

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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TWO UTILITIES SEEK ORDER. In applications filed with the SEC pursuant to Section 12(h) of the Securities Exchange Act of 1934, two subsidiaries of American Electric Power Corporation, Inc., namely, Ohio Power Company ("Ohio") and Appalachian Power Company ("Appalachian"), have requested exemption from Section 14(c) of the Act and the Commission's proxy rules thereunder with respect to any annual or other meeting of stockholders of the two subsidiaries at which the only actions to be taken are the election of directors and/or such other action as does not affect the interests of the holders of preferred stock of the subsidiaries. The Commission has issued an order giving interested persons until August 30, 1965, to request a hearing upon the exemption applications.

According to the applications, the parent company ("American") owns all of the outstanding common stock of each of the subsidiaries, representing 94.67% of the total voting power in Ohio and 96.32% in Appalachian. Ohio has outstanding 412,403 shares and Appalachian 348,238 shares of cumulative preferred stocks, none of which is owned by American. At December 31, 1964, there were 5522 record holders of Ohio preferred and 5592 of Appalachian preferred. The boards of directors of both subsidiaries include officers and directors of American and other persons chosen by it. Both subsidiaries file annual reports with the Commission containing financial information and other significant data. Each also mails notice of its annual meetings to preferred holders and accompanies such notice with annual financial statements, but neither solicits proxies from preferred holders unless a class vote is required.

BROADWALL SECURITIES, OTHERS INDICTED. The SEC New York Regional Office announced August 4 (LR-3291) the return of an indictment (USDC SDNY) charging Broadwall Securities, Inc., of New York, and others with violations of the Securities Act anti-fraud provisions in the sale of stock of Bankers Intercontinental Investment Co., Ltd., and Florida Patsand Corp. Defendants in addition to Broadwall Securities were Arnold Mahler, president, and Fred Cimino, Norman Babat, and Alexander Lapidus, former salesmen of Broadwall; Charters & Co. of Miami, Inc., of Miami, together with Michael F. Dermer, Arthur Kaplow, and Hugh Strump, its principals; Michael Light, of Miami Beach, a management consultant, and Robert Evans, of St. Petersburg, a controlling person of Bankers Intercontinental. An additional 18 were named co-conspirators.

BIRNBAUM & CO. ENJOINED. The SEC New York Regional Office announced August 5 (LR-3292) that Birnbaum & Co., of 120 Broadway, New York City, had been permanently enjoined by court order (USDC SDNY) from further violating the anti-fraud and anti-manipulative provisions of the Securities Exchange Act in connection with purchases of stock of Aldred Investment Trust. The SEC stipulated to dismissal of its action as to the remaining defendants, Aldred Investment Trust and Richard L. Rosenthal, its president and principal stockholder.

OMAHA EQUITIES ENJOINED. The SEC Denver Regional Office announced August 6 (LR-3293) the entry of a court order (USDC, Omaha) permanently enjoining Omaha Equities, Inc., of Omaha, Nebr., from further violating the Securities Act registration requirements in the sale of Omaha Equities stock. The action as to defendant Avrum M. Greenberg is scheduled for hearing on August 20.

U-NEVA INDUSTRIES NAMED IN SEC COMPLAINT. The SEC Denver Regional Office announced August 9 (LR-3294) the filing of a complaint (USDC, Sioux Falls, S.Dak.) seeking to enjoin U-Neva Industries, Inc., William P. Haley and Frank Hendricks from further violating the anti-fraud provisions of the Federal securities laws in the sale of U-Neva Industries stock.

WOODWARD & LOTHROP FILES STOCK PLAN. Woodward & Lothrop Incorporated, 11th & F Sts., N. W., Washington, D. C. 20013, filed a registration statement (File 2-23910) with the SEC on August 9 seeking registration of 140,000 shares of common stock, to be offered under its Qualified Stock Option Plan of 1964.

SCYTHIAN FUND PROPOSES OFFERING. Scythian Fund, Inc., 213 Lackawanna Ave., Olyphant, Pa., filed a registration statement (File 2-23913) with the SEC on August 9 seeking registration of 200,000 shares of common stock, to be offered for public sale at net asset value (\$8 per share maximum*) plus a maximum sales commission of 8.75%. The principal underwriter of the Fund is Scythian Investment Company (of the Olyphant address).

Organized under Delaware law as an open-end, diversified mutual investment company, the company "contemplates investing in various types of securities including bonds, preferred stocks and common stock." Its investment adviser is Scythian Management Company, which is owned in equal portions by Joseph F. Dutka (president of the Fund and of the investment company) and Geno F. DeAngelis (Fund secretary-treasurer). DeAngelis is also president of the principal underwriter. The Fund has outstanding 13,866 common shares, owned equally by Dutka and DeAngelis.

MURRAY CORP. OF AMERICA SHARES IN REGISTRATION. The Murray Corporation of America (name to be changed to Wallace-Murray Corporation), 600 Fifth Ave., New York 10020, filed a registration statement (File 2-23918) with the SEC on August 10 seeking registration of 125,855 shares of common stock and 125,855 shares of \$1.70 cumulative convertible preference stock. The stock is to be reserved for issuance upon exercise of common

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stock purchase warrants originally issued by William Wallace Corporation and to be assumed by the company upon the merger of William Wallace Corp. into it on September 1, 1965. Each warrant holder is entitled to purchase the number of common shares indicated in his warrant at \$10 per share through June 30, 1968, and thereafter at \$12 per share until June 30, 1973.

