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# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

(Prepared by the SEC Office of Public Information)

A Daily Summary of  
S.E.C. Activities

(Issue No. 73-22)

FOR RELEASE February 1, 1973

## DECISION IN ADMINISTRATIVE PROCEEDING

E. H. NELSON, d/b/a NELSON AND CO., REVOKED AND BARRED. The SEC has issued an order revoking the broker-dealer registration of Edward H. Nelson, d/b/a Nelson and Company, Bethesda, Md., and barring him from association with any broker-dealer, registered investment adviser, or registered investment company.

The order was based on findings that the respondent, between November 1970 and October 1971, made fraudulent representations in the sale of fractional undivided interests in oil and gas leases promoted by Mamma Oil and Gas Company, and sold unregistered fractional undivided interests, and from August 1970 to May 1972, failed to accurately make and keep current certain books and records.

The respondent consented to the findings and order without admitting or denying the charges. (Rel. 34-9963)

## COMMISSION ANNOUNCEMENT

SEC ORDER CITES BLAKE, STEPHENS & KITTREDGE, INC. AND B. J. LERNER & CO., INC. The SEC has ordered administrative proceedings against Blake, Stephens & Kittredge, Inc., a Los Angeles investment adviser; David R. Kittredge, James M. Galbraith, James H. Cheney, its officers and directors; B. J. Lerner & Co., Inc., a Los Angeles broker-dealer; and Byrle Lerner, its president and director. The proceedings are based on allegations by the staff that certain of the defendants violated the anti-fraud provisions of the Federal securities laws in the offer and sale of shares of Blake, Stephens & Kittredge, Inc. common stock to the public by the use of a false and misleading prospectus and the failure to file accurate reports with the Commission. The order further alleged violations of the Investment Company Act and Investment Advisers Act in connection with California Venture Fund, Inc., a fund managed by Blake, Stephens & Kittredge, Inc.

A hearing will be scheduled by further order to take evidence on the staff charges and afford respondents an opportunity to offer any defenses thereto, for the purpose of determining whether the allegations are true, and, if so, whether any action of a remedial nature is necessary or appropriate in the public interest.

WEXLER TO HEAD OPINIONS AND REVIEW. Chairman William L. Casey announced the appointment of Bernard Wexler as Director of the Commission's Office of Opinions and Review, succeeding Leonard Helfenstein who retired last month. He had been serving as Director of the Commission's Office of Policy Planning. A native of Philadelphia, Mr. Wexler attended the Wharton School of Finance and Commerce at the University of Pennsylvania where he received his B.S. degree in Economics in 1945, and his law degree in 1949. Subsequently he was engaged in the private practice of law in New York. He joined the Commission in 1962 as an Attorney in the Office of Opinions and Review and later served as a Special Counsel in the SEC's Division of Trading and Markets and the Division of Corporate Regulation. In 1970 Mr. Wexler was named Assistant Director, Division of Corporate Regulation in charge of the Commission's work under Chapter X and XI of the Bankruptcy Act.

## COURT ENFORCEMENT ACTION

ROBERT O. MARSHALL ENJOINED. The SEC Los Angeles Regional Office announced that on January 22 the Federal court for California had preliminarily enjoined Robert O. Marshall, of Denver, Colo., from violating the registration and antifraud provisions of the Federal securities laws in the offer and sale of the common stock of Tanger Industries. The court found that Robert O. Marshall as a controlling stockholder and responsible officer of U. S. Stock Transfer Corporation, a California company, breached his duty to the Tanger public stockholders by conspiring with Tanger through Berj Hagopian, Tanger's board chairman and chief executive officer, to allow certain insiders to publicly distribute unregistered stock without documentation on any exemption from registration while refusing to allow others to transfer their stock regardless of the extent of exemption documentation including Commission "no action" letters. U. S. Stock Transfer has been dissolved and should not be confused with the stock transfer business being conducted in Los Angeles by Western Corporate Services, Inc. under the name of U. S. Stock Transfer Corporation. (LR-5709)

## INVESTMENT COMPANY ACT RELEASES

JOHN HANCOCK MUTUAL LIFE INSURANCE CO. The SEC has issued an order permitting sales of variable annuity contracts by John Hancock Mutual Life Insurance Company (John Hancock) and John Hancock Variable Account C, a management investment company registered under the Act, to be made with other than the usual sales loads and administrative expenses when such contracts are purchased with proceeds derived from other John Hancock products; (2) periodic purchase payments in connection with such variable annuity contracts to be held in banks, but not in trust; and (3) assets of Account C to be held in John Hancock's vault. (Rel. IC-7648)

