

# sec news digest

Issue 77-31  
(SEC Docket, Vol. 11, No. 10 - March 1)

FEB 16 1977

February 15, 1977

## DECISIONS IN ADMINISTRATIVE PROCEEDINGS

## U.S. SECURITIES AND EXCHANGE COMMISSION

JOHN L. HAWKINS & CO., INC. REVOKED;  
JOHN LEE HAWKINS, ELMER F. SIPE BARRED

The Commission has announced that it (1) filed suit in the U.S. District Court Southern District of Florida and (2) instituted public administrative proceedings against John L. Hawkins & Co., Inc. (JLH Co.) a broker-dealer, John Lee Hawkins (Hawkins) and Elmer F. Sipe (Sipe) all of Ft. Lauderdale, Florida. The complaint and order for proceedings alleges that JLH & Co., Hawkins and Sipe violated the registration and antifraud provisions of the securities laws and that JLH & Co. aided and abetted by Hawkins and Sipe violated the recordkeeping and net capital provisions of the securities laws.

Simultaneously with the filing of the complaint and institution of proceedings, JLH & Co., Hawkins and Sipe without admitting or denying the allegation in the Commission's complaint or order for proceedings (1) consented to entry of a permanent injunction enjoining such activity and (2) submitted offers of settlement which the Commission had determined to accept providing for the entry of an order revoking the registration of JLH & Co. and barring Hawkins and Sipe from association with any broker-dealer, investment adviser or investment company. In addition, Hawkins & Sipe, who are attorneys, submitted letters of resignation from practice before the Commission, which the Commission has accepted. (Rel. 34-13240)

BRUCE KELLER FINANCIAL ADVISORS, INC. REVOKED;  
BRUCE KELLER BARRED

The Commission announced the institution of public administrative proceedings pursuant to the Investment Advisers Act of 1940 against Bruce Keller Financial Advisors, Inc. (BKFAI) an investment adviser and Bruce Keller (Keller) its president and sole shareholder, both of Miami, Florida. The order for proceedings alleges that BKFAI and Keller wilfully violated the antifraud provisions of the securities laws in the offer for sale and sale of limited partnership interests in real estate syndications. Simultaneously with the institution of proceedings, BKFAI and Keller without admitting or denying the allegations, submitted offers of settlement which the Commission determined to accept providing for the revocation of the registration of BKFAI and barring Keller from association with any investment adviser, broker-dealer or investment company. (Rel. IA-568)

## COMMISSION ANNOUNCEMENTS

### FINAL REPORT OF MAJOR ISSUES CONFERENCE AVAILABLE

The Final Report of the SEC Major Issues Conference, held in Washington January 13-15, 1977, is now available. The Report summarizes the consensus of the Conferees on the four Agenda Topics -- the process by which new Commission policies and standards are developed; the effects and implications of organized trading of standardized options; the Commission's role with respect to the internationalization of securities markets; and the establishment of accounting and auditing standards.

Copies of the Final Report are available at no charge, and may be ordered by writing to Publications Section, U.S. Securities and Exchange Commission, 500 North Capitol Street, Washington, D.C. 20549.

## COURT ENFORCEMENT ACTIONS

### HARRY E. NILES, OTHERS INDICTED

The Denver and Fort Worth Regional Offices announced that on January 19 a federal grand jury in Dallas, Texas returned a multi-count indictment charging Harry E. Niles, Tulsa, Oklahoma; Howard P. Carroll and Jerry A. McFarland, Denver, Colorado, Robert C. Wilson, Scottsdale, Arizona; and William B. Clark, Dallas, Texas with various counts

of securities fraud, mail fraud, interstate transportation of money obtained by fraud and conspiracy in the offer and sale of the common stock of Coal Creek Mining Company. In addition, Harry E. Niles is charged with filing false statements with the Commission. (U.S. v. Harry E. Niles, et al., U.S.D.C. N.D. of Tex., Dallas Div., CR3-77-15). (LR-7778)

---

## INVESTMENT COMPANY ACT RELEASES

---

### SOGEN INTERNATIONAL FUND

An order has been issued on an application of SoGen International Fund, Inc., a diversified, open-end management investment company, declaring that Richard M. Bressler, a director of the Fund, not to be an interested person of the Fund, its investment adviser or its sub-investment adviser solely by reason of his being a director of Union Mutual Life Insurance Company and Unionmutual Corporation. (Rel. IC-9643 - Feb. 14)

### PENNSYLVANIA TAX-FREE INCOME TRUST

A notice has been issued giving interested persons until March 8 to request a hearing on an application of Pennsylvania Tax-Free Income Trust (Trust), a registered open-end, diversified management investment company, and Butcher & Singer, Inc., one of the Trust's managing underwriters and its general distributor, for an order exempting from Section 22(d) the proposed sale of Trust shares at net asset value to participants in a reinvestment program for unitholders in a unit investment trust sponsored by Butcher & Singer who are also shareholders of the Trust. (Rel. IC-9644 - Feb. 14)

