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RULE PROPOSALS AND ADOPTIONS

RULE 9b-1 ADOPTED. The SEC announced the adoption of Rule 9b-1 under the Securities Exchange Act of 1934, 17 CFR 240.9b-1, effective January 7, 1974. The new rule prohibits transactions on an exchange in puts, calls, straddles and other options or privileges of buying or selling a security except in accordance with a plan established by the exchange that the Commission has declared to be effective as being necessary or appropriate in the public interest or for the protection of investors. (Rel. 34-10552)

PROPOSAL TO ADOPT RULE 3a12-4 AND RESCIND RULE 15a-1. The SEC announced a proposal to adopt Rule 3a12-4 and rescind Rule 15a-1 under the Securities Exchange Act of 1934. The principal effect of the new rule would be to exempt broker-dealers dealing solely in whole loan mortgages (under certain conditions) and other exempt securities from the operation of subsections (a) and (c)(3) of Section 15 of the Act which provide, respectively, for registration of broker-dealers and for regulation of their financial responsibility by the Commission. Rule 15a-1 currently provides only an exemption from the operation of the registration requirement of broker-dealers.

Interested persons are invited to submit comments on the proposal to George A. Fitzsimmons, Secretary, Securities and Exchange Commission, Washington, D. C. 20549, on or before January 31, 1974. (Rel. 34-10551)

DECISIONS IN ADMINISTRATIVE PROCEEDING

IMH SECURITIES CORP. DENIED BROKER-DEALER REGISTRATION, SITNIK SUSPENDED. An order has been issued denying the application for broker-dealer registration of IMH Securities Corp., of Arlington, Va., and suspending Stanley Sitnik, its owner and president, from association with any broker-dealer for 30 days. The order also barred Sitnik from participating in underwritings, but after two years he may apply for lifting of this restriction upon a showing that he has received appropriate training in the duties of an underwriter.

According to the decision, in the filing of a registration statement by I.M.H.-ONE and the offering of limited partnership interests covered by that statement, IMH Securities Corp., the designated underwriter, and Sitnik, who signed the registration statement as a director of the issuer's corporate general partner, violated various provisions of the securities laws. Among other things, it was found that IMH Securities Corp. engaged in the broker-dealer business without being registered, and that I.M.H.-ONE's registration statement failed to disclose that Sitnik & Co., a registered broker-dealer of which Sitnik is sole proprietor, would participate in the offering and falsely stated that IMH Securities Corp. was not affiliated with the issuer's general partner.

IMH Securities and Sitnik, without admitting or denying the charges against them, consented to the findings and the indicated sanctions. Such findings do not affect pending administrative stop order proceedings with respect to I.M.H.-ONE's registration statement. (Rel. 34-10543)

COMMISSION ANNOUNCEMENTS

PEPSICO OVERSEAS CORPORATION. A notice has been issued giving interested persons until January 7 to request a hearing on an application of PepsiCo Overseas Corporation (the Company), wholly-owned subsidiary of PepsiCo, Inc. (PepsiCo), pursuant to Section 12(h) of the Securities Exchange Act of 1934 ("the Act") for an order exempting the company from the reporting requirements of Section 13(a) of the Act. The company was organized for the principal purpose of obtaining funds for the capital requirements of PepsiCo's international operations. The Company's 4-1/2% Guaranteed Debentures due 1981 are listed on the New York Stock Exchange, where only limited trading has occurred. (Rel. 34-10559)

MARKET REGULATION POSITIONS FILLED. Lee A. Pickard, Director of the Division of Market Regulation, today announced two key appointments to the Division's staff. Francis R. (Tony) Snodgrass has been named Chief Counsel of the Division and Daniel J. Piliero II has been named Assistant Director heading the Office of Broker-Dealer Examination Program.

