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Issue 74-3 (SEC Docket, Vol. 3, No. 9 - Jan 15)

January 4, 1974

COMMISSION ANNOUNCEMENTS

<u>COMMISSION ISSUES RELEASE URGING DISCLOSURE OF INVENTORY PROFITS.</u> The Commission has issued an Accounting Series Release noting that during periods of rapid price increase the process of matching costs against revenues using the historical cost measurement model is less likely to produce meaningful information. The release points out that the most significant and immediate impact of price fluctuations on financial statements is normally felt in cost of goods sold as reported in the income statement. In periods of rising prices, historical cost methods result in the inclusion of "inventory profits" in reported earnings where such "profits" are the results of holding inventories during a period of rising inventory costs and are measured by the difference between the historical cost of an item and its replacement cost at the time it is sold. The Commission believes that it would be in the best interest of both statement preparers and users to disclose the extent to which reported earnings are comprised of potentially unrepeatable and usually unsegregated "inventory profits" and urges registrants to make disclosure of such amounts along with a discussion of the relationship of costs and prices experienced in the current year prior to the adoption of final requirements by the Commission. (Rel. AS-151)

TRADING SUSPENDED IN SECURITIES OF EIGHT COMPANIES. The SEC announced the temporary suspension of over-the-counter trading for a ten-day period commencing January 3, 1974 and terminating at midnight (EST) on January 12, 1974 of the securities of the following companies:

ALRAC CORPORATION, located in Stamford, Conn; ECOLOGY DEVELOPMENT CORP., located in Washington, D.C.; HOFFMAN OF NEWARK (formerly Hoffman Products Inc.), located in Newark, New Jersey; ITI ELECTRONICS, INC., located in Clifton, New Jersey; INSURANCE INDUSTRIES, INC., located in Charlotte, North Carolina; MY TOY CO., INC., located in Brooklyn, New York; TRANS NATIONAL COMMUNICATIONS, INC., located in New York, New York; and UNICO AMERICAN CORP., located in Los Angeles, Cal.

The Commission initiated the suspensions because the companies failed to comply with thr reporting provisions of the Exchange Act resulting in the lack of current and accurate information available to the public. (Rel. 34-10581)

WHITMAN JOINS MITCHELL, HUTCHINS INC. AS VICE PRESIDENT AND GENERAL COUNSEL. Charles S. Whitman III, announced his resignation as Executive Assistant to Chairman Ray Garrett, Jr. of the Securities & Exchange Commission, effective January 4, 1974. Mr. Whitman will assume the position of Vice President and General Counsel at Mitchell, Hutchins Inc., a New York City institutional brokerage firm.

Mr. Whitman, who has been with the Commission since June of 1971, served as Executive Assistant to prior Chairmen William J. Casey and G. Bradford Cook, as well as to Chairman Garrett since his confirmation in August of 1973.

COURT ENFORCEMENT ACTIONS

CHARLES D. ADAMS, OTHERS ENJOINED. The SEC Fort Worth Regional Office announced that Federal District Court at Tyler, Texas permanently enjoined by consent Charles D. Adams, Harrison, Arkansas, formerly of Denton, Texas; Reynolds Griffith, Denton; and Billy J. Tucker, Dallas, Texas, on December 7, 1973, and Jack H. Browder, Denton, on December 21, 1973. The orders enjoin Adams, Browder, Griffith and Tucker from further violations of the antifraud provisions, and Adams, Griffith and Tucker from further violation of the false prospectus provisions of the securities laws. The defendants consented to the orders without admitting or denying the allegations in the Commission's complaint. (LR-6189)

LOWELL D. CONDON, AMERICAN TEL COM CORP. ENJOINED. The SEC Chicago Regional Office announced that on December 14, 1973, the Federal Court in Des Moines, Iowa, permanently enjoined Lowell D. Condon and American Tel Com Corp., both of Phoenix, Arizona, from violating the registration and antifraud provisions of the securities laws. Lowell D. Condon and American Tel Com Corp., two of several defendants, consented to the entry of the order without admitting or denying the allegations. (LR-6190) WILLIAM J. LYSEN, DONALD GEEL GUILTY. The Chicago Regional Office announced that on December 12, 1973, William J. Lysen was found guilty on twenty-one counts for violations of the Mail Fraud Statute and on one count for sale of stolen securities in a bench trial before the U.S. District Judge for the Northern District of Illinois. A second defendant, Donald Geel, pled guilty to three counts of mail fraud on November 29, 1973.

