

sec news digest

Issue 75-167
(SEC Docket, Vol. 7, No. 14, September 9)

RECEIVED

August 27, 1975

DECISIONS IN ADMINISTRATIVE PROCEEDINGS

AUG 29 1975

CHURCH FINANCE, INC. AND OFFICERS SUSPENDED

LIBRARY

The Commission has suspended Church Finance, Inc., of Jackson, Miss., from doing business as a broker or dealer for 14 days, effective as of the opening of business on August 25, 1975. It also has suspended Ralph H. Hester, Sr., the firm's president, and Willie Buford Rives, its executive secretary-treasurer, from association with any broker or dealer for a period of 30 days also effective as of August 25, 1975.

The sanctions were based on findings that respondents willfully violated the registration provisions of the Securities Act and the credit extension and reporting provisions of the Exchange Act in the period between January 1970 and June 1975.

Respondents, in offers of settlement, consented to the findings and sanctions solely for the purposes of this proceeding and without admitting or denying the allegations in the order for proceedings. (Rel. 34-11602)

COMMISSION ANNOUNCEMENTS

COMMISSION PARTIALLY GRANTS REQUEST FOR INVESTIGATORY RECORDS

The Commission granted the request of Carl L. Shipley, Esq., for access to investigatory records relating to administrative proceedings held in the Matter of Middendorf, Colgate & Co. with the exceptions of (1) internal memoranda contained in the file which are exempted from disclosure by the fifth exemption; (2) records which would reveal the financial affairs of the clients of the investment adviser investigated by the Commission. Records in the latter category were held by the Commission to be exempted from disclosure by reason of the third exemption, permitting non-disclosure of matters specifically exempted from disclosure by statute, in conjunction with Section 210(b) of the Investment Advisers Act of 1940. In addition, most such materials, the Commission held, would be exempt by reason of the seventh exemption, since disclosure would constitute an unwarranted invasion of personal privacy. (Rel. FOIA-25)

INVESTMENT COMPANY ACT RELEASES

PENNSYLVANIA INSURED MUNICIPAL BOND TRUST, OTHERS.

A notice has been issued giving interested persons until September 12 to request a hearing on the application of Pennsylvania Insured Municipal Bond Trust, First Series (and Subsequent Series), a registered unit investment trust (Trust), and Butcher & Singer and Elkins, Stroud, Suplee & Co., the Trust's Sponsors (Sponsors) for an order exempting the Trust and its Sponsors from the initial net worth requirements of Section 14(a) and from the limitations on the distribution of capital gains contained in Rule 19b-1, and exempting from Rule 22c-1 the proposed secondary market operations of the Trust's Sponsors. (Rel. IC-8903 - Aug. 26)

SOUTHEASTERN CAPITAL CORPORATION

A notice has been issued giving interested persons until September 22 to request a hearing on an application by Southeastern Capital Corporation (Southeastern), a closed-end investment company under control of Phoenix, Inc. (Phoenix), for an order permitting Southeastern to merge into Phoenix, the surviving corporation, and for an order permitting the surviving corporation, as successor to Southeastern, to satisfy the conditions of a prior order granted to Southeastern. (Rel. IC-8905 - Aug. 26)

COURT ENFORCEMENT ACTIONS

COMPLAINT NAMES INTERTIE, INC., OTHERS

The Los Angeles Regional Office announced that on August 19 the Commission filed a complaint in U. S. District Court in Los Angeles seeking to enjoin Intertie, Inc., headquartered in Irvine, Calif.; International Securities Corp. (ISC), headquartered in Newport Beach, Calif.; Steven W. Murphy of Laguna Beach, Calif.; Jack E. Glassford of San Juan Capistrano; and Henry D. Thoreau of Laguna Beach, Calif.; from violations of the securities registration and the anti-fraud provisions of the securities laws. The complaint also seeks the appointment of a receiver for Intertie.

