

U.S. SECURITIES AND
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COMMISSION ANNOUNCEMENTS

MICHAEL K. WOLENSKY APPOINTED ASSOCIATE GENERAL COUNSEL

Ralph C. Ferrara, General Counsel, announced today that Chairman Harold M. Williams has appointed Michael K. Wolensky as Associate General Counsel. Mr. Wolensky will be in charge of the General Litigation group in the General Counsel's Office and generally will be responsible for all district court and a portion of the appellate litigation in that office. He will also supervise the conduct of the Commission's proceedings under Rule 2(e), which is the Commission's rule relating to discipline of the professionals appearing and practicing before the Commission. In addition, Mr. Wolensky will oversee the Commission's responsibility under various government-wide statutes, including the Freedom of Information Act, the Privacy Act and the Sunshine Act.

Mr. Wolensky, 33, is a member of the District of Columbia, Virginia and Florida Bars and received his Juris Doctor degree in 1971 from American University. He joined the Commission staff eight years ago as a trial attorney with the Miami Office, and advanced to progressively more responsible posts, including Chief of the Branch of Enforcement in the Miami Office and Chief Enforcement Attorney in the Commission's San Francisco Office. In 1977, Mr. Wolensky became an Assistant General Counsel in the Office of the General Counsel. Mr. Wolensky received the 1979 Younger Federal Lawyer Award from the Federal Bar Association.

Mr. Ferrara also announced the following selections for supervisory positions in the Office of the General Counsel: Linda D. Fienberg, Assistant General Counsel for General Litigation with Bruce F. Rinaldi in the capacity of Special Counsel; Rosalind C. Cohen, Assistant General Counsel for Appellate Litigation with Frederick B. Wade as Senior Special Counsel; and Richard A. Kirby has been promoted to Special Counsel to Elisse B. Walter, Assistant General Counsel for Appellate Litigation.

INVESTMENT COMPANY ACT RELEASES

MFS MANAGED MUNICIPAL BOND TRUST

An order has been issued on an application filed by MFS Managed Municipal Bond Trust, registered under the Investment Company Act of 1940 as an open-end, diversified, management investment company, and Massachusetts Financial Services Company, the Trust's investment adviser and principal underwriter (collectively, Applicants), pursuant to Section 6(c) of the Act, exempting Applicants from the provisions of Section 22(d) of the Act to permit the sale by Applicants of shares of the Trust at a reduced sales charge pursuant to reinvestment programs to be offered to unitholders of certain unit investment trusts registered under the Act. (Rel. IC-11118 - Apr. 7)

SALOMON BROTHERS AND KENNETH LIPPER

An order has been issued granting exemption from Section 9(a) of the Investment Company Act of 1940 to Salomon Brothers and Kenneth Lipper. The Commission, on February 15, had issued a notice (Rel. IC-11050) of an application by Applicants seeking an exemption from the provisions of Section 9(a) of the Act to the extent said Section is applicable as a result of a stipulation of settlement and an order of February 15 with the consent of Salomon Brothers and Kenneth Lipper, in an action entitled SEC v. Sun Company Inc., et al., 78 Civ. 1055 (SDNY). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application might be issued upon the basis of the information stated therein unless a hearing should be ordered. No request for a hearing was filed and the Commission did not order a hearing.

The matter was considered by the Commission which found that the prohibitions of Section 9(a), as applied to Applicants, are unduly or disproportionately severe and the conduct of Applicants has been such as not to make it against the public interest or protection of investors to grant the application. (Rel. IC-11119 - Apr. 8)

EBERSTADT ASSET MANAGEMENT, INC.
EBERSTADT FUND MANAGEMENT, INC.

An order has been issued granting exemption from Section 9(a) of the Investment Company Act of 1940 to Eberstadt Asset Management, Inc. and Eberstadt Fund Management, Inc. The Commission, on February 15, had issued a notice (Rel. IC-11049) of an application by Applicants seeking an exemption from the provisions of Section 9(a) of the Act to the extent said Section is applicable as a result of a stipulation of settlement and an order of February 15 with the consent of Eberstadt Asset Management, Inc. and Eberstadt Fund Management, Inc. in an action entitled SEC v. Sun Company Inc., et al., 78 Civ. 1055 (SDNY). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application might be issued upon the basis of the information stated therein unless a hearing should be ordered. No request for a hearing was filed and the Commission did not order a hearing.

