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SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

(Prepared by the SEC Office of Public Information)

A Daily Summary of
S.E.C. Activities

(Issue No. 72-212)

FOR RELEASE November 7, 1972

DECISION IN ADMINISTRATIVE PROCEEDING

NASD SANCTIONS UPHELD AGAINST SECURITY PLANNERS AND MODIFIED AGAINST PRESIDENT. The SEC has issued an order on the application of Security Planners Associates, Inc., Boston, Mass., and Howard Smolar, its president, for review of the disciplinary action taken against them by the National Association of Securities Dealers, Inc. The order upheld the censure and \$5,000 fine imposed upon the firm as well as the censure and 30-day suspension from association with any member imposed upon Smolar, but set aside a \$1,000 fine also imposed upon him.

The Commission sustained the NASD's findings of violations by the applicants of the NASD's Rules of Fair Practice in that in 1968-1970 they failed to comply with net capital requirements, to endorse in writing transactions and correspondence of its registered representatives, and to maintain written supervisory procedures. The Commission further sustained the NASD's findings of violations by the firm, but not by Smolar, in failing to comply with credit and records requirements and to give the required notice to customers with free credit balances used in connection with the firm's business. The Commission, in exonerating Smolar of those violations, noted that they occurred while he was vice-president and that the then president had assumed responsibility for supervision of the firm's back office. In reducing the sanctions against Smolar, the Commission also cited his efforts to improve the firm's net capital position. (Rel. 34-9836)

COMMISSION ANNOUNCEMENT

SEC ORDER CITES THE GEIER LETTER. The SEC has ordered administrative proceedings against The Geier Letter, Inc., a registered investment adviser, and Michael S. Geier, its president and sole stockholder. The allegations of the proceeding are based on Geier's conviction in 1971 for violations of the anti-manipulative and anti-fraud provisions of the Federal securities laws. Geier has been sentenced but his sentence has been stayed pending appeal.

A hearing will be scheduled by further order to take evidence on the staff allegations and to afford the respondents an opportunity to offer any defenses thereto for the purpose of determining whether the allegations are true, and if so, whether any action of a remedial nature should be ordered by the Commission.

COURT ENFORCEMENT ACTION

COMPLAINT CITES DAVID R. NEMELKA, OTHERS. The SEC Denver and Los Angeles Regional Offices and the San Francisco and Salt Lake Branch Offices announced on October 26 the filing of a complaint in the Federal court in Utah seeking to enjoin David R. Nemelka and Dennis Madsen from further violations of the anti-fraud provisions of the Securities Exchange Act of 1934 in connection with the purchase and sale of the securities of Western Oil Development Corporation, New Era Industries, Inc. and 4-Spectra, Inc. The defendants are charged with manipulating the over-the-counter markets for these securities. (LR-5589)

COMPLAINT NAMES FIRST LEISURE, OTHERS. The SEC Los Angeles Regional Office announced on November 2 the filing of a complaint in the Federal court in Los Angeles seeking to enjoin First Leisure Corporation, GS Financial Corporation doing business as Goldstein, Samuelson, Inc., Harold Goldstein, Steven McCallum Powers, and Kenneth Hartford, all of Beverly Hills, Calif., Harry Hope of Hollywood, Calif., Wayne W. Moseley of Burbank, Calif. and Andrew Peter de Rosa of Monterey Park, Calif., from violations of the registration and antifraud provisions of the Federal securities laws: First Leisure, GS Financial, Goldstein and Powers in connection with the offer or sale of investment contracts otherwise referred to by GS Financial as "Planned Commodity Option Account"; and First Leisure, Powers, Hartford, Hope, Moseley and de Rosa in connection with the offer or sale of First Leisure common stock. Moseley, Hartford, Hope, Powers and de Rosa consented to an order of permanent injunction without admitting or denying the allegations. (LR-5607)

