SEC NEWSLIE GEST

Issue 76-228 (SEC Docket, Vol. 10, No. 19 - December 7)

November 24, 1976

RULES AND RELATED MATTERS

U.S. SECURITIES AND EXCHANGE COMMISSION

ADOPTION OF AMENDMENTS TO PROXY RULE 14a-8 RELATING TO SHAREHOLDER PROPOSALS

The Commission has announced the adoption of various amendments to Rule 14a-8 of the proxy rules. Rule 14a-8 sets forth the requirements applicable to proposals submitted by security holders for inclusion in the proxy soliciting materials of issuers. The amendments, as adopted, reflect many of the views expressed in the public comments received by the Commission in response to the proposed revisions to the rule published on July 7, 1976 (Rel. 34-12598), as well as the past experience of the Commission and its staff in administering Rule 14a-8.

The Commission wishes to emphasize that the amendments which it has adopted are not intended as a final resolution of the questions and issues relating to shareholder participation in corporate governance and, more generally, shareholder democracy. The Commission intends to study these issues on a broader basis and the staff is presently formulating proposals for such a study. In the interim the staff will monitor the operation of these shareholder proposal provisions to assess their impact on the proxy soliciting process.

The amendments adopted will substantially alter the former rule. Included among the revisions are amendments that would: (1) limit proponents of shareholder proposals to a maximum of two proposals of not more than 300 words each to an issuer; (2) advance the timeliness requirements applicable to both proponents and managements by 20 days each; and (3) codify a number of past interpretations of the rule by the Commission's staff, including those which have stated that beneficial owners of securities as well as record owners may submit proposals, that a proposal that may be improper under the applicable state law when framed as a mandate, may be proper when framed as a recommendation or request, that proposals may be omitted if they are moot, or if they violate any of the Commission's proxy rules or regulations, or if their implementation would require the issuer to violate any applicable law to which it is subject. (Rel. 34-12999)

DECISIONS IN ADMINISTRATIVE PROCEEDINGS

LUIS DELACRUZ BARRED

The Commission has barred Luis Delacruz, of New York, New York, from association with any investment adviser or investment company. The sanctions were based on findings that Delacruz had been convicted in state court of grand larceny and had violated and caused, aided and abetted violations of the provisions of the Investment Company Act of 1940 prohibiting embezzlement and requiring reports to be filed with the Commission and mailed to investment company shareholders. Delacruz consented to the findings and sanctions without admitting or denying the charges against him. (Rel. IC-9533)

ORDERS FOR PUBLIC PROCEEDINGS

PROCEEDINGS AGAINST ROSS PASCALL, OTHERS, BERNARD COLLOFF SUSPENDED

Public administrative proceedings have been ordered under the Securities Exchange Act of 1934 against Ross Pascall, Bernard Colloff, Joseph Corvino, Lewis Levine and Harold Weinberg, all former registered presentatives for Carlton Cambridge & Co. Inc., a defunct New Jersey broker-dealer. The proceedings are based upon alleged violations of the antifraud provisions of the securities laws in the offer, purchase and sale of the common stock of Dennison Personnel, Inc. during 1972 and 1973. In addition, Pascall is charged with failing reasonably to supervise, with a view to preventing the violations alleged, persons who were subject to his supervision and who committed such violations. Finally, all of the respondents are charged with having been permanently enjoined from further violations of the antifraud provisions of the securities laws. A hearing will be scheduled to take evidence on the charges against the respondents.

