

sec news digest

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U.S. SECURITIES AND
EXCHANGE COMMISSION

RULES AND RELATED MATTERS

PROPOSAL TO ADOPT RULE 3a12-9

The Commission proposes for public comment Rule 3a12-9 which would provide an exemption from Sections 7(c) and 11(d)(1) of the Securities Exchange Act of 1934 for public offerings of direct participation interests with installment payment features. The proposed exemptive rule would allow broker-dealers to participate in a public offering of interests in a direct participation program that, under a bona fide business development plan, provides for payment on an installment basis.

Comments should be submitted in triplicate to Shirley E. Hollis, Acting Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549. Comments must be received by January 22, 1985 and should refer to File No. S7-36-84. All submissions will be available for public inspection in the Public Reference Room. (Rel. 34-21495)

FOR FURTHER INFORMATION CONTACT: Kathryn V. Natale at (202) 272-2848

CRIMINAL PROCEEDINGS

OIL AND GAS PROMOTERS SENTENCED

The Fort Worth Regional Office announced that on November 8 U.S. District Judge Tom Stagg sentenced William Donald Freese to five years imprisonment on one felony count of securities fraud and to five years of supervised probation. In addition, Freese was ordered not to associate with the oil and gas industry during the five-year probation period. Freese was also ordered to make restitution of \$12,174. All but six months of the five-year prison sentence was suspended and the remaining counts of the 11-count indictment were dismissed.

On the same day, Judge Stagg sentenced Joe Lee Wells to four years imprisonment on one felony count of securities fraud. All in excess of three years was suspended. In addition, Wells was sentenced to three years imprisonment on one felony count of mail fraud and to three years imprisonment on one felony count of wire fraud. The sentences on mail and wire frauds will run concurrently with the sentence on securities fraud. The remaining counts of an 11-count indictment were dismissed. (U.S. v. William Donald Freese and Joe Lee Wells, USDC WD LA, CR 84-50023-01). (LR-10606)

PEGGY D. STINES CONVICTED

The Fort Worth Regional Office announced that on November 13 Peggy D. Stines of Garland, Texas, was convicted on 23 counts of wire fraud in a \$17 million "ponzi scheme" in which she sold investment contracts to over 1,000 investors for the purpose of processing photographic film for its silver content. Stines faces a maximum sentence of 130 years imprisonment and a \$50,000 fine by U.S. District Judge Jerry Buchmeyer.

The allegations in the August 8 indictment are based upon facts similar to those alleged in the Commission August 2 civil complaint seeking injunctive relief, appointment of a Receiver and disgorgement. A Receiver has been appointed for Stines' business and the remainder of the case is pending. (U.S. v. Peggy D. Stines, et al., USDC ND TX, CR-3-84-203R). (LR-10607)

DONALD E. SMOLEN INDICTED

The Fort Worth Regional Office announced that on November 7 a federal grand jury in Tulsa, Oklahoma, returned a five-count indictment charging Donald E. Smolen, of Tulsa, with securities and wire frauds.

The indictment charges that Smolen: from October 23, 1983 through January 31, 1984, purchased options contracts through a Tulsa broker-dealer and issued checks to pay for the securities, on which he subsequently stopped payment; did not intend to pay for the securities he ordered; failed to disclose the fact that he had previously "walked away" from over \$800,000 in options purchased at another broker-dealer in Tulsa; had been sued as a result of prior transactions; and, as a result of his actions, the broker-dealer suffered a loss of \$300,000. (U.S. v. Donald E. Smolen, ND OK, 84-CR-127C). (LR-10608)

INVESTMENT COMPANY ACT RELEASES

CHEVRON CAPITAL U.S.A. INC.

An order has been issued exempting Chevron Capital U.S.A. Inc. from all provisions of the Investment Company Act. (Rel. IC-14241 - Nov. 19)

HOLDING COMPANY ACT RELEASES

CONSOLIDATED NATURAL GAS COMPANY

A notice has been issued giving interested persons until December 11 to request a hearing on a proposal by Consolidated Natural Gas Company (CNG), a registered holding company, and its subsidiaries, CNG Development Company (CNGD) and The Peoples Natural Gas Company, to convey oil and gas properties from Peoples to CNGD. (Rel. 35-23481 - Nov. 16)

EASTERN EDISON COMPANY

A notice has been issued giving interested persons until December 10 to request a hearing on a proposal by Eastern Edison Company (Eastern), subsidiary of Eastern Utilities Associates, and Montaup Electric Company, Eastern's subsidiary, to enter into certain transactions related to the issuance of pollution control bonds by the Industrial Development Authority of New Hampshire up to a maximum principal amount of \$13 million and the borrowing by Eastern of the proceeds of such bond issue in order to finance Montaup's portion of the cost of constructing pollution control facilities at the Seabrook nuclear power station. (Rel. 35-23482 - Nov. 16)

