

sec news digest

Issue 79-42

MAR 5 1979

March 2, 1979

ADMINISTRATIVE PROCEEDINGS

U.S. SECURITIES AND
EXCHANGE COMMISSION

MELVAN M. JACOBS

The Chicago Regional Office announced that on February 8 the Commission instituted administrative proceedings pursuant to Rule 2(e) of the Commission's Rules of Practice against Melvan M. Jacobs, an attorney, and has accepted his offer of settlement wherein he consents to an order finding that he has been permanently enjoined from violations of the securities laws.

In his offer of settlement, Jacobs undertakes not to practice before the Commission unless and until he is relieved of such undertaking by order of the Commission. Jacobs also waived the provisions of Rule 2(e)(3)(i) of the Commission's Rules of Practice which provides that no order of temporary suspension shall be entered by the Commission more than three months after the entry of an order of permanent injunction. (Rel. 33-6024)

NASD APPLICATIONS FOR DECLARATORY ORDERS APPROVING EMPLOYMENT OF STANLEY FLIEDERBAUM AND SETRAG MOORADIAN DENIED

The Commission has denied applications by the NASD for orders declaring that the Commission will not institute formal disciplinary proceedings based upon the employment of Stanley Fliederbaum and Setrag Mooradian (Applicants) by NASD member firms located in New York City. But the Commission expressed its willingness to institute proceedings, if requested to do so by Fliederbaum and Mooradian within 60 days, in which their status with respect to association with any broker or dealer could be determined.

The Commission's refusal to issue the requested orders, despite the NASD's approval of Applicant's proposed employment, was based on the following circumstances. In 1963, the Commission found that Applicants, then partners in the brokerage firm of Fliederbaum, Mooradian & Co., had aided and abetted violations of the antifraud, net capital and reporting provisions of the securities laws. Applicants were also disciplined by the NASD in 1963. The Commission noted that, during the intervening years, Applicants had followed a pattern of concealment of their prior misconduct from regulatory authorities in applications filed with the NASD and with various stock exchanges.

The Commission determined that it was not foreclosed from instituting formal disciplinary proceedings with respect to Applicant's proposed employment, despite the fact that it had not taken summary action within the time periods specified in the notices approving that employment which the NASD filed with the Commission. (Rel. 34-15568)

TRADING SUSPENSIONS

TRADING SUSPENDED IN FUELTECK CORPORATION

The SEC announced the single ten-day suspension of exchange and over-the-counter trading in the securities of Fuelteck Corporation, a Delaware corporation located in Deer Park, New York, for the period beginning on March 1 and terminating at midnight (EST) on March 10, 1979.

The Commission suspended trading in the securities of Fuelteck in view of the recent unusual and unexplained market activity in that security subsequent to the closing, on February 15, 1979, of a Regulation A offering of 200,000 shares of common stock at \$1 per share. Because of this recent unusual and unexplained market activity, the Commission's staff is conducting an investigation to determine whether there may have been violations of the securities laws. The price of Fuelteck common stock increased from the offering price of \$1 per share to approximately \$11 per share on February 27, 1979. The Commission staff's preliminary inquiry indicates that there is no public information available which would justify this unexplained activity.

November 28, 1977 (Rel. IC-10027), which granted, on a temporary basis, ILA's application for exemptions to enable the use of amortized cost valuation; and (4) reinstating, as to ILA, an order dated April 12, 1978 (Rel. IC-10201), which set down for consolidated hearing, ILA's application for exemptions to enable the use of amortized cost valuation. (Rel. IC-10612 - Feb. 28)

ACACIA NATIONAL VARIABLE ANNUITY ACCOUNT A

An order has been issued on an application of Acacia National Variable Annuity A declaring that it has ceased to be an investment company. (Rel. IC-10613 - March 1)

ACACIA FUND CORPORATION

An order has been issued on an application of Acacia Fund Corporation declaring that it has ceased to be an investment company. (Rel. IC-10614 - March 1)

HOLDING COMPANY ACT RELEASES

THE SOUTHERN COMPANY

A notice has been issued giving interested persons until March 23 to request a hearing on a proposal of The Southern Company, a registered holding company, and three of its subsidiaries, Alabama Power Company, Gulf Power Company, and Mississippi Power Company to permit Alabama to issue from time to time on or before September 30, 1980 up to \$555 million of notes to banks and commercial paper to dealers in commercial paper. (Rel. 35-20937 - Feb. 28)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

