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## COMMISSION ANNOUNCEMENTS

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### COMMISSIONER EVANS SPEAKS BEFORE THE UTAH STATE BAR ASSOCIATION

Commissioner Evans spoke before the Business and the Securities Laws Seminar, Continuing Legal Education, Utah State Bar Association, co-sponsored by the Brigham Young University and the University of Utah, in Salt Lake City, Utah, on February 14, 1980. The title of his address was "An Inside View of the SEC Regulatory Process".

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## CIVIL PROCEEDINGS

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### COMPLAINT NAMES AEGEAN INDUSTRIES, INC., OTHERS

The New York Regional Office announced on February 13 the filing of a civil injunctive action seeking to enjoin Aegean Industries, Inc., a New York corporation formally engaged in the development of vinyl cedar-shake siding products; Stanley J. Sanders of Roslyn, New York, an attorney, who has served as a former president of Aegean, and is currently a director and shareholder of Aegean; and Vincent Fava of East Meadows, New York, the inventor of Aegean's siding products, who has been a director and shareholder of Aegean since its inception, from future violations of the registration and antifraud provisions of the securities laws.

The complaint alleged that, commencing in 1973, the defendants made false and misleading statements in three unregistered distributions of Aegean securities, raising approximately \$700,000 from approximately 100 investors. In addition to injunctive relief, the complaint seeks an order directing Sanders and Fava to disgorge certain monies. (SEC v. Aegean Industries, Inc., S.D.N.Y., 80 Civil 843, C.S.H.). (LR-9006)

### THOMAS J. BALL ENJOINED

The Washington Regional Office announced that on February 1 the Honorable Oren R. Lewis, U.S. District Court Judge for the Eastern District of Virginia, entered a final judgment permanently enjoining Thomas J. Ball, also doing business as Tom Ball & Associates, from violations of the registration and antifraud provisions of the securities laws in the offer, purchase, and sale of securities in the form of "Full Binding Contracts", "Land Developments Investments" and other securities. The final judgment also permanently enjoins the defendant from violating the investment adviser registration and antifraud provisions of the securities laws. The order also provides for a freezing of the defendant's assets and for an accounting to be performed by the Commission of all investor funds paid to defendant.

The final judgment was entered with the consent of the defendant, who neither admitted nor denied the allegations of the complaint. The final judgment also provides that the court shall retain jurisdiction over the defendant and the subject matter for the purpose of determining the appropriateness and amount, if any, of further equitable relief in the form of disgorgement. (SEC v. Thomas J. Ball, U.S.D.C. E.D. Va., Alexandria Division, Civil Action No. 80-44-A). (LR-9008)

### ORDERS SIGNED RE SALOMON BROTHERS, OTHERS

The Commission announced that on February 14 the Honorable Robert L. Carter, U.S. District Judge for the Southern District of New York, signed orders relating to Salomon Brothers, Kenneth Lipper, Eberstadt Asset Management, Inc., Eberstadt Fund Management, Inc., and F. Eberstadt & Co., Inc. The orders require that each of the parties comply with a stipulation of settlement which they agreed to and do not constitute an admission or denial of any issue of law or fact in the proceedings.

The stipulations require, *inter alia*, that in the future each of the entities shall make the initial filings required under Sections 13(d) and 14(d) of the Securities Exchange Act of 1934. In addition, each of the entities agreed to have or continue in practice as the case may be certain procedures for certain transactions which relate to the filing requirements of Sections 13(d) and 14(d) of the Exchange Act, and in the case of Eberstadt Asset Management and Eberstadt Fund Management, Sections 17(d) and 17(e) of the Investment Company Act of 1940, which they have also agreed to comply with.

Furthermore, Eberstadt Asset Management and Eberstadt Fund Management agreed that the fee received by the predecessor to Eberstadt Asset Management for rendering financial advice to Sun Co. shall be deemed to be the property of the Chemical and Surveyor Funds. Subject to the approval of the Boards of Directors of such Funds and the court, such moneys may be used to settle or pay any judgment against Eberstadt Asset Management or Eberstadt Fund Management that may arise out of related class actions. In addition, the court signed an order proposed by the Commission terminating the Commission's action against Fairleigh S. Dickinson, Jr.

