

Issue 81-179

U.S. SECURITIES AND EXCHANGE COMMISSION

COMMISSION ANNOUNCEMENTS

WEEKLY CALENDAR

The following is a schedule of speaking engagements, Congressional testimony, Commission hearings and other public events involving the Commission for the week of September 20, 1981. (Commission Meetings are announced separately in the News Digest)

Thursday, September 24

Chairman Shad will be the guest speaker at the annual dinner of the Investment Association of New York to be held in the Grand Ballroom of the Waldorf-Astoria Hotel in New York City, New York.

FILES ON CORPORATE PAYMENTS MADE PUBLIC

The Commission, pursuant to requests under the Freedom of Information Act (FOIA), has made available to the public certain previously non-public files in its possession relating to questionable corporate payments. Files concerning the following corporations will be made available beginning today (information in parenthesis are the FOIA exemptions used to withhold certain material in the files: PPG Industries (no deletions); and Chrysler Corporation (5 USC 552(b)(5) and $\overline{(b)}(7)(C)$). These files, and others made available previously, may be inspected at the Commission's Public Reference Room, Room 6101, 1100 L Street, N.W., Washington, D.C., between the hours of 9 a.m. and 5 p.m. Persons wishing further information may call the Public Reference Room at (202) 523-5506.

CIVIL PROCEEDINGS

MICHAEL R. JONES AND JOHN M. SKINNER CONSENT TO JUDGMENTS OF PERMANENT INJUNCTION

> The Boston Regional Office announced that on September 9 a complaint was filed in the U.S. District Court for the District of Connecticut against Michael R. Jones of Greenwich, Connecticut, and John M. Skinner of Williamston, North Carolina. The complaint alleged that the defendants violated the registration provisions of the Securities Act of 1933, and the provisions of the Securities Exchange Act of 1934 relating to the registration of broker-dealers in that Skinner, aided and abetted by Jones, offered and sold unregistered fractional undivided working interests in oil and gas leases on land located in Washington County, Ohio at a time when Skinner was not registered with the Commission as a broker-dealer. Sales totalling \$4,759,500 were made to 211 persons residing in 13 states and Canada. Simultaneously with the filing of the complaint, Jones and Skinner consented to the entry of a Final Judgment of Permanent Injunction, without admitting or denying the allegations contained therein. As a part of the relief obtained the defendants are required to obtain a written opinion of counsel indicating that an exemption is available from the applicable registration provisions prior to the offering of any unregistered securities. (SEC v. Michael R. Jones and John M. Skinner, U.S.D.C. Conn.). (LR-9446)

PERMANENT INJUNCTION ISSUED AGAINST TRANS-AMERICAN DEVELOPMENT CORPORATION, OTHERS

The Fort Worth Regional Office announced that on September 10 the Honorable Patrick Higginbotham of the U.S. District Court, Northern District of Texas, issued orders permanently enjoining Trans-American Development Corporation (TADC), a privately-held company located in Dallas, Texas; Michael L. McClendon, TADC's president and majority shareholder, also of Dallas, Texas; and James Hovers, a former sales manager for TADC, of Coppell, Texas. The orders permanently enjoin each of the defendants from further violations of the registration and antifraud provisions of the Securities Act of 1933 and the antifraud provisions of the Securities Exchange Act of 1934. The defendants consented to the entry of the orders without admitting or denying the allegations of the Commission's complaint.

