

# sec news digest

Issue 74-212

(SEC Docket, Vol. 6, No. 12 - Nov. 12)

November 1, 1974

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## COMMISSIONER SPEAKS

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### COMMISSIONER EVANS STATES THAT SECURITIES MARKETS SHOULD NOT BE "TRICK OR TREAT"

On October 31, 1974, in Washington, D.C., Commissioner Evans addressed the Municipal Finance Officers Association concerning disclosure aspects relating to public offerings of municipal securities. The Commissioner noted that there have been instances where the offering of municipal securities to public investors was more of a trick than a treat, particularly with respect to the sale of municipal bonds to returning Vietnam prisoners of war.

Emphasizing that the proposed legislation, S. 2474 which has passed the Senate, does not impose any pre-issuance obligations on municipal issuers and "does not even address the question of regulating disclosures by municipal issuers," and, although municipal securities are exempt from registration with the Commission, "it is only prudent for municipal issuers to ensure that disclosure standards are high to avoid violations of the antifraud provisions," of the federal securities laws. The Commissioner stated that the Commission should and "will continue to look at all municipal offerings where public investors are solicited in the same light as it does other sales of securities in the primary market to ensure that there is adequate disclosure to investors of information that is not fraudulent or misleading."

In view of this concern, Commissioner Evans suggested that, although the SEC or any other federal agency has authority to establish specific disclosure requirements for municipal issuers, the Commission's disclosure, standards, guidelines, and its experience with disclosure techniques might, nevertheless, prove useful for municipal issuers in formulating disclosure standards. The Commissioner noted that various other persons exempt from the Commission's registration requirements have looked to the Commission's disclosure pattern as a reference point in developing a meaningful disclosure scheme. In this regard, Commissioner Evans indicated that the Commission and its staff is prepared to assist the Association in developing meaningful disclosure standards.

The Commissioner concluded by commending the Association for its efforts to improve disclosure standards in the municipal securities industry and stated that "It is axiomatic that a strong public demand for municipal securities in the marketplace and complete disclosure go hand in hand so that, in the long run, municipal issuers are best served by a well-developed disclosure philosophy and practice."

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## RULES AND RELATED MATTERS

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### CORRECTION OF EFFECTIVE DATE FOR AMENDMENTS TO RULES 14a-3, 14c-3 AND 14c-7 AFFECTING ANNUAL REPORTS TO SECURITY HOLDERS

The News Digest for October 31, 1974 contained a typographical error concerning the effective date of the amendments to Rules 14a-3, 14c-3 and 14c-7 set forth in Securities Exchange Act Release No. 11079. The correct effective date for such amendments is December 20, 1974 with respect to issuers who have fiscal years ending on or after that date and who solicit proxies or furnish information statements on or after that date.

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## TRADING SUSPENSIONS

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### AMCOURT SYSTEMS, INC. TRADING SUSPENDED

Over-the-counter trading has been suspended in the securities of Amcourt Systems, Inc., a Florida corporation, of Miami, Florida for one 10-day period beginning on October 31 and terminating at midnight (EST) on November 9, 1974.

The Commission initiated the suspension at the request of Amcourt and because the company has failed to comply with the financial reporting provisions of the Exchange Act, resulting in the lack of current and accurate information available to the public. (Rel. 34-11081)

### ADDITIONAL ACTION ON ONE TRADING SUSPENSION

The SEC has announced the suspension of over-the-counter trading in the securities of Continental Vending Machines Inc. for the further ten-day period November 1 - 10, inclusive.

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## COURT ENFORCEMENT ACTIONS

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### SAMUEL GALLANT, SIX OTHERS, INDICTED

The New York Regional Office announced that a federal grand jury filed a forty-three count indictment charging seven defendants with conspiracy, interstate transportation and sales of stock wrongfully issued by Fidelity Registrar & Transfer Co., a Jersey City, New Jersey, corporate transfer agent during 1970 through 1973. The indictment charges that the defendants issued stock certificates in thirteen companies whose stock is traded in the over-the-counter market. The indictment also charges that the defendants sold and pledged the unauthorized stock at various broker-dealers and banks.

