

sec news digest

Issue 81-241

December 17, 1981

ADMINISTRATIVE PROCEEDINGS

BRENT EQUITIES, LTD., OTHERS CITED

The Commission has instituted public administrative proceedings involving Brent Equities, Ltd. (Registrant), a registered broker-dealer located in New York City, and Erwin Lloyd Berman and Jerold Lewis Freier, persons associated with Registrant.

The Commission's order is based upon allegations that Registrant, aided and abetted by Berman and Freier, wilfully violated Sections 15(b) and 17(a) of the Securities Exchange Act of 1934 and Rules 15b3-1, 15b10-2, 17a-3(a)(2), 17a-3(a)(11) and 17a-5(f)(2) thereunder, and that Registrant has associated with it Berman, who has been enjoined from further violations of the securities laws, and that Berman is associated with Registrant and has been previously enjoined.

A hearing will be scheduled to take evidence on the staff's allegations and to afford the respondents an opportunity to offer any defenses. The purposes of the hearing is to determine whether the allegations are true and if any action of a remedial nature should be ordered by the Commission. (Rel. 34-18312)

ROBERT V. GIBSON ENJOINED AND SANCTIONED UNDER RULE 2(e)

The Commission has ordered the institution of proceedings under Rule 2(e) of the Rules of Practice against Robert V. Gibson, an attorney practicing in Newport Beach, California. In the same order, the Commission accepted the offer of settlement submitted by Gibson without admitting or denying the Commission's allegations or findings, and ordered the following sanctions be imposed: (1) a suspension for a period of nine months from practicing or appearing before the Commission; and (2) acceptance of the offer of Gibson to comply with undertakings relating to internal and supervisory procedures with respect to opinions rendered in connection with any transaction involving the issuance of securities to the public, the registration provisions of Section 5 of the Securities Act of 1933 and exemptions therefrom.

The institution of such proceedings was based in part upon the entry of a Final Judgment of Permanent Injunction by Consent as to Gibson, submitted without admitting or denying the allegations of the Commission's complaint, in SEC v. Covington Brothers Technologies, 80 Civil 6826 (LWP) (U.S.D.C., S.D.N.Y.). The complaint alleged that Gibson, among others, had violated the registration, antifraud and beneficial ownership reporting provisions in connection with the offer, purchase and sale of securities of Covington Brothers Technologies (CBT) and The Presley Companies, two building companies located in California.

Gibson was formerly counsel to both companies as well as counsel to and a member of a private investment group which improperly margined restricted shares of CBT in accounts over 30 broker-dealers, using the credit to purchase shares of Presley and other public companies. Gibson is alleged to have prepared: (1) a registration statement with respect to a \$12 million public offering of CBT which failed to disclose, inter alia, material facts concerning the scope of activities of the private investment group; (2) beneficial ownership reports with respect to Presley securities, which were not accurate and were not filed in a timely manner or were not filed or caused to be filed; (3) beneficial ownership reports with respect to CBT securities which Gibson failed to file or cause to be filed; and (4) several opinion letters which contained false representations and facilitated a fraudulent distribution of unregistered CBT securities. (Rel. 34-18314 and LR-9524)

CIVIL PROCEEDINGS

NATIONAL FINANCIAL PLANNING CENTERS, INC., OTHERS CONSENT TO TEMPORARY RESTRAINING ORDER

The Washington Regional Office announced that on December 15 the Honorable Albert V. Bryan, Jr., U.S. District Court Judge for the Eastern District of Virginia, entered an order with the consent of defendants (1) temporarily restraining the defendants, National Financial Planning Centers, Inc., The Financial Planning Center of Greater Washington, Inc., both of Falls Church, Virginia, and Walter H.T. Seager, Bethesda, Maryland, from further violations of the registration and antifraud provisions of the securities laws in connection with the offer, purchase and sale of securities, (2) freezing the assets and property of the defendants, except for ordinary living expenses, and (3) ordering an accounting to be performed of all investor funds paid to the defendants and of any other assets received by the defendants.

