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U.S. SECURITIES AND
EXCHANGE COMMISSION

March 19, 1980

COMMISSION ANNOUNCEMENTS

WEEKLY CALENDAR

The following is a schedule of speaking engagements, Congressional testimony, Commission hearings and other public events involving the Commission for the week of March 24, 1980. (Commission Meetings are announced separately in the News Digest.)

Monday, March 24

- * Chairman Williams will testify before the Senate Securities Subcommittee on the subject of the Commission's Budget Authorization at 10 a.m. (No room number has yet been assigned.)

Thursday, March 27

- * Chairman Williams will participate in the National Conference on Corporate Governance and Accountability in the 1980's, sponsored by the New York Stock Exchange, the American Law Institute, the Section of Corporation, Banking and Business Law of the American Bar Association, and the American Law Institute-American Bar Association Committee on Continuing Professional Education. The Conference is to be held at the Williamsburg Inn, Williamsburg, Virginia, from March 27-29, 1980. On the afternoon of March 27, Chairman Williams will be one of four keynote presenters in a session on "Corporate Governance in the 1980's--Four Viewpoints."
- * Commissioner Evans will address the 1980 Mutual Fund and Investment Management Conference, sponsored by the Federal Bar Association and the Commerce Clearing House, at 9 a.m. in Phoenix, Arizona.

Saturday, March 29

- * Commissioner Loomis will participate in the Columbia Law School Symposium, Panel Discussion of the ALI Securities Code at Columbia University, New York City, at 10 a.m.

REPORT SHOWS KEY CAPITAL FORMATION ROLE FOR REGIONAL BROKER-DEALERS

Regional broker-dealers play a key role in helping companies -- particularly smaller ones -- to enter the public capital markets for the first time, according to the results of a study by the Commission's staff, made public today.

The study presents comprehensive data, not previously available, on the role which regional broker-dealers play in the capital formation process. Prepared by the Commission's Directorate of Economic and Policy Research, it is the product of the first phase of a research project sponsored jointly by the Commission and the Office of the Chief Counsel for Advocacy of the Small Business Administration.

The report shows that some three-quarters of the initial offerings of common stock offered to investors between January 1, 1972 and June 30, 1979, were managed by regional broker-dealers. During the same period, regional firms managed 91 percent of the initial public offerings by smaller companies -- those with annual revenues of less than \$10 million.

Phase II of the project will examine evidence of a relationship between the decline in the number of initial public offerings, and changes in the structure of the securities industry. Further research under the joint, SEC-SBA agreement will examine the Phase I data in detail and extend the analysis of the capital formation role of regional broker-dealers to include their research and market-making activities.

Copies of the report are available upon request from the Publications Section, U.S. Securities and Exchange Commission, Washington, D.C. 20549. Comments or questions should be directed to Steven E. Levy, Director, Directorate of Economic and Policy Research (same mailing address as above, telephone 202-272-2850).

MEETING OF ADVISORY COMMITTEE ON OIL AND GAS ACCOUNTING

The next meeting of the SEC Advisory Committee on Oil and Gas Accounting has been scheduled to be held in Room 776 of the Commission's headquarters office at 500 North Capitol Street, Washington, D.C. on Tuesday, April 29, 1980, beginning 9:30 a.m., and will be open to the public. The agenda for this meeting includes the following: Discussion of committee activities; status of staff review of 1979 disclosures; and a report on a recent study of reserve estimate variability.

FOR FURTHER INFORMATION CONTACT: James L. Russell at (202) 272-2133

ADMINISTRATIVE PROCEEDINGS

DONALD PHELPS MATHESON CITED

The Commission has instituted public administrative proceedings against Donald Phelps Matheson, doing business as Don P. Matheson & Company, a dually registered investment adviser and broker-dealer located in Grand Rapids, Michigan. The proceedings are based on allegations by the staff that Matheson wilfully violated (1) the antifraud and recordkeeping provisions of the Investment Advisers Act of 1940, and (2) the Special Reserve Bank Account, debt-equity, and recordkeeping provisions of the Securities Exchange Act of 1934 applicable to registered broker-dealers

