



Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

A Daily Summary of
S.E.C. Activities

(In ordering full text of Releases from SEC Publications Unit cite number)

(Issue No. 72-68)

FOR RELEASE April 11, 1972

COMMISSION ANNOUNCEMENT

IMPROVED COMMUNICATIONS REG. A EXEMPTION SUSPENDED. The SEC has issued an order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a public offering of 100,000 shares of common stock at \$2.50 per share by Improved Communications, Inc. (ICI), which commenced on November 29, 1971. The order provides an opportunity for hearing upon request on the question whether the suspension should be vacated or made permanent.

According to the order, the Commission's staff has reason to believe that the offering circular failed to state material facts with respect to the following matters: (a) Frederick Fuchshuber Hesse was an affiliate and promoter of ICI, (b) in reporting salaries and commission owed to an officer of ICI and (c) in that a Regulation A exemption was not available to ICI because Hesse is the subject of an order enjoining him from violations of the Federal securities laws and has been convicted of crimes under the Federal securities laws within ten years of the filing of ICI's notification.

CASTALITE CORP. REG. A EXEMPTION SUSPENDED. The SEC has issued an order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a proposed public offering of 320,000 shares of common stock at \$1.25 per share by The Castalite Corporation. The order provides an opportunity for hearing upon request on the question whether the suspension should be vacated or made permanent.

According to the order, the Commission's staff has reason to believe that the offering circular contains untrue statements of material facts and fails to state material facts with respect to the following: (a) that Castalite would be in direct competition with companies manufacturing and distributing a product substantially identical to its proposed product, (b) that the reinforced product which Castalite is manufacturing through a subcontractor cannot be made as a reinforced product with the machine which it proposes to purchase with part of the proceeds of the offering, (c) that Castalite will be the holder of exclusive national production and distribution rights to certain products only if other companies producing and distributing the product can be forced, by legal action, to cease such activities and that Castalite has proposed litigation be brought against certain competitors, (d) the rights to one of the proposed products had been obtained or are to be obtained in exchange for Castalite stock and that Castalite had proposed to issue stock in exchange for production facilities, (e) the offering circular contains untrue statements that the principal promoter of Castalite had acquired rights to one of the proposed products for \$6,250 and transferred the rights to Castalite at no cost and regarding the background of the principal promoter.

NEW RULES AND RULE PROPOSALS

SEC ADOPTS INVESTMENT COMPANY ACT RULE 27d-3 AND FORM N-27D-2. The Commission today announced that it has adopted Rule 27d-3 and Form N-27D-2 under the Investment Company Act of 1940, providing for quarterly reports to be filed by registered investment companies (unit investment trusts and management investment companies) issuing periodic payment certificates subject to the surrender right of Section 27(d) of the Act. Issuers would not be required to file the Form if the depositor or underwriter has obtained an insurance company undertaking, pursuant to Rule 27d-2, to guarantee the performance of all of its obligations to refund charges. Issuers of periodic payment certificates that are subject to only the 45 day withdrawal right of Section 27(f) are not required to file the Form; the Commission intends to propose a different form for the collection of data on the refund experience of such issuers.

The first report on Form N-27D-2, for the calendar quarter ending December 31, 1971, will be due May 30, 1972.

Printing and mailing of copies of the Release for distribution to the Commission's mailing list will be somewhat delayed. Therefore, the Association of Mutual Fund Plan Sponsors and the Investment Company Institute have undertaken to distribute copies to their membership. The Release will also appear in the Federal Register within the next few days. (Rel. IC-7090)

COURT ENFORCEMENT ACTIONS

SEC NAMES AMERICAN AGRONOMICS, OTHERS. The SEC announced April 6 the filing of a complaint in the Federal court in Ohio seeking to enjoin further violations of the antifraud provisions of the Federal securities laws in the offer and sale of orange grove investment contracts of American Agronomics Corp. by the following: American Agronomics Corp. ("Agronomics"), a Florida corporation; Farmers Equity Corp. ("Farmers"), a Florida corporation; Jules Freeman of Miami, Florida; Jack Freeman of Coral Gables, Florida; John Tobias of Miami, Florida; David Roe of North Miami Beach, Florida; Sol S. Comet and Irving Guth, both of Cleveland, Ohio; G. Allen Prymmer of Rocky River, Ohio; Ralph Duckworth of Chagrin Falls, Ohio; Robert Trivison of North Royalton, Ohio; and Barry L. Kessler and Thomas E. Brock both of Columbus, Ohio. Defendants Agronomics, Farmers, Jules Freeman, Jack Freeman, Tobias and Roe are charged with violating the registration and unlawful representation provisions. The complaint also alleges that Agronomics and its wholly-owned broker-dealer subsidiary, Farmers, used a high-pressure sales operation that employed daily shifts of salesmen using wats lines and false and misleading prepared sales pitches. In addition, defendants Prymmer and Comet are charged with trading in the common stock of Agronomics without disclosing material non-public information. (LR-5372)

