

sec news digest

a daily summary from the securities and exchange commission

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June 18, 1973

DECISIONS IN ADMINISTRATIVE PROCEEDING

FIRST NATIONAL BANK OF BOSTON CENSURED. The SEC has issued an order censuring the First National Bank of Boston in two separate administrative proceedings. According to the decision, from about July 1969 to October 1972, the respondent bank aided and abetted violations by others of provisions of the securities laws when, as an inducement for loans to each of two companies affiliated with investment companies, respondent, without the required prior approval of the Commission, accepted deposits from the investment companies as compensating balances for the loans, acquired a security interest in the assets and shares of one of the investment companies, and provided custodian services for another at rates less favorable than accorded other such companies.

Respondent represented that in connection with one of the above transactions it had relied on the opinion of counsel, that the security interest in the assets of one of the investment companies had been created by mutual mistake, that it has ceased including investment company balances in the computation of compensating balances held for affiliated borrowers, that the discriminatory custodian fees charged one of the investment companies will be brought into line with respondent's standard fee schedule, and that it will institute procedures intended to prevent its future involvement in such violations.

The Commission's findings were based upon offers of settlement in which respondent, without admitting or denying the charges, consented to the findings and the censures. (Rel. IC-7859)

COMMISSION ANNOUNCEMENTS

REGISTRATIONS OF CERTAIN INVESTMENT ADVISERS CANCELLED. The SEC has issued an order cancelling the registrations of 764 investment advisers pursuant to Section 203(i) of the Investment Advisers Act of 1940 based on a finding that these investment advisers are no longer in existence or are not engaged in business as investment advisers. (Rel. IA-384)

COURT ENFORCEMENT ACTIONS

COMPLAINT NAMES SMITH AND MEDFORD, INC., OTHERS. The SEC Atlanta Regional Office announced the filing of a complaint on June 1 in the Federal Court in Atlanta seeking, among other things, to enjoin Smith and Medford, Inc., an Atlanta based securities firm, and its president David A. Medford and its vice president Charles H. Smith from violations of the net capital and bookkeeping provisions of the Federal securities laws. Securities Investor Protection Corporation applied for appointment of a trustee for the firm under the Securities Investor Protection Act of 1970.

The defendants consented to a 30-day restraining order of the court and the appointment of William Green of Atlanta as trustee for liquidation of the firm and the Atlanta law firm of Heyman and Sizemore as his attorneys. (LR-5932)

COMPLAINT NAMES MANAGEMENT DYNAMICS INC., OTHERS. The SEC New York Regional Office announced the filing of a complaint on June 13 in the Federal court in New York seeking to enjoin Management Dynamics, Inc., Global Securities, Inc., A. J. Carno, Inc., Mayflower Securities, Inc., Fairfield Securities, Inc. and 13 others from violations of the registration and antifraud provisions of the Federal securities laws.

Also named as defendants were William N. Levy, Esq., of Camden, New Jersey, an attorney; Edwin Barrett, president of Management Dynamics; Clyde Goff and Ephraim Hoffman, officers and directors of Management Dynamics; Peter Watson of St. Petersburg, Florida; Allen Langenauer, David Langenauer, Bernard Oschers, Lee Schneider and Samuel D. Hodge, all of whom are associated with Global Securities Inc.; Anthony Nadino, securities trader at A. J. Carno, Inc.; Joseph Cirello, securities trader at Mayflower Securities, Inc.; and Thomas F. Brennan, III, securities trader at Fairfield Securities, Inc. (LR-5933)

P. DAWSON, F. J. GREENE ENTER PLEAS. The SEC Chicago Regional Office announced that on June 11 Paul Dawson pleaded guilty to one count of an indictment alleging violations of the antifraud provisions and one count alleging violations of the registration provisions of the Federal securities laws in connection with the sale of securities of U. N. Industries. Frank J. Greene entered a plea of nolo contendere to one count alleging conspiracy to violate the aforesaid provisions of the Federal securities laws, and the court entered the plea of record and deferred until August 30, 1973 the entry of judgment on Greene's plea of nolo contendere. The court set July 24, 1973 for sentencing of Paul Dawson. (LR-5934)

HOLDING COMPANY ACT RELEASES

APPALACHIAN POWER COMPANY. The SEC has issued an order authorizing Appalachian Power Company, subsidiary of American Electric Power Company, Inc., to issue and sell \$50 million of first mortgage bonds at competitive bidding and to sell 825,000 shares of common stock to the parent. (Rel. 35-18002)

OHIO POWER COMPANY. The SEC has issued a notice giving interested persons until July 9 to request a hearing on an application of Ohio Power Company, subsidiary of American Electric Power Company, Inc., regarding a proposed amendment of its Articles of Incorporation to increase its authorized common stock and a proposed 2-for-1 split of Ohio's common stock. (Rel. 35-18003)