---

## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

---

### UNLISTED TRADING SOUGHT

Notices have been issued giving interested persons until February 26 to request a hearing on applications of the following stock exchanges for unlisted trading privileges in the specified securities of the following companies: Boston Stock Exchange - Honda Motor Co., Ltd. (American Depositary Receipts). Midwest Stock Exchange, Inc. - Honda Motor Co., Ltd. (American Depositary Receipts). Philadelphia Stock Exchange, Inc. - Honda Motor Co., Ltd. (American Depositary Receipts); and Pitney-Bowes, Inc. (Common stock). (Rel. 34-13262)

---

## SECURITIES ACT REGISTRATIONS

---

### (S-1) QUASAR MICROSYSTEMS, INC.

448 Suffolk Ave., Brentwood, N.Y. 11717 - \$2 million of convertible subordinated redeemable debentures, due 1992, and warrants to purchase 200,000 shares of common stock, to be offered for sale in units, each consisting of a \$1,000 debenture and 100 warrants at \$1,010 per unit, through First Jersey Securities, Inc., 80 Broad St., New York, N.Y. 10004. The company is primarily engaged in the design, manufacture and sale of three classes of products; automatic telephone products; assemblies, controls and spare parts for electrostatic photocopiers; and alarm and intrusion devices sold through the company's SCAN Security Systems, Inc. subsidiary. (File 2-58208 - Feb. 11)

### (S-7) SOUTHWESTERN PUBLIC SERVICE COMPANY

SPS Tower, 6th & Tyler Sts., Amarillo, Tex. 79170 - 1,613,926 shares of common stock, to be offered for subscription by common stockholders of record on March 8, 1977, or at such later date as registration under the Securities Act of 1933 shall become effective, at the rate of one share for each 14 shares held. Any unsubscribed shares are to be offered for sale through underwriters headed by Dillon, Read & Co. Inc., 46 William St., New York, N.Y. 10005. The company is an electric public utility. (File 2-58209 - Feb. 11)

In a separate statement the company seeks registration of \$30 million of first mortgage bonds, Series due 2007, to be offered for sale through underwriters also headed by Dillon, Read & Co. Inc. (File 2-58210 - Feb. 11)

### (S-1) KELLY DOWNS, INC.

5000 State Rd., Davison, Mich. 48423 - \$3,750,000 of 10% subordinated debentures, due 1997, 250,000 shares of Class A (non-voting) common stock and 50,000 warrants expiring

March 15, 1987, each warrant entitling the owner to purchase one share of Class A (non-voting) common stock at \$5 per share, to be offered for sale in units, each unit consisting of a \$750 subordinated income debenture, 50 shares of Class A (non-voting) common stock and 10 warrants. The principal underwriters are First of Michigan Corp., 1200 Buhl Bldg., Detroit, Mich. 48226 and Manley, Bennett, McDonald & Co., 1100 Buhl Bldg., Detroit, Mich. 48226. The company proposes to build and operate a racetrack near Flint, Michigan for thoroughbred and harness horse racing with pari-mutuel betting. (File 2-58211 - Feb. 11)

#### REGISTRATIONS EFFECTIVE

Feb. 11: Insured Municipals-Income Trust, Series 12, 2-58095; Malone & Hyde Inc., 2-58141; Mego International Inc., 2-57627; Michigan Financial Corp., 2-57561.  
 Feb. 14: Craig Corp., 2-57587; Hartford Courant Co., 2-57855; Louisiana General Services, Inc., 2-58147 & 2-58148; Technicon Corp., 2-58168.

**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 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
ACME CLEVELAND CORP	11,14	01/77
ADDRESSOGRAPH MULTIGRAPH CORP	10,14	01/77
AETNA LIFE & CASUALTY CO	13	01/77
AGUIRRE CO	3,8,10,14	01/77
ALABAMA GAS CORP	3	01/77
ALCO STANDARD CORP	7,8	01/77
ALLEGHANY CORP	3	01/77
ALLEGHENY BEVERAGE CORP	7,8,14	01/77
ALLIED PROPERTIES	2,10	01/77
ALLIS CHALMERS CORP	7,13,14	01/77
AMAX INC	3	01/77
AMERICAN CONSUMERS INC	2,8,13	01/77
AMERICAN DISTILLING CO	11	01/77
AMERICAN FLETCHER MORTGAGE INVESTORS	13	01/77
AMOSKEAG CO	13	01/77
ANCHOR HOCKING CORP	3,10,14	01/77
ANCORP BANCSHARES INC TENNESSEE	3,14	01/77
ANDERSONS	7	01/77
ANSUL CO	3	01/77
APPLIED DIGITAL DATA SYSTEMS INC	7,11,14	01/77
ARCO PIPE LINE CO	3	01/77
ATLANTIC RICHFIELD CO	2,3,7,13,14	01/77
AUSTRAL OIL CO INC	7,8,14	01/77
BABCOCK & WILCOX CO	13,14	01/77
BALCOR REALTY INVESTORS	3,13,14	01/77
BALCOR REALTY INVESTORS LTD 74	13	01/77
BALOT CORP	11,14	01/77
BANNER INDUSTRIES INC	2,14	01/77
BARNWELL INDUSTRIES INC	3	01/77
BAZAR INC	6	01/77
BELL & HOWELL CO	4,10,14	01/77
BELL WESTERN CORP	2,13	01/77
BETHLEHEM STEEL CORP	3	01/77