The seven defendants indicted were: Samuel Gallant, an attorney, of Mt. Vernon, New York, Phillip J. Gentile, of Granada Hills, California, Norman H. Shultz, of Woodmere, Ohio, Manuel Posy, of East Northport, New York, Hunter Brooks Brashier, of Woodland Hills, California, Leonard Reisch, formerly president of Fidelity, of Jamaica, New York, and Glen I. Rothbart, of Irvine, California. All of the defendants were charged with one count of conspiracy, 24 counts of fraud in the sale of securities, 9 counts of mail fraud, and 9 counts of interstate transportation of fraudulently-obtained securities. (U.S. v. Samuel Gallant, et al., S.D.N.Y., 74 Crim. 984). (LR-6570)

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## INVESTMENT COMPANY ACT RELEASES

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### SHEARSON-HAYDEN STONE, INC.

An amended order has been issued, nunc pro tunc, in the matter of Shearson-Hayden Stone, Inc.'s temporary exemption from Section 9(a) of the Investment Company Act, effective as of October 15. (Rel. IC-8562 - Oct. 30)

### COMPASS GROWTH FUND

An order has been issued on an application of Compass Growth Fund, Inc. (Growth), and Compass Income Fund, Inc. (Income), mutual funds, exempting from certain provisions of the Act and the Rules thereunder the proposed sale by Income of substantially all of its assets to Growth in exchange for shares of common stock of Growth. (Rel. IC-8560 - Oct. 30)

### AXE-HOUGHTON FUND B

A notice has been issued giving interested persons until November 25 to request a hearing on an application by Axe-Houghton Fund B, Inc. and Axe-Houghton Stock Fund, Inc., mutual funds, for an order of the Commission exempting from certain provisions of the Act the purchase by Presidential Life Corporation of 70,912 shares of its common stock held by the Funds, and for an order under the Act permitting the joint sale by the Funds of the above-described securities to Presidential. (Rel. IC-8561 - Oct. 30)

## AXE-HOUGHTON STOCK FUND

A notice has been issued giving interested persons until November 26 to request a hearing on an application by Axe-Houghton Stock, Inc. (Delaware Fund), Axe-Houghton Stock Fund, Inc. (Maryland Fund) and Axe-Science Corporation (Science Fund), all mutual funds, for an order of the Commission permitting (1) the proposed merger of Delaware Fund into Maryland Fund and (2) the proposed merger of Science Fund into Maryland Fund. (Rel. IC-8564 - Oct. 31)

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## HOLDING COMPANY ACT RELEASES

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### NEW ENGLAND ELECTRIC SYSTEM

An order has been issued authorizing New England Electric System, to acquire the stock of New England Energy, Inc. (NEEI), an energy subsidiary, to make certain loans to NEEI, and authorizing NEEI to enter into a partnership to explore for oil and gas and authorizing an exception from the tax allocation provisions of Rule 45(b)(6). (Rel. 35-18635 - Oct. 30)

### SOUTHWESTERN ELECTRIC POWER COMPANY

An order has been entered releasing jurisdiction reserved with respect to an installment purchase of pollution control facilities to be acquired by Southwestern Electric Power Company, subsidiary of Central and South West Corporation, and over fees and expenses to be incurred in connection therewith. (Rel. 35-18636 - Oct. 30)

### METROPOLITAN EDISON COMPANY

An order has been issued authorizing General Public Utilities Corporation, and its subsidiary, Metropolitan Edison Company (Met-Ed), to enter into a loan agreement with the Small Business Administration, and for Met-Ed to issue a first mortgage bond as security for the loan. (Rel. 35-18632 - Oct. 30)

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## SECURITIES ACT REGISTRATIONS

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### (S-1) MOR-FLO INDUSTRIES, INC.

