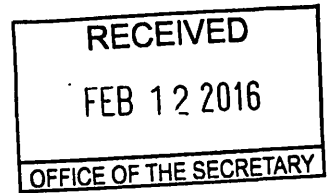


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-17013

In the Matter of

Allen M. Perres, and
Willard St. Germain

Respondents.

DIVISION OF ENFORCEMENT'S
MOTION FOR SUMMARY DISPOSITION AND BRIEF IN SUPPORT

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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17013

In the Matter of

Allen M. Perres, and
Willard St. Germain

Respondents.

DIVISION OF ENFORCEMENT'S
MOTION FOR SUMMARY DISPOSITION

The Division of Enforcement ("Division"), pursuant to Rule 250 of the Securities and Exchange Commission's Rules of Practice, 17 C.F.R. § 201.250, and in accordance with this Court's Order Following Prehearing Conference, hereby moves for summary disposition against Respondent Allen M. Perres.

The Division respectfully submits that summary disposition is appropriate and that the Court should enter an order pursuant to Section 15(b)(6) of the Securities Exchange Act of 1934 barring Respondent Allen M. Perres from association with any broker, dealer, investment adviser, municipal securities advisor, transfer agent, or nationally recognized statistical rating organization and from participating in any offering of a penny stock with the right to apply for reentry after five years to the appropriate self-regulatory organization, or if there is none, to the Securities and Exchange Commission.

In support of this Motion, the Division offers the accompanying Memorandum of Law.

Dated: February 12, 2016

Respectfully submitted,



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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17013

In the Matter of

Allen M. Perres, and
Willard St. Germain

Respondents.

DIVISION OF ENFORCEMENT'S
MEMORANDUM OF LAW IN SUPPORT OF ITS
MOTION FOR SUMMARY DISPOSITION

Pursuant to Rule 250 of the Securities and Exchange Commission's Rules of Practice, the Division of Enforcement ("the Division") respectfully submits this Memorandum of Law in Support of its Motion for Summary Disposition against Respondent Allen M. Perres ("Perres" or "Respondent").

I. PRELIMINARY STATEMENT

On December 21, 2015, the Securities and Exchange Commission ("Commission") entered an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 8A of the Securities Act of 1933 and Sections 15(b) and 21C of the Securities Exchange Act of 1934, Making Findings, Imposing Remedial Sanctions and Cease-and-Desist Orders and Notice of Hearing ("OIP"). The OIP gave effect to the Division's and Respondent's agreement to resolve these proceedings pursuant to a bifurcated process under which Respondent consented (i) to an order imposing a cease-and-desist order prohibiting him from committing or causing any violations and any future violations of Section 5(a) and 5(c) of the Securities Act of 1933

("Securities Act") and Section 15(a) of the Securities Exchange Act of 1934 ("Exchange Act"), and requiring him to pay disgorgement of \$125,145, and prejudgment interest of \$8,805; and (ii) to additional proceedings to determine what, if any, additional remedial sanctions pursuant to Section 15(b)(6) of the Exchange Act are in the public interest.

The Division now moves for summary disposition and an order barring Perres from association with any broker, dealer, investment adviser, municipal securities advisor, transfer agent, or nationally recognized statistical rating organization and from participating in any offering of a penny stock with the right to apply for reentry after five years to the appropriate self-regulatory organization, or if there is none, to the Commission. In connection with these proceedings, Perres has agreed that (i) he will be precluded from arguing that he did not violate the federal securities laws as described in the OIP; (ii) he may not challenge the validity of the OIP; (iii) the findings of the OIP shall be accepted as and deemed true by the hearing officer; and (iv) the hearing officer may determine the issues raised in the additional proceedings on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence.

The parties' settlement agreement established a set of undisputed facts as detailed in the OIP and resolved all issues except for the remedial sanctions to be imposed under Section 15(b)(6) of the Exchange Act. Given the limited scope of these proceedings, summary disposition is appropriate and a hearing is not necessary.

II. STATEMENT OF UNDISPUTED FACTS

Southern Cross Resources Group, Inc. ("Southern Cross") is a Nevada corporation headquartered in Vernon Hills, Illinois. (OIP ¶ 3.) It was incorporated in 2014 as the successor to a 2007 Nevada corporation of the same name. (*Id.*) Southern Cross is purportedly an asset based

trading company with a focus on energy producing assets. (*Id.*) Southern Cross raised over \$5 million from the sale of its common stock and debt to investors from approximately April 2012 through September 2014. (*Id.* at ¶¶ 6-7.)

Perres served as one of the marketers for Southern Cross and earned commissions from the funds raised from investors from April 2012 through September 2014. (*Id.* at ¶ 8.) During that time Perres brought in at least 10 investors and received \$125,145 in commissions through the sale of common stock to investors. (*Id.* at ¶ 9.) Perres and another marketer were responsible for raising over \$2 million for the Southern Cross offering. (*Id.*) Perres often provided investors with offering materials, including private placement memoranda and other informational brochures, and he served as one of the primary sources of information for the investors organizing several meetings at a friend's business to pitch the investment. (*Id.* at ¶¶ 11-12.) Perres failed to provide investors with access to registration-equivalent information about Southern Cross, nor did he take any steps to determine if the investors or potential investors were sophisticated or accredited. (*Id.* at ¶¶ 13-14.)

