

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



Washington, D.C. 20549

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

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

(Issue No. 70-175)

FOR RELEASE September 9, 1970

## INVESTMENT COMPANY ACT RELEASES

**SOUTHEASTERN CAPITAL CORP. RECEIVES ORDER.** The SEC has issued an exemption order under the Investment Company Act (Release IC-6181), with respect to the proposal of Southeastern Capital Corporation, Atlanta, a closed-end, non-diversified management investment company, to transfer its license as a small business investment company to a wholly-owned subsidiary, Southeastern Capital Small Business Investment Corporation, and to transfer certain other assets to that company. The subsidiary also will be permitted to participate in certain joint transactions with third persons.

**SUMMIT INVESTMENT SEEKS ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-6182) giving interested persons until September 30 to request a hearing upon an application of Summit Investment Trust Fund, Rapid City, So. Dak., for an order declaring that it has ceased to be an investment company as defined in the Act. The Fund states that its total assets as of June 30, 1970 were approximately \$40,000.

## COURT ENFORCEMENT ACTIONS

**LOWTHER, LOWRY, AND LOWRY INVESTMENTS CONVICTED.** The SEC Denver Regional Office announced September 1 (LR-4743) that the Federal court jury in Denver convicted Harry Allen Lowther, Jr., Riverside, Calif., Wendel Everett Lowry, Colorado Springs, Colo., and Lowry Investment Co. of violating the antifraud provisions of the federal securities act in connection with the offer and sale of the common stock of the Elkton Company of Colorado Springs, Colo. Carl Evert Courts was acquitted.

**H. R. WOLFINBARGER, H. SNOWDEN SENTENCED.** The SEC Chicago Regional Office announced August 28 (LR-4744) that Herman Rickie Wolfenbarger of Alabama, and Hiram Snowden of Kentucky, pleaded nolo contendere to a six-count indictment charging violations of the antifraud provisions of the federal securities act in the offer and sale of the subordinated debentures of Insurance Investors Trust Co. of Louisville, Ky. Wolfenbarger was sentenced by the Federal court in Louisville to a three year suspended sentence and a fine of \$21,000 and Snowden to a one year suspended sentence and a fine of \$6,000.

**SEC COMPLAINT NAMES HAZE-AWAY, OTHERS.** The SEC Chicago Regional Office announced September 3 (LR-4745) the filing of an action in Federal court in Chicago, seeking to enjoin violations of the registration and anti-fraud provisions of the Federal securities laws in the sale of stock of Haze-Away Corporation, of Lansing, Ill., by the issuer as well as Leon E. Dailey, of Gary, Ind., its president, and William H. Schwartz, Jr., also of Gary, a director.

**SAN SALVADOR SAVINGS, OTHERS, NAMED IN COMPLAINT.** The SEC Denver Regional Office announced September 4 (LR-4746) the filing of an action in Federal court in Salt Lake City, seeking to enjoin violations of the registration and anti-fraud provisions of the Federal securities laws in the offer and sale of bonds of San Salvador Savings and Loan Co., Ltd., by the said company, as well as John E. Dennett, Utah Registrar and Transfer Company and John W. Taylor, of Salt Lake City, and Pedro Torres Ciliberto, aka Pedro Torres, of North Miami, Fla.

## SECURITIES ACT REGISTRATIONS

**NEVADA POWER TO SELL BONDS.** Nevada Power Company, Las Vegas, Nev. 89101, filed a registration statement (File 2-38314) with the SEC on September 4 seeking registration of \$10,000,000 of first mortgage bonds, Series K due 2000, to be offered for public sale through underwriters headed by White, Weld & Co., 20 Broad St. New York. The interest rate, offering price and underwriting terms are to be supplied by amendment. An electric utility, the company will apply the net proceeds of its bond sale to the reduction of some \$17,000,000 of short-term borrowings for construction purposes. Construction expenditures are estimated at \$20.1, \$18.6 and \$32.4 million for the years 1970, 1971 and 1972, respectively.

**SAPPHIRE HILL VILLAGE FILES.** Sapphire Hill Village, Inc., St. Thomas, U. S. Virgin Islands, filed a registration statement (File 2-38315) with the SEC on September 4 seeking registration of interests in condominiums, namely, 200 condominium units to be constructed on land located in Estate Smith Bay, East End Quarter, Parcel 16-1-1, St. Thomas, with an opportunity to join an association for the purpose of operating the condominium units as hotel accommodations when the owners are not in residence. The purchase price of the individual condominium units are \$50,000, \$70,000 or \$90,000, depending on whether the unit has one, two or three bedrooms. Association membership will be \$300, \$500 or \$700, respectively. W. Ernest Norcross of Memphis is president.

