Issue 83-78

# APR 2 5 1983

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April 22, 1983

## ADMINISTRATIVE PROCEEDINGS

U.S. SECURITIES AND EXCHANCE COMMISSION

SHERWOOD GRANT PETERSON CITED

Public administrative proceedings have been instituted under the Securities Exchange Act of 1934 and the Investment Advisers Act of 1940 against Sherwood Grant Peterson, individually and doing business as Financial Planning Services, a registered investment adviser located in Sandwich, Illinois. The Order for Proceedings alleges that Peterson wilfully violated the securities registration, antifraud, investment adviser registration, and broker registration provisions of the securities laws in connection with investment contracts in movies and working interests in oil wells.

A hearing will be scheduled to take evidence on the allegations against Peterson. The purpose of the hearing is to determine whether or not the allegations against Peterson are true, and if so, what, if any, remedial action is necessary in the public interest. (Rel. 34-19670)

#### **CIVIL PROCEEDINGS**

GOLDFIELD DEEP MINES COMPANY OF NEVADA, OTHERS TEMPORARILY RESTRAINED

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The Los Angeles Regional Office announced that on April 1 the Honorable A. Andrew Hauck, U.S. District Court Judge for the Central District of California, entered a Temporary Restraining Order and other ancillary relief against Goldfield Deep Mines Company of Nevada, AAA Financial Corporation of Nevada, City Continental Financial, AG, John C. Rebenstorf, III, C. Orin Swain and Morton Johnson. The Order restrains defendants from further violations of the antifraud provisions of the securities laws, freezes several bank accounts, restrains dissipation of corporate assets and orders certain document production.

The complaint alleges, among other things, that City Continental, supposedly a Liechtenstein lending institution, is fictitious and, therefore, that over \$4.5 million of notes receivable, due from City Continental, reported as assets on Goldfield's Forms 10 filed with the Commission and disseminated to OTC market makers in Goldfield common stock, are worthless. Further, the complaint alleges that the defendants are engaged in the ongoing fraudulent offer and sale of investment contracts in the form of ownership interests in a Goldfield ore purchase program (ore interests). The complaint alleges that, in connection with both the offer and sale of ore interests and the secondary trading of Goldfield's common stock, the defendants have made misstatements and omissions of material fact regarding, among other things: the use of proceeds; the amount of assets of Goldfield; the existence of City Continental; the risks involved in purchasing Goldfield common stock or ore interests; and Goldfield's, Rebenstorf's and Swain's history of securities violations. (SEC v. Goldfield Deep Mines Company of Nevada, et al., U.S.D.C. C.D. Cal., Civil Action No. 83-2013, FW). (LR-9969)

## **INVESTMENT COMPANY ACT RELEASES**

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

An order has been issued pursuant to Section 6(c) of the Investment Company Act of 1940 exempting Sun Life Assurance Company of Canada (U.S.) and Money Market Variable Account (MMVA) from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder to permit MMVA to use the amortized cost method of valuing securities. (Rel. IC-13175 - Apr. 20)

#### HOLDING COMPANY ACT RELEASES

CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until May 17 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company, and its subsidiary, Public Service Company of Oklahoma (PSO), regarding the acquisition by PSO of up to \$60 million of PSO's common stock held by CSW. (Rel. 35-22918 - Apr. 21)

#### SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Midwest Stock Exchange, Inc. has filed a proposed rule change pursuant to Rule 19b-4 (SR-MSE-83-4) to amend Article IV, Rule 3 of the MSE rules to grant the Floor Procedure Committee the authority to act through various subcommittees. Publication of the proposal is expected to be made in the <u>Federal Register</u> during the week of April 25. (Rel. 34-19693)

## TRUST INDENTURE ACT RELEASES

FRONTIER HOLDINGS, INC.

A notice has been issued giving interested persons until May 20 to request a hearing on an application by Frontier Holdings, Inc., pursuant to Section 310(b)(1)(ii) of the Trust Indenture Act of 1939, declaring that the trusteeships of United States Trust Company of New York under two previously qualified indentures of Frontier Airlines are not so likely to involve a material conflict of interest as to make it necessary to disgualify United States Trust from acting as trustee. (Rel. TI-819)

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

- (S-18) MULTIVEST CORPORATION, 350 Broadway, New York, NY 1,500,000 units. Underwriter: Marsan Securities Co., Inc., 26 Broadway, New York, NY. (File 2-83058-NY - Apr. 13) (Br. 5 - New Issue)
- (S-18) STONE MEDICAL SUPPLY CORPORATION, 122 Main St., Hempstead, NY 11550 (516) 486-6634 - 750,000 common shares. Underwriter: Unified Securities Corporation. The company distributes a broad range of medical supplies and equipment. (File 2-83101-NY - Apr. 15) (Br. 8 - New Issue)
- (S-1) ARMEL, INC., 1840 Northwest 65th Ave., Fort Lauderdale, FL 33313 (305) 587-1285