While soliciting investors for Southern Cross, Perres was not registered with the Commission in any capacity or associated with a registered broker-dealer. (*Id.* at ¶ 15.) There was no securities registration statement filed in connection with Southern Cross' securities, nor was there any applicable exemption from registration. (*Id.* at ¶ 16.)

Perres previously was registered as a securities professional with the Financial Industry Regulatory Authority ("FINRA") and held the following securities licenses: Direct Participation Programs Limited Representative (Series 22) and Direct Participation Programs Principal (Series

39). (OIP ¶ 1.)¹ In 1975 Perres was enjoined for violating the federal securities laws in *SEC v. Steed Industries, Inc., et al.* (See Exhibit A, SEC News Digest at 4.)²

III. ARGUMENT

A. Standard for Summary Disposition

Rule 250(a) of the Commission's Rules of Practice permits a party, with leave of the hearing officer, to move for summary disposition on any or all of the OIP's allegations. On January 12, 2016, the Court granted the Division leave to file a motion for summary disposition against Perres.

A motion for summary disposition should be granted when there is "no genuine issue with regard to any material fact and the party making the motion is entitled to a summary disposition as a matter of law." Rule of Practice 250(a). To defeat such a motion, the opposing party must demonstrate with specificity a genuine issue for a hearing and "may not rest upon the mere allegations or denials of its pleadings." *See In the Matter of Currency Trading Int'l, Inc.*, Rel. No. 263, 2004 WL 2297418, at *2 (Oct. 12, 2004).

B. The Parties' Settlement Agreement Leaves No Material Facts in Dispute

The Commission's OIP and the parties' settlement agreement established a set of undisputed facts as detailed in the OIP. Perres sold securities in Southern Cross for which no exemption applied and no registration statement was in effect and he received commissions for those sales and was neither registered as a broker or dealer nor associated with a registered broker-dealer at the time of those sales. As a result of this and other conduct described in the OIP, the OIP establishes that Perres willfully violated Section 5(a) and 5(c) of the Securities Act and Section

¹ See also Perres' BrokerCheck Report (available <http://brokercheck.finra.org/Individual/Summary/1358479>). The Court may take official notice of information on FINRA's website pursuant to Rule of Practice 323. *See, e.g., In the Matter of Timothy J. Geidel*, Release No. 567, 2014 WL 10937644, at *1 (Jan. 8, 2014).

² The Court may take official notice of the Commission's public official records pursuant to Rule of Practice 323. *See, e.g., In the Matter of Austin Funding.com Corp.*, 2015 WL 8467734, at *1-2 (Dec. 9, 2015).

15(a) of the Exchange Act. According to the terms of the settlement agreement and OIP, Perres has agreed, among other things, that (i) he will be precluded from arguing that he did not violate the federal securities laws as described in the OIP; (ii) he may not challenge the validity of the OIP; and (iii) the findings of the OIP shall be accepted as and deemed true by the hearing officer. Therefore there are no material facts in dispute as to the nature and extent of Perres' violations and summary disposition is appropriate.

C. Collateral and Penny Stock Bars with the Right to Apply for Reentry after Five Years are Appropriate Against Perres

Section 15(b)(6) of the Exchange Act authorizes the Commission to suspend or bar a person from association with a broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization, or from participating in an offering of penny stock, if such remedy is in the public interest and the person has willfully violated a provision of the Securities Act or the Exchange Act. The OIP establishes that Perres willfully violated the securities registration provisions of Section 5(a) and 5(c) of the Securities Act and Section 15(a) of the Exchange Act, therefore the only issue to be decided is what additional sanctions are in the public interest.

Perres' conduct involved blatant and repeated violations of key provisions of the federal securities laws that govern investors' access to information upon which to make their investment decisions. "The registration provisions are a keystone of the entire system of securities regulation, and set forth basic requirements for the protection of investors." *Sirianni v. SEC*, 677 F.2d 1284, 1289 (9th Cir. 1982). The Commission has found in both litigated and settled cases that associational and penny stock bars are in the public interest when individuals violate the securities registration provisions. *In the Matter of Charles F. Kirby and Gene C. Geiger*, Securities Act Rel. No. 8174, 2003 WL 71681, at *10-11 (Jan. 9, 2003) (litigated action barring two registered

individuals from associating with a broker or dealer and from participating in penny stock offerings with a right to apply for reentry after five years based on their violations of Section 5); *In the Matter of Joseph A. Padilla*, Exchange Act Rel. No. 66683, 2012 WL 1066120 (Mar. 29, 2012) (settled action imposing collateral bar against registered individual with a right to apply for reentry after three years based on his violations of Section 5).