The matter was considered by the Commission which found that the prohibitions of Section 9(a), as applied to Applicants, are unduly or disproportionately severe and the conduct of Applicants has been such as not to make it against the public interest or protection of investors to grant the application. (Rel. IC-11120 - Apr. 8)

HOLDING COMPANY ACT RELEASES

ALLEGHENY POWER SYSTEM, INC.

An order has been issued approving a proposal by Allegheny Power System, Inc., a registered holding company, and three of its subsidiaries, Monongahela Power Company, The Potomac Edison Company, and West Penn Power Company, whereby each of the subsidiaries will issue and sell its common stock to the holding company from time to time through December 31, 1980. Monongahela will sell 500,000 shares of its \$50 par common stock for \$25 million; Potomac Edison will sell 1,250,000 shares of its no par common stock for \$25 million; and West Penn will sell 1,000,000 shares of its no par common stock for \$20 million. The proceeds of the sales will be used by the subsidiaries to repay short-term debt and finance their respective construction programs. (Rel. 35-21512 - Apr. 4)

LOUISIANA POWER & LIGHT COMPANY

An order has been issued authorizing Louisiana Power & Light Company, subsidiary of Middle South Utilities, Inc., to sell to Cajun Electric Power Cooperative, Inc., certain electric utility facilities and related land for an aggregate sales price of approximately \$395,908, representing the depreciated current replacement cost of the assets and the current appraised value of the land. (Rel. 35-21513 - Apr. 7)

EASTERN UTILITIES ASSOCIATES

A notice has been issued giving interested persons until May 2 to request a hearing on a proposal by Eastern Utilities Associates, a registered holding company, to acquire the stock of Eastern Edison Electric Company, an inactive company. (Rel. 35-21514 - Apr. 7)

NATIONAL FUEL GAS COMPANY

A notice has been issued giving interested persons until May 1 to request a hearing on a proposal of National Fuel Gas Company, a registered holding company, seeking authorization to submit to the holders of its preferred stock a proposal which would provide for the issuance or assumption of unsecured debt having maturities of less than ten years and to solicit proxies in connection therewith. The issuance or assumption of such debt would exceed a charter limitation and requires the affirmative vote of the holders of the outstanding shares of preferred stock voting as a class. (Rel. 35-21515 - Apr. 7)

COLUMBIA GAS SYSTEM, INC.

A notice has been issued giving interested persons until April 30 to request a hearing on a proposal of The Columbia Gas System, Inc., a registered holding company, to issue up to an aggregate principal amount of \$200 million of unsecured subordinated promissory notes pursuant to a back up line of credit with a group of commercial banks. (Rel. 35-21516 - Apr. 7)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Pacific Stock Exchange, Inc. has filed a proposed rule change under Rule 19b-4 (SR-PSE-80-2) to amend its Constitution in order, among other things, to establish grounds and procedures for the summary suspension or expulsion of members or member organizations, including provisions for appeal and/or reinstatement thereafter, and to redefine the matters which may be submitted to arbitration. Publication of the proposal is expected to be made in the Federal Register during the week of April 7. (Rel. 34-16723)

NOTICE OF EFFECTIVENESS OF A RULE CHANGE

A rule change filed by Bradford Securities Processing Services, Inc., pursuant to Rule 19b-4, has become effective in accordance with Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-BSPS-79-3) describing an existing syndicate packaging service offered to managers, co-managers, and participants in an underwriter's syndicate. Publication of the proposal is expected to be made in the Federal Register during the week of April 14. (Rel. 34-16729)

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-18) META SYSTEMS INCORPORATED, 283 Brokaw Rd., Santa Clara, Cal. 95050 - 1,100,000 shares of common stock. (File 2-67113 - Apr. 7)
- (S-18) REALTY WORLD CORPORATION OF COLORADO AND WYOMING, 7995 East Hampden Ave., Suite 202, Denver, Colo. 80231 - 20,000 shares of Class A voting common stock. (File 2-67163 - Mar. 31)
- (S-14) THE MARLEY COMPANY, 5800 Foxridge Dr., Mission, Kan. 66202 (913) 362-1818 - 2,000,000 shares of Series A cumulative preferred stock. (File 2-67218 - Apr. 4)
- (S-8) JEWEL COMPANIES, INC., 5725 East River Rd., Chicago, Ill. 60631 (312) 693-6000 - 55,500 participations. (File 2-67220 - Apr. 4)
- (S-8) CINCINNATI BELL INC., 225 East Fourth St., Cincinnati, Ohio 45202 (513) 397-9900 - \$8,400,000 of participations and 200,000 common shares. (File 2-67224 - Apr. 4)
- (S-8) POTOMAC ELECTRIC POWER COMPANY, 1900 Pennsylvania Avenue, N.W., Washington, D.C. 20068 (202) 872-2456 - 350,000 shares of common stock. (File 2-67225 - Apr. 4)
- (S-8) THE SIGNAL COMPANIES, INC., 9665 Wilshire Blvd., Beverly Hills, Cal. 90212 (213) 278-7400 - 1,200,000 shares of common stock. (File 2-67227 - Apr. 7)
- (S-1) HELEN OF TROY CORPORATION, 6827 Market St., El Paso, Tex. 79915 (915) 779-6363 - 400,000 shares of common stock. Underwriter: Montano Securities Corporation, 523 West Sixth St., Suite 244, Los Angeles, Cal. 90014 (213) 680-3620. The company markets a variety of hair care appliances. (File 2-67228 - Apr. 7)