A notice has also been issued giving interested persons until December 10 to request a hearing on a proposal by Eastern and Montaup to enter into certain transactions related to the issuance of pollution control revenue bonds by the Connecticut Development Authority up to a maximum principal amount of \$12 million and the borrowing by Eastern of the proceeds of such bond issue in order to finance Montaup's portion of the cost of constructing pollution control facilities at the Millstone nuclear power station. (Rel. 35-23483 - Nov. 16)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING SOUGHT

Notices have been issued on applications by the Boston and Midwest Stock Exchanges requesting unlisted trading privileges on certain over-the-counter securities. (Rel. 34-21496; 34-21497)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, address and phone number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

S-14 COMMERCIAL BANCSHARES INC /WV/, 415 MARKET ST, PARKERSBURG, WV 26101 (304) 424-0300 - 43,328 (\$4,332,800) PREFERRED STOCK. (FILE 2-94247 - NOV. 09) (BR. 2)

- S-1 HEALTHAMERICA CORP, 3310 W END AVE, NASHVILLE, TN 37203 (615) 385-7300 - 1,562,500 (\$25,000,000) COMMON STOCK. 1,562,500 WARRANTS, OPTIONS OR RIGHTS. (FILE 2-94248 - NOV. 09) (BR. 6)
- S-3 HOUSTON INDUSTRIES INC, 611 WALKER AVE, HOUSTON, TX 77002 (713) 228-2474 - 2,000,000 (\$44,000,000) COMMON STOCK. (FILE 2-94250 - NOV. 09) (BR. 8)
- S-3 ROHM & HAAS CO, INDEPENDENCE MALL WEST, PHILADELPHIA, PA 19105 (215) 592-3000 - 166,892 (\$9,750,000) COMMON STOCK. (FILE 2-94254 - NOV. 09) (BR. 2)
- S-1 CONSOLIDATED CONTROLS CORP, 15 DURANT AVE, BETHEL, CT 06801 (203) 743-6721 - 55,000,000 (\$55,000,000) FLOATING RATE NOTES. 20,000,000 (\$20,000,000) FLOATING RATE NOTES. (FILE 2-94255 - NOV. 09) (BR. 8 - NEW ISSUE)
- S-14 FIRST CITIZENS BANCORPORATION OF SOUTH CAROLINA INC, 1230 MAIN ST, COLUMBIA, SC 29202 (803) 733-2620 - 76,177 (\$1,902,947) COMMON STOCK. 108,893 (\$2,720,219) COMMON STOCK. 590 (\$118,000) PREFERRED STOCK. 11,659 (\$582,950) PREFERRED STOCK. (FILE 2-94256 - NOV. 09) (BR. 2)
- S-14 UNICORP AMERICAN CORP /DE/ /NEW/, 1133 AVE OF THE AMERICAS, NEW YORK, NY 10036 (212) 398-6300 - 4,948,059 (\$46,800,391) PREFERRED STOCK. (FILE 2-94258 - NOV. 09) (BR. 6)
- S-14 TRECO INC/FL, 1325 SAN MARCO BLVD, JACKSONVILLE, FL 32207 (904) 396-1600 - 193,000 (\$19,300,000) PREFERRED STOCK. 965,000 (\$19,300,000) COMMON STOCK. 100,000 (\$30,000,000) COMMON STOCK. 2,035,000 COMMON STOCK. (FILE 2-94259 - NOV. 09) (BR. 6 - NEW ISSUE)
- S-8 MICROPRO INTERNATIONAL CORP, 33 SAN PABLO AVE, SAN RAFAEL, CA 94903 (415) 499-1200 - 324,998 (\$1,078,993) COMMON STOCK. 250,000 (\$705,500) COMMON STOCK. (FILE 2-94260 - NOV. 09) (BR. 9)
- S-3 CITIZENS BANCORP /MD/, 6200 BALTIMORE BLVD, RIVERDALE, MD 20737 (301) 699-7000 - 50,000 (\$3,625,000) COMMON STOCK. (FILE 2-94261 - NOV. 09) (BR. 2)
- S-6 TAX EXEMPT SECURITIES TRUST SHORT TERM SERIES 8, C/O SMITH BARNEY HARRIS UPHAM & CO, 1345 AVE OF THE AMERICAS, NEW YORK, NY 10105 - INDEFINITE SHARES. (FILE 2-94262 - NOV. 09) (BR. 16 - NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST INTERMEDIATE TERM SERIES 11, C/O SMITH BARNEY HARRIS UPHAM & CO INC, 1345 AVE OF THE AMERICAS, NEW YORK, NY 10105 - INDEFINITE SHARES. (FILE 2-94263 - NOV. 09) (BR. 16 - NEW ISSUE)
- S-8 BANK OF BOSTON CORP, 100 FEDERAL ST, BOSTON, MA 02110 (617) 434-2136 - 30,000 (\$1,192,500) COMMON STOCK. 1,192,500 (\$1,192,500) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 2-94264 - NOV. 09) (BR. 1)
- S-3 PAYLESS CASHWAYS INC, ONE PERSHING SQ 2301 MAIN, P O BOX 466, KANSAS CITY, MO 64141 (816) 234-6000 - 750,000 (\$11,250,000) COMMON STOCK. (FILE 2-94265 - NOV. 09) (BR. 10)
- S-14 GIANT PORTLAND & MASONRY CEMENT CO, 16 BERRY HILL RD, COLUMBIA, SC 29210 (803) 731-0000 - 573,825 (\$14,632,538) PREFERRED STOCK. 1,434,563 (\$14,345,630) COMMON STOCK. (FILE 2-94267 - NOV. 09) (BR. 9)
- S-1 NBI INC, 3450 MITCHELL LANE, P O BOX 9001, BOULDER, CO 80301 (303) 444-5710 - 400,000 (\$6,900,000) COMMON STOCK. (FILE 2-94268 - NOV. 09) (BR. 10)
- S-3 PENNSYLVANIA POWER & LIGHT CO /PA, TWO N NINTH ST, ALLENTOWN, PA 18101 (215) 770-5151 - 125,000,000 (\$127,500,000) MORTGAGE BONDS. (FILE 2-94270 - NOV. 09) (BR. 7)
- S-1 PRUTECH RESEARCH & DEVELOPMENT PARTNERSHIP, 1290 RIDDER PARK DR #1, SAN JOSE, CA 95131 (408) 293-0990 - 100,000 (\$100,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 2-94273 - NOV. 09) (BR. 8)
- S-11 PERINI INVESTMENT PROPERTIES INC, 73 MT WAYTE AVE, FRAMINGHAM, MA 01701 (617) 875-6171 - 1,650,000 (\$16,500,000) PREFERRED STOCK. (FILE 2-94274 - NOV. 09) (BR. 6 - NEW ISSUE)
- S-2 HIGBEE CO, 100 PUBLIC SQ, CLEVELAND, OH 44113 (216) 579-2580 - 40,000,000 (\$40,000,000) STRAIGHT BONDS. (FILE 2-94276 - NOV. 09) (BR. 1)
- S-1 INSPIRATION RESOURCES CORP, 250 PK AVE 17TH FL, NEW YORK, NY 10177 (212) 503-3100 - 14,457,000 (\$75,031,830) COMMON STOCK. (FILE 2-94279 - NOV. 09) (BR. 1)

