

sec news digest

Issue 77-5

(SEC Docket, Vol. 11, No. 4 - January 18)

JAN 10 1977

January 7, 1977

ORDERS FOR PUBLIC PROCEEDINGS

U.S. SECURITIES AND EXCHANGE COMMISSION

GULF INVESTMENT BANKERS, INC., OTHERS

The SEC has ordered public administrative proceedings against Gulf Investment Bankers, Inc., William D. Lainhart, and Thomas D. Sullivan, all of Dallas, Texas.

The proceedings are based upon allegations of the Commission's staff that from January 16, 1976, until the present, Gulf Investment Bankers, Inc. has associated with it William D. Lainhart and Thomas D. Sullivan, who were permanently enjoined by consent on August 12, 1972, from further violations of the Kansas Securities Act in an action brought in the district court of Shawnee County, Kansas. Additionally the staff alleges that Lainhart was permanently enjoined by consent on November 16, 1967, from further violations of the antifraud provisions of the Securities Act of 1933 in an action brought by the SEC in the U.S. District Court for the Eastern District of Arkansas.

A hearing will be scheduled by further order to take evidence on the staff's allegations and to afford the respondents an opportunity to offer any defenses thereto.
(Rel. 34-13140)

COMMISSION ANNOUNCEMENTS

SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

The following is a list of significant no-action and interpretative letters recently issued by the Division of Corporation Finance and the Division of Market Regulation. These letters express the view of the Divisions with respect to novel or important questions arising under the Securities Act of 1933, the Securities Exchange Act of 1934 and the Trust Indenture Act of 1939. Copies of these letters may be obtained by writing to the Public Reference Section, Securities and Exchange Commission, Washington, D.C. 20549, or by making a request in person at the Public Reference Section, 1100 L St., N.W., Room 6101, Washington, D.C., stating the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date. Copies cost 10 cents per page.

THE DIVISION OF CORPORATION FINANCE -

<u>COMPANY NAME</u>	<u>ACT/SECTION OR RULE</u>	<u>DATE MAILED</u>	<u>PUBLIC AVAILABILITY DATE</u>
J.D.A. Farms, Inc.	'33 Act/§2(1)	11-29-76	12-29-76
The National Bank of Georgia	'33 Act/§2(1)	11-4-76	12-6-76
Gary B. Sack, Esq., Retter & Sack	'33 Act/§2(1)	11-5-76	12-6-76
Texas American Bancshares, Inc.	'33 Act/§2(3)	11-12-76	12-13-76
Washington Group, Inc.	'33 Act/§2(3)	11-1-76	12-1-76
Affiliated Fund, Inc., Lord, Abbett & Co.	'33 Act/§2(11)	11-10-76	12-10-76
The Metropolitan Trust Co.	'33 Act/§3(a)(2)	11-18-76	12-20-76
First Maryland Bancorp	'33 Act/§3(a)(3)	11-5-76	12-6-76
First National State Bancorpora- tion	'33 Act/§3(a)(3)	11-9-76	12-9-76
Merrill Lynch & Co., Inc.	'33 Act/§3(a)(3)	11-9-76	12-9-76
Philadelphia Hungarian Club	'33 Act/§3(a)(4)	11-8-76	12-8-76
Restaurant Investors, Ltd.	'33 Act/§3(b)	11-29-76	12-29-76
Paul L. Dodds Company	'33 Act/§4(1) & (2)	11-5-76	12-6-76
Energy and Environmental Companies, Inc.	'33 Act/Rule 144	11-15-76	12-15-76
Applied Devices Corp.	'33 Act/Rule 144	11-1-76	12-1-76

SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

THE DIVISION OF CORPORATE FINANCE, cont.

Beeline Fashions, Inc.	'33 Act/Rule 145	11-22-76	12-22-76
Berkeley Bio-Engineering, Inc.	'33 Act/Rule 145	11-17-76	12-17-76
Lewis M. Costello, Esq. Kuykendall, Whiting, Costello, & Hanes	'33 Act/Rule 146	11-12-76	12-13-76
Robert S. Sinn Securities, Inc.	'33 Act/Rule 146	11-4-76	12-6-76
Skyland International Corp.	'33 Act/Rule 146	11-1-76	12-1-76
Thomas Beard, General Partner	'33 Act/Rule 147	11-30-76	12-30-76
Occidental Industries, Ltd.	'33 Act/Rule 147	11-18-76	12-20-76
Hamelly International, Inc.	'33 Act/Rule 240	11-24-76	12-27-76
Connecticut General Insurance Corp.	'34 Act/Rule 12f-4	11-11-76	12-13-76
Will Maslow, Esq., American Jewish Congress	'34 Act/Rule 14a-8	12-21-76	12-21-76
Tejas Oil and Gas Corp.	'34 Act/Rule 16b-6	11-12-76	12-13-76