In addition, the broker-dealer registration provisions are “of the utmost importance in effecting the purposes of the [Exchange] Act because it enables the SEC to exercise discipline over those who may engage in the securities business and it establishes necessary standards with respect to training, experience, and records.” *SEC v. Bengler*, 697 F.Supp.2d 932, 944 (N.D. Ill. 2010) (internal quotation marks omitted) (citing *Regional Props. v. Financial & Real Estate Consulting Co.*, 678 F.2d 552, 562 (5th Cir.1982)). Violations of Section 15(a) can warrant the imposition of collateral bars. See *In the Matter of Michael J. Healey*, Release No. 53698, 2006 WL 1071161 (Apr. 21, 2006) (finding that violations of Section 15(a) warranted barring an individual from associating with a broker or dealer).

To determine whether a sanction is in the public interest, the Commission considers “the factors identified in *Steadman v. SEC*: the egregiousness of the respondent’s actions, the isolated or recurrent nature of the infraction, the degree of scienter involved, the sincerity of the respondent’s assurances against future violations, the respondent’s recognition of the wrongful nature of his conduct, and the likelihood that the respondent’s occupation will present opportunities for future violations.” *In the Matter of Gary M. Kornman*, Exchange Act Rel. No. 59403, 2009 WL 367635, at *6 (Feb. 13, 2009). The inquiry is a flexible one and no one factor is dispositive. *In the Matter of Ronald S. Bloomfield, Robert Gorgia and John Earl Martin, Sr.*, Securities Act Rel. No. 9553, 2014 WL 768828, at *18 (Feb. 27, 2014). The Commission also considers the deterrent

effect of administrative sanctions. *See Schield Mgmt. Co.*, Exchange Act Release No. 53201, 2006 WL 231642, at *8 (Jan. 31, 2006). Associational and penny stock bars can serve as effective deterrence. *Timothy J. Geidel*, 2014 WL 651952, at * 5.

The *Steadman* factors weigh in favor of entering collateral associational and penny stock bars against Perres. First, his violations of the securities registration and broker-dealer registration requirements were egregious. Perres served as one of the primary marketers of Southern Cross, but failed to inquire about the sophistication or accredited status of the potential investors. He also failed to ensure that non-accredited investors received the financial information to which they were entitled. His violations are especially egregious given that he has previously worked in the securities industry, passed two securities licensing examinations, was registered with FINRA, and has previously been enjoined from violations of the securities registration provisions (See Exhibit A, SEC News Digest at 4). Thus, he should have been aware of the securities registration and broker-dealer registration requirements.

Perres' experience in the securities industry and his prior violation of the securities laws also speak to his state of mind. Given his substantial past experiences with the securities laws and his previous violation of the registration provisions, Perres was aware of, or at least reckless in failing to recognize, his obligations under the securities registration regulations and broker-dealer registration requirements. *See In the Matter of Kenneth C. Meissner, James Doug Scott, & Mark S. Mike Tomich*, Release No. 768, 2015 WL 1534398, at *10 (Apr. 7, 2015) (finding that a respondent who formerly held a securities license acted with reckless disregard of the securities registration requirements because he "must have known he was selling securities").

Perres' violations were not isolated, but rather were frequent and continued over the course of more than two years. Perres was critical in helping recruit investors to Southern Cross. He

brought in at least 10 investors receiving \$125,145 in commissions from the funds he raised. He often served as the primary source of information for the investors and organized meetings at a friend's business to sell the securities.

Perres has made no assurances against future violations nor has he offered any recognition of the wrongful nature of this conduct beyond the settlement agreement. Moreover, he has already shown a proclivity toward recidivism through his previous violation. Thus, any assurances against future violations should be viewed with a healthy dose of skepticism. In addition, his experience in the securities industry and his skillset would provide him with ample opportunities for future wrongdoing.

The collateral and penny stock bars would serve a remedial purpose by preventing Perres from again placing investors at risk through the unlawful distribution of unregistered securities and serve as a deterrent to others who might engage in similar conduct. *See, e.g., Kirby*, Securities Act Rel. No. 8174, 2003 WL 71681, at *11 (“By requiring respondents’ removal from the securities industry for a substantial period of time, we hope to impress upon respondents the importance of the regulatory requirements they violated and, thereby, help to ensure their compliance in the event they subsequently are permitted to return to the industry.”) The previous injunction against Perres did not deter him from the current violations and therefore collateral and penny stock bars will serve as an even stronger deterrent against future misconduct. *See, In the Matter of Stuart E. Rawitt*, Release No. 782, 2015 WL 1907623, at *6 (Apr. 28, 2015) (finding that a previous broker-dealer bar was not enough of a deterrent against misconduct and thus a full associational bar was warranted).


IV. CONCLUSION

For these reasons, the Division hereby respectfully requests that the Court issue an order

barring Perres from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization and from participating in any offering of penny stock with the right to apply for reentry after five years.

