

sec news digest

Issue 84-72

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APR 12 1984
U.S. SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDINGS

NASD ACTION AGAINST WEDBUSH, NOBLE, COOKE, INC. AND VICE PRESIDENT AFFIRMED

The Commission affirmed sanctions imposed by the NASD on Wedbush, Noble, Cooke, Inc., a Los Angeles securities firm, and Richard A. Lanni, a senior vice-president of Wedbush. The NASD censured the firm and Lanni, and imposed a \$750 joint and several fine on them and a former Wedbush salesman who did not appeal from the NASD's action.

The Commission found, as had the NASD, that in 1981 Wedbush and Lanni violated the NASD's interpretation respecting free-riding and withholding. The NASD's interpretation requires members to distribute at the public offering price shares of a public offering that immediately rise to an aftermarket premium (a hot issue). It prohibits the allocation of such shares to certain persons, including the immediate family of a member firm's employee. In February 1981, the former Wedbush salesman sold 200 shares of a hot issue, Laser Industries, Ltd., to his son, and Wedbush and Lanni permitted that transaction.

The Commission pointed out that non-compliance with the NASD's interpretation is a serious matter, noting that the interpretation is directed at the preservation of a fair securities market. It accordingly was unable to conclude that the "relatively lenient" sanctions assessed by the NASD were excessive. (Rel. 34-20798)

CIVIL PROCEEDINGS

HARVARD INVESTMENT TRUST AND ERNEST N. HATHAWAY SUED FOR FRAUD

The Commission filed a complaint on March 27 in the U.S. District Court for the Central District of California seeking permanent injunctions against Harvard Investment Trust and Ernest N. Hathaway. The complaint alleges that the defendants violated the registration and antifraud provisions of the securities laws in the offer and sale, from July 1981 to November 1982, of unregistered securities in the form of Trust interests which would purportedly yield 3% per month.

The complaint alleges that the Trust raised and managed in excess of \$1 million for at least 40 investors located in several states. In the offer and sale of the Trust interests, investors were told that: the Trust had an outstanding profit record; the Trust was a leader in exploiting small scale opportunities; the Trust would always have more than sufficient collateral to cover investors' funds; all Trust earnings would be paid monthly as dividends; Hathaway and the Trust salesmen were entitled to receive a percentage of any profits earned by the Trust; Trust assets would be held in fee simple by the Trust for the sole benefit of the beneficiaries; collateral would be accepted in the name of the Trust; funds would be returned to investors following 30 days prior written notice; and the Trust generated high yields by investing in short term (two to four weeks) business or swing loans.

In fact, the complaint alleges that the Trust, being newly formed, had no profit record; that the Trust had insufficient collateral securing investors' funds; that the Trust had little, if any, earnings to distribute to investors as profits or to Hathaway and Trust salesmen as compensation, yet it continued to do so; that Trust assets were not held in fee simple but were held in Hathaway's own name or the name of his wholly-owned business, Harvard Financial Services; that Trust funds were not returned to investors following tender of 30 days notice; and that Trust funds were not invested in short-term loans. (SEC v. Harvard Investment Trust and Ernest N. Hathaway, USDC CD CA, Civil Action No. 84-2202 KN, JRx). (LR-10332)

INVESTMENT COMPANY ACT RELEASES

MONARCH LIFE INSURANCE COMPANY

A notice has been issued giving interested persons until April 30 to request a hearing on an application by Monarch Life Insurance Company and Variable Account A of Monarch Life Insurance Company for an order exempting them from the provisions of Sections 12(d)(1), 26(a)(2) and 27(c)(2) of the Investment Company Act to permit transactions described in the applications and approving the terms of certain exchange offers. (Rel. IC-13874 - Apr. 10)

NATIONWIDE LIFE INSURANCE COMPANY

A notice has been issued giving interested persons until April 30 to request a hearing on an application by Nationwide Life Insurance Company and Nationwide Variable Account for an order approving the substitution of one security for another under certain variable annuity contracts. (Rel. IC-13875 - Apr. 10)

VIP GROWTH FUND, INC.

