

sec news digest

Issue 77-155

LIBRARY

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RULES AND RELATED MATTERS

AUG 15 1977

REQUEST FOR COMMENTS ON EXPERIENCE WITH IMPLEMENTATION PROBLEMS WITH REPLACEMENT COST DISCLOSURES

U.S. SECURITIES AND EXCHANGE COMMISSION

The Commission has issued a release requesting public comments on implementation problems encountered during the initial development of replacement cost data. Written comments, in triplicate, should be addressed to George A. Fitzsimmons, Secretary, Securities and Exchange Commission, 500 North Capitol Street, Washington, D.C. 20549, no later than October 14, and should refer to File No. S7-713. (Rel. 33-5848)

EXTENSION OF COMMENT PERIOD ON THE DEVELOPMENT OF DISCLOSURE GUIDELINES

The Commission announced that it has extended from August 1 to September 15 the date by which comments must be submitted on the development of disclosure guidelines for the electric and gas utility industry. The advance notice of proposed rulemaking with regard to this industry was issued on May 19 in Release Nos. 33-5827, 34-13552, and 35-20032). (Rel. 33-5850)

DECISIONS IN ADMINISTRATIVE PROCEEDINGS

CAPITAL PLANNING SECURITIES COMPANY, INC. SANCTIONED

The Commission announced that it revoked the broker-dealer registration of Capital Planning Securities Company, Inc. (Capital Securities) of San Rafael, California. The revocation was entered by default after Capital Securities failed to file an answer to the Commission's order for proceedings issued on May 31. The order was based on staff allegations that Capital Securities had violated the antifraud provisions of the securities laws in connection with securities in the form of limited partnership interests in which Capital Securities or an affiliate of it was the general partner. (Rel. 34-13815)

THOMAS RAY ROWLAND CENSURED

The Commission announced that it has censured Thomas Ray Rowland, a registered investment adviser located in Little Rock, Arkansas and suspended for a ninety day period Rowland's advertising of municipal bond investment seminars conducted by him. Rowland has also undertaken to submit all proposed future advertising to counsel for review prior to its being used to ensure compliance with the Investment Advisers Act of 1940. The sanctions were imposed pursuant to an offer of settlement in which Rowland consented, without admitting or denying, to findings of fact and wilful violations of the advertising rules under the Investment Advisers Act of 1940. The order for proceedings charged Rowland with violations of the false and misleading statement, testimonial and investment formula provisions of the aforementioned advertising rules. The false and misleading statements concerned the existence of a profit formula for investing in municipal securities and a guaranty of a 1000% return on enrollment fees charged for the aforementioned municipal bond investment seminars. (Rel. IA-604)

ORDERS FOR PUBLIC PROCEEDINGS

FRANK S. MORAN, JR.

Public administrative proceedings have been ordered under the Securities Exchange Act of 1934 against Frank S. Moran, Jr. of Farmington Hills, Michigan, an associated person of a broker-dealer registered with the Commission. The proceedings are based on allegations that Moran wilfully violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Among other things, it is alleged that Moran purchased stock from several individuals at prices lower than those at which the shares were then being sold by and through Moran's employer; that Moran resold the shares purchased

at higher prices that he had paid; and that he obtained the proceeds of sale for his own use and benefit. It is also alleged that Moran engaged in unauthorized trading of securities. A hearing will be scheduled by further order to take evidence on the charges. (Rel. 34-13850)

INVESTMENT COMPANY ACT RELEASES

CONTINENTAL CAPITAL CORPORATION

An order has been issued on an application of Continental Capital Corporation, licensed as a small business investment company under the Small Business Act of 1958 and registered under the Act as a non-diversified, closed-end, management investment company, Beaver Insurance Company, a privately-owned, workman's compensation insurance company, Mr. Fred Parr Cox, chairman of Continental and a director of Beaver, and Mr. Dunford Forrest Greene, a director of Continental and Beaver: (1) pursuant to Section 17(b) of the Act, exempting from the provisions of Section 17(a) of the Act the proposed sale by Beaver to Continental of 6,667 shares of Beaver common stock, at a price of \$52.50 per share, and (2) pursuant to Section 17(d) of the Act and Rule 17d-1 thereunder, permitting, as a joint transaction, the proposed sale by Beaver of its common stock to Continental, Mr. Cox, Mr. Greene and certain officers, directors and employees of Beaver at a price of \$52.50 per share. (Rel. IC-9884 - Aug. 9)

PETROLEUM CORPORATION OF AMERICA

An order has been issued on an application of Petroleum Corporation of America, declaring that it has ceased to be an investment company. (Rel. IC-9885 - Aug. 10)

