon's offering circular, and proceedings are now pending on the question whether the suspension should be vacated or made permanent. Harmon presently is in bankruptcy.)

The alleged violations by registrant and said persons relate to (1) their offer and sale of Harmon stock to investors by means of intensive local telephone calls without regard or knowledge as to such persons' financial circumstances or the suitability of the stock to their investment needs, as well as their endeavor to place customers in a position where they were asked to make hasty decisions to buy such stock on the basis of unsubstantiated representations, and (2) the use of false and misleading statements of material facts relating to a rise in the price and investment potential of Harmon stock, the listing of such stock on a national securities exchange, and the backlog of orders of the issuer. The staff also charges that registrant (a) failed to make such reasonable and diligent inquiries as would have revealed the true nature of the backlog of orders of George Harmon; and (b) employed salesmen who did not have suitable training or indoctrination in the standards of conduct required of those engaged in the securities business and whose records of previous employment by "boiler room" operators were known (or should have been known) by registrant. Violations of the Securities Act registration requirements are also charged.

A hearing will be held, at a time and place to be announced, for the purpose of taking evidence to determine whether the staff charges are true and, if so, whether registrant's broker-dealer registration should be revoked. Registrant is a member of the National Association of Securities Dealers, Inc.; and one of the issues in these proceedings is whether it also should be suspended or expelled from NASD membership.

MC DANIEL EQUIPMENT OFFERING SUSPENDED. The SEC has issued an order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a stock offering by Mc Daniel Equipment, Inc., 516 7th Avenue, San Diego. The order provides an opportunity for hearing, upon request, on the question whether the suspension should be vacated or made permanent.

Regulation A provides a conditional exemption from registration with respect to public offerings of securities not exceeding \$300,000 in amount. In a notification filed on January 19, 1962, Mc Daniel Equipment proposed the public offering of 100,000 common shares at \$3 per share. According to the order, the offering began in February 1962 and was completed in March 1962 through California Investors, of Los Angeles, as underwriter. The Commission asserts in its suspension order that it has reasonable cause to believe that the issuer's offering circular and the financial statements therein, certified to by Edward Baranov, a certified public accountant of San Diego, contained false and misleading statements of material facts with respect to the company's earnings, income, profits, assets, liabilities and surplus; amounts owed to the company by its affiliates; intercompany transactions between the company and its subsidiaries; and inadequacies in the audit performed and auditing procedures employed by the certifying accountant as well as inadequacies in the records and accounting procedures used by the company.

LOUIS B. CHERRY HEARING SCHEDULED. The Commission has scheduled a hearing for April 16, 1963, in its Los Angeles Branch Office, in proceedings to determine whether the broker-dealer registration of Louis B. Cherry, doing business as Kennedy, Levy & Co., 5716 Comanche, Woodland Hills, Calif., should be revoked. The January 1963 order authorizing these proceedings recites charges of the Commission's staff that Cherry violated the anti-fraud and anti-manipulative provisions of the Federal securities laws in the offer and sale of stock of American Laboratories, Inc., and California Growth Capital, Inc.

B.S.F. CO. SALE APPROVED. The SEC today announced the issuance of a decision under the Investment Company Act (Release IC-3651) finding that the terms of the proposed sale by B.S.F. Company, a Delaware investment company, to Visual Art Industries, Inc., a Delaware company, of B.S.F.'s wholly-owned subsidiary, F. Weber Co. for \$425,000, are reasonable and fair and do not involve overreaching on the part of any person concerned.

OVER

COMPLAINT FILED AGAINST ESTELLE LATTA. The SEC Atlanta and San Francisco Regional Offices announced March 11 (LR-2535) the filing of court action (USDC, ND, Calif.) seeking to enjoin Estelle Latta, of Sacramento, from further violating the Securities Act registration provisions in the offer and sale of investment contracts and certificates of interest and participations in profit sharing agreements consisting of assignments of percentage interests in purported estates of Mark Hopkins and Moses Hopkins (deceased) upon the representation that litigation to recover the estates will be conducted by or at the direction of Estelle Latta.

HOMESTEAD PACKERS FILES FOR STOCK OFFERING. Homestead Packers, Inc., Beatrice, Nebr., filed a registration statement (File 2-21151) with the SEC on March 13 seeking registration of 5,000 shares of 6% non-cumulative preferred stock (\$100 par) and 5,000 shares of common stock, to be offered for public sale in units consisting of one common and one preferred share and at \$150 per unit. No underwriting is involved. Unless a minimum of \$500,000 is raised within 120 days, the full amount of funds raised will be returned to purchasers and the offering will be cancelled.