The Commission filed a complaint on December 11 alleging violations of these provisions of the securities laws in connection with the offer, purchase and sale of securities in the form of investment contracts, namely, fractional interests in large denomination certificates of deposit, and seeking preliminary and permanent injunctions, an accounting and a freeze of assets. The complaint alleges, among other things, that in these offers, purchases and sales, the defendants made untrue statements of material fact and failed to state material facts relating to defendants' purported investment of investor funds in such large-denomination certificates of deposit, supposedly paying interest rates as high as 24 percent.

The hearing on the Commission's request for a preliminary injunction has been consolidated with trial on the merits of the permanent injunction, and has been scheduled for January 25, 1982 in the U.S. District Court for the Eastern District of Virginia. (SEC v. National Financial Planning Centers, Inc., et al., E.D. Va., Civil Action No. 81-1170-A). (LR-9528)

INVESTMENT COMPANY ACT RELEASES

THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY

An order has been issued on an application filed on March 18, 1981, and amended on October 9, 1981, by The Northwestern Mutual Life Insurance Company, NML Equity Services, Inc. and NML Variable Annuity Account I granting, pursuant to Section 6(c) of the Investment Company Act of 1940, exemptions to the extent requested from Sections 2(a)(32), 2(a)(35), 22(c), 26(a), 26(a)(2), 27(c)(1), 27(c)(2), and 27(d) of the Act and Rule 22c-1 thereunder. (Rel. IC-12109 - Dec. 15)

An order has also been issued on an application filed on March 18, 1981, and amended on October 9, October 26, and November 12, 1981, by Northwestern Mutual, NML Equity, and NML Variable Annuity Account B granting, pursuant to Section 6(c) of the Act, exemptions to the extent requested from Sections 2(a)(32), 2(a)(35), 22(c), 26(a)(2), 27(c)(1), 27(c)(2), and 27(d) of the Act and Rule 22c-1 thereunder and, pursuant to Section 11 of the Act, approving certain offers of exchange. (Rel. IC-12110 - Dec. 15)

AMERICAN GENERAL CORPORATION

A notice has been issued giving interested persons until 12:00 noon, January 7, 1982, to request a hearing on an application by American General Corporation and American General Harbor Fund, Inc., for an order, pursuant to Section 17(b) of the Investment Company Act of 1940, to permit a proposed sale of certain assets by Harbor Fund to American General. (Rel. IC-12112 - Dec. 16)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGES

Fee changes filed by the Boston Stock Exchange Clearing Corporation (BSECC) and New England Securities Depository Trust Company (NESDTC), pursuant to Rule 19b-4 (SR-BSECC-81-5 and SR-NESDTC-81-5), have become effective in accordance with

Section 19(b)(3)(A) of the Securities Exchange Act of 1934. BSECC and NESDTC have extended temporary 15 percent increases in fees from December 31, 1981 through March 31, 1982.

Publication of the proposals are expected to be made in the Federal Register during the week of December 21. (Rel. 34-18341 and 34-18342)

