

LIBRARY

RULES AND RELATED MATTERS

ADOPTION OF AMENDMENTS TO RULES 17a-1 AND 17a-6

The Commission has adopted proposed amendments to Rules 17a-1 and 17a-6 under the Securities Exchange Act of 1934, to extend the record retention, production and destruction requirements contained therein to registered clearing agencies and the Municipal Securities Rulemaking Board. (Rel. 34-17321)

FOR FURTHER INFORMATION CONTACT: Judith W. Axe at (202) 272-2398

CIVIL PROCEEDINGS

ANTHONY J. PIVIROTTO AND JOHN ROBERT WOODS ENJOINED

The Washington Regional Office announced that on October 9 the Honorable Donald E. Ziegler, U.S. District Court Judge for the Western District of Pennsylvania, entered final judgments of permanent injunction against Anthony J. Pivirotto and John Robert Woods, enjoining them from violations of the registration and antifraud provisions of the securities laws. Pivirotto and Woods consented to the entry of the judgments without admitting or denying the allegations of the Commission's complaint. Pivirotto and Woods were principals of Safeguard Investment Corp., which offered and sold participation interests in mortgage investments. On September 2, Safeguard was permanently enjoined from violations of the same provisions of the securities laws. Safeguard consented to the entry of that final judgment without admitting or denying the allegations of the Commission's complaint.

Also on September 2 the Court directed Safeguard's Trustee in Bankruptcy to perform the accounting of investor monies previously ordered by the Court as part of the preliminary injunctive relief in this case. The Commission will render assistance to the Trustee until the accounting is completed, at which time the Court will determine whether and in what amount disgorgement is necessary. (SEC v. Safeguard Investment Corp., d/b/a Safeguard Company, et al., W.D. Pa., Civil Action No. 80-777). (LR-9241)

STERLING ENTERPRISES, INC., OTHERS ENJOINED

The Chicago Regional Office announced that on November 7 the Honorable Thomas R. McMillen, U.S. District Court Judge for the Northern District of Illinois, Eastern Division, entered final judgments of permanent injunction and other equitable relief against Sterling Enterprises, Inc., Pro-Vest, Inc. and John A. Meatte, the chairman of the board of Sterling and president of both Sterling and Pro-Vest. The judgments were entered after Sterling, Pro-Vest and Meatte were adjudged in default and after the Court considered the pleadings, affidavit and exhibits filed by the Commission.

The judgments enjoin Sterling, Pro-Vest and Meatte from further violations of the securities laws in the offer and sale of securities. The judgments also order Sterling, Pro-Vest and Meatte to each provide the Court, within 60 days of the entry of the judgments, with an accounting of the funds raised from investors. In addition, after receipt of the accounting, the Court will make a determination whether an order of disgorgement from Sterling, Pro-Vest and Meatte is appropriate. (SEC v. Sterling Enterprises, Inc., et al., U.S.D.C. N.D. Ill., Eastern Division, Civil Action No. 79 C 3421). (LR-9243)

CRIMINAL PROCEEDINGS

QUINTON DARENCE CLONINGER SENTENCED

The Chicago Regional Office announced that on November 14 the Honorable Warren K. Urbom, Chief Judge of the U.S. District Court for the District of Nebraska, sentenced Quinton Darence Cloninger of Shreveport, Louisiana, to ten years imprisonment followed by five years probation and a \$15,000 fine. Cloninger had been convicted of conspiracy, racketeering and securities fraud. (U.S. v. Russell E. Phillips, et al., W.D. Mo.). (LR-9242)

INVESTMENT COMPANY ACT RELEASES

INTERNATIONAL SATELLITE INDUSTRIES, INC.

A notice has been issued giving interested persons until December 22 to request a hearing on an application filed by International Satellite Industries, Inc. (Applicant), registered under the Investment Company Act of 1940 as a closed-end, diversified, management investment company, for an order declaring that Applicant has ceased to be an investment company. (Rel. IC-11455 - Nov. 24)

SECOND OHIO CAPITAL FUND INC.

