

sec news digest

a daily summary from the securities and exchange commission

Issue No. 73-66

(SEC Docket, Vol. 1, No. 10 - April 17)

April 5, 1973

DECISIONS IN ADMINISTRATIVE PROCEEDING

ROBERT L. FERMAN & CO. AND CAMBRIDGE SECURITIES REVOKED; PRESIDENT BARRED. The SEC announced the issuance of an order revoking the broker-dealer registrations of Robert L. Ferman & Co., Inc. and Cambridge Securities, Inc., of Miami. The order also barred Robert L. Ferman, president of both firms, from association with any broker-dealer, provided, however, that he may apply for permission to become employed in the securities business in a non-supervisory capacity upon an appropriate showing, after the expiration of one year, that he will be adequately supervised.

The sanctions imposed were based on findings that between October 1968 and September 1970, Ferman & Co. sold stock of J B & T Co. (formerly Junction Bit & Tool Co.) and S & M Industries, Inc. (formerly S & M Supply Co.) in violation of the registration provisions of the Securities Act of 1933, and, in connection with the offer and sale of those securities, failed to make an adequate investigation of S & M stock, placed arbitrary and increasing quotations for the stock in the pink sheets published by the National Daily Quotation Service, and made materially untrue and misleading statements concerning the assets, earnings and cash position of S & M, the adequacy and accuracy of available information regarding its financial condition, the business and prospects of J B & T and S & M, the investment quality of and anticipated market for their shares, and the status of such shares under the registration provisions of the Securities Act. The Commission also found Ferman & Co. and Ferman responsible for a failure of supervision with respect to those violations. The revocation of Cambridge's registration was based on Ferman's association with that firm.

The Commission order was issued pursuant to an offer of settlement in which respondents, admitting certain of the charges against them solely for purposes of the Commission's proceedings, consented to the above findings and the indicated sanctions. (Rel. 34-10069)

COMMISSION ANNOUNCEMENTS

BROKER-DEALER REGISTRATION OF PELISSIER ASSOCIATES, INC. REVOKED. Chief Administrative Law Judge Warren E. Blair has filed an initial decision revoking the broker-dealer registration of Pelissier Associates, Inc., of New York, N. Y., and barring its president, Gerald Pelissier, from association with any broker or dealer, except that after six months he may become associated with a registered broker-dealer in a non-supervisory capacity upon an appropriate showing to the staff of the Commission that he will be adequately supervised. The decision is subject to appeal to the Commission.

The decision was based upon findings that Pelissier Associates, Inc. and Pelissier wilfully aided and abetted the violations of Section 15(c) of the Securities Exchange Act of 1934 and Rule 15c2-4 thereunder committed by another broker-dealer who failed to promptly escrow money received from the sale of common stock of SEAJAY, INC. It was further found that the registrant, aided and abetted by its president, wilfully violated the Commission's bookkeeping rules and failed to file financial reports as required by Rule 17a-5.

COURT ENFORCEMENT ACTIONS

FIVE INDICTED. The SEC Washington Regional Office announced that on March 29 a Federal grand jury in Philadelphia filed an indictment against Roc A. diVincenzo, James F. McCullough, Domenic N. Acciarito, and Umberto diVincenzo, all of Philadelphia and John DeBlasi of Bellmawr, N. J. charging interstate transportation of stolen securities, mail fraud and conspiracy. The indictment also named Rose Forsia, Donna Brown, Thomas Brown, and Nicholas Cono Albergo, all of Philadelphia as unindicted co-conspirators. (LR-5828)

NEWPORT SECURITIES, DCS FINANCIAL CORP. ENJOINED. The SEC on March 26 announced that the Federal court in California permanently enjoined, by consent, Newport Securities Corp., A. Gurdon Wolfson, Martin Susson and Roy O. Dawson from violations of the anti-fraud provisions of the Federal securities laws in connection with a manipulation of the common stock of DCS Financial Corp. On March 23, following a hearing, the same Court preliminarily enjoined DCS Financial Corp., Seymour Vigman and Isadore Diamond from committing the same and similar violations. (LR-5827)

INVESTMENT COMPANY ACT RELEASES

KIDDER, PEABODY & CO. INC. The SEC has issued a notice giving interested persons until April 26 to request a hearing on an application filed by Kidder, Peabody & Co., Inc., for an order exempting it and its co-underwriters from Section 30(f) to the extent it adopts Section 16(b) of the Securities Exchange Act of 1934 in respect of their transactions incident to the proposed distribution of shares of common stock of Excelsior Income Shares, Inc., a registered closed-end investment company. (Rel. IC-7752)

SALOMON BROTHERS et al. The SEC has issued a notice giving interested persons until April 23 to request a hearing on an application filed by Salomon Brothers and its co-representatives for an order exempting them and their co-underwriters from Section 30(f) in respect of their transactions incident to the proposed distribution of shares of common stock of Hatteras Income Securities, Inc., a newly registered closed-end investment company. (Rel. IC-7753)

