

# sec news digest

Issue 74-66

(SEC Docket, Vol. 4, No. 2 - Apr. 16)

U.S. SECURITIES & EXCHANGE COMMISSION

April 4, 1974

RECEIVED

## ORDERS FOR PUBLIC PROCEEDINGS

APR 5 1974

### C. I. OREN & CO., OTHERS

#### LIBRARY

Public administrative proceedings have been instituted against C. I. Oren & Co., Inc., a New York broker-dealer, Irving Orenstein, president of Oren & Co., and William Rodman, formerly a registered representative and trader with Oren & Co. The proceedings are based on allegations by the Commission's staff that the firm, Orenstein and Rodman violated the antifraud provisions of the securities laws in transactions in the securities of Power Conversion, Inc. They are also charged with violating the net capital and recordkeeping requirements, and it is alleged that they were enjoined from violating the net capital requirements. In addition, it is alleged that the firm and Orenstein aided violations of the supplemental reporting provisions and failed to supervise Rodman and that a SIPC trustee was appointed on October 26, 1972 to liquidate Oren & Co.

A hearing will be scheduled to take evidence on the staff's allegations and to afford the respondents an opportunity to offer any defenses. The hearing is to determine whether the allegations are true, and, if so, whether any action of a remedial nature should be ordered by the Commission. (Rel. 34-10717)

## COMMISSION ANNOUNCEMENTS

### COMMENT PERIOD EXTENDED ON FOREIGN ACCESS TO SECURITIES MARKETS ISSUES

The SEC has extended from April 5 until May 20, 1974 the deadline by which all interested persons may comment on issues concerning foreign access to the United States securities markets (Rel. 34-10634). Comments were requested on a broad range of policy questions concerning membership on and other access to American securities markets and securities associations by persons who are either foreign entities or United States broker-dealers affiliated with foreign nationals. (Rel. 34-10712)

### REGULATION A EXEMPTION OF WORLD WHOLESALE, INCORPORATED SUSPENDED

The temporary suspension of the Regulation A exemption from registration under the Securities Act of 1933 of a public offering of stock of World Wholesale, Incorporated, Salt Lake City, Utah, has become permanent. Under a notification filed on December 17, 1971, World Wholesale offered 1,000,000 shares of common stock at \$.25 per share. The Commission has reason to believe that: (a) the terms and conditions of Regulation A have not been complied with, in that the offering circular failed to state accurately the use to which the proceeds were to be applied, the nature of World Wholesale's business, the actual underwriters of the offering, and the actual plan for the distribution of the offering; (b) the notification and offering circular filed by World Wholesale contained untrue statements of material facts and omitted to state material facts particularly about the actual and undisclosed underwriters of the offering, the use of proceeds and the plan of distribution; and (c) the offering was made in violation of the antifraud provisions of the securities laws. (Rel. 33-5476)

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## COURT ENFORCEMENT ACTIONS

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### HAROLD V. VANDERWEST ENJOINED

The Denver Regional Office announced that the Federal District Court of Reno, Nevada on January 23, 1974 permanently enjoined Harold V. Vanderwest of Phoenix, Arizona, formerly of Clearfield, Utah, from violating the registration and antifraud provisions of the securities laws in the offer, sale or purchase of the common stock of Canusa Holdings, Ltd., Academic Development Corporation and Specialty Equities Corporation. Vanderwest, without admitting or denying allegations in the complaint except he did admit the jurisdictional allegations, consented to the court order. (LR-6305)

### NORTH AMERICAN RESEARCH AND DEVELOPMENT CORPORATION, EDWARD WHITE, ALFRED BLUMBERG AND K. RALPH BOWMAN PERMANENTLY ENJOINED

The New York Regional Office announced that on March 25 the U. S. District Court for New York permanently enjoined North American Research and Development Corporation (NARD), Edward White, Alfred Blumberg and K. Ralph Bowman, the remaining defendants in the Commission's action against NARD and 42 others.

