

sec news digest

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CIVIL PROCEEDINGS

U.S. SECURITIES AND EXCHANGE COMMISSION

PALMER YORK, JR. AND THE SHAREHOLDERS PROTECTIVE COMMITTEE OF PORTSMOUTH SQUARE, INC. ENJOINED

The Los Angeles Regional Office announced that on April 27 the Honorable Gordon Thompson of the U.S. District Court for the Southern District of California, entered an Order of Preliminary Injunction against Palmer York, Jr. and the Shareholders Protective Committee of Portsmouth Square, Inc. The defendants were charged in the Commission's first amended complaint with violations of the filing and antifraud provisions of the proxy rules and regulations under Section 14(a) of the Securities Exchange Act of 1934 and Rules 14a-6 and 14a-9 thereunder.

The first amended complaint alleged, among other things, that defendants mailed various communications to Portsmouth Square, Inc. (PSI) shareholders which solicited funds for the purpose of financing litigation aimed at cancelling the shares of PSI's majority shareholder and removing PSI's management; and that these communications constituted proxy solicitations and were mailed to PSI shareholders without the filing of preliminary copies with the Commission at least ten days prior to the date they were mailed to shareholders, in violation of Rule 14a-6. The first amended complaint also alleged that the communications to PSI shareholders contained false and misleading statements in violation of Rule 14a-9.

The Court found that the defendants' solicitations of funds from PSI shareholders were proxy solicitations since they were reasonably calculated to result in either the procurement or withholding of a proxy.

The Order of Preliminary Injunction enjoins and restrains the defendants from any further violations of Section 14(a) of the Exchange Act and Rules 14a-6 and 14a-9 thereunder and also orders the defendants to return to PSI shareholders all monies which they have collected as a result of their solicitations since October 30, 1979. (SEC v. Palmer York, Jr., et al., U.S.D.C. S.D. Cal., Civil Action No. 80-1862-GT (H)). (LR-9371)

CRIMINAL PROCEEDINGS

WILLIAM WALLACE TAYLOR PLEADS GUILTY TO FRAUD CHARGE

The New York Regional Office announced that on March 26 the Honorable Dickerson R. Debevoise, U.S. District Judge for the District of New Jersey, accepted a guilty plea from William Wallace Taylor of Trenton, New Jersey to one count of an Information alleging mail fraud. The Information charged Taylor with a scheme or artifice to defraud whereby he obtained money by means of false and fraudulent pretenses in connection with transactions in options on the securities of the International Business Machines, Inc. On May 4, 1981, Taylor was sentenced by Judge Debevoise to five years imprisonment and two years probation. The Court suspended all but six months of the prison term.

On March 18, 1981, based on transactions in these same options, the Commission obtained a permanent injunction by consent against Taylor which prohibits him from violations of the antifraud and margin provisions of the securities laws. (U.S. v. Taylor, U.S.D.C. D.N.J., Crim. No. 81-109). (LR-9370)

R. JACK BERNHARDT INDICTED

The Chicago Regional Office announced that on June 10 a federal grand jury in Chicago, Illinois indicated R. Jack Bernhardt of Wilmette, Illinois on ten counts of mail fraud and 16 counts of securities fraud. The indictment alleges that Bernhardt engaged in a scheme to manipulate, dominate and control the markets in the common stocks of Olympia Brewing Company and Stange Company while he was employed as a registered representative with Swift, Henke & Co., Inc. and Loeb Rhoades and Co., Inc. and its predecessor firm, Loeb Rhoades and Co. (U.S. v. R. Jack Bernhardt). (LR-9378)

INVESTMENT COMPANY ACT RELEASES

LEASCO CORPORATION

An order has been issued on an application by Leasco Corporation, pursuant to Section 3(b)(2) of the Investment Company Act of 1940, declaring that Leasco is primarily engaged in a business or businesses other than that of investing, re-investing, owning, holding, or trading in securities, and thus is not deemed to be an investment company within the meaning of the Act. (Rel. IC-11820 - June 18)

HOLDING COMPANY ACT RELEASES

JERSEY CENTRAL POWER & LIGHT COMPANY

A notice has been issued giving interested persons until July 13 to request a hearing on a proposal of Jersey Central Power & Light Company, Metropolitan Edison Company and Pennsylvania Electric Company, subsidiaries of General Public Utilities Corporation, to sell a steam generator feedwater pump and a spare rotating element from the Three Mile Island Nuclear Generating Station Unit No. 2. Maine Yankee Atomic Power Company, subsidiary of Northeast Utilities and the New England Electric System, proposes to acquire the pump and rotating element. (Rel. 35-22091 - June 18)

TRANSWESTERN PIPELINE COMPANY

A notice has been issued giving interested persons until July 16 to request a hearing on an application by Transwestern Pipeline Company, an interstate pipeline company, for an order declaring it not to be a "gas utility company" pursuant to Section 2(a)(4). (Rel. 35-22092 - June 18)

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; File number and date filed; Assigned Branch; and whether the registration statement is a New Issue.

