

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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COLUMBIA GAS SEEKS ORDER. The Columbia Gas System, Inc., New York, has applied to the SEC for an order under the Holding Company Act authorizing it to sell at competitive bidding \$40,000,000 of debentures (due 1991); and the Commission has issued an order (Release 35-15544) giving interested persons until September 16 to request a hearing thereon. As reported in the August 15 News Digest, the company will add the net proceeds of its debenture sale to general funds which will be used in part to complete its 1966 construction program (estimated at \$115,000,000).

PINESTOCK ASSOCIATES PROPOSES OFFERING. Pinestock Associates, Inc., 44 Beaver St., New York 10004, filed a registration statement (File 2-25433) with the SEC on August 19 seeking registration of 50,000 shares of common stock, to be offered for public sale at net asset value (\$185 per share maximum*).

Organized under New York law in June, 1966, as a diversified open-end investment company, the company's investment objective is "long-term capital appreciation." It has entered into a purchase agreement providing for the acquisition from Pinestock Associates (Pinestock), a New York limited partnership, of all of that company's securities and cash, subject to the approval of such number of the limited partners of Pinestock as deemed sufficient by Pinestock. In exchange therefor, it will issue to Pinestock 7,901 common shares, after which it will effect a 20-for-1 stock split. The prospectus states that the shares of the company are not to be offered for public sale until the assets of Pinestock have been acquired. Whitehall Management Corp. is the company's investment adviser. Richard H. Jenrette is board chairman of the company and of the investment adviser; George D. Gould is president of the two companies. The investment-advisory firm is a subsidiary of Donaldson, Lufkin & Jenrette, Inc.

WOODS PETROLEUM PROPOSES OFFERING. Woods Petroleum Corporation, 4900 N. Santa Fe, Oklahoma City, Okla., filed a registration statement (File 2-25435) with the SEC on August 22 seeking registration of \$3,000,000 of interests in the Woods Joint Venture--1967. The interests are to be offered to select persons in minimum commitments of \$10,000. The company has entered into agreements with Hayden, Stone Inc., and two other firms and may enter into similar agreements with other NASD members under which such companies may secure commitments on a "best efforts" basis.

The venture agreement provides for the exploration and production of oil, gas and other minerals. The company, which is engaged in oil and gas activities, will serve as operator for the 1967 venture. Roy G. Woods is president of the company.

CATCH MY SOUL CO. FILES FOR OFFERING. Catch My Soul Company, c/o Elliot Martin, 152 W. 58th St., New York, filed a registration statement (File 2-25436) with the SEC on August 22 seeking registration of \$400,000 of limited partnership interests, to be offered for public sale in \$8,000 units (plus a possible 20% overcall). The offering is to be made by Jack Good, general partner.

A partnership to be formed under New York law, the company proposes to produce the dramatico-musical play presently entitled "Catch My Soul." The play is a Pop Opera based on William Shakespeare's "Othello"; it is to be produced in contemporary style. The music was written by Ray Pohlman. Good, the author of the book and lyrics, will also serve as its director. Good and Elliot Martin are the co-producers.

SOUTHERN INDIANA G&E PROPOSES BOND OFFERING. Southern Indiana Gas and Electric Company, 20-24 N. W. Fourth St., Evansville, Ind. 47703, filed a registration statement (File 2-25442) with the SEC on August 23 seeking registration of \$8,000,000 of first mortgage bonds, due 1996. The bonds are to be offered for public sale at competitive bidding. A public utility, the company proposes to use the net proceeds of its bond sale in connection with its construction program. Construction expenditures for 1966 are estimated at \$14,596,501.

THREE STOCK PLANS FILED. Form S-8 registration statements have been filed with the SEC by the following companies, seeking registration of securities for offering under employee and/or officer stock plans:

McCormick & Company, Incorporated, 414 Light St., Baltimore, Md. 21202 (File 2-25429) (42,280 shares)

Cox Broadcasting Corporation, 1601 W. Peachtree St., N.E., Atlanta, Ga. 30309 (File 2-25432) (100,000 shares)

Philip A. Hunt Chemical Corporation, Roosevelt Pl., Palisades Park, N. J. (File 2-25437) (50,000 shares)

