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Issue 77-215

U.S. SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDINGS

BENCHMARK SECURITIES, INC.

The Commission has modified its order of April 28 revoking the broker-dealer registration of Benchmark Securities, Inc. The order was modified so as to provide that notwithstanding anything therein contained, Benchmark Securities, Inc. shall continue to be deemed a registered broker and dealer for purposes of the Securities Investor Protection Act of 1970 until April 28, 1978. For purposes other than those of the Securities Investor Protection Act, the Commission's prior order of April 28 remains in full force and effect unmodified. (Rel. 34-14115)

COMMISSION ANNOUNCEMENTS

BENJAMIN MILK APPOINTED EXECUTIVE DIRECTOR

Chairman Harold M. Williams announced today appointment of Benjamin Milk as the Commission's Executive Director, pending final concurrence by the Civil Service Commission. Mr. Milk, who was designated Acting Executive Director in March by then Chairman Roderick M. Hills, joined the staff of the Commission in 1972. He has served as Senior Operations Planning Coordinator, Director of EEO, and Chief Management Analyst.

As Executive Director, Mr. Milk is the senior management official on the staff. He assists the Chairman in carrying out his executive responsibilities and is responsible for the development and execution of overall management policies affecting all operating divisions, staff offices and regional offices. In addition, he is responsible for directing and coordinating the activities of the Office of Comptroller, the Office of Personnel, the Office of Data Processing, and other principal support units.

Mr. Milk received his A.B. degree from Antioch College in 1961 and his M.P.A. degree from the Graduate School of Public and International Affairs at the University of Pittsburgh in 1965. Before joining the staff of the Commission, he held a number of management positions with the Port Authority of New York and New Jersey and was Manager of Organization Planning for the Western Union Corporation.

COURT ENFORCEMENT ACTIONS

DALE E. BAKER AND JAKE EVENBLIJ INDICTED

The Seattle Regional Office announced that on November 19 two Edmonds, Washington residents were indicted by a Federal Grand Jury in the Western District of Washington. Dale E. Baker and Jake Evenblij are charged with twenty-seven counts of securities, mail and wire fraud. The charges stem from activity in 1975 and 1976 involving the issuance of letters of intent, commitment letters, and lease purchase agreements to borrowers in several states in exchange for a refundable advance deposit. (U.S. v. Dale E. Baker and Jake Evenblij, W.D. Wa., CR-77-348V). (LR-8185)

CORNERSTONE REALTY INVESTMENT CO., OTHERS ENJOINED

The Boston Regional Office announced that on October 27 the Honorable Andrew A. Caffrey, Chief Judge of the U.S. District Court for the District of Massachusetts, entered a final order of permanent injunction against Cornerstone Realty Investment Company, a Massachusetts limited partnership with offices in North Attleboro, Massachusetts, and its two general partners, Raymond G. Lallier of North Attleboro and John W. Murphy of Seakonk, Massachusetts, permanently enjoining them from violations of the registration and antifraud provisions of the securities laws. In addition, Judge Caffrey entered an order appointing Edward J. Regan, Esquire of Providence, Rhode Island a temporary receiver for Cornerstone Realty Investment Company.

The complaint alleges that defendants offered and sold \$1.9 million of Cornerstone's unregistered limited partnership interests in violation of the registration and anti-fraud provisions of the securities laws. The complaint alleges that defendants made material misrepresentations and omitted to state material facts relating to, among other things, the financial condition of Cornerstone; the tax shelter aspects of the security; the source of Cornerstone's 11% annual distributions; and Cornerstone's having failed to file requisite registrations with the Commonwealth of Massachusetts and the Commission. The Commission's complaint also sought the appointment of a temporary receiver. The defendants consented to the entry of the injunction and the appointment of the receiver without admitting or denying the allegations in the Commission's complaint. (SEC v. Cornerstone Realty Investment Co., et al., D. Ma., Civil Action No. 77-3215-C). (LR-8186)

COMPLAINT NAMES ALLEN R. GLICK AND ARGENT CORPORATION

The Los Angeles Regional Office announced that on October 31 a complaint was filed in the U.S. District Court in San Diego, California, seeking an injunctive order and certain ancillary relief against Allen R. Glick of La Jolla, California and Argent Corporation of Las Vegas, Nevada. Argent owns and operates the Stardust and Fremont casino-hotels in Las Vegas. The complaint alleges violations of the antifraud provisions of the securities laws. The complaint charges that Glick and Argent pursued a deceptive and fraudulent course of business by causing Argent to make approximately \$7.5 million in loans to Glick and to private companies that Glick controls. The complaint alleges that the defendants' conduct acted as a fraud upon the public holders of Argent's debentures. (These debentures are subordinated to approximately \$100 million indebtedness payable to the Central States Pension Fund of the Teamsters' Union.) In connection with this fraud, it is charged that Glick and Argent misrepresented certain facts and failed to disclose material facts.

