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A brief summary of financial proposals filed with and actions by the S.E.C.

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FOR RELEASE February 14, 1964

CHERRY-KENNEDY, LEVY REVOKED. The SEC today announced a decision under the Securities Exchange Act (Release 34-7234) revoking the broker-dealer registration of Louis B. Cherry, dba Kennedy, Levy & Co., 5716 Comanche Ave., Woodland Hills, Calif., for violations of the SEC record keeping, financial reporting and disclosure rules. According to the decision, Cherry's application for broker-dealer registration disclaimed any previous connections with other broker-dealer firms, when in fact he had been employed by two such firms; and he failed to make and keep current required books and records and failed to file a report of financial condition. Certain asserted defenses and extenuating claims were rejected by the Commission.

WAYNE JEWELL REVOKED. In a decision under the Securities Exchange Act announced today (Release 34-7235), the SEC revoked the broker-dealer registration of Wayne Jewell Company, 737 Glencoe St., Denver, for violations of the registration, anti-fraud and anti-manipulative provisions of, and record-keeping rules under, the Federal securities laws in the offer and sale of stock of Ampet Corporation and Petron Corporation. Wayne Jewell, president, was found to be a cause of such revocation order. Neither the firm nor Jewell appeared to defend against the charges although they were served with notice of the proceedings. The Commission ruled that the said respondents (a) participated in the offer and sale of unregistered Ampet and Petron stock through the use of nominee accounts for the benefit of controlling persons of the issuing companies; (b) participated in a series of prearranged transactions in Ampet and Petron stock which created the misleading appearance of regular transactions and assisted in artificially raising the price of those securities. They received from another broker-dealer confirmations of purchases of Ampet and Petron stock by such other broker-dealer when respondents had not initiated the transactions; advised a controlling person of Ampet and Petron of the receipt of those confirmations; and subsequently received from or through that controlling person orders to sell stock in Ampet and Petron from various nominee accounts established with registrant at prices equalling the amounts and prices specified in the confirmations previously received from the other broker-dealer. They then issued confirmations pursuant to said orders which confirmed sales for the nominee accounts; and (c) falsified confirmations and underlying books and records.

H. LAW WEATHERWAX SUSPENDED. The SEC today announced a decision under the Securities Exchange Act (Release 34-7236) suspending H. Law Weatherwax, of Red Hook, N. Y., from membership in the NASD for a 90-day period, commencing with the opening of business on February 14, 1964, for failure to file financial reports for the years 1959 and 1961, despite written notifications that such reports were overdue. According to the decision, Weatherwax is only engaged in the sale of mutual funds in connection with the sale of insurance; he is not currently developing new business but wishes primarily to protect his interest in sales of periodic investment plans already made and does not himself handle customers' funds or securities. The Commission concluded that "it is in the public interest and remedially sufficient" to suspend him from the NASD for 90 days.

VRANKEN INVESTORS ACTION DISMISSED. The SEC today announced dismissal of its administrative proceedings under the Securities Exchange Act involving Vranken Investors Corporation, 1683 Van Vranken Ave., Schenectady, N. Y. The action was based upon the respondent firm's admitted failure to file a report of its financial condition in 1962. However, according to the hearing record, the firm (when reminded by the SEC staff of the reporting requirement) had instructed its attorney to prepare and file the report; the attorney, when later asked by the firm whether the report had been filed, stated incorrectly on two occasions that he had done so; and although the firm did not sign any report for 1962, as it had done in 1961, it believed that its attorney could alone effect the execution and filing. Respondent relied on the assurances of the attorney (who appears to have been ill at the time), and was not aware until these proceedings were instituted in August 1963 that the 1962 report had not been filed, whereupon it immediately submitted its report for 1962 and arranged for the services of new counsel and an accountant to prevent any future violation. Under the circumstances, the Commission concluded that the public interest did not require revocation and dismissed its action. (Release 34-7237)

FEES CLEARED IN BOND & SHARE CASE. The SEC has issued an order under the Holding Company Act (Release 34-15011) authorizing and directing Electric Bond and Share Company to make payments of \$3,500 and \$50,000 respectively, to the Common Stockholders' Committee for Electric Bond and Share Company and its counsel, Jacob Appman and Philip Levy. The fee allowances were for services rendered in connection with administrative proceedings which resulted in a December 1960 order of the Commission granting Bond and Share an exemption as a holding company from provisions of the Holding Company Act.

INSURANSHARES CERTIFICATES ORDER. The SEC has issued an order under the Investment Company Act (Release 34-15013) declaring that Insuranshares Certificates Incorporated, of Baltimore, has ceased to be an investment company as defined in that Act. The company's stockholders in December 1962 adopted a plan for the said company's liquidation and dissolution after distribution of its assets. A receiver now holds \$71,332.08 for 8 shareholders who own certificates for 1,244 shares which have not been surrendered for payment pursuant to said plan.