A notice has been issued giving interested persons until December 22 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 Second Ohio Capital Fund Inc., registered under the Act as an open-end, diversified, management investment company, has ceased to be an investment company as defined in the Act. (Rel. IC-11456 - Nov. 24)

HOLDING COMPANY ACT RELEASES

APPALACHIAN POWER COMPANY

An interim supplemental order has been issued regarding a proposal by Appalachian Power Company, subsidiary of American Electric Power Company, subsidiary of American Electric Power Company, Inc., authorizing the financing of pollution control facilities. (Rel. 35-21802 - Nov. 21)

NEW ENGLAND ELECTRIC SYSTEM

A notice has been issued giving interested persons until December 18 to request a hearing on a proposal by New England Electric System (NEES), a registered holding company, New England Energy, Inc. (NEEI), subsidiary of NEES, and New England Power Company (NEPCO), subsidiary of NEES, whereby (1) NEEI will enter into a joint venture with an unaffiliated shipping company to build, own or lease, and operate a self-unloading coal-fired collier; (2) NEPCO will charter the collier from the joint venture for a term of 24-1/2 years; (3) NEES will make certain guarantees in connection with the proposed transactions; and (4) NEES will make advances to NEEI and NEEI will provide to the joint venture funds for initial capital and construction expenditures. The cost of the collier is estimated at \$65 million. It will be used to ship coal from rail termini to NEPCO's plants at Brayton Point and Salem Harbor. (Rel. 35-21803 - Nov. 24)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING SOUGHT

A notice has been issued giving interested persons until December 12 to comment on the application of the Pacific Stock Exchange for unlisted trading privileges in the common stock (\$.62 1/2 par value) of Lilly (Eli) and Company which is listed and registered on one or more other national securities exchanges and is reported in the consolidated transaction reporting system. (Rel. 34-17323)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Pacific Stock Exchange, Incorporated has filed a proposed rule change under Rule 19b-4 (SR-PSE-80-21) to require that each PSE specialist have a registered assistant specialist. Publication of the proposal is expected to be made in the Federal Register during the week of November 24. (Rel. 34-17330)

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-18) MACHINE TECHNOLOGY, INC., 20 Leslie Court, Whippany, N.J. 07981 (213) 278-0970
 770,000 shares of common stock. Underwriter: Rooney, Pace Inc. The company designs, manufactures and markets systems which are used by semiconductor device manufacturers. (File 2-69944-NY Nov. 17) (Br. 9 New Issue)
- (N-1) FIDELITY SELECT PORTFOLIOS, 82 Devonshire St., Boston, Mass. 02109 (617) 726-0200
 - an indefinite number of shares. (File 2-69972 Nov. 20) (Br. 17 New Issue)
- (S-16) BACHE GROUP INC., 100 Gold St., New York, N.Y. 10038 (212) 791-1000 205,910 shares of common stock. The company is engaged in financial activities. (File 2-69974 - Nov. 20) (Br. 1)
- (S-8) AFFILIATED BANKSHARES OF COLORADO, INC., 1101 Arapahoe Ave., Boulder, Colo. 80302 (303) 449-2030 - 206,723 shares of common stock. (File 2-69985 - Nov. 21) (Br. 2)
- (S-16) SHEARSON LOEB RHOADES INC., 14 Wall St., New York, N.Y. 10005 (212) 577-7000 -\$50 million of senior subordinated notes, due 1990. Underwriters: Shearson Loeb Rhoades Inc., Salomon Brothers and Bear, Stearns & Co. The company is a full-line services firm. (File 2-69986 - Nov. 21) (Br. 2)
- (S-16) NEW YORK STATE ELECTRIC & GAS CORPORATION, 4500 Vestal Pkwy. East, Binghamton, N.Y. 13902 (617) 729-2551 - 300,000 shares of serial preferred stock (cumulative, \$100 par value). Underwriters: Lehman Brothers Kuhn Loeb Incorporated, Merrill Lynch White Weld Capital Markets Group and Salomon Brothers. The company is engaged in generating, purchasing, transmitting and distributing electricity and gas. (File 2-69988 - Nov. 21) (Br. 7)
- (S-8) AAR CORP., 2100 West Touhy, Elk Grove Village, Ill. 60007 (312) 437-9300 -82,500 shares of common stock. (File 2-69990 - Nov. 21) (Br. 9)
- (S-8) REPUBLIC GYPSUM COMPANY, 3625 Miller Park Dr., Garland, Tex. 75042 (214) 272-0441 - 100,000 shares of common stock. (File 2-69991 - Nov. 21) (Br. 10)
- (S-7) CONDEC CORPORATION, 1700 Boston Post Rd., Old Greenwich, Conn. 06870 (213) 637-4511 - 233,401 shares of common stock. Underwriter: Lehman Brothers Kuhn Loeb Incorporated. The company designs, manufactures and sells a variety of machinery, equipment and other products for industrial, commercial and governmental applications. (File 2-69992 - Nov. 21) (Br. 6)
- (S-8) AGWAY INC., 333 Butternut Dr., De Witt, N.Y. 13214 (315) 477-6516 \$3 million of subordinated money market certificates and 35,000 shares of 8% cumulative preferred stock, Series B (\$100 par value). (File 2-69993 - Nov. 21) (Br. 3)

