

# sec news digest

Issue 74-182

(SEC Docket, Vol. 5, No. 6 - Oct. 1)

September 18, 1974

## COMMISSION ANNOUNCEMENTS

### REGULATION A EXEMPTION OF NEVADA ELECTRONICS AND VIDEO CORPORATION PERMANENTLY SUSPENDED

The SEC's order of June 25 temporarily suspending the Regulation A exemption from registration under the Securities Act of 1933 with respect to a public offering of securities of Nevada Electronics and Video Corporation (NEVCO) of Las Vegas, Nevada has become permanent. M. L. Fallick & Co., Inc. of Salt Lake City, Utah, was the named underwriter for the offering, which commenced on March 16, 1973, and which was terminated on April 10, 1973.

Under a notification filed on December 11, 1972, NEVCO offered 100,000 shares of common stock at \$1.00 per share. According to the order, the Commission had reason to believe that: (a) the notification and offering circular of NEVCO contained untrue statements of material facts and omitted to state material facts necessary in order to make the statements made not misleading, particularly with respect to the failure to disclose Gilbert Wynn Barnes as a promoter of NEVCO, the sales of unregistered securities within the preceding year and the financial position of NEVCO; (b) the terms and conditions of Regulation A had not been complied with, in that the offering circular failed to state material facts about the sales of NEVCO securities, the manner of the proposed Regulation A offering and the liabilities of NEVCO; and (c) the offering was made in violation of the antifraud provisions of the securities laws. (Rel. 33-5527)

## COURT ENFORCEMENT ACTIONS

### COMPLAINT NAMES NATIONAL FARMERS ORGANIZATION, INC., OTHERS

The Chicago Regional Office announced that on September 9 the Commission filed a complaint in the U.S. District Court for the Southern District of Iowa, charging National Farmers Organization, Inc., of Corning, Iowa, NFO Members' Custodial Account, an Express Trust, and Robert Shoup, Willis Rowell, and Robert Kessler, as Trustees of NFO Members' Custodial Account, with violations of the antifraud provisions of the securities laws.

The Commission alleged in its complaint that the defendants have been, since July 1974, offering for sale and selling securities, namely, evidences of indebtedness, and in the offer and sale of said securities, defendants, engaged in fraudulent acts and practices. In its complaint, the Commission has asked for a preliminary injunction and a final judgment of permanent injunction restraining and enjoining defendants from further violations of the antifraud provisions of the securities laws, for the appointment of a receiver for all assets and property of, belonging to, or in possession of the defendants National Farmers Organization, Inc. and the NFO Members' Custodial Account, and for the entry of a temporary restraining order prohibiting defendants from transferring or disposing of any of the assets of defendants National Farmers Organization, Inc. or NFO Members' Custodial Account. (SEC v. National Farmers Organization, Inc., et al., S.D. Iowa, Civ. Action No. 74-241-1). (LR-6518)

**SEC**  
**40<sup>th</sup>**  
ANNIVERSARY

REMEMBER SEC 40TH ANNIVERSARY

The SEC 40th Anniversary Celebration will be held on October 24, 1974, at the Statler Hilton, 16th and K Sts., N.W., Washington, D.C. For additional information and registration form see page 7 of the Digest.

**COMPLAINT NAMES TRANS-CONTINENTAL  
TRADING CORPORATION, OTHERS**

The Boston Regional Office announced the filing of a complaint in the U.S. District Court for the District of Massachusetts seeking to enjoin Trans-Continental Trading Corporation (TCTCO), Trans-Continental Management Corporation (TCMCO), both Massachusetts corporations located in Waltham, Massachusetts, Zurich International Investments Corporation (Zurich), a Massachusetts corporation located in Framingham, Massachusetts; Luigi M. DiFonzo, also known as L. M. DiFonzo, Louis DiFonzo, Lou DiFonzo, and Keith Anderson, all of Wellesley, Massachusetts; Michael A. DiFonzo, Sr., also known as Michael Michaels, of Framingham, Massachusetts and Tiverton, Rhode Island and Michael Morse, of Los Angeles, California, from violation of the securities laws.

