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# SEC NEW SECEIVED OBT

Issue 74-158 (SEC Docket, Vol. 5, No. 1 - Aug. 27)

AUG 15 1974

August 14, 1974

#### **RULES AND RELATED MATTERS**

#### LIBRARY

COMMISSION PROPOSES REVISED RULE 17a-14 UNDER THE SECURITIES EXCHANGE ACT OF 1934

The Commission is releasing for public comment a revision of proposed Rule 17a-14 under the Securities Exchange Act of 1934 (the "Act"). The rule, which differs substantially from the version in which it was proposed in March of 1972, has been revised in view of the many comments which were received thereon, the recommendations of the Commission's Advisory Committee on Market Disclosure regarding a composite quotation system, which were submitted on November 21, 1972, and the Commission's experience to date with Rule 17a-15 under the Act.

The revised rule provides that every registered national securities exchange and national securities association having one or more members which act as market makers or specialists in listed securities must report to the Commission quotations of their respective members in such securities, and every broker-dealer which is not a member of such a self-regulatory organization and which acts as a market maker in listed securities must report to the Commission its quotations, in each case by making such quotations available on a real-time, current and continuing basis in accordance with the terms and provisions of a plan providing for the collection, processing and dissemination of such quotations filed with and declared effective by the Commission. In order to maximize the prompt availability of consolidated quotation information in the event that no plan will be filed by a self-regulatory organization which can be declared effective within a reasonable time after adoption of the rule, the rule provides that if no such plan from a self-regulatory organization has been received and declared effective by February 1, 1975 (or such later date as the Commission may determine), the Commission will entertain such a plan from any person. The comment period on the proposal expires on September 16, 1974. (Release 34-10969)

#### **COURT ENFORCEMENT ACTIONS**

COMPLAINT CITES BEVERLY HILLS BANCORP, ERNST & ERNST, OTHERS

The Los Angeles Regional Office and Division of Enforcement announced that on August 13 the Commission filed a complaint in the U.S. District Court for the Central District of California seeking to enjoin BEVERLY HILLS BANCORP (Bancorp), Western Diversified Equities (WDE), David H. Rowen, John H. Rauch, James G. Motter and ERNST & ERNST from violations of the antifraud provisions of the Securities Exchange Act of 1934. The complaint seeks further injunctive relief against Bancorp, WDE, Rowen, Rauch and Motter for violations of the antifraud provisions of the Securities Act of 1933 and against Bancorp and Ernst and Ernst for violation of the reporting provisions of the Act. In addition, the complaint seeks to enjoin Bancorp from further violations of the registration provisions of the Securities Act of 1933.

The Complaint charges defendants with numerous instances of fraudulent conduct in the offer, purchase or sale of various securities issued by Beverly Hills Bancorp. (LR-6480)

COMPLAINT NAMES L. B. NELSON CORPORATION

The SEC announced the filing of a complaint in the U.S. District Court for the District of Columbia on August 13 seeking a court order directing L. B. Nelson Corporation (Nelson), Menlo Park, California, to comply with the reporting provisions of the Securities Exchange Act of 1934 and seeking a permanent injunction against further such violations.

According to the Commission's complaint against Nelson, that company has failed to file its annual report on Form 10-K for its fiscal year ended December 31, 1973, and has failed to file its quarterly report on Form 10-Q for the quarter ended March 31, 1974, with the Commission and with the American Stock Exchange.

Nelson's shares of capital stock are listed on the American Stock Exchange. On February 19, 1974 that exchange halted trading in the securities of Nelson. (SEC v. L. B. Nelson Corporation, U.S.D.C., D.C.) (LR-6478)

STRATHMORE DISTILLERY COMPANY LTD., OTHERS, ENJOINED

The SEC announced that on August 12 the Honorable William B. Bryant, U.S. District Judge for the District of Columbia entered a final judgment of permanent injunction against Strathmore Distillery Co., Ltd, and John B. Turner both of Glasgow, Scotland enjoining them from further violations of the securities registration, broker-dealer registration and antifraud provisions of the securities laws in the offer and sale of interests in Scotch whisky stored in warehouse in Scotland.

