



# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

A Daily Summary of  
S.E.C. Activities

Washington, D.C. 20549

(Prepared by the SEC Office of Public Information)

(Issue No. 72-141)

FOR RELEASE July 26, 1972

## NEW RULES & RULE PROPOSALS

RULES PROPOSED TO CURB EXCESSES OF HOT ISSUES. The SEC today announced that it is considering certain changes in its rules, disclosure forms, and registration guides designed to take initial steps to alleviate the problems of hot issues, to provide more meaningful disclosure relating to first-time public offerings, and to integrate further disclosure under the Securities Act of 1933 (the Act) and the Securities Exchange Act of 1934 (the Exchange Act).

A summary of the background, purpose, and general effect of all of the proposals to assist in a better understanding of them is contained in Release No. 33-5274. Attention is directed to the proposals themselves which are being released today for a more complete understanding of their provisions. Each proposal should be considered in the context of, and in conjunction with, the other proposals which the Commission is publishing for comment or has adopted including:

(1) The obligations of underwriters, brokers and dealers in distributing and trading securities, particularly those of new high risk ventures. (Rel. 33-5275)

(2) Notice of Proposed Amendments to registration Forms S-1 and S-2 under the Act and to Forms 10 and 10-K under the Exchange Act to require more meaningful disclosure with respect to all companies and particularly new high risk ventures and to further integrate the disclosure provisions of those acts and of other proposals. (Rel. 33-5276)

(3) Notice of Adoption of Amendments to Rules 425A and 426 under the Act and Amendments to registration guides 5, 6 and 21 to improve readability of prospectuses. (Rel. 33-5278)

(4) Notice of Proposed Amendments to guides for the preparation of registration statements. (Rel. 33-5279)

(5) Notice of Proposals to adopt Amendments to Rule 256 of Regulation A under Section 3(b) of the Act to provide for delivery of offering circulars under certain circumstances. (Rel. 33-5277)

(6) Notice of Proposed Amendments to Rules 13a-13 and 15d-13 under the Exchange Act to delete the exemption for companies in the promotional or development stage from filing quarterly reports on Form 10-Q and Proposed Amendments to Form 10-Q providing for certain financial statements to be filed by promotional and development companies and requiring that certain registrants update budget information previously filed. (Rel. 34-9673)

(7) Adoption of Amendments to Form S-16. (Rel. 33-5265)

All interested persons are invited to submit their views and comments on the above proposals, in writing to Richard H. Rowe, Assistant Director, Division of Corporation Finance, Securities and Exchange Commission, Washington, D.C. 20549 on or before September 15, 1972. All such comments will be considered available for public inspection.

## COMMISSION ANNOUNCEMENT

RODNEY GOLD MINES ADDED TO FOREIGN RESTRICTED LIST. The SEC on July 11 added Rodney Gold Mines Limited of Toronto, Canada to its Foreign Restricted List. The Foreign Restricted List consists of the names of Foreign companies whose securities the Commission has reason to believe have been recently sold or offered for public sale and distribution within the United States in violation of the registration provisions of the Securities Act of 1933.

On February 2, 1972 the Ontario Securities Commission suspended trading in this security due to the apparently unjustified sharp increase in its market price. The Commission has recently received information concerning the sale of large quantities of Rodney Gold Mines Limited securities within the United States. In addition, an inquiry conducted by the Ontario Securities Commission disclosed that a Toronto broker-dealer participated with United States citizens in the distribution of these shares, many of which were sold in this country. (Rel. 33-5285)

## COURT ENFORCEMENT ACTIONS

G. M. STANLEY PRELIMINARILY ENJOINED. The SEC New York Regional Office announced that on July 17 the Federal court in New York City entered a consent order of preliminary injunction enjoining G. M. Stanley & Co., Inc., a New York City broker-dealer, from further violation of the net capital, bookkeeping and reporting rules. On July 18, the court approved the appointment of Winthrop J. Allegaert as SIC trustee to liquidate G. M. Stanley & Co. Stanley Morton Goldman, President of G. M. Stanley, and Emil Rogovin, Vice President, were preliminarily enjoined from aiding and abetting violations. (LR-5473)

A. E. HOLMAN ENJOINED. The SEC Chicago Regional Office announced that on July 17 a final judgment of permanent injunction, by consent, was entered in Minneapolis, Minnesota against A. E. Holman. The defendant did so without admitting or denying the allegations of the complaint. He was charged with violating the registration and anti-fraud provisions of the Federal securities laws with regard to the offer and sale of "Investment contracts." (LR-5468)

OVER

LAWRENCE & GEORGE BRILL SENTENCED. The SEC Chicago Regional Office announced that on July 6 the Circuit Court of Dane County, Wisconsin placed Lawrence Brill and George Brill, formerly of Racine, Wisconsin, each on five years probation for the sale of unregistered securities, false representations in the sale of securities, and theft of money by false representations. (LR-5467)

