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U.S. SECURITIES & EXCHANGE COMMISSION

RECEIVED

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RULES AND RELATED MATTERS

AMERICAN STOCK EXCHANGE RULE CHANGES

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In Release No. 11526, dated July 9, 1975, the Commission announced that the American Stock Exchange, Inc. (the Amex) had filed, under Section 19(b) of the Securities Exchange Act of 1934, amendments (the Amendments) to the certificate of incorporation, by-laws, rules and procedures of the American Stock Exchange Clearing Corporation and invited the submission of public comments on or before August 8, 1975. The Amendments provide for the implementation of a continuous net settlement (CNS) system for the clearance and settlement of transactions executed on the Amex.

On July 23, 1975, the Commission ordered, under Section 19(b)(3)(B) of the Act, that the Amendments be put into effect summarily, effective July 25, 1975, until such time as the Commission either approves the Amendments or institutes proceedings to determine whether such rules should be disapproved. In its order, the Commission also extended the period for public comment to August 25, 1975. Comments should refer to File No. SR-2. (Rel. 34-11555)

NYSE RULE CHANGES

On July 9, 1975, the Commission announced that the New York Stock Exchange, Inc. (the NYSE) had filed, under Section 19(b) of the Securities Exchange Act of 1934, amendments (the Amendments) to the rules of Stock Clearing Corporation (SCC) and The Depository Trust Company (DTC) and invited the submission of public comments on or before August 8, 1975. The Amendments provide for the establishment of a loss allocation mechanism in connection with the implementation of the American Stock Exchange Clearing Corporation's continuous net settlement (CNS) system for the clearance and settlement of transactions executed on the Amex.

On July 23, 1975, the Commission ordered, under Section 19(b)(3)(B) of the Act, that the Amendments be put into effect summarily, effective July 25, 1975, until such time as the Commission either approves the Amendments or institutes proceedings to determine whether such rules should be disapproved. In its order, the Commission also extended the period for public comment to August 25, 1975. Comments should refer to File Nos. SR-3 (Rel. 34-11556 (SCC)); and SR-4 (Rel. 34-11554 (DTC))

COURT ENFORCEMENT ACTIONS

PACIFIC COAST PROPERTIES, INC. ENJOINED

The SEC announced that on July 16 U.S. District Judge John J. Sirica filed a final order by consent compelling the filing by Pacific Coast Properties, Inc. (PCP) Santa Monica, California (1) of its Form 10-K report for its fiscal year ended December 31, 1974, in proper form and content, on or before June 30, 1975; and (2) of its Form 10-Q quarterly report for the fiscal period ended March 31, 1975 on or before July 15, 1975. The order permanently enjoins PCP from failing timely to file in proper form current and periodic reports in contravention of the reporting provisions of the securities laws.

On March 31, 1975 at the company's request trading in the securities of PCP was halted on the American Stock Exchange because of the delay in completing the December 31, 1974 audit. (SEC v. Pacific Coast Properties, Inc., D.C. Civil Action No. 75-0691). (LR-7009)

COMPLAINT NAMES FIELDS, GRANT & CO., OTHERS

The Los Angeles Regional Office and San Francisco Branch Office announced the filing of a complaint in the U.S. District Court for the Northern District of California on July 21 against Fields, Grant and Company (FG&Co), a registered investment adviser in

Menlo Park, California, Randall K. Fields, a major shareholder and president of FG&Co, and Robert A. Grant, a shareholder and former officer of FG&Co, charging violations of the antifraud and reporting provisions of the Investment Advisers Act of 1940.

The complaint seeks injunctive relief against the defendants and an order requiring FG&Co and Fields to provide accurate financial information concerning FG&Co to FG&Co's current investment advisory clients. (SEC v. Fields, Grant & Co., et al., N.D., Civil Action No. C-75-1519 RFP). (LR-7010)

SUPREME OIL AND GAS CORPORATION, OTHERS ENJOINED

The Los Angeles Regional Office and the San Francisco Branch Office announced the entry on June 11 of final judgments in the U.S. District Court in San Francisco against Supreme Oil and Gas Corporation (Supreme), a California corporation with principal offices in Pleasant Hill, California, Sunset Development Company, Inc. (Sunset), a Nevada corporation with principal offices in Pleasant Hill, California, and Francis K. Cook (Cook) of Danville, California.

The complaint, which was filed on January 17, 1975, alleged that Cook initiated and pursued a scheme whereby Sunset purchased 52 percent of Supreme's outstanding shares, then transferred approximately one-half of these restricted shares without consideration to Cook, who resold the shares to the investing public. The defendants made misstatements and omissions of material facts in connection with the sales of these shares. The complaint further alleged that Supreme is seriously delinquent in filing periodic reports with the Commission.