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) SOLAR REACTOR ENGINES, INC., RR #2, Tico Rd., Tico Airport, Tutusville, FL (305) 269-4813 - 5,000,000 shares of common stock. The company has been formed to develop, produce and market a closed cycle electromagnetic hydrogen-chlorine fuel process. (File 2-74924-A - Nov. 17) (Br. 10 - New Issue)
- (S-18) MICROSOFTWARE INTERNATIONAL, INC., 3300 South Madelyn, Sioux Falls, SD 57106 - 10,000,000 shares of common stock. Underwriter: Centennial State Securities, Inc. The company is engaged in the design, development, marketing and licensing of business application and other microcomputer software. (File 2-75196-D - Dec. 3) (Br. 10 - New Issue)
- (S-18) NATURE'S PREFERENCE INC., 1000 Northern Blvd., Great Neck, NY 11021 (516) 829-9200 - 1,000,000 common shares. Underwriter: Jay W. Kaufmann & Co. The company operates and has the right to franchise and license the Pritikin Better Health Program in the Northeastern United States. (File 2-75261-NY - Dec. 9) (Br. 5 - New Issue)
- (N-1) HOME LIFE MONEY MANAGEMENT FUND, INC., 253 Broadway, New York, NY 10007 - 50,000,000 shares of common stock. (File 2-75330 - Dec. 15) (Br. 18 - New Issue)
- (S-16) ALLEGHENY INTERNATIONAL, INC., 2700 Two Oliver Plaza, Pittsburgh, PA 15222 (412) 562-4000 - 250,000 shares of common stock. (File 2-75332 - Dec. 15) (Br. 6)
- (S-1) ENERGY SOURCES 1982 PROGRAM, 711 Glen Lakes Tower, Lock Box 107, 9400 North Central Expressway, Dallas, TX 75231 - 3,000 units (at \$5,000 per unit). The company was organized for the purpose of sponsoring drilling programs for exploration and development of oil and gas properties. (File 2-75333 - Dec. 15) (Br. 3 - New Issue)
- (S-8) ANACOMP, INC., 11550 North Meridian St., Suite 600, Carmel, IN 46032 (317) 844-9666 - 700,000 shares of common stock. (File 2-75334 - Dec. 15) (Br. 9)
- (S-14) BANC ONE CORPORATION, 100 East Broad St., Columbus, OH 43215 (614) 463-5944 - 1,165,758 shares of common stock. (File 2-75335 - Dec. 15) (Br. 2)
- (S-11) BURGER KING LIMITED PARTNERSHIP I, Two World Trade Center, 105th Floor, New York, NY 10048 - 15,000 limited partnership interests (\$1,000 per interest). (File 2-75336 - Dec. 15) (Br. 4 - New Issue)
- (S-8) IMMUNO NUCLEAR CORPORATION, 1951 Northwestern Ave., P.O. Box 285, Stillwater, MN 55082 (612) 439-9710 - 277,500 shares of common stock. (File 2-75337 - Dec. 15) (Br. 4)
- (S-8) ROBOTIC VISION SYSTEMS, INC., 536 Broad Hollow Rd., Melville, NY 11747 (212) 425-4320 - 150,000 shares of common stock. (File 2-75338 - Dec. 14) (Br. 7)
- (S-1) FINANCIAL BANCSHARES, INC., 3803 South Broadway, St. Louis, MO 63118 - 123,360 shares of common stock. (File 2-75339 - Dec. 15) (Br. 1 - New Issue)
- (S-16) PUGET SOUND POWER & LIGHT COMPANY, Puget Power Bldg., Bellevue, WA 98009 (206) 454-6363 - 2,000,000 shares of \$ preferred stock (cumulative, \$25 par value). Underwriters: Merrill Lynch White Weld Capital Markets Group, Dean Witter Reynolds Inc. and Shearson/American Express Inc. The company is an investor owned electric utility providing electric service exclusively within the State of Washington. (File 2-75340 - Dec. 16) (Br. 8)

- (S-7) MACY CREDIT CORP., 151 West 34th St., New York, NY 10001 (212) 279-9829 - \$75 million of 8 debentures, due January 1, 1989. Underwriters: Lehman Brothers Kuhn Loeb Incorporated and Goldman, Sachs & Co. (File 2-75341 - Dec. 16) (Br. 2)
- (S-16) WHAM-O MFG. CO., 835 East El Monte St., San Gabriel, CA 91778 (213) 287-9681 - 34,000 shares of common stock. (File 2-75342 - Dec. 16) (Br. 4)
- (S-1) COLLAGEN CORPORATION, 2455 Faber Pl., Palo Alto, CA 94303 - 332,001 shares of common stock, and 126,062 shares of Series B common stock. The company is engaged in the development, production and marketing of biomedical products suitable for replacing or repairing lost or deformed human tissue. (File 2-75343 - Dec. 16) (Br. 4)
- (S-11) LANDSING DIVERSIFIED PROPERTIES, 431 Burgess Dr., Menlo Park, CA 94025 - 10,000 limited partnership units. (File 2-75344 - Dec. 16) (Br. 6 - New Issue)
- (N-1) JOHN HANCOCK VARIABLE ACCOUNT A-2, John Hancock Pl., Boston, MA 02117 (617) 421-4163 - an indefinite number of securities. (File 2-75345 - Dec. 16) (Br. 20 - New Issue)
- (S-2) ATLAS ENGINEERING COMPANY, First National Bank Bldg., 5th & Main, Fremont, NB 68025 - 200,000 units to consist of one share one cent par value common stock and one share five cent par value special stock. The company is engaged in the manufacture and marketing of construction machinery. (File 2-75346 - Dec. 16) (Br. 6)
- (S-8) PATHFINDER PETROLEUM CORPORATION, 10603 North Pennsylvania, Suite 300, Oklahoma City, OK 73120 (405) 755-6260 - 850,000 shares of common stock. (File 2-75347 - Dec. 16) (Br. 4)
- (S-8) COMMERCIAL SHEARING, INC., 1775 Logan Ave., Youngstown, OH 44501 (216) 746-8011 - 500,000 common shares. (File 2-75348 - Dec. 16) (Br. 9)
- (S-16) EMPIRE INCORPORATED, 1700 South Jefferson St., Lebanon, MO 65536 (417) 532-3101 - 73,813 shares of common stock. The company is engaged in the retail distribution of liquefied petroleum gas, among other things. (File 2-75349 - Dec. 16) (Br. 2)