Dated: February 12, 2016

Respectfully submitted,



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Exhibit A

sec news digest

Issue 75-74

(SEC Docket, Vol. 6, No. 15 - April 29)

RECEIVED

April 16, 1975

APR 17 1975

COMMISSIONER SPEAKS

LIBRARY

ZERO MINUS SIXTEEN AND COUNTING

On Tuesday, April 15, 1975, sixteen days before fixed rates are eliminated, Commissioner Evans addressed the Securities Traders Association of Connecticut concerning various areas that would be impacted and affected by the advent of fully competitive commission rates. Despite dire predictions that have been made regarding the Commission's rate decision, Mr. Evans reaffirmed once again the Commission's position that the free play of competition in the commission rate area will better serve the investing public than any system of price fixing that can be reasonably devised.

In pointing out that not everyone will be happy under competitive rates, Commissioner Evans cautioned that competitive forces will be harsh, and that marketplaces, broker-dealers and other market participants who have relied on a fixed rate of commission will feel the effects of the new system and that competitive forces will create a whole new set of market relationships. Methods of dealing will be altered significantly, particularly in such areas as the offering of certain brokerage services and the payment for such services by money managers. The Commissioner stated that under competitive rates the costs of services will be more amenable to measurement and that both customers and money managers will be able to measure more closely the value of services provided. Thus, although fiduciary obligations are important, Commissioner Evans submitted that the basic concern of money managers would be to avoid undesirable relations with customers by encouraging customer trust and confidence through full disclosure of separate costs and an itemization of such costs.

Regardless of whether services such as research and execution are unbundled or not, the Commissioner observed that customers could measure bundled services by unbundled alternatives so that in effect firms offering full services would be unbundled indirectly. In addition, Commissioner Evans asserted that the unbundling of services would result "in more accurate pricing, greater profits, increased stability of earnings, a stronger securities industry and a more efficient capital raising mechanism." Thus, the marketplace would determine which services ought to be offered and what they are worth by those who purchase the services. In view of these likely developments, the Commissioner concluded that competitive commission rates "undoubtedly will have a greater impact on the structure of our securities markets than any other single change . . ."

RULES AND RELATED MATTERS

COMMENT PERIOD EXTENDED ON RULE PROPOSALS UNDER THE ADVISERS ACT

The Commission announced today that it has extended from April 30, 1975 until May 31, 1975 the period for submission of comments by interested persons on proposed Rule 206(4)-4 under the Investment Advisers Act of 1940 and proposed new paragraph (14) of Rule 204-2(a) under the Act. The proposals were announced on March 5, 1975 (Investment Advisers Act Release No. 442). Proposed Rule 206(4)-4 would require an investment adviser to provide clients and prospective clients with a written disclosure statement containing specified information relating to, among other things, the adviser's services, method of operation, and fee arrangements, and qualifications of advisory personnel. Proposed paragraph (14) of Rule 204-2(a) would require investment advisers to maintain a copy of such written statements, and any amendments or revisions thereof, in their books and records.

All communications commenting on these rule proposals should refer to File No. S7-555. (Rel. IA-451)

DECISIONS IN ADMINISTRATIVE PROCEEDINGS

LOUIS MANCUSO AND LAURENS TARTASKY SANCTIONED

The Commission has imposed sanctions on Louis Mancuso, of Purchase, New York, and Laurens Tartasky, of West Orange, New Jersey, former salesmen of Hale Securities Corp., which was a Jericho, New York broker-dealer firm. Mancuso and Tartasky were suspended from any association with a broker-dealer, investment adviser or investment company for respective periods of 6 months and 75 days, and barred from any such association in a supervisory or proprietary capacity. After one year of association with a broker-dealer in a supervised position, Tartasky may apply to become so associated in a supervisory or proprietary capacity.

The sanctions were based on findings that, during the period from about November 1972 to July 1973, Mancuso and Tartasky violated antifraud provisions of the securities laws in the offer and sale of common stock of Proof Lock International, Inc. Mancuso and Tartasky charged unfair prices and made material misrepresentations concerning the nature and profitability of Proof Lock's business operations, its contracts and the market for its products, the speculative nature of Proof Lock stock, and the existence of current and accurate financial information concerning the company.

The Commission's order was issued under offers of settlement in which, without admitting or denying the charges against them, Mancuso and Tartasky consented to the above findings and the indicated sanctions. (Rel. 34-11345)

GEORGE S. GORDON SUSPENDED

The Commission has suspended George S. Gordon, of Miami Lakes, Florida, who had been vice-president of a broker-dealer, from association with any broker, dealer, investment adviser or investment company for 45 business days, effective April 21.

The sanction was based on findings that Gordon aided and abetted violations of the securities laws because transactions were effected in Campco Corporation securities without furnishing customers timely written notification disclosing the capacity in which his firm was acting, and its participation or financial interest in the distribution. In addition, it was found that records were not made accurately and kept current.