In a separate (S-16) statement the company seeks registration of \$500,000 of subordinated money market certificates, due October 31, 1983, October 31, 1985 and October 31, 1987, respectively, and \$700,000 of subordinated money market certificates, due October 31, 1990. (File 2-69994 - Nov. 21)

- (S-8) DIAMOND INTERNATIONAL CORPORATION, 733 Third Ave., New York, N.Y. 10017 (212) 697-1700 - \$1,500,000 of participations and 64,000 shares of common stock. (File 2-69995 - Nov. 21) (Br. 8)
- (S-1) FARMLAND INDUSTRIES, INC., 3315 N. Oak Trafficway, Kansas City, Mo. 64116 -\$175 million of twenty year subordinated capital investment certificates, \$155 million of ten year subordianted capital investment certificates, \$60 million of ten year subordinated monthly income capital investment certificates, \$60 million of ten year subordinated monthly income capital investment certificates, \$500 million of 6%-14%, six (6) months loan certificates, \$5,000 of 7%, five year subordinated certificates of investments, \$5,000 9f 7-1/2%, five year subordinated certificates of investments, \$50 million of 7-1/2%, ten year subordinated certificates of investments, \$153,000 of 8-1/2%, ten year subordinated certificates of investments, \$153,000 of 8-1/2%, ten year subordinated certificates of structure, \$153,000 of 8-1/2%, ten year subordinated certificates of investments, \$153,000 of 8-1/2%, ten year subordinated certificates of investments, \$153,000 of 8-1/2%, ten year subordinated certificates, \$135,000 of 8%, five year subordinated capital investment certificates, \$430,000 of 8-1/2%, ten year subordinated capital investment certificates, \$368,000 of 9%, fifteen year subordinated capital investment certificates, \$18,000 of 9-1/2%, twenty year subordinated capital investment certificates, \$18,000 of 10-1/2%, twenty-five year subordinated capital investment certificate, \$00 shares of common stock and 400 shares of associate member common stock. The company is a farm supply and marketing cooperative. (File 2-69998 - Nov. 21) (Br. 3)
- (N-2) NAUTILUS FUND, INC., 24 Federal St., Boston, Mass. 02110 (617) 482-8260 -361,104 shares of common stock. (Rights Offering) Underwriter: L. F. Rothschild, Unterberg, Towbin. (File 2-70002 - Nov. 21) (Br. 16)
- (S-16) UNITED ENERGY RESOURCES, INC., 700 Milam St., Houston, Tex. 77002 (713)
 237-4123 2,000,000 shares of common stock. Underwriter: Merrill Lynch White Weld Capital Markets Group. The company is engaged in various energy related activities. (File 2-70003 - Nov. 24) (Br. 8)
- (S-16) PETRO-LEWIS CORPORATION, 717 17th St., Denver, Colo. 80202 (303) 620-1000 -1,000,000 shares of common stock. Underwriter: Blyth Eastman Paine Webber Incorporated. The company conducts oil and gas exploration, production and producing perty acquisition activities. (File 2-70004 - Nov. 24) (Br. 3)
- (S-7) CP NATIONAL CORPORATION, 1355 Willow Way, Concord, Cal. 94520 (415) 680-7700 -400,000 shares of common stock. Underwriter: Dean Witter Reynolds Inc. The company furnishes electric, gas, telephone or water utility services. (File 2-70005 - Nov. 24) (Br. 8)
- (S-16) TEXAS INSTRUMENTS INCORPORATED, 13500 North Central Expressway, Dallas, Tex. 75265 (214) 995-4855 - \$100 million of convertible subordinated deber.cures, due 2005. Underwriter: Morgan Stanley & Co. Incorporated. The company is engaged in the development, manufacture and sale of a variety of products in the electrical and electronics industry. (File 2-70006 - Nov. 24) (Br. 7)
- (S-16) SMITH INTERNATIONAL, INC., 4343 Von Karman Ave., Newport Beach, Cal. 92660 (714) 752-9000 - 41,920 common shares. The company develops, manufactures and markets a broad range of drilling tools and equipment. (File 2-70007 - Nov. 24) (Br. 3)
- (S-1) JONES INTERCABLE, INC., 5275 DTC Pkwy., Englewood, Colo. 80111 (303) 892-9400 -3,300,000 shares of Class A common stock. Underwriter: The Robinson-Humphrey Company, Inc. The company is engaged in the acquisition, development and operation of cable television systems. (File 2-70008 - Nov. 24) (Br. 7)
- (S-1) L. LURIA & SON, INC., 5770 Miami Lakes Dr., Miami Lakes, Fla. 33014 800,000 shares of common stock. Underwriter: Bear, Stearns & Co. The company is a catalog showroom merchandiser. (File 2-70009 - Nov. 24) (Br. 2)
- (S-8) UTL CORPORATION, 4500 West Mockingbird Lane, Dallas, Tex. 75209 (214) 350-7601 - 100,000 shares of common stock. (File 2-70010 - Nov. 24) (Br. 7)
- (S-8) STORAGE TECHNOLOGY CORPORATION, 2270 South 88th St., Louisville, Colo. 80027
 (303) 673-3133 27,000 shares of common stock. (File 2-70011 Nov. 24) (Br. 9)
- (S-2) DALLAS OIL & MINERALS, INC., 1720 Regal Row, Suite 110, Dallas, Tex. 75235 (214) 263-3343 - 38,500,000 shares of common stock. Underwriter: Fitzgerald, DeArman & Roberts, Inc., 3005 East Skelly Dr., Tulsa, Okla. 74105. The company plans to independently engaged in oil and gas exploration and evelopment activities. (File 2-70012 - Nov. 24) (Br. 4 - New Issue)

