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RULES AND RELATED MATTERS

U.S. SECURITIES AND EXCHANGE COMMISSION

ADOPTION OF AMENDMENTS TO REGISTRATION STATEMENT FORM S-8 AND RELATED NEW AND AMENDED RULES

The Commission has adopted amendments to registration statement Form S-8 and related new rules and amended rules under the Securities Act of 1933. The purpose of the amendments and the new rules is to provide a means whereby all filings on Form S-8 (both pre-effective and post-effective) will become effectively automatically, without affirmative action on the part of the Commission or its staff pursuant to delegated authority. (Rel. 33-6190)

FOR FURTHER INFORMATION CONTACT: William E. Toomey at (202) 272-2573

ADOPTION OF AN AMENDMENT TO RULE 17a-1

The Commission has announced the adoption of an amendment to Rule 17a-1 under the Securities Exchange Act of 1934 to conform the language of that rule to the language of Section 17(a)(1) of the Act as amended by the Securities Acts Amendments of 1975. Rule 17a-1 authorizes the Commission staff, under Section 17(a), to obtain copies of any documents made or received by a national securities exchange or national securities association in the course of its business as such or in the conduct of its self-regulatory activities. (Rel. 34-16598)

FOR FURTHER INFORMATION CONTACT: William S. Muller at (202) 272-2415

ADMINISTRATIVE PROCEEDINGS

R.J. LOUIS & CO., INC., OTHERS

The Commission announced the simultaneous institution and settlement of an administrative proceeding against R.J. Louis & Co., Inc. (Registrant), a registered investment adviser located in Milwaukee, Wisconsin, Louis J. Ragonese of Mequon, Wisconsin, Registrant's president and sole shareholder, and John P. Ollrogge of Shorewood, Wisconsin, Registrant's vice-president, secretary, treasurer, and a director. The Commission found that Registrant, Ragonese, and Ollrogge had been permanently enjoined by the U.S. District Court for the Northern District of Illinois from further violations of the registration and antifraud provisions of the securities laws, and that Registrant and Ragonese had also been enjoined from further violations of the broker-dealer registration provisions of the Securities Exchange Act of 1934. Based upon the above findings and the offers of settlement submitted by the respondents, the Commission censured Registrant and prohibited it from soliciting or accepting any new customers for a period of 30 days, and suspended Ragonese and Ollrogge from association with any investment adviser or affiliate thereof. The Commission also ordered Registrant and Ragonese to comply with their undertakings to reimburse certain clients, and institute certain procedures relating to the conduct of Registrant's business. Each of the respondents consented to the above findings and sanctions. (Rel. IA-712)

PROCEEDINGS INSTITUTED AGAINST HUMAN SERVICE GROUP, INC.

The Commission announced the issuance of an Order instituting administrative proceedings pursuant to Section 15(c)(4) of the Securities Exchange Act of 1934 and findings and order against Human Service Group, Inc. (HSG), a District of Columbia corporation engaged in a variety of consulting services in the health training and health education fields, and in the management and operation of two psychiatric facilities. HSG, pursuant to the terms of its Offer of Settlement, without admitting or denying the Commission's findings, consented to the issuance of the Findings and Order of the Commission.

In its Order, the Commission found that HSG failed to comply with Section 13(d) of the Exchange Act and the rules and regulations thereunder by failing to file Schedules 13D in connection with its holdings of American Health Services, Inc. between June 1972 and March 1979.

HSG was ordered to comply with the reporting requirements of Section 13(d) of the Exchange Act and the rules and regulations thereunder and to file all delinquent Schedule(s) 13D or amendments thereto. HSG was further ordered to comply with its undertakings to adopt, implement and maintain procedures designed to assure future compliance with Section 13(d) of the Exchange Act. (Rel. 34-16600)

CIVIL PROCEEDINGS

DAVID H. HALL CHARGED WITH INSIDER TRADING VIOLATIONS, OBTAINS INJUNCTION AND DISGORGEMENT OF PROFITS

The Commission announced on February 22 that the U.S. District Court for the District of Columbia permanently enjoining David H. Hall, a practicing attorney residing in New York City, from violations of the antifraud provisions of the Securities Exchange Act of 1934, and also ordered certain other equitable relief. Hall consented to the entry of Final Judgment of Permanent Injunction without admitting or denying the allegations in the complaint.