TRUST INDENTURE ACT RELEASES

THE STANDARD OIL COMPANY AND SOHIO PIPE LINE COMPANY

A notice has been issued giving interested persons until August 31 to request a hearing on an application of The Standard Oil Company, an Ohio corporation (Sohio), and Sohio Pipe Line Company, a Delaware corporation (Sohio Pipe Line), pursuant to Section 310(b)(1)(ii) of the Trust Indenture Act of 1939, declaring that the trusteeship of Morgan Guaranty Trust Company of New York, under an indenture dated as of December 1, 1974, with Sohio/BP Trans Alaska Pipeline Finance Inc. (which name has since been changed to Sohio/BP Trans Alaska Pipeline Capital Inc.) and three indentures each dated as of December 1, 1976 with Sohio, all of which are qualified under the Act, and under a new indenture dated as of July 1 with the City of Valdez, Alaska, which is not qualified under the Act, are not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify Morgan Guaranty from acting as trustee under any of these indentures. (Rel. TI-479)

MISCELLANEOUS

PLIS PRODUCTS

A notice has been issued giving interested persons until August 30 to request a hearing on an application of Plis Products (Applicant) pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an order exempting Applicant from the reporting requirements of Section 15(d) of the Act. Applicant believes that since there are no public stockholders and the stock is not traded, the filing of Section 13 reports is not necessary for the public interest or the protection of investors. (Rel. 34-13851)

INTER-COMM DATA CORPORATION

A notice has been issued giving interested persons until August 30 to request a hearing on an application of Inter-Comm Data Corporation (Applicant) pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an order exempting Applicant from filing an annual report on Form 10-K for the fiscal year ended June 30, 1977 as required by Sections 13 and 15(d) of the Act. (Rel. 34-13852)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC pursuant to the Securities Act of 1933. The information noted below has been taken from the cover page and the facing sheet of the prospectus and registration statement and will appear as follows: Form; Name, address and phone number (if available) of the issuer of the security; Title and the number or face amount of the securities being offered; Name of the managing underwriter (if applicable); Whether the offering is a rights offering; and File number and date filed.

- (S-1) CONCORDE COMMODITY FUND, INC., 14490 Crabapple Rd., Golden, Colo. 80401 - 600,000 shares of common stock. Underwriter: BJ Leonard and Company. (File 2-59641 - Aug. 8)
- (S-7) MADISON GAS AND ELECTRIC COMPANY, 100 North Fairchild St., P.O. Box 1231, Madison, Wis. 53701 (608) 252-7026 - 750,000 shares of common stock. Underwriters: White, Weld & Co. Inc., and Robert W. Baird & Co. Inc. (File 2-59642 - Aug. 9)
- (S-5) U.S. GOVERNMENT HOLDINGS, INC., 3200 Ponce de Leon Blvd., Coral Gables, Fla. 33134 - 10,000,000 shares of common stock. (File 2-59643 - Aug. 9)
- (S-7) ARIZONA PUBLIC SERVICE COMPANY, 441 North Central Ave., Phoenix, Ariz. 85004 (602) 271-7900 - 500,000 shares of cumulative preferred stock, Series J, \$100 par value. Underwriters: Kidder, Peabody & Co. Inc., The First Boston Corporation, and Dean Witter & Co. Inc. (File 2-59644 - Aug. 9)
- (S-1) PETRO-LEWIS FUNDS, INC., Suite 1400, 1600 Broadway, P.O. Box 2250, Denver, Colo. 80201 - \$75 million of preformation limited partner interests. NASD broker-dealers: Petro-Lewis Securities Corporation. (File 2-59645 - Aug. 9)
- (S-8) BARRY WRIGHT CORPORATION, 680 Pleasant St., Watertown, Mass. 02172 - 100,000 shares of common stock. (File 2-59646 - Aug. 8)
- (S-1) EMERALD CITY RECORDS, INC., 3455 Peachtree Rd. N.E., Atlanta, Ga. 30326 (404) 233-1224 - 350,000 units and 700,000 shares of common stock. Underwriter: Walton Securities Company. (File 2-59647 - Aug. 9)
- (S-5) MARINER FUND, INC., 861 Sixth Ave., San Diego, Cal. 92103 - 500,000 shares of common stock. (File 2-59648 - Aug. 9)
- (S-7) WAINOCO OIL CORPORATION, 1100 Milam Bldg., Suite 600, Houston, Tex. 77002 (713) 658-9900 - \$10 million of convertible subordinated debentures, due 1992. Underwriter: Rotan Mosle Inc. (File 2-59649 - Aug. 10)
- (S-7) WESTERN AIR LINES, INC., 6060 Avion Dr., Los Angeles, Cal. 90045 (213) 646-2345 - 1,200,000 shares Series A cumulative convertible preferred stock. Underwriters: Salomon Brothers and Lehman Brothers, Inc. (File 2-59650 - Aug. 10)
- (S-1) FREMONT GENERAL CORPORATION, 1709 West Eighth St., Los Angeles, Cal. 90017 - \$10 million of sinking fund debentures, due 1992. Underwriter: Wedbush, Noble, Cooke, Inc. (File 2-59651 - Aug. 10)

REGISTRATIONS EFFECTIVE

Aug. 2: Atlanta/La Salle Crop., 2-59327; Bancorporation of Montana, 2-59316; Capital Yield Assets 1, 2-58306; Farmers Group, Inc., 2-59096; Investors Insurance Holding Corp., 2-59214; Iowa Electric Light & Power Co., 2-59471 & 2-59472; Michigan General Corporation, 2-59257; Minnesota Mining & Manufacturing Co., 2-59473; Northern Indiana Public Service Co., 2-59479; The Pillsbury Co., 2-59590; RCA Corp., 2-59468; Wells Fargo Keogh Plan Trusts, 2-59507.

