

# sec news digest

LIBRARY

Issue 82-109

JUN 9 1982

June 8, 1982

## COMMISSION ANNOUNCEMENTS

U.S. SECURITIES AND  
EXCHANGE COMMISSION

### FILES ON CORPORATE PAYMENTS MADE PUBLIC

The Commission, pursuant to requests under the Freedom of Information Act (FOIA), had made available to the public certain previously non-public files in its possession relating to questionable corporate payments. Files concerning the following corporations will be made available beginning today (information in parentheses are the FOIA exemptions used to withhold certain material in the files): Bandag Inc. and Johns-Manville Corp. (both exempted under 5 USC 552(b)(5)); Studebaker-Worthington, Inc. (5 USC 552(b)(5) and (b)(7)(d)); and Schlumberger, Ltd. (additional material - 5 USC 552(b)(5)). These files, and others made available previously, may be inspected at the Commission's Public Reference Room, Room 6101, 1100 L Street, N.W., Washington, D.C., between the hours of 9 a.m. and 5 p.m. Persons wishing further information may call the Public Reference Room at (202) 523-5506.

## INVESTMENT COMPANY ACT RELEASES

### ALLIED CAPITAL CORPORATION

A notice has been issued giving interested persons until June 29 to request a hearing on an application filed by Allied Capital Corporation (ACC) and Allied Investment Corporation (AIC) (Applicants), requesting an order, pursuant to Section 17(b) of the Investment Company Act of 1940, exempting Applicants and the described transactions from the provisions of Section 17(a) of the Act; and pursuant to Section 17(d) of the Act and Rule 17d-1 thereunder, to permit AIC to participate to the extent of \$400,000 in a \$6 million senior and junior subordinated debt financing. (Rel. IC-12462 - June 4)

### SOUTHWEST FUNDING CORPORATION

An order has been issued pursuant to Section 6(c) of the Investment Company Act of 1940 on an application filed by Southwest Funding Corporation (Applicant), exempting Applicant from all provisions of the Act, and the rules and regulations thereunder. (Rel. IC-12463 - June 4)

### HIG FUND, INC.

An order has been issued pursuant to Section 6(c) of the Investment Company Act of 1940 exempting HIG Fund, Inc. 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 it to use the amortized cost valuation method for the purpose of pricing its shares for sale, redemption and repurchase, subject to specific conditions. (Rel. IC-12464 - June 4)

## HOLDING COMPANY ACT RELEASES

### CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until June 28 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company, and its six subsidiaries, Central Power and Light Company, Southwestern Electric Power Company, Public Service Company of Oklahoma, West Texas Utilities Company, Central and South West Services, Inc. and Transok Pipe Line Company, to make short-term borrowings not to exceed \$300 million. The borrowings could be effected either through the CSW System money pool, the issuance or sale of commercial paper and/or bank borrowings. (Rel. 35-22522 - June 3)

## EASTERN EDISON COMPANY

An order has been issued authorizing Eastern Edison Company (Eastern), subsidiary of Eastern Utilities Associates, to issue and sell up to \$25 million of its first mortgage bonds. Eastern also proposes to purchase up to \$25 million of debenture bonds proposed to be issued and sold by Montaup Electric Company, its subsidiary. (Rel. 35-22524 - June 4)

## WEST TEXAS UTILITIES COMPANY

An order has been issued authorizing West Texas Utilities Company, subsidiary of Central and South West Corporation, to issue and sell up to \$30 million of long-term debentures through a negotiated public offering. Jurisdiction has been reserved over the terms and conditions of the debentures. An exception from the competitive bidding requirements of Rule 50(b) has been granted with respect to the debentures. (Rel. 35-22525 - June 4)

## NEW ENGLAND POWER COMPANY

An order has been issued authorizing a proposal of New England Power Company (NEPCO) and New England Energy, Inc. (NEEI), subsidiaries of New England Electric System (NEES), relating to a joint venture of NEEI and Keystone Shipping Company to construct, own or lease, and operate a collier to transport coal to NEPCO's plants. The joint venture proposes to issue and sell up to \$52 million of bonds and/or notes guaranteed by the U.S. Government through the U.S. Maritime Administration (MARAD Bonds). An exception from competitive bidding has been granted for the issuance and sale of MARAD Bonds by a private placement with institutional investors, or alternatively, by an underwritten offering. The joint venture proposes to issue and sell \$25 million of the MARAD Bonds to the Alabama Heritage Trust Fund in June 1982. Amendments are also proposed in the Time Charter between the joint venture and NEPCO (1) to permit a Safe Harbor Lease, (2) to reflect that subchartering proceeds will be for NEPCO's account, and (3) to assure proper tax treatment and to clarify certain rights of NEPCO. (Rel. 35-22526 - June 4)