The judgments, to which the defendants consented, without admitting or denying the allegations of the complaint, permanently enjoined the defendants from violations of the antifraud and registration provisions of the securities laws. (SEC v. Supreme Oil and Gas Corporation, et al., N.D. CA). (LR-7011)

LINDA L. WHITFORD, OTHERS ENJOINED

The Fort Worth Regional Office announced that on July 22 the Federal District Court at Lubbock, Texas, permanently enjoined Linda L. Whitford, Perryton, Texas and preliminarily enjoined Edward O. Buddy of Dodge City, Kansas, and Larry Sanders of Waco, Texas. The defendants consented without admitting or denying the allegations in the Commission's complaint. (SEC v. Wheatheart, Inc., et al., N.D. Tex.). (LR-7012)

COMPLAINT NAMES BEISINGER INDUSTRIES CORP., OTHERS

The SEC announced on July 23 the filing of a suit in the U.S. District Court for the District of Columbia seeking to enjoin Beisinger Industries Corp. (BIC), BIC International Establishment, Beisinger Industries of Canada, Court J. Beisinger and Jeanette H. Beisinger from violations of the antifraud and reporting provisions of the securities laws. In addition, the complaint asks for the appointment of a special master for BIC, an accounting and disgorgement of wrongfully diverted assets.

The Commission's complaint alleges that in 1973 the defendants diverted and misappropriated the assets of BIC. It also alleges that the defendants concealed material aspects of these transactions in reports filed with the Commission in 1973 and 1974 and that BIC filed on a delinquent basis or failed to file reports required to be filed with the Commission. (SEC v. Beisinger Industries Corp., et al., D.C. Civil Action No. 75-1180). (LR-7013)

ROBERT HAASE ENJOINED

The Chicago Regional Office announced that on July 11 the Honorable Abraham Marovitz of the Federal Court in Chicago permanently enjoined Robert Haase from violations of the antifraud provisions of the securities laws in the offer and sale of securities, namely limited partnership interests. The defendant consented to the above judgment without admitting or denying the allegations of the Commission's complaint. (SEC v. Partnership Management Associates, Inc., et al., N.D. Ill.). (LR-7015)

ROBIN G. BARON, OTHERS SENTENCED

The New York Regional Office announced that the following sentences were imposed by the Honorable Dudley B. Bonsal in the case of U.S. v. Baron, et al: George Van Aken, 3 years imprisonment and \$10,000 fine; Stephen R. Hill, 1 year imprisonment and \$5,000 fine; William McLeod, 1 year suspended sentence and 2 years probation; Barry M. Ross, 1 year imprisonment, with 3 months to be served in jail, remainder suspended, and 2 years probation; Erwin Gerstenzang, 1 year probation; Richard G. Orpheus, 3 months imprisonment and 2 years probation; William Drew, 6 months imprisonment, sentences of 1 year each on 7 counts suspended, and 2 years probation; Robin C. Baron, 9 months

imprisonment and \$5,000 fine; Eric Blitz, 1 year imprisonment and \$5,000 fine; John J. Santiago, 1 year imprisonment with 6 months suspended and 2 years probation; Peter B. Rosenthal, 1 year imprisonment with 6 months suspended, 1 year probation and \$10,000 fine; and Peter Horvat, 6 months imprisonment, 2 years probation and \$10,000 fine.

Defendants Gerstenzang, Hill, McLeod, Rosenthal, Ross, Santiago and Van Aken pled guilty to one count of conspiracy. Defendant Baron pled guilty to one count of substantive violations of the securities laws. Defendants Horvat, Orpheus, Blitz and Drew were found guilty on March 5, 1975 after a five week jury trial, in which one defendant, Robert J. Rosan, was acquitted. Two defendants, Robert Turco and Frank Kadison, remain to be tried. The defendants were indicted on August 9, 1974 wherein they were charged with mail fraud, conspiracy to violate and substantive violations of the antifraud provisions of the securities laws in connection with transactions in the common stock of Elinvest, Inc. See LR-6483. (U.S. v. Baron, et al. 74 Cr. 1226 S.D.N.Y.). (LR-7016)

COMPLAINT NAMES AMERICAN TRUSTEE AND LOAN ASSOCIATION, INC., OTHERS

The Washington Regional Office announced that on July 25 a complaint was filed in the U.S. District Court in Alexandria, Virginia, seeking to enjoin American Trustee and Loan Association, Inc. (ATLA) and Dan H. Brown, II, both of Bryans Road, Maryland; Global Dynamics Corporation (Global) of Jersey Shore, Pennsylvania, Jan Brzozowy of Lock Haven, Pennsylvania; Eugene H. Bay of Torbet, Pennsylvania; International Credit Association, Inc. of Avis, Pennsylvania; and The Society of the Holy Cross Bearers of Jesus Christ, Inc. of Oxon Hill, Maryland. The complaint also seeks the appointment of a receiver for ATLA and Global. It is alleged that defendants violated the registration and antifraud provisions of the securities laws in connection with the offer and sale of securities in the form of investment contracts, evidences of indebtedness, certificates of interest or participations in profit-sharing agreements, and interests or instruments commonly known as securities, namely "Entrustment Deposits" and "12% Loan Participations", among others. (SEC v. American Trustee and Loan Association, Inc., et al., U.S.D.C., E.D. Va., Alex. Div., Civil Action No. 75-536A). (LR-7017)