OPPENHEIMER MANAGEMENT CORPORATION. The SEC has issued an order on an application of Oppenheimer Management Corporation of New York and the open-end Funds for which it acts as principal underwriter exempting them from the provisions of Section 22(d) of the Act to permit persons who redeem any one, or any portion of any one of their Fund accounts, a one-time privilege to reinvest within 15 days without any sales charge. (Rel. IC-7649)

OVER

**NEW AMERICA FUND.** The SEC has issued a notice giving interested persons until February 27 to request a hearing on an application of New America Fund, Inc., of Los Angeles, a closed-end investment company, for an order exempting from Section 17(a) the proposed sale of 13,203 shares of common stock of Under Sea Industries, Inc., by the Fund to Richard Bonin and Richard I. Vizvary, employees of Under Sea Industries, Inc. (Rel. IC-7654)

**W, S & W FUND.** The SEC has issued an order declaring that W, S & W Fund, Inc., of New York, has ceased to be an investment company. (Rel. IC-7652)

**PENSION INVESTMENT FUND.** The SEC has issued a notice giving interested persons until February 23 to request a hearing on an application of Pension Investment Fund, Inc. of Philadelphia, Pa., for an order declaring that it has ceased to be an investment company. (Rel. IC-7653)

#### HOLDING COMPANY ACT RELEASE

**UTAH POWER & LIGHT COMPANY.** The SEC has issued an order authorizing Utah Power & Light Company, a Salt Lake City holding company, to issue and sell prior to December 31, 1973, up to \$50,000,000 of promissory notes to banks. The proceeds will be used to pay for short-term notes and commercial paper then outstanding and to help meet 1973 construction costs. (Rel. 35-17869)

#### SECURITIES ACT REGISTRATIONS FILED

**ISC INDUSTRIES INC.,** 3430 Broadway, Kansas City, Mo. 64141 - \$10 million of junior subordinated notes, Series C, due 36 and 60 months from issue, to be offered for sale at 100% of principal amount. No underwriting is involved. The company through a subsidiary is engaged in the consumer loan and credit insurance business. Net proceeds will be used for working capital and other corporate purposes. (File 2-46915-Jan 26)

**CENTRAL BANCSHARES OF THE SOUTH, INC.** (formerly Central and State National Corporation of Alabama), 701 S. 20th St., Birmingham, Ala. 35233 - 600,000 shares of common stock, to be offered for sale (\*at \$31 per share maximum) through underwriters headed by Salomon Brothers, One New York Plaza, and Blyth Eastman Dillon & Co. Inc., 1 Chase Manhattan Plaza, both of New York. A bank holding company, the company owns substantially all of the outstanding stock of four commercial banks. (File 2-46916 - Jan 26)

**RIVIANA FOODS INC.,** 2727 Allen Pky., Houston, Tex. 77019 - 400,000 shares of common stock, of which 192,068 are to be offered for sale by the company and 189,651 by certain shareholders. The offering is to be made (\*at \$32.375 per share maximum) through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York. The company manufactures and distributes a variety of food products. Net proceeds will be used to reduce domestic short-term borrowings incurred principally to finance inventories. (File 2-46917 - Jan 26)

**CIRO SALES CO., INC.,** 1975 Utica Ave., Brooklyn, N. Y. 11234 - 160,000 shares of common stock, to be offered for sale (\*at \$9 per share maximum) by Smith, Jackson & Co. Inc., 17 Battery Place North, New York 10004. The company sells major and small appliances, home entertainment equipment and general merchandise. Of the net proceeds, \$600,000 will be used for entry into the catalogue-showroom field and the balance for working capital and other corporate purposes. (File 2-46919 - Jan 26)

**PREMIER CORPORATION,** 5600 E. Grand River Ave., Fowlerville, Mich. 48836 - 600,000 shares of common stock, of which 450,000 are to be offered for sale by the company and 150,000 by certain shareholders. The offering is to be made (\*at \$20 per share maximum) through underwriters headed by Clark, Dodge & Co. Inc., 140 Broadway, New York 10005. The company engages in all phases of cattle raising and beef production. Of the net proceeds, \$1,600,000 will be used to reduce long-term debt for the acquisition of cattle and the balance for working capital and other corporate purposes. (File 2-46920 - Jan 26)

**CONTINENTAL TELEPHONE CORPORATION,** Continental Telephone Bldg., Dulles International Airport, Loudoun County, Va. - 400,000 shares of common stock to be offered for sale (\*at \$24 per share maximum) by The Nomura Securities Co., Ltd. The company is an independent telephone holding company. Net proceeds will be used to repay a portion of the revolving credit bank loans incurred in connection with acquisitions and investments in and advances to subsidiaries. (File 2-46921 - Jan 26)

