

sec news digest

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U.S. SECURITIES AND EXCHANGE COMMISSION

RULES AND RELATED MATTERS

INTERPRETIVE POSITIONS AS TO APPLICABILITY OF ADVISERS ACT TO FINANCIAL PLANNERS AND OTHERS

The Commission has issued a release which sets forth the views of the staff of the Division of Investment Management as to the applicability of the Investment Advisers Act of 1940 to financial planners, pension consultants, and other persons who, as an integral component of other financially related services, provide investment advisory services to clients. The release sets forth the views of the staff as to the circumstances under which persons providing these services would be investment advisers under the Advisers Act and subject to the Act's registration, antifraud and other provisions. In addition, the release also sets forth a new position as to the circumstances in which certain persons who provide investment advice would not be regarded by the staff as being in the business of providing investment advice. (Rel. IA-770)

FOR FURTHER INFORMATION CONTACT: Mary S. Champagne at (202) 272-2041

ADMINISTRATIVE PROCEEDINGS

AFFILIATED MANAGERS, INC., OTHERS SANCTIONED

The Commission simultaneously instituted public administrative proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934 and accepted Offers of Settlement submitted by and imposed remedial sanctions upon (1) Affiliated Managers, Inc. (AMI), a Texas corporation and a broker-dealer registered with the Commission; (2) The Trust Company of America (TCA), a Texas corporation and an affiliate of AMI; (3) William K. Johnson, present chief executive officer of TCA and owner and chief executive officer of AMI and TCA during relevant periods; (4) Willard E. May, present chief executive officer of AMI and vice-president for marketing during relevant periods; and (5) George A. Gwyn, executive vice-president of AMI during relevant periods. AMI and TCA are currently owned by a company in which Johnson and May each own 50 percent of the outstanding stock. All Respondents reside in Amarillo, Texas.

The Order reflects and Respondents consented to findings of willful violations, without admitting or denying such findings, as follows: AMI violated and Johnson aided and abetted violations of the antifraud provisions of the Investment Advisers Act of 1940 in connection with the management of Church Loans & Investments Trust (the Trust); AMI, Johnson and May violated or aided and abetted violations of the antifraud provisions of the Securities Act of 1933 and the antifraud, periodic reporting and credit extension provisions of the Exchange Act in connection with the offer and sale of Trust securities and management of the Trust; AMI, TCA, Johnson, May and Gwyn violated or aided and abetted violations of the antifraud provisions of the Securities Act and the Exchange Act in connection with the offer and sale of church bonds; and AMI violated and Johnson and Gwyn aided and abetted violations of the net capital, reporting and recordkeeping provisions of the Exchange Act. The Order reflects and Respondents consented to sanctions as follows: AMI is censured; TCA is censured; Johnson is suspended for 30 days and thereafter barred from supervisory positions; May is suspended for 30 days; and Gwyn is censured and barred from supervisory positions. In addition, AMI, TCA and Johnson are directed to comply with undertakings in their offers of settlement. The Trust is the subject of a companion proceeding under Section 15(c)(4) of the Exchange Act [see Rel. 34-17998]. (Rel. 34-17997)

INVESTMENT COMPANY ACT RELEASES

SCUDDER CASH INVESTMENT TRUST

A notice has been issued giving interested persons until September 4 to request a hearing on an application by Scudder Cash Investment Trust (Applicant), for an order to amend a previously issued order which permitted Applicant, subject to conditions, to calculate its price per share to the nearest one cent on a share value of one dollar. The amendment would modify a quality condition of the previous order to permit Applicant to invest in certificates of deposit of banks with assets of less than \$1 billion and in corporate obligations. (Rel. IC-11902 - Aug. 11)