- (S-8) ADAMS-RUSSELL CO., INC., 1380 Main St., Waltham, Mass. 02154 (617) 227-5020 -150,000 shares of common stock. (File 2-70013 - Nov. 24) (Br. 8)
- (S-8) HERMAN MILLER, INC., 8500 Byron Rd., Zeeland, Mich. 49464 (616) 772-3300 -100,000 shares of common stock. (File 2-70014 - Nov. 24) (Br. 6)
- (S-8) ALPINE GEOPHYSICAL CORPORATION, 111 Brook St., Scarsdale, N.Y. 10583 (212) 349-7400 - 1,000,000 shares of common stock. (File 2-70015 - Nov. 24) (Br. 5)
- (S-1) ANTHEM ELECTRONICS, INC., 174 Component Dr., San Jose, Cal. 95131 (408) 946-8000 - 297,000 shares of common stock. Underwriters: Drexel Burnham Lambert Incorporated and Shearson Loeb Rhoades Inc. The company is a distributor of semiconductor products to industrial customers. (File 2-70016 - Nov. 24) (Br. 9)
- (S-14) CAPITAL HOLDING CORPORATION, Commonwealth Bldg., 4th & Broadway, Louisville, Ky. 40202 (502) 584-8157 - \$110 million of 12-3/4% Series A debentures, due January 15, 2006 and \$197,700,000 of 12-3/4% Series B debentures, due January 15, 2001. (File 2-70017 - Nov. 24) (Br. 9)

REGISTRATION EFFECTIVE

Oct. 29: First Investors Special Bond Fund, Inc., 2-66294.

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 <u>November 12, 1980</u>. 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.

1	REPORTING COMPANY OR INDIVIDUAL	ISSUER & NUMBER OF SHARES	DATE FILED
]	British Petroleum Company Limited (U.K.)	AMAX Inc. (Greenwich, CT) Common Stock - 4,164,458 shs.	11-12-80
l I	Fred M. Dolin Wate Dolin Barry Rubenstein B9 Woodland Road Corp., et al	Academy Insurance Group, Inc. (Valley Forge, PA) Common Stock - 224,322 shs. Common Stock - 128,076 shs. on conversion of Preferred Stock	11-12-80
E	Bodkin Satloff & Co. Trancis F. Bodkin, Managing General Partner werell W. Satloff, General Partner	Allyn and Bacon, Inc. (Boston, MA) Common Stock - 72,117 shs.	11-12-80
* (haran Industries, Inc.	BT Mortgage Investors (Boston, MA) Shares of Beneficial Interest - 375,000 (17.7%)	11-12-80
A	bodland Investment Partners tlee M. Kohl icole F. Kohl	Capitol Foods Industries, Inc. (Chicago, IL) Common Stock - 161,500 shs. (16.51%)	11-12-80
	ulf & Western Industries, Inc. harles G. Bluhdorn	Collins & Aikman Corp. (NYC) Common Stock - 765,600 shs.	11-12-80
н (ospital Corporation of America ealth Services Acquisition Corp. Wholly-owned subsidiary of Hospital Corp. of America)	<pre>General Health Services, Inc. (Culver City, CA) Common Stock - 1,073,299 shs. (39.4%) (Group has entered into an agreement of Merger to acquire above shares from certain shareholders</pre>	11-12-80 .)

