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# sec news digest

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MAY 10 1977

May 9, 1977

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U.S. SECURITIES AND  
EXCHANGE COMMISSION

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DECISIONS IN ADMINISTRATIVE PROCEEDINGS

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**JULES L. STEELE, OTHERS SANCTIONED**

The Commission has simultaneously (1) instituted public administrative proceedings against Jules L. Steele, George E. Grills and Norton McGiffin and (2) upon the acceptance of their offers of settlement, barred each of the above from association with any broker-dealer, investment adviser or investment company. The sanctions were based on findings that the subjects had violated the antifraud provisions of the securities laws, and had been enjoined from such violation by the U.S. District Court, Northern District of California. Steele, Grills and McGiffin consented to the findings and sanctions without admitting or denying the allegations against them. (Rel. 34-13471)

**BENCHMARK SECURITIES, INC. SANCTIONED**

The Commission announced that it revoked the broker-dealer and investment adviser registration of Benchmark Securities, Inc. (Benchmark) of Los Angeles, California. The revocation was entered by default after Benchmark failed to file an answer to the Commission's order for proceedings issued on February 16. The order was based on staff allegations that Benchmark had violated the antifraud provisions of the securities laws in debt securities issued by Reclamation District No. 2090. (Rel. 34-13483)

**RICHARD C. GOLDSTEIN SANCTIONED**

The Commission has issued an order making findings and imposing remedial sanctions against Richard C. Goldstein who, without admitting or denying the allegations against him, consented to certain findings and sanctions. Based upon Goldstein's offer of settlement, the Commission found that Goldstein wilfully aided and abetted violations of the Investment Advisers Act and rules thereunder, including the provisions relating to antifraud, recordkeeping and making material misstatements in applications and reports. In addition, the Commission found that Goldstein wilfully violated the Investment Company Act and rules thereunder relating to joint enterprises or arrangements of affiliated persons and registered investment companies and that Goldstein wilfully aided and abetted violations by a registered investment company, of the Investment Company Act relating to the failure to maintain and keep current and accurate records and prohibitions against material misstatements in reports filed by the Commission.

The Commission has ordered that Goldstein be suspended for a period of two months from association with a registered investment adviser, investment company or a broker-dealer and to refrain from soliciting for or accepting new clients during that period. The Commission has further ordered Goldstein to effect certain reporting measures to the Commission and take specified steps to prevent joint transactions with any investment company. The Commission has retained jurisdiction pending completion of all terms, conditions and undertakings contained in Goldstein's offer of settlement. (Rel. IA-583)

## SIGNIFICANT NO-ACTION AND INTERPRETIVE LETTERS

The following is a list of significant no-action and interpretative letters recently issued by the Division of Corporation Finance, the Division of Market Regulation, and the Division of Investment Management. These letters express the view of the Division with respect to novel or important questions arising under the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, and the Investment Advisers Act of 1940. Copies of these letters may be obtained by writing to the Public Reference Section, Securities and Exchange Commission, Washington, D.C. 20549, or by making a request in person at the Public Reference Section, 1100 L Street, N.W., Room 6101, Washington, D.C., stating the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date. Copies cost 10 cents per page.

### DIVISION OF CORPORATION FINANCE

COMPANY	ACT/SECTION/RULE OR RELEASE	DATE MAILED	PUBLIC AVAILABILITY DATE
United Suppliers, Inc.	'33 Act/§2(1)	3-14-77	4-14-77
International Livestock Ltd.	'33 Act/§2(1)	3-7-77	4-7-77
Czarist Russia Industrial Bonds	'33 Act/§2(1)	3-9-77	4-11-77
Big Traverse Bay Land Co.	'33 Act/§2(1)	3-4-77	4-4-77
Executive Leasing Service	'33 Act/§2(1)	3-4-77	4-4-77
Lanchart Industries, Inc.	'33 Act/§2(3)	3-2-77	4-4-77
Haverford Hospital Association	'33 Act/§3(a)(4)	3-24-77	4-25-77
Dillon, Read & Co., Inc.	'33 Act/§5	3-17-77	4-18-77
Time Incorporated	'33 Act/§5	3-3-77	4-4-77
Piedmont Management Co., Inc.	'33 Act/Form S-8	3-22-77	4-22-77
Borden, Inc.	'33 Act/Form S-8	3-3-77	4-4-77
Continental Airlines, Inc.	'34 Act/§14	3-1-77	4-1-77
Gulf Oil Corporation	'34 Act/§14	3-7-77	4-7-77
Jos. Schlitz Brewing Co.	'34 Act/§14	3-21-77	4-21-77
Newmont Mining Corp.	'34 Act/§14	3-29-77	4-29-77
Bear, Stearns & Co.	'34 Act/Rule 14a-3	3-31-77	5-2-77
Seaboard Coast Line Railroad Co.	'34 Act/Rule 16b-3	3-25-77	4-25-77
Norton Simon, Inc.	'34 Act/Rule 16b-3	3-7-77	4-7-77
Western Pacific Industries, Inc.	'34 Act/Rule 16b-3	3-22-77	4-22-77