E. R. MOORE CO. FILES FOR SECONDARY. E. R. Moore Company, 932 Dakin St., Chicago, Ill., 60613, filed a registration statement (File 2-23919) with the SEC on August 11 seeking registration of 75,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof. The offering is to be made through underwriters headed by A. G. Becker & Co. Inc., 120 S. LaSalle St., Chicago, Ill. 60603. The public offering price (\$18 per share maximum*) and underwriting terms are to be supplied by amendment.

The company manufactures and sells or rents gym suits, gowns and robes, serving primarily school and religious markets. In addition to indebtedness, it has outstanding 636,383 common shares, of which management officials own 40%. The prospectus lists four selling stockholders, as follows: Edwin R. Moore (board chairman and president) and Marjorie M. Fantacci (director), each offering 18,750 of 123,257 shares held; and Hattie O. Burton and Archibald P. Ogden, each offering 18,750 of 113,985 shares held.

APPLIED DATA FILES FOR OFFERING. Applied Data Research, Inc., Route 206--Center, Princeton, N. J. 08540, filed a registration statement (File 2-23920) with the SEC on August 11 seeking registration of 120,000 shares of common stock, to be offered for public sale through an underwriting group headed by S. D. Fuller & Co., 26 Broadway, New York. The public offering price (\$6 per share maximum*) and underwriting terms are to be supplied by amendment.

The company provides analysis, programming and operational services relating to the use of electronic data processing equipment. Net proceeds from its stock sale will be added to working capital, which will be available for such general corporate purposes as internal expansion of the company's present operations, the acquisition of established professional service firms, and the development of proprietary products. The company has outstanding 351,520 common shares (as adjusted to reflect a recent 4-for-1 split), of which management officials own 77.7%. Richard C. Jones is president.

VALLEY CO. PROPOSES OFFERING. Valley Company, 655 Madison Ave., New York, filed a registration statement (File 2-23917) with the SEC on August 10 seeking registration of \$400,000 of limited partnership interests, to be offered for public sale in \$8,000 units (plus a possible 20% overcall). The offering is to be made by Leland Hayward, general partner.

The partnership is to be formed under New York law for the purpose of producing a dramatico-musical play based on the novel "How Green Was My Valley" by Richard Llewellyn, with book by Gerald Freedman, music by John Morris, and lyrics by Freedman and Morris. The action of the musical is set in the South Wales coal fields and concerns the love of an 18-year-old girl and a crusading minister of the valley who is more than twice her age. Freedman is to act as director and Hayward as producer of the play.

POLAROID FILES STOCK PLAN. Polaroid Corporation, 730 Main St., Cambridge, Mass. 02139, filed a registration statement (File 2-23921) with the SEC on August 11 seeking registration of 524,651 shares of common stock, to be offered pursuant to its Stock Option Plan.

PACIFIC P&L PROPOSES BOND OFFERING. Pacific Power & Light Company, Public Service Bldg., Portland, Ore. 97204, today filed a registration statement (File 2-23922) with the SEC seeking registration of \$30,000,000 of first mortgage bonds, due 1995, to be offered for public sale at competitive bidding. Net proceeds from its bond sale will be used to retire short-term bank borrowings (not expected to exceed \$15,000,000) and in carrying forward its construction program, estimated to cost \$47,454,000 in 1965.

ALABAMA POWER FILES FINANCING PROPOSAL. Alabama Power Company, 600 N. 18th St., Birmingham, Ala. 35202, today filed a registration statement (File 2-23924) with the SEC seeking registration of \$40,000,000 of first mortgage bonds (due 1995) and 50,000 shares of cumulative preferred stock, to be offered for public sale at competitive bidding. A subsidiary of The Southern Company, the company will use the proceeds from this financing (together with \$14,000,000 from a recent common stock sale and other funds) to finance in part its 1965 construction expenditures, to reimburse its treasury for the retirement of previously outstanding bonds, and to pay short-term bank loans incurred for such purpose. The company's 1965 construction program is estimated to cost \$256,795,000. Walter Bouldin is president.

RULES ON SIZE OF PAPER FOR FILINGS AMENDED. The SEC today amended certain of its rules (Release 33-4799) to permit the optional use of "letter size" paper (approximately 8½ by 11 inches) for filing registration statements, applications, reports, declarations, certificates, statements and amendments thereto under the various laws administered by the Commission. Such filings were previously required to be made on "legal size" paper (8-1/2 by 13 inches) only.

SECURITIES ACT REGISTRATIONS. Effective August 11: AMK Corp., 2-23817 (Sept 21).
Effective August 12: Mathers Fund, Inc., 2-23727; Mohawk Data Sciences Corp., 2-23751 (Nov 10); Scope, Inc., 2-23402 (40 days); Tex-Cal 1965-A Explorations, Ltd., 2-23703 (Oct 15).
Withdrawn August 11: Diebold, Inc., 2-23819.

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.