RECENT 8K FILINGS CONT.

BLUE CHIP STAMPS	2,13,14	01/77
BOMMAR INSTRUMENT CORP	8,14	01/77
BROWN CO	3,7,14	01/77
BROWNING FERRIS INDUSTRIES INC	7	01/77
BRUNSWICK CORP	3,4,14	01/77
BRUST WELLMAN INC	8	01/77
BUELL INDUSTRIES INC	4,11	01/77
CALIFORNIA LIFE CORP	2,14	01/77
CALIFORNIA REAL ESTATE INVESTMENT TRUST	13	01/77
CAMPBELL INDUSTRIES	13	01/77
CENTRAL HUDSON GAS & ELECTRIC CORP	3,14	01/77
CERRO MARMGN CORP	2,14	01/77
CFS CONTINENTAL INC	7,8	01/77
CHALLENGE OIL & GAS CO	1,2,7,14	01/77
CHICAGO HELICOPTER INDUSTRIES INC	2,6,7,13,14	01/77
CITADEL LIFE INSURANCE CO OF NEW YORK	11,14	01/77
CITICORP	7	01/77
CLARK EQUIPMENT CO	8,14	01/77
CLARK EQUIPMENT CREDIT CORP	7,14	01/77
CLEVELAND ELECTRIC ILLUMINATING CO	3	01/77
COASTAL INDUSTRIES INC	8,13	01/77
COASTAL STATES GAS CORP	13	01/77
COMBINED INSURANCE CO OF AMERICA	8	06/76
COMPUGRAPHIC CORP	11	01/77
CONSOLIDATED PACKAGING CORP	3	01/77
CONSUMERS POWER CO	3,13	01/77
CONSUMERS WATER CO	2,7,14	01/77
CONTINENTAL OIL CO	3	01/77
CROWN CORP	3,14	01/77
CUSTOM ALLOY CORP	7,11,14	01/77
DANIEL INDUSTRIES INC	11,14	01/77
DATA RESEARCH CORP	13	01/77
DELLWOOD FOODS INC	3,8	01/77
DIGITAL COMMUNICATIONS INC	1,2,7,10,11,13,14	01/77
DIVERSIFIED EARTH SCIENCES INC	10,14	01/77
DIVERSIFIED MORTGAGE INVESTORS	3,10,14	01/77
DORCHESTER GAS CORP	8,11	01/77
DRAVO CORP	13,14	01/77
DUDDYS INC	7,13	01/77
DUQUESNE LIGHT CO	3	01/77
DYNALECTRON CORP	13,14	01/77
EASTERN AIR LINES INC	7,8	01/77
ECKERD JACK CORP	2,7,9,11,14	01/77
ECONOMICS LABORATORY INC	8	01/77
EDWARDS ENGINEERING CORP	13,14	01/77
ELGIN NATIONAL INDUSTRIES INC	3,10,13,14	01/77
ENERGY CONVERSION DEVICES INC	7,11	01/77
EVANS PRODUCTS CO	7,10,14	01/77
FAIRCHILD CAMERA & INSTRUMENT CORP	13	01/77
FARMERS STORES CO	1	01/77
FAYS DRUG CO INC	13	01/77
FIBREBOARD CORP	3	01/77
FIRESTONE TIRE & RUBBER CO	11	01/77
FIRST BANKERS CORP OF FLORIDA INC	13,14	01/77
FIRST HAWAIIAN INC	7,14	01/77
FIRST NATIONAL BANCSHARES INC	7,14	01/77
FIRST PENNSYLVANIA MORTGAGE TRUST	3,13	01/77

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.

SEC NEWS DIGEST is published daily. Subscription rates: 64.45/yr in U.S. first class mail; \$80.60 elsewhere.

SEC DOCKET is published weekly. Subscription rates: \$43.70/yr in U.S. first class mail, \$54.65 elsewhere. The News Digest and the Docket are for sale by the Superintendent of Documents, Government Printing Office, Washington, D.C. 20402.