The court order prohibits violations of the registration and antifraud provisions of the securities laws in the offer and sale of the common stock of NARD. These defendants had opposed the entry of a permanent injunction against them. (LR-6306)

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## HOLDING COMPANY ACT RELEASES

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### GENERAL PUBLIC UTILITIES CORPORATION

An order has been issued authorizing General Public Utilities Corporation to make capital contributions to four of its subsidiary companies in an aggregate amount of \$125,100,000. (Rel. 35-18358)

### THE COLUMBIA GAS SYSTEM

A notice has been issued giving interested persons until April 25 to request a hearing on an application of The Columbia Gas System, Inc., and thirteen of its subsidiary companies regarding proposed intrasystem financing. (Rel. 35-18359)

### MIDDLE SOUTH UTILITIES

An order has been issued authorizing Middle South Utilities, Inc., a registered holding company, to increase from \$73,700,000 to \$83,700,000 the maximum aggregate amount of short-term notes to be issued and sold to a group of commercial banks. The proceeds will be used toward the purchase of 435,000 shares of common stock of Mississippi Power & Light Company, a Middle South subsidiary, for an aggregate of \$10,005,000. (Rel. 35-18360)

### JERSEY CENTRAL POWER & LIGHT COMPANY

An order has been issued authorizing Jersey Central Power & Light Company, subsidiary of General Public Utilities Corporation, to sell 350,000 additional shares of its cumulative preferred stock at competitive bidding. (Rel. 35-18361)

## SECURITIES ACT REGISTRATIONS

(S-1) MARY KAY COSMETICS, INC.

8900 Carpenter Freeway, Dallas, Tex. 75247 - 75,000 shares of common stock, issuable upon exercise of options granted under the company's Qualified Stock Option Plan. The company manufactures and distributes cosmetics and toiletries. (File 2-50600 - Apr. 1)

(S-16) SYBRON CORPORATION

1100 Midtown Tower, Rochester, N. Y. 14604 - 40,250 shares of common stock, which may be offered for sale from time to time by certain selling shareholders at prices current at the time of sale. The company is a worldwide manufacturer of process equipment, instrumentation, health products and water and waste treatment equipment. (File 2-50602 - Apr. 1)

(S-7) TENNECO INC.

1010 Milam St., Houston, Tex. 77002 - (a) 2,364 shares of \$5.50 preference stock; (b) 1,272,505 shares of common stock; (c) 29,796 warrants, exercisable through November 1, 1975, to purchase common stock; and (d) 12,972 warrants exercisable through April 1, 1979, to purchase common stock all issuable under the company's Thrift Plan. The company owns and operates natural gas transmission systems, manufactures automotive, farming and construction equipment, and are also in the shipbuilding, oil and gas, chemicals, packaging, land use and development and other businesses. (File 2-50608 - Apr. 1)

(S-14) ULTRASONIC SYSTEMS, INC.

405 Smith St., Farmingdale, N. Y. 11735 - 616,666 shares of common stock, to be offered in exchange for all of the outstanding common shares of East/West Medical Products, Inc., Hauppauge, New York 11787, at the rate of one Ultrasonic share for each East/West share. Ultrasonic primarily develops and produces ultrasonic medical and dental devices. (File 2-50614 - Apr. 1)

(S-7) GENERAL SIGNAL CORPORATION

280 Park Ave., New York, N. Y. 10017 - \$40 million of sinking fund debentures, due 1999, to be offered for sale through underwriters headed by Blyth Eastman Dillon & Co. Incorporated, One Chase Manhattan Plaza, New York, N. Y. 10005. The company principally manufactures and sells specialty control equipment and systems. (File 2-50625 - Apr. 2)

(S-7) AMP INCORPORATED AND PAMCOR, INC.

Harrisburg, Pa. 17105 and Banco Popular Bldg., San Juan, Puerto Rico 00905, respectively - 500,000 shares of common stock, of AMP and certificates therefor representing proportional beneficial interest in common stock, of Pamcor. These securities are to be offered for sale by a selling stockholder at a price current at the time of sale through underwriters headed by Kidder, Peabody & Co. Incorporated, 10 Hanover Place, New York, N. Y. 10005. AMP and Pamcor design and produce electrical connections, switching and programming devices and related tooling. (File 2-50630 - Apr. 2)

