

sec news digest

a daily summary from the securities and exchange commission

Issue 73-197

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October 11, 1973

COMMISSIONER SOMMER COMMENTS ON COMMISSION RATE QUESTION

In a speech before a group of regional brokers in Cleveland, Ohio, Commissioner Sommer commented on the Commission's decision on commission rates and the need for the industry to come together to resolve its problems. He stated:

"I would suggest that within the industry there is insufficient effort to work out a unified program for change. Granted, with the new interest of the Department of Justice in the activities of the securities industry, proposals for joint action must be treated very gingerly; still there does seem to be more room for combined thinking and combined effort to ascertain the manner in which securities markets for the rest of the century should be run. Proposals are constantly being floated, but there is scant evidence that they are then thrashed, chewed, tested in the crucible along with other suggestions. . .

There are signs of progress. There is presently commencing discussion between the representatives of SIAC and the National Clearing Corporation looking to the melding of their facilities with resulting economies and efficiencies. But this is little more than a start, which should be followed by long, stretching steps toward common approaches to the massive problems confronting the industry and the nation."

In addition, Commissioner Sommer told of the Commission's instructions to its staff to proceed with the implementation of their recommendations concerning the report of the Advisory Committee on Broker-Dealer Reports and Registration Requirements. He stated that there will be three major aims of the program: (1) the development of a key regulatory report incorporating the concept of layering an exception reporting; (2) the avoidance of duplication in inspections; (3) the development, in conjunction with state administrators and industry representatives, of a uniform state and federal form for the registration of brokers and dealers.

COMMISSION ANNOUNCEMENTS

REGULATION A EXEMPTION OF DATE-A-SUPERGIRL SUSPENDED. An order has been issued temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a public offering of stock by Date-A-Supergirl, Inc. H. E. Simpson & Co., 40 Exchange Place, New York City, was named as underwriter in the notification and offering circular.

Under a notification filed October 10, 1972, Date-A-Supergirl was to offer 50,000 shares of common stock at 50¢ per share. According to the order, the Commission has reason to believe that: (a) the notification and offering circular fail to adequately disclose securities sold or to be sold to the underwriter and that the lump sum payment due in the sale of its first and only franchise has been extended over a three-year period; (b) the notification does not adequately disclose the jurisdictions in which the securities are to be offered and the company failed to include financial statements of the predecessor partnership as required and (c) the firm has failed to respond to the staff's comment letter and follow-up requests. (Rel. 33-5431)

PENNSYLVANIA LIFE TRADING SUSPENDED. Over-the-counter trading in all securities of Pennsylvania Life Company of Santa Monica, California has been suspended for a ten day period beginning October 10 through midnight October 19, 1973.

The suspension was initiated pending clarification and dissemination by the company of information concerning its operations, including information concerning transactions between subsidiaries of Pennsylvania Life and subsidiaries of Equity Funding Corporation of America. (Rel. 34-10428)

PENN GENERAL AGENCIES TRADING HALTED. Over-the-counter trading in all securities of Penn General Agencies, Inc., has been suspended for a nine-day period beginning at 9:45 a.m. (EDT) on October 11, 1973, through October 19, 1973.

The suspension was initiated pending clarification and dissemination by Pennsylvania Life Company parent of Pennsylvania General, of operations of Pennsylvania, including transactions between subsidiaries of Pennsylvania and subsidiaries of Equity Funding Corporation of America. (Rel. 34-10427)

COURT ENFORCEMENT ACTIONS

COMPLAINT NAMES COLORADO ENERGY CORP., OTHERS. The SEC Denver Regional Office announced the filing of a complaint on October 5 in the Federal Court in Denver, Colorado, seeking to enjoin Colorado Energy Corporation, Karlyn D. Mills and Loren E. Smith, all of Boulder, Colorado, from violations of the registration and anti-fraud provisions of the Federal securities laws in the offer and sale of the common stock of Colorado Energy Corporation. (IR-6088)

MICHAEL LA MARCA PLEADS GUILTY. The Washington Regional Office announced that on October 4, before the Federal court in Maryland Michael La Marca pleaded guilty to one count of conspiracy of a 14 count indictment. The indictment charges violations of the registration and anti-fraud provisions of securities laws, mail fraud, fraud by wire, interstate transportation of stolen property, and conspiracy to commit these offenses in the sale of the unregistered stock of American Continental Industries, Inc. (IR-6089)

INVESTMENT COMPANY ACT RELEASES

PAN AUSTRALIAN FUND LIMITED. An order has been issued on an application by Pan Australian Fund Limited, an Australian investment company, permitting the Fund to register as an investment company under the Act and to make a public offering of its securities in the United States. (IC-8028)

