

sec news digest

a daily summary from the securities and exchange commission

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August 15, 1973

DECISIONS IN ADMINISTRATIVE PROCEEDING

NEWTON INVESTMENT CORP. REVOKED AND PRESIDENT BARRED. The SEC has announced the issuance of an order revoking the broker-dealer registration of Newton Investment Corp., Boston, Mass., and barring its president, Edward J. Katz from association with any broker or dealer, provided that after nine months he may apply for association with a broker-dealer under terms the Commission may deem appropriate.

According to the decision, registrant, aided and abetted by Katz, violated the confirmation and antifraud provisions of the Securities Exchange Act by failing to disclose correctly the capacity in which registrant effected certain dual agency transactions, by sending confirmations to customers for transactions in securities never ordered or purchased by them and by failing to obtain the best price for customers in securities transactions, and also violated record-keeping requirements by failing to preserve memoranda of brokerage orders. The decision also noted respondent's representation that registrant has ceased doing business and that, except for delivery of securities due customers totaling less than \$5,000, all customer accounts and balances have been settled.

The Commission's order was issued pursuant to an offer of settlement in which respondents, without admitting or denying the charges against them, consented to the above findings and the indicated sanctions. (Rel. 34-10335)

COMMISSION ANNOUNCEMENTS

SEC CITES DOORES SECURITIES CORP., DAVID WEISS. The SEC has ordered administrative proceedings under the Securities Exchange Act of 1934 against Doores Securities Corp. of New York City and David Weiss of Staten Island, New York. The order is based upon allegations that Doores aided and abetted by Weiss, violated the antifraud, net capital, book-keeping and financial reporting provisions of the Federal securities laws and the appointment of a SIPC trustee. A hearing will be scheduled by further order to take evidence on the staff's allegations and to afford the 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 should be ordered by the Commission. (Rel. 34-10342)

COURT ENFORCEMENT ACTIONS

COMPLAINT NAMES NEW LIFE TRUST, OTHERS. The SEC Chicago Regional Office announced the filing of a complaint on August 3 in the Federal court in Des Moines alleging violations of the registration and antifraud provisions of the Federal securities laws by New Life Trust, Inc., American Tel Com Corp., Cadmus L. G. Goss, all of Phoenix, Arizona; Kirsch, Chandler, Feeney & Co., Inc., Arthur J. Kirsch, both of Des Moines, Iowa; Lowell D. Condon and Rufus G. Helm, both of Minneapolis, Minnesota. The complaint seeks to enjoin the defendants from further violations of the registration and antifraud provisions of the Federal securities laws. (LR-6020)

EDDIE L. MACCLAIN CONVICTED. The SEC Denver Regional Office announced that on August 8 Eddie L. MacClain of Denver, Colorado was convicted by a jury in the Federal court at Denver, Colorado on four counts of securities fraud and one count of mail fraud. The conviction is in connection with MacClain's activities in the offer and sale of securities of House of Knowledge, Inc. and its predecessor, Cherry Creek International, Ltd. (LR-6021)

HOLDING COMPANY ACT RELEASES

DELMARVA POWER & LIGHT COMPANY. The SEC has issued an order authorizing Delmarva Power & Light Company, and Delmarva Power & Light Company of Virginia, its wholly-owned electric subsidiary, to (1) change the maturity dates of outstanding promissory notes, aggregating \$6,175,000 principal amount, issued and sold by the subsidiary to its parent (2) refinance the subsidiary's \$775,000 30-year 4% promissory note maturing October 1, 1973, by the issue and sale to the parent of a 30-year promissory note in like amount and (3) for the subsidiary to issue and sell, in equal proportions, up to \$275,000 of long-term promissory notes and up to 2,750 shares of its common capital stock (\$100 par) and the acquisition and pledge thereof by the parent. The subsidiary will use the proceeds derived from the sale of the notes and stock to refund its \$775,000 note maturing October 1, 1973, for future capital expenditures (estimated at \$493,619 for the remainder of 1973 and \$1,063,109 for 1974) and for other corporate purposes. (Rel. 35-18057)

INVESTMENT COMPANY ACT RELEASES

ROYDEN FUND, INC. The SEC has issued a notice giving interested persons until September 7 to request a hearing on a proposal of the Commission to declare that Royden Fund, Inc. of Scottsdale, Arizona is no longer an investment company. (Rel. IC-7941)

SECURITIES ACT REGISTRATIONS FILED

(Note: "Per share maximum" prices referred to in the following summaries of registration statements are prices estimated for the purpose of computing the registration fee and are not necessarily prices at which the securities will be sold.)