(S-11) DeRAND REAL ESTATE INVESTMENT TRUST

1815 No. Ft. Myer Drive, Arlington, Va., 22209 - 200,000 shares of beneficial interest, of which 85,125 will be first offered to shareholders of record May 1 at the rate of one share for each share held. The unsubscribed portion of 85,125 plus remaining 114,875 shares will be offered to the public at the same price as to shareholders. DeRand Investment Corporation of America, is the managing underwriter. The Trust makes real estate equity investments. (File 2-50636 - Apr. 2)

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:

- United Savings Life Insurance Company, Hinsdale, Ill. (File 2-50606 - Apr. 1) - 100,000 shares
- Tenneco Inc., Houston, Tex. (File 2-50609 - Apr. 1) - 14,197 shares
- John Fluke Mfg. Co., Inc., Mountlake Terrace, Wash. (File 2-50611 - Apr. 1) - 50,000 shares and (File 2-50612 - Apr. 1) - 49,858 shares
- The Standard Products Company, Cleveland, Ohio (File 2-50618 - Apr. 1) - 199,450 shares
- Teradyne, Inc., Boston, Mass. (File 2-50619 - Apr. 1) - 125,000 shares

REGISTRATIONS EFFECTIVE

April 3: Baltimore Gas And Electric Company, 2-50410; G. D. Searle Company, 2-50603; Jersey Central Power & Light Company, 2-50215; Lafayette Funds, Inc., 2-49971; Metro-Goldwyn-Mayer Inc., 2-40150; Minnesota Mining And Manufacturing Company, 2-50544; Municipal Investment Trust Fund, 6th NY, 2-50162; NRM Petroleum Corp., 2-49320; Omron Tateisi Electronics Company, 2-50419; Tesoro 1974-A Exploration Program, Ltd., 2-50019; TRW Inc., 2-50424; United Gas Pipe Line Company, 2-50624; W.W. Grainger, Inc., 2-50403.

REGISTRATIONS WITHDRAWN

April 2: Connecticut Bancshares Corp., 2-49148; Hamco Resources, Inc., 2-47465; Lansing, Ltd., 2-47824 (abandoned); Union Bancor, Inc., 2-49051.

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## ACQUISITIONS OF SECURITIES

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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 March 13-27, 1974

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER &amp; NUMBER OF SHARES</u>	<u>DATE FILED</u>
Group of Institutional Investors	Tenneco Inc. 8.52% Preferred - 400,000 shs. were purchased pursuant to an Agreement	3-13-74
* Transamerica Computer Co., Inc.	Semiconductor Component Substrates Corp. Common Stock - 2,117,000 shs. on exercise of Warrants Common Stock - 705,490 shs. on exercise of Options granted by certain shareholders	3-15-74
Lane Drug Corp.	Peoples Drug Stores, Inc. Common Stock - 538,900 shs. on consummation of purchase agreement with certain shareholders	3-15-74

ACQUISITION REPORTS CONT.

* Pechiney Ugine Kuhlmann Corp.	Howmet Corp. Common Stock - 7,488,096 shs.	3-15-74
* Pricel S.A. Prixilla S.A.	Dymo Industries, Inc. Common Stock - 452,700 shs.	3-15-74
* South Bay Corp.	Giant Portland Cement Co. Common Stock - 214,900 shs.	3-18-74
Frank J. Midulla	Clinical Sciences Inc. Common Stock - 75,000 shs. Common Stock - 50,000 shs. on exercise of Options	3-18-74
Interstate Securities Co. Employees' Thrift Plan	ISC Industries Inc. Common Stock - 157,904 shs.	3-18-74
Simon J. Messitte	Codi Corp. Common Stock - 112,696 shs. Convertible Notes - \$221,750 Prin. Amount convertible into Common at \$3.50 a share	3-18-74
Bernard Finkel	Clinical Sciences Inc. Common Stock - 81,000 shs. Common Stock - 50,000 shs. on exercise of Options	3-18-74
Cutler-Hammer, Inc.	Microdata Corp. Common Stock - 200,000 shs. Common Stock - 100,000 shs. (The above will be acquired from the Issuer at the closing of the Agreement)	3-18-74
Mutual of Omaha Insur. Co.	United Benefit Life Insurance Co. Capital Stock - 509,933 shs.	3-18-74
J. W. Brown	American Controlled Industries, Inc. Common Stock - 175,395 shs.	3-18-74
Heinz-Werner Hempel	Micropac Industries, Inc. Common Stock - 1,177,334 shs. Common Stock - 1,083,466 shs. on exercise of a Warrant Common Stock - 2,000,000 shs. on exercise of Options (Mr. Hempel has acquired control on purchase of above shares from Varo, Inc.)	3-19-74
* David H. Murdock et al	Pacific Holding Corp. Common Stock - 422,917 shs. Conv. Pfd. - 3,912 shs.	3-20-74
Idanta Partners	Grey Advertising, Inc. Common Stock - 63,900 shs.	3-21-74
Indian Head Inc.	Tri-Wall Containers, Inc. Common Stock - 636,210 shs. on consummation of agreements	3-21-74
Key Apparel Corp.	American Recreation Group, Inc. Common Stock - 128,000 shs. Common Stock - 26,000 shs. are owned by Betty G. Rose, Secretary-Treasurer of Key Apparel	3-21-74