FOURTH STREET TAX FREE INCOME TRUST

A notice has been issued giving interested persons until September 8 to request a hearing on an application filed by Fourth Street Tax Free Income Trust (Applicant), an open-end, diversified, management investment company, for an order pursuant to Section 6(c) of the Investment Company Act of 1940, exempting Applicant, subject to conditions, from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder to the extent necessary to permit Applicant to use the amortized cost method of valuation in pricing its securities. (Rel. IC-11903 - Aug. 11)

TRUST INDENTURE ACT RELEASES

HORN AND HARDART COMPANY

An order has been issued under the Trust Indenture Act of 1939 on an application of Horn and Hardart Company that the trusteeship of Chemical Bank under two indentures of the company is not so likely to involve a material conflict of interest as to make it necessary to disqualify Chemical Bank from acting as trustee. (Rel. TI-649)

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; File number and date filed; Assigned Branch; and whether the registration statement is a New Issue.

- (S-18) INFORMATION SUPPORT SYSTEMS, INC., Suite 2095, 2049 Century Park East, Los Angeles, CA 90067 (213) 552-1820 - 1,500,000 shares of common stock. Underwriter: J. Alexander Securities Inc., 523 West Sixth St., Suite 606, Los Angeles, CA 90014 (213) 687-8400. The company has developed, commenced to manufacture and has begun to market a desktop computer system designed to combine business management and word processing capabilities. (File 2-73498-LA - July 31) (Br. 9 - New Issue)
- (S-8) COHU, INC., 5725 Kearny Villa Rd., San Diego, CA 92123 (714) 277-6700 - 84,000 options to purchase common stock. (File 2-73608 - Aug. 11) (Br. 8)
- (S-1) LEAM MARINE LTD. I, Suite 1000, One Allen Center, Houston, TX 77002 - \$9,400,000 of limited partnership interests. Underwriter: RotanMosle. (File 2-73611 - Aug. 11) (Br. 4 - New Issue)
- (S-1) SIPPICAN OCEAN SYSTEMS, INC., 7 Barnabas Rd., Marion, MA 02738 - 425,000 shares of common stock. Underwriter: E.F. Hutton & Company Inc. The company designs, develops, manufactures and markets oceanographic instrumentation, underwater and surface communications devices and associated support systems. (File 2-73621 - Aug. 11) (Br. 8 - New Issue)

