

# sec news digest

U.S. SECURITIES AND  
EXCHANGE COMMISSION

Issue 80-156

August 11, 1980

AUG 12 1980

---

## NOTICE OF COMMISSION MEETINGS

## LIBRARY

---

### CHANGES IN THE MEETING

The open meeting previously scheduled for Wednesday, August 13, at 10:00 a.m., has been rescheduled for Thursday, August 21, at 10:00 a.m. The agenda for the open meeting will be published in the News Digest later this week.

---

## INVESTMENT COMPANY ACT RELEASES

---

### THE METROPOLITAN FUND, INC.

A notice has been issued giving interested persons until September 8 to request a hearing on an application filed by The Metropolitan Fund, Inc. (Applicant), registered under the Investment Company Act of 1940 as an open-end, diversified, management investment company, for an order, pursuant to Section 8(f) of the Act, declaring that Applicant has ceased to be an investment company. (Rel. IC-11293 - Aug. 8)

### THE CHASE FUND OF BOSTON

A notice has been issued giving interested persons until September 2 to request a hearing on an application filed by The Chase Fund of Boston (Chase), Shareholders' Trust of Boston, Chase Special Fund of Boston, Inc., Chase Frontier Capital Fund of Boston, Inc., Phoenix Fund, Inc., and Phoenix Capital Fund, Inc. (Funds), all registered under the Investment Company Act of 1940 as open-end, diversified, management investment companies, and Phoenix Investment Counsel of Boston, Inc., Phoenix Equity Planning Corporation and Phoenix Mutual Life Insurance Company, in connection with the proposed acquisition by Chase, after the recapitalization of Chase as a series fund, of the assets of the Funds (Proposed Exchanges). The application requests an order: (1) pursuant to Section 6(c) of the Act exempting the Proposed Exchanges from the provisions of Section 22(c) of the Act and Rule 22c-1 thereunder, to permit the issuance of shares of the series fund at net asset value, but at a price other than the price next determined after receipt of a purchase order; and (2) pursuant to Section 17(b) of the Act exempting the Proposed Exchanges from the provisions of Section 17(a) of the Act. (Rel. IC-11294 - Aug. 8)

### FIDUCIARIES FUND FOR CASH RESERVES

An order has been issued by the Commission on its own motion, pursuant to Section 8(f) of the Investment Company Act of 1940, declaring that Fiduciaries Fund for Cash Reserves, registered under the Act as a diversified, open-end, management investment company, has ceased to be an investment company. (Rel. IC-11295 - Aug. 8)

### TRINWALL BOND FUND, INC.

A notice has been issued giving interested persons until September 2 to request a hearing on an application by Trinwall Bond Fund, Inc., for an order declaring that it has ceased to be an investment company. (Rel. IC-11296 - Aug. 8)

---

## HOLDING COMPANY ACT RELEASES

---

### WESTERN MASSACHUSETTS ELECTRIC COMPANY

A supplemental notice has been issued giving interested persons until August 31 to request a hearing on a proposal by Western Massachusetts Electric Company (WMECO), subsidiary of Northeast Utilities, whereby WMECO proposes to issue and sell at competitive bidding up to \$30 million of first mortgage bonds. WMECO has informed that the price, exclusive of accrued interest to be paid to WMECO, would be not less than 98% nor more than 102% of the principal amount thereof, to be determined by competitive bidding, rather than not less than 100% nor more than 102% of the principal amount thereof, as heretofore stated in WMECO's application and in the prior notice dated August 4, 1980. (Rel. 35-21675 - Aug. 8)

### CONOCO INC.

A notice has been issued giving interested persons until September 3 to request a hearing on an application for exemption under Section 2(a)(4) of the Public Utility Holding Company Act of 1935 filed by Conoco Inc. and Louisiana Gas System Inc. (Rel. 35-21676 - Aug. 8)

---

## SELF-REGULATORY ORGANIZATIONS

---

### NOTICE OF PROPOSED RULE CHANGE

The Chicago Board Options Exchange, Incorporated has filed a proposed rule change under Rule 19b-4 (SR-CBOE-80-20) to revise their procedures with respect to trading rotations which extend beyond 3:10 p.m. (Chicago time). Publication of the proposal is expected to be made in the Federal Register during the week of August 11. (Rel. 34-17054)

### NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGE

The Depository Trust Company has filed a proposed rule change (SR-DTC-80-4) which became effective in accordance with Section 19(b)(3)(A) of the Securities Exchange Act of 1934 changing the surcharge imposed by DTC on deposit and withdrawals of securities issues that carry transfer agent fees. Publication of the proposal is expected to be made in the Federal Register during the week of August 11. (Rel. 34-17055)