The Commission's complaint alleged that Hall devotes a major portion of his legal practice to advising publicly held companies who typically retain him as a "special shareholder relations" counsel to assist in matters such as preparing for annual meetings or defending against takeover attempts and proxy contests. The complaint charged that Hall traded in the securities of certain of these companies while in possession of material, non-public information without disclosing such information. In addition to the entry of injunctive relief against Hall, certain other equitable relief was undertaken by Hall and ordered by the court. In connection therewith, Hall agreed to make disgorgement, pursuant to a Plan of Disgorgement, of \$33,742.00 in profits he derived from certain of his securities transactions. (SEC v. David H. Hall, U.S.D.C. D.C., Civil Action No. 80-0504). (LR-9013)

CRIMINAL PROCEEDINGS

JOHN C. STERGE, OTHERS SENTENCED

The Boston Regional Office announced that the Honorable Andrew A. Caffrey, Chief Judge of the U.S. District Court for the District of Massachusetts, sentenced John C. Sterge of Boston, Massachusetts to concurrent jail terms of thirty months. He received an additional sentence of one year, to be served on and after the thirty month sentences; sentence suspended; and three years probation. First Financial Equity Corporation was sentenced to a \$1,000 fine on a plea of guilty to one count of mail fraud. Sterge, who from 1965 to 1976 was president of An-Car Oil Co., Inc., formerly located in Boston, and who was also president of First Financial Equity Corporation from 1976 to 1978, was sentenced on his plea of guilty to three counts of a nine count indictment charging him with violations of the antifraud provisions of the securities laws and mail fraud in the sale of limited partnership interests and fractional undivided working interests in oil and gas wells located in Ohio and Tennessee offered by An-Car, and in a Wyoming coal tax shelter program offered by First Financial. The court granted Sterge a stay of execution of sentence until February 29, 1980 at 10:00 a.m. The sentencing of An-Car was deferred until a later date. (U.S. v. John Sterge, et al., D. Mass., Criminal No. 79-372-C). (LR-9012)

HOLDING COMPANY ACT RELEASES

AMERICAN ELECTRIC POWER COMPANY, INC.

A supplemental order has been issued authorizing American Electric Power Company, Inc. (AEP), a registered holding company, and Appalachian Power Company, Indiana & Michigan Electric Company, Kentucky Power Company, Kingsport Power Company, Ohio Power Company, Wheeling Electric Company, all subsidiaries of AEP, to change lines of credit with banks. (Rel. 35-21442 - Feb. 20)

CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until March 17 to request a hearing on a proposal of Central and South West Corporation (CSW), a registered holding company, to amend its charter for the purpose of increasing the amount of authorized common stock. An order has been issued authorizing CSW to solicit proxies in connection with the proposed charter amendment. (Rel. 35-21443 - Feb. 21)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTINGS GRANTED

Orders have been issued granting the applications of the American Stock Exchange, Inc. to strike the specified securities of the following companies from listing and registration thereon: Tenna Corporation, common stock (no par value). (Rel. 34-16580); and Fleetwood Enterprises, Inc., call option contracts. (Rel. 34-16582)

WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until March 10 to comment on the application of Grow Group, Inc. to withdraw their common stock (\$.10 par value) from listing and registration on the American Stock Exchange, Inc. (Rel. 34-16594)

WITHDRAWAL GRANTED

Orders have been issued granting the applications of the following companies to withdraw their common stocks from listing and registration on the American Stock Exchange, Inc.: Carnation Company, \$2 par value; Baldor Electric Company, \$.10 par value; and AVX Corporation, \$1 par value. (Rel. 34-16595)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF AMENDMENTS OF PROPOSED RULE CHANGES

The following stock exchanges have filed amendments to certain proposed rule changes pursuant to Rule 19b-4: The New York Stock Exchange, Inc. [a second amendment] (SR-NYSE-77-13) concerning (1) the categories of persons associated with an NYSE member that would be required to become an approved person, (2) standards for becoming an approved person and (3) alternate means for certain foreign approved persons to comply with the NYSE requirements for examination of books and records. (Rel. 34-16566); The Midwest Stock Exchange, Inc. (SR-MSE-79-18) to amend its rules in response to certain recommendations made by the Commission's Special Study of the Options Markets. (Rel. 34-16577)

Publication of the above proposals are expected to be made in the Federal Register during the week of February 18.

