

sec news digest

a daily summary from the securities and exchange commission

Issue No. 73-46

(SEC Docket, Vol. 1, No. 6 - March 20)

March 8, 1973

DECISIONS IN ADMINISTRATIVE PROCEEDING

NASD ACTION AGAINST DON D. ANDERSON & CO. AND PRESIDENT UPHELD. The SEC has issued an order dismissing the application of Don D. Anderson & Co., Inc. of Oklahoma City, and its president, Don D. Anderson, for review of an NASD decision expelling the firm from NASD membership, barring Anderson from association with any NASD member and fining him \$5,000 and censuring both.

The Commission found, as had the NASD, that the firm and Anderson violated the NASD's Rules of Fair Practice in that they engaged in a deceptive contrivance to circumvent the Commission's net capital rule, and failed to comply with net capital requirements, to amend the firm's NASD registration application, and to register a director of the firm as a principal.

In affirming the sanctions imposed by the NASD, the Commission noted that this was the third NASD disciplinary proceeding in which the firm and Anderson had been found in violation of the Commission's net capital rule. (Rel. 34-10022)

FIVE PRINCIPALS OF BROKERAGE FIRM SANCTIONED. The SEC has issued an order imposing sanctions on Martin London, Martin Sussman, Michael Schapiro, Mel Paikoff and Norman Egort, who were principals of a registered broker-dealer firm in Hicksville, N. Y. London and Sussman were barred from association with any broker-dealer, investment company or investment adviser, but after 1 year may apply for re-entry into the securities industry. Schapiro was suspended from such association for 6 months, after which he may become so associated in a supervised capacity with the right after 2 years from the date of the order to apply for removal of that restriction. Paikoff and Egort were suspended from such association for 8 months and 4 months, respectively, following which they may become so associated in a non-proprietary and supervised capacity.

According to the decision, respondents violated antifraud and recordkeeping provisions of the securities laws during the period October 1969-March 1970 in connection with transactions in securities of Digital Technology Corp. They entered into an arrangement with an employee of another brokerage firm under which cash payments were made to him for his assistance in effecting transactions in Digital securities on behalf of his employer, failed to disclose the arrangement to such employer or the public, and made false entries in their firm's records to conceal such payments.

The Commission's order was based on offers of settlement in which the respondents, without admitting or denying the charges against them, consented to the above findings and sanctions. (Rel. 34-10023)

COURT ENFORCEMENT ACTIONS

FRANK AND DRAKE, INC.; B. M. FRANK ENJOINED. The SEC New York Regional Office announced on March 6 that the Federal court in New York City had permanently enjoined Frank and Drake, Incorporated, New York City broker-dealer, and Bernard M. Frank, of Millburn, N. J., its president, from violations of and aiding and abetting violations of the net capital, bookkeeping and recordkeeping provisions of the Federal securities laws. The Court appointed Daniel S. Callahan as SIPC trustee. The defendants consented to the court order without admitting or denying the allegations. (LR-5777)

TEIG ROSS TRUSTEE APPOINTED. The SEC Chicago Regional Office announced on February 26 that the Federal court in Minneapolis, Minnesota appointed as SIPC Trustee for Teig Ross, Inc., a Minneapolis broker-dealer, Lawrence Perlman. The defendant consented to the appointment of the SIPC Trustee. (LR-5779)

INVESTMENT COMPANY ACT RELEASES

J. M. HARTWELL FUND. The SEC has issued an order on an application of J. M. Hartwell and Associates Hedge Fund, Inc., of New York, declaring that it has ceased to be an investment company. (Rel. IC-7708)

AUDAX FUND; WISCONSIN FUND. The SEC has issued a notice giving interested persons until March 30 to request a hearing on an application of Audax Fund Incorporated, Wisconsin Fund, Inc., and Wisconsin Investment Management Co., Inc., the Funds' principal underwriter, for an order exempting them from certain provisions to permit shares of the Funds to be sold without sales charges upon the exercise within 15 days of reinvestment privileges to be offered to redeeming shareholders. (Rel. IC-7710)

E. F. HUTTON TAX EXEMPT FUND (ALL EXISTING AND SUBSEQUENT NATIONAL AND STATE SERIES). The SEC has issued a notice giving interested persons until April 2 to request a hearing on an application of E. F. Hutton Tax-Exempt Fund (All Existing and Subsequent National and State Series), Michigan Fund, Tax-Exempt Municipal Investment Trust (First and Subsequent Series), Pennsylvania Fund, Tax-Exempt Municipal Investment Trust (First and Subsequent Series), unit investment trusts registered under the Act, for an order permitting applicants to distribute capital gains more often than annually. (Rel IC-7712)

