

sec news digest

a daily summary from the securities and exchange commission

Issue 74-11
(SEC Docket, Vol. 3, No. 11 - Jan 29)

JAN 17 1974

January 16, 1974

DECISIONS IN ADMINISTRATIVE PROCEEDING LIBRARY

REGISTRATION OF FIVE STAR INVESTMENT COMPANY REVOKED AND FORMER DIRECTORS AND SALESMEN BARRED/SUSPENDED. An order has been issued revoking the broker-dealer registration of Five Star Investment Company, of Glen Burnie, Maryland, and barring Thomas Foy, Jr., a former salesman, from association with any broker or dealer. Also barred were Paul Isaacs and Edward W. Isaacs, former directors, with the provision that after one year each may apply for permission to re-enter the securities business upon a showing that he will be adequately supervised. William J. Haig, Harold W. Rummell, Nicholas Guidara and James F. Trainor, all former salesmen, were suspended from association with any broker or dealer for 180, 60, 60 and 60 days, respectively, with the provision that under certain conditions at the end of such suspensions, they could become re-associated in the securities business under adequate supervision. The suspensions of the four former salesmen shall be effective as of the opening of business on January 21, 1974.

According to the decision, it was found, among other things, that during the latter part of 1970 and most of 1971, the respondents violated the registration and antifraud provisions of the securities laws in the sale of the Class A common stock of Five Star Foods Corporation of Maryland, by making various misrepresentations concerning construction of new food facilities, the value of the stock and the financial condition of the company and by selling and delivering such stock without the accompanying prospectus required by law.

The Commission's order was based on offers of settlement in which the respondents, without admitting or denying the charges, consented to the findings and sanctions. (Rel. 34-10592)

INVESTMENT COMPANY ACT RELEASES

EDPR SHAREHOLDERS' RETENTION TRUST. A notice has been issued giving interested persons until January 30, 1974, to request a hearing on an application of EDPR Shareholders' Retention Trust for an order of exemption from all provisions of the Act other than Sections 8(a), 17, and 36. (IC-8182)

BROAD STREET INVESTING CORPORATION. An order has been issued permitting withdrawal of an application by Broad Street Investing Corporation requesting exemption for a transaction in which applicant's redeemable securities would have been issued for substantially all the assets of the Forghash Investment Company without any sales charges. (IC-8183)

NARRAGANSETT CAPITAL CORPORATION. An order has been issued permitting the withdrawal of an application of Narragansett Capital Corporation, a closed-end management investment company, seeking approval of a \$400,000 loan by Narragansett to Main Line Fashions, Inc. for the purpose of enabling Main Line to purchase shares of its common stock from William Margolis. (IC-8184)

SECURITIES ACT REGISTRATIONS FILED

(S-1) THE CLOROX COMPANY, 7901 Oakport St., Oakland, Cal. 94621 - 354,848 shares of common stock. It is proposed to offer these shares and options to purchase these shares in exchange for outstanding shares of common stock of Consolidated American Industries, Inc. (Con Am), Wichita, Kansas, and outstanding options to purchase Con Am stock (Purchase Options) in the ratio of: (a) 1 Clorox share for 17.723 of Con Am shares. (b) 1 option to purchase 1 Clorox share for each 17.723 Con Am shares covered by each purchase option on its terms and conditions except at an option price of \$17.723 if the Purchase Option price was \$1 per share or an option price of \$8.8615 if the Purchase Option price was \$0.50 per share. The company manufactures and distributes household products (including non-food and specialty food products) and distributes products and furnishes services to the food service industries. (File 2-49961 - Dec. 28)

(S-1) UNITED CANSO OIL & GAS LTD., 940 Eighth Ave. S. W., Calgary, Alta., T2P 1H8, Canada - 1,485,461 shares of common stock. It is proposed to offer shareholders rights to subscribe for 1,177,961 shares of common stock, on the basis of one right for each share of common stock held; five rights will be required to entitle the holder to purchase one additional share of common stock. Also included in this registration statement are 307,500 shares issued and reserved under stock option plans. The Company is engaged through direct and equity interests in the exploration and development of properties containing or believed to contain recoverable oil and gas reserves, principally in Canada, the United Kingdom, Australia and the United States. (File 2-49964 - Dec. 28)