The Commission's complaint, which was also filed on September 10, specifically alleged that since March, 1978, the defendants have raised approximately \$4.5 million from the public through the offer and sale of securities in the form of fractional undivided working interests in oil and gas leases and limited partnership interests in violation of the registration provisions of the securities laws. The complaint further alleged that the defendants have made misrepresentations of material facts and omitted to state material facts in connection with the offer and sale of the above-described securities, concerning, but not limited to, the background and experience of McClendon, the number of wells drilled by TADC that produced oil or gas, the extent of return on investment that TADC investors were receiving, and the allocation of investor funds for management fees, expenses and sales commissions. (SEC v. Trans-American Development Corporation, et al., USDC/ND/TEX, CA File No. 3-81-1643G). (LR-9448)

CRIMINAL PROCEEDINGS

ALFRED J. CUSINO CONVICTED

The San Francisco Branch Office announced that on September 1, after a jury trial, Alfred J. Cusino was found guilty of six counts of wire fraud and one count of mail fraud. The jury found Cusino not guilty of four counts of mail fraud and one count of mail fraud was dismissed before the case was submitted to the jury. The indictment alleged that Cusino, through Multi-Power Electrical Corporation, defrauded victims who invested in an "Energy Multiplier," a device Cusino claimed he invented, which would multiply an initial electrical charge fourteen-fold, would produce electrical energy indefinitely, and which was self-perpetuating. On March 27, 1980, Cusino was permanently enjoined by the U.S. District Court for the Northern District of California from violating the registration and antifraud provisions of the securities laws. (U.S. v. Alfred J. Cusino, Indictment No. 80-389, N.D. Calif.). (LR-9447)

INVESTMENT COMPANY ACT RELEASES

SCUDDER CASH INVESTMENT TRUST

An order has been issued amending an order previously issued to Scudder Cash Investment Trust which permitted it to calculate, subject to certain conditions, its price per share to the nearest one cent on a share value of one dollar. (Rel. IC-11936 - Sept. 14)

HOLDING COMPANY ACT RELEASES

APPALACHIAN POWER COMPANY

A notice has been issued giving interested persons until October 14 to request a hearing on a proposal by Appalachian Power Company, subsidiary of American Electric Power Company, Inc., to issue and sell up to 1,600,000 shares of preferred stock. (Rel. 35-22192 - Sept. 15)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission has approved proposed rule changes filed by the American Stock Exchange, Inc., the Chicago Board Options Exchange, Inc., and the Philadelphia Stock Exchange, Inc. These identical rule changes (SR-Amex-81-14, SR-CBOE-81-16, and SR-Phlx-81-14) allow the exchanges, when appropriate, to add additional options series at the next exercise price interval provided that at least 45 days remain before expiration of the series. (Rel. 34-18096)

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; File number and date filed; Assigned Branch; and whether the registration statement is a New Issue.

- (S-18) AMBITEX MEDICAL PRODUCTS CORPORATION, 1544 20th St., Santa Monica, CA 90404 (213) 453-3353 - 3,000,000 units. Underwriter: M.S. Wien & Co., Inc. The company is engaged in providing research and development services in the fields of microcircuit technology, automatic control systems and machinery and medical electronics. (File 2-73923-LA - Sept. 2) (Br. 8 - New Issue)
- (S-18) BIG BONANZA, INC., 4720 North Virginia St., Reno, NV 89512 (702) 323-2724 -2,250,000 units. Underwriter: Cannon Securities, Inc., 800 Kearns Bldg., Sale Lake City, UT 84101 (801) 533-8000. (File 2-73973-LA - Sept. 4) (Br. 3 -New Issue)
- (S-15) FIRST AMERICAN BANK CORPORATION, 108 East Michigan Ave., Kalamazoo, MI 49007 (616) 383-9000 - 66,000 shares of Series B 9% convertible preferred stock. (File 2-74042 - Sept. 14) (Br. 2)
- (S-11) VISTA PARTNERS I, 301-B Park Avenue North, Winter Park, FL 32789 4,000 units of limited partnership interest. (File 2-74043 - Sept. 14) (Br. 6 - New Issue)
- (S-14) TWIN CITIES FINANCIAL SERVICES, INC., 330 East Broadway, Maryville, TN 37801 (615) 984-6800 - 100,000 shares of common stock. (File 2-74044 - Sept. 14) (Br. 1 - New Issue)
- (S-1) DISCOVERY OIL, LTD., 2049 Century Park East, Suite 890, Los Angeles, CA 90067 (213) 277-7692 - 90,566 shares of common stock. The company is engaged in the acquisition, exploration and development of oil and gas properties. (File 2-74045 - Sept. 14) (Br. 1)
- (S-16) CALLON PETROLEUM COMPANY, 300 Franklin St., Natchez, MI 39120 (601) 442-1601 -284,448 shares of common stock. The company is engaged in the exploration and production of oil and natural gas. (File 2-74046 - Sept. 14) (Br. 3)
- (S-6) MUNICIPAL INVESTMENT TRUST FUND, ONE HUNDRED NINETY-NINTH MONTHLY PAYMENT SERIES, One Liberty Plaza, 165 Broadway, New York, NY 10080 - an indefinite number of units of beneficial interest. Depositors: Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, 165 Broadway, New York, NY 10080, Dean Witter Reynolds Inc., Bache Halsey Stuart Shields Incorporated and Shearson/American Express Inc. (File 2-74050 - Sept. 14) (Br. 17 - New Issue)
- (S-14) CITIZENS DIMENSION BANCORP, INC., P.O. Box 1967, 325 West Broadway, Muskogee, OK 74401 - 500,000 shares of common stock. (File 2-74051 - Sept. 15) (Br. 2 -New Issue)
- (S-8) MICRO MASK, INC., 695 Vagueros Ave., Sunnyvale, CA 94086 (408) 245-7342 -50,000 shares of common stock. (File 2-74052 - Sept. 15) (Br. 8)