INVESTMENT COMPANY ACT RELEASES

AMOSKEAG COMPANY. The SEC has issued an order declaring (1) that Amoskeag Company, of Boston, Mass., is primarily engaged in a business or businesses other than that of investing, reinvesting, owning, holding or trading in securities either directly or through majority-owned subsidiaries, or through controlled companies conducting similar types of businesses, and (2) that Amoskeag has ceased to be an investment company. (Rel. IC-7471)

THE GUARDIAN INSURANCE & ANNUITY COMPANY, INC. The SEC has issued a notice giving interested persons until November 30 to request a hearing on an application filed by The Guardian Insurance & Annuity Company, Inc., The Guardian Variable Accounts 1 and 2 and GLICOA Associates, Inc., all of New York, for an order permitting the sponsor of Guardian Variable Accounts 1 and 2 (Guardian Insurance & Annuity Company, Inc.) to have custody of the Accounts' assets. (Rel. IC-7474)

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SECURITIES ACT REGISTRATIONS

UTILITIES & INDUSTRIES CORPORATION (Delaware) (U&I-Del.), 425 Park Ave., New York, N. Y. 10022, filed a registration statement on October 17 seeking registration of 3,296,344 shares of common stock, 1,872,286 common stock purchase warrants and \$5,335,000 of 6% convertible subordinated debentures. It is proposed to offer these securities in exchange for common stock of Utilities & Industries Corp. (New York) (U&I-N.Y.) and Colonial Sand & Stone Co., Inc. and in connection with the proposal for merger of The Carter Group Inc. with a subsidiary of U&I-Del. at the following rates: 1.33 common shares, .8 warrant and \$5 of debentures for each U&I-N.Y. share; and .5 common share and .2 warrant for each Colonial share and 1 share and .6 warrant for each share of The Carter Group. U&I (Del.) has no assets or business to date. Upon effectiveness of the exchange offers and merger, it will own 100% of The Carter Group and will control U&I-N.Y. now controlled by Carter Group and Colonial, now controlled by U&I-N.Y. and Colonial Sand & Stone Co., now controlled by U&I-N.Y. A principal activity of Carter Group is the control and management of U&I-N.Y., which is engaged in water utilities, real estate and other business and the control and management of Colonial, which in turn is principally engaged in the mining and sale of sand and stone and the manufacture and sale of cement and concrete. (File 2-46066)

AGWAY INC., 333 Butternut Dr., De Witt, N. Y., filed a registration statement on October 24 seeking registration of \$7 million of 6-1/2% subordinated debentures, due 1987, \$8 million of 6-1/2% subordinated debentures, due 1989, \$2 million of 6% subordinated debentures, due 1979, 30,000 shares of 6% cumulative preferred stock (\$100 par) and 4,000 shares of membership common stock (\$25 par). Of the debentures, those due 1987 are to be offered in exchange for and only to holders of 5% subordinated debentures, due 1974 (or in connection therewith). The 6-1/2% debentures, due 1989 are to be offered for sale to members of the company at 100% of principal amount and the membership common stock to persons entitled to membership (farmers and cooperative organizations of farmers who desire to do business with the company) at \$25 per share. The 6% debentures, due 1979, and the preferred stock are to be offered for public sale at 100% of principal amount and \$100 per share, respectively. Agway is an agricultural cooperative engaged in the product manufacturing, processing and distribution, wholesale purchasing and marketing of commodities for its farmer members and other patrons. Of the net proceeds of its offerings, \$4.5 million will be used for redemption of outstanding securities and the balance for other corporate purposes. (File 2-46099)

LOMAS & NETTLETON MORTGAGE INVESTORS, 1111 Hartford Bldg., Dallas, Tex. 75201, filed a registration statement on October 27 seeking registration of 900,000 shares of beneficial interests, to be offered for public sale (*at \$44.25 per share maximum) through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York. The Trust invests primarily in first mortgage construction and development loans. L&N Management, Inc. is investment adviser. (File 2-46141)