The Commission filed its civil complaint on March 9, 1978, alleging violations of, *inter alia*, beneficial ownership and tender offer provisions of the Securities Exchange Act of 1934 and Sections 17(d) and 17(e) of the Investment Company Act of 1940. The court in its opinion of July 9, 1979, reported in 475 F.Supp. 783 (S.D.N.Y. 1979), found violations of the securities laws as to these parties. The above orders conclude the Commission's case against these parties. (SEC v. Sun Co. Inc., et al., S.D.N.Y., Civil Action No. 78-1055). (LR-9010)

#### SMITH W. BAGLEY, OTHERS ENJOINED

The Washington Regional Office announced that on February 20, pursuant to a settlement, the U.S. District Court in Washington, D.C., entered a Final Judgment of Permanent Injunction against Smith W. Bagley, James R. Gilley and William F. Thomas. The defendants consented to being enjoined without admitting or denying the allegations contained in the Commission's complaint. The judgment enjoins Bagley and Gilley from violations of Section 17(a) of the Securities Act of 1933 and Section 10(b) and Rule 10b-5 thereunder of the Securities Exchange Act of 1934 in the offer sale or purchase of the securities of any issuer subject to the reporting requirements of Section 13 of the Exchange Act of which the defendant is an officer or director or holds a certain percentage of the outstanding securities. Additionally, Bagley and Gilley are enjoined from failing to comply with the reporting provisions of Sections 13(d) and 16(a) of the Exchange Act and from causing to be filed with the Commission any annual or periodic report required to be filed pursuant to Section 13(a) of the Exchange Act which contains any misstatement of material fact or omits to state any material fact necessary to be made in order to make the statements made, not misleading. The judgment enjoins Thomas from violations of Section 17(a) of the Securities Act and Section 10(b) and Rule 10b-5 thereunder of the Exchange Act in connection with the offer, sale or purchase of any over-the-counter securities by effecting a series of transactions creating actual or apparent trading activity or raising or depressing the price of any such securities by others, or otherwise manipulating the market price of any such securities. (SEC v. Smith W. Bagley, et al., U.S.D.C., D.C., Civil Action No. 79-0812). (LR-9011)

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## CRIMINAL PROCEEDINGS

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#### ENDEL PEEDO SENTENCED

On February 8 Endel Peedo of Alexandria, Virginia, was sentenced by the Honorable Albert V. Bryan, U.S. District Court Judge for the Eastern District of Virginia, Alexandria Division, to two years' imprisonment. The sentence was suspended, and Peedo was placed on three years' probation on the condition that he not directly or indirectly solicit investments in any enterprise. The sentencing followed Peedo's guilty plea on January 8, 1980, to one count of mail fraud in the execution of a fraudulent scheme concerning the publication and profitability of Quinto Lingo magazine. (U.S. v. Endel Peedo, E.D. Va., Cr. No. CR-79-171). (LR-9007)

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## HOLDING COMPANY ACT RELEASES

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### MIDDLE SOUTH SERVICES, INC.

A notice has been issued giving interested persons until March 13 to request a hearing on a proposal of Middle South Services, Inc., subsidiary of Middle South Utilities, Inc., whereby the subsidiary will make short-term bank borrowings of up to an amount of \$30 million at any one time outstanding through December 31, 1981. Repayment of the loan will be guaranteed by Middle South Utilities. The proceeds of the borrowings will be used primarily to repay maturing short-term borrowings and to finance a project for the development of a standard design for the subsidiary's future coal-fired electric generating stations. (Rel. 35-21439 - Feb. 15)

### THE HARTFORD ELECTRIC LIGHT COMPANY

A notice has been issued giving interested persons until March 14 to request a hearing on a proposal of The Hartford Electric Light Company, subsidiary of Northeast Utilities, a registered holding company, to issue and sell by private sale to institutional investors up to \$20 million of its first mortgage bonds, the proceeds of which will be used to repay short-term borrowings. (Rel. 35-21440 - Feb. 15)

### NATIONAL FUEL GAS COMPANY

A notice has been issued giving interested persons until March 13 to request a hearing on a filing by National Fuel Gas Company, a registered holding company, and two of its subsidiaries, National Fuel Gas Supply Corporation and National Gas Storage Corporation, regarding proposed transactions in connection with the organization of a new subsidiary to engage in the underground storage of gas for non-affiliated utilities and in related activities. (Re-. 35-21441 - Feb. 15)

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## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

