

sec news digest

Issue 82-100

May 25, 1982

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 seating is available.

Meetings will be held in the Commission Meeting Room on the eighth floor of the Commission's headquarters building at 500 North Capitol Street, Washington, D.C. All visitors are required to sign in and obtain passes at the Reception Desk in the lobby. 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 - WEDNESDAY, JUNE 2, 1982 - 10:00 A.M.

The subject matter of the June 2 closed meeting will be: Litigation matter; Access to investigative files by Federal, State, or Self-Regulatory authorities; Formal orders of investigation; Settlement of administrative proceedings of an enforcement nature; Institution of administrative proceedings of an enforcement nature; Institution of injunctive action.

OPEN MEETING - THURSDAY, JUNE 3, 1982 - 10:00 A.M.

The subject matter of the June 3 open meeting will be:

(1) Consideration of whether to adopt Rule 10b-18 under the Securities Exchange Act of 1934 and to withdraw proposed Rule 13e-2 under that Act. If adopted, Rule 10b-18 would create a "safe harbor" from liability under certain antimanipulative provisions of the securities laws in connection with purchases by an issuer of its common stock. FOR FURTHER INFORMATION, PLEASE CONTACT Mary Chamberlin at (202) 272-2880.

(2) Consideration of whether to authorize publication of a release announcing: (1) revision of Guide 5 (formerly designated Guide 60) for "Preparation of Registration Statements Relating to Interests in Real Estate Limited Partnerships," of the Division of Corporation Finance's Industry Guides, concerning track record disclosure of sponsors of real estate limited partnerships; (2) amendment to the financial statement requirements of Rule 3-14 of Regulation S-X concerning "Special Instructions for Real Estate Operations to be Acquired;" and (3) conforming changes to Guide 5 and to Form 8-K for current reports under the Securities Exchange Act of 1934. FOR FURTHER INFORMATION, PLEASE CONTACT William L. Larsen at (202) 272-2604.

(3) Consideration of whether to issue a release adopting revisions to Form S-18, a simplified registration form under the Securities Act of 1933, expanding its availability to non-corporate registrants and registrants engaged in oil and gas related operations, and amending several items. FOR FURTHER INFORMATION, PLEASE CONTACT Suzanne Brannan at (202) 272-2644.

(4) Consideration of whether to publish for comment amendments to 17 CFR 201.22(e), 230.403(a), 240.12(b)-12(a) and (b), 250.22(d), 260.7a-17, 260.7a-18(a), 270.0-2(b), 270.8(b)-12(a) and (b), and 275.0-4(b), to require the use of 8-1/2 x 11 inch paper for all statements, applications, reports, documents and amendments thereto filed with the Commission. FOR FURTHER INFORMATION, PLEASE CONTACT Douglas J. Scheidt at (202) 272-2454.

(5) Consideration of whether to authorize the General Counsel to send a letter to the Subcommittee on Criminal Justice of the House Committee on the Judiciary, expressing the Commission's concerns about a provision of H.R. 5703 that would bar federal prosecutions in many cases after a person had been prosecuted by a state or local government for the same conduct that would be the basis for the federal prosecution. FOR FURTHER INFORMATION, PLEASE CONTACT Alex White at (202) 272-2444.

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: Paul Siegelbaum at (202) 272-2468.

CIVIL PROCEEDINGS

COMMISSION MOTION TO COMPEL DISCOVERY AND FOR SANCTIONS GRANTED AGAINST HYUN, KOWAL, FARLEY & CO., INC., OTHERS

The Los Angeles Regional Office announced that on April 19 the Honorable Thomas P. Young, U.S. Magistrate for the District of Hawaii, granted the Commission's Motion For An Order Compelling Discovery and Ordered Hyun, Kowal, Farley & Co., Inc. (HKF&Co), Edmund D. H. Hyun and Gregory Francis Kowal to answer or respond to the Commission's discovery requests in accordance with applicable Federal Rules of Civil Procedure (Federal Rules) and Local Rules on or before May 3, 1982.