PENNSYLVANIA ENGINEERING CORPORATION and ELECTROMELT CORPORATION (guarantor), 32nd St. & A.V.R.R., Pittsburgh, Pa. 15230 - \$2,174,000 of 5-1/2% convertible subordinated guaranteed debentures, due 1994 of Pennsylvania which may be offered for sale by certain debentureholders. Pennsylvania manufactures and installs equipment principally for the steel industry. (File 2-48497 - June 29)

MCD HOLDINGS, INC., 10210 Greenbelt Rd., Seabrook, Md. 20801 - 600,000 shares of common stock. It is proposed to offer these shares in exchange for the outstanding shares of capital stock of Clasco, Inc. on a share-for-share basis. MCD plans, develops and constructs residential communities. Clasco owns and operates Computer Learning Centers, which prepare students to become computer programmers or secretaries. (File 2-48498 - June 29)

GENERAL TELEPHONE COMPANY OF FLORIDA, 610 Morgan St., Tampa, Fla. 33601 - 400,000 shares of cumulative preferred stock (\$100 par), to be offered for sale through underwriters headed by Paine, Webber, Jackson & Curtis Incorporated, 140 Broadway, New York, New York 10005. A subsidiary of General Telephone & Electronics Corporation, the company will apply net proceeds toward payment of short-term loans owing to the parent and commercial paper obtained for the purpose of financing the company's construction program. Construction expenditures are estimated at \$163,573,000 for 1973. (File 2-48499 - June 29)

FIRSTMARK CORPORATION, 107 Delaware Ave., Buffalo, N.Y. 14202 - \$4 million of 7% subordinated investment notes - Series B, and \$6 million of 7-1/2% subordinated investment notes - Series BB, due 10 years from date of issue, to be offered for sale at 100% of principal amount. Firstmark is a diversified financial services company. Net proceeds will be used for general funds and other corporate purposes. (File 2-48501 - June 29)

MAIN LINE FLEETS, INC., Gateway Center, Wayne, Pa. 19087 - \$5 million of 10% subordinated debentures, due 1983, to be offered for sale at \$475 per \$500 debenture plus up to a \$15 underwriting commission. The company leases luxury automobiles. Of the net proceeds, \$4 million will be used to prepay secured debt and the balance for general corporate purposes. (File 2-48503 - June 29)

In a separate statement, the company seeks registration of \$3,000,000 of 10% delayed convertible subordinated debentures, due 1983, to be offered for subscription by common stockholders at \$440 per \$500 debenture with a maximum commission charge of \$20, and at a rate of one \$500 principal amount of debentures for each 150 shares held. Of the net proceeds, \$1,500,000 will be used to purchase new vehicles for lease and the balance for other corporate purposes. (File 2-48504 - June 29)

GOVERNMENT EMPLOYEES LIFE INSURANCE COMPANY, 5260 Western Ave., Chevy Chase, Md. 20015 - 92,268 shares of common stock, issuable under the company's stock option plans for officers and executive personnel. (File 2-48506 - June 29)

THE SUSQUEHANNA CORPORATION, 9200 Sunset Blvd., Los Angeles, Calif. 90069 - 248,250 shares of common stock reserved for issuance under the company's Qualified Stock Option Plans. (File 2-48507 - June 29)

LENOX, INCORPORATED, Prince and Meade Sts., Trenton, N.J. 08605 - 478,714 shares of common stock of which 78,714 may be offered for sale by certain shareholders (at \$30 per share maximum) and the remaining 400,000 may be issued from time to time in connection with acquisitions by the company of other businesses and properties. The company principally manufactures and markets fine china dinnerware and related items. (File 2-48508 - June 29)

FIRST INTERNATIONAL BANCSHARES, INC., First National Bank Bldg., 1401 Elm St., Dallas, Tex. 75202 - 500,000 shares of common stock, to be offered for sale by certain shareholders (at \$43.75 per share maximum) through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Inc., One Liberty Plaza, New York, N.Y. 10006. The company is a bank holding company, which owns all the capital stock of 2 banks. (File 2-48509 - June 29).

