

# sec news digest

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## CIVIL PROCEEDINGS

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### COMPLAINT NAMES JOSEPH F. SAIA AND AAA RECORDING STUDIOS, INC.

The Boston Regional Office announced that on April 3 a complaint was filed in the U.S. District Court at Boston, Massachusetts, seeking preliminary and permanent injunctions against Joseph F. Saia of Brockton, Massachusetts and AAA Recording Studios, Inc., a Massachusetts corporation of which Saia is president, located in Boston, Massachusetts, restraining them from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder.

The complaint alleged that the defendants violated the registration and antifraud provisions of the Securities Act and the antifraud provisions of the Exchange Act in connection with the sale of \$735,000 of unregistered securities, in the form of limited partnership interests entered into by Saia with investors, to produce, tape and market television pilot shows. Sales were made to residents of Massachusetts, New York and Rhode Island. The complaint further alleged that the defendants made misrepresentations of material facts and omitted to state material facts concerning, among other things, the background and experience of Saia and AAA in the production, taping and successful marketing of television pilot shows; the use of proceeds received from investors; a guarantee that the television pilot shows would be sold; and the failure of Saia to have made previous sales of television pilot shows. (SEC v. Joseph F. Saia and AAA Recording Studios, Inc., D.C. Mass.). (LR-9601)

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## INVESTMENT COMPANY ACT RELEASES

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### LIFE INSURANCE COMPANY OF NORTH AMERICA

A notice has been issued giving interested persons until April 30 to request a hearing on an application of Life Insurance Company of North America (LINA), a Pennsylvania stock life insurance company, and Life Insurance Company of North America Separate Account A, a separate account of LINA registered under the Investment Company Act of 1940 as a unit investment trust, for an order pursuant to Section 11 of the Act approving certain offers of exchange and amending an earlier order dated May 1, 1979 (Rel. IC-10678) and pursuant to Section 6(c) of the Act for an exemption from the provisions of Section 27(a)(3) of the Act. (Rel. IC-11126 - Apr. 10)

### DEVONSHIRE STREET FUND, INC.

A notice has been issued giving interested persons until May 5 to request a hearing on an application filed by Devonshire Street Fund, Inc. (Applicant), registered under the Investment Company Act of 1940 as an open-end, diversified, management investment company, for an order, pursuant to Section 8(f) of the Act, declaring that Applicant has ceased to be an investment company. (Rel. IC-11127 - Apr. 11)

### INVESTORS MUTUAL, INC.

An order has been issued on an application filed by Investors Mutual, Inc., Investors Stock Fund, Inc., Investors Selective Fund, Inc. (Selective), Investors Variable Payment Fund, Inc., IDS New Dimensions Fund, Inc., IDS Progressive Fund, Inc., IDS Bond Fund, Inc., (Bond), IDS Cash Management Fund, Inc., IDS Tax-Exempt Bond Fund, Inc., (Tax-Exempt), IDS High Yield Tax-Exempt Fund, Inc. (High-Yield) and IDS Growth Fund, Inc. (Growth) (collectively referred to as the Funds), registered open-end, management investment companies, and Investors Diversified Services, Inc., each Fund's investment adviser and principal underwriter, amending an earlier order dated November 27, 1979 (Rel. IC-10954). This earlier amended order,

pursuant to Section 11(a) of the Act, permitted certain transfers among the Funds on a basis other than their relative net asset value per share at the time of transfer and, pursuant to Section 6(c) of the Act, exempted such transfers from the provisions of Section 22(d) of the Act and Rule 22d-1 thereunder. The amended order permits shareholders to Selective, Tax-Exempt, High Yield and Bond who have held their shares for less than eight months to transfer into Growth upon paying an additional sales charge equal to the difference between the sales charge actually paid and the sales charge that would have been paid had the investment been made in Growth originally. (Rel. IC-11128 - Apr. 11)

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## HOLDING COMPANY ACT RELEASES

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### NEW ENGLAND ELECTRIC SYSTEM

A notice has been issued giving interested persons until May 7 to request a hearing on a proposal of New England Electric System, a registered holding company, and Yankee Atomic Electric Company, subsidiary of NEES and Northeast Utilities, to issue and sell 100,000 shares of NEES common stock through December 31, 1984 to the trustee for Yankee Atomic's employee thrift plan. (Rel. 35-21523 - Apr. 11)

### CONSOLIDATED NATURAL GAS COMPANY

A notice has been issued giving interested persons until May 8 to request a hearing on a proposal of Consolidated Natural Gas Company, a registered holding company, to act as surety on a \$10,500,000 bond of Hope Natural Gas Company, a division of its subsidiary, Consolidated Gas Supply Corporation, said bond being required by the Public Service Commission of West Virginia in connection with the collection of increased rates and charges for natural gas service. (Rel. 35-21524 - Apr. 11)

### MIDDLE SOUTH UTILITIES, INC.

A notice has been issued giving interested persons until May 5 to request a hearing on a proposal of Middle South Utilities, Inc., a registered holding company, and its subsidiary, Middle South Services, Inc. (Services), whereby Services will enter into a sale and leaseback of real property, situated in Pine Bluff, Arkansas, and all improvements thereon, together constituting Service's System Operations Center. Middle South will guarantee the performance by Service of its lease obligations. (Rel. 35-21525 - Apr. 11)

