

2 sec news digest

U.S. SECURITIES & EXCHANGE COMMISSION

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COURT ENFORCEMENT ACTIONS

JAN 9 1975

CONTINENTAL COLORADO CORPORATION,
OTHERS, ENJOINED

LIBRARY

The Denver Regional Office announced that on December 30 the U.S. District Court, District of Colorado entered an order of preliminary injunction against Beran-Kaminski & Associates, Continental Colorado Corporation, Andrew M. Kaminski, Ray J. Beran and Russell E. Griffith II enjoining them from violations of the registration and anti-fraud provisions of the securities laws. (SEC v. Hay Springs Corp., et al., D. Colo., Civil Action No. 74-401). (LR-6665)

FINDINGS AND ORDER ISSUED
AS TO MICHAEL FOWLER

The Los Angeles Regional and San Francisco Branch Offices, announced that on December 13 U.S. District Court Judge William H. Orrick, Jr., issued findings and an order in which he ruled that defendant Michael Fowler, an accountant, had violated and aided and abetted the violation of the antifraud provisions of the securities laws. The order determined that the violations occurred in connection with the filing of financial reports with the Commission by defendants Diamond Management Inc., a registered broker-dealer acting as investment adviser, and by Diamond Growth Fund, Inc., a registered investment company. The order found that the financial reports, which were prepared under the supervision of Fowler, were materially false and misleading in that they improperly determined the market price for certain securities, improperly valued restricted securities, and omitted to state that a certain obligation had been paid in restricted and over-valued stock. The order stated that Fowler's conduct was such that there was no reasonable likelihood of future violations. Consequently, the Commission's request for an injunction against Fowler was denied. For further information see Litigation Release No. 5696 and Securities and Exchange Act Release 10266. (SEC v. Diamond Growth Fund, Inc., et al., N.D. CA, Civ. Action No. C-72-2870-WHO). (LR-6666)

TECHNICAL POULTRY PROCESSING EQUIPMENT,
INC., OTHERS, ENJOINED

The Denver Regional Office announced that on December 27 Chief Judge Warren K. Urbom, U.S. District Court for the District of Nebraska, entered an order enjoining Technical Poultry Processing Equipment, Inc., Continental Poultry Equipment, Inc., Stanley Kiespert and Joseph LaBarber and an order enjoining Randall W. Koelling from violations of the registration and antifraud provisions of the securities laws. The defendants consented to the entry of the orders without admitting or denying the allegations contained in the Commission's complaint. (SEC v. Technical Poultry Processing Equipment, Inc., et al., D. Nebr., Civil Action No. 74-L-184). (LR-6667)

COMPLAINT NAMES INTERSTATE SYNDICATIONS,
INC., OTHERS

The Atlanta Regional Office announced the filing of a complaint in Federal court in Atlanta on January 2 seeking preliminary and permanent injunctions against Interstate Syndications, Inc., a Georgia corporation engaged in the business of land syndication, Tom R. Kimball, Richard W. Larson and Michael J. Grassi, all of Atlanta, and Reginald V. Virro, formerly of Atlanta, and two Fulton County, Georgia limited partnerships. The complaint charges all defendants with violations of the registration requirements of the securities laws, and Interstate, Kimball, Larson, Grassi and Virro with violations of the antifraud provisions of the securities laws, in the offer and sale of limited partnership interests and co-tenancy interests in real estate, and seeks the appointment of a special fiscal agent for Interstate and the two limited partnerships. (SEC v. Interstate Syndications, Inc., et al., N.D. Georgia, Civil Action No. C75-5 A). (LR-6668)

ALAN SEGAL, THREE OTHERS, CONVICTED

The SEC announced that Alan Segal, 51, of North Miami, Fla; Anthony Scardino, 48, of Houston, Texas; Edward Zuber, 34, of Costa Mesa, Calif. and Howard Finkelstein, 46, of Bayside, N.Y., were convicted of conspiracy, securities and mail fraud and sale of unregistered stock in connection with the distribution of Pioneer Development Corporation stock during 1969 and 1970. Three other defendants, Burney Acton, 45, of Ft. Worth, Texas; Joseph Azzerone, 30, of Worcester, Mass. and Michael Clegg, 36, of Marble Falls, Texas, pleaded guilty before trial and testified for the government. The charges against one defendant, Jack Levine, 58, of Queens, N.Y. was dismissed after the government's case.

