

# sec news digest

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## U.S. SECURITIES AND EXCHANGE COMMISSION

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### RULES AND RELATED MATTERS

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#### PROPOSED AMENDMENT TO SECO SELF-UNDERWRITING RULE

The Commission has issued a release proposing to amend Rule 15b10-9 under the Securities Exchange Act of 1934. Rule 15b10-9 imposes certain requirements on brokers or dealers that are not members of a registered securities association and that underwrite or otherwise participate in the distribution of their own securities or those of an affiliate. The proposed amendment would create a conditional exception to the rule for nonmember brokers or dealers that limit their business to participation in the offer and sale of securities issued by an affiliate that is not a broker or dealer.

Comments should be submitted in triplicate to George A. Fitzsimmons, Secretary, Securities and Exchange Commission, 500 North Capitol Street, Washington, DC 20549 on or before October 31 and should refer to File No. S7-902. (Rel. 34-18046)

FOR FURTHER INFORMATION CONTACT: Colleen Harvey at (202) 272-2826

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### COMMISSION ANNOUNCEMENTS

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#### GREENE NAMED SEC GENERAL COUNSEL

SEC Chairman John S.R. Shad announced on August 25 that the Commission has approved the appointment of Edward F. Greene as General Counsel to the Securities and Exchange Commission, effective September 1, 1981. Mr. Greene will be succeeded as Director of the Corporation Finance Division by Lee B. Spencer, Jr., currently the Deputy Director of the Division.

Mr. Greene joined the Commission staff in December 1978 as Deputy Director of the Corporation Finance Division. He became Director in 1979. Prior to joining the Commission, he was a partner in Willkie Farr & Gallagher, a leading New York law firm. He is an honors graduate of Amherst College and the Harvard Law School.

Mr. Shad stated that Mr. Greene's selection as General Counsel is in recognition of his outstanding professional experience and stature, both within and outside the Commission, and particularly the enormous accomplishments of the Corporation Finance Division under his leadership.

Under Mr. Greene's direction, the Corporation Finance Division developed and the Commission released for public comment earlier this month, its "integration package", which dramatically reduces duplicative and redundant registration and reporting requirements by corporations under the multiple securities laws and regulations, without compromising full public disclosure of material corporate information.

Mr. Shad said he has also asked Mr. Greene, in addition to assuming the existing duties of General Counsel, to conduct an overall review of the Commission's tender offer rules, regulations and proposed legislation, to consider ways of implementing increased cooperation with the states in securities matters, and to work with the Commission in continuing the development of its deregulatory program.

Mr. Shad and Mr. Greene announced that in light of these responsibilities, John T. Shinkle will leave his position as Associate Director of the Corporation Finance Division to join the Office of General Counsel and supervise the counseling group. Mr. Shinkle, a graduate of Yale University and the Harvard Law School, joined the Commission in September 1980. He was previously a partner in Caplin & Drysdale, a leading Washington law firm.

Mr. Spencer, the new Director of the Corporation Finance Division, joined the Commission in 1976 as Chief Counsel of the Investment Management Division. - He directed the Commission's 1977 Bank Study, became Associate Director of the Investment Management Division in 1978 and Deputy Director of the Corporation Finance Division in 1979, where he has been the chief operating officer under Mr. Greene. Prior to joining the Commission, Mr. Spencer was an associate with Sullivan & Cromwell, a prominent New York law firm. He is a graduate of Princeton University and the Yale Law School. Mr. Shad noted that Mr. Spencer has outstanding ability and qualifications for the position and that he is confident he will carry forward the Division's important new initiatives.

Mr. Greene succeeds Mr. Ralph C. Ferrara as General Counsel. Earlier this month, Mr. Ferrara announced his intention to join Debevoise & Plimpton, a leading New York Law firm.

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## ADMINISTRATIVE PROCEEDINGS

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### NASD ACTION AGAINST STEVEN CHIOS SET ASIDE

The Commission has set aside disciplinary action taken by the NASD against Steven Chios, of San Francisco.