18450 South Miles Rd., Cleveland, Ohio - \$5 million of subordinated sinking fund debentures, Series 1974, due 1994. The underwriter is The Ohio Company, 51 North High St., Columbus, Ohio 43215. Mor-Flo is a manufacturer, distributor and seller of a complete line of low, medium and premium-priced models of gas and electric water heaters. (File 2-52214 - Oct. 25)

### (S-7) UNION ELECTRIC COMPANY

One Memorial Dr., St. Louis, Mo. 63102 - 4,400,000 shares of common stock, to be offered for sale through underwriters headed by Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, New York, N.Y. 10006, Blyth Eastman Dillon & Co. Incorporated, One Chase Manhattan Plaza, New York, N.Y. 10005, Lehman Brothers Incorporated, One William St., New York, N.Y. 10004, and White, Weld & Co. Incorporated, One Liberty Plaza, New York, N.Y. 10006. The company and its utility subsidiaries primarily supply electric service. (File 2-52218 - Oct. 25)

### (S-7) MONTANA DAKOTA UTILITIES CO.

400 North Fourth St., Bismarck, N.D. 58501 - 100,000 shares of cumulative preferred stock (\$100 par), to be offered for sale by underwriters managed by Blyth Eastman Dillon & Co. Incorporated, One Chase Manhattan Plaza, New York, N.Y. 10005. The company is an operating public utility company which primarily produces, transmits, distributes and sells natural gas and electricity. (File 2-52223 - Oct. 29)

### (S-1) UNITED TELEPHONE COMPANY OF FLORIDA

1520 Lee St., P.O. Box 370, Fort Myers, Fla. 33902 - \$25 million of first mortgage bonds, due 2004, to be offered for sale in denominations of \$1,000 and multiples thereof through underwriters headed by Kidder, Peabody & Co. Incorporated, One First National Plaza, Chicago, Ill. 60603. The company provides communication services. (File 2-52224 - Oct. 29)

(S-7) CANADIAN PACIFIC LIMITED

910 Peel St., P.O. Box 6042, Station A Montreal, Quebec H3C 3E4 Canada - \$75 million of twenty year collateral trust bonds. The bonds will be sold through a group of underwriters managed by Salomon Brothers, One New York Plaza, New York, N.Y. 10004, and A. E. Ames & Co. Incorporated, Two Wall St., New York, N.Y. 10005. The company is a Canadian corporation and is engaged, directly and through its subsidiaries, in railway, truck, air and marine transportation, telecommunications, the exploration for and development and production of oil, gas, zinc, lead, coal and other minerals, the manufacture and sale of lumber and lumber products, the production of iron and steel, real estate development, the operation of hotels and the ownership of a substantial investment portfolio. (File 2-52225 - Oct. 29)

(S-16) SQUARE D COMPANY

205 South Northwest Highway, Park Ridge, Ill. 60068 - 22,567 shares of common stock, which may be offered for sale from time to time by certain selling shareholders at prices current at the time of sale. The company manufactures a line of electrical equipment and various system controls. (File 2-52226 - Oct. 29)

(S-16) STANDARD OIL COMPANY (INDIANA)  
(STANDARD)

200 East Randolph Dr., Chicago, Ill. 60601 - 2,684,808 shares of capital stock. Underwriters led by Morgan Stanley & Co. Incorporated will offer shares of capital stock issued upon conversion of outstanding 5% convertible subordinated debentures of Standard and 5 1/2% convertible guaranteed debentures of Amoco International Finance Corporation, a wholly-owned subsidiary of Standard, tendered to it for purchase. Standard and its subsidiaries are engaged in exploration for and development, production, purchase and transportation of crude oil and natural gas and in the manufacturing, transporting and marketing of petroleum products, including chemicals. (File 2-52228 - Oct. 30)

(S-5) WHITE WELD MONEY MARKET FUND  
INCORPORATED

100 Federal St., Boston, Mass. 02110 - 100,000 shares of common stock. The Fund is a no-load, diversified, open-end investment company designed for institutions which will invest in short-term 'money market' securities. White Weld & Co. Incorporated, One Liberty Plaza, 91 Liberty St., New York, N.Y. 10006 is the Fund's distributor. (File 2-52235 - Oct. 30)

REGISTRATIONS EFFECTIVE

Oct. 30: Alza Corp., 2-52058, 2-52059; Heindol/Pro Com Commodity Fund I, 2-51671.

