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CIVIL PROCEEDINGS

FINAL JUDGMENT ENTERED AGAINST EURRELL V. POTTS, OTHERS

The Commission announced that on April 9 the U.S. District Court for the District of Columbia entered Final Judgments of Permanent Injunction against Eurrell V. Potts, Joe M. Cline & Associates, Inc., Evelyne P. Ragsdale and G.P. Rose and Co., Inc., all of Nashville, Tennessee, restraining and enjoining the defendants from further violations of the beneficial ownership provisions of the Securities Exchange Act of 1934. In addition, Potts and Cline Associates were also restrained and enjoined from further violations of the antifraud provisions of the Securities Act of 1933 and the Exchange Act and the recordkeeping and transaction reporting provisions of the Exchange Act. The defendants consented to the entry of the Final Judgments, without admitting or denying the allegations in the Commission's complaint, and to certain other equitable relief.

The Commission's complaint alleged that the defendants failed to make the required Schedule 13D filings with the Commission and in connection therewith, a group headed by Ragsdale consisting of as many as 17 shareholders, ultimately acquired approximately 534,190 shares or 22% of McDowell Enterprises, Inc.'s common stock out of the approximately 2,400,000 shares of McDowell common stock outstanding. Further, other customers of Cline Associates additionally acquired approximately 241,300 shares or 10% of McDowell common stock outstanding and officers and directors collectively owned approximately 1,294,772 shares or 54% of the outstanding common stock of McDowell. (SEC v. Eurrell V. Potts, et al., U.S.D.C. D.C., Civil Action No. 80-0900). (LR-9057)

ADMINISTRATIVE PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS ENTERED AGAINST EURRELL V. POTTS

The Commission has announced the institution and settlement of an administrative proceeding against Eurrell V. Potts based upon the entry of the Final Judgment of Permanent Injunction on April 9, 1980. In connection with the administrative proceeding, Potts submitted an offer of settlement. The Commission has ordered that Potts be suspended from association with a broker or dealer for 150 days and thereafter he may become so associated only upon certain conditions set forth in the Commission's Order. Potts, without admitting or denying the allegations or findings of the Commission's Order, consented to the entry of the Order. (Rel. 34-16728)

COMMISSION ANNOUNCEMENTS

STATEMENT PUBLISHED ON PURCHASE OF SALEM CORPORATION STOCK

The Commission today determined to issue a statement by G.L. Corporation, through its subsidiary, Refco-Consolidated, Inc., and Barry W. Blank. The statement was submitted to the Commission pursuant to Section 21(a) of the Securities Exchange Act of 1934 in connection with a non-public inquiry by the staff of the Commission concerning the acquisition by Refco of approximately 27% of the outstanding common stock of Salem Corporation on January 17, 1978. According to the statement, Blank, then a vice president of a broker-dealer, solicited his customers to sell Salem stock from about 10:00 p.m. on January 16, 1978 through the following morning after receiving an order from a member of the Pritzker family, which owns G.L., to purchase 350,000 shares of the stock at \$16 per share on behalf of Refco. Blank succeeded in contacting about 100 of his customers of which 68

decided to sell all or part of their Salem stock. Additional customers were solicited to sell by other registered representatives of Blank's firm and other brokerage firms. The statement, which notes concern expressed by members of the Commission's staff that the activities discussed in the letter may constitute a tender offer, discusses the circumstances of the acquisition. Refco, G.L. through Refco, and Blank made various undertakings with respect to their future conduct in the statement, including undertakings to take necessary steps to comply with the tender offer provisions of the Securities Exchange Act of 1934. (Rel. 34-16743)

INVESTMENT COMPANY ACT RELEASES

AMSTERDAM-ROTTERDAM BANK N.V.

A conditional order has been issued on an application of Amsterdam-Rotterdam Bank N.V., a bank organized under the laws of the Netherlands, exempting it from all provisions of the Investment Company Act of 1940. (Rel. IC-11129 - Apr. 11)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGE

The Municipal Securities Rulemaking Board has filed a proposed rule change which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-MSRB-80-3) to amend MSRB Rule A-16 to conform the MSRB's fee schedule for arbitrations conducted under its Arbitration Code with the fee schedule developed by the Securities Industry Conference on Arbitration in its Uniform Arbitration Code. Publication of the proposal is expected to be made in the Federal Register during the week of April 21. (Rel. 34-16735)

APPROVAL OF PROPOSED RULE CHANGES

The Commission has approved proposed rule changes filed by the following stock exchanges: Philadelphia Stock Exchange, Inc. (SR-Phlx-80-1) deleting Phlx Rule 1016 regarding frontrunning of block transactions. (Rel. 34-16727); and Pacific Stock Exchange, Inc. (SR-PSE-79-17) amending certain of the PSE rules regarding options. (Rel. 34-16736)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

