

# sec news digest

Issue 74-240

(SEC Docket, Vol. 5, No. 17 - Dec. 17)

U.S. SECURITIES & EXCHANGE COMMISSION

December 12, 1974

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## DECISIONS IN ADMINISTRATIVE PROCEEDINGS

DEC 13 1974

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### SUSPENSION OF REGULATION A EXEMPTION OF LOCATING DEVICES, INC. MADE PERMANENT

#### LIBRARY

An order has been issued making permanent the suspension of the claimed Regulation A exemption from the Securities Act's registration requirements with respect to an offering of 55,000 units by Locating Devices, Inc., of Hauppauge, New York. Each unit consisted of one share of common stock and a warrant to purchase an additional share.

The permanent suspension order was based on findings that the company's offering circular falsely stated that no material change in its financial condition had taken place since the date of its financial statements, and failed to disclose that a part of the net proceeds of the offering would be used to pay its debts.

Without admitting or denying the allegations in the temporary suspension order, the company consented to the indicated findings and order making the suspension permanent. (Rel. 33-5544)

### PROCEEDINGS AGAINST MILES U. BRAUFMAN DISMISSED

Proceedings under the Securities Investor Protection Act against Miles U. Braufman, of St. Louis Park, Minnesota, have been dismissed. The only allegation against Braufman was that he was secretary of a broker-dealer for which a trustee was appointed under the Securities Investor Protection Act. It further appeared that Braufman was not involved in the broker-dealer's financial or recordkeeping activities and had no overall managerial responsibilities. (Rel. 70-19)

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## COMMISSION ANNOUNCEMENTS

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### MICRO COMPUTER CORPORATION

An order has been issued under Section 12(h) of the Securities Exchange Act of 1934 granting an application by Micro Computer Corporation, a New York corporation, for an exemption from the registration provisions of Section 12(g) of the Act. It appeared to the Commission that the requested exemption is not inconsistent with the public interest or protection of investors. (Rel. 34-11133)

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## COURT ENFORCEMENT ACTIONS

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### STIPULATION SIGNED AS TO WILLIAM HERBERT HUNT, OTHERS

The Denver Regional Office announced that on December 9 the Honorable Gerhard Gesell Judge, U.S. District Court for the District of Columbia, signed a stipulation consented and agreed to by William Herbert Hunt, Nelson Bunker Hunt and Randall A. Kreiling, ordering them not to file any information statement under Section 13(d) of the Securities Exchange Act of 1934 and the rules promulgated thereunder, relative to the common stock of Great Western United Corp. (GWU) which information statement does not contain complete and accurate statements as required by Section 13(d) of the Exchange Act and the rules promulgated thereunder.

William Herbert Hunt, Nelson Bunker Hunt and Randall A. Kreiling stipulated and agreed to the entry of the order, without admitting or denying the allegations in the Commission's complaint and without the entry of any findings of fact or conclusions of law or without any adjudication of the issues and on the understanding that the stipulation

did not constitute any admission of wrongdoing in this or any other proceeding. The order further imposes certain other obligations on the Hunts relative to trading in the common stock of Great Western United. The Commission in its complaint, filed the same day, had requested the court to permanently enjoin William Herbert Hunt, Nelson Bunker Hunt and Randall A. Kreiling from future violations of Section 13(d) of the Exchange Act and the rules promulgated thereunder. The complaint alleges that after purchasing approximately 7-1/2% of GWU's outstanding common stock, the Hunt Group filed a Schedule 13D with the Commission on October 21, 1974. The Commission's complaint alleges that the defendants filed a Schedule 13D containing false and misleading statements of material facts and omitting to state material facts concerning, among other things, the Hunt Group's purpose in acquiring the common stock of GWU, and their intent to change or cause changes in the Board of Directors of GWU and in the management of GWU.

