

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 February 14, 1966

ELDON ASSOCIATES SUSPENDED; INDIVIDUALS CENSURED. In a decision announced today under the Securities Exchange Act (Release 34-7820), the Commission suspended the broker-dealer firm of Eldon Associates Corp., 176 Broadway, New York, from NASD membership for a 20-day period, beginning February 11, 1966, and permitted the firm to withdraw from registration, effective at the expiration of such suspension. Jerome L. Lubin, Noel M. Nocks, and Julius J. Nocks, officials of the firm, were censured. Based on the allegations in the order for proceedings and the offer of settlement submitted by the respondents, the Commission found that the firm, aided and abetted by said individuals, failed to file a financial report for 1964 in compliance with the Securities Exchange Act. In consenting to the 20-day suspension, the respondents state, however, that the delay in the filing of the report was due to the heavy work schedule of registrant's accountants.

DELAWARE P&L ORDER. The SEC has issued an order under the Holding Company Act (Release 35-15401) authorizing a 2-for-1 common stock split and related transactions by Delaware Power & Light Co., Wilmington, Del. It is further proposed to change the firm's corporate name to Delmarva Power & Light Co.

ORDER EXEMPTS NORTHEASTERN P. BROADCASTING. The SEC has issued an order exempting Northeastern Pennsylvania Broadcasting, Inc., Buffalo, N. Y. from the registration provisions of Section 12(g) of the Securities Exchange Act of 1934. The Commission's action also exempts the company from the reporting and proxy provisions of the Act; and its "insiders" are exempt from the reporting and related provisions of Section 16 of the Act. According to the application, Northeastern shareholders in October 1965 approved a proposal for the sale of its assets (consisting of radio stations in Cleveland) to Westchester Corporation.

BURRIS CHEMICAL FILES FOR OFFERING. Burris Chemical, Inc., 4200 Azalea Rd., Charleston Heights, S. C., filed a registration statement (File 2-24482) with the SEC on February 11 seeking registration of 66,000 shares of common stock, to be offered for public sale at \$12.50 per share. The offering is to be made through an underwriting group headed by Johnson, Coleman, Manning & Smith, Inc., of 7 State St., Charleston, S. C., and two other firms, which will receive a \$1.25-per-share commission.

The company succeeded to the business of distributing industrial chemicals which was formerly conducted by two South Carolina companies known as Burris Chemical Co. and Burris Products Co., Inc. Net proceeds of the company's stock sale will be applied to the cost of acquiring a site in Catawba, S. C., and constructing and equipping an aluminum sulfate plant thereon, estimated to cost \$426,000, for the payment of long-term indebtedness, and for working capital. In addition to indebtedness, the company has outstanding 65,400 common shares, of which management officials own 62,925 shares (including 47,175 shares owned by Alonzo Anderson Burris, Jr., board chairman and president).

R. & B. OFFSHORE DRILLING FILES EXCHANGE PROPOSAL. Reading & Bates Offshore Drilling Company, 1100 Piltower Bldg., Tulsa, Okla. 74103, filed a registration statement (File 2-24483) with the SEC on February 11 seeking registration of 263,013 shares of common stock. The stock is to be offered in exchange for common stock of Goff Oil Co. in the ratio of one company share for each five shares of Goff common. The exchange offer is conditioned upon an agreement dated November 24, 1965, between the company, Goff Oil, Gene Goff (individually and as trustee for D. C. Goff), and Verna Dildy Goff, which provides (among other things) that (1) Goff Oil redeem by March 1, 1966 (or such later date as may be agreed upon by the parties), 1,460,150 of its outstanding shares of common stock, (2) following such redemption the outstanding capital stock of Goff Oil shall consist of only 1,315,062 common shares, (3) at the closing date management officials of Goff Oil shall have resigned their positions, and (4) at least 82% of the outstanding common shares of Goff Oil shall be tendered for exchange after redemption of the 1,460,150 shares.

The company's principal activity is offshore drilling of oil and gas wells. Goff Oil, located in Tulsa, has interests in oil and gas properties located principally in Oklahoma, New Mexico, and Texas. In addition to indebtedness, the company has outstanding 42,569 Class A (cumulative convertible) and 1,495,304 common shares. Management officials own 17.3% of the outstanding common. J. W. Bates, Jr., is president of the company.

MEREDITH PUBLISHING FILES FOR SECONDARY. Meredith Publishing Company, 1716 Locust St., Des Moines, Iowa 50303, filed a registration statement (File 2-24484) with the SEC on February 11 seeking registration of 300,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof. Goldman, Sachs & Co., 20 Broad St., New York 10005, is listed as the principal underwriter. The public offering price (\$31.75 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the publication of magazines and books, radio and television broadcasting, contract printing, and the manufacture and sale of geographical globes. In addition to indebtedness, it has outstanding 2,714,130 common shares, of which management officials and their spouses own approximately 64.9%. The prospectus lists three selling stockholders, as follows: E. T. Meredith (vice president), offering 1,300 of 416,140 shares held; Mildred M. Bohlen (wife of Fred Bohlen, board chairman and president); 96,300 of 120,400; and Iowa-Des Moines National Bank, as trustee of four trusts under the Edna E. Meredith Trust, 107,400 (the entire holdings of the trusts).

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PIONEER DEVELOPMENT, OTHERS CITED. The SEC Seattle Regional Office announced February 10 (LR-3426) the filing of a complaint (USDC, WD Wash.) seeking to enjoin Pioneer Development Corp. (a Seattle-based construction company), Zabel and Potter, Inc. (a Washington corporation), Leslie M. Potter, Oscar A. Zabel, and Leslie C. Potter from further violations of the Securities Act anti-fraud provisions in the sale of 7% "guaranteed participating preferred stock" of Pioneer Development.

**BENEFICIAL OWNERSHIP OF
SECURITIES HELD BY FAMILY MEMBERS**

The Securities and Exchange Commission published a release on January 19, 1966 (Securities Exchange Act Release No. 7793) concerning the beneficial ownership of securities held by family members. The staff of the Commission has received a number of inquiries about the application of the opinions expressed in the release to filings that had been made with the Commission prior to its publication. The text of the release is set forth in full below.

The Commission did not intend that opinions expressed in the release would be applied retroactively; accordingly, prior reports need not be amended. In order that ample time may be afforded to give effect to the opinions expressed in the release, it will be sufficient if reports, proxy solicitation material, registration statements and other material filed after May 1, 1966 reflect beneficial ownership as described in the release. Reports filed for the month of April under Section 16(a) of the Securities Exchange Act of 1934 should reflect beneficial ownership as described in the release. If no transactions occurred during that month, a report should nevertheless be filed under Section 16(a) by May 10, 1966, if the last report filed does not reflect current beneficial ownership as described in the release.*

The Commission also wishes to point out that the opinions expressed in the release were directed to the information contained in reports and other material filed with the Commission. The fact that ownership of securities and transactions in those securities are reported under Section 16(a) of the Securities Exchange Act of 1934 does not necessarily mean that liability will result therefrom under Section 16(b). The question whether liabilities under Section 16(b) will arise from transactions is, of course, to be determined by the facts of each particular case in an appropriate action brought by the issuer or its security holders.

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended February 10, 1966, 20 registration statements were filed, 26 became effective, 1 was withdrawn, and 277 were pending at the week-end.

SECURITIES ACT REGISTRATIONS. Effective February 11: International Stretch Products, Inc., 2-24418. Effective February 14: General Real Estate Shares, 2-24346 (40 days).

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.

*As estimated for purposes of computing the registration fee.

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