Among other things, the Commission's complaint alleged that the defendants organized and sold limited partnership interests in approximately 30 cable television limited partnerships and raised approximately \$7,500,000 from over 400 investors pursuant to a scheme which purported to comply with the requirements of the private offering exemption of the securities laws. It was also alleged that the defendants created the false impression that the partnerships had acquired valuable and economically viable assets; when, in fact, Intertie resold the facilities to partnerships at marked-up prices, while simultaneously structuring their own financing of the assets in such a manner that Intertie was unable to meet its debt obligations and was unable to make guaranteed lease payments to the partnerships. The Commission alleged that Intertie was insolvent and in serious need of cash and used funds raised from new investors to meet obligations on other projects and commingled and misused investors' funds and applied funds from operations of partnerships' facilities to meet expenses related to the operation of other partnerships' facilities. (SEC v. INTERTIE, Inc., et al. CV-75-2775, C.D. CA) (LR-7056)

MONEX INTERNATIONAL, LTD., OTHERS ENJOINED

The Los Angeles Regional Office announced that on August 20 Judge Warren J. Ferguson filed a final judgment permanently enjoining Monex International, Ltd. dba Pacific Coast Coin Exchange and Louis E. Carabini of Newport Beach, Calif. from violations of the registration and anti-fraud provisions of the federal securities laws.

In its complaint, the Commission alleged that the defendants from January 1970 until the filing of the complaint on December 12, 1974 had engaged in the offer and sale of securities in the form of investment contracts in silver coins, gold coins, silver bullion and in foreign currencies by means of numerous misrepresentations of material facts and omissions to state other material facts concerning these investments. It was further alleged that the defendants had sold these securities without registration of such offerings of securities under the Securities Act of 1933.

The judgment also enjoined the defendants from violations of the anti-fraud rule adopted by the Commodity Futures Trading Commission pursuant to Section 217 of the Commodity Futures Trading Commission Act of 1974. Enforcement of that portion of the order rests solely with the Commodity Futures Trading Commission. (SEC v. Monex International, Ltd., dba Pacific Coast Coin Exchange and Louis E. Carabini, Civil Action No. CV-74-3634 CA) (LR-7057)

COMPLAINT NAMES TMC MORTGAGE INVESTORS

The Commission announced on August 22 the filing of a complaint in the U. S. District Court for the District of Columbia seeking a court order directing TMC Mortgage Investors (TMC) to comply with the reporting provisions of the Securities Exchange Act of 1934 and seeking a permanent injunction against further violations. According to the complaint against TMC, the company failed to file with the Commission in proper form its Annual Report on Form 10-K for its fiscal year ended March 31, 1975 and its quarterly report on Form 10-Q for the quarter ended June 30, 1975. (SEC v. TMC Mortgage Investors, USDC (DC), Civil Action No. 75-1392). (LR-7059)

SECURITIES ACT REGISTRATIONS

(S-7) MADISON GAS AND ELECTRIC COMPANY

100 N. Fairchild St., Madison, Wis. 53701 - 600,000 shares of common stock, to be offered for sale through underwriters headed by White, Weld & Co. Inc., 30 W. Monroe St., Chicago, Ill. 60603. The company is an electric and gas utility. (File 2-54461 - Aug. 22)

(S-7) FLORIDA POWER CORPORATION

3201 34th St. South, St. Petersburg, Fla. 33711 - 1,300,000 shares of common stock, to be offered for sale through underwriters headed by Kidder, Peabody & Co. Inc., 10 Hanover Square, New York, N. Y. 10005. The company is engaged in the electric utility business. (File 2-54460 - Aug. 22)

(S-16) MASCO CORPORATION

21001 Van Born Road, Taylor, Mich. 48180 - 450,000 shares of common stock. These shares which are proposed to be issued in connection with the merger of a subsidiary of Masco Corporation with and into Royce Electronics Corporation may be offered for sale from time to time by the recipients thereof. Masco designs, manufactures and markets single and double-handle faucets; metal components for industry, and consumer and industrially oriented specialty products. (File 2-54463 - Aug. 22)

(S-1) JERRICO, INC.