ACQUISITION REPORTS CONT.

John W. Sullivan	Skil Corp. Common Stock - 162,798 shs.	3-21-74
Ciba-Geigy Corp.	Funk Seeds International, Inc. Common Stock - 2,165,754 shs. (2,114,754 of above shares were purchased pursuant to the Tender Offer)	3-22-74
Gulf & Western Industries, Inc.	Elco Corp. Common Stock - 246,057 shs. (Above shares are owned of record by Gulf & Western Manufacturing Co., a wholly-owned subsidiary)	3-22-74
* Terry J. Fox	Scotten, Dillon Co. Common Stock - 9,000 shs.	3-22-74
National Propane Corp.	Golconda Corp., Inc. Common Stock - 1,023,566 shs. (Above shares were purchased from the Bankruptcy Trustee in the Westgate-California Corp. Reorganization Proceedings)	3-22-74
* National Heritage Life Insurance Co.	Modern Security Life Insurance Co. Common Stock - 103,150 shs.	3-22-74
* Stabetag AG	Nachman Corp. Common Stock - 570,125 shs.	3-22-74
Somerset Development Corp. of America	Viking General Corp. Common Stock - 200,000 shs.	3-22-74
* Gulf & Western Industries, Inc.	Kayser-Roth Corp. Common Stock - 1,525,000 shs.	3-22-74
Alpena Power Co.	Edison Sault Electric Co. Common Stock - 27,800 shs.	3-25-74
Jerry Ganz	Gateway Industries, Inc. Common Stock - 143,516 shs.	3-25-74
* Blue Chip Stamps	Wesco Financial Corp. Common Stock - 1,154,087 shs. (Above constitutes 48.6% of the outstanding Common shares. 96,045 shares were purchased under the new Tender Offer)	3-25-74
* Marathon Corp. et al	Delwood Furniture Co., Inc. Common Stock - 313,302 shs. Common Stock - 37,000 shs. on exercise of a right (250,000 of above shares were purchased from U. S. Industries, Inc. pursuant to an agreement)	3-25-74
Ricoh of America, Inc. (A wholly-owned subsidiary of Ricoh Co., Ltd. (Japan))	Savin Business Machines Corp. Common Stock - 20,000 shs. Common Stock - 150,000 shs. on exercise of Warrants	3-25-74
Leemilt's Petroleum, Inc. and its wholly-owned subsidiary, Power Test Petroleum Distributors, Inc.	Alpha Portland Industries, Inc. Common Stock - 379,200 shs.	3-25-74
H. K. Porter Co., Inc.	Portec, Inc. Common Stock - 58,880 shs.	3-25-74

ACQUISITION REPORTS CONT.