### DIVISION OF MARKET REGULATION

<u>Company</u>	<u>Act/Section/Rule or Release</u>	<u>Date Mailed</u>	<u>Public Avail. Date</u>
Exxon Corporation	Rule 10b-6	4/5/77	5/5/77
Tandy Brands	Rule 10b-6	3/25/77	4/25/77
UniRoyal, Inc.	Rule 10b-6	3/11/77	4/11/77
Chicago Board Options Exchange, Inc.	Rule 15c3-1 (c)(2)(x)	4/8/77	4/8/77

**DIVISION OF MARKET REGULATION CONT.**American Stock  
Exchange, Inc.

Rule 19b-4

4/25/77 4/25/77

**DIVISION OF INVESTMENT MANAGEMENT**

<u>COMPANY</u>	<u>ACT/SECTION/RULE OR RELEASE</u>	<u>DATE MAILED</u>	<u>PUBLIC AVAILABILITY DATE</u>
Vol T. Blacknall Co.	ICA '40/§ 3(c)(11), IAA '40/§ 202(a)(11)	3/2/77	4/1/77
Ashworth & Cox re: Collective Trust Funds of Banks	'33 Act/§ 3(a)(11)	3/9/77	4/8/77
Edith K. Grafton	IAA '40/§ 202(a)(11)(D)	3/23/77	4/22/77
Scudder Managed Reserves, Inc. et al	ICA '40/Rule 22c-1	3/22/77	4/21/77
Scudder Fund Distributors, Inc.	'33 Act/Rule 13 <sup>4</sup>	3/25/77	4/25/77
Kirr Marbach & Company	IAA '40/§ 206 ICA '40/§ 3(a)	3/28/77	4/27/77

**INVESTMENT COMPANY ACT RELEASES****MASSMUTUAL CORPORATE INVESTORS**

A notice has been issued giving interested persons until May 27 to request a hearing on an application of MassMutual Corporate Investors, Inc. (Fund), registered as a closed-end, non-diversified management investment company, and Massachusetts Mutual Life Insurance Company (Insurance Company), a mutual life insurance company which is investment adviser to the Fund, for an order pursuant to Section 17(b) of the Act exempting from the provisions of Section 17(a) of the Act a proposed sale by the Insurance Company to the Fund of \$1,095,000 in principal amount of an issue of 10-1/2% subordinated notes, due 1987, and \$405,000 in principal amount of an issue of 10-1/2% convertible subordinated notes, due 1989, of WellTech, Inc. (Rel. IC-9755 - May 5)

**MISCELLANEOUS****GORDON & CO.**

An order has been issued granting the application of Gordon & Co., a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 as amended, for an exemption from the provisions of Section 15(d) of the Act. It appears to the Commission that the requested exemption is not inconsistent with the public interest and the protection of investors. (Rel. 34-13522)

**SELF-REGULATORY ORGANIZATIONS****APPROVAL OF PROPOSED RULE CHANGE**

The Commission has approved a proposed rule change filed by Bradford Securities Processing Services, Inc. The rule change (SR-BSPS-77-3) relates to the establishment of branch facilities. (Rel. 34-13511)

## SECURITIES ACT REGISTRATIONS

### (S-6) CARDINAL TAX-EXEMPT BOND TRUST, NINTH SERIES

51 North High St., Columbus, Ohio 43215 - \$5 million of units of beneficial interest. The Trust, a unit investment trust, will be created under a trust agreement among The Ohio Company, as sponsor, United States Trust Company of New York, as trustee, and Standard & Poor's Corporation, as evaluator, on the date of deposit of the underlying obligations, which will include municipal bonds and units of previously issued Series of the Trust, in the portfolio of the Trust. The Trust will be formed for the purpose of obtaining interest income free from Federal income tax while conserving capital through investment in a diversified portfolio of municipal bonds and units of previously issued Series of the Trust. (File 2-58752 - Apr. 20)

### (S-5) DEVON MUNICIPAL BOND FUND

82 Devonshire St., Boston, Mass. 02109 - 250,000 shares of beneficial interest, to be offered at their net asset value. The Fund is a newly-organized Massachusetts business trust which will operate as an open-end diversified management investment company and will seek to earn a high level of interest income which is exempt from Federal income tax. (File 2-58774 - Apr. 21)

### (S-1) CONTINENTAL TELEPHONE CORPORATION

56 Perimeter Center East, Atlanta, Ga. 30346 - 1,000,000 shares of common stock, which may be issued from time to time in connection with prospective acquisitions to be made by the company. The company is a telephone holding company. (File 2-58775 - Apr. 21)