---

## 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) LESCARDEN LTD., 27 St. John St., Goshen, N.Y. 10924 - 989,568 shares of common stock. The company has been engaged in research and development of ethical products for the treatment of various human diseases. (File 2-68707 - Aug. 1) (Br. 4) (New Issue)
- (N-1) FLORIDA MUTUAL U.S. GOVERNMENT SECURITIES FUND, INC., Suite 1507, Landmark Bank Bldg., One Financial Plaza, Ft. Lauderdale, Fla. 33394 (305) 522-0200 - an indefinite number and amount of securities. (File 2-68550 - July 22) (Br. 17) (New Issue)
- (S-16) COMMUNICATIONS INDUSTRIES, INC., 1100 Frito-Lay Tower, Exchange Park, Dallas, Tex. 75235 (214) 357-4001 - 45,600 shares of common stock. (File 2-68758 - Aug. 8) (Br. 8)

- (S-1) STRUTHERS OIL & GAS CORP., The City Center Bldg., Suite 120, 101 Broadway, Oklahoma City, Okla. 73102 - 600,000 shares of common stock. The company is engaged in acquiring, exploring, developing and operating oil and gas properties. (File 2-68759 - Aug. 8) (Br. 6)
- (S-1) FIRST CENTENNIAL CORPORATION, Scotch Pines Village Shopping Center, Suite 33, 2601 South Lemay, Fort Collins, Colo. 80525 (303) 223-5030 - 750,000 shares of Class A common stock. (File 2-68760 - Aug. 8) (Br. 10) (New Issue)
- (S-1) AMERICAN GOLD MINERALS CORPORATION, Suite 710, Republic Bldg., 1612 Tremont Pl., Denver, Colo. 80202 - 8,000,000 shares of common stock. Underwriter: E. J. Pittcock & Co., Incorporated, 817 Seventeenth St., Suite 610, Denver, Colo. 80202 (303) 892-6110. The company intends to engage in prospecting for and acquiring mineral properties. (File 2-68761 - Aug. 8) (Br. 5) (New Issue)
- (S-16) HOUSTON INDUSTRIES INCORPORATED, 611 Walker Ave., Houston, Tex. 77002 (713) 228-2474 - 3,000,000 shares of common stock. Underwriters: Dean Witter Reynolds Inc. and Kidder, Peabody & Co. Incorporated. The company owns all of the common stock of Houston Lighting & Power Company, Primary Fuels, Inc. and Utility Fuels, Inc. (File 2-68762 - Aug. 8) (Br. 8)
- (S-16) HARTE-HANKS COMMUNICATIONS, INC., 901 N.E. Loop 410, San Antonio, Tex. 78209 (512) 828-8361 - \$30 million of convertible subordinated debentures, due August 15, 2005. Underwriter: Goldman, Sachs & Co. The company is an integrated communications company. (File 2-68763 - Aug. 8) (Br. 2)
- (S-16) CENTRAL ILLINOIS PUBLIC SERVICE COMPANY, 607 East Adams St., Springfield, Ill. 62701 (217) 523-3600 - 2,300,000 shares of common stock. Underwriters: Kidder, Peabody & Co. Incorporated, Bache Halsey Stuart Shields Incorporated and A. G. Edwards & Sons, Inc. The company is engaged in generating, purchasing, distributing and selling electric energy. (File 2-68765 - Aug. 8) (Br. 8)
- (S-16) FEDERAL-MOGUL CORPORATION, 26555 Northwestern Highway, Southfield, Mich. 48034 (313) 354-7700 - \$40 million of notes, due August 15, 1990 and \$60 million of sinking fund debentures, due August 15, 2005. Underwriters: Goldman, Sachs & Co. and Blyth Eastman Paine Webber Incorporated. The company is engaged in the manufacture and sale of vehicle and machinery components. (File 2-68766 - Aug. 8) (Br. 9)
- (S-16) FIRST INTERNATIONAL BANCSHARES, INC., 1201 Elm St., Dallas, Tex. 75270 (214) 744-7100 - \$100 million of convertible subordinated debentures, due 2005. Underwriters: Goldman, Sachs & Co., The First Boston Corporation and Merrill Lynch White Weld Capital Markets Group. (File 2-68767 - Aug. 8) (Br. 3)
- (S-8) PATRICK PETROLEUM COMPANY, 744 West Michigan Ave., Jackson, Mich, 49201 (517) 787-6633 - 600,000 shares of common stock. (File 2-68768 - Aug. 8) (Br. 3)
- (S-8) NIAGARA MOHAWK POWER CORPORATION, 300 Eria Blvd. West, Syracuse, N.Y. 13202 - 200,000 shares of common stock. (File 2-68769 - Aug. 8) (Br. 4)
- (S-16) ANACOMP, INC., 11550 North Meridian St., Suite 600, Carmel, Ind. 46032 (317) 844-9666 - \$25 million of convertible subordinated debentures, due September 1, 2000. Underwriter: Shearson Loeb Rhoades Inc. The company is engaged in providing computer and micrographic services. (File 2-68770 - Aug. 8) (Br. 9)
- (S-11) INTERNATIONAL INCOME PROPERTY INC., 405 Park Ave., New York, N.Y. 10022 - 192,661 shares of common stock. (File 2-68771 - Aug. 8) (Br. 5)
- (S-8) PHH GROUP, INC., 11333 McCormick Rd., Hunt Valley, Md. 21031 (301) 667-4000 - 100,000 shares of common stock. (File 2-68772 - Aug. 8) (Br. 5)
- (S-1) MOSELEY, HALLGARTEN, ESTABROOK & WEEDEN HOLDING CORPORATION, 60 State St., Boston, Mass. 02109 (617) 367-2400 - \$5 million of floating rate notes. Underwriter: Moseley, Hallgarten, Estabrook & Weeden Inc. The company is a financial services company engaged in securities brokerage, trading and investment banking activities and other related financial services. (File 2-68773 - Aug. 8) (Br. 2)
- (S-6) NEW YORK MUNICIPAL TRUST, SERIES 14, 55 Water St., New York, N.Y. 10041 - 14,000 units. Depositor: Bear, Stearns & Co. (File 2-68774 - Aug. 8)

