Issue 81-108

June 5, 1981

U.S. SECURITIES AND EXCHANGE COMMISSION

COMMISSION ANNOUNCEMENTS

DANIEL GOELZER TO BE EXECUTIVE ASSISTANT TO THE CHAIRMAN

Chairman John S.R. Shad announced today the appointment of Daniel L. Goelzer to be Executive Assistant to the Chairman. Mr. Goelzer, 34, had previously served in that post for some two and one-half years under Mr. Shad's predecessor. In February 1981, simultaneous with the departure of former Chairman Williams, he was appointed Associate General Counsel (Counselling) in the Office of General Counsel. Chairman Shad has requested that Mr. Goelzer continue to serve as Executive Assistant and he will return to the Office of the Chairman beginning on Monday, June 8.

Mr. Goelzer joined the Commission as a staff attorney in the Office of General Counsel in 1974, following a clerkship with the Honorable Thomas E. Fairchild, U.S. Court of Appeals for the Seventh Circuit. He advanced within the General Counse's Office to the position of Special Counsel. In 1977 he became Special Counsel to the Chairman, and was appointed Executive Assistant in August 1978.

Mr. Goelzer received a bachelor's degree from the University of Wisconsin in 1969, a J.D. degree from the University of Wisconsin Law School in 1973, and an LL.M. degree from the National Law Center, George Washington University in 1978. He is also a certified public accountant.

ADMINISTRATIVE PROCEEDINGS

STOP ORDER INSTITUTED AGAINST SYNTHETIC FUELS, INC.

The Commission announced on May 29 that it made findings and issued a Stop Order, pursuant to Section 8(d) of the Securities Act of 1933, suspending the effectiveness of the registration statement filed by Synthetic Fuels, Inc., a Colorado corporation. The Commission then terminated the stop order in light of a corrected registration statement filed by Synthetic Fuels, and ordered the company to comply with its undertaking to distribute the corrected prospectus. Synthetic Fuels consented to the entry of the order and findings without admitting or denying the findings.

The Commission found that untrue, false and misleading statements were made in the registration statement concerning the construction of an ethanol plant. The untrue, false and misleading nature of such statements was indicated by inconsistent statements made at a "due diligence" meeting on April 8, 1981, conducted by the underwriter, OTC Net, Inc. of Denver, Colorado. (Rel. 33-6319)

NASD'S REFUSAL TO PERMIT EMPLOYMENT OF M. J. COEN AFFIRMED

The Commission has affirmed the NASD's refusal to permit one of its member firms to employ M. J. Coen of Kansas City, Missouri, as a salesman. The member's request was necessary because the Commission had barred Coen in 1976 from association with any broker or dealer, based on findings that he had violated antifraud, registration and reporting provisions of the securities acts, and had been permanently enjoined from violations of those acts.

In deciding to deny its member's application to employ Coen, the NASD considered the circumstances which gave rise to Coen's bar; three prior disciplinary actions taken against Coen by the NASD; a court decision in a private action which found that Coen had committed additional violations of antifraud provisions; and the

Commodity Futures Trading Commission's recent denial of Coen's application to become registered as an associated person of a futures commission merchant, based in part on Coen's failure to disclose a prior NASD suspension. The NASD concluded that, in light of Coen's prior misconduct, its member's proposed supervision of Coen would be inadequate.

The Commission stated: "Coen has made no showing that would justify our reversal of the NASD. In cases of this sort which are based on a prior [bar], Congress has granted the Association broad discretion. Coen's history of serious misconduct, extending over a period of many years, and the questionable supervision that would be accorded his activities ..., clearly justify the NASD's refusal to permit his re-entry into the securities business at this time." (Rel. 34-17820)

