

# sec news digest

Issue 75-203  
(SEC Docket, Vol. 8, No. 2 - November 4)

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October 20, 1975

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## RULES AND RELATED MATTERS

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### NOTICE OF PROPOSED RULE CHANGE

The National Association of Securities Dealers, Inc., has filed a proposed rule change under Rule 19b-4 to modify its minimum margin maintenance requirements for put and call options and to allow under certain conditions the use of accrued interest in margin accounts.

Publication of the proposal is expected to be made in the Federal Register during the week of October 20, 1975. (Rel. 34-11749)

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## DECISIONS IN ADMINISTRATIVE PROCEEDINGS

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### SUSPENSION OF REGULATION A EXEMPTION OF SCIENTRONIC CORPORATION MADE PERMANENT

The Commission's order temporarily suspending the Regulation A exemption from the Securities Act's registration requirements claimed by Scientronic Corporation of Philadelphia, Pennsylvania, with respect to a proposed public offering of its convertible debenture has been made permanent. The temporary order alleged, and an administrative law judge found, that (1) the offering circular was materially false and misleading in numerous respects, and (2) the company had not complied with Regulation A's escrow requirements.

The Commission's opinion, summarily affirming the initial decision, pointed out that Scientronic did not make a reasonable showing of prejudicial error and that the hearing officer's initial decision was clearly correct. (Rel. 33-5626)

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## COURT ENFORCEMENT ACTIONS

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### COMPLAINT NAMES NATIONAL PETROLEUM, INC., OTHERS

The Fort Worth Regional Office announced the filing of a civil injunctive complaint on October 9 in Federal District Court at Oklahoma City, Oklahoma against National Petroleum, Inc., Bill Eugene Sidwell and Herbert R. Sidwell, all of Oklahoma City. The complaint alleges violations of the antifraud provisions of the securities laws in connection with the offer and sale of fractional undivided working interests in gas leases located in Osage County, Oklahoma, issued by National Petroleum, Inc. (SEC v. National Petroleum, Inc., et al.). (LR-7125)

### JOHN R. MAHER AND JOHN R. MAHER ASSOCIATES ENJOINED

The New York Regional Office announced that on September 25 upon the consent of defendants John R. Maher, the sole proprietor of a former New York broker-dealer, and that broker-dealer, John R. Maher Associates, Judge Lloyd F. MacMahon issued permanent injunctions enjoining said defendants from violations of the Commission's registration, antifraud, and over-the-counter provisions. The Commission's complaint in this action was filed on September 9 and these injunctions entered on October 2. (SEC v. Silenus Corp., et al., S.D.N.Y., 75 Civ. 4423 LFM). (LR-7126)

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## INVESTMENT COMPANY ACT RELEASES

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### HEDGE FUND OF AMERICA

An order has been issued declaring that Hedge Fund of America, Inc., has ceased to be an investment company. (Rel. IC-8988 - Oct. 17)

### EQUITABLE VARIABLE LIFE INSURANCE COMPANY

An order has been issued on an application of Equitable Variable Life Insurance Company, a New York stock life insurance company, Separate Account 1 of Equitable Variable Life Insurance Company, an open-end investment company registered under the Investment Company Act of 1940, and the Equitable Life Assurance Society of the United States, a New York mutual life insurance company, exempting the applicants from provisions of Sections 8(b), 13(a), 14(a), 15(a), 15(c), 18(i), 22(d), 22(e), 27(c), 27(f) and 27(h)(1) of the Act and Rules 22c-1 and 27f-1 thereunder in connection with the sale to the public of individual variable life insurance contracts proposed to be jointly issued by Separate Account I and Equitable Variable. (Rel. IC-8992 - Oct. 16)

### FIRST INVESTORS CORPORATION

A notice has been issued giving interested persons until November 11 to request a hearing on an application of First Investors Corporation and two unit investment trusts of which it is the sponsor-depositor and principal underwriter for an order pursuant to Section 6(c) of the Act exempting the applicants from the provisions of the Act prohibiting public offers of the securities of investment companies in the absence of compliance with certain minimum net worth requirements. (Rel. IC-8993 - Oct. 16)

### DAVIDGE CAPITAL FUND

An order has been issued declaring that Davidge Capital Fund, Inc., has ceased to be an investment company. (Rel. IC-8994 - Oct. 17)

