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RULES AND RELATED MATTERS

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PROPOSED RULE 306 AMENDMENT WHICH WOULD REQUIRE OFFERORS TO BE REGISTERED BROKERS OR DEALERS

The Commission has announced a proposed amendment to Rule 306 under Regulation B of the Securities Act of 1933 to require interests exempt under that regulation to be offered or sold only by brokers or dealers registered as such pursuant to Section 15 of the Securities Exchange Act of 1934. The proposed amendment would require that the offeror be a registered broker or dealer; but the issuer need not be a registered broker or dealer if all offers and sales of interests created by the issuer for purposes of an offering pursuant to Regulation B are made exclusively by a person so registered. Thus, an issuer need not register as a broker or dealer if the issuer utilizes the services of a registered broker or dealer.

The Commission believes that this requirement will help eliminate certain selling abuses, generally by persons who had not registered as brokers or dealers, in offerings under Regulation B. The extensive Commission and NASD regulation establishing standards with respect to training, experience and other qualifications of registered brokers and dealers together with the suitability and fair-dealing restrictions on their sales activities should help to reduce the prevalence of abusive practices.

All interested persons are invited to submit their views and comments on this amendment to George A. Fitzsimmons, Secretary, SEC, Washington, D.C. 20549 on or before January 31, 1976. Such communication should refer to File No. S7-607 and will be available for public inspection. (Rel. 33-5660)

DECISIONS IN ADMINISTRATIVE PROCEEDINGS

ACCOUNTANT RESIGNS FROM COMMISSION PRACTICE

The Commission has accepted the resignation of Bill D. Steele, of Tarzana, California, from Commission practice as an accountant. Steele, formerly the chief financial officer of The Seaboard Corporation, previously consented to an injunction against violations of the antifraud provisions of the securities laws. (SEC v. The Seaboard Corporation, et al., U.S.D.C., C.D. Cal., Civil Action No. CV-74-567-MML).

In agreeing to resign from practice before the Commission as an accountant, Steele agreed that if he subsequently applied for readmission to such practice, certain allegations in the injunctive action, as specified in the letter of resignation, shall, for purposes of such application only, be deemed true and correct. In addition, Steele has agreed that any such application shall be supported by a showing that (a) he has familiarized himself with the registration and disclosure provisions of the securities laws and with the Commission's requirements with respect to accounting procedures; and that (b) nothing has occurred during the intervening period that would be a basis for adverse action against him pursuant to Rule 2(e) of the Commission's Rules of Practice. (Rel. 34-11923)

COURT ENFORCEMENT ACTIONS

W. LYLES CARR, JR. ENJOINED

The Washington Regional Office announced that on December 16 the federal court in Washington, D.C. permanently enjoined W. Lyles Carr, Jr. of St. Michaels, Maryland, from violations of the antifraud provisions of the securities laws in connection with the offer and sale of securities, namely fractional undivided oil and gas interests or any other securities. The defendant consented to the entry of the final judgment without admitting or denying the allegations contained in the Commission's complaint. (SEC v. John F. Arens, et al., D.C., Civil Action No. 75-1214). (LR-7213)

WESTINGHOUSE ELECTRIC CORPORATION ENJOINED

The Commission has announced that on December 23 the Honorable Morris E. Lasker, U.S. District Judge for the Southern District of New York, issued a final judgment of permanent injunction against Westinghouse Electric Corporation. Westinghouse consented to the issuance of a final judgment of permanent injunction without admitting or denying any of the allegations of the Commission's complaint, which charged Westinghouse with issuing false statements concerning Westinghouse's major appliance division and with purchasing Westinghouse securities while in possession of material non-public information concerning the major appliance division.

The final judgment permanently enjoins Westinghouse from future violations of the antifraud provisions of the securities laws and orders the following: Westinghouse shall maintain an independent trustee to implement purchases for all of its employee stock plans; Westinghouse shall adopt procedures with regard to the issuance and prior review of written public announcements and other contacts with the press and financial community reasonably designed to prevent violation of the antifraud provisions and Westinghouse shall adopt procedures reasonably designed to prevent Westinghouse's purchase or sale of Westinghouse securities while in possession of material non-public information concerning Westinghouse. (SEC v. Westinghouse Electric Corp., Civ. No. 75-3972 MEL). (LR-7214)

INVESTMENT COMPANY ACT RELEASES

AETNA VARIABLE ANNUITY LIFE INSURANCE COMPANY

An order has been issued pursuant to Section 17(b) of the Investment Company Act to permit certain Variable Annuity Account D of Aetna Variable Annuity Life Insurance Company (Account D) assets to be transferred to Variable Annuity Account C of Aetna Variable Annuity Life Insurance Company (Account C) and Account D liabilities to be assumed by Account C. (Rel. IC-9094 - Dec. 23)