The defendants are scheduled to be sentenced on January 28, 1975. (LR-6669)

HOLDING COMPANY ACT RELEASES

CONSOLIDATED NATURAL GAS COMPANY

A supplemental order has been issued authorizing Consolidated and several of its subsidiaries to engage in certain proposed intrasystem financing. (Rel. 35-18753 - Jan. 2)

MISSISSIPPI POWER & LIGHT

An order has been issued authorizing Mississippi Power & Light Company, subsidiary of Middle South Utilities, Inc., to issue and sell notes to banks and commercial paper to a dealer therein. (Rel. 35-18754 - Jan. 2)

WESTERN MASSACHUSETTS ELECTRIC COMPANY

An order has been issued authorizing the Western Massachusetts Electric Company, an electric utility subsidiary company of Northeast Utilities, to issue and sell up to \$10 million principal amount of first mortgage bonds. The net proceeds will be used to retire a portion of WMECO's short-term indebtedness. (Rel. 35-18752)

GEORGIA POWER COMPANY

An order has been issued authorizing Georgia Power Company, subsidiary of The Southern Company, to deliver its letter of indemnity to Alabama Power Company, also a subsidiary of The Southern Company. Georgia will agree to indemnify Alabama for a portion of any liability Alabama incurs under a guaranty agreement involving financing of pollution control facilities by the Southern Electric Generating Company (See Rel. 35-18533). (Rel. 35-18756 - Jan. 6)

DELMARVA POWER & LIGHT COMPANY

An order has been issued authorizing Delmarva Power & Light Company, a registered holding company, to issue and sell \$30 million of first mortgage and collateral trust bonds. (Rel. 35-18757 - Jan. 6)

INDIANA & MICHIGAN ELECTRIC COMPANY

A notice has been issued giving interested persons until January 31 to request a hearing on a proposal by Indiana & Michigan Electric Company, subsidiary of American Electric Power Company, Inc., that the maximum amount of short-term debt it may incur be increased from \$150 million to \$165 million. (Rel. 35-18758 - Jan. 6)

TRUST INDENTURE ACT RELEASES

PAN AMERICAN WORLD AIRWAYS, INC.

A notice has been issued giving interested persons until January 28 to request a hearing on an application of Pan American World Airways, Inc. that the trusteeship of United States Trust Company of New York under an existing indenture dated January 15, 1973, which is qualified under the Trust Indenture Act of 1939, and five other indentures dated July 15, 1959, January 15, 1964, August 1, 1966, February 15, 1969, and September 1, 1968, of which all except the September 1, 1968 are qualified under the Trust Indenture Act of 1939, are not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify the United States Trust Company of New York from acting as trustee under any of the indentures. (Rel. 39-375)

SECURITIES ACT REGISTRATIONS

(S-14) RELIANCE ELECTRIC COMPANY

24701 Euclid Ave., Cleveland, Ohio 44117 - 319,385 shares of common stock. These shares are to be delivered by a subsidiary in consideration of the assets and business of PEC Industries, Inc., Ft. Lauderdale, Florida, and will be distributed by PEC to stockholders in liquidation. The transaction is subject to approval by PEC stockholders. Reliance is engaged in the development, manufacture, sale and servicing of components and systems for use in the automation of industrial and commercial processes and operations. (File 2-52582 - Dec. 24)