Simultaneous with the institution of this proceeding, the Commission accepted an offer of settlement submitted by Colloff without admitting or denying the allegations contained in the order for proceedings. In accordance with this offer, the Commission has suspended Colloff from association with any broker, dealer or investment company for a period of one year. (Rel. 34-12984)

COMMISSION ANNOUNCEMENTS

ACCOUNTANT RESIGNS FROM COMMISSION PRACTICE:

The Commission has accepted the resignation of Paul D. Klinger of Flourtown, Pennsylvania from Commission practice. Klinger resigned following a non-public investigation to determine whether his audit of a broker-dealer had been made in accordance with generally accepted auditing standards and the minimum audit requirements set forth in Form X-17A-5. Klinger's resignation was tendered without admitting or denying any lack of adherence to such standards and requirements. (Rel. ASR-201)

JAMES A. CLARKSON, III, NAMED ACTING DIRECTOR OF REGIONAL OFFICE OPERATIONS

Chairman Roderick M. Hills announced the appointment of James A. Clarkson, III, Assistant Director of the Division of Enforcement, as Acting Director of Regional Office Operations in the Office of the Executive Director.

Mr. Clarkson joined the Commission in 1969 as an attorney in the Division of Trading and Markets. He has served successively since that time as an attorney in the Division of Corporation Finance and as legal assistant to both former Commissioner Hugh F. Owens and Commissioner Irving M. Pollack. Mr. Clarkson was appointed as an Assistant Director of the Division of Enforcement in June, 1974.

A graduate of Princeton University, Mr. Clarkson received a Masters Degree in Business Administration from Columbia University and a J.D. degree from New York University School of Law.

As Acting Director of Regional Office Operations, Mr. Clarkson will assist each of the Commission's Regional Administrators in developing standards for the more efficient use of manpower and other budgetary allocations provided to the regions. He will also direct the Commission's continuing efforts to more fully coordinate regional office regulatory and enforcement programs with the Commission's principal headquarters units.

For the present time, Mr. Clarkson will also continue to retain his present responsibilities in the Division of Enforcement where he supervises the Office of Regional Office Assistance and Program Management.

COURT ENFORCEMENT ACTIONS

CRIMINAL INFORMATION FILED AGAINST ROBERT E. CLOUD

The Fort Worth Regional Office announced that on November 11 a criminal information was filed in the Federal District Court, Tyler, Texas, charging Robert E. Cloud, Longview, Texas, with criminal contempt of a federal court order entered on September 29, 1965, permanently enjoining Cloud from violations of the registration provisions of the securities laws.

The information alleged that Cloud, in wilful disobedience of the Court's order of September 29, 1965, offered and sold fractional undivided working interests in Nevada mining leases issued by Cloud, doing business as Wildhorse Mining Property, without complying with the registration provisions of the securities laws. (U.S. v. Robert E. Cloud, TY-76-39-CR, E.D. Tex.). (LR-7661)

NICHOLAS CHIOLA SENTENCED

The Chicago Regional Office announced that on September 14 Nicholas Chiola was sentenced to a term of two years in prison by U.S. District Court Judge Joel M. Flaum. (U.S. v. Nicholas Chiola, N.D. Ill., 76-CR-194). (LR-7662)

BAUSCH & LOMB INCORPORATED

Harvey L. Pitt, the Commisson's General Counsel, announced that the Commission has filed a notice of appeal from the final judgment, entered on October 1, 1976, in SEC v. Bausch & Lomb Incorporated and Daniel G. Schuman, 73 Civ. 2458 (S.D.N.Y.), which

dismissed the action with prejudice and on the merits against defendants Bausch & Lomb Incorporated and Daniel G. Schuman. (SEC v. Bausch & Lomb Incorporated and Daniel G. Schuman, 73 Civ. 2458, S.D.N.Y.). (LR-7663)

COMPLAINT NAMES BERNARD G. MAXWELL

The Chicago Regional Office announced the filing of a complaint in the U.S. District Court for the Southern District of Illinois, Northern Division, against Bernard G. Maxwell, of Pekin, Illinois, charging him with violations of the registration and antifraud provisions of the securities statutes in the sale of debentures of the Library Central Choir Association, Inc.

