

sec news digest

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RULES AND RELATED MATTERS

U.S. SECURITIES AND
EXCHANGE COMMISSION

RULE 3a-5 ADOPTED

The Commission is adopting Rule 3a-5 that exempts finance subsidiaries of certain U.S. and foreign private issuers from the definition of investment company under the Investment Company Act of 1940. Adoption of the rule should make it unnecessary for a company organized primarily to finance the business operations of its parent or companies controlled by its parent to apply for exemptive relief provided that certain conditions are met. (Rel. IC-14275)

FOR FURTHER INFORMATION CONTACT: William C. Gibbs or Elizabeth K. Norsworthy at (202) 272-2048

CIVIL PROCEEDINGS

COMPLAINT NAMES KENNETH D. OXBORROW

The Seattle Regional Office announced that on November 16 an injunctive action was filed jointly by the Commission and the Commodity Futures Trading Commission in the Eastern District of Washington against Kenneth D. Oxborrow of Moses Lake, Washington, doing business as Wheatland Investment Company. The complaint alleged that Oxborrow violated registration and antifraud provisions of the securities and commodity futures trading laws in the course of offering and selling to the public participation interests in one or more pooled accounts for trading commodity futures. Oxborrow's pending bankruptcy petition and related schedules indicate that he made sales totalling about \$57 million in the course of selling the participation interests to about 1,000 investors. (CFTC, SEC v. Kenneth D. Oxborrow, C-84-811-JLQ, ED WA). (LR-10633)

CRIMINAL PROCEEDINGS

GUILFORD SAM STALVEY, JR. SENTENCED

The Atlanta Regional Office and George B. Phillips, U.S. Attorney for the Southern District of Mississippi, announced that on November 26 Guilford Sam Stalvey, Jr. was sentenced to three years of imprisonment and fined \$10,000 by U.S. District Court Judge Tom S. Lee. Stalvey, former president and director of Stalvey & Associates, Inc., a registered Jackson, Mississippi broker-dealer, was indicted on June 28, 1984 on three counts each of securities and mail fraud. He pled guilty to all counts of the indictment on October 29.

The indictment charged that Stalvey misappropriated municipal bonds of his customers who had sent in their securities for sale and misappropriated funds his customers paid for municipal bond purchases.

Stalvey was previously: enjoined by the U.S. District Court for the Southern District of Mississippi for violations of the antifraud, books and records and customer protection provisions of the securities laws; and barred by the Commission from association with any broker, dealer, municipal securities dealer, investment adviser or investment company. (U.S. v. Guilford Sam Stalvey, Jr., Criminal No. 84-00023(L), USDC SDMS). (LR-10631)

CHARLES ALLEN JENSEN SENTENCED IN UTAH

The U.S. Attorney's Office in Salt Lake City, Utah, the Denver Regional and the Salt Lake Branch Offices announced that on November 16 Charles Allen Jensen of Altadena, California was given a five-year suspended prison sentence and was placed on probation for five years. Jensen earlier pleaded guilty in the U.S. District Court in Salt Lake

City, Utah to an information charging securities fraud in the offer and sale of notes and investment contracts of CAJ Corporation of Century City, California. The information charged that Jensen sold the notes and investment contracts in future crude oil contracts said to be imminent but failed to disclose that he had made the same representations to previous investors but had never been successful in obtaining any contract for crude oil. An 18-count indictment against Jensen was dismissed. (U.S. v. Charles Allen Jensen, USDC UT, Criminal Action No. CR-83-127J). (LR-10632)

INVESTMENT COMPANY ACT RELEASES

MIDLAND CAPITAL CORPORATION

An order has been issued amending an earlier order to permit Midland Capital Corporation and its subsidiary, Midland Venture Capital Limited, to issue senior securities representing indebtedness under the terms and conditions set forth in the application. (Rel. IC-14273 - Dec. 13)

METLIFE FUNDING, INC.

A notice has been issued giving interested persons until January 7, 1985 to request a hearing on an application filed by MetLife Funding, Inc., subsidiary of Metropolitan Life Insurance Company, requesting an order exempting it from all provisions of the Investment Company Act. (Rel. IC-14274 - Dec. 13)

HOLDING COMPANY ACT RELEASES

INDIANA & MICHIGAN ELECTRIC COMPANY

A supplemental order has been issued authorizing Indiana & Michigan Electric Company (I&ME), subsidiary of American Electric Power Company, Inc., to finance certain pollution control facilities; releasing jurisdiction over the terms and conditions of the issuance of bonds as they affect I&ME. (Rel. 35-23528 - Dec. 12)

