

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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MORSE ELECTRO FILES FOR OFFERING AND SECONDARY. Morse Electro Products Corp., 9200 Atlantic Ave., Ozone Park, N. Y. 11416, filed a registration statement (File 2-31700) with the SEC on February 12 seeking registration of 207,000 shares of common stock, of which 100,000 are to be offered for public sale by the company and 107,000 (being outstanding shares) by the present holders thereof. The offering is to be made through underwriters headed by W. C. Langley & Co., 115 Broadway, New York 10006; the offering price (\$60 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the design, engineering, assembly and sale at wholesale of a line of moderately priced stereophonic record player and radio consoles, and a recently introduced line of moderately priced "modular compact" stereophonic record player and radio units. It also is engaged in the design, assembly and sale at wholesale of household sewing machines. Of the net proceeds of its sale of additional stock, \$1,250,000 will be used to pay in full bank loans incurred for working capital purposes, \$3,500,000 to support carrying increased receivables and increased inventories, and \$500,000 for the establishment of additional plant facilities in the New York and Los Angeles areas; the balance will be used for general corporate purposes. In addition to indebtedness the company has outstanding 893,820 common shares, of which Philip S. Morse, president and board chairman, owns 57% and management officials as a group 69%; Morse proposes to sell 70,000 shares of 510,622 shares held and seven others the remaining shares being registered.

WALT DISNEY PRODUCTIONS TO SELL DEBENTURES. Walt Disney Productions, 500 S. Buena Vista St., Burbank, Calif. 91503, filed a registration statement (File 2-31701) with the SEC on February 12 seeking registration of \$50,000,000 of convertible subordinated debentures, due 1994, to be offered for public sale through underwriters headed by Lehman Brothers, 1 William St., and Kidder, Peabody & Co., Inc., 20 Exchange Pl., both of New York. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The company and its subsidiaries produce and distribute motion pictures; operate Disneyland (near Los Angeles) and are developing a similar amusement park near Orlando, Fla.; produce filmed television programs; and exploit and market characters, music and other values arising from the company's motion pictures and other properties. Net proceeds of its debenture sale will be used for capital expenditures in connection with its entertainment and recreation complex in Florida. It is anticipated that at the time of the expected opening of the "theme" park in 1971 this complex, exclusive of hotels and motels, will represent capital expenditures of the company of approximately \$165,000,000 of which approximately \$24,000,000 had been expended by January 31, 1969. In addition to indebtedness, the company has outstanding 4,367,387 common shares. Roy O. Disney is board chairman and Donn B. Tatum president.

RK PETROLEUM PROPOSES OFFERING. RK Petroleum Corp., Box 192, Mt. Carmel, Ill. 62963, filed a registration statement (File 2-31703) with the SEC on February 12 seeking registration of \$300,000 of units in its 1969 Drilling Fund, to be offered for public sale in \$10,000 units. The fund was organized for the purpose of acquiring, exploring and financing the acquisition, exploration and testing of oil and gas leaseholds, or interests therein, in the Illinois Basin Area (Illinois, Indiana and Kentucky) and the Rocky Mountain Area. The major effort will be directed toward unproven prospects selected with the objective of discovering new oil or gas fields. R. W. Kuzmich is president of the company.

KANSAS POWER & LIGHT TO SELL BONDS. The Kansas Power and Light Company, 818 Kansas Ave., Topeka, Kans. 66601, filed a registration (File 2-31704) with the SEC on February 12 seeking registration of \$19,000,000 of first mortgage bonds, due 1999, to be offered for public sale at competitive bidding. The company will apply the net proceeds of its bonds sale in part to the payment of some \$10,250,000 of bank loans the proceeds of which were or will be used for construction expenditures; the balance will be added to the company's general funds for use in the continuation of its construction program. Construction expenditures for 1969 and 1970 are estimated at \$57,000,000.

