

# 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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**REGISTRATION OF SAMSON, ROBERTS & CO. REVOKED.** In a decision under the Securities Exchange Act announced today (Release 34-7593), the SEC revoked the broker-dealer registration of Samson, Roberts & Co., Inc., 63 Wall St., New York, for violation of the financial-reporting requirements of the Act. Jerome I. Lazarowitz, president and 55% stockholder, and Robert A. Cohen, vice president and 40% stockholder, were each found to be a cause of the order.

According to the decision, the firm, aided and abetted by Lazarowitz and Cohen, failed to file a 1962 financial report. Lazarowitz asserted that the firm had ceased doing business in December 1962 "after having lost thousands of dollars because of the failure of another broker-dealer to accept stock purchased by registrant for it," and that he believed the cessation of business obviated the necessity of filing a 1962 report. He further asserted that about the time the firm went out of business, he and Cohen contributed personal assets to reduce the firm's indebtedness to customers from over \$8,000 to about \$3,600. In view of such actions and the fact that Lazarowitz has recognized his responsibility to attempt to collect the moneys due the firm from the defaulting broker-dealer and has expressed a willingness to use his future earnings to discharge the firm's indebtedness, the Commission concluded that it was not necessary in the public interest to bar Lazarowitz and Cohen from future employment in the securities business in a supervised, non-managerial capacity by a registered broker-dealer, based upon an appropriate showing.

**EDU-TRONICS FILES FINANCING PROPOSAL.** Edu-Tronics, Inc., 459 Broadway, Hicksville, N. Y., filed a registration statement (File 2-23553) with the SEC on May 3 seeking registration of \$250,000 of 7% subordinated convertible debentures, due 1970, and 12,500 shares of common stock, to be offered for public sale in units consisting of \$100 principal amount of debentures and 5 shares at \$100 per unit. The offering is to be made through Packer, Wilbur & Co. Inc., 39 Broadway, New York, which will receive a 7½% commission. The prospectus indicates that unless units aggregating \$100,000 are sold within 90 days from the effective date of the statement, all payments received will be returned to the purchasers by the underwriter. If such units are sold, the underwriter will offer the remaining securities on a best-efforts basis. Upon the sale of \$100,000 of units, the underwriter will receive a payment of \$3,500 for its non-accountable expenses and will be entitled to purchase for \$0.01 per warrant, 5,000 five-year warrants covering the same number of common shares. If additional units are sold, it may purchase up to 7,500 more warrants on the same terms at the rate of 5 warrants for each \$100 of additional units sold and will receive additional non-accountable expense allowances up to \$2,333.

Organized under Delaware law in 1961, the company is primarily engaged in the production and sale of mobile audio recording and playback equipment designed for use by elementary and high schools for teaching purposes and in the production and sale of electronic sound equipment. Upon the company's organization it acquired from Charles Glassberg all of the assets of Bay Electronics Distributors, a proprietorship which operated as a distributor of electronic parts and equipment. In October 1961, it acquired from Solomon P. Alter (president) his designs and engineering specifications for the Edu-tronics Teaching Laboratory Models 10 and 30. Net proceeds from this financing will be used to supplement the company's working capital, to enable it to continue and expand production and marketing activities. In addition to indebtedness, the company has outstanding 288,800 common shares, of which management officials own 50.02%.

**SELECTED MORTGAGE INVESTORS FILES FINANCING PROPOSAL.** Selected Mortgage Investors, 88 E. Broad St., Columbus, Ohio, filed a registration statement (File 2-23557) with the SEC on May 4 seeking registration of \$2,500,000 of 5% subordinated convertible debentures, due 1980, and 200,000 shares of beneficial interest in the Trust. The securities are to be offered for public sale in units consisting of \$50 principal amount of debentures and four shares. The Ohio Company, 51 N. High St., Columbus, Ohio 43215, and Merrill, Turben & Co., Inc., Union Commerce Bldg., Cleveland, Ohio 44114, are listed as the principal underwriters. The public offering price (\$90 per unit maximum\*) and underwriting terms are to be supplied by amendment.

Organized under Ohio law in April 1965, the Trust's primary investment objective will be "to invest its funds in an effort to produce a favorable rate of income." It intends to accomplish this objective by making investments in mortgages, primarily in the State of Ohio and Midwest region of the United States. Net proceeds from this financing will be used to purchase an existing portfolio of qualified mortgages from Citizens Financial Corporation, of which A. E. Seymour (chairman of the Trust) is president. The Trust has outstanding 40 shares of beneficial interest and \$500 principal amount of 5% convertible subordinated debentures, all of which were acquired in units by Seymour at the same price as the units being offered to the public hereby.

**NATIONAL CAN CORP. FILES STOCK PLANS.** National Can Corporation, 5959 Cicero Ave., Chicago, Ill. 60638, filed a registration statement (File 2-23558) with the SEC on May 3 seeking registration of 127,576 shares of common stock, to be offered pursuant to the company's 1965 Qualified Stock Option Plan and 1953 Employee Stock Purchase Plan.