An order has been issued declaring that VIP Growth Fund, Inc. has ceased to be an investment company. (Rel. IC-13876 - Apr. 10)

THOMSON MCKINNON INVESTMENT TRUST

An order has been issued exempting Thomson McKinnon Investment Trust from the provisions of Sections 2(a)(32), 2(a)(35), 22(c) and 22(d) of the Investment Company Act and Rules 22c-1 and 22d-1. This will permit Applicant to assess (and waive in certain cases) a contingent deferred sales charge on redemptions of its initial and future series of shares. (Rel. IC-13877 - Apr. 10)

VANCE C. MILLER,

An order has been issued declaring that Vance C. Miller, director of Home Investors Fund, Inc., a registered Maryland corporation, shall not be deemed an "interested person" of the Fund solely by reason of his status as executive committee chairman, controlling person, and a director of HSM Real Estate Securities Corporation, a broker-dealer registered under the Securities Exchange Act of 1934. (Rel. IC-13878 - Apr. 10)

HOLDING COMPANY ACT RELEASES

AMERICAN ELECTRIC POWER COMPANY, INC.

An order has been issued authorizing AEP Generating Company (AEGCo), subsidiary of American Electric Power Company, Inc. (AEP), to increase its ownership interest from 35% to 50% in the Rockport Generating Plant being constructed by Indiana & Michigan, AEP's subsidiary. AEGCO proposes to increase its borrowing authorization under previously authorized term and revolving loan agreements from \$450 million to \$650 million and extend from March 31, 1984 to December 31, 1985 its authorization to borrow under the term loan agreement or to enter into "interest rate swap" arrangements. (Rel. 35-23279 - Apr. 10)

MIDDLE SOUTH UTILITIES, INC.

An order has been issued authorizing Middle South Utilities, Inc., a registered holding company, to extend the time to issue and sell common stock to Hibernia National Bank in New Orleans under a Systems Savings Plan and to amend certain provisions of its Plan. (Rel. 35-23280 - Apr. 10)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange, Inc. to strike the common stock (\$.50 par value) of Steelmet, Inc. from listing and registration thereon. (Rel. 34-20845)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved proposed rule changes filed by: The National Association of Securities Dealers, Inc. (SR-NASD-84-2) to amend Sections 5(e) and 5(f) of Appendix F under Article III, Section 34 of the NASD's Rules of Fair Practice dealing with sales incentives provided in the public offering of a direct participation program. (Rel. 34-20844); (SR-NASD-84-1) to modify several sections of NASD's Uniform Practice Code. Specifically, the proposal would modify Section 9(c) relating to "Don't Know" notices to provide for additional means of sending confirmation notices and would modify Section 12, which sets forth the requirements for time and place of delivery. The proposal also would delete Section 5(b)(3) and Section 30 of the Code. (Rel. 34-20847); and The Chicago Board Options Exchange, Inc. (SR-CBOE-84-2) to amend CBOE Rule 6.51 and subsection .01 to require both buyers and sellers of options contracts to record the time of every option transaction on hard cards and to have the cards forwarded to clearing members. (Rel. 34-20846)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, address and phone number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-3D NORTH FORK BANCORPORATION INC, 245 LOVE LANE, MATTITUCK, NY 11952 (516) 298-8366 - 50,000 (\$1,337,500) COMMON STOCK. (FILE 2-90060 - MAR. 21) (BR. 1)
- S-8 SALANT CORP, 330 FIFTH AVENUE, NEW YORK, NY 10001 (212) 502-1900 - 225,000 (\$225,000) COMMON STOCK. (FILE 2-9C237 - MAR. 30) (BR. 7)
- S-18 STEREO VILLAGE INC, 3021 PEACHTREE ROAD NE, ATLANTA, GA 30305 (404) 233-5346 - 100,000 (\$1,000,000) COMMON STOCK. 316,250 (\$3,162,500) COMMON STOCK. 37,500 (\$50) WARRANTS, OPTIONS OR RIGHTS. 37,500 (\$450,000) COMMON STOCK. UNDERWRITER: RAYMOND JAMES & ASSOCIATES INC. (FILE 2-90274-A - MAR. 30) (BR. 2 - NEW ISSUE)
- S-8 NI INDUSTRIES INC, ONE GOLDEN SHORE, LONG BEACH, CA 90802 (213) 435-6676 - 1,154,368 (\$17,026,928) COMMON STOCK. (FILE 2-9C278 - APR. 02) (BR. 4)
- S-18 VANITY COSMETIC LABS INC, 481 MEACHAM AVE, ELMHURST, NY 11003 (212) 343-2310 - 3,000,000 (\$3,000,000) COMMON STOCK. UNDERWRITER: VANITY COSMETIC LABS INC. (FILE 2-90291-NY - APR. 02) (BR. 9 - NEW ISSUE)
- S-18 SPECTRUM MICROWAVE CORP, 145 NASSAU ST, STE 9C, NEW YORK, NY 10038 (212) 619-4580 - 2,200,000 (\$4,400,000) COMMON STOCK. 2,200,000 (\$22,000) WARRANTS, OPTIONS OR RIGHTS. UNDERWRITER: COHN S D & CO. (FILE 2-90295-NY - APR. 02) (BR. 7 - NEW ISSUE)
- S-11 RANCHO CONSULTANTS REALTY FUND IV, 28636 FRONT ST, STE B 1, TEMECULA, CA 92390 (714) 676-6664 - 40,000 (\$40,000,000) LIMITED PARTNERSHIP CERTIFICATE. 20,000 WARRANTS, OPTIONS OR RIGHTS. UNDERWRITER: RANCHO CONSULTANTS SECURITIES INC. (FILE 2-90327 - APR. 04) (BR. 6 - NEW ISSUE)
- S-1 PHOTO ACOUSTIC TECHNOLOGY INC, 950 HAMPSHIRE RD, STE 117, WESTLAKE VILLAGE, CA 91361 (805) 497-2071 - 575,000 (\$2,875,000) COMMON STOCK. 1,725,000 (\$2,587,500) COMMON STOCK. 1 (\$50) WARRANTS, OPTIONS OR RIGHTS. 250,000 (\$300,000) COMMON STOCK. 150,000 (\$225,000) COMMON STOCK. UNDERWRITER: CITIWIDE SECURITIES CORP. (FILE 2-90328 - APR. 04) (BR. 8 - NEW ISSUE)
- S-3D SOUTHERN INDIANA GAS & ELECTRIC CO, 20-24 NW FOURTH ST, EVANSVILLE, IN 47741 (812) 424-6411 - 400,000 (\$11,150,000) COMMON STOCK. (FILE 2-9C329 - APR. 04) (BR. 8)
- S-8 SECOND NATIONAL CORP /DE/, 101 N WASHINGTON AVE, SAGINAW, MI 48607 - 2,000,000 (\$15,400,000) COMMON STOCK. (FILE 2-90334 - APR. 03) (BR. 2)
- S-8 APTFL COMMUNICATIONS CORP, 93 GRAND ST, WORCESTER, MA 01610 (617) 752-5690 - 500,000 (\$3,937,500) COMMON STOCK. (FILE 2-90336 - APR. 04) (BR. 7)

