

# sec news digest

Issue 74-195  
(SEC Docket, Vol. 5, No. 9 - Oct. 22)

U.S. SECURITIES & EXCHANGE COMMISSION

October 7, 1974

RECEIVED

## COMMISSION ANNOUNCEMENTS

OCT 8 1974

COMMISSION ANNOUNCES PUBLIC CONFERENCE  
ON RELATIONSHIPS BETWEEN INSTITUTIONAL  
PORTFOLIO MANAGERS AND REGISTERED  
BROKER-DEALERS

LIBRARY

The SEC announced today that on October 29, 1974, it will convene a one-day, public conference to discuss several aspects of the relationships between institutional portfolio managers and registered brokers and dealers in securities concerning charges for a variety of brokerage services. In making the announcement, the Commission noted that its action was based, in large part, upon a number of requests it had received from persons both within and without the securities industry. The public conference will be held at the Commission's headquarters offices, Room 776, 500 North Capitol St., N.W., Washington, D.C.

The Commission stated that the conference will be open to all interested persons and members of the press, subject only to physical space limitations. A panel of about fifteen persons will be designated to discuss, with the members of the Commission, a number of specific topics to be announced at a later date.

The Commission indicated that persons desiring an opportunity to submit written views on the specific subjects to be discussed at its conference would be given an opportunity to do so.

A detailed description of the format for the conference, a list of the specific topics to be discussed, and a list of the persons who will participate in the direct discussions with the Commission, will be published shortly. In order to insure that adequate seating will be available, persons intending to attend the conference are requested to furnish their names to George A. Fitzsimmons, Secretary, Securities and Exchange Commission (202) 755-1160, on or before October 22, 1974.

## REGULATION A EXEMPTION OF ECOLOGICAL MANUFACTURING CORP. TEMPORARILY SUSPENDED

An order has been issued temporarily suspending the Regulation A exemption from registration under the Securities Act of 1933 with respect to a public offering of securities by Ecological Manufacturing Corporation (Ecological) of Long Island City, New York. Carlton-Cambridge & Company, of Hasbrouck Heights, New Jersey, was named as the original underwriter for the offering; on May 1, 1972, a post-effective amendment was filed substituting Horizon Securities, Inc. of New York, for Carlton-Cambridge as underwriter.

Under a notification filed on August 27, 1971, Ecological offered 100,000 shares of common stock at \$5.00 per share. According to the order, the Commission has reason to believe that: (a) the notification and offering circular filed by Ecological contained untrue statements of material facts necessary in order to make the statements made not misleading, particularly with respect to the terms of the offering and the use of the proceeds from the offering; (b) the terms and conditions of Regulation A have not been complied with, in that the Form 2-A report failed to accurately set forth the utilization of the proceeds of the offering and (c) the offering was made in violation of the antifraud provisions of the securities laws. (Rel. 33-5531)

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

REMEMBER SEC 40TH ANNIVERSARY/RESERVE NOW, PAY LATER

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.

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## COURT ENFORCEMENT ACTIONS

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THE STRATTON GROUP, LTD.,  
OTHERS, ENJOINED

The SEC announced that the Honorable Milton Pollack, U.S. District Judge for the Southern District of New York, entered judgments of permanent injunction on August 5, 1974, against The Stratton Group, Ltd. (formerly John's Bargain Stores Corporation), Gerald Sprayregen, Walter C. Spengler, and Sabino P. Cardiello and on September 20, 1974 against Jose L. Umana, enjoining them from future violations of the antifraud and filing provisions of the securities laws, in the purchases and sales of Stratton Group securities or any other securities. These permanent injunctions were consented to by each of the five defendants without admitting or denying any of the allegations of the Commission's complaint, which had been filed on July 24, 1974. (For further information see Litigation Release No. 6450.) (SEC v. The Stratton Group, Ltd., et al., U.S.D.C. S.D.N.Y.). (LR-6533)

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## INVESTMENT COMPANY ACT RELEASES

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COMPASS GROWTH FUND

A notice has been issued giving interested persons until October 29 to request a hearing on an application by Compass Growth Fund, Inc. (Growth) and Compass Income Fund, Inc. (Income), mutual funds, for an order of the Commission exempting from certain provisions of the Act and the Rules thereunder the proposed sale by Income of substantially all of its assets to Growth in exchange for shares of common stock of Growth. (Rel. IC- 8524 - Oct. 3)

