

sec news digest

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ADMINISTRATIVE PROCEEDINGS

U.S. SECURITIES AND EXCHANGE COMMISSION

NEAL R. SINCLAIR, GALE W. WALLACE AND ROBERT L. SMITH,
FORMER IES SALESMEN, SANCTIONED

Pursuant to Offers of Settlement submitted by Neal R. Sinclair, Gale W. Wallace and Robert L. Smith, formerly registered representatives of The IES Management Group, Inc. (IES), the Commission has entered an order instituting administrative proceedings and imposing remedial sanctions. This order suspends: (1) Sinclair from association with any broker, dealer, investment adviser or investment company for a period of 20 business days; and upon expiration of this period an additional suspension: (1) from engaging in transactions in any securities other than those for which a registration statement has been filed or is in effect pursuant to the Securities Act of 1933 for a period of three months, and (b) from association with any broker, dealer, investment adviser or investment company in a supervisory or proprietary capacity for a period of twelve months; (2) Wallace from association with any broker, dealer, investment adviser or investment company for a period of ten business days; and (3) Smith from association with any broker, dealer, investment adviser or investment company for a period of five business days.

The Commission's Order was based upon findings that: Sinclair and Wallace, from January 1, 1974, to December 31, 1976, and Smith, from August 1975 to December 31, 1976, willfully violated and willfully aided and abetted violations of the securities registration and antifraud provisions of the Federal securities laws in connection with their offer and sale of securities in the form of interests in limited partnerships syndicated by IES. The respondents consented to the above findings and sanctions without admitting or denying the allegations in the Commission's Order Instituting Proceedings. (Rel. 34-16912)

PROCEEDINGS INSTITUTED AND ORDER ENTERED AGAINST PEABODY INTERNATIONAL CORPORATION FOR DEFICIENT FILINGS

The Commission announced the issuance of an Order Instituting Proceedings Pursuant to Section 15(c)(4) of the Securities Exchange Act of 1934 and Findings and Order of the Commission against Peabody International Corporation (Peabody), a Delaware corporation with headquarters in Stamford, Connecticut. Peabody, under the terms of its offer of settlement, consented to the entry of the Order of the Commission without admitting or denying any of the findings or conclusions contained therein.

In its Order, the Commission found that Peabody failed to comply in several material respects with Section 13(a) of the Securities Exchange Act of 1934 and Rules 13a-1 and 13a-13 thereunder in connection with an Annual Report on Form 10-K for its fiscal year ended September 30, 1979 and Quarterly Report on Form 10-Q for the quarter ended December 31, 1979. The Commission found that Peabody did not have a sufficient basis upon which to defer certain contract costs attributable to an alleged breach of contract or avoid recognition of the anticipated future costs on this contract and, by reason of the accounting treatment employed, overstated its income in filings with the Commission. Further the Commission found that Peabody's disclosures concerning these matters in filings with the Commission were misleading and that Peabody omitted to disclose material matters.

The Commission ordered Peabody to comply with the reporting requirements of the Securities Exchange Act of 1934, to amend its reports currently on file with the Commission and to comply with certain undertakings. Peabody undertook to, among other things, restate certain financial statements and amend its filings accordingly; to release immediately a release concerning the proceedings and setting out the restated figures; and to develop appropriate procedures and policies concerning the deferral of certain costs. Peabody also undertook to defer costs only if in accordance with generally accepted accounting principles, approved by its audit committee and disclosed in specified filings and reports to shareholders. (Rel. 34-16938)

INVESTMENT COMPANY ACT RELEASES

BNP U.S. FINANCE CORPORATION

A notice has been issued giving interested persons until July 21 to request a hearing on an application filed by BNP U.S. Finance Corporation (Applicant), a Delaware corporation and a subsidiary of a French commercial bank, which presently proposes to make an offering of commercial paper in the United States, for an order pursuant to Section 6(c) of the Act exempting Applicant from all provisions of the Act. (Rel. IC-11233 - June 26)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the National Association of Securities Dealers, Inc. (SR-NASD-80-1) to establish two new categories of limited representative registration in the areas of direct participation programs and investment company/variable contracts products. (Rel. 34-16936)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTINGS GRANTED