The Commission alleged in its complaint that the defendants were engaged in a nation-wide campaign to sell the Scotch whisky interests and that in some cases the prices for the whisky interests sold by the defendants were 100 percent above the prevailing market prices for such interests. The complaint further alleged that in connection with the sales of those interests in Scotch whisky the defendants made untrue statements of material facts including, but not limited to, statements that investors would obtain profits of 20% per year, that overproduction of Scotch whisky was not an investment risk, and that there is no qualitative difference between various Scotch grain whiskies. Also it was alleged that the defendants omitted to state certain facts necessary to make the statements made not misleading. Among other things, the defendants did not disclose the amount of the sales proceeds retained by the defendants, the source of market price quotations and the actual market price quotations for the Scotch whisky being sold.

Defendants Strathmore and Turner consented to the order without admitting or denying the allegations of the complaint. Defendants Strathmore and Turner as part of the consent decree must undertake to mail to each United States investor, who purchased investments in Scotch whisky from Strathmore and Turner since September 1, 1969, a letter stating that Strathmore has entered into the consent decree restraining it from selling in Scotch whisky warehouse receipts in the United States or with United States citizens unless and until such receipts are registered with the Commission under the Federal securities laws. (SEC v. Strathmore Distillery Company, Ltd, and John B.R. Turner, U.S.D.C., D.C., Civil Action No. 74-166) (LR-6477)

### COMPLAINT NAMES RALPH T. IANNELLI, OTHERS

The New York Regional Office announced the filing of a complaint on August 6 in the U.S. District Court for the Southern District of New York seeking to enjoin Ralph T. Iannelli of South Orange, New Jersey; and John Surgent of Fort Lee, New Jersey from violations of the antifraud provisions of the securities laws. The alleged violations involve transactions in the common stock of Omni-Rx Health Systems, Inc. The complaint charges that Iannelli, aided and abetted by Frost, the president of Pressman, Frohlich and Forst, Inc., a New York broker-dealer where Iannelli was employed, and Surgent, an attorney, purchased, without aurhorization, approximately 95,000 shares of Omni-Rx on behalf of customers at a time when he knew, or should have known that no payment would be made for the \$900,000 worth of such purchases. The effect of this activity, as alleged in the complaint, was to manipulate the price of Omni-Rx shares from approximately \$6 per share to more than \$12 per share. On August 7, 1974 Iannelli and Forst consented to final judgments of permanent injunction without admitting or denying any of the allegations contained in the Commission's complaint. (U.S.D.C. Southern District of New York, 70 Civ. 3417). (LR-6479)

RIDGE OIL COMPANY, INC., OTHERS, ENJOINED

The Chicago Regional Office announced that on August 8 the Federal Court in Columbus, Ohio permanently enjoined Ridge Oil Company, Inc., James G. Todd (President and principal shareholder), both of Cambridge, Ohio, and Jack T. Cheviron (Salesman) of North Canton, Ohio, from violations of the antifraud provisions of the securities laws in the offer and sale of fractional undivided working interests in oil and gas leases or wells and any other securities. The defendants consented to the order without admitting or denying the allegations of the complaint which was filed on June 14th. (SEC v. Ridge Oil Company, Inc., et al., S.D.E. Div., Ohio, Civil Action No. CZ74-281). (LR-6476)

#### DENNIS G. MADSEN ENJOINED

The Denver Regional Office announced that on July 22, 1974, Chief Judge Willis W. Ritter of the Federal Court in Salt Lake City, Utah, signed a final judgment of permanent injunction against Dennis G. Madsen of Salt Lake City, Utah. The judgment enjoins Madsen from violating the registration and antifraud provisions of the securities laws in the offer and sale of the common stock of Commercial Technology, Inc. (formerly Ashley Minerals, Inc., and Cancer Detection, Inc.), or any other security. Madsen consented to the entry of the order without admitting or denying the allegations of the Commission's complaint. (SEC v. Commercial Technology, Inc. et al. (D. Utah Civil Action No. 74-85) (LR-6473)

#### WILLIAM H. FERRY, JR., PLEADS GUILTY

The Atlanta Regional Office announced that on August 2, 1974, William H. Ferry, Jr. of Decatur, Georgia pleaded guilty to a five count indictment charging him with violating the antifraud provisions of the securities laws while employed as a securities salesman for a securities firm. Among other things, Ferry was charged with misappropriating funds from the sale of securities belonging to customers. (U.S. v. William H. Ferry, Jr. (U.S.D.C. N.D. Ga., No. 74-153-A) (LR-6474)