HOLDING COMPANY ACT RELEASES

ROCKY RIVER REALTY CO. The SEC has issued an order upon an application of Northeast Utilities, West Springfield, Mass., and five of its subsidiaries, authorizing Rocky River Realty Company, real estate subsidiary of Northeast, to issue and sell \$15 million of 30-year notes to institutional investors by direct negotiation. Net proceeds will be used by Rocky River to pay off outstanding bank loans (approximately \$12 million) and a portion of its 5-year subordinated notes held by Northeast. (Rel. 35-17923)

COLUMBIA GAS SYSTEM. The SEC has issued a notice giving interested persons until April 30, 1973 to request a hearing on a proposal of The Columbia Gas System Inc., of Wilmington, Del., and its subsidiary, Columbia Gas of New York, Inc., to increase from \$2,500,000 to \$5,000,000, the amount of the subsidiary's long-term promissory notes held by the parent which the subsidiary may prepay during 1973 with temporarily excess cash. (Rel. 35-17924)

SECURITIES ACT REGISTRATIONS FILED

THE DEPENDABLE INSURANCE GROUP, INC., 2105 Gulf Life Tower, Jacksonville, Fla. 32207 - 300,000 shares of common stock, to be offered for sale (*at \$12 per share maximum) through underwriters headed by Legg, Mason & Co., Inc., 22 Light St., Baltimore, Md. 21203. Organized in October 1972, the company through subsidiaries underwrites and sells insurance, primarily automobile physical damage insurance and reinsurance. Of the net proceeds, \$2,400,000 will be used to repay bank indebtedness incurred in connection with the purchase of Dependable Insurance Company, Inc. and the balance for other corporate purposes. (File 2-47439 - Mar 29)

MARY LEE FASHIONS, INC., 110 E. 9th St., Los Angeles, Calif. 90015 - 500,000 shares of common stock, to be offered for sale (*at \$8 per share maximum) through underwriters headed by C. E. Unterberg, Towbin Co., 61 Broadway, New York 10006. The company manufactures and sells ladies' blouses, shirts and tops. Of the net proceeds, \$2,000,000 will be used in connection with the acquisition of Lee Mar of California in October 1972 and the balance for working capital purposes. (File 2-47440 - Mar 29)

STEINER AMERICAN CORPORATION, 505 E. South Temple St., Salt Lake City, Utah 84102 - 1,250,000 shares of common stock, of which 195,000 are to be offered for sale by the company and 1,055,000 by certain shareholders. The offering is to be made (*at \$25 per share maximum) through underwriters headed by Blyth Eastman Dillon & Co. Inc., One Chase Manhattan Plaza, New York 10005. The company manufactures, distributes and services uniforms and linens. Of the net proceeds, \$2.4 million will be used for the proposed acquisition of a linen supply company in Mexico City and the construction and equipping of additional plant capacity for textile processing and manufacturing in Sao Paulo, Brazil. (File 2-47442 - Mar 29)

LIQUID AIR CORPORATION OF NORTH AMERICA, 405 Lexington Ave., New York, N. Y. 10017 - 711,333 shares of common stock, of which 175,000 are to be offered for sale by the company and 536,333 by certain shareholders. The offering is to be made (*at \$27 per share maximum) through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York. The company produces and distributes industrial gases. Net proceeds will be applied to the reduction of short-term indebtedness. (File 2-47443 - Mar 29)

TOLEDO NATIONAL INSURANCE COMPANY, 3450 W. Central Ave., Toledo, Ohio 43606 - 4,000,000 shares of common stock. It is proposed to offer these shares for subscription by common stockholders, at the rate of two additional shares for each share held (* and at 50¢ per share maximum). The company is a multiple-line property and casualty insurance company. Net proceeds will be used for additional capital and surplus. (File 2-47444 - Mar 29)

FIRST COOLIDGE CORPORATION, 65 Main St., Watertown, Mass. 02172 - 150,000 shares of common stock. It is proposed to offer these shares in exchange for the outstanding stock of The New Boston Bank and Trust Company, at the rate of two shares for each Bank share. First Coolidge is a bank holding company. (File 2-47445-Mar 29)

GEORGE'S RADIO & TELEVISION CO., INC., 2850 New York Ave., N. E., Washington, D. C. 20002 - 300,000 shares of common stock, to be offered for sale (* at \$10 per share maximum) through underwriters headed by Ferris & Co., Inc., 1720 Eye St., N. W., Washington, D. C. 20006. The company sells major appliances at retail. Of the net proceeds, \$600,000 will be used to open two additional retail stores and the balance for other corporate purposes. (File 2-47446 - Mar 29)