Mr. Snodgrass will be responsible for advising on those provisions of the Securities Exchange Act of 1934 administered by the Division of Market Regulation and for assisting with regard to proposals for new legislation affecting the Division and rules relating to the work of the Division. He was born in the District of Columbia and has returned to Washington after practicing law in the City of New York. Mr. Snodgrass is a graduate of Princeton University and received his legal education at Harvard Law School.

Mr. Piliero will be responsible for the Commission's broker-dealer examination program including the development, coordination and monitoring of early warning, surveillance and examination programs of the various self-regulating authorities and the Commission. In addition, he will supervise the Commission's activities in connection with a Model Compliance Program for brokers and dealers and will be responsible for the Division's training program. Mr. Piliero came to the Division after serving as Special Counsel to the Chairman. A native New Yorker, Mr. Piliero graduated from Fordham University School of Law, and, after serving as a law clerk in the U.S. District Court for the Southern District of New York, practiced law in New York City.

INITIAL DECISION REVOKES REGISTRATION OF KOSS SECURITIES CORPORATION. Administrative Law Judge David J. Markun has filed an initial decision revoking the registration as a broker-dealer of Koss Securities Corporation of New York, N.Y., and expelling the firm from the NASD. Also sanctioned was Theodore Koss, president of the firm, who was barred from association with a broker dealer with the proviso that after four months following the effective date of the order he may apply to become associated with a broker dealer in other than a proprietary, managerial, or supervisory capacity upon a showing that he will be properly supervised and that his association will not otherwise be contrary to the public interest.

The order is based upon findings that during the first quarter of 1970 Registrant wilfully violated and Koss wilfully aided and abetted violations of Section 5(a) of the Securities Act of 1933 by selling unregistered shares of Spectrum, Ltd., and that the firm and Koss wilfully violated and wilfully aided and abetted during the same period the antifraud provisions of Section 17(a) of the Securities Act and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder in connection with the sale of Spectrum stock.

The decision is subject to review by the Commission on its own motion or on petition of a party.

TRADING SUSPENDED IN PARKVIEW-GEM SECURITIES. The SEC announced the suspension of over-the-counter trading in the securities of Parkview-Gem, Inc., of Kansas City, Mo., for the ten-day period beginning December 13 and terminating at midnight (EST) on December 22, 1973.

The Commission initiated the suspension because of the lack of accurate and adequate current information concerning Parkview's operations and financial condition. Parkview is delinquent in filing a Form 10-K report for the fiscal year ended July 28, 1973. The company informed the Commission that it is preparing to file a petition under either Chapter X or Chapter XI of the Bankruptcy Act. (Rel 34-10558)

COURT ENFORCEMENT ACTIONS

INJUNCTION ORDERED AGAINST GENERAL HOST, CHAIRMAN. The SEC announced that on December 10 the Federal court for the Southern District of New York had permanently enjoined General Host Corporation and Harris J. Ashton, its chairman, from violations of the antifraud, fraud in connection with tender offers, antimanipulative, false proxy, securities ownership reporting and other reporting provisions of the securities laws and the provisions under the Investment Company Act prohibiting transaction by an affiliated person with an investment company and joint transactions with an investment company. The defendants consented to the order without admitting or denying the allegations.

General Host was ordered to adopt certain specified procedures to be used in attempts to acquire control of other corporations. General Host was also restrained from using the assets of an employee plan in acquisition attempts and was ordered to arrange for annuities to beneficiaries of the plan. Ashton was ordered to sell within five years the 10,000 shares purchased by him from General Host in 1969 at a substantial discount from the market, provided that any sale proceeds in excess of the purchase price and any dividends be paid to General Host; Ashton may not vote the shares pending sale. He was also ordered to pay a share of interest income lost by General Host as a result of an investment in a certificate of deposit to fund a loan for a co-defendant. Ashton represented in his consent that he resigned from the Board of Directors of Franklin Custodian Fund, a registered investment company.