The SEC is seeking an order enjoining Glick and Argent from further violations and seeks appointment of a Master to investigate the circumstances of the loans to Glick and to recommend appropriate procedures necessary to protect the interest of Argent's public debenture-holders. (SEC v. Allen R. Glick, Argent Corporation, S.D. Cal., CV-77-0695-GT). (LR-8187)

COMPLAINT NAMES CLAUDE COCKRELL, JR.

The Commission announced the filing of a complaint in the U.S. District Court for the District of Columbia against Claude Cockrell, Jr., a Nashville, Tennessee businessman. The complaint seeks to enjoin the defendant from violations of the antifraud provisions of the Securities Exchange Act of 1934. The Commission's complaint alleges violations of the securities laws in connection with public statements made by Cockrell on May 10, 12 and 18, 1977, to the effect, among other things, that he and a group of thirteen other business people located throughout the U.S. and Canada who owned, controlled or represented over 20% of the outstanding Twentieth Century stock were interested in acquiring control of and would make a friendly take over of Twentieth Century-Fox Film Corp., that the group was then purchasing a considerable amount of stock under a variety of names, [and that] the group was prepared to spend \$20 million in connection with the purported take over attempt. The complaint alleges that these statements were all false and misleading.

The Commission also announced that Cockrell consented to the entry of a final judgment of permanent injunction restraining and enjoining him from further violations of the antifraud provisions of the Securities Exchange Act of 1934 and ordering certain other relief. Cockrell consented to the entry of the final judgment without admitting or denying the allegations of the Commission's complaint. (SEC v. Claude Cockrell, Jr., U.S.D.C. D.C., Civil Action No. 77-1916). (LR-8188)

INVESTMENT COMPANY ACT RELEASES

SCUDDER CASH INVESTMENT TRUST

A notice has been issued giving interested persons until November 25 to request a hearing on an application of Scudder Cash Investment Trust (Applicant), registered under the Act as a diversified, open-end management investment company, requesting an order pursuant to Section 6(c) of the Act exempting Applicant from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder, to the extent necessary to permit Applicant to value its assets using the "amortized cost" method of valuation. (Rel. IC-9992 - Nov. 4)

D. H. BALDWIN COMPANY (OHIO)

A notice has been issued giving interested persons until November 29 to request a hearing on an application of D. H. Baldwin Company (Ohio), D. H. Baldwin Company (Delaware), and The United Corporation (United), a closed-end investment company registered under the Act (collectively Applicants), for orders of the Commission: (1) pursuant to Section 17(b) of the Act, exempting from Section 17(a) of the Act, the reorganization of D. H. Baldwin Company (Ohio) and the proposed merger of United with and into the reorganized company; (2) pursuant to Section 17(d) of the Act and Rule 17d-1 thereunder, permitting, to the extent necessary, Applicants' participation in the proposed merger transactions together with certain individuals associated with Applicants; and (3) pursuant to Section 8(f) of the Act, declaring that, upon consummation of the merger, United has ceased to be an investment company. (Rel. IC-9993 - Nov. 4)

HOLDING COMPANY ACT RELEASES

METROPOLITAN EDISON COMPANY

A notice has been issued giving interested persons until November 30 to request a hearing on a proposal of Metropolitan Edison Company, subsidiary of General Public Utilities Corporation, that it enter into an agreement with a municipal authority concerning the financing of certain pollution control facilities and that it be granted an exemption from competitive bidding in connection therewith. (Rel. 35-20244 - Nov. 4)

PENNSYLVANIA ELECTRIC COMPANY

A notice has been issued giving interested persons until November 30 to request a hearing on a proposal of Pennsylvania Electric Company, subsidiary of General Public Utilities Corporation, that it enter into agreements with municipal authorities concerning the financing of pollution control facilities and that it be granted an exemption from competitive bidding in connection therewith. (Rel. 35-20245 - Nov. 4)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Chicago Board Options Exchange, Inc. (CBOE) has filed a proposed rule change under Rule 19b-4 (SR-CBOE-77-21) designated by the CBOE as interpretations .01 and .02 to its existing Rule 4.16, providing for the imposition of trading restrictions on discount opening uncovered option writing transactions during the pendency of underwritten distributions of securities underlying call options traded on the CBOE. Publication of the proposal is expected to be made in the Federal Register during the week of November 6. (Rel. 34-14136)

