

# sec news digest

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MAR 29 1982

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## COMMISSION ANNOUNCEMENTS

U.S. SECURITIES AND  
EXCHANGE COMMISSION

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### AMICUS CURIAE STATEMENT RELATING TO DISCLOSURE OF APPRAISALS IN PROXY MATERIALS SUBMITTED

The Office of the General Counsel announced that the Commission submitted a statement, amicus curiae, to the U.S. Court of Appeals for the Ninth Circuit in connection with the appellants' petition for rehearing and suggestion for rehearing en banc of the court's decision in South Coast Services Corp., et al. v. Santa Ana Valley Irrigation Co., et al. (Feb. 4, 1982). In that decision, the majority of the panel concluded that Rule 14a-9, which makes it unlawful to solicit shareholder proxies by means of materially false or misleading statements, was not violated where a company's board of directors failed to disclose their valuations of certain of the company's real estate in proxy solicitation materials seeking shareholder approval of the sale of substantially all of the company's assets. In this connection, the majority opinion stated that the Commission's staff disfavored the inclusion of appraisals in proxy materials and that this position could be modified only by formal Commission action. The Commission's amicus statement, while not expressing a view as to the result reached by the panel or as to the merits of the petition for rehearing, expressed concern with respect to the approach followed by the court in interpreting and applying Rule 14a-9, both because it failed to analyze the omitted information in light of the test of materiality enunciated by the Supreme Court in TSC Industries v. Northway, 426 U.S. 438 (1976), and because language in the majority opinion would appear to impose unreasonable strictures on the flexibility with which the Commission and other federal agencies administer their statutes. The statement also pointed out that the Commission's staff no longer adheres to its prior position. (LR-9629)

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## CIVIL PROCEEDINGS

### GENERAL ARIZONA CLEARINGHOUSE CORPORATION AND FIVE OTHERS PERMANENTLY ENJOINED

The Los Angeles Regional Office announced that on February 8 the Honorable Consuelo B. Marshall, Judge, U.S. District Court for the Central District of California, entered Final Judgments of Permanent Injunction by Default against General Arizona Clearinghouse Corporation, American Security Bank and Trust Company (West Indies) Limited, General Finance Corporation, an Arizona corporation, Jack Walker Wright, also known as Robert Morgan, J. Wayne Haws, individually and doing business as Trans-Pacific Metals Trading Co., William Vaughn Ellsworth and Arvey Drown. The defendants did not answer, plead or otherwise defend the action. The defendants are permanently enjoined from further violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder in connection with the implementation of a ponzi-scheme involving speculation in the precious metals market.

Earlier, on September 24, 1980, the Court ordered the appointment of an equity receiver to protect the interests of the defrauded investors. (SEC v. National Charter Management and Financial Services, Inc., et al., C.D. California, Civil Action No. 80-4244 CBM). (LR-9628)

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## INVESTMENT COMPANY ACT RELEASES

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### HARTFORD FUND, INCORPORATED THE BOSTON FIVE MUTUAL FUND

Notices have been issued giving interested persons until April 19 to request a hearing on an application filed by Hartford Fund, Incorporated, and The Boston Five Mutual Fund (Applicants), both open-end, diversified, management investment companies, requesting a Commission order pursuant to Section 6(c) of the Investment Company Act of 1940, exempting Applicants from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder, to the extent necessary to permit Hartford Fund to use the amortized cost method for the purpose of valuing its assets, and Boston Five to compute its net asset value per share using the amortized cost method of valuing portfolio securities. (Rel. IC-12328 - Mar. 23; and IC-12329 - March 24)

### MANAGED CASH ACCOUNT TRUST

An order has been issued pursuant to Section 6(c) of the Investment Company Act of 1940 exempting Managed Cash Account Trust, from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder to the extent necessary to permit it to use the amortized cost valuation method for the purposes of pricing its shares for sale, redemption and repurchase, subject to specific conditions. (Rel. IC-12330 - Mar. 24)

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## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

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### WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until April 20 to comment on the application of Gateway Industries, Inc. to withdraw its 11 percent subordinated debentures (due 1994) from listing and registration on the American Stock Exchange, Inc. (Rel. 34-18593)

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## SELF-REGULATORY ORGANIZATIONS

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### NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGE

A rule change filed by the Philadelphia Depository Trust Company (PDTTC), pursuant to Rule 19b-4, (SR-PDTC-82-2) has become effective in accordance with Section 19(b)(3)(A) of the Securities Exchange Act of 1934. The rule change provides that PDTTC will no longer accept bonds with a face amount of less than \$1,000 as eligible for deposit or for other depository services. This rule change will allow PDTTC's computer system to process bonds valued between \$1 million and \$999,999,999. Publication of the proposal is expected to be made in the Federal Register during the week of March 29. (Rel. 34-18587)

