

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

ACOUSTICA ASSOCIATES, INC.,
Defendant.:

Civil Action No. 677-71

MOTION FOR SUMMARY JUDGMENT

Upon the annexed affidavit of Charles A. Pardee sworn to on the 8th day of February, 1972 and the Statement of Material Facts As To Which Plaintiff Contends There Is No Genuine Issue and the Statement of Points and Authorities in support hereof, plaintiff, Securities and Exchange Commission, pursuant to Rule 56 of the Federal Rules of Civil Procedure and Rule 9(h) of the General Rules of this Court, moves this Court to enter a Summary Judgment in its favor against defendant, Acoustica Associates, Inc., on the grounds that there is no genuine issue as to any material facts and that plaintiff is entitled to judgment as a matter of law.

Respectfully submitted,

[signature] Richard H. Rowe
[signature] Robert Steinberg

Attorneys for the Plaintiff
Securities and Exchange Commission
500 North Capitol Street
Washington, D.C. 20549

CERTIFICATE OF SERVICE

I hereby certify that on the 10th day of February, 1972, I caused to be served by United States mail, postage prepaid, a true copy of the attached MOTION FOR SUMMARY JUDGMENT upon the person whose name and address is hereafter set forth:

Marcus A. Hollabaugh
Hollabaugh & Jacobs
Suite 817, Barr Building
910 17th Street, N.W.
Washington, D.C.20006

Richard H. Rowe
Division of Corporation Finance
SECURITIES AND EXCHANGE COMMISSION
500 North Capitol Street
Washington, D.C. 20549
(202) 755-1644

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STATEMENT OF MATERIAL FACTS AS TO WHICH PLAINTIFF CONTENDS
THERE IS NO GENUINE ISSUE

Plaintiff, Securities and Exchange Commission, in support of its Motion for Summary Judgment against defendant, Acoustica Associates, Inc., in accordance with Rule 9(h) of the General Rules of this Court, contends there is no genuine issue as to any of the following material facts:

1. Acoustica Associates, Inc. is a New York corporation.
2. Acoustica Associates, Inc. registered its common stock by filing with the Commission a registration statement for such securities under Section 12(g) of the Exchange Act on September 16, 1965, which registration statement became effective on or before November 15, 1965.
3. Acoustica Associates, Inc. has been required at all times material herein, and is now required, to file reports required by Section 13(a) of the Exchange Act and the rules and regulations thereunder.
4. Acoustica Associates, Inc. was required to file its annual report on Form 10-K for the fiscal year ended February 28, 1966 on or before June 28, 1966, but was granted pursuant to its request, an extension of time within which to file until July 15, 1966.
5. Acoustica Associates, Inc. filed its annual report on Form 10-K for the fiscal year ended February 28, 1966 on July 26, 1966, 11 days late.
6. Acoustica Associates, Inc. was required to file its annual report on Form 10-K for the fiscal year ended February 28, 1967 on or before June 28, 1967.
7. Acoustica Associates, Inc. filed its annual report on Form 10-K for the fiscal year ended February 28, 1967 on October 9, 1967, 103 days late.

8. Acoustica Associates, Inc. was required to file its annual report on Form 10-K for the fiscal year ended February 29, 1968 on or before June 28, 1968, but was granted pursuant to its request, an extension of time within which to file until July 29, 1968.
9. Acoustica Associates, Inc. filed its annual report on Form 10-K for the fiscal year ended February 29, 1968 on November 25, 1968, 119 days late, without the required certified financial statements.
10. Acoustica Associates, Inc. amended its annual report on Form 10-K for the fiscal year ended February 29, 1968, on February 24, 1969, 210 days late, to include the required certified financial statements.
11. Acoustica Associates, Inc. was required to file its annual report on Form 10-K for the fiscal year ended February 28, 1969 on or before June 28, 1969.
12. Acoustica Associates, Inc. filed its annual report on Form 10-K for the fiscal year ended February 28, 1969 on October 31, 1969, 125 days late.
13. Acoustica Associates, Inc. was required to file its annual report on Form 10-K for the fiscal year ended February 28, 1970 on or before June 28, 1970.
14. Acoustica Associates, Inc. filed its annual report on Form 10-K for the fiscal year ended February 28, 1970 on or before June 28, 1970, without certification of the required financial statements.
15. Acoustica Associates, Inc. amended its annual report on Form 10-K for the fiscal year ended February 28, 1970 on November 1, 1971, 1 year, 126 days late to include the required certified financial statements.
16. Acoustica Associates, Inc. was required to file its semi-annual report on Form 9-K for the six-month period ending August 31, 1965, on or before October 16, 1965.
17. Acoustica Associates, Inc. filed its semi-annual report on Form 9-K for the six-month period ended August 31, 1965 on February 8, 1966, 116 days late.
18. Acoustica Associates, Inc. was required to file a report on Form 9-K for the six-month period ended 1966 on or before October 15, 1966.
19. Acoustica Associates, Inc. filed its semi-annual report on period ended August 31, 1966 on February 9, 1967, 117 days late.
20. Acoustica Associates, Inc. was required to file a semi-annual report on Form 9-K for the six-month period ended August 31, 1967 on or before October 15, 1967.
21. Acoustica Associates, Inc. filed its semi-annual report on Form 9-K for the six-month period ended August 31, 1967 on December 19, 1967, 65 days late.