SECURITIES ACT REGISTRATIONS FILED

THE CONNECTICUT WATER COMPANY, West Main Street, Clinton, Conn. 06413 - 100,000 shares of common stock to be offered for sale (* at \$16 per share maximum) through underwriters headed by Advest Co., 6 Central Row, Hartford, Conn. 06103. Net proceeds will be used to finance a portion of the Company's 1973 construction program (estimated at \$1,700,000) and to repay short-term bank loans incurred therefor. (File 2-48049 - May 16)

PACIFIC POWER & LIGHT COMPANY, Public Service Bldg., Portland, Oregon 97204 - 1,600,000 shares of common stock, to be offered for sale at competitive bidding. Net proceeds will be used to retire the Company's short-term promissory notes, including commercial paper, issued to finance construction, with the balance to finance the 1973 construction program. Construction expenditures for the period 1973-74 are estimated at \$333 million. (File 2-48050 - May 16)

COMMUNICATIONS SATELLITE CORPORATION (COMSAT), 950 L'Enfant Plaza, S.W., Washington, D.C. 20024 - 2,895,750 shares of common stock (representing all COMSAT shares owned by American Telephone & Telegraph Co. The offering is to be made (* at \$50.375 per share maximum) by AT&T through underwriters headed by Soloman Brothers, One New York Plaza, New York 10004. COMSAT, in conjunction with telecommunications entities of 81 other nations, has established a global commercial communications system of space satellites and terminal ground stations for relaying telephone calls, telegraph messages, data, teletype, facsimile, and television programs. (File 2-48051 - May 16)

TIDEWAY OIL PROGRAM, INC. (general partner), 236 East Capitol St., Jackson Mississippi 39205 - \$5 million of preorganized subscriptions for partnership interests, to be offered for sale at \$5,000 per unit by selected NASD members. The partnership was formed for the purpose of oil and gas exploration. Dave Gammill, president and director of Tideway Oil, will be an individual general partner. (File 2-48052 - May 16)

AMERICAN FAMILY CORPORATION, 1932 Wynnton Rd., Columbus, Ohio 31906 - 7,428,870 shares of common stock. It is proposed to offer these shares in exchange for all the stock of American Family Life Company of Columbus at the rate of 2 shares of American Family Corp in exchange for one share of American Family Life. Under a plan of reorganization American Family Life will become a wholly-owned subsidiary of American Family Corp. American Family Life is a specialty insurer which has emphasized the sale of cancer protection plans, and which also offers a limited portfolio of accident and health insurance and a variety of life insurance plans. (File 2-48053 - May 16)

ILLINOIS POWER COMPANY, 500 South 27th St., Decatur, Illinois 62525 - \$60 million of first mortgage bonds, due 2003, to be offered for sale at competitive bidding. Net proceeds will be applied either to repayment of outstanding short-term bond notes or commercial paper, or to new construction, or both. Estimated construction expenditures are \$134 million for 1973 and \$123 million for 1974. (File 2-48054 - May 17)

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:

Mountain States Financial Corp., Albuquerque, New Mexico (File 2-48045) - 18,000 shares
 Fieldcrest Mills, Inc., Eden, North Carolina (File 2-48046) - 381,500 shares
 Mattel, Inc., Hawthorne, Calif. (File 2-48047) - \$500,000 of common stock and (File 2-48048) - 2,124,305 shares

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

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

The companies listed below have filed 8-K reports for the month 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 month and year of report). An invoice will be included with the requested material when mailed.

