

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C.

Securities Act of 1933  
Release No. 5067

(a) Four Reg. A Offerings Suspended

The Securities and Exchange Commission has issued orders temporarily suspending Regulation A exemption from registration under the Securities Act of 1933 with respect to stock offering proposals of the following:

- (1) Dynamic Marketing Industries Corp. ("Dynamic"), Pittsburgh, Pa.  
Potpourri International Inc. ("Pottpourri"), Pittsburgh, Pa.  
Dynamic's offering proposal, covering 125,000 shares to be offered at \$2.40 per share, was filed October 10, 1969; the January 27, 1970, filing by Potpourri proposed the offering of 300,000 shares at \$1 per share
- (2) Tucson Turf Club ("TTC"), Tucson, Arizona  
In its notification, filed in August 1967, TTC proposed the public offering of 298,000 shares at \$1 per share
- (3) Visual Industries Corp. ("Visual"), Natick, Mass.  
Visual's initial offering, filed in March 1969, related to 100,000 shares to be offered at \$3 per share. A report filed in February 1970 indicated that the offering was discontinued in November 1969 with total sales of 18,500 shares for proceeds of \$55,500.

Regulation A provides a conditional exemption from Securities Act registration for public offerings of securities not exceeding \$300,000 in amount. In each of the suspension orders the Commission asserts that it has "reasonable cause" to believe that certain terms and conditions of Regulation A were not complied with. Each order provides an opportunity for hearing, upon request, on the question whether the suspension should be vacated or made permanent.

In the case of Dynamic and Potpourri, the order asserts that there was a failure to disclose that the two companies are under common control of Eugene Buday and that Murray G. Lowenthal, a promoter of Dynamic, has an interest in Maynard Merel & Co., Inc., the underwriter for the two offerings. Moreover, by reason of the common control, the aggregate of the proposed offerings by the two companies exceeds the \$300,000 limitation of Regulation A. With respect to TTC, the order asserts that the actual underwriter was Emprise Corporation, not Jacob J. Isaacson (the named underwriter), and that Emprise, not Isaacson, owns 218,000 shares of TTC stock and is the controlling person and source of financial backing of the issuer. The order with respect to Visual asserts that there was a failure to make proper disclosures concerning the allocation of the proceeds of the offering, the sale of shares to certain persons at \$1.50 instead of stated \$3 offering price, and that an employees' "stock option plan" was in fact a program for granting "bonuses" to employees for no consideration.

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(b) Oceanographics Ventures Suspension Permanent

The suspension of a Regulation A exemption from registration under the Securities Act of 1933 with respect to a proposed public offering of stock by Oceanographic Ventures, Inc., of Miami, Fla., has become permanent, as ordered by a Hearing Examiner's decision, no petition for review of that decision by the Securities and Exchange Commission having been filed.

In its Regulation A notification, Oceanographic Ventures proposed the public offering of 60,000 common shares at \$5 per share; Berne Securities Corp. of New York was named as the underwriter. Following the issuance by the Commission of a temporary suspension order, a hearing was held before the Examiner on the question whether the suspension should be vacated or made permanent. The Examiner concluded that the suspension should be made permanent by reason of the failure of the company to comply with certain terms and conditions of Regulation A, particularly by reason of false and misleading representations in and the omission of material facts from the company's offering circular. The Examiner's findings involved primarily the company's failure to make proper disclosures concerning the company's business and operations and concerning certain transactions between the company and its promoters, including the consideration received for the issuance of 180,000 shares to William G. Miller, president and promoter, and an additional 60,000 shares to William K. Chester, company counsel, secretary-treasurer and promoter; the purported transfer of a non-existent patent application to the company by Miller; and the circumstances involved in the issuance and cancellation of two \$10,000 notes. In addition, the Examiner found that the company and underwriter had failed to cooperate with the Commission in connection with the company's proposed Regulation A offering.

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