(S-6) THE CORPORATE INCOME FUND, FIRST DISCOUNT SERIES

\$25 million of units of beneficial interest, to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, 125 High St., Boston, Mass. 02110. The Fund, a Unit Investment Trust, was created by a trust agreement among Merrill Lynch, as Sponsor, The Bank of New York and The National Shawmut Bank of Boston, as Trustees, and Interactive Data Services, Inc., as Evaluator. The Fund's primary objective is providing current income and capital gain through investment in a fixed portfolio of long-term debt obligations, issued primarily by corporations and selling at deep "market" discounts. (File 2-52583 - Dec. 24)

(S-7) SCOTT PAPER COMPANY

Scott Plaza, Philadelphia, Pa. 19113 - \$75 million of sinking fund debentures, due 2000, to be offered for sale through underwriters headed by Smith, Barney & Co. Incorporated, 1345 Avenue of the Americas, New York, N.Y. 10019 and Blyth Eastman Dillon & Co. Incorporated, One Chase Manhattan Plaza, New York, N.Y. 10005. Scott principally manufactures and sells paper products, forest products and pulp. (File 2-52585 - Dec. 24)

REGISTRATIONS EFFECTIVE

Jan. 2: Connelly Containers, Inc., 2-52478; Local Loan Co., 2-52466.

Jan. 3: Avondale Mills, 2-52321; Dial Financial Corp., 2-52201; E & B Supermarkets, Inc., 2-52465; Nuveen Tax-Exempt Bond Fund Series 64, 2-52313; Oklahoma Gas & Electric Co., 2-52417; Philadelphia Electric Co., 2-52496; Princeton Applied Research Corp., 2-51924.

Jan. 6: Delmarva Power & Light Co., 2-52044; Guardian Industries, Corp., 2-52336; Marriott Corp., 2-52493 & 2-52494; Minnesota Gas Co., 2-52503; The Options Clearing Corp., 2-52275.

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 Dec. 13-23, 1974.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
* Nationwide Theatres Corp.	Cinema 5 Ltd. (New York City) Common Stock - 207,767 shs.	12-13-74
R. B. MacLean	Rogers Brothers Co. (Idaho Falls, Idaho) Common Stock - 15,450 shs. Common Stock - 30,000 shs. on exercise of Options and conversion of Note	12-13-74
Film N Photos, Inc.	Rainbo Photo Color, Inc. (Oklahoma City, Okla.) Common Stock - 1,013,128 shs. (76%) (Above shares were purchased pursuant to the Tender Offer)	12-13-74

ACQUISITION REPORTS CONT.

Tannetics, Inc.	A. J. Industries, Inc. (Los Angeles, Cal.) Common Stock - 430,183 shs. (410,183 of above shares were purchased pursuant to the Tender Offer)	12-16-74
* Group of Shareholders	Keyes Fibre Co. (Waterville, Maine) Common Stock - 271,100 shs.	12-16-74
Ettore Barbatelli	American Appraisal Associates, Inc. (Milwaukee, Wisc.) Common Stock - 151,000 shs.	12-16-74
* MEI Corp.	Hamilton International Corp. (Farmington, Mich.) Common Stock - 400,000 shs. Common Stock - 1,000,000 shs. on conversion of Ser. A Pfd.	12-16-74
* Bass Brothers Enterprises, Inc.	Sperry & Hutchinson Co. (New York City) Common Stock - 486,500 shs.	12-16-74
* E. Griffin Strassenburgh, Jr.	R. D. Products, Inc. (Victor, NY) Common Stock - 616,534 shs. Common Stock - 30,000 shs. on exercise of Option	12-16-74
Thomas E. Remp, Jr.	Dixel Industries Inc. (Houston, Texas) Common Stock - 500,000 shs.	12-16-74
* Ellis Suggs	U. S. Home Corp. (Clearwater, Fla.) Common Stock - 577,736 shs.	12-16-74
Group of Shareholders	Continental Western Industries, Inc. (Des Moines, Iowa) Common Stock - 192,741 shs.	12-16-74
* Bass Brothers Enterprises, Inc. Perry R. Bass	H. Miller & Sons, Inc. (Fort Lauderdale, Fla.) Common Stock - 42,900 shs.	12-16-74
Joseph Vitale	PRF Corp. (Monroe, N.C.) Class A Stock - 9,281 shs.	12-16-74
* Mississippi River Corp.	Missouri Pacific RR Co. (St. Louis, Mo.) Common Stock - 2,020,000 shs. Common Stock - 5,791,975 shs. on conversion of Preferred Common Stock - 481,325 shs. to be purchased at the closing on January 3 from Alleghany Corp. pursuant to an Agreement	12-16-74
Kirsch Co.	Vanguard Studios, Inc. (Chatsworth Cal.) Common Stock - 311,115 shs. (65%) (Above shares were purchased pursuant to an Agreement with Lee and Stuart Burr. Kirsch will purchase for cash the assets and business of Vanguard and thereafter will liquidate it)	12-16-74
Charles L. Sargent	Thetford Corp. (Ann Arbor, Mich.) Common Stock - 243,647 shs. Common Stock - 115,000 shs.	12-16-74