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved, on an accelerated basis, a proposed rule change filed by Philadelphia Stock Exchange, Inc. (SR-PHLX-80-2) which permits public members of the Phlx Board of Governors to serve up to six years before being rotated off the Board. (Rel. 34-16576)

NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGE

The National Securities Clearing Corporation has filed a proposed rule change which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-NSCC-80-3) giving the Corporation the discretion to require settling members to provide appropriate staff in their offices during specified hours on non-clearing days. Publication of the proposal is expected to be made in the Federal Register during the week of February 19. (Rel. 34-16581)

NOTICE OF PROPOSED FILING OF AMENDMENTS TO THE
NASD/BSE, NASD/CSE, NASD/MSE AND NASD/PSE PLANS

The Commission has announced the proposed filing of amendments to the plans for allocating regulatory responsibility filed pursuant to Rule 17d-2 by the National Association of Securities Dealers, Inc. (NASD) in conjunction with the Boston Stock Exchange, Inc. (BSE), Cincinnati Stock Exchange, Inc. (CSE), Midwest Stock Exchange, Inc. (MSE), and the Pacific Stock Exchange, Inc. (PSE) (with the NASD, the parties). The amendments to the plans filed by the BSE and the CSE in conjunction with the NASD, provides for the resolution of disputes which may arise between the parties. The amendments to the plans filed by the MSE and the PSE in conjunction with the NASD relate primarily to the handling of customer complaints, the review of advertising and the resolution of disputes by arbitration. (Rel. 34-16591)

AMEX TO BEGIN TRADING CALL OPTIONS

The Commission has granted the application of the American Stock Exchange, Inc., pursuant to the terms of the voluntary moratorium on expansion of standardized options trading, to begin trading call options on the common stock of Tosco Corporation to replace call options on the common stock of Fleetwood Enterprises Inc., which was delisted involuntarily by the Amex as a result of Fleetwood's failure to satisfy the listing maintenance standards of the Amex. The Amex intends to commence trading in Tosco options on February 19, 1980. (Rel. 34-16579)

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; and File number and date filed.

- (S-16) W. R. GRACE & CO., 1114 Avenue of the Americas, New York, N.Y. 10036 (212) 764-5555 - 114,816 shares of common stock. The company is an international chemical company. (File 2-66713 - Feb. 20)
- (S-16) SOUTH CAROLINA ELECTRIC & GAS COMPANY, 328 Main St., Columbia, S.C. 29218 (803) 799-1234 - \$50 million of first and refunding mortgage bonds, Series due March 1, 2010. Underwriter: Kidder, Peabody & Co., Inc. The company is an electric and gas utility. (File 2-66714 - Feb. 21)
- (S-16) THE SOUTHERN NEW ENGLAND TELEPHONE COMPANY, 227 Church St., New Haven, Conn. 06506 (203) 771-5200 - \$150 million of forty year debentures, due March 15, 2020. Underwriters: Salomon Brothers, Blyth Eastman Paine Webber Inc., The First Boston Corporation, Merrill Lynch White Weld Capital Markets Group. (File 2-66715 - Feb. 21)
- (S-1) POLLOCK PETROLEUM INCORPORATED, 21515 Hawthorne Blvd., Suite 416, Torrance, Cal. 90503 - 2,500,000 shares of common stock. Underwriter: B. J. Leonard and Company, Inc., 5600 South Syracuse Circle, Englewood, Colo. 80111 (303) 779-9999. The company presently owns small interests in several oil and gas producing properties. (File 2-66716 - Feb. 21)
- (S-7) SAN DIEGO GAS & ELECTRIC COMPANY, 101 Ash St., San Diego, Cal. 92101 (714) 232-4252 - 2,500,000 shares of common stock. Underwriter: Merrill Lynch White Weld Capital Markets Group and Blyth Eastman Paine Webber Inc. The company is engaged in generating, purchasing and distributing electric energy. (File 2-66717 - Feb. 21)
- In a separate statement the company seeks registration of \$65 million of first mortgage bonds, Series S, due 2010. (File 2-66718 - Feb. 21)
- (S-8) SFN COMPANIES, INC., 1900 East Lake Ave., Glenview, Ill. 60025 - 845,948 shares of common stock. (File 2-66719 - Feb. 21)