INNOVEN CAPITAL CORPORATION. An order has been issued exempting from all provisions of the Act InnoVen Capital Corporation, a company newly organized to make venture capital investments, which proposes to offer its securities to a limited number of corporate or institutional investors. (Rel. IC-8031)

HOLDING COMPANY ACT RELEASES

AMERICAN ELECTRIC POWER COMPANY. An order has been issued extending for 90 days its previous grant of an exception from competitive bidding requirements in connection with negotiations for the sale of the stock of MacLane Gas Company, a subsidiary of American Electric Power Company, Inc. (Rel. 35-18119)

SECURITIES ACT REGISTRATIONS FILED

EQUITABLE GENERAL CORPORATION, 1200 Ross Bldg., P. O. Box 1122, Richmond, Va. 23208 - 3,339,023 shares of common stock. Under a proposed reorganization, EL Insurance Company (ELICO), wholly-owned subsidiary of Equitable General, will acquire all the assets of Equitable Life Insurance Company, in exchange for 3,339,023 Equitable common shares. Upon consummation of the exchange, ELICO will own all the assets of Equitable Life and General will own all the outstanding stock of ELICO. Equitable is engaged in life insurance and related insurance businesses. (File 2-48980 - Sept. 4)

MADISON FUND, INC., 660 Madison Ave., New York, N.Y. 10021 - 1,090,990 shares of common stock issuable in connection with dividend payments and acquisitions and for investment of contributions under retirement plans established under The Self-Employed Individuals Tax Retirement Act of 1962. The Fund is a closed-end management investment company, which invests principally in common stocks. (File 2-49032 - Sept. 12)

MACRODYNE INDUSTRIES, INC., 1161 San Vicente Blvd., Los Angeles, Calif. 90049 - 4,514,292 shares of common stock, 1,337,565 shares of Series A preferred stock and 285,715 shares of Series B preferred stock. Under a proposed plan of reorganization, Macrodyne-Chatillon Corporation would merge into its wholly-owned subsidiary Macrodyne Industries, Inc. Upon effectiveness of the reorganization, each outstanding common share of Macrodyne-Chatillon would be exchanged for a common share of Industries and, each outstanding Series A and Series B preferred share of Macrodyne-Chatillon would be exchanged for two common shares of Industries and for each two preferred shares exchanged, the holder would receive a warrant to purchase one additional common share of Industries. (File 2-49015 - Sept. 10)

UNION BANCOR, INC., 120 North Stone Ave., Tucson, Ariz. 85702 - 460,000 shares of common stock. It is proposed to issue these shares in exchange for the outstanding capital stock of Union Bank, at the rate of two Bancor shares for each Union Bank share. (File 2-49051 - Sept. 12)

STEER WEST, INC., 2711 Garden Road, Monterey, Cal. 93940 - \$10 million of pre-organization subscriptions for partnership interests in Steer-West Cattle Feeding Program-73 (a series of five-year limited partnerships), to be offered for sale at \$1000 per unit with a minimum purchase of ten units through Steer-West Securities Corp., of the same address, an affiliate of the general partners, and selected NASD members. The Partnerships will engage in buying, feeding and marketing cattle. Steer West, Inc. and Robert Swanston are the general partners. (File 2-49104 - Sept. 21)

SPECTRUM REAL ESTATE INVESTMENT TRUST, Alcoa Bldg., One Maritime Plaza, San Francisco, Cal. 94111 - 400,000 shares of beneficial interest, to be offered for sale at \$25 per share through selected NASD members. The Trust has been established to make equity investments in income producing real estate. Spectrum Advisers, Inc. is investment adviser. (File 2-49105 - Sept. 21)

THE SUMMIT BANCORPORATION, 367 Springfield Ave., Summit, N.J. 07901 - 622,014 shares of common stock. It is proposed to offer these shares in exchange for the outstanding capital stock of Summit and Elizabeth Trust Company, on a share-for-share basis. (File 2-49106 - Sept. 21)

SCOTT'S LIQUID GOLD, INC., (Scott's), 4880 Havana St., Denver, Colo. 80239 - 120,000 shares of common stock. It is proposed to offer these shares in exchange for substantially all of the assets of Aquafilter Corporation. Aquafilter will subsequently liquidate and dissolve and distribute the 120,000 Scott's shares to Aquafilter shareholders in exchange for their Aquafilter common stock. Scott's manufactures and sells household cleaning products. Aquafilter manufactures and markets filter devices. (File 2-49107 - Sept. 21)

