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Issue 82-77

U.S. SECURITIES AND
EXCHANGE COMMISSION

April 22, 1982

NOTICE OF COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted pursuant to provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday morning. Meetings on Wednesday, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration. The Commission will not normally meet on Mondays or Fridays.

Visitors are welcome at all open meetings, insofar as seating is available.

Meetings will be held in the Commission Meeting Room on the eighth floor of the Commission's headquarters building at 500 North Capitol Street, Washington, D.C. All visitors are required to sign in and obtain passes at the Reception Desk in the lobby. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

OPEN MEETING - WEDNESDAY, APRIL 28, 1982 - 3:00 P.M.

The subject matter of the April 28 open meeting will be:

- (1) Consideration of whether to adopt amendments to the Commission's rules of general organization and information and requests, to delegate to the General Counsel the authority to decide Freedom of Information Act appeals. FOR FURTHER INFORMATION, PLEASE CONTACT Ann Stansbury at (202) 272-2427.
- (2) Consideration of the application of August Development Fund 80 for an exemption from the registration requirements of Section 12(g) of the Securities Exchange Act of 1934 pursuant to Section 12(h) of that Act. FOR FURTHER INFORMATION, PLEASE CONTACT William E. Toomey at (202) 272-2573.
- (3) Consideration of whether to repropose for comment Rule 15b7-1 under the Securities Exchange Act of 1934, which would establish uniform minimum qualification standards for SECO broker-dealers and their associated persons, and Form U-5. FOR FURTHER INFORMATION, PLEASE CONTACT Kathleen McGann at (202) 272-2855.
- (4) Consideration of whether to recommend legislation to Congress which would eliminate direct Commission regulation of broker-dealers through the SECO program and require all broker-dealers to become members of the self-regulatory system through membership in a registered national securities association. FOR FURTHER INFORMATION, PLEASE CONTACT Howard Kramer at (202) 272-3115

CLOSED MEETING - WEDNESDAY, APRIL 28, 1982 - FOLLOWING THE OPEN MEETING

The subject matter of the April 28 closed meeting will be: Formal order of investigation; Access to investigative files by Federal, State, or Self-Regulatory authorities; Settlement of injunctive actions; Subpoena enforcement action; Institution and settlement of administrative proceedings of an enforcement nature; Institution of administrative proceedings; Freedom of Information Act appeals; Regulatory matter regarding financial institution; Terminating investigation; Institution of injunctive actions.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Paul Siegelbaum at (202) 272-2468

COMMISSION ANNOUNCEMENTS

ETHEL GEISINGER NAMED ACTING DIRECTOR OF LEGISLATIVE AFFAIRS

Chairman Shad announced the appointment of Ethel Geisinger as Acting Director of Legislative Affairs. Ms. Geisinger succeeds Matthew R. Schneider, who has been appointed Senior Counsel to the Executive Committee of the SEC Government-Business Small Business Capital Formation Forum.

Ms. Geisinger has served on the staff of Senator Jacob K. Javits and on the staff of Governor Nelson A. Rockefeller's Commission on Critical Choices. She was also a professional staff member of the Senate Committee on Governmental Affairs prior to joining the Commission staff in 1979.

ADMINISTRATIVE PROCEEDINGS

NASD ACTION AGAINST STATEN SECURITIES CORPORATION AND ITS PRESIDENT AFFIRMED

The Commission has affirmed sanctions imposed by the NASD on Staten Securities Corporation, a New York City brokerage firm, and Anthony T. Pallo, its president. The NASD censured the firm and Pallo, and fined them \$2,000, jointly and severally. In addition, it prohibited Pallo, unless supervised by a Municipal Securities Principal, from supervising or effecting principal transactions in municipal securities with public customers until he takes and passes the Municipal Securities Principal Qualification Examination.

The Commission found, as had the NASD, that the firm and Pallo charged excessive markups in 11 sales of municipal bonds to customers. (Rel. 34-18628)

CIVIL PROCEEDINGS

INJUNCTIVE PROCEEDINGS INSTITUTED AGAINST JACK J. ILLARE, II, OTHERS

The New York Regional Office announced that on April 1 the Honorable Robert J. Ward, District Judge, U.S. District Court for the Southern District of New York, entered a Final Judgment of Permanent Injunction by Consent against Jack J. Illare, II of Brooklyn, New York. The final judgment enjoins Illare from future violations and aiding and abetting violations of the registration provisions of Sections 5(a) and 5(c) of the Securities Act of 1933, and 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.

