

sec news digest

U.S. SECURITIES AND
EXCHANGE COMMISSION

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LIBRARY

RULES AND RELATED MATTERS

ADOPTION OF RULE 72(b)

The Commission announced that it is adopting Rule 72(b) under the Public Utility Holding Company Act of 1935 (1935 Act) to expressly provide that all of the rules adopted under Sections 16(a) and (b) of the Securities Exchange Act of 1934, including any exemptive rules, shall apply equally to any duty or liability imposed under Sections 17(a) and (b) of the 1935 Act with respect to any security of a registered holding company or subsidiary thereof. (Rel. 35-21863)

FOR FURTHER INFORMATION CONTACT: Grant G. Guthrie at (202) 523-5156

COMMISSION ANNOUNCEMENTS

WEEKLY CALENDAR

The following is a schedule of speaking engagements, Congressional testimony, Commission hearings and other public events involving the Commission for the week of January 4, 1981. (Commission Meetings are announced separately in the News Digest)

Friday, January 9

- * Chairman Williams will be the luncheon speaker at the UCLA Corporate Governance Conference in Los Angeles, California.

INVESTMENT COMPANY ACT RELEASES

SHORT-TERM INVESTMENTS CO.

A notice has been issued giving interested persons until January 26 to request a hearing on an application filed by Short-Term Investments Co. (Applicant), an open-end, diversified, management investment company registered under the Investment Company Act of 1940, for an order, pursuant to Section 6(c) of the Act, exempting Applicant, subject to conditions, from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder, to the extent necessary to enable Applicant to utilize amortized cost valuation for the purpose of pricing its shares for sale and redemption. (Rel. IC-11520 - Dec. 31, 1980)

EMPIRE STATE MUNICIPAL EXEMPT TRUST

An order has been issued on an application filed by Empire State Municipal Exempt Trust, registered under the Investment Company Act of 1940 as a unit investment trust, and its sponsors, Glickenhau & Co., Lebenthal & Co., Inc., and Moseley, Hallgarten, Estabrook & Weeden Inc. (collectively, Sponsors), (the Trust and the Sponsors are collectively, Applicants), pursuant to Section 11 of the Act, permitting exchange of units of Series of the Trust for units of other such Series at net asset value plus a fixed and reduced sales charge per unit, and pursuant to Section 6(c) of the Act exempting Applicants from the provisions of Section 22(d) of the Act to the extent necessary to permit such exchanges. (Rel. IC-11521 - Dec. 31, 1980)

FUNDAMENTAL TRUST SHARES, SERIES A

A notice has been issued giving interested persons until January 23 to request a hearing on a proposal by the Commission to declare by order on its own motion, pursuant to Section 8(f) of the Investment Company Act of 1940, that Fundamental Trust Shares, Series A, registered under the Act as a unit investment trust, has ceased to be an investment company. (Rel. IC-11522 - Dec. 31, 1980)

SUPERVISED CASH ACCOUNT, INC.

An order has been issued, pursuant to Section 8(f) of the Investment Company Act of 1940, declaring that Supervised Cash Account, Inc. has ceased to be an investment company. (Rel. IC-11423 - Dec. 31, 1980)

KREDIETBANK N.V.

A notice has been issued giving interested persons until January 26 to request a hearing on an application filed by Kredietbank N.V., a commercial bank whose principal office is located in Brussels, Belgium, and its subsidiary, Kredietbank North American Finance Corp. The application requests that the Commission issue an order, pursuant to Section 6(c) of the Investment Company Act of 1940, exempting Kredietbank and Kredietbank North American, created under Delaware state law, from all the provisions of the Act so that Kredietbank and Kredietbank North American may make a public offering of commercial paper in the United States. (Rel. IC-11424 - Dec. 31, 1980)

HOLDING COMPANY ACT RELEASES

NEW ENGLAND ENERGY INCORPORATED

An order has been issued authorizing New England Energy Incorporated, subsidiary of New England Electric System, to invest up to \$75 million in an oil and gas exploration and development partnership for the year ending December 31, 1981. (Rel. 35-21864 - Dec. 31, 1980)

MONONGAHELA POWER COMPANY

An order has been issued authorizing Monongahela Power Company, Potomac Edison Company and West Penn Power Company, each a subsidiary of Allegheny Power System, Inc., to issue, reissue, sell, and renew short-term promissory notes to banks and to a dealer in commercial paper. Jurisdiction has been reserved with respect to \$12 million of borrowings by Potomac. (Rel. 35-21865 - Dec. 31, 1980)