CIVIL PROCEEDINGS

SIERRA LIFE INSURANCE COMPANY, OTHERS ORDERED TO COMPLY WITH UNDERTAKING

The Seattle Regional Office announced that on May 6 Sierra Life Insurance Company of Twin Falls, Idaho, Carl D. Ettinger, Darlene F. Frazier (as personal representative of Fred M. Frazier, deceased), Lyle F. Frazier, John Hadley, Lyle M. Jones, A. Bob Jordan, Lucile H. McClintock and Robert R. Nunnelley were ordered by U.S. District Court Judge Ray McNichols to comply with their undertaking to the U.S. District Court for the District of Odaho concerning certain disclosures of material facts to be made to Sierra's public shareholders and disgorgement by some of the defendants of profits on insider trading activities, the parties to the undertaking having waived findings of fact and conclusions of law. The complaint alleged violations of the antifraud provisions of the Securities Act of 1933, and Section 10(b) and Rule 10b-5 under the Securities Exchange Act of 1934 in connection with transactions in Sierra's common stock, in addition to violations of reporting provisions under the Exchange Act. Sandia Life Insurance Company, a New Mexico life insurance company in dissolution, was dismissed as a defendant. As part of the settlement Sierra agreed to the dismissal of the Commission as a defendant in a prior action before the same Court instituted by Sierra in November, 1977 to enjoin the Commission's impending litigation. (SEC v. Sierra Life Insurance Company, et al., U.S.D.C. Idaho, Civil Action No. 78-1016). (LR-9368)

INVESTMENT COMPANY ACT RELEASES

STATE MUTUAL SECURITIES, INC.

A notice has been issued giving interested persons until June 29 to request a hearing on an application of State Mutual Securities, Inc. (Fund), a registered, closed-end, diversified investment company, and its investment adviser, State Mutual Life Assurance Company of America (Insurance Company), for an order pursuant to Section 17(d) of the Investment Company Act of 1940 and Rule 17d-1 thereunder, amending an existing order, to permit the Insurance Company, subject to specified amended conditions, to invest at direct placement for its general account in securities the purchase of which would be consistent with the investment policies of the Fund, under an arrangement which would enable the Fund to choose whether to purchase none of such securities, or to purchase an amount up to the entire amount of such securities purchased by the Insurance Company. (Rel. IC-11804 – June 4)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Chicago Board Options Exchange, Incorporated has filed a proposed rule change under Rule 19b-4 (SR-CBOE-81-4) to revise certain of its rules with respect to joint accounts. Publication of the proposal is expected to be made in the <u>Federal Register</u> during the week of June 8. (Rel. 34-17834)

APPROVAL OF PROPOSED RULE CHANGES

The Commission has approved proposed rule changes filed by the following: The Pacific Stock Exchange, Inc. (SR-PSE-80-27) which will permit members that operate more than one specialist post to meet PSE's minimum post capital requirements on an averaging basis rather than on a post by post basis. (Rel. 34-17837); and The Stock Clearing Corporation of Philadelphia (SR-SCCP-81-2), as billing agent for the Philadelphia Depository Trust Company, establishing a monthly account fee for pledgee banks. (Rel. 34-17838)

NOTICE AND APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved, on an accelerated basis, a proposed rule change filed by the Securities Investor Protection Corporation (SIPC-81-1) making technical conforming changes to certain SIPC rules which are necessitated by the Bankruptcy Reform Act of 1978. (Rel. SIPA-98)

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; and whether the registration statement is a New Issue.