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## TRUST INDENTURE ACT RELEASES

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### TRAILER TRAIN COMPANY

A notice has been issued giving interested persons until May 2 to request a hearing on an application by Trailer Train Company, pursuant to Section 310(b)(i)(ii) of the Trust Indenture Act of 1939, declaring that the trusteeships of Continental Illinois National Bank and Trust Company of Chicago under an existing and a proposed Equipment Trust Agreement (Agreements), is not so likely to involve a material conflict of interest as to make it necessary to disqualify Continental Bank from acting as trustee under one of the Agreements. (Rel. TI-562)

### CHRYSLER CORPORATION

An order has been issued under the Trust Indenture Act of 1939 on an application of Chrysler Corporation that the successor trusteeship of J. Henry Schroder Bank & Trust Company (Schroder) under two indentures of Chrysler Corporation is not so likely to involve a material conflict of interest as to make it necessary to disqualify Schroder from acting as trustee. (Rel. TI-563)

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## SELF-REGULATORY ORGANIZATIONS

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### NOTICE OF PROPOSED RULE CHANGE

The Municipal Securities Rulemaking Board has filed a proposed rule change under Rule 19b-4 (SR-MSRB-80-4) to consolidate its three advertising rules and to modify the requirements applicable to advertisements of new issue municipal securities.

## 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-8) AMERICAN MICROSYSTEMS, INC., 3800 Homestead Rd., Santa Clara, Cal. 95051 (408) 246-0330 - 500,000 shares of common stock. (File 2-67297 - Apr. 10)
- (S-14) CMT INVESTMENT TRUST, 310 North San Vicente Blvd., Los Angeles, Cal. 90048 (213) 657-0871 - 2,132,960 shares of preferred stock and 4,179,316 shares of common stock. (File 2-67300 - Apr. 10)
- (S-8) TENNECO INC., Tenneco Bldg., Houston, Tex. 77002 (713) 757-2131 - 880,000 shares of common stock. The company is engaged in integrated oil and gas operations. (File 2-67305 - Apr. 10)
- (S-8) FIRST VIRGINIA MONTHLY INVESTMENT PLAN, One First Virginia Plaza, 6400 Arlington Blvd., Falls Church, Va. 22046 (703) 241-3655 - 200,000 shares of common stock. (File 2-67311 - Apr. 10)
- (S-8) XEROX CORPORATION, Stamford, Conn. 06904 - \$54,000 of interests. (File 2-67320 - Apr. 10)
- (S-8) BALDWIN-UNITED CORPORATION, 1801 Gilbert Ave., Cincinnati, Ohio 45202 - 378,000 shares of common stock. (File 2-67307 - Apr. 10)
- (S-7) KANSAS CITY GAS AND ELECTRIC COMPANY, 201 North Market St., Wichita, Kan. 67201 (316) 261-6611 - 1,500,000 shares of common stock. Underwriters: Kidder, Peabody & Co., Inc., Merrill Lynch White Weld Capital Markets Group and Dean Witter Reynolds Inc. The company is an electric utility. (File 2-67327 - Apr. 10)
- (S-8) AMERICAN STANDARD INC., 40 West 40th St., New York, N.Y. 10018 (212) 840-5245 - \$26 million of participations. (File 2-67328 - Apr. 10)
- (S-8) SUN COMPANY, INC./OLIN CORPORATION, 100 Matsonford Rd., Radnor, Pa. 19087 and 120 Long Ridge Rd., Stamford, Conn. 06904 (215) 293-6000 and (203) 356-2690 - \$731,250 of interests and 50,000 shares of common stock. (File 2-67330 - Apr. 10)
- (S-8) TEXTRON INC., 40 Westminster St., Providence, Rhode Island 02903 (401) 421-2800 - 2,500,000 shares of common stock. (File 2-67334 - Apr. 10)
- (S-8) FLIGHTSAFETY INTERNATIONAL, INC., Marine Air Terminal, LaGuardia Airport, Flushing, N.Y. 11371 (212) 476-5700 - 428,833 shares of common stock. (File 2-67335 - Apr. 10)
- (S-11) MLH PROPERTIES LIMITED PARTNERSHIP II, One Liberty Plaza, 165 Broadway, New York, N.Y. 10080 - 15,000 units of limited partnership interests. The company's business is to invest primarily in income-producing commercial, industrial and residential real estate. (File 2-67338 - Apr. 11)
- (S-8) UNISHOPS, INC., 21 Caven Point Ave., Jersey City, N.J. 07305 (201) 433-0100 - 850,000 shares of common stock. (File 2-67339 - Apr. 11)
- (S-8) OWENS-ILLINOIS, INC., Owens-Illinois Bldg., Toledo, Ohio 43666 (419) 247-1016 - \$42 million of participations and 1,947,781 common shares. (File 2-67340 - Apr. 11)
- (S-8) BERG ENTERPRISES, INC., 75 Lincoln Highway, Iselin, N.J. 08830 (212) 371-6000 - 182,237 shares of common stock. (File 2-67341 - Apr. 11)
- (S-8) GOULD INC., 10 Gould Center, Rolling Meadows, Ill. 60008 (312) 640-4000 - an indeterminate number of participations. (File 2-67342 - Apr. 11)

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