

# sec news digest

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U.S. SECURITIES AND  
EXCHANGE COMMISSION

## ADMINISTRATIVE PROCEEDINGS

### BROKER DEALER REGISTRATION REVOKED AND PRINCIPAL BARRED

The Commission has determined to accept the Offer of Settlement by Ted E. Slanker, Jr. (Slanker) and Ted E. Slanker, Jr. doing business as T. E. Slanker Company (Company), a Portland, Oregon broker-dealer and investment adviser registered with the Commission, in which Company consented to findings that it wilfully violated Sections 15(c)(3) and 17(a) of the Securities Exchange Act of 1934 and Rules 15c3-1, 15c3-3 and 17a-3. Slanker consented to findings that, among other things, he aided and abetted violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, Sections 10(b), 15(c)(3) and 17(a) of the Exchange Act and Rules 10b-5, 15c3-1, 15c3-3 and 17a-3. Both Slanker and Company were enjoined in U.S. District Court for the District of Oregon from further violations of Section 15(c)(3) of the Exchange Act and Rules 15c3-1 and 15c3-3. Company consented to revocation of its registration as a broker-dealer and undertook to limit its activities as an investment adviser. Slanker consented to a bar from association with any broker or dealer. (Rel. 34-20083)

## CIVIL PROCEEDINGS

### BISHOP, BALDWIN, REWALD, DILLINGHAM & WONG, INC. AND RONALD REWALD TEMPORARILY RESTRAINED

The Los Angeles Regional Office announced that on August 8 the Honorable Martin V. Pence, U.S. District Court Judge for the District of Hawaii, entered a Temporary Restraining Order against Bishop, Baldwin, Rewald, Dillingham & Wong, Inc. (Bishop Baldwin), a registered investment adviser, and Ronald Rewald (Rewald). The Order temporarily restrains defendants from further violations of the antifraud provisions of the Securities Act, the Securities Exchange Act and the Investment Advisers Act. The Order also temporarily freezes all of Rewald's personal assets.

The complaint alleges that, from January 1982 through the present, Rewald had used Bishop Baldwin to raise \$17 million through sales of interests in an Investment Savings Account. Rewald guaranteed a 20 percent annual return and advertised FDIC insurance coverage up to \$150,000 per Account. In fact, the Account was not federally insured and the risks of the investment were not disclosed. Further, the complaint alleges that investors were not told that: both Bishop Baldwin and its salespersons were receiving fees and commissions in connection with the sale and management of the Account and that Rewald was misappropriating investor funds for his personal use. (SEC v. Bishop, Baldwin, Rewald, Dillingham & Wong, Inc., et al., District of Hawaii, Civil Action No. 83-0812). (LR-10103)

## INVESTMENT COMPANY ACT RELEASES

### APT HOUSING PARTNERS LIMITED PARTNERSHIP

An order has been issued under Section 6(c) of the Investment Company Act of 1940 exempting APT Housing Partners Limited Partnership from all provisions of the Act. (Rel. IC-13454 - Aug. 23)

### THE TERRITORIAL MONEY MARKET FUND

A notice has been issued giving interested persons until September 19 to request a hearing on an application filed by The Territorial Money Market Fund, registered under the Investment Company Act of 1940 as an open-end, diversified, management investment company, requesting an order under Section 8(f) of the Act declaring that it has ceased to be an investment company. (Rel. IC-13455 - Aug. 23)

## THE EQUITY INCOME FUND, S & P 500 INDEX

A notice has been issued giving interested persons until September 19 to request a hearing on an application filed by The Equity Income Fund, S&P 500 Index, First Monthly Payment Series and Subsequent Series (Fund), a unit investment trust, and its depositors, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Dean Witter Reynolds Inc., Prudential-Bache Securities Inc., and Shearson/American Express Inc. (together with Fund, Applicants), for an order under Section 6(c) of the Investment Company Act of 1940 exempting the Fund from the provisions of Section 12(d)(3) of the Act to permit it to acquire the securities of any broker, dealer, underwriter, or investment adviser, provided that: (1) such securities are included in the Standard & Poor's 500 Composite Stock Price Index (S&P Index); and (2) the percentage of the Fund's assets to be invested in the securities of any such entity will be approximately the same as the percentage such securities represent in the S&P Index. (Rel. IC-13457 - Aug. 23)