STANDARD COMPUTER CORPORATION, 647 E. Young St., Santa Ana, Calif. 92705 - 250,000 shares of common stock, some of which may be offered for sale from time to time by certain shareholders at prices current at the time of sale (* \$.50 per share maximum) and the remaining shares are issuable or have been issued pursuant to stock option or related plans. The company primarily provides computer time-sharing services. (File 2-47451 - Mar 30)

WAKEFIELD ENGINEERING, INC., Audubon Rd., Wakefield, Mass. 01880 - 110,000 shares of common stock, of which 25,223 are to be offered for sale by the company and 84,777 by certain shareholders. The offering is to be made (*at \$7.50 per share maximum) through underwriters headed by H. C. Wainwright & Co., One Boston Pl., Boston, Mass. 02108. The company principally manufactures and sells semi-conductor cooling devices. Net proceeds will be used for working capital. (File 2-47452 - Mar 30)

EDUCATIONAL AUDIO VISUAL INC., Pleasantville, N. Y. 10570 - 125,000 shares of common stock, to be offered for sale at \$8 per share through underwriters headed by Lineberger, Lowe & Co. Inc., 76 Beaver St., New York 10005. The company creates, produces and sells audio visual teaching materials. Of the net proceeds, \$400,000 will be used to create and produce additional proprietary products and the balance for working capital and other corporate purposes. (File 2-47453 - Mar 30)

SOUTHERN COOPERATIVE DEVELOPMENT FUND, INC. (SCDF), 204 Gauthier Rd., Lafayette, La. 70501 - 300 shares of Class A common stock and 1,800 shares of Class C common stock, to be offered for sale at \$100 per share only to cooperative organizations eligible for loans from SCDF. No underwriting is involved. SCDF is a financial institution seeking long-term funds in the form of grants, gifts, loans and capital investments from agencies and U. S. government departments, foundations, church organizations, corporations and individuals in order to lend such monies to low-income cooperatives in the Southern part of the United States. Of the net proceeds, \$150,000 will be used to make required periodic purchases of SCDF's Class B common stock owned by the Cooperative Assistance Fund and to be owned by The Ford Foundation and the balance for working capital purposes. (File 2-47326 - Mar 21)

HYNES & HOWES REAL ESTATE INC., 309 Perry St., Davenport, Iowa 52801 - 4,051,062 shares of common stock (including 241,062 treasury shares), to be offered for sale at \$3.94 per share. No underwriting is involved. Also included in this statement are 3,512,075 shares to be registered on behalf of shareholders who purchased them pursuant to prior intrastate offerings solely to Iowa residents because effective control of resale of the securities to non-residents of Iowa would be difficult to maintain. The company is engaged in real estate acquisition and development, production and marketing of pre-manufactured house and apartment building packages and production and marketing of pre-manufactured swimming pool kits. Of the net proceeds, some \$3 million will be used for planning and development of real estate and the balance for working capital and other corporate purposes. (File 2-47402 - Mar 28)

A. H. ROBINS COMPANY, INCORPORATED, 1407 Cummings Dr., Richmond, Va. 23220 - 1,300,000 shares of common stock, to be offered for sale by certain shareholders. The offering is to be made (*at \$35.0625 per share maximum) through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York. The company manufactures and sells pharmaceutical specialties. (File 2-47403 - Mar 28)

MIDLANTIC BANKS INC., 744 Broad St., Newark, N. J. 07101 - 58,300 shares of common stock. It is proposed to offer these shares in exchange for shares of common stock of Millburn Bank, at the rate of .583 share for each Bank share. Midlantic is a bank holding company, which has seven banking subsidiaries in New Jersey. (File 2-47404 - Mar 28)

LEISURE AND RECREATION GROUP INC., 527 Madison Ave., New York 10022 - 100,000 shares of common stock, to be offered for sale at \$10 per share. No underwriting is involved. Organized in October 1972, the company proposes to publish Gamblers World, a specialized monthly magazine. Net proceeds will be used for working capital and other corporate purposes. (File 2-47405 - Mar 28)

STOCK PLANS FILED. 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:

Caressa, Inc., Miami, Fla. (File 2-47433) - 199,360 shares
 Ehrenreich Photo-Optical Industries, Inc., Garden City, N. Y. (File 2-47441) - 75,000 shares
 Furr's Cafeterias, Inc., Lubbock, Tex. (File 2-47447) - 98,920 shares
 Houston Lighting & Power Company, Houston, Tex. (File 2-47449) - 60,000 shares
 First National Bank in Dallas, Dallas, Tex. (File 2-47448) - 24,000 shares

MISCELLANEOUS

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 on the 8K form numbered in the parentheses. 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 several items of the form was included in Monday's News Digest.