**PACIFIC-SOUTHERN MORTGAGE TRUST,** 2022 Camino del Rio North, San Diego, Calif. 92108 - 2,000,000 shares of beneficial interest, to be offered for sale at \$15 per share through underwriters headed by G. H. Walker & Co. Inc., 45 Wall St., New York 10005. The Trust proposes to invest primarily in long-term and intermediate term loans secured by first mortgages on income-producing real properties. Pacific-Southern Advisors, Inc., wholly-owned subsidiary of Palomar Financial, is investment adviser. (File 2-46922 - Jan 29)

**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:  
 Reynolds Metals Company, Richmond, Va. (File 2-46908) - 65,000 shares  
 The Huffman Manufacturing Company, Miamisburg, Ohio (File 2-46912) - 29,999 shares  
 VWR United Corporation, Seattle, Wash. (File 2-46914) - \$1,500,000 of common stock  
 American Express Company, New York, N. Y. (File 2-46918) - 125,018 shares

MISCELLANEOUS

OVER-THE-COUNTER REGISTRATIONS REPORTED. The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "\*\*"):

NO.	O-REGISTRANT	LOCATION
6786	American Bank Trust Shares, Inc	Orangeburg, S.C.
6577	Arepj-California, Inc**	Los Angeles, CA
6567	Bunting Sterisystems, Inc**	Bridgeport, CT
6784	CB & T Bancshares, Inc	Columbus, GA
6785	Capitol Bancorporation	Boston, MA
6565	Centronics Data Computer Corp	Hudson, N.H.
6572	Sonsoldated Canadian Faradaym LTD	Toronto, CA
6779	Data Access Systems, Inc**	Mt. Lakes, NJ
6589	Datatype Corp**	Miami, FL
6562	Dominion Mortgage & Realty Tr**	Buffalo, NY
6571	Douglas L. Elliman & Co**	New York, NY
6782	First Intl. Bancshares, Inc	Dallas, TX
6566	Frederick & Herrud, Inc**	Detroit, MI
6576	Interservice Corp**	Cleveland, OH
6586	Jetlands Corp**	New York, NY
6781	Mark Financial	Santa Ana, CA
6570	Modern Merchandising, Inc**	Minneapolis, MI
6574	Monitor Lab's, Inc	San Diego, CS
6783	Northeast Bancorp, Inc	New Hacen, CO
6569	Oak Hill Sportwear, Inc**	New York, NY
6568	Radiation Medical Prod. Corp**	Westbury, NY
6647	Redactron Corp**	Hauppauge, NY
6578	Sampson Corp	Pits. PA
6579	Saxton Products, Inc	Congers, NY
6582	Schlang & Co Inc**	New York, NY
6583	Simera Corp**	Moonachie, NJ
6578	Tilar Ind., Inc**	Long Island City, NY
6591	Tracy-Locke Co Inc**	Dallas, TX

MISCELLANEOUSIMPORTANT NOTICE

Many requests for copies of documents referred to in the daily SEC News Digest have erroneously been directed to the Government Printing Office. They should be addressed: Public Reference Section, Securities and Exchange Commission, Washington, D. C. 20549. The reproduction cost will approximate 12¢ per page, plus postage, for mailing within four days, to 25¢ per page, plus postage, for overnight mailing. Cost estimates given on request.

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. The captions of the items are as follows:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Legal Proceedings.
- Item 4. Changes in Securities.
- Item 5. Changes in Security for Registered Securities.
- Item 6. Defaults upon Senior Securities.
- Item 7. Increase in Amount of Securities Outstanding.
- Item 8. Decrease in Amount of Securities Outstanding.
- Item 9. Options to Purchase Securities.
- Item 10. Revaluation of Assets or Restatement of Capital Share Account.
- Item 11. Submission of Matters to a Vote of Security Holders.
- Item 12. Changes in Registrant's Certifying Accountant.
- Item 13. Other Materially Important Events.
- Item 14. Financial Statements and Exhibits.

Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). Invoice will be included with the requested material when mailed.