The complaint alleges that since about July, 1972, through the present, the defendant sold the unregistered securities of the Library Central Choir Association, Inc., and in doing so made misrepresentations and omissions of material facts regarding the financial condition of the Association, the soundness of the debentures, the taxability of the interest received on the debentures, Maxwell's background, and others. (SEC v. Bernard G. Maxwell, Civil Action No. P-Civ.- 76-125). (LR-7664)

HOLDING COMPANY ACT RELEASES

AMERICAN ELECTRIC POWER COMPANY

A notice has been issued giving interested persons until December 20 to request a hearing on a proposal of American Electric Power Company, Inc. (AEP), a registered holding company and Michigan Power Company (MPC), one of its subsidiaries, that MPC be granted an extension of time to issue notes to banks through December 31, 1977 in an amount of \$4 million and that AEP be given the same extension to make open account advances to MPC in an amount of up to \$12 million. (Rel. 35-19772 - Nov. 23)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by The Depository Trust Company under Rule 19b-4 (SR-DTC-76-10) relating to DTC's proposed dividend reinvestment service. (Rel. 34-13001)

LISTING DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING SOUGHT

Notices have been issued giving interested persons until December 3 to request a hearing on applications of the following stock exchanges for unlisted trading privileges in the common stock of Mobil Corporation (Delaware): Cincinnati Stock Exchange; Midwest Stock Exchange, Inc.; and Pacific Stock Exchange, Inc. (Rel. 34-13006)

SECURITIES ACT REGISTRATIONS

(S-7) DIAMOND SHAMROCK CORPORATION

1100 Superior Ave., Cleveland, Ohio 44114 - \$125 million of sinking fund debentures, due 2001. Kuhn, Loeb & Co. and Merrill Lynch, Pierce, Fenner & Smith Inc. will comanage the underwriting group for the issue. Diamond Shamrock Corporation is a diversified company with primary interests in chemicals and oil and gas. (File 2-57692 - Nov. 19)

(S-16) GEORGIA-PACIFIC CORPORATION

900 S.W. Fifth Ave., Portland, Ore. 97204 - a maximum of 3,355,637 shares of common stock, reserved for issuance upon conversion of the company's outstanding 6-1/4% convertible subordinated debentures, due 2000, to be offered for sale after conversion by purchasers represented by Blyth Eastman Dillon & Co. Inc., One Chase Manhattan Plaza, New York, N.Y. 10005. The company is engaged in the forest products business. (File 2-57706 - Nov. 22)

Suite 1700, Campbell Centre, 8350 North Central Expressway, Dallas, Tex. 75206 - 841,260 shares of common stock, to be distributed to the common stockholders and certain holders of stock options of Southern Union Company. The company is engaged in oil and gas exploration and production. (File 2-57710 - Nov. 22)

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:

Computer Communications, Inc., Torrance, Cal. (File 2-57654 - Nov. 15) - 266,410 shares

Vertipile Inc., Leominster, Mass. (File 2-57658 - Nov. 15) - 25,000 shares The Toro Co., Minneapolis, Minn. (File 2-57669 - Nov. 15) - 175,000 shares Consolidated Foods Corp., Chicago, III. (File 2-57672 - Nov. 16) - 1,000,000 shares Health-Chem Corp., New York, N.Y. (File 2-57673 - Nov. 16) - 465,000 shares Marriott Corp., Washington, D.C. (File 2-57678 - Nov. 16) - 1,000,000 shares Wallace Business Forms, Inc., Hillside, III. (File 2-57680 - Nov. 17) - 100,000 shares

Kirsch Co., Sturgis, Mich. (File 2-57684 - Nov. 17) - 150,000 shares
Gulf & Western Industries, Inc., New York, N.Y. (File 2-57690 - Nov. 18) - 1,326
shares

REGISTRATIONS EFFECTIVE

Nov. 22: Air Products & Chemicals, Inc., 2-57480; American General Insurance Co., 2-57217; Casco-Northern Corp., 2-57324; Earth Resources Co., 2-57459; First Tennessee National Corp., 2-57312; Kentucky Utilities Co., 2-57476; Midland-Guardian Co., 2-57343; Monongahela Power Co., 2-57522; Omark Industries, Inc., 2-57635; Philadelphia Electric Co., 2-57502; Rollins, Inc., 2-57670; Tefahot Israel Mortgage Bank Ltd., 2-55864; Telecor Inc., 2-57370; West Penn Power Co., 2-57523.