8K REPORTS FOR OCTOBER 1972

W. Bell & Co., Inc.(11)	2-44371-2	MVC Industries, Inc. (13)	0-3407-2
Intermedia Systems Corp (12)	2-33141-2	National Systems Corp (12)	1-6981-2
International Scanning Devices Inc. (2,11,13,14)	0-5422-2	Tully Corp of Virginia(8)	0-6117-2

8K REPORTS FOR NOVEMBER 1972

Anaren Microwave, Inc.(11,14) 0-6620-2
 Berkey Photo, Inc.(3,13,14) 1-4485-2
 Building Dynamics, Inc.(1,3,13) 0-4216-2
 First Western Financial Corp
 (13) 0-2904-2
 MVC Industries, Inc.(13) 0-3407-2
 Mankato Citizens Telephone Co.
 (7) 0-673-2
 Metrix Data Systems, Inc.(3) 2-38251-2
 Rex Plastics Inc.(7,8,14) 0-5771-2
 Semiconductor Component Substrates
 Corp (2,14) 2-39692-2
 P.A. & S. Small Co. (7) 0-6453-2
 Southland Investment Corp (10) 0-1812-2

8K REPORTS FOR DECEMBER 1972

American Marine Inds., Inc.
 (12) 0-3121-2
 American Music Stores, Inc.
 (13) 0-2019-2
 Atlantic National Life Ins.
 Co. (13) 2-21237-2
 Briggs Leasing Corp (12,14) 2-19760-2
 Dannie's Mobile Homes, Inc.
 (2,14) 2-44913-2
 Data Automation Co., Inc.(7,8) 0-3152-2
 Diversified Realty, Inc.(7) 0-2864-2
 Electronic Assistance Corp
 (13) 1-4338-2
 Electronic Associates Inc.(3) 1-4680-2
 Electronic Enterprises, Inc.
 (14) 2-30378-2

8K REPORTS FOR DECEMBER 1972

General Telephone Co. of Michigan
 (3) 2-3862-2
 Halbern Industries, Inc.(2,14) 0-4342-2
 Hanks Seafood Co., Inc.(12,14) 1-6636-2
 International Disposal Corp
 (2,3,4,14) 0-3016-2
 Laurentide Fincial Corp., Ltd.
 (7) 2-16967-2
 Leonard Silver International,
 Inc. (13) 2-41926-2
 MVC Industries, Inc.(13,14) 0-3407-2
 Millers International Inc.
 (12,14) 2-34482-2
 Natel Electronic Inds., Inc.
 (1,2,3,7,11,13,14) 0-5290-2
 Ohio Water Service Co. (4,7) 0-498-2
 The Pay-O-Matic Corp (7) 2-36149-2
 San Juan Racing Association, Inc.
 (13) 1-5523-2
 Shur-Gro Industries, Inc.(13) 2-34766-2
 Smoke Watches International
 Inc. (1,7,13,14) 2-31984-2
 Spacerays, Inc.(12) 0-2634-2
 Survival Technology Inc.(11) 0-5958-2
 Tennessee Forging Steel Corp
 (2,14) 0-5205-2
 Tran-Aire Systems, Inc.
 (1,3,7,9) 0-4438-2
 Universal Housing Development
 Co. (2) 1-6768-2
 Viking Resources Corp (7,14) 2-36475-2
 Wellington Technical Inds., Inc.
 (6) 0-3254-2

SECURITIES TRADED ON EXCHANGES. The SEC announces the replacement of its annual publication Securities Traded on Exchanges with an up to date computer print-out of all issues traded on the nation's securities exchanges. The print-out will alphabetically list all issuers, classes of securities, the basic registration form used, and the legal status under which the securities have been admitted to trading, and will be revised several times each year. Copies of this print-out can be obtained for twelve cents per page from the Public Reference Room, Securities and Exchange Commission, Washington, D. C. 20549. The copying agent will invoice you upon shipment of your order.

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Accurate Calculator Corporation, First World Corporation, Lilac Time, Inc., Logos Development Corporation, and Textured Products, Inc. for the further ten-day period April 5-14, inclusive.

SECURITIES ACT REGISTRATIONS. Effective April 4: Aluminum Company of America, 2-47287; Commercial Credit Company, 2-47330; Control Data Corp., 2-47133; Deltec International Limited, 2-47283; The Pillsbury Co., 2-47237.

*As estimated for purposes of computing the registration fee.

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Copies of registration statements may be ordered from the Commission's Public Reference Section. All other referenced material is available in the issue of the SEC Docket indicated in parentheses below the News Digest Issue No. Both the News Digest (\$33.00 a year, first class mail; \$8.25 additional for foreign mailing; \$25.00 additional for air mail) and the SEC Docket (\$17.00 a year, first class mail; \$4.25 additional for foreign mailing) are for sale by the Superintendent of Documents, Government Printing Office, Washington, D. C. 20402.