CONSOLIDATED NATURAL GAS COMPANY

A notice has been issued giving interested persons until January 7, 1985 to request a hearing on a proposal by Consolidated Natural Gas Company, a registered holding company, and its subsidiary, CNG Producing Company, for: CNG to purchase certain onshore oil and gas operations from a non-affiliate seller; Consolidated to purchase up to 1.2 million shares of CNG common stock, \$100 par value, at par; Consolidated to make an open account advance of not more than \$65 million to CNG; and Consolidated to make short-term borrowings of up to \$100 million in either commercial paper and/or bank loans. (Rel. 35-23529 - Dec. 13)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Midwest Securities Trust Company filed a proposed rule change (SR-MSTC-84-9) which would amend MSTC Rule 1, Section 3 to extend MSTC's right of reversal for credits for interest payments and other distributions for bearer securities from ten business days to 45 calendar days. Publication of the proposal is expected to be made in the Federal Register during the week of December 17. (Rel. 34-21564)

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-3 TELE COMMUNICATIONS INC, 54 DENVER TECHNOLOGICAL CTR, 5455 S VALENTIA WAY, ENGLEWOOD, CO 80111 (303) 771-8200 - 523,818 (\$10,967,177) COMMON STOCK. (FILE 2-94502 - DEC. 06) (BR. 7)
- S-18 COLLINS FUTURES FUND II, 141 W JACKSON BLVD STE 1910A, CHICAGO, IL 60604 (312) 341-7600 - 7,500 (\$7,500,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 2-94579-C - NOV. 28) (BR. 11 - NEW ISSUE)
- S-18 AMERICAN VENTURES INC, O & W BLDG 2-20 LOW AVE, MIDDLETOWN, NY 10940 (914) 342-4821 - 5,000,000 (\$500,000) COMMON STOCK. 10,000,000 (\$1,500,000) COMMON STOCK. 500,000 (\$10) WARRANTS, OPTIONS OR RIGHTS. 500,000 (\$120,000) COMMON STOCK. (FILE 2-94618-NY - NOV. 30) (BR. 5 - NEW ISSUE)
- S-18 PROJECTION ENTERPRISES INC, 1000 NORTHERN BLVD, GREAT NECK, NY 11201 (516) 829-6000 - 2,000,000 (\$2,000,000) COMMON STOCK. 200,000 (\$200) WARRANTS, OPTIONS OR RIGHTS. 200,000 (\$240,000) COMMON STOCK. (FILE 2-94622-NY - NOV. 30) (BR. 5 - NEW ISSUE)
- S-18 VIDEO DISPLAY CORP, 5530 E PONCE DE LEON AVE, STONE MOUNTAIN, GA 30086 (404) 938-2080 - 575,000 (\$3,162,500) COMMON STOCK. 41,000 (\$270,600) COMMON STOCK. (FILE 2-94626-A - NOV. 30) (BR. 4 - NEW ISSUE)
- S-18 WESTWINN CORP, 230 BROOKHOLLOW ONE, 2301 E LAMAR BLVD, ARLINGTON, TX 76011 (817) 633-2953 - 1,500,000 (\$4,500,000) COMMON STOCK. (FILE 2-94628-FW - NOV. 30) (BR. 12 - NEW ISSUE)
- S-8 INTERMAGNETICS GENERAL CORP, CHARLES INDUSTRIAL PK, NEW KARNER RD, GUILDERLAND, NY 12084 (518) 456-5456 - 300,000 (\$1,837,500) COMMON STOCK. (FILE 2-94701 - DEC. 05) (BR. 6)
- S-8 AIRCAL INC, 3636 BIRCH ST, NEWPORT BEACH, CA 92660 (714) 752-7000 - 275,000 (\$2,994,750) COMMON STOCK. (FILE 2-94705 - DEC. 05) (BR. 3)
- S-8 AIRCAL INC, 3636 BIRCH ST, NEWPORT BEACH, CA 92660 (714) 752-7000 - 150,000 (\$1,800,000) COMMON STOCK. 25,600 (\$307,200) COMMON STOCK. (FILE 2-94706 - DEC. 05) (BR. 3)
- S-3 MOUNTAIN STATES TELEPHONE & TELEGRAPH CO, 931 FOURTEENTH ST, DENVER, CO 80202 (303) 624-2424 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 2-94708 - DEC. 05) (BR. 7)
- S-6 INSURED MUNICIPALS INCOME TRUST SERIES 131, 1901 N NAPER BLVD, C/O VAN KAMPEN MERRITT, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-94710 - DEC. 05) (BR. 18 - NEW ISSUE)
- S-8 BUSINESS MENS ASSURANCE CO OF AMERICA, BMA TOWER, 700 KARNES BLVD, KANSAS CITY, MO 64108 (816) 753-8000 - 300,000 (\$14,100,000) COMMON STOCK. (FILE 2-94711 - DEC. 05) (BR. 10)
- S-14 INTERMOUNTAIN BANKSHARES INC, 500 VIRGINIA ST EAST KB&T CTR, P O BOX 393, CHARLESTON, WV 25322 (304) 348-8324 - 156,526 (\$6,037,351) COMMON STOCK. (FILE 2-94714 - DEC. 05) (BR. 1)
- S-3 AMSOUTH BANCORPORATION, 1400 FIRST NATL SOUTHERN NATURAL BLDG, BIRMINGHAM, AL 35203 (205) 320-7151 - 400,000 (\$9,450,000) COMMON STOCK. (FILE 2-94716 - DEC. 06) (BR. 2)
- S-6 SEARS TAX EXEMPT INVT TR INSURED SHORT INTERM TERM TR SER 4, 130 LIBERTY ST, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10006 - 5,500,000 (\$5,775,000) UNIT INVESTMENT TRUST. (FILE 2-94717 - DEC. 06) (BR. 16 - NEW ISSUE)
- S-6 SEARS TAX EXEMPT INVESTMENT TRUST INSURED CALIFORNIA SER 11, 130 LIBERTY ST, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10006 - 22,000 (\$22,440,000) UNIT INVESTMENT TRUST. (FILE 2-94719 - DEC. 06) (BR. 16 - NEW ISSUE)
- S-6 DIRECTIONS UNIT INVESTMENT TRUST TWENTY SECOND SERIES, ONE BATTERY PARK PLZ, C/O E F HUTTON & CO INC, NEW YORK, NY 10004 - 1,000,000 (\$10,000,000) UNIT INVESTMENT TRUST. (FILE 2-94724 - DEC. 06) (BR. 18 - NEW ISSUE)
- S-8 JEFFERIES GROUP INC, 445 S FIGUEROA ST, STE 3300, LOS ANGELES, CA 90071 (213) 624-3333 - 350,000 (\$4,900,000) COMMON STOCK. (FILE 2-94727 - DEC. 06) (BR. 11)
- S-1 PAGE PETROLEUM LTD, 1000 635 8TH AVE SW, CALGORY ALBERT CANADA T2P-0S8, A0 (403) 269-8221 - 1,282,450 (\$2,564,900) COMMON STOCK. (FILE 2-94729 - DEC. 06) (BR. 3)