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## ACQUISITIONS OF SECURITIES

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Companies and individuals must report to the Commission on Schedule 13D the acquisition of more than 5% of the equity securities of another company within 10 days of the acquisition. The following companies or individuals filed Schedule 13D's regarding the acquisition of stock of other companies during the period Sept. 27-Oct. 4.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER &amp; NUMBER OF SHARES</u>	<u>DATE FILED</u>
Hanson Holdings, Inc.	United Artists Theatre Circuit, Inc. (Great Neck, N. Y.) Common Stock - 428,122 shs.	9-27-74
* Ford Foundation	Cousins Properties Inc. (Atlanta, Ga.) Common Stock - 281,250 shs. on exercise of Warrant	9-30-74
Trade Development Bank Hldgs. S.A. (Luxembourg) Trade Development Bank (Switzerland) Trade Development Bank Internatl. Inc. (Panama) Safrabank S.A. (Panama)	Republic New York Corp. (New York City) Common Stock - 1,665,599 shs.	9-30-74

ACQUISITION REPORTS CONT.

* Gulf & Western Industries, Inc.	Flying Diamond Corp. (Salt Lake City, Ut.) Common Stock - 1,000,000 shs. Common Stock - 400,000 shs. on exercise of a Warrant	9-30-74
Ampco-Pittsburgh Corp.	Pittsburgh Forgings Co. (Pittsburgh, Pa.) Common Stock - 461,596 shs.	9-30-74
Maurice F. Krug	Technology Inc. (Dayton, Ohio) Common Stock - 171,612 shs. Common Stock - 72,885 shs. on exercise of Option	9-30-74
Resorts International, Inc.	Pan American World Airways, Inc. (New York City) Convertible Debentures - \$4,566,000 Common Stock - 560,600 shs.	9-30-74
Argonaut Insurance Co.	Rexnord Inc. (Milwaukee, Wisc.) Convertible Preferred - 38,000 shs.	9-30-74
* Bass Brothers Enterprises, Inc. Perry R. Bass	H. Miller & Sons, Inc. (Fort Lauderdale, Fla.) Common Stock - 37,300 shs.	9-30-74
Southern Acceptance Corp.	Pacemaker Financial Corp. (Atlanta, Ga.) Common Stock - 1,511,255 shs. Common Stock - 500,000 shs. on conversion of Notes	9-30-74
Ford Motor Credit Co.	Central Louisiana Electric Co., Inc. (Alexandria, La.) 8.60PC Preferred - 50,000 shs.	9-30-74
Ervin Schneider	Financial Security Corp. (Wichita, Kans.) Common Stock - 91,676 shs.	9-30-74
* Joel Greenberg	Bluebird, Inc. (Chicago, Ill.) Common Stock - 442,200 shs.	9-30-74
* Arthur D. Leidesdorf Tova D. Leidesdorf Leidesdorf Foundation, Inc.	Mid-Central Properties, Ltd. (New York City) Common Stock - 169,670 shs. Common Stock - 3,000 shs. on exercise of Warrants	10- 1-74
Hawaii Hotel Operators, Inc. Hotel Operating Co. of Hawaii, Ltd. Roy C. and Estelle L. Kelley	Cinerama, Inc. (Los Angeles, Calif.) Common Stock - 1,000,000 shs. on exercise of Option	10- 2-74
* Commerce Clearing House, Inc.	Computax Services Inc. (El Segundo, Cal.) Common Stock - 1,196,888 shs. (95%)	10- 2-74
Lynbar Corp.	Barbara Lynn Stores, Inc. (New York City) Common Stock - 452,933 shs. (43.8%)	10- 2-74
* Trafalgar Capital Corp. (Overseas) Ltd.	Aetna Properties, Inc. (New York City) Common Stock - 876,666 shs.	10- 2-74
Langner-Schwartzstein Group	Hudson General Corp. (Great Neck, N. Y.) Common Stock - 112,343 shs. Common Stock - 21,036 shs. on exercise of Warrants and conversion of Debentures	10- 3-74
Odin Shipping Ltd. (Bermuda)	Atwood Oceanics, Inc. (Houston, Texas) Common Stock - 210,526 shs.	10- 3-74

