

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 October 20, 1964

BROKER-DEALER SURVEY ORDERED. The SEC today announced (Release 34-7446) that it had sent a questionnaire to all broker-dealer firms not members of the NASD, seeking information to aid in implementing a provision of the recent amendment to the Federal securities laws. Interested persons may submit their views and comments not later than November 16, 1964.

The new law authorizes the Commission to adopt rules and regulations requiring that registered brokers and dealers that are not members of a national securities association, and persons associated with such brokers and dealers, meet prescribed standards of training, experience, and other qualifications, and to adopt rules and regulations designed to promote just and equitable principles of trade, to provide safeguards against unreasonable profits or unreasonable rates of commissions or other charges, and in general, to protect investors and the public interest, and to remove impediments to and perfect the mechanism of a free and open market. The general purpose of the Congress in enacting these sections was to authorize the Commission to provide regulation of nonmember brokers and dealers comparable to that which may be provided by national securities associations for their membership. Of the approximately 4,800 registered brokers and dealers, approximately 850 are not members of a national securities association.

The questionnaire requests information from non member brokers and dealers concerning the nature and scope of their business. The questionnaire elicits information concerning the number of employees (in various capacities), the number of sales offices, membership in an exchange, and volume of business.

CONSTITUTION MUTUAL FUND PROPOSES OFFERING. Constitution Mutual Fund, Inc., 3156 Wilshire Blvd., Los Angeles, filed a registration statement (File 2-22851) with the SEC on October 16 seeking registration of 400,000 shares of common stock. Of this stock, 375,000 shares are to be offered for public sale initially at \$5 per share, plus a 9.3% distribution charge, and thereafter at net asset value plus a maximum distribution charge of 8.5%. The remaining 25,000 shares are to be offered at \$5 per share (current management holdings are to be supplied by amendment). The shares are to be distributed through Scoville and Co. Organized under California law in September 1964, the Fund is an open-end, diversified, fully managed investment company. Constitution Investment Management Co., Inc., will act as its manager and investment advisor. Ogden D. Scoville is president of the Fund and sole owner of the distributor. He also owns 51% of the outstanding stock of the investment advisor.

STANDARD-THOMSON FILES STOCK PLAN. Standard-Thomson Corporation, 152 Grove St., Waltham, Mass., filed a registration statement (File 2-22853) with the SEC on October 16 seeking registration of 39,000 shares of common stock, to be offered under its Qualified Stock Option Plan.

OGLEBAY NORTON FILES FOR SECONDARY. Oglebay Norton Company, 1200 Hanna Bldg., Cleveland, Ohio, filed a registration statement (File 2-22854) with the SEC on October 19 seeking registration of 64,000 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 Ball, Burge & Kraus and McDonald & Co., both of Union Commerce Bldg., Cleveland. The public offering price (\$27.50 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in the mining, sale and transportation of iron ore, coal, and other minerals. In addition to indebtedness, it has outstanding 1,019,951 common shares, of which management officials as a group own 33.21%. Listed among the selling stockholders are Central National Bank of Cleveland, as trustee under three agreements with Courtney Burton (board chairman), offering 18,200 of 182,172 shares held, 2,600 of 25,348 and 2,500 of 25,350, respectively; Central National Bank of Cleveland, as trustee under agreement with Marguerite Burton Humphrey, 1,650 of 16,478; and The David Z. Norton Co., 15,000 of 118,652. Edward W. Sloan, Jr., is president of the company.

LIFE AND HEALTH INS. OF ST. LOUIS PROPOSES OFFERING. Life and Health Insurance Company of Saint Louis, 63 Ridgemoor Dr., Clayton, Mo., filed a registration statement (File 2-22852) with the SEC on October 19 seeking registration of 600,000 shares of common stock. Of this stock, 510,000 shares are to be offered for public sale at \$5 per share through company officials. The remaining 90,000 shares have been subscribed and paid for at \$5 per share by company officials and other persons. According to the prospectus, Fred R. Sale (board chairman) contemplates the purchase at \$5 per share of additional stock in an amount approximately equal to 18% of the total shares sold to all other persons, and will resell to the company at \$5 per share promptly after the termination of the offering 10% of the shares then outstanding. Such shares are to be held in the company's treasury for granting of options to insurance agents and brokers, and company employees.