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.

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission within 10 days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds 5%. The following companies or individuals filed Schedule 13D's during the period November 8 - 18, 1976 . The number of shares of the security which are beneficially owned, and the number of shares concerning which there is a right to acquire are set forth for each beneficial owner.

REPORTING COMPANY OR INDIVIDUAL	ISSUER & NUMBER OF SHARES	DATE FILED
* Hollander & Co., Inc. Silent Hoist & Crane Co., Inc., et al	Jaeger Machine Co. (Columbus, Ohio) Common Stock - 183,735 shs.	11-8-76
* H. A. Pope & Sons, Inc.	Forum Restaurants, Inc. (Kansas City, Mo.) Common Stock - 112,462 shs.	11-8-76
* Pacific Holding Corp.	International Mining Corp. (New York City) Common Stock - 297,400 shs.	11 - 8-76
* Herald Co.	Booth Newspapers, Inc. (Ann Arbor, Mich.) Common Stock - 7,258,817 shs. (97%) (5,381,158 of above shares were acquired pursuant to the Tender Offer.)	11-8-76
* Sun Ventures, Inc.	Process Systems, Inc. (Salt Lake City, Utah) Common Stock - 584,900 shs. (27%) Common Stock - 600,000 shs. on exercise of Warrants	11-8-76
John J. Newgard	Electro-Nucleonics Inc. (Fairfield, N.J.) Common Stock - 400,000 shs.	11-9-76

ACQUISITION REPORTS CONT.

BITTON ALPONTS CONT.		
Rosario Resources Corp.	Fresnillo Co. (New York City) Common Stock - 169,254 shs. (15%) (168,152 of above shares were acquired from International Mining Corp.)	11-9-76
* E. Bergstrom A. Bergstrom, et al	Diebold Venture Capital Corp. (Seattle, Wash.) Capital Stock - 440,900 shs.	11-9-76
* First Ohio Investment Group, Inc.	Republic-Franklin Life Insurance Co. (Columbus, Ohio)	11-9-76
	C1 A Common - 168,616 shs. C1 B Common - 33,333 shs.	
David C. Bintliff	Southwest Bancshares, Inc. (Houston, Texas) Common Stock - 321,000 shs.	11-10-76
Scott A. Mabusth	Mustang Investment Corp. (Bloomington, Minn.) Common Stock - 711,000 shs. (Above shares were acquired pursuant to an Exchange Agreement.)	11-10-76
L. F. Rothschild	Zapata Exploration Corp. (Houston, Texas) 526 Convertible Debentures - \$1,080,000	11-10-76
* Lamson & Sessions Co.	Youngstown Steel Door Co. (Cleveland, Ohio) Common Stock - 1,212,966 shs. (94.08%) (Above shares were acquired pursuant to the Tender Offer.)	11-10-76
* Kappa Systems, Inc.	Resource Management Corp. (Bethesda, Md.) Common Stock - 404,012 shs.	11-10-76
* Executive Industries, Inc. Employee Stock Bonus Trust	Executive Industries, Inc. (Anaheim, Calif.) Common Stock - 154,382 shs.	11-10-76
* DPF Incorporated	Interstate Brands Corp. (Kansas City, Mo.) Common Stock - 1,152,541 shs. (49.5%)	11-10-76
Morry M. Mason	Taylor International Corp. (Las Vegas, Nev.) Common Stock - 91,708 shs. (Mr. Mason is also obligated to purchase an additional 31,000 pursuant to a stock purchase agreement.)	11-11-76
Fidelity Corp.	Orion Capital Corp. (Parsippany, N.J.) Common Stock - 784,880 shs.	11-11-76
Robert Vincent Mathison Jean Rowe Mathison, et al	Rowe Furniture Corp. (Salem, Va.) Common Stock - 581,047 shs.	11-11-76
Timothy J. Rooney Daniel M. Rooney Arthur J. Rooney, Jr., et al	William Penn Racing Association (Philadelphia, Pa Cl A Non-Voting Common Stock - 253,160 shs.	.)11-11-76
Massasoit Greyhound Association Inc. Holmes, Inc., et al	Revere Racing Association, Inc. (Revere, Mass.) Common Stock - 91,148 shs.	11-11-76
* Joel Greenberg	Bluebird, Inc. (Chicago, Ill.) Common Stock - 802,800 shs.	11-11-76
* Richard W. Jones	Mitchum, Jones & Templeton, Inc. (Los Angeles, Calif.) Common Stock - 73,678 (16.25%)	11-11-76
* J. P. Cullen & Son Corp.	Milwaukee Professional Sports & Services, Inc. (Milwaukee, Wisc.) Common Stock - 201,200 shs.	11-11-76
* Clifford A. Skiles, Jr.	Prochemco, Inc. (Amarillo, Tex.) Common Stock - 97,961 shs.	11-11-76

