

sec news digest

Issue 94-213

November 8, 1994

ENFORCEMENT PROCEEDINGS

COMPLAINT FILED AGAINST FRANK BUTLER

The Commission announced that on October 14 a complaint was filed in the Middle District of Florida seeking a permanent injunction, disgorgement, prejudgment interest, and an accounting against Frank S. Butler (Butler) of Rolling Hills, Illinois. The Commission's complaint alleges that Butler, as president of Alpine Cable Inc. (Alpine), offered and sold shares of Alpine's common and preferred stock to the public by making misrepresentations and omissions of material facts to investors concerning the risk associated with an investment in Alpine stock; the expected return on an investment in Alpine stock; and the existence of lucrative agreements and contracts between Alpine and other entities. The Commission's complaint seeks to enjoin Butler from violating Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Act of 1934 and Rule 10b-5 thereunder. [SEC v. Frank S. Butler, Civil Action No. 94-1079-CIV-ORL-22, MD Fla.] (LR-14322)

COMPLAINT FILED AGAINST JON ALDRICH, LAWRENCE HARTZ, JESSE HUNT, JR., HUNT INVESTMENTS, INC., STEPHEN KNEPP, ROBERT MCATEE AND ROGER TAYLOR

The Commission announced that on October 28 it filed a complaint in the Middle District of Florida seeking permanent injunctions, disgorgement, civil penalties and other relief against Jon D. Aldrich, Lawrence R. Hartz, Jesse J. Hunt, Jr., Hunt Investments, Inc., Stephen S. Knepp, Robert L. McAtee and Roger Dale Taylor (collectively referred to as the Defendants). The Defendants were the principals and some of the sales agents of Premier Benefit Capital Trust (PBCT) and Premier Financial Services, Inc. (PFS). From approximately November 1992 to July 1993, PBCT, through its marketing arm, PFS, fraudulently offered and sold unregistered securities to the public in the form of "Capital Note Certificates" (Certificates). The Commission previously filed a civil action against PBCT and PFS which resulted in the issuance of a temporary restraining order and a preliminary injunction against both entities.

The complaint in the instant action alleges that the Defendants, from January 1993 to July 1993, offered and sold unregistered securities, namely the PBCT Certificates to investors and prospective investors nationwide through newspaper and radio advertisements, and public seminars. The Defendants collectively raised \$1.3 million through the sale of the Certificates to 35 investors residing in several states.

The complaint further alleges that the Defendants disseminated to investors and prospective investors, various offering materials and literature, in connection with the offers and sales of the Certificates, which contained misrepresentations and omissions of material facts regarding PBCT, its operations, its officers and trustees, the risks involved in the investment and the use of investors' funds. [SEC v. Jon D. Aldrich, et al., Civil Action No. 94-1737-CIV-T-17A] (LR-14323)

INVESTMENT COMPANY ACT RELEASES

THE WOODWARD FUNDS, ET AL.

An order has been issued on an application filed by The Woodward Funds, et al. under Section 6(c) of the Investment Company Act for an exemption from Sections 2(a)(32), 2(a)(35), 18(f)(1), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The order permits certain investment companies to issue multiple classes of shares representing interests in the same portfolio of securities and assess, and under certain circumstances, waive a contingent deferred sales charge on redemptions of shares. (Rel. IC-20687 - November 7)

HOLDING COMPANY ACT RELEASES

CSW CREDIT, INC., ET AL.

A notice has been issued giving interested persons until November 28 to request a hearing on a proposal by CSW Credit, Inc. (CSW Credit), a nonutility subsidiary of Central and South West Corporation (CSW), a registered holding company. CSW Credit proposes to extend, through December 31, 1995, its existing authorization to borrow funds and for CSW to make equity investments in CSW Credit to finance the factoring of receivables of associate and nonaffiliated electric-utility companies. (Rel. 35-26157)

ENERGY INITIATIVES, INC., ET AL.

