

# 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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FOR RELEASE October 30, 1964

**CETRON ELECTRONIC FILING CHALLENGED.** The SEC has ordered proceedings under the Securities Act of 1933 to determine whether a "stop order" should be issued suspending a registration statement filed by Cetron Electronic Corporation, of Geneva, Illinois.

Cetron filed its registration statement with the Commission on September 13, 1963, seeking registration of 289,813 outstanding shares of common stock. These shares were to be offered for public sale by sixty-two named holders thereof, at a price then estimated not to exceed 75¢ per share. The shares included 110,750 to be offered for sale by the former owners of Associated Engineers, Inc., a subsidiary acquired in February 1962; 29,052 by certain unsecured creditors of Associated; and 150,011 by certain individual shareholders. As of May 31, 1963, 957,808 shares of Cetron common were outstanding.

In its order authorizing these proceedings, the Commission asserts that it has "reasonable cause to believe" that financial and other information contained in Cetron's registration statement is inaccurate and incomplete in material respects, including the failure to disclose (1) that military contracts held both by Cetron and Associated, which accounted for a substantial portion of their total sales, had been substantially curtailed as of the filing date, resulting in a material decline in their sales; and (2) the indirect holdings of certain of the management officials in Cetron stock.

A hearing has been scheduled for November 16, 1964, to take evidence with respect to the alleged inaccuracies and inadequacies of the disclosures in Cetron's registration statement and to afford Cetron an opportunity to be heard with respect thereto.

**GROWTH CAPITAL ORDER.** The SEC has issued an order under the Investment Company Act with respect to an application of Growth Capital, Inc., a Cleveland SBIC, relating to transactions in Growth Capital stock by McDonald & Company, Cleveland broker-dealer firm. C. B. McDonald, a Growth Capital director, is a partner of that firm.

McDonald & Company has been an underwriter of Growth Capital shares; and it maintained a market in the company's stock until it was apprised of Section 30(F) of the Investment Company Act. This Section makes applicable to insiders of registered investment companies the provisions of Section 16(b) of the Securities Exchange Act, which in turn provides for the recapture by the issuing company of any short-term profits by corporate insiders who have traded in the company's securities. In its application to the Commission, Growth Capital sought an exemption from Section 16(b) when McDonald & Company effected its market trading. Such an exemption would permit McDonald & Company to maintain a trading market in Growth Capital stock while McDonald continues to be a director, without subjecting the firm to the liability provided by Section 16(b).

However, the recently-enacted Securities Acts Amendments of 1964 made Section 16(b) inapplicable to any purchase and sale of securities by a dealer in the ordinary course of his business and incident to the establishment and maintenance of a primary or secondary market for the security. Thus, it appears that the new law affords the relief requested by this application and renders it moot to the extent that it requests a prospective exemption. Accordingly, that part of the application was dismissed as moot. The request to make the exemption retroactive was denied.

**MANAGED FUNDS INVESTMENT PLANS RECEIVE ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-4070) declaring that Managed Funds Personal Investment Plans (Electric Shares, Metal Shares, Paper Shares, Petroleum Shares, Special Investment Shares and Transport Shares), 85 Broad St., New York, have ceased to be investment companies.

**EBERSTADT FUND SEEKS ORDER.** The Eberstadt Income Fund, Inc., 65 Broadway, New York, has applied to the SEC for an order under the Investment Company Act declaring that it has ceased to be an investment company; and the Commission has issued an order (Release IC-4071) giving interested persons until November 19 to request a hearing thereon. The application indicates that the Fund has not issued and does not intend to offer any stock to the public. A registration statement filed under the Securities Act was withdrawn in July 1964.

**APPLIED SCIENCE CAPITAL SEEKS ORDER.** Applied Science Capital Corporation, 1700 Broadway, Denver, has applied to the SEC for an order under the Investment Company Act declaring that it has ceased to be an investment company; and the Commission has issued an order (Release IC-4072) giving interested persons until November 19 to request a hearing thereon. According to the application, Applied Science's outstanding securities are owned by thirty stockholders.

**INVESTMENT COMPANY SIZE DATA.** The staff report on the assets and location of registered investment companies referred to in SEC News Digest of October 23d stated that copies could be purchased at a cost of \$10.32 plus postage. Checks should be made out NOT to the Commission but to Cooper Trent, Inc., which makes the reproductions.