- (S-1) APEX OIL AND GAS PROGRAM-I, 97 San Marin Dr., Novato, CA 94947 - 30,000 pre-formation limited partnership units. (File 2-72829 - June 17) (Br. 9 - New Issue)
- (N-1) TEH GENERAL MONEY MARKET FUND, INC., 600 Madison Ave., New York, NY 10022 (212) 223-0303 - an indefinite number of shares of common stock. (File 2-72836 - June 17) (Br. 18 - New Issue)
- (S-16) THE BRITISH PETROLEUM COMPANY LIMITED, Britannic House, Moor Lane, London EC2Y 9BU England (01-920-8000) - 22,500,000 ordinary shares. (File 2-72837 - June 18) (Br. 3)
- (S-12) MORGAN GUARANTY TRUST COMPANY OF NEW YORK, 30 West Broadway, New York, NY 10015 - 100,000 American Depositary Receipts for common stock of Secom Co., Ltd. (File 2-72839 - June 18) (Br. 99 - New Issue)

- (S-1) TEXAS GENERAL RESOURCES, INC., 3050 South Post Oak Rd., Suite 200, Houston, TX 77056 - \$25 million of % convertible subordinated debentures, due July 15, 2001. Underwriters: Drexel Burnham Lambert Incorporated and Schneider, Bernet & Hickman, Inc. The company is engaged in exploration, development and production of oil and natural gas. (File 2-72840 - June 18) (Br. 4)
- (S-14) FLUOR CORPORATION, 3333 Michelson Dr., Irvine, CA 92730 (714) 975-2000 - 31,056,085 shares of common stock. (File 2-72841 - June 18) (Br. 9)
- (S-1) THE TENNECO 1981 DRILLING FUND, Tenneco Bldg., Houston, TX 77002 - \$7 million of limited partnership interests (plus possible additional assessments of \$1,750,000). (File 2-72843 - June 18) (Br. 6 - New Issue)
- (S-16) TECO ENERGY, INC., 111 North Dale Mabry Highway, Tampa, FL 33609 (813) 879-4111 - 1,500,000 shares of common stock. Underwriters: Kidder, Peabody & Co. Incorporated and Blyth Eastman Paine Webber Incorporated. (File 2-72844 - June 18) (Br. 8)
- (S-8) PENNSYLVANIA POWER & LIGHT COMPANY, Two North Ninth St., Allentown, PA 18101 (215) 770-5151 - 300,000 shares of common stock. (File 2-72845 - June 18) (Br. 7)
- (S-B) PROVINCE OF NEW BRUNSWICK, Canadian Consulate General, 1251 Avenue of the Americas, New York, NY 10020 - \$100 million of % debentures, due July 1, 1991. Underwriters: Salomon Brothers, Nesbitt Thomson Securities, Inc., Pitfield, Mackay & Co., Inc., The First Boston Corporation, Richardson Securities, Inc. and Levesque, Beaubien Inc. (File 2-72846 - June 18) (Br. 9 - New Issue)
- (S-6) MUNICIPAL INVESTMENT FUND, ONE HUNDRED EIGHTY-SIXTH MONTHLY PAYMENT SERIES, One Liberty Plaza, 165 Broadway, New York, NY 10080 - an indefinite number of units of beneficial interest. Depositors: Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, 165 Broadway, New York, NY 10080, Dean Witter Reynolds Inc., Bache Halsey Stuart Shields Incorporated and Shearson Loeb Rhoades Inc. (File 2-72847 - June 18) (Br. 17 - New Issue)
- (S-14) CITRUS SUBSIDIARY, INC., 56 Pennbrook Rd., Far Hills, NJ 07931 (201) 221-0440 - 700,000 shares of common stock. (Rights Offering) (File 2-72848 - June 18) (Br. 6 - New Issue)
- (S-1) XEROX CREDIT CORPORATION, Two Pickwick Plaza, Greenwich, CT 06830 - \$100 million of % notes, due 1988. Underwriters: Salomon Brothers and Goldman, Sachs & Co. The company is engaged in financing accounts receivables arising out of retail equipment sales by Xerox. (File 2-72850 - June 18) (Br. 2)

In a separate statement the company seeks registration of \$100 million of zero coupon subordinated notes, due 1991. (File 2-72851 - June 18)

REGISTRATIONS EFFECTIVE

May 29: Templeton Global Fund, Inc., 2-70889.

June 8: American Republic Bancorp, 2-72233; Ducommun Inc., 2-71945; Hecla Mining Co., 2-71721; McNeil Real Estate Fund XII, Ltd., 2-71343; Pathfinder Petroleum, 2-71372; UMC Industries, Inc., 2-72359; United Banks of Wisconsin, Inc., 2-72420.

June 9: Allis-Chalmers Credit Corp., 2-72495; Archer-Daniels-Midland Co., 2-72510; Liz Claiborne, Inc., 2-71806; The Corporate Income Fund, One Hundred Twenty-Third Short Term Series, 2-72203; Dravo Corp., 2-71993; First Community Bancorp., 2-72109; The First Trust of Insured Municipal Bonds, Series 65, 2-72068; L. B. Foster Co., 2-72051; Overthrust Resources, Ltd., 2-70963; Pacific Power & Light Co., 2-72302; Science Applications, Inc., 2-72328; Shell Oil Co., 2-72621; Software AG International, Inc., 2-72060; United Gas Pipe Line Co., 2-69132.

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, registration statements, and other filings may be ordered by writing to the Public Reference Branch, Securities and Exchange Commission, Washington, D.C. 20549. When you are ordering more than one, we prefer that the documents be listed in alphabetical order by registrant name to expedite service. Cost estimates are given on request. Two types of service are available through the Public Reference Branch, one of which (priority service) is also available directly from the SEC's service contractor.

REGULAR SERVICE — The regular service reproduction cost is 10¢ per page, including applicable sales taxes, plus postage (\$5.00 minimum order). Regular service orders will be shipped within seven calendar days of the receipt by the SEC's service contractor of your request, forwarded from the Public Reference Branch. Slight delays may occur if the materials to be copied are not already in the contractor's master files.

PRIORITY SERVICE — Copies of documents may be ordered by telephone directly from the SEC's service contractor by calling 301/951-1350. The priority reproduction cost is 35¢ per page plus postage and applicable sales taxes (\$10.00 minimum order). Priority service orders will be shipped by 4:00 PM of the working day following the day of your telephoned request for materials already in the contractor's master files. Cost estimates are given on request.

All other reference material is available in the SEC Docket.

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