Aug. 3: E. F. Hutton Tax Exempt Fund, National Series 33, 2-59502; The F & M Schaefer Corp., 2-56390; First Investors Tax Exempt Fund Inc., 2-57473; General Electric Credit Corp., 2-59499; Insured Municipals Income Trust, Series 16, 2-59478; The Municipal Bond Fund, Series 40, 2-59221; Municipal Investment Trust Fund, Seventy-Third Monthly Payment Series, 2-59289; The New Brunswick Electric Power Commission, 2-59508; Sea Containers Inc., 2-59190; The Ziggy Co., 2-58504.

Aug. 4: Anderson, Clayton & Co., 2-59181; G. D. Seale & Co., 2-59513; Timberland Industries, Inc., 2-59490.

NOTE TO DEALERS. When applicable the 90-day period of time dealers are required to use the prospectus is noted above in parentheses after the name of the issuer. As to the other issuers, there may be no such requirement to use a prospectus, or the requirement may be for a period of only 40 days; see Section 4(3) of the Securities Act of 1933 and Rule 174 (17 CFR 230.174) thereunder.

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events: ^{*/}

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEM NO.	DATE
AMERICAN INTERNATIONAL PICTURES INC	5	06/26/77
BEEFSTEAK CHARLIES INC	5,6	07/28/77
BRANCH CORP	5	07/12/77
CASTLE INDUSTRIES INC TEXAS	5	04/12/77
CASTLE INDUSTRIES INC TEXAS	4	06/77
CINEVIDEO INTERNATIONAL CORP	5	05/06/77
CONTINENTAL PLASTICS & CHEMICALS INC	5,6	06/27/77
DATAMATION SERVICES INC	13,14	07/77 *
EASTERN BANCORPORATION	5	07/01/77
ELECTRONIZED CHEMICALS CORP	5	07/07/77
ESC LIQUIDATING CO	5	07/29/77
FIRST NEWPORT REALTY INVESTORS	2,6	06/23/77
HIGH VOLTAGE ENGINEERING CORP	5	07/07/77
HOUSTON NATURAL GAS CORP	2,6	07/26/77
INCO LTD	5	07/29/77
INVEST TEX INC	6	07/07/77
KIDDE WALTER & CO INC	2,6	07/15/77
LEAR PETROLEUM CORP	2	07/14/77
PACER PHENIX CORP	2	07/01/77
REVCO D S INC	5	07/29/77
SIERRA PACIFIC INDUSTRIES	2,6	07/15/77
SOUTHERN DAISY INDUSTRIES INC	2,6	06/01/77
SPEIZMAN INDUSTRIES INC	5,6	07/18/77

^{*/} The Form 8-K was amended (Rel. 34-13156, January 13, 1977) effective for all events which occur subsequent to February 28, 1977. Those companies above which are noted with an asterisk (*) have filed pursuant to the old Form 8-K; the captions of the item numbers under which such reports are filed are as follows:

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| Item 1. Changes in Control of Registrant | Item 9. Options to Purchase Securities |
| Item 2. Acquisition or Disposition of Assets | Item 10. Extraordinary items, other material charges and credits and capital restatements |
| Item 3. Legal Proceedings | Item 11. Submission of Matters to a Vote of Security Holders |
| Item 4. Changes in Securities | Item 12. Changes in Registrant's Certifying Accountant |
| Item 5. Changes in Security for Registered Securities | Item 13. Other Materially Important Events |
| Item 6. Defaults upon Senior Securities | Item 14. Financial Statements and Exhibits |
| Item 7. Increase in Amount of Securities Outstanding | |
| Item 8. Decrease in Amount of Securities Outstanding | |

NOTICE

Many requests for copies of documents referred to in the SEC News Digest have erroneously been directed to the Government Printing Office. Copies of such documents and of registration statements may be ordered from the Public Reference Section, Securities and Exchange Commission, Washington, D.C. 20549. The reproduction cost is 10¢ per page plus postage (7 days) (\$3.50 minimum); 20¢ per page plus postage for expedited service (4 days) (\$5.00 minimum) and 30¢ per page plus postage for priority service overnight (\$5.00 minimum). Cost estimates are given or request. All other reference material is available in the SEC Docket.

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SEC DOCKET is published weekly. Subscription rates: \$43.70/yr in

U.S. first class mail, \$54.65 elsewhere. The News Digest and the Docket are for sale by the Superintendent of Documents, Government Printing Office, Washington, D.C. 20402.