ACQUISITION REPORTS CONT.

Frank T. Sargent	Thetford Corp. (Ann Arbor, Mich.) Common Stock - 239,031 shs. Common Stock - 115,000 shs. (Charles L. Sargent, Frank T. Sargent and Morris Milmet, all officers and directors of Thetford Corp., have agreed to purchase the above 115,000 shs. held by Ronald J. Sargent, its former President)	12-16-74
Jerry Thomas	First American Corp. (Rivera Beach, Fla.) Common Stock - 155,291 shs.	12-17-74
Bruce A. MacNaughton, individually and as Trustee	National Beryllia Corp. (Haskell, NJ) Common Stock - 77,273 shs.	12-17-74
General Marine, Inc. Robert J. Leshe	Murphy Pacific Marine Salvage Co. (Emeryville, Calif.) Class B Common - 46,700 shs.	12-18-74
Trustees under Charles C. Loehmann Trust Agreement	Loehmann's Inc. (Bronx, NY) Common Stock - 100,000 shs.	12-18-74
Hugo Mann (West Germany)	Fed-Mart Corp. (San Diego, Calif.) Common Stock - 640,000 shs. (Above shares to be purchased under an Agreement which also gives Mr. Mann an option to purchase any additional shares to maintain the 51% interest)	12-18-74
Benjamin Sack	Cadence Industries Corp. (West Caldwell, NJ) Common Stock - 64,605 shs. Common Stock - 106,250 shs. on conversion of Notes	12-18-74
Cecilia A. Tallichet	Specialty Restaurants Corp. (Long Beach, Calif.) Common Stock - 255,309 shs. (The voting rights to 127,655 of above shares have been transferred to David C. Tallichet, Jr. The remaining 127,654 shares are in a trust of which he is Trustee)	12-18-74
Aetna Life Insurance Co. of Illinois	General Telephone & Electronics Corp. (Stamford, Conn.) 11.25% Preferred Stock - 8,000 shs.	12-18-74
Aetna Casualty & Surety Co. of Illinois	General Telephone & Electronics Corp. (Stamford, Conn.) 11.25% Preferred Stock - 32,000 shs. (An aggregate of 250,000 shares of the Preferred Stock was purchased by Aetna Life and Aetna Casualty and other institutional investors)	12-18-74
* Cargill, Inc.	Summit National Holding Co. Common Stock - 1,467,986 shs. (556,745 of above shares were acquired pursuant to the Tender Offer)	12-19-74
Scouler-Bishop Grain Co.	Carpenter Paper Co. (Omaha, Nebr.) Common Stock - 18,844 shs.	12-19-74
* Joel Greenberg	Bluebird, Inc. (Chicago, Ill.) Common Stock - 485,700 shs.	12-19-74

ACQUISITION REPORTS CONT.