(S-1) FEDDERS CORPORATION, Edison, N. J. 08817 - a maximum of \$40,500,000 of subordinated debentures due 1994 (new debentures). It is proposed to offer the new debentures in exchange for the company's outstanding 5% convertible subordinated debentures due 1996 (old debentures) at a rate to be determined. The Company manufactures and sells central air conditioning systems, window air conditioners and other consumer products. (File 2-49967 - Dec. 28)

(S-1) MERCANTILE BANCORPORATION INC., 721 Locust St, St. Louis, Mo. 63101 - 33,333 shares of common stock. It is proposed to offer these shares in exchange for the outstanding common stock of Rozier Bank, St. Genevieve, Mo. at the rate of 3.3333 shares for each bank share. Mercantile Bancorporation Inc. is a bank holding company which controls twelve banks. (File 2-49968 - Dec. 28)

(S-1) LAFAYETTE FUNDS, INC., 1600 Fairfield Ave., Shreveport, La. 71101 - \$10 million of limited partnership interests in Lafayette Funds Drilling Program, to be offered on a best efforts basis primarily through selected NASD members. The program will consist primarily of development drilling as opposed to exploration (wildcat) drilling. (File 2-49970 - Dec. 28)

(S-1) The company also seeks registration of \$10 million of limited partnership interests in Lafayette Funds Exploratory Drilling Program, to be offered on a best efforts basis primarily through selected NASD members. The program will consist primarily of exploratory (wildcat) drilling as opposed to development drilling. (File 2-49971 - Dec 28)

(S-14) ERC CORPORATION, 21 West 10th St., Kansas City, Mo. 64105 - 139,425 shares of common stock. It is proposed to offer these shares (a) upon the acquisition from Midwestern Financial Corporation of Kansas, Inc., Wichita, Kansas, of 51-1/2% of the outstanding stock of The Centennial Life Insurance Company, Pittsburg, Kansas and (b) the subsequent merger of Centennial with a subsidiary of ERC, at the rate of 1 ERC share for 4 Centennial shares. ERC is a casualty and life insurance holding company. (File 2-49953 - Dec. 28)

(S-16) AMERICAN FINANCIAL CORPORATION, One East Fourth St., Cincinnati, Ohio, 45202 - 75,000 shares of common stock. These shares are to be distributed as gifts by Carl H. Lindner and Robert D. Lindner, officers and directors of American Financial. American Financial is a diversified, financial holding company engaged in insurance, residential construction, publishing, leasing, savings and loan and banking operations through subsidiaries. (File 2-49885 - Dec. 28)

(S-11) PENAIKEN INCOME PROPERTIES, LTD. (the partnership), 140 Newberry St., N. W., Aiken, S. C. 29801 - 10,000 of limited partnership interests to be offered at \$500 per unit on a best efforts basis through Cisco of America, Inc., 100 East Garden St., Pensacola, Fla. 32502. The proposed partnership will acquire improved real estate which is expected to be income producing. (File 2-49895 - Dec. 20)

(S-12) ADRS FOR LORAIN GOLD MINES LIMITED FILED, First National City Bank, 111 Wall St., New York, N. Y. 10015, filed a registration statement seeking registration of 100,000 American Depositary Receipts for ordinary registered shares of Loraine Gold Mines Limited, a South African corporation. (File 2-49934 - Dec. 26)

(S-1) FIDELITY AMERICAN BANKSHARES, INC., 828 Main St., Lynchburg, Va. 24504 - 105,947 shares of common stock. Bankshares proposes to offer these shares in exchange for the outstanding common shares of Planters Bank and Trust Company, Chatham, Va. and The Peoples Bank of Buena Vista, Va., Inc., at the rate of 10.7625 shares for each Planters Bank share and 2.2 shares for each Peoples Bank share. Bankshares is a registered bank holding company which controls thirteen Virginia banks. (File 2-49980 - Dec. 28)