After granting the Commission's Motion, Magistrate Young conducted a hearing on the Commission's Motion for Sanctions pursuant to Rule 37(a)(4) of the Federal Rules. Thereafter, on April 30, 1982, the Magistrate entered Findings and an Order requiring both the defendants and their attorney, jointly and severally, to pay to the Commission on or before May 28, 1982, the sum of \$1,930.40 for reasonable expenses, including attorney's fees, incurred by the Commission in obtaining such Order.

In his findings, Magistrate Young found that the defendants were without substantial justification for their failure to answer or otherwise respond to the Commission's discovery requests and that no other circumstances existed which made an award of reasonable expenses, including attorney's fees, incurred by the Commission in obtaining the Order unjust. Further, the Magistrate found that the conduct of both the defendants and their attorney necessitated the bringing of the Commission's Motion and that, therefore, they were jointly and severally liable for the payment of such expenses. The Magistrate also found that the Commission, in computing its attorney's fees incurred in obtaining the Order, properly applied as a standard for hourly rates, an hourly rate which is reasonable and customarily charged within the City and County of Honolulu, State of Hawaii.

Earlier, on August 24, 1981, the Honorable Samuel P. King, Chief Judge for the U.S. District Court for the District of Hawaii, entered an Order of Preliminary Injunction enjoining the defendants from violating or aiding and abetting violations of the net capital, customer protection and bookkeeping provisions of the Securities Exchange Act of 1934. (SEC v. Hyun, Kowal, Farley & Co., Inc., et al., U.S.D.C. Hawaii, Civil Action No. 81-0274). (LR-9677)

MARYLAND OLD LINE CORPORATION AND WALTER F. COOLING PERMANENTLY ENJOINED

The Washington Regional Office announced that on May 21 the Honorable Aubrey E. Robinson, Jr., Judge of the U.S. District Court for the District of Columbia, issued final judgments of permanent injunction against Maryland Old Line Corporation and Walter F. Cooling enjoining Old Line from further violations of the tender offer solicitation requirements and Cooling from further violations of the filing requirements of the Securities Exchange Act of 1934. The defendants consented to the entry of the final judgments without admitting or denying the allegations of the Commission's complaint.

The Commission's complaint alleges that Old Line made false and misleading statements in a Schedule 14D-9 which it filed with the Commission, concerning its

recommendation to its shareholders that they reject a tender offer. The Schedule 14d-9 failed to disclose material information concerning, among other things, an arrangement by which Cooling and others were soliciting certain Old Line shareholders to convey options to purchase their shareholdings and the execution of these options by 17 of these shareholders, including six Old Line directors. The complaint further alleges that Cooling and others formed a group which acquired more than five percent of Old Line's common stock without filing a Schedule 13D with the Commission. (SEC v. Maryland Old Line Corporation, et al., Civil Action No. 82-1407, D.D.C. 1982). (LR-9678)

