

sec news digest

a daily summary from the securities and exchange commission

Issue 73-149
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August 2, 1973

COMMISSION ANNOUNCEMENTS

FILING REGISTRATION STATEMENTS FOR VARIABLE LIFE INSURANCE CONTRACTS. The SEC has announced its position with regard to the filing of registration statements covering variable life insurance contracts. The Commission pointed out that registrants should determine prior to filing whether the policies to be offered can be sold in the jurisdiction in which offers will be made. The Commission concluded that if a policy cannot be sold because of the absence of state enabling legislation, regulations or the approval of the policy by state insurance authorities, a registration statement covering the offer and sale of that policy will not be accepted for filing under the Securities Act. (Rel. 33-5413)

COMMENTS SOUGHT ON USE OF INSIDER INFORMATION. The SEC has announced that, with respect to an inquiry already underway by its staff into the circumstances under which material information of a previously undisclosed nature may be utilized in connection with the purchase or sale of securities, it is soliciting the comments and views of all members of the securities industry and the investing public.

All interested persons should address comments, before August 31, to Harvey L. Pitt, Chief Counsel, Division of Market Regulation, Securities and Exchange Commission, 500 North Capital Street, Washington, D.C. 20549. All comments received will be made publicly available and reference should be made to File S7-491. (Rel. 34-10316)

SEC CITES COMPUTER CONSULTANTS. On May 15, 1973 the SEC ordered administrative proceedings under the Securities Exchange Act of 1934 and the Investment Advisers Act of 1940 against Computer Consultants, Inc. of Albuquerque, New Mexico, and Martin J. Wall, Elizabeth L. Wall (the Walls) and John E. Schumacher. The Walls, who reside in Albuquerque, are officers of Computer Consultants. Schumacher's last known address is Las Vegas, Nevada.

The order is based on allegations by the Commission's staff that Computer Consultants, the Walls and Schumacher wilfully violated and wilfully aided and abetted violations of the antifraud provisions of the Federal securities laws in the offer and sale of such stock by means of false and misleading statements. Such statements concerned the identity of the seller, the ability of investors to resell Computer Consultants' stock, Computer Consultants' operating history, the extent of Schumacher's investment in Computer Consultants' stock, and the future market price of such securities. The order also alleges that the respondents had been permanently enjoined from violations of the registration and reporting provisions of the Federal securities laws.

A hearing will be scheduled by further order to take evidence on the staff's allegations and to afford the respondents an opportunity to offer any defenses thereto for the purpose of determining whether the allegations are true, and if so, whether any remedial action should be ordered by the Commission. (Rel. 34-10318)

TRADING SUSPENDED IN SECURITIES OF THREE COMPANIES. The SEC has announced the suspension of over-the-counter trading in the securities of America's Beautiful Cities of San Pedro, California, Federal Hydronics, Inc. of Midland Park, New Jersey, and Players Group Companies, Inc. of Plainview, New York for a ten-day period commencing on August 1, 1973 and terminating at midnight (EDT) on August 10, 1973.

The Commission initiated the suspensions because the companies failed to comply with the reporting provisions of the Exchange Act resulting in the lack of current and accurate information available to the public. (Rel. 34-10315)

COMMISSION ISSUES RELEASE ON ACCOUNTING FOR CATASTROPHE RESERVES. The Commission announced today that property and casualty insurance companies should not change their present method of accounting for catastrophe reserves until a definitive statement is issued by the Financial Accounting Standards Board. It took this step because it has become apparent that such a statement will not be available for use in 1973 financial statements. (Rel. 33-5414)

HOLDING COMPANY ACT RELEASES

MISSISSIPPI POWER & LIGHT COMPANY. The SEC has issued a notice giving interested persons until August 24 to request a hearing on proposals of Mississippi Power & Light Company, Jackson subsidiary of Middle South Utilities, Inc., to issue and sell \$20,000,000 of first mortgage bonds, due 2003, at competitive bidding, and to sell to the parent 435,000 shares of common stock at \$23 per share. Mississippi will use the net proceeds from the proposed sale of the bonds and common stock to retire outstanding short-term debt, to finance its 1973 construction costs (estimated at \$99,346,000), and for other corporate purposes. (Rel. 35-18045)

OHIO EDISON COMPANY. The SEC has issued a notice giving interested persons until August 29, to request a hearing on a proposal of Ohio Edison Company, Akron holding company, to issue and sell \$75,000,000 of first mortgage bonds at competitive bidding. Ohio Edison will use the net proceeds for the acquisition of property, the construction, completion, extension, renewal or improvement of the Company's facilities, or for the improvement of its service, or for the repayment of unsecured short-term debt incurred by the Company for, or for the reimbursement of its treasury for expenditures made for, such purposes. (Rel. 35-18047)