- (S-6) THE FIRST TRUST OF INSURED MUNICIPAL BONDS, SERIES 50, 300 West Washington St., Chicago, Ill. 60606 - an indefinite number of units. Depositor: Clayton Brown & Associates, Inc. (File 2-66720 - Feb. 21)
- (S-8) WHITTAKER CORPORATION, 10880 Wilshire Blvd., Los Angeles, Cal. 90024 (213) 475-9411 - 66,390 shares of common stock. (File 2-66721 - Feb. 21)
- (S-8) CATERPILLAR TRACTOR CO., 100 N.E. Adams St., Peoria, Ill. 61629 (309) 675-4428 - 1,500,000 shares of common stock. (File 2-66722 - Feb. 22)
- (S-1) REX LEASING COVERED HOPPER RAILCAR MANAGEMENT PROGRAM 1980, 616 Palisade Ave., Englewood Cliffs, N.J. 07632 - 1100 Railcars. Underwriter: Merrill Lynch, Pierce, Fenner & Smith Inc. (File 2-66723 - Feb. 21)
- (S-11) WINTHROP PARTNERS 80, 225 Franklin St., Boston, Mass. 02110 - 15,000 units of limited partnership interests. (File 2-66725 - Feb. 21)
- (S-8) INTERNATIONAL HARVESTER COMPANY, 401 North Michigan Ave., Chicago, Ill. 60611 - 1,200,000 shares of common stock. (File 2-66727 - Feb. 21)
- (S-14) MILLIPORE CORPORATION, Ashby Rd., Bedford, Mass. 01730 (617) 275-9200 - 2,415,241 shares of common stock. (File 2-66728 - Feb. 22)

REGISTRATION WITHDRAWN

Feb. 1: Trustees' Commingled Equity Fund, Inc., 2-65955.

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEMS NO.	DATE	
MCNEIL REAL ESTATE FUND IX LTD	2	07/03/79	AMEND
MCNEIL REAL ESTATE FUND IX LTD	2	07/03/79	AMEND
MCNEIL REAL ESTATE FUND IX LTD	2	09/21/79	AMEND
MCNEIL REAL ESTATE FUND IX LTD	2,7	10/12/79	AMEND
MCNEIL REAL ESTATE FUND IX LTD	7	11/05/79	AMEND
MCNEIL REAL ESTATE FUND IX LTD	5	12/04/79	AMEND
MCNEIL REAL ESTATE FUND X LTD	5,7	01/07/80	
MDC CORP	1	01/31/80	
MEDCOR INC	5	01/31/80	
METPATH INC	5,7	01/23/80	
MICKELBERRY CORP	2,6	02/01/80	
MINER INDUSTRIES INC	3,7	01/29/80	
MORGANS RESTAURANTS INC	2,5,7	01/31/80	
NATIONAL CENTRAL FINANCIAL CORP	5,7	02/01/80	
NATIONWIDE NURSING CENTERS INC	4,7	01/24/80	
NEW ORLEANS PUBLIC SERVICE INC	5	01/01/80	
NEWCORP INC	4,5,7	02/06/80	
NEWCOURT INDUSTRIES INC	2,7	02/01/80	
NORTHERN INDIANA PUBLIC SERVICE CO	5	01/01/80	
NORTHWESTERN FINANCIAL CORP /NC/	5	01/30/80	

RECENT 8K FILINGS CONT.