* Frank Sinatra Milton A. Rudin	Del E. Webb Corp. (Phoenix, Arix.) Common Stock - 550,000 shs.	11-11-76
* Indian Wells Oil Co.	Kathol Petroleum, Inc. (Wichita, Kans.) Common Stock - 3,840,004 shs. (Above shares were purchased pursuant to the Tender Offer.)	11-11-76
* Alvin Siteman, Individually and as Trustee	Mark Twain Bancshares, Inc. (St. Louis, Mo.) Common Stock - 62,683 shs. (Included above are shares owned by his wife and children.)	11-11-76
Clabir Corp.	General Recreation, Inc. (Albuquerque, N.M.) Common Stock - 95,100 shs.	11-12-76
Mesa Petroleum Co.	General American Oil Co. of Texas (Dallas, Tex.) Common Stock 495,717 shs.	11-12-76
Charles M. Diker Western Investment Associates	Archon Inc. (City of Industry, Calif.) Common Stock - 54,282 shs.	11-12-76
Bartaco Industries Ltd. (Canada)	Redlaw Enterprises Inc. (Toronto, Ontario, Canada Common Stock - 1,188,000 shs. (52%) (Above shares were acquired pursuant to a Purchase Agreement. In addition, Bartaco has an option to acquire up to 200,000 shares of Common Stock from TALcorp Associates Ltd.)) 11-12-76
* Combustion Engineering Inc.	Gray Tool Co. (Houston, Texas) Common Stock - 1,734,341 shs.	11-12-76
* Hillhaven, Inc.	Merit Corp. (Memphis, Tenn.) Common Stock - 80,200 shs.	11-12-76
* Fred Adams, Jr.	Cal-Maine Foods, Inc. (Jackson, Miss.) Common Stock - 1,366,904 shs. Series A Preferred Stock - 10,000 shs.	11-12-76
* Wirtz Corp.	Medical Investment Corp. (Minneapolis, Minn.) Common Stock - 949,871 shs. Sr. Convertible Notes - \$500,000	11-12-76
Manufacturers Hanover Trust Co.	HOP Corp. (No. Hollywood, Calif.) Common Stock - 302,952 shs. (Above shares were acquired pursuant to an Exchange Agreement.)	11-15-76
Sidney M. Baer	After Six, Inc. (Philadelphia, Pa.) Common Stock - 158,591 shs. (Included above are shares owned by his wife.)	11-15-76
Phoenix Mutual Life Insurance Co. Pacific Mutual Life Insurance Co., et al	Atlanta Gas Light Co. (Atlanta, Ga.) 9.3% Series Preferred Stock - 100,000 shs.	11-15-76
Dorchester Gas Corp.	Arabian Shield Development Co. (Dallas, Tex.) Common Stock - 121,600 shs. Common Stock - 350,000 shs. on conversion of Debentures Common Stock - 100,000 shs. on exercise of Warrants % Notes - \$100,000 Prin. Amt.	11-15-76
* H. P. Skoglund George B. Cook, et al	Ormand Industries, Inc. (Los Angeles, Calif.) Common Stock - 175,554 shs.	11-15-76
* William Belzberg (Canada) Hyman Belzberg (Canada) Samuel Belzberg (Canada)	Far West Financial Corp. (Newport Beach, Calif.) Common Stock - 665,900 shs. (33.9%)	11-15-76