- (S-16) PACIFIC POWER & LIGHT COMPANY, Public Service Bldg., Portland, Ore. 97204 (503) 243-1122 - 3,000,000 shares of common stock. (File 2-67229 - Apr. 7)
- (S-8) PITNEY BOWES INC., Walter H. Wheeler, Jr. Dr., Stamford, Conn. 06926 (203) 356-6493 - 553,093 shares of common stock. (File 2-67230 - Apr. 4)
- (S-1) STRUTHERS OIL & GAS CORP., The City Center Bldg., Suite 120, 101 Broadway, Oklahoma City, Okla. 73102 - 3,000 preorganizational subscriptions for and units of limited partnership interests. (File 2-67231 - Apr. 7)
- (S-8) OKLAHOMA GAS AND ELECTRIC COMPANY, 321 North Harvey Ave., Oklahoma City, Okla. 73102 (405) 272-3000 - 500,000 shares of common stock. (File 2-67232 - Apr. 7)
- (S-8) GREAT WESTERN FINANCIAL CORPORATION, 8484 Wilshire Blvd., Beverly Hills, Cal. 90211 (213) 852-3443 - 500,000 shares of common stock. (File 2-67233 - Apr. 7)
- (S-16) CROCKER NATIONAL CORPORATION, One Montgomery St., San Francisco, Cal. 94104 (415) 477-0456 - 400,000 shares of common stock. (File 2-67234 - Apr. 7)
- (S-14) AMERICAN FINANCIAL CORPORATION, The Provident Tower, One East Fourth St., Cincinnati, Ohio 45202 (513) 579-2121 - \$85 million of 12% Series A debentures, due 1999 and 141,575 shares of Series F non-voting cumulative preferred stock. (File 2-67235 - Apr. 7)
- (N-1) JOHN HANCOCK CASH MANAGEMENT TRUST II, John Hancock Pl., P.O. Box 111, Boston, Mass. 02117 (617) 421-4506 - an indefinite number of securities. (File 2-67238 - Apr. 7)
- (S-8) FLAGSHIP BANKS INC., 777 Brickell Ave., Miami, Fla. 33131 (305) 579-7092 - 40,077 shares of common stock. (File 2-67240 - Apr. 4)

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission within 10 days on Schedule 13D if after the acquisition of equity securities of a public company there beneficial interest therein exceeds 5%. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within forty-five days after the end of the calendar year in which the person became subject to Section 13(d)(1). The following companies or individuals filed Schedule 13D's during the period March 27 - 28, 1980. The number of shares of the security which are beneficially owned, and the number of shares concerning which there is a right to acquire are set forth for each beneficial owner. *Amended Acquisition Reports.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
* George William Wilde	Florida Coast Banks, Inc. (Lighthouse Point, FL) Common Stock - 64,600 shs. Convertible Preferred Stock - 20,225 shs.	3-27-80
K mart Holding Company (Wholly-owned subsidiary of K mart Corp.)	Furr's Cafeterias, Inc. (Lubbock, TX) Common Stock - 1,843,291 shs. (73%) (Above shares were acquired pursuant to the Tender Offer.)	3-27-80
Herbert A. Wainer, Individually and Custodian	Horizons Research Inc. (Beachwood, OH) Common Stock - 121,850 shs. (10.3%) Convertible Preferred Stock - 29,790 shs. (Included above are shares owned by his wife.)	3-27-80
Zeda W. Blau, Individually and Custodian	Horizons Research Inc. (Beachwood, OH) Common Stock - 127,775 shs. Convertible Preferred Stock - 20,400 shs. (Included above are shares owned by her husband.)	3-27-80

ACQUISITION REPORTS CONT.