   500,000 shares of common stock. Underwriter: Robinson Humphrey/American
   Express Inc. The company is a specialty retailer of brand name athletic and
   leisure footwear, activewear and accessories. (File 2-83165 Apr. 19) (Br. 2 New Issue)
- (S-1) VANZETTI SYSTEMS, INC., 111 Island St., Stoughton, MA 02072 (617) 828-4650 -650,000 shares of common stock. Underwriter: Advest, Inc. The company develops, manufactures and markets electronic equipment and instruments incorporating infrared radiation, fiber optic and laser technologies. (File 2-83184 - Apr. 20) (Br. 8 - New Issue)

- (S-8) DOME PETROLEUM LIMITED, 330 Dome Tower, Toronto-Dominion Square, 333 Seventh Ave., S.W., Calgary, Alberta T2P 2H8, Canada (403) 260-5567 - 10,000,000 shares of common stock. (File 2-83204 - Apr. 20) (Br. 4)
- (S-3) REX-NORECO, INC., 616 Palisade Ave., Englewood Cliffs, NJ 07632 (201) 567-8300 -6,890 shares of common stock. (File 2-83505 - Apr. 20) (Br. 3)
- (S-8) WICOR, INC., 626 East Wisconsin Ave., Milwaukee, WS 53202 (414) 291-7000 200,000 shares of common stock. (File 2-83206 - Apr. 20) (Br. 8)
- (S-8) AMQUEST CORPORATION, Two Northpart East, Suite 800, Dallas, TX 75231 (214) 369-6699 - 500,000 units of participation interests. (File 2-83207 - Apr. 20) (Br. 3)
- (S-15) TRUST COMPANY OF GEORGIA, One Park Pl., N.E., Atlanta, GA 30303 (404) 588-7711 79,950 shares of common stock. (File 2-83208 Apr. 18) (Br. 2)
- (S-3) INTERNATIONAL TELEPHONE AND TELEGRAPH CORPORATION, 320 Park Ave., New York, NY 10022 (212) 752-6000 \$150 million of notes, due May 1, 1993. Underwriters: Lehman Brothers Kuhn Loeb Inc. and Lazard Freres & Co. (File 2-83209 Apr. 21) (Br. 8)
- (S-3) THE GENERAL TIRE & RUBBER COMPANY, 175 Ghent Rd., Akron, OH 44313 (216) 798-3000 -\$50 million of subordinated debentures, due May 1, 2003. Underwriters: Kidder, Peabody & Co. Inc. and Salomon Brothers Inc. (File 2-83210 - Apr. 21) (Br. 5) [S]
- (S-3) DAYTON-HUDSON CORPORATION, 777 Nicollet Mall, Minneapolis, MN 55402 (612) 370-6948
   1,608,000 shares of common stock. Underwriter: Goldman, Sachs & Co. The company is a national diversified retail company. (File 2-83211 Apr. 21) (Br. 1) [S]
- (S-2) INTER-REGIONAL FINANCIAL GROUP, INC., 100 Dain Tower, Minneapolis, MN 55402 (612) 371-7750 \$27,500,000 of convertible subordinated debentures, due 2003. Underwriters: A.G. Becker Paribas Inc.; Dain Bosworth Inc.; and Rauscher Pierce Refsnes, Inc. The company is a holding company offering diversified financial services through its wholly owned operating subsidiaries. (File 2-83212 Apr. 21) (Br. 2)
- (S-1) DALECO RESEARCH & DEVELOPMENT II, LIMITED PARTNERSHIP, 3388 Via Lido, Fourth Floor, Newport Beach, CA 92663 (714) 673-4227 - 10,000 units of limited partnership interest. Selling Agent: Daleco Marketing Group. The partnership will invest in a diversified portfolio of research and development projects. (File 2-83213 -Apr. 21) (Br. 8 - New Issue)
- (S-6) HUTTON UTILITY TRUST, ELEVENTH PUBLIC UTILITY EQUITY SERIES (A UNIT INVESTMENT TRUST) - an indefinite number of units. Depositor: E.F. Hutton & Company Inc., One Battery Park Plaza, New York, NY 10004. (File 2-83217 - Apr. 21) (Br. 16 - New Issue)
- (S-3) FIRST BOSTON, INC., 30 South Seventeenth St., Philadelphia, PA 19103 (215) 563-9700 - 1,250,000 shares of common stock. Underwriters: The First Boston Corp.; Merrill Lynch White Weld Capital Markets Group; and Prudential-Bache Securities. The company is a holding company which, through its wholly-owned subsidiary The First Boston Corporation, a broker-dealer, provides a full range of investment banking and related financial services. (File 2-83218 - Apr. 21) (Br. 1)[S]
- (S-1) PETROLEUM INVESTMENTS, LTD.-1983, Suite 1410, 50 Penr Pl., Oklahoma City, OK 73118 (405) 840-3293 - 2,000 units of participation as limited partnership interests. Dealer-Manager: Petroleum Investments Securities Corp., Oklahoma City, OK. The partnership will engage in the exploration, development, production and operation of oil, gas and other mineral properties. (File 2-83219 - Apr. 21) (Br. 4 - New Issue)
- (S-3) NORTHERN INDIANA PUBLIC SERVICE COMPANY, 5265 Hohman Ave., Hammond, IN 46320 (219) 853-5200 - \$100 million of first mortgage bonds. Underwriters: Merrill Lynch White Weld Capital Markets Group and Goldman, Sachs & Co. (File 2-83222 - Apr. 21) (Br. 8) [S]