CONSOLIDATED NATURAL GAS COMPANY

An order has been issued authorizing Consolidated Natural Gas Company, a registered holding company, to make open account advances to its subsidiaries, CNG Producing Company, Consolidated Gas Supply Corporation, Consolidated System LNG Company, The East Ohio Gas Company, The Peoples Natural Gas Company, and West Ohio Gas Company, and such subsidiaries to make intrasystem prepayments of promissory notes held by Consolidated. The maximum aggregate amount of such prepayments will not exceed \$163,500,000 outstanding at any one time. (Rel. 35-21866 - Dec. 31, 1980)

THE EAST OHIO GAS COMPANY

An order has been issued authorizing The East Ohio Gas Company, The River Gas Company and West Ohio Gas Company, subsidiaries of Consolidated Natural Gas Company, to conduct a residential insulation financing program (Program) and to acquire unsecured installment promissory notes from their respective heating customers pursuant to the Program. The maximum amounts of the loans outstanding at any one from subsidiaries during the years 1981, 1982 and 1983 shall not exceed \$9,500, \$19,000 and \$28,500, respectively. (Rel. 35-21867 - Dec. 31, 1980)

CENTRAL AND SOUTH WEST CORPORATION

An order has been issued authorizing Central and South West Corporation (CSW), a registered holding company, and its five subsidiaries, Central Power and Light Company, Southwestern Electric Power Company, Public Service Company of Oklahoma, West Texas Utilities Company, and Central and South West Services, Inc., to make short-term borrowings not to exceed \$300 million. The borrowings would be effected either through the CSW System money pool, the issuance or sale of commercial paper and/or bank borrowings. (Rel. 35-21868 - Dec. 31, 1980)

TRUST INDENTURE ACT RELEASES

SYBRON CORPORATION

An order has been issued granting the application by Sybron Corporation, pursuant to Section 310(b)(1)(ii) of the Trust Indenture Act of 1939, declaring the trusteeships of Morgan Guaranty Trust Company of New York under two existing qualified indentures and a third indenture for which exemption from qualification is claimed under Section 304(b) of the Act, are not so likely to involve a conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify Morgan Guaranty Trust Company of New York from acting as trustee under either of the qualified indentures. (Rel. TI-603)

MISCELLANEOUS

PEPSICO CAPITAL RESOURCES, INC.

An order has been issued granting the application of PepsiCo Capital Resources, Inc. as Originator and Servicer, pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an exemption from the reporting requirements under Sections 13 and 15(d) of that Act. (Rel. 34-17411)

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-16) EMPIRE INCORPORATED, 1700 South Jefferson St., Lebanon, MO 65536 (417) 532-3101 - \$30 million of convertible subordinated debentures, due December 31, 2005. Underwriters: Warburg Paribas Becker and Bacon, Whipple & Co. The company is engaged in the retail distribution of liquefied petroleum gas. (File 2-70387 - Dec. 24, 1980) (Br. 2)
- (S-6) INVESTORS' QUALITY TAX-EXEMPT TRUST, SERIES 9, 208 South LaSalle St., Chicago, IL 60604 - 7,500 units. Depositor: Van Kampen Filkin & Merritt Inc. (File 2-70413 - Dec. 30, 1980) (Br. 9 - New Issue)
- (S-1) GRALY RESOURCES, INC., Chamber of Commerce Bldg., 517 Centre Street South, Calgary, Alberta, Canada T2G 2C4 - 7,000,000 shares of common stock. Underwriter: OTC Net, Inc., Executive Club Bldg., 1776 South Jackson, Denver, CO 80210 (303) 758-7293. The company is a development-stage company and plans to engage in the acquisition of interests in and exploration and development of oil and gas properties. (File 2-70415 - Dec. 30, 1980) (Br. 3)
- (S-14) FIRST INTERNATIONAL BANCSHARES, INC., First International Bldg., 1201 Elm St., Dallas, TX 75270 (214) 744-7100 - 195,000 shares of common stock. (File 2-70416 - Dec. 30, 1980) (Br. 1)
- (N-1) INTERCAPITAL NATURAL RESOURCE DEVELOPMENT SECURITIES INC., Five World Trade Center, New York, NY 10048 (212) 938-4505 - an indefinite number of shares of common stock. (File 2-70421 - Dec. 30, 1980) (Br. 17 - New Issue)
- (N-1) INTERCAPITAL DIVIDEND GROWTH SECURITIES INC., Five World Trade Center, New York, NY 10048 (212) 938-4505 - an indefinite number of shares of common stock. (File 2-70423 - Dec. 30, 1980) (Br. 17 - New Issue)
- (S-16) KANEB SERVICES, INC., Kaneb Bldg., 5251 Westheimer Rd., Houston, TX 77056 (713) 622-3456 - \$60 million of convertible subordinated debentures, due 2006. Underwriters: Warburg Paribas Becker and Kidder, Peabody & Co. Incorporated. The company is a diversified energy and financial services company. (File 2-70426 - Dec. 30, 1980) (Br. 4)