The Commission's action was based on an offer of settlement in which Gordon, without admitting or denying the charges against him, consented to the above findings and the indicated sanction. (Rel. 34-11344)

COMMISSION ANNOUNCEMENTS

SECOND WEEK OF HEARINGS SCHEDULED ON POSSIBLE ENVIRONMENTAL AND SOCIAL DISCLOSURE

The second week of hearings in the Commission's public proceeding concerning possible disclosure of environmental and other socially significant matters will convene on Monday, April 21, 1975 at 9:30 a.m., in Room 776, at the Commission's offices at 500 North Capitol Street, Washington, D.C. 20549. In these proceedings, which were originally announced on February 11, 1975 (Rel. 33-5569, 34-11236), the Commission seeks to determine the nature and extent of investor interest in corporate disclosures in registration statements, reports and other documents filed with the Commission or required to be furnished to investors of environmental and other matters of primarily social rather than financial concern, including equal employment matters.

The Commission has designated Mr. William F. Bavinger to preside at these hearings. Written communications with respect to the proceedings, and requests from interested persons wishing to make oral presentations, should be addressed to Mr. Bavinger, Room 730, Securities and Exchange Commission, Washington, D.C. 20549. Telephone inquiries may be directed to Mr. Bavinger, 202/755-1387, or Daniel L. Goelzer, 202/755-1977.

Copies of the transcripts of the hearings may be purchased through Columbia Reporting Co., Inc. at a price of \$.12 per page. Requests should be made directly through Mr. Frank McCabe, Columbia Reporting Co., Inc., 300 Seventh Street, S.W., Washington, D.C. (202/737-8333).

The schedule of witnesses for the second week of hearings appears below:

Monday, April 21

AM: Russell B. Stevenson, Professor of Law, George Washington University
Frederick T. Searls, Esq., Debevoise & Liberman

PM: D. K. Patton, Real Estate Board of New York, Inc.

Stanley K. Bigman, Executive Director, Sponsors of Open Housing
Investment

Tuesday, April 22

NO HEARINGS SCHEDULED

Wednesday, April 23

AM: W. Sterling Cary, President, National Council of Churches

Larold K. Schulz, Executive Director, United Church of Christ Center

Wednesday, April 23, cont.

AM: Robert Cahn, Conservation Foundation

PM: Florence Little, Women's Division, United Methodist Church

G. Brockwell Heylin, Labor Relations Attorney, Chamber of Commerce
of the United States

Thursday, April 24

NO HEARINGS SCHEDULED

Friday, April 25

AM: Paul Neuhauser, Chairman, Episcopal Church Committee on Responsibility
in Investments

William Stemper, Coordinator for New York Forum for Investment
Responsibility

Annette Burford, Chairperson, Committee for Mission Responsibility
Through Investment, Central Presbyterian Church

PM: David Brower, President, Friends of the Earth

Hearings are also presently scheduled for April 28, 30, May 1, and 2. Witnesses tentatively scheduled to appear during that week include: James Christison, Elliott J. Weiss, Richard D. Godown, Alice Tepper Marlin, Lynne D'Arcy, Roger Kennedy, Ralph Nader, and Michael A. Glass. Additional hearing dates will be scheduled, as required, through May 14, 1975

RICHARD GREENBERG AND JOSEPH ELKIND BARRED

Administrative Law Judge Ralph Hunter Tracy has filed an initial decision ordering that Joseph Elkind, former president of Hale Securities Corp., be barred from association with any broker-dealer with the provision that after one year Elkind may apply to the Commission for permission to become associated with a broker-dealer in a non-supervisory capacity. The order bars Greenberg, former office manager and trader of Hale, from association with any broker-dealer, investment company or investment adviser. The decision is subject to appeal to the Commission.

The Administrative Law Judge found, among other things, that Elkind and Greenberg had wilfully violated and/or wilfully aided and abetted violations of the antifraud provisions of the securities laws in the offer and sale of the common stock of Proof Lock International, Inc., by employing devices, schemes and artificies to defraud and by means of untrue statements of material facts and omissions to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

INITIAL DECISION SUSPENDS INTERNATIONAL SHAREHOLDERS SERVICES CORPORATION AND HOWARD M. JENKINS

Administrative Law Judge Irving Sommer has filed an initial decision suspending the broker-dealer registration of International Shareholders Services Corporation, a Florida corporation, with an office in Jacksonville, Florida for a period of six months, and suspending its president, Howard M. Jenkins from being associated with any broker or dealer for a period of six months. The decision is subject to Commission review on petition of a party or on the Commission's own initiative.

The decision is based on findings that International Shareholders Services Corporation and Howard M. Jenkins, singly and in concert wilfully violated and wilfully aided and abetted in violations of Sections 5(a) and 5(c) of the Securities Act. In addition, International Shareholders Services Corporation wilfully violated and Howard M. Jenkins, through whom the corporation acted, wilfully aided and abetted violations of Section 17(a) of the Exchange Act and Rule 17a-5 thereunder.