HOLDING COMPANY ACT RELEASES

THE SOUTHERN COMPANY

A supplemental order has been issued authorizing The Southern Company to issue, within the limits of its current short-term debt authorization, a note to an insurance company in an aggregate principal amount not to exceed \$25 million. (Rel. 35-19308 - Dec. 23)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by The Options Clearing Corporation (OCC). The rule change eliminates the requirements that delivery advices issued by OCC to exercising and assigned Clearing Members provide the name and address of the other party to the exercise in cases where settlement is to be made through a correspondent clearing corporation and eliminates the requirement that copies of delivery advices be issued to such correspondent clearing corporations. (Rel. 34-11947)

The Commission has approved a proposed rule change filed by The Pacific Stock Exchange (PSE). The rule change (1) prohibits the imposition of floor brokerage with respect to round-lot limit orders executed through COMEX, the automatic execution system operated by the PSE; and (2) allows COMEX executions for orders up to 300 shares. (Rel. 34-11948)

NOTICE OF PROPOSED RULE CHANGE

The Detroit Stock Exchange has filed a proposed rule change under Rule 19b-4 to effect changes in Officer designations and responsibilities. Publication of the proposal is expected to be made in the Federal Register during the week of December 29. (Rel. 34-11949)

The Midwest Stock Exchange, Inc. has filed a proposed rule change under Rule 19b-4 to limit the liability of specialists on split orders when a timely report of the New York Stock Exchange execution price does not arrive. Publication of the proposal is expected to be made in the Federal Register during the week of December 29. (Rel. 34-11950)

TRADING SUSPENSIONS

ADDITIONAL ACTION ON FOUR TRADING SUSPENSIONS

The SEC has announced the suspension of (a) exchange and over-the-counter trading in the securities of Transjersey Bancorp. for the further ten-day period December 25 - January 3, inclusive; (b) exchange and over-the-counter trading in the securities of Continental Vending Machine Corp. for the further ten-day period December 26 - January 4, inclusive; (c) exchange and over-the-counter trading in the securities of Generics Corp. of America for the further ten-day period December 28 - January 6, inclusive; and (d) over-the-counter trading in the securities of GAC Corp. for the further ten-day period December 29 - January 7, inclusive.

SECURITIES ACT REGISTRATIONS

(S-7) TEXAS POWER & LIGHT COMPANY

1511 Bryan St., Dallas, Tex. 75201 - \$100 million of first mortgage bonds, due 2006, to be issued and sold through negotiated sale through underwriters headed by Salomon Brothers, One New York Plaza, New York, N.Y. 10004, at a price to be determined. The company is an electric utility company engaged in the generation, purchase, transmission, distribution and sale of electricity. (File 2-55210 - Dec. 19)

In a separate statement the company seeks registration of 300,000 shares of cumulative preferred stock (no par value), to be issued and sold by the same underwriters named above. (File 2-55211 - Dec. 19)

(S-11) DELAWARE VALLEY REALTY AND MORTGAGE INVESTORS (THE TRUST)

c/o Kenbee Management, Inc., 777 Third Ave., New York, N.Y. 10017 - 135,000 warrants to purchase shares of beneficial interest. These securities, owned by Kenbee, may be offered for sale from time to time at prices then prevailing in the over-the-counter market through Kenbee's exclusive agent, Troster, Singer & Company, 74 Trinity Pl., New York, N.Y. 10006. The Trust is a real estate investment trust. (File 2-55216 - Dec. 19)

(S-16) THE BLACK AND DECKER MANUFACTURING COMPANY

701 E. Joppa Rd., Towson, Md. 21204 - 150,000 outstanding shares of common stock, to be offered in exchange for partnership interest in the Vance, Sanders Exchange Fund, (a California limited partnership), which operates an open-end diversified investment company, at the rate of one Fund share for each \$50 of the securities. The company is a power tool manufacturer. (File 2-55223 - Dec. 22)

(S-14) FIRST NATIONAL FINANCIAL CORPORATION

108 East Michigan Ave., Kalamazoo, Mich. 49007 - a maximum amount of \$2,087,400 of 7-1/2% five year equal annual installment subordinated notes. It is proposed to offer these notes in connection with the merger of National Bank of Ludington, Ludington, Michigan, into a bank subsidiary of First National Financial Corporation, subject to possible adjustment and to shareholder approval of National Bank of Ludington. First National Financial Corporation is a bank holding company. (File 2-55224 - Dec. 19)

(S-7) TIME INCORPORATED

Time & Life Bldg., Rockefeller Center, New York, N.Y. 10020 - \$50 million of notes, due 1986, to be offered for sale through underwriters headed by Salomon Brothers, One New York Plaza, New York, N.Y. 10004. The company publishes magazines and books and manufactures pulp, paper and paperboard and a wide variety of building materials. (File 2-55226 - Dec. 22)

(S-16) GILFORD INSTRUMENT LABORATORIES, INC.

132 Artino St., Oberlin, Ohio 44074 - 63,938 shares of common stock, to be offered for sale (or pledged) from time to time by certain shareholders at prices current at the time of sale. Gilford is engaged in the design, manufacture and sale of scientific instruments for use in the fields of science, medicine and industry. (File 2-55227 - Dec. 19)

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 15¢ per page plus postage (\$2 minimum) and 30¢ per page plus postage for expedited handling (\$5 minimum). Cost estimates are given on request. All other referenced material is available in the SEC Docket.

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