8K Reports for Dec 72

AITS, Inc.(2,3,14)	0-3201-2	Docktor Pet Centers, Inc.(13)	0-3396-2
Adams Drug Co., Inc.(7,11,14)	2-45858-2	Early California Inds., Inc.(3,11)	0-3945-2
Air Michigan Inc. (13)	0-4908-2	East Moline Downs, Inc.(13)	0-6091-2
Airco, Inc. (14)	1-111-2	Eldon Inds., Inc.(13,14)	0-1374-2
Amarex, Inc. & Amarex Funds, Inc. (13)	2-36642-2	Electro-Dent Inc.(11)	2-38266-2
Amcourt Systems, Inc. (2,14)	2-41674-2	Electronic Engineering Co. of California(13)	1-5578-2
American Community Systems, Inc. (13,14)	2-39227-2	Elkins Institute Inc.(13)	0-5543-2
American Equity Invst Trust(2,14)	0-4869-2	Emhart Corp(3,13)	1-4012-2
American Recreation Centers, Inc. (2,3,14)	0-2849-2	Empire Equities Inc.(2,7,14)	0-6359-2
Applied Power Inc. Formerly: Applied Power Inds.,Inc. (11,14)	0-5430-2	Empire Fire & Marine Ins. Co. (10,11,14)	2-43553-2
Aspen Skiing Corp (7)	2-45887-2	Equitable Gas Co.(7,14)	1-3551-2
Associated Dry Goods Corp (3)	1-599-2	Farmland Inds., Inc.(7,8)	2-7250-2
Associated Food Stores, Inc. (2,11,13)	1-3867-2	First Fidelity Corp (2,7,14)	0-4499-2
Basic Earth Science Systems, Inc. (13)	2-39329-2	First Leisure Corp Nov 72 (1,2,3,13,14)	0-6392-2
Bentley National Corp Formerly: National Luggage, Inc. (11,13)	2-33125-2	First Oklahoma Bancorporation(11)	0-779-2
Brand Insulations, Inc.(13,14)	2-43164-2	First United Financial Corp(10)	0-5580-2
Budget Capital Corp (11) Formerly: Budget Finance Plan	1-3722-2	Food Industries, Inc.(3,6,13)	0-3372-2
Carrolls Development Corp (7)	1-6553-2	Franklin Realty & Mortgage Trust (13,14)	1-6038-2
Chromalloy American Corp(4,7,14)	1-5792-2	Frontier Airlines, Inc.(10,13)	1-4877-2
Commercial Solvents Corp (3)	1-55-2	Funk Seeds Int'l Inc. (13)	2-45153-2
Crown Central Petroleum Corp(7)	1-1059-2	GCL Graphics Communications Ltd. (7,13,14)	2-41324-2
DCA Development Corp (6,13,14)	1-6306-2	Global Marine Inc.(8)	1-5471-2
DEI (2,3,14)	0-725-2	Great Southwest Corp (6,9,13,14)	0-100-2
Sep 72(3,6)	0-725-2	Hardwicke Companies, Inc.(7)	0-5288-2
Dana Corp. (11)	1-1063-2	Harrah's (13)	1-6854-2
The Dayton Power & Light Co. (13)	1-2385-2	Hart Schaffner & Marx (8)	1-3236-2
Dekalb Agresearch, Inc.(7,11,14)	0-2885-2	Health Delivery Systems, Inc. (13,14)	1-6972-2
Denny's Inc.(3,11,13,14)	1-5124-2	Heritage Enterprises Inc.(3)	0-5171-2
Dico Corp (9,11,13)	0-1403-2	IPM Technology Inc.(3,8,14)	0-2800-2
DiGiorgio Corp (10)	1-1790-2	Industrial Fuels Corp (2)	2-42322-2
Diversified Earth Sciences, Inc. (2,7,8,14)	0-3474-2	Inter-Continental Computing, Inc. (13) Nov 72	0-5802-2
		Katy Inds., Inc.(2,14)	1-5558-2
		Keuffel & Esser Co. (14)	0-2117-2
		Lafayette Funds Drilling Programs 1971-1 (7)	2-38653-2

**SECURITIES ACT REGISTRATIONS. Effective January 31:** Advanced Memory Systems, Inc., 2-46851; Delaware Valley Realty and Mortgage Investors, 2-44879 (90 days); GCO, Inc., 2-44893 (90 days); General Units, Inc., 2-46607; W. R. Grace & Co., 2-46552; Hillhaven Inc., 2-46111; Kay Corp., 2-46824; Litton Industries, Inc., 2-46540; Metagraphic Systems, Inc., 2-45890 (90 days); Montgomery Street Income Securities, Inc., 2-46649 (May 1); Samuel Moore and Co., 2-46587; National Patent Development Corp., 2-44461 (90 days); Northwest Bancorporation, 2-46061 & 2-46732; Helena Rubinstein, Inc., 2-46566; The Seaboard Funding Corp., 2-46579; Sysco Corp., 2-46799.

**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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