

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

Washington 25, D.C.

(In ordering full text of Releases from Publications Unit, cite number)

(Issue No. 65-2-9)

FOR RELEASE February 11, 1965

SPECIAL NOTICE RE ZIP CODE. The Post Office Department has asked the SEC to advise recipients of this publication that the city - state abbreviations appearing on the mailings of some securities firms are authorized by the Post Office Department. These abbreviations were developed to make space for the addition of ZIP Codes to existing mailing-list addresses, and may be used only in conjunction with the ZIP Code. They provide a maximum of 13 characters for the city and a uniform 2 characters for the state (e.g., Alaska - AK, Minnesota - MN, Ohio - OH), making an overall length (including ZIP Code and necessary spacing) of 23 characters.

Those desiring further information relating to the abbreviations may obtain the complete list from postmasters. Ask for POD Publication 59.

SAVEMORE INVESTING WITHDRAWAL PERMITTED. In a decision announced today (Release 34-7528), the SEC permitted Savemore Investing Co., Brooklyn, N. Y., to withdraw its registration as a broker and dealer; and proceedings under the Securities Exchange Act to determine whether its registration should be revoked for failure to file required financial reports were discontinued. The registrant and the partners therein, Jacob Osztreicher and Sarah Osztreicher, submitted a stipulation and offer of settlement, waiving a hearing and consenting to the Commission's finding of violation of the financial reporting requirements, provided, however, that the Commission permit registration withdrawal and discontinue the proceedings. It was further stated that the registrant is no longer engaged in the securities business and owes no money or securities to its customers, and it appears that its partners no longer reside in the United States.

JOHN YEAMAN FIRM CENSURED. In a decision announced today (Release 34-7527), the Commission sustained in part and reversed in part an NASD finding that its rules had been violated by John W. Yeaman, Inc., and its president, John W. Yeaman, of Martinsville, Va. Upon the basis of its findings, the Commission reduced a four-month suspension of the firm from NASD membership (and a like suspension of Yeaman's registration as a registered representative) to one of censure (plus assessment of \$346 in costs).

The NASD had ruled that the Yeaman firm had violated the credit provisions of Regulation T, had effected transactions in securities at times when its net capital was deficient under the SEC net capital rule, and had on one occasion violated the NASD's policy respecting mark-ups. The NASD District Business Conduct Committee had suspended the firm for one year and censured Yeaman. On review by the NASD Board of Governors, it reduced the suspension of the member to four months and suspended Yeaman's registration for the same period.

The Commission affirmed the NASD findings that on 28 occasions in 1960 and 1961 Yeaman's customers failed to make timely payment for securities they had ordered and that Yeaman failed to cancel or otherwise liquidate the transactions as required by Regulation T. In also sustaining the NASD finding that Yeaman violated its net capital rule, the Commission agreed that, in making its net capital computation, the NASD excluded from Yeaman's assets its holdings of stocks of 10 local issuers not readily convertible into cash as well as an \$11,000 federal income tax refund claim.

However, the Commission set aside the NASD finding that Yeaman had violated the NASD mark-up policy in a single transaction involving an over-the-counter security. The customer failed to pay for his purchase within the 7-day period permitted by Regulation T, but Yeaman did not cancel the transaction. About a week later, the customer informed Yeaman that he was not the real purchaser but had acted as agent for his sister, and that she would pay for the shares. Yeaman thereupon cancelled the first transaction and sent a new confirmation to the sister, showing the same sale price as that first confirmed, and she paid that amount. Because of a price decline during the two-week interval, however, the sale price was 10.8% above the market price on the date of the "reconfirmation" to the sister. The Commission was unable to agree with the NASD view that the foregoing facts gave rise to two transactions, in the second of which an unfair mark-up was charged. It concluded that the fairness of the price was properly measurable by reference to the market price at the time that Yeaman executed and first confirmed the order.

In view of the foregoing and certain mitigating factors with respect to the other violations, the Commission concluded that the NASD sanctions should be reduced to one of censure.

NEWMAN PROBATION REVOKED, REINSTATED. The Fort Worth Regional Office announced February 5 (LR-3152) that the U. S. District Court in Dallas had revoked the probation of Hal C. Newman and directed that he present himself for execution of one-year prison sentence by reason of his failure to comply with terms of probation, and that after Newman had deposited additional funds in an effort to make restitution to persons who had invested in Inland Fisheries Unit No. 1, probation was reinstated.