The company was organized in December 1962 for the purpose of financing, constructing, equipping and operating a beef and pork packing plant facility, to be located on a site (not yet selected) near Beatrice. The company has not engaged in any business although is said to have engaged an architect and preliminary plans for the plant have been drawn. According to the prospectus, assuming the minimum of \$500,000 is raised, the plant will not be placed in operation for about 19 months. Of the \$740,000 estimated net proceeds from the stock sale (assuming all units are sold), \$400,000 will be applied to construction of the plant, \$225,000 for equipment, and the balance for land acquisition, sewage facilities, working capital and miscellaneous expenses. The company plans to raise any balance of funds required if all the units are not sold through mortgage loans, equipment obligations and/or bank loans, and plans to arrange for an open line of about \$250,000 accounts receivable financing through banks for financing purchases of cattle and hogs and for inventory maintenance. Allen Davison is president.

WISCONSIN MICHIGAN POWER PROPOSES BOND OFFERING. Wisconsin Michigan Power Company, 231 West Michigan St., Milwaukee, filed a registration statement (File 2-21152) with the SEC on March 13 seeking registration of \$6,000,000 of first mortgage bonds due 1993, to be offered for public sale at competitive bidding. The net proceeds from the bond sale will be used to redeem and retire \$3,000,000 of 5-3/8% first mortgage bonds due 1989 (at 106.53%), to retire \$2,250,000 of outstanding short term bank loans, to reimburse treasury for capital expenditures previously made, and to finance in part the cost of additions and improvements to utility property. Construction expenditures for the year ending December 31, 1963 are estimated at \$6,000,000.

CONSOLIDATION COAL FILES INVESTMENT PLAN. Consolidation Coal Company, Koppers Building, Pittsburgh, filed a registration statement (File 2-21153) with the SEC on March 13 seeking registration of \$3,000,000 of participations in its Investment Plan for Salaried Employees, and 100,000 shares of common stock which may be acquired pursuant thereto.

HARTFORD ELECTRIC LIGHT PROPOSES BOND OFFERING. The Hartford Electric Light Company, 176 Cumberland Avenue, Wethersfield, Conn., filed a registration statement (File 2-21154) with the SEC on March 13 seeking registration of \$15,000,000 of first mortgage bonds due 1993, to be offered for public sale through underwriters headed by The First Boston Corporation, 20 Exchange Place, New York, and two other firms. The interest rate, public offering price and underwriting terms are to be supplied by amendment. The net proceeds from the bond sale will be applied to the company's construction program, including investments in Connecticut Yankee Atomic Power Company, of Rowe, Mass. (9.5% owned by the company). Total plant expenditures during 1963 are estimated at \$28,000,000.

REGENT PLAY FILES FOR OFFERING. The Regent Play Company, 424 Madison Avenue, New York, filed a registration statement (File 2-21155) with the SEC on March 13 seeking registration of \$450,000 of limited partnership interests (plus an additional \$90,000 of interests subject to 20% involuntary overcall), to be offered for public sale at \$9,000 per interest. No underwriting is involved.

The Partnership will be formed in New York, when \$450,000 has been raised as a result of this offering, for the purpose of producing a dramatico-musical adaption of a dramatic play written by Terence M. Rattigan entitled "The Sleeping Prince." Noel Coward, the composer-lyricist, and Harry Kurnitz, the bookwriter, have been engaged to write the musical adaption, and Joe Layton has been engaged as director and choreographer. The net proceeds from this offering will be applied to actual production costs. The play will be produced by Herman Levin, the general partner and promoter of the partnership. He will be entitled to receive 50% of the net profits of the partnership (for which he will make no cash contribution), and will receive 1% of the gross weekly box-office receipts for his services in connection with the production of the play. Coward and Kurnitz will receive 9% of the gross-weekly box-office receipts, and Rattigan Productions, Ltd. (owner of the dramatic play) 2%.

BRIDGEPORT HYDRAULIC FILES EXCHANGE OFFER. Bridgeport Hydraulic Company, 835 Main Street, Bridgeport, Conn., filed a registration statement (File 2-21156) with the SEC on March 13 seeking registration of 12,000 shares of capital stock (non-cumulative). It is proposed to offer such shares in exchange for 12,000 outstanding shares (100%) of The Seymour Water Company, a Connecticut company, (on a share-for-share basis). No underwriting is involved.

The company is engaged in the business of collecting, purifying, selling and distributing water for public and private use and consumption in Bridgeport and certain towns in Fairfield County, Conn. Seymour Water is engaged in a similar business in certain towns of New Haven County, Conn., as well as fire protection service. In addition to various indebtedness, the company has outstanding 495,000 shares of capital stock, of which management officials as a group own 3.1%. Frederick B. Silliman is president.