The Commission's complaint alleged that from February 1978 Illare (a) sold the common stock of Sunny Land Tours, Inc. and Anglo American Properties, Inc. in non-exempt transactions when no registration statement was on file or in effect with the Commission; (b) participated in a scheme to manipulate the price of Sunny Land and Anglo; and (c) made untrue statements of material fact and omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, in connection with the offer and sale of Sunny Land and Anglo stock to his customers. (SEC v. Arnold S. Cohen, et al., 82 Civil 1154, S.D.N.Y., RJW). (LR-9654)

COMPLAINT NAMES JACK FRIEDLAND, OTHERS

The Washington Regional Office and the Philadelphia Branch Office announced that on April 21 a complaint was filed in the U.S. District Court for the Eastern District of Pennsylvania naming as defendants Jack Friedland of Gladwyne, Pennsylvania, Harold Friedland of Rydal, Pennsylvania, and Leo DiCandilo of Ardmore, Pennsylvania, all former officers and/or directors of Food Fair, Inc., formerly headquartered in Philadelphia, Pennsylvania.

Simultaneously with the filing of the complaint, the defendants, without admitting or denying the allegations contained therein, consented to the entry of Final Judgments. The Judgments permanently enjoin Jack Friedland from future violations of

the antifraud provisions of the Securities Act of 1933, and the antifraud, periodic reporting, internal accounting control, and proxy provisions of the Securities Exchange Act of 1934 and Rules 10b-5, 12b-20, 13a-1, 13a-13 and 14a-3(a); Harold Friedland from future violations of the proxy provisions of the Exchange Act and Rule 14a-3(a); and Leo DiCandilo from future violations of the antifraud, periodic reporting and internal accounting control provisions of the Exchange Act and Rules 10b-5, 12b-20 and 13a-13. (SEC v. Jack Friedland, et al., U.S.D.C., E.D. Pa., Civil Action No. 82-1748). (LR-9655)

INVESTMENT COMPANY ACT RELEASES

SAVINGS INDUSTRY PRIMARY LIQUIDITY FUND, INC.; CASH ASSETS FUND

Orders have been issued pursuant to Section 6(c) of the Investment Company Act of 1940 on applications by Savings Industry Primary Liquidity Fund, Inc., and Cash Assets Fund, exempting them from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder to the extent necessary to permit them to value their assets using the amortized cost method of valuation. (Rel. IC-12382 and IC-12384 - Apr. 20)

HOLDING COMPANY ACT RELEASES

GULF POWER COMPANY

A supplemental order has been issued releasing jurisdiction over the authentication and delivery of up to \$3,858,000 of first mortgage bonds by Gulf Power Company, subsidiary of The Southern Company. (Rel. 35-22465 - Apr. 20)

CENTRAL POWER AND LIGHT COMPANY

A supplemental order has been issued authorizing and releasing jurisdiction over changes in the indenture and the terms and conditions, fees and expenses of a negotiated public offering of up to \$75 million of long term unsecured debentures by Central Power and Light Company, subsidiary of Central and South West Corporation. (Rel. 35-22466 - Apr. 20)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

WITHDRAWAL GRANTED

An order has been issued granting the application of Artra Group Incorporated to withdraw its common stock (no par value) from listing and registration on the American Stock Exchange, Inc. (Rel. 34-18661)

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange, Inc. to strike the common stock (\$1 par value) and the 12-3/4% senior sinking fund debentures, due 1996, of Morton Shoe Companies, Inc. from listing and registration thereon. (Rel. 34-18662)