A notice has also been issued giving interested persons until September 19 to request a hearing on an application by Fund and its depositors for an order, under Section 6(c) of the Act, exempting Applicants from the provisions of Section 22(d) to permit the sale of units of beneficial interest in the Fund at a reduced sales charge under a reinvestment plan. (Rel. IC-13458 - Aug. 23)

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## HOLDING COMPANY ACT RELEASES

### THE SOUTHERN COMPANY

An order has been issued authorizing The Southern Company, a registered holding company, to issue and sell up to 2,000,000 shares of common stock under the system's Employee Savings Plan. Jurisdiction has been reserved over the issuance and sale by the company of up to 15,000,000 shares of common stock under its Dividend Reinvestment and Stock Purchase Plan as to which the record is not yet complete. (Rel. 35-23041 - Aug. 23)

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## SELF-REGULATORY ORGANIZATIONS

### APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed under Rule 19b-4 by the New York Stock Exchange, Inc. (SR-NYSE-83-26) to designate NYSE Composite Index options for trading on a February-May-August-November expiration cycle. (Rel. 34-20104)

### NOTICE OF PROPOSED RULE CHANGES

The following have filed proposed rule changes under Rule 19b-4: The New York Stock Exchange, Inc. (SR-NYSE-83-34) to amend NYSE Rule 129 by deleting the rule's sunset and refund provisions to permit the NYSE, on a permanent basis, to charge its members and member organizations for regulatory oversight services on the basis of their gross total revenues. (Rel. 34-20107); and the Options Clearing Corporation (SR-OCC-83-18) that would amend Sections 13 and 23 of OCC's Restated Participant Exchange Agreement. The proposed revisions, among other things, would require OCC participant exchanges to inform OCC promptly and completely of information acquired by the exchanges regarding the deteriorating financial condition of OCC clearing members. The proposal also would narrow the scope of reciprocal indemnification provisions of the Agreement. (Rel. 34-20108)

Publication of the proposals are expected to be made in the Federal Register during the week of August 29 and 22, respectively.

