Issue 76-156 (SEC Docket, Vol. 10, No. 4 - August 24)

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August 11, 1976

COURT ENFORCEMENT ACTIONS

U.S. SECURITIES AND

LOREN J. BERMAN SENTENCED

EXCHANGE COMMISSION

The Los Angeles Regional Office in conjunction with the U.S. Attorney's Office of the Central District of California announced that Loren J. Berman of Los Angeles was sentenced to two years probation. The sentence followed a court ordered 90 day psychiatric examination. On September 18, 1975, Berman entered pleas of guilty to two counts of an indictment alleging that in 1971 Mr. Berman defrauded the Mutual Securities Fund of Boston. (U.S. v. Loren J. Berman, C. D. CA, Criminal Action No. 75-1064) (LR-7516)

COMPLAINT NAMES WALTER WENCKE, OTHERS

The Los Angeles Regional Office announced that on July 22 the Commission filed a complaint in the U.S. District Court in San Diego, California against Walter Wencke of San Diego; Richard Mets of Fresno, California; Paul Potter of San Diego; John Dees of Fresno; Cathryn Wencke of San Diego; and three publicly-held corporations known as Sun Fruit, Ltd., Time-Lenders, Inc., and Sante Fe Financial Corporation. Numerous privately held corporate and trust entities alleged to be controlled by Walter Wencke are also named as defendants in the action.

The Commission's complaint alleges, among other things, that since 1972 the individual defendants have engaged in a fraudulent scheme to gain control of Sun Fruit, Ltd. and loot it of its assets. It is further alleged that Walter Wencke and certain other individual defendants caused Sun Fruit, Ltd., and Time-Lenders, Inc. to file false and misleading documents with the Commission and send false and misleading reports to shareholders. In summary, the complaint alleges that these reports misrepresented and concealed material facts regarding transactions in which Walter Wencke took control of Sun Fruit, Ltd., and transferred its assets to himself, and contained false and misleading financial statements of Sun Fruit, Ltd. The complaint further alleged that Walter Wencke placed Sun Fruit, Ltd. into state court receivership, to complete and conceal his fraudulent activities.

The complaint seeks an injunction against all defendants (except Santa Fe Financial) from further violations of the antifraud provisions of the securities laws. It further seeks an injunction against certain of the defendants from further violations of the periodic reporting and proxy provisions of the securities laws. The Commission's complaint seeks appointment of a receiver for Sun Fruit, Ltd., Time-Lenders, Inc., and other defendant entities alleged to be controlled by Walter Wencke and also seeks disgorgement by Walter Wencke, Paul Potter and Richard Mets of all corporate assets allegedly misappropriated. (SEC v. Wencke, et al., S.D. CAL, U.S.D.C., NO. CV-76-0783-T). (LR-7517)

INJUNCTIONS ISSUED AGAINST BINGHAM SILVER LEAD COMPANY, OTHERS

The Denver Regional Office announced that preliminary injunctions were entered by the U.S. District Court at Salt Lake City, Utah, against Bingham Silver Lead Company and its president, George H. Badger, on April 19 pursuant to the consent of the defendants who neither admitted nor denied the allegations made in the Commission's complaint. The orders prohibited the defendants from, in substance, violating certain of the registration and antifraud provisions of the securities laws.

A permanent injunction was issued by the Court on May 26 against one defendant, L. Robert Tatum, of Canton, Ohio, restraining him from, in substance, offering and selling Bingham Silver Lead Company stock in violation of the same statutory provisions. He, without admitting or denying the allegations of the complaint, consented to the entry of the permanent injunction.

A preliminary injunction, after hearings, was issued by the Court against Jerry Timothy of Salt Lake City, prohibiting him from, in substance, violating certain of the registration provisions of the securities laws and certain specified fraudulent activities enumerated in the injunction. (SEC v. Bingham Silver Lead Company, et al., D. Utah, Civil Action No. C-75-523). (LR-7518)

The Washington Regional Office announced that on July 26 Judge D. Dortsch Warriner of the Federal District Court in Richmond, Virginia entered an order granting summary judgment in favor of defendant John L. Ruckard. The Commission had filed a complaint on January 6 alleging violations of the registration and antifraud provisions of the securities laws by Ruckard and others in connection with the offer and sale of limited partnership interests marketed by Goodman Securities Corporation and Robert L. Goodman Associates, Inc. (SEC v. Goodman Securities Corporation, et al., E.D. Va., Richmond, Virginia, Civil Action No. CA-76-0007-R). (LR-7519)

