

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 March 9, 1964

Statistical Release No. 1959. The SEC Index of Stock Prices, based on the closing prices of 300 common stocks for the week ended March 6, 1964, for the composite and by major industry groups compared with the preceding week and with the high and lows for 1963-1964 is as follows:

	1957-59 = 100		Percent Change	1963-1964	
	3/6/64	2/28/64		High	Low
Composite	159.8*	158.8	0.6	159.8	130.6
Manufacturing	151.2*	149.9	0.9	151.2	121.1
Durable Goods	148.6*	146.4	1.5	148.6	116.2
Non-Durable Goods	153.7*	153.3	0.3	153.7	125.8
Transportation	149.6*	148.6	0.7	149.6	106.4
Utility	195.5	195.9	-0.2	199.2	170.3
Trade, Finance & Service	184.0*	182.6	0.8	184.0	153.8
Mining	141.8	141.2	0.4	145.4	104.2

*New High

SECURITIES ACT REGISTRATION STATEMENTS. During the week ended March 5, 1964, 21 registration statements were filed, 15 became effective, and 249 were pending at the week-end.

FORM 8-K REPORTS TO BE LISTED ON SEC NEWS DIGEST. The SEC has undertaken to include announcements in its daily News Digest, commencing today, of recent filings of Form 8-K reports by listed and other companies, along with the usual reporting of stock offering proposals filed with and actions of the Commission.

An important objective of the Federal securities laws is to provide disclosure of financial and other information, through the filing of annual and other periodic reports with exchanges and the Commission, as an aid to the analysis and evaluation of securities by public investors. Greater dissemination of the reported data was urged in the 1963 Report of the Special Study of Securities Markets. The annual report on Form 10-K and the semi-annual financial report on Form 9-K are filed on a regular, periodic basis; material transactions or other significant events occurring during any intervening month must be reported on Form 8-K within ten days of the close of the month. The items of information reported on Form 8-K are:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Legal Proceedings.
- Item 4. Changes in Securities.
- Item 5. Changes in Security for Registered Securities.
- Item 6. Defaults upon Senior Securities.
- Item 7. Increase in Amount of Securities Outstanding.
- Item 8. Decrease in Amount of Securities Outstanding.
- Item 9. Options to Purchase Securities.
- Item 10. Revaluation of Assets or Restatement of Capital Share Account
- Item 11. *Submission of Matters to a Vote of Security Holders.
- Item 12. Other Materially Important Events.
- Item 13. *Financial Statements and Exhibits.

*Filings covering these items only will not necessarily be announced in the News Digest.

Photocopies of these and other filings with the Commission may be obtained on request, addressed: Public Reference Section, Securities and Exchange Commission, Washington, D. C. 20549. The current price for photocopy material varies from 1½ cents for pages up to 8½" x 14" (the standard size filing is 8½" x 13") to 50 cents per section for pages larger than 18" x 24". The invoice covering the cost of photocopy material (including mailing charges) will be enclosed with such material when mailed.

In reporting the filing of Form 8-K reports on the News Digest, the month for which the report was filed and the item number or numbers to which a particular report is responsive will be identified along with the name of the issuer. In placing orders for photocopies, the "Issue No." of the particular News Digest should be indicated to avoid errors and delay in photocopying requested reports. The captions to the several items (as set forth above) will be repeated ONLY on a monthly basis to conserve space. Accordingly, the captions should be retained.

Individuals and firms not now receiving the News Digest who wish to be currently informed on the filing of Form 8-K reports should place their subscription for the News Digest with the Superintendent of Documents, Government Printing Office, Washington, D. C., 20402.

RECENT 8-K FILINGS

The Grow Corp Jan 64 (Its 2,12,13)
 Internatl Shoe Co. Feb 64 (It 11)
 Medco, Inc Feb 64 (Its 7,13)
 Brite Universal, Inc Feb 64 (It 3)
 Invst. Property Builders, Inc Jan 64 (It 2)
 Southwest Gas Corp Dec 63 (Its 2,7,11,13)
 American Invstrs Corp July, Aug. and Sept. 63
 (Its 3,11,12,13) Jan 64 (Its 12,13)
 Royal Properties, Inc. Jan 64 (Its 2,7,13)
 Garrett Corp (Calif) Jan 64 (Its 1,12)
 Hecla Mining Co. Jan 64 (It 12)
 Empire District Elec. Co. Apr 63 (Its 11,13)
 Sunair Elect., Inc Jan 63 (It 11)
 Toro Mfg Co Sept 63 (It 12)
 Wilshire Oil Co of Texas Sept 63 (It 12)

Dragon Consol. Mining Co Feb 64 (It 11)
 Empire Mines Co Feb 64 (It 11)
 Firestone Tire & Rubber Co. Oct 63 (It 7)
 Basic Properties, Inc Jan 64 (Its 2,13)
 Geo. J. Meyer Mfg Co. Oct 63 (It 11)
 Ling-Temco-Vought, Inc Jan 64 (It 8)
 Transouth Life Ins. Co July 61 (It 9)
 March 62 (Its 9,11) March 63 (It 11)
 Boston & Maine RR Dec 63 (It 3)
 Aerosol Techniques, Inc. Amend #1 to 8K for Jan 64
 Union Invst. Co. Amend #1 to 8K for Sept 61
 Superior Oil Co (Nev) Amend #1 to 8K for Jan 64
 Pennsalt Chemicals Corp Amend #1 to 8K for Dec 63
 Perfex Corp Amend #2 to 8K for Feb 63
 Peckham Ind., Inc Amend #1 to 8K for May 63

R. C. WILLIAMS & CO. TRADING BAN LIFTED. The SEC on March 6th announced an order permitting trading in the common stock of R. C. Williams & Company, Inc. of Pelham Manor, N. Y., to be resumed at the opening of business on March 9, 1964.