REGISTRATIONS EFFECTIVE

- Dec. 8: ETI, Inc., 2-73624-LA; Great American Coal, Inc., 2-73003-D.
- Dec. 9: Advant Corporation, 2-73497-LA.
- Dec. 10: Advanced Fuel Systems, Inc., 2-74070-FW; The Equity Income Fund, Fifth Utility Common Stock Series, 2-68660.
- Dec. 11: Century Energy 1981-82 Oil & Gas Program, Ltd., 2-73689; United Telecommunications, Inc., 2-74432.
- Dec. 15: Banc One Corporation, 2-74751; Great American Bancorp, 2-75140; Mt. Zion Bancorp, Inc., 2-75009; New Jersey Resources Corp., 2-74909; Security Bancshares, Inc., 2-74660; Simpson Industries Inc., 2-74824; Southwest Bancshares, Inc., 2-75197; The Superior Oil Company, 2-75215; Texas Commerce Bancshares, Inc., 2-75020; Trans World Corporation, 2-75027; United Bancorp of Arizona, 2-75048.
- Dec. 16: Beneficial Corporation, 2-75154; Borg-Warner Acceptance Corporation, 2-75241; General Motors Acceptance Corporation, 2-75116; Hughes Tool Company, 2-75256; International Minerals & Chemical Corporation, 2-75304; MML Money Market Investment Company, Inc., 2-72702; Petrolane Incorporated, 2-75028.

REGISTRATION WITHDRAWN

- Dec. 14: Kalbro Corporation, 2-71441.

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 (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G 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 13D's during the period November 30, 1981. 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 set forth for each beneficial owner. *Amended Acquisition Reports.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
Gulf + Western Industries, Inc. Charles G. Bluhdorn	Polaroid Corporation (Cambridge, MA) Common Stock - 1,878,300 shares	11-30-81
Jerome Schachter, Individually and Trustee Joanne Schachter	Porta Systems Corp. (Syosset, NY) Common Stock - 93,100 shares	11-30-81

Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1. The following companies or individuals filed Schedule 14D-1's during the period October 30 - November 30, 1981. *Amended Tender Offers.