PALOMAR FINANCIAL, 2022 Camino del Rio, North, San Diego, Calif. 92108, filed a registration statement on October 27 seeking registration of 15,232 shares of common stock, issuable pursuant to stock purchase warrants (which are attached to outstanding 7% subordinated debentures, due 1974). (File 2-46144)

USP REAL ESTATE INVESTMENT TRUST, 375 Collins Rd. N.E., Cedar Rapids, Iowa 52406, filed a registration statement on October 26 seeking registration of 1,556,847 shares of beneficial interest, to be offered for public sale at \$10 per share on a best efforts basis by Life Investors Management Corp., 375 Collins Rd., N.E., Cedar Rapids, Iowa 52406. The Trust is a real estate investment trust whose policy is to invest principally in the direct ownership of commercial and industrial real estate. Equity Advisors, Inc. is investment adviser. (File 2-46145)

CENTURA INCORPORATED (the general partner), 2010 IDS Center, Minneapolis, Minn. 55402, filed a registration statement on October 27 seeking registration of \$8 million of partnership interests in four independent limited partnerships, to be offered for sale in minimum amounts of \$5,000. No underwriting is involved. The Partnerships will engage in the exploration and development of oil and gas properties. (File 2-46146)

COMMUNICATIONS SYSTEMS, INC., Hector, Minn. 55342, filed a registration statement on October 27 seeking registration of 165,000 shares of common stock, of which 100,000 are to be offered for public sale by the company and 50,000 (being outstanding shares) by the holders thereof. The offering is to be made at \$10 per share through underwriters headed by John G. Kinnard & Co., Inc., 740 Northstar Center, Minneapolis, Minn. 55402. The company through a subsidiary is engaged in the manufacture and sale of telephone equipment and provides telephone service to the community of Cotton, Minn. Of the net proceeds of its stock sale, \$425,000 will be used to retire bank debt and the balance for working capital and other corporate purposes. (File 2-46147)

LOCKPORT CATTLE COMPANY (the general partner), 2425 S. Colorado Blvd., Denver, Colo. 80222, filed a registration statement on October 26 seeking registration of partnership interests in Lockport Cattle Clubs, to be offered for public sale at \$2,500 per unit. The Clubs are to be formed for the purpose of engaging in the cattle feeding business. (File 2-46149)

ARKANSAS POWER & LIGHT COMPANY, Ninth & Louisiana Sts., Little Rock, Ark. 72203, filed a registration statement on October 27 seeking registration of \$15 million of first mortgage bonds, due 2002, and 200,000 shares of cumulative preferred stock (\$100 par), to be offered for public sale at competitive bidding. A subsidiary of Middle South Utilities, Inc., the company will use the net proceeds for payment of short-term bank loans and commercial paper indebtedness (estimated to approximate \$35 million) incurred to finance the company's construction program. Construction expenditures are estimated at \$155,800,000 in 1973, \$96,800,000 in 1974 and \$82,300,000 in 1975. (File 2-46152)

LANCER SCIENTIFIC CORPORATION, 1040 Woodcock Rd., Orlando, Fla. 32803, filed a registration statement on October 27 seeking registration of 150,000 shares of common stock, to be offered for public sale (*at \$5 per share maximum) through underwriters headed by Barody Securities Corp., 39 Broadway, New York 10006. The company is engaged in the engineering and manufacturing of prosthetic aortic and mitral heart valves and the development and production of a blood dialyzer. Net proceeds will be used for working capital and other corporate purposes. (File 2-46154)