Simultaneously with the institution of the proceedings the Commission accepted Matheson's offer of settlement and entered an order suspending Matheson & Company from conducting business as an investment adviser or broker-dealer and Matheson from associating with any investment adviser or broker-dealer for a period of 45 days and directing Matheson to comply with an undertaking to file a notice of his withdrawal from registration as an investment adviser and broker-dealer following the expiration of the suspension period. (Rel. 34-16640)

SANCTIONS IMPOSED AGAINST W. A. PATTERSON, INC., OTHERS

The Commission has ordered that the broker-dealer registration of W. A. Patterson, Inc., headquartered in Albuquerque, New Mexico, be revoked; that William A. Patterson, of Albuquerque, be barred from association with any broker-dealer, investment company, investment adviser or transfer agent, provided that after the expiration of two years he may apply to be associated as a supervised employee in a non-supervisory capacity; and that Jack M. Kekich, also of Albuquerque, be suspended from association with any broker-dealer, investment company, investment adviser or transfer agent for a period of 60 days, and that he thereafter be suspended for 30 days from such association, other than as a supervised employee in a non-supervisory capacity.

The sanctions were based upon findings that W. A. Patterson, Inc., William A. Patterson and Jack M. Kekich wilfully violated and wilfully aided and abetted violations of the broker-dealer books and records requirements, net capital requirements, the margin and the supervision requirements of the securities laws. The respondents consented to the order without admitting or denying the findings. (Rel. 34-16641)

CIVIL PROCEEDINGS

AEGEAN INDUSTRIES, INC., OTHERS ENJOINED

The New York Regional Office announced that on February 20 Aegean Industries, Inc., Stanley J. Sanders and Vincent Fava were permanently enjoined, upon consent, from violating the registration and antifraud provisions of the securities laws.

In addition, pursuant to an order of disgorgement, Sanders consented to pay \$50,000 and Fava consented to pay \$5,000, to a Special Escrow Agent, who is to hold such

monies for the benefit of Aegean and its shareholders. The monies are to be distributed pursuant to a plan of distribution, which plan is to be prepared by the Special Escrow Agent, and to be proposed within ninety days after entry of the judgment for consideration by the court. (SEC v. Aegean Industries, Inc., et al., 80 Civil 843, S.D.N.Y. [C.S.H.]). (LR-9036)

ROY E. STEPHENS ENJOINED

The Atlanta Regional Office announced that on March 6 the Federal Court in Atlanta, Georgia permanently enjoined Roy E. Stephens of Atlanta from violations of the antifraud provisions and from aiding and abetting violations of the reporting and proxy provisions of the securities laws in connection with filings made with the Commission on behalf of General Resources Corporation and Atla National Investments Corporation. Stephens consented to the entry of the court's order without admitting or denying the allegations of the Commission's complaint.

The complaint, which was filed on October 31, 1979 and named six individual and ten corporate defendants, alleged, among other things, that Stephens and the individual defendants embarked on an acquisition program to acquire companies with substantial liquid assets, such as insurance companies, which assets were then used to sustain the operation of insolvent and nearly insolvent companies through a complex series of inter-company transactions in which cash was exchanged for mortgages and other property of dubious value. Stephens, an officer and director of General Resources, was alleged to have violated the antifraud provisions and to have aided and abetted violations of the proxy and reporting provisions of the securities laws. The other defendants consented to the relief requested at the time of the filing of the complaint. (SEC v. General Resources Corporation, et al., U.S.D.C. N.D. Ga., C-79-2026A). (LR-9037)

INVESTMENT COMPANY ACT RELEASES

SOCIETE GENERALE NORTH AMERICA, INC.

A notice has been issued giving interested persons until April 10 to request a hearing on an application of Societe Generale North America, Inc. (Applicant), a Delaware corporation and a wholly-owned subsidiary of a French commercial bank, which presently proposes to make an offering of commercial paper in the United States, requesting an order, pursuant to Section 6(c) of the Investment Company Act of 1940, exempting Applicant from all provisions of the Act. (Rel. IC-11092 - Mar. 17)

TRANSAMERICA CASH RESERVE, INC.