OVER

**WESTERN ASSURANCE PROPOSES OFFERING.** Western Assurance Corporation, 745 Fifth Ave., New York, filed a registration statement (File 2-22882) with the SEC on October 29 seeking registration of 175,000 shares of capital stock. The shares are to be offered for public sale through underwriters headed by Stanley Heller & Co., 44 Wall St., New York. The public offering price (\$8 per share maximum\*) and underwriting terms are to be supplied by amendment.

Organized under Delaware law in September 1964, the company intends to engage in various activities, including management and supervisory services to insurers, the holding of stock of finance companies and the acquisition of specialty insurance agencies. It presently owns 88.56% (5,677 shares) of the outstanding capital stock of a Canadian life insurance company, The Western Life Assurance Company, which the company acquired from Real Properties Corporation of America in exchange for 567,700 shares of the company's common stock (constituting all of its outstanding shares). Upon consummation of this offering, the company propose to offer to certain Western Life shareholders an aggregate of 73,300 company shares for the remaining 733 outstanding shares of Western Life on the basis of 100 company shares for each Western Life share held. Net proceeds from the cash sale of stock will be used to exercise rights to acquire an additional 1,282 unissued Western Life shares, which Western Life is offering to its stockholders at \$780 (Canadian) per share; \$28,82 will be used to reimburse Real Properties for expenses incurred in the acquisition of the 5,677 Western Life shares; and the balance will be added to general funds of the company. J. Benjamin Simpson is company president.

**CONTROL DATA FILES FOR SECONDARY.** Control Data Corporation, 8100 34th Ave., S., Minneapolis, Minn., filed a registration statement (File 2-22883) with the SEC on October 29 seeking registration of 148,217 outstanding shares of common stock. The shares are to be offered for public sale from time to time by the present holders thereof through the facilities of the New York Stock Exchange, at prices current at the time of sale (\$55 per share maximum\*).

The company is engaged primarily in the development, design, manufacture and marketing of advanced high speed digital computing systems and related component and peripheral equipment. In addition to indebtedness it has outstanding 6,946,503 common shares, of which management officials as a group own 8.7%. The prospectus lists 41 selling stockholders, all of whom are offering their entire holdings. Listed among such selling stockholders are General Time Corp. (offering 62,177 shares), The Bendix Corp. (29,625), Holley Carburetor Co. (26,955), and John H. Benetz (16,529). The remaining stock being offered ranges in amounts from 24 to 2,193 shares. William C. Norris is company president and board chairman.

**NYTRONICS FILES FOR SECONDARY.** Nytronics, Inc., 550 Springfield Ave., Berkeley Heights, N. J., filed a registration statement (File 2-22884) with the SEC on October 29 seeking registration of 100,000 outstanding shares of capital stock. The shares are to be offered for public sale by the present holders thereof through underwriters headed by Sterling, Grace & Co., 39 Broadway, New York. The identity of the selling stockholders, the public offering price (\$5 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company is engaged in the development, design, production and sale of electronic components for use in communication equipment, missile control systems, computers, servos, commercial radio and television, data handling, navigational and industrial control equipment. In addition to indebtedness, the company has outstanding 436,690 common shares, of which management officials as a group own 37%. Joseph B. Schaefer is board chairman and Bernard M. Goldsmith is president.

**CONTEMPORARY INVESTORS LIFE INS. PROPOSES OFFERING.** Contemporary Investors Life Insurance Company, 620 W. Alosta, Glendora, Calif., filed a registration statement (File 2-22885) with the SEC on October 29 seeking registration of 625,000 shares of common stock. Of this stock, 500,000 shares are to be offered for public sale (on an all-or-nothing basis) at \$10 per share through Life Stock Investors, Inc., 620 W. Alosta, Glendora, Calif., which will receive a \$1-per-share commission. The remaining 125,000 shares are to be issued under the company's stock option plan.

Organized under California law in 1964, the company intends to engage in the writing of life, accident and health insurance. Net proceeds from its stock sale will be used to meet capital requirements for applying for a California license to conduct such business. A. Charles Haubrock is president.