INFORMATION DYNAMICS TO SELL STOCK. Information Dynamics, Inc., 11650 W. Olympic Blvd., Los Angeles, Calif. 90064, filed a registration statement (File 2-31705) with the SEC on February 13 seeking registration of 100,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through Bertner Bros., 80 Wall St., New York 10005, which will receive a 50¢ per share commission, plus \$10,000 for expenses. The company has agreed to sell the underwriter, for \$500, five-year warrants to purchase 10,000 common shares, exercisable initially (after one year) at \$5.35 per share.

Organized under California law in October 1966 as Infonics, Inc., the company designs and manufactures tape duplicating equipment which it distributes through independent manufacturer's representatives to some 60 dealers for resale to educational, industrial, religious, and other users. Net proceeds of its stock sale will be added to working capital and used for general corporate purposes. The company has outstanding 250,000 common shares (with a 34¢ per share book value), all owned by Peter H. Stanton, president, and George K. Otis, a director. Upon completion of this offering, purchasers of the shares being registered will suffer an immediate dilution of \$3.81 per share in book value from the public offering price.

OVER

DES MOINES "STAGE LINE" FIRM FILES FOR OFFERING AND SECONDARY. Sedalia-Marshall-Boonville Stage Line, Inc., 5805 Fleur, Des Moines, Iowa 50321, filed a registration statement (File 2-31706) with the SEC on February 13 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 holder thereof. The offering is to be made through R. G. Dickinson & Co., 910 Grant Ave., Des Moines, Iowa 50309, which will receive an 8% underwriting discount; the offering price (\$8 per share maximum*) is to be supplied by amendment. Of the shares being offered, 70,000 are to be reserved for sale to persons designated by the company and the selling shareholder (including 50,200 to certain officers and directors of the company and the selling shareholder which are to be non-transferable for 13 months).

The company is engaged in scheduled and unscheduled transportation of mail, freight and passengers by means of air and surface (land) vehicles owned and operated by the company. Part of the net proceeds of its stock sale will be used to retire some \$759,150 of installment notes payable to banks; the balance will be added to working capital and used for general corporate purposes, including the purchase of additional equipment. In addition to indebtedness, the company has outstanding 3,000,000 common shares, of which Landa Industries, Inc., owns 95.26%. It proposes to sell 150,000 shares of 2,857,799 shares held. Arnold B. Fletcher, Jr., is president.

DEPOSIT GUARANTY PROPOSES EXCHANGE PLAN. Deposit Guaranty Corp., 200 East Capitol St., Jackson, Miss., filed a registration statement (File 2-31707) with the SEC on February 13 seeking registration of 1,151,250 shares of common stock. It is proposed to offer these shares in exchange for all the outstanding stock of Deposit Guaranty National Bank (including shares which may be issued if the said Bank's proposed merger with the City Bank & Trust Company of Natchez, Miss., is consummated prior to expiration of the exchange offer), on a share-for-share basis.

The company was organized under Mississippi law in November 1968 in order to acquire the outstanding stock of the Bank and thereafter to be able to take advantage of merger, acquisition and other investment opportunities and activities which will provide new flexibility in responding to competitive changes occurring in the banking and financial worlds. Russ M. Johnson is board chairman of the company and chairman of the executive committee of the Bank and W. P. McMullan, Jr., is president of the company and of the Bank.

WRIKING FOOD/BEVERAGE SYSTEMS PROPOSES OFFERING. Wriking Food/Beverage Systems, Inc., Third National Bank Bldg., 4th & Church Sts., Nashville, Tenn. 37219, filed a registration statement (File 2-31708) with the SEC on February 13 seeking registration of \$1,500,000 of 6-3/4% convertible subordinated debentures, due 1984, 150,000 shares of common stock and 150,000 common stock purchase warrants, to be offered for public sale in 1,500 units, each consisting of a \$1,000 debenture, 100 common shares and 100 warrants. The offering is to be made through underwriters headed by First Alabama Securities, Inc., 400 Frank Leu Bldg., Montgomery, Ala.; the offering price (\$2,200 per unit maximum*) and underwriting terms are to be supplied by amendment. The underwriter holds ten-year warrants to purchase 30,000 common shares.