## ACQUISITION REPORTS CONT.

* Harry Adler	AVX Corp. (Great Neck, N. Y.) Common Stock - 188,900 shs.	10- 3-74
Raynard Sportswear, Ltd. (Hamlet Yuen of Hong Kong is its sole shareholder)	Don Sophisticates, Inc. (New York City) Common Stock - 400,500 shs.	10- 3-74
* Edmond De Rothschild California European Co. Calrop, S.A. Lafayette Corp.	Bancal Tri-State Corp. (San Francisco, Calif.) Common Stock - 875,600 shs.	10- 3-74
* Berkshire Hathaway Inc.	Affiliated Publications, Inc. (Boston, Mass.) Common Stock - 165,100 shs.	10- 3-74
* Berkshire Hathaway Inc.	Interpublic Group of Companies, Inc. (New York City) Common Stock - 279,700 shs.	10- 3-74
* Berkshire Hathaway Inc.	California Water Service Co. (San Jose, Calif.) Common Stock - 130,287 shs.	10- 3-74
Northwestern Mutual Life Insurance Co.	P. H. Glatfelter Co. (Spring Grove, Pa.) Common Stock - 70,306 shs.	10- 4-74
* Integon Life Insurance Corp.	Victory Life Insurance Co. (Topeka, Kans.) Common Stock - 158,476 shs. (88.97%)	10- 4-74
Martin J. Sullivan	Dataflo, Inc. (Tampa, Fla.) Common Stock - 222,177 shs. (41%) Common Stock - 600 shs. on exercise of Option	10- 4-74
Intercontinental Affiliates	Southdown, Inc. (Houston, Texas) Common Stock - 177,800 shs.	10- 4-74
Mutual of Omaha Insurance Co.	United Benefit Life Insurance Co. (Omaha, Nebr.) Capital Stock - 511,565 shs. (71.05%)	10- 4-74
Mitchell E. Goldstone	Alphanumeric Inc. (New York City) Common Stock - 278,755 shs.	10- 4-74
CF & I Steel Corp.	Copper Range Co. (White Pine, Mich.) Capital Stock - 134,300 shs.	10- 4-74
* Jet Oil Co.	Aberdeen Petroleum Corp. (Tulsa, Okla.) Class A Common - 44,800 shs.	10- 7-74
* First International Reinsurance Co.	Standard Security Life Insurance Co. of New York (New York City) Common Stock - 120,000 shs.	10- 7-74
* Wheeler, Munger & Co.	Mitchum, Jones & Templeton, Inc. (Los Angeles, Calif.) Common Stock - 50,100 shs.	10- 7-74
* Investors Syndicate of America, Inc.	Reeves Telecom Corp. (Charleston, S. C.) Common Stock - 161,477 shs. on conversion of Notes	10- 7-74
* 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:

<u>OFFER TO PURCHASE BY:</u>	<u>ISSUER &amp; NUMBER OF SHARES TO BE PURCHASED</u>	<u>DATE FILED</u>
Western Nuclear, Inc.	Allied Nuclear Corp. (Denver, Colo.) Common Stock - 420,000 shs. for cash at \$1.50 net per share (Western presently owns 1,219,837 shs. (60%))	9-27-74
201 Eleventh Ave. Corp.	ABC Freight Forwarding Corp. (New York City) Common Stock - All Outstanding shs. for cash at \$1.00 net per share (201 presently owns 1,663,800 shs. (90%))	9-27-74
N.V. Netherlands Insurance Co. (Neth.)	Peerless Insurance Co. (Keene, N. H.) Common Stock - 324,883 shs. for cash at \$15.00 net per share	9-30-74
Vickers Energy Corp. (Wholly-owned subsidiary of Esmark, Inc.)	TransOcean Oil, Inc. (Houston, Texas) Common Stock - All Outstanding shs. for cash at \$12.00 net per share (Vickers presently owns 6,785,285 shs. (53.5%))	9-30-74
* Frank A. Klaus	Hi-Shear Corp. (Torrance, Calif.) Common Stock - 100,000 shs. for cash at \$20.00 net per share (Mr. Klaus has purchased 28,047 shs. which have been tendered and now owns 203,872 shs. or approximately 37% of all outstanding shs. The Offer has been extended to October 4.)	10- 2-74
Louis J. Roussel	ICB Corp. (New Orleans, La.) Common Stock - 600,000 shs. for cash at \$6.50 net per share	10- 4-74
Foxley & Co.	Flavorland Industries, Inc. (Sioux City, Iowa) Common Stock - 300,000 shs. for cash at \$7.50 net per share (Foxley presently owns 227,700 shs.)	10- 4-74