### APPROVAL OF TRANSACTION REPORTING PLAN FOR NATIONAL MARKET SYSTEM SECURITIES

The Commission has issued a release approving the proposed transaction reporting plan for national market system securities submitted by the National Association of Securities Dealers, Inc. pursuant to Rules 11Aa3-1 and 11Aa3-2 under the Securities Exchange Act of 1934. (Rel. 34-18590)

FOR FURTHER INFORMATION CONTACT: William W. Uchimoto at (202) 272-2906

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## RUST INDENTURE ACT RELEASES

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### SOUTHERN NATURAL GAS COMPANY

A notice has been issued giving interested persons until April 13 to request a hearing on an application by Southern Natural Gas Company, a Delaware corporation, pursuant to Section 310(b)(1)(ii) of the Trust Indenture Act of 1939, declaring that the trusteeship of Manufacturers Hanover Trust Company under an indenture of Southern and under an indenture of Bear Creek Capital Corporation is not so likely to involve a material conflict of interest as to make it necessary to disqualify Manufacturers from acting as trustee. (Rel. TI-706)

## 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.

- (N-1) AMERICAN SHARES, INC., 405 Central Ave., St. Petersburg, FL 33731 (813) 823-8712 - an indefinite number of American Industry shares, and American Treasury shares. (File 2-76617 - Mar. 23) (Br. 18 - New Issue)
- (S-8) TRIAD SYSTEMS CORPORATION, 1252 Orleans Dr., Sunnyvale, CA 94086 (408) 734-9720 - 650,000 shares of common stock. (File 2-76618 - Mar. 24) (Br. 10)
- (N-1) KEYSTONE BOND TRUST; KEYSTONE STOCK TRUST, 99 High St., Boston, MA 02110 - an indefinite number of securities (each). (File 2-76639 and 2-76640 - Mar. 24) (Br. 18 - New Issues)
- (S-11) MERRILL LYNCH MSB, INC., Two Broadway, New York, NY 10004 - \$100 million (approximate) of second mortgage pass-through certificates, issuable in series. (File 2-76641 - Mar. 24) (Br. 1)
- (N-1) BANKERS SECURITY VARIABLE LIFE SEPARATE ACCOUNT I AND II, 1701 Pennsylvania Avenue, N.W., Washington, DC 20006 (202) 298-6225 - an indefinite amount of securities. (File 2-76642 - Mar. 24) (Br. 20 - New Issue)
- (N-1) COMPOSITE U.S. GOVERNMENT SECURITIES, INC., W. 601 Riverside Ave., Spokane, WA 99201 (509) 624-4101 - an indefinite number of shares of common stock. (File 2-76643 - Mar. 24) (Br. 16 - New Issue)
- (S-1) ENTERPRISE FUTURES FUND-SERIES II, c/o Filler, Weiner, Zaner & Associates, 230 West Monroe St., Suite 710, Chicago, IL 60606 - 10,000 units of limited partnership interest. (File 2-76644 - Mar. 24) (Br. 1 - New Issue)
- (N-1) OPPENHEIMER MONEY TRUST, Two Broadway, New York, NY 10004 (212) 668-5000 - an indefinite number of shares of beneficial interest. (File 2-76645 - Mar. 25) (Br. 18 - New Issue)
- (S-16) ENSERCH CORPORATION, Enserch Center, 300 South St. Paul St., Dallas, TX 75201 (214) 651-8700 - \$100 million of  $\frac{7}{8}$  sinking fund debentures, due 2007. Underwriters: Goldman, Sachs & Co. and Salomon Brothers Inc. The company is a diversified energy company. (File 2-76646 - Mar. 25) (Br. 7)
- (S-14) SECURITY BANCORP, INC., 20 North Third St., Vincennes, IN 47591 (812) 882-4990 - 120,000 shares of common stock. (File 2-76647 - Mar. 25) (Br. 1)
- (S-8) CONSUL CORPORATION, Suite 139, 9531 West 78th St., Eden Prairie, MN 55344 (612) 94109500 - 200,000 shares of common stock. (File 2-76648 - Mar. 25) (Br. 4)
- (S-14) COMMERCIAL BANCSHARES, INC., 15 Exchange Pl., Jersey City, NJ 07302 (201) 434-5100 - 1,402,469 shares of common stock. (File 2-76649 - Mar. 25) (Br. 2)
- (S-11) EQUITEC 82 REAL ESTATE INVESTORS, 3732 Mt. Diablo Blvd., P.O. Box 1109, Lafayette, CA 94549 - 100,000 units of limited partnership interest. (File 2-76651 - Mar. 25) (Br. 5 - New Issue)
- (S-16) BURROUGHS CORPORATION, Burroughs Pl., Detroit, MI 48232 (313) 972-7000 - 430,049 shares of common stock. (File 2-76652 - Mar. 25) (Br. 10)
- (S-8) EMERSON ELECTRIC CO., 8000 West Florissant Ave., St. Louis, MO 63136 (314) 553-2572 - 500,000 shares of common stock. (File 2-76653 - Mar. 25) (Br. 8)
- (S-8) NEW JERSEY RESOURCES CORPORATION, 601 Bangs Ave., Asbury Park, NJ 07712 (201) 988-2800 - 100,000 shares of common stock. (File 2-76654 - Mar. 25) (Br. 7)

