

sec news digest

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RECEIVED

May 23, 1974

COMMISSIONER SPEAKS

MAY 24 1974

COMMISSIONER EVANS SPEAKS TO BOSTON GROUP

LIBRARY.

On May 22, 1974 Commissioner Evans addressed a joint conference co-sponsored by the Boston Stock Exchange and the Independent Broker-dealers Association in Boston concerning the role of the regional exchanges in the central marketplace. Borrowing a motto from Coach George Allen of the Washington Redskins, "The Future is Now," the Commissioner indicated it is imperative that the regional exchanges begin now to formulate plans whereby they may fulfill meaningful functions in the central market. Commissioner Evans particularly noted that competitive commission rates to be implemented on May 1, 1975 will have a substantial impact on the nature of business presently conducted on regional exchanges and that the survival of these exchanges will depend on their ability to adjust to a new environment.

Mr. Evans pointed out to the extent a regional market maker's quotation is competitive, the market maker, regardless of the market location, would attract orders which previously flowed to the primary markets because the composite quotation system would make readily visible the best market which must be sought out consistent with best execution principles. Thus, the prompt implementation of a composite quotation system is perhaps the most important aspect of the central marketplace as far as regional exchanges are concerned.

The Commissioner stated "In a recent hearing before the Senate Subcommittee on Securities the New York Stock Exchange testified that its viability will be threatened during the interim period between the beginning of competitive rates and the implementation of the composite quote system and other components of the central market. Whether that is true is a matter of debate, but I believe there is no doubt that the viability of regional exchanges and third market firms will be in jeopardy during that period."

He further observed that "there is already in existence a composite quote system in the form of NASDAQ with terminals in most brokerage offices presently displaying quotes for over one hundred exchange listed securities. This system could display quotes for all exchange listed securities just as existing tape systems will be used to report last sale transactions for listed securities on a composite basis.... Furthermore, the Commission, if necessary, could take action to assure that brokers are seeking to obtain best execution in the marketplace."

RULES AND RELATED MATTERS

PROPOSED RULE 239 WITHDRAWN FROM FURTHER CONSIDERATION

The SEC announced today that it is withdrawing proposed Rule 239 under the Securities Act of 1933 from further consideration. The proposed rule, if adopted, would have provided a limited exemption from the registration provisions of the Act for certain first lien mortgages on real property. (Rel. 33-5497)

* This Docket citation also applies (in place of that originally given) to the News Digest dated May 21.

DECISIONS IN ADMINISTRATIVE PROCEEDINGS

FIRST MINNEAPOLIS INVESTMENT CORP. REVOKED, WILFRED H. WILLIAMS BARRED

An order has been issued revoking the broker-dealer registration of First Minneapolis Investment Corp. of Minneapolis, Minnesota, and barring Wilfred H. Williams, its former director, from association with any broker-dealer. The sanctions were based on findings that, from about September 1972 to March 1973, the firm violated the antifraud provisions of the securities laws by failing to disclose its insolvency when effecting securities transactions. In addition, the firm failed to comply with net capital and credit extension requirements. It was also found that on March 2, 1973, while Williams was a director of the firm, a trustee was appointed for the firm under the Securities Investor Protection Act. The firm and Williams failed to answer the charges against them and were deemed in default. (Rel. 34-10796)

MICHAEL HELLERMAN BARRED

An order has been issued barring Michael Hellerman, of Bayside, New York, from association with any broker-dealer, registered investment adviser or registered investment company. The sanction was based on findings that from about May 1969 to February 1970, Hellerman violated registration and antifraud provisions of the securities laws in activities involving the common stock of Imperial Investment Corporation. Hellerman unlawfully sold unregistered Imperial stock, and engaged in a manipulative scheme designed to create and maintain an artificial market for that stock. Hellerman also made material misrepresentations about the existence of a bona fide independent market for Imperial stock, the source of the stock being offered and sold, and his participation in the manipulation.

Hellerman consented to the findings and sanction without admitting or denying the charges against him. (Rel. 34-10797)

COMMISSION ANNOUNCEMENTS

INTRA-MEMBER COMMISSION RATE HEARINGS SCHEDULED

Representatives of the following associations are scheduled to appear during the Intra-Member Commission Rate Hearings:

Wednesday, May 29 - New York Stock Exchange
10:00 a.m.
Monday, June 3 - American Stock Exchange
10:00 a.m.
Tuesday, June 4 - Securities Industry Association
2:00 p.m.