It was further alleged that on November 1, 1974, the Hunt Group filed an Amendment No. 1 to Schedule 13D which contains false and misleading statements of material facts and omits to state material facts concerning, among other things, the Hunt Group's decision to attempt to buy those GWU shares owned by certain key directors and/or officers of GWU in order to eliminate the factions on GWU's Board of Directors and management; their intention by the purchase of GWU shares of common stock to control GWU's Board of Directors; and that the elimination of the dissident factions would greatly enhance their position in GWU. (SFC v. William Herbert Hunt, et al., U.S.D.C. D.C.). (LR-6633)

MOTION TO ADJUDGE PARADOX PRODUCTION CORP.  
FILED

The SEC today announced the filing of a motion to adjudge Paradox Production Corporation (Paradox), Salt Lake City, Utah, its president Miller E. Wuslick, Rutland, Massachusetts, and its secretary-treasurer, Austin B. Smith, Salt Lake City, Utah, in civil contempt of the court order entered by U.S. District Court Judge Gerhard Gesell on April 3, 1973, requiring Paradox to file with the Commission within thirty days from the date of the court order its annual report on Form 10-K for the fiscal year ended September 30, 1972, and several quarterly reports on Form 10-Q, and permanently enjoining Paradox from further reporting violations.

The Commission alleges Paradox has failed to file any reports for fiscal periods ended after September 30, 1971, and asks the court to effectuate timely and proper compliance by Paradox with the reporting provisions of the Securities Exchange Act of 1934. (SEC v. Paradox Production Corporation, Miller E. Wuslick, and Austin B. Smith, District of Columbia Civil Action No. 315-73). (LR-6631)

COMPLAINT NAMES TECHNICAL POULTRY  
PROCESSING EQUIPMENT, INC., OTHERS

The Denver Regional Office announced the filing of a complaint in Federal District Court in Nebraska on November 25 against Technical Poultry Processing Equipment, Inc., a Colorado corporation, Continental Poultry Equipment, Inc., a Nebraska corporation, Stanley Kiespert and Randall W. Koelling both of Denver, Colorado, Joseph LaBarber and Howard R. Tackitt, both of California. The complaint alleges violations of the registration and antifraud provisions of the securities laws and seeks an injunction from violating these provisions. (SEC v. Technical Poultry Processing Equipment, Inc., et al., D. Nebraska). (LR-6632)

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## INVESTMENT COMPANY ACT RELEASES

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DIVERSIFIED TAX-EXEMPT BOND FUND

An order has been issued on an application of Diversified Tax-Exempt Bond Fund, California Series I (Fund), a unit investment trust registered under the Investment Company Act of 1940, and its sponsor, Blyth Eastman Dillon & Co., Inc. (Sponsor) amending a prior order issued April 20, 1973 (Rel. IC-7780), so as to exempt Fund and all subsequent national or state series of the same or similar title of which Sponsor is a sponsor or co-sponsor (Subsequent Series) from the minimum capital requirements of Section 14(a) of the Act in the event of the distribution and redemption of Units of one or more Subsequent Series by an underwriting syndicate as well as by the Sponsor acting alone. (Rel. IC-8611 - Dec. 10)

THE DOMINICK FUND

A notice has been issued giving interested persons until January 6 to request a hearing on an application of The Dominick Fund, Inc., a closed-end investment company, for an order declaring that the Fund has ceased to be an investment company. (Rel. IC-8613 - Dec. 10)

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## HOLDING COMPANY ACT RELEASES

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### PENNSYLVANIA ELECTRIC COMPANY

An order has been issued authorizing Pennsylvania Electric Company, subsidiary of General Public Utilities Corporation, to extend the period within which it may make loans to unaffiliated coal companies and to extend the maturities of loans previously made to those companies. (Rel. 35-18706 - Dec. 11)

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## SECURITIES ACT REGISTRATIONS

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### (S-1) GENGE, INC.

10960 Wilshire Blvd., Los Angeles, Cal. 90024 - \$1,800,000 of 10% subordinated debentures, due 1982, to be offered in exchange for 300,000 shares of Genge common stock, at the rate to be determined. Genge provides professional services principally in the fields of planning, design, architecture and engineering. (File 2-52308 - Nov. 11)

### (S-7) OWENS-CORNING FIBERGLAS CORPORATION

Fiberglas Tower, Toledo, Ohio 43659 - \$50 million of sinking fund debentures, due 1999, which will be offered through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York, N.Y. 10004, Lazard Freres & Co., One Rockefeller Plaza, New York, N.Y. 10020 and White, Weld & Co. Incorporated, 1 Liberty Plaza, New York, N.Y. 10006. Owens-Corning primarily manufactures and sells glass fiber products. (File 2-52414 - Nov. 26)