1949 Nicholasville Rd., Lexington, Ky. 40503 - 600,000 shares of common stock, to be offered for sale through underwriters represented by E. F. Hutton & Co. Inc., One Battery Park Plaza, New York, N. Y. 10004. The company operates and franchises fast-food, limited-menu seafood restaurants and coffee shop family restaurants and also sells to franchisees certain supplies and equipment. (File 2-54471 - Aug. 22)

(S-7) TAMPA ELECTRIC COMPANY

111 North Dale Mabry Hwy, Tampa, Fla. 33609 - 1,500,000 shares of common stock, to be offered for sale by underwriters headed by Kidder, Peabody & Co. Inc., 10 Hanover Sq., New York, N. Y. 10005. The company is engaged in the production and sale of electric energy. (File 2-54478 - Aug. 25)

(S-6) THE DEAN WITTER TAX-EXEMPT TRUST,
ELEVENTH SERIES

c/o Dean Witter & Co. Inc., 45 Montgomery St., San Francisco, Cal. 94106 - \$10 million of units. The Trust will be created under a trust indenture among Dean Witter & Co. Inc., as sponsor, United States Trust Company of New York, as trustee, and Standard & Poor's Corporation, as evaluator. The Trust will consist of interest bearing obligations issued by or on behalf of states, counties, municipalities and territorial possessions of the United States and authorities, agencies and other political subdivisions thereof, the interest on which is, in the opinion of counsel to the issuers of such obligations, exempt from Federal income tax. (File 2-54479 - Aug. 25)

(S-1) SOUTHLAND CAPITAL INVESTORS, INC.

Crane's Roost Office Park, P.O. Box 400, Orlando, Fla. 32802 - 290,000 shares of Class A common stock, to be offered for sale to a selected group of offerees (including 50,000 to five prospective directors) at \$3 per share. No underwriting is involved. Organized in July, the company is a financial holding company and manages an office building in Orlando, Fla. (File 2-54480 - Aug. 25)

REGISTRATIONS EFFECTIVE

Aug. 26: American Property Investors V, 2-52679; New York Times Co., 2-54179; Niagara Mohawk Power Corp., 2-54291, 2-54292 & 2-54349; Pabst Brewing Co., 2-54314; Wickes Corp., 2-54279; Wisconsin Gas Co., 2-54317.

TRADING SUSPENSIONS

ADDITIONAL ACTION ON ONE TRADING SUSPENSION

The SEC has announced the suspension of exchange and over-the-counter trading in the securities of Continental Vending Machine Corp. for the further ten-day period August 28 - September 6, inclusive.