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## SECURITIES ACT REGISTRATIONS

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### (S-14) JACK WINTER, INC. (WINTER DELAWARE)

8100 North Teutonia Ave., Milwaukee, Wis. 53209 - 2,530,667 shares of common stock, to be issued in connection with the merger of Jack Winter, Inc., a Wisconsin corporation (Winter Wisconsin), into the wholly-owned subsidiary, Winter Delaware. Each share of Winter Wisconsin common stock, issued and outstanding at the time of the merger will be converted into one share of Winter Delaware common stock. Winter Wisconsin is engaged in the fabric business. Winter Delaware was incorporated in 1975 for purposes of the merger. (File 2-54801 - Oct. 15)

### (S-14) COSMETEX INDUSTRIES, INC.

Minneapolis, Minn. 55401 - 674,959 Class A cumulative convertible preferred stock. It is proposed to offer these shares on a share-for-share basis to the holders of common stock of Cosmetex Industries, Inc. (498,959) and one share of Class A convertible preferred stock to the holders of common stock of Telmont Corporation on the basis of one share of Cosmetex Class A preferred for each 1.25 shares of common stock of Telmont Corporation, St. Paul, Minn. (175,000 shares). Cosmetex is a wholesaler of sewing notions and Telmont is a distributor of toys. (File 2-54376 - Aug. 11)

### (S-16) GENUINE PARTS COMPANY

299 Piedmont Ave., N.E., Atlanta, Ga. 30312 - 125,000 shares of common stock, to be offered for sale from time to time by certain shareholders at prices current at the time of sale. The company is primarily a distributor of automotive replacement parts and related supply items. (File 2-54729 - Oct. 3)

### (S-11) FIRST CITY COMMERCIAL PARTNERS-75

680 North Western Ave., Lake Forest, Ill. 60045 - 5,000 units of limited partnership interests, to be offered for sale at \$1,000 per unit (minimum subscription 5 units). The offering will be made on a best efforts basis through Conolly & Company, 221 West Washington St., Waukegan, Ill. 60085, the dealer-manager, and selected soliciting dealers. The partnership will be formed to acquire existing, improved real estate, principally shopping centers, with the objectives of distributing nontaxable current cash flow and capital appreciation. (File 2-54808 - Oct. 15)

(S-14) ENERGY RESOURCES CORPORATION

2005 Montgomery St., Fort Worth, Tex. 76107 - 419,404 shares of common stock, which are proposed to be offered in exchange for the outstanding common shares of Texas Electronic Precipitator Company, Garland, Tex., at the rate of 0.4538145 Energy share and \$.06838 cash for each Precipitator share. Energy is in four lines of business: oil and gas, heat treating, steel fabrication and uranium drilling. (File 2-54813 - Oct. 16)

(S-6) NUVEEN TAX-EXEMPT BOND FUND, SERIES 79

209 South LaSalle St., Chicago, Ill. 60604 - \$10 million of units, to be offered for sale at net asset value. The Fund is one of a series of unit investment trusts created under a trust indenture between John Nuveen & Co. Incorporated as sponsor and United States Trust Company of New York as trustee. It consists of a portfolio of interest-bearing obligations issued by or on behalf of states, counties, municipalities and territories of the United States and authorities and political subdivisions thereof, the interest on which is, in the opinion of bond counsel, exempt from all Federal income tax under existing law. (File 2-54815 - Oct. 16)

(S-7) SOUTHWEST GAS CORPORATION

5241 Spring Mountain Rd., Las Vegas, Nevada 89114 - 400,000 shares of preference stock, to be offered for sale through underwriters headed by Blyth Eastman Dillon & Co. Incorporated, One Chase Manhattan Plaza, New York, N.Y. 10005. Southwest Gas is an investor-owned public utility. (File 2-54816 - Oct. 16)

(S-14) SABINE ROYALTY CORPORATION

1200 Mercantile Bank Bldg., Dallas, Tex. 75201 - 220,001 shares of common stock. These shares will be issued upon conversion of and in exchange for the outstanding common stock of Planet Oil and Mineral Corporation, Dallas, Texas, upon the effectiveness of the proposed merger of Planet into a wholly-owned subsidiary of Sabine. Upon consummation of the merger, each 6.3585 shares of Planet common stock outstanding will be converted into one share of Sabine common stock. Sabine is engaged primarily in investing in oil and gas properties through the purchase of royalty interests in oil and gas leases. (File 2-54817 - Oct. 16)