COMPLAINT NAMES E.T. BARWICK INDUSTRIES, INC., OTHERS

The SEC announced the filing of a civil injunctive action in the U.S. District Court for the District of Columbia seeking to enjoin E.T. Barwick Industries, Inc. (ETB), Eugene T. Barwick--ETB's chairman of the company and former chairman of the board, W. Baer Endictor, Buford Talley, A. Wayne Hise, J. Marcus Pate, and H. Lee Roper, all former ETB officers, from violations of the antifraud, reporting and proxy provisions of the Securities Exchange Act of 1934 and Rules thereunder. Barwick was also charged with violations of Section 16(a) (ownership reports) of the Exchange Act.

The Commission's complaint alleged that from at least on or about August, 1968 the defendants and others, variously, directly and indirectly, engaged in certain activities which, among other things, concealed the true financial condition of ETB and led to, among other things, the filing with the Commission and dissemination to ETB shareholders of false and misleading financial statements and proxy solicitation material.

Without admitting or denying the allegations contained in the Commission's complaint, defendants consented to the entry of a final judgment of permanent injunction. (SEC v. E.T. Barwick Industries, Inc., et al., Civil Action No. 76-1490, U.S.D.C., D.C.). (LR-7520)

INVESTMENT COMPANY ACT RELEASES

LIGHTHOUSE FUND B

A notice has been issued giving interested persons until September 2 to request a hearing on an application of Lighthouse Fund B, Inc., for an order declaring that it has ceased to be an investment company. (Rel. IC-9391 - August 9)

HOLDING COMPANY ACT RELEASES

SOUTHWESTERN ELECTRIC POWER COMPANY

An order has been issued authorizing Southwestern Electric Power Company, subsidiary of Central and South West Corporation, to acquire 363 rail cars by lease and to issue loan guarantees in connection with the lease of the rail cars and the lease of a rail-road repair shop. (Rel. 35-19643 - August 9)

CONSOLIDATED NATURAL GAS COMPANY

A notice has been issued giving interested persons until September 3 to request a hearing on a proposal of Consolidated Natural Gas Company, a registered holding company, to issue and sell \$75 million of debentures at competitive bidding. (Rel. 35-19644 - August 9)

OHIO EDISON COMPANY

An order has been issued releasing jurisdiction over terms of pollution control notes and an agreement involving financing of pollution control facilities by Ohio Edison Company, a registered holding company, and its subsidiary Pennsylvania Power Company. (Rel. 35-19645 - August 10)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Municipal Securities Rulemaking Board has filed a proposed rule change under Rule 19b-4 (SR-MSRB-76-9) to require that written confirmations of municipal securities NEWS DIGEST, August 11, 1976

transactions be sent to customers and prescribe the information to be provided on such confirmations. Publication of the proposal is expected to be made in the Federal Register during the week of August 16. (Rel. 34-12698)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the New York Stock Exchange, Inc. (SR-NYSE-76-26) subject to a letter of August 6 granting an extension of time with respect to a small part of the filing. The rule change revises the NYSE regulation of the structure and composition of member organizations in order to facilitate capital raising efforts by such members. (Rel. 34-12697)

SECURITIES ACT REGISTRATIONS

(S-1) ROLM CORPORATION

18922 Forge Dr., Cupertino, Cal. 95014 - 420,000 shares of common stock (excluding 27,000 shares which the underwriters have the option to purchase to cover over-allotments, if any) of which 150,000 shares are being offered for sale by certain selling shareholders through underwriters represented by E.F. Hutton & Co. Inc., One Battery Park Plaza, New York, N.Y. 10004, and Robertson, Colman, Sibel & Weisel, 235 Montgomery St., San Francisco, Cal. ROLM is engaged in the design and manufacture of general purpose computers intended for use in severe environments, and a computer-controlled electronic telephone switching system. ROLM's rugged computers are sold primarily for military and industrial applications. The telephone switching system is a private branch exchange sold to commercial and institutional customers with between 100 and 800 telephone extensions. (File 2-56966 - August 9)

(S-5) UNITED MUNICIPAL BOND FUND, LTD.