### (S-7) URS CORPORATION

155 Bovet Rd., San Mateo, Cal. 94402 - \$7 million of debentures, (\$1,500,000 of debentures, due 1982; \$2,250,000 of sinking fund debentures, due 1987, and \$3,250,000 of sinking fund debentures, due 1992), to be offered for sale in registered form without coupons in denominations of \$1,000 and integral multiples thereof, through The Ohio Company, 51 North High St., Columbus, Ohio 43215 and Bateman Eichler, Hill Richards Inc., 700 South Flower St., Los Angeles, Cal. 90017. The company is a professional services organization engaged in planning, designing and assessing the environmental, economic and social impacts of complex projects and systems in the energy, health care, pollution abatement, transportation and water resources fields, as well as in the production and distribution of video assisted training programs. (File 2-58796 - Apr. 25)

### (S-7) CENTRAL ILLINOIS LIGHT COMPANY

300 Liberty St., Peoria, Ill. 61602 - 1,000,000 shares of common stock, to be offered for sale through underwriters managed by Dean Witter & Co. Inc., 130 Liberty St., New York, N.Y. 10006 and Blyth Eastman Dillon & Co. Inc., One Chase Manhattan Plaza, New York, N.Y. 10005. The company is an electric and gas utility. (File 2-58918 - May 4)

### (S-7) COMMONWEALTH EDISON COMPANY

One First National Plaza, P.O. Box 767, Chicago, Ill. 60690 - \$150 million of first mortgage bonds, Series 36, due 2007, to be offered for sale through competitive bidding. The company is principally engaged in the production, purchase, transmission, distribution and sale of electricity. (File 2-58922 - May 5)

## 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:

Dean Foods Co., Franklin Park, Ill. (File 2-58884 - May 3) - 78,750 shares  
Fieldcrest Mills, Inc., Eden, N.C. (File 2-58902 - May 2) - 175,000 shares  
Home Oil Co. Ltd., Calgary, Alberta, Canada (File 2-58904 - Apr. 28) - 294,996 shares

First National Charter Corp., Kansas City, Mo. (File 2-58905 - May 3) - 25,000 shares

National Patent Development Corp., New York, N.Y. (File 2-58906 - May 3) - 150,000 shares

Mohasco Corp., Amsterdam, N.Y. (File 2-58907 - May 3) - 300,000 shares

American Fletcher Corp., Indianapolis, Ind. (File 2-58909 - May 3) - 300,000 shares

Mark Controls Corp., Evanston, Ill. (File 2-58910 - May 4) - 100,000 shares

**STOCK PLANS FILED CONT.**

Texas Utilities Co., Dallas, Tex. (File 2-58911 - May 4) - 700,000 shares  
 Norton Co., Worcester, Mass. (File 2-58912 - May 3) - 188,060 shares  
 The Continental Group, Inc., New York, N.Y. (File 2-58916 - May 4) - 13,700 shares  
 St. Joe Minerals Corp., New York, N.Y. (File 2-58917 - May 4) - 46,387 shares  
 Delta Air Lines, Inc., Atlanta, Ga. (File 2-58919 - May 4) - 150,000 shares  
 First Charter Financial Corp., Beverly Hills, Cal. (File 2-58920 - May 4) - 1,000,000 shares

**REGISTRATIONS EFFECTIVE**

April 29: CBS, Inc., 2-58540.

May 2: Aluminum Co. of America, 2-58781 & 2-58782; American Home Products Corp., 2-58613 & 2-58614; Avis, Inc., 2-57795; Bamboo Co., 2-58219; Fairchild Camera and Instrument Corp., 2-58706; First Maryland Bancorp., 2-58522; Fuqua Industries Inc., 2-58644; Guardian Industries Corp., 2-58651; Pacific Power & Light Co., 2-58638 & 2-58639; Real Estate Investment Trust of Cal., 2-58325; Upper Peninsula Power Co., 2-58543; Xomox Corp., 2-58301.

**NOTE TO DEALERS.** When applicable the 90-day period of time dealers are required to use the prospectus is noted above in parentheses after the name of the issuer. As to the other issuers, there may be no such requirement to use a prospectus, or the requirement may be for a period of only 40 days; see Section 4(3) of the Securities Act of 1933 and Rule 174 (17 CFR 230.174) thereunder.