### (S-16) SQUIBB CORPORATION

40 West 57th St., New York, N.Y. 10019 - 15,693 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. Squibb is a diversified pharmaceutical company which, through its operating subsidiaries, produces and sells professional products, including ethical pharmaceuticals, proprietaries and household products, consumer products, including confections, and fragrance and cosmetic products, and provides consumer services. (File 2-52421 - Nov. 27)

### (S-1) TYCO LABORATORIES, INC.

16 Hickory Dr., Waltham, Mass. 02154 - 701,438 shares of common stock, of which 311,753 may be offered for sale by certain stockholders at prices current at the time of sale, and 389,685 are reserved for issuance upon the exercise of options under the company's qualified stock option plans. Tyco researches, develops, manufactures, and sells various products in industrial, consumer and materials markets. (File 2-52425 - Nov. 27)

### (S-B) IRELAND

(Authorized Agent in the United States: Hon. Kevin Rush, Minister-Consul General of Ireland at New York, 580 Fifth Avenue, New York, N.Y. 10036) - \$25 million of notes, due 1980, to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, 165 Broadway, New York, N.Y. 10006 and Warburg Paribas Becker Inc., 55 Water St., New York, N.Y. 10041. (File 2-52433 - Nov. 29)

### (S-6) THE CORPORATE INCOME FUND, THIRTEENTH MONTHLY PAYMENT SERIES

\$15 million of units of beneficial interest, to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, 125 High St., Boston, Mass. 02110. The Fund, a Unit Investment Trust, was created by a trust agreement among Merrill Lynch, as Sponsor, The Bank of New York and The National Shawmut Bank of Boston, as Trustees, and Interactive Data Services, Inc., as Evaluator. The Fund's primary objective is providing a high level of current income through investment in a fixed portfolio of long-term debt obligations, issued primarily by corporations. (File 2-52483 - Dec. 10)

### (S-7) MIDDLE SOUTH UTILITIES, INC.

280 Park Ave., New York, N.Y. 10017 until December 31, 1974 and 225 Baronne St., New Orleans, La. 70112 thereafter - 7,000,000 shares of common stock, to be issued and sold

through negotiated sale to underwriters represented by Kidder, Peabody & Co. Incorporated, 10 Hanover Sq., New York, N.Y. 10005, Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, 165 Broadway, New York, N.Y. 10006 and Goldman Sachs & Co., 55 Broad St., New York, N.Y. 10004, at prices to be determined. Middle South Utilities, Inc. is an electric utility holding company. (File 2-52480 - Dec. 10)

(S-7) PENNSYLVANIA POWER COMPANY

1 East Washington St., New Castle, Pa. 16103 - 80,000 shares of preferred stock (\$100 par), to be offered for sale at competitive bidding. The company is an electric utility company which is a wholly-owned subsidiary of Ohio Edison Company. (File 2-52486 - Dec. 10)

REGISTRATIONS EFFECTIVE

Dec. 9: American Financial Corp., 2-51810, 2-51413; Midwest Income Investment Co., 2-52242.

Dec. 10: Atlantic Richfield Co., 2-52377; Dow Chemical Co., 2-52410; Florida Liquid Assets Co., 2-52137; Harnishchifeger Corp., 2-52072; J. Ray McDermott & Co., Inc., 2-52339; Reliance Electric Co., 2-52333; San Diego Gas & Electric Co., 2-52204; Smith-Kline Corp., 2-52416; Volunteer Natural Gas Co., 2-51932; Wespac and Associates, 2-51220; Western Acceptance Co., 2-49954.

Dec. 11: B. F. Goodrich Co., 2-52358; Cincinnati Milacron Inc., 2-51371; Compuscan, Inc., 2-52240; Financial Mortgage & Realty Corp., 2-52277; First International Bancshares, Inc., 2-52365; Foote, Cone, & Belding Communications, Inc., 2-52288; Fort Sam Houston Bankshares, Inc., 2-52274; Norton Simon, Inc., 2-52378; OJI Paper Co., Ltd., 2-52426; Richardson Merrell Inc., 2-52382; Stieger Tractor, Inc., 2-51882; Tennessee Valley Bancorp, Inc., 2-52304; The United Telephone Co. of Pennsylvania, 2-52319; Wisconsin Public Service Corp., 2-52241.

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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