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U.S. SECURITIES & EXCHANGE COMMISSION

RECEIVED

February 18, 1976

RULES AND RELATED MATTERS

FEB 19 1976

PROPOSED RULE RE:
VARIABLE LIFE INSURANCE

LIBRARY

The Commission has extended the period for comment on its proposal to adopt Rule 6e-2 under the Investment Company Act of 1940 to March 31, 1976. Proposed Rule 6e-2 would exempt separate accounts formed by life insurance companies to fund certain variable life insurance contracts from the registration requirements of the Act on condition that such separate accounts comply with all but certain designated provisions of the Act and meet the other requirements of the proposed Rule. (Rel. IC-9161)

COMMISSION ANNOUNCEMENTS

NOTICE OF PUBLICATION OF
STAFF ACCOUNTING BULLETIN NO. 5

The Division of Corporation Finance and the Office of Chief Accountant announced the publication of Staff Accounting Bulletin No. 5 which furnishes a statement of the staff's opinion as to the appropriate accounting to be followed for exchanges of assets between debtors and creditors.

PUBLIC MEETING TO DISCUSS PROPOSED
MONEY MARKET FUND GUIDELINES

The Division of Investment Management Regulation wishes to notify all interested persons that on February 27, 1976 at 2:00 p.m., it will hold an informal meeting to solicit additional views concerning guidelines the Commission has proposed with respect to the valuation of portfolio securities and the quotation of rates of return by money market funds. Investment Company Act Release Nos. 8757 (April 15, 1975) and 8816 (June 12, 1975). The meeting will be held in Room 876 at the Commission's headquarters 500 North Capitol Street, Washington, D.C. 20549. The public is invited to attend.

COURT ENFORCEMENT ACTIONS

GOLDFIELD DEEP MINES COMPANY
OF NEVADA, INC., OTHERS ENJOINED

The San Francisco Branch Office announced that on February 2 U.S. District Court Judge, William P. Gray, entered a final judgment by consent permanently enjoining Goldfield Deep Mines Company of Nevada, Inc. (Goldfield), its president C. Orin Swain (Swain), its executive vice-president John C. Rebenstorf (Rebenstorf), and its auditor Charles R. DeGross (DeGross) from making untrue statements of fact and from making omissions of material fact with respect to Goldfield's financial condition. Defendants Goldfield Swain, and Rebenstorf were also permanently enjoined from offering warrants, personal notes, and common stock to shareholders while no registration statement was in effect or on file with the Commission. (SEC v. Goldfield Deep Mines Company of Nevada, Inc., et al., C.D. CA. No. CV-75-3422-WPG). (LR-7280)

COMPLAINT NAMES DONALD E. WOLFSTONE, OTHERS

The Seattle Regional Office filed a complaint on February 5 in the U.S. District Court for the Western District of Washington at Seattle, seeking to enjoin Donald E. Wolfstone, of Las Vegas, Nevada, Blaine D. Sampson, Dennis A. Heller, Leslie A. Bolton, all of Seattle, Michael J. Showers of Carnation, Washington, Warren B. Taber, of Cashmere, Washington and Kenneth L. Faulkner, of Monroe, Washington from violations of the registration and antifraud provisions of the securities laws and as to Messrs. Wolfstone, Sampson, Heller, Bolton and Showers from further violations of the reporting provisions of the Securities Exchange Act of 1934.

The alleged violations stem from the sale of unregistered shares of the common stock of Blaidon Mutual Investors Corporation, limited partnership interests in 27 limited partnerships and promissory notes and evidences of indebtedness. The complaint alleges that the defendants sold over 4 million dollars of such securities to over 1,000 investors while making material misrepresentations and omissions with respect to the value of marketability of the issuer's securities, the profitability or risk of loss in the investments, the use of proceeds, the financial condition of the issuer, the quality or quantity of the issuer's assets, the financial benefits received by the defendants, the accuracy or adequacy of financial records and statements, to name a few. (SEC v. Donald L. Wolfstone, et al., U.S.D.C., Western District Wash C76-90). (LR-7281)