- S-8 EASTOVER CORP, 200 PEOPLES BANK BLDG, 120 NORTH CONGRESS ST, JACKSON, LA 39201 (601) 948-4091 - 43,200 (\$1,306,800) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 2-90337 - APR. 04) (BR. 6)
- S-15 SUNDSTRAND CORP /DE/, 4751 HARRISON AVENUE, P O BOX 7003, ROCKFORD, IL 61125 (815) 226-6000 - 275,000 (\$12,375,000) COMMON STOCK. (FILE 2-90338 - APR. 04) (BR. 2)
- S-3 PEOPLE EXPRESS AIRLINES INC, NORTH TERMINAL, NEWARK INTERNATIONAL AIRPORT RM 205, NEWARK, NJ 07114 (201) 961-2535 - 65,000,000 (\$69,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 2-90339 - APR. 04) (BR. 3)
- S-8 GENERAL MOTORS CORP, 767 FIFTH AVE, NEW YORK, NY 10153 (212) 486-5000 - 1,000,000 (\$62,625,000) COMMON STOCK. (FILE 2-90340 - APR. 05) (BR. 4)
- S-30 NEW YORK STATE ELECTRIC & GAS CORP, 4500 VESTAL PARKWAY E, BINGHAMTON, NY 13903 (607) 729-2551 - 5,000,000 (\$81,250,000) COMMON STOCK. (FILE 2-90341 - APR. 05) (BR. 7)
- S-1 IMMUNETECH INC, 11045 ROSELLE ST, SAN DIEGO, CA 92121 (619) 457-2553 - 1,150,000 (\$18,400,000) COMMON STOCK. (FILE 2-90342 - APR. 05) (BR. 4 - NEW ISSUE)
- S-6 EMPIRE STATE MUNICIPAL EXEMPT TRUST SERIES 61, GLICKENHAUS & CO, 6 EAST 43RD ST, NEW YORK, NY 10017 - 13,000 (\$14,300,000) UNIT INVESTMENT TRUST. DEPOSITOR: GLICKENHAUS & CO. (FILE 2-90353 - APR. 05) (BR. 16 - NEW ISSUE)
- S-8 INDUSTRIAL ACOUSTICS CO INC, 1160 COMMERCE AVE, BRONX, NY 10462 (212) 931-8000 - 60,000 (\$450,000) COMMON STOCK. 40,000 (\$370,000) COMMON STOCK. (FILE 2-90354 - MAR. 30) (BR. 10)
- S-3 DAYCO CORP/MI/, 333 W FIRST ST, DAYTON, OH 45402 (513) 286-4000 - 876,837 (\$14,906,229) COMMON STOCK. (FILE 2-90355 - APR. 05) (BR. 5 - NEW ISSUE)
- S-8 RCA CORP, 30 ROCKEFELLER PLAZA, NEW YORK, NY 10020 (212) 621-6000 - 1,500,000 (\$46,500,000) COMMON STOCK. (FILE 2-90356 - APR. 05) (BR. 3)
- S-14 USBANCORP INC, MAIN & FRANKLIN STS, JOHNSTOWN, PA 15901 (814) 533-5300 - 45,000 (\$7,875,000) COMMON STOCK. (FILE 2-90357 - APR. 05) (BR. 2)