Organized under Delaware law in April 1968, the company is engaged through subsidiaries in the business of bottling, sale and distribution of various brand carbonated beverages under exclusive franchises from national soft drink companies, and in the preparation and sale of food largely under franchise agreements through retail outlets. Of the net proceeds of its financing, the company will use \$1,135,000 to liquidate current bank debt of \$783,000 and to pay \$352,000 of long-term debt; the balance will be employed as working capital. In addition to indebtedness, the company has outstanding 1,025,000 common shares, of which Frederic Gregg, Jr., a director, owns 39.7% and management officials as a group 58.6%.

VANGUARD DIVERSIFIED TO SELL STOCK. Vanguard Diversified Inc., Hook Creek Industrial Park, Valley Stream, N. Y. 11582, filed a registration statement (File 2-31709) with the SEC on February 13 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$5.50 per share. The offering is to be made through underwriters headed by Brand, Grumet & Seigel, Inc., 49 W. 33rd St., New York, which will receive a 55¢ per share commission plus \$16,000 for expenses. The company has agreed to sell the underwriters, for \$200, five-year warrants to purchase 20,000 common shares, exercisable after one year at \$6.05 per share.

Organized under New York in June 1965, the company is engaged in the manufacture and sale of moderately priced office furniture. On January 2, it entered into an agreement to acquire from Solomon Lynn (a vice president) all of the capital stock of three affiliated corporations ("Data Educators") engaged in the operation of schools for training people for employment in the data processing field. Of the net proceeds of its stock sale, Vanguard will use \$158,000 as partial payment for the purchase of all the capital stock of Data Educators, \$60,000 to repay a bank loan and \$600,000 to repay advances by factors of its accounts receivable; the balance will be added to general funds and used as working capital and for other corporate purposes. The company has outstanding 340,025 common shares (with a 43¢ per share book value), of which Carl Teitelbaum, president, owns 40.3% and management officials as a group 62.5%. Upon completion of this offering and after completion of the acquisition of Data Educators, the present shareholders and Lynn will own 66.7% of the then outstanding common stock, for which they will have contributed assets of the company having an aggregate book value of \$173,755; purchasers of the shares being registered will suffer an immediate dilution of \$3.65 per share in the book value from the public offering price.

PRECISION OPTICS TO SELL STOCK. Precision Optics, Incorporated, 612 Industrial Way West, Eatontown, N.J. 07724, filed a registration statement (File 2-31710) with the SEC on February 13 seeking registration of 125,000 shares of common stock, to be offered for public sale at \$5 per share. The offering is to be made through Kenneth Kass, 44 Whitehall St., New York, which will receive a 50¢ per share commission plus \$18,000 for expenses. The company has agreed to sell the underwriter, for \$125, five-year warrants to purchase 12,500 common shares, exercisable after one year at \$5.50 per share. In addition, the company has agreed to pay a finder's fee aggregating \$16,000 to William A. Stern and Philip V. Bradford.

Organized under New Jersey law in May 1966, the company is engaged in the manufacture of precision optical components such as prisms, lenses and laser rods, and precision levels, windows and reflectors. Of the net proceeds of its stock sale, \$125,000 will be used to purchase measuring equipment, precision instruments and other tools, \$100,000 to purchase raw materials and equipment and pay labor costs and \$105,000 for research and development; the balance will be added to the company's general funds and used for general corporate purposes. The company has outstanding 265,000 common shares (with an 8c per share book value), of which Walter A. Markl, president, owns 257,050. Upon completion of this offering, the purchasers of the shares being registered will own 32% of the then outstanding shares, for which they will have paid \$625,000, or \$5 per share, and the present stockholders will own 68%, for which they paid \$40,697, or 15c per share.