- (S-6) NATIONAL MUNICIPAL TRUST, SPECIAL TRUSTS, DISCOUNT SERIES THREE, One New York Plaza, New York, NY 10004 - 13,000 units. Depositor: Thomason McKinnon Securities Inc. (File 2-74054 - Sept. 15) (Br. 18 - New Issue)
- (S-1) NORTH COAST ENERGY 1981 DRILLING PROGRAM, Suite 320, 5311 Northfield Rd., Bedford Heights, OH 44146 - 1,600 units of preformation limited partnership interests. (File 2-74055 - Sept. 15) (Br. 3 - New Issue)

REGISTRATIONS EFFECTIVE

Sept. 10: Rainbow Asset Management I, 2-72366; Raymond International Inc., 2-73719; Reserve Exploration Company, 2-72824; Texas Eastern Transmission Corporation, 2-73889.
Sept. 11: CP National Corporation, 2-73568; Hawaiian Electric Industries, Inc., 2-73489; Integrated Energy Inc., 2-73549; KCC-LaPetite Investors, 2-72308; 795 Fifth Avenue Corporation and 795 Fifth Avenue Limited Partnership (in formation), 2-73877; Texas Utilities Company, 2-73920; Trans-Western Exploration Inc., 2-72755.
Sept. 14: ADI Electronics, Inc., 2-73413; Archer Emerging Growth Stock Fund, Inc., 2-71608; Westvaco Corporation, 2-73856.

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission within 10 days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds 5%. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within forty-five days after the end of the calendar year in which the person became subject to Section 13(d)(1). The following companies or individuals filed Schedule 13D's during the period August 14 - 21, 1981. The number of shares of the security which are beneficially owned, and the number of shares concerning which there is a right to acquire are set forth for each beneficial owner. *Amended Acquisition Reports.