- (N-1) ALLIANCE TECHNOLOGY FUND, INC., 140 Broadway, New York, NY 10005 (212) 295-1500 - an indefinite amount of common stock. (File 2-70427 - Dec. 30, 1980) (Br. 16 - New Issue)
- (N-1) ALLIANCE INTERNATIONAL FUND, INC., 140 Broadway, New York, NY 10005 (212) 295-1500 - an indefinite amount of common stock. (File 2-70428 - Dec. 30, 1980) (Br. 16 - New Issue)
- (S-7) TOROTEL, INC., P.O. Box 608, Raymore, MO 64083 (816) 331-8400 - 825,000 shares of common stock. Underwriter: Sutro & Co. Incorporated. The company's business is conducted through two divisions, telecommunications and components. (File 2-70429 - Dec. 31, 1980) (Br. 7)
- (S-14) PEOPLES BAN CORPORATION, 1414 Fourth Ave., Seattle, WA 98111 (206) 344-2330 - 4,546,130 shares of common stock. (File 2-70431 - Dec. 31, 1980) (Br. 2)
- (S-15) FIRST MARYLAND BANCORP, 25 South Charles St., Baltimore, MD 21201 (301) 244-4000 - 30,000 shares of common stock. (File 2-70432 - Dec. 31, 1980) (Br. 1)
- (S-8) GRANGER ASSOCIATES, 3101 Scott Blvd., Santa Clara, CA 95051 (408) 727-3101 - 50,004 shares of common stock. (File 2-70434 - Dec. 31, 1980) (Br. 8)
- In a separate statement the company seeks registration of 360,000 shares of common stock. (File 2-70435 - Dec. 31, 1980)
- (S-16) ANACOMP, INC., 11550 North Meridian St., Suite 600, Carmel, IN 46032 (317) 844-9666 - 490,646 shares of common stock. (File 2-70438 - Dec. 31, 1980) (Br. 9)
- (S-16) DRAVO CORPORATION, One Oliver Plaza, Pittsburgh, PA 15222 (412) 566-3000 - 28,495 shares of common stock. (File 2-70444 - Dec. 29, 1980) (Br. 9)
- (S-1) APPLE COMPUTER, INC., 10260 Bandley Dr., Cupertino, CA 95014 (408) 996-1010 - 9,208,568 shares of common stock. The company designs, develops, produces, markets and services microprocessor-based personal computer systems. (File 2-70449 - Dec. 31, 1980) (Br. 9)

REGISTRATIONS EFFECTIVE

- Dec. 16: Interface Mechanisms, Inc., 2-69920.
 Dec. 17: Pay-Fone Systems, Inc., 2-69590-LA.
 Dec. 18: Immutron, Inc., 2-68999; The Municipal Bond Trust, Series 76, 2-69230.
 Dec. 19: Energy Capital Development Corp., 2-66871.
 Dec. 22: Liquid Cash Trust, 2-67655; Royalty Development Corp., 2-68854; The Stone Oil Corporation 1981 Program II Ltd., 2-69773.
 Dec. 23: Amicon Corp., 2-69941; Tax Exempt Securities Trust, Series 45, 2-70030; Xcor International, Inc., 2-54084.
 Dec. 24: AMF Incorporated, 2-69803; Eaton Corp., 2-70205; Kenai Corp., 2-70242; Nuveen Tax Exempt Bond Fund, Series 169, 2-69694; The Stone Oil Corporation 1981 Program I Ltd., 2-69574; Sunshine Mining Co., 2-67955.
 Dec. 29: CACI, Inc., 2-70351; Hawkins Exploration 1981 Program, 2-69810; NRM 81 Income/Royalty Fund, 2-69485; Q1 Corp., 2-69309.
 Dec. 30: The Corporate Income Fund, Ninety-Third Short Term Series, 2-70241; Golden Nugget, Inc., 2-70226; Municipal Investment Trust Fund, One Hundred Fifty-Eighth Monthly Payment Series, 2-70065; Progressive Bancshares Corp., 2-69079.

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 December 3 - 8, 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.

ACQUISITION REPORTS CONT.

