

sec news digest

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July 15, 1976

COMMISSION ANNOUNCEMENTS

U.S. SECURITIES AND EXCHANGE COMMISSION

BERKLEY LAND AND INVESTMENT COMPANY REGULATION A EXEMPTION SUSPENDED PERMANENTLY

Administrative Law Judge David J. Markun has filed an initial decision ordering that the temporary suspension of the Regulation A exemption of Berkley Land and Investment Corporation, a Virginia company, be made permanent. The decision, which is subject to review by the Commission on its own motion or on petition of a party, is based upon findings that the corporation's proposed offering of securities under Regulation A pursuant to Section 3(b) of the Securities Act would be in violation of the antifraud provisions of Section 17(a) of the Act if made. Specifically, the decision finds that the Issuer failed to file financial statements required by Regulation A, that it failed to cooperate with the Commission's staff in that it refused to allow its books to be examined unless the staff accepted an unwarranted condition, and that its offering circular omitted to state a number of material facts necessary to keep various statements made in the offering circular, in light of the conditions under which they were made, from being misleading. The material omissions found involved, among other things, the nature of the Issuer's business and the intended use of proceeds.

SEC ADVISORY COMMITTEE ON REPLACEMENT COST IMPLEMENTATION MEETING ANNOUNCED

The SEC Advisory Committee on Replacement Cost Implementation will conduct a meeting on August 9, 1976, at the Securities and Exchange Commission, 500 North Capitol St., Washington, D.C., beginning at 9:30 a.m. This meeting will be open to the public.

This will be the third meeting of the Advisory Committee. (A notice was already issued regarding the fourth meeting on September 17, 1976). The purpose of the meeting is to (1) discuss the Chief Accountant's recommended solutions to questions put before the Advisory Committee at its previous meeting (June 29, 1976), (2) discuss various aspects of the Commission's replacement cost regulation and (3) discuss implementation questions having come to the attention of the Chief Accountant of the Commission since the date of the previous meetings.

Further information on this matter may be obtained by writing: Mr. George A. Fitzsimmons, Securities and Exchange Commission, 500 North Capitol St., Washington, D.C. 20549.

INVESTMENT COMPANY ACT RELEASES

MONEY RATES INCOME FUND

A notice has been issued giving interested persons until August 12 to request a hearing on a proposal by the Commission to declare that Money Rates Income Fund, Inc., of Norwalk, Connecticut, has ceased to be an investment company. (Rel. IC-9343 - July 12)

TRADING SUSPENSIONS

ADDITIONAL ACTION ON TWO TRADING SUSPENSIONS

The SEC has announced the suspension of exchange and over-the-counter trading in the securities of Equity Funding Corp. and Orion Capital Corp., its reorganized successor, and Diversified Industries, Inc. for the further ten-day period July 20 - 29, inclusive.

SECURITIES ACT REGISTRATIONS

(S-1) TRANS WORLD AIRLINES, INC.

605 Third Ave., New York, N.Y. 10016 - 2,000,000 shares of common stock, to be offered for sale through underwriters headed by Dillon, Read & Co. Inc., 46 William St., New York, N.Y. 10005. The company is engaged primarily in commercial air transportation. (File 2-56645 - June 18)

(S-6) E. F. HUTTON TAX-EXEMPT FUND, NATIONAL SERIES 26

One Battery Park Plaza, New York, N.Y. 10004 - \$15 million of units. The Fund is one of a series of unit investment trusts created under a trust indenture and agreement among E. F. Hutton & Company Inc., as sponsor, United States Trust Company of New York, as trustee and Standard & Poor's Corporation, as evaluator. The Fund consists of interest-bearing obligations of states, counties, territories and municipalities of the United States and authorities or political subdivisions thereof, the interest of which is, in the opinion of bond counsel, exempt from Federal income tax under existing law. (File 2-56662 - June 22)

(S-16) THE STANLEY WORKS

195 Lake St., New Britain, Conn. 06050 - 9,919 shares of common stock, which may be offered for sale from time to time by certain shareholders at prices current at the time of sale. The Stanley Works is a manufacturer of hardware and tools. (File 2-56678 - June 24)

(S-14) SUN COMPANY, INC.

100 Matsonford Rd., Radnor, Pa. 19087 - 160,000 shares of common stock, to be issued to the shareholders of Stop-M-Go Foods, Inc., in connection with the merger of Stop-M-Go Foods, Inc. into a wholly-owned subsidiary of Sun. Such shares of Sun common stock will be exchanged at the rate of approximately .274 Sun shares for each share of Stop-M-Go Foods common stock outstanding. Sun is an integrated oil enterprise. (File 2-56709 - June 28)

(S-7) SEABOARD COAST LINE INDUSTRIES, INC .