One Crown Center, Kansas City, Mo. 64141 - 20,000 shares of limited partnership interests, to be offered for sale at net asset value plus a maximum sales charge of 4.00% of the offering price. The partnership is an open-end diversified investment company which will invest in municipal bonds. (File 2-56969 - August 6)

(S-1) WYLY CORPORATION

7200 N. Stemmons Freeway, P.O. Box 6228, Dallas, Tex. 75222 - 1,025,660 shares of Series A senior convertible preferred stock; 1,309,575 shares of common stock; and 2,051,320 shares of common stock issuable upon conversion of the Series A senior convertible preferred stock, plus an additional indeterminate number of shares of common stock to cover any adjustments in the number of shares issuable upon conversion. It is proposed to offer these shares in exchange for its 7-1/4% convertible subordinated debentures, due 1995, at the rate of 25 shares of common stock and 20 shares of Series A senior convertible preferred stock for each \$1,000 of 7-1/4% convertible subordinated debentures, due 1995, plus cancellation of accrued interest thereon from March 15, 1976. It is also proposed to offer these shares in exchange for 4% convertible sinking fund capital notes, due 1983 at the rate of 30 shares of common stock and 22 shares of Series A senior convertible preferred stock for each \$1,000 of its 4% convertible subordinated sinking fund capital notes, due 1983 plus cancellation of accrued interest thereon from May 1, 1976. Wyly Corporation is a data services holding company. (File 2-56973 - August 9)

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:
Maryland National Corp., Baltimore, Md. (Fila 2-56945 - Aug. 3) - 225,000 shares
National Distillers and Chemical Corp., New York, N.Y. (File 2-56946 - Aug. 4) 300,000 shares

Braun Engineering Co., Detroit, Mich. (File 2-56947 - Aug. 5) - 25,000 shares Gerber Products Co., Fremont, Mich. (File 2-56948 - Aug. 5) - 400,000 shares Contech Inc., Minneapolis, Minn. (File 2-56952 - Aug. 5) - 200,000 shares Respiratory Care, Inc., Arlington Heights, Ill. (File 2-56953 - Aug. 5) - 252,010 shares

The Dayton Power and Light Co., Dayton, Ohio (File 2-56960 - Aug. 6) - 400,000 shares

Iowa Beef Processors, Inc., Dakota City, Neb. (File 2-56962 - Aug. 5) - 30,000 shares

Sealed Air Corp., Fair Lawn, N.J. (File 2-56967 - Aug. 9) - 173,810 shares

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Eastman Kodak Co., Rochester, N.Y. (File 2-56968 - Aug. 9) - 149,134 shares Emerson Electric Co., St. Louis, Mo. (File 2-56970 - Aug. 9) - 26,250 shares, and (File 2-56971 - Aug. 9) - 12,600 shares Instrumentation Laboratory Inc., Lexington, Mass. (File 2-56972 - Aug. 9) - 36,750 shares

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.

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COMPANY	ITEM NO.	MONTH
AMERICAN BAKERIES CO	3,7,8,14	07/76
ANSUL CO	13,14	07/76
ARKANSAS WESTERN GAS CO	7,14	07/76
BARUCH FOSTER CORP	3	07/76
BROOKLYN UNION GAS CO	4,7,14	07/76
CALIFORNIA WATER SERVICE CO	7,14	06/76
CARTER WILLIAM CO	4,7,8,14	07/76
CHARVOZ CARSEN CORP	7,13,14	07/76
CURTIS MATHES CORP	13	07/76
DART INDUSTRIES INC	13,14	07/76
DAYTON HUDSON CORP	13	07/76
DETECTO SCALES INC	3,13	07/76
FIDELITY CORP	13	07/76
FLUKE JOHN MANUFACTURING CO INC	7,13,14	07/76
FOREST DIL CORP	7,14	07/76
GENERAL BANCSHARES CORP	12,14	07/76
GENERAL ELECTRIC CREDIT CORP	7,8,14	07/76
GENERAL FOODS CORP	11,13,14	07/76
GOLCONDA CORP	10,14	07/76
HAMMOND CORP	11	07/76
HEINZ H J CD	13	07/76
HOE R & CO INC	13,14	07/76
HYDROPHILICS INTERNATIONAL INC	13	07/76
JMB INCOME PROPERTIES LTD THIRD	2,14	06/76
MERCANTILE STORES CO INC	4,7,14	07/76
NATIONAL EXHIBITION CO	2,14	07/76
NEWHALL LAND & FARMING CO	2,4,14	07/76
OCEANEERING INTERNATIONAL INC	7	07/76

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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