- (S-8) MANUFACTURERS BANCORP, INC., 1731 South Broadway, St. Louis, MO 63104 (314) 421-3200 20,000 shares of common stock. (File 2-71810 June 3) (Br. 1)
- (S-16) TRANSTECHNOLOGY CORPORATION, Suite 400, Union Bank Plaza, 15322 Ventura Blvd., Sherman Oaks, CA 91403 (213) 990-5920 47,050 shares of common stock. (File 2-71828 June 2) (Br. 6)
- (S-8) OMEX, 2323 Owen St., Santa Clara, CA 95051 339,930 shares of common stock. (File 2-72094 Apr. 30) (Br. 7)
- (S-8) LONGS DRUG STORES, INC., 141 North Civic Dr., P.O. Box 5222, Walnut Creek, CA 94596 (415) 937-1170 545,740 shares of common stock. (File 2-72195 May 8)
- (S-18) SCOTT INSTRUMENTS CORPORATION, 815 North Elm, Denton, TX 76201 208,736 shares of common stock. The company is engaged in research and development of speech recognition technology for commercial application. (File 2-72532-FW May 28) (Br. 8 New Issue)
- (S-18) COMPUTER DESIGNED SYSTEMS, INC., 10911 Olson Memorial Highway, Minneapolis, MN 55441 700,000 shares of common stock. Underwriter: Craig-Hallum, Inc. The company is a single source for the total data processing requirements of businesses in the manufacturing, wholesale distribution and medical industries. (File 2-72547-C May 29) (Br. 10 New Issue)
- (S-18) UNITED FINANCIAL GROUP, INC., 9901 Wayzata Blvd., Minnetonka, MN 55426 2,000,000 shares of common stock. Underwriter: Adams, James, Foor & Company, Inc., Oklahoma City, OK. The company is engaged primarily in the securities broker-dealer and investment banking business. (File 2-72560-C May 29) (Br. 1:-New Issue)
- (N-1) IDS LIFE SPECIAL INCOME FUND I, INC., IDS Tower, Minneapolis, MN 55402 (612) 372-3131 - an indefinite number of shares of common stock. (File 2-72585 -May 29) (Br. 17 - New Issue)
- (S-8) SEAFIRST CORPORATION, 1001 Fourth Ave., Seattle, WA 98154 (206) 583-3190 365,296 shares of common stock. (File 2-72604 June 1) (Br. 1)
- (S-1) FLOATING POINT SYSTEMS, INC., P.O. Box 23489, Portland, OR 97223 1,270,000 shares of common stock. Underwriters: L.F. Rothschild, Unterberg, Towbin and Smith Barney, Harris Upham & Co. Incorporated. The company designs, manufactures, markets and services high-speed special purpose computers called array processors. (File 2-72605 June 3) (Br. 1)

- (S-16) BALTIMORE GAS AND ELECTRIC COMPANY, Gas and Electric Bldg., Charles Center, Baltimore, MD 21201 (301) 234-5811 - 3,000,000 shares of common stock. The company is engaged in producing, purchasing and selling electricity, among other things. (File 2-72607 - June 3) (Br. 7)
- (S-8) AIR FLORIDA SYSTEM, INC., Suite 590, 3900 N.W. 79th Ave., Miami, FL 33166 (305) 592-8550 500,000 shares of common stock. (File 2-72608 June 3) (Br. 3)
- (S-8) LEWIS ENERGY CORPORATION, 2316 United Bank Center, 1700 Broadway, Denver, CO 80290 (303) 837-0896 1,100,000 shares of common stock. (File 2-72609 June 3)
- (S-8) MAY PETROLEUM INC., 800 One Lincoln Centre, 5400 LBJ Freeway LB8, Dallas, TX 75240 (214) 934-9600 411,750 shares of common stock. (File 2-72610 June 3) (Br. 4)
- (S-1) ACADEMY COMPUTING CORPORATION, 2601 N.W. Expressway, Suite 110E, Oklahoma City, OK 73112 (405) 840-2791 1,381,750 shares of common stock. The company is engaged in operating and managing an automated underground utility protection system. (File 2-72611 June 3) (Br. 10 New Issue)
- (S-1) TUCKER ANTHONY RESOURCES 1981, One Beacon St., Second Floor, Boston, MA 02106 (617) 725-2000 - 3,500 units of limited partnership interest. (File 2-72612 -June 3) (Br. 9 - New Issue)
- (S-7) CRIDITHRIFT FINANCIAL CORPORATION, 601 N.W. Second St., Evansville, IN 47708 (812) 424-8031 - \$50 million of % senior notes, due June 15, 1991. Underwriter: Merrill Lynch White Weld Capital Markets Group. (File 2-72613 - June 3) (Br. 1)
- (N-1) FRANKLIN TAX-FREE MONEY FUND, 155 Bovet Rd., San Mateo, CA 94402 (415) 574-8800
 an indefinite number of shares of common stock. (File 2-72614 June 3) (Br. 18
 New Issue)
- (S-8) MANUFACTURERS HANOVER CORPORATION, 350 Park Ave., New York, NY 10022 (212) 350-5824 800,000 shares of common stock. (File 2-72616 June 3) (Br. 1)
- (S-6) TAX EXEMPT SECURITIES TRUST, SERIES 52, 1345 Avenue of the Americas, New York, NY 10019 - 15,000 units. Depositors: Smith Barney, Harris Upham & Co. Incorporated, 1345 Avenue of the Americas, New York, NY 10019, Kidder, Peabody & Co. Incorporated and Drexel Burnham Lambert Incorporated. (File 2-72617 - June 3) (Br. 16 -New Issue)
- (N-1EL24) AXE-HOUGHTON MONEY MARKET FUND, INC., 400 Benedict Ave., Tarrytown, NY 10591 (914) 631-8131 an indefinite number of securities. (File 2-72618 June 3) (Br. 18 New Issue)
- (S-16) ALASKA INTERSTATE COMPANY, 5051 Westheimer, Houston, TX 77056 (713) 621-8710 -1,000,000 shares of common stock. The company is engaged in energy-related businesses. (File 2-72619 - June 4) -(Br. 5)
- (S-1) ALPINE GEOPHYSICAL CORPORATION, 111 Brook St., Scarsdale, NY 10583 600,000 shares of common stock. Underwriter: Jesup & Lamont Securities Co., Inc., 100 Park Ave., New York, NY 10017. The company furnishes oceanographic and geophysical services to the oil and gas industry and government agencies. (File 2-72620 June 4) (Br. 5)
- (S-16) SHELL OIL COMPANY, One Shell Plaza, Houston, TX 77002 (713) 241-4083 -\$200 million of % notes, due 1991, and \$300 million of % debentures, due 2011. Underwriter: Morgan Stanley & Co. Incorporated, 55 Water St., New York, NY. (File 2-72621 - June 4) (Br. 3)
- (S-8) HARTE-HANKS COMMUNICATIONS, INC., 901 N.E. Loop 410, San Antonio, TX 78209 (512) 828-8361 300,000 shares of common stock. The company is a broad-based communications company. (File 2-72622 June 4) (Br. 2)