## BRUCE GUTHIER AND FRANK STEIGERWALD ENJOINED

The Chicago Regional Office announced that on August 8 the Federal Court in Chicago entered an order preliminarily enjoining Frank Steigerwald and permanently enjoining by default Bruce Guthier from violations of the registration and antifraud provisions of the securities laws in the offer and sale of securities which in form purport to be options on commodities futures but which in substance consist of obligations by Impex International, Inc. to pay a sum of money to some, but not all, investors in excess of the sum invested with Impex International, Inc. by those investors upon certain contingencies, or any other security issued by Impex International, Inc., or any other issuer.

Defendant Steigerwald consented to the above judgment and order without admitting or denying the allegations of the Commission's complaint. (SEC  $_{\rm V}$ . Impex International Inc., et al., N.D. Ill. Eastern Div., 7YC-1545). (LR-6475)

#### COMMISSION ANNOUNCEMENTS

SEC REPORT COORDINATING GROUP (ADVISORY) MEETINGS ANNOUNCED

The Commission's Report Coordinating Group (Advisory), will hold meetings on September 12 and 13, 1974 at 120 South LaSalle St., Tenth Floor, Chicago, Ill. The meetings will commence at 10:00 a.m. local time each day and will be for the purpose of discussing a uniform financial and operational report and the development of simplified trading forms, assessment forms and registration forms.

The Group's meetings are open to the public. Any interested person may attend and appear before or file statements with the advisory committee. Said statements, if in written form, may be filed before or after the meeting. Oral statements shall be made at the time and in the manner permitted by the Report Coordinating Group.

The Report Coordinating Group was formed to assist the Commission in developing a coherent, industry-wide, coordinated reporting system. In carrying out this objective, the Report Coordinating Group is to review all reports, forms, and similar materials required of broker-dealers by the Commission, the self-regulatory community and others. The Group is expected to advise the Commission on such matters as eliminating unnecessary duplication in reporting, reducing reporting requirements where feasible, and developing a uniform financial and operational report (Rel. 34-10612).

Information concerning the meetings, including the procedures for submitting statements to the Group, may be obtained by contacting: Mr. Daniel J. Piliero II, Secretary, SEC Report Coordinating Group, Securities and Exchange Commission, Washington, D.C. 20549.

#### TRADING SUSPENSIONS

#### TRADING SUSPENDED IN THREE COMPANIES

Exchange and over-the-counter trading has been suspended for a ten-day period beginning on August 13 and terminating at midnight (EDT) on August 22, 1974 of all securities of the following companies which have failed to file with the Commission Annual Reports of Form 10-K for their respective fiscal year ending in 1973 and one or more of the reports on Form 10-Q also required to be filed: Associated Mortgage Investors; Leader International Industries, Inc.; and Transogram Co., Inc.

The Commission initiated the suspensions because the companies failed to comply with the reporting provisions of the Exchange Act resulting in the lack of current and accurate information available to the public. (Rel. 34-10964)

#### HOLDING COMPANY ACT RELEASES

#### FISHERS ISLAND UTILITY COMPANY

A notice has been issued giving interested parties until September 5 to request a hearing on a joint-application for exemption under Section 3(a)(1) by Fishers Island Utility Company, Inc., and Fishers Island Development Corporation, both of which are non-utility companies. The applicants are holding companies by virtue of their stock ownership in Fishers Island Electric Corporation, an electric utility company whose operations are carried on entirely in New York. (Rel. 35-18529)

#### OHIO EDISON COMPANY

An order has been issued authorizing Ohio Edison Company, a registered holding company, to sell up to \$150 million of first mortgage bonds at competitive bidding, and to issue up to \$1,091,000 of first mortgage bonds for sinking fund purposes. (Rel. 35-18530)

#### GULF POWER COMPANY

A notice has been issued giving interested persons until September 6 to request a hearing on a proposal of Gulf Power Company (Gulf), subsidiary of The Southern Company, to enter into agreements with Escambia, Bay and Jackson Counties, Florida (Counties) whereby the Counties will construct for Gulf pollution control facilities financed by the County's sale of up to \$23.3 million of pollution control revenue bonds. As a part of this transaction, Gulf also proposes to convey to the Counties existing pollution control facilities, and to issue its own first mortgage bonds to the Counties as collateral bonds. (Rel. 35-18531)