In a separate statement, the company seeks registration of 173,400 shares of common stock. It is proposed to offer these shares in exchange for the outstanding common stock of The First National Bank of Odessa, at the rate of 1.7 shares for each Bank share. (File 2-48510 - June 29)

FAE MOBILE HOME PROPERTIES (1973) (the Partnership), 1974 Sproul Rd., Broomall, Pa. 19008 - \$5 million of partnership interests, to be offered for sale at \$500 per unit with a minimum purchase of five units (except in Pennsylvania and Virginia where the minimum purchase is ten units) by FDI Securities Inc., Wilmington, Del. The Partnership was organized to acquire interests in mobile home parks. FAE Tax Shelters, Inc., wholly-owned subsidiary of First American Equity Corporation, is the general partner. (File 2-48511 - June 29)

UNITED BANCORP OF MAINE, 188 Middle St., Portland, Me. 04112 - 49,150 shares of common stock. It is proposed to offer these shares in exchange for the outstanding capital stock of Central National Bank not presently owned by Bancorp, at the rate of 1-1/4 shares for each Bank share. Bancorp is a bank holding company, which owns substantially all of the outstanding stock of two banks and 51% of the outstanding capital stock of Central. (File 2-48512 - June 29)

AMERICAN REALTY TRUST, 2000 Jefferson Davis Highway, Arlington Va. 22202 - \$16,500,000 of senior subordinated debentures, due 1983, or at holder's option, due 1980, to be offered for sale through underwriters headed by Suplee-Mosley Inc., 1700 Market St., Philadelphia 19103. The Trust invests in a diversified portfolio of real estate investments. (File 2-48513 - June 29)

PENNSYLVANIA LIFE COMPANY, 3130 Wilshire Blvd., Santa Monica, Calif. 90406 - 2,073,666 shares of common stock, which are issuable pursuant to options held by officers, directors and employees or others. (File 2-48514 - June 29)

AMERICAN MEDICORP, INC., Barclay Bldg., Bala Cynwyd, Pa. 19004 - 142,878 shares of common stock. These shares may be offered for sale by certain stockholders from time to time at prices current at the time of sale (\$4 per share maximum), may be issuable upon exercise of warrants or options or upon conversion of certain debentures or for other purposes. The company operates community hospitals. (File 2-48515 - June 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:

- Aetna Life and Casualty Company, Hartford, Conn. (File 2-48500) - 144,578 shares
- Centex Corporation, Dallas, Texas (File 2-48502) - 650,000 shares
- Alexander & Alexander Services Inc., New York, N. Y. (File 2-48505) - 647,450 shares

MISCELLANEOUS
RECENT FORM 8-K 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, and any newly enacted requirements effecting registrant's business.

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
AIRLIFT INTERNATIONAL INC	2,3	07/73
ALBERTSONS INC	13	07/73
ALEXANDER & BALDWIN INC	13	07/73
ALICE LAND DEVELOPMENT CO	8,13	07/73
ALPHA INDUSTRIES INC	11	07/73
AMERICAN REALTY TRUST	2	06/73
ANHEUSER BUSCH INC	13	07/73
APPELL LASERS INC	8	07/73
ATLAN TOL INDUSTRIES INC	11,14	06/73
BALTEK CORP	7,8	07/73
BANK OF NEW YORK CO INC	13	07/73
BIO PURE INC	2,14	02/73
BUNTON ELECTRONICS CORP	4,7,14	07/73
BOWLES FLUIDICS CORP	9	07/73
BURKWAYS INC	11	07/73
CANNON MILLS CO	13	07/73
CAPITAL ALLIANCE CORP	7	07/73
CARTRIDGE TELEVISION INC	3	07/73
CCI CORP	2,4,7,8,14	07/73
CITY NATIONAL CORP	8	07/73
CLARK EQUIPMENT OVERSEAS FINANCE CORP	7	07/73
CLEVELAND ELECTRIC ILLUMINATING CO	3	07/73
CONNECTICUT GENERAL MORTGAGE & REALTY IN	14	07/73
COQUINA OIL CORP	2,7,14	07/73
COUSINS PROPERTIES INC	7,14	07/73
DANA CORP	3	07/73
DANLMANN FABRICS INC	4,14	07/73
EAST MULLINE DOWNS INC	3,13	07/73
EMC ENERGIES INC	13,14	07/73
EQUIMARK CORP	12,14	07/73

TRADING SUSPENSIONS CONTINUED. The SEC has ordered the suspension of exchange and over-the-counter trading in the securities of Equity Funding Corp. and Giant Stores Corp., and over-the-counter trading in the securities of Trionics Engineering Corp. and Industries International, Inc. for the further ten-day period August 15-24, inclusive.

SECURITIES ACT REGISTRATIONS. Effective August 14: Apache Corporation, 2-48438; Capital National Corp., 2-48449; Century Telephone Enterprises, Inc., 2-48478; Israel Bank of Agriculture, Ltd., 2-48376.

Effective August 15: American Bancshares, Inc., 2-48380; American Pacesetter, 2-48347; Earl Scheib, Inc., 2-48795; First Security National Corp., 2-48450; Florida Power & Light Co., 2-48679; Oakite Products, Inc., 2-48727; Servo Corporation of America, 2-44012.

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