The complaint alleges among other things that the defendants violated the registration and antifraud provisions of the securities laws in a public distribution of the securities of TCTCO: namely, investment contracts consisting of an opportunity to participate in a common enterprise under which each investor was solicited to entrust his capital by a minimum of \$5,000 to the management of the defendants, who in their sole discretion, employ the investors' capital to purchase and sell commodities' futures. The complaint further alleges that mis-statements and material omissions were made concerning defendants' expertise in the commodities field; TCTCO's affiliation with acknowledged experts in the fields of economics, international commodities, and currency trading; and TCTCO's ability to engage in world wide commodities trading. (SEC v. Trans-Continental Trading Corp., et al., U.S.D.C., Mass.). (LR-6517)

**FIRST WISCONSIN MORTGAGE TRUST  
ENJOINED**

The Securities and Exchange Commission (Commission) announced that on September 12, 1974, Judge Gerhard A. Gesell filed a memorandum opinion and final order in the U.S. District Court for the District of Columbia permanently enjoining First Wisconsin Mortgage Trust (First Wisconsin), Milwaukee, Wisconsin, for a period of twenty-five years from failing to file with the Commission timely and proper periodic and current reports pursuant to the Securities Exchange Act of 1934.

The order provides that the injunction may be dissolved or modified by the Court for good cause shown and upon a demonstration to the Court that First Wisconsin has for seven full years from the effective date of the order filed the required timely and proper reports. The order also requires in part that First Wisconsin take necessary steps to file with the Commission at the earliest possible time "certified" financial statements as part of its report on Form 10-K for the fiscal year ended December 31, 1973, as the term "certified" is defined in Regulation S-X, promulgated by the Commission. The order also provides that First Wisconsin shall file with the Commission under cover of a current report on Form 8-K and mail to its shareholders on or before September 26, 1974, together with a written statement by its independent accountants Peat, Marwick, Mitchell & Co. (Peat Marwick) a letter giving a detailed and accurate statement of the reasons why on August 14, 1974, the financial statements of First Wisconsin for the fiscal year ended December 31, 1973, which were filed on August 30, 1974, in unaudited form, could not be "certified" by its accountants. The letter will also include any information known by First Wisconsin's accountants to have occurred since August 14, 1974, which is relevant to the completion of the audit.

First Wisconsin is also required by the order to file under cover of Form 8-K for the month of October, 1974, and for each month thereafter until "certified" financial statements are filed, a detailed and accurate description of the steps being taken by First Wisconsin to cause its 1973 audit to be completed and to cause the 1973 10-K report to be filed in proper form. First Wisconsin is required to obtain from its auditor for inclusion in such 8-K reports, detailed and accurate statements by Peat Marwick as to problems encountered, if any, and all progress made, if any, since the date of the last previous 8-K report with respect to the 1973 audit, and a detailed and accurate description of any material audit work estimated by Peat Marwick to be required to be completed prior to completion of the 1973 audit. (SEC v. First Wisconsin Mortgage Trust, U.S.D.C. D.C., Civil Action No. 74-931). (LR-6519)

**UNITED STATES TANK CAR CORPORATION,  
OTHERS, RESTRAINED: RECEIVER APPOINTED**

The Los Angeles Regional Office and the San Francisco Branch Office, announced that on September 13 the Honorable Lloyd H. Burke, U.S. District Judge for the Northern District of California, entered, after a hearing, a temporary restraining order against defendants United States Tank Car Corporation and Bernhard Dohrmann, restraining them from violations of the antifraud provisions of the securities laws.

The complaint alleged that the defendants made various misrepresentations in the offer and sale of railroad tank cars coupled with an agreement to manage the tank cars.