OVER

SKYLINE HOMES FILES FOR SECONDARY. Skyline Homes, Inc., 2520 By-Pass Rd., Elkhart, Ind., filed a registration statement (File 2-22074) with the SEC on February 13 seeking registration of 65,000 outstanding shares of Class A common stock, to be offered for public sale by the present holders thereof through underwriters headed by Rodman & Renshaw, 209 South LaSalle St., Chicago. The public offering price (\$50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company in 1959 acquired and has since continued the business of Skyline Coach Company, Inc., which had been engaged in the production and sale of mobile homes since 1951. In 1960 the company expanded into the travel trailer field. In addition to indebtedness, the company has outstanding 446,601 shares of Class A stock and 114,822 shares of Class B stock. Arthur J. Decio, president, owns 31,850 shares (7.13%) of the Class A and 105,000 (91.45%) of the Class B stock; and he proposes to sell 20,000 Class A shares. The other six selling stockholders (including four other management officials) are selling amounts ranging from 4,000 to 9,250 shares.

PENN DAIRIES PROPOSES OFFERING. Penn Dairies, Inc., 572 N. Queen St., Lancaster, Pa., filed a registration statement (File 2-22075) with the SEC on February 13 seeking registration of \$500,000 of 6 $\frac{1}{2}$ % Sinking Fund Subordinated Debentures due 1980, with warrants to purchase 50,000 shares of Class A common stock. These securities are to be offered for public sale in units, each consisting of \$1,000 principal amount of debentures and warrants for 100 Class A shares (non-voting). The units are to be offered for sale at \$1,000 per unit, with an \$80 per unit commission to the underwriters, headed by Stroud & Co., Inc., of 123 S. Broad St., Philadelphia.

Also included in the statement are 5,239 shares of Penn Dairies cumulative preferred stock, which may be offered for sale by the Penn Dairies Inc. Retirement Trust.

The company and its subsidiaries are primarily engaged in the bottling, packaging and distribution of milk and in the manufacture and sale of ice cream and other dairy products. The offering of these units is part of a program to finance the construction of a modern milk processing and ice cream manufacturing and storage plant and general office in Lancaster. The estimated cost of constructing and equipping the new plant is \$3,830,000, of which the company had paid \$380,000 as of December 31, 1963. Part of the cost is to be financed through insurance company loans. In addition to indebtedness and preferred stock, the company has outstanding 391,854 shares of Class A (non-voting) common and 97,964 shares of Class B (voting) common. Management officials as a group own 68.3% of the Class A and 94.3% of the Class B stock (including 51% of the Class B stock owned by Garber Investors, Inc., of Lancaster, owned in part by John F. Garber, Jr., president.

SOLITRON DEVICES FILES FOR SECONDARY. Solitron Devices, Inc., 500 Livingston St., Norwood, N. J., filed a registration statement (File 2-22076) with the SEC on February 14 seeking registration of 95,365 outstanding shares of common stock. These shares are to be offered for public sale by the present holders thereof, at prices current in the over-the-counter market at the time of sale (\$20 per share maximum*). The offering will be made on an agency basis by M. L. Lee & Co., Inc., of 135 Broadway, New York, which will receive a selling commission of 1 $\frac{1}{2}$ % of the gross selling price.

The company is principally engaged in the design, development, production and sale of semi-conductors consisting primarily of silicon rectifiers, said to be manufactured for industrial, commercial, residential and military applications. It now has outstanding 395,711 shares of common stock, of which management officials own some 42.65%. Benjamin Friedman is president and Dr. Abraham I. Friedman secretary-treasurer; and they own 87,454 and 59,773 shares, respectively. Dr. Friedman proposes to sell 25,000 shares; and Mrs. Benjamin Friedman (whose holdings are included in those of her husband) proposes to sell 21,000 shares. The prospectus lists 29 other selling shareholders, who are selling amounts ranging from 50 to 9,690 shares.

DOMINION ELECTRIC FILES FOR SECONDARY. Dominion Electric Corporation, 150 Elm St., Mansfield, Ohio, today filed a registration statement (File 2-22077) with the SEC seeking registration 206,987 outstanding shares of Class A common stock, to be offered for public sale by the present holders thereof through underwriters headed by Paine, Webber, Jackson & Curtis, 25 Broad St., New York. The public offering price (\$18 per share maximum*) and underwriting terms are to be supplied by amendment. Certain shareholders have granted the underwriters an option to purchase, at the offering price, up to an additional 5,000 shares.

The company manufactures "a distinctive line" of portable electrical appliances for home use. In addition to indebtedness, it has outstanding 230,930 shares of Class A and 369,488 shares of common stock. The selling stockholders now own 91.2% of each class of stock. Robert Shaffer, president, proposes to sell 52,975 of his holdings of 53,325 Class A shares; Sheldon Shaffer, executive vice president, 52,975 of 53,325; Shirley S. Feinberg, a director, 50,700 of 51,050; and Lillian S. Levinson, 32,850 of 33,200. Eight other shareholders propose to sell amounts ranging from 100 to 5,025 shares.

ORAL ARGUMENT, COMING WEEK. February 20, 2:30 P.M., Market Values, Inc.

SECURITIES ACT REGISTRATIONS. Effective February 13: Piasecki Aircraft Corp. (File 2-22026).

*As estimated for purposes of computing the registration fee.

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