THE DIVISION OF MARKET REGULATION

<u>Company Name</u>	<u>Section, Rule, or Release</u>	<u>Date Mailed</u>	<u>Public Availability Date</u>
Inexco Oil Company	Rule 10b-6; Rule 13e-1	12/7/76	1/7/77
Louisiana Land and Exploration Company	Rule 10b-6	12/10/76	1/10/77
Transamerica Corporation	Rule 10b-6	11/26/76 12/10/76	12/26/76 1/10/77
Colorado National Bankshares, Inc.	Rule 10b-6	12/28/76	1/28/77
Canadian Pacific Limited	Rule 10b-6	12/29/76	1/29/77
National Association of Securities Dealers, Inc.	Rule 15c3-1 (c) (2) (viii)	12/15/76	1/15/77

COURT ENFORCEMENT ACTIONS

COMPLAINT NAMES STILWELL, COKER & COMPANY, INC., OTHERS

The Atlanta Regional Office announced that on December 16 a complaint was filed in the U.S. District Court for the District of South Carolina, Charleston Division, against Stilwell, Coker & Company, Inc., a registered broker-dealer, Charles D. Stilwell, Vincent P. Kane, all of Charleston, South Carolina and Stephen C. Coker of Mt. Pleasant, South Carolina, seeking to enjoin each from violations of the antifraud provisions of the securities laws and seeking to enjoin the firm from violations of, and the individual defendants from aiding and abetting violations of, the books and records provisions of the securities laws. The complaint alleged among other matters that the firm was insolvent and unable to meet its obligations as they matured and that its books and records were not accurate or current. The complaint also sought the appointment of a receiver for the firm and other relief.

The defendants consented to the entry of an order permanently enjoining them from violating the antifraud and books and records provisions of the securities laws; to the imposition of a trust; and to the appointment of a trustee for the firm on application of the Securities Investor Protection Corporation filed on the same date. (SEC v. Stilwell, Coker & Co., Inc., et al., D.S.C., Charleston Div., Civil Action No. 76-2405) (LR-7726)

COMPLAINT FILED NAMING PANHANDLE PRODUCTION COMPANY

The Denver Regional Office announced that on December 29 a complaint was filed in the U.S. District Court for the District of Colorado against Panhandle Production Company of Lakewood, Colo., a Colorado corporation, Robert W. McDowell, Jr. of Lakewood, Colo., and Victor H. McVey of Denver, Colo., alleging violations of the registration and anti-fraud provisions of the securities laws in the offer for sale and sale of fractional undivided interests in oil and gas leases. The complaint alleges, among other things, that in the above offers for sale and sales Panhandle Production Company, Robert W. McDowell, Jr., and Victor H. McVey made untrue statements of material facts and omitted to state material facts, and seeks a preliminary and permanent injunction against these parties prohibiting them from violating the registration and antifraud provisions of the securities laws.

Panhandle Production Company has no relationship to Panhandle Eastern Pipe Line Company a company listed on the NYSE. (SEC v. Panhandle Production Company, et al., D. Colo., Civil Action 76-M-1227). (LR-7727)

INVESTMENT COMPANY ACT RELEASES

JOHN HANCOCK TAX-EXEMPT INCOME TRUST

A notice has been issued giving interested persons until January 25 to request a hearing on an application filed by John Hancock Tax-Exempt Income Trust and John Hancock Distributors, Inc., for an order permitting the sale of Trust shares at one-half the normal sales charge when purchased with funds derived from death claims and matured endowments of such fixed dollar insurance policies issued by John Hancock Mutual Life Insurance Company. (Rel. IC-9596 - Jan. 5)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The National Association of Securities Dealers, Inc. has filed pursuant to Rule 19b-4 a proposed rule change (SR-NASD-77-1) amending Section 4 of the Association's Code of Arbitration Procedure. Publication of the proposal is expected to be made in the Federal Register during the week of January 10. (Rel. 34-13137)

The Midwest Securities Trust Company has filed a proposed rule change pursuant to Rule 19b-4, modifying auditing procedures applicable to itself (SR-MSTC-76-16). Publication of the proposal is expected to be made in the Federal Register during the week of January 10. (Rel. 34-13138)

