

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 December 9, 1966

SEC ORDER BARS TWO. In a decision under the Securities Exchange Act announced today (Release 34-8002), the SEC ordered that Martin A. Fleishman and Jack Greenberg be barred from further association with any broker-dealer firm by reason of violations of the anti-fraud provisions of the Federal securities laws. This action sustained a prior initial decision of the Commission's Hearing Examiner.

Fleishman and Greenberg were former salesmen for the New York firm of Thomas, Williams & Lee, Inc. According to the Commission's decision, they made false and misleading representations in connection with the offer and sale of stock of Kent Industries, Inc., in 1963. Fraudulent representations and predictions were made by them concerning the companies financial condition, earnings and prospects, the future market price of its stock, and the listing of the stock on a national securities exchange.

The broker-dealer registration of firm was withdrawn following a permanent injunction against violations of the SEC net capital rule. In these administrative proceedings, the firm's president and four other salesmen were previously barred from associating with any broker or dealer on the basis of stipulations and consents or failure to appear at the hearing or to appeal the examiner's initial decision.

REGISTRATIONS OF THREE FIRMS CANCELLED. The SEC has issued orders cancelling the broker-dealer registrations of the following: Jerome J. Gunther, d/b/a Jerome J. Gunther and Company, Newark, N. J.; Oscar Randall Sheppard, Jr., d/b/a O. R. Sheppard and Company, of Washington, D. C.; and Metropolitan Securities, Inc., of Philadelphia, Pa. Previously, the first two firms had been enjoined by Federal court from certain violations of the Federal securities laws and the third was expelled from the National Association of Securities Dealers, Inc. for failure to comply with minimum net capital requirements. All three are no longer engaged in the securities business.

MARSHALL SAVINGS AND LOAN GRANTED EXEMPTION. The SEC has granted an application of Marshall Savings and Loan Association, Riverside, Ill., for temporary exemption from the registration provisions of Section 12(g) of the Securities Exchange Act until the State-appointed Receiver is discharged from his duties and management is returned to the holders of its permanent reserve stock.

NATIONAL VARIABLE OF FLORIDA RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4785) granting an application of National Variable Annuity Company of Florida Separate Account for modification of a September 1965 order to provide an exemption from Sections 22(e) and 27(c)(2) of the Act for its variable annuity contracts.

SUN INTERNATIONAL FINANCE GRANTED EXEMPTION. The SEC has issued an order under the Investment Company Act (Release IC-4786) exempting Sun International Finance Corporation of Philadelphia from all provisions of the Investment Company Act. The exemption is conditional upon the filing of certain year-end information.

TWO CITIES CO. PROPOSES OFFERING. Two Cities Company, 850 Seventh Ave., New York, filed a registration statement (File 2-25774) with the SEC on December 8 seeking registration of \$140,000 of "Pre Formation Limited Partnership Interests." The interests are to be offered at \$4,666.66 per unit (and will be subject to 20% overcall) by Rogor, Inc. and Jerry Wayne, general partners of Two Cities Company, a partnership to be formed for the purpose of investing in the production of the dramatico-musical play presently entitled "Two Cities." Based upon the Charles Dickens' classic "A Tale of Two Cities," the musical is to be produced by "British Management consisting of Stanley Gordon Ltd. and Jerry Wayne Enterprises Ltd." The management will acquire from Rogor, Inc. and Jerry Wayne the rights in the Musical they have acquired from Constance Cox, Jerry Wayne and Jeff Wayne in respect of production rights in the Musical and certain underlying material upon which the Musical is based. The management has already contracted with Michael Benthall who will act as Director of the Musical, and with Donald McKayle who will act as Choreographer. Rogor, Inc. and Stanley Gordon Ltd. are wholly-owned by S. Stanley Gordon of New York.

FRANKHAUSER NAMED NYRO ADMINISTRATOR. Chairman Manuel F. Cohen of the SEC announced on December 8 the promotion of Mahlon M. Frankhauser, Assistant Director, Division of Trading and Markets, to the position of Administrator of the Commission's New York Regional Office.

A career employee, Mr. Frankhauser first joined the Commission's staff as a Student Assistant (Law) in the Office of the General Counsel, for the summer of 1956. Upon graduation from law school in 1957, he was appointed as an attorney in that office where he was assigned to appellate civil litigation and criminal reference work, in progressively more responsible attorney positions. In October 1961 Mr. Frankhauser transferred to the position of Trial Attorney in the Division of Trading and Exchanges (now Trading and Markets). In June 1962 he was promoted to Chief of the Division's Branch of Criminal Reference, and in July 1963 to Assistant Director in charge of the Office of Criminal Reference which in July 1966 was expanded to include the Office of Special Proceedings.

Mr. Frankhauser received a B. A. degree from Albright College in 1954 and an LL.B. degree from the University of Pennsylvania in 1957. He was admitted to the District of Columbia Bar in 1958. Born in Shillington, Pa. on September 20, 1931, Mr. Frankhauser is married to the former Joan Callahan and they have two sons.