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

- (S-1) S.A.F. ASSURANCE COMPANY LTD., Spithead House, Reid St., P.O. Box 2018, Hamilton 5, Bermuda - 300,000 redeemable preference shares. (File 2-77621 - May 20) (Br. 10 - New Issue)
- (S-8) GLOBAL MARINE INC., 811 West Seventh St., Los Angeles, CA 90017 (213) 846-9800 - 800,000 shares of common stock. (File 2-77649 - May 21) (Br. 3)
- (S-8) TELECREDIT, INC., 1901 Avenue of the Stars, Suite 300, Los Angeles, CA 90067 (213) 277-4061 - 150,000 shares of common stock. (File 2-77650 - May 21) (Br. 6)
- (S-8) KNUDSEN CORPORATION, 231 East 23rd St., Los Angeles, CA 90011 (213) 744-7000 - 500,000 shares of common stock; and 270,000 shares of common stock. (File 2-77652 and 2-77654 - May 21) (Br. 3)
- (S-14) RAYMARK CORPORATION, 100 Oakview Dr., Trumbull, CT 06611 (203) 371-0101 - 2,860,806 shares of common stock, and 251,395 shares of common stock. (File 2-77656 - May 21) (Br. 3 - New Issue)
- (S-1) RESOURCE EXPLORATION 1982 DRILLING PROGRAM, LTD., 3940 Fulton Drive N.W., Canton, OH 44718 - 5,000 units of preformation limited partnership interests at \$1,000 per unit. (File 2-77659 - May 21) (Br. 3 - New Issue)
- (S-8) TERADYNE, INC., 183 Essex St., Boston, MA 02111 (617) 367-7500 - 400,000 shares of common stock. (File 2-77660 - May 21) (Br. 8)
- (S-11) WESTERN INVESTMENT REAL ESTATE TRUST, 4330 California St., San Francisco, CA 94118 - 378,525 shares of beneficial interest. (File 2-77661 - May 21) (Br. 6)
- (S-1) ENERGY METHODS CORPORATION, 2850 Security Life Bldg., 1616 Glenarm Pl., Denver, CO 80202 (303) 825-5181 - \$4,500,000 of 8 convertible subordinated debentures, due 1997. Underwriter: Raymond, James & Associates, Inc. The company is an independent oil and gas company. (File 2-77662 - May 21) (Br. 3)
- (S-11) KEYSTONE MILLS, LTD., 3272 Westheimer, Suite 2, Houston, TX 77098 (713) 526-2571 - 9,000 units of limited partnership interest. (File 2-77664 - May 21) (Br. 6 - New Issue)
- (S-2) SHAW RESOURCES, INC., 3719 Arlington Ave., Suite 3, Riverside, CA 92506 - 15,000,000 shares of common stock. Underwriter: Centennial State Securities, Inc., Orchard Place IV, Suite 200, 5990 South Syracuse St., Englewood, CO 80111. (File 2-77665 - May 21) (Br. 4 - New Issue)
- (S-16) THE TIMKEN COMPANY, 1835 Dueber Ave., S.W., Canton, OH 44706 (216) 438-3000 - 225,000 shares of common stock. (File 2-77669 - May 21) (Br. 9)
- (S-14) GREAT WESTERN MINES COMPANY, 3408 Washington Blvd., Ogden, UT 84401 (801) 394-6667 - 10,678,100 shares of common stock. (File 2-77670 - May 21) (Br. 2)