* Merrill C. Berman et al	Hipotronics, Inc. (Brewster, NY) Common Stock - 65,900 shs. Common Stock - 20,000 shs. on exercise of Option	12-19-74
* James E. Corr Neica L. Corr	American Agronomics Corp. (Tampa, Fla.) Common Stock - 389,200 shs.	12-19-74
Lepercq, DeNeuflize & Co., Inc.	Data 100 Corp. (Minneapolis, Minn.) Preferred Stock - 5,568 shs.	12-20-74
Ernest M. Halpryn	LiquiFund, Inc. (Bronx, NY) Common Stock - 1,700 shs.	12-20-74
Angelo Napolitano	LiquiFund, Inc. (Bronx, NY) Common Stock - 1,700 shs.	12-20-74
Aqueduct Avenue West Building Corp.	LiquiFund, Inc. (Bronx, NY) Common Stock - 5,100 shs.	12-20-74
Nathan B. Rood	LiquiFund, Inc. (Bronx, NY) Common Stock - 1,700 shs.	12-20-74
Aetna Life and Casualty Co.	North American Development Corp. (Boston, Mass.) Common Stock - 24,200 shs.	12-20-74
Western Preferred Corp.	Fidelity National Corp. (Dallas, Texas) Common Stock - 283,104 shs. (39%) (Above shares were acquired from William P. Daves, Jr. by Western Preferred Life Insurance Co., its wholly-owned subsidiary)	12-20-74
Ampco-Pittsburgh Corp.	Pittsburgh Forgings Co. (Pittsburgh, Pa.) Common Stock - 470,196 shs.	12-20-74
* James C. Marlas	Mickelberry Corp. (New York City) Common Stock - 48,400 shs. Common Stock - 21,000 shs. on exercise of Option	12-23-74
* Putnam Growth Fund	Millipore Corp. (Bedford, Mass.) Common Stock - 270,000 shs.	12-23-74
Bear, Stearns & Co.	U. S. Financial (San Diego, Calif.) Common Stock - 343,200 shs. Conv. Bonds - \$2,050,000 Prin. Amt.	12-23-74
* Simkins Industries, Inc.	Fibreboard Corp. (San Francisco, Calif.) Common Stock - 82,300 shs. Conv. Debentures - \$315,000 Prin. Amt.	12-23-74
A. L. Hamilton	American Agronomics Corp. (Tampa, Fla.) Common Stock - 174,800 shs.	12-23-74
* Ervin Schneider	Financial Security Corp. (Wichita, Kans.) Common Stock - 105,176 shs.	12-23-74
* Amended Acquisition Report		

The following 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 PURCHASED</u>	<u>DATE FILED</u>
Natomas Co.	Thermal Power Co. (San Francisco, Calif.) Common Stock - All Outstanding shares for cash at \$20.00 net per share (Natomas acquired control of Thermal through the purchase of shares pursuant to a Tender Offer which expired on November 6)	12-16-74
* ABM Corp. (Whollyowned subsidiary of Boehringer Mannheim GmbH (Germany))	Bio-Dynamics Inc. (Indianapolis, Ind.) Common Stock - All Outstanding shares for cash at an increased price of \$13.75 net per share	12-17-74
Bergstrom Group	Diebold Venture Capital Corp. (New York City) Capital Stock - 125,000 shares for cash at \$2.35 net per share (The Bergstrom Group presently owns 53,500 shares of Diebold)	12-17-74
Montana Corp.	Diversified Realty, Inc. (Butte, Mont.) Common Stock - 200,000 shs. for cash at \$.30 net per share (Montana presently owns 101,071 shares (17%), 65,588 of which were purchased pursuant to a Tender Offer in August 1974)	12-18-74
Hoskins Manufacturing Co. (Wholly-owned by Armada Corp.)	RSC Industries, Inc. (Opa Locka, Fla.) Common Stock - All Outstanding shares for cash at \$1.50 net per share	12-18-74

* Amended & Extended Offer

RECENT 8K FILINGS

Form 8K is a report which must be filed with the SEC by the 10th of the month after any of the following important events or changes: changes in control of the registrant; acquisition or disposition of assets; legal proceedings; changes in securities (i.e., collateral for registered securities); defaults upon senior securities; increase or decrease in the amount of securities outstanding; options to purchase securities; revaluation of assets; submission of matters to a vote of security holders.