ERNEST C. MCALISTER ENJOINED

The Atlanta Regional Office announced that on July 24 the Federal Court in Birmingham issued an order permanently enjoining Ernest C. McAlister, of Huntsville, Alabama, from violations of the registration and antifraud provisions of the securities laws in connection with the offer and sale of the promissory notes of National Accounts Service Association, Inc., or any other security. McAlister consented to the order without admitting or denying the allegations of the complaint. (SEC v. National Accounts Service Association, Inc., et al., N.D. Alabama, CA75LO757NE). (LR-7014)

INVESTMENT COMPANY ACT RELEASES

PACIFIC STANDARD FUND

A notice has been issued giving interested persons until August 22 to request a hearing on an application of Pacific Standard Fund for an order that it has ceased to be an investment company. (Rel. IC-8865 - July 28)

SECURITIES ACT REGISTRATIONS

(S-1) HEINOLD 1975 ILLINOIS CORN FUND

Suite 2040, 141 W. Jackson Blvd., Chicago, Ill. - 400 units of limited partnership interest, to be offered for sale at \$5,000 per unit, on a best efforts basis by Heinold, O'Connor & Cloonan, Inc., a securities dealer, Suite 2045, 141 W. Jackson Blvd., Chicago, Ill. 60604. The company is a limited partnership which will engage in the trading of commodity futures contracts in corn. (File 2-53961 - June 16)

(S-7) CENTRAL MAINE POWER COMPANY

9 Green St., Augusta, Maine 04330 - \$20 million of first and general mortgage bonds, Series BB, and 700,000 shares of common stock, to be offered for sale at prices to be determined through underwriters managed by Kidder, Peabody & Co., Incorporated,

10 Hanover Sq., New York, N.Y. 10005. The company is an electric utility company.
(File 2-54240 - July 23)

(S-1) P K MANAGEMENT CORP.

2805 West Henrietta Rd., Rochester, N.Y. 14623 - \$3 million of 10% convertible subordinated debentures due 1992 (in \$1000 multiples); 600,000 redeemable warrants to purchase 600,000 common shares, offered only to purchasers of convertible debentures at the rate of 200 warrants per \$1000 of debentures; and \$300,000 of 8% subordinated notes due one year from date of issue (in \$1000 multiples). Holders of outstanding debentures (10% subordinated debentures, due 1983) may exchange them for the 1992 convertible debentures to be offered. Securities are to be offered on a best efforts basis through selected NASD members. P K develops and operates "pizza kitchens" family restaurants featuring quickly prepared, moderately priced Italian foods. (File 2-54255 - July 24)

(S-1) WELDED TUBE CO. OF AMERICA

2400 South Weccacoe Ave., Philadelphia, Pa. 19148 - \$7 million of 10% subordinated debentures, due 1995. It is proposed to offer these debentures to holders of the company's outstanding common stock, at a maximum rate of \$10.00 of debentures for each share of common stock tendered and accepted. Wertheim & Co., Inc., will act as dealer-manager. The company is engaged in the manufacture and sale of welded steel and tubing. (File 2-54257 - July 24)

(S-7) THE MEAD CORPORATION

118 West First St., Dayton, Ohio 45402 - \$100 million of sinking fund debentures, due 2000, to be offered for sale through underwriters headed by Smith, Barney & Co. Incorporated, 1345 Avenue of the Americas, New York, N.Y. 10019, and Goldman, Sachs & Co., 55 Broad St., New York, N.Y. 10004. The company primarily manufactures and sells paper, paperboard, pulp and lumber. (File 2-54258 - July 25)

(S-6) THE CORPORATE INCOME FUND,
TWENTY-THIRD MONTHLY PAYMENT SERIES

\$20 million units of beneficial interest, to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, 125 High St., Boston, Mass. 02110. The Fund, a unit investment trust, was created by a trust agreement among Merrill Lynch, as sponsor, The Bank of New York and Shawmut Bank of Boston, N.A., as trustees, and Interactive Data Services, Inc., as evaluator. The Fund's primary objective is providing a high level of current income through investment in a fixed portfolio of long-term debt obligations issued primarily by corporations. (File 2-54259 - July 25)

(S-7) DELTA AIR LINES, INC.

Hartsfield Atlanta International Airport, Atlanta, Ga. 30320 - warrants expiring May 1 1978 to purchase 500,000 shares of Delta common stock, to be offered for sale by Store Broadcasting Company (which acquired them in connection with the merger of Northeast Airlines, Inc. into Delta in 1972), through Lehman Brothers Incorporated, New York, N.Y. as sole underwriter. Delta is a certificated air carrier. (File 2-54260 - July 25)

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.

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