IDS BOND FUND

An order has been issued on an application of IDS Bond Fund, Inc. (Fund), a mutual fund, declaring that Dr. Paul McCracken shall not be deemed an "interested person" within the meaning of Section 2(a)(19) of the Act, of the Fund and Investors Diversified Services, Inc., the Fund's principal underwriter, solely by reason of his status as director of Lincoln National Corporation. (Rel. IC-8530 - Oct. 3)

NARRAGANSETT CAPITAL CORPORATION

A notice has been issued giving interested persons until October 24 to request a hearing on an application of Narragansett Capital Corporation (Fund), a closed-end, non-diversified management investment company registered under the Investment Company Act of 1940 (Act) and a licensed small business investment company under the Small Business Investment Act of 1958. The application is for an order permitting Industrial National Bank of Rhode Island (the Bank), an affiliate of an affiliate of the Fund, to finance the repurchase by Hydrosystems, Inc., an affiliate of the Fund, of all of the 100,000 shares of its common stock owned by the Fund. (Rel. IC-8531 - Oct. 4)

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## TRUST INDENTURE ACT RELEASES

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PUBLIC SERVICE ELECTRIC AND  
GAS COMPANY

An order has been issued under subsection 304(c) of the Trust Indenture Act of 1939, on application of Public Service Electric and Gas Company, exempting its first and refunding mortgage bonds, Series E, due 2004, from provisions of subsection 316(a)(1) of the Act. (Rel. TI-367)

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## SECURITIES ACT REGISTRATIONS

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(S-16) MARRIOTT CORPORATION

5161 River Rd., Washington, D.C. 20016 - 10,000 shares of common stock, to be sold from time to time by certain shareholders at prices current at the time of sale. Marriott Corporation is engaged in the hotel and food service business. (File 2-52051 - Sept. 27)

(S-1) SCI SYSTEMS, INC.

8620 South Memorial Parkway, Huntsville, Ala. 35802 - 50,000 shares of common stock, which are reserved for issuance under the company's non-qualified stock option plan. The company engages in research and manufacturing with respect to electronic systems, data processing devices and plastic products. (File 2-52052 - Sept. 27)

(S-16) ELECTRONIC DATA SYSTEMS  
CORPORATION (EDS)

1300 EDS Center, Dallas, Tex. 75235 - 100,000 shares of common stock, which will be pledged from time to time by certain stockholders as collateral for bank loans of certain EDS employees who have purchased shares of EDS common stock pursuant to various Qualified Stock Option Plans. (File 2-51942 - Sept. 13)

(S-1) MISSISSIPPI CHEMICAL CORPORATION

P.O. Box 388, Yazoo City, Miss. 39194 - 330,000 shares of Nitrogen Series II common stock, to be offered for sale at \$100 per share, 250,000 shares of mixed Series IV common stock, to be offered for sale at \$75 per share and 250,000 shares of mixed Series V common stock, to be offered for sale at \$75 per share. The securities are to be sold by officers and salaried employees of Mississippi Chemical on a best efforts basis. The company manufactures and distributes chemical fertilizers. (File 2-51985 - Sept. 23)

(S-5) KEMPER MONEY MARKET FUND, INC.

120 South LaSalle St., Chicago, Ill. 60603 - 500,000 shares of common stock, to be offered for sale at \$1.00 a share with a minimum initial investment of \$1,000. The Fund is a no-load, open-end diversified management company investing in money market instruments with an objective of maximum current income to the extent consistent with stability of principal. Supervised Investors Services, Inc. is the investment adviser. (File 2-51992 - Sept. 23)

(S-14) BRADFORD COMPUTER & SYSTEMS, INC.