TRADING SUSPENSIONS

TRADING OF CONTINENTAL DYNAMICS, LTD. SUSPENDED: COMPLAINT FILED

The Commission on May 22 announced the suspension of over-the-counter trading in the common stock of Continental Dynamics, Ltd., of Las Vegas, Nevada, for the ten-day period May 22 through May 31, 1974. At the same time the Commission filed a complaint in the U. S. District Court for the District of Columbia seeking to compel the corporation and two of its officers and directors, Malcolm L. Morrison, president, and H. F. "Beck" Atkinson, secretary-treasurer, to comply with the reporting provisions of the

Securities Exchange Act and to enjoin them from further violations of the Act including the antifraud provisions.

According to the Commission's complaint, Continental, together with Morrison and Atkinson, filed with the Commission a materially false and misleading annual report on Form 10-K for the fiscal year ended June 30, 1973. In addition, both officers allegedly failed to file the requisite Forms 3 and 4 disclosing their ownership of stock in Continental. (Rel. 34-10821 and LR-6377)

TECHNICAL RESOURCES SUSPENSION TO TERMINATE

The suspension of over-the-counter trading in the securities of Technical Resources, Inc. (TRI), with principal offices in Phoenix, Arizona, will terminate at midnight (EDT) on May 26, 1974. The Commission initially suspended trading of TRI stock for a ten-day period beginning on October 18, 1973 because of a lack of adequate and accurate information concerning the officers, directors and management of TRI. On November 8, 1973 the Commission again initiated a suspension because accurate public information about the financial condition and assets of TRI was not available and false and misleading information may have been disseminated on the method of distribution and the use of proceeds in TRI's recent offering of 450,000 common shares.

On May 17, 1974 TRI issued a letter to shareholders stating that a former TRI officer had been disbarred in Arizona, was disqualified from practicing before the Commission and was on parole following a felony conviction involving violations of federal laws. The letter mentions that although R. A. Wolk and Co., Inc. (the managing underwriter) represented to TRI that the offering was completely sold, total proceeds received by TRI represented the sale of 350,000 shares. TRI has learned that 100,000 shares were sold to a Charles E. Hayward and that Hayward was loaned \$100,000 from the proceeds of the offering by Wolk to buy the shares. TRI has ordered a stop transfer on all shares of TRI stock issued in the name of Hayward and is making a demand against Wolk for the \$25,000 withheld by Wolk and for any excess commission retained by Wolk. The letter also states that TRI and Resource Funding Ltd. have had preliminary negotiations for the purpose of enabling TRI to obtain financing and that TRI has filed a Fictitious Business Name Statement with the County of Los Angeles, California, under the name Earth Energy, Inc. TRI states that it intends to change its name from TRI to Earth Energy, Inc. in the near future.

TRI has not filed with the Commission its Form 10-K report for the fiscal year ended September 30, 1973 and the Form 10-Q report for the quarter ending March 1974. (Rel. 34-18020)

HOLDING COMPANY ACT RELEASES

ALLEGHENY POWER SYSTEM, INC.

An order has been issued authorizing Allegheny Power System, Inc., to act as surety for one of its electric utility subsidiaries in a West Virginia rate proceeding. (Rel. 35-18422)

SECURITIES ACT REGISTRATIONS

(S-1) UNITED MISSOURI BANCSHARES, INC.

P.O. Box 1771, Kansas City, Mo. 64141 - 51,975 shares of common stock. It is proposed to offer these shares in exchange for all or not less than 80% plus directors' qualifying shares of the 1,500 outstanding shares of common stock of The First National Bank of Milan, Milan, Missouri, at the rate of 34.65 United shares for each Bank share. United is a bank holding company which owns substantially all of the outstanding stock of fourteen commercial banks. (File 2-50973 - May 6)

(S-16) AMERICAN HOME PRODUCTS CORPORATION

685 Third Ave., New York, N. Y. 10017 - 115,000 shares of common stock, issued in connection with an acquisition by the company, which may be offered for sale by certain stockholders at prices current at the time of sale. The company manufactures, distributes and sells prescription and packaged drugs, food products, housewares and household products. (File 2-51020 - May 9)

(S-1) PENN-DIXIE INDUSTRIES, INC.