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the prior percent owned; and Column 7 - the status of the filing, i.e., new, update, or revision.

	FORM	EVENT DATE	SHARES (000'S) OWNED	CUSIP PRIOR%	FILING STATUS
REGIS CORP SUGARMAN BURT C	COM	13D	507 5.2	00760310 0.0	NEW
AMERACE CORP NORTEK INC	COM	13D	228 8.9	02351910 0.0	NEW
AMERICAN PETROFINA INC PETROFINA DELAWARE INC	CL A	13D	7,571 76.9	02886110 75.7	UPDATE
BLACK & DECKER MFG CO GENERAL ELECTRIC CO	COM	13D	3,000 6.4	09179710 0.0	NEW

ACQUISITION REPORTS CONT.

BLUE BELL INC BASS SID R. ET AL	COM	13D	3/30/84	0 0.0	09529310 9.9	UPDATE
BLUE BELL INC FIRST CITY TRUST CO ET AL	COM	13D	3/30/84	789 7.2	09529310 0.0	NEW
BRISTOL CORP BROWN GLENN R	COM	13D	2/23/84	343 12.8	10988010 12.9	UPDATE
BRISTOL CORP COHN MELVIN	COM	13D	2/23/84	635 23.7	10988010 23.7	UPDATE
BRISTOL CORP NEW SAMUEL	COM	13D	2/23/84	429 16.0	10988010 16.1	UPDATE
BRISTOL CORP SCHUSTER JACK M	COM	13D	2/23/84	319 11.9	10988010 12.1	UPDATE
CANAL RANDOLPH CORP REA BROTHERS PLC	COM	13D	3/30/84	264 17.1	13705110 17.1	UPDATE
CANAL RANDOLPH CORP REA BRDS (GUERNSEY) LTD ET AL	COM	13D	3/30/84	141 9.1	13705110 9.5	UPDATE
CANAL RANDOLPH CORP SCOTTISH CITIE INVST TRT ET AL	COM	13D	3/30/84	153 9.9	13705110 9.9	UPDATE
CANAL RANDOLPH CORP SCOTTISH & MERCANTILE INVST CO	COM	13D	3/30/84	85 5.5	13705110 5.5	UPDATE
CENTRONICS DATA COMPUTER CP CONTROL DATA CORP	COM	13D	3/30/84	4,930 43.9	15640210 43.9	UPDATE
CHANNEL INDS INC DE RANCE INC	COM	13D	3/16/84	225 13.3	15915710 12.0	UPDATE
CITIZENS TR CO PORTSMOUTH VA UNITED VIRGINIA BKSHRS	COM	13D	3/29/84	34 6.2	17725310 0.0	NEW
COMPUTER DIALYSIS SYS INC WOODWARD MERWIN G ET AL	COM	13D	3/27/84	21,501 38.2	20504610 29.6	UPDATE
CONROCK CO COLBURN RICHARD D	COM	13D	3/26/84	540 11.2	20837410 9.1	UPDATE
DORCHESTER GAS CORP DAMSON OIL CORP ET AL	COM	14D-1	4/ 9/84	16,355 91.4	25819810 19.1	UPDATE
ENERGY VENTURES INC APPALACHIAN COMPANY	COM	13D	3/29/84	1,130 40.6	29274010 39.1	UPDATE
FLORAFAX INTL INC DE RANCE INC	COM	13D	3/20/84	510 13.9	33982510 12.9	UPDATE
FLOMER TIME INC WILSON ROBERT W	COM	13D	2/29/84	0 N/A	34349010 N/A	UPDATE
GREATER BAY CASINO CORP WILLIAMS ELECTRONICS	CL A	13D	2/28/84	466 8.8	39154110 24.7	UPDATE
GULF BROADCAST CO AMERICAN FINANCIAL CORP ET AL	COM	13D	3/28/84	8,315 18.9	40218210 14.1	UPDATE
HIGBEE CO INDUSTRIAL EQUITY LTD ET AL	COM	13D	4/ 4/84	363 26.1	42952410 24.9	UPDATE
INTERSTATE BAKERIES CORP WILSON ROBERT W	COM	13D	12/ 6/83	0 0.0	46072310 5.3	UPDATE
KING JAMES CORPORATIONS MECCA & SON TRUCKING ET AL	COM	13D	3/28/84	37 9.1	49548510 0.0	NEW