* Stone Mountain Acceptance Corp. Valhi, Inc. Contran Corp. Flight Proficiency Service, Inc. et al	LLC Corp. (St. Louis, MO) Common Stock - 381,700 shs. (14.3%)	3-27-80
* Sharon Steel Corp. Summit Systems, Inc. NVF Company Security Management Corp. Victor Posner, Parent	Nashua Corp. (Nashua, NH) Common Stock - 476,100 shs. (10.25%)	3-27-80
* Alan M. Morrison	Plant Industries, Inc. (NYC) Common Stock - 10,000 shs.	3-27-80
* Robert B. Bregman	Plant Industries, Inc. (NYC) Common Stock - 32,940 shs. Common Stock - 8,000 shs. on exercise of warrants (Included above are shares owned by his wife.)	3-27-80
* Walco National Corporation	Reece Corporation (Waltham, MA) Common Stock - 280,500 shs.	3-27-80
Universal Leaf Tobacco Co., Inc.	Royster Company (Norfolk, VA) Common Stock - 3,357,519 shs. (47%) (Universal has entered into Stock Purchase Agreements to acquire above shares.)	3-27-80
* Delbert W. Coleman	Therm-Air Mfg. Co., Inc. (York, PA) Common Stock - 1,112,924 shs. (74.2%)	3-27-80
American International Group, Inc. National Union Fire Insurance Company of Pittsburgh, Pa. (Wholly-owned subsidiary of American International Group Inc.)	United Guaranty Corp. (Greensboro, NC) Common Stock - 485,000 shs.	3-27-80
* Telvest, Inc. Telco Leasing, Inc. Technical Equipment Leasing Corp. Libco Corp. Clyde Wm. Engle	Wisconsin Real Estate Investment Trust (Milwaukee, WI) Common Stock - 266,000 shs. (17.6%)	3-27-80
* Standard Oil Company of California	Amax Inc. (Greenwich, CT) Common Stock - 10,429,398 shs. (18.8%)	3-28-80
* Helmerich & Payne, Inc.	Atwood Oceanics, Inc. (Houston, TX) Common Stock - 798,762 shs. (37.1%) (Helmerich has the right to acquire 378,262 of above shares.)	3-28-80
* Clabir Corporation Employee Stock Ownership Plan	Clabir Corporation (Old Greenwich, CT) Common Stock - 370,064 shs.	3-28-80
* Jakob Muller Research & Finance Ltd. (Switzerland)	Crompton & Knowles Corp. (NYC) Common Stock - 184,200 shs.	3-28-80
Continental Illinois Equity Corp. Continental Illinois Corp.	Emons Industries, Inc. (York, PA) Common Stock - 109,250 shs. on conversion of Preferred Stock (Continental has entered into Agreement to acquire above shares.)	3-28-80

ACQUISITION REPORTS CONT.

First Chicago Investment Corp. First Chicago Financial Corp. First Chicago Corp., Parent	Emons Industries Inc. (York, PA) Common Stock - 207,058 shs. on conversion of Preferred Stock	3-28-80
* William Belzberg (Canada) Samuel Belzberg (Canada) Hyman Belzberg (Canada)	Far West Financial Corp. (Newport Beach, CA) Common Stock - 1,129,468 shs. (57.3%)	3-28-80
Norman Wilton	First Western Financial Corp. (Las Vegas, NV) Common Stock - 216,100 shs.	3-28-80
* Rosario Resources Corporation	Hecla Mining Company (Wallace, ID) Common Stock - 1,471,500 shs. (21.1%)	3-28-80
* Sharon Steel Corp. Summit Systems, Inc. NVF Company Security Management Corp. Victor Posner, Parent	Howell Industries, Inc. (Southfield, MI) Common Stock - 290,500 shs. (20.29%)	3-28-80

Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1. The following companies or individuals filed Schedule 14D-1's during the period March 18 - 28, 1980. *Amended Tender Offers.

<u>OFFER TO PURCHASE BY:</u>	<u>ISSUER & NUMBER OF SHARES TO BE PURCHASED</u>	<u>DATE FILED</u>
McCormick Oil & Gas Co. (Wholly-owned by Sanford E. McCormick)	McCormick 1972 Oil & Gas Program (Houston, TX) McCormick 1975 Oil & Gas Program McCormick 1976 Oil & Gas Program McCormick 1977 Oil & Gas Program Limited Partnership Interests - All outstanding (Purchase offers to exchange up to an aggregate of 8,510,621 shares of its Common Stock for Interests and also offers to exchange McCormick Exco Inc. Common Stock at the ratio of 3.913 shares of its Common Stock for each share of MEI.)	3-18-80
Halliburton Company	NUS Corporation (Rockville, MD) Class A Common Stock - All outstanding shares for cash at \$20.00 net per share (Halliburton presently owns 621,647 shares of Common Stock (78.5%))	3-24-80
American Electric Power Company Inc.	Columbus & Southern Ohio Electric Co. (Columbus, OH) Common Stock - All outstanding shares (American Electric Power offers to exchange shares of its Common Stock for shares of Columbus & Southern on the basis of 1.3 shares of American for each share of Columbus.)	3-28-80