Judge Burke also appointed Eugene Garfinkle of the law firm of Dreber, Dreber & Garfinkle, 300 Montgomery Street, San Francisco, California as receiver of United States Tank Car Corporation.

For further information, see Litigation Release No. 6512. (SEC v. United States Tank Car Corp., ND CA). (LR-6520)

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## INVESTMENT COMPANY ACT RELEASES

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### FIDELITY MUTUAL INCOME INVESTORS

An order has been issued declaring that Fidelity Mutual Income Investors, of Philadelphia, Pennsylvania, has ceased to be an investment company. (Rel. IC-8506 - Sept. 17)

### CHANNING SECURITIES

A notice has been issued giving interested persons until October 16 to request a hearing on an application by Channing Securities, Inc. for an order declaring that Porteous Growth Fund, Inc. has ceased to be an investment company as defined in the Act. (Rel. IC-8507 - Sept. 17)

### UNITED BENEFIT VARIABLE FUND B

A notice has been issued giving interested persons until October 17 to request a hearing on an application of United Benefit Variable Fund B (Fund B) and United Benefit Life Insurance Company for an order exempting Fund B from certain provisions of the Act to permit a schedule of sales load deductions under which the percentage amount of sales load deducted from contributions under corporate variable annuity contracts may vary from contract year to contract year because the amount of sales load to be deducted from payments made during a contract year will depend upon the quantity of purchases made that year. (Rel. IC-8508 - Sept. 17)

### CAPITAL FUND FOR FIDUCIARIES

A notice has been issued giving interested persons until October 14 to request a hearing on an application of Capital Fund For Fiduciaires Inc., a Delaware corporation for an order declaring that it has ceased to be an investment company. (Rel. IC-8509 - Sept. 17)

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## HOLDING COMPANY ACT RELEASES

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### PUBLIC SERVICE COMPANY OF OKLAHOMA

A notice has been issued giving interested persons until October 9 to request a hearing on a proposal of Central and South West Corporation (Central), and its subsidiary, Public Service Company of Oklahoma (Public Service), for Public Service to enter into a loan agreement with the Small Business Administration, and for Public Service to issue a promissory note as security for the loan with Central guaranteeing payment of Public Service's note. (Rel. 35-18564 - Sept. 17)

### THE COLUMBIA GAS SYSTEM

A supplemental order has been issued regarding The Columbia Gas System, Inc., and three of its subsidiary companies authorizing the issue and sale of installment notes by the subsidiaries and the acquisition thereof by the holding company. (Rel. 18565 - Sept. 16)

### LOUISIANA POWER AND LIGHT COMPANY

A notice has been issued giving interested persons until October 15 to request a hearing on a declaration of Louisiana Power and Light Company, subsidiary of Middle South Utilities, Inc., regarding the proposed issue and sale of \$50 million of first mortgage bonds. (Rel. 35-18566 - Sept. 18)

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## DELISTING AND UNLISTED TRADING ACTIONS

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### UNLISTED TRADING GRANTED

An order has been issued granting the application of the PBW Stock Exchange Inc. for unlisted trading privileges in the common stock of Unionamerica, Inc. (Delaware). (Rel. 34-11016)

## SECURITIES ACT REGISTRATIONS

### (S-14) FEDERATED CAPITAL CORPORATION

1300 Main St., Houston, Tex. 77002 - 93,960 shares of common stock. It is proposed to offer these shares in exchange for the outstanding shares not owned or to be owned by Federated Capital Corporation of the capital stock of Montgomery County National Bank, Montgomery County, Texas at the rate of 3.375 Federated Capital shares for each Bank share. Federated Capital is a registered bank holding company with four banking subsidiaries. (File 2-51865 - Aug. 30.)

### (S-1) THE INTERNATIONAL AMERICAN CONDOMINIUM, INC.

100 Lilac St., Metairie, La. 70005 - 208 commercial hotel condominiums coupled with a mandatory lease agreement for their rental as hotel accommodations to be offered for sale at \$31,000 each. The company is in the business of developing and delivering commercial hotel condominiums. (File 2-51879 - Aug. 27.)