OVER

INJUNCTIVE ACTION RE FIRST AMERICAN BANK & TRUST, OTHERS. The SEC Denver Regional Office announced April 3 that the Federal court in Bismarck, N.D., in an injunctive action brought by the Commission against First American Bank and Trust Company, Bismarck Investment Corporation, Robert M. Hart, Robert N. Campbell and Larry Sanders, had ordered that "Petition for a temporary restraining order is denied, except that defendant is restrained from implying in its advertising that it is bonded and insured for the protection of the depositors" (LR-5367)

FOUR INDIVIDUALS, TWO FIRMS PLEAD GUILTY. The SEC New York Regional Office announced April 7 the following pleas of guilty in connection with an indictment returned by the Federal court in New York: Joseph Rozzo and Leonard N. Tarr, of New York and president of Kevin Securities Corp., plead guilty to a charge of conspiracy to obstruct justice; Tarr also plead guilty to the conspiracy charge in behalf of Kevin Securities. Arnold Goldstein, president of Arnold Wilkens & Co., Inc., plead guilty to making false statements to a Federal officer. Ernest Wilkens, of Brooklyn, and Goldstein (on behalf of the Wilkens firm) plead guilty to failing to make, keep and preserve records as required by the Federal securities laws. Sentencing will take place on May 5, 1972. (LR-5369)

BARRETT AND CO. ENJOINED. The SEC Chicago Regional Office announced April 7 that the Federal court in Minneapolis had enjoined Barrett and Company, Inc., a Minneapolis broker and dealer, from violations of the net capital and bookkeeping provisions of the Federal securities laws. The court also appointed Lawrence Perlman as trustee for the liquidation of the business of Barrett and Company, based upon an application of the Securities Investor Protection Corporation. The defendant consented to the court order without admitting or denying the allegations. (LR-5368)

HOLDING COMPANY ACT RELEASES

AMERICAN NATURAL GAS. The SEC has issued a notice giving interested persons until May 8 to request a hearing upon an application of American Natural Gas Company, New York, N.Y., and two subsidiaries, Michigan Wisconsin Pipe Line Company and Michigan Consolidated Gas Company, both of Detroit. American Natural proposes to issue and sell 1,700,000 shares of common stock (\$10 par) at competitive bidding. Net proceeds will be used to invest up to a maximum of \$25,000,000 and \$10,010,000 in the common stocks of Michigan Wisconsin and Michigan Consolidated, respectively, and to repay some \$26 million of outstanding notes, due 1972, issued to banks. Michigan Wisconsin proposes to issue and sell 250,000 common shares to the parent for an aggregate of \$25 million. Net proceeds will be used to finance in part its 1972 construction program estimated at \$140 million. Michigan Consolidated proposes to issue and sell 715,000 common shares to the parent for an aggregate of \$10,010,000. Net proceeds will be used to pay a like amount of notes issued for interim financing which will be outstanding at the date of the sale. (Rel. 35-17532)

LOUISIANA POWER & LIGHT. The SEC has issued an order upon an application of Louisiana Power & Light Company and Middle South Service, Inc., both New Orleans subsidiaries of Middle South Utilities, Inc. Services has established a computer center at Gretna, La., which serves the Middle South System. Louisiana Power owns certain electronic equipment in use at Services' computer center. Louisiana Power proposes to sell this equipment to services at the depreciated original cost of the equipment (\$125,180.67 at December 31). To finance the cost of the equipment, Services proposes to issue and sell unsecured notes to the parent as previously authorized by the Commission. (Rel. 35-17533)

In a separate order, the Commission has authorized Services to issue and sell up to \$3 million of unsecured notes to banks to finance the cost of the computer equipment for its computer center at Gretna, Louisiana. It has rented such equipment from others since the establishment of the center. (Rel. 35-17534)

INVESTMENT COMPANY ACT RELEASES

GROUP PROGRAMS. The SEC has issued an order declaring that Group Programs, New York, N.Y., has ceased to be an investment company as defined in the Act.