COMPLAINT NAMES ALEX N. CAMPBELL, ALEX N. CAMPBELL, JR. Gerald E. Boltz, Regional Administrator, Los Angeles Regional Office and Leonard H. Rossen, Associate Regional Administrator, San Francisco Branch Office announced on July 24 the filing of a complaint in the U. S. District Court in Los Angeles, California, seeking to enjoin Alex N. Campbell and Alex N. Campbell, Jr., both of Los Angeles, from violating the anti-fraud provisions of the federal securities laws. Campbell, while acting as an editor and financial columnist for the Los Angeles Herald-Examiner, is alleged to have purchased shares of various companies shortly prior to the appearance of his columns or other news items on those companies. Campbell, Jr., editor of the Western Financial Journal, is alleged to have purchased shares of companies shortly prior to the appearance of Campbell's columns or other news items on those companies. It is alleged that each defendant had knowledge of these forthcoming columns and news items in those instances where he traded. Defendants failed to disclose the fact that these news articles were soon to appear and that they then owned the securities involved. It is further alleged that both defendants on numerous occasions sold the securities in question shortly after the appearance of these news articles. (LR-5474)

#### HOLDING COMPANY ACT RELEASES

DELMARVA POWER & LIGHT COMPANY. The SEC has issued an order authorizing Delmarva Power & Light Company, Wilmington, Delaware holding company, to increase the amount of short-term notes (including commercial paper) it may issue and sell from the presently authorized \$40 million to \$50 million at any one time outstanding. The requested authorization for the \$10 million increase would automatically terminate upon the successful consummation of a proposed \$30 million bond sale by Delmarva authorized by the Commission in a separate proceeding. (Rel. 35-17655)

ARKANSAS-MISSOURI POWER. The SEC has issued an order authorizing Arkansas-Missouri Power Company, Blytheville subsidiary of Middle South Utilities, Inc., to extend the time within which Arkansas may issue and sell short-term promissory notes through December 31, 1972. (Rel. 35-17653)

KENTUCKY POWER. The SEC has issued a notice giving interested persons until August 16 to request a hearing upon an application by Kentucky Power Company, Ashland, Kentucky subsidiary of American Electric Power Company, Inc., to issue and sell \$45 million of first mortgage bonds at competitive bidding. Net proceeds, together with other funds, will be used to prepay \$49 million of long-term bank notes, due December 31, 1972, which were issued in connection with Kentucky Power's construction program, to reimburse its treasury for money actually expended for such purposes, and for working capital. Construction expenditures are estimated at \$9 million for 1972. (Rel. 35-17654)

#### INVESTMENT COMPANY ACT RELEASE

PITTSWAY CORPORATION. The SEC has issued a notice giving interested persons until August 18 to request a hearing upon an application of Pittway Corporation, Northbrook, Ill. subsidiary of Standard Shares, Inc., a closed-end, non-diversified, management investment company, for an order which would permit Pittway to participate in joint ventures for the development of certain real estate in Chicago, Ill. and Nuns Island, Montreal, Canada. (Rel. IC-7289)

#### SECURITIES ACT REGISTRATIONS

MUTZ CORPORATION, 1853 Ludlow Ave., Indianapolis, Ind. 46201, filed a registration statement on July 21 seeking registration of 122,000 shares of common stock, of which 87,000 are to be offered for public sale by the company and 35,000 (being outstanding shares) by the holders thereof. The offering is to be made (\*at \$6 per share maximum) through underwriters headed by City Securities Corporation, 400 Circle Tower, Indianapolis, Ind. 46204. The company manufactures prefabricated duct, pipe, and fittings used in residential and commercial heating and air conditioning. Net proceeds will be used to repay short-term borrowings and for working capital and other corporate purposes. (File 2-45084)

THE WYOMING NATIONAL CORPORATION, 234 E. First St., Casper, Wyo. 82601, filed a registration statement on July 21 seeking registration of 265,000 shares of common stock with warrants to purchase 132,500 shares. These securities are to be offered for public sale in units, each consisting of two shares and one warrant (\*and at \$35 per unit maximum) through underwriters headed by Bosworth, Sullivan & Co., Inc., 660 17th St., Denver, Colo. 80202. A bank holding company, Wyoming National owns 96% of the outstanding stock of The Wyoming National Bank of Casper. Net proceeds will be used to repay long-term debt and for working capital purposes. (File 2-45085)