#### DELISTING AND UNLISTED TRADING ACTIONS

#### UNLISTED TRADING GRANTED

An order has been issued granting the application of The American Stock Exchange for unlisted trading privileges in the Class A convertible common stock, without nominal or par value, of Hollinger Mines Limited, a Canadian corporation. (Rel. 34-10967)

#### DELISTING GRANTED

An order has been issued granting the application of the New York Stock Exchange, Inc. to strike from listing and registration the \$4.00 cumulative preferred stock of International Paper Company. As of July 15, 1974 only 66,380 shares of this security remained in public hands. (Rel. 34-10967

#### SECURITIES ACT REGISTRATIONS

#### (S-5) STRATEGIC METALS FUND, INC.

621 Exchange Bank Tower, Dallas, Tex. 75235 - 2,000,000 shares of common stock, to be initially offered at \$5.00 per share through Preferential Brokerage, Inc., 621 Exchange Bank Tower, Dallas, Tex. 75235, the distributor. Strategic Metals is a diversified, open-end investment company, whose principal objective is capital appreciation. Strategic Investments Inc. is the investment adviser. (File 2-51641 - July 29)

#### (S-14) CALIFORNIA COMPUTER PRODUCTS, INC.

2411 West LaPalma, Anaheim, Cal. 92801 - 151,000 shares of common stock. It is proposed to offer these shares in exchange for the outstanding shares of Xytex Corporation, Boulder, Colorado, at the rate of one CalComp share for eighteen Xytex shares. Also included in this statement, are 18,100 shares of common stock, which may be issued in connection with the Xytex Stock Option Plan assumed by CalComp. CalComp is a manufacturer of computer peripheral equipment, principally memory and graphic systems. (File 2-51644 - July 29)

#### (S-14) PEOPLES BANKING CORPORATION

300 Center Ave., Bay City, Mich. 48706 - 125,882 shares of common stock. It is proposed to offer these shares in exchange for the outstanding common and preferred shares of Oscoda State Savings Bank, Oscoda, Michigan, at the rate of 2.9 Peoples Banking shares for each Oscoda State common share and .5 Peoples Banking, for each Oscoda State preferred share; and the outstanding common shares of American Security Bank, Mount Pleasant, Michigan, at the rate of 1.175 Peoples Banking shares for each American Security common share. Peoples Banking is a bank holding company, which controls two banks. (File 2-51647 - July 29)

#### (S-1) GOLF HOSTS INTERNATIONAL, INC.

Olde Post Rd., Palm Harbor, Fla. P.O. Box 1088, Tarpon Springs, Fla. 33589 - 208,500 shares of common stock to be offered for sale at \$12.00 per share (104,250 shares are being offered on behalf of the company for its own account; 104,250 shares are being offered on behalf of certain selling stockholders). The offering is being made on a best efforts basis by officers of the company. The company develops and sells condominium apartment units and the manages resort facilities, including condominiumized resort hotels. (File 2-51648 - July 29)

# (S-1) EQUITABLE PETROLEUM CORPORATION AND GRADVANTAGE, INC.

50 Rockefeller Plaza, N.Y., N.Y. 10020 (Equitable); and Dixie Terminal Building, Cincinnati, Ohio 45202 (Gradvantage) - 500 preformation limited partnership interests in Equitable Midwest 1974, to be offered for sale in units of \$1,000. The minimum investment is \$5,000 or such greater amount as may be required by law. The Partnership will drill and explore for oil and gas in a field approximately 20 miles north of Monroe, Louisiana. (File 2-51654 - July 29)

#### (S-7) RCA CORPORATION

30 Rockefeller Plaza, New York, N.Y. 10020 - \$100 million of sinking fund debentures, due 1992, to be offered for sale in units of \$1,000 through underwriters headed by Lehman Brothers Incorporated, One William St., New York, N.Y. 10004 and Lazard Freres & Co., One Rockefeller Plaza, New York, N.Y. 10020. The corporation's primary business is electronic products and services. (File 2-51723 - Aug. 8)