ORDER AMENDING EFFECTIVE DATE OF WITHDRAWAL FROM LISTING AND REGISTRATION

The Commission has issued an order amending to August 2, 1979 the effective date of a June 22, 1977 order granting the application of Pacific Resources, Inc. to withdraw its common stock from listing and registration on the Pacific Stock Exchange Inc. (Rel. 34-15590)

DELISTING GRANTED

An order has been issued granting the application of The Medimark Group, Inc. to strike the common stock (\$.05 par value) from listing and registration on the Boston Stock Exchange, Inc. (Rel. 34-15594)

SELF-REGULATORY ORGANIZATIONS

NOTICE AND APPROVAL OF PROPOSED RULE CHANGES

The Commission has approved, on an accelerated basis, proposed rule changes filed by The American Stock Exchange, Inc. (SR-Amex-79-3); The Chicago Board Options Exchange, Inc. (SR-CBOE-79-1); The Midwest Stock Exchange, Inc. (SR-MSE-79-7); The Pacific Stock Exchange Inc. (SR-PSE-79-1); and The Philadelphia Stock Exchange, Inc. (SR-PHLX-79-1) to continue, through April 28, 1979, the experimental closing hour of 4:10 p.m. New York time for standardized options trading. (Rel. 34-15593)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the National Association of Securities Dealers, Inc. (SR-NASD-78-30) amending the NASD Uniform Practice Code to recognize, where appropriate, the ex-dates for dividends, rights and warrants established by national securities exchanges. (Rel. 34-15595)

MISCELLANEOUS

WILMER, CUTLER & PICKERING PENSION PLAN

A notice has been issued giving interested persons until March 26 to request a hearing on an application of Wilmer, Cutler & Pickering, a law firm organized as a partnership

If any broker-dealer or any other person has any information which they believe would be useful to the Commission relating to this matter, they should contact the New York Regional Office of the SEC at (212) 264-8535. (Rel. 34-15596)

CIVIL PROCEEDINGS

ROBERT A. MAHEU ENJOINED

The Commission announced that on March 1 the Honorable Alfonso J. Zirpoli, U.S. District Judge for the Northern District of California, issued a Final Judgment of Permanent Injunction against Robert A. Maheu of Las Vegas, Nevada, permanently enjoining him from violating the anti-manipulative, antifraud and proxy provisions of the securities laws.

In its complaint the Commission alleged that Mr. Maheu in connection with the acquisition of the assets Air West, Inc. by the late Howard R. Hughes, Jr. in 1968 had manipulated the price of the Air West common stock for the purpose of depressing its price and inducing sales of that security. In addition it was alleged that Mr. Maheu engaged in a fraudulent course of conduct and violated the proxy solicitation rules. The Court also ordered Mr. Maheu to appear at any trial or hearing in this case as if he were still a party to the action upon reasonable notice to him or his counsel of the Commission's desire for his attendance at such trial or hearing.

Mr. Maheu consented to the Court's order without admitting or denying the allegations in the complaint. (SEC v. William R. Lummis, et al., as Administrators of the Estate of Howard R. Hughes, Jr., et al., U.S.D.C. N.D. Cal., Civil Action No. 75-0589 AJZ). (LR-8682)

SCHENLEY INDUSTRIES, INC. AND RAPID-AMERICAN CORPORATION ENJOINED

The New York Regional Office announced that on February 15 an action was filed in the U.S. District Court for the Southern District of New York seeking injunctive and other equitable relief against Schenley Industries, Inc., a wholly-owned subsidiary of Rapid-American Corporation, and Rapid-American Corporation.

The complaint alleges that as a result of its illegal practices and its failure to disclose these practices, Schenley violated certain antifraud and reporting provisions and Rapid-American violated certain reporting provisions of the securities laws. Specifically, the complaint alleges that Schenley caused Rapid-American to file with the Commission, during the years 1973 through 1978, annual reports on Form 10-K which were false and misleading, and failed to file with the Commission, during the same period, current reports on Form 8-K within 10 days after the close of each month in which Schenley granted illegal discounts.