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission on Schedule 13D the acquisition of more than 5% of the equity securities of another company within 10 days of the acquisition. The following companies or individuals filed Schedule 13D's regarding the acquisition of stock of other companies during the period July 21 - 31, 1975.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
* Source Capital, Inc.	Richton International Corp. (New York City) Common Stock - 400,000 shs. on conversion of Notes	7-21-75
* Sidney Hoffman, Individual and Trustee	Sigma Instruments, Inc. (Braintree, Mass.) Common Stock - 78,320 shs.	7-21-75
Bogue Co.	Sampson Corp. (Pittsburgh, Pa.) Common Stock - 100,000 shs. on conversion of Debentures Common Stock - 137,500 shs. on exercise of Warrants	7-21-75
* Piper Jaffray Inc. Employees 1975 Revised Profit Sharing and Employees Stock Ownership Trust	Piper Jaffray Inc. (Minneapolis, Minn.) Common Stock - 329,790 shs. (28.74%)	7-21-75
* Torsan, Inc. Garret E. Weyand	Southern Cross Industries, Inc. (Atlanta, Ga.) Common Stock - 55,426 shs.	7-21-75
ELT, Inc.	Electronic Research Associates, Inc. (Moonachie, NJ) Common Stock - 300,000 shs. (44.48%)	7-21-75
* Omron Corp. of America (Wholly-owned subsidiary of Omron Tateisi Electronics Co. (Japan)	American Videonetics Corp. (Sunnyvale, Cal.) Common Stock - 1,966,100 shs. (75.75%) (234,000 of above shares were purchased pursuant to the Tender Offer. Omron now owns 85.9% of the outstanding voting stock of AVC)	7-21-75
* Joseph J. Sylvestri	Gable Industries, Inc. (Atlanta, Ga.) Common Stock - 417,886 shs.	7-23-75
* Oglebay Norton Co.	Great Northern Iron Ore Properties (St. Paul, Minn.) Ctfs. of Beneficial Interest - 173,600	7-23-75
Worldwide Special Fund N.V. (Netherlands Antilles)	Sycor, Inc. (Ann Arbor, Mich.) Common Stock - 162,635 shs.	7-23-75
Charles N. Turner	Southern Title Insurance Co. (Knoxville, Tenn.) Common Stock - 66,618 shs. Convertible Preferred - 13,717 shs.	7-23-75
Seymour Strasberg, as Trustee BankAmerica Corp. for the Agent	Lawn-A-Mat Chemical & Equipment Corp. (Mineola, NY) Common Stock - 200,000 shs.	7-23-75
Leonard Friedman	Armada Corp. (Detroit, Mich.) Common Stock - 204,112 shs. (12.5%)	7-24-75
* Amended Acquisition Report		

ACQUISITION REPORTS CONT.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
* Bankamerica Corp.	Memorex Corp. (Santa Clara, Calif.) Common Stock - 678,420 shs. on exercise of Warrants	7-24-75
James E. Douglas, Jr. W. J. Dacus	Kysor Industrial Corp. (Cadillac, Mich.) Common Stock - 399,661 shs.	7-24-75
Protective Life Insurance Co.	National Insurance Co. of America (Grand Forks, ND) Class A Common Stock - 13,533 shs. Class B Common Stock - 91,699 shs.	7-24-75
Protective Life Insurance Co.	Investors Preferred Life Insurance Co. (Little Rock, Ark.) Common Stock - 2,067,624 shs.	7-24-75
General Cigar Co., Inc.	Helme Products, Inc. (Wyomissing, Pa.) Common Stock - 1,606,648 shs. (Above shares were acquired pursuant to the Tender Offer)	7-24-75
N. B. Hunt	Scheutzw Helicopter Corp. (Columbia Station, Ohio) Common Stock - 400,000 shs. (64.3%) Common Stock - 40,000 shs. on exercise of Options	7-25-75
Howard Associates	Lafayette Radio Electronics Corp. (Syosset, NY) Common Stock - 142,000 shs.	7-25-75
Bartlett Burnap John W. Hancock Franc M. Ricciardi	Richton International Corp. (New York City) Common Stock - 183,329 shs.	7-25-75
* Frank A. Klaus	Hi-Shear Corp. (Torrance, Calif.) Common Stock - 579,794 shs.	7-25-75
Western States Fabrics, Ltd. Partnership Group	Fashion Fabrics, Inc. (Salt Lake City, Utah) Common Stock - 1,224,000 shs. on exercise of Warrants Common Stock - 500,000 shs. on exercise of Options granted by certain principal shareholders (The voting rights of the 500,000 shs. covered by the options and of 226,577 additional shares owned by the shareholders have been granted to Western States)	7-25-75
R. Bruce Grover Werner W. Krause Edwin L. Stone	Vinyl Plastics, Inc. (Sheboygan, Wisc.) Class A Common - 3,590,344 shs. (77.7%) (3,481,044 of above shares were acquired from Robert E. Kohler, Chairman of the Board, and three of his children)	7-25-75
* Institutional Venture Associates Dennis, Jamieson, McMurtry & Norris	Electronic Arrays, Inc. (Mountain View, Calif.) Common Stock - 119,508 shs.	7-28-75
Norton Simon, Inc.	Charter Co. (Jacksonville, Fla.) Common Stock - 2,222,220 shs. on conversion of Preferred	7-28-75

ACQUISITION REPORTS CONT.