The case was a result of a joint investigation conducted by the United States Postal Service, Federal Bureau of Investigation, and the Commission's Chicago Regional Office. (LR-6192)

SAMUEL P. GOOD, JR. SENTENCED. The Chicago Regional Office announced that on December 13, 1973 the United States District Court at Indianapolis, Indiana, sentenced defendant Samuel P. Good, Jr. to three years imprisonment on each of eight counts of securities fraud and five counts of mail fraud, the sentences to run concurrently. The violations charged were in connection with the offer and sale of the securities of American National Trust and Republic National Trust. (LR-6191)

INVESTMENT COMPANY ACT RELEASES

ITHACA GROWTH FUND. An order has been issued declaring that Ithaca Growth Fund, Inc., of Ithaca, New York, has ceased to be an investment company. (Rel. IC-8159)

NEUWIRTH FUND. A notice has been issued giving interested persons until January 21, 1974, to request a hearing on an application by Neuwirth Fund, Inc. (Neuwirth Fund), Neuwirth Century Fund, Inc. (Century), both open-end investment companies registered under the Investment Company Act of 1940 (Act), and Clark, Dodge & Co. Incorporated (Clark, Dodge), an investment adviser, for an order of the Commission permitting retroactive payment by Neuwirth Fund and Century to Clark, Dodge of advisory fees, less previously reimbursed costs and expenses of Clark, Dodge, from November 1, 1973, to the date such retroactive payments are approved by the shareholders of the funds. (Rel. IC-8160)

SECURITIES ACT REGISTRATIONS FILED

(S-4) BUNKER HILL INCOME SECURITIES, INC. ("Bunker Hill"), Suite 930 - Sunset Tower Bldg., 9200 Sunset Blvd., Los Angeles, Cal. 90069 - 100,000 shares of common stock to be offered under Bunker Hill's Dividend Reinvestment Plan. Bunker Hill is a recently formed, closed-end, diversified management investment company which invests primarily in high-quality marketable debt securities. Security Pacific National Bank is investment adviser. (File 2-49904 - Dec. 21)

(S-1) BANGOR PUNTA CORPORATION, One Greenwich Plaza, Greenwich, Conn. 06830 -Rescission Offer to certain former holders of 110,802 shares of common stock of Piper Aircraft Corporation who accepted Bangor Punta's general exchange offer of July 18, 1969, to return the shares of Piper common stock received by Bangor Punta in the exchange offer along with a cash payment representing all dividends paid on such Piper shares since July 18, 1969, in exchange for Bangor Punta's common stock, warrants-Series C expiring March 31, 1981 to purchase common stock and 8-1/4% convertible subordinated debentures due 1994 along with a cash payment representing all dividends and interest paid on such exchanged common stock and debentures since July 18, 1969 in the ratio of: 1 share of Piper common stock and \$.35 for 1.2 common shares, warrants to purchase 3.5 common shares, \$31 of debentures and \$12.05. Bangor Punta is a diversified multi-business enterprise managing subsidiaries and divisions in the areas of recreational products, sporting and law enforcement, industrial products, agricultural land management, and (through Piper) general aviation. (File 2-49906 - Dec. 21)

(S-1) COTTON PETROLEUM CORPORATION: (the general partner), Suite 600, Parkland Plaza Bldg., 2121 South Columbia, Tulsa, Okla. 74114 - \$5 million of partnership interests in the Cotton Petroleum Corporation 1974 Oil and Gas Program. The interests are to be offered for sale in amounts of \$10,000 or greater multiples of \$5,000 through G. H. Walker, Laird Incorporated and other selected NASD members. The Partnership will engage in oil and gas drilling, development and production operations. (File 2-49907 - Dec. 21)