The CBOE has also filed a proposed rule change under Rule 19b-4 (SR-CBOE-77-22) to amend CBOE Rule 4.16 relating to the imposition of restrictions on certain member transactions during the pendency of a public offering of the common stock of Southern Company, Inc. scheduled to commence on November 1. Publication of the proposal is expected to be made in the Federal Register during the week of November 6. (Rel. 34-14137)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by The Options Clearing Corporation (OCC) (SR-OCC-77-12) to change the expiration time for certain series of options and to improve OCC's emergency procedures. (Rel. 34-14140)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC pursuant to the Securities Act of 1933. The information noted below has been taken from the cover page and the facing sheet of the prospectus and registration statement and will appear as follows: Form; Name, address and phone number (if available) of the issuer of the security; Title and the number or face amount of the securities being offered; Name of the managing underwriter (if applicable); Whether the offering is a rights offering; and File number and date filed.

(S-8) BEST PRODUCTS CO., INC., U.S. Highway One North, Ashland, Va. 23005 - 100,000 shares of common stock. (File 2-60236 - Nov. 7)

- (S-1) DIXICO INC., 1415 South Vernon St., Dallas, Texas 75224 (214) 943-7521 - 5,500 convertible subordinated debentures and 550,000 shares of common stock. Underwriter: Eppler, Guerin & Turner, Inc. (File 2-60241 - Nov. 7)
- (S-8) THE UNITED STATES SHOE CORPORATION, 1658 Herald Ave., Cincinnati, Ohio 45212 - 300,000 shares of common stock. (File 2-60244 - Nov. 7)
- (S-8) HORIZON BANCORP, 334 Madison Ave., Morristown, N.J. 07960 - \$700,000 of interests. (File 2-60246 - Nov. 7)
- (S-16) DATA 100 CORPORATION, 6110 Blue Circle Dr., Minnetonka, Minn. 55343 (612) 941-6500 - 841,290 shares of common stock. (File 2-60247 - Nov. 7)
- (S-8) HUNTINGTON BANCSHARES INC., Seventeen South High St., P.O. Box 1558, Columbus, Ohio 43216 - 129,825 shares of common stock. (File 2-60248 - Nov. 7)
- (S-16) EMERSON ELECTRIC CO., 8100 West Florissant Ave., St. Louis, Mo. 63136 (314) 553-2000 - 20,970 shares of common stock. (File 2-60249 - Nov. 7)

REGISTRATIONS EFFECTIVE

Nov. 3: Arden Group, Inc., 2-60055; Central Telephone Co. of Florida, 2-60053; Coldwell, Banker & Co., 2-60050; The Corporate Income Fund, Nineteenth Intermediate Term Series, 2-59867; The Empire District Electric Co., 2-59924; First Pennsylvania Corp., 2-60107; Hauserman, Inc., 2-60141; Missouri Pacific Corp., 2-60184; Norton Simon, Inc., 2-60124.

Nov. 4: Carolina Energies, Inc., 2-59874; Combined Communications Corp., 2-59891; Gould, Inc., 2-60100; JLG Industries, Inc., 2-60168; Jones Intercable, Inc., 2-59466; Leaseway Transportation Corp., 2-60025; Merrill Lynch Discount Bond & Equity Index Fund, Inc., 2-59762; Patrick Petroleum Co. 1977-78 Income Program, 2-59409 (90 days); Philip Morris Inc., 2-60014; Premier Angus, Inc., 2-59773; The Quaker Oats Co., 2-60145; Telescience, Inc., 2-59505; Trust Co. of Georgia, 2-59653.

NOTE TO DEALERS. When applicable the 90-day period of time dealers are required to use the prospectus is noted above in parentheses after the name of the issuer. As to the other issuers, there may be no such requirement to use a prospectus, or the requirement may be for a period of only 40 days; see Section 4(3) of the Securities Act of 1933 and Rule 174 (17 CFR 230.174) thereunder.

REGISTRATIONS WITHDRAWN

Zodiac Energy Corp., 2-58839. (October 31)

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 10c per page plus postage (7 days) (\$3.50 minimum); 20c per page plus postage for expedited service (4 days) (\$5.00 minimum) and 30c per page plus postage for priority service overnight (\$5.00 minimum). Cost estimates are given or request. All other reference material is available in the SEC Docket.

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