The alleged violations stemmed from General Host's attempted takeover of Armour & Co., its takeover of Li'l General Stores, Inc. and transactions with and involving Goldfield Corp. in connection with the takeover efforts and efforts by General Host to divest its Armour block. (LR-6174)

INDIANA GAS CO. An order has been issued authorizing Indiana Gas Company, Inc., an exempt holding company, to purchase all of the outstanding common stock of Central Indiana Gas Company, wholly-owned subsidiary of American Natural Gas Company, for \$20.5 million. (Rel. 35-18218)

VGS CORPORATION. A notice has been issued giving interested persons until December 27 to request a hearing on a plan filed by VGS Corporation and its subsidiary, Vermont Gas Systems, Inc., proposing the divestiture of Vermont's stock by VGS to VGS shareholders and the subsequent termination of VGS' registration as a holding company. (Rel. 35-18219)

METROPOLITAN EDISON CO. An order has been issued for a hearing to begin January 9, 1974 on a post-effective amendment by Metropolitan Edison Company, subsidiary of General Public Utilities Corporation, to extend the period for soliciting bondholder consents to proposed amendments to its first mortgage bond indenture until February 1, 1974. A Met Ed bondholder requested the hearing to challenge the proxy solicitation materials on grounds that they are false and misleading and omit certain material facts. (Rel. 35-18220)

INVESTMENT COMPANY ACT RELEASES

BACHE & CO. An order has been issued exempting Bache & Company, Incorporated as representative of a group of underwriters proposing to underwrite a public offering of the shares of Massachusetts Fund for Income, a management investment company registered under the Act, from the provisions of the Act which incorporate the insider trading provisions of the Securities Exchange Act of 1934, insofar as such provisions might apply to any transactions by the underwriters incident to the public distribution of shares of the Fund. (Rel. IC-8135)

THE DREYFUS CORP. A notice has been issued giving interested persons until January 7 to request a hearing on an application of eight unit investment trusts, each registered under the Investment Company Act of 1940, and the Bank of New York, for an order permitting the Bank, as custodian for the trusts, to hold 5% of the assets of each of the trusts as "book shares", i.e., as entries on the records of the transfer agent of the underlying investment company in which the assets of each trust are invested. (Rel. IC-8136)

ECKMAR CORP. An order has been issued temporarily exempting Eckmar Corp., subject to certain conditions, from Section 7 of the Act pending the disposition by the Commission of the application previously filed by Eckmar Corp. for an order under Section 3(b)(2) declaring that it is engaged in a business other than the investment company business or, in the alternative, that it be exempted from all the provisions of the Act pursuant to Section 6(c). (Rel. IC-8138)

SECURITIES ACT REGISTRATIONS FILED

(S-6) THE CORPORATE BOND TRUST, SERIES 1, c/o Paine, Webber, Jackson & Curtis, Incorporated, 140 Broadway, New York, N.Y. 10005 - \$10 million of units. The Trust was created under a trust indenture among Paine, Webber, Jackson & Curtis Inc., the sponsor; United States Trust Company of New York, the trustee and Interactive Data Services, Inc., the evaluator. The Trust consists of long-term corporate debt securities rated at the time of deposit within the highest four grades assigned by Standard & Poor's Corporation, Moody's Investors Service Inc. or Fitch Investors Service. (File 2-49735 - Nov. 28)

(S-1) HILLIARD OIL & GAS, INC. (general partner), 2200 Sand Hill Rd., Menlo Park, Cal. - \$6 million of preformation limited partnership interests in the Hilliard Fund 74, Ltd. to be offered for sale at \$10,000 per unit by selected NASD members. The partnership interests are in three limited partnerships to be formed during 1974 to be designated the Hilliard Fund 74-A Ltd., the Hilliard Fund 74-B, Ltd. and the Hilliard Fund 74-C, Ltd. The partnerships will engage in a program for the exploration and development of oil and gas properties. (File 2-49736 - Nov. 29)

