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OCT 17 1979

U.S. SECURITIES AND
EXCHANGE COMMISSION

sec news digest

Issue 79-200

October 16, 1979

CIVIL PROCEEDINGS

SCHICK INCORPORATED ENJOINED

The Commission announced that on October 12 the U.S. District Court for the District of Columbia enjoined Schick Incorporated of Westport, Connecticut, from failing timely to file periodic reports with the Commission and ordered it to comply with certain undertakings. The Commission's complaint, filed on June 21, alleged that Schick failed timely to file certain annual and quarterly reports as part of a continuing course of conduct extending over several years. Schick, in consenting to entry of judgment against it, admitted failure to file reports on a timely basis on 14 separate occasions. (SEC v. Schick, Inc., U.S.D.C. D.C., Civil Action No. 79-1627). (LR-8892)

EDWARD M. GILBERT, OTHERS ENJOINED

The New York Regional Office announced that the Honorable Morris E. Lasker, U.S. District Judge for the Southern District of New York, has signed Final Judgments of Permanent Injunction enjoining Edward M. Gilbert, James C. Couri and John C. Revson, all of New York, New York, from further violations of the antimanipulative and anti-fraud provisions of the securities laws. Gilbert was also enjoined from further violations of the extension of credit provisions of the securities laws and Couri and Revson were enjoined from further violations of the insider ownership reporting provisions.

The defendants, as well as Gerd Enterprises Corp., Robert L. Dudley, Municipal Street Sign Co., Inc., The Gilbert Trust, The Turid Gilbert Trust, The Yolani Gilbert Trust, all of New York, New York and Lester Kerschner of Ventura County, California, were also enjoined from further violations of the beneficial ownership reporting provisions. Similar judgments were previously entered against both Greenell Corp. and Homestead Properties, both of Washington Depot, Connecticut. All of the above defendants consented to the entry of the injunctions without admitting or denying the allegations contained in the complaint. In addition, Financiera Oriental S.A. of Geneva, Switzerland, was enjoined, by default, from further violations of the antifraud, antimanipulative, and beneficial ownership reporting provisions of the securities laws. Finally, the Commission agreed to dismiss its complaint against Theodor Arnold and Axioma A.G., both of Zurich, Switzerland, and Banque De L'Union Europeene En Suisse S.A. of Geneva, Switzerland.

The complaint, filed on January 21, 1976, had charged, among other things, that Gilbert, Couri, Revson, and the other defendants had engaged in the manipulation of the price of the common stock of Conrac Corporation, which is traded on the New York Stock Exchange, during the period from October 1, 1974 through December 18, 1975. (SEC v. Gilbert, et al., S.D.N.Y., 76 Civil 366, MEL). (LR-8894)

COMPLAINT NAMES FORMER OFFICER/DIRECTORS OF HAMILTON BANCSHARES, INC.

The Atlanta Regional Office announced the filing of the Commission's complaint in federal court in Chattanooga, Tennessee on September 17 seeking preliminary and permanent injunctions against N. Rountree Youmans of Atlanta, Georgia; T. Wendell Holliday of Knoxville, Tennessee; John Vorder-Bruegge of Chattanooga; and Richard A. Chepul of Whiteville, North Carolina. The complaint charges the defendants with violations of the antifraud, proxy and reporting provisions of the securities laws in the course of their activities as officers and directors of Hamilton Bancshares, Inc., a Chattanooga bank holding company now in bankruptcy. The defendants are alleged to have had knowledge of the seriously deteriorating financial condition of Hamilton Mortgage Corporation, a subsidiary of Hamilton Bancshares, and of the adverse financial impact it had on its parent's books and records, yet failed to disclose such information. The complaint also alleged that the defendants failed to disclose the violation of an agreement which they entered into with banking regulators which prohibited certain kinds of transactions between Hamilton National Bank of Chattanooga and certain of its affiliated corporations. The omissions were

alleged to have occurred in proxy statements, registration statements, and other periodic reports filed with the Commission, as well as in press releases. Pursuant to the consent of Youmans in which he neither admitted nor denied the allegations of the complaint, U.S. District Judge Frank W. Wilson issued an order permanently enjoining Youmans from violations of the antifraud, periodic reporting and proxy provisions of the securities laws. (SEC v. N. Rountree Youmans, et al., E.D. Tenn., C-1-79-216). (LR-8893)