Keystone Custodian Fund Series S-4	National CSS, Inc. Common Stock - 37,300 shs.	3-25-74
Bear, Stearns & Co.	VCA Corp. Common Stock - 231,100 shs.	3-25-74
* Alleghany Corp.	USM Corp. Common Stock - 1,159,900 shs.	3-25-74
David Merrick	Twentieth Century-Fox Film Corp. Common Stock - 747,900 shs.	3-26-74
Charles E. Curry Group	First National Charter Corp. Common Stock - 82,612 shs.	3-26-74
* American Steel and Pump Corp.	W. F. Hall Printing Co. Common Stock - 389,600 shs.	3-26-74
* Accident and Casualty Insurance Co. of Winterthur, Switzerland	CNA Financial Corp. Common Stock - 2,038,728 shs. Conv. Series A Pfd - 530,013 shs.	3-26-74
* GL Corp.	Hammond Corp. Common Stock - 495,900 shs.	3-26-74
* E. Eugene Mason	Beacon Resources Corp. Common Stock - 107,373 shs. Common Stock - 50,000 shs. on exercise of Options Convertible Pfd - 1,000 shs.	3-27-74
EMW Associates Inc.	Cambridge Memories, Inc. Common Stock - 100,000 shs.	3-27-74
Gene Traub Barry Traub Lawrence W. Feldman	Foothill Group, Inc. Common Stock - 20,662 shs. Common Stock - 45,600 shs. on conversion of Debentures (\$290,700 Prin. Amount of Debs. were purchased pursuant to an agreement)	3-27-74

\* Amended Acquisition Report

The following companies have made offers to acquire stock of companies listed below pursuant to tender offers as reported to the Commission on Schedule 13D:

<u>OFFER TO PURCHASE BY:</u>	<u>ISSUER AND NUMBER OF SHARES TO BE TENDERED:</u>	<u>DATE FILED</u>
E-Systems, Inc. Employee Stock Ownership Trust	E-Systems, Inc. Common Stock - 400,000 shs. for cash at \$13.00 net per share	3-15-74
* Ethyl Corp.	VCA Corp. Common Stock - All outstanding shares for cash at \$18.50 net per share Conv. Pfd 1970 Series - All outstanding shares for cash at \$19.00 net per share	3-25-74
Howard M. Fry R. Harding Breithaupt	Wyomissing Corp. Common Stock - 100,000 shs. for cash at \$3.25 net per share	3-27-74

\* Extended & Revised Tender Offer

The News Digest of January 24, 1974 inadvertently reported that Moody & Company, Inc. acquired 314,665 shares of common stock of Self Service Restaurants, Inc. The correct number of shares acquired was 130,000 shares.

## 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
ADDISON WESLEY PUBLISHING CO INC	11	03/74
AMERICAN AIRLINES INC	3	02/74
ARI INDUSTRIES INC	3,14	12/73
ARISTO FOODS INC	13	03/74
BARWICK E T INDUSTRIES INC	6	03/74
BOWNE & CO INC	11,14	02/74
CATTLEMANS GROUP ASSOCIATES	13,14	01/74
CINCINNATI UNION TERMINAL CO	11	03/74
COMPUTER KNOWLEDGE CORP	13	02/74
COMPUTER MICROFILM CORP	12	09/73
CONSOLIDATED EUREKA MINING CO	13,14	03/74
COSMOPOLITAN SPA INTERNATIONAL INC	7	03/74
DIVERSITRON INC	3,14	02/74
DIXEL INDUSTRIES INC	4,7,8,14	12/73
FOOTE MINERAL CO	2	12/73
FUQUA INDUSTRIES INC	13	02/74
GUARANTY NATIONAL CORP	14	03/74
HOMESTEAD MINERALS CORP	1,2,7,14	11/73
HUMANA INC	7,14	02/74
INDUSTRIAL NATIONAL CORP	2,7,11,14	03/74
KINGS DEPARTMENT STORES INC	7,14	11/73
LAIGLON APPAREL INC	7,14	02/74
LORAIN TELEPHONE CO	7	02/74
MADISON DOLLY INDUSTRIES INC	13,14	06/73
MADISON DOLLY INDUSTRIES INC	13,14	09/73
MADISON DOLLY INDUSTRIES INC	13,14	01/74
MARINE PROTEIN CORP	2,14	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 12¢ per page plus postage for mailing within four days (\$2 minimum) and 25¢ per page plus postage for over-night mailing (\$5 minimum). Cost estimates are given on request. All other referenced material is available in the SEC Docket.

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