- S-2 CRONUS INDUSTRIES INC, 12700 PK CENTRAL DR STE 300, DALLAS, TX 75251 (214) 386-2900 - 28,750,000 (\$28,750,000) STRAIGHT BONDS. (FILE 2-94283 - NOV. 09) (BR. 1)
- S-3 REPUBLIC NEW YORK CORP, 452 FIFTH AVE, NEW YORK, NY 10018 (212) 930-6100 - 3,450,000 (\$128,512,500) COMMON STOCK. (FILE 2-94287 - NOV. 13) (BR. 1A)
- S-8 GENERAL MOTORS CORP, 767 FIFTH AVE, NEW YORK, NY 10153 (313) 556-5000 - 409,817,100 (\$409,817,100) OTHER SECURITIES INCLUDING VOTING TRUST. 7,000,000 COMMON STOCK. (FILE 2-94291 - NOV. 09) (BR. 13)
- S-15 JOSTENS INC, C/O GERALD HAUGEN, 5501 NORMAN CTR DR, MINNEAPOLIS, MN 55437 (612) 830-3300 - 1,041,667 (\$25,000,000) COMMON STOCK. (FILE 2-94297 - NOV. 08) (BR. 6)
- S-8 RAX RESTAURANTS INC, 1169 DUBLIN RD, COLUMBUS, OH 43215 (614) 424-6900 - 250,000 (\$3,000,000) COMMON STOCK. (FILE 2-94299 - NOV. 13) (BR. 12)
- S-8 ALLEGHENY INTERNATIONAL INC, TWO OLIVER PLZ, PITTSBURGH, PA 15222 (412) 262-4200 - 25,000 COMMON STOCK. 274,593 (\$274,593.75) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 2-94300 - NOV. 13) (BR. 9)
- S-8 BALLARD MEDICAL PRODUCTS, 6864 S 300 W, MIDVALE, UT 84047 (801) 566-4693 - 100,000 (\$706,000) COMMON STOCK. (FILE 2-94306 - NOV. 09) (BR. 8)
- S-14 UNION NATIONAL BANCORP, 107 W UNION ST, LIBERTY, IN 47353 (317) 458-5131 - 100,000 (\$6,456,000) COMMON STOCK. (FILE 2-94307 - NOV. 08) (BR. 1 - NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST INSURED SERIES 4, 1345 AVE OF THE AMERICAS, C/O SMITH BARNEY HARRIS UPHAM & CO, NEW YORK, NY 10105 - INDEFINITE SHARES. (FILE 2-94308 - NOV. 13) (BR. 16 - NEW ISSUE)
- S-8 PYRO ENERGY CORP, 653 S HEBRON AVE, EVANSVILLE, IN 47715 (812) 473-8600 - 500,000 (\$4,437,500) COMMON STOCK. (FILE 2-94309 - NOV. 13) (BR. 4)