An order has been issued exempting Transamerica Cash Reserve, Inc. from Section 2(a)(41) of the Investment Company Act of 1940 and Rules 2a-4 and 22c-1 thereunder to permit it to calculate its net asset value per share according to the amortized cost method of valuing portfolio securities. (Rel. IC-11093 - Mar. 18)

HOLDING COMPANY ACT RELEASES

THE SOUTHERN COMPANY

A notice has been issued giving interested persons until April 10 to request a hearing on a proposal of The Southern Company, a registered holding company, to issue and sell up to 8,500,000 shares of its common stock pursuant to its Dividend Reinvestment and Stock Purchase Plan and up to 1,500,000 shares of its common stock pursuant to the System's Employee Savings Plan. (Rel. 35-21478 - Mar. 17)

TRUST INDENTURE ACT RELEASES

CHRYSLER FINANCIAL CORPORATION

An order has been issued under the Trust Indenture Act of 1939 on an application of Chrysler Financial Corporation that the trusteeship of United States Trust Company of New York under one indenture and successor trusteeship under five indentures of Chrysler Financial Corporation is not so likely to involve a material conflict of interest as to make it necessary to disqualify U.S. Trust from acting as trustee. (Rel. TI-558)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGE

The Midwest Stock Exchange, Inc. has filed a proposed rule change which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-MSE-80-2) to amend its by-laws to delegate the duties and responsibilities of the Office of Chief Executive, previously assigned to the President, to the Chairman of the Board of Governors and to make minor changes concerning the Vice Chairman's role as Chairman of the Executive Committee. Publication of the proposal is expected to be made in the Federal Register during the week of March 17. (Rel. 34-16665)

AMENDMENT TO FILING OF PROPOSED RULE CHANGE

The National Association of Securities Dealers, Inc. has filed Amendment No. 1 with respect to a proposed rule change previously filed under Rule 19b-4 (SR-NASD-77-8) to establish a system of regulation relating to the distribution and sponsorship of direct participation programs by members and their associates and affiliates. Publication of the proposal is expected to be made in the Federal Register during the week of March 17. (Rel. 34-16659)

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-8) TEXAS GAS TRANSMISSION CORPORATION, 3800 Frederica St., Owensboro, Ky. 42301 - \$3,085,404 of participations and 101,161 shares of common stock. (File 2-66938 - Mar. 14)
- (S-1) AUTOMOTIVE INSURANCE CO., LTD., c/o Blades Management Company, Front St., Hamilton 5, Bermuda (809-29) 5-0169 - 1,000,000 capital shares with warrants to purchase 1,000,000 capital shares. Underwriter: M. S. Wien & Co., Inc. (File 2-66940 - Mar. 17)
- (S-16) INTERSTATE POWER COMPANY, 1000 Main St., Dubuque, Iowa 52001 (319) 582-5421 - 350,000 shares of common stock. The company is engaged in the generation, purchase, transmission, sale and distribution of electricity. (File 2-66952 - Mar. 18)
- (S-8) WATKINS-JOHNSON COMPANY, 3333 Hillview Ave., Stanford Industrial Park, Palo Alto, Cal. 94304 - 200,000 shares of common stock. (File 2-66953 - Mar. 18)
- (S-14) UNR INDUSTRIES, INC., 332 South Michigan Ave., Chicago, Ill. 60604 (312) 341-1234 - 3,771,778 shares of common stock. (File 2-66954 - Mar. 18)
- (S-8) WISCONSIN PUBLIC SERVICE CORPORATION, 700 North Adams St., Green Bay, Wis. 54305 (414) 433-1598 or (414) 271-2400 - 450,000 shares of common stock. (File 2-66955 - Mar. 18)
- (S-14) FIRST JERSEY NATIONAL CORPORATION, 2 Montgomery St., Jersey City, N.J. 07302 (201) 547-7000 - 198,000 shares of common stock. (File 2-66956 - Mar. 18)
- (S-16) OHIO EDISON COMPANY, 76 South Main St., Akron, Ohio 44308 (216) 384-5100 - \$100 million of first mortgage bonds. Underwriters: Morgan Stanley & Co., Inc., Merrill Lynch White Weld Capital Markets Group and Salomon Brothers. The company owns property and does business as an electric public utility. (File 2-66957 - Mar. 18)