COURT ENFORCEMENT ACTIONS

COMPLAINT NAMES NJB PRIME INVESTORS

The SEC announced the filing of a complaint in the U.S. District Court for the District of Columbia on April 14 seeking a court order directing NJB Prime Investors (NJB), a Massachusetts real estate investment trust, with principal offices in Clifton, New Jersey, to comply with the reporting provisions of the Securities Exchange Act of 1934 and seeking a permanent injunction against further such violations. According to the Commission's complaint against NJB, that company failed to file its annual report on Form 10-K for the fiscal year ended November 30, 1974 with the Commission. (SEC v. NJB Prime Investors, U.S.D.C. D.C., Civ. Action No. 75-0541). (LR-6832)

CRIMINAL INFORMATION CITES NORMAN PIERSON

The Fort Worth Regional Office announced the filing of a criminal information in Federal District Court at Dallas, Texas, on April 9 charging Norman Pierson of Norman, Oklahoma, with criminal contempt of an order entered on April 24, 1970, permanently enjoining Pierson and others from violations of the registration provisions of the securities laws. The information alleged that Pierson violated the Court's order in the offer and sale of the common stock of Naturizer, Inc. (U.S. v. Norman Pierson, N.D. Tex.). (LR-6833)

STEED INDUSTRIES, INC., OTHERS ENJOINED

The Chicago Regional Office announced that on February 28 the Honorable Frank J. McGarr, U.S. District Judge for the Northern District of Illinois, permanently enjoined Steed Industries, Inc., Robert Giannini, James C. Capshaw, Joseph LaRose, Allen Mark Perres, Leland Fay, Earl Miller, Steve Barak, Jr., Edward Sell, Paul Paymaster, and Edward Niziol, all of Chicago, Illinois, from violations of the registration and antifraud provisions of the securities laws in the offer and sale of managership and directorship interests in the multilevel pyramid promotion scheme, of Steed Industries, Inc., which the court found to constitute investment contracts and securities. (LR-6835)

RECEIVER APPOINTED FOR ALL AMERICAN FUND, INC.

The Los Angeles Regional Office announced that on April 8 Lawrence T. Lydick, U.S. District Judge in Los Angeles, California, appointed Murray L. Simpson, Esq., 9701 Wilshire Blvd., Suite 900, Beverly Hills, California, as receiver of the All American Fund, Inc., a registered investment company located in Los Angeles. As receiver, Mr. Simpson will take charge of the assets of the Fund, make a full investigation into possible claims on behalf of the Fund, obtain an interim investment adviser for the Fund and make a determination as to the final disposition of the Fund. Zenith American Management Services, Ltd., the All American Fund's management company and its officers and directors, Messrs. Stanely Rowen, Nelson Sanesi, and Maxwell Rubin consented to the appointment of the receiver for the Fund. (SEC v. All American Fund, Inc., et al., D.C. CA., Civ Action No. 74-3683 LTL). (LR-6836)

MARK B. RUBEN ENJOINED

The Commission announced that on January 22 the Honorable William P. Copple, U.S. District Judge for the District of Arizona, Phoenix Division, entered an order of permanent injunction against Mark B. Ruben, enjoining him from further violation of the antifraud provisions of the securities laws in the purchase and sale of the common stock of Altec Corporation, or any other securities. The defendant consented to the

order of permanent injunction without admitting or denying the allegations of the Commission's complaint. The complaint was filed on June 18, 1974. (SEC v. Mark B. Ruben, D. AZ., Phx. Div., C.D. 74-421-WPC-PHX). (LR-6837)

CRIMINAL INFORMATION CITES TOM R. ROGERS

The Fort Worth Regional Office announced the filing of a criminal information in Federal District Court at Dallas, Texas, April 9 charging Tom R. Rogers of Dallas, with criminal contempt of an order entered on June 26, 1972, permanently enjoining Rogers and others from further violations of the registration and antifraud provisions of the securities laws.

The information alleged that Rogers violated the Court's order in the offer and sale of fractional undivided working interests in oil and gas leases and common stock of Republic Energy Corporation. The information further alleged that Rogers violated the broker-dealer registration provisions in the offer and sale of fractional undivided working interests in oil and gas leases issued by McQueen Oil & Gas, Inc. (U.S. v. Tom R. Rogers, N.D. Tex.). (LR-6838)

HOLDING COMPANY ACT RELEASES

THE COLUMBIA GAS SYSTEM

A notice has been issued giving interested persons until May 9 to request a hearing on a proposal by The Columbia Gas System, Inc, a registered holding company, to issue and sell, at competitive bidding, 1 million shares of cumulative preferred stock, par value \$50 per share. (Rel. 35-18935 - Apr. 14)

