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

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UNITED GEOPHYSICAL FILES FOR OFFERING AND SECONDARY. United Geophysical Corporation, 2650 East Foothill Blvd., Pasadena, Calif., filed a registration statement (File 2-21960) with the SEC December 19 seeking registration of 232,075 shares of common stock. Of this amount, 125,000 shares are to be offered for public sale by the company and 107,075, being outstanding shares, by the present holders thereof. Designated employees of the company will be initially offered 20,000 of the shares, at the public offering price. The offering price (maximum \$17.00 per share*) and underwriting terms are to be supplied by amendment. White, Weld & Co., 20 Broad St., New York City, heads the list of underwriters.

The company and its subsidiaries render seismic and other geophysical services to private companies, domestic and foreign, and oil companies controlled by foreign governments searching for oil and gas. It proposes to use the proceeds from the sale of additional stock, as follows: \$300,000 will be applied against short-term bank notes; \$539,362 will be applied against a long-term bank note; \$836,342 will be used to retire a portion of the outstanding subordinated notes payable to stockholders; and the balance, if any, will be used for general corporate purposes. In addition to indebtedness, the company had outstanding, as of September 30, 1963, 334,467 shares of common stock. Of this amount 245,938 shares (73.5%) are owned by officers and directors as a group. The prospectus lists nine selling stockholders, all but two of whom are officers or directors of the company. E. A. Pielemeier is chairman of the board and L. A. Martin is president (they are not listed as selling stockholders).

STATE STREET RECEIVES ORDER. The SEC has issued an exemption order under the Investment Company Act (Release IC-3868) permitting State Street Investment Corporation, 140 Federal St., Boston, to issue its shares at a price other than the public offering price thereof for substantially all the cash and securities of Ibc Corporation.

THREE ISSUES DELISTED. The SEC has issued orders under the Securities Exchange Act (Release 34-7197) granting applications of the American Stock Exchange to delist the American Depositary Receipts of Simca Automobiles and the Class A common stock of Superior Window Company; an application of the Pacific Coast Stock Exchange to delist the Simca ADRs; and an application of the New York Stock Exchange to delist the common stock of Spencer Chemical Co. Delisting of the latter is to be effective at the opening of trading on December 27th and of the other issues at the opening of trading December 26th.

TOWNSEND CORPORATION-MANAGEMENT SEEKS ORDER. The SEC has scheduled a hearing for January 20, 1964 (Release IC-3869) on an application filed by Townsend Corporation of America and Townsend Management Company, both of Short Hills, N. J., seeking an exemption order with respect to certain transactions incident to a plan of merger of TCA, TMC and Resort Airlines, Inc. Such plan was filed pursuant to a May 1961 court order in an SEC action against TCM et al.

According to the application, TCA is engaged in the radio broadcasting business through its wholly-owned subsidiary, WKDA Broadcasting Company, Inc., of Nashville, Tennessee, and its 85.2%-owned subsidiary, KNOK Broadcasting Company, Inc., of Fort Worth, Texas. TCA is also presently engaged in the manufacture and sale of embossing machines and other specialized printing processes through Modern Engraving and Machine Company ("MEMCO"), a 92%-owned subsidiary of TCA, located in Hillside, N. J. A substantial portion of TCA's assets represents investments in and advances to the other parties to the proposed merger. It owns 70% of the outstanding Class A nonvoting common stock of TMC (or about 67% of the outstanding Class A nonvoting and Class B voting stock) and some 83.5% of Resort's outstanding common stock. TCA also had outstanding \$485,000 of 5% debentures due December 1, 1963, now in default, 57,876 shares of \$10 par preferred stock on which accumulated, undeclared dividends amount to \$101,283, 1,316,716 common shares, and warrants for 118,765 common shares issued to a former officer, exercisable at \$4.21 per share.