PFL VARIABLE ANNUITY FUNDS FILED. Pacific Fidelity Life Insurance Company, depositor, 10960 Wilshire Blvd., Los Angeles, Cal. 90024, filed six registration statements for PFL Variable Annuity Funds, as follows:

- PFL Variable Annuity Fund I - \$2,000,000 of individual variable annuity contracts
(File 2-49108 - Sept. 21)
- PFL Variable Annuity Fund II - \$6,000,000 of individual variable annuity contracts
(File 2-49109 - Sept. 21)
- PFL Variable Annuity Fund III - \$1,250,000 of individual variable annuity contracts
(File 2-49110 - Sept. 21)
- PFL Variable Annuity Fund IV - \$3,000,000 of individual variable annuity contracts
(File 2-49111 - Sept. 21)
- PFL Variable Annuity Fund V - \$2,000,000 of individual variable annuity contracts
(File 2-49112 - Sept. 21)
- PFL Variable Annuity Fund VI - \$6,000,000 of individual variable annuity contracts
(File 2-49113 - Sept. 21)

SECURITIES ACT REGISTRATION. Effective October 10: Banner Herds, Inc., 2-48469 (90 days); Capital National Corporation, 2-48594; The Coca-Cola Bottling Company of New York, Inc., 2-49135; Consolidated Edison Company of New York, Inc., 2-49025; Erc Corporation, 2-48558; MGIC Investment Company, 2-48959; Multimedia, Inc., 2-49055; Munsingwear, Inc., 2-49023; Steak and Ale Restaurants of America, Inc., 2-48704.

MISCELLANEOUS

TRADING SUSPENSIONS CONTINUED. The SEC has initiated suspension of exchange and over-the-counter trading in the securities of BBI, Inc. and U.S. Financial, Inc. and over-the-counter trading in the securities of Aztec Products, Inc., Beneficial Laboratories, Inc., and Triex International Corporation for the further ten-day period October 11-20, inclusive.

RECENT FORM 8-K 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; and any newly enacted requirements effecting registrant's business.

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
AMENDMENTS TO REPORTS ON FORM 8-K		
ASTRODATA INC	4	07/73
BAYLY CORP	7,14	08/73
CHRYSLER FINANCIAL CORP	7	08/73
COQUINA OIL CORP	NO ITEMS	09/72
FEDERATED TEXAS BANKCORPORATION INC	1,2,4,11	05/73
GAC CORP	13	08/73
GAC FINANCE INC	13	08/73
GELLIS S & CO INC	14	06/73
HANLEY CONSOLIDATED INC	6,13	08/73
IEL ELECTRONICS CORP	1	07/73
LAS VEGAS HACIENDA INC	14	03/73
MARRIOTT CORP	14	07/73
MEAD CORP	14	05/73
NEW IDRIA MINING & CHEMICAL CO	2	07/73
OXFORD ELECTRIC CORP	14	06/73
OXFORD ELECTRIC CORP	14	07/73
PACIFIC COAST MEDICAL ENTERPRISES	2,13	08/73
PAY N PAK STORES INC	7,13,14	08/73
PENN METAL FABRICATORS INC	13	06/73
SCIENTIFIC ATLANTA INC	4	08/73
SMITH INTERNATIONAL INC	11	05/73
TIME DC INC	13	08/73
WOODS COMMUNICATION CORP	14	04/73
WORLD AIRWAYS INC	2	07/73
ADVANCED MEMORY SYSTEMS INC	14	07/73
AMERICAN NUCLEONICS CORP	NO ITEMS	01/73
DIXIE YARNS INC	14	05/73
GABLE INDUSTRIES INC	7,13	06/73
GULFSTREAM LAND & DEVELOPMENT CORP	14	03/72
HYTEK INTERNATIONAL CORP	7	04/73
ELECTRO MANAGEMENT INC	13	06/73
LINCOLN NATIONAL CORP	10,14	06/73
LIQUIDONICS INDUSTRIES INC	8	06/73
MOTOROLA INC	14	05/73
PUNDEKUSA SYSTEM INC	14	06/73
SENTINEL RESOURCES CORP	2,6	06/73
UIP CORP	10	05/73
UNIVERSAL CONTAINER CORP	14	06/73

Copies of registration statements may be ordered from the Commission's Public Reference Section. All other referenced material is available in the issue of the SEC Docket indicated in parentheses below the News Digest issue No. Both the News Digest (\$33.00 a year, first class mail; \$8.25 additional for foreign mailing; \$25.00 additional for air mail) and the SEC Docket (\$17.00 a year, first class mail; \$4.25 additional for foreign mailing) are for sale by the Superintendent of Documents, Government Printing Office, Washington, D. C. 20402.