UTAH POWER & LIGHT COMPANY. The SEC has issued a notice giving interested persons until August 28 to request a hearing on a proposal of Utah Power & Light Company, an electric utility company and a registered holding company, to issue and sell at competitive bidding 800,000 shares of its common stock. Utah will use the proceeds to pay a portion of its outstanding short-term promissory notes, the proceeds of which are being used for construction purposes. (Rel. 35-18048)

JERSEY CENTRAL POWER & LIGHT COMPANY. The SEC has issued a notice giving interested persons until August 29 to request a hearing on a proposal of Jersey Central Power & Light Company, subsidiary of General Public Utilities Corporation, to issue and sell \$50,000,000 of first mortgage bonds at competitive bidding. Jersey Central will use the net proceeds for construction purposes or to reimburse Jersey Central's treasury for expenditures therefrom for construction purposes. (Rel. 35-18049)

INVESTMENT COMPANY ACT RELEASES

OPPENHEIMER A.I.M. FUND, INC. The SEC has issued a notice giving interested persons until August 27 to request a hearing upon an application filed by Oppenheimer A.I.M. Fund, Inc., of New York, an open-end investment company, for an order exempting from the provisions of Section 22(d) the proposed issuance of shares of the fund without sales load in exchange for substantially all the assets of BBC Corporation, a New York personal holding company. (Rel. IC-7919)

SECURITIES ACT REGISTRATIONS FILED

(Note: "Per share maximum" prices referred to in the following summaries of registration statements are prices estimated for the purpose of computing the registration fee and are not necessarily prices at which the securities will be sold.)

PLANET OIL AND MINERAL CORPORATION, 740 Fidelity Union Tower, Dallas, Tex. 75201 - 6,000 shares of common stock. Of these shares, 5,000 were issued to Aladdin Petroleum Corporation in January in fulfillment of the company's obligation incurred in connection with certain exploratory operations and 1,000 shares were issued in July in connection with the exchange of shares of the company's stock for shares of Physics International Company. The company explores for, produces and markets oil, gas and other minerals. (File 2-48211 - June 1)

BEATRICE FOODS CO., 120 South LaSalle St., Chicago, Ill. 60603 - 5,000,000 shares of common stock. These shares have been or may be issued from time to time in connection with acquisitions and mergers, in connection with stock options or may be offered for sale by certain shareholders. The company primarily processes and distributes food products and related services. (File 2-48212 - June 1)

SOUTHERN AIRWAYS, INC., Hartsfield Atlanta International Airport, Atlanta, Ga. - \$5,833,000 of 6-1/2% convertible subordinated debentures and 116,700 shares of common stock, owned by certain officers and directors of the company as selling shareholders. It is proposed to offer these securities in units, each consisting of a \$500 debenture and ten shares, for subscription by common stockholders at the rate of one unit for each 110 shares held. The company is engaged in scheduled air transportation. (File 2-48213 - June 1)

THE VARIABLE ANNUITY LIFE INSURANCE COMPANY, 2727 Allen Parkway, Houston, Tex. 77019 - 50,000 variable whole life insurance policies designed to provide insurance for the whole of life with a guaranteed minimum death benefit and with an opportunity, but no assurance, for increases in the death benefit related to the investment experience of the assets held in a separate investment account established by the company. The company is a stock life insurance company. (File 2-48289 - June 12)

KAY CORPORATION, 320 King St., Alexandria, Va. 22314 - 795,400 shares of common stock. Of these shares, 717,500 are issuable pursuant to the company's stock option plans and the remaining 77,900 may be offered under various other circumstances. The company imports and exports goods and commodities and operates retail jewelry and fashion stores; in addition, it operates a livestock market in Omaha, Nebraska. (File 2-48290 - June 12)

MICHIGAN TAX EXEMPT BOND FUND, TENTH SERIES - \$4,200,000 of units. The Fund is a unit investment trust formed for the purpose of obtaining tax exempt income through investment in a portfolio of interest-bearing state, municipal and public authority bonds, the interest on which is, in the opinion of recognized bond counsel, exempt from all Federal and Michigan State and City income tax under existing laws. (File 2-48301 - June 13)

SEEBURG INDUSTRIES, INC., 767 Fifth Ave., New York, N.Y. 10022 - 390,000 shares of common stock, issuable upon exercise of outstanding common stock purchase warrants. The company, through a subsidiary, primarily manufactures and sells coin-operated phonographs, vending machines and amusement games. Any proceeds to the company will be added to working capital. (File 2-48307 - June 14)