The NASD found that, in 1976, Chios wilfully distributed unregistered securities of Cal-Am Corporation, and failed to give his employer prior written notification of the securities transactions in which he had engaged.

Chios, an independent contractor, acted as a finder for Cal-Am, locating broker-dealers in northern California who might be interested in selling interests in the limited partnership tax shelter offerings sponsored by Cal-Am. The Commission stated that, on the basis of its examination of the evidence in the record, it was unable to conclude that the role Chios played in the Cal-Am distribution was substantial enough to justify a conclusion that he unlawfully distributed unregistered securities. It also determined that Chios did not "engage in securities transactions" that had to be reported to his employer. (Rel. 34-18024)

### NASD ACTION AGAINST DONALD L. WALFORD REMANDED

The Commission has remanded to the NASD disciplinary proceedings against Donald L. Walford, of Denver, former vice-president of an NASD member firm.

The Commission affirmed the NASD's findings that, in connection with his firm's participation in two public offerings in 1978, Walford, in sales to four customers, violated the NASD's interpretation with respect to free-riding and withholding. The interpretation is designed to assure that NASD members and their associated persons make a bona fide offering of a securities issue to the public at the public offering price.

The Commission, however, set aside the NASD's findings that Walford failed to comply with the NASD's interpretation in several other instances. Accordingly, it determined to remand the proceedings so that the NASD could reassess the sanctions it had previously imposed. (Rel. 34-18025)

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## SECURITIES ACT REGISTRATIONS

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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) MEDICATION SERVICES INC., 714 C St., San Rafael, CA 94901 (415) 459-6516 - 695,463 shares of common stock. Underwriter: Rooney, Pace Inc. The company has developed and has recently begun to market a computer-based, user-oriented system for unit dose drug distribution. (File 2-73644-LA - Aug. 11) (Br. 10 - New Issue)