OCEAN RESEARCH EQUIPMENT INC	5	01/08/80	
CNEIDA LTD	5	01/22/80	
ORANGE & ROCKLAND UTILITIES INC	5	01/05/80	
OSHMANS SPORTING GOODS INC	5	01/31/80	
OUTLET CO	5	01/02/80	
PACIFIC GAS TRANSMISSION CO	5	01/01/80	
PAGE AMERICA COMMUNICATIONS INC	4	02/04/80	
PANTEPEC INTERNACIONAL INC	5	01/22/80	
PARKWOOD CORP	2	12/20/79	AMEND
PATRICK PETROLEUM CO 1978 DRILLING PRG L	1	01/18/80	
PETRO LEWIS CORP	5,7	01/04/80	
PETRO LEWIS OIL INCOME PROGRAM IX	2,7	01/01/80	
PETRO LEWIS OIL INCOME PROGRAM X	5,7	12/01/79	AMEND
PETRO LEWIS OIL INCOME PROGRAM X	5	01/01/80	
PMI MORTGAGE CORP	7	01/25/80	
POWER RESOURCES CORP	5	01/18/80	
PRINCETON CHEMICAL RESEARCH INC	5	01/11/80	
RADIATION TECHNOLOGY INC	5	01/15/80	
RAYCOMM INDUSTRIES INC	8	01/21/80	
RAYMOND CORP	5	02/08/80	
READING & BATES CORP	5	01/31/80	
REGAL BELOIT CORP	5	02/04/80	
ROBBINS & MYERS INC	5	01/30/80	
ROBINSON NUGENT INC	5	01/24/80	
ROCHESTER GAS & ELECTRIC CORP	5	01/01/80	
ROCKWOOD NATIONAL CORP	4	02/08/80	
ROCOR INTERNATIONAL	5	02/06/80	
RUSCO INDUSTRIES INC /DE/	2,5,7	02/07/80	
SCHLITZ JOSEPH BREWING CO	2,7	02/01/80	
SEATRAN LINES INC	5	02/08/80	
SECURITY CAPITAL CORP/DE/	2,7	01/23/80	
SECURITY MORTGAGE INVESTORS	2,7	01/23/80	
SHELD AHL INC	2,7	02/04/80	
SHELLER GLOBE CORP	5	01/01/80	
SIERRACIN CORP	5	01/29/80	
SOUTHERN HOSPITALITY CORP	2,7	02/01/80	
SOUTHERN NEW ENGLAND TELEPHONE CO	5	01/10/80	
SPECIALIZED SYSTEMS INC	6	01/30/80	
STATE MUTUAL INVESTORS INC	1,2,5,7	01/31/80	
STEAK N SHAKE INC	5,7	01/04/80	
SUNAIR ELECTRONICS INC	5	01/01/80	
SUPER 8 MOTELS LTD	5	01/01/80	
SUPERIOR CARE INC	2	01/03/80	
SYRACUSE SUPPLY CC	5,7	04/24/79	AMEND
TANDEM COMPUTERS INC	5	02/07/80	
TANDEM COMPUTERS INC/DE/	5	02/07/80	
TECH AMERICAN RESOURCES CORP	4,6	02/07/80	
TECH SERV INC	2	12/01/79	
TEXAS POWER & LIGHT CO	5	01/24/80	
THOMAS & BETTS CORP	5	01/01/79	
TIERCO	2,7	10/18/79	AMEND
TIGER INTERNATIONAL INC	5	01/24/80	
TOLTEC OIL & GAS INC	5,7	01/28/80	
TRANS TEXAS BANCORPORATION INC	5	01/01/80	
TWENTIETH CENTURY GUARDIAN LIFE INSURANC	1	01/01/80	
TX INDUSTRIES INC	2,5,7	01/25/80	
UNITED ASBESTOS INC	5,7	02/08/80	
UNITED DIVERSIFIED CORP	5	01/14/80	
UNITED STATES TRUST CORP	5	01/04/80	
UNITED WESTERN ENERGY CORP	2	01/28/80	
UPPSTER CORP	11	01/01/80	
USLIFE CORP	5	01/07/80	
VAGABOND HOTELS INC	5	01/16/80	
VALSPAR CORP	7	03/05/79	AMEND
VALTEC CORP	5	01/28/80	
VEECO INSTRUMENTS INC	5	01/30/80	
VENTAVO RANCHOS LTD III	4,7	01/28/80	
VIATECH INC	5	01/01/80	
VISUAL ELECTRONICS CORP	2,5,6	04/10/79	

RECENT BK FILINGS CONT.

WALDBAUM INC	5	01/01/80	
WARD FOODS INC	5	02/08/80	
WAVETEK	5	01/21/80	
WESTBURNE INTERNATIONAL INDUSTRIES LTD	5	01/24/80	
WESTERN GEAR CORP	5	01/15/80	
WESTERN MICROWAVE LABORATORIES INC	7	01/01/80	AMEND
WESTVACO CORP	5	12/01/79	
WESTVACO CORP	5,13	01/01/80	
WILLAMETTE INDUSTRIES INC	2,7	01/30/80	
WINTHROP PARTNERS 79	2,7	01/25/80	
WJDX INC	2	01/31/80	
YATES INDUSTRIES INC	5	02/11/80	
YUBA GOLDFIELDS INC	5	02/07/80	
ZERO CORP	13,14	02/05/80	

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