- (S-1) INTERNATIONAL MOBILE MACHINES CORPORATION, One Bala Ave., Bala Cynwyd, PA 19004 - 2,000,000 shares of common stock. Underwriter: D. H. Blair & Co., Inc. The company is engaged in the development of a wireless portable telephone and a radio base station. (File 2-73633 - Aug. 11) (Br. 7 - New Issue)
- (S-16) INDIANA BELL TELEPHONE COMPANY, INCORPORATED, 240 North Meridian St., Indianapolis, IN 46204 (317) 265-2266 - \$75 million of thirty-nine year % debentures, due September 1, 2020. The company is engaged in furnishing communications services. (File 2-73635 - Aug. 11) (Br. 7)
- (S-6) THE VARIABLE ANNUITY LIFE INSURANCE COMPANY SEPARATE ACCOUNT A, 2727 Allen Pkwy. Houston, TX 77019 - an indefinite amount of securities. Depositor: The Variable Annuity Life Insurance Company. (File 2-73636 - Aug. 11) (Br. 20 - New Issue)
- (S-1) EXIDYNE, INC., 2860 South Circle Dr., Colorado Springs, CO 80906 - 1,780,512 shares of common stock and warrants to purchase 7,351,253 shares of common stock. Underwriter: Blinder, Robinson & Co., Inc. The company is engaged in the development, manufacture, marketing, and servicing of various testing instruments, analyzers, conditioners, computers and control devices for use in waste water treatment, water management and water conservation systems. (File 2-73637 - Aug. 12) (Br. 8)
- (S-16) MINNESOTA MINING AND MANUFACTURING COMPANY, 3M Center, St. Paul, MN 55144 - 191,667 shares of common stock. (File 2-73638 - Aug. 12) (Br. 8)
- (S-6) TAX EXEMPT SECURITIES TRUST, SERIES 55, 1345 Avenue of the Americas, New York, NY 10019 - 15,000 units. Depositors: Smith Barney, Harris Upham & Co. Incorporated, 1345 Avenue of the Americas, New York, NY 10019, Kidder, Peabody & Co. Incorporated and Drexel Burnham Lambert Incorporated. (File 2-73639 - Aug. 12) (Br. 16 - New Issue)
- (S-2) COLUMBIA AIR, INC., P.O. Box 8602, Baltimore-Washington International Airport, MD 21240 (301) 760-0400 - 1,500,000 shares of common stock. Underwriters: Alex. Brown & Sons and E. F. Hutton & Company Inc. The company is a newly organized company that plans to provide law fare, high frequency airline service. (File 2-73640 - Aug. 12) (Br. 3 - New Issue)
- (S-16) CENTURY TELEPHONE ENTERPRISES, INC., 520 Riverside Dr., Monroe, LA 71201 (318) 387-5541 - 150,000 shares of common stock. The company is the eighth largest independent (non-Bell System) telephone company. (File 2-73641 - Aug. 12) (Br. 7)
- (S-1) GARCIA'S OF SCOTTSDALE, INC., 4350 East Camelback Rd., Suite 130-B, Phoenix, AZ 85018 - 1,200,000 shares of common stock. Underwriter: Montgomery Securities. The company operates "Garcia's of Scottsdale" full-service restaurants serving high quality Mexican food at moderate prices. (File 2-73642 - Aug. 12) (Br. 3 - New Issue)
- (S-15) FIRST UNION BANCORPORATION, 510 Locust St., St. Louis, MO 63101 (314) 342-6500 - 166,000 shares of common stock. (File 2-73643 - Aug. 12) (Br. 2)
- (S-1) NORTH AMERICAN RAILCAR PARTNERS, LTD. 1981-II, 33 West Monroe St., 24th Floor, Chicago, IL 60603 - 10,000 limited partnership interests. (File 2-73648 - Aug. 12) (Br. 5 - New Issue)
- (S-1) WESPERCORP, 14321 New Myford Rd., Tustin, CA 92680 (714) 730-6250 - 434,000 shares of common stock. Underwriter: E. F. Hutton & Company Inc. and Seidler, Arnett & Spillane Incorporated. The company designs, manufactures, markets and services electronic tape controllers, disc controllers and line printer controllers. (File 2-73649 - Aug. 12) (Br. 9)

REGISTRATIONS EFFECTIVE

- Aug. 7: CPT Corp., 2-73382; Casino Technology Corp., 2-71328; Emhart Corp., 2-73394; Mercantile Texas Corp., 2-73296 & 2-73297; South Carolina Electric and Gas Co., 2-73321.
- Aug. 10: American Continental Corp., 2-72791; Damson Development Drilling Program, 81 Dev. 3, 82 Dev. 1, and 82 Dev. 2, 2-72692; First Shiloh Bancshares, Inc., 2-73216; Geopet 1981 A Limited Partnership, 2-69847; Kenai Partners Drilling Program, Series 81-3, 82-1 & 82-2, 2-72952; Metpath Inc., 2-73368; Mooney Broadcasting Corp., 2-73383; Newpark Resources, Inc., 2-73509; Southwest Florida Banks, Inc., 2-73340; Visa Oil & Gas Drilling Program 1981, 2-70810.
- Aug. 11: Oklahoma Gas & Electric Co., 2-73183.

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, registration statements, and other filings may be ordered by writing to the Public Reference Branch, Securities and Exchange Commission, Washington, D.C. 20549. When you are ordering more than one, we prefer that the documents be listed in alphabetical order by registrant name to expedite service. Cost estimates are given on request. Two types of service are available through the Public Reference Branch, one of which (priority service) is also available directly from the SEC's service contractor.

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All other reference material is available in the SEC Docket.

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