ACQUISITION REPORTS CONT.

- * TN Delaware Inc. Telgelmann Warenhandelsgesellschaft (West Germany) Erivan Haub (West Germany)
- * Altair Corporation
- * Kinmay W. Tang (U.K.)
 - British Petroleum Company Limited (U.K.)
 - GIM Compagnie D'Investissements, S.A. Geneva (Switzerland)
- * Gulf & Western Industries, Inc. Charles G. Blundorn
- * Viridian Investments, Ltd. TBK Partners, Ltd.

Great Atlantic & Pacific Tea Co. (Montvale, NJ) 11-12-80 Common Stock - 18,620,933 shs. (49.8%)

- Harvest Industries, Inc. (Wilmette, IL)11-12-80Common Stock 756,979 shs. (63.2%)Common Stock 7,537 shs.
cn conversion of Series A & B Preferred StockKampgrounds of America, Inc. (Billings, MT)11-12-80Common Stock 308,704 shs. (23.29%)11-12-80Lazare Kaplan International Inc. (NYC)11-12-80Common Stock 150,833 shs. (11.6%)11-12-80
 - Mortgage Investors of Washington (Bethesda, MD) 11-12-80 Shares of Beneficial Interest - 1,711,281 (50.4%) Conv. Debentures - \$8,000,000 Prin. Amt.
- dustries, Inc.Munsingwear, Inc. (Minneapolis, MN)11-12-80rnCommon Stock 188,000 shs. (14.18%)
 - North American National Corp. (Columbus, OH) 11-12-80 Common Stock - 47,670 shs.

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 October 20 - November 13, 1980. *Amended Tender Offers.

OFFER TO PURCHASE BY:	ISSUER & NUMBER OF SHARES TO BE PURCHASED	DATE FILED
Stone Mountain Acceptance Corp. (Harold C. Simmons, Parent)	National City Lines, Inc. (San Antonio, TX) Common Stock - All outstanding shares for cash at \$20.00 net per share (Mr. Simmons presently owns 374,800 shares (19.2%)	10-20-80
I. R. E. Financial Corporation	Lexton-Ancira Real Estate Income Fund, Ltd. 1973-A (Kansas City, MO) Ltd. Partnership Interests - All outstanding un for cash at \$167.50 net per unit	10-27-80 its
Huffco Holdings, Inc. (Wholly-owned subsidiary of Roy M. Buffington, Inc.)	Earth Resources Company (Dallas, TX) Common Stock - All outstanding shares for cash at \$50.00 net per share (In addition, Huffco offers to purchase one warrant at \$38.33 per share issuable thereto. Huffco presently owns 136,921 shares of Common Stock.)	10-31-80
P. H. C., Inc. Albert M. Zlotnick	Southern Diversified Industries, Inc. (Miami, FL) Common Stock - 208,099 shares (P.H.C. offers to exchange two shares of its stock for each share of Southern Diversified. P.H.C. and Mr. Zlotnick presently own 523,808 shares of Common Stock (74.3%).	11-3-80
MAPCO Inc.	Earth Resources Company (Dallas, TX) Common Stock - All outstanding shares (MAPCO offers to exchange 1.25 shares of its common Stock for each share of Earth Resources.)	11-4-80

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AAA Homebuilders, Inc. Violet Midkiff Gilmer McClellan, M.D. Nick Savas, et al

Kentucky Bitulithic, Inc. (Wholly-owned subsidiary of Ashland Oil Inc.)

First City Holdings of Colorado Inc. (Wholly-owned subsidiary of First City Financial Corp. Ltd. (Canada) (Controlled by Samuel, Hyman and William Belzberg (Canada)

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Uptowner Inns, Inc. (Huntington, W)11-7-80Common Stock - 400,000 shs.
for cash at \$.65 net per share11-7-80(Group presently owns 149,842 shares.)11-12-80United States Filter Corp. (NYC)11-12-80Common Stock - All outstanding shares
for cash at \$33.00 net per share11-12-80(Kentucky has entered into agreements with
certain sharesholders to purchase 1,889,078
shares of Common Stock and 200,000 shares
on conversion of a Note.)11-13-80

(Denver, CO) Shares of Beneficial Interest - All outstanding for cash at \$36.00 net per share (Holdings presently owns 36,900 shares.)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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