HOLDING COMPANY ACT RELEASES

AMERICAN NATURAL GAS COMPANY. The SEC has issued an order authorizing American Natural Gas Company, New York holding company, to submit to its stockholders a proposal to amend its Certificate of Incorporation to increase from 19,000,000 to 24,000,000 the aggregate number of authorized shares of common stock. The proposed amendment requires the affirmative vote of the holders of at least a majority of American Natural's outstanding shares of common stock, and the company intends to solicit proxies in this connection. Proceeds from the sale of any of the additionally authorized common stock, the issuance of which will be the subject of future filings with the Commission, will be used to finance in part the capital requirements of the American Natural system. (Rel. 35-17900)

SECURITIES ACT REGISTRATIONS FILED

ADRs FOR HARMONY GOLD MINING COMPANY FILED. Irving Trust Company, One Wall St., New York, N. Y., filed a registration statement on March 5 seeking registration of 500,000 American Depositary Receipts for Harmony Gold Mining Company Limited shares. (File 2-47194 - Mar 5)

AFFILIATED PUBLICATIONS, INC., 135 William T. Morrissey Blvd., Boston, Mass. 02107 - 500,000 shares of common stock, of which 275,000 are to be offered for sale by the company and 200,000 by certain shareholders. The offering is to be made (* at \$20 per share maximum) through underwriters headed by The First Boston Corporation, 20 Exchange Place, New York 10005. The company through a subsidiary publishes The Boston Globe newspaper. Of the net proceeds, \$4,300,000 will be used for the purchase of equipment and plant expansion and the balance for working capital and other corporate purposes. (File 2-47182 - Mar 2)

PHILLIPS PETROLEUM COMPANY, Phillips Bldg., Bartlesville, Okla. 74004 - 50,850 shares of common stock, which may be offered for sale from time to time by certain shareholders (* at \$44 per share maximum). (File 2-47183 - Mar 2)

ACF INDUSTRIES, INCORPORATED, 750 Third Ave., New York, N. Y. 10017 - \$25 million of equipment trust certificates (Series B), due 1974 through 1977, to be offered for sale through underwriters headed by The First Boston Corporation, 20 Exchange Place, New York 10005. The company leases and manufactures railroad freight cars, manufactures automotive fuel systems components and valves and related products. Net proceeds will be used for a portion of the cost of building railroad freight cars which will be subject to the equipment trust agreement under which the certificates will be issued. (File 2-47185 - Mar 2)

GENERAL INSTRUMENT CORPORATION, 65 Gouverneur St., Newark, N. J. 07104 - 110,034 shares of common stock, which may be offered for sale from time to time by certain shareholders at prices prevailing at the time of sale (* \$20.25 per share maximum). (File 2-47199 - Mar 5)

HESSTON CORPORATION, Hesston, Kans. 67062 - 550,000 shares of common stock, of which 350,000 are to be offered for sale by the company and 200,000 by certain shareholders. The offering is to be made (* at \$28 per share maximum) through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith, One Liberty Plaza, New York City. The company principally manufactures and distributes specialized farm equipment. Net proceeds, together with other funds, will be used to finance the company's expansion program, estimated at \$9 million, and additional working capital requirements. (File 2-47201 - Mar 6)

WALTER E. HELLER & COMPANY, 105 West Adams St., Chicago, Ill. 60690 - \$20 million of subordinated debentures, due 1993, to be offered for sale through underwriters headed by Salomon Brothers, One New York Plaza, New York 10004. The company principally furnishes commercial financing to business and industry and, to a lesser degree, makes personal installment loans. Net proceeds will be used to repay outstanding commercial paper obligations and short-term bank debt. (File 2-47202 - Mar 6)

CEDAR POINT OIL AND GAS COMPANY (a newly formed company), 2420 One Main Place, Dallas, Tex. 75250 - 799,884 shares of common stock. It is proposed to issue these shares in exchange for the assets and property of Cedar Point Field Trust. Organized in January, the company proposes to engage in the oil and gas business, specifically the management of the assets and properties acquired from the Trust. (File 2-47203 - Mar 6)