Trading in Williams stock on the American Stock Exchange and over-the-counter market was suspended by order of the Commission dated March 2, 1964, and issued pursuant to Section 19(a)(4) of the Securities Exchange Act of 1934. The Commission announced at that time its intention to consider lifting the trading ban as soon as it appeared that the information released by the company on February 28, 1964, had received adequate dissemination.

In view of the dissemination of information contained in the company's new release of February 28th the Commission has concluded that resumption of trading on March 9, 1964 would be consistent with the public interest. The Commission's private investigation of the affairs of R. C. Williams & Company, Inc. will continue.

ALEX. HAMILTON INVESTMENT. The SEC today announced a decision under the Securities Exchange Act (Release 34-7254) permitting Alexander Hamilton Investment Co., Inc., of 67 E. Madison St., Chicago, to withdraw its broker-dealer registration. The registration application was filed on April 19, 1961, and a financial statement included therein listed as an asset \$5,000 in a bank account as of April 18, 1961. The \$5,000 had been deposited on March 16th by Registrant's then president and 50% owner, Joseph A. Lauren, not for working capital but to be available as "security" if necessary to satisfy claims against the firm. However, within about a month Lauren withdrew practically the entire amount (he has asserted that he set aside securities worth \$5,000 as a substitute for the cash account). One of the withdrawals was by an April 17 check signed by Lauren for \$1,500 which cleared the bank sometime on April 18.

Subsequently, Donald Alan Smith became president. He testified that he did not learn of the withdrawals by Lauren until later, after which he made arrangements to acquire Lauren's interest in Registrant and become president. This did not, however, relieve Smith of the responsibility for having signed and filed a financial statement which was in fact misleading, the Commission indicated. Registrant also failed to file a report of financial condition within five months of the effective date of its registration, as required, for which Smith claimed certain mitigating circumstances. Under the circumstances, including the fact that Registrant has paid all its creditors and is inactive, the Commission concluded that the public interest would be adequately served by allowing the firm to withdraw from registration.

STAN-BEE CO. REVOKED. The SEC today announced a decision under the Securities Exchange Act (Release 34-7255) revoking the broker-dealer registration of Stan-Bee and Company, 1319 F St., N. W., Washington, D. C., for violation of the anti-fraud and other provisions of the Federal securities laws. Stanley Blaustein, president, and David Starr, a registered representative, were each found to be a cause of the revocation order. Stan-Bee and Blaustein consented to entry of the revocation order. Starr defaulted.

According to the Commission's decision, the respondents violated the said anti-fraud provisions through the sale of Permaspray Manufacturing Corp. stock at \$2.50 to customers and failing to deliver the certificates for such stock. They subsequently requested the purchasers to sell Permaspray back to Stan-Bee and to buy stock of Delta Corp. at \$1.50 per share, stating that they would repurchase Permaspray at \$2.50 only if the customer bought Delta in exchange and giving the false and misleading impression that the investors had no alternative but to accept the exchange. Stan-Bee told some purchasers that they had been switched to Delta, and sent false confirmations for such a switch to other customers although no such switch had been authorized. Thereafter, Stan-Bee failed to deliver Delta certificates despite demands by investors and failed to distribute or distribute promptly cash balances which remained after the switch. Moreover, during March and April 1962 Stan-Bee sold Micro Electronics Corp. stock and other securities for investors and failed to remit the proceeds from the sales. In addition, Stan-Bee and Blaustein violated the SEC record-keeping and financial reporting rules.

DUNHILL INTERNATIONAL SEEKS ORDER. Dunhill International, Inc., 771 N. Freedom St., Ravenna, Ohio, has applied to the SEC for an order under the Investment Company Act declaring that it is primarily engaged in business other than that of an investment company; and the Commission has issued an order (Release IC-3928) giving interested persons until March 25th to request a hearing thereon. The said Act defines an investment company as one which is or holds itself out as being engaged primarily in the business of investing, reinvesting or trading in securities, or one which owns investment securities having a value exceeding 40% of the value of its total assets on an unconsolidated basis.

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According to the application, Dunhill in February 1962 merged with The Pyramid Rubber Company and a group of affiliated companies. As a result Dunhill acquired a number of operating divisions and wholly-owned subsidiaries. After such merger, Dunhill owned 44.1% of the outstanding stock of A. G. Spalding & Bros., Inc. Subsequent purchases increased these holdings to 56% of Spalding's stock. As of September 30, 1963, Dunhill's investment securities had a market value of \$12,812,887, of which \$12,403,125 were represented by shares of American Bank Note Company and the balance shares of Alfred Dunhill Limited.