In a separate (S-3) registration statement, the company seeks registration of 4,000,000 shares of common stock. Underwriters: Merrill Lynch White Weld Capital Markets Group and Dean Witter Reynolds Inc. (File 2-83223 - Apr. 21) (Br. 8 [S]

- (S-8) THE ARMSTRONG RUBBER COMPANY, 500 Sargent Dr., New Haven, CT 06536-0201 (203) 562-1161 - 200,000 shares of common stock. (File 2-83224 - Apr. 21) (Br. 5)
- (S-6) EMPIRE STATE MUNICIPAL EXEMPT TRUST, SERIES 50 13,000 units. Depositors: Glickenhaus & Co., 6 East 43rd St., New York, NY 10017; Lebenthal & Co. Inc.; and Moseley, Hallgarten, Estabrook & Weeden Inc. (File 2-83225 - Apr. 21) (Br. 16 - New Issue)

## **ACQUISITIONS OF SECURITIES**

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.

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		FORM	EVENT DATE	SHRS(000)/ %DWNED	CUSIP/ PRIOR%	FILING STATUS
ABC INDUSTRIES INC SFN COMPANIES INC	CAPITA	L 13D	4/14/83	862 67.8	00073610 0.0	NEW
APACHE DIL & GAS PROGRAMS APACHE PETROLEUM CO	LIM PA	RT INT 14D-1	4/18/83	100+000 N∕A	03746290 0.0	UPDATE
BEVERLY ENTERPRISES HOSPITAL CORP OF AMERICA	COM	13D	4/11/83	4,127 19.5	08785110 16.7	UPDATE
BRADFORD NATL CORP PICOWER JEFFRY ET AL	COM	13D	4/18/83	260 6.5	10430310 0.0	NEW
COMPUGRAPHIC CORP AGFA-GEVAERT GRAPHICS INC	COM	13D	4/19/83	6,415 79.8	20490010 69.4	UPDATE
CORPORATE INVESTMENT CO OMDEK STEVE M & VIDLET C	CL A	13D	12/15/82	87 10.3	21989810 9 <b>.</b> 7	UPDATE
CYCLOPS CORP SIMMONS HAROLD C.ET AL	COM	13D	4/18/83	304 8.8	23252510 7.5	UPDATE
GREAT AMERN CORP BALDRIDGE CARL ET AL	COM PAI	R \$2.50 13D	4/ 8/83	1,207 54.3	38983220 54.0	UPDATE
GREAT AMERN CORP WILSON HUEY J	COM PAI	R \$2.50 13D	4/ 8/83	1,309 58.9	38983220 54.0	UPDATE
INSTRUMENTATION LAB INC ALLIED MERGER/ALLIED CORP	COM	13D	4/ 4/83	4,754 79,7	45780710 70.7	UPDATE
MAGNA PICTURES REILLY JOSEPH R	COMMON	STOCK 13d	4/14/83	28 1.9	55926110 1.9	UPDATE
UNICARE SYCS INC ZILBER LTD	COM	13D	4/15/83	8,448 77.6	90459710 57.0	UPDATE
WESTERN INV REAL ESTATE TR MACPHEE CHESTER R	SBI	13D	4/ 7/83	39 2.5	95846810 6.6	UPDATE
WESTSIDE FED SVGS & LN ASSN CHG INTERNATIONAL INC	COM	13D	12/ 9/82	. 0 N∕A	96149710 N∕A	NEW
WESTSIDE FED SVGS & LN ASSN CHG INTERNATIONAL INC	COM	13D	12/ 9/82	0 N⁄A	96149710 N∕A	UPDATE
WESTSIDE FED SVGS & LN ASSN GRIFFIN HENRY W	COM	13D	1/10/83	* 43 4.8	96149710 0.0	NEW
WESTSIDE FED SVGS & LN ASSN HERGERT CLINTON L	COM	13D	1/10/83	33 3.7	96149710 5.0	NEW