3600 West Broad St., Richmond, Va. 23230 - 250,000 shares of common stock, to be offered for purchase under a dividend reinvestment and stock purchase plan. Seaboard Coast Line Industries, Inc. is a railroad holding company. (File 2-56724 - June 29)

(S-1) ALANTHUS CORPORATION

111 High Ridge Rd., Stamford, Conn. 06905 - 1,100,000 shares of common stock and 550,000 warrants to purchase 550,000 shares of common stock, to be offered for sale in units consisting of two shares of common stock and one warrant, by underwriters represented by C.E. Unterberg, Towbin Co., 61 Broadway, New York, N.Y. 10006. The company is engaged in the business of leasing computer and copying/duplicating equipment. (File 2-56726 - June 29)

(S-1) PREMIER ANGUS, INC.

2421 Production Dr., Indianapolis, Ind. 46241 - \$15 million of limited partnership interests in Integrated Cattle Systems 1976, a Texas limited partnership with Premier Angus, Inc. as general partner, in units of \$1,000 each with a minimum of \$5,000 per investor. Integrated Cattle Systems 1976 will be formed to engage in integrated cattle breeding and feeding operations. (File 2-56730 - June 30)

(S-6) AMERICAN INCOME TRUST, SERIES 1

215 North Main St., West Bend, Wis. 53095 - \$4,725,000 of units, to be offered for sale at net asset value (\$1,050 maximum). The Trust is the first of a proposed series of unit investment trusts to be created under a trust indenture among B. C. Ziegler and Company, as sponsor, First Wisconsin Trust Company, as trustee, and Interactive Data Services, Inc., as evaluator. The Trust's primary objective is providing a high level of current income through investment in a fixed portfolio of intermediate to long-term debt obligations of corporations and other entities. (File 2-56808 - July 9)

3 Gateway Center, Pittsburgh, Pa. 15263 - \$75 million of first mortgage bonds - Series N, due 1996, to be offered for sale through underwriters headed by Lehman Brothers Inc., One William St., New York, N.Y. 10004, and Goldman, Sachs 6 Co., 55 Broad St., New York, N.Y. 10004. Jones & Laughlin Steel Corporation is a fully integrated steel producer. (File 2-56822 - July 14)

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:

Potomac Electric Power Co., Washington, D.C. (File 2-56792 - July 8) - 140,000 shares

First National Bank In Dallas, Dallas, Tex. (File 2-56816 - July 13) - 50,000

Jostens, Inc., Minneapolis, Minn. (File 2-56817 - July 13) - 34,371 shares American Financial Corp., Cincinnati, Ohio (File 2-56818 - July 12) - 350,000 shares

Total Petroleum (North America) Ltd., Calgary, Alberta, Canada T2P OM9 (File 2-56820 - July 6) - 300,000 shares
Godfrey Co., Waukesha, Wis. (File 2-56819 - July 12) - 63,125 shares

Brown & Sharpe Manufacturing Co., North Kingstown, R.I. (File 2-56821 - July 13) - 50,000 shares

REGISTRATIONS EFFECTIVE

<u>July 12</u>: Continental Telephone Corp., 2-56682; Hartfield-Zodys Inc., 2-56657; Insured Municipals Income Trust, Series 6, 2-56642; Leigh Products, Inc., 2-56426.

NOTE TO DEALERS. When applicable the 90-day period of time dealers are required to use the prospectus is noted above in parentheses after the name of the issuer. As to the other issuers, there may be no such requirement to use a prospectus, or the requirement may be for a period of only 40 days; see Section 4(3) of the Securities Act of 1933 and Rule 174 (17 CFR 230.174) thereunder.

RECENT 8K FILINGS

Form 8K is a report which must be filed with the SEC by the 10th of the month after any of the following important events or changes: changes in control of the registrant; acquisition or disposition of assets; legal proceedings; changes in securities (i.e., collateral for registered securities); defaults upon senior securities; increase or decrease in the amount of securities outstanding; options to purchase securities; revaluation of assets; submission of matters to a vote of security holders.

The companies listed below have filed Form 8-K reports for the month indicated, responding to the item of the form specified. 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 items of the form was included in Monday's News Digest.