First Pennsylvania Bank N.A.	CCA Electronics Corp. (Gloucester City, NJ) Common Stock - 336,500 shs. (Above shares to be acquired under a Purchase Agreement as nominee for Clarion Capital Corp.)	7-28-75
* First International Reinsurance Co.	Standard Security Life Insurance Co. of New York (New York City) Common Stock - 292,000 shs. (28%)	7-28-75
* Loews Corp.	United Merchants & Manufacturers, Inc. (New York City) Common Stock - 419,500 shs.	7-28-75
* Professional Investors Life Insurance Co.	Missouri National Life Insurance Co. (Kansas City, Mo.) Common Stock - 56,539 shs.	7-28-75
* Agricultural and Industrial Corp. Agricultural and Industrial Chemical, Inc.	Essex Chemical Corp. (Clifton, NJ) Common Stock - 160,100 shs.	7-28-75
Precision Polymers, Inc.	Decraform, Inc. (Miami, Fla.) Common Stock - 24,375 shs. Common Stock - 125,000 shs. on exercise of a right under an Agreement	7-28-75
* Kalvex Inc.	Allied Artists Pictures Corp. (New York City) Common Stock - 154,046 shs. Common Stock - 63,137 shs. on conversion of Preferred Stock and Notes	7-28-75
* Midwest Health & Beauty Aids, Inc.	Pill and Puff, Inc. (Milwaukee, Wisc.) Common Stock - 55,260 shs. (7,560 of above shares were purchased pursuant to the Tender Offer which expired on June 23)	7-28-75
Alvin Siteman	Mark Twain Bancshares (St. Louis, Mo.) Common Stock - 41,966 shs.	7-28-75
Western Pacific Industries Inc.	Veeder Industries Inc. (Hartford, Conn.) Common Stock - 757,686 shs. (48.6%)	7-28-75
Goldman, Sachs & Co.	Apco Oil Corp. (Houston, Texas) Common Stock - 152,300 shs. Common Stock - 5,298 shs. on conversion of Debentures	7-28-75
Abingworth (Bermuda) Ltd.	Keba Oil and Gas Co. (Denver, Colo.) Common Stock - 2,083,333 shs. (21.13%) on conversion of Debenture	7-29-75
Memorex Corp.	Computer Communications, Inc. (Torrance, Calif.) Common Stock - 300,000 shs. (Above shares to be acquired under an Agreement)	7-29-75
Victor L. Sayyah	Holding Corp. of America (Champaign, Ill.) Class A Common - 534,198 shs. (59.34%) Class B Common - 299,778 shs. (63.71%)	7-30-75
Franc M. Ricciardi John W. Hancock Bartlett Burnap	Richton International Corp. (New York City) Common Stock - 183,329 shs. (In addition, Mr. Ricciardi holds an option to purchase 10,000 shs.)	7-30-75

ACQUISITION REPORTS CONT.

* Management Group of Shareholders	Hoerner Waldorf Corp. (St. Paul, Minn.) Common Stock - 391,802 shs. Common Stock - 54,170 shs. on exercise of Options	7-30-75
Jesse Selter David Bernstein Maxwell Friedberg	NMC Corp. (New York City) Common Stock - 494,480 shs. Common Stock - 20,000 shs. on exercise of Options	7-30-75
Harbor Fund, Inc.	Ramada Inns, Inc. (Phoenix, Ariz.) Common Stock - 224,413 shs. on conversion of Debentures	7-30-75
Harbor Fund, Inc.	Lucky Stores, Inc. (Dublin, Calif.) Common Stock - 136,584 shs. on conversion of Debentures	7-30-75
* Group of Shareholders	Barber Oil Corp. (New York City) Capital Stock - 269,027 shs.	7-31-75
Dakota International Corp.	Schlang & Co., Inc. (New York City) Common Stock - 383,766 shs. (Dakota will also acquire 25,934 shares from an estate under an Agreement)	7-31-75
* Wings N.V. (Curacao)	Lion Country Safari, Inc. (Laguna Hills, Calif.) Common Stock - 115,873 shs. on exercise of Warrants	7-31-75
* Amended Acquisition Report		