The companies listed below have filed Form 8-K reports for the month indicated, responding to the item of the form specified. Photocopies may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). An index of the captions of the items of the form was included in Monday's News Digest.

COMPANY	ITEM NO.	MONTH
SAINT JOSEPH LIGHT & POWER CO	10,13,14	11/74
SATURN AIRWAYS INC	2	11/74
SATURN AIRWAYS INC	13	11/74
SCHULMAN COIN & MINT INC	3	11/74
SCOA INDUSTRIES INC	13,14	11/74
SOUTHERN RAILWAY CO	3	11/74
STAFF BUILDERS INC	8	11/74
TAMPA ELECTRIC CO	7,14	11/74
TELCO MARKETING SERVICES INC	9,13,14	11/74
VIACOM INTERNATIONAL INC	7,8,14	11/74
VICTORIA STATION INC	7	11/74

RECENT 8K FILINGS CONT.

WATERS ASSOCIATES INC	9,14	11/74
WHEELING PITTSBURGH STEEL CORP	3,13	11/74
WHITING CORP	10	11/74
WINCORP	8	11/74
WITTER DEAN ORGANIZATION INC	13	11/74
WOODS CORP	NO ITEMS	11/74
ACME ELECTRIC CORP	13	12/74
AIKEN INDUSTRIES INC	2	11/74
ALDEN CARE ENTERPRISES INC	2,14	11/74
ALICU INC	13	11/74
ALLIED TECHNOLOGY INC	3	12/74
AMERICAN HOME INVESTMENT CO	3	11/74
AMERICAN SNACKS INC	3	11/74
AMERICAN VIDEONETICS CORP	7	11/74
AMINEX CORP	3	11/74
APECO CORP	3,6	11/74
APL CORP	3,8	11/74
ASSOCIATED HOSTS INC	8	11/74
AUTOMATIC DRILLING MACHINES INC	7,8	11/74
BECTON DICKINSON & CO	4,7,14	11/74
BENDIX CORP	3,14	11/74
BRANIFF AIRWAYS INC	8,13	11/74
BRENTWOOD INDUSTRIES INC	13	11/74
BRESLER & REINER INC	10,14	11/74
BROCKTON TAUNTON GAS CO	2,8,11,14	11/74
BURRIS INDUSTRIES INC	11	11/74
CABLECOM GENERAL INC	2	11/74
CALIFORNIA FINANCIAL CORP	10,13,14	11/74
CANADIAN PACIFIC LTD	14	11/74
CAREER ACADEMY INC	13	11/74
CELLU CRAFT INC	12,14	11/74
CHAMPION HOME BUILDERS CO	3	11/74
DIAMOND STATE TELEPHONE CO	3	11/74
DILLON COMPANIES INC	7	12/74
DIVERSITRON INC	3,13,14	11/74
EMHART CORP	13	11/74
EVANS & MITCHELL INDUSTRIES INC	13	11/74
FARMLAND INDUSTRIES INC	7,8	11/74
FERRO CORP	4,7,13	06/74
FIDELITY FINANCIAL CORP	8	11/74
FIRST FOTO INC	11	11/74
FIRST INTERNATIONAL BANCSHARES INC	7,13,14	11/74
FIRSTMARK CORP	7,8	11/74
FLAVORLAND INDUSTRIES INC	1,7,8	11/74
GOLDFELD CORP	3,13	11/74
GONDAS CORP	3	11/74
GRANT ADVERTISING INTERNATIONAL INC	11	11/74
GUARDSMARK INC	8,13,14	11/74
HEALTH MANAGEMENT SERVICES INC	7	11/74
ICM REALTY	3,7,8	11/74
INTERDYNE CO	13	12/74
INVESTMENT CORP OF FLORIDA	13	11/74

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 (\$2 minimum) and 30¢ per page plus postage for expedited handling (\$5 minimum). Cost estimates are given on request. All other referenced material is available in the SEC Docket.

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