ACQUISITION REPORTS CONT.

LINDBERG CP RODFEN GEORGE H	COM	13D	2/ 3/84	546 10.3	53517110 0.0	NEW
MENTOR CORP MINN AMERICAN HOSPITAL SUPPLY	COM	13D	3/30/84	599 12.2	58718810 0.0	NEW
MILLIPORE CORP DOW CHEMICAL	COM	13D	3/28/84	1,281 9.4	60107310 0.0	NEW
MISSISSIPPI VALLEY GAS CO HESS LEON	COM	13D	4/ 9/84	0 0.0	60574110 7.5	UPDATE
MISSISSIPPI VALLEY GAS CO YAZON INVESTMENT ET AL	COM	14D-1	4/ 9/84	126 8.6	60574110 0.0	NEW
MORTON THICKOL INC DOW CHEMICAL	COM	13D	3/28/84	991 5.9	61942610 0.0	NEW
NORTH EAST INS CO AMERICAN CONSUMER INS ET AL	COM	13D	3/26/84	232 11.9	65916410 9.2	UPDATE
OXFORD 1ST CORP PA HUDSON GENERAL CORP	COM	13D	3/30/84	0 0.0	69144910 14.1	UPDATE
PENN REAL ESTATE INVT TR DE RANCE INC	SH BEN INT	13D	3/19/84	138 5.9	70910210 7.0	UPDATE
RAMPART GENERAL INC NEUMAN L MARK	CL A	13D	12/31/83	100,000 N/A	75157120 N/A	NEW
RORER GROUP INC DOW CHEMICAL	COM	13D	4/ 4/84	1,170 5.5	77675510 0.0	NEW
SIERRA RES INC EURO-AMERICAN EXPLORATION	COM	13D	3/19/84	10,098 54.4	82648010 27.5	UPDATE
SIERRA RES INC HAYS JAMES T	COM	13D	3/19/84	883 4.8	82648010 5.3	UPDATE
U S MINERAL & ROYALTY CORP CHANCELLOR CHARLES E	COM	13D	3/30/84	3,833 3.9	91221110 0.0	NEW
U S MINERAL & ROYALTY CORP DUCHSCHERER WILLIAM JR	COM	13D	3/30/84	17,024 17.3	91221110 0.0	NEW
U S MINERAL & ROYALTY CORP MORINNIS JAMES PAUL	COM	13D	3/30/84	7,208 7.3	91221110 0.0	NEW
VALENCIA BANCORP CREDITO DEL PERU HLDG CO	COM	13D	3/30/84	271 18.8	91890210 0.0	NEW
VULCAN INC AMPCO-PITTSBURGH CORP ET AL	COM	14D-1	4/ 9/84	411 18.6	92912610 52.6	UPDATE
WHEELING PITTSBURGH STL CORP PAULSON ALLEN E	COM	13D	4/ 2/84	1,725 34.0	96315010 25.2	UPDATE

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.