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) INSTRON CORPORATION, 100 Royall St., Canton, MA 02021 (617) 828-2500 - 61,860 shares of common stock. (File 2-77060 - Apr. 19) (Br. 8)
- (S-8) FITCHBURG GAS AND ELECTRIC LIGHT COMPANY, 120 Royall St., Canton, MA 02021 (617) 343-6931 - 30,000 shares of common stock. (File 2-77083 - Apr. 20) (Br. 7)
- (S-6) NATIONAL MUNICIPAL TRUST, FIFTY-SEVENTH SERIES, One New York Plaza, New York, NY 10004 - 13,000 units. Depositor: Thomson McKinnon Securities Inc. (File 2-77086 - Apr. 20) (Br. 18 - New Issue)
- (S-16) CINCINNATI BELL INC., 201 East Fourth St., Cincinnati, OH 45202 (513) 397-9900 - 2,000,000 common shares. (File 2-77087 - Apr. 20) (Br. 7)
- (S-6) AMERICAN TAX-EXEMPT BOND TRUST, SERIES 58, 215 North Main St., West Bend, WI 53095 - 4,500 units. Depositor: B. C. Ziegler and Company. (File 2-77091 - Apr. 20) (Br. 16 - New Issue)
- (N-1) GENERAL SECURITIES, INCORPORATED, 133 South Seventh St., Minneapolis, MN 55402 (612) 332-1212 - an indefinite number of shares of common stock. (File 2-77092 - Apr. 20) (Br. 17)
- (S-8) CUBIC CORPORATION, 9333 Balboa Ave., San Diego, CA 92123 (714) 277-6780 - 233,333 shares of common stock. (File 2-77093 - Apr. 20) (Br. 8)
- (S-1) NETWORK SECURITY CORPORATION, 16901 Dallas North Pkwy., Dallas, TX 75248 - 1,000,000 1987 common stock purchase warrants. The company provides security and fire protection services. (File 2-77094 - Apr. 20) (Br. 5)
- (S-15) VICTORIA BANKSHARES, INC., 120 South Main, Victoria, TX 77901 (512) 573-5151 - 115,200 shares of common stock. (File 2-77096 - Apr. 21) (Br. 2)
- (S-15) MERCANTILE TEXAS CORPORATION, 1500 Mercantile Bank Bldg., Dallas, TX 75201 (214) 698-5000 - 490,200 shares of common stock. (File 2-77097 - Apr. 21) (Br. 2)
- (S-8) ICO, INC., 5012 Andrews Highway, Odessa, TX 79762 (915) 367-6001 - 250,000 shares of common stock. (File 2-77098 - Apr. 21) (Br. 9)
- (S-14) XONICS, INC., 515 East Touhy Ave., Des Plaines, IL 60018 (312) 296-4488 - 1,113,018 shares of common stock. (File 2-77099 - Apr. 21) (Br. 7)
- (S-6) NUVEEN TAX-EXEMPT BOND FUND, SERIES 213, 209 South La Salle St., Chicago, IL 60604 - an indefinite number of units. Depositor: John Nuveen & Co. Incorporated. (File 2-77100 - Apr. 19) (Br. 18 - New Issue)
- (S-3) DAYTON-HUDSON CORPORATION, 777 Nicollet Mall., Minneapolis, MN 55402 (612) 370-6948 - 2,075,000 shares of common stock. Underwriter: Goldman, Sachs & Co. The company is a diversified retail company. (File 2-77101 - Apr. 21) (Br. 1)
- (S-8) CSX CORPORATION, P.O. Box C-32222, Richmond, VA 23261 (804) 782-1400 - 2,000,000 shares of common stock. (File 2-77102 - Apr. 21) (Br. 5 - New Issue)
- (S-3) PHILIP MORRIS INCORPORATED, 100 Park Ave., New York, NY 10017 (212) 679-1800 - 82,680 shares of common stock. The company is engaged in the manufacture and sale of tobacco products (mainly cigarettes), among other things. (File 2-77106 - Apr. 21) (Br. 3)
- (S-7) AMERICAN GENERAL CORPORATION, 2727 Allen Pkwy., Houston, TX 77019 (713) 522-1111 - 25,981,866 shares of common stock, and 32,477,333 shares of \$3.50 cumulative convertible preferred stock. (File 2-77107 - Apr. 21) (Br. 10)
- (S-16) PUBLIC SERVICE COMPANY OF COLORADO, 550 15th St., Denver, CO 80202 (303) 571-7511 - 6,000,000 shares of common stock. The company is engaged in the generation, purchase, transmission, distribution and sale of electricity, among other things. (File 2-77108 - Apr. 21) (Br. 8)
- (S-8) TEXACO INC., 2000 Westchester Ave., White Plains, NY 10650 (914) 253-4000 - \$509,109 of participation in the Neches Butane Products Company Savings Plan, and an indeterminate number of shares of common stock. (File 2-76711 - Apr. 21) (Br. 4)