The following have made offers to acquire stock of companies listed below pursuant to tender offers as reported to the Commission on Schedule 13D.

<u>OFFER TO PURCHASE BY:</u>	<u>ISSUER & NUMBER OF SHARES TO BE PURCHASED</u>	<u>DATE FILED</u>
Farnham Corp.	Valhi, Inc. (Houston, Texas) Common Stock - All Outstanding shares for cash at \$22.00 net per share (An amended offer was filed on August 4 increasing the price per share to \$28.00)	7-24-75
Altair Corp.	Roberts & Porter, Inc. (Chicago, Ill.) Common Stock - 203,000 shares for cash at \$7.50 net per share (The Offer is equivalent to \$9.37 per share before the 25% Common Stock Dividend distributed on April 2)	7-25-75
* Contran Corp.	Valhi, Inc. (Houston, Texas) Common Stock - 250,000 shares for cash at the increased price of \$27.50 net per share (The amended offer also increases the number of shares from 150,000 shares)	7-31-75
* Amended Tender Offer		

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
GRACE W R & CO	10,14	07/75
GREAT WESTERN UNITED CORP	3	07/75
GREEN MOUNTAIN POWER CORP	4,7,9,14	07/75
GTI CORP	7,14	07/75
GUILFORD MILLS INC	13,14	07/75
HILTON HOTELS CORP	13	08/75
HOUSTON OIL & MINERALS CORP	13,14	07/75
HOWELL CORP	7,8,13	07/75
HYDRO OPTICS INC	11	07/75
HYNES & HOWES REAL ESTATE INC	3	07/75
ILLINOIS BELL TELEPHONE CO	11	08/75
IMPERIAL CORP OF AMERICA	7,8	07/75
INTERNATIONAL BASIC ECONOMY CORP	7,13	07/75
INTERNATIONAL HARVESTER CREDIT CORP	7,14	07/75
INVESTORS DIVERSIFIED SERVICES INC	3,13	07/75
IU INTERNATIONAL CORP	7,13,14	07/75
JOSLYN MANUFACTURING & SUPPLY CO	8,13,14	07/75
KAISER CEMENT & GYPSUM CORP	2,8,14	07/75
KANSAS CITY SOUTHERN INDUSTRIES INC	10,14	07/75
KENAI DRILLING LTC	4,11,14	07/75
LIGGETT & MYERS INC	3	07/75
MCCULLOCH PROPERTIES CREDIT CORP	7,8	07/75
MCNEIL REAL ESTATE FUND FOUR LTD	2	07/75
MESABI TRUST CO	3,14	07/75
MID CONTINENT INC	2,7,14	02/75
MINI MART CORP	2,13,14	06/75
MOOG INC	7,8,9	07/75
NEISNER BROTHERS INC	10,13,14	07/75
NL INDUSTRIES INC	13	07/75
NORTH SHORE GAS CO ILLINOIS	13	07/75
NORTHWEST INDUSTRIES INC	7	07/75
OLSON FARMS INC	3,14	07/75
PERMA BILT INDUSTRIES	7	08/75
PHILIPS INDUSTRIES INC	3	07/75
PLAYBOY ENTERPRISES INC	13	07/75
PRECISION INSTRUMENT CO	7	07/75
REFORESTATION INC	13,14	07/75
REYNOLDS METALS CO	7,14	07/75

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.

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. 20102.