### (S-14) NATIONAL BANCSHARES CORP.

120 West Fifth Ave., Pine Bluff, Ark. 71601 - 200,078 shares of common stock. It is proposed to offer these shares in exchange for the outstanding common shares of National Bank of Commerce of Pine Bluff, Arkansas, at the rate of one National Bancshares share for each Bank share. National Bancshares is a bank holding company which presently does not control any banks or non-bank subsidiaries. (File 2-51888 - Sept. 5)

### (S-1) FLORIDA BANKSHARES, INC.

2001 Hollywood Blvd., Hollywood, Fla. 33020 - 70,000 shares of common stock. It is proposed to offer these shares in exchange for the outstanding shares of First National Bank of Miramar, Miramar, Florida, at the rate of .7 Florida Bankshares shares for each Miramar share. (File 2-51889 - Sept. 5)

### (S-1) DOMINGUEZ WATER CORPORATION

21718 South Alameda St., Long Beach, Cal. 90810 - 67,500 shares of common stock, to be offered for subscription by common stockholders of record on a yet undetermined date at the rate of one share for each four shares held and at a price not less than 85% of the market price of the common stock on the day preceding the offering. The company is an operating public utility which produces and supplies water for domestic, agricultural and industrial consumption. (File 2-51944 - Sept. 16)

### (S-5) AMERICAN FUND FOR SAVINGS

1888 Century Park East, Los Angeles, Cal. 90067 - \$1 million of common stock, to be offered for sale at an initial offering price of \$10.00 per share through American Fund Representatives, Inc., 1888 Century Park East, Los Angeles, Cal. 90067. American Fund For Savings is an open-end diversified management investment company. American Fund Advisers, Inc. is the investment adviser. (File 2-51947 - Sept. 16)

### (S-7) FORD MOTOR CREDIT COMPANY

The American Road, Dearborn, Mich. 48121 - \$100 million of notes, due 1981, and \$100 million of debentures, due 1994, which will be offered for sale through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York, N.Y. 10004. The primary business of Ford Motor Credit Company is providing wholesale financing to and purchasing retail installment sales paper from franchised Ford vehicle dealers. (File 2-51953 - Sept. 16)

### (S-7) PACIFIC GAS AND ELECTRIC COMPANY

77 Beale St., San Francisco, Cal. 94106 - \$150 million of first and refunding mortgage bonds, Series 74B, due 2006, to be offered for sale by underwriters managed by Blyth Eastman Dillon & Co. Incorporated, 555 California St., San Francisco, Cal. and Dean Witter & Co. Incorporated, 45 Montgomery St., San Francisco, Cal. The company is an operating public utility which supplies electric and natural gas service. (File 2-51957 Sept. 17)

### (S-16) BAKER OIL TOOLS, INC.

7400 East Slauson Ave., Los Angeles, Cal. 90040 - 126,667 shares of common stock, which may be offered for sale from time to time by certain shareholders at prices current at

the time of sale. The company serves the petroleum and mining industries throughout the world by manufacturing and marketing a wide range of products and services utilized in the extraction, recovery and processing of oil, gas and other minerals. (File 2-51958 - Sept. 17)

(S-1) BELDEN & BLAKE AND COMPANY,  
LIMITED PARTNERSHIP NO. 3-B

702 Tuscarawas St., West, Canton, Ohio 44702 - \$742,500 of limited partnership units, to be offered for sale, without assistance of underwriter, at \$7,500 per unit. The Partnership is in the business of oil and gas well drilling and development. (File 2-51959 - Sept. 17)