SIGNIFICANT NO-ACTION AND INTERPRETIVE LETTERS

The following is a list of significant no-action and interpretative letters recently issued by the Division of Market Regulation and the Division of Investment Management. These letters express the view of the Division with respect to novel or important questions arising under the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, and the Investment Advisers Act of 1940. 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 Street, 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.

DIVISION OF MARKET REGULATION

<u>COMPANY</u>	<u>ACT/SECTION/RULE OR RELEASE</u>	<u>DATE MAILED</u>	<u>PUBLIC AVAILABILITY DATE</u>
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SECURITIES EXCHANGE ACT OF 1934

Buys-MacGregor, MacNaughton- Greenawalt & Co.	Rule 10b-10(a)(5)(i)	01-02-80	02-01-80
Advest Dividend Reinvestment Plan	Rule 10b-6	01-24-80	02-23-80
The Cyprus Corporation	Rule 10b-6, 10b-13	01-17-80	02-16-80
Kaiser Aluminum & Chemical Corp.	Rule 13e-4	01-29-80	02-28-80
Marriott Corporation	Rule 10b-13	01-29-80	02-28-80
Walter Kidde & Co., Inc.	Rule 10b-13	01-28-80	02-27-80
National Securities Clearing Corporation	§ 19(b)(3)(A)(i)	02-06-80	03-07-80
Metzger, Shadyac & Schwartz	§ 17A(d)/Rules 17Ad-6(c), 17Ad-7	01-25-80	02-24-80

DIVISION OF INVESTMENT MANAGEMENT

<u>COMPANY</u>	<u>ACT/SECTION/RULE OR RELEASE</u>	<u>DATE MAILED</u>	<u>PUBLIC AVAILABILITY DATE</u>
Nuclear Electric Insurance Limited	ICA '40/§3(a)(1)	1/22/80	2/21/80
Citibank, N.A.	ICA '40/§3(c)(3)	1/25/80	2/24/80

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission within 10 days on Schedule 13D if after the acquisition of equity securities of a public company there beneficial interest therein exceeds 5%. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within forty-five days after the end of the calendar year in which the person became subject to Section 13(d)(1). The following companies or individuals filed Schedule 13D's during the period February 29 - March 4, 1980. The number of shares of the security which are beneficially owned, and the number of shares concerning which there is a right to acquire are set forth for each beneficial owner. *Amended Acquisition Reports.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
Samuel Mantell	Riverside Properties Inc. (Jacksonville, FL) Common Stock - 10,378 shs.	2-29-80
* Societe Holding Gray d'Albion S.A. (France)	Saunders Leasing System, Inc. (Birmingham, AL) Common Stock - 411,666 shs. (13.9%)	2-29-80
Bramah Incorporated (Wholly-owned subsidiary of Bramah Ltd. (England))	Tonka Corporation (Spring Park, MN) Common Stock - 314,000 shs. (20.1%) (Purchaser will acquire above shares pursuant to an agreement.)	2-29-80
* Maurice Wiener	Transco Realty Trust (Boston, MA) Shares of Beneficial Interest - 59,549	2-29-80
* Life Investors, Inc.	20th Century Guardian Life Insurance Co. (Battle Creek, MI) Common Stock - 1,151,619 shs. (76.77%)	2-29-80
* Gaymark Associates Walter Scheuer	Value Line Development Capital Corp. (NYC) Common Stock - 157,100 shs.	2-29-80
F. Larry Tunnell Danny P. Wells Fredrick H. Gunther Lawrence R. Durbin, et al	Western Preferred Corporation (Englewood, CO) Common Stock - 1,149,144 shs. (11.8%) Common Stock - 22,972 shs. on conversion of Preferred Stock	2-29-80
* Arrow Capital N.V. (Netherland Antilles)	Xonics, Inc. (Des Plaines, IL) Common Stock - 139,500 shs. on exercise of warrants	2-29-80
* New Court Partners	Xonics, Inc. (Des Plaines, IL) Common Stock - 441,750 shs. on exercise of warrants	2-29-80
* First Carolina Investors Bridget B. Baird, Trustee Brent D. Baird, Individually and Trustee, et al	API Trust (NYC) Shares of Beneficial Interest - 223,935 (22.13%)	3-3-80
* L. F. Rothschild, Unterberg, Towbin	American Garden Products, Inc. (Boston, MA) Common Stock - 36,700 shs.	3-3-80
* Delaware North Companies, Inc. Solar Sportsystems, Inc. Jeremy M. Jacobs, Individually and Trustee	Bliss & Laughlin Industries, Inc. (Oak Brook, IL) Common Stock - 375,300 shs.	3-3-80
William E. Ainsworth	Columbine Exploration Corp. (Denver, CO) Common Stock - 500,000 shs.	3-3-80
* H. K. Porter Company, Inc.	Joseph Dixon Crucible Co. (Jersey City, NJ) Common Stock - 231,121 shs. (32.5%)	3-3-80
* Oliver Martin Stahel (Switzerland)	Kay Corporation (Alexandria, VA) Common Stock - 320,992 shs. (11.4%)	3-3-80