Organized under Missouri law October 6, 1964, the company proposes to write life and health insurance. Net proceeds from its stock sale will be used to meet capital requirements for applying for an insurance license and to pay expenses for the first year of operation. J. Kenneth Wylie is president.

COMPLAINT CITES CONTINENTAL MORTGAGE, OTHERS. The SEC Denver Regional Office announced October 16 (LR-3055) the filing of a Federal court complaint (USDC ND) seeking to enjoin Continental Mortgage Co., Dalco American Enterprises, Inc., Loren Schock, Mrs. Jean Burner, Lee F. Tarvestad and George A. Wyum from further violating the registration provisions of the Federal securities laws in the sale of interests in real estate mortgages held by Continental Mortgage.

OVER

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified. Copies thereof may be ordered from the Commission Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with photocopy material when mailed. An index of the caption of the several items of the form was included in the October 2 News Digest.

8-K for Sept. 1964

Scurry-Rainbow Oil Ltd (7,13)

Kaiser Aluminum & Chemical Corp (13)
 Kaiser Industries Corp (13)
 Metal Hydrides Inc (1,2,7,13)
 Oxford Finance Co, Inc (4,7,11,13)
 Westinghouse Electric Corp (3)

Early & Daniel Co (11)
 Ryan Aeronautical Co (8)
 R. F. Saul Real Estate Insvt. Trust (7)
 Southern Gulf Utilities, Inc (7,13)

Nopco Chemical Co (12,13)
 Papert, Koenig, Lois, Inc (7,11,12,13)

Reliance Life Insur. Co of Illinois
 (11,12,13)
 Rogers Brothers, Co (11,13)
 Scott & Fetzer Co (2,10,13)

Stop & Shop Inc (11,13)

The First Republic Corp of America (7,8)
 Strategic Materials Corp (7)

General Devel. Corp (3,7,12,13)
 Pillsbury Co (13)
 Warner Bros, Pictures, Inc (3)

New Hampshire Ball Bearings, Inc (11)

W. R. Grace & Co (7,13)
 McCulloch Oil Corp of Calif. (2,7,13)
 (July 1964 (2,7,13)
 Natural Gas Pipeline Co of America
 (7,10,12,13)
 Taylor Wine Co, Inc (11,12,13)

Pocket Books, Inc (2,12,13)
 Universal American Corp (3)

Standard Oil Co (Indiana) (11,13)
 Trailer Train Co (7)

Farmers Union Cooperative Marketing
 Association (7)

Erie Technological Products, Inc (Mar. (3,12
 & 13) (May 1964) (11) (Dec. 1963)
 (11)

Grayson-Robinson Stores, Inc (12)
 Joslyn Mfg. & Supply Co (8)
 Mekoosa Edwards Paper Co (8)
 Sayre & Fisher Co (12)

Portland General Electric Co (12)
 Worthington Corp (13)
 Erie Technological Products, Inc
 Amend #1 to 8K for May 1962
 (13)
 Amend #1 to 8K for May 1963 (13)

TWO STOCKS DELISTED. The SEC has issued orders under the Securities Exchange Act (Release 34-7449) granting (1) an application of the Salt Lake Stock Exchange to delist the common stock of Progress Corp., effective at the opening of business on October 28, and (2) a similar application of the Pacific Coast Stock Exchange to delist the capital stock of Decca Records, Inc., effective at the opening of business on October 30. According to the former application, the market value of outstanding Progress shares does not meet requirements for continued listing. The latter application indicates that publicly held shares of Decca have been reduced to 129,804.

UNLISTED TRADING GRANTED. The SEC has issued orders under the Securities Exchange Act (Release 34-7449) granting an application of the Cincinnati Stock Exchange for unlisted trading privileges in the common stocks of American Home Products Corp.; C.I.T. Financial Corp.; Columbia Broadcasting System, Inc.; Communications Satellite Corp.; Eastern Air Lines, Inc.; Gillette Co.; The Great Atlantic & Pacific Tea Co., Inc.; Lockheed Aircraft Corp.; J. C. Penney Co.; Richardson-Merrell, Inc.; Sterling Drug, Inc.; and Xerox Corp.

SECURITIES ACT REGISTRATIONS. Effective October 16: American Realty Trust (File 2-22731). Effective October 19: Lithonia Lighting, Inc. (File 2-22709). Effective October 20: Big Drum, Inc. (File 2-22779). Withdrawn October 19: IMC Industries, Inc. (File 2-22687).

*As estimated for purposes of computing the registration fee.