

Mr. Robert J. Harrington

Vice President and Secretary

The Ohio Company

51 North High Street Columbus, Ohio 43215

Dear Mr. Harrington:

I have been asked to respond to your November 25, 1975 letter, regarding paragraph (c) (2) of Rule 15c3-1 (17 CFR 240.15c3-1) ("the Rule"), as amended on June 26, 1975, under the Securities Exchange Act of 1934.

You state in your letter that brokers and dealers engaged in the initial distribution of taxable corporate debt securities are unduly penalized by the haircuts provided in subparagraph (c) (2) (vii) "Non-marketable Securities", and further, that the definition of a "ready market" in subparagraph (c) (11) of the Rule is not workable for the capital raising functions being performed.

It is the Division's view that, during the initial distribution period of a taxable corporate debt offering, there is deemed to be a ready market, with the offered securities valued at their public offering price less the dealer discount. However, it should be noted that if a market for the securities does not develop shortly thereafter, the Rule 15c3-1 (c) (11) definition of ready market would apply.

If you have any further questions, please contact us.

Sincerely, Gregory C. Yadley

Staff Attorney

The Ohio Company Investments

Main Office

51 North High Street

Columbus, Ohio 43215

November 25, 1975

Mr. Daniel J. Piliero II

Associate Director

Securities and Exchange Commission

Washington D.C 20549

Dear Sir:

Attar reviewing the amendments to Rule 15c3-1 as expressed in Securities Exchange Act Release No. 11497, dated June 26, 1975, we are concerned about the impact on The Ohio Company of certain of the amendments.

We have detailed our concerns in the attached summary and ask that you consider the 60-day time period suggested under "Recommendation."

We feel that our concerns may also apply to other firms and have taken the liberty of forwarding a copy of this letter and summary to the Midwest Stock Exchange, our examining authority.

Yours very truly,

Robert. J. Barrington

Vice President and Secretary

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