SOUTHEASTERN BANCORP, INC., 572 Pleasant St., New Bedford, Mass. 02740 - 175,000 shares of common stock. It is proposed to offer these shares in exchange for the outstanding capital stock of Southeastern Bank and Trust Company, on a share-for-share basis. (File 2-48308 - June 14)

SOUTHWESTERN GROUP INVESTORS, INC., 3300 Main St., Houston, Texas 77002 - 600,000 shares of common stock with warrants to purchase 300,000 shares of common stock, to be offered for sale in units, each consisting of two shares and one warrant. The offering is to be made (at \$15 per unit maximum) through underwriters headed by E. F. Hutton & Co., Inc., One Battery Park Place, New York, N.Y. 10004. The company is a multiple savings and loan holding company. Of the net proceeds, \$2 million will be used to retire a portion of the company's long-term bank debt, \$500,000 to retire short-term debt and the balance for working capital purposes. (File 2-48321 - June 15)

ATLANTIC RICHFIELD COMPANY, 515 South Flower St., Los Angeles, Calif. 90071 - 618,360 common stock purchase warrants which may be offered for sale or pledged or otherwise disposed of by certain security holders from time to time at prices then obtainable (\$127.50 per underlying share maximum). The company explores for, develops, produces, transports and sells crude petroleum and natural gas and manufactures, transports and markets petroleum products. (File 2-48325 - June 15)

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.

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
KELO PROVIDENT LABORATORIES INC	12,14	06/73
RESOURCE MANAGEMENT CORP	11,14	06/73
KEXHAM CORP	2,14	06/73
PICH F D HOUSING CORP	13,14	06/73
RICHMOND CORP	3,4,7,13,14	06/73
ROBERTS JOHN INC	6,13	06/73
ROBERTSON H H CO	8	06/73
ROBLIN INDUSTRIES INC	10,13,14	06/73
ROCHESTER GAS & ELECTRIC CORP	14	06/73
RUFFLER INDUSTRIES INC	11	04/73
ROLLINS INTERNATIONAL INC	3	06/73
ROUSE CO	7	06/73
RUSCO INDUSTRIES INC	3,11	06/73
SAINT LOUIS SOUTHWESTERN RAILWAY CO	7	06/73
SAYRE & FISHER CO	3	05/73
SCHJELDAHL G T CO	3	06/73
SCOTT PAPER CO	3,14	06/73
SCOTTIX CORP	11	06/73
SCRIVNER BOOGAART INC	11	06/73
SENSITRON INC	1	06/73
SERVICE CORP INTERNATIONAL	7,8,14	06/73
SERVICE MERCHANDISE CO INC	2,14	06/73
SIMPLEX WIRE & CABLE CO	2,10	06/73
SKELLY OIL CO	13	06/73
SMD INDUSTRIES INC	7,14	06/73
SOUTHERN CALIFORNIA EDISON CO	13	06/73
SOUTHERN DIVERSIFIED INDUSTRIES INC	13	06/73
SOUTHERN PACIFIC CO	3,13	06/73
SOUTHLAND RACING CORP	13,14	06/73

TRADING SUSPENSIONS CONTINUED. The SEC has ordered suspension of exchange and over-the-counter trading in the securities of U. S. Financial, Inc., and BBI, Inc., and over-the-counter trading in the securities of Aztec Products, Inc., Beneficial Laboratories, Triex International Corp., and Paragon Securities Co. for the further ten-day period August 2-11, inclusive.

SECURITIES ACT REGISTRATIONS. Effective August 1: Agri-Link 1973 Fund, 2-47458; Arizona-Colorado Land & Cattle Co., 2-45227; R. G. Barry Corp., 2-48555; Bradford Computer & Systems, Inc., 2-48444; ADR's for Compagnie Des Machines Bull, 2-48534; Datapoint Corp., 2-48265; General Cinema Corp., 2-48009; Mylan Laboratories, Inc., 2-48662; Technical Publishing Co., 2-48448; ADR's for Western Areas Gold Mining Company Limited, 2-48313; Effective August 2: Hyatt Corp., 2-48372; Purity Supreme, Inc., 2-48544; Smith International, Inc., 2-48587.

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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 (\$33.00 a year, first class mail, \$8.25 additional for foreign mailing, \$25.00 additional for air mail) and the SEC Docket (\$17.00 a year, first class mail, \$4.25 additional for foreign mailing) are for sale by the Superintendent of Documents, Government Printing Office, Washington, D. C. 20402.