Orders have been issued granting the applications of the New York Stock Exchange, Inc. to strike the specified securities of the following companies from listing and registration thereon: INTERCONTINENTAL DIVERSIFIED CORPORATION, common stock (\$2 par value) (Rel. 34-16932); and COLUMBUS & SOUTHERN OHIO ELECTRIC COMPANY, 10.52% Series, cumulative preferred stock (\$100 par value) (Rel. 34-16933).

UNLISTED TRADING SOUGHT

A notice has been issued giving interested persons until July 17 to comment on the Boston Stock Exchange's applications for unlisted trading privileges in 13 issues which are listed and registered on other national securities exchanges. (Rel. 34-16931)

LISTING ACTIONS

Orders have been issued, pursuant to Section 12(d) of the Securities Exchange Act of 1934, granting the applications of the following companies to list the specified securities on the following stock exchanges: New York Stock Exchange, Inc. - Rexnord Inc., 10-1/2% notes, due 1985; American Can Co., \$2.80 series preferred stock; Air Products & Chemicals Inc., 11-5/8% debentures, due May 15, 2010; Ti-Caro Inc., common stock; Bendix Corp., 11.20% sinking fund debentures, due 2005; Midland-Ross Corp., 10-3/4% notes 1987 (all effective as of May 28, 1980); RCA Corp., 12-1/4% sinking fund debentures, due May 1, 2005 and 11-1/2% notes, due May 1, 1990; Tektronix Inc., 11% notes, due July 15, 1990; Public Service Co. of New Hampshire, sinking fund preferred stock 17% dividend series (\$25 par); Citicorp, floating rate notes, due 2010; Owen Corning Fiberglass Corp., 12% sinking fund debentures, due May 1, 2010; Pacific Northwest Bell Telephone Co., forty year 11% debentures, due May 1, 2020 (all effective as of June 3, 1980); R. J. Reynolds Industries, 10.45% notes, due May 15, 1990; Noble Affiliates Inc., common stock; Mesa Petroleum Co., 8-1/2% subordinated debentures, due May 25, 2000 (all effective as of June 5, 1980). New York Stock Exchange, Inc. and Pacific Stock Exchange, Inc. - Metro Goldwyn Mayer Film Co., common stock; Reading & Bates Corp., \$2.125 cumulative convertible preferred stock fourth series (both effective as of May 28, 1980).

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC pursuant to the Securities Act of 1933. The information noted below has been taken from the cover page and the facing sheet of the prospectus and registration statement and will appear as follows: Form; Name, address and phone number (if available) of the issuer of the security; Title and the number or face amount of the securities being offered; Name of the managing underwriter (if applicable); Whether the offering is a rights offering; and File number and date filed.