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 in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the December 5 News Digest.

Leeds & Northrup Co Nov 66(13)	1-5192-2	Beneficial Standard Life Ins Co Nov 66(9,13)	2-11459-2
General American Oil Co of Texas Nov 66(11,13)	1-4056-2	Southern Elec Generating Co Nov 66(3,10,11,13)	2-14992-2
Volusia Jai-Alai Inc Sept 66(1)	0-660-2	United Merchants & Mfgs Inc Nov 66(11,13)	1-3185-2
Atlas Chemical Industries Inc Nov 66(7)	1-177-2	Badger Paper Mills Inc Mar 66(13)0-795-2	
American Realty & Petroleum Corp Nov 66(4,13)	1-4702-2	Huntington Bancshares Inc Oct 66(2)	2-25057-2
Brooks & Perkins Inc Nov 66(11)	1-5312-2	Natl Telefilm Assoc Inc Nov 66(7,8)0-57-2	
Whirlpool Corp Sept 66(2,13)	1-3932-2	Henry I Siegel Co Inc Nov 66(7)	1-4885-2
Macke Co Oct 66(3,4,7,12,13)	1-4341-2	Denny's Restaurants Inc Dec 65(4,13)	1-5124-2
Spencer Gifts Inc Nov 66(1)	2-19723-2	Genl Brewing Corp Apr 66(2,3,4,11)0-1395-2	
Carpenter Steel Co Nov 66(11,13)	1-2856-2	Higbie Mfg Co Nov 66(11)	1-3432-2
American Maize Products Co Oct 66(2,4,7,12,13)	0-1315-2	Storer Broadcasting Co Nov 66(7,8)	1-3872-2
Phoenix Steel Corp Nov 66(8)	1-2908-2	Inspiration Consolidated Copper Co Nov 66(13)	1-1050-2
American Investment Co Amend #1 for June 64, Dec 65, Sept 66(4)	1-2335-2	Mississippi River Transmission Corp Nov 66(13)	0-2078-2
Clear Creek Corp Nov 66(6)	0-1379-2	Products Research & Chemical Corp Oct 66(2,13)	1-4852-2
Interprovincial Pipe Line Co Nov 66(7,13)	2-10050-2	Standard Register Co Nov 66(11)	0-1097-2
Riegel Paper Corp Nov 66(12,13)	1-3959-2	Wood Newspaper Machinery Corp Nov 66(11)	1-3656-2
Rochester Tel Corp Oct 66(13)	1-4166-2	Retail Centers of the Americas Inc Nov 66(7,9,12)	1-4568-2
Gains Guaranty Corp Nov 66(11,12,13)	0-938-2	Sherwin-Williams Co Nov 66(7)	1-4851-2
Natl Standard Co Nov 66(13)	1-3940-2	Anelex Corp Nov 66(10,12,13) Sept 65(4,7,13)	1-4849-2 1-4849-2
Systron Donner Corp Nov 66(11,13)	1-4819-2	208 South La Salle St Corp Nov 66(12)	1-2726-2
Maine Sugar Ind Inc Oct 66(11)	2-24175-2	Allied Supermarkets Inc Nov 66(11)1-3212-2	
Natl Brands Inc Nov 66(11)	0-1793-2	Peter Hand Brewery Co Nov 66(1)	0-2086-2
Ryan Aeronautical Co Nov 66(7,8)	1-2679-2	Victor Products Corp June 66(7,11,13)0-973-2	
		Bristol-Myers Co Nov 66(13)	1-1136-2
		Masonite Corp Nov 66(11)	1-2263-2
		Servomation Corp Nov 66(11)	1-4775-2

BRITISH COLUMBIA HYDRO PROPOSES OFFERING. British Columbia Hydro and Power Authority (Canada) filed a registration statement (File 2-25777) with the SEC on December 8 seeking registration of \$50,000,000 (U.S.) of Bonds, Series AH, due 1992, guaranteed as to principal and interest by the Province of British Columbia. The bonds are to be offered for public sale through underwriters headed by the First Boston Corp., 20 Exchange Pl, New York 10005, and six other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment.

The Authority is engaged in the Province of British Columbia principally in the generation, transmission and distribution of electric energy and the distribution of gas. The Authority is also engaged in the operation of an urban bus system, an interurban bus system and a railway freight system.

Net proceeds of the Bond sale will be added to the general funds of the Authority and will be applied toward the cost of its capital expenditure program and the retirement of short-term borrowings incurred for the same purpose.

SECURITIES ACT REGISTRATIONS. Effective December 8: First American Investors, Inc., 2-24787 (90 days); Silver Pick Mines, Inc., 2-25503 (90 days); Standard International Corp., 2-25160.
Effective December 9: Walworth Co., 2-25725. Withdrawn December 9: Barnwell Mediterranean Oil Co., Inc. 2-25486.

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.