HOLDING COMPANY ACT RELEASES

KENTUCKY POWER COMPANY

A notice has been issued giving interested persons until November 9 to request a hearing on a proposal of Kentucky Power Company, subsidiary of American Electric Power Company, Inc., that it issue and sell two new series of first mortgage bonds, the first of \$50 million in a private placement and the second of up to \$30 million at competitive bidding. (Rel. 35-21251 - Oct. 15)

EASTERN UTILITIES ASSOCIATES

A notice has been issued giving interested persons until November 9 to request a hearing on a proposal of Eastern Utilities Associates, a registered holding company, that it issue and sell through March 31, 1982, up to 200,000 common shares pursuant to a dividend reinvestment plan and that it be granted an exemption from competitive bidding in connection therewith. (Rel. 35-21252 - Oct. 15)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTING GRANTED

An order has been issued granting the application of Penn Central Transportation Company (and leased lines subsidiaries) to strike the following securities from listing and registration on the New York Stock Exchange, Inc.: The New York Central Railroad Company, refunding and improvement mortgage 4-1/2% gold, Series A, due October 1, 2013, and refunding and improvement mortgage 5% Series C, due October 1, 2013. (Rel. 34-16280)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Depository Trust Company has filed a proposed rule change under Rule 19b-4 (SR-DTC-79-5) to establish an interface between DTC and the Philadelphia Depository Trust Company (Philadep). Publication of the proposal is expected to be made in the Federal Register during the week of October 15. (Rel. 34-16275)

NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGE

The New York Stock Exchange, Inc. has filed a proposed rule change which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-NYSE-79-43) to increase from \$25,000 to \$35,000 per year the dues paid by NYSE "annual members;" who maintain a physical presence on the NYSE trading floor. Publication of the proposal is expected to be made in the Federal Register during the week of October 15. (Rel. 34-16279)

MISCELLANEOUS

ORDERS GRANTING EXEMPTIONS PURSUANT TO SECTION 12(h)

Orders have been issued granting the applications of the following companies, pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an exemption from the reporting requirements of the specified Sections of the Act:

[Section 15(d)] - Pioneer Food Industries, Inc. (Rel. 34-16259); Sambo's Restaurants, Inc. (Rel. 34-16261); Universal Instruments Corporation. (Rel. 34-16263); Lawry's Foods, Inc. (Rel. 34-16273).

[Sections 13 and 15(d)] - Nationwide Homes, Incorporated. (Rel. 34-16260); Southern Industries Corporation. (Rel. 34-16262); Friendly Ice Cream Corporation. (Rel. 34-16264); Data Documents, Inc. (Rel. 34-16265); Detecto Scales, Inc. (Rel. 34-16266); Telenet Corporation. (Rel. 34-16267); Tratec Incorporated. (Rel. 34-16268); 1225 Maple Corporation. (Rel. 34-16269); Penn Corporation. (Rel. 34-16270); College/University Corporation. (Rel. 34-16271); The Starr Broadcasting Group, Inc. (Rel. 34-16272); and Arden-Mayfair, Inc. (Rel. 34-16274).