(S-16) SQUIBB CORPORATION, 40 West 57th St., New York, N.Y. 10019 - 6,049 shares of common stock which may be offered for sale from time to time by a certain shareholder at prices current at the time of sale. Squibb is a diversified pharmaceutical company. (File 2-49984 - Jan. 2)

(S-14) ORMONT DRUG & CHEMICAL CO., INC., 520 South Dean St., Englewood, N.J. 07631 - 205,730 shares of common stock and 154,297 shares of convertible preferred stock, Series A. It is proposed to offer these shares in connection with the proposed merger of Para-Medical Enterprises, Inc. into a wholly owned subsidiary of Ormont, at the rate of two common shares and 1.5 preferred shares for each 10 common shares of Para-Medical. Ormont principally manufactures, sells, and distributes pharmaceutical products, surgical, medical, and related patient comfort, audio visual teaching materials and pharmaceutical products for veterinary use. (File 2-49986 - Jan. 2)

(S-1) GALIC, INC., 3546 First Avenue North, St. Petersburg, Fla. 33713 - 360,000 shares of common stock and 90,000 warrants, to be offered for sale in units, each consisting of 20 shares and 5 warrants at \$100 a unit. No underwriting is involved. The company is a holding company whose subsidiaries write credit life and health and accident insurance. (File 2-49987 - Jan..2)

(S-1) ZOLLER & DANNEBERG, INC., 1600 Broadway, Denver, Colo. 80202 - 1,759,396 shares of common stock. It is proposed to offer to exchange these shares for limited partners' interests in four public oil and gas drilling partnerships formed and managed by Zoller & Danneberg Exploration, Ltd., a wholly owned subsidiary. The offering will be made on a best efforts basis through Hugh Johnson & Company, Inc., 1800 Rand Bldg., Buffalo, N.Y. 14240, as exchange manager. Zoller & Danneberg, Inc. is engaged in oil and gas exploration, development and production for itself and for publicly and privately financed drilling programs. (File 2-49990 - Jan. 2)

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:

The Manchester Corporation, Manchester, N.H. (File 2-49952) - 6,000 shares
 Star-Lite Industries, Los Angeles, Cal. (File 2-49955) - 78,165 shares
 Applied Data Research, Inc., Princeton, N.J. (File 2-49962) - 40,000 shares
 Abe Schrader Corporation, New York, N.Y. (File 2-49965) - 100,000 shares
 Schering-Plough Corporation, Bloomfield, N.J. (File 2-49969) - 17,211 shares
 The Reynolds and Reynolds Company, Dayton, Ohio (File 2-49975) - 164,756 shares
 A. B. Dick Company, Chicago, Ill. (File 2-49976) - 200,000 shares
 American Reserve Corporation, Chicago, Ill. (File 2-49983) - 160,250 shares
 Electronic Data Systems Corporation, Dallas, Tex. (File 2-49985) - 1,000,000 shares
 May Petroleum, Inc., Dallas, Tex. (File 2-49991) - 375,000 shares
 Electronic Arrays, Inc., Mountain View, Cal. (File 2-49992) - 247,958 shares

SECURITIES ACT REGISTRATIONS. Effective January 15: Apache Corporation, 2-49695 (90 days); Computer Image Corporation, 2-49696; Fotomat Corporation, 2-49824; Multivest Real Estate Fund, Ltd., Series VII, 2-49502 (90 days); Northrup, King & Co. 2-49787; Rapid-American Corporation, 2-48732; Sonic Industries, Inc. 2-48816 (90 days); Worlco, Inc. 2-49978.

MISCELLANEOUS

TRADING SUSPENSIONS. The SEC has announced the suspension of over-the-counter trading in the securities of Seaboard Corp. for the further ten-day period January 16-25, inclusive.

