

# sec news digest

Issue 83-61

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March 30, 1983

U.S. SECURITIES AND  
EXCHANGE COMMISSION

## NOTICE OF COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted pursuant to provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday morning. Meetings on Wednesday, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration. The Commission will not normally meet on Mondays or Fridays.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, DC. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

### CLOSED MEETING - TUESDAY, APRIL 5, 1983 - 10:00 A.M.

The subject matter of the April 5 closed meeting will be: Institution of administrative proceedings of an enforcement nature.

### CLOSED MEETING - WEDNESDAY, APRIL 6, 1983 - 10:00 A.M.

The subject matter of the April 6 closed meeting will be: Access to investigative files by Federal, State, or Self-regulatory authorities; Settlement of administrative proceeding of an enforcement nature; Formal orders of investigation; Institution of administrative proceedings of an enforcement nature; Institution of injunctive actions; Regulatory matter bearing enforcement implications; Regulatory matter regarding financial institution; Opinion.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Michael Lefever at (202) 272-2468

## COMMISSION ANNOUNCEMENTS

### WEEKLY CALENDAR

The following is a schedule of speaking engagements, Congressional testimony, Commission hearings and other public events involving the Commission for the week of April 3, 1983. (Commission Meetings are announced separately in the News Digest)

#### Wednesday, April 6

- \* Commissioner Thomas will address a conference of the Corporate Transfer Agents Association at 12 noon in the McGraw-Hill Executive Dining Room (50th Floor), 1221 Avenue of the Americas, New York City. The title of her remarks is "Amending the Shareholder Proposal Rule: A New Approach."

#### Thursday, April 7

- \* Commissioner Treadway will speak before the Third Annual Southern Securities Institute in Miami Beach, Florida.
- \* Commissioner Longstreth will be a speaker at the National Conference on Financial Services Eighth Annual Meeting in New York. On April 8, he will address the American Assembly on Financial Services Institutions at Columbia University. On both occasions his remarks will be entitled "An Open Letter to Bush Task Group on Regulation of Financial Services and Wirth Commission on Capital Markets."

## STAFF ACCOUNTING BULLETIN NO. 51

The Commission has issued Staff Accounting Bulletin No. 51 which provides the staff's views with respect to accounting in consolidation for issuances of a subsidiary's stock that cause changes in the parent's ownership percentage in the subsidiary. (Rel. SAB-51)

FOR FURTHER INFORMATION CONTACT: Marc D. Oken at (202) 272-2157

### SEC ADVISORY COMMITTEE ON TENDER OFFERS TO HOLD MEETING; SOLICITATION OF COMMENTS

The SEC Advisory Committee on Tender Offers will conduct a meeting on April 15 in Morgan Guaranty Hall, 28th Floor, 15 Broad Street, New York, New York, beginning at 10:00 a.m. This meeting will be open to the public. The Advisory Committee also invites comments from members of the public.

All communications should be submitted in triplicate to David B.H. Martin, Jr., Secretary, Advisory Committee on Tender Offers, Room 3024, Securities and Exchange Commission, Washington, DC 20549, and should refer to File No. 265-15. (Rel. 34-19635)

FOR FURTHER INFORMATION CONTACT: David B.H. Martin, Jr. at (202) 272-2573

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## ADMINISTRATIVE PROCEEDINGS

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### SUSPENSION IMPOSED UPON DELYN G. MITCHELL

The Commission has determined to accept the Offer of Settlement by DeLyn G. Mitchell of Portland, Oregon in which he consented to findings that he wilfully aided and abetted violations of Sections 15(c)(3) and 17(a) of the Securities Exchange Act of 1934 and Rules 15c3-1, 15c3-2 and 17a-3 thereunder by Ted E. Slanker, Jr., doing business as T. E. Slanker Company and T. E. Slanker Company, Incorporated, Portland, Oregon broker-dealers; and to the imposition of a three month suspension from association with any broker or dealer and a bar from association with any broker or dealer in any supervisory or proprietary capacity. (Rel. 34-19618)

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## CIVIL PROCEEDINGS

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### PERMANENT INJUNCTION ENTERED AGAINST WILLIAM E. NASHWINTER, JR.