<u>REPORTING COMPANY OR INDIVIDUAL</u>	<u>ISSUER & NUMBER OF SHARES</u>	<u>DATE FILED</u>
* Ga;di Securities Corp. Joseph C. Galdi Rita D. Galdi Diane L. Galdi, et al	International Seaway Trading Corp. (Cleveland, OH) Common Stock - 62,100 shs.	12-3-80
* Anita Loehmann Stafford, Indi- vidually and Custodian U. S. Trust Co. of New York C. Richard Stafford, et al	Loehmann's Inc. (Bronix, NY) Common Stock - 786,812 shs. (36.11%)	12-3-80
* Gulf + Western Industries Inc. Charles G. Bluhdorn	Munsingwear, Inc. (Minneapolis, MN) Common Stock - 234,000 shs. (17.65%)	12-3-80
* Helene Rubin, Individually and Custodian Arthur Associates, Inc. Richard Corwin Montgomery	New Dimensions In Education Inc. (White Plains, NY) Common Stock - 64,000 shs. (11.1%) Puerto Rican Cement Co. Inc. (San Juan, PR) Common Stock - 215,754 shs. (10.8%)	12-3-80 12-3-80
* GREIT Realty Trust Edwin J. Beinecke, Jr. William S. Beinecke Frederick W. Beinecke, II Helen B. Beinecke, et al	San Francisco Real Estate Investors (San Francisco, CA) Shares of Beneficial Interest - 140,000 Shares of Beneficial Interest - 265,000 on exercise of warrants Sperry and Hutchison Company (NYC) Common Stock - 4,359,199 shs. (47.8%)	12-3-80 12-3-80
* Lane Processing, Inc.	Tennessee Valley Bancorp, Inc. (Nashville, TN) Common Stock - 254,600 shs.	12-3-80
* Richard J. Robertson Wanda J. Keatley W. D. Morgan Barbara Keatley Morgan, et al	Ameribanc, Inc. (St. Joseph, MO) Common Stock - 248,611 shs. (20.1%)	12-4-80
* Seville Corporation	American Fletcher Mortgage Investors (Boston, MA) Shares of Beneficial Interest - 200,345 (14.8%)	12-4-80
* 600 Group Incorporated (Wholly-owned subsidiary of 600 Group Ltd. (U.K.) Cooper Industries, Inc.	Clausing Corporation (Oshtemo, MI) Common Stock - 620,797 shs. (22.4%) Crouse-Hinds Company (Syracuse, NY) Common Stock - 3,641,204 shs. (Cooper has entered into Merger and Exchange Offer with certain shares to acquire above shares.)	12-4-80 12-4-80
* Lane Processing, Inc. Goldman, Sachs & Co.	General Bancshares Corp. (St. Louis, MO) Common Stock - 349,500 shs. Loehmann's, Inc. (Bronix, NY) Common Stock - 131,300 shs.	12-4-80 12-4-80
* British Columbis Resources Investment Corp. (Canada) Midland Associates Stanfield, Machinist & Co. Michael R. Stanfield Robert B. Machinist, et al	MacMillan Bloedel Ltd. (Vancouver, B.C., Canada) Common Stock - 4,254,590 shs. (20%) Midland Capital Corporation (NYC) Common Stock - 328,770 shs. (22.9%)	12-4-80 12-4-80
Institute for Psychoanalysis	Nationwide Industries, Inc. (Chicago, IL) Common Stock - 500,000 shs.	12-4-80
Lawrie Plantation Holdings Ltd. (U.K.) Jatel Ltd. (U.K.)	Norlin Corporation (White Plains, NY) Common Stock - 97,500 shs.	12-4-80

ACQUISITION REPORTS CONT.