REPORTING COMPANY		
OR INDIVIDUAL	ISSUER & NUMBER OF SHARES	DATE FILED
Frank P. Diassi Darrill Industries, Inc. Darrill Investments, Inc.	Monmouth Capital Corporation (Eatontown, NJ) Common Stock - 25,600 shares	8-14-81
A. Ennnett Barnes, III	Ohio Art Company (Bryan, OH) Common Stock - 34,000 shares	8-14-81
Isadore Roosth, Individually and as Executor John Harris David Harris A. E. Dennis J. W. Birdwell, M.D.	Peoples Life Insurance Company (Bellaire, TX) Common Stock - 103,895 shares (33.04%)	8-14-81
Cœur d'Alene Mines Corp.	Royal Apex Silver, Inc. (Wallace, ID) Common Stock - 2,126,961 shares (27%)	8-14-81
Thurston H. Ross, Jr., D.D.S.	Sawyer-Adecor International, Inc. (Los Angeles, CA) Common Stock - 75,000 shares (Pursuant to an agreement, Dr. Ross has voting power to an additional 1,377,329 shares.)	8-14-81
Spencer Companies, Inc. Employee Stock Ownership Trust	Spencer Companies, Inc. (Boston, MA) Common Stock - 269,900 shares (15.8%)	8 -1 4-81
Société Nationale Elf Aquitaine (France), Parent E A Development, Inc.	Texasgulf Inc. (Stamford, CT) Common Stock - 62,794,005 shares (85.2%) (Above shares were acquired pursuant to the Tender Offer.)	8-14-81
* Air Florida System Inc.	Westgate-California Corporation (San Diego, CA) Common Stock - 579,739 shares (30.54%)	8-14-81

ACQUISITION REPORTS CONT.

* David L. Paul AnMart Realty Corporation AnMart Associates	Westport Company (Westport, CT) Shares of Beneficial Interest - 3,962,868 (76.1%)	8-14-81
* PEC Israel Economic Corp. Discount Bank Investment Corp. Ltd. (Israel) IDB Bankholding Corp. Ltd. (Israel), et al	American Israeli Paper Mills Ltd. (Hadera, Israel) Ordinary Stock - 7,274,751 shares (34.8%)	8-17-81
* Anacomp, Inc.	American Management Systems, Inc. (Arlington, VA) Common Stock - 136,700 shares	8-17-81
* Bisping Capital Investment Co. (West Germany) Westphalian American Associates	Bangor Punta Corporation (Greenwich, CT) Common Stock - 1,050,000 shares (14.8%)	8-17-81
* Apex Holding Co., Parent Apex Acquisition, Inc.	Clark Oil & Refining Corporation (Milwaukee, WI) Common Stock - 1,430,000 shares (Apex has entered into agreements to purchase an additional 6,246,463 shares (43.5%)	8-17-81
* De Rance, Inc.	Delta Queen Steamboat Co. (Cincinnati, OH) Common Stock - 66,300 shares	8-17-81
* Northwest Energy Company	Energy Ventures, Inc. (Houston, TX) Common Stock - 303,945 shares (10.8%)	8-17-81
William S. Flickinger, Indivi- dually, Co-Executor and Co-Trustee	S. M. Flickinger Co., Inc. (Buffalo, NY) Common Stock - 286,555 shares	8-17-81
Estate of Glenn W. Flickinger	S. M. Flickinger Co., Inc. (Buffalo, NY) Common Stock - 164,587 shares	8-17-81
* 398737 Ontario Ltd. (Canada) Gary C. Bialis	International Proteins Corp. (Fairfield, NJ) Common Stock - 225,900 shares	8-17-81
* Synalloy Corporation Barry F. Cohen	Kysor Industrial Corporation (Cadillac, MI) Common Stock - 290,000 shares (10.3%)	8-17-81
First City Financial Corp. Ltd. (Canada) (Controlled by Samuel, William and Hyman Belzberg (Canada)	Masonite Corporation (Chicago, IL) Common Stock - 692,400 shares	8-17-81
* George Washington Corporation	Modern Income Life Insurance Co. Decatur, IL) Common Stock - 58,546 shares	8-17-81
Harris Associates, Inc.	Old Republic International Corp. (Chicago, IL) Common Stock - 471,289 shares	8-17-81
* Minerals & Resources Corp. Ltd. (Bermuda)	Phibro Corporation (NYC) Common Stock - 18,541,035 shares (27.2%)	8-17-81
* Westinghouse Electric Corporation	Siliconix Incorporated (Santa Clara, CA) Capital Stock - 1,048,289 shares (42.8%)	8-17-81
Marvin H. Davidson	Southern Reserve Oil Corp. (NYC) Common Stock - 1,000,000 shares (14.1%)	8-17 - 81
* Agency Rent-A-Car, Inc.	Spencer Companies, Inc. (Boston, MA) Common Stock - 495,855 shares (28.9%)	8-17-81
Candice King Weir	Unisystems, Inc. (NYC) Common Stock - 22,700 shares	8-17-81

ACQUISITION REPORTS CONT.