TELEFILE COMPUTER TO SELL STOCK. Telefile Computer Corporation, 285 Crescent St., Waltham, Mass., filed a registration statement (File 2-31711) with the SEC on February 13 seeking registration of 200,000 shares of common stock, to be offered for public sale at \$11.50 per share. The offering is to be made through underwriters headed by S. D. Fuller & Co., Inc., 26 Broadway, New York 10004, which will receive a \$1.15 per share commission plus \$12,000 for expenses. On December 12 four officers of the Fuller firm purchased 15,000 shares (non-transferable for 1 year) for \$7,500.

Organized under Massachusetts law in November 1968, the company intends to establish, staff and promote a network of on-line business data processing centers. Of the net proceeds of its stock sale, \$1,000,000 will be used for the development of the Business Terminal System (a system designed to control the computer by a sequence of instructions) \$300,000 for establishment of an initial computer site in the Greater Boston area, including the initial lease of the computer, and \$480,000 for marketing expenses; the balance will be added to working capital and used for general corporate purposes. The company has outstanding 185,800 common shares (with a 13c per share book value), of which William C. Finley, president, and three other officers own 13.3% each, Boston Capital Corporation 27.4%, and management officials as a group 57%. Upon completion of this offering and conversion of the company's convertible subordinated debentures (\$420,000 in principal amount) into 70,000 common shares, the purchasers of the shares being registered will have acquired a 44% stock interest in the company for an investment of \$2,300,000, or \$11.50 per share, the present stockholders will own a 37% stock interest, for which they paid \$17,080, or 10c per share, and officers of the Fuller firm will own 3%, for which they paid \$7,500 or 50c per share.

STATE MUTUAL LIFE SEEKS ORDER. The America Group Companies Fund, an open-end management non-diversified investment company established to provide a means for collective investment of funds committed to equity investments by the institutional investors comprising "The America Group" (State Mutual Life Assurance Company of America and affiliated companies), has joined with The America Group in filing an application with the SEC for exemption from certain provisions of the Investment Company Act; and the Commission has issued an order (Release IC-5609) giving interested persons until March 10 to request a hearing thereon. Fund shares are to be sold only to financial institutions in The America Group.

OMEGA EQUITIES SUSPENSION CONTINUED. The SEC has ordered the suspension of over-the-counter trading in securities of Omega Equities Corporation for the further, ten-day period February 18-27, 1969, inclusive.

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 in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (please give News Digest "Issue No." in ordering). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the February 3 News Digest.

Vacco Industries Nov 68(12)	0-2236-2	Imperial Oil Ltd Jan 69(11,13)	2-9259-2
		Jamesway Corp Jan 69(7)	0-2678-2
		Montana Flour Mills Co Jan 69(1)	0-2924-2
Del Monte Properties Co Jan 69		National Health Enterprises Inc	
(2,4,7,11,13)	0-2527-2	Jan 69(7,10,11,13)	2-29282-2
		Western Orbis Co Jan 69(4,7,	
		8,13)	1-4783-2
Allied Artists Pictures Corp			
Dec 68(6)	1-2965-2	E 2 Paintr Corp Jan 69(7)	0-12-2
Glasrock Products Inc Jan 69		Oil Shale Corp Dec 68(12,13)	0-877-2
(7,8)	1-5413-2	Redman Industries Inc Jan 69(7)	1-4998-2

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended February 6, 1969, 87 registration statements were filed, 64 became effective, 5 were withdrawn, and 1,173 were pending at the week-end.

SECURITIES ACT REGISTRATIONS. Effective February 14: Greater Washington Investors, Inc., 2-31109 (Mar 26); International Leisure Corp., 2-30443 (90 days); Technical Operations, Inc., 2-31364 (40 days); Teeg Research, Inc., 2-29733 (90 days); Zion Foods Corp., 2-30596 (Mar 24).

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.

CORRECTION. The period of time dealers are required to use the prospectus in trading transactions involving securities of AMK Corp. is March 5 (not that reported in the SEC News Digest of January 27).

*As estimated for purposes of computing the registration fee.