---

## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

---

### UNLISTED TRADING SOUGHT

A notice has been issued giving interested persons until June 24 to comment on the applications of the Cincinnati Stock Exchange for unlisted trading privileges in two issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. (Rel. 34-18790)

---

## SELF-REGULATORY ORGANIZATIONS

---

### NOTICE OF PROPOSED RULE CHANGES

The following have filed proposed rule changes pursuant to Rule 19b-4: The National Association of Securities Dealers, Inc. (SR-NASD-82-8) to require a market maker entering a quotation on NASDAQ which would lock another quotation to make reasonable efforts to avoid such a condition by trading with each market maker whose quotation would be locked. (Rel. 34-18785); and The New York Stock Exchange, Inc. (SR-NYSE-82-9) to permit NYSE Registered Competitive Market Makers to accept not held orders. (Rel. 34-18788)

Publication of the proposals are expected to be made in the Federal Register during the week of June 7.

### NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGES

The following have filed proposed rule changes which have become effective in accordance with Section 19(b)(3)(A) of the Securities Exchange Act of 1934: The National Association of Securities Dealers, Inc. (SR-NASD-82-7) to require a market maker entering a quotation on NASDAQ which would cross another quotation to make reasonable efforts to avoid such a condition by trading with each market maker whose quotation would be crossed. (Rel. 34-18784); The Depository Trust Company (SR-DTC-82-2) which

revises and modifies the current fee schedule by (1) raising the fees it presently charges for services associated with corporate and municipal underwritings, conversions and certain reject items, and (2) impose new fees for certain ancillary services performed on behalf of remote participants for which participants were not previously charged a fee. (Rel. 34-18791); and The National Securities Clearing Corporation (SR-NSCC-82-8) which requires members using the signature distribution service to obtain insurance comparable to the amount and type required of New York Stock Exchange members by NYSE Rule 319. The rule change deletes the requirement that NSCC members provide insurance coverage specifically for the benefit of NSCC, NYSE and their affiliates. (Rel. 34-18792)

Publication of the proposals are expected to be made in the Federal Register during the week of June 7.

---

## 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; if the registration statement is a New Issue; and [S] denoting SHELF REGISTRATION pursuant to Rule 415.

- (N-1) FRANKLIN NEW YORK TAX-FREE INCOME FUND, INC., 155 Bovet Rd., San Mateo, CA 94402 (415) 570-3000 - an indefinite number of shares of common stock. (File 2-77880 - June 4) (Br. 18 - New Issue)
- (S-11) HOTEL PROPERTIES OF AMERICA, INC., c/o Oppenheimer Properties, Inc., One New York Plaza, New York, NY 10004 - 5,000,000 shares of common stock. Underwriters: Bear, Stearns & Co. and Oppenheimer & Co., Inc. (File 2-77884 - June 4) (Br. 3 - New Issue)
- (S-1) UNIVERSAL HEALTH SERVICES, INC., One Presidential Blvd., Bala Cynwyd, PA 19004 (215) 667-8080 - 1,300,000 shares of Class B common stock. Underwriters: Merrill Lynch White Weld Capital Markets Group, L.F. Rothschild, Unterberg, Towbin and F. Eberstadt & Co., Inc. The company operates general acute care hospitals. (File 2-77893 - June 4) (Br. 6)
- (S-2) DAMSON OIL CORPORATION, 366 Madison Ave., New York, NY 10017 (212) 687-5522 - \$35 million of zero coupon subordinated serial notes, due 1984-1987. The company and its subsidiaries are engaged in acquiring, exploring for, producing and selling oil and gas. (File 2-77894 - June 4) (Br. 3)
- (S-3) FIRST ARKANSAS BANKSTOCK CORPORATION, 200 West Capitol Ave., Little Rock, AR 72201 (501) 378-1521 - 100,000 shares of common stock. (File 2-77896 - June 4) (Br. 2)
- (S-3) GULF UNITED CORPORATION, Gulf Life Tower, Jacksonville, FL 32207 (904) 390-7711 - 1,000,000 shares of common stock. (File 2-77900 - June 4) (Br. 9)
- (S-11) VAMAR MORTGAGE INVESTORS, 6020 Richmond Highway, Alexandria, VA 22303 - 2,000 units of limited partnership interests (\$500 per interest), minimum purchase-4 interests (\$2000). (File 2-77901 - June 4) (Br. 1 - New Issue)
- (S-15) THE ST. PAUL COMPANIES, INC., 385 Washington St., St. Paul, MN 55102 (612) 221-7911 - 176,669 shares of common stock. (File 2-77904 - June 7) (Br. 10)
- (N-1) FIRST INVESTORS NINETY-TEN FUND, INC., 120 Wall St., New York, NY 10005 (212) 825-7900 - an indefinite number of securities. (File 2-77905 - June 4) (Br. 16 - New Issue)
- (S-8) JET AMERICA AIRLINES, INC., 2895 Temple Ave., Signal Hill, CA 90806 (213) 595-0565 - 150,000 shares of common stock. (File 2-77906 - June 7) (Br. 3)