CONTINUED

ATLAN-TOL INDUSTRIES, INC., 15 Westminster St., Providence, R. I. 02903, filed a registration statement on July 21 seeking registration of 125,000 shares of common stock, to be offered for public sale (\*at \$7 per share maximum). No underwriting is involved. The company is engaged through subsidiaries in the manufacture and sale of cold heading tools and hinged display boxes and metallized plastic films and graphic recording instruments. Net proceeds will be used for working capital and other corporate purposes. (File 2-45086)

WISCONSIN PUBLIC SERVICE CORPORATION, 700 N. Adams St., Green Bay, Wis. 54305, filed a registration statement on July 21 seeking registration of 800,000 shares of common stock and 150,000 shares of cumulative preferred stock (\$100 par), to be offered for public sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Inc., One Liberty Plaza, New York City 10006, and Robert W. Baird & Co. Inc., 731 N. Water St., Milwaukee, Wis. 53201. Net proceeds will be used to pay short-term debt incurred for interim financing of construction estimated to total \$27 million and the balance towards 1972 construction. Construction expenditures are estimated at \$49 million for 1972 and \$60 million for 1973. (File 2-45087)

MODULAR AMBULANCE CORPORATION, 3333 E. Kiest Blvd., Dallas, Tex. 75203, filed a registration statement on July 21 seeking registration of 150,000 shares of common stock, to be offered for public sale at \$4.50 per share by Grimm & Davis, Inc., 54 Wall St., New York. The company is engaged in designing, producing and marketing ambulances. Of the net proceeds of its stock sale, \$150,000 will be used to expand the company's marketing program and the balance for working capital and other corporate purposes. (File 2-45088)

PORT INDUSTRIES, INC., 400 Shelard Plaza, Minneapolis, Minn. 55426, filed a registration statement on July 21 seeking registration of \$3,760,000 of residential condominium units and rental management agreements. The condominiums are to be offered for public sale at prices ranging from \$48,000 to \$60,000. The condominiums are to be located at Fort Superior Village near Bayfield, Wis. (File 2-45089)

INSTRUMENTATION LABORATORY, INC., 113 Hartwell Ave., Lexington, Mass. 02173, filed a registration statement on July 21 seeking registration of 468,512 shares of common stock, of which 200,000 are to be offered for public sale by the company and 268,512 (being outstanding shares) by the holders thereof. The offering is to be made (\*at \$25 per share maximum) through underwriters headed by Kidder, Peabody & Co. Inc., 20 Exchange Pl., New York 10005. The company designs, manufactures and sells biomedical and other scientific instrumentation and related accessories and supplies. Net proceeds of its stock sale will be applied to reduction of outstanding short-term bank loans and for other corporate purposes. (File 2-45090)

THE MARCUS CORPORATION, 212 W. Wisconsin Ave., Milwaukee, Wis. 53202, filed a registration statement on July 21 seeking registration of 400,191 shares of common stock, of which 100,000 are to be offered for public sale by the company and 300,191 (being outstanding shares) by the holders thereof. The offering is to be made (\*at \$16 per share maximum) through underwriters headed by Paine, Webber, Jackson & Curtis, Inc., 140 Broadway, New York 10005, and Loewi & Co. Inc., 225 E. Mason St., Milwaukee, Wisc. The company is primarily engaged in the restaurant and fast food service, theatre and hotel-motor inn businesses. Net proceeds will be used primarily to finance the company's expansion program. (File 2-45091)

I.M.H. -- ONE (the Partnership), 8780 E. Valley Blvd., Rosemead, Calif. 91770, filed a registration statement on July 21 seeking registration of \$13,850,000 of limited partnership interests, to be offered for public sale at \$1,000 per unit by IMH Securities Corporation and selected NASD members. The Partnership was organized to develop, own and operate three motor hotels and 175 garden type apartments. International Motor Hotels, Inc., is the general partner. (File 2-45092)

STOCK PLANS FILED. The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

Frank B. Hall & Co. Inc., New York, N. Y. (File 2-45078) - 160,714 shares  
 Codesco Inc., Philadelphia, Pa. (File 2-45093) - 100,000 shares  
 Johnson & Johnson, New Brunswick, N. J. (File 2-45095) - 818,070 shares  
 Tennessee Valley Bancorp, Inc., Nashville, Tenn. (File 2-45101) - 243,320 shares

#### MISCELLANEOUS

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the July 6 News Digest.