#### 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:

Erb Lumber Co., Birmingham, Mich. (File 2-51925 - Sept. 11) - 25,000 shares  
Perini Corporation, Framingham, Mass. (File 2-51927 - Sept. 9) - 100,000 shares  
Volunteer Natural Gas Co., Johnson City, Tenn. (File 2-51932 - Sept. 12) - 50,000 shares  
Aztec Manufacturing Co., Crowley, Tex. (File 2-51935 - Sept. 12) - 14,930 shares  
American Building Maintenance Industries, San Francisco, Cal. (File 2-51945 - Sept. 16) - 10,000 shares  
The Washington Group, Inc., Winston-Salem, N.C. (File 2-51946 - Sept. 16) - 200,000 shares  
C & K Petroleum, Inc., Houston, Tex. (File 2-51948 - Sept. 16) - 180,000 shares  
La Maur Inc., Minneapolis, Minn. (File 2-51949 - Sept. 16) - 50,000 shares  
American Beef Packers, Inc., Omaha, Neb. (File 2-51952 - Sept. 16) - 251,900 shares  
Bohemia Inc., Eugene, Oregon (File 2-51955 - Sept. 16) - 50,000 shares  
Washington National Corporation, Evanston, Ill. (File 2-51956 - Sept. 16) - 250,000 shares

#### REGISTRATIONS EFFECTIVE

Sept. 17: Data Products Corp., 2-51784; First Security Corp., 2-51790; Inspiration Consolidated Copper Co., 2-51910; Loral Corp., 2-51761; Maremont Corp., 2-51565; Northern Indiana Public Service Co., 2-51782; South Central Bell Telephone Co., 2-51815; Thomson & McKinnon Auchincloss Kohlmeier Inc., 2-51812; Victoria Station Inc., 2-51665.

#### REGISTRATIONS WITHDRAWN

Sept. 16: Recognition Equipment Inc., 2-51486.

### 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
FIRST NATIONAL BANK TRUSTEES	11,14	08/74
FRIENDLY ICE CREAM CORP	11	08/74
FUNK SEEDS INTERNATIONAL INC	4,8	08/74
GENERAL CARE CORP	1,3,4,11,13,14	08/74
GLOBE SECURITY SYSTEMS INC	13	08/74
GRANT W T CO	13	08/74
GUARDIAN INDUSTRIES CORP	3	08/74
GULF ENERGY CORP	1	01/74
HAMILTON BROTHERS PETROLEUM CORP	7	08/74

RECENT BK FILINGS CONT.