- (S-16) THE WILLIAMS COMPANIES, One Williams Center, Tulsa, OK 74172 (918) 588-2000 - \$100 million of % notes, due April 1, 1989. Underwriters: Lehman Brothers Kuhn Loeb Incorporated and Dean Witter Reynolds Inc. The company is engaged in the chemical fertilizer, energy and metals businesses. (File 2-76655 - Mar. 25) (Br. 2)
- (S-16) ROHR INDUSTRIES, INC., Foot of H St., Chula Vista, CA 92012 (714) 575-4111 - 200,000 shares of \$3.125 Series B cumulative convertible preferred stock. (File 2-76656 - Mar. 25)

#### REGISTRATIONS EFFECTIVE

Mar. 18: Yellow Banks Clay Products, Inc., 2-74843-C.  
 Mar. 23: American Syanamid Company, 2-76573; Citicorp, 2-76522; Computer Products, Inc., 2-76119; The Corporate Income Fund, One Hundred Eighty-Third Short Term Series, 2-76151; Data Card Corporation, 2-76227; Federated Government Trust, 2-75670; Fluor Corporation, 2-76535; Jamaica National Investment Company Limited, 2-70309; Kansas Gas and Electric Company, 2-76496; Lockheed Corporation, 2-76346; Montana Energy Company, 2-76430; Sonic Tape Public Limited Company, 2-76595; South Carolina Electric & Gas Company, 2-76622; Southmark Properties, 2-75977; Tandon Corporation, 2-76307.  
 Mar. 24: E.F. Hutton Tax-Exempt Trust, National Series 60, 2-76330; Gulf States Utilities Company, 2-76402; The Kansas Power and Light Company, 2-76312; Nuveen Tax-Exempt Bond Fund, Series 203, 2-75858.

### RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEMS NO.	DATE	
ALPHA INDUSTRIES INC	5	03/11/82	
AMBER RESOURCES CO	1,7	12/29/81	
AMERICAN FLUCRITE CORP	1	03/01/82	
AMERICAN HOME PRODUCTS CORP	2,7	03/09/82	
APACHE ENERGY & MINERALS CO	5	10/08/81	AMEND
APACHE ENERGY & MINERALS CO	5	03/08/82	
BALDWIN UNITED CORP	2,7	03/09/82	
CHEMED CORP	1,2,7	03/10/82	
COMMERCIAL NATIONAL CORP/LA/	2,7	01/19/82	
CONRAC CORP	2,5,7	03/11/82	
CONSOLIDATED CAPITAL PROPERTIES III	5,7	03/01/82	
GRAM EXPLORATION CORP	2	03/10/82	
DATA LAW CO	7	11/30/81	AMEND
EQUITABLE GAS CO	5	03/10/82	
HELM RESOURCES INC /DE/	5	12/14/81	
HINES EDWARD LUMBER CO	5	03/03/82	
JAN ENERGY CORP	5	03/04/82	
JOY MANUFACTURING CO	5	03/16/82	
KRUPP REALTY FUND LTD II	7	02/10/82	AMEND
LOUISVILLE GAS & ELECTRIC CO /KY/	7	03/22/82	
MANAGEMENT SCIENCE AMERICA INC	5	01/08/82	AMEND
MATTEL INC /CA/	2,7	03/24/82	
MCNEIL REAL ESTATE FUND XII LTD	2	02/05/82	
MOUNT VERNON MILLS INC	1	03/15/82	
PETROLANE INC	5	01/01/82	
PITTSBURGH BREWING CO	1,7	03/10/82	

RECENT 8K FILINGS CONT.