FORD MOTOR CREDIT COMPANY, The American Road, Dearborn, Mich. 48121 - \$200 million of notes, due from nine months to five years from issue, to be offered for sale at 100% of principal amount. No underwriting is involved. A wholly-owned subsidiary of Ford Motor Company, Credit Company provides wholesale financing to and purchases retail installment sales paper from franchised Ford vehicle dealers. Net proceeds will be used to reduce short-term borrowings or for other corporate purposes. (File 2-47204 - Mar 6)

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:

Silo, Inc., Philadelphia, Pa. (File 2-47168) - 60,449 shares
 Marvin Josephson Associates, Inc., New York, N. Y. (File 2-47177) - 100,000 shares
 Commercial Metals Company, Dallas, Tex. (File 2-47178) - 304,147 shares
 Reliance Electric Company, Cleveland, Ohio (File 2-47184) - 75,000 shares
 RB Industries, Inc., Gardena, Calif. (File 2-47189) - 141,666 shares
 Southern California Edison Company, Rosemead, Calif. (File 2-47192) - 1,500,000 shares
 Dain, Kalman & Quail, Incorporated, Minneapolis, Minn. (File 2-47193) - 35,000 shares
 Microwave Associates, Inc., Burlington, Mass. (File 2-47195) - 60,000 shares
 Capital Holding Corporation, Louisville, Ky. (File 2-47196) - 188,870 shares
 Northern Virginia Doctors Hospital Corporation, Arlington, Va. (File 2-47198) - 21,197 shares

MISCELLANEOUS

RECENT FORM 8-K 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; and any newly enacted requirements effecting registrant's business.

The companies listed below have filed Form 8-K reports for the month indicated, responding to the item on the 8K form numbered in the parentheses. 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 several items of the form was included in Monday's News Digest.

8K REPORTS FOR JANUARY 1973

<u>NAME OF ISSUER</u>	<u>FILE NO.</u>	<u>NAME OF ISSUER</u>	<u>FILE NO.</u>
Gable Inds., Inc.(2,7,14)	1-2764-2	Lafayette Funds, Inc.(7)	2-38428-2
Galaxy Oil Co. (2,14)	0-4130-2	Lafayette Funds Drilling Programs (7)	2-38653-2
Gamble Aldens Finance Co.(7,14)	2-17985-2	Palmer G. Lewis Co., Inc.(13,14)	0-3770-2
Garan Inc.(7,11,14)	1-4506-2	Liberty Corp (2,14)	1-5846-2
General Computer Systems, Inc. (7,13,14)	0-5285-2	Lion Country Safari, Inc.(13,14)	0-6106-2
Gold Platter Services, Inc. (1,2,7,12,14)	0-4922-2	Litton Inds., Inc.(13)	1-3998-2
Hershey Foods Corp (8,13)	1-183-2	Louisiana-Pacific Resources, Inc. (1,3)	1-98-2
Hill Industries, Inc.(13)	2-45045-2	Lykes Youngstown Corp (6,14)	1-5962-2
Homestead Int'l Inc.(13)	0-4984-2	Lyntex Corp (6)	0-3015-2
Hydro-Ski Int'l Corp (3)	0-4089-2	MEM Co., Inc.(7)	1-5292-2
Hygrade Food Products Corp(7,8)	1-318-2	Macmillan Bloedel Ltd. (8)	2-15488-2
ICM Realty (4,14)	1-7094-2	Macrodyne Catillon Corp (3,13)	1-5592-2
ITT Thorp Corp (3)	1-6927-2	Major Electronics Corp (7,13)	1-6998-2
Industralase Corp (1,13)	0-6387-2	Marine Resources Inc.(13)	0-4296-2
Information & Computing Centers Corp (3,9,13,14)	0-3878-2	Maritime Fruit Carriers Co., Ltd. (2,14)	0-3690-2
Intermedco Inc.(10)	1-7060-2	Masters, Inc.(2,14)	1-6693-2
Intermountain Gas Co. (11)	0-1358-2	Mathematical Applications Group, Inc.(2,13,14)	0-6408-2
International Dairy Queen, Inc. (7,14)	0-6116-2	May Petroleum Inc.(7)	2-36773-2
International Hydronics Corp (13, 14)	0-6600-2	Medichek Inc.(1,13)	2-38054-2
Investment Properties Associates(8)	0-5537-2	Meridian Investing & Development Corp (11,14)	0-5981-2
Jaco Electronics, Inc.(12,13)	0-5896-2	Merrill Bankshares Co. (3)	0-3675-2
Jantzen Inc.(11,13)	1-6218-2	Michigan Chemical Corp (3)	1-3928-2
Jasper Corp (13)	0-3279-2	Milgo Electronic Corp (11,14)	1-5045-2
Jetlands Corp (11,14)	0-6586-2	Minnesota-Ohio Oil Corp (11)	0-6065-2
Kavanau Real Estate Trust (11,14)	1-5331-2	Molecular Research Inc.(7,14)	0-3540-2
Kellwood Co. (13,14)	0-172-2	Motor Homes of America, Inc.(13)	0-6474-2
Walter Kidde & Co., Inc.(4,7,14)	1-5694-2	Multimedia Inc.(7,8)	0-6265-2
Kirk Corporation (13)	0-4182-2		