The Washington Regional Office announced that on March 24 the Honorable D. Dortch Warriner of the U.S. District Court for the Eastern District of Virginia entered a Final Judgment of Permanent Injunction against William E. Nashwinter, Jr. of Richmond, Virginia enjoining him from aiding and abetting violations of the periodic reporting requirements of the Securities Exchange Act of 1934, and from violating and aiding and abetting violations of the Exchange Act's provisions relating to the maintenance of accurate corporate books and records. Nashwinter consented to the entry of the injunction without admitting or denying the allegations of the Commission's complaint.

The complaint alleged that Nashwinter, a former vice president of Doughtie's Foods and general manager of its subsidiary William F. Gravins Division, overstated, by more than \$650,000, Gravins' inventory reports from 1978 through June 1982. The complaint also alleged that Nashwinter submitted false documents and made misrepresentations regarding Gravins' inventory to Doughties' independent auditors. As a consequence, periodic reports filed by Doughties with the Commission from 1980 through 1982 were alleged to be materially incorrect. Further, Doughties' books, records and accounts allegedly failed to accurately and fairly reflect its transactions and disposition of its assets. (SEC v. William E. Nashwinter, Jr., Civil Action No. 83-0064-R, U.S.D.C., Eastern District of Virginia). (LR-9940)

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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; if the registration statement is a New Issue; and [S] denoting SHELF REGISTRATION pursuant to Rule 415.

- (S-8) DEVER EXPLORATION, INC., Suite 306, 400 East 1st St., Casper, WY 82601 (307) 577-0604 - 1,500,000 shares of common stock. (File 2-82661 - Mar. 28) (Br. 4)
- (S-8) ROBOTIC VISION SYSTEMS, INC., 536 Broad Hollow Rd., Melville, NY 11747 (516) 694-8910 - 100,000 shares of common stock. (File 2-82662 - Mar. 28) (Br. 7)
- (S-8) GENUINE PARTS COMPANY, 2999 Circle 75 Pkwy., Atlanta, GA 30339 (404) 586-1500 - 300,000 shares of common stock. The company is a distributor of automotive replacement parts and related supply items, among other things. (File 2-82665 - Mar. 28) (Br. 4)
- (S-8) BAXTER TRAVENOL LABORATORIES, INC., One Baxter Pkwy., Deerfield, IL 60015 (312) 948-2000 - 2,500,000 shares of common stock. (File 2-82667 - Mar. 28) (Br. 8)
- (S-8) THE DOW CHEMICAL COMPANY, 2030 Dow Center, Midland, MI 48640 (517) 636-1000 - 2,400,000 shares of common stock. (File 2-82670 - Mar. 28) (Br. 2)
- (S-15) MARSHALL & ILSLEY CORPORATION, 770 North Water St., Milwaukee, WI 53201 (414) 765-7801 - 195,000 shares of common stock. (File 2-82677 - Mar. 28) (Br. 1)
- (S-2) HUGHES SUPPLY, INC., P.O. Box 2273, 521 W. Central Blvd., Orlando, FL 32802 (305) 841-4710 - 900,000 shares of common stock. The company is engaged in the wholesale distribution of a broad range of materials, equipment and supplies for use in the construction industry and mechanical trades. (File 2-82679 - Mar. 28) (Br. 8)
- (S-8) CHELSEA INDUSTRIES, INC., 1360 Soldiers Field Rd., Boston, MA 02135 (617) 787-9010 - 212,000 shares of common stock. (File 2-82685 - Mar. 28) (Br. 5)
- (S-14) FIRST LAPORTE FINANCIAL CORP., 800 Lincolnway, LaPorte, IN 46350 (219) 362-6171 - 220,000 shares of common stock. (File 2-82686 - Mar. 28) (Br. 1 - New Issue)
- (S-3) GULF STATES UTILITIES COMPANY, 350 Pine St., Beaumont, TX 77701 (409) 838-6631 - 500,000 shares of adjustable rate cumulative preferred stock, Series A (\$100 par value). Underwriters: Salomon Brothers Inc., Goldman Sachs & Co., Kidder, Peabody & Co. Incorporated and Merrill Lynch White Weld Capital Markets Group. The company is engaged in the generation, transmission, distribution and sale of electric energy. (File 2-82687 - Mar. 29) (Br. 8)
- (S-3) OHIO EDISON COMPANY, 76 South Main St., Akron, OH 44308 (216) 384-5100 - 3,000,000 shares of Class A preferred stock, cumulative. Underwriter: Morgan Stanley & Co. Incorporated. The company is an electric public utility. (File 2-82689 - Mar. 29) (Br. 7) [S]
- (S-3) AMERICAN MEDICAL INTERNATIONAL, INC., 414 North Camden Dr., Beverly Hills, CA 90210 (213) 278-6200 - \$100 million of 8 convertible subordinated debentures, due 2008. Underwriters: Goldman, Sachs & Co., Warburg Paribas Becker and Dean Witter Reynolds Inc. (File 2-82691 - Mar. 29) (Br. 6)
- (S-2) CENTRAL MAINE POWER COMPANY, Edison Dr., Augusta, ME 04336 (207) 623-3521 - 2,000,000 shares of common stock. (File 2-82692 - Mar. 29) (Br. 7) [S]