\* Supplemented & Extended  
Tender Offer

## 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
E SYSTEMS INC	3	09/74
EASTERN INDUSTRIES INC	9	09/74
ENNIS BUSINESS FORMS INC	10,14	09/74
EQUITY NATIONAL INDUSTRIES INC	2,10,14	09/74
FB TRUCK LINE CO	13	09/74
FILIGREE FOODS INC	4,7,14	08/74

RECENT 8K FILINGS CONT.

FIRST FINANCIAL GROUP OF N H INC	11	09/74
FIRST S&L SHARES INC	8	09/74
FIRST TENNESSEE NATIONAL CORP	13	09/74
FIRSTMARK CORP	13	09/74
FLAGSHIP BANKS INC	10	09/74
GAF CORP	3	09/74
GARLAND CORP	3	09/74
GB INTERNATIONAL CORP	10	09/74
GENERAL DEVICES INC	2,11,14	09/74
GENERAL INSTRUMENT CORP	3	08/74
GENERAL RESOURCES CORP	13	09/74
GENERAL TELEPHONE CO OF THE NORTHWEST IN	7	09/74
GENOVESE DRUG STORES INC	9,14	08/74
GETTY OIL CO	3,13	09/74
GLOBAL GAS CORP	13	09/74
GRANITE MANAGEMENT SERVICES INC	11,13	09/74
GREAT AMERICAN MORTGAGE INVESTORS	6,10	09/74
HAGER INC	1,2,7,11,14	09/74
HARLEY CORP	2,14	09/74
HOLBEAM INC	12,13	09/74
HUGHES TOOL CO	11,14	09/74
IDEAL BASIC INDUSTRIES INC	3,7,8	09/74
IFC COLLATERAL CORP	3,6,14	09/74
ILLINOIS CENTRAL GULF RAILROAD CO	7,14	09/74
INDUSTRIAL FUELS CORP	7,9,10,14	09/74
INGERSOLL RAND CO	3,13,14	09/74
INSTRUMENT SYSTEMS CORP	13	09/74
INTEGRITY ENTERTAINMENT CORP	7,14	05/74
INTERCONTINENTAL ENERGY CORP	2,14	09/74
IOWA ELECTRIC LIGHT & POWER CO	7,8,14	09/74
JAMESBURY CORP	3,7,14	09/74
JERSEY CENTRAL POWER & LIGHT CO	10	09/74
JETCO INC	13	09/74
JOHNS MANVILLE CORP	13	09/74
JOY MANUFACTURING CO	13	09/74
KANSAS POWER & LIGHT CO	7,14	09/74
KEARNEY & TRECKER CORP	3,13	09/74
KEYSTONE CUSTODIAN FUNDS INC	8,9,11,13	09/74
KIN ARK CORP	3	09/74
KOLPAK INDUSTRIES INC	1,14	10/74
LEWIS BUSINESS FORMS INC	2	09/74
LIBERTY FABRICS OF NEW YORK INC	1,10	09/74
LIFESURANCE CORP	2	09/74
LOUISIANA PACIFIC RESOURCES INC	3	09/74
MANAGEMENT ASSISTANCE INC	7,8	09/74
MARITIME FRUIT CARRIERS CO LTD	11,13,14	09/74
MARK SYSTEMS INC	2,4,8	09/74
MATTEL INC	NO ITEMS	09/74
MCDONALDS CORP	14	09/74
MCGRAW HILL INC	10,14	09/74
MCNEIL PACIFIC INVESTORS FUND 1972	3,14	09/74
MEDENCO INC	7,8,14	09/74
MERVYNS	13	09/74

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 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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