#### 8K Reports for Apr 72

Clear Creek Corp (6)	0-1379-2	Semiconductor Component Substrates	
Great Western Assurance Co		Corp Dec 71 (2,13)	2-39692-2
Mar 72 (11)	2-27250-2	Buildex Inc (2,13,14)	1-6968-2
Expediter Systems Inc (3,13,14)	0-5755-2	Callahan Mining Corp (11)	1-609-2
G D Searle & Co (11)	1-4841-2	Greit Realty Trust & Remico Inc	
First Florida Bancorp		Feb 72 (13,14)	2-39840-2
Nov 71 (3,13)	0-3827-2	Mar 72 (11)	2-39840-2
Northwest Inds Inc (3)	1-5509-2	Instrument Systems Corp	
		Mar 72 (2,12,13)	1-6620-2

OVER

8K Reports For Apr 72

North Pennsylvania RR Co (8,13)	0-605-2	Bokum Corp (13)	0-3388-2
		Collins Radio Co (4,12,13)	1-4248-2
Inter-Continental Services Corp Feb 72 (2,13)	0-4519-2	Corning Natural Gas Corp (11)	0-643-2
		F & M Schaefer Corp Mar 72 (2,7,13,14)	1-5853-2
Cayman Corp Mar 72 (3)	0-5801-2	Gen'l Research Corp (13)	1-6879-2
		Houston First Financial Group Inc (11)	0-4768-2
Anderson-Stokes Inc Jul 71 (9,14)	1-6572-2	Allis Chalmers Corp (12)	1-2199-2
Carpenter Paper Co of Neb (11)	2-39530-2	Beverly Hills Bancorp (7,13)	16877-2
		Colony Kitchens Inc (7)	0-5176-2
KDI Corp Mar 72 (13)	0-2556-2	Communications Properties Inc (1,2,13,14)	0-4412-2
N Y Testing Labs Inc (12,14)	2-30013-2	Dana Corp (8)	1-1063-2
SJV Corp Feb 72 (7,11,14)	0-4496-2		
Arlen Realty & Development Corp (3)	1-6675-2	Hudson Pulp & Paper Corp (4,11,13)	1-3546-2
Conel Corp (11)	0-4032-2	Continental Drug Corp (14)	1-5933-2
Electronic Engineering Co of Calif (11)	1-5578-2	Niagara Frontier Services Inc Mar 72 (8,12)	1-5915-2
Hers Apparel Inds Inc Mar 72 (1,2,7,13)	0-3911-2	Skamper Corp (2)	0-4304-2
Neuro-Psychiatric & Health Services Inc Oct 71 (3)	0-5751-2		
		Coleco Inds Inc (4,11,13)	1-5673-2
Certified Corp (7,13)	1-5902-2	Greer Hydraulics Inc Mar 72 (12)	1-3706-2
Corning Glass Works (11,13)	1-3247-2	Guardian Inds Corp (7,13,14)	1-6037-2
Keene Corp (13)	1-6911-2	Hamilton Brothers Petroleum Corp Mar 72 (7)	1-6404-2
Tootsie Roll Inds Inc (7)	1-1361-2	Planned Communities Inc Mar 72 (13,14)	0-2623-2
UDO Pacific Corp (2,13)	1-5839-2	The Plaza Group Inc Mar 72 (3,13)	1-4412-2
Castleton Inds Inc (2,14)	1-5464-2	Electrographic Corp	1-2544-2
Springfield Gas Light Co Mar 72 (11)	0-721-2	Georgia Factors Inc Dec 71 (3,8,12,14)	0-659-2
		Master Control Inc Mar 72 (2,14)	0-5545-2
Brand Insulations Inc (7)	2-43164-2		
Criterion Insurance Co (7)	2-17806-2	Caribbean Cement Co Ltd 6K for Mar 72	2-19155-2
Educators Inds Inc (8)	0-1931-2	Churchill Downs Inc (12)	0-1469-2
Life of Penn Financial Corp (11,14)	0-4790-2	Ingress Mfg Co Inc Nov 71 (7)	2-41596-2
McMoran Exploration Co (13)	0-5332-2		
Thomas Inds Inc (11)	1-5426-2		

TRADING SUSPENSION CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the common stock of Cogar Corp. for the further ten-day period July 26 through August 4, inclusive.

SECURITIES ACT REGISTRATIONS. Effective July 24: Bath Industries, Inc., 2-44672; Dayton-Hudson Corp., 2-44953; EBS Data Processing, Inc., 2-40846; Honeywell, Inc., 2-45071; Janskd Corp., 2-37850 (90 days); Mesa Petroleum Co., 2-44548; Robertson Distribution Systems, Inc., 2-44767; Sage-Allen & Co., Inc., 2-43979 (90 days); Super Valu Stores, Inc., 2-44740; UMC Industries, Inc., 2-44380.

NOTE TO DEALERS. The period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

\*As estimated for purposes of computing the registration fee.

---ooo0ooo---

ONLY the SEC News Digest is for sale by the Superintendent of Documents, U. S. Government Printing Office, Washington, D. C. 20402. All other referenced material must be ordered from the Securities and Exchange Commission, Washington, D. C. 20549. In ordering full text of Releases from SEC Publications Unit cite number.