TMC is not presently engaged in any business; and its principal investments consist of U. S. treasury bills, 108,560 shares (8.24%) of the outstanding TCA stock, and notes receivable from TCA. TMC has outstanding 189,518 Class A nonvoting and 6,977 Class B voting common.

Resort, which formerly operated as an airline, has sold all its aircraft and related equipment. Its June 30, 1963, financial statements showed total assets of \$3,146,803 and total liabilities of \$460,035. Its assets include 150,843 shares (11.46%) of the TCA common, 15,000 shares (7.91%) of the TMC Class A common, notes receivable from TCA, and all the outstanding stock, notes and accounts receivable from TCA Broadcasting Corp. and Rainbow Springs Development Corp. It then had outstanding \$323,300 of debentures due 1970, 1,405 shares of \$100 par preferred, and 392,023 common shares.

Under the merger proposal, TMC will be merged into a new TMC to be incorporated in Delaware. Resort and the new TMC will be merged into TCA, which is to be the surviving corporation. Upon consummation of the merger, there is to be outstanding 57,876 shares of 5% convertible, cumulative preferred stock, par value \$10 per share; 1,405 shares of 5% convertible, noncumulative preferred stock, par value \$100 per share,

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and 1,741,624 shares of common stock, par value \$0.25 per share, having a pro forma net asset value, as of June 30, 1963, of \$1.19 per share. Such common stock would be held as follows: by the present stockholders of TCA (other than TMC and Resort) - 1,057,313 shares, or 60.7%; by the present minority stockholders of Resort - 409,614 shares, or 23.5%; and by the present minority stockholders of TMC - 274,697 shares, or 15.8%.

POTOMAC ELECTRIC POWER FILES FOR RIGHTS OFFERING. Potomac Electric Power Company, 929 E Street, N. W., Washington, D. C., filed a registration statement (File 2-21961) with the SEC on December 19 seeking registration of 1,143,939 shares of common stock. This stock is to be offered for subscription by holders of outstanding common at the rate of one new share for each fifteen shares held of record as of the close of business on January 8, 1964. The subscription price (maximum \$22 per share*) and underwriting terms are to be supplied by amendment. To the extent that any shares are not subscribed for by shareholders, they will be offered to employees (including officers) of the company. Underwriters headed by Dillon, Read & Co., Inc., 46 William St., New York City and Johnston, Lemon & Co., Southern Bldg., Washington, D. C. have agreed to purchase from the company at the subscription price all unsubscribed shares.

The company is engaged in the generation, transmission, distribution, and sale of electric energy in the District of Columbia and in contiguous areas in Maryland & Virginia, the service area covering approximately 643 square miles. It proposes to use the proceeds from the sale to reimburse its treasury for construction expenditures heretofore made and to provide for a portion of anticipated construction expenditures. The company has been and is engaged in a construction program which is expected to extend over the next several years. The total cost of the proposed construction has not been determined, but it is estimated that gross property additions for the last three months of 1963 and for 1964 will aggregate approximately \$97,420,000. It is further expected that to complete the program through 1964 will require \$20,000,000 of additional funds, which will be obtained through bank borrowings and/or the sale of securities. In addition to indebtedness, the company had outstanding, as of September 30, 1963, 17,159,094 shares of common stock. Alfred G. Neal is chairman of the board of directors, and R. Roy Dunn is president.

CONTINENTAL VENDING - TASTEE FREEZ TRADING BAN CONTINUED. The SEC has issued orders under the Securities Exchange Act suspending exchange and over-the-counter trading in securities of Continental Vending Machine Corporation and Tastee Freez Industries, Inc., for a further ten-day period December 23, 1963, to January 1, 1964, inclusive.

SECURITIES ACT REGISTRATIONS. Effective December 18: Macco Realty Co. (File 2-21842).
Effective December 19: American Motorists Insurance Co. (File 2-21879).
Effective December 20: Scott Paper Co. (File 2-21877).
Withdrawn December 19: Applied Technology, Inc. (File 2-21846).

*As estimated for purposes of computing the registration fee.

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