(S-16) DAMON CORPORATION, 115 Fourth Ave., Needham Hgts., Mass. 02194 - 274,915 shares of common stock, issuable upon conversion of 5-1/4% Convertible subordinated debentures, due 1987. Damon provides clinical laboratory and other medical services and develops, manufactures and sells medical instruments, veterinary, biological and pharmaceutical products, school and hobby products, and electronic monitoring and control systems. (File 2-49738 - Nov. 29)

(S-1) JONES INTERCABLE, INC., Suite 880 Continental National Bank Bldg., Englewood, Colo. 80110 - \$2,500,000 of Pre-Organization Subscriptions for 4,000 limited partnership interests in CATV Fund IV, a Partnership to be formed, to be offered for sale at \$500 per interest through underwriters headed by Barton and Company Incorporated, 318 Equitable Building, Denver, Colo. 80202. The Partnership will engage in the acquisition, development and operation of one or more cable television franchises or systems. (File 2-49740 - Nov. 29)

(S-14) INTERCO INCORPORATED, Ten Broadway, St. Louis, Mo. 63102 - up to 30,015 shares of common stock. These shares are part of a maximum of 142,667 shares it is proposed to offer in exchange for the outstanding shares of common stock of United Shirt Distributors, Inc., Detroit, Michigan. Based on 290,078 shares of United Common Stock outstanding, the exchange ratio will be within the range of 2.0332 to 2.5750 shares of United Common Stock for each share of Interco common stock. Interco manufactures footwear and apparel and merchandizes various popular priced consumer goods. (File 2-49741 - Nov. 29)

(S-1) GULF & WESTERN INDUSTRIES, INC., 1 Gulf & Western Plaza, New York, N.Y. 10023 - \$483,700 of subordinated debentures Series A, due 2003; 270,000 warrants expiring 1978 to purchase common stock and 83,667 shares of common stock, all of which may be offered for sale from time to time by certain security holders at prices current at the time of sale. Gulf & Western is a diversified company principally engaged in financial services and leisure time activities, automotive parts distribution, production of sugar, cigars, paper and building products and zinc products and manufacture of industrial products. (File 2-49742 - Nov. 29)

(S-1) WYOMING BANCORPORATION, Cheyenne National Bank Tower Bldg., Cheyenne, Wyo. 82001 221,608 shares common stock. Bancorporation proposes to offer 210,608 shares in exchange for all of the outstanding common stock of Security Bankshares, Inc., Casper, Wyoming, at a rate of 4.167 shares for each outstanding Security share. It is proposed to offer the remaining 11,000 shares in exchange for the outstanding common stock of Security Bank & Trust Company, Casper, Wyoming held by its directors, at the rate of 20 shares for each outstanding share. Bancorporation is a multi-bank holding company which owns substantially all of the outstanding capital stock of 12 Wyoming banks. It also owns all of the capital stock of a finance company located in Colorado. (File 2-49743 - Nov. 29)

SECURITIES ACT REGISTRATIONS. Effective December 13: Bioteknika International, Inc., 2-49203; Central Telephone Co., 2-49467; DHJ Industries Inc., 2-49497; General Telephone & Electronics Corp., 2-49593; Long Island Lighting Co., 2-49677; Masco Corp., 2-49779; Montreal Urban Community, 2-49610; Nevada Power Co., 2-49622; Rich's Inc. Profit Sharing Savings Plan, 2-49670; Thomson & McKinnon Auchincloss Kohlmeyer Inc., First Regional Securities, Inc. and Piper, Jaffray & Hopwood Inc., 2-49553; United Telecommunications, Inc., 2-49617.

MISCELLANEOUS

TRADING SUSPENSIONS. The SEC has announced the suspension of (a) exchange and over-the-counter trading in the securities of Stratton Group Ltd. and Koracorp Industries, and over-the-counter trading in the securities of Home-Stake Production Co. and Continental Vending Machines, Inc. for the further ten-day period December 16-25, inclusive; and (b) exchange and over-the-counter trading in the securities of Omega Alpha Inc. and over-the-counter trading in the securities of Seaboard Corp. for the further ten-day period December 17-26, inclusive.