The total assets of Dunhill as of September 30, 1963, based on market quotations for marketable securities and all other assets at book cost, were \$39,359,479 on an unconsolidated basis, and \$44,891,469 on a consolidated basis. Deduction of cash items would reduce these figures to \$34,423,117 and \$39,386,419, respectively. Investment securities of Dunhill as of September 30, 1963 on an unconsolidated basis had a market value of \$11,395,387, and, including 60,000 shares of Bank Note held by a wholly-owned subsidiary of Dunhill, a value of \$12,812,887. Dunhill maintains that the book cost of its non-investment assets is a very conservative measure of their value, and, in support thereof, Dunhill points out that its stock has been selling on the New York Stock Exchange at or close to \$14 a share and on this basis the public valuation of the entire Dunhill enterprise is \$51,342,466. Dunhill asserts that it is apparent that the value of its investment securities represents less than 40% of the value of Dunhill's total assets less cash items.

SOUND MTGE. CO. CITED. The SEC Seattle Regional Office announced March 3d (LR-2856) the issue of a Federal court order (USDC, Seattle) requiring Sound Mortgage Company, Inc., and Manuel Lott, its president, to appear and show cause on March 30, 1964, why they should not be required to comply with a subpoena duces tecum.

DANIEL BERNSTEIN ENJOINED. The SEC New York Regional Office announced March 4th (LR-2857) the entry of a Federal court order on February 14th (USDC ED NY) permanently enjoining Daniel Bernstein of Bronx, N. Y., from further violations of the Securities Act registration requirement in the sale of stock of Long Island Plastics Corp. Previously, a similar order was issued against D. M. Stuart & Co., Inc., a broker-dealer firm of 32 Broadway, New York. The defendants consented to the injunctions.

NATIONWIDE MOTORIST ASSN. PROPOSES OFFERING. Nationwide Motorist Association, Inc., 1400 Hicks Road, Rolling Meadows, Ill., filed a registration statement (File 2-22125) with the SEC on March 6 seeking registration of 50,000 shares of common stock. The company proposes to offer these shares for public sale (without underwriting). The public offering price (\$8 per share maximum*) is to be supplied by amendment. A 10% selling commission will be allowed to broker-dealer firms for sales effected by them.

Organized in 1957, the Association is engaged in the operation of a motor club business, with a present total of some 6,586 emergency garages and stations available to members throughout the continental United States and parts of Canada. The company does not sell memberships directly to the public but provides a uniform membership package which is marketed through a system of "Affiliated Clubs", "Distributors" and "Dealers", affiliated with the company on a franchise basis. Except during the years 1963 the company has not had substantial earnings; and the recent earnings increase is derived primarily from the sale of Distributorship franchises. Net proceeds of this financing will be added to working capital and used primarily to finance a program aimed at increasing the company's retail outlets for the sale of memberships to the public, and to otherwise expand the company's membership program.

The company now has outstanding 250,000 common shares of which management officials own some 53.75%. Gurn H. Freeman, president, owns 76,810 shares, or about 31%. The prospectus states that, of 87,551 shares issued to management officials during the last three years, 70,043 were issued for cash equal to the \$1 par value of the stock and 17,508 for services.

MESA PETROLEUM FILES FOR EXCHANGE. Mesa Petroleum Co., 1501 Taylor St., Amarillo, Texas, filed a registration statement (File 2-22126) with the SEC on March 6 seeking registration of 614,850 shares of common stock. It is proposed to offer this stock for subscription in exchange for (a) all the outstanding common shares of Petroleum Exploration, Inc. ("PEI"), of Texas and of Altair Oil & Gas Co., both Texas corporations, and (b) certain interests in a large listing of oil and gas properties. Shares are to be issued under the exchange proposal at an estimated maximum price of \$10 per share.*

The company was organized in February 1964 under Delaware law for the purpose, according to the prospectus, of "combining into a single entity approximately 4,000 oil and gas interests beneficially owned by approximately 300 individuals and corporations. Such interests were in part acquired by the present owners thereof through participation in joint drilling operations or ventures with PEI or Altair. Certain stockholders and members of the managements of PEI and Altair have sponsored the organization of the company as a means of eliminating the multitude of individually owned fractional interests in such properties, of simplifying accounting procedures, and or providing a market for the values represented by such interests. PEI has engaged primarily in oil and gas exploration and drilling activities in the Panhandle Area of Texas, while Altair has engaged in exploratory and development drilling operations in Western Canada. The other properties are located in Kansas, Oklahoma, Texas, and Canada.

The prospectus lists T. Boone Pickens, Jr., as president and board chairman; and he also is president of PEI and Altair. He also is the largest shareholder of PEI and Altair.

SECURITIES ACT REGISTRATIONS. Effective March 6: I. Gordon Realty Corp. (File 2-21741); Loyal Petroleum Co. (File 2-22082). Effective March 9: Data Products Corp. (File 2-21968).

*As estimated for purposes of computing the registration fee.