THREE STOCKS DELISTED. The SEC has issued orders under the Securities Exchange Act (Release 34-7531) granting applications of the Midwest Stock Exchange to strike from listing and registration the Class B common stock of Defiance Industries, Inc., and the common stocks of Falstaff Brewing Corp. and Standard Forgings Corp., effective at the opening of business on February 15 by reason of inactive trading on said Exchange. All three issues remain listed on the American Stock Exchange.

OVER

PHILADELPHIA ELECTRIC POWER PROPOSES DEBENTURE OFFERING. Philadelphia Electric Power Company, 1000 Chestnut St., Philadelphia, filed a registration statement (File 2-23162) with the SEC on February 10 seeking registration of \$25,000,000 of sinking fund debentures due 1995, to be offered for public sale at competitive bidding. Payment of principal and interest on the debentures is to be guaranteed by The Susquehanna Power Company, a wholly-owned subsidiary of Philadelphia Electric Power.

Philadelphia Electric Power and its subsidiary are engaged in the construction and operation of a hydro-electric power development on the Susquehanna River in Pennsylvania and Maryland and the transmission lines appurtenant thereto, known as the "Conowingo Project". According to the prospectus, the Conowingo Project is an integral part of the electric system of Philadelphia Electric Co., the parent of Philadelphia Electric Power. The parent is engaged in supplying electric, gas and steam services in southeastern Pennsylvania, and leases facilities of the Conowingo project from the company. Of the net proceeds from the debenture sale, \$20,000,000 will be used to repay bank loans incurred to finance the installation of four new generating units in the Conowingo Project; \$3,000,000 will be used to repay loans to the parent company; and \$2,000,000 will be used to acquire additional common stock of the subsidiary to provide funds for financing certain planned improvements at the Conowingo Project. Such expenditures through 1969 are estimated at \$7,000,000. Roy G. Rincliffe is president of Philadelphia Electric Power and the subsidiary.

UNISHOPS FILES FOR SECONDARY. Unishops, Inc., 21 Caven Point Ave., Jersey City, N. J., filed a registration statement (File 2-23163) with the SEC on February 10 seeking registration of 450,000 outstanding shares of common stock, to be offered for public sale by the present holders thereof through underwriters headed by Hornblower & Weeks-Hemphill, Noyes, 8 Hanover St., New York. The registration statement also includes 25,000 common shares to be offered from time to time through securities dealers by certain partners of the principal underwriter. The public offering price (\$26 per share maximum*) and underwriting terms are to be supplied by amendment.

The company is engaged in selling at retail men's and boys' clothing and furnishings through leased departments in discount department stores. In addition to indebtedness, it has outstanding 1,061,065 common shares, of which management officials own 51.2%. Three selling stockholders are listed, as follows: Bernard Kessler (president), offering 180,000 of 262,180 shares held; Daniel Kessler (executive vice president) 180,000 of 262,180, and Lorraine Smith, 90,000 of 117,540.

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. 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 caption of the several items of the form was included in the February 2 News Digest.

SPMC Corp. Formerly:- Special Metals, Inc. Dec 64 & Jan 65, (2,11,13)	2-18121	Globe Assurance Co Dec 64, (7)	2-22808
		Hoerner Boxes Inc Oct 64, (13)	1-4965
Briggs Mfg Co Dec 64, (2,7,13)	1-1399	Sunset International Petroleum Corp. Jan 65, (11,13)	1-2733
Indiana Gas & Water Co, Inc. Jan 65, (11)	2-5870	United Control Corp Amend #1 - 8K for Dec 64, (11)	0-33
Republic-Transcon Industries, Inc. Dec 64, (2,7,13)	1-3614	Potomac Electric Power Co. Amend #1 - 8K for Dec 64, (3)	1-1072
Comet Coalition Mines Co Dec 64, (7)	1-2828	Cousins Properties Inc Amend #1 - 8K for May 64 (7,13)	2-20111
A. F. Liquidating Corp. Formerly:- Aetna Finance Co Aug 64, (2,4,11,13)	2-15952	Reading & Bates Offshore Drilling Co Amend #1 - 8K for Sept 64, (4)	2-12478
		Amend #1 - 8K for Oct 64, (4)	2-12478
		William Wallace Corp Amend #1 - 8K for Dec 64, (9)	2-21003

SECURITIES ACT REGISTRATIONS. Effective February 10: Amico Properties (File 2-23031).
Effective February 11: Armour and Co. (File 2-23085); The Reliance Electric and Engineering Co. (File 2-23105); G. D. Searle & Co. (File 2-23114).

*As estimated for purposes of computing the registration fee.