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-6) MINNESOTA TAX-EXEMPT INCOME TRUST, SERIES 12, 100 Dain Tower, Minneapolis, Minn. 55402 - 5,000 units. Depositor: Dain Bosworth Incorporated. (File 2-65692 - Oct. 10)
- (S-7) VARCO INTERNATIONAL, INC., 2151 Michelson Dr., Irvine, Cal. 92715 (714) 955-3010 - 300,000 shares of common stock. Underwriter: The First Boston Corporation. The company is engaged in the design, manufacture and sale of tools and equipment. (File 2-65721 - Oct. 15)
- (S-8) CAMERON IRON WORKS, INC., 13013 Northwest Freeway, Houston, Tex. 77040 (713) 939-2211 - \$3 million of interests and 47,809 shares of common stock. (File 2-65723 - Oct. 15)
- (S-1) HARKEN OIL & GAS, INCORPORATED, 2800 Highway 277 South, Abilene, Tex. 79606 - 770,000 shares of common stock. Underwriter: Bateman Eichler, Hill Richards Inc. The company engages in oil and gas exploration, development and production. (File 2-65724 - Oct. 15)
- In a separate statement the company seeks registration of 1,600,000 shares of common stock. (File 2-65725 - Oct. 15)
- (S-1) PARAGON 80 LTD., 500 Petroleum Tower, P.O. Box 1320, Shreveport, La. 71164 (318) 227-0650 - 6,000 pre-formation limited partnership interests. (File 2-65726 - Oct. 15)
- (S-8) INTERNATIONAL MINERALS & CHEMICAL CORPORATION, 2315 Sanders Rd., Northbrook, Ill. 60082 (212) 732-1040 - 300,000 shares of common stock. The company is engaged in the fertilizer business. (File 2-65727 - Oct. 15)
- (S-8) TANDY CORPORATION, 1800 One Tandy Center, Fort Worth, Tex. 76102 (817) 390-3752 - 1,000,000 shares of common stock. (File 2-65728 - Oct. 12)
- (S-6) THE CORPORATE INCOME FUND, NINETY-FOURTH MONTHLY PAYMENT SERIES, One Liberty Plaza, 165 Broadway, New York, N.Y. 10080 - an indefinite number of units of beneficial interest. Depositors: Merrill Lynch, Pierce, Fenner & Smith Inc., One Liberty Plaza, 165 Broadway, New York, N.Y. 10080, Bache Halsey Stuart Shields Inc. and Dean Witter Reynolds Inc. (File 2-65730 - Oct. 15)
- (S-8) WANG LABORATORIES, INC., One Industrial Avenue, Lowell, Mass. 01851 (617) 851-4111 - 1,562,004 shares of Class B common stock. (File 2-65731 - Oct. 15)
- (S-6) THE DREYFUS INCOME TRUST, SEVENTH SHORT TERM SERIES, 600 Madison Ave., New York, N.Y. 10022 - 1,050 units of beneficial interest. Depositor: Dreyfus Service Corporation. (File 2-65732 - Oct. 15)
- (N-1) LEXINGTON SHORT TERM TAX EXEMPT FUND, INC., 600 Madison Ave., New York, N.Y. 10022 (212) 223-0303 - an indefinite number of shares of common stock. (File 2-65733 - Oct. 15)
- (S-7) NORTHWEST NATURAL GAS COMPANY, Suite 1900, 200 S.W. Market St., Portland, Ore. 97201 (503) 226-4211 - 700,000 shares of common stock. The company is engaged in the distribution of natural gas. (File 2-65734 - Oct. 15)

REGISTRATIONS EFFECTIVE

Oct. 4: ACF Industries, Inc., 2-65291; Dial Financial Corp., 2-65473; Informatics, Inc., 2-65196 & 2-65197 (90 days each).
 Oct. 5: The Dorsey Corp., 2-65605; Lear Siegler, Inc., 2-65437; Westwind Financial Services, Inc., 2-65354 (90 days).
 Oct. 9: EGC Resources Oil & Gas Drilling Program 1979-80, 2-64664; Financial Guardian Group, Inc., 2-64783; Levi Strauss & Co., 2-65509.
 Oct. 10: Atwood Oceanics, Inc., 2-65524; Biometrics, Inc., 2-64624 (1-7-80); Bow Valley Industries Ltd., 2-65443; The Corporate Income Fund Thirty-Seventh Short Term Series, 2-65476; Empire State Municipal Exempt Trust, Series 15, 2-65310; Jade Petroleum Corp., 2-64724; Municipal Investment Trust Fund, One Hundred Fourteenth Monthly Payment Series, 2-65474; Nuveen Tax-Exempt Bond Fund, Series 133, 2-65108; Ohio Edison Co., 2-65526; Oppenheimer Industries, Inc., 2-64352; Science Management Corp., 2-65379.
 Oct. 11: Consolidated Capital Properties II, 2-64826; The Corporate Income Fund, Ninety-Second Monthly Payment Series, 2-65085; The Dreyfus Income Trust, Fifth Short Term Series, 2-65414; The May Department Stores Co., 2-65703.

NOTE TO DEALERS. When applicable the 90-day period of time dealers are required to use the prospectus is noted above in parentheses after the name of the issuer. As to the other issuers, there may be no such requirement to use a prospectus, or the requirement may be for a period of only 40 days; see Section 4(3) of the Securities Act of 1933 and Rule 174 (17 CFR 230.174) thereunder.

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 (Form 13-G) may in lieu of filing a Schedule 13D file a Form 13-G 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 September 4 - 10, 1979. 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 sent forth for each beneficial owner. *Amended Acquisition Reports.