1700 Broadway, New York, N.Y. 10019 - 245,978 shares of common stock. Bradford proposes to issue such shares pursuant to a merger between a wholly-owned subsidiary of Bradford and Centurex Corporation in which 0.2346 Bradford share will be issued for each issued and outstanding share of Centurex common stock and for each Centurex share subject to outstanding stock options or warrants. Bradford primarily furnishes a variety of computer and machine based clerical, recordkeeping, processing and shareholder service. (File 2-52056 - Sept. 27)

(S-6) AMERICAN GENERAL LIFE INSURANCE  
COMPANY OF NEW YORK (DEPOSITOR)

90 Presidential Plaza, Syracuse, N.Y. 13202 - \$2,500,000 of deferred and immediate individual variable annuity contracts for American General Life Insurance Company of New York Separate Account C, a unit investment trust. (File 2-51878 - Sept. 3)

(S-7) SECURITY NEW YORK STATE  
CORPORATION

One East Ave., Rochester, N.Y. 14638 - \$10 million of floating rate notes, due 1994, to be offered for sale at par through a best efforts underwriting, without a minimum, by Sage, Ruddy & Co., Inc., 45 Exchange St., Rochester, N.Y. 14614. The minimum principal amount of the notes which may be purchased initially is \$5,000, the Notes being issuable in denominations of \$1,000 and integral multiples thereof. Security New York is a registered multi-bank holding company which owns nine commercial banks in upstate New York through which it offers a full range of commercial banking and trust services. (File 2-51867 - Sept. 3)

(S-1) COQUINA OIL CORPORATION

200 Building of the Southwest, Midland, Tex. 79701 - 2,000 of preformation limited partnership interests in Coquina 75 Exploration Program to be offered for sale by NASD members at a subscription price of \$10,000 per unit for an aggregate offering of \$20,000,000. The partnership interests are in two limited partnerships to be formed during 1975 to be designated Coquina 75-A Exploration Program and Coquina 75-B Exploration Program. The partnerships will engage in a program for the exploration and development of oil and gas properties. (File 2-52022 - Sept. 27)

(S-7) DELMARVA POWER & LIGHT COMPANY

800 King St., Wilmington, Del. 19899 - \$30 million of first mortgage bonds, to be offered for sale at competitive bidding. The company is an electric and gas utility. (File 2-52044 - Sept. 27)

(S-14) VICTORIA BANKSHARES, INC.

120 South Main, Victoria, Tex. 77901 - 100,000 shares of common stock. It is proposed to offer these shares in exchange for the outstanding common shares of the Jackson County State Bank, Edna, Texas, at the rate of 10 Victoria shares for each Bank share. Victoria is a multi-bank holding company, which controls six banks. (File 2-52057 - Sept. 30)

(S-7) EXXON PIPELINE COMPANY (PIPELINE)

800 Bell, Houston, Tex. 77002, and Exxon Corporation (Exxon), 1251 Avenue of the Americas, New York, N.Y. 10020 - \$250 million of guaranteed debentures, due 2004. The principal of, premium, if any, and interest on the debentures is to be unconditionally guaranteed by Exxon. The debentures are to be offered through underwriters headed by Morgan Stanley & Co. Incorporated, 1251 Avenue of the Americas, New York, N.Y. 10020. Pipeline owns and operates as a common carrier crude oil and products pipelines. In addition to common carrier business, Pipeline operates oil treating plants and owns a fleet of railway cars. Exxon and its subsidiaries and affiliated companies operate in the United States and more than 100 other countries principally in exploring for and producing crude oil and natural gas from land owned, leased, or held under concession; in petroleum and chemical manufacturing; and in transporting and selling crude oil, natural gas, and petroleum and chemical products. (File 2-52060 - Sept. 20)

(S-7) CENTRAL ILLINOIS LIGHT COMPANY

300 Liberty St., Peoria, Ill. 61602 - 100,000 shares of common stock, to be sold pursuant to the company's Automatic Dividend Reinvestment and Stock Purchase Plan. The company is an electric and gas utility. (File 2-52069 - Sept. 30)

(S-5) LIQUID CAPITAL INCOME, INC.

629 Euclid Ave., Cleveland, Ohio 44114 - 4,000,000 shares of common stock, to be offered for sale by the company on a continuous basis at current net asset value. The company is a no-load, open-end, diversified investment company which will invest in money market instruments maturing in one year or less, with the objective of providing as high a level of current return as is consistent with prudent investment management and preservation of capital. Carnegie Capital Management Company is the investment adviser. (File 2-51998 - Sept. 24)

(S-7) OHIO POWER COMPANY

301 Cleveland Ave., S.W., Canton, Ohio 44702 - \$30 million of first mortgage bonds, having a maturity of not less than five nor more than 30 years, to be offered for sale at competitive bidding. The company is an electric utility operating company. (File 2-52004 - Sept. 25)

(S-14) FIRST WEST VIRGINIA  
BANCORP, INC.