(S-1) PIZZA TIME THEATRE, INC., 1213 Innsbruck Dr., Sunnyvale, CA 94086 (408) 744-7300 - 150,000 shares of common stock. The company operates and franchises "Chuck E. Cheese's Pizza Time Theatre" family entertainment centers. (File 2-77907 - June 7) (Br. 4) [S]

#### REGISTRATIONS EFFECTIVE

Apr. 27: Visual Graphics Corp., 2-76916 (through lapse of time).  
May 28: Lamorinda Financial Corporation, 2-76964-LA.  
June 1: Allegheny Beverage Corporation, 2-77463; Beatrice Foods Co., 2-77768; Boatmen's Bancshares, Inc., 2-77393; Boston Industries, 2-77489; Delmed, Inc., 2-77787; W. R. Grace & Co., 2-77501; Harte-Hanks Communications, Inc., 2-77567; Landsing Diversified Properties, 2-75344; N.B.L. Daily Income Fund, Inc., 2-75029; Sterling Bancorporation, 2-77211; Toltec Royalty Income Fund III, 2-77113.  
June 2: First City Bancorporation of Texas, Inc., 2-77473; General Signal Corp., 2-77084; Genrad, Inc., 2-77658; Graphic Scanning Corp., 2-77389; The Kroger Co., 2-77781; Lockheed Corporation, 2-77826; Louisiana Power & Light Co., 2-77464; Phillips Petroleum Company, 2-77732; The Tenneco 1982 Drilling Fund, 2-77337.  
June 3: BPI Systems, Inc., 2-77245; Flight Transportation Corporation, 2-77388; Golden Valley Bancorp, 2-77725; HBO & Company, 2-77625; Sterling Drug, Inc., 2-77517; The West Company, Incorporated, 2-77608; Wingate Housing Partners, Ltd., 2-76932.  
June 4: Citizens Western Corporation, 2-77760; Financial Trans Corp., 2-77477; The First National Bancorporation, Inc., 2-77589; Huntington Bancshares Incorporated, 2-77112; Krupp Realty Fund, Ltd.-III, 2-77155; Mariner Institutional Funds, Inc., 2-76331; NCNB Corporation, 2-77311.

#### REGISTRATIONS WITHDRAWN

May 6: Huthnance Drilling Company/Vanguard II (Limited Partnership), 2-73582.  
May 14: LBT Industries, Inc., 2-75909-NY.  
May 18: Brookton Enterprises, Ltd., 2-69269; MCO Resources, Inc., 2-70799; Mountain Maid, 2-73007-D.  
May 19: Durango Gold Company, Inc., 2-71076.  
May 20: Great Western Minerals Corporation, 2-72445-D; Prudential Gold & Silver Corp., 2-70703-NY.

---

#### **RULE 12g3-2(b) EXEMPTIONS**

---

The following is a list of foreign private issuers that have submitted materials that appeared sufficient to establish an exemption under Rule 12g3-2(b) during the week of: May 10 - 14, 1982 - (82-650) Nimslo International Limited. May 17 - 21, 1982 - (82-651) First Houston Oil and Minerals Ltd.; and (82-652) Arivaca Silver Mines Ltd.