INVESTMENT COMPANY ACT RELEASES

PACIFIC FIDELITY LIFE INSURANCE COMPANY

An order has been issued on an application of Pacific Fidelity Life Insurance Company, PFL Variable Annuity Funds I-VI, Piedmont Capital Corporation and Westamerica Financial Corporation exempting Applicants from the custodianship and trusteeship requirements of Sections 26(a) and 27(c)(2). (Rel. IC-9157 - Feb. 17)

KEMPER MUNICIPAL BOND FUND

A notice has been issued giving interested persons until March 15 to request a hearing on an application of Kemper Municipal Bond Fund, Ltd., a Nebraska limited partnership, for an order of exemption from (1) Section 2(a)(19), so that the general partners will not be deemed to be interested persons of the partnership solely by reason of being partners thereof; and (2) Section 18(f)(1), so that the Fund will not be deemed to have issued a "senior security" as a result of certain priorities upon dissolution which extend to the limited partners. (Rel. IC-9158 - Feb. 17)

PEACHTREE EQUITY SECURITIES

An order has been issued exempting the secondary market operations of dealers in Peachtree's shares from Rule 22c-1(a) to permit trading in such shares at the bid and asked prices in the over-the-counter market. (Rel. IC-9159 - Feb. 17)

BANKERS SECURITY LIFE INSURANCE SOCIETY

A notice has been issued giving interested persons until March 16 to request a hearing on an application of Bankers Security Life Insurance Society (Bankers Security), a New York stock life insurance company, six separate accounts of Bankers Security, each registered under the Investment Company Act of 1940 as a unit investment trust, six open-end funds managed by Oppenheimer Management Corporation (Oppenhemier funds) and three periodic payment plans for the accumulation of shares in three of the Oppenheimer funds for an order approving certain offers of exchange pursuant to Section 11 of the Act and pursuant to Section 6(c) of the Act for an order of exemption from Section 27(a)(3) and Rule 27a-2 thereunder, Sections 27(d), 27(e), 27(f) and Rules 27e-1 and 27f-1 thereunder, Section 26(a), and Section 27(c)(2). (Rel. IC-9160 - Feb. 17)

HOLDING COMPANY ACT RELEASES

GEORGIA POWER COMPANY

An order has been issued approving a proposal by Georgia Power Company, subsidiary of The Southern Company, to lease 255 coal cars. (Rel. 35-19390 - Feb. 17)

TRUST INDENTURE ACT RELEASES

BAY STATE GAS COMPANY

An order has been issued under the Trust Indenture Act of 1939 on an application of Bay State Gas Company (the Company) that the trusteeship of First National Bank of Boston (First National) under a new indenture of the Company, while also serving as trustee under seven other indentures of the Company, is not so likely to involve a material conflict of interest as to make it necessary to disqualify First National from acting as trustee under the new indenture. (Rel. TI-427)

MISCELLANEOUS

CORRECTION RE MERIT INVESTORS CORP. DECISION

In the report of the offer of settlement in this case, the News Digest on February 17, 1976, stated that "...the Commission made findings...that the respondents wilfully violated the antifraud provisions and net capital and financial responsibility requirements of the securities laws." This statement should have read "...the Commission made findings...that the respondents wilfully violated the antifraud provisions and provisions relating to the entry of quotations in the 'pink sheets'".

SECURITIES ACT REGISTRATIONS

(S-1) COQUINA OIL CORPORATION

400 North Marienfeld, Midland, Texas 79701 - up to 493,355 shares of common stock. It is proposed to issue these shares in exchange for limited partnership units in the following Texas partnerships, of which Coquina Oil is general partner: Bengal 72-A Fund; Bengal 72-B Fund; Coquina 73 Exploration Program; Coquina 74 Exploration Program; and TR Ltd. No underwriter is involved. Coquina Oil is engaged in oil & gas exploration, production and operation. (File 2-55393 - Jan. 28)

