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sec news digest

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U.S. SECURITIES & EXCHANGE COMMISSION

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COMMISSION ANNOUNCEMENTS

JAN 15 1975

STOCK TRANSACTIONS OF SELECTED FINANCIAL INSTITUTIONS AND FOREIGN INVESTORS, FIRST THREE-QUARTERS OF 1974

LIBRARY

According to estimates released by the SEC, private noninsured pension funds, open-end investment companies, life insurance companies, and property-liability insurance companies purchased \$20.9 billion of common stock and sold \$19.4 billion during the first three-quarters of 1974, resulting in net purchases of \$1.5 billion. For the same period in 1973, purchases were \$33.8 billion; sales, \$29.6 billion; and net purchases, \$4.1 billion. For details, see the January issue of the Statistical Bulletin.

COURT ENFORCEMENT ACTIONS

GREAT SOUTHWEST CORP. ENJOINED

The SEC announced that on January 9 Chief Judge Joseph S. Lord, III of the U.S. District Court for the Eastern District of Pennsylvania signed a final judgment of permanent injunction against Great Southwest Corporation (GSC), a defendant in SEC v. Penn Central Co., et al. GSC consented to the injunction without admitting or denying the allegations contained in the Commission's complaint. The judgment enjoins GSC from violations of the antifraud provisions of the securities laws.

The Commission's complaint concerned conduct prior to the June, 1970 petition for reorganization in bankruptcy of the Penn Central Transportation Co. (Transportation Co.) and alleged that the principal officers of the Transportation Co., and others, engaged in misrepresentations and other fraudulent conduct and that GSC was a vehicle for some of the misrepresentations and fraudulent conduct.

None of the present directors of GSC was either a director or principal officer of GSC, Pennsylvania Co., the Transportation Co. or Penn Central Co. prior to the filing by the Transportation Co. of its petition for reorganization.

For further information, see Litigation Release No. 6349. (SEC v. Penn Central Co., et al.). (LR-6678)

INVESTMENT COMPANY ACT RELEASES

FEDERAL STREET FUND

An order has been issued on an application of Federal Street Fund, Inc. of Boston, a mutual fund, permitting a person, who might be deemed an affiliated person of the Fund by means of family ownership of more than 5% of the shares of the fund, to effect a redemption in kind in keeping with the policy of the fund of redeeming all shares tendered for redemption in kind. (Rel. IC-8638 - Jan. 10)

HOLDING COMPANY ACT RELEASES

GEORGIA POWER COMPANY

An order has been issued authorizing the Georgia Power Company, subsidiary of The Southern Company, to submit to the holders of its outstanding preferred stock, and to solicit proxies in connection therewith, a proposal to amend its Charter to permit Georgia to issue or assume, until July 1, 1980, unsecured short-term debt in an amount not in excess of 20% of its other capitalization. (Rel. 35-18765 - Jan. 13)

OHIO EDISON COMPANY

An order has been issued authorizing Ohio Edison Company, a registered holding company and an electric utility company, to amend its Articles of Incorporation to authorize its board of directors to establish a sinking fund on new series of preferred stock and to issue first mortgage bonds for sinking fund purposes. (Rel. 35-18766 - Jan. 13)

PENNSYLVANIA POWER COMPANY

An order has been issued authorizing Pennsylvania Power Company, subsidiary of Ohio Edison Company, to amend its Articles of Incorporation to permit the Board of Directors to fix terms of sinking funds on preferred stock. (Rel. 35-18767 - Jan. 13)

MISSISSIPPI POWER COMPANY

An order has been issued authorizing Mississippi Power Company, subsidiary of The Southern Company, to issue and sell \$14 million of first mortgage bonds at competitive bidding. (Rel. 35-18768 - Jan. 13)

DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING GRANTED

An order has been issued granting the application of The Boston Stock Exchange for unlisted trading privileges in the common stock of the following companies: Auto-Train Corporation; Capital Holding Corporation; Hammermill Paper Company; Quaker Oats Company; The Southern New England Telephone Co.; USLIFE Corporation; Vetco Offshore Industries, Inc.; Moore & McCormack Resources, Inc. (Rel. 34-11180)

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange, Inc. to strike from listing and registration the common stock of Rosenau Brothers, Inc. and Plaza Group, Inc.

As of December 31, 1973, Rosenau had net tangible assets of \$827,634 and had sustained net losses during its three most recent fiscal years ended December 31, 1973, as follows: 1973, \$4,551,924; 1972, \$371,680; and 1971, \$1,008,014. During February, 1974, notice was received that Rosenau had filed a petition for arrangement under Section XI of the Federal Bankruptcy Act.

As of December 31, 1973, Plaza Group had a net tangible asset deficit of \$1,263,754 and had sustained net losses during three of the four consecutive fiscal years ended December 31, 1973, as follows: 1973, \$35,123; 1971, \$5,597,482; and 1970, \$649,489. For the nine months ended September 30, 1974, Plaza Group reported a net loss of \$1,409,085. In December, 1974, notice was received that Plaza Group had filed a petition for reorganization under Chapter XI of the Federal Bankruptcy Act. (Rel. 34-11179)

MISCELLANEOUS

NOTE RE BENJAMIN BOTWINICK & CO., ALVIN I. MINDES

The summary of Litigation Release No. 6677, contained in the News Digest dated January 13, also covered an order instituting proceedings and imposing remedial sanctions. For further information concerning this case see Securities Exchange Act Release No. 11176, dated January 13, 1975.