(S-7) CLARK EQUIPMENT CREDIT CORPORATION

Circle Dr., Buchanan, Mich. 49107 - \$50 million of notes, due 1982, to be offered for sale through underwriters headed by Blyth Eastman Dillon & Co. Incorporated, One Chase Manhattan Plaza, New York, N.Y. 10005. The company's principal business is the financing of retail, wholesale and export sales of Clark Equipment Company products. (File 2-54820 - Oct. 16)

REGISTRATIONS EFFECTIVE

Oct. 10: ACF Industries, Inc., 2-54732; Damson Resources Corp. (90 days), 2-54078; First International Bancshares Inc., 2-54216; The First National Corp. of Ardmore Inc., 2-54527; Gamble-Skogmo Inc., 2-54752; General Cigar Co., Inc., 2-54770; General Host Corp., 2-54468; Georgia-Pacific Corp., 2-54763; Mid-Texas Communications Systems Inc., 2-54132; Waters Associates Inc., 2-54453.  
Oct. 15: American Variable Annuity and The A.V.A. Income Fund, 2-53203, 2-53205, 2-53204 & 2-53206; Edmos Corp., 2-54651; First National Bankshares of Florida, Inc., 2-54322; Iowa Southern Utilities Co., 2-54285; Kewanee Industries Inc., 2-54444; Morgan Adhesives Co., 2-54414; National Utilities Cooperative Finance Corp., 2-54624; New York State Electric and Gas Corp., 2-54645; Sabina Industries Ltd., 2-54665; Savannah Electric and Power Co., 2-54248; Sundstrand Corp., 2-54556; Tax-Exempt Municipal Trust, 2-54598; The Toledo Edison Co., 2-54627; United Banks of Wisconsin Inc., 2-54430.

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.

## 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 Sept. 30 - Oct. 8.

OFFER TO PURCHASE BY:	ISSUER & NUMBER OF SHARES TO BE PURCHASED	DATE FILED
Cavenham (USA) Inc. (Wholly owned subsidiary of Cavenham (Overseas) Ltd. (England)	Grand Union Co. (Elmwood Park, NJ) Common Stock - 1,900,000 shs. in exchange for Sinking Fund Debentures of Cavenham	9-30-75
Chomerics, Inc. Employee Stock Ownership Trust	Chomerics, Inc. (Woburn, Mass.) Common Stock - 20,000 shs. for cash at \$5.00 net per share (The trust will purchase from Chomerics that number of shares to bring its total holdings to 100,000 shares, i.e., at least 80,000 shares)	10- 8-75

## RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

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| <i>Item 1. Changes in Control of Registrant</i>              | <i>Item 9. Options to Purchase Securities</i>                                     |
| <i>Item 2. Acquisition or Disposition of Assets</i>          | <i>Item 10. Revaluation of Assets or Restatement of Capital<br/>Share Account</i> |
| <i>Item 3. Legal Proceedings</i>                             | <i>Item 11. Submission of Matters to a Vote of Security Holders</i>               |
| <i>Item 4. Changes in Securities</i>                         | <i>Item 12. Changes in Registrant's Certifying Accountant</i>                     |
| <i>Item 5. Changes in Security for Registered Securities</i> | <i>Item 13. Other Materially Important Events</i>                                 |
| <i>Item 6. Defaults upon Senior Securities</i>               | <i>Item 14. Financial Statements and Exhibits</i>                                 |
| <i>Item 7. Increase in Amount of Securities Outstanding</i>  |   |
| <i>Item 8. Decrease in Amount of Securities Outstanding</i>  |   |

The companies listed below have filed 8-K reports for the month indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). An invoice will be included with the requested material when mailed.

COMPANY	ITEM NO.	MONTH
ERIE CORP	1,4,7,8,11	09/75
FARMERS GROUP INC	3	09/75
FIRST COMMERCE REALTY INVESTORS	13	09/75
FIRST MORTGAGE INVESTORS	3,6,13,14	09/75
FIRST NATIONAL BOSTON CORP	3	09/75
FIRST WISCONSIN MORTGAGE TRUST	3	09/75
GENERAL ELECTRIC CO	3	09/75
GENERAL MILLS INC	11	09/75

### 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.

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