The Midwest Stock Exchange has filed a proposed rule change under Rule 19b-4 (SR-MSE-76-18) to amend the Exchange's Rule 11 to require those members for which the Exchange is not the designated examining authority to file with the Exchange reports required by 17 CFR 240.17a-5(b). (Rel. 34-13134)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by Pacific Stock Exchange Inc. The rule change (SR-PSE-76-34) would clearly delineate in the context of dual trading the applicability of the terms "Exchange option transaction" and "Exchange transaction." (Rel. 34-13129)

The Commission has approved a proposed rule change filed by the Pacific Stock Exchange, Inc. The rule change (SR-PSE-76-33) defines two terms, "local security" and "dually traded security," used in its Rule II and III which were previously defined in PSE Rule XIII but were deleted from that Rule when it was amended by PSE rule filing SR-PSE-76-10. (Rel. 34-13135)

MISCELLANEOUS

ADVANCED SYSTEMS, INC.

A notice has been issued giving interested persons until January 17 to request a hearing on an application by Advanced Systems, Inc., pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an order exempting Advance Systems from filing an annual report on Form 10-K for the fiscal year ended October 31, 1976 and from the reporting requirements of Sections 13 and 15(d) of that Act. (Rel. 34-13141)

SECURITIES ACT REGISTRATIONS

(S-6) WEEDEN CORPORATE BOND TRUST, SERIES 3

c/o Weeden & Co. (its depositor), 25 Broad St., New York, N.Y. 10004 - \$15 million of units, consisting of 15,000 units to be offered for sale through underwriters headed by Weeden & Co. The issuer is a unit investment trust being formed for the purpose of investing in a diversified portfolio of long-term debt securities issued primarily by corporations. (File 2-58030 - Jan. 6)

(S-1) AMERICAN CREDIT CORPORATION

201 South Tryon St., Charlotte, N.C. 28234 - \$50 million of senior debentures, due 1997, to be issued in denominations of \$1,000 and integral multiples thereof, in registered form, without coupons, through Goldman, Sachs & Co., 55 Broad St., New York, N.Y. and Merrill Lynch, Pierce, Fenner & Smith Inc., One Liberty Plaza, New York, N.Y., as co-managing underwriters. American Credit Corporation is engaged principally in the finance and insurance businesses. (File 2-58031 - Jan. 6)

(S-7) SEARS, ROEBUCK AND CO.

Sears Tower, Chicago, Ill. 60684 - \$300 million of sinking fund debentures, due 2007, to be offered for sale through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York, N.Y. 10004, and Bache Halsey Stuart, Inc., 135 South LaSalle St., Chicago, Ill. 60690. Sears is a retailer. (File 2-58033 - Jan. 6)

REGISTRATIONS EFFECTIVE

Jan. 3: Composite Tax-Exempt Bond Fund, Inc., 2-57530; Inter-Regional Financial Group Inc., 2-57759; Peoples Banking Corp., 2-57696; Scientific-Atlanta, Inc., 2-57848; Scriptomatic Inc., 2-57677 (4-3-77); Union Cash Management Fund Inc., 2-56805; Vornado, Inc., 2-57260.

Jan. 4: Armco Steel Corp., 2-55899; Billy the Kid Inc., 2-57823; R. L. Burns Corp., 2-57802; Chilton Corp., 2-57212; Corporate Income Fund Forty-Fourth Monthly Payment Series, 2-57836; Datapoint Corp., 2-57827; Discovery Oil Ltd., 2-55355 (90 days); Future Florida Corp., 2-57278 (4-4-77); Middle South Utilities, Inc., 2-57842; Reeves Brothers, Inc., 2-57935.

NOTE TO DEALERS. When applicable the 90-day period of time dealers are required to use the prospectus is noted above in parentheses after the name of the issuer. As to the other issuers, there may be no such requirement to use a prospectus, or the requirement may be for a period of only 40 days; see Section 4(3) of the Securities Act of 1933 and Rule 174 (17 CFR 230.174) thereunder.

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 10¢ per page plus postage (7 days) (\$3.50 minimum); 20¢ per page plus postage for expedited service (4 days) (\$5.00 minimum) and 30¢ per page plus postage for priority service overnight (\$5.00 minimum). Cost estimates are given on request. All other reference material is available in the SEC Docket.

SEC NEWS DIGEST is published daily. Subscription rates: 64.45/yr in U.S. first class mail; \$80.60 elsewhere.

SEC DOCKET is published weekly. Subscription rates: \$43.70/yr in

U.S. first class mail, \$54.65 elsewhere. The News Digest and the Docket are for sale by the Superintendent of Documents, Government Printing Office, Washington, D.C. 20402.