- (S-16) FOREMOST-MCKESSON, INC., One Post St., San Francisco, CA 94104 (415) 983-8300 • \$65 million of % convertible subordinated debentures, due 2006. Underwriter: Morgan Stanley & Co. Incorporated, 55 Water St., New York, NY. The company is a diversified corporation whose businesses include both proprietary products and services and distribution services. (File 2-72623 - June 4) (Br. 4)
- (S-16) GEOSOURCE INC., 2700 South Post Oak Rd., Houston, TX 77056 (713) 961-1111 -755,897 shares of common stock. (File 2-72624 - June 4) (Br. 4)
- (S-6) NUVEEN TAX-EXEMPT BOND FUND, SERIES 183, 209 South LaSalle St., Chicago, IL 60604 - an indefinite number of units. Depositor: John Nuveen & Co. Incorporated. (File 2-72625 - June 3) (Br. 16 - New Issue)
- (S-14) SOUTHEASTERN BANKING CORPORATION, 101 Love St., Folkston, GA 31537 (912) 496-7345 - 75,000 shares of common stock. (File 2-72626 - June 4) New Issue)
- (S-8) HAMMERMILL PAPER COMPANY, 1540 East Lake Rd., Erie, PA 16533 (814) 456-8811 -400,000 shares of common stock. (File 2-72627 - June 4) (Br. 8)
- (S-8) SBT CORPORATION, 2 East Bryan St., Savannah, GA 31412 (912) 234-3441 an indeterminate number of shares. (File 2-72628 - June 4) (Br. 2)
- (S-8) BLISS & LAUGHLIN INDUSTRIES INCORPORATED, 122 West 22nd St., Oak Brook, IL 60521 (312) 654-3350 - 552,861 shares of common stock. (File 2-72629 - June 4) (Br. 6)
- (S-15) UTAH BANCORPORATION, 80 West Broadway, Salt Lake City, UT 84101 (801) 973-5371 - 188,355 shares of common stock. (File 2-72630 - June 4) (Br. 2 - New Issue)
- (S-16) TECH/OPS, INC., One Beacon St., Boston, MA 02108 (617) 523-2030 10,000 shares of common stock. The company is engaged in the sale of products and services in the areas of technology and broadcasting. (File 2-72631 - June 4)
- (S-16) PUBLIC SERVICE ELECTRIC AND GAS COMPANY, 80 Park Plaza, Newark, NJ 07101 (201) 430-7000 - 5,000,000 shares of common stock. Underwriter: Merrill Lynch White Weld Capital Markets Group and Kidder, Peabody & Co. Incorporated. The company is engaged in providing electric and gas service. (File 2-72632 - June 4)
- (S-16) THE BROOKLYN UNION GAS COMPANY, 195 Montague St., Brooklyn, NY 11201 (212) 643-2000 - \$50 million of first mortgage bonds, &Series due 2001. Underwriters: Merrill Lynch White Weld Capital Markets Group and Salomon Brothers. The company distributes natural gas. (File 2-72633 - June 4) (Br. 7)