ILLINOIS POWER CO	7	08/74
INDIANAPOLIS POWER & LIGHT CO	7,14	08/74
INTERCONTINENTAL DYNAMICS CORP	7	06/74
JACKS FOOD SYSTEMS INC	13,14	08/74
JACQUIN CHARLES ET CIE INC	7,14	07/74
KAISER STEEL CORP	8,14	08/74
KANE FURNITURE CORP	11	08/74
KINGS LAFAYETTE CORP	11	05/74
KORN FERRY INTERNATIONAL	11,13,14	08/74
MASTER CRAFT LITHOGRAPHERS INC	11	08/74
MASTERS INC	13,14	08/74
MERVVNS	3	08/74
MIDWEST MANAGEMENT CORP	2	06/74
MIDWEST MANAGEMENT CORP	2	08/74
MISSISSIPPI POWER CO	13	08/74
MORSE ELECTRO PRODUCTS CORP	11	08/74
MORTON NORWICH PRODUCTS INC	13,14	08/74
NATIONAL UNION ELECTRIC CORP	13,14	08/74
NEW DIMENSIONS IN EDUCATION INC	11	08/74
NIAGARA FRONTIER SERVICES INC	8	08/74
NORIN CORP	7	08/74
OCEANIC RESOURCES INC	13,14	08/74
OCEANOGRAPHY MARICULTURE INDUSTRIES INC	7	08/74
ON LINE SYSTEMS INC	1	08/74
OPPENHEIMER INDUSTRIES INC	13,14	06/74
OZITE CORP	2,3,8,13	08/74
PELTO OIL CO	13	08/74
PETERSON HOWELL & HEATHER INC	11,14	08/74
POTOMAC EDISON CO	7	08/74
PRECISION OPTICS INC	2,14	08/74
PRINCE CONSOLIDATED MINING CO	11,13,14	08/74
PRINCEVILLE CORP	11,13	08/74
PROGRESSIVE CORP	7	08/74
RAMADA INNS INC	3	08/74
SIMPSON INDUSTRIES INC	13	08/74
SMITHFIELD FOODS INC	14	08/74
STATE SAVINGS & LOAN ASSOCIATION	13,14	08/74
SUN BANKS OF FLORIDA INC	13	08/74
THIOKOL CORP	13	08/74
UB FINANCIAL CORP	3,7	08/74
UNITED CABLE TELEVISION CORP	11,13,14	07/74
UNITED JERSEY BANKS	13	08/74
UNITED RESOURCES INC	7	06/73
VIKOA INC	13	07/74
VIPONT CHEMICAL CO	1	08/74
WAYNE GOSSARD CORP	13,14	08/74
WEBB RESOURCES INC	1	08/74
WEST POINT PEPPERELL INC	3	08/74
WESTMINSTER CORP	13,14	08/74
WESTWOOD INC	7,14	08/74
ALDEN SELF TRANSIT SYSTEMS CORP	6	12/73
AMERICAN SHIP BUILDING CO	3	08/74
ARIZONA PUBLIC SERVICE CO	7,14	08/74
AVONDALE MILLS	7,10	08/74
BLACK HILLS POWER & LIGHT CO	4,7,14	08/74
BURNUP & SIMS INC	7,11,14	08/74
CASCO NORTHERN CORP	7	08/74
CENTRAL POWER & LIGHT CO	3	08/74
CITY NATIONAL CORP	8	08/74
CLARK EQUIPMENT CO	7	08/74
COCA COLA CO	14	08/74
COMMONWEALTH OIL REFINING CO INC	3	08/74
CONSOLIDATED OIL & GAS INC	11,14	08/74
CONSYNE CORP	4,7,9,14	04/74
CULLIGAN INTERNATIONAL CO	11,13,14	08/74
CUTLER HAMMER INC	4,7,14	08/74
DUQUESNE LIGHT CO	7,13,14	08/74
G&G SHOPS INC	7,8,14	08/74
GLATFELTER P H CO	7	08/74
GOLDSMITH BROTHERS	13,14	07/74
GRAPHIC SCIENCES INC	3,13,14	08/74

SEC 40TH ANNIVERSARY CELEBRATION

The SEC wishes to invite all past employees to attend its 40th Anniversary Celebration to be held on October 24, 1974, at the Statler Hilton in Washington. The price will be \$25 per person for all former employees. The dress is optional.

Many past staff members may wish to sit together as a group, or even reserve an entire table for 12. Priority will be given to requests for such special arrangements whenever possible. To avoid confusion, however, only one of such group should request the special seating arrangement--but each person in a group should be identified and in the manner in which his or her name should appear in the Anniversary Program. You may use the registration form on this page. We cannot finalize our plans with the Hotel until we have rather definite information as to the number expected to attend, so we request that you make your reservation as soon as possible. Tickets will be mailed to the purchasers.

Please notify any past SEC friends, get together a group, and come help us celebrate!

DINNER RESERVATION & REGISTRATION FORM

To The SEC Anniversary Committee:

Herewith is my check or money order in the amount of \$\_\_\_\_\_ for which please issue \_\_\_\_\_ tickets to the SEC 40th Anniversary Celebration for the following persons (please PRINT names as they should appear in the Anniversary Program, listing married couples as "Mr. and Mrs."):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please send the tickets to:

(Name)

(Address)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please seat the persons listed above with the following additional persons (please PRINT names):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Make checks or money orders payable to "SEC Anniversary Committee," and mail to

SEC Anniversary Committee, Room 856  
Securities and Exchange Commission  
Washington, D. C. 20549

Present staff members and employees may make payment to Lawrence A. Friend, Treasurer, in Room 502.

**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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