| <u>REPORTING COMPANY OR INDIVIDUAL</u> | <u>ISSUER & NUMBER OF SHARES</u> | <u>DATE FILED</u> |
|--|---|-------------------|
| * Richard Roy Kelley | Interisland Resorts, Ltd. (Honolulu, HI) Common Stock - 105,461 shs. | 9-4-79 |
| * NEC, Inc. (Wholly-owned subsidiary of National Education Corp.) | Intext, Inc. (Scranton, PA) Common Stock - 1,233,918 shs. (90.3%) | 9-4-79 |
| * American General Insurance Co. | Lincoln National Corp. (Fort Wayne, IN) Common Stock - 2,120,200 shs. | 9-4-79 |
| Goldman, Sachs & Co. | Micro Data Corp. (Irvine, CA) Common Stock - 193,330 shs. | 9-4-79 |
| * E. Peter Hoffman, Jr., Individually and Custodian | Midland Mortgage Investors Trust (Oklahoma City, OK) Shares of Beneficial Interest - 359,300 (15.6%) | 9-4-79 |
| Neuberger & Berman | National Can Corp. (Chicago, IL) Common Stock - 537,532 shs. | 9-4-79 |
| Charles N. Mason, Jr. | Partners in Housing (Philadelphia, PA) Ltd. Partnership Interests - 615 (24.7%) | 9-4-79 |
| * Diamond Shamrock Corp. | Sigmor Corp. (San Antonio, TX) Class A Common Stock - 2,820,000 shs. | 9-4-79 |
| * Douglas P. Fields, Individually and Custodian Frederick M. Friedman, Individually and Custodian | TDA Industries, Inc. (NYC) Common Stock - 81,060 shs. | 9-4-79 |

ACQUISITION REPORTS CONT.

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|---|---|--------|
| <p>Gerald Gelles, Individually and Trustee Edward A. Lambert, Individually and Trustees</p> | | |
| * Household Acquisition Corp. (Wholly-owned subsidiary of Household Finance Corp.) | Wien Air Alaska, Inc. (Anchorage, AK) Common Stock - 1,281,216 shs. (34.2%) | 9-4-79 |
| * Cooper Laboratories, Inc. | Cavitron Corp. (NYC) Common Stock - 195,300 shs. (17.1%) | 9-5-79 |
| * Clabir Corp. Flinchbaugh Products Inc. (Wholly-owned subsidiary of Clabir Corp.) Karman Corp., et al | General Host Corp. (Stamford, CT) Common Stock - 360,200 shs. (20.89%) | 9-5-79 |
| Stephanie A. May, Individually and Co-Executor | May Petroleum, Inc. (Dallas, TX) Common Stock - 428,599 shs. Common Stock - 85,000 shs. on exercise of Options | 9-5-79 |
| * Ampco-Pittsburgh Corp. Ampco-Pittsburgh Securities Corp. | Pittsburgh Forgings Co. (Pittsburgh, PA) Common Stock - 2,952,679 shs. (95.7%) | 9-5-79 |
| Wilmington Investments, Inc. Wilmington Securities, Inc. Hillman Co. Henry L. Hillman | Anthony Industries, Inc. (South Gate, CA) Common Stock - 314,130 shs. (11.7%) on conversion of Debentures | 9-6-79 |
| * First City Financial Corp. Ltd. (Canada) | Colwell Co. (Los Angeles, CA) Common Stock - 174,600 shs. (12.52%) | 9-6-79 |
| * Anne S. Baird, Custodian and Trustee Brent D. Baird, Trustee Bridget B. Baird, Trustee, et al | First Carolina Investors (Charlotte, NC) Shares of Beneficial Interest - 287,300 (19.03%) | 9-6-79 |
| * Warren E. Buffett Berkshire Hathaway National Indemnity Co., et al | GEICO Corp. (Washington, DC) Common Stock - 5,505,614 shs. (29.7%) | 9-6-79 |
| * Rosario Resources Corp. | Hecla Mining Co. (Wallace, ID) Common Stock - 1,393,762 shs. (19.9%) | 9-6-79 |
| * Sharon Steel Corp. Summit Systems, Inc. NVF Co. Security Management Corp. Victor Posner | Howell Industries, Inc. (Southfield, MI) Common Stock - 133,700 shs. | 9-6-79 |
| * Callahan Mining Corp. | K. R. M. Petroleum Corp. (Denver, CO) Common Stock - 550,000 shs. (29.4%) | 9-6-79 |
| * Geneve Corp. Chapparral Insurance Co. (Wholly-owned subsidiary of Geneve Corp.) | E. F. MacDonald Co. (Dayton, OH) Common Stock - 376,010 shs. | 9-6-79 |
| George F. Ellis, Jr. Development Planning, Inc. Peter J. Knop Onel L. Hirst, et al | Precious Metals Holdings, Inc. (Boston, MA) Common Stock - 225,650 shs. | 9-6-79 |
| * Kalipharma Inc. Solvay & Cie S. A. (Belgium) Mutuelle Solvay (Belgium) Deutsche Solvay-Werke GmbH (West Germany), et al | Purepac Laboratories Corp. (Elizabeth, NJ) Common Stock - 558,308 shs. (61.3%) | 9-6-79 |