MANLEY INDUSTRIES, INC., 304 E. Pershing, Springfield, Mo. 65806, filed a registration statement on October 27 seeking registration of 300,000 outstanding shares of common stock, to be offered for public sale by the holders thereof. The offering is to be made (*at \$8 per share maximum) through underwriters headed by Stifel, Nicolaus & Co. Inc., 314 N. Broadway, St. Louis, Mo. 63102. The company through subsidiaries operates a motor common carrier of general commodities, two full service car and truck plazas, a truck wash facility, restaurants and fast food outlets and steel leaf spring manufacturing plant and is engaged in leasing commercial equipment, motor vehicles and real estate. (File 2-46155)

PFIZER INC., 235 E. 42nd St., New York 10017, filed a registration statement on October 27 seeking registration of 351,453 outstanding shares of common stock, which may be offered for sale from time to time by the holders thereof at prices current at the time of sale (* \$39.875 per share maximum). (File 2-46157)

THE ML CORPORATE INCOME FUND, Third Monthly Payment Series, filed a registration statement on October 27 seeking registration of \$47,250,000 of units. The Fund was created by a trust agreement between the sponsor, Merrill Lynch, Pierce, Fenner & Smith Inc., the trustees, The Bank of New York, as trustee, and The National Shawmut Bank of Boston, as co-trustee, and the evaluator, Interactive Financial Services, Inc. The Fund was formed to provide a high level of current income through investment in the fixed portfolio of long-term debt obligations. (File 2-46158)

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:

Phillips Petroleum Company, Bartlesville, Okla. (File 2-46148) - \$1,000,000 participation in the Key Employee Deferred Compensation Plan
 Howard B. Wolf, Inc., Dallas, Tex. (File 2-46151) - 75,000 shares
 Norton Simon, Inc., New York, N. Y. (File 2-46153) - 21,582 shares
 The Grass Valley Group, Inc., Grass Valley, Calif. (File 2-46159) - 185,000 shares

MISCELLANEOUS

OVER-THE-COUNTER REGISTRATIONS REPORTED. The following issuers of securities traded over-the-counter have filed registration statements with the Commission pursuant to requirements of Section 12(g) of the Securities Exchange Act (companies which currently file annual and other periodic reports with the SEC are identified by "**"):

NO.	O-REGISTRANT	LOCATION
6575	Aqua Air Systems, Inc	Long Island City, NY
6407	Beehive Medical Electronics, Inc**	Salt Lake City, UT
6590	Baker Bros., Inc**	Jacksonville, FL.
6601	Barton Brands, Ltd	Chicago, IL
6618	Computers Unltd., Inc**	Rochester, NY
6389	Florida Glass Ind., Inc**	Miami, FL
6450	GBC Closed Circuit T.V. Corp**	New York, NY
6391	Globe Amerada Glass Co**	Elk Grove Village, IL
6616	Graves Truck Line, Inc	Salina, KA
6649	Jilco Ind., Inc	Los Angeles, CA
6595	Mansion Ind., Inc	Pasadena, CA
6610	Medi, Inc	Holbrook, Mass.
6584	Mylan Lab.'s, Inc	Pitts. PA
6394	Paccar, Inc	Bellvue, WA
6580	Willard Pease Oil & Gas Co	Grand Junction, CO
6386	Power Test Corp**	Westbury, NY
6382	Royal Atlas Corp**	New York, NY
6393	Royal Properties, Inc**	San Diego, CA
6598	Touchstone Publishing Co	Louisville, KY
6398	Vagabond Motor Hotels, Inc	San Diego, CA

OVER

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated, responding to the item on the 8K form numbered in the parentheses. Photocopies may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). An index of the captions of the several items of the form was included in the November 1 News Digest.