LISTING ACTIONS

Orders have been issued pursuant to Section 12(d) of the Securities Exchange Act of 1934 granting the applications of the following companies to list the specified securities on the following stock exchanges: American Stock Exchange, Inc. - Energy Resources Corporation, 9% convertible subordinated debentures, due 1995 (effective as of February 13, 1980); Fed Mart Corporation, common stock purchase warrants (effective as of February 14, 1980); Bio Rad Laboratories Inc., common stock, Class A common stock and Class B common stock (effective as of February 21, 1980); Orrox Corporation, common stock (effective as of February 28, 1980); Empire of Carolina Inc., common stock (effective as of March 5, 1980). Boston Stock Exchange, Inc. - Dietrich Exploration Company, Inc., common stock (effective as of February 15, 1980). New York Stock Exchange, Inc. - Shearson Loeb Rhoades Inc., 9% junior subordinated convertible debentures, due February 1, 2005 (effective as of February 12, 1980); Bell Industries Inc., common stock (effective as of February 13, 1980); Associates Corp. of North America, 12-1/8% senior debentures, due February 1, 2000 (effective as of February 19, 1980); Pacific Gas & Electric Co., first and refunding mortgage bonds, Series 80A, 12-3/4% due, February 1, 2013 (effective as of February 21, 1980); Hexcel Corp., common stock, Montgomery Ward Credit Corporation, 13-5/8% notes, due December 1, 1987, Pengo Industries Inc., 9% convertible subordinated debentures, due 1995 (all effective as of February 26, 1980); Public Service Company of Indiana Inc., 9.60% cumulative preferred stock, Todd Shipyards Corporation, 10-1/2% convertible subordinated debentures, due March 1, 2000 (both effective as of February 28, 1980); Texas Instruments Inc., 12.70% debentures, due 2005 (effective as of March 6, 1980); Indiana & Michigan

Electric Co., first mortgage bonds 10-7/8% Series, due 1984, International Rectifier Corp (Del.), common stock (both effective as of March 11, 1980); Browning Ferris Industries Inc., 12-7/8% notes, due February 1, 1987 (effective as of March 14, 1980). Pacific Stock Exchange, Inc. - Diversified Industries Inc., common stock and common stock purchase warrants, 5-14-83 (effective as of February 26, 1980). Philadelphia Stock Exchange, Inc. - Quebecor Inc., common stock (effective as of February 21, 1980); and Keene Corporation, common stock (effective as of February 25, 1980).

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; and File number and date filed.

- (S-7) FITCHBURG GAS AND ELECTRIC LIGHT COMPANY, 120 Royall St., Canton, Mass. 02021 - 100,000 shares of common stock. Underwriter: Merrill Lynch White Weld Capital Markets Group. The company is engaged in supplying electricity and/or gas. (File 2-67343 - Apr. 11)
- (S-8) R. J. REYNOLDS INDUSTRIES, INC., Reynolds Blvd., Winston-Salem, N.C. 27102 (919) 777-2000 - 5,000,000 shares of common stock. (File 2-67344 - Apr. 11)
- (S-8) BETZ LABORATORIES, INC., 4636 Somerton Rd., Trevese, Penn. 19047 (215) 355-3300 - 107,021 shares of common stock. (File 2-67345 - Apr. 11)
- (S-1) CAYMAN ISLANDS REINSURANCE CORPORATION LTD., Abacus House, Walkers Rd., George Town, Grand Cayman, British West Indies - 2,550,000 capital shares. Underwriter: John Muir & Co. The company proposes to be a multiple line reinsurance company. (File 2-67346 - Apr. 11)
- (S-16) PEPSICO, INC., Purchase, N.Y. 10577 (914) 253-2000 - 170,580 shares of capital stock. (File 2-67347 - Apr. 11)
- (S-8) COMPUTER PRODUCTS, INC., 1400 N.W. 70th St., Fort Lauderdale, Fla. 33309 (305) 974-5500 - 510,000 shares of common stock. (File 2-67348 - Apr. 11)
- (N-1) MERRILL LYNCH MONEY MARKET TRUST, 125 High St., Boston, Mass. 02110 (617) 357-1460 - an indefinite number of shares of beneficial interest. (File 2-67349 - Apr. 11)
- (N-1) TREASURY TRUST, 421 Seventh Ave., Pittsburgh, Pa. 15219 (412) 288-1900 - an indefinite number of shares of beneficial interest. (File 2-67350 - Apr. 11)
- (S-8) COMPUTER TASK GROUP, INC., 800 Delaware Ave., Buffalo, N.Y. 14209 (716) 882-8000 - 200,000 shares of common stock. (File 2-67351 - Apr. 11)
- (S-8) SMITHKLINE CORPORATION, 1500 Spring Garden St., Philadelphia, Pa. 19101 (215) 854-4000 - 167,435 shares of common stock. (File 2-67352 - Apr. 11)
- (S-8) MARY KAY COSMETICS, INC., 8787 Stemmons Freeway, Dallas, Tex. 75247 (214) 630-8787 - 250,000 shares of common stock. (File 2-67353 - Apr. 11)
- (S-8) CRUTCHER RESOURCES CORPORATION, 50 Briar Hollow Lane, Houston, Tex. 77027 (713) 871-9000 - 100,000 shares of common stock. (File 2-67354 - Apr. 11)
- (S-8) PENN VIRGINIA CORPORATION, 2500 Fidelity Bldg., Philadelphia, Pa. 19109 (215) 545-6600 - 100,000 shares of common stock. (File 2-67355 - Apr. 11)
- (S-8) WAVETEK, 9045 Balboa Ave., San Diego, Cal. 92123 (714) 279-2200 - 40,906 shares of common stock. (File 2-67356 - Apr. 14)

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