COMPANY	ITEM NO.	MONTH
ELECTRONIC ASSISTANCE CORP	11.14	06/76
FEDERAL MOGUL CORP	8	06/76
FIRESTONE TIRE & RUBBER CO	3	06/76
FIRST TRAVEL CORP	13	06/76
FLYING DIAMOND DIL CORP	3	06/76
FOLIO ONE PRODUCTIONS LTD	8	06/76
GENERAL GROWTH PROPERTIES	7,8	06/76
GENGE INC	1,8,11	06/76
GREATER PROVIDENCE DEPOSIT CORP	11,14	05/76
HALLCRAFT HOMES INC	6,14	04/76
HARNISCHFEGER CORP	7	06/76
HARSCO CORP	7	06/76
HAZELTINE CORP	13	06/76
HOLDING CORP OF AMERICA	2,7,14	06/76
HORIZON CORP	3,14	06/76
HURST PERFORMANCE INC	8,11,13	06/76
IDEAL TOY CORP	11,13,14	06/76
IDENTICON CORP	. 6	06/76

INGS CONT.		
INTERNATIONAL BASIC ECONOMY CORP EMPLOYE	11	06/76
INTERNATIONAL LIFE INSURANCE CO OF BUFFA	11,14	06/76
KANE MILLER CORP	7,10,14	06/76
KEARNEY NATIONAL INC	4.7.8.14	06/76
KEENE CORP	7,14	06/76
KNIGHT INDUSTRIES INC	13	06/76
LOUISIANA PACIFIC RESOURCES INC	13	06/76
LSB INDUSTRIES INC	4,7,8,10,14	06/76
LSL CORP	11,14	06/76
MARSH SUPERMARKETS INC	7	06/76
MEDIA HORIZONS INC	2,13	06/76
MIDLAND GLASS CO INC	8	06/76
MISSISSIPPI POWER CO	11,13,14	06/76
MISSOURI PUBLIC SERVICE CO	3,14	06/76
MLI INC	13	06/76
MOHAWK RUBBER CO	13	06/76
MORTGAGE TRUST OF AMERICA	10,14	06/76
MOSINEE PAPER CORP	7	06/76
MWA CO	13,14	06/76
NATIONAL GYPSUM CO	7,13,14	06/76
NATIONAL STUDENT MARKETING CORP	13	06/76
NATIONAL UTILITIES & INDUSTRIES CORP	3,8,13	06/76
NEONEX INTERNATIONAL LTD	2	06/76
NEW YORK TIMES CO	13.14	06/76
NICHOLS S E INC	11.14	06/76
NORDSON CORP	8	06/76
NUCLEAR DATA INC	3,11	06/76
NUCLEAR SERVICES CORP	11,14	06/76
DHIO SEALY MATTRESS MANUFACTURING CO	10	06/76
OLD TUCSON CORP	2,3,14	05/76
ORCHARD MACHINERY CORP	13	06/76
PACIFIC ENGINEERING & PRODUCTION CO OF N	11	06/76
PEP BOYS MANNY MOE & JACK	7.10	06/76
PLESSEY INC	10.14	03/76
POTOMAC EDISON CO	7,14	06/76
PROCTER & GAMBLE INTERNATIONAL CO	8	06/76
PROSHER CORP	13	06/76
PROVIDENCE GAS CO	4	06/76
PUBLIC SERVICE CO OF NEW MEXICO	7	06/76
QUALITY MILLS INC	2,11,14	06/76
REDLAKE CORP	1	06/76
RESEARCH COTTRELL INC	8,13,14	06/76
RUSSELL STOVER CANDIES INC	3	06/76
SALEM CARPET MILLS INC	11	05/76
SAUNDERS LEASING SYSTEM INC	7	05/76
SEAFIRST CORP	7	06/76
SELAS CORP OF AMERICA	13	06/76
SGL INDUSTRIES INC	13	06/76
SHOPWELL INC	13	06/76
SHOWBOAT INC	13	06/76
SKYLINE CORP	13	06/76
SMC INDUSTRIES INC	7	06/76
STAGE INDUSTRIES INC	13	06/76
STANDARD SECURITY LIFE CO OF NEW YORK	11,14	06/76
SUTRO MORTGAGE INVESTMENT TRUST	11,14	06/76
TEXASGULF INC	2,13	04/76
THALHIMER BROTHERS INC	4,7,13	06/76

Many requests for copies of documents referred to in the SEC News Digest have erroneously been directed to the Government Printing Office. Copies of such documents and of registration statements may be ordered from the Public Reference Section, Securities and Exchange Commission, Washington, D.C. 20549. The reproduction cost is 15¢ per page plus postage (\$2 minimum) and 30¢ per page plus postage for expedited handling (\$5 minimum). Cost estimates are given on request. All other referenced material is available in the SEC Docket.

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