ACQUISITION REPORTS CONT.

Anthony H. Corso	Merck & Co., Inc. (Rahway, NJ) Preferred Stock - 1,515 shs.	3-3-80
* William I. Thomas	Pathcom Inc. (Harbor City, CA) Common Stock - 12,580,000 shs. (88.3%)	3-3-80
Patrick J. Callihan, Trustee Edward F. Solomon, Beneficiary Edward F. Solomon Trust No. 1	Provincial House, Inc. (Lansing, MI) Common Stock - 410,200 shs. (82%)	3-3-80
John H. Scott	SFN Companies, Inc. (Glenview, IL) Common Stock - 1,148,200 shs.	3-3-80
Robert W. Hill	SFN Companies, Inc. (Flenview, IL) Common Stock - 645,550 shs.	3-3-80
* Richard N. Smith James B. Kennard Allen Z. Wolfson, et al	ServAmerica, Inc. (Jacksonville, FL) Common Stock - 2,780,767 shs. Common Stock - 400,000 shs. on exercise of options Common Stock - 1,449,429 shs. on conversion of Preferred Stock	3-3-80
Frank L. Glusman Elaine P. Glusman	Southward Ventures, Inc. (Boca Raton, FL) Common Stock - 440,555 shs. (13.5%)	3-3-80
Paul M. Kuveke, Jr.	Spiral Metal Company, Inc. (NYC) Common Stock - 82,627 shs. Common Stock - 40,000 shs. on exercise of options	3-3-80
FMR Corp.	Varian Associates, Inc. (Palo Alto, CA) Common Stock - 612,900 shs.	3-3-80
Union Pacific Corporation Pacific Subsidiary, Inc. (Wholly-owned subsidiary of Union Pacific)	Western Pacific Railroad Co. (San Francisco, CA) Class A Common Stock - 1,043,422 shs. (Above shares were acquired pursuant to the Tender Offer.)	3-3-80
JMAC, Inc.	Worthington Industries, Inc. (Columbus, OH) Common Stock - 1,250,000 shs. (11.4%)	3-3-80
* John F. Maher	Zapata Corporation (Houston, TX) Common Stock - 464,374 shs.	3-3-80
* Victor L. Sayyah Sayyah Corp. HCA, Inc., et al	Bank Securities, Inc. (Alamogordo, NM) Common Stock - 173,302 shs.	3-4-80
* Wertheim & Co.	Bio-Medical Sciences, Inc. (Fairfield, NJ) Common Stock - 758,476 shs.	3-4-80
Vincent W. Griffo	J. P. Cabot Equity Corp. (Valley Stream, OK) Common Stock - 69,666 shs. (10%)	3-4-80

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