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%. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within forty-five days after the end of the calendar year in which the person became subject to Section 13(d)(1). The following companies or individuals filed Schedule 13D's during the period May 15 - 18, 1981. 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. *Amended Acquisition Reports.

REPORTING COMPANY OR INDIVIDUAL

ISSUER & NUMBER OF SHARES

DATE FILED

Brierley Investments Ltd. (New Zealand), Parent Industrial Equity (Pacific) Ltd. (Hong Kong) Wilbur Enterprises Ltd. (Hong Kong), et al

Consumers Water Company (Portland, ME) Common Stock - 44,500 shs.

5-15-81

* Nathan Greene Bishopric, Inc. Rose-Ilene Greene S. John Davies, Jr. KDI Corporation (Cincinnati, OH) Common Stock - 946,837 shs. (11.83%) 5-15-81

ACQUISITION REPORTS CONT.

* Troy & Nichols, Inc.	Kimbrough Investment Company (Jackson, MS) Common Stock - 2,059,323 shs. (53%) Common Stock - 489,086 shs. on exercise of options	5-15-81
Karen Diamond, Custodian	Miner Industries, Inc. (NYC) Common Stock - 50,000 shs.	5-15-81
Gene S. Booker	Nuclear Data, Inc. (Schaumberg, IL) Common Stock - 100 shs.	5-15-81
Edwin S. Schweig	Nuclear Data, Inc. (Schaumberg, IL) Common Stock - 86,750 shs.	5-15-81
* Karman Corporation	Triangle Corporation (Stamford, CT) Common Stock - 100,800 shs. (10.3%)	5-15-81
* Victor L. Sayyah Sayyah Corporation HCA, Inc. Inter-Region Associates Corp., et al	Bankers Union Life Insurance Co. (Englewood, CO) Common Stock - 265,818 shs. (79%)	5-18-81
* Republic Mutual Insurance Co.	Celina Financial Corp. (Celina, OH) Class A Common Stock - 51,000 shs.	5-18- 81
Frederick H. Prince Trust of June 3, 1932 F. H. Prince & Co., Inc. USY & T Industries Inc. Central Manufacturing District, et al	Central National Chicago Corp. (Chicago, IL) Common Stock - 166,175 shs. (15%) Common Stock - 333,333 shs. (23.1%) on conversion of Preferred Stock Common Stock - 50,000 shs. on exercise of an option	5-18-81
Gordon Cohen	Commercial International Corp. (Selma, CA) Common Stock - 15,000 shs.	5-18-81
Laurie Cohen	Commercial International Corp. (Selma, CA) Common Stock - 15,000 shs.	5-18-81
Joan M. Cohen	Commercial International Corp. (Selma, CA) Common Stock - 20,000 shs.	5-18-81
* David H. Murdock Murdock Investment Corp. Pacific Holding Corporation International Mining Corp.	Flexi-Van Corporation (NYC) Common Stock - 1,170,361 shs. (19.7%) Common Stock - 10,205 shs. on conversion of Bonds	5-18-81
Viridian Investments, Ltd. TBK Partners, Ltd.	Fortune National Corporation (Pittsburgh, PA) Common Stock - 62,980 shs.	5-18-81
Sven G. Stackig	General Kinetics Inc. (Rockville, MD) Common Stock - 60,000 shs.	5-18-81
* R. B. Pamplin R. B. Pamplin, Jr., Individually and as Trustee Katherine R. Pamplin Marilyn H. Pamplin, et al	Harley Corporation (Spartanburg, SC) Common Stock - 135,839 shs. (11.9%)	5-18-81
* Washington Holding, Inc.	International Bank (Washington, DC) Class A Common Stock - 1,026,500 shs. (14.9%)	5-18-81
Philip J. Birbara	Lane Wood, Inc. (Dallas, TX) Common Stock - 4,000 shs.	5-19-81
* Victor L. Sayyah Sayyah Corporation HCA, Inc. Inter-Region Associates Corp.	National Heritage Management Corp. (Englewood, CO) Common Stock - 1,625,173 shs. (87.4%)	5-19-81