- (S-14) BEEFSTEAK CHARLIE'S INC., 230 Park Ave., New York, N.Y. 10169 (212) 490-7006 - 1,696,374 shares of common stock. (File 2-68775 - Aug. 8) (Br. 4)
- (S-16) RORER GROUP INC., 500 Virginia Dr., Fort Washington, Pa. 19034 (215) 628-6541 - 85,578 common shares. (File 2-68766 - Aug. 8) (Br. 4)
- (S-16) NICOR INC., 1700 West Ferry Rd., P.O. Box 200, Naperville, Ill. 60540 (312) 242-4470 - 1,500,000 shares of common stock. Underwriter: Merrill Lynch White Weld Capital Markets Group. The company is engaged in the gas utility business. (File 2-68777 - Aug. 8) (Br. 7)

#### REGISTRATIONS EFFECTIVE

- Aug. 6: Newco American Guaranty Corp., 2-67554.
- Aug. 7: Dreyfus Tax Exempt Money Market Fund, Inc., 2-65232; The Government Securities Income Fund, Twenty-Sixth GNMA Series, 2-68661; IFS Industries, Inc., 2-68449; Metpath, Inc., 2-68623; Pacific Gas & Electric Co., 2-68647; Puget Sound Power & Light Co., 2-68498.
- Aug. 8: American Equity Housing Fund-I, 2-68139.

---

## SIGNIFICANT NO-ACTION AND INTERPRETIVE LETTERS

---

The following is a list of significant no-action and interpretative letters recently issued by the Division of Market Regulation and the Division of Investment Management. These letters express the view of the Division with respect to novel or important questions arising under the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, and the Investment Advisers Act of 1940. Copies of these letters may be obtained by writing to the Public Reference Section, Securities and Exchange Commission, Washington, D.C. 20549, or by making a request in person at the Public Reference Section, 1100 L Street, N.W., Room 6101, Washington, D.C., stating the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date. Copies cost 10 cents per page.

#### DIVISION OF MARKET REGULATION

<u>COMPANY</u>	<u>ACT/SECTION/RULE OR RELEASE</u>	<u>DATE MAILED</u>	<u>PUBLIC AVAILABILITY DATE</u>
SECURITIES EXCHANGE ACT OF 1934			
Midwest Stock Exchange	Rule 10b-6, App. C	06/20/80	07/20/80
MCO Holdings, Inc.	Rule 13e-4	06/30/80	07/30/80