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	
ADVANCED DRILLING SYSTEMS INC	2	03/17/80	
ALASKA NORTHWEST PROPERTIES INC	2	01/31/80	
ALLERTON RESOURCES INC	4	01/16/80	AMEND
ALLIED TECHNOLOGY INC	3,7	03/18/80	
AMALGAMATED SUGAR CO	4,7	01/24/80	
AMERICAN AIRLINES INC	2	02/29/80	
AMERICAN HEALTH SERVICES INC	5	03/04/80	
AMERICAN MORTGAGE & INVESTMENT CO	4,7	02/15/80	
AMERICAN PROPERTY INVESTORS IX	2,6	11/20/78	AMEND
AMERICAN PROPERTY INVESTORS IX	2	08/13/79	AMEND
AMERICAN PROPERTY INVESTORS IX	2,6	12/20/79	
AMERICAN PROPERTY INVESTORS VIII	2,6	06/22/78	AMEND
AMERICAN SCIENCE & ENGINEERING INC	5	03/05/80	
BACHE GROUP INC	5	03/16/80	
BARBER OIL CORP /DE/	5	03/17/80	
BQP INDUSTRIES INC	1,2,5	03/10/80	
BRADY ENERGY CORP	5	03/06/80	
BRADY ENERGY CORP	5	03/14/80	
BURLINGTON NORTHERN INC	5	03/10/80	
BWC LIQUIDATING CORP	2,4	03/18/80	
CALIFORNIA MICROWAVE INC	5	03/19/80	
CALIFORNIA REAL ESTATE TRUST	1,2,7	09/18/79	
CARMINE FOODS INC	2,5	03/17/80	
CAROLINA CARIBBEAN CORP	2,3,6,14	02/01/80	
CENTURY PROPERTIES EQUITY PARTNERSHIP 72	2,7	03/04/80	
CENTURY PROPERTIES FUND XIV	2,7	02/29/80	
CHICAGO MILWAUKEE SAINT PAUL & PACIFIC R CIP CORP	5	03/10/80	
	3,4,6	02/01/80	
COLECO INDUSTRIES INC	5	03/14/80	
COLEMAN AMERICAN COMPANIES INC	3,7	03/05/80	
CONSOLIDATED CAPITAL INCOME TRUST	2,5,6	02/01/80	
COVINGTON BROTHERS TECHNOLOGIES	5	03/21/80	
DEL LABORATORIES INC	5	10/12/79	AMEND
DIGI LOG SYSTEMS INC	5	02/29/80	
DREW NATIONAL CORP	5	02/23/80	
DUBLIN ENGINEERING CO	4,7	02/22/80	
DUTCH BOY INC	5,7	03/18/80	
ENERGY RESERVE INC	13	03/01/80	
FIFTH DIMENSION INC	5	03/10/80	
FIRESTONE TIRE & RUBBER CO	5	03/20/80	
FIRST CAPITAL INCOME PROPERTIES LTD SERI	2,7	03/03/80	
FIRST FEDERAL SAVINGS & LOAN ASSOCIATION	5,6	02/01/80	
FIRST MISSISSIPPI CORP	5,7	03/11/80	
FIRST RAILROAD & BANKING CO OF GEORGIA	2,7	12/31/79	
FOUNDERS SECURITY LIFE INSURANCE CO	4,5	03/07/80	
GENERAL TELEPHONE CO OF CALIFORNIA	5	02/01/80	
GLASROCK PRODUCTS INC	7	09/12/79	AMEND
HAVERTY FURNITURE COMPANIES INC	5,7	03/17/80	
HMW INDUSTRIES INC	2,7	03/10/80	
HORIZON CORP	5,7	03/06/80	

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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. When you are ordering more than one, we prefer that the documents be listed in alphabetical order to expedite service. The reproduction cost is 10c per page plus postage (\$3.50 minimum); 20c per page plus postage for expedited service (\$5.00 minimum) and 30c per page plus postage for priority service (\$5.00 minimum). Cost estimates are given on request. All other reference material is available in the SEC Docket.

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