P.O. Box 4067, Wheeling, W.Va. 26003 - 48,200 shares of common stock. It is proposed to offer these shares in exchange for the outstanding capital stock of (a) The Bank of Warwood, National Association, Wheeling, West Virginia, at the rate of one First West Virginia share for each Bank of Warwood share, and (b) Community Savings Bank, National Association, Wheeling, West Virginia, at the rate of one First West Virginia share for each one Community Savings share. First West Virginia is a proposed bank holding company which will control the two aforementioned banks. (File 2-52006 - Sept. 25)

(S-14) FIRSTBANK OF ILLINOIS CO.

Fifth and Adams St., Springfield, Ill. 62701 - 400,000 shares of common stock, to be issued pursuant to a merger of The First National Bank of Springfield into a wholly-owned subsidiary of Firstbank of Illinois Co. on the basis of one Firstbank share for each outstanding First National Bank of Springfield share. Firstbank will become a bank holding company which controls The First National Bank of Springfield upon completion of the merger. (File 2-52010 - Sept. 25)

100 West Liberty St., Louisville, Ky. 40202 - \$6 million of 8% subordinated certificates of investment, Class A; \$3 million of 7% subordinated certificates of investment, Class AA; \$3 million of 6% subordinated installment certificates on investment. Class A certificates are offered in multiples of \$100 with a minimum of certificates of \$25,000; Class AA certificates are offered in multiples of \$100 with a minimum amount of \$5,000 to any one investor; installment certificates are offered in any such amounts as the purchaser elects. Union Trust is a Kentucky based industrial loan corporation engaged in the business of making direct loans to individuals and purchasing discounted contracts from retailers of goods and services. (File 2-52012 - Sept. 26)

## REGISTRATIONS EFFECTIVE

Oct. 4: Centran Corp., 2-51966; First Union, Inc., 2-51634; First Union Real Estate Equity and Mortgage Investments, 2-51860; Newell Companies, Inc., 2-51820; Philadelphia Electric Co., 2-51887; Pizza Hut, Inc., 2-51912; Public Service Company of Colorado, 2-51793; Zoller & Danneberg, Inc., 2-51481.

## 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. 13-18, 1974.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER &amp; NUMBER OF SHARES</u>	<u>DATE FILED</u>
* Gulf & Western Realty Enterprises, Inc.	Madison Square Garden Corp. (New York City) Common Stock - 1,684,380 shs. Common Stock - 550,000 shs. on exercise of Warrants (320,352 shares of above were acquired pursuant to the Tender Offer which has been further extended to September 27)	9-13-74
FNCB Capital Corp.	Systems Associates, Inc. (Long Beach, Calif.) Common Stock - 115,600 shs. Common Stock - 207,500 shs. on exercise of Warrants	9-13-74
* James B. Tobias,	Medfield Corp. (St. Petersburg, Fla.) Common Stock - 53,699 shs. Common Stock - 3,000 shs. on exercise of Options	9-16-74
Harold Schwartz	Topps & Trowers (San Francisco, Calif.) Common Stock - 183,795 shs. Common Stock - 23,000 shs. on exercise of Options	9-16-74
* Alabama Farm Bureau Mutual Casualty Insurance Co., Inc.	American Fidelity Life Insurance Co. (Pensacola, Fla.) Common Stock - 345,199 shs.	9-16-74
* Lincoln American Corp. Lincoln American Life Insurance Co.	United American Life Insurance Co. (Denver, Colo.) Common Stock - 152,648 shs.	9-16-74
* Group of Shareholders	United Cable Television Corp. (Tulsa, Okla.) Common Stock - 210,697 shs.	9-16-74
* Willis Shaw	Tri-State Motor Transit Co. (Joplin, Mo.) Common Stock - 177,208 shs.	9-16-74
* Martin J. Wygod Albert M. Weis David S. Freedberg Merchants Investors Corp.	Volt Information Sciences, Inc. (New York City) Common Stock - 323,167 shs.	9-16-74

ACQUISITION REPORTS CONT.