#### (S-14) BEATRICE FOODS CO.

120 South LaSalle St., Chicago, III. 60603 - 1,099,999 shares of common stock. These shares will be issued to the shareholders of United Cabinet Corp. upon the merger of a wholly owned subsidiary of Beatrice into United at the rate of 70.153 Beatrice shares for each share of United Class "A" and United Class "B" common stock outstanding at the time the merger becomes effective. Beatrice produces dairy and grocery products, manufactured products and chemical specialties. (File 2-51724 - Aug.8)

#### (S-6) MUNICIPAL INVESTMENT TRUST FUND, TWENTY-SEVENTH MONTHLY PAYMENT SERIES

\$40 million of units of beneficial interest to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, 165 Broadway, New York, N.Y. 10006. The Fund, a Unit Investment Trust, is to be created by a trust agreement among Merrill Lynch, Bache & Co. Incorporated and Reynolds Securities Inc., as Sponsors, United States Trust Company of New York, as Trustee, and Standard & Poor's Corporation, as Evaluator. The Fund's primary objective is providing tax exempt income through investment in a fixed portfolio of interest-bearing, long-term state, municipal and public authority bonds. (File 2-51728 - Aug. 8)

#### REGISTRATION EFFECTIVE

Aug. 13: First International Bancshares, Inc., 2-51444, 2-51574; Johnson Service Co., 2-51633; Public Service Co., of Indiana, Inc., 2-51616; Reed International Ltd., 2-51594; Tucson Gas & Electric Company, 2-51615.

#### **RECENT 8K 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.

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
AMENDMENTS TO REPORTS ON FORM	8-K	
AMERICAN MAIZE PRODUCTS CO	13	06/74
BANCOHIO CORP	NO ITEMS	06/74
CARBON FUEL CO	3,13,14	06/74
CARTER WILLIAM CO	NO ITEMS	04/74
DATA CONTROL SYSTEMS INC	7,9	03/74
DOMINION MORTGAGE & REALTY TRUST	13	02/74
ERB LUMBER CO	11,13,14	05/74
REYNOLDS SECURITIES INC	13	06/74
ROYAL INNS OF AMERICA INC	NO ITEMS	06/74
SELF SERVICE RESTAURANTS INC	14	06/74
SW INDUSTRIES INC	14	05/74
SYSTECH PROPERTIES 1974	2,14	04/74
TEXAS PLASTICS INC	3,14	01/74
VOLUME SHOE CORP	13	06/74
WEATHERBY NASCO INC	13	03/74
WEATHERBY NASCO INC	2 • 8	05/74
COMPUTER SCIENCES CORP	13,14	05/74
REALTY EQUITIES CORP OF NEW YORK	3	06/74
REDCOR CORP	1,9,13	11/73

# — sec publications —

Companies registered with the Securities and Exchange Commission under the various Acts are sent copies of individual releases pertaining to rule proposals and rule changes under the Acts for which they are registered. Complete texts of all releases, as well as reports on other aspects of Commission business, are available through a series of publications designed to keep interested firms and members of the public informed about the work of the Commission. The following publications can be ordered from the Superintendent of Documents using the coupon below.

NEWS DIGEST A daily report of Commission announcements, decisions, orders, rules and rule proposals, current reports and applications filed, and litigation developments. (\$35.45 per year)

SEC DOCKET A weekly compilation of the full texts of SEC releases under the following Acts: Securities Act, Securities Exchange Act, Public Utility Holding Company Act, Trust Indenture Act, Investment Advisers Act, and Investment Company Act. Also included will be the full texts of Accounting series releases, corporate reorganization releases, and litigation releases. (\$21.35 per year)

STATISTICAL BULLETIN A monthly publication containing data on round-lot and odd-lot share volume in stock exchanges, OTC volume in selected securities, block distributions, securities registrations and offerings, net change in corporate securities outstanding, working capital of U.S. corporations, assets of non-insured pension funds, 144 filings and 8K reports. (\$23.80 per year)

**OFFICIAL SUMMARY** A monthly summary of securities transactions and holdings of officers, directors, and principal stock holders. (\$52.05 per year)

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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 15°C per page plus postage (\$2 minimum) and 30°C per page plus postage for expedited handling (\$5 minimum). Cost estimates are given on request. All other referenced material is available in the SEC Docket.

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U.S. first class mail, \$26.70 elsewhere. The News Digest and the Docket are for sale by the Superintendent of Documents, Government Printing Office, Washington, D.C. 20402.