OVER

**TRADING SUSPENDED IN WEBB & KNAPP SECURITIES.** The SEC today announced the issuance of an order under the Securities Exchange Act of 1934 temporarily suspending trading in securities of Webb & Knapp, Inc., and Roosevelt Field, Inc., for the ten-day period May 5 to 14, 1965, inclusive.

The suspension followed similar action by the American Stock Exchange, which late yesterday announced that it had suspended exchange trading in Webb & Knapp's common stock, 6% cumulative preferred stock, and 5% sinking fund debentures (due 1974), and in the common stock of Roosevelt Field, a Webb & Knapp subsidiary. The Commission's order bans exchange and over-the-counter trading in these securities, over-the-counter trading in warrants to purchase Webb & Knapp common, and trading in the Webb & Knapp common on the Philadelphia-Baltimore-Washington Stock Exchange (where the common is traded on an unlisted basis).

Late Friday, April 30, 1965, the Commission's staff was notified for the first time at a meeting with officials of the two companies that their Form 10-K annual reports for 1964, due not later than April 30th, would not be filed on that date. The companies further advised the staff that the audit of their records and accounts by independent public accountants, essential to the preparation of financial statements for inclusion in the companies' reports, had not commenced and that no auditors had been engaged to perform the audits. It was also indicated that Webb & Knapp was encountering financial problems. The companies requested a sixty-day extension of time within which to file their respective annual reports; however, there appears to be no reasonable expectation that the audits could be completed and the reports prepared for filing in the foreseeable future. Under the circumstances, the Commission denied the extension requests.

The American Stock Exchange has notified the Commission that, because of the failure of the two companies to furnish reports to their shareholders for the year 1964, it suspended trading in the listed securities of the two companies, effective at the opening of the market May 5, 1965.

The Commission concluded that it is in the public interest to order the temporary suspension of all trading in securities of the two companies pending clarification of their status and financial condition.

**O/C REGISTRATIONS REPORTED.** The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "\*\*\*"):

File No.	Registrant	Location	File No.	Registrant	Location
540	American Building Maintenance Industries **	S. F., Cal.	515	Little & Ives Co., Inc. **	N. Y., N.Y.
544	American Factors, Ltd.	Honolulu, Hawaii	543	Charles E. Merrill Books, Inc.	Columbus, Ohio
541	American St. Gobain Corp. **	Kingsport, Tenn.	526	Metal Goods Corp. **	St. Louis, Mo.
538	Ampal-American Israel Corp. **	N. Y., N.Y.	532	Minneapolis Gas Co. **	Minneapolis, Minn.
517	Arkansas Western Gas Co. **	Fayetteville, Ark.	545	Moore Products Co. **	Spring House, Pa.
524	Central Ill. Elec. & Gas Co. **	Rockford, Ill.	521	New Britain Machine Co. **	New Brit., Conn.
512	Conn. Water Co. **	Clinton, Conn.	527	N. American Acceptance Corp. **	Chicago, Ill.
542	Craddock-Terry Shoe Corp.	Lynchburg, Va.	533	North Central Co. **	St. Paul, Minn.
511	Dynascan Corp. **	Chicago, Ill.	536	Panacolor, Inc. **	N. Y., N.Y.
520	Erie Technological Products, Inc. **	Erie, Pa.	514	Peerless Tube Co.	Bloomfield, N.J.
537	Greater Nebraska Corp. **	Lincoln, Nebr.	525	Pioneer Natural Gas Co. **	Amarillo, Tex.
529	Hamilton Mfg. Co. **	Two Rivers, Wisc.	549	Schultz Sav-O Stores, Inc. **	Sheboygan, Wisc.
522	Hartford Electric Lt. Co. **	Wethersfield, Conn.	516	Sonoco Products Co. **	Hartsville, S.C.
523	Huyck Corp. **	Stamford, Conn.	528	Tracor, Inc. **	Austin, Tex.
513	Johnson Service Co. **	Milwaukee, Wisc.	546	Unexcelled Chemical Corp. **	N. Y., N.Y.
539	S. H. Kress & Co. **	N. Y., N.Y.	534	Warner Electric Brake & Clutch Co. **	South Beloit, Ill.
519	Lake Superior District Power Co. **	Ashland, Wisc.	530	Wells Gardner Electronics Corp. **	Chicago, Ill.
531	Leeds Travelwear, Inc. **	N. Y., N.Y.	535	Western Mass. Companies **	Boston, Mass.
			518	Yoo-Hoo Chocolate Beverage Corp. **	Carlstadt, N.J.

**SECURITIES ACT REGISTRATIONS.** Effective May 4: American Airlines, Inc., 2-23431 (June 13); American Vitrified Products Co., 2-23374 (40 days); Becton, Dickinson & Co., 2-23427 (40 days); Boston Gas Co. (File 2-23416); Burndy Corp. (File 2-23475); Daisy Manufacturing Co., 2-23323 (June 14); Southern Nitrogen Co., Inc., 2-23413 (June 14); Zayre Corp., 2-23457 (June 13).  
 Effective May 5: Commonwealth of Australia, 2-23471 (June 15); Virginia Electric and Power Co. (File 2-23343).

**NOTE TO DEALERS.** The last date or 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.