* Hillman Coal & Coke Co.	Dahlstrom Corp. (Jamestown, N. Y.) Common Stock - 148,814 shs.	9-16-74
* Source Capital, Inc.	Arnav Industries, Inc. (New York City) Common Stock - 121,500 shs. on exercise of Warrants	9-16-74
Berry Enterprises, Inc.	Ocean Science & Engineering, Inc. (Long Beach, Calif.) Common Stock - 500,000 shs. (20%) Common Stock - 1,664,438 shs. on exercise of Options (Above shares were purchased from Andrew J. Hurley pursuant to an Agreement. Berry has the right to acquire an additional 1,664,438 pursuant to this Agreement)	9-16-74
* Martin J. Wygod Merchant Investors Corp.	Hickory Furniture Co. (Hickory, N. C.) Common Stock - 117,597 shs.	9-16-74
Allen H. Parkinson	Optical Scanning Corp. (Newtown, Pa.) Common Stock - 230,000 shs. Debentures - \$2,410,000 Prin. Amount convertible into Common Stock at \$13.50 a share	9-16-74
Design Professionals, Inc.	Diversified Design Disciplines, Inc. (Houston, Texas) Common Stock - 586,206 shs. (98%)	9-16-74
* New America Fund Inc.	Lee Enterprises, Inc. (Davenport, Iowa) Common Stock - 304,600 shs.	9-17-74
* New America Fund, Inc.	Captech, Inc. (Long Beach, Calif.) Common Stock - 72,717 shs.	9-17-74
Bass Brothers Enterprises, Inc. Perry R. Bass	H. Miller & Sons, Inc. (Fort Lauderdale, Fla.) Common Stock - 37,000 shs.	9-17-74
* Albert M. Zlotnick	Y&S Candies Inc. (Westfield, N. J.) Common Stock - 34,590 shs.	9-17-74
Raynard Sportswear, Ltd.	Don Sophisticates, Inc. (New York City) Common Stock - 400,500 shs. (Above shares will be purchased from certain shareholders pursuant to an Agreement. Raynard, a corporation recently formed for this purpose will, on completion of such sale, own 67% of the outstanding Common Stock)	9-18-74
Arnold A. Saltzman	Seagrave Corp. (New York City) Common Stock - 100,344 shs.	9-18-74
* Amended Acquisition Report		

MATERIAL CONT. ON PAGE 8

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.

RESERVE NOW, PAY LATER -- To facilitate planning of the dinner, the Committee will accept indications of interest for the reservation of complete tables, even if they are at this moment incomplete, without payment of the entire cost of the table. Thus, if you are reasonably sure that you will be reserving a table -- even if you have not obtained confirmations from all of your party -- please notify Ms. Betty Lear at (202) 755-1114 and send in your reservation form. In the event that you are unable to fill your table, you will not be responsible for unused seats.

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.

## RECENT 8K FILINGS

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

- |  |   |
|--|---|
| <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 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
AMAREX DRILLING PROGRAM LTD 72 73	13	08/74
PBA INC	1,4	07/74
AMERICAN BANKS OF FLORIDA INC	3,14	09/74
AMERICAN TOBACCO INTERNATIONAL CORP	3	07/74
DIVERSITRON INC	13,14	09/74
GIANT FOOD INC	11	09/74
GIRARD INDUSTRIES CORP	NO ITEMS	09/74
GREER HYDRAULICS INC	7,14	08/74
GULF UNION CORP	3	08/74
HENRYS DRIVE IN INC	11	08/74
HOLIDAY RESOURCES INC	11	09/74
INTERMARK INC	8	08/74
INTERMARK INC	1	09/74
MID ATLANTIC REAL ESTATE INVESTMENT TRUS	3,13	08/74
MODULE SYSTEMS & DEVELOPMENT CORP	3	09/74
NORTH EUROPEAN OIL CO	13,14	09/74
TEJON AGRICULTURAL PARTNERS	13	09/74
UNITED STATES LEASING INTERNATIONAL INC	7	08/74
WIATT NORMAN CO	12,13,14	09/74
WYLY CORP	7,14	08/74
BANCORPORATION OF MONTANA	7	08/74
HEMDALE ENTERPRISES INC	2	07/74
INTERCONTINENTAL DIVERSIFIED CO	2	02/74

### 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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