#### DIVISION OF INVESTMENT MANAGEMENT

<u>COMPANY</u>	<u>ACT/SECTION/RULE OR RELEASE</u>	<u>DATE MAILED</u>	<u>PUBLIC AVAILABILITY DATE</u>
Sun Chemical Corporation	ICA '40/§§ 3(a)(3), 3(b)(1), 3(b)(3)	6/11/80	7/11/80
United National Bank	ICA '40/§§ 3(a)(1), 3(c)(3)	6/20/80	7/21/80

Southland Trust Company (2 letters)	ICA '40/SS 2(a)(5), 3(c)(11)	6/23/80	7/23/80
Allied Lending Corporation	ICA '40/SS 18(a), 18(g)	7/9/80	8/8/80

## 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 their 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 July 25 - 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 &amp; NUMBER OF SHARES</u>	<u>DATE FILED</u>
American Diversified Enterprises, Inc. Toni Allen Kramer Bodini Terry Allen Kramer, Custodian	CPS Chemical Company, Inc. (Old Bridge, NJ) Class A Common Stock - 19,000 shs.	7-25-80
* Midhurst Corporation (Controlled by S. Pearson Industries Ltd. (U.K.))	Camco Incorporated (Houston, TX) Common Stock - 1,445,980 shs. (60.6%)	7-25-80
* Joseph H. Hale	Florafax International, Inc. (Tulsa, OK) Common Stock - 658,084 shs. (30%)	7-25-80
* Rudolf Israel (West Germany)	Heinicke Instruments Co. (Hollywood, FL) Common Stock - 684,500 shs. (24.05%)	7-25-80
* General Host Corporation	Hickory Farms of Ohio, Inc. (Maumee, OH) Common Stock - 1,959,125 shs. (95.4%) (1,038,356 of above shares were acquired pursuant to the Tender Offer.)	7-25-80
* Transco Realty Trust  Leo Kern Herbert Kern Oscar Chedraui Alam (Mexico)	Hospital Mortgage Group (No. Miami, FL) Shares of Beneficial Interest - 335,000  IMEX Corp. (Houston, TX) Common Stock - 383,824 shs. (59.6%) (Mr. Alam has agreed to purchase 100,000 shares of Common Stock and also has an option to purchase 183,824 of above shares.)	7-25-80
Allen & Company Incorporated Allen & Company American Diversified Enterprises, Inc. Bruce Allen, et al	Jamaica Water Properties, Inc. (Lake Success, NY) Common Stock - 36,244 shs. Common Stock - 60,000 shs. on exercise of warrants	7-25-80
Q. T. Wiles	Redcor Corporation (Concord, CA) Common Stock - 101,796 shs.	7-25-80
Sperry & Hutchinson	Rollins Burdick Hunter Co. (Chicago, IL) Common Stock - 260,600 shs.	7-25-80
Raymond, James & Associates, Inc.	Seago Group, Inc. (Fort Meyers, FL) Common Stock - 29,756 shs. on conversion of Preferred Stock	7-25-80

* First Carolina Investors Bridget B. Baird, Trustee Brent D. Baird, Individually, Trustee and Custodian, et al	API Trust (NYC) Shares of Beneficial Interest - 260,935 (25.78%)	7-28-80
* Solcoor Inc. (Wholly-owned subsidiary of Koor Industries) Koor Industries, Ltd. (Israel)	Alliance Tire & Rubber Co. Ltd. (Hadera, Israel) Class A Common Stock - 282,471 shs. (21.07%)	7-28-80
Irwin L. Jacobs	American Distilling Co. (NYC) Common Stock - 89,332 shs.	7-28-80
Sidney A. Swensrud Isabelle M. Swensrud, Individually and Trustees	Baker, Fentress & Co. (Chicago, IL) Common Stock - 16,491 shs.	7-28-80
* Victor L. Sayyah Sayyah Corporation HCA, Inc. Inter-Region Associates Corp., et al	Bankers Union Life Insurance Co. (Englewood, CO) Common Stock - 259,906 shs. (77%)	7-28-80
GNMR, Inc.	Belknap Inc. (Louisville, KY) Common Stock - 77,836 shs.	7-28-80
* Cavenham Development Inc. (Wholly-owned subsidiary of Cavenham Ltd. (U.K.))	Diamond International Corp. (NYC) Common Stock - 3,604,872 shs. (23.8%) Common Stock - 1,631 shs. on conversion of Preferred Stock	7-28-80
* David H. Murdock Murdock Investment Corp. Pacific Holding Corp. International Mining Corp.	Diversified Mortgage Investors, Inc. (Coral Gables, FL) Common Stock - 553,600 shs.	7-28-80
* Louis Berkman Louis Berkman Company	First Financial Group, Inc. (Washington, PA) Common Stock - 105,935 shs. (36.2%)	7-28-80
* Goldman, Sachs and Co.	Franklyn Realty Group (Rydal, PA) Shares of Beneficial Interest - 85,800	7-28-80
* Warren E. Buffett Berkshire Hathaway Inc. National Indemnity Co. National Fire & Marine Insurance Co., et al	GEICO Corporation (Washington, DC) Common Stock - 6,537,828 shs. (30%) Common Stock - 62,172 shs. on conversion of Preferred Stock	7-28-80
Frank Faske Joseph M. Esposito, Jr. Edward B. Glucksman	Industralease Corp. (Lake Success, NY) Common Stock - 65,126 shs. (22.34%)	7-28-80
* American Financial Corporation Carl H. Lindner Robert D. Lindner	Kenton Corporation (NYC) Common Stock - 200,100 shs. Common Stock - 242,802 shs. on exercise of warrants	7-28-80
* KBB, S.A. Genève (Switzerland) (Wholly-owned subsidiary of N.V. Koninklijke Bijenkorf Beheer (Netherlands))	Macks Stores, Inc. (Sanford, NC) Common Stock - 592,390 shs. (55.9%)	7-28-80
* Corning Glass Works	MetPath, Inc. (Teterboro, NJ) Common Stock - 300,000 shs.	7-28-80
* Peter Cundill & Associates Ltd. (Canada)	Moraga Corporation (Los Angeles, CA) Common Stock - 162,500 shs. (12%)	7-28-80
* Raymond J. Adreani	National Terminals Corp. (Chicago, IL) Common Stock - 66,976 shs.	7-28-80