MIDDLE SOUTH UTILITIES

An order has been issued approving a proposal of Middle South Utilities, Inc., and Middle South Energy, Inc., a subsidiary, whereby MSEI will issue and sell and MSU purchase, 20,000 additional shares of MSEI's common stock. The proceeds, \$20 million will be used for MSEI's construction program. (Rel. 35-18936 - Apr. 15)

OHIO EDISON COMPANY

An order has been issued authorizing a proposal by Ohio Edison Company, a registered holding company and an electric utility company, and Pennsylvania Power Company, subsidiary, that Ohio Edison issue and sell 4,000,000 shares of its common stock by negotiation, that Pennsylvania sell 400,000 shares of its common stock to Ohio Edison and that Pennsylvania amend its charter to increase the amount of its authorized common stock from 3,000,000 to 4,000,000 shares. (Rel. 35-18937 - Apr. 15)

TRUST INDENTURE ACT RELEASES

AMERICAN AIRLINES, INC.

A notice has been issued giving interested persons until May 6 to request a hearing on an application by American Airlines, Inc., under Section 310(b)(1)(ii) of the Trust Indenture Act of 1939 declaring that the trusteeship of Bankers Trust Company under four existing indentures and under a proposed indenture is not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify Bankers Trust Company from acting as trustee under one of these indentures. (Rel. 39-391)

RECENT 8K FILINGS

Form 8K is a report which must be filed with the SEC by the 10th of the month after any of the following important events or changes: changes in control of the registrant; acquisition or disposition of assets; legal proceedings; changes in securities (i.e., collateral for registered securities); defaults upon senior securities; increase or decrease in the amount of securities outstanding; options to purchase securities; revaluation of assets; submission of matters to a vote of security holders.

The companies listed below have filed Form 8-K reports for the month indicated, responding to the item of the form specified. Photocopies may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). An index of the captions of the items of the form was included in Monday's News Digest.

COMPANY	ITEM NO.	MONTH
PRIME MOTOR INNS INC	1	03/75
QUALITY CORP	12,13,14	02/75
RANSBURG CORP	3	03/75
REIS ROBERT & CO	6	03/75
ROCKY MOUNT UNDERGARMENT CO INC	11,13	03/75
ROLAND INTERNATIONAL CORP	11	03/75
ROYAL ATLAS CORP	3,13	03/75
ROYSTER CO	13,14	03/75
RUSS TOGS INC	10,14	03/75
SACOM	13,14	03/75
SAFEWAY STORES INC	3	03/75
SENTINEL RESOURCES CORP	9	03/75
SMITHFIELD FOODS INC	13,14	03/75
SOUTHWESTERN ELECTRIC SERVICE CO	7,8,14	03/75
SPECTRA PHYSICS INC	7,9,14	03/75
STATE EXPLORATION CO	11,14	03/75
STEIGER TRACTOR INC	3,7,14	03/75
STRAMBRIDGE & CLOTHIER	14	02/75
TALCOTT NATIONAL CORP	13	03/75
TEXAS COMMERCE BANCSHARES INC	7	03/75
TEXSTAR CORP	7	03/75
THIRD NATIONAL CORP	3,14	03/75
TIME HOLDINGS INC	13,14	03/75
TOWLE MANUFACTURING CO	13	03/75
UNION TANK CAR CO	7	03/75
UNITED DOLLAR STORES INC	13,14	03/75
UNITED STATES GYPSUM CO	3	03/75
UNITED STATES SUGAR CORP	14	03/75
UNITED TELECOMMUNICATIONS INC	13,14	03/75
UTAH POWER & LIGHT CO	13	03/75
VICTORY MARKETS INC	3,13,14	03/75
VIKING GENERAL CORP	7	03/75
WEST POINT PEPPERELL INC	3	03/75
MEYERMAEUSER CO	3	03/75
ACF INDUSTRIES INC	7,14	03/75
AMERICAN WESTERN LIFE INSURANCE CO	11	04/74
ARGONAUT ENERGY CORP	2	03/75
ASSOCIATED BANK CORP	2,7	03/75
AUTOMATION SCIENCES INC	13	03/75
BARTON BRANDS LTD	3	03/75
BEATRICE FOODS CO	13,14	03/75
BLOUNT INC	7,8,14	03/75
BUCYRUS ERIE CO	4,13,14	03/75
BUEHLER CORP	7,11,13,14	03/75
CHC CORP	7	03/75
CHEMETRON CORP	3	03/75
COGAR CORP	13,14	03/75
CREST ULTRASONICS CORP	13	03/75
FIRST MELVILLE BANCORP INC	2,7,8,14	05/74
GENERAL CRUDE OIL CO	11	03/75
GREEN GIANT CO	7,8,14	03/75
HARTZ MOUNTAIN CORP	3	03/75
JOHNSON PRODUCTS CO INC	7	01/75
M&T MORTGAGE INVESTORS	9	03/75

RECENT 8-K Filings CONT.