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### UNLISTED TRADING SOUGHT

Orders have been issued granting the applications for unlisted trading privileges to the following exchanges in the following common stocks: Pacific Stock Exchange, Inc. - Resort International, Inc., Class A & B common stock, par value \$1; and Midwest Stock Exchange, Inc. - Valero Energy Corporation, par value \$1; Gelco Corporation, par value \$.50, and Modern Merchandising, Inc., par value \$.01. (Rel. 34-16567)

### DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange, Inc. to strike the common stock (\$1 par value) of AMC Investors, Inc., formerly Aberdeen Manufacturing Corp., from listing and registration thereon. (Rel. 34-16569)

### WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until March 13 to comment on Studebaker-Worthington, Inc.'s application requesting withdrawal of its 9.35% sinking fund debentures, due November 15, 2003, from listing and registration on the New York Stock Exchange, Inc. (Rel. 34-16573)

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## SELF-REGULATORY ORGANIZATIONS

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### APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the Municipal Securities Rulemaking Board (SR-MSRB-79-14) which conforms the provisions of the MSRB's arbitration code to the Uniform Code of Arbitration developed by the Securities Industry Conference on Arbitration. (Rel. 34-16570)

## NOTICE OF PROPOSED RULE CHANGES

The National Association of Securities Dealers, Inc. has filed a proposed rule change under Rule 19b-4 (SR-NASD-80-1) to amend its By-Laws for an interim period expiring May 31, 1981, to permit the creation of two new classes of limited representatives, to clarify registration requirements for specified categories of principals, to establish procedures for persons associated with a member wishing to transfer their registration from the SECO program to the NASD, and to make certain other technical amendments. The NASD has filed a second proposed rule change under Rule 19b-4 (SR-NASD-80-2) to provide plans and specifications for its Investment Company Products/Variable Contracts Representative Examination. Publication of the proposals are expected to be made in the Federal Register during the week of February 11. (Rel. 34-16563)

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## SECURITIES ACT REGISTRATIONS

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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-14) MPSBANCORP, INC., 111 East Busse Ave., Mount Prospect, Ill. 60056 (312) 398-4000 - 325,000 shares of common stock. (File 2-66687 - Feb. 15)
- (S-14) GUARANTEE BANCORP INC., North Carolina and Atlantic Avenues, Atlantic City, N.J. 08401 (609) 348-7700 - 4,406,497 shares of common stock. (File 2-66689 - Feb. 15)
- (S-7) CENTRAL BANKING SYSTEM, INC., 301 - 20th St., Oakland, Cal. 94612 (415) 834-1100 - \$15 million of floating rate notes, due 2000. Underwriter: Bache Halsey Stuart Shields Inc. The company is a bank holding company. (File 2-66690 - Feb. 15)
- (S-7) DUKE POWER COMPANY, 422 South Church St., Charlotte, N.C. 28242 (704) 373-4579 - 4,000,000 shares of common stock. Underwriters: Morgan Stanley & Co., Inc., Merrill Lynch White Weld Capital Markets Group and Dean Witter Reynolds Inc. (File 2-66691 - Feb. 15)
- (S-7) THE PACIFIC TELEPHONE AND TELEGRAPH COMPANY, 140 New Montgomery St., San Francisco, Cal. 94105 (415) 421-9000 - \$100 million of eight year notes, due March 1, 1988 and \$200 million of forty year debentures, due March 1, 2020. Underwriters: Salomon Brothers, Morgan Stanley & Co., Inc., The First Boston Corporation, E.F. Hutton & Company Inc., and Merrill Lynch White Weld Capital Markets Group. (File 2-66692 - Feb. 15)
- (S-2) TEXAS VANGUARD OIL COMPANY, Suite 1407, Commerce Bldg., 914 Main St., Houston, Tex. 77002 - 1,500,000 shares of common stock. Underwriter: Culverwell Co., 50 Congress St., Boston, Mass. 02109. The company is engaged in oil and gas exploration and development. (File 2-66693 - Feb. 19)
- (S-14) TEXAS COMMERCE BANCSHARES, INC., 712 Main St., Houston, Tex. 77002 (713) 236-4865 - 110,000 shares of common stock. (File 2-66694 - Feb. 19)
- (S-11) NATIONAL PACIFIC REAL ESTATE FUND II, 1528 Chapala St., Santa Barbara, Cal. 93105 - 40,000 limited partnership units. (File 2-66695 - Feb. 19)
- (S-16) EASTERN GAS AND FUEL ASSOCIATES, One Beacon St., Boston, Mass. 02108 (617) 742-9200 - 1,500,000 shares of common stock. Underwriter: The First Boston Corporation. The company is engaged in the deep mining, preparation and marketing of various grades of metallurgical coal. (File 2-66696 - Feb. 19)
- (S-1) PRESIDIO OIL COMPANY, 1700 Broadway, Suite 1411, Denver, Colo. 80290 - 880,000 shares of common stock. Underwriter: Bateman Eichler, Hill Richards Inc. The company engages in the onshore exploration for and development and production of oil and gas. (File 2-66698 - Feb. 19)