**BACHE, GOODBODY, WALSTON FUND PROPOSES OFFERING.** Bache & Co., Incorporated, Goodbody & Co., and Walston & Co., depositors for Municipal Investment Trust Fund, Series 1B, filed a registration statement (File 2-38316) with the SEC on September 4 seeking registration of 10,000 units, each representing a 1/10,000th fractional undivided interest in the \$10,000,000 of bonds and net income of the Fund. The Fund is to consist of a diversified Tax Exempt Bond Portfolio of interest-bearing obligations of state and other governments. The public offering of the units will be made by the Bache, Goodbody and Walston sponsors, who will receive a 4½% commission.

**BTA OIL PRODUCERS PROPOSES OFFERING.** BTA Oil Producers, 104 South Pecos, Midland, Texas 79701, filed a registration statement (File 2-38319) with the SEC on September 4 seeking registration of 50 units of fractional undivided interests in oil and gas leases in 708 JV-S, Pyote Prospect, to be offered for public sale at \$27,200 per unit. No underwriting is involved. Net proceeds will be used in the drilling and completion of four proposed locations on four tracts situated adjacent to the R.O.C. (Devonian and Ellenburger) Fields in Ward County, Texas. BTA is the successor to BTA Oil Producers, a sole proprietorship of Carlton Beal, Sr., one of the partners of BTA.

**MISSISSIPPI RIVER TRANSMISSION TO SELL DEBENTURES.** Mississippi River Transmission Corporation, 9900 Clayton Rd., St. Louis, Mo. 63124, filed a registration statement (File 2-38320) with the SEC on September 4 seeking registration of \$35,000,000 of 20-year sinking fund debentures, due 1990, to be offered for public sale through underwriters headed by Eastman, Dillon, Union Securities & Co., 1 Chase Manhattan Plaza, New York. The interest rate, offering price and underwriting terms are to be supplied by amendment. The company owns and operates a natural gas pipeline system serving the St. Louis area in Missouri and Illinois. The net proceeds of its debenture sale, together with other available funds, will be used to prepay \$35,000,000 of bank loans maturing in June 1971 and March 1972. The bank borrowings were made for property additions and improvements. Capital expenditures are estimated at \$16,000,000 for 1970. William G. Marbury is board chairman and Raymond V. Terry president and chief executive officer.

**ENVIRONMENTAL/ONE PROPOSES OFFERING.** Environmental/One Corp., 2773 Balltown Road, Schenectady, N. Y. 12309, filed a registration statement (File 2-38321) with the SEC on September 4 proposing the public offering of 250,000 shares of common stock; the offering price (\$16 per share maximum\*) and underwriting terms are to be supplied by amendment.

Organized in December 1968, the company is engaged in the design, development, production and marketing of products and services related to the environmental market. The net proceeds to be received by the company from the stock sale will be used for manufacturing and marketing working capital to build product inventories, purchase production equipment, expand sales and distribution capabilities and expand environmental measuring services capabilities to support marketing and acquisition objectives. John L. Matrone is president and chief executive officer of the company. The company has outstanding 1,576,702 common shares (with an aggregate book value of \$1.40 per share), of which management officials own 37%. According to the prospectus 1,467,113 shares sold at from \$0.1235 to \$8 per share and 109,589 shares at from \$8 to \$12 per share, may have been sold in violation of the Securities Act registration requirement; consequently, there may be a contingent liability to holders if any should seek rescission of his purchase.

**AFFILIATED CAPITAL PROPOSES EXCHANGE OFFER.** Affiliated Capital Corporation, 539 Capital National Bank Bldg., Houston, Tex. 77002 filed a registration statement (File 2-38326) with the SEC on September 8 seeking registration of 337,984 shares of common stock. It is proposed to offer these shares in exchange for outstanding shares of permanent reserve fund stock of Center Savings Association, Houston, of which Affiliated now holds 80%, and the permanent reserve fund stock of the State Savings and Loan Co., Lubbock, of which Affiliated holds 51%. The offer to holders of the stock of Center is on the basis of three shares of common for each outstanding share of Center stock; the offer to holders of State is in the alternative of (a) four shares of common stock and \$20 cash, or (b) eight shares of common stock for each share of State stock. Affiliated Capital is a multiple savings and loan holding company. In addition to its indebtedness, it has outstanding 1,542,828 common shares. Billy B. Goldberg is president.

**MONTANA-DAKOTA UTILITIES PROPOSES OFFERING.** Montana-Dakota Utilities Co., 400 N. Fourth St., Bismarck, No. Dak. 58501, filed a registration statement (File 2-38327) with the SEC on September 8 seeking registration of \$15,000,000 of First Mortgage Bonds, due 1990, to be offered for public sale at competitive bidding. A public utility, the company will apply the net proceeds to the payment of \$15,000,000 of short-term bank notes. David M. Heckett is president.