A notice has been issued giving interested persons until November 28 to request a hearing on a proposal by Energy Initiatives, Inc. (EII), a nonutility subsidiary of General Public Utilities Corporation (GPU) and GPU, a registered holding company (both, Applicants). Applicants propose to extend until December 31, 1997 the period during which GPU may make capital contributions to EII and GPU and EII may enter into letter of credit and reimbursement agreements and guarantees in connection with EII's activities; to increase the funding that GPU can contribute to EII to \$200 million and the amount of debt that EII can secure to \$30 million; that EII may use contributions from GPU to acquire securities and other interests in exempt wholesale generators (EWGs) and foreign utility companies (FUCOs); to enter into guarantees and reimbursement agreements to guarantee the securities or other obligations of EWGs and FUCOs; to assume liabilities of EWGs and FUCOs; to extend until December 31, 1997 the period during which EII may incur borrowings and GPU may guarantee payment of such borrowings; to extend until December 31, 1997 the period during which EII may make capital contributions up to \$1 million to its service subsidiary; and that the reservation of jurisdiction be released over EII's request pursuant to Section 13(b) of the Act. (Rel. 35-26157)

NEW ENGLAND ELECTRIC SYSTEM

A notice has been issued giving interested persons until November 28 to request a hearing on a proposal by New England Electric System (NEES), a registered holding company, to extend the authorization to issue and sell its common stock, pursuant to the New England Electric System Companies Incentive Thrift Plan II, from December 31, 1994 to December 31, 1997. (Rel. 35-26157)

GEORGIA POWER CO.

A notice has been issued giving interested persons until November 28 to request a hearing on a proposal by Georgia Power Company (Georgia Power), a wholly owned public-utility subsidiary company of the Southern Company, a registered holding company, to invest up to \$10 million through December 31, 1997 to acquire limited partnership units in one or more limited partnerships organized to invest in low-income housing projects in Georgia that qualify for the low-income housing tax credit under Section 42 of the Internal Revenue Code. (Rel. 35-26157)

NEW ENGLAND ELECTRIC SERVICE

A notice has been issued giving interested persons until November 28 to request a hearing on a proposal by New England Electric System (NEES), a registered holding company, to provide assurances relative to payments to be made by subsidiaries of NEES under employee life insurance plans. (Rel. 35-26157)

SELF-REGULATORY ORGANIZATIONS

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration O'Brien Environmental Energy, Inc., Class A Common Stock, 1¢ Par Value; 7 3/4% Convertible Debentures, due March 15, 2002; 11% Convertible Debenture, due March 15, 2010; and 11% Convertible Debentures, due March 15, 2011. (Rel. 34-34945)

PROPOSED RULE CHANGE

The Pacific Stock Exchange filed a proposed rule change (SR-PSE-94-29) relating to amendment of its Minor Rule Plan and recommended fine schedule with respect to Options Floor Decorum and Other Minor Trading Rule Violations. Publication of the notice is expected in the Federal Register during the week of November 7. (Rel. 34-34944)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-4 UNION PLANTERS CORP, 7130 GOODLETT FARMS PKWY, CORDOVA, TN 38018
(901) 383-6000 - 14,750,000 (\$292,639,403) COMMON STOCK. (FILE 33-56269 - NOV. 01) (BR. 1)
- S-3 TELE COMMUNICATIONS INC /CO/, 5619 DTC PARKWAY, ENGLEWOOD, CO 80111
(303) 267-5500 - \$575,000,000 STRAIGHT BONDS. (FILE 33-56271 - NOV. 01) (BR. 7)
- S-3 LTV CORP, 25 WEST PROSPECT AVENUE, P O BOX 655003, CLEVELAND, OH 44115
(216) 622-5000 - 263,220 (\$5,001,180) COMMON STOCK. (FILE 33-56273 - NOV. 01) (BR. 6)
- S-8 ADVEST GROUP INC, ONE COMMERCIAL PLZ, 280 TRUMBULL ST, HARTFORD, CT 06103 (203) 525-1421 - 800,000 (\$4,200,000) COMMON STOCK. (FILE 33-56275 - NOV. 01) (BR. 11)