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## ACQUISITIONS OF SECURITIES

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Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the prior percent owned; and Column 7 - the status of the filing, i.e., new, update, or revision.

	FORM	EVENT DATE	SHRS (000) / % OWNED	CUSIP / PRIOR %	FILING STATUS
ACCELERATION CORP MCGRAW PATRICK A TRUSTEE	COM 13D	3/16/83	230 7.6	00429910 0.0	NEW
AMERICAN LEISURE CORP DEL ROYALE VISTA INTERNATL	CL A 13D	3/ 3/83	3,363 14.2	02714820 16.2	UPDATE
BK OF NEW HAMPSHIRE CORP BANK OF NH NATIONAL ASSN	COM 13D	3/24/83	27 5.8	06385410 0.0	NEW
BANKERS NT INC GREEN PHILIP B	COM 13D	3/11/83	157 7.7	06627910 0.0	NEW
BANKERS NT INC JAFFER MAURY	COM 13D	3/11/83	206 10.1	06627910 0.0	NEW
BANKERS NT INC SUCHIK MARTIN S	COM 13D	3/11/83	718 35.3	06627910 0.0	NEW
CROWLEY MILNER & CO AMERICAN VALUES NV	COM 13D	3/24/83	38 7.5	22809310 6.5	UPDATE
CROWLEY MILNER & CO FIDELITY INTL LTD	COM 13D	3/24/83	38 7.5	22809310 6.5	UPDATE
DEL LABS INC LINDEMANN GEORGE	COM 13D	2/22/83	17 1.7	24509110 7.8	UPDATE
FIRST AMERN FINL TEX INC FEDERATED DEVL P CO ET AL	COM 13D	3/14/83	664 22.2	31852410 0.0	NEW
HAMILTON INVT TR JOHNSTOWN AMER ENTEROP ET AL	SH BEN INT 13D	3/15/83	5,400 61.5	40744510 0.0	NEW
HOMAC INC GOULD INVESTORS TRUST ET AL	SH BEN INT 13D	3/16/83	219 11.6	43685710 6.4	UPDATE
KAUFMAN & BROAD INC PROVIDENCE WASHINGTN INS ET AL	COM 13D	3/16/83	0 0.0	48617010 5.0	UPDATE
LIBERTY AIRLINES INC MCGRAW PATRICK A TRUSTEE	COM 13D	3/16/83	465 44.3	53017090 0.0	NEW
PMCO HLDGS INC FEDERATED DEVL P CO ET AL	COM 13D	3/15/83	1,863 24.3	55290110 24.1	UPDATE
MCDOWELL ENTERPRISES INC SOUTHERN STATES ACQ CORP ET AL	COM 13D	3/10/83	998 40.9	58034710 40.9	UPDATE
NORTH EAST INS CO AMERICAN CONSUMER INS ET AL	COM 13D	3/17/83	189 9.7	65916410 7.6	UPDATE
OCEANEERING INTL INC NORTH SEA ASSETS PUBLIC LTD	COM 13D	3/28/83	375 5.9	67523210 0.0	NEW
SEAL INC KIMBERLY OLIVER A JR	COM 13D	1/27/83	271 16.7	81207110 15.0	UPDATE
SEARLE G D & CO BERNING LARRY D	COM 13D	3/16/83	4,886 9.8	81230210 0.0	NEW
SHATTERPROOF GLASS CORP CHASE WILLIAM B	COM 13D	3/ 8/83	876 56.3	82020810 38.2	UPDATE
SONOMA INTERNATIONAL MORSE WILLIAM A	COM 13D	3/ 1/82	605 12.6	83555090 13.6	UPDATE