COMPANY	ITEM NO.	MONTH
MAGNETIC CONTROLS CO	2,7,14	05/73
MALLINCKRODT CHEMICAL WORKS	8	05/73
MARK CONTROLS CORP	11	05/73
MARSHALL & ILSLEY CORP	3,11	04/73
MAYNARD OIL CO	4,10,11,14	05/73
MEDIA GENERAL INC	11,13,14	05/73
METPATH INC	7,13,14	05/73
METRO GOLDWYN MAYER INC	13,14	05/73
MICHIGAN GAS UTILITIES CO	11	05/73
MOBILE WASTE CONTROLS INC	13	05/73
MODERN FOODS INC	1	04/73
MONMOUTH PARK JOCKEY CLUB	11	05/73
NAPCO INDUSTRIES INC	9,14	04/73
NATIONAL CASH REGISTER CO	7,14	05/73
NATIONAL MOBILE DEVELOPMENT CO	2,11,13,14	04/73
NATIONAL WESTERN DEVELOPMENT CORP	13	04/73
NBC CO	7	05/73
NEI CORP	11,14	05/73
NIAGARA FRONTIER TRANSIT SYSTEM INC	11	05/73
NORTHWESTERN BELL TELEPHONE CO	11,14	05/73
OLD STONE MORTGAGE & REALTY TRUST	7	05/73
OPIC CORP	7,14	04/73
OPTICAL SYSTEMS CORP	7,14	04/73
PACIFIC PLAN INVESTORS FUND NUMBER ONE	13,14	05/73
PARKER HANNIFIN CORP	4,7,14	05/73
PATENT MANAGEMENT INC	13	04/73
PENSICN LIFE INSURANCE CO OF AMERICA	11	05/73
PEPSICO OVERSEAS CORP	11	05/73
PERINI CORP	11,13	05/73
POLYCHROME CORP	11,14	05/73
PRESTO PRODUCTS INC	11	12/72
REALCO INC	2	04/73
REALTY & MORTGAGE INVESTORS OF THE PACIF	7	05/73
REVLON INC	11,14	05/73
REX PRECISION PRODUCTS INC	8,14	05/73
SANTA FE INTERNATIONAL CORP	7,11,13,14	05/73
SAVIN BUSINESS MACHINES CORP	3	05/73
SENSORMATIC ELECTRONICS CORP	3,7,8,14	04/73
SERVICE MERCHANDISE CO INC	11,13,14	05/73
SHELDON PETROLEUM CO	11,13,14	05/73
SOUTHWESTERN ELECTRIC SERVICE CO	7	05/73
SRC LABORATORIES INC	11	04/73
STRAWBRIDGE & CLOTHIER	14	05/73

8K REPORTS CONT.

TAPECCN INC	11,13	05/73
TEXAS POWER & LIGHT CO	11	05/73
TIME CO INC	11,14	05/73
TINSLEY LABORATORIES INC	13,14	04/73
TRANSDUCER SYSTEMS INC	11	04/73
TRIANGLE INDUSTRIES INC	11	05/73
UAL INC	14	05/73
UNITED PARK CITY MINES CO	11	05/73
UNITED STATES REDUCTION CO	3	04/73
UTAH POWER & LIGHT CO	11,14	05/73
VICON INDUSTRIES INC	13	04/73
VIRGINIA INTERNATIONAL CO	14	05/73
VIRGINIA NATIONAL BANKSHARES INC	7,14	05/73
WEATHERHEAD CO	11	05/73
WEST CHEMICAL PRODUCTS INC	4,13,14	05/73
WESTERN CORP	13,14	04/73
WINNS STURES INC	13	05/73

AMENDMENTS TO REPORTS ON FORM 8-K

BUNKER RAMO CORP	10	02/73
CALIFORNIA SHOPPING CENTERS INC	7	12/72
VIKOA INC	12,14	06/72
DOWNE COMMUNICATIONS INC	14	12/72
BINKS MANUFACTURING CO	7	02/73
CASTAGNA ELECTRONICS CORP	1	12/72
MANATI INDUSTRIES INC	2,7,14	07/71
MANATI INDUSTRIES INC	2,7,14	09/71
STANDARD DREDGING CORP	14	12/72
JERVIS CORP	1	01/73
KENRICH CORP	2,14	08/72
PAGESETTER INDUSTRIES INC	14	04/73
PARKER PEN CO	10	02/73
WICKES CORP	13	04/73
DAB INDUSTRIES INC	10	02/73
FOOD INDUSTRIES INC	14	02/73
GUARDIAN DEVELOPMENT CORP	7,14	06/71
GUARDIAN DEVELOPMENT CORP	2,14	12/72
JOHNS MANVILLE CORP	11	03/73
MARIFARMS INC	14	02/73
ORMONT DRUG & CHEMICAL CO INC	14	12/72
PLYMOUTH RUBBER CO INC	14	03/73
SEASON ALL INDUSTRIES INC	14	08/72
UNITED SAVINGS LIFE INSURANCE CO	12	01/73
FUNK SEEDS INTERNATIONAL INC	13	03/73
STRATFORD OF TEXAS INC	13,14	04/73

SECURITIES ACT REGISTRATIONS. Effective June 15: Appalachian Power Co., 2-48059; CSC, Inc., 2-47436; Clopay Corporation, 2-47650; Conoco Exploration, Ltd., 2-47961; Lehigh Portland Cement Company, 2-47935; Marcor Inc., 2-48191; Mark Twain Bancshares, Inc., 2-47313; Mountain States Telephone and Telegraph Company, 2-48142; National Industries, Inc., 2-47636; Pacific Gas and Electric Company, 2-48137; Raymond International Inc., 2-47972; Spartan Food Systems, Inc., 2-47807; Tesoro 1973 Exploration Program, Ltd., 2-47683.

* 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.