* American Values N.V. (Netherlands Antilles)	Victoria Station, Inc. (Larkspur, CA) Common Stock - 770,644 shares (22.6%)	8-17-81
Thomas J. Bannan, Individually and as Co-Trustee Bernard J. Bannan Charles F. Bannan Bernice B. Branson, et al	Western Gear Corporation (Lynwood, CA) Common Stock - 2,925,989 shares (47.9%)	8-17-81
* D. Dean Rhoads D. Dean Rhoads Trust dated Jan. 12, 1977 Worldmark Corporation Production Finishing Corporation	Wolverine Aluminum Corp. (Lincoln Park, MI) Common Stock - 122,038 shares (12.4%) Common Stock - 36,967 shares on exercise of option	8-17-81
Vernon B. Kassebaum George R. Haydon, Jr., Trustees	American Pioneer Corporation (Orlando, FL) Common Stock - 439,874 shares (12.6%)	8-18-81
* M. I. M. Holdings Limited (Australia)	Asarco Incorporated (NYC) Common Stock - 3,643,263 shares (13.99%)	8-18-81
J. B. Crowell	Eldorado Bancorp (Tustin, CA) Common Stock - 84,504 shares Common Stock - 5,600 shares on exercise of options	8-18-81
* Robert G. Merrick	Equitable Bancorporation (Baltimore, MD) Common Stock - 163,422 shares	8-18-81
Hudson Bay Mining & Smelting Co. Ltd. (Canada)	Francana Oil & Gas Ltd. (Calgary, Albt., Canada) Common Stock - 7,543,362 shares (57.7%)	8-18-81
* Transco Realty Trust	HMG Property Investors, Inc. (No. Miami, FL) Shares of Beneficial Interest - 369,000	818 - 81
* Minorco Canada Ltd. (Canada) Minerals & Resources Corp., Ltd. (Bermuda)	Hudson Bay Mining & Smelting Co. Ltd. (Toronto, Ont. Canada) Common Stock - 4,429,071 shares (43.84%)	, 8-18-81
David L. Paul	BRT Realty Trust (NYC) Shares of Beneficial Interest - 69,900	8-19-81
* Thomas J. Murnick	Blasius Industries, Inc. (Clifton, NJ) Common Stock - 204,400 shares (14.8%)	8-19-81
Alfred J. Shuman, Individually and as Custodian	Chemineer, Inc. (Dayton, OH) Common Stock - 57,900 shares	8-19-81
United National Corporation	Combustion Equipment Associates, Inc. (NYC) Common Stock - 7,000,000 shares on exercise of warrant	8-19-81
Prudential Insurance Company of America	Connecticut General Mortgage & Realty Investments (Springfield, MA) Common Stock - 6,453,748 shares 6% Conv. Debentures - \$15,273,000 Prin. Amt. 6-3/4% Conv. Debentures - \$719,000 Prin. Amt. (Above shares and Debentures were acquired pursuant to the Tender Offer.)	8-19-81
* Teleflex Incorporated	Narco Scientific, Inc. (Fort Washington, PA) Common Stock - 284,400 shares (15.46%)	8-19-81
* Protective Corporation	United Founders Life Insurance Co. (Oklahoma City, Ok Common Stock - 1,323,923 shares Common Stock - 1,334,505 shares on exercise of option	K) 8-19-81

ACQUISITION REPORTS CONT.