PARTICIPATING ANNUITY LIFE SEEKS ORDER. Participating Annuity Life Insurance Company, Little Rock, Ark., has applied to the SEC for exemption from certain provisions of the Investment Company Act; and the Commission has issued an order (Release IC-4683) giving interested persons until September 25 to request a hearing thereon. The company is engaged primarily in issuing and selling individual variable annuity contracts. In addition to the individual variable annuity contracts, it now proposes to offer pension trust and group variable annuity contracts and also to offer fixed annuity contracts, both singly and in combination with its variable annuity contracts as well as certain other types of insurance. It previously has been granted certain exemptions from the Act. It now seeks a modification of the prior exemption order to permit loans and

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advances not only to special agents, general agents and managers, but also to certain home office sales employees. It also seeks authorization to make necessary borrowings in the normal course of its business; to vary the sales load on installment payment pension trust contracts, under certain circumstances; to permit the issuance of group contracts containing certain provisions for the determination of actuarial costs applicable thereto; and to provide that, once the purchaser of a redeemable contract which has matured begins to receive annuity payments, he not be able to redeem the value credited to his contract.

INTERNATIONAL BOOK FILES FOR SECONDARY. International Book Corporation, 7300 Biscayne Blvd., Miami, Fla. 33138, filed a registration statement (File 2-25439) with the SEC on August 22 seeking registration of \$75,000 of outstanding 6% convertible subordinated debentures, Series A, due 1975. The present holders thereof may offer the debentures for public sale from time to time through brokers and dealers at prices prevailing in the over-the-counter market at the time of sale (\$700 per \$100 debenture maximum*). The debentures are convertible into common stock at the price of \$.40 per share. According to the prospectus, the market price of the debentures may be affected by the price of the common stock into which the debentures are convertible. On July 6, 1966 the price of the common stock of the company in the over-the-counter market was \$2.70 bid and \$2.80 asked.

Formerly the International Book Distributors, Inc., the company is engaged primarily in the sale of books and encyclopedias. In addition to indebtedness, it has outstanding 1,030,835 common shares, as adjusted to reflect a recent 5-for-1 stock split. The prospectus lists nine selling debentureholders, including Paul Berkowitz, Martin Blumenthal, and Edward R. Scharps, who are each offering \$12,500 of debentures. Each of the sellers is offering one-half of his debenture holdings. Lewis Leeds is president.

SEC ORDER BARS LAZAROFF AND TANKLEFF. In a decision announced today (Release 34-7940), the SEC barred Leonard Lazaroff (now Leonard Laurence) and Seymour Tankleff from further association with any broker-dealer firm by reason of violations of the anti-fraud and other provisions of the Federal securities laws in the sale of stock of Flex-I-Brush, Inc., in 1962.

Lazaroff was president and Tankleff secretary-treasurer of Reed, Whitney & Stonehill, Inc. of New York City. In an initial decision of the Commission's hearing examiner filed in October 1965, the Examiner found that that firm and several individuals had violated provisions of the Federal securities laws. The firm and two individuals did not seek Commission review of the Examiner's decision; and on January 21, 1966, the firm's broker-dealer registration was revoked and the two individuals were barred from further association with a broker or dealer.

Lazaroff and Tankleff, however, appealed the Examiner's decision. Based upon its independent review of the record, the Commission held that both respondents participated in scheme to defraud investors in offer and sale of Flex-I-Brush securities by means of fraudulent offering circular and oral predictions and representations concerning, among other things, a predecessor of issuer, orders and market for issuer's product and cost of its manufacture, and future market price and listing of securities. They also were found to have aided and abetted the firm's failure to comply with the Commission's net capital rule.

O/C REGISTRATIONS REPORTED. The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "**"):

<u>File</u> <u>No.</u>	<u>O- Registrant</u>	<u>Location</u>
2195	Frontier Village**	San Jose, Calif.
2197	National Shoes, Inc**	Bronx, N.Y.
2202	Investors Unlimited, Inc**	Morton, Ill.
2208	Southern Extrusions, Inc**	Magnolia, Ark.
2209	Capitol Invst. Corp**	Louisville, Ky.
2211	Air Express Intl. Corp**	Jamaica, N.Y.
2212	Portland Transit**	San Francisco, Calif.

SECURITIES ACT REGISTRATIONS. Effective August 22: Madison Fund, Inc., 2-25373.

Effective August 23: Southeastern General Corp., 2-24958 (90 days); Duke Power Co., 2-25367 (40 days).

Effective August 24: Israel Hotels International, Inc., 2-25207 (40 days); Pall Corp., 2-25330; Equity Growth Fund of America, Inc., 2-25194.

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.

*As estimated for purposes of computing the registration fee.