Simultaneously with the filing of the complaint, Schenley and Rapid-American consented to the entry of final judgments of permanent injunction without admitting or denying the allegations in the complaint. As part of its consent, Schenley has agreed to, among other things, the appointment of a Special Agent to conduct an investigation of Schenley and its subsidiaries and render a report to the Court and to the Commission. In addition, Rapid-American has agreed to file with the Commission a current report on Form 8-K within 30 days after the entry of the judgments, setting forth all facts, known as of that date, concerning Schenley's practice of granting illegal discounts to induce and promote the purchase of Schenley products and upon the filing of the Special Agent's report, setting forth all material facts contained therein. (SEC v. Schenley Industries, Inc. and Rapid-American Corporation, S.D.N.Y., 79 Civil 0855 GG). (LR-8679)

INVESTMENT COMPANY ACT RELEASES

INSTITUTIONAL LIQUID ASSETS

An order has been issued on an application of Institutional Liquid Assets (ILA), a money market fund registered under the Act as an open-end, diversified, management investment company: (1) rescinding, as to ILA, an order dated October 26, 1978 (Rel. IC-10451), which (a) permitted ILA and its principal underwriter to calculate ILA's per share price to the nearest one cent on a \$1 share value, and (b) cancelled the hearing previously ordered with respect to ILA's application for exemptions to enable it to utilize amortized cost valuation; (2) reinstating ILA's application to enable the use of amortized cost valuation; (3) reinstating, as to ILA, an order dated

under the laws of the District of Columbia, for an order pursuant to Section 3(a)(2) of the Securities Act of 1933 exempting from the registration requirements of the Act participations or interests issued in connection with the Wilmer, Cutler & Pickering Pension Plan. (Rel. 33-6030)

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-11) NEW PLAN REALTY TRUST, 200 West 42nd St., New York, N.Y. 10017 - 660,000 shares of beneficial interest. Underwriter: Drexel Burnham Lambert Inc. The trust is an equity real estate investment trust. (File 2-63669 - Mar. 2)
- (S-16) CENTRAL AND SOUTH WEST CORPORATION, 2700 One Main Pl., Dallas, Tex. 75250 (214) 748-8481 - 717,892 shares of common stock. (File 2-63670 - Mar. 1)
- (S-7) NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION, 1115 30th St., N.W., Washington, D.C. 20007 (202) 337-6700 - \$100 million of collateral trust bonds, Series F, due 2009. Underwriter: Lehman Brothers Kuhn Loeb Inc. (File 2-63671 - Mar. 1)
- (S-1) BROCK EXPLORATION CORPORATION 1979 OIL AND GAS DRILLING PROGRAM, 150 Baronne St., New Orleans, La. 70112 - \$15,000,000 of units of limited partnership interest. (File 2-63672 - Mar. 1)
- (S-12) IRVING TRUST COMPANY, One Wall St., New York, N.Y. - 100,000 American Depositary Receipts for Minerals and Resources Corporation (Minorco) Limited. (File 2-63673 - Mar. 1)

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 their beneficial interest therein exceeds 5%. Persons eligible to use the short form (Form 13-G) may in lieu of filing a Schedule 13D file a Form 13-G 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 13G's during the period February 5, 1979. 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 sent forth for each beneficial owner. *Amended Acquisition Reports.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
Willard L. Levy	Angelica Corp. (St. Louis, MO) Common Stock - 380,948 shs. (Included above are shares held by his wife as trustee.)	2-5-79
Fair Lanes, Inc.	BTR Realty, Inc. (Linthicum Heights, MD) Common Stock - 220,670 shs. (40.4%)	2-5-79
William T. O'Donnell, Trustee	Bally Manufacturing Corp. (Chicago, IL) Common Stock - 909,568 shs. (Included above are shares held by his wife & child.)	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Barden Corp. (Danbury, CT) Common Stock - 319,654 shs. (19.87%)	2-5-79
Arnold O. Beckman	Beckman Instruments, Inc. (Fullerton, CA) Common Stock - 3,706,600 shs. (21.58%)	2-5-79

ACQUISITION REPORTS CONT.