**RECENT 8K FILINGS**

Form 8-K is used by companies to file current reports on the following events: <sup>\*/</sup>

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEM NO.	DATE
RLC INVESTMENTS INC	6	01/10/76
SAGE ALLEN & CO INC	4	04/77
SOLA BASIC INDUSTRIES INC	1	04/77
SOUTH JERSEY INDUSTRIES INC	11	04/77 *
UB FINANCIAL CORP	5	04/77
WEINGARTEN J INC	4,6	04/13/77
AMALGAMATED AUTOMOTIVE INDUSTRIES INC	2,6	03/77
AMCO ENERGY CORP	5,6	04/77
AMERICAN HEALTH SERVICES INC	13	04/77 *
AMERICAN HELIOTHERMAL CORP	1	04/77 *
ASSOCIATED BANK CORP	2,5,6	04/20/77
ATLANTIC INDUSTRIES INC	3	03/77
BOLT BERANEK & NEWMAN INC	5	04/14/77
CENTURY PROPERTIES FUND XI	2	04/05/77
CIP CORP	14	03/77 *
COMPUTER ELECTION SYSTEMS INC	1	04/15/77
CONNECTICUT LIGHT & POWER CO	4	04/25/77
CRYSTAL OIL CO	2,5,6	04/04/77
DAYTONA BEACH GENERAL HOSPITAL INC	5,6	04/25/77
FILICE WINERY INC	3	03/77 *
HARTFORD ELECTRIC LIGHT CO	4	04/25/77
IDEAL TOY CORP	7,14	02/77 *
LIBCO CORP	2,6	04/76
LINDAL CEDAR HOMES INC	1	04/76
MID CONTINENT INDUSTRIES INC	5,6	04/77
NORTH LAKE CORP	11	12/76 *

RECENT 8K FILINGS CONT.

ORCHARD MACHINERY CORP	13	04/76	*
OSMONICS INC	5	04/20/77	
PAY N PAK STORES INC	5	04/76	
PETRO SEARCH INCOME PROGRAM SERIES V	13	04/77	*
PETRO SEARCH INCOME PROGRAM SERIES VI	13	04/77	*
PETRO SEARCH INCOME PROGRAM SERIES 4	13	04/77	*
PICKWICK INTERNATIONAL INC	5,6	04/29/77	
POTTER INSTRUMENT CO INC	5	04/25/77	
ROSSMOOR CORP	5	05/77	
SECURITY OF AMERICA LIFE INSURANCE CO	11	04/77	*
SOLITRON DEVICES INC	5,6	04/29/77	
SUTRO MORTGAGE INVESTMENT TRUST	9,14	12/76	*
TWAIN MARK BANCSHARES INC	4,6	04/19/77	
UNION PLANTERS CORP	6	04/21/77	
UNITED BANKS OF COLORADO INC	5,6	04/76	
WATSCO INC	2,6	03/30/77	
WESLEY JOHN CORP	5	04/05/77	
WESTERN MASSACHUSETTS ELECTRIC CO	4	04/25/77	
WYNN INDUSTRIES INC	5	03/31/77	
AMENDMENTS TO REPORTS ON FORM 8-K			
BEATRICE FOODS CO	13	02/77	*
DOCKTOW PET CENTERS INC	3,14	12/76	*
INSTRUMENT SYSTEMS CORP	2,7	04/77	*
MCNEIL REAL ESTATE FUND VI LTD	2,14	04/77	*
DIVERSIFIED REALTY INC	12	02/77	*
PETRO SILVER INC	1,2,7,12,13,14	04/76	*
WESTOURS INC	2	03/77	

\*/ The Form 8-K was amended (Rel. 34-13156, January 13, 1977) effective for all events which occur subsequent to February 28, 1977. Those companies above which are noted with an asterisk (\*) have filed pursuant to the old Form 8-K; the captions of the item numbers under which such reports are filed are as follows:

- |                                                              |                                                                                                  |
|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| <i>Item 1. Changes in Control of Registrant</i>              | <i>Item 9. Options to Purchase Securities</i>                                                    |
| <i>Item 2. Acquisition or Disposition of Assets</i>          | <i>Item 10. Extraordinary items, other material charges and credits and capital restatements</i> |
| <i>Item 3. Legal Proceedings</i>                             | <i>Item 11. Submission of Matters to a Vote of Security Holders</i>                              |
| <i>Item 4. Changes in Securities</i>                         | <i>Item 12. Changes in Registrant's Certifying Accountant</i>                                    |
| <i>Item 5. Changes in Security for Registered Securities</i> | <i>Item 13. Other Materially Important Events</i>                                                |
| <i>Item 6. Defaults upon Senior Securities</i>               | <i>Item 14. Financial Statements and Exhibits</i>                                                |
| <i>Item 7. Increase in Amount of Securities Outstanding</i>  |                                                                                                  |
| <i>Item 8. Decrease in Amount of Securities Outstanding</i>  |                                                                                                  |

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 10¢ per page plus postage (7 days) (\$3.50 minimum); 20¢ per page plus postage for expedited service (4 days) (\$5.00 minimum) and 30¢ per page plus postage for priority service overnight (\$5.00 minimum). Cost estimates are given on request. All other reference material is available in the SEC Docket.

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