POLLOCK PETROLEUM INC	2,7	12/31/81
PRO SCAN INC	5	01/29/82
RESORT OF THE WORLD N V	5,14	01/01/82
SOUTHWEST CAPITAL CCRP	4	02/20/82
TIERCO /MASS PRED	0	08/31/78
TIERCO GROUP INC/DE	2,7	01/08/82
UNITED CANSO OIL & GAS LTD	5	01/15/82

**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 March 16 - 19, 1982. 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 &amp; NUMBER OF SHARES</u>	<u>DATE FILED</u>
Donald B. Caldwell	Callon Petroleum Company (Natchez, MS) Common Stock - 365,000 shares	3-16-82
John S. Callon	Callon Petroleum Company (Natchez, MS) Common Stock - 1,152,610 shares (16.2%)	3-16-82
Sim C. Callon	Callon Petroleum Company (Natchez, MS) Common Stock - 1,073,959 shares (15.1%)	3-16-82
* Crane Co.	Ferro Corporation (Cleveland, OH) Common Stock - 1,405,600 shares (18.19%)	3-16-82
Lewis Family Corporation, L.P.	Fidelity National Financial Corp. (Baton Rouge, LA) Common Stock - 39,870 shares	3-16-82
Joseph G. Flanigan	Flanigan's Enterprises, Inc. (Miami, FL) Common Stock - 278,434 shares (29.8%)	3-16-82
* Western Preferred Corp., Parent WTC Company Standard Fire Insurance Company of Alabama Inc. World Service Life Insurance Co., et al	Founders Financial Corporation (Tampa, FL) Common Stock - 516,000 shares	3-16-82
* Richard D. Irwin, Inc. Dow Jones & Company, Inc., Parent	Goodheart-Willcos Company, Inc. (South Holland, IL) Common Stock - 78,400 shares (10.3%)	3-16-82
* Mutual Security Life Insurance Company	Great Fidelity Life Insurance Co. (Evansville, IN) Common Stock - 896,000 shares (53%)	3-16-82
* Charles H. Stein	Hardwicke Companies Inc. (NYC) Common Stock - 626,430 shares (31%)	3-16-82
* O'Connor & Associates	MGIC Investment Corp. (Milwaukee, WI) Common Stock - 2,192,800 shares	3-16-82
* Gulf + Western Industries, Inc. Charles G. Bluhdorn	Munsingerwear, Inc. (Minneapolis, MN) Common Stock - 604,900 shares (31.92%)	3-16-82

ACQUISITION REPORTS CONT.

* Western Preferred Corp., Parent N S Company WTC Company Gibraltar Life Insurance Company of America, et al	National Savings Corp. (Murfreesboro, TN) Common Stock - 55,240 shares (N S Co. has entered into an agreement to acquire 240,596 shares (28%).	3-16-82
* Gould Investors Trust Ashford Equities, Inc. REIT Management Corp.	Nova Real Estate Investment Trust (Falls Church, VA) Shares of Beneficial Interest - 208,945 (17.3%) (Gould has entered into an agreement to acquire an additional 59,000 shares.)	3-16-82
* American Financial Corporation American Financial Enterprises, Inc. Carl H. Lindner	Penn Central Corporation (NYC) Common Stock - 3,004,654 shares Common Stock - 1,588,567 shares on conversion of Preferred Stock Common Stock - 195,000 shares on exercise of options	3-16-82
Provident National Corporation	Southeast National Bancshares of Pennsylvania (Malvern, PA) Common Stock - 58,469 shares	3-16-82
CBT Corporation	State National Bancorp, Inc. (Stamford, CT) Common Stock - 713,801 shares (32%) (CBT has entered into agreements to acquire above shares.)	3-16-82
* Barry F. Cohen	Synalloy Corporation (Spartanburg, SC) Common Stock - 541,420 shares (14.5%)	3-16-82
Daniel R. Baty Richard D. McIntosh George L. Davis, Jr. William B. Douglas, et al	Timberland Industries, Inc. (Kirkland, WA) Common Stock - 49,400 shares	3-16-82
* Robert E. Lowder James K. Lowder Thomas H. Lowder	Colonial BancGroup, Inc. (Montgomery, AL) Common Capital Stock - 412,529 shares	3-17-82
* B, C & C Trans-American Aeronautical Partnership Jorge Carnicero	Dynalectron Corporation (McLean, VA) Common Stock - 470,000 shares Common Stock - 520,458 shares on conversion of Debentures	3-17-82
J. Morton Davis	Genetic Engineering, Inc. (Denver, CO) Common Stock - 109,500 shares Common Stock - 80,000 shares on exercise of warrants	3-17-82
* Ira Barmak	Government Services Savings & Loan Inc. (Bethesda, MD) Guaranty Stock - 64,000 shares	3-17-82
* General Cinema Corporation (Controlled by Richard A. Smith and Nancy L. Marks)	Heublein, Inc. (Farrington, CT) Common Stock - 2,321,000 shares (10.7%)	3-17-82
* Charter Company	Liberty National Insurance Holding Co. (Birmingham, AL) Common Stock - 1,483,700 shares	3-17-82
Shamrock Associates	Narco Scientific, Inc. (Fort Washington, PA) Common Stock - 98,700 shares	3-17-82
Unicorp Financial Corp. (Canada) George S. Mann (Canada)	Steege Corporation (West Palm Beach, FL) Common Stock - 446,355 shares	3-17-82
* National Coal Board Staff Super- annuation Scheme (U.K.) Mineworkers' Pension Scheme (U.K.)	RAMPAC (Oakland, CA) Shares of Beneficial Interest - 290,100	3-17-82