- (S-8) SUN ELECTRIC CORPORATION, One Sun Pkwy., Crystal Lake, Ill. 60014 (815) 459-7700 - 250,000 shares of common stock. (File 2-66699 - Feb. 19)
- (S-1) AZL RESOURCES, INC., 5025 East Washington St., Phoenix, Ariz. 85034 (603) 267-7511 - 2,500,000 shares of common stock. The company is engaged in agribusiness [cattle, farm equipment and commodities brokerage] and the natural resources business. (File 2-66700 - Feb. 19)
- (S-1) EMERY ENERGY, INC., 225 North State St., Salt Lake City, Utah 84103 - 2,000,000 shares of common stock. Underwriter: Wilson-Davis & Co., Inc., 79 West First South, Salt Lake City, Utah 84111. (File 2-66701 - Feb. 19)
- (S-14) MOUNTAIN FINANCIAL COMPANY, 101 West Broadway, P.O. Box 528, Maryville, Tenn. 37801 (615) 982-6300 - 239,478 shares of common stock. (File 2-66702 - Feb. 19)
- (S-6) THE CORPORATE INCOME FUND, FIFTY-FIFTH SHORT TERM SERIES, One Liberty Plaza, 165 Broadway, New York, N.Y. 10080 - an indefinite number of units of beneficial interest. Depositors: Merrill Lynch, Pierce, Fenner & Smith Inc., One Liberty Plaza, 165 Broadway, New York, N.Y. 10080, Bache Halsey Stuart Shields Inc. and Dean Witter Reynolds Inc. (File 2-66703 - Feb. 19)
- (N-1) WESTERN DAILY INCOME FUND, INC., 28041 South Hawthorne Blvd., Suite 213, Rancho Palos Verdes, Cal. 90274 - an indefinite number of shares of common stock. (File 2-66704 - Feb. 15)
- (S-16) AMERICAN HOSPITAL SUPPLY CORPORATION, One American Plaza, Evanston, Ill. 60201 (312) 866-4000 - 133,333 shares of common stock. (File 2-66705 - Feb. 19)
- (S-8) COMMERCIAL SHEARING, INC., 1775 Logan Ave., Youngstown, Ohio 44501 (216) 746-8011 - 200,000 common shares. (File 2-66710 - Feb. 15)

#### REGISTRATIONS EFFECTIVE

Feb. 13: Appalachian Power Co., 2-66457; Patrick 1980 Combination Program, 2-66019 & 2-66067; State Mutual Investors, Inc., 2-66205.

Feb. 14: A. E. Staley Manufacturing Co., 2-66614; Bally Manufacturing Corp., 2-66616; The Corporate Income Fund, Fifty-First Short Term Series, 2-66412; Dana Corp., 2-66551; The First Trust of Insured Municipal Bonds, Series 49, 2-66399; Long Island Lighting Co., 2-66527; Nuveen Tax-Exempt Bond Fund-Multi State, Series 8, 2-66466.

Feb. 15: American National Corp., 2-66444; The Cessna Aircraft Co., 2-66590; Eaton Corp., 2-66068; Gulf & Western Industries, Inc., 2-66570; Insured Municipals-Income Trust, Series 37, 2-66475; La-Z-Boy Chair Co., 2-66510 & 2-66514; Nugget Oil Corp., 2-66313; Pitney Bowes Inc., 2-66582; Search 1980 Drilling Program, 2-66310.

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## RECENT 8-K FILINGS

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Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.



RECENT 8K FILINGS CONT.