8K Reports for July 72

Cellu-Craft Inc. (11,13)	1-6608-2	Burton-Hawks, Inc. (13)	1-5781-2
City National Corp. (3)	0-4578-2	Cardiff Industries, Inc. (13)	0-5663-2
Computer Statistics Inc. (9)	0-4149-2	Certified Corp. (12,13)	1-5902-2
General Medical Corp. (11,13)	1-6716-2	Coaches of America, Inc. (6,14)	0-4929-2
IMC International Inc. (2,7,13)	0-4246-2	Cumis Insurance Society Inc. (7)	2-22616-2
Image Systems Inc (11)	0-4331-2	Emdeko International Inc.	0-4183-3
Koppers Co., Inc. (8)	1-3224-2	GSC Enterprises Inc. (4,7,13)	1-5847-2
		General Telephone & Electronics Corp. (3)	1-2755-2
Bandag, Inc. (7,13,14)	1-7007-1	Information Machines Corp. (3,6,13)	0-5600-2
Boston Co., Inc. (7)	0-1527-2	Kane-Miller Corp. (7,14)	1-5014-2
Brunswick Corp. (13,14)	1-1043-2	Lehigh Coal & Navigation Co. (6,8)	0-1760-2
Esterline Corp. (13,14)	1-6357-2	Arvida Corp. (12,14)	0-5-2
General Plywood Corp. (11,13,14)	1-3291-2	Carolina Caribbean Corp. (2,9,11,14)	0-3895-2
International Systems Associates Ltd. (1,9,13,14)	0-4573-2	Independence Management Corp. (7,13)	0-5876-2
Kent-Moore Corp. (11)	0-1596-2	International Business Machines Corp. (3)	1-2360-2
Levi Strauss & Co. (3)	1-6631-2	Kansas Power & Light Co. (8)	1-3523-2
Lincoln National Corp (7)	1-6028-2	Kenton Corp (11,13,14)	1-5909-2
Love Oil Co., Inc (13)	1-6209-2	Liberty Loan Corp. June 72 (7,13)	1-5467-2
		E.F. Macdonald, Co. (4,14)	1-5538-2
Brennand Paige Ind. Inc. (7,14)	0-3443-2	Educator & Executive Co. (14)	0-1161-2
Cagle's Inc. (12,13)	0-3832-2	Greenwick Gas Co. (13)	0-713-2
Campbell Taggart Inc (3,13,14)	0-969-2	Jewel Companies Inc. (8)	1-385-2
Gamble Skogmo Inc (9)	1-3478-2	Bank Shares Inc (2,14)	0-1151-2
General Exploration Co. (4,13)	1-3857-2	Beneficial National Life Insurance Co. (11)	2-21537-2
Genge Industries, Inc. (7,14)	1-6082-2	Capital Reserve Corp. (7)	1-7000-2
Hospital Affiliates Inc (9,11,13,14)	1-6396-2	Career Academy Inc., (13)	1-5473-2
Interstate Brands Corp. (13,14)	1-4969-2	Commercial Alliance Corp. (7,14)	1-6246-2
Loral Corp. (13)	0-5148-2	Dynasil Corp. of America (12,14)	2-35742-2
Memorial Oaks, Inc. (12,14)	0-5182-2	Mars Bargainland Inc. June 72 (12,13)	0-6062-2
Metridata Computing Inc. (2,13)	0-4820-2	Merrill Lynch Pierce, Fenner & Smith Inc. (3)	1-6674-2
Union Fidelity Corp. (3,13,14)	0-3660-2		

TRADING SUSPENSION CONTINUED. The SEC has ordered the suspension of over-the-counter trading in the securities of First Leisure Corporation for the further ten-day period November 7-16, inclusive.

SECURITIES ACT REGISTRATIONS. Effective November 3: Allied Telephone Co., 2-45746; Bankshares of Indiana, Inc., 2-45517; Centennial Corp., 2-46049; Culligan International Co., 2-45907; Fiji Resorts Ltd., 2-45223 (90 days); Instrumentation Laboratory Inc., 2-45090 (Feb 1); Keen Industries Ltd., 2-45188 (Feb 1); Leasco Financial Services Corp., 2-45893 (Feb 1); Louisiana Power & Light Co., 2-45916; Narco Scientific Industries, Inc., 2-45752; Oxford Industries, Inc., 2-46133.

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.

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