(S-1) BEARD OIL COMPANY, Suite 200 South, 2000 Classen Bldg., Oklahoma City, Okla. 73106 - 350,000 shares of common stock of which 300,000 are to be offered for sale by the company and 50,000 by a selling shareholder. The offering is to be made at \$6 per share through underwriters headed by Danes Cooke & Keleher, Inc., 26 Beaver St., New York, N.Y. 10004. Beard Oil explores for oil and gas, develops and operates oil and gas leases and provides chemical waste disposal services. (File 2-49909 - Dec. 21) (S-14) BANKSHARES OF INDIANA, INC., 1000 East 80th Place, Merrillville, Ind. 46410 -512,922 shares of \$.40 convertible preferred stock and 341,948 shares of common stock. It is proposed to offer these shares in exchange for shares of Goodwin Brothers Leasing, Inc., at the rate of .25 of a preferred share for each outstanding Goodwin common share and one preferred share for each outstanding Goodwin preferred share (the Bankshares common stock being reserved for issuance upon conversion of the preferred stock). Bankshares is a bank holding company controlling the Bank of Indiana, National Association. (File 2-49910 - Dec. 21)

(S-16) J. RAY MCDERMOTT & CO., INC., P. O. Box 36100, Houston, Texas 77036 -805,168 shares of common stock. Such shares may be issued upon conversion of the company's 4-1/4% convertible subordinated debentures, due 1997, which it proposes to call for redemption, and offered for sale through purchasers headed by Smith, Barney & Co. Inc., 1345 Avenue of the Americas, New York, N.Y. 10019. McDermott provides specialized engineering and construction services to the oil and gas industry throughout the world. (File 2-49875 - Dec. 18)

(S-1) HYDRON PACIFIC, LTD, 375 Park Ave., New York, N.Y. 10022 - 10,000 shares of common stock, which may be offered for sale from time to time by a stockholder at prices current at the time of sale. Hydron Pacific, Ltd. is engaged in the business of patent licensing and development. (File 2-49918 - Dec. 21)

(S-7) SOUTHWESTERN PUBLIC SERVICE COMPANY, SPS Tower, 6th & Tyler Sts., Amarillo, Texas 79105 - 200,000 shares of cumulative preferred stock (\$100 par), to be offered for sale through underwriters headed by Dillon, Read & Co., Inc., 46 William St., New York, N.Y. 10005. The company is an electric public utility. (File 2-49920 - Dec. 21)

<u>STOCK PLANS FILED</u>. 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:

Petrolite Corporation, St. Louis, Mo. (File 2-49881) - 8,000 shares Mid-Texas Communications Systems, Inc., Killeen, Tex. (File 2-49882) - 60,000 shares Stanley Home Products, Inc., Westfield, Mass. (File 2-49892) - 130,000 shares Clark Consolidated Industries Inc., Cleveland, Ohio (File 2-49893) - 100,000 shares Granger Associates, Menlo Park, Cal. (File 2-49908) - 65,253 shares and (File 2-49911) - 82,713 shares

Johnson Products Co., Inc., Chicago, Ill. (File 2-49916) - 85,000 shares Tiffany Industries, Inc., Maryland Heights, Mo. (File 2-49924) - 10,000 shares The Gillette Company, Boston, Mass. (File 2-49919) - 26,870 shares The Goodyear Tire & Rubber Company, Akron, Ohio (File 2-49921) - 600,000 shares

SECURITIES ACT REGISTRATIONS. Effective January 3: Barnett Banks of Florida, Inc., 2-49599; Commerce Bancshares, Inc., 2-49773; Dana Corp., 2-49867; Fansteel Inc., 2-49663; First at Orlando Corp., 2-49050; Kewanee Oil Co., 2-49900; Metrocare, Inc., 2-45554; Northern States Power Co., 2-49757; Paine Webber Inc., 2-49766.

MISCELLANEOUS

TRADING SUSPENSIONS. The SEC has announced the suspension of (a) exchange and overthe-counter trading in the securities of Stratton Group Ltd. and Koracorp Industries, and over-the-counter trading in the securities of Home-Stake Production Co. and Continental Vending Machines Inc. for the further ten-day period January 5-14, inclusive; (b) exchange and over-the-counter trading in the securities of Omega Alpha Inc., and over-the-counter trading in the securities of Seaboard Corp. for the further ten-day period January 6-15, inclusive; and (c) over-the-counter trading in the securities of Seaboard American Corp. and Technical Resources Inc. for the further ten-day period January 7-16, inclusive.