* GB-INNO-BM S.A. (Belgium) Eufidis B.V. (Netherlands)	Scotty's Inc. (Winter Haven, FL) Common Stock - 587,802 shs. (10.6%) Common Stock - 555,555 shs. on conversion of Note	12-4-80
* Lee Gray	Transco Realty Trust (Boston, MA) Shares of Beneficial Interest - 143,751	12-4-80
Albert William Dugan	Anodyne, Inc. (No. Miami Beach, FL) Common Stock - 2,238,750 shs. (44.64%)	12-5-80
Maryland Realty Trust	Commonwealth Corporation (Tallahassee, FL) Common Stock - 148,594 shs.	12-5-80
Bache Group Inc. Bache Halsey Stuart Shields Inc.	Crouse-Hinds Co. (Syracuse, NY) Common Stock - 72,400 shs.	12-5-80
Neuberger & Berman	Crouse-Hinds Company (Syracuse, NY) Common Stock - 49,900 shs.	12-5-80
Kansa General Life Insurance Company Limited (Finland) (Wholly-owned subsidiary of Kansa Corporation Ltd. (Finland))	HGIC Corporation (Richmond, VA) Common Stock - 692,593 shs. (43.7%)	12-5-80
* Wisconsin Real Estate Investment Trust	Indiana Financial Investors, Inc. (Indianapolis, IN) Common Stock - 105,000 shs.	12-5-80
J. H. Whitney & Co.	KCR Technology, Inc. (East Hartford, CT) Common Stock - 700,000 shs. (14.2%)	12-5-80
Quantum Overseas N.V. (Netherlands Antilles) Soros Fund Management Co. Inc. George Soros	Medcom, Inc. (NYC) Common Stock - 80,000 shs.	12-5-80
* Philip H. Hamerslough, Jr., Individually and as Trustee	New Dimensions In Education, Inc. (White Plains, NY) Common Stock - 122,867 shs. (19.8%)	12-5-80
* Utilities & Industries Corp.	Unimax Corporation (NYC) Common Stock - 691,960 shs. Common Stock - 301,493 shs. on exercise of options and warrants	12-5-80
* Reliance Financial Services Corp. (Reliance Group, Inc., Parent)	United Fire & Casualty Company (Cedar Rapids, IA) Common Stock - 244,773 shs. (17.53%)	12-5-80
* Roth Corporation	Baker Bros., Inc. (Jacksonville, FL) Common Stock - 339,300 shs.	12-8-80
* Darby Drug Co., Inc.	Barth-Spenser Corporation (Valley Stream, NY) Common Stock - 507,925 shs. (44.1%)	12-8-80
* MAPCO Inc.	Earth Resources Company (Dallas, TX) Common Stock - 3,436,203 shs. (51.1%) (Above shares were acquired pursuant to the Exchange Offer.)	12-8-80
* William Belzberg (Canada) Hyman Belzberg (Canada) Samuel Belzberg (Canada)	Far West Financial Corp. (Newport Beach, CA) Common Stock - 1,240,519 shs. (62.49%)	12-8-80
David A. Wolf Robert M. Blatt David A. Wolf Associates	Flatley Realty Investors (Braintree, MA) Shares of Beneficial Interest - 160,908 (16%)	12-8-80
* Goldman, Sachs & Co.	General Health Services, Inc. (Culver City, CA) Common Stock - 180,870 shs.	12-8-80

ACQUISITION REPORTS CONT.

Q. T. Wiles	Granger Associates (Santa Clara, CA) Common Stock - 1,187 shs. Conv. Preferred Stock - 81,953 shs. Conv. Preferred Stock - 42,857 shs. on exercise of warrant	12-8-80
* Panda Star Corporation Richard D. Colburn	Hajoca Corporation (Ardmore, PA) Common Stock - 1,257,626 shs. (56.4%)	12-8-80
* Altair Corporation	Harvest Industries, Inc. (Wilmette, IL) Common Stock - 776,979 shs. (64.9%) Common Stock - 7,535 shs. on conversion of Preferred Stock	12-8-80
* Walter Mendlovitz	Hiller Aviation, Inc. (Portersville, CA) Common Stock - 56,000 shs. (12.1%)	12-8-80
* HM Acquisition Corp. (Wholly-owned subsidiary of Hanson Trust Ltd. (U.K.))	McDonough Co. (Parkersburg, WV) Common Stock - 1,509,415 shs. (37/6%)	12-8-80
* Frank R. Warren Joanne C. Warren	Moraga Corporation (Los Angeles, CA) Common Stock - 98,359 shs.	12-8-80
Orville V. Burkinshaw (Canada)	Overseas Securities Co., Inc. (NYC) Common Stock - 130,000 shs. (48.1%)	12-8-80

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, registration statements, and other filings may be ordered by writing to 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 by registrant name to expedite service. Two types of service are available.

REGULAR SERVICE — The regular service reproduction cost is 10¢ per page, including applicable sales taxes, plus postage (\$5.00 minimum order). Regular service orders will be shipped within seven calendar days of the receipt by the SEC's service contractor of your request. Slight delays may occur if the materials to be copied are not already in the contractor's master files.

PRIORITY SERVICE — Copies of documents may be ordered by telephone directly from the SEC's service contractor by calling 301/951-1350. The priority reproduction cost is 35¢ per page plus postage and applicable sales taxes (\$10.00 minimum order). Priority service orders will be shipped by 4:00 PM of the working day following the day of your telephoned request for materials already in the contractor's master files. Cost estimates are given on request.

All other reference material is available in the SEC Docket.

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