Lawton L. Clark	Page Petroleum Ltd. (Calgary, Albt., Canada) Common Stock - 687,699 shs. (19.7%) Common Stock - 3,333 shs. on exercise of options (Included above are shares owned by family members.)	5-18-81
* Asahi Overseas Corporation (Wholly-owned subsidiary of Asahi Corp. (Japan) Richard Hayes Hillman Judith A. Hillman Kiyoshi Yamachika, et al	Phone-Mate, Inc. (Torrance, CA) Common Stock - 1,201,372 shs. Common Stock - 231,750 shs. on exercise of options	51881
Federated Reinsurance Corp. (Wholly-owned subsidiary of Federated Development Co.)	Security Capital Corporation (NYC) Common Stock - 479,700 shs.	5-18-81
Voirons S.A. Panama (Panama)	Southern States Petroleum Corp. (Nashville, TN) Common Stock - 965,000 shs.	5-18-81
* Edwin J. Beinecke, Jr. William S. Beinecke Frederick W. Beinecke, II Helen B. Beinecke, et al	Sperry & Hutchinson Co. (NYC) Common Stock - 4,426,787 shs. (47.3%)	5-19-81
* Trafalgar Industries, Inc. Nelson Peltz Gerald Guterman Gerald Guterman & Co., Inc.,	Sterling Bancorp (NYC). Common Stock - 710,200 shs. (14.3%) (Trafalgar has entered into an agreement to et al exchange 350,000 of its shares with Guterman for 239,200 shares of Sterling.)	5-18-81

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, registration statements, and other filings may be ordered by writing to the Public Reference Branch, Securities and Exchange Commission, Washington, D.C. 20549. When you are ordering more than one, we prefer that the documents be listed in alphabetical order by registrant name to expedite service. Cost estimates are given on request. Two types of service are available through the Public Reference Branch, one of which (priority service) is also available directly from the SEC's service contractor.

REGULAR SERVICE — The regular service reproduction cost is 10c per page, including applicable sales taxes, plus postage (\$5.00 minimum order). Regular service orders will be shipped within seven calendar days of the receipt by the SEC's service contractor of your request, forwarded from the Public Reference Branch. Slight delays may occur if the materials to be copied are not already in the contractor's master files.

PRIORITY SERVICE—Copies of documents may be ordered by telephone directly from the SEC's service contractor by calling 301/951-1350. The priority reproduction cost is 35¢ per page plus postage and applicable sales taxes (\$10.00 minimum order). Priority service orders will be shipped by 4:00 PM of the working day following the day of your telephoned request for materials already in the contractor's master files. Cost estimates are given on request.

All other reference material is available in the SEC Docket.

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SEC DOCKET is published weekly. Subscription rates: \$79.00/yr in U.S. first class mail; \$98.75 elsewhere.

SEC MONTHLY STATISTICAL REVIEW is published monthly. Subscription rates: \$19.00/yr in U.S. first class mail; \$23.75 elsewhere.

The News Digest, the Docket, and the Statistical Review are for sale by the Superintendent of Documents, Government Printing Office, Washington, D.C. 20402.

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