1345 Avenue of the Americas, New York, N. Y. 10019 - 100,000 shares of common stock. These shares are issuable as dividends on Penn-Dixie's Class D preferred stock, when, as and if declared by its Board of Directors. Penn-Dixie principally manufactures and sells steel and Portland cement, and produces construction aggregates. (File 2-51029 - May 10)

(S-1) SUN BANKS OF FLORIDA, INC. (formerly
First at Orlando Corporation)

Sun First National Bank Bldg., Orlando, Fla. 32801 - 1,194,700 shares of common stock. These shares are to be offered in exchange for the outstanding common shares of the following banks at the rates indicated: (a) 450,000 shares for all outstanding shares of common stock of Coconut Grove Bank, Miami, Fla., at the rate of 3 shares for each Coconut Grove share; (b) 80,000 shares for all outstanding shares of common stock of Sunshine State Bank, South Miami, Fla., at the rate of one share for each Sunshine share; (c) 255,000 shares for all outstanding shares of common stock of Citizens National Bank of Naples, Naples, Fla., at the rate of .85 shares for each Citizens share; (d) 90,000 shares for all the outstanding shares of common stock of Florida State Bank of Tallahassee, Tallahassee, Fla., at the rate of 1.5 shares for each Florida State share; (e) 90,475 shares for all the outstanding shares of common stock of The First American Bank of Pensacola, Pensacola, Fla., at the rate of 2.35 shares for each First American share; (f) 146,225 shares for all the outstanding shares of common stock of The Beach Bank of Vero Beach, Vero Beach, Fla., at the rate of 9.29 shares for each Beach Bank share; (g) 83,000 shares for all the outstanding shares of common stock of Bank at Ormond-By-The-Sea, Ormond-By-The-Sea, Fla., at the rate of .83 shares for each Bank at Ormond share;

Sun Banks of Florida, Inc. is a bank holding company with 37 banking subsidiaries. (File 2-51034 - May 10)

(S-9) PACIFIC NORTHWEST BELL TELEPHONE COMPANY

Exchange Building, 821 Second Ave., Seattle, Wash. 98104 - \$90 million of debentures, due 2008, to be offered for sale at competitive bidding. The company is engaged in furnishing communications services, mainly local and toll telephone service. (File 2-51117 - May 17)

(S-14) BANKERS TRUST NEW YORK CORPORATION

280 Park Ave., New York, N. Y. 10017 - 50,000 shares of common stock. It is proposed to offer these shares in connection with the merger of The First National Bank of Cooperstown, Cooperstown, N. Y., into Bankers Trust Company of Albany, National Association, Albany, New York, a subsidiary of Bankers Trust, at the rate of 5 shares for each Cooperstown share, subject to Cooperstown shareholder approval. Bankers Trust is a bank-holding company, which controls nine banks and various non-banking affiliates. (File 2-51139 - May 21)

(S-7) BAKER OIL TOOLS, INC.

7400 East Slauson Ave., Los Angeles, Cal. 90040 - 500,000 shares of common stock, to be offered by the company through underwriters headed by Goldman, Sachs & Co. and Hornblower & Weeks-Hemphill, Noyes Incorporated. The company manufactures and markets a wide range of products and services utilized in the extraction, recovery and processing of oil, gas and other minerals. (File 2-51142 - May 22)

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:

C & R Clothiers Inc., Los Angeles, Cal. (File 2-51127 - May 20) - 105,000 shares
Allergan Pharmaceuticals, Irvine, Cal. (File 2-51128 - May 20) - 100,000 shares
Eagle-Picher Industries, Inc., Cincinnati, Ohio (File 2-51129 - May 17) -
\$3,500,000 of common capital stock
American General Insurance Co., Houston, Tex. (File 2-51130 - May 17) - \$666,667
interests of participants
Reliance Group, Inc., New York, N. Y. (File 2-51131 - May 20) - 150,000 shares
Lincoln National Corp., Fort Wayne, Inc. (File 2-51133 - May 17) - 100,000 shares
Aero-Flow Dynamics, Inc., Linden, N. J. (File 2-51136 - May 20) - 67,080 shares
Wabash Magnetics, Inc., Wabash, Ind. (File 2-51137 - May 21) - 50,000 shares
Interco Inc., St. Louis, Mo. (File 2-51138 - May 20) - 14,648 shares
American Sterilizer Co., Erie, Pa. (File 2-51135 - May 20) - 200,000 shares
Honeywell, Inc., Minneapolis, Minn. (File 2-51140 - May 21) - 200,000 shares
Baxter Laboratories, Inc., Morton Grove, Ill. (File 2-51141 - May 21) - 250,000
shares

REGISTRATIONS EFFECTIVE

May 21: Pepsico, Inc., 2-50573.

May 22: Arizona Public Service Co., 2-50963; Astrosystems, Inc., 2-50650; The Bond Fund, of America, Inc., 2-50700; The Chesapeake Corporation of Virginia, 2-50888; Delaware Separate Account D, 2-49805; Dictaphone Corp., 2-50964; First Alabama Bancshares, Inc., 2-50471 and 2-50470; General Telephone & Electronics Corp., 2-50878; Itek Corp., 2-50952; Jones Intercable, Inc., 2-49740; Lafayette National Corp., 2-50885; McGraw-Edison Co., 2-51105; Michigan Wisconsin Pipe Line Co., 2-50880; The Mountain States Telephone and Telegraph Co., 2-50947; National Municipal Trust, Third Series, 2-50938; Quaker State Investment Trust, 2-50062; Skil Corp., 2-50985; State Street Boston Financial Corp., 2-51058; UMC Industries, Inc., 2-51011.

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission on Schedule 13D the acquisition of more than 5% of the equity securities of another company within 10 days of the acquisition. The following companies or individuals filed Schedule 13D's regarding the acquisition of stock of other companies during the period May 7-16, 1974.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
Peat, Marwick, Mitchell & Co.	Yale Express Systems, Inc. (Secaucus, NJ) Common Stock - 307,749 shs.	5- 7-74
* South Bay Corp.	Giant Portland Cement Co. (Columbia, S.C.) Common Stock - 267,900 shs.	5- 8-74
Frank A. Klaus	Hi-Shear Corp. (Torrance, Calif.) Common Stock - 173,225 shs.	5- 9-74
Alex DiLorenzo, Jr.	National Sugar Refining Co. (Phila, Pa.) Common Stock - 428,114 shs.	5- 9-74
Sol Goldman	National Sugar Refining Co. (Phila, Pa.) Common Stock - 429,107 shs.	5- 9-74
Robert E. Salisbury	Aminex Corp. (New York City) Common Stock - 508,413 shs.	5- 9-74
* National Industries, Inc.	Cott Corp. (New Haven, Conn.) Common Stock - 1,573,600 shs. (78.68%) Common Stock - 800,000 shs. on exercise of Warrants	5- 9-74

ACQUISITION REPORTS CONT.