MARLENE INDUSTRIES CORP	13	03/75
MEDICAL COMPUTER SYSTEMS INC	13	03/75
NATHANS FAMOUS INC	3,13,14	03/75
NATIONAL PROPERTIES INC	3	03/75
NIAGARA FRONTIER SERVICES INC	8,13	03/75
ORANGE CO INC	13	04/75
PALL CORP	4,14	03/75
PAMEX FOODS INC	1,11	03/75
PAN ALASKA FISHERIES INC	13	03/75
ROLLINS INC	13	03/75
SOUTHEASTERN PUBLIC SERVICE CO	7	01/75
STALEY A E MANUFACTURING CO	1	03/75
TAMPA ELECTRIC CO	7,14	03/75
TEXFI INDUSTRIES INC	11	03/75
UNITED NUCLEAR CORP	7,8,13,14	03/75
VAGABOND INVESTMENT PROPERTIES	11	03/75
VISTA INTERNATIONAL CORP	13,14	03/75

AMENDMENTS TO REPORTS ON FORM 8-K

COMP U CHECK INC	12	01/75
WAGNER ELECTRIC CORP	4,14	11/74
KAPPA SYSTEMS INC	14	02/75
RIVERSIDE REAL ESTATE INVESTMENT TRUST	12,14	12/74
TORO CO	14	02/75
KEYSTONE CUSTODIAN FUNDS INC	10	09/74
UNITY BUYING SERVICE CO INC	14	02/75
AMERICAN MAIZE PRODUCTS CO	13	02/75
AMFAC INC	10	01/75
CHARTER CO	8	06/74
CHEMICAL FINANCIAL CORP	7	01/75
CROWN ZELLERBACH CORP	2,14	02/75
ENVIRONMENTAL RESEARCH CORP	14	02/75
FIRST NATIONAL CORP NEVADA	NO ITEMS	08/73
GUARDIAN DEVELOPMENT CORP	7,13,14	01/75
LANCHART INDUSTRIES INC	8	01/75
PACESETTER INDUSTRIES INC	3,14	10/74
PATO CONSOLIDATED GOLD DREDGING LTD	2,10,14	07/74
PERFECT LINE MANUFACTURING CORP	13	02/75
WESTERN CO OF NORTH AMERICA	10	02/75
WESTERN ORBIS CO	6,14	03/75
AMERICAN NUCLEAR CORP	13,14	01/75
BASIC AMERICAN CORP	13	12/74
CADENCE INDUSTRIES CORP	3,10,14	12/74
OUTLET CO	13	01/75
PATHFINDER MOBILEHOME INC	4,14	01/75
POLLUTION CONTROL INDUSTRIES INC	13	02/75
SYBRON CORP	4	02/75

NOTICE

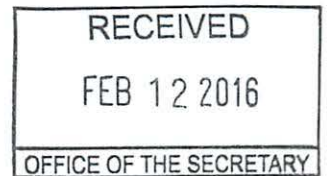
Many requests for copies of documents referred to in the SEC News Digest have erroneously been directed to the Government Printing Office. Copies of such documents and of registration statements may be ordered from the Public Reference Section, Securities and Exchange Commission, Washington, D.C. 20549. 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.

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.



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SECURITIES AND EXCHANGE COMMISSION
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DIVISION OF ENFORCEMENT

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ROTHBLATTE@SEC.GOV

February 11, 2016

Via UPS

Brent J. Fields, Secretary
Office of the Secretary
100 F Street, N.E.
Washington, DC 20549

Re: In the Matter of Allen M. Perres and Willard R. St. Germain (Admin. Proc. File No. 3-17013)

Dear Mr. Fields:

Enclosed please find the originals and three copies of the Division of Enforcement's Motion for Summary Disposition and Brief in Support and the Certificate of Service for filing in the above-referenced matter. If you have any questions or need any additional information, please contact me at 312.886.2485.

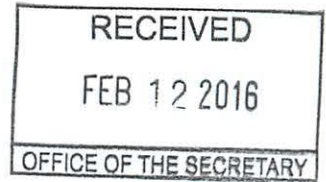
Sincerely,

A handwritten signature in blue ink, appearing to read "Emily A. Rothblatt".

Emily A. Rothblatt

Enclosures

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-17013

In the Matter of

Allen M. Perres, and
Willard R. St. Germain

Respondents.

CERTIFICATE OF SERVICE

Emily A. Rothblatt, an attorney, certifies that on February 11, 2016, she caused a true and correct copy of the Division of Enforcement's Motion for Summary Disposition and Brief in Support to be served on Respondent Allen M. Perres by electronic mail and by UPS Overnight Delivery at the following addresses:

Mr. Allen M. Perres

████████████████████
Chicago, IL ██████████
aperres@stonearchinc.com

By:

A handwritten signature in blue ink that reads "Emily Rothblatt".

Emily A. Rothblatt
Attorney
Division of Enforcement
Securities and Exchange Commission
175 West Jackson Boulevard, Suite 900
Chicago, Illinois 60604
Telephone: 312.886.2485
Fax: 312.353.7398

Dated: February 11, 2016