ACQUISITION REPORTS CONT.

* Transco Realty Trust	Hospital Mortgage Group (No. Miami, Fla.) Shares of Beneficial Interest - 151,700	11 - 15-76
* Fuji Heavy Industries, Ltd. (Japan)	Subaru of America, Inc. (Pennsauken, N.J.) Common Stock - 2,251,000 shs.	11-15-76
* Econtech Ltd. (Canada) (Wholly-owned subsidiary of Cemp Investments Ltd.) Cemp Investments Ltd. (Canada)	Bow Valley Industries Ltd. (Calgary, Alberta, Canada) Common Stock - 291,500 shs.	11-15-76
* Sandoz Seed Co. (Wholly-owned subsidiary of Sandoz Ltd. (Switzerland)	Northrop, King & Co. (Minneapolis, Minn.) Common Stock - 10,015,791 shs. (98.8%) (9,638,791 of above shares were acquired pursuant to the Tender Offer. 377,000 of above shares are owned by Sandoz Itd.)	11-15-76
Ivan F. Boesky and Co.	Sea World, Inc. (San Diego, Calif.) Common Stock - 145,426 shs.	11-16-76
Goldman, Sachs & Co.	Sea World, Inc. (San Diego, Calif.) Common Stock - 109,636 shs.	11-16-76
Murchison Brothers John D. Murchison C. W. Murchison, Jr., Individually and as Trustees	Kirby Exploration Co. (Houston, Tex.) Common Stock - 519,270 shs. (Above shares were acquired pursuant to a liquidating distribution from Kirby Industries, Inc.)	11-16-76
* Dover Securities, Inc.	Syracuse China Corp. (Syracuse, N.Y.) Common Stock - 135,640 shs. (18.7%)	11-16-76
* Wilmington Securities, Inc.	Shakespeare Co. (Columbia, S.C.) Common Stock - 662,000 shs. (27.2%)	11-16-76
* Comstock Fund, Inc.	Ohio-Sealy Mattress Manufacturing Co. (Cleveland, Ohio) Common Stock - 128,000 shs.	11-16-76

* Amended Acquisition Report

The following have made offers to acquire stock of companies listed below pursuant to tender offers as reported to the Commission on Schedule 13D:

OFFER TO PURCHASE BY:	ISSUER & NUMBER OF SHARES TO BE PURCHASED	DATE FILED
Piper, Jaffray & Hopwood Incorporated	Piper Jaffray Inc. (Minneapolis, Minn.) Common Stock - 154,377 shs. for cash at \$14.00 net per share	11-17-76
*Superior Tube Company	Williams and Company, Inc. (Pittsburgh, Pa.) Common Stock - All outstanding shares for cash at \$25.00 net per share (The amended offer increased the price from \$22.00)	11-18-76

* Amended Tender Offer

NOTICE

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 10¢ per page plus postage (7 days) (\$3.50 minimum); 20¢ per page plus postage for expedited service (4 days) (\$5.00 minimum) and 30¢ per page plus postage for priority service overnight (\$5,00) minimum). Cost estimates are given on request. All other reference material is available in the SEC Docket.

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