- (S-6) THE FIRST TRUST OF INSURED MUNICIPAL BONDS, SERIES 55 - an indefinite number of units. Depositor: Clayton Brown & Associates, Inc., 300 West Washington St., Chicago, IL 60606. (File 2-68249 - June 26) (Br. 18)
- (S-16) MULTIMEDIA, INC., 305 South Main St., Greenville, SC 29601 (803-298-4373) - 4,500 shares of common stock. (File 2-68250 - June 26) (Br. 2)
- (S-1) TECHTRAN INDUSTRIES, INC., 200 Commerce Dr., Rochester, NY 14623 - 300,000 shares of common stock. Underwriter: First Albany Corp. The company designs, manufactures and markets data communication equipment. (File 2-68252 - June 26) (Br. 9)
- (S-16) CATERPILLAR TRACTOR CO., 100 N.E. Adams St., Peoria, IL 61629 (309-675-1000) - \$300 million of sinking fund debentures, due July 1, 2010. Underwriters: Lehman Brothers Kuhn Loeb Inc. and Merrill Lynch White Weld Capital Markets Group. The company designs, manufactures and markets earthmoving, construction and materials handling machinery and equipment and engines. (File 2-68253 - June 26) (Br. 9)
- (S-16) CENTRAL POWER AND LIGHT COMPANY, 120 North Chaparral St., Corpus Christi, TX 78401 (512-881-5300) - 400,000 shares of preferred stock (\$100 par). The company produces, purchases, transmits distributes and sells electricity. (File 2-68255 - June 26) (Br. 8)
- (S-1) SOLID PHOTOGRAPHY INC., 536 Broad Hollow Rd., Melville, NY 11747 - 154,425 units (each composed of 2 shares of common stock and 1 warrant) and underlying common stock. (Rights offering) The company is engaged in the development of 3-dimensional optical sensing and copier technology. (File 2-68256 - June 26) (Br. 7)
- (S-8) QUADREX CORP., 1700 Dell Ave., Campbell, CA 95008 (408-446-2500) - 127,500 shares of common stock. (File 2-68257 - June 26) (Br. 5)
- (S-8) THE ROUSE COMPANY, The Rouse Company Bldg., Columbia, MD 21044 (301-539-2530) - 1,386,110 shares of common stock. (File 2-68258 - June 26) (Br. 6)
- (S-1) ADVANCED SYSTEMS INC., 2340 South Arlington Heights Rd., Arlington Heights, IL 60005 - 907,500 shares of common stock. Underwriters: E. F. Hutton & Company Inc. and Robertson, Colman, Stephens & Woodman. The company produces and distributes multimedia training courses for on-site use. (File 2-68260 - June 26) (Br. 1)
- (S-16) THE PARSONS CORP., 100 West Walnut St., Pasadena, CA 91124 (213-440-2000) - 200,000 shares of common stock of The Parsons Corporation and 200,000 shares of common stock of RMP International, Ltd. The company is a holding company. (File 2-68240 - June 26) (Br. 9)
- (S-14) ATLANTIC RICHFIELD CO., 515 South Flower St., Los Angeles, CA 90071 (213-486-3511) - 1,133,144 shares of common stock. (File 2-68244 - June 26) (Br. 4)
- (S-8) FILMWAYS, INC., 2049 Century Park East, Suite 3500, Los Angeles, CA 90067 (213-557-8700) - 242,000 shares of common stock. (File 2-68245 - June 26) (Br. 3)
- (S-1) EXCEL ENERGY CORPORATION, 2450 First National Bank Bldg., Denver, CO 80293 - 1,650,000 shares of common stock. Underwriter: Underwood, Neuhaus & Co. Inc. and Boettcher & Co. The company is engaged in oil and gas exploration, development and production. (File 2-68246 - June 26) (Br. 4)
- (S-1) SUPER 8 MOTELS III, LTD., 411 Borel Ave., Suite 608, San Mateo, CA 94402 - 10,000 units of limited partnership interest. Underwriters: selected NASD members. The partnership will seek to acquire and operate motel properties. (File 2-68247 - June 26) (Br. 5)
- (S-1) F. H. FINANCIAL CORPORATION, 733 North Van Buren St., Milwaukee, WI 53202 - \$1,500,000 of 12% capital notes, due 1990. The company is a finance company. (File 2-68248 - June 26) (Br. 4)

REGISTRATIONS EFFECTIVE

June 13: West Penn Power Co., 2-67792.

June 19: National Medical Enterprises, Inc., 2-68064.

June 24: First National Bancorp, Inc., 2-67520; National City Corp., 2-68175; Vigilance Systems Corp., 2-66794.

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.



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. When you are ordering more than one, we prefer that the documents be listed in alphabetical order to expedite service. The reproduction cost is 10c per page plus postage (\$3.50 minimum); 20c per page plus postage for expedited service (\$5.00 minimum) and 30c per page plus postage for priority service (\$5.00 minimum). Cost estimates are given on request. All other reference material is available in the *SEC Docket*.

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