<u>OFFER TO PURCHASE BY:</u>	<u>ISSUER & NUMBER OF SHARES TO BE PURCHASED</u>	<u>DATE FILED</u>
Mobil Corporation	Marathon Oil Company (Findlay, OH) Common Stock - 40,000,000 shares for cash at \$85.00 net per share	10-30-81
Walco National Corporation	General Steel Industries, Inc. (St. Louis, MO) Common Stock - 750,000 shares for cash at \$19.00 net per share (Walco presently owns 1,330,047 shares (34.1%))	11-2-81
APC Investments, Inc. (Owned jointly by American Pacific Corp. and Campeau Corp.)	Pacific Realty Trust (Portland, OR) Shares of Beneficial Interest - 454,000 (51%) for cash at \$37.00 net per share	11-2-81
MAF Newco, Inc. MacAndrews & Forbes Company MacAndrews & Forbes Group, Inc., Parent	Richardson Company (Des Plaines, IL) Common Stock - All outstanding shares for cash at \$24.00 net per share (MacAndrews & Forbes presently own 382,752 shares (18.8%))	11-3-81
Bayswater Acquisition Corp. (Wholly-owned subsidiary of Bayswater Realty & Capital Corp.)	Simplicity Pattern Co. Inc. (NYC) Common Stock - 2,500,000 shares for cash at \$11.50 net per share (Bayswater, Icahn & Co., et al presently own 1,825,100 shares (13.3%))	11-3-81
Conquest Exploration Company (Controlled by American Quasar Petroleum Co.)	Canadian-American Resources Fund Ltd. Partnerships 11-9-81 1970-1, 1970-2, 1972-1, 1972-2, 1972-3, 1973-1 1973-2, 1973-3, 1974-1, 1974-2, 1974-3, 1975-1 Can-Am Drilling Program Limited Partnerships 1975-2, 1975-3, 1976-1, 1976-2, 1976-3, 1977-1, 1977-2, 1977-3 (Fort Worth, TX) Ltd. Partnership Interest - All outstanding (Conquest offers to exchange 14,118,000 of its shares for all interests. In addition, Conquest offers 3,500,000 Units, each consisting of 1 share of Common Stock and 2 warrants at \$15.00 per unit.	
SP-Sub, Inc. (Wholly-owned subsidiary of Sealed Power Corporation)	Kent-Moore Corporation (Warren, MI) Common Stock - up to 841,000 shares for cash at \$38.00 net per share	11-10-81

ACQUISITION REPORTS CONT.

Samuel L. Kaplan Ralph Strangis Hugh E. Klein Walter E. Pratt Dean E. Smith Daviland Corporation	USP Real Estate Investment Trust (Cedar Rapids, IA) Shares of Beneficial Interest - 300,000 for cash at \$10.00 net per share (Group presently owns 108,400 shares.)	11-10-81
USS, Inc. (Wholly-owned subsidiary of United States Steel Corporation)	Marathon Oil Company (Findlay, OH) Common Stock - 30,000,000 shares for cash at \$125.00 net per share	11-19-81
American Fletcher Mortgage Investors	U. S. Shelter Corporation (Greenville, SC) Common Stock - All outstanding shares (American Fletcher offers to exchange (a) up to 4,891,143 of its shares for all but not less than 3,915,975 shares of U. S. Shelter, (b) up to 6,905,093 of its shares but not less than 2,727,273 shares together with certain amounts of cash for stock, properties and interests.)	11-12-81
Life Investors Inc. (Controlled by AGO Holding N.V. (Netherlands))	USP Real Estate Investment Trust (Cedar Rapids, IA) Shares of Beneficial Interest - up to 325,000 for cash at \$10.75 net per share (Purchaser presently owns 124,550 shares.)	11-20-81
Panda Star Acquisition Corp. (Wholly-owned subsidiary of Panda Star Corporation)	Hajoca Corporation (Ardmore, PA) Common Stock - All outstanding shares for cash at \$7.25 net per share (Panda presently owns 1,327,036 shares (59.5%).	11-23-81
Witco Enterprises, Inc. Witco Chemical Corporation, Parent	Richardson Company (Des Plaines, IL) Common Stock - All outstanding shares for cash at \$27.50 net per share Series D Preferred Stock - All outstanding shares for cash at \$61.05 net per share Series E Preferred Stock - All outstanding shares for cash at \$68.75 net per share (Richardson granted Witco an option to purchase 76,000 treasury Common Stock and 81,000 Series F Preferred Stock convertible into 294,030 shares of Common Stock.)	11-24-81
* Mobil Corporation	Marathon Oil Company (Findlay, OH) Common Stock - 30,000,000 shares for cash at \$126.00 net per share (Amended offer decreased the number of shares from 40,000,000 and increased the price from \$85.00 net per share.)	11-25-81
Fuqua Industries, Inc.	Pier 1. Imports, Inc. (Fort Worth, TX) Common Stock - 1,500,000 shares (27%) for cash at \$4.25 net per share (Fuqua presently owns 1,216,950 shares of Common Stock and an option to purchase 155,718 shares of Common Stock.)	11-30-81

(NOTE: PAGES 7 AND 8 WERE INTENTIONALLY LEFT BLANK)