COMMERCE GROUP NORTH PLATTE INC	1	01/17/80	
COMMERCE GROUP WEST POINT INC	1	01/17/80	
COMSTOCK TUNNEL & DRAINAGE CO	5,7	01/01/80	
CONSOLIDATED CAPITAL GROWTH FUND	5,6	01/01/80	
CONSOLIDATED CAPITAL PROPERTIES	2,5,6	10/01/79	AMEND
CONSOLIDATED CAPITAL PROPERTIES II	2,5	09/01/79	
CONSOLIDATED CAPITAL PROPERTIES II	2,5	12/31/79	AMEND
CONSUMERS POWER CO	5	02/04/80	AMEND
CONTINENTAL AIR LINES INC	4	02/01/80	
CONVEST ENERGY 1976 OIL & GAS PROGRAM	2	01/30/80	
COOPER JAKRETT INC	5	02/04/80	
CORDURA CORP /DE/	5	01/03/80	
CRYSTAL TISSUE CO	5	01/01/80	
DALLAS POWER & LIGHT CO	5	01/24/80	
DASA CORP /MA/	5	01/30/80	
DATA DIMENSIONS INC	5,7	01/04/80	
DC TRADING & DEVELOPMENT CORP	5	01/01/80	
DESIGNCRAFT JEWEL INDUSTRIES INC	5	02/10/80	
DUTCH BOY INC	5,7	02/07/80	
ENERGY VENTURES INC	5	01/31/80	
ENFLU CORP	13	01/01/80	
ENVIROTRONICS INC	5	01/15/80	
EQUITY EDUCATORS ASSURANCE CO	14	12/01/79	
FAIRCHILD INDUSTRIES INC	5	01/01/80	
FINANCE CO OF AMERICA	1	05/05/79	
FIRST AMERICAN FINANCIAL CORP	5	01/31/80	
FIRST BANCCORP OF NEW HAMPSHIRE INC	5	02/09/80	
FIRST BANK CORP	7	11/02/79	AMEND
FIRST BANKERS CORP OF FLORIDA	5	01/01/80	
FIRST FLORIDA BANKS INC	5,7	01/30/80	
FIRST HARTFORD CORP	5	02/04/80	
FIRST IDAHO CORP	5	01/15/80	
FIRST LIBERTY CORP	5,7	01/12/80	
FIRST PENNSYLVANIA MORTGAGE TRUST	5	01/31/80	
FIRST WICHITA BANCSHARES INC	5,7	01/29/80	
FLAGSHIP BANKS INC	5,7	01/31/80	
GLOBAL GAS CORP	5	01/01/80	
GLOBBLATT BROTHERS INC	5	02/04/80	
GOLDEN CYCLE CORP	5	01/25/80	
GORDON JEWELRY CORP	5	01/07/80	
GREAT AMERICAN CORP	5	01/01/80	
GRUMMAN CORP	5,7	02/01/80	
GULF STATES UTILITIES CO	5	01/01/80	
HOLVER UNIVERSAL INC	5	01/30/80	
IDEAL BASIC INDUSTRIES INC	5,7	01/31/80	
IFC COLLATERAL CORP	5,6	01/01/80	
INTEGON CORP	5	01/21/80	
IOWA SOUTHERN UTILITIES CO	5	02/07/80	
KAISER INDUSTRIES CORP	5	02/08/80	
KANE MILLER CORP	5	01/01/80	
KANSAS CITY POWER & LIGHT CO	5	02/06/80	
KEBA OIL & GAS CO	5	01/01/80	
LAMSON & SESSIONS CO	5,7	02/01/80	
LANE BRYANT INC	5	02/02/80	
LIFE INVESTORS INC	5	02/08/80	
LIFESURANCE CORP	1	10/29/79	
LOGGETRONICS INC	5	02/08/80	
LUMAS & NETTLETON MORTGAGE INVESTORS	5	01/01/80	
LONGVIEW FIBRE CO	5	02/01/80	
LOYAL AMERICAN LIFE INSURANCE CO INC	1	12/28/79	
LRH INCOME PROPERTIES LTD	7	12/13/79	AMEND
MACANDREWS & FORBES CO	2,7	01/25/80	
MACRODYNE INDUSTRIES INC	5	01/01/80	
MADISON INDUSTRIES INC	1	11/02/79	
MANOR CARE INC	5,6	01/29/80	
MARINE INTERNATIONAL CORP	5	01/01/80	
MARSH & MCLENNAN COMPANIES INC	5,7	01/01/80	
MATRIX CORP /NEW/	5,7	01/24/80	
MCCOMBS PROPERTIES II LTD	7	06/11/79	AMEND
MCD HOLDINGS INC	5	01/01/80	

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