(S-7) HARRAH'S

206 North Virginia St., Reno, Nevada 89501 - \$20 million of convertible subordinated debentures, to be offered in denominations of \$1,000 and integral multiples thereof, through underwriters headed by Paine Webber, Jackson & Curtis Incorporated, 140 Broadway, New York, N.Y. 10005. The company owns and operates two luxury hotel-casinos, together with related food and beverage and entertainment facilities. (File 2-55498 - Feb. 13)

(S-7) UNIVERSAL FOODS CORPORATION

433 East Michigan St., Milwaukee, Wis. 53202 - 475,000 shares of common stock, of which 250,000 shares are to be sold by the company and 225,000 shares are to be sold by certain shareholders of the company. The offering will be made through underwriters represented by Dean Witter & Co. Incorporated, 33 North Dearborn St., Chicago, Ill. 60602 and Loewi & Co. Incorporated, 225 East Mason St., Milwaukee, Wis. 53202. The company is a diversified food company engaged in the manufacture and distribution of food products to food processors and to consumer and food service markets. (File 2-55500 - Feb. 13)

(S-14) ZERO MANUFACTURING CO.

777 Front St., Burbank, Cal. 91503 - up to \$3,065,000 of 10% subordinated sinking fund debentures, due 1989. It is proposed to issue these debentures in connection with the proposed acquisition of Canoga Industries at the rate of \$2.50 of debentures and \$1.70 cash for each Zero share. Shareholders owning fewer than 400 Canoga shares may be able to elect to receive \$3.40 per share in cash. Zero primarily designs, manufactures and sells metal containers, cabinets, instrument cases and other packaging for the electronics and computer industries. (File 2-55501 - Feb. 13)

(S-16) BURNS INTERNATIONAL SECURITY SERVICES, INC.

320 Old Briarcliff Rd., Briarcliff Manor, N.Y. 10510 - 81,917 shares of Class A common stock, which may be offered for sale from time to time on the open market or in privately negotiated transactions by certain shareholders at prices current at the time of sale. Burns International is in the business of providing uniformed security guard, alarm and investigation services. (File 2-55503 - Feb. 11)

(S-1) BURING FOOD GROUP, INC.

1837 Harbor Ave., Memphis, Tenn. 38113 - 505,000 shares of common stock, of which 450,000 shares (plus 45,000 to cover over-allotments) are to be offered through underwriters represented by A. G. Edwards & Sons, Inc., One North Jefferson, St. Louis, Mo. 63103, and 10,000 shares to employees (\$10 per share estimated). The company proposes to acquire the Food Processing Group (sausages, luncheon meats, bacon and hams) of Holiday Inns, Inc. (File 2-55504 - Feb. 13)

(S-7) PUBLIC SERVICE ELECTRIC AND GAS COMPANY

80 Park Pl., Newark, N.J. 07101 - 2,000,000 shares of common stock, to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, New York, N.Y. Public Service Electric and Gas Company is an operating public utility company providing electric and gas service. (File 2-55505 - Feb. 13)

In a separate statement the company seeks registration of \$60 million of first and refunding mortgage bonds, Series F, due 2006, to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated and Kidder, Peabody & Co. Incorporated, 10 Hanover Sq., New York, N.Y. (File 2-55506 - Feb. 13)

(S-7) D. H. BALDWIN COMPANY

1801 Gilbert Ave., Cincinnati, Ohio 45202 - \$15 million of Series A subordinated capital notes, due 1981, and Series B subordinated capital notes, due 1986, to be offered for sale at 100% of the face value on a best-efforts basis through Edward E. Jones & Co., 201 Progress Parkway, Hazelwood, Mo. 63043. The company is a balanced financial services company with subsidiaries engaged in banking, savings and loan services and insurance services, in addition, the company has engaged for many years in the manufacture and sale of musical instruments, principally pianos and organs. (File 2-55513 - Feb. 17)

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 15¢ per page plus postage (\$2 minimum) and 30¢ per page plus postage for expedited handling (\$5 minimum). Cost estimates are given on request. All other referenced material is available in the SEC Docket.

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