22. Acoustica Associates, Inc. was required to file a report on Form 9-K for the six-month period ended August 31, 1968 on or before October 15, 1968.
23. Acoustica Associates, Inc. filed its semi-annual report on Form 9-K for the six-month period ended August 31, 1968 on March 4, 1971, 2 years, 140 days late.
24. Acoustica Associates, Inc. was required to file a report on form 9-K for the six-month period ended August 31, 1969 on or before October 15, 1969.
25. Acoustica Associates, Inc. filed its semi-annual report for the six-month period ended August 31, 1969 on October 19, 1970, 1 year, 4 days late.
26. As of April 30, 1970, the common stock of Acoustica Associates, Inc. was held of record by approximately 2100 persons.
27. As of February 28, 1970, the end of Acoustica Associates, Inc.'s fiscal year, it had total assets of \$1,709,425.
28. There is a trading market in the common stock of Acoustica Associates, Inc.

Respectfully submitted,

Richard H. Rowe, Attorney for the Plaintiff
SECURITIES AND EXCHANGE COMMISSION
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AFFIDAVIT OF CHARLES A. PARDEE

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

CHARLES A. PARDEE, being duly sworn, deposes and says:

1. I am now and since May 19, 1968 have been, employed by the plaintiff, Securities and Exchange Commission, as a Branch Chief in charge of a Branch of Corporate Analysis and Examinations of plaintiff's Division of Corporation Finance.

My official responsibilities include among other things supervision of the administrative processing of periodic reports, registration statements and proxy statements required to be filed by certain companies with the Securities and Exchange Commission pursuant to the provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 (Exchange Act). Among the companies whose periodic reports are filed with and processed by the Branch of Corporate Analysis and Examination of which I am in charge is the defendant, Acoustica Associates, Inc. (Acoustica). By virtue of the foregoing facts I am familiar with the subject matter of this action and I submit this affidavit in support of plaintiff's Statement of Points and Authorities in Support of Plaintiff's Motion for Summary Judgment.

2. As defendant has admitted in its answer to plaintiff's complaint defendant was required to file an annual report on Form 10-K for the fiscal year ended February 28, 1970 on or before June 28, 1970. Although defendant filed its report within the required time period, it failed to file certified financial statements as required by the Instructions as to Financial Statements, Form 10-K (as in effect for fiscal years ended prior to December 31, 1970), 17 CFR 249.310. Defendant did not file the required certified financial statements until November 1, 1971.

3. Pursuant to Section 13(a) of the Exchange Act and Rule 13a-1 thereunder, 17 CFR 240.13a-1, defendant was required to file an annual report on Form 10-K for its fiscal year ended February 28, 1971 on or before May 29, 1971. On June 7, 1971 defendant filed a report which purported to meet the requirements of Form 10-K. However,

defendant's report did not meet the requirements of Form 10-K as in effect for all fiscal years ending after December 31, 1971, and the report did not contain the required certified financial statements. On June 17, 1971 defendant was notified of these deficiencies in its annual report for its fiscal year ended February 28, 1971 and was furnished a copy of the revised Annual Report on Form 10-K. On November 1, 1971, defendant filed its annual report on the proper form, but still without certified financial statements. On February 4, 1972 the required certified financial statements were filed as an amendment to defendant's annual report for the fiscal year ended February 28, 1971.

4. Pursuant to Section 13(a) of the Exchange Act and Rule 13(a)-13 thereunder, 17 CFR 240.13a-13, defendant was required to file quarterly reports on Form 10-Q for the 3-month period ended May 31, 1971 and the 6-month period ended August 31, 1971 on or before July 15, 1971 and October 15, 1971, respectively. The report for the 3-month period ended May 31, 1971 was not filed until October 4, 1971, and the report for the six-month period ended October 15, 1971 was not filed until December 29, 1971.

Charles A. Pardee

SUBSCRIBED and sworn to before me this 8th day of February, 1972.

[signature]

NOTARY PUBLIC, D.C.

My commission expires 8/31/74.