PANHANDLE EASTERN PIPE LINE COMPANY. A notice has been issued giving interested persons until January 30, 1974 to request a hearing on an application by Panhandle Eastern Dipe Line Company (Panhandle), a Delaware Corporation, pursuant to Section 310(b)(1)(11) of the Trust Indenture Act of 1939 declaring that the trusteeship of The Chase Manhattan Bank under two indentures of Panhandle is not so likely to involve a material conflict of interest as to make it necessary to disqualify The Chase Manhattan Bank from acting as trustee. (Rel. TI-351)

RECENT FORM 8-K FILINGS

Form 8K is a report which must be filed with the SEC by the 10th of the month after any of the following important events or changes: changes in control of the registrant; acquisition or disposition of assets; legal proceedings; changes in securities (*i.e.*, collateral for registered securities); defaults upon senior securities; increase or decrease in the amount of securities outstanding; options to purchase securities; revaluation of assets; submission of matters to a vote of security holders; and any newly enacted requirements effecting registrant's business.

The companies listed below have filed Form 8-K reports for the month indicated, responding to the item of the form specified. Photocopies may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). An index of the captions of the items of the form was included in Monday's News Digest.

COMPANY	ITEM NO.	MONTH
ULIPHANT JAMES H & CO INC	8	11/73
OWENS ILLINUIS INC	3,8,10,14	11/73
P&A INDUSTRIES INC	11.13	11/73
PACIFIC SOUTHERN MURTGAGE TRUST	13,14	11/73
PELOREX CORP	11	11/73
PEUPLES GAS LIGHT & LOKE CO	13	11/73
PHILLIPS PETROLEUM CO	3	11/73
PICNEER NATURAL GAS CO	7	11/73
PROCHEMCO INC	2.8	11/73
PUBLIC SERVICE ELECTRIC & GAS CU	7,10,14	11/73
RENTEX SERVICES CORP	10,14	11/73
REVELL INC	9	11/73
SAV A STUP INC	10,14	11/73
SERVICE MERCHANDISE CO INL	13	11/73
SIGMUK CORP	7,8,14	11/73
SOUTHERN INDIANA GAS & ELECTRIC CU	7,10,14	11/73
STATHAM INSTRUMENTS INC	4,7,13,14	11/73
STEEL VALLEY INC	3,14	11/73
SUN GIL CO	3,14	••
TECHNICAL TAPE INC		11/73
TEEG RESEARCH INC	11,12,14	11/73
TENNESSEE VALLEY BANGURP INC	2,3,7,13,14	11/73
TOTAL PETROLEUM NURTH AMERICA LTD		11/73
TYLER CURP	7,8	11/73
UNITED STATES BANGSHARES INC	8	11/73
VISHAY INTERTECHNOLOGY INC	13	11/73
VOLT INFORMATION SCIENCES INC	11	11/73
WARSHUW H & SUNS INC	8,14	11/73
WEST KNITTING CURP	11	11/73
WEST PENN POWER CO	8	11/73
WEST PENN POWER CO WITTER DEAN & CO INC	7,11,14	11/73
	3	11/73
AARONSON BROTHERS STURES CURP	11	11/73
ACRITE INDUSTRIES INC	1,3,7,14	11/73
AL PRESS LTD	8,13,14	11/73
ADMIRAL CURP	13	11/73
ADUBE CORP	1	11/73
ACUBE DIL & GAS CORP	2,7	11/73
AITS INC	7,14	11/73
ALCO STANCARD CORP	8	11/73
ALEXANDERS INC	3,11	11/73
ALGUREX LATA CORP	11,14	11/73
ALLEGHENY BEVERAGE CORP	3,14	11/73
ALUDEX CORP	3	11/73
ALUMINUM CO OF AMERICA	1	11/73
AMERICAN NUCLEAR CORP	13	11/73
AMERICAN TELEVISION & COMMUNICATIONS COR	3	12/73
AMERICAN VILEUNETICS CURP	7.14	11/73
ANDERSUN STOKES INC	13	12/73
ANFEUSER BUSCH INC	3	11/73
APEXCL INC	7	11/73
ARI INDUSTRIES INC	3,14	11/73
ARISTAR INC	13	11/73