Ricard R. Ohrstrom	Burnley Corp. (Huntsville, AL) Common Stock - 241,092 shs. (16.39%)	2-5-79
Raymond H. Heller Hollyce Heller	Calnetics Corp. (Cerritos, CA) Common Stock - 153,230 shs.	2-5-79
Mario D. Cirolì	Chateau de Ville, Inc. (Framingham, MA) Common Stock - 251,842 shs. (29.6%)	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Church & Dwight Co. Inc. (NYC) Common Stock - 161,124 shs. (11.54%)	2-5-79
George W. Church, Jr.	Church's Fried Chicken, Inc. (San Antonio, TX) Common Stock - 833,880 shs.	2-5-79
Nick J. Mileti	Cleveland Professional Basketball Co. (Richfield, OH) Common Stock - 155,000 shs. (21%)	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Columbia Gas System Inc. (Wilmington, DE) Common Stock - 2,630,962 shs.	2-5-79
Robert E. Lull Liselotte R. Lull	Corning Natural Gas Corp. (Corning, NY) Common Stock - 19,394 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Dana Corp. (Toledo, OH) Common Stock - 1,837,462 shs.	2-5-79
Louis N. Dibrell, Jr., Indi- vidually, Trustee and Co- Trustee	Dibrell Brothers, Inc. (Danville, VA) Common Stock - 188,014 shs. (14.1%)	2-5-79
J. Fuller Dibrell, Individually and Trustee	Dibrell Brothers, Inc. (Danville, VA) Common Stock - 164,886 shs. (12.4%)	2-5-79
Frank A. Donaldson	Donaldson Co., Inc. (Minneapolis, MN) Common Stock - 415,861 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Dun & Bradstreet Companies Inc. (NYC) Common Stock - 1,784,633 shs.	2-5-79
Robert H. Hays	ECHO Oil Corp. (Casper, WY) Common Stock - 316,500 shs. (10.5%) (Included above are shares owned by his wife and children.)	2-5-79
Employees Savings Plan of El Paso Co. and Affiliated Companies	El Paso Co. (Houston, TX) Common Stock - 3,508,195 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Emery Air Freight Corp. (Wilton, CT) Common Stock - 1,035,372 shs.	2-5-79
John Hancock Mutual Life Insurance Co.	Federal's Inc. (Detroit, MI) Common Stock - 235,355 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Firestone Tire & Rubber Co. (Akron, OH) Common Stock - 3,269,797 shs.	2-5-79
George A. Parker	First American Financial Corp. (Santa Ana, CA) Common Stock - 188,388 shs.	2-5-79
Donald Parker Kennedy	First American Financial Corp. (Santa Ana, CA) Common Stock - 167,970 shs.	2-5-79

ACQUISITION REPORTS CONT.

John Hancock Mutual Life Insurance Co.	First Mortgage Investors (Miami Beach, FL) Common Stock - 450,000 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Florida Steel Corp. (Tampa, FL) Common Stock - 83,400 shs.	2-5-79
A. M. Alloway	Golden Oil Company (Denver, CO) Common Stock - 707,500 shs.	2-5-79
Ezra K. Zilka	Hudson General Corp. (Great Neck, NY) Common Stock - 36,641 shs. Common Stock - 57,600 shs. on conversion of Debentures Common Stock - 34,834 shs. on exercise of Warrants (Included above are shares owned by his wife.)	2-5-79
Lewis H. Van Dusen, Jr., Individually and Trustee	Hunt Manufacturing Co. (Philadelphia, PA) Common Stock - 178,238 shs. (15.24%)	2-5-79
George E. Bartol III	Hunt Manufacturing Co. (Philadelphia, PA) Common Stock - 258,560 shs. (22.11%)	2-5-79
Robert W. Waller	Information International, Inc. (Culver City, CA) Common Stock - 192,900 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Investors Diversified Services (Minneapolis, MN) Common Stock - 326,825 shs.	2-5-79
Mercantile Stores Co., Inc.	J. B. Ivey & Co. (Charlotte, NC) Common Stock - 81,928 shs.	2-5-79
Paul K. Shockey	JLG Industries, Inc. (McConnellsburg, PA) Capital Stock - 118,550 shs.	2-5-79
John L. Grove	JLG Industries, Inc. (McConnellsburg, PA) Capital Stock - 395,910 shs. (27.5%) (Included above are shares owned by his wife.)	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Jorgensen, Earle M. Co. (Lynwood, CA) Common Stock - 209,744 shs.	2-5-79
John Hancock Mutual Life Insurance Co.	Kampgrounds of America, Inc. (Billings, MT) Common Stock - 60,000 shs.	2-5-79
Joseph Koret	Koracorp Industries Inc. (San Francisco, CA) Common Stock - 557,780 shs. (15.48%)	2-5-79
Thaddeus N. Taube	Koracorp Industries, Inc. (San Francisco, CA) Common Stock - 338,912 shs.	2-5-79
John Hancock Mutual Life Insurance Co.	Leisure Group, Inc. (Los Angeles, CA) Common Stock - 748,245 shs. (19.7%)	2-5-79
Stewart Bainum	Manor Care, Inc. (Silver Spring, MD) Capital Stock - 513,280 shs. (29.6%) Capital Stock - 1,000 shs. on exercise of Option (Included above are shares held by his wife, individually and as trustee.)	2-5-79
James G. Maynard, Individually and Trustee	Maynard Oil Company (Dallas, TX) Common Stock - 2,216,103 shs. (49.6%)	2-5-79
Minot Mercantile Corp.	Mercantile Stores Co. Inc. (Wilmington, DE) Common Stock - 1,677,580 shs. (28.4%)	2-5-79
John Hancock Mutual Life Insurance Co.	Mortgage Growth Investors (Boston, MA) Shares of Beneficial Interest - 245,700	2-5-79