CONTINUED

SLICK CORP. FILES FOR DEBENTURE SECONDARY. The Slick Corporation, Shoreham Building, Washington, D. C., filed a registration statement (File 2-21157) with the SEC on March 13 seeking registration of \$615,000 of outstanding 5½% convertible subordinated debentures (series B) due 1978. The debentures may be offered for public sale by Canadair Limited, a Canadian company, from time to time in the over-the-counter market at prices then obtainable (or the common shares, if converted, on the American Stock Exchange or over-the-counter market at prices then obtainable).

The company operates through three divisions, one of which is a certified scheduled common carrier of air freight and air mail, and engages in the carriage of air freight and passengers as a contract and charter carrier. The other divisions produce window shades and manufacture pulverizing machinery and dust collecting equipment. Delos W. Rentzel is board chairman and president. In addition to various indebtedness, the company has outstanding 1,381,721 shares of common stock, of which Earl F. Slick, chairman of the executive committee, owns 11.9% and management officials as a group 22.4%. In addition, Martin-Marietta Corporation owns of record 400,000 shares (28.9%) and holds options to acquire 300,000 additional shares at \$8 and \$10 per share. Such options were issued to Martin-Marietta as part of the consideration for the company's acquisition of its pulverizing machinery division. The \$615,000 of debentures were issued to Canadair Limited in exchange for a temporary note of the company in the same amount, such temporary note evidencing part of a loan made by Canadair to the company in August 1962 and used as part of the initial payments on two aircraft acquired from Canadair.

NATIONAL LEAD FILES EXCHANGE OFFER. National Lead Company, 111 Broadway, New York, filed a registration statement (File 2-21158) with the SEC on March 13 seeking registration of \$52,843,532 of 4-3/8% subordinated debentures due 1988 (non-redeemable for 10 years). It is proposed to offer such debentures or cash (subject to stockholder approval on April 18) in exchange for the company's outstanding 213,993 shares of Class A and 87,349 shares of Class B preferred stock, at the rate of \$177.50 in cash or debentures for each Class A and \$152.50 in cash or debentures for each Class B share.

The company manufactures and sells over 200 types of chemical, metal and other products, including paints and pigments, fabricated lead and allied products, for a number of industries, including railroad, automotive, chemical and petroleum. In addition to certain indebtedness and the preferred stock, the company has outstanding 11,705,472 shares of common stock. Joseph A. Martino is president.

COMMERCIAL CREDIT PROPOSES NOTE OFFERING. Commercial Credit Company, 300 St. Paul Place, Baltimore, filed a registration statement (File 2-21159) with the SEC on March 13 seeking registration of \$50,000,000 of notes due 1981, to be offered for public sale through underwriters headed by The First Boston Corp., 75 Federal St., Boston, and Kidder, Peabody & Co., 20 Exchange Place, New York. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

The company is a holding company whose subsidiaries are engaged primarily in specialized forms of financing and insurance with several subsidiaries engaged in manufacturing operations. The net proceeds from the sale of the notes will be used to increase or maintain the company's working capital which may be advanced to or invested in subsidiaries for the purchase of receivables in the ordinary course of their financing activities, including the bulk purchase of receivables, and for such other purposes as relate to their respective businesses, or initially may be applied to the reduction of short term loans. In addition to certain indebtedness and preferred stock, the company has outstanding 10,632,987 shares of common stock. E. L. Grimes is board chairman and A. N. Willis is president.

CHRYSLER FILES STOCK PLAN. Chrysler Corporation, 341 Massachusetts Avenue, Highland Park, Mich., filed a registration statement (File 2-21160) with the SEC on March 13 seeking registration of \$10,000,000 of participations in its Thrift-Stock Ownership Program, and 400,000 common shares which may be acquired pursuant thereto.

GEORGIA-PACIFIC SEEKS ORDER. Georgia-Pacific Corporation has applied to the SEC for an order under the Trust Indenture Act of 1939 for a finding that the trusteeship of First National City Bank under two certain indentures is not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors as to disqualify said bank from acting as such under either indenture; and the Commission has issued an order (TI-182) giving interested persons until April 3, 1963 to request a hearing thereon. The company has outstanding \$15,313,600 of 5% subordinated debentures due 1976 issued under an indenture dated in October 1956 (qualified under the Act) and \$10,000,000 of 4½% convertible subordinated debentures due 1976 (not so qualified). In January 1963, First National City Trust Company, the trustee under the former indenture, merged into First National City Bank, trustee under the latter, and since such merger First National City Bank has been acting as trustee under both indentures.

SECURITIES ACT REGISTRATIONS. Effective March 13: H. & A. Selmer, Inc. (File 2-21078). Effective March 14: The Midwestern Indemnity Co. (File 2-20971); Milwaukee Braves, Inc. (File 2-21070); Southwest Forest Industries, Inc. (File 2-21008); Texas Electric Service Co. (File 2-21105); The Warner & Swasey Co. (File 2-21109); Berman Leasing Co. (File 2-21072).