8K REPORTS FOR JANUARY 1973 CONT'D

<u>NAME OF ISSUER</u>	<u>FILE NO.</u>	<u>NAME OF ISSUER</u>	<u>FILE NO.</u>
National Information Systems Corp (2)	0-4569-2	Optivision Inc. (12)	2-32332-2
National Paragon Corporation(13)	1-6715-2	Orchard Machinery Corp (8)	0-3020-2
National Recreation Products, Inc. (9,14)	1-7016-2	The Ralph M. Parsons Co. (2)	1-6163-2
North American Biologicals, Inc. (1,7,8,13,14)	0-4829-2	The Pavelle Corp (6)	0-2885-2
North American Car Corp (10,14)	1-6865-2	Penn Central Co. (4,7,9,13)	1-6134-2
Northern Research & Engineering Corp (12)	2-31957-2	Pennsylvania National Turf Club Inc. (13)	0-5447-2
Northwestern Mutual Life Mortgage & Realty Investors (7,14)	1-6657-2	Bennzoil Louisiana & Texas Offshore, Inc. (6)	2-42852-2
Ocean Drilling & Exploration Co. (13,14)	0-336-2	Performance Systems, Inc.(1,13)	0-3571-2
Official Industries, Inc.(11)	0-1922-2	Perkins & Will Inc.(13,14)	2-38420-2
		Pharmacare Inc. (7,14)	1-6423-2
		Philadelphia Electric Co. (7,13,14)	1-1401-2
		Pope Evans & Robbins Inc.(1)	0-5277-2
		Precision Polymers Inc.(3)	1-6008-2

8K REPORTS FOR FEBRUARY 1973

<u>NAME OF ISSUER</u>	<u>FILE NO.</u>	<u>NAME OF ISSUER</u>	<u>FILE NO.</u>
Cabot Corp (11,14)	1-5667-2	Intermark Inc.(4,8,11,14)	0-5675-2
Clinton Engines Corp (11,14)	0-1996-2	Levitz Furniture Corp (3)	1-5787-2
Codex Corp (14)	0-4068-2	Liberty Loan Corporation (7)	1-5467-2
Doyle Dane Bernbach Inc.(10)	0-171-2	National Student Marketing Corp (14)	0-4854-2
Filter Flow Corp (2,11,14)	2-33142-2	Pacific Lighting Corp (14)	1-40-2
Fireco Sales Ltd. (11)	2-17894-2	RSR Corp (13,14)	2-43646-2
First Equity Financial Corp(2,14)	0-5858-2	Remington Arms Company, Inc.(14)	1-3759-2
Funtime, Inc. (11)	2-31600-2	Reynolds Metals Co. (14)	1-1430-2
General Steel Industries, Inc.(10)	1-4008-2	Rockwell Mfg. Co. (2,11,14)	1-5726-2
Harrell Int'l Inc.(11)	0-2661-2	Stanwick Corp (12)	1-6061-2
Health Delivery Systems, Inc.(13,14)	1-6972-2	Westours Inc.(13)	0-5399-2
Hittman Corp (7)	0-5650-2	The Williams Mfg. Co. (2,7,9)	0-6065-2
Huck Mfg. Co. (13)	0-2841-2		

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of Clinton Oil Company and Management Dynamics, Inc. for the further ten-day period March 8-17, inclusive.

SECURITIES ACT REGISTRATIONS. Effective March 6: Tejon Ranch Co., 2-46990. Effective March 7: ADRs for Broken Hill South Limited, 2-46837; Daniel Woodhead, Inc., 2-47146; Lake Shore Financial Corp., 2-46948; Leisurecraft Products, Ltd., 2-44721 (90 days).

NOTE TO DEALERS. The period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

*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 and the SEC Docket are for sale by the Superintendent of Documents, Government Printing Office, Washington, D. C. 20402.