ACQUISITION REPORTS CONT.

| | | |
|--|--|---------|
| David N. Myers Zoltan Gombos James M. Carney, Sr. Leonard T. Skeggs, et al | Union Commerce Corp. (Cleveland, OH) Common Stock - 527,102 shs. (13.95%) | 9-6-79 |
| * PEC Israel Economic Corp. IDB Bankholding Corp. Ltd. (Israel) Raphael Recanati (Israel) Jacob Recanati (Israel), et al | American Israeli Paper Mills Ltd. (Hadera, Israel) Ordinary Shares - 10,040,726 shs. (19.18%) | 9-7-79 |
| Associated Madison Companies | Avemco Corp. (Bethesda, MD) Common Stock - 131,800 shs. | 9-7-79 |
| * Windcrest Partners Gavrin Associates Worldwide Special Fund N.V. (Netherland Antilles) | Carson Pirie Scott & Co. (Chicago, IL) Common Stock - 180,950 shs. | 9-7-79 |
| Cameron Baird Foundation Bridget B. Baird, Trustee | Central Mortgage & Realty Trust (Minneapolis, MN) Shares of Beneficial Interest - 41,300 | 9-7-79 |
| James Stuart Helen Catherine Stuart James Stuart, Jr. Richard C. Schmoker, et al | Commerce Group, Inc. (Lincoln, NE) Common Stock - 358,575 shs. (35.9%) | 9-7-79 |
| James Stuart Helen Catherine Stuart James Stuart, Jr. Richard C. Schmoker, et al | Commerce Group Grand Island, Inc. (Lincoln, NE) Common Stock - 106,168 shs. (48.6%) | 9-7-79 |
| James Stuart Helen Catherine Stuart James Stuart, Jr. Richard C. Schmoker, et al | Commerce Group North Platte, Inc. (Lincoln, NE) Common Stock - 111,929 shs. (52.5%) | 9-7-79 |
| Konishiroku Photo Industry Co., Ltd., (Japan) | Fotomat Corp. (Wilton, CT) Common Stock - 700,100 shs. (Konishiroku has the right to acquire 700,000 of above shares.) | 9-7-79 |
| * Clabir Corp. Flinchbaugh Products Inc. Karman Corp., et al | General Host Corp. (Stamford, CT) Common Stock - 385,300 shs. | 9-7-79 |
| * Stroh Brewery Co. John W. Stroh, Jr., Trustee Peter W. Stroh, Trustee John W. Stroh, Trustee, et al | F. M. Schaefer Corp. (NYC) Common Stock - 160,000 shs. Common Stock - 769,231 shs. on conversion of Notes | 9-7-79 |
| Templepan, Inc. | TBC Industries Inc. (Houston, TX) Common Stock - 1,452,945 shs. (72.6%) | 9-7-79 |
| * Canada Development Corp. (Canada) CDC Nederland B.V. (Netherland) (Wholly-owned subsidiary of Canada Development) | Texasgulf, Inc. (Stamford, CT) Common Stock - 9,799,249 shs. (31%) Common Stock - 1,659,575 shs. on conversion of Preferred Stock | 9-7-79 |
| Morton B. Phillips | Westland Capital Corp. (Minneapolis, MN) Common Stock - 57,097 shs. (28.5%) | 9-7-79 |
| * Leonard Dalsamer, Individually and Trustee Eclipse Corp. Emily Dalsamer, Individually and Trustee, et al | Westport Co. (Westport, CT) Shares of Beneficial Interest - 509,500 (21.4%) | 9-7-79 |
| Richard L. Myers | Advertising Unlimited, Inc. (Mankato, MN) Common Stock - 74,919 shs. (15.7%) | 9-10-79 |

ACQUISITION REPORTS CONT.

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 of August 31, 1979. *Amended Tender Offers.

| <u>OFFER TO PURCHASE BY:</u> | <u>ISSUER & NUMBER OF SHARES TO BE PURCHASED</u> | <u>DATE FILED</u> |
|------------------------------|---|-------------------|
| Superior Oil Co. | Canadian Superior Oil Ltd. (Calgary, Alberta, Canada) Common Stock - All outstanding shares (Exchange offers 0.229 of a share of Superior Common Stock and \$25.00 (U.S.) for each share of Common Stock of Canadian. Superior presently owns 4,556,760 shares (49.6%) | 8-31-79 |

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NOTICE

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