* John P. McGoff, Individually, and Voting Trustee Richard A. Jones Robert E. Leipprandt, Voting Trustees, et al	Panax Corporation (East Lansing, MI) Common Stock - 511,722 shs. (43.7%)	7-28-80
* Amco Inc.	Rowan Companies, Inc. (Houston, TX) Common Stock - 2,742,856 shs. (11.65%) on conversion of Preferred Stock	7-28-80
* Société Holding Gray d'Albion S.A. (France)	Saunders Leasing System, Inc. (Birmingham, AL) Common Stock - 474,366 shs. (16%)	7-28-80
* Bob Magness	Tele-Communications, Inc. (Englewood, CO) Class A Common Stock - 820,123 shs. Class B Common Stock - 755,717 shs. (13.5%)	7-28-80
* Betty Ruth Magness	Tele-Communications, Inc. (Englewood, CO) Class A Common Stock - 711,718 shs. Class B Common Stock - 419,988 shs.	7-28-80
* Hudson Bay Mining & Smelting Co. Ltd. (Canada)	Terra Chemicals International, Inc. (Sioux City, IA) Common Stock - 2,945,049 shs. (55.49%)	7-28-80
* Lawrence E. Steinberg	Texas American Resources, Inc. (Dallas, TX) Common Stock - 325,498 shs. (42.2%)	7-28-80
* Bruce Waterfall Edwin Morgens	TowerMarc (Boston, MA) Shares of Beneficial Interest - 256,280 (22.2%)	7-28-80
* Société des Maisons Phénix (France)	U. S. Home Corporation (Houston, TX) Common Stock - 2,275,880 shs. (18.9%)	7-28-80
* Norman A. Litz Peter Kalkus Lamar Properties, Inc. Lamar Realty Investors, et al	U. S. Realty Investments (Cleveland, OH) Shares of Beneficial Interest - 206,300	7-28-80
Allen & Co. Terry Allen Kramer, Individually, Custodian & Trustee C. Robert Allen, III, Individually and Trustee, et al	Virginia International Co. (Staunton, VA) Special Stock - 149,000 shs. (11%)	7-28-80
Energy Reserve, Inc.	Willard Pease Oil & Gas Co. (Salt Lake City, UT) Common Stock - 237,600 shs.	7-28-80



**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.*

*SEC NEWS DIGEST is published daily.*

*Subscription rates: \$100.00/yr in U.S. first class mail;  
\$125.00 elsewhere.*

*SEC DOCKET is published weekly.*

*Subscription rates: \$79.00/yr in U.S. first class mail;  
\$98.75 elsewhere.*

*SEC MONTHLY STATISTICAL REVIEW is published monthly.*

*Subscription rates: \$15.00/yr in U.S. first class mail;  
\$18.75 elsewhere.*

*The News Digest, the Docket, and the Statistical Bulletin are for sale by the superintendent of Documents, Government Printing Office, Washington, D.C. 20402.*