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## 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) PRIMO, INCORPORATED, 6530 North 16th St., Phoenix, AZ (602) 265-1761 - 420,000 shares of common stock. The company is engaged in the retail sale of various fast foods. (File 2-85851-LA - Aug. 12) (Br. 3 - New Issue)
- (S-18) TECHNOVEST CORPORATION, 440 East 400 South, Suite 100, Salt Lake City, UT 84111 (801) 521-7751 - 1,250,000 shares of common stock. Underwriter: Covey & Co., Inc. (File 2-85861-D - Aug. 15) (Br. 8 - New Issue)
- (S-18) TERMIFLEX CORPORATION, 18 Airport Rd., Nashua, NH 03063 (603) 889-3883 - 400,000 units. Underwriter: Advest, Inc. The company designs, develops, manufactures and sells microprocessor-based handheld terminals. (File 2-85910-B - Aug. 17) (Br. 10 - New Issue) [S]
- (S-18) PARAGON COMMUNICATION SYSTEMS, INC., One Incoln Centre, 5400 LBJ Freeway, Suite 1420, L.B. 10, Dallas, TX 75240 (214) 239-0191 - 700,000 shares of common stock. Underwriter: Rauscher Pierce Refsnes, Inc. The company designs, engineers, markets, installs and maintains telephone interconnect systems. (File 2-85914-FW - Aug. 17) (Br. 7 - New Issue)
- (S-1) THE AMERICAN MUSEUM OF HISTORICAL DOCUMENTS, CHARTERED, 520 South Fourth St., Las Vegas, NV 89101 (702) 382-9466 - 1,000,000 shares of common stock. Underwriter: S. D. Cohn & Company. The company is engaged in acquiring letters, documents and signatures of historically significant public figures for sale through its retail gallery. (File 2-86022 - Aug. 23) (Br. 1 - New Issue)
- (S-2) TEXTONE, INC., 15300 Valley View Ave., La Mirada, CA 90637 (213) 802-2011 - 400,000 shares of common stock. Underwriter: Sutro & Co. Incorporated. The company designs, manufactures and sells laminated products. (File 2-86023 - Aug. 23) (Br. 9)
- (S-3) PROPERTY TRUST OF AMERICA, 700 Bassett Tower, El Paso, TX 79901 (915) 532-3901 - 750,000 shares of beneficial interest. (File 2-86024 - Aug. 23) (Br. 5)
- (S-2) ANAREN MICROWAVE, INC., 6635 Kirkville Rd., East Syracuse, NY 13057 (315) 432-8909 - 750,000 shares of common stock. Underwriter: Donaldson, Lufkin & Jenrette Securities Corporation. The company designs, develops, manufactures and markets microwave signal processing devices. (File 2-86025 - Aug. 23) (Br. 8)
- (S-3) ELECTROMAGNETIC SCIENCES, INC., 125 Technology Park/Atlanta, Norcross, GA 30092 (404) 448-5770 - 233,992 shares of common stock. (File 2-85026 - Aug. 22) (Br. 8) [S]
- (S-11) DAIN PENSION INVESTORS, A LIMITED PARTNERSHIP, 1820 Dain Tower, Minneapolis, MN 55402 - 20,000 limited partnership units, \$1,000 per unit. Underwriters: Dain Bosworth Incorporated and Rauscher Pierce Refsnes, Inc. (File 2-86027 - Aug. 22) (Br. 5 - New Issue)
- (F-6) MORGAN GUARANTY TRUST COMPANY OF NEW YORK, 23 Wall St., New York, NY 10015 (212) 483-2323 - 20,000,000 American Depositary Receipts for ordinary shares of The Hongkong and Shanghai Banking Corporation. (File 2-86028 - Aug. 22) (Br. 99)
- (S-6) AMERICAN TAX-EXEMPT BOND TRUST, SERIES 74, 215 North Main St., West Bend, WI 53095 - 6,000 units. Depositor: B. C. Ziegler and Company. (File 2-86029 - Aug. 22) (Br. 16 - New Issue)
- (S-3) SOUTHMARK CORPORATION, 3626 North Hall St., Dallas, TX 75219 (214) 522-5210 - 250k000 shares of Series A cumulative convertible preferred stock and 302,500 shares of common stock issuable upon conversion thereof 194,391 shares of Series D adjustable rate cumulative preferred stock. (File 2-86030 - Aug. 22) (Br. 5) [S]
- (S-3) LOMAS & NETTLETON FINANCIAL CORPORATION, 2001 Bryan Tower, Dallas, TX 75201 (214) 746-7111 - \$100 million of floating rate extendible notes, due September 1, 1998. Underwriters: Goldman, Sachs & Co., Merrill Lynch Capital Markets, Salomon Brothers Inc. (File 2-86031 - Aug. 23) (Br. 1)
- (S-1) SEVEN OAKS INTERNATIONAL, INC., 4564 Warden Rd., Memphis, TN 38122 (901) 683-7055 - 900,000 shares of common stock. Underwriters: Merrill Lynch Capital Markets and Morgan, Keegan & Company, Inc. The company is engaged in the coupon processing industry. (File 2-86032 - Aug. 23) (Br. 5)
- (S-1) RUSTY PELICAN RESTAURANTS, INC., 2862 McGaw Ave., Irvine, CA 92714 (714) 549-9322 - 760,000 shares of common stock. Underwriters: Drexel Burnham Lambert Incorporated

and Alex. Brown & Sons. The company operates a chain of restaurants under the name "Rusty Pelican". (File 2-86034 - Aug. 23) (Br. 4 - New Issue)