- S-6 NUVEEN TAX EXEMPT BOND FUND MULTI STATE SERIES 163, 209 S LA SALLE ST, C/O JOHN NUVEEN & CO INC, CHICAGO, IL 60604 - INDEFINITE SHARES. (FILE 2-94730 - DEC. 06) (BR. 18 - NEW ISSUE)
- S-8 NATIONAL HOMES CORP, EARL AVE AT WALLACE ST, LAFAYETTE, IN 47905 (317) 448-2000 - 96,717 (\$265,972) COMMON STOCK. (FILE 2-94739 - DEC. 06) (BR. 10)
- S-11 SOUTHMARK REALTY PARTNERS II LTD, 401 E OCEAN BLVD, P O BOX 2700, LONG BEACH, CA 90801 (213) 491-5501 - 55,000 (\$55,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 2-94740 - DEC. 06) (BR. 6 - NEW ISSUE)
- S-2 EASCO CORP, 201 N CHARLES ST, 2100 CENTRAL SAVINGS BANK BLDG, BALTIMORE, MD 21201 (301) 837-9550 - 25,000,000 (\$25,000,000) STRAIGHT BONDS. (FILE 2-94742 - DEC. 06) (BR. 6)
- S-11 ALBRIGHT BOND MORTGAGES, C/O ALBRIGHT TITLE & TRUST CO, 100 N MAIN ST P O BOX 51, NEWKIRK, OK 74647 (405) 362-2525 - 5,000,000 (\$5,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 2-94743 - DEC. 06) (BR. 12)

REGISTRATIONS EFFECTIVE

- Nov. 2: First Interstate Bancorp, 2-93893.
- Nov. 29: S.E. Nichols, Inc., 2-94399.
- Nov. 30: Frenchmen's Landing North, Inc., 2-92452-A; Micro-Systems Software, Inc., 2-92999-A.
- Dec. 5: Landmark Bancshares Corporation, 2-94141.
- Dec. 6: Blountsville Bancshares, Inc., 2-92974; The Corporate Income Fund, First Short Term Sterling Series, 2-93990; FNB Bancorp, Inc., 2-94072; Green Mountain Power Corporation, 2-94402; Sheller-Globe Corporation, 2-94589; Trio-Tece International, 2-87606; United Vermont Bancorporation, 2-91699.
- Dec. 7: Commercial Bancorporation of Colorado, 2-93978; Commonwealth Financial Group, Inc., 2-94578; FNB Banking Company, 2-94292; The Mountain States Telephone and Telegraph Company, 2-94708; Old National Bancorp, Inc., 2-94437.
- Dec. 10: CB&T Bancshares, Inc., 2-94614; Continental Bancorp, Inc., 2-93989; Republic Health Corporation, 2-94096; Towner County Financial Corporation, 2-94425; Valley National Corporation, 2-94745.
- Dec. 11: The Higbee Company, 2-94276; Life Aid Corporation, 2-84962; Masters Merchandise Mart, Inc., 2-93938; Republic Health Corp., 2-94145; Turner Broadcasting System, Inc., 2-93934.
- Dec. 12: Household Finance Corporation, 2-94570; LTX Corporation, 2-94218 (corrected order); Strategic Mortgage Investments, Inc., 2-94032.