## ACQUISITION REPORTS CONT.

* Theodore L. Cross Crossbill, Inc.	Rand Capital Corporation (Buffalo, NY) Common Stock - 188,128 shares (30.2%) (44,778 of above shares were acquired pursuant to the Tender Offer.)	3-17-82
Allied Corporation, Parent UTP Sub I, Inc. Continental Group, Inc. Exploration Finance Company	Supron Energy Corporation (Dallas, TX) Common Stock - 16,100,098 shares (79%) (Above shares were acquired pursuant to the Tender Offer.)	3-17-82
* Pilot Industries, Inc. Parker, Pace Corporation Estate of Bernard Lee Schwartz Fred W. Concklin, Co-Executor, et al	Wurlitzer Corporation (DeKalb, IL) Common Stock - 208,300 shares (11.7%)	3-17-82
* FSC Corp.	Casco-Northern Corporation (Portland, ME) Common Stock - 52,692 shares Common Stock - 200,000 shares on conversion of Preferred Stock Common Stock - 121,524 shares on exercise of warrant	3-18-82
* First City Development Corp. (Controlled by Samuel, Hyman & William Belzberg (Canada) Morton A. Cohen Peter D. Van Oosterhout	Clarion Capital Corp. (Cleveland, OH) Common Stock - 605,926 shares (64.1%)	3-18-82
* Lexington Investment Company	Commerce Southwest Inc. (Dallas, TX) Common Stock - 884,415 shares	3-18-82
* SZRL/HS Venture	Delta Queen Steamboat Co. (Cincinnati, OH) Common Stock - 309,512 shares (32.1%)	3-18-82
* Henry Penn Wenger	Detroit & Canada Tunnel Corp. (Detroit, MI) Common Stock - 87,830 shares (12.08%)	3-18-82
Interscience Capital Management Corp. (Tilco, Inc., Parent)	Energy Reserves Group, Inc. (Wichita, KS) Common Stock - 4,323,150 shares	3-18-82
* Burt Sugarman	Giant Portland & Masonry Cement Co. (Columbia, SC) Common Stock - 128,700 shares (Included above are shares owned by his wife.)	3-18-82
* TBK Partners Viridian Investments, Ltd.	Mohawk Rubber Company (Hudson, OH) Common Stock - 193,350 shares	3-18-82
* Parkway Company Bridget B. Baird, Individually and as Trustee Eastover Corporation Ann S. Baird, Individually and as Custodian, et al	National Mortgage Fund (Rocky River, OH) Shares of Beneficial Interest - 817,816 (22.06%)	3-18-82
Bass Brothers Enterprises, Inc. Texas Partners San Francisco Partners John H. Scully, et al	Punta Gorda Isles, Inc. (Punta Gorda, FL) Common Stock - 471,014 shares (22.1%)	3-18-82
* United Services Life Insurance Company	Sovereign Corporation (Santa Barbara, CA) Common Stock - 995,325 shares (13.25%)	3-18-82
Phoenix Chemical Company	Fairmount Chemical Co., Inc. (Newark, NJ) Common Stock - 750,000 shares (55.6%) (Phoenix has entered into Agreements to acquire above shares.)	3-19-82

ACQUISITION REPORTS CONT.

* De Rance, Inc.	Florafax International, Inc. (Tulsa, OK) Common Stock - 122,050 shares	3-19-82
* De Rance, Inc.	J. B. Restaurants, Inc. (Salt Lake City, UT) Common Stock - 107,200 shares	3-19-82
Southmark Properties	Leroy Properties & Development Corp. (Los Angeles, CA) Common Stock - 1,051,100 shares (24.7%)	3-19-82