- (S-18) BIOLOGICAL RESEARCH LABORATORIES, INC., P.O. Box 1374, 6700 Simms St., Arvada, CO 80001 (303) 424-6393 - 2,000,000 units. Underwriter: L. C. Wegard & Co., Inc., U.S. Highway 130 & Levitt Parkway, Willingboro, NJ 08046. The company operates an industrial analytical laboratory. (File 2-73707-D - Aug. 14) (Br. 8 - New Issue)
- (S-14) KENTUCKY BANK-SHARES OF LEXINGTON, INC., 101 E. Vine St., Lexington, KY 40507 (606) 253-0373 - 805,800 shares of common stock. (File 2-73712 - Aug. 24) (Br. 2)
- (S-15) MERCANTILE BANKSHARES CORPORATION, Mercantile Bank and Trust Bldg., 2 Hopkins Plaza, Baltimore, MD 21201 (301-237-5900) - 213,930 shares of common stock. (File 2-73778 - Aug. 21) (Br. 1)
- (S-8) NBD BANCORP, INC., 611 Woodward Ave., Detroit, MI 48226 (313-225-1000) - 165,000 shares of common stock. (File 2-73779 - Aug. 21) (Br. 1)
- (S-8) FIRST & MERCHANTS CORPORATION, F&M Center, 1111 East Main St., Richmond, VA 23219 (904-788-2604) - 400,000 shares of common stock. (File 2-73780 - Aug. 21) (Br. 1)
- (S-6) MUNICIPAL INVESTMENT TRUST FUND, THIRTY-NINTH NEW YORK SERIES - An indefinite number of units of beneficial interest. Depositors: Merrill Lynch Pierce Fenner & Smith; Dean Witter Reynolds Inc.; Bache Halsey Stuart Shields Inc.; and Shearson Loeb Rhoades Inc. (File 2-73781 - Aug. 21) (Br. 17 - New Issue)
- (S-11) MCNEIL CORPORATE BENEFIT FUND '81, LTD., 2855 Campus Dr., San Mateo, CA 94403 100,000 units of limited partnership interest. (File 2-73782 - Aug. 21) (Br. 6 - New Issue)
- (S-1) DEVINE EXPLORATION OIL AND GAS PROGRAM - 1981-82, 111 East Bay Court, Traverse City, MI - \$1,500,000 of preformation limited partnership interests, 300 units at \$5,000 per unit. Underwriter: Buys-Mac Gregor, Mac Naughton-Greenawalt & Co. (File 2-73783 - Aug. 21) (Br. 9 - New Issue)
- (S-2) OIL CAPITAL CORPORATION, 8000 E. Girard, Suite 413, Denver, CO 80231 (303) 696-1640 - 2,000,000 units, 10,000,000 shares of common stock and common stock purchase warrants to purchase 2,000,000 shares of common stock. Underwriter: Miyamoto Securities, 8301 E. Prentice, Denver Tech Center, Bldg. 30, Englewood, CO 80111 (303) 741-4960. (File 2-73784 - Aug. 24) (Br. 4 - New Issue)
- (S-6) KEMPER TAX-EXEMPT INCOME TRUST, SERIES 27 and SERIES 28, 120 South LaSalle St., Chicago, IL 60603 - 1,000 units (each Series). Depositor: Kemper Financial Services, Inc. (File 2-73785 and 2-73786 respectively - Aug. 24) (Br. 16 - New Issues)
- (S-8) NUCORP ENERGY, INC., 2550 Fifth Ave., Suite 1100, San Diego, CA 92103 (714) 233-7300 - 500,000 shares of common stock. (File 2-73787 - Aug. 24) (Br. 3)
- (S-8) THE CLEVELAND ELECTRIC ILLUMINATING COMPANY, 55 Public Sq., P.O. Box 5000, Cleveland, OH 44101 (216) 622-9800 - 600,000 shares of common stock. (File 2-73788 - Aug. 24) (Br. 8)
- (S-16) TEXAS POWER & LIGHT COMPANY, 1511 Bryan St., Dallas, TX 75201 (214) 748-5411 - \$75 million of first mortgage bonds, Series due September 1, 2011. Underwriters: Salomon Brothers, Bache Halsey Stuart Shields Incorporated, Kidder, Peabody & Co. Incorporated and Merrill Lynch White Weld Capital Markets Group. The company is an electric utility engaged in the generation, purchase, transmission, distribution and sale of electricity. (File 2-73790 - Aug. 24) (Br. 8)
- (S-8) UNION PLANTERS CORPORATION, 67 Madison Ave., Memphis, TN 38147 (901) 523-6101 - 538,445 shares of common stock. (File 2-73791 - Aug. 24) (Br. 1)
- (S-B) EUROPEAN INVESTMENT BANK, 100, Boulevard Konrad Adenauer, Luxembourg, Grand Duchy of Luxembourg - \$500 million of notes and/or bonds. (File 2-73792 - Aug. 24) (Br. 9)

#### REGISTRATIONS EFFECTIVE

Aug. 6: Kevex Corp., 2-72920 (correction).

Aug. 20: Municipal Investment Trust Fund, Thirty-Seventh New York Series, 2-72644; Sasco Cosmetics, Inc., 2-72531-FW.

Aug. 21: Applied Data Research, Inc., 2-73515; Arrowhead Energy Corp., 2-72306; BioCell Technology Corp., 2-72585; Diablo Oil Co., 2-72590; E. F. Johnson Co., 2-73342; Manhattan Fund, Inc., 2-71122; United States Mutual Real Estate Investment Trust, 2-71571.

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**PRIORITY SERVICE** – Copies of documents may be ordered by telephone directly from the SEC's service contractor by calling 301/951-1350 (Maryland callers), or the toll-free number, 800-638-8241. The priority reproduction cost is 35¢ per page plus postage and applicable sales taxes (\$10.00 minimum order). Priority service orders will be shipped by 4:00 PM of the working day following the day of your telephoned request for materials already in the contractor's master files. Cost estimates are given on request.

All other reference material is available in the SEC Docket.

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