STANDARD OIL COMPANY. An order has been issued granting an application by Standard Oil Company (Indiana), pursuant to Section 310 (b)(1)(ii) of the Trust Indenture Act of 1939 declaring that the trusteeship of The Chase Manhattan Bank (N.A.) under an indenture dated September 15, 1966, qualified under the Act, and another indenture, dated December 2, 1973, is 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 Chase Manhattan from acting as Trustee under these indentures. (TI-354)

RECENT FORM 8-K FILINGS

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.

ABEX CORP	3	11/73
ADUBE INVESTMENT CORP	1	11/73
ALDON INDUSTRIES INC	1	11/73
ALLIANCE MEDICAL INDUSTRIES INC	1,7	11/73
AMERICAN HOME INVESTMENT CO	3,12,13,14	11/73
ANTHONY INDUSTRIES INC	14	11/73
AUTO GRAPHICS INC	12	11/73
BARRIS CHUCK PRODUCTIONS INC	11	09/73
BARRIS CHUCK PRODUCTIONS INC	10,14	11/73
BAY STATE GAS CO	1,2,14	11/73
BISHOP INDUSTRIES INC	13	11/73
BOZZUTUS INC	1,2,3,7,11,14	12/73
BRO DART INDUSTRIES	11	11/73
CARLSBERG MOBILE HOME PROPERTIES LTD 72	12,14	11/73
CODESCO INC	11,14	12/73
COMTECH LABORATORIES INC	11,14	11/73
CCOUNTRYWIDE CREDIT INDUSTRIES INC	9	11/73
DAISY CORP	2,10,14	10/73
DATASCOPE CORP	11	12/73
DESERET PHARMACEUTICAL CO INC	13,14	11/73
DINERS CLUB INC	6	12/73
EARLY CALIFORNIA INDUSTRIES INC	13	11/73
ELECTROSPACE CORP	12	12/73
ENVIRONMENTAL POLLUTION RESEARCH CORP	13,14	12/73
FARM FISH INC	2,7	11/73
FIRST MISSISSIPPI CORP	9,11,13,14	11/73
FLORICA GLASS INDUSTRIES INC	13	11/73
GALAXY GROUP INC	13,14	11/73
GALE INDUSTRIES INC	3,13	11/73
GENERAL FINANCIAL SYSTEMS INC	2,7,14	12/73
GENERAL NURSING HOMES CORP	2,3,14	11/73
GILBERT RUBINSON INC	13	12/73
GRACE W R & CO	3,7	11/73
GREAT NORTHERN MANAGEMENT CO INC	13,14	11/73
HALLMARK HOMES INC	11	11/73
HARVEST MARKETS INC	13	11/73
HATTIE CARNEGIE JEWELRY ENTERPRISES LTD	3	12/73
HERITAGE ENTERPRISES INC	2,14	11/73
INSYTE CORP	1,7	10/73
INTERNATIONAL INDUSTRIES INC	3,7,10,13,14	11/73
INVESTORS CORP OF AMERICA	12,14	11/73
JACOBSON STORES INC	11,14	12/73
LEISURE LIVING COMMUNITIES INC	2,14	11/73
LIFE OF PENNSYLVANIA FINANCIAL CORP	3,13	11/73
LINDSEY GEORGE INTERNATIONAL INC	2	11/73
MAJOR ELECTRONICS CORP	13,14	11/73
MANATI INDUSTRIES INC	13	11/73
MANGEL STORES CORP	2,4,14	11/73
MARITIME FRUIT CARRIERS CO LTD	2,14	11/73
MAULE INDUSTRIES INC	9,13	11/73

---oooOooo---

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 (\$35.45 a year, first class mail; \$8.90 additional for foreign mailing) and the SEC Docket (\$21.35 a year, first class mail; \$5.35 additional for foreign mailing) are for sale by the Superintendent of Documents, Government Printing Office, Washington, D.C. 20402.