- (S-3) **BANKAMERICA CORPORATION**, Bank of America Center, 555 California St., San Francisco, CA 94104 (415) 622-2091 - \$500 million of debt securities. (File 2-77674 - May 21) (Br. 2) [S]
- (S-1) **SUMMA MEDICAL CORPORATION**, 3240 Juan Tobo, N.E., Suite C-2, Albuquerque, NM 87111 (505) 294-5197 - 1,250,000 shares of common stock. Underwriter: Montgomery Securities. The company was formed to develop and produce tracer drugs for the clinical diagnosis and localization of cancer. (File 2-77675 - May 21) (Br. 4)
- (S-8) **DONALDSON, LUFKIN & JENRETTE, INC.**, 140 Broadway, New York, NY 10005 (212) 902-4000 - \$5 million of participations. (File 2-77676 - May 21) (Br. 1)
- (S-8) **INTERNATIONAL TELEPHONE AND TELEGRAPH CORPORATION**, 320 Park Ave., New York, NY 10022 (212) 752-6000 - 8,565,313 shares of common stock. (File 2-77677 - May 21) (Br. 5)
- (S-6) **NATIONAL MUNICIPAL TRUST, FIFTY-EIGHTH SERIES**, One New York Plaza, New York, NY 10004 - 13,000 units. Depositor: Thomson McKinnon Securities Inc. (File 2-77679 - May 21) (Br. 18 - New Issue)
- (S-8) **RIECHHOLD CHEMICALS, INC.**, 525 North Broadway, White Plains, NY 10603 (914) 682-5700 - 500,000 shares of common stock. (File 2-77680 - May 21) (Br. 1)
- (S-8) **COMPUTER & COMMUNICATIONS TECHNOLOGY CORP.**, 495 South Fairview Ave., Santa Barbara, CA 93117 (805) 964-0771 - 1,371,676 shares of common stock. (File 2-77681 - May 21) (Br. 7)
- (S-15) **HARCOURT BRACE JOVANOVIICH, INC.**, 757 Third Ave., New York, NY 10017 (212) 888-4444 - 55,000 shares of common stock; and 174,000 shares of common stock. (File 2-77682 and 2-77686 - May 21) (Br. 2)
- (S-8) **HONEYWELL INC.**, Honeywell Plaza, Minneapolis, MN 55408 (612) 870-2786 - 11,738 shares of common stock. (File 2-77687 - May 21) (Br. 8)
- (S-16) **AMERICAN ELECTRIC POWER COMPANY, INC.**, 180 East Broad St., Columbus, OH 43215 (614) 223-1000 - 6,000,000 shares of common stock. (File 2-77688 - May 21) (Br. 8)
- (S-8) **DELTA DATA SYSTEMS CORPORATION**, 2595 Metropolitan Dr., Trevoese, PA 19047 (215) 322-5400 - 1,000,000 shares of common stock. (File 2-77689 - May 21) (Br. 10)
- (S-8) **TRC COMPANIES, INC.**, 800 Connecticut Blvd., East Hartford, CT 06108 (203) 789-1511 - 10,000 shares of common stock. (File 2-77690 - May 21) (Br. 5)
- (S-8) **JONES INTERCABLE, INC.**, 5275 DTC Pkwy., Englewood, CO 80111 (303) 740-9700 - 650,000 shares of Class A common stock. (File 2-77691 - May 21) (Br. 7)
- (S-1) **UNITED AMERICAN EQUIPMENT FUND I/UNITED AMERICAN EQUIPMENT FUND II**, 600-B NCNB Bldg., 101 West Friendly Ave., P.O. Box 748, Greensboro, NC 27402 - 5,000 units (Fund I and Fund II, each). (File 2-77692 - May 21) (Br. 5 - New Issue)
- (S-8) **PIEDMONT AVIATION, INC.**, Smith Reynolds Airport, Winston-Salem, NC 27156 (919) 767-5675 - 250,000 shares of common stock. (File 2-77693 - May 21) (Br. 3)

REGISTRATIONS EFFECTIVE

May 17: Hasbro Industries, Inc., 2-77482; Meridian Bancorp, 2-77226; People Restaurants, Inc., 2-77384; Sunbelt Income Properties Fund, 2-73157; University High Equity Real Estate Fund II, 2-76087.

May 18: Armstrong World Industries, Inc., 2-77518; Blackburn - Sanford Option Income Fund, Inc., 2-74730; ConAgra, Inc., 2-77569; First Jersey National Corporation, 2-76450; Lorimar, 2-76565; MCI Communications Corp., 2-77487; NBC Bank Corp., 2-77067; National Municipal Trust, Fifty-Sixth Series, 2-76441; Strategraphic Resources Drilling Program 1982, 2-76854; U.S. Home Corporation, 2-77510; Union Bancorp of West Virginia, Inc., 2-77201.

May 19: First Jersey National Corporation, 2-76449; Home Life Money Management Fund, Inc., 2-75330.

REGISTRATIONS WITHDRAWN

May 5: Franklin Capital Corp., 2-75870-A.

May 10: Rosebrand Products, Inc., 2-73554; TVC Image Technology, Inc., 2-73322.

May 11: ABT Computer Graphics Corporation, 2-70163.

May 18: Viral Genetics, Inc., 2-72641.