CHASE INSTITUTIONAL INVESTORS. The SEC has issued an order declaring that Chase Institutional Investors of Boston, Inc., has ceased to be an investment company as defined in the Act. (Rel. IC-7124)

SECURITIES ACT REGISTRATIONS

ADR'S FILED FOR ANGLOVAAL HOLDINGS LIMITED. First National City Bank, 111 Wall St., New York 10015, filed a registration statement on April 4 seeking registration of 100,000 American Depositary Receipts for ordinary shares of Anglovaal Holdings Limited (a South African company). (File 2-43735)

GENERAL TELEPHONE COMPANY OF THE NORTHWEST, INC., 1800 41st St., Everett, Washington 98201, filed a registration statement on April 6 seeking registration of \$20 million of first mortgage bonds, Series U, due 2002, to be offered for public sale at competitive bidding. A subsidiary of General Telephone & Electronics Corporation, the company will apply/net proceeds from the financing toward the payment of short term loans owing to banks and the parent and commercial paper (estimated not to exceed \$42,000,000), obtained for construction purposes. (File 2-43739)

JIM WALTER INVESTORS (the Trust), 1500 N. Dale Mabry Highway, Tampa, Fla. 33607. filed a registration statement on April 6 seeking registration of 1,500,000 shares of beneficial interest and warrants to purchase 1,500,000 shares, to be offered for public sale in units, each consisting of one share and one warrant. The offering is to be made at \$20 per unit through underwriters headed by Loeb, Rhoades & Co., 42 Wall St., New York 10005. The Trust was organized by Jim Walter Corporation and its subsidiaries (other than the investment adviser), to engage in making diversified real property investments. Jim Walter Advisers, Inc. is the investment adviser. (File 2-43740)

AMERICAN CATTLE COMPANY, Suite C, 2632 S. 24th St., Phoenix, Ariz. 85034, filed a registration statement on April 4 seeking registration of \$10 million of interests in a Special Cattle Feeding Program, to be offered for public sale in minimum amounts of \$20,000. The company is primarily engaged in acting as agent for investors in managing cattle feeding programs. Net proceeds will be used for general corporate purposes. (File 2-43736)

THE SPERRY AND HUTCHINSON COMPANY, 330 Madison Ave., New York 10017, filed a registration statement on April 6 seeking registration of 1,000,000 outstanding shares of common stock, to be offered for public sale by the holders thereof. The offering is to be made (*at \$48.75 per share maximum) through underwriters headed by Goldman Sachs & Co., 55 Broad St., New York 10004 and Kuhn, Loeb & Co., 40 Wall St., New York 10005. The company is principally engaged in furnishing a trading stamp service for retail merchants and their customers. (File 2-43741)

JEWELCOR INCORPORATED, 1212 Avenue of the Americas, New York 10036, filed a registration statement on April 6 seeking registration of 725,000 shares of common stock, of which 413,000 are to be offered for public sale by the company and 312,000 (being outstanding shares) by the holders thereof. The offering is to be made (*at \$35 per share maximum) through C. E. Unterberg, Towbin Co., 61 Broadway, New York 10006. The company is primarily engaged in the manufacture and sale of jewelry, general merchandise and high speed commercial printing and related activities. Of the net proceeds of its stock sale, \$4,000,000 will be used to repay outstanding bank debt, and the balance for working capital and other corporate purposes. (File 2-43742)

GREGG'S FOOD PRODUCTS, INC., 9000 N.E. Marx Drive, Portland, Oreg. 97220, filed a registration statement on April 6 seeking registration of 450,000 shares of common stock, of which 162,500 are to be offered for public sale by the company and 262,500 (being outstanding shares) by the holders thereof. The offering is to be made (*at \$8 per share maximum) through underwriters headed by Black & Co., Inc., 621 S.W. Morrison St., Portland, Oreg. 97205. The company is primarily engaged in the manufacture and sale of margarine, mayonnaise, table syrup and salad dressings. Of the net proceeds of its stock sale, \$450,000 will be used to purchase and install machinery to manufacture plastic containers and the balance for working capital and other corporate purposes. (File 2-43743)

THERMO ELECTRON CORPORATION, 101 First Ave., Waltham, Mass. 02154, filed a registration statement on April 6 seeking registration of 150,000 shares of common stock, of which 55,000 are to be offered for public sale by the company and 95,000 (being outstanding shares) by the holders thereof. The offering is to be made (*at \$68 per share maximum) through underwriters headed by C. E. Unterberg, Towbin Co., 61 Broadway, New York 10006. The company is principally engaged in research and development in areas related to the conversion, transfer and utilization of heat and other forms of energy, in the manufacture and sale of furnaces and associated equipment for use in industrial heat processes and of equipment to clean rolls on paper manufacturing machines. Of the net proceeds of its stock sale, \$2,095,000 will be applied to the reduction of short-term indebtedness and the balance for working capital purposes. (File 2-43744)