*	L. S. Smith William P. Cordeiro Fred Jordan Henry Hirschman	Veta Grande Companies, Inc. (Northridge, CA) Common Stock - 3,596,581 shares (54.8%)	8- 19- 81
*	National Resource Enterprises, Inc.	Veta Grande Companies, Inc. (Northridge, CA) Common Stock - 3,523,559 shares (53.6%)	8-19-81
*	Calvin Scott Koonce	Wham-O Mfg. Co. (San Gabriel, CA) Common Stock - 51,000 shares	8-19-81
	Power Corporation of Canada (Canada) Consolidated-Bathurst Inc. (Canada)	Canadian Pacific Limited (Montreal, Que., Canada) Ordinary Capital Stock - 7,519,521 shares Ordinary Capital Stock - 4,000,000 shares on exercise of option	8-20-81
*	Bryn Mawr Corporation Gino N. Pala Carolyn Kelly Trust Brewster Joint Account, et al	Joseph Dixon Crucible Co. (Jersey City, NJ) Common Stock - 66,200 shares	8-20-81
	John S. Meany, Jr.	Health-Mor Inc. (Chicago, IL) Common Stock - 92,769 shares	8-20-81
	J. Morton Davis	Trans-Lux Corporation (Norwalk, CT) Common Stock - 91,100 shares	8-20-81
*	Fair Lanes, Inc.	Treadway Companies, Inc. (Paterson, NJ) Common Stock - 932,962 shares (93.1%) (592,929 of above shares were acquired pursuant to the Tender Offer.)	8-20-81
*	George E. Batchelor	Western Air Lines, Inc. (Los Angeles, CA) Common Stock - 969,200 shares Common Stock - 18,268 shares on conversion of Debentures	8-20-81
*	Eastover Corporation Parkway Company Citizens Growth Properties Bridget B. Baird, Trustee	American Realty Trust (Arlington, VA) Shares of Beneficial Interest - 431,061 (19.4%)	8-21-81
*	Robert G. Holmes, Jr.	Bunnington Corporation (Rochester, NY) Common Stock - 192,009 shares	8-21-81
*	David H. Murdock Murdock Investment Corp. Pacific Holding Corp. International Mining Corp.	Chicago, Rock Island & Pacific Railroad Co. (Chicago, IL) Common Stock - 314,800 shares (10.8%)	8-21-81
*	Alex G. Campbell, Jr.	First Security Corporation of Kentucky (Lexington, KY) Common Stock - 106,437 shares	8-21-81
*	R. B. Pamplin Corporation Gwen R. Torgler	Mount Vernon Mills, Inc. (Greenville, SC) Common Stock - 247,482 shares (29.51%)	8-21-81
	Marvin Birnback	Outback Oil & Mineral Exploration Corp. (NYC) Common Stock - 540,700 shares	8-21-81

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

> OFFICIAL BUSINESS PENALTY FOR PRIVATE USE \$300

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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, registration statements, and other filings may be ordered by writing to the Public Reference Branch, Securities and Exchange Commission, Washington, D.C. 20549. When you are ordering more than one, we prefer that the documents be listed in alphabetical order by registrant name to expedite service. Cost estimates are given on request. Two types of service are available through the Public Reference Branch, one of which (priority service) is also available directly from the SEC's service contractor.

REGULAR SERVICE — The regular service reproduction cost is 10c per page, including applicable sales taxes, plus postage (\$5.00 minimum order). Regular service orders will be shipped within seven calendar days of the receipt by the SEC's service contractor of your request, forwarded from the Public Reference Branch. Slight delays may occur if the materials to be copied are not already in the contractor's master files.

PRIORITY SERVICE – Copies of documents may be ordered by telephone directly from the SEC's service contractor by calling 301/ 951-1350 (Maryland callers), or the toll-free number, 800-638-8241. The priority reproduction cost is 35¢ per page plus postage and applicable sales taxes (\$10.00 minimum order). Priority service orders will be shipped by 4:00 PM of the working day following the day of your telephoned request for materials already in the contractor's master files. Cost estimates are given on request.

All other reference material is available in the SEC Docket.

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