ACQUISITION REPORTS CONT.

Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Mount Vernon Mills Inc. (Greenville, SC) Common Stock - 92,459 shs. (11.13%)	2-5-79
Cameron Brown	National Student Marketing Corp. (Chicago, IL) Common Stock - 575,594 shs.	2-5-79
George I. Alden Trust	Norton Company (Worcester, MA) Common Stock - 1,059,730 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Ohio-Sealy Mattress Mfg. Co. (Cleveland, OH) Common Stock - 100,000 shs.	2-5-79
John D. Gray Elizabeth N. Gray	Omark Industries, Inc. (Portland, OR) Common Stock - 1,091,421 shs. (32.3%)	2-5-79
Irving Bader Nathan Bader Beatrice Bader, Individually and Trustee Eleanor Bader	Originala Inc. (NYC) Common Stock - 257,469 shs. (29.5%)	2-5-79
Flora I. Johnson	Overhead Door Corp. (Dallas, TX) Common Stock - 289,368 shs.	2-5-79
Fairfax Company	Panax Corp. (East Lansing, MI) Common Stock - 83,333 shs.	2-5-79
Tipton Company	Panax Corp. (East Lansing, MI) Common Stock - 83,334 shs.	2-5-79
Daniel Parker, Individually and Trustee	Parker Pen Co. (Janesville, WI) Common Stock - 776,209 shs. (Included above are shares owned by his wife.)	2-5-79
Thrift Plan of Phillips Petroleum Co.	Phillips Petroleum Co. (Bartlesville, OK) Common Stock - 10,013,602 shs.	2-5-79
John F. Cogan, Jr.	Pioneer Western Corp. (Largo, FL) Common Stock - 180,281 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Proler International Corp. (Houston, TX) Common Stock - 85,000 shs.	2-5-79
Gerald D. Stephens	RLI Corp. (Peoria, IL) Common Stock - 120,222 shs.	2-5-79
Willard V. Harris, Jr.	Rampart General, Inc. (Santa Ana, CA) Common Stock - 533,000 shs. (21.3%)	2-5-79
Mark H. Rhodes, Jr.	M. H. Rhodes, Inc. (Avon, CT) Common Stock - 96,561 shs. (38.25%)	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Reigel Textile Corp. (Greenville, SC) Common Stock - 311,008 shs.	2-5-79
Manufacturers Hanover Trust Co. Manufacturers Hanover Corp., Parent	Ryan Homes, Inc. (Pittsburgh, PA) Common Stock - 445,100 shs.	2-5-79
University of Rochester (Employee Retirement Income Plan)	Scan-Data Corp. (Morristown, PA) Common Stock - 100,000 shs.	2-5-79
John Hancock Mutual Life Insurance Co.	F. & M. Schaefer Corp. (NYC) Common Stock - 32,950 shs. Common Stock - 87,866 shs. on exercise of Warrants	2-5-79



U. S. SECURITIES AND EXCHANGE COMMISSION
POSTAGE AND FEES PAID

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FIRST CLASS MAIL

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 10c per page plus postage (7 days) (\$3.50 minimum); 20c per page plus postage for expedited service (4 days) (\$5.00 minimum) and 30c per page plus postage for priority service overnight (\$5.00 minimum). Cost estimates are given or 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.

SEC STATISTICAL BULLETIN is published monthly. Subscription rates: \$15.00/yr in U.S. first class mail: \$18.75 elsewhere.

The News Digest, the Docket, and the Statistical Bulletin are for sale by the superintendent of Documents, Government Printing Office, Washington, D.C. 20402.