**VOLUME MERCHANDISE FILES FOR OFFERING AND SECONDARY.** Volume Merchandise, Inc., 75 Ninth Ave., New York filed a registration statement (File 2-22886) with the SEC on October 29 seeking registration of 165,000 shares of common stock. Of these shares, 100,000 are to be offered for public sale by the company and the remaining 65,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by Newburger, Loeb & Co., 5 Hanover Sq., New York. The public offering price (\$8 per share maximum\*) and underwriting terms are to be supplied by amendment.

The company operates a chain of 92 retail stores and 46 leased departments in discount department stores. Its merchandise consists chiefly of women's, misses', children's and infants' wearing apparel and accessories in the popular-price field. The company plans to open three additional stores and five leased discount departments within the next six months, and has signed leases for such operations. Of the net proceeds from its sale of additional stock, \$188,000 will be used to pay a 6% note to trusts created for the children of Philip Wise (board chairman and president); \$496,000 will be used to furnish the three new stores and to acquire inventory therefor and for the five new leased departments; the balance will be added to working capital. The selling stockholders are listed as Wise, offering 50,000 of 422,689 shares held, and Harry E. Zimmerman (executive vice president), 15,000 of 25,061.

**RECENT FORM 8-K FILINGS.** The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified. Copies thereof may be ordered from the Commission's Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with photocopy material when mailed. An index of the caption of the several items of the form was included in the October 2 News Digest.

Allied Artists Pictures Corp, July 64, (8)  
Solitron Devices, Inc, Apr 61, May 62,63,64,  
(11)

Viewlex, Inc, Sept 64, (11,13)

Colt Industries, Inc, Sept 64, (6)

Libby McNeill & Libby, Sept 64, (11,13)  
Texas Tennessee Industries, Inc, July 64,  
(7,13) Apr 64, (7,13) (2 repts)

Guidance Technology, Inc, Oct & Nov 63,  
(2,6,10,12,13)

D H Holmes Co Ltd, June 64, (7,13)  
E. F. Johnson Co, Sept 64, (4,10,11,13)  
The Stephan Co, Sept 64, (1,11,12,13)

American Automatic Vending Corp, Jan 64,  
(2,7)

National Secur. Inc. (Aris), Sept & Aug 64,  
(7) (2 repts)

Polycast Corp, Sept 64, (2)  
May 64, (11)

Pall Corporation, July 64, (12,13)  
Struthers Scientific and International,  
Sept 64, (2,13)

Colorite Plastics, Inc, Aug 64, (11,13)  
Levitt & Sons Inc, Sept 64, (13)

Lincoln Liberty Life Insurance Co, Sept 64,  
(12)

Travel Management Corp, Sept 64, (6,12)

Brown and Sharpe Mfg Co, Apr 64, (11)  
Thomas & Betts Co, Aug 64, (12,13)

Lowe's Companies Inc, July 64, (4,7,12,13)  
McQuay, Inc, Oct 64, (4,7)  
Republic Corp, Amend #1 for July & Aug 64,  
(2,7,11)

North American Acceptance Corp, Amend #2 for  
July 64, (4)  
Automatic Steel Products, Inc, Amend #1 for  
Aug 64, (2)

**AMERICAN ELECTRIC SECURITIES SEEKS ORDER.** American Electric Securities Corporation, c/o Charles S. Guggenheimer, Esq., 80 Pine St., New York, has applied to the SEC for an order under the Investment Company Act declaring that it has ceased to be an investment company; and the Commission has issued an order (Release IC-4069) giving interested persons until November 19 to request a hearing thereon. According to the application, American Electric transferred all of its stock in March 1964 to The Lehman Corporation, a registered management closed-end non-diversified investment company, in exchange for 61,791 Lehman shares. Such stock was delivered to Empire Trust Company for distribution to the applicant's stockholders upon the surrender of their shares for cancellation, and as of September 22 all but 1,232 of the Lehman shares had been distributed. The applicant's sole remaining asset, \$58,154.16, is under the control of the Delaware Court of Chancery for benefit of shareholders and to provide for payment of any additional claims or debts and expenses of liquidation.

**SECURITIES ACT REGISTRATIONS.** Effective October 29: Bluefield Supply Co. (File 2-22837).  
Effective October 30: Avco Corp. (File 2-22719); Pomeroy Smith - Ewing & Hungville, 65 Ltd. (File 2-22751).

**ORAL ARGUMENT, COMING WEEK.** November 5, 2:30 P.M. - Lile & Co., Inc.

\*As estimated for purposes of computing the registration fee.

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