- (S-2) QUALITY CARE, INC., 100 North Centre Ave., Rockville Centre, NY 11570 (516) 678-3200 - 1,810,000 shares of common stock. Underwriters: The First Boston Corporation, Drexel Burnham Lambert Incorporated, and Furman Selz Mager Dietz & Birney Incorporated. The company is a provider of health care services. (File 2-86035 - Aug. 23) (Br. 6)
- (S-8) MILTON BRADLEY COMPANY, 111 Maple St., Springfield, MA 01105 (413) 525-6411 - 350,000 shares of common stock. (File 2-86036 - Aug. 22) (Br. 4)
- (S-2) TIDWELL INDUSTRIES, INC., Highway 5 South, Industrial Park, Haleyville, AL 35565 (205) 486-9221 - 550,000 shares of common stock. Underwriter: Interstate Securities Corporation. The company is engaged in the manufacture of mobile homes. (File 2-86037 - Aug. 23) (Br. 9)
- (S-8) NATIONAL KINNEY CORP., 60 Madison Ave., New York, NY 10010 (212) 683-9191 - 500,000 shares of common stock. (File 2-86038 - Aug. 23) (Br. 5)
- (S-3) CRITERION ACCEPTANCE CORPORATION, 5055 Keller Springs Rd., Dallas, TX 75380 (214) 248-7878 - \$100 million of GNMA-collateralized bonds. (File 2-86039 - Aug. 23) (Br. 1 - New Issue) [S]
- (S-3) NUMERAX, INC., 230 West Passaic St., Maywood, NJ 07607 (201) 368-0170 - 111,100 shares of common stock. The company is an information systems company. (File 2-86040 - Aug. 23) (Br. 9) [S]
- (S-11) DEAN WITTER REALTY INCOME PARTNERSHIP I, L.P., 130 Liberty St., New York, NY 10006 - 100,000 units of limited partnership interest. (File 2-86041 - Aug. 23) (Br. 5 - New Issue)
- (S-1) CARE PLUS, INC., 16291 N.W. 57th Ave., Miami, FL 33114 (305) 625-1119 - 1,750,000 units. Underwriter: RLR Securities Group, Inc., 7539 West Oakland Park Blvd., Lauderhill, FL 33319. The company intends to provide in-home medical care. (File 2-86042 - Aug. 23) (Br. 6 - New Issue) [S]
- (S-6) THE GOVERNMENT SECURITIES INCOME FUND, GNMA SERIES P, One Liberty Plaza, 165 Broadway, New York, NY 10080 - an indefinite number of units of beneficial interest. Depositors: Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, 165 Broadway, New York, NY 10080; Dean Witter Reynolds Inc., Prudential-Bache Securities Inc. and Shearson/American Express Inc. (File 2-86043 - Aug. 23) (Br. 17 - New Issue)
- (S-14) DICKSON FINANCIAL CORPORATION, 101 North Main St., Dickson, TN 37055 (615) 446-3732 - 20,000 shares of common stock. (File 2-86044 - Aug. 23) (Br. 2 - New Issue)
- (S-6) THE FIRST TRUST OF INSURED MUNICIPAL BONDS, SERIES 107, 300 West Washington St., Chicago, IL 60606 - an indefinite number of units. Depositor: Clayton Brown & Associates, Inc. (File 2-86045 - Aug. 23) (Br. 18 - New Issue)
- (S-14) FIRST PERRY BANCORP, INC., 210 South Main St., Pinckneyville, IL 62274 (618) 357-9393 - 5,000 shares of common stock. (File 2-86046 - Aug. 23) (Br. 2 - New Issue)
- (S-8) RADIATION SYSTEMS, INC., 1501 Moran Rd., Sterling, VA 22170 (703) 450-5680 - 310,000 shares of common stock. (File 2-86047 - Aug. 23) (Br. 7)
- (S-15) FREEPORT-MCMORAN INC., 200 Park Ave., New York, NY 10166 (212) 578-9200 - 3,200,000 shares of common stock. (File 2-86048 - Aug. 23) (Br. 5)
- (S-1) TIME ENERGY SYSTEMS, INC., 2900 Wilcrest Dr., Houston, TX 77042 (713) 780-8532 - 515,000 shares of common stock. The company develops and markets computerized energy management systems. (File 2-86049 - Aug. 24) (Br. 10) [S]
- (S-8) GENERAL INSTRUMENT CORPORATION, 1775 Broadway, New York, NY 10019 (212) 708-7800 - 1,500,000 shares of common stock. (File 2-86050 - Aug. 24) (Br. 8)