SECURITIES ACT REGISTRATIONS

(S-7) LONG ISLAND LIGHTING COMPANY

250 Old Country Rd., Mineola, N.Y. 11501 - approximately 2,505,000 shares of common stock, to be sold pursuant to a subscription offer to the company's common stockholders of record January 29, 1975, at the rate of one share for each ten shares held. The company supplies electric and gas service. (File 2-52634 - Jan. 8)

(S-14) FOREST PARK NATIONAL CORPORATION

7348 West Madison St., Forest Park, Ill. 60130 - 36,000 shares of common stock. These shares are issued in connection with a merger reorganization agreement made by and between the company and the Forest Park National Bank, a national banking association, which was required for the purposes of the merger agreement. It is proposed that these shares be exchanged for the outstanding shares of common stock of the merged banks on a share for share basis. Forest Park National Corporation shall, subsequent to the transaction, be a one bank holding company. (File 2-52629 - Jan. 6)

(S-1) COMMODITY CAPITAL FUND (THE PARTNERSHIP)

1010 Common St., Suite 1500, New Orleans, La. 70112 - \$6 million of limited partnership interests, to be offered for sale at \$1,000 per unit, with a minimum purchase of two units. The partnership will trade in commodity future contracts. (File 2-52630 - Jan. 7)

(S-14) FIRST NATIONAL CORPORATION OF OAK BROOK

2111 Enco Dr., Oak Brook, Ill. 60521 - 32,000 shares of common stock. These shares are issued in connection with a merger reorganization agreement made by and between the company and the First National Bank & Trust Company of Oak Brook, a national banking association which was required for the purposes of the agreement. It is proposed that these shares be exchanged for the outstanding shares of common stock of the merged banks on a share for share basis. First National Corporation of Oak Brook shall, subsequent to the transaction, be a one bank holding company. (File 2-52631 - Jan. 7)

(S-1 and S-7) SOHIO/BP TRANS ALASKA PIPELINE
FINANCE INC. (FINANCE)

100 West Tenth St., Wilmington, Del. 19899, BP Pipelines Inc., 100 Pine St., San Francisco, Cal. 94111, The British Petroleum Company Limited (BP), Britannic House, Moor Lane, London EC 2, England, Sohio Pipe Line Company, Guildhall Bldg., Cleveland, Ohio 44115 and The Standard Oil Company (Sohio), Midland Bldg., Cleveland, Ohio 44115 - \$150 million of notes, due 1983. The notes will be secured by a pledge of guaranteed notes, due 1983, of Sohio Pipe Line Company and BP Pipelines Inc., in the principal amounts of \$101,700,000 and \$48,300,000 respectively, which will be guaranteed as to payment of principal and interest by their respective parents, Sohio and BP. The notes are to be offered through underwriters headed by Morgan Stanley & Co. Incorporated, 1251 Avenue of the Americas, New York, N.Y. 10020. The sole business of Finance is the issuance of its debt securities from time to time and lending of approximately 68% of the proceeds thereof to Sohio Pipe Line Company and approximately 32% of such proceeds to BP Pipelines Inc. in exchange for their guaranteed notes. Such loans will provide a portion of the funds needed by Sohio Pipe Line Company and BP Pipelines Inc. to finance their respective interests in the Trans Alaska Pipeline System. Sohio and its subsidiaries engage in all phases of the petroleum business, including production of crude oil and natural gas and the manufacture, transportation and marketing of petroleum products. BP and its subsidiaries constitute one of the major integrated petroleum organizations operating internationally and are engaged in all phases of the oil industry. (File 2-52637 - Jan. 9)

(S-9) THE KANSAS POWER AND LIGHT COMPANY

818 Kansas Ave., Topika, Kan. 66601 - \$35 million of first mortgage bonds, due 2005, to be offered for sale through underwriters headed by The First Boston Corporation, 20 Exchange Pl., New York, N.Y. 10005, and Dean Witter and Co., Incorporated, 14 Wall St., New York, N.Y. 10005. The company is an operating public utility company primarily engaged in the business of producing and selling electricity and purchasing and selling natural gas. (File 2-52639 - Jan. 9)

(S-7) FLORIDA POWER & LIGHT COMPANY

4200 Flagler St., Miami, Fla. 33134 - 600,000 shares of preferred stock, Series J (\$100 par), to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co.; Salomon Brothers; and White, Weld & Co. Incorporated, c/o Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, 165 Broadway, New York, N.Y. 10006. The company is engaged in the electric utility business. (File 2-52640 - Jan. 9)

(S-9) LOUISVILLE GAS AND ELECTRIC COMPANY

311 West Chestnut St., Louisville, Ken. 40201 - \$25 million of first mortgage bonds, Series, due 2005, to be offered for sale through competitive bidding. The company is an operating public utility engaged in the electric and gas business. (File 2-52643 - Jan. 10)

(S-6) THE CORPORATE INCOME FUND,
FOURTEENTH MONTHLY PAYMENT SERIES

\$20 million of units of beneficial interest, to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, 125 High St., Boston, Mass. 02110. The Fund, a Unit Investment Trust, was created by a trust agreement among Merrill Lynch, as Sponsor, The Bank of New York and The National Shawmut Bank of Boston, as Trustees, and Interactive Data Services, Inc., as Evaluator. The Fund's primary objective is providing a high level of current income through investment in a fixed portfolio of long-term debt obligations, issued primarily by corporations. (File 2-52644 - Jan. 10)

(S-7) DUKE POWER COMPANY

422 South Church St., Charlotte, N.C. 28242 - 2,000,000 shares of preferred stock A, 1975 Series (\$25 par), to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated. The company is engaged in the generation, transmission and sale of electric energy. (File 2-52645 - Jan. 10)

REGISTRATIONS EFFECTIVE

Jan. 13: Great Western Airlines, Inc., 2-52407; Mississippi Power Co., 2-52536; Northwest Energy Co., 2-52499; Ohio Edison Co., 2-52485; Pennsylvania Power Co., 2-52486; United Bank Corporation of New York, 2-52475.

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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