Southwire Co.	National Chemical Corp. (Louisville, KY.) Common Stock - 90,500 shs.	5- 9-74
* Getty Oil Co.	Skelly Oil Co. (Tulsa, Okla.) Common Stock - 541,300 shs. Common Stock - 8,603,000 shs. are held by Mission Corp., an 88% owned subsidiary	5- 9-74
* Ropa Anstalt (Liechtenstein)	Hotel Corp. of Israel (Chicago, Ill.) Common Stock - 211,732 shs. (95%) (Above shares including shares issuable on conversion of Debentures, have been purchased under the Tender Offer)	5- 9-74
* Group of Shareholders	Ventron Corp. (Beverly, Mass.) Common Stock - 59,200 shs.	5-10-74
* Jaeger Machine Stockholder Group	Jaeger Machine Co. (Columbus, Ohio) Common Stock - 190,068 shs.	5-10-74
Okuraya of America, Inc. (Wholly-owned sub- sidiary of Okuraya Corp. (Japan)	Okuraya/Davos International, Inc. (New York City) Common Stock - 1,500,000 shs. Common Stock - 1,000,000 shs. on exercise of option	5-10-74
United States Steel Carnegie Pension Fund, Inc.	Vahlsing, Inc. (Robbinsville, N.J.) Common Stock - 993,883 shs. Common Stock - 375,060 shs.	5-10-74
* Joel Greenberg	Bluebird, Inc. (Chicago, Ill.) Common Stock - 319,200 shs.	5-10-74
* Simkins Industries, Inc.	Fibreboard Corp. (San Francisco, Calif.) Common Stock - 263,100 shs.	5-10-74
Louis Macey	United Coin Services, Inc. (Dallas, Texas) Common Stock - 161,045 shs.	5-10-74
* Harry Adler	AVX Corp. (Great Neck, N.Y.) Common Stock - 160,300 shs.	5-10-74
* Gulf & Western Industries, Inc.	Amfac, Inc. (Honolulu, Hawii) Common Stock - 1,367,100 shs.	5-10-74
* Blue Chip Stamps	Wesco Financial Corp. (Pasadena, Calif.) Common Stock - 1,377,299 shs.	5-10-74
* EMW Associates Inc.	MSI Data Corp. (Costa Mesa, Calif.) Common Stock - 172,500 shs.	5-10-74
* EMW Associates Inc.	Arrow Electronics, Inc. (New York City) Common Stock - 125,000 shs.	5-10-74
* Interstate Securities Co. Employees' Thrift Plan	ISC Industries Inc. (Kansas City, Mo.) Common Stock - 153,665 shs. (13.52%)	5-10-74
* Missouri Pacific Railroad Co.	Chicago & Eastern Illinois RR Co. (St. Louis, Mo.) Common Stock - 2,631,311 shs. (70.03%)	5-13-74
* EMW Associates Inc.	Florida Capital Corp. Common Stock - 100,000 shs.	5-13-74

* Samuel A. Klurman	Medic-Home Enterprises Inc. Common Stock 320,848 shs.	5-13-74
* Ivaco Industries, Ltd.	Laclede Steel Co. (St. Louis, Mo.) Common Stock - 31,120 shs.	5-13-74
* First Manhattan Co.	Lea-Ronal, Inc. (Freeport, N.Y.) Common Stock - 108,051 shs.	5-13-74
* First Manhattan Co.	Turner Construction Co. (New York City) Common Stock - 51,489 shs.	5-13-74
* Liquifin Aktiengesellschaft (Liechtenstein)	Ronson Corp. (Woodbridge, N.J.) Common Stock -1,602,951 shs.	5-15-74
Ampeco-Pittsburgh Corp.	Pittsburgh Forgings Co. (Pittsburgh, Pa) Common Stock - 443,796 shs.	5-15-74
Arthur D. Weiss	Bodin Apparel, Inc. (Miami, Fla.) Common Stock - 144,050 shs.	5-16-74
* Loews Corp.	Wheeling Pittsburgh Steel Corp. (Pittsburgh, Pa) Common Stock - 882,100 shs. are owned by Lawton General Corp., a wholly-owned subsidiary	5-16-74

* Amended Acquisition Report

The following companies have made offers to acquire stock of companies listed below pursuant to tender offers as reported to the Commission on Schedule 13D:

<u>OFFER TO PURCHASE BY:</u>	<u>ISSUER & NUMBER OF SHARES TO BE TENDERED:</u>	<u>DATE FILED</u>
National Kinney Corp.	Uris Buildings Corp. (New York City) Common Stock - All outstanding shares for cash at \$15.00 per share less transfer taxes Warrants to purchase Common Stock - All outstanding wts. for cash at \$19.327 per wt. (Certain wholly-owned subsidiaries are making the above offer. Kinney through a wholly subsidiary owns 56% of the outstanding shares)	5- 7-74
Montana Corp.	Diversified Realty Inc. (Butte, Montana) Common Stock - 300,000 shs. for cash at \$.25 net per share (Montana Corp. presently owns 27,753 shs.) (4.5%)	5-14-74

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¢ per page plus postage for mailing within four days (\$2 minimum) and 30¢ per page plus postage for over-night mailing (\$5 minimum). Cost estimates are given on request. All other referenced material is available in the SEC Docket.

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