**DIAGNOSTIC SHARES IN REGISTRATION.** Diagnostic Data Inc., 801 Charleston Rd., Palo Alto, Calif. 94303, filed a registration statement (File 2-38329) with the SEC on September 8 seeking registration of 48,298 outstanding shares of common stock. The shares are to be offered for public sale (at prices current at the time of sale - \$10 per share maximum\*) by FIRSTCALCORP, a wholly-owned subsidiary of First California Corp. Inc.; the latter received the stock as compensation for services rendered in connection with prior sales of Diagnostic Data stock.

Diagnostic Data is engaged in research and development of protein and other products which may prove useful in the maintenance of health and the treatment of disease. It has outstanding 1,617,274 shares. M. G. Smith is president.

**SOUTHERN CALIFORNIA EDISON PROPOSES OFFERING.** Southern California Edison Co., 601 West Fifth St., Los Angeles, Calif. 90053, filed a registration statement (File 2-38331) with the SEC on September 8 seeking registration of 500,000 shares of cumulative preference stock, \$100 par, to be offered for public sale through underwriters headed by The First Boston Corp., 20 Exchange Pl., New York. The offering price and underwriting terms are to be supplied by amendment.

A public utility, the company intends to apply some or all of the net proceeds from its stock sale to repay certain short-term obligations incurred in connection with its construction program, with the balance to become treasury funds. Gross plant expenditures for the years 1970-71 are estimated at \$670,000,000. T. M. McDaniel, Jr. is president of the company.

**INDIANAPOLIS P & L TO SELL BONDS.** Indianapolis Power & Light Company, 25 Monument Circle, Indianapolis, Ind. 46206, filed a registration statement (File 2-38332) with the SEC on September 8 seeking registration of \$30,000,000 of first mortgage bonds, due 1975, to be offered for public sale through underwriters headed by Lehman Brothers, 1 William St., New York, and two other firms. The interest rate, offering price and underwriting terms are to be supplied by amendment. Primarily an electric utility, the company will use the net proceeds of its bond sale to repay short-term bank loans and commercial paper indebtedness incurred to replenish cash for construction expenditures and expected to approximate \$24,000,000 at the time of such sale; the balance will be applied to construction expenditures, estimated at \$207,700,000 for the period 1970-74.

**US PLYWOOD-CHAMPION PAPERS SHARES IN REGISTRATION.** U. S. Plywood-Champion Papers, Inc., 777 Third Ave., New York 10017, filed a registration statement (File 2-38322) with the SEC on September 4 seeking registration of 50,000 shares of \$1.20 cumulative convertible series preference stock and 42,574 shares of common stock. The 50,000 preference shares were received by Birmingham Trust National Bank, as executor and trustee, in connection with certain acquisitions by the issuer; and 6,777 common shares were issued in connection with the merger of Karpen Corporation into a subsidiary of the issuer and 35,797 common shares were received by Dell Publishing Co., Inc., in exchange for the outstanding stock of Dell Land Co. Inc. The company has outstanding some 8,000,000 shares of preferred stock and nearly 27,900,000 common shares.

**STOCK PLANS FILED.** The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

Circle Seal Corporation, Anaheim, Calif. 92803 (File 2-38317) - 22,493 shares
Southern Union Gas Company, Dallas, Tex. 75201 (File 2-38318) - \$2M of participating units
Warnaco Inc., Bridgeport, Conn. 06602 (File 2-38323) - 75,000 shares
(File 2-38324) - 150,000 shares
(File 2-38325) - 81,174 shares

#### MISCELLANEOUS

**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 in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the September 3 News Digest.

Information & Computing Centers Corp (June 1970 ( 2,3,12) 0-3878-2	Viewlex, Inc	
Peoples Gas Light & Coke Co June 1970 (12) 2-26983-2	June 1970 (2)	1-4328-2
Radiation Research Corp April 1970 ( 7,13) 2-28531-2	Alcon Lab's Inc	
Special Studies, Inc May 1970 (7) 2-27243-2	May 1970 (7)	0-1662-2
	Combined Communications Corp Nov. 1969( 2,13) 0-4729-2	
Comcet, Inc Feb. 1970 (13) 0-3592-2	Century Convalecscents Ctrs., Inc	
Plastiline, Inc May 1970 ( 7,11,13) 0-2584-2	March 1970 (13)	0-5014-2
Purification Sciences, Inc March 1970 (11,13) 0-3432-2	First Macon Corp Amdt #2 for	
TFI Co's, Inc April 1970 ( 12,13) 1-4722-2	Mar 70(13)	0-3003-2

**SECURITIES ACT REGISTRATIONS.** Effective September 8: Kansas Power & Light Co., 2-38203; Materials Technology, Inc., 2-31868 (Nov 26); May Exploration Ventures Inc., 2-36773 (90 days); The Peoples Gas Light and Coke Co., 2-38168.

**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.