RYDER SYSTEM, INC., 2701 S. Bayshore Dr., Miami, Fla. 33133, filed a registration statement on April 6 seeking registration of \$25 million of collateral trust debentures, Series B, due 1992, to be offered for public sale through underwriters headed by Salomon Brothers, 60 Wall St., New York 10005. The company is a full-service truck lessor and also is engaged in short-term truck rental and the transport of new automobiles. Of the net proceeds of its debenture sale (together with other funds), \$25,000,000 will be advanced to its subsidiary, Ryder Truck Rental, Inc. and the balance for other corporate purposes. (File 2-43746)

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:

- The Coca-Cola Company, Atlanta, Ga. (File 2-43709) - 392,390 shares
- The Foxboro Company, Foxboro, Mass. (File 2-43711) - 150,000 shares
- Koehring Company, Milwaukee, Wisc. (File 2-43722) - 237,043 shares
- Tenneco Inc., Houston, Tex. (File 2-43725) - \$14,079,200 of contributions by the employer and participating employees
- Princeton American Bancorp, Princeton, N.J. (File 2-43726) - 7,045 shares of convertible preferred stock.
- UAL, Inc., Chicago, Ill. (File 2-43727) - 43,550 Series A, cumulative preferred stock
- Bank Building & Equipment Corporation of America, St. Louis, Mo. (File 2-43728) - 20,000 shares
- Ethyl Corporation, Richmond, Va. (File 2-43729) - 88,400 shares
- Keebler Company, Elmhurst, Ill. (File 2-43737) - 120,000 shares

MISCELLANEOUSIMPORTANT NOTICE

Many requests for copies of documents referred to in the daily SEC News Digest have erroneously been directed to the Government Printing Office. They should be addressed: Public Reference Section, Securities and Exchange Commission, Washington, D. C. 20549. The reproduction cost will approximate 12¢ per page, plus postage, for mailing within four days, to 25¢ per page, plus postage, for overnight mailing. Cost estimates given on request.

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. The captions of the items are as follows:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Legal Proceedings.
- Item 4. Changes in Securities.
- Item 5. Changes in Security for Registered Securities.
- Item 6. Defaults upon Senior Securities.
- Item 7. Increase in Amount of Securities Outstanding.
- Item 8. Decrease in Amount of Securities Outstanding.
- Item 9. Options to Purchase Securities.
- Item 10. Revaluation of Assets or Restatement of Capital Share Account.
- Item 11. Submission of Matters to a Vote of Security Holders.
- Item 12. Changes in Registrant's Certifying Accountant.
- Item 13. Other Materially Important Events.
- Item 14. Financial Statements and Exhibits.

Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). Invoice will be included with the requested material when mailed.

8K Reports For Feb 72

USTS Inc (11)	0-4389-2	Nationwide Nursing Centers Inc (1,3,7,14)	0-4370-2
Bancshares of N C Inc Mar 71 (11)	0-4481-2	Sayre & Fisher Co Jan 72 (3,13,14)	1-3391-2
Home Investors Trust Jan 72 (11,14)	0-5120-2	Stauffer Chemical Co Dec 71 (8)	1-3766-2
(Investor 70's, Ltd)			
United Professional Planning Inc Dec 71 (2)	2-37351-2	Hazeltine Corp (13,14)	1-230-2
Twin City Barge & Towing Co (13,14)	0-4138-2	Union Oil Co of Calif (7,9,14)	1-554-2
Rowe Furniture Corp (13)	0-232-2		
		<u>Amended 8K Report</u>	
Public Srvc Co of Indiana Inc (3,13)	1-3543-2	Northern Corp #1 for Jul 71 (12)	0-4405-2
UDO Pacific Corp (2,13)	1-5839-2		
Unifi Inc (2,14)	2-34807-2	Sayre & Fisher Co #1 for Dec 71 (14)	1-3391-2
Philadelphia Electric Co (13)	1-1401-2		

SECURITIES ACT REGISTRATIONS. Effective April 7: Berkey Photo, Inc., 2-43061; The Equitable Life Assurance Society of the United States, 2-43529; First American National Corp., 2-42849 (90 days); Gaynor-Stafford Industries, Inc., 2-42740; General Instrument Corp., 2-43222; Hyatt Corp., 2-43284; Iowa Electric Light & Power Co., 2-43131; Arthur D. Little, Inc., 2-43430.

NOTE TO DEALERS. The period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

*As estimated for purposes of computing the registration fee.

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GPO 912-604

ONLY the SEC News Digest is for sale by the Superintendent of Documents, U. S. Government Printing Office, Washington, D. C. 20402. All other referenced material must be ordered from the Securities and Exchange Commission, Washington, D. C. 20549.