

# sec news digest

Issue 81-207

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October 27, 1981

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## U.S. SECURITIES AND EXCHANGE COMMISSION

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### NOTICE OF COMMISSION MEETINGS

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Following is a schedule of Commission meetings which will be conducted pursuant to provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday morning. Meetings on Wednesday, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration. The Commission will not normally meet on Mondays or Fridays.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room on the eighth floor of the Commission's headquarters building at 500 North Capitol Street, Washington, D.C. All visitors are required to sign in and obtain passes at the Reception Desk in the lobby. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

#### CLOSED MEETING - NOVEMBER 3, 1981 - 10:30 A.M.

The subject matter of the November 3 closed meeting will be: Freedom of Information Act appeals; Litigation matter; Settlement of administrative proceeding of an enforcement nature; Institution of administrative proceeding of an enforcement nature; Institution of injunctive action; Opinion.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Paul Lowenstein at (202) 272-2092

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## CIVIL PROCEEDINGS

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### COMPLAINT NAMES PERPETUAL ENERGY PRODUCTS, INC., OTHERS

The Los Angeles Regional Office announced that on October 13 a complaint for injunctive relief was filed in the U.S. District Court for the Central District of California naming as defendants Perpetual Energy Products, Inc., Red Carpet Inns International, Inc., International Metals and Petroleum Corporation (IMPCO), Steven S. Glick, a certified public accountant licensed in the State of California, Ted Koury, a director of Red Carpet and formerly chief executive officer, and Jack Winters, Chairman of the Board of IMPCO. Perpetual's and IMPCO's common stock is registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 (Exchange Act), and is traded over-the-counter. Although Red Carpet's common stock is not registered with the Commission, it is traded over-the-counter.

The Commission's complaint alleges violations and aiding and abetting violations of Section 10(b), 12(g) and 13(a) of the Exchange Act and Rules 10b-5, 12b-20 and 13a-13 thereunder by the defendants in connection with Glick's preparation and certification of financial statements for the entities. The complaint further alleges that the financial statements of Perpetual, Red Carpet and IMPCO, which were filed with the Commission and disseminated to broker-dealers and shareholders, contained false and misleading statements concerning, among other things, the valuation of assets, the existence of assets, and the ownership of assets.

Simultaneously with the filing of the Commission's complaint, Perpetual consented, without admitting or denying any of the allegations of the complaint, to the entry of a Final Judgment of Permanent Injunction enjoining it from any further violations of Sections 10(b) and 13(a) of the Exchange Act and Rules 10b-5, 12b-20 and 13a-1 promulgated thereunder. (SEC v. Perpetual Energy Products, Inc., et al., U.S.D.C. C.D. Cal., Civil Action No. 81-5308 LTL, Kx). (LR-9483)

**TEMPORARY RESTRAINING ORDER AND OTHER EQUITABLE RELIEF OBTAINED  
AGAINST CERTAIN UNKNOWN PURCHASERS OF THE COMMON STOCK OF AND  
CALL OPTIONS FOR THE COMMON STOCK OF SANTA FE INTERNATIONAL CORPORATION,  
OTHERS**

The Commission announced that on October 26 Judge William Conner of the U.S. District Court for the Southern District of New York granted the Commission's application for a temporary restraining order against Certain Unknown Purchasers of the Common Stock of Santa Fe International Corporation (Defendant Purchasers) enjoining them from further violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder and restraining the Defendant Purchasers and others, pending final determination of the suit, from disposing of assets in excess of \$5 million relating to their transactions in Santa Fe International Corporation (Santa Fe) options and common stock. (SEC v. Certain Unknown Purchasers of the Common Stock of, and Call Options for the Common Stock of, Santa Fe International Corporation, et al., U.S.D.C. S.D.N.Y., 81 Civ. 6553 [WC]). (LR-9485)

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## **INVESTMENT COMPANY ACT RELEASES**

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### **THE OHIO NATIONAL LIFE INSURANCE COMPANY**

A notice has been issued giving interested persons until November 17 to comment on the application of The Ohio National Life Insurance Company (Ohio National), Ohio National Variable Account A and Ohio National Variable Account B, separate accounts of Ohio National registered as unit investment trusts under the Investment Company Act of 1940, and The O.N. Equity Sales Company, subsidiary of Ohio National registered as a broker-dealer under the Securities Exchange Act of 1934, pursuant to Section 6(c) of the Act, for an order granting exemptions from the provisions of Sections 2(a)(32), 2(a)(35), 22(c), 26(a), 27(c)(1), 27(c)(2) and 27(d) of the Act and Rule 22c-1 thereunder. (Rel. IC-12005 - Oct. 26)

### **INVESTORS MUTUAL, INC.**

An order has been issued on an application filed by Investors Mutual, Inc., Investors Stock Fund, Inc., Investors Variable Payment Fund, Inc., Investors Selective Fund, Inc., IDS Progressive Fund, Inc., IDS New Dimensions Fund, Inc., IDS Growth Fund, Inc., IDS Bond Fund, Inc., IDS Tax-Exempt Bond Fund, Inc., IDS High Yield Tax-Exempt Fund, Inc., IDS Discovery Fund, Inc. (collectively, Funds), each registered under the Investment Company Act of 1940 as a diversified, open-end, management investment company, and Investors Diversified Services, Inc. (IDS), investment adviser and principal underwriter for the Funds (hereinafter the Funds and IDS are collectively referred to as Applicants), pursuant to Section 6(c) of the Act exempting Applicants from the provisions of Section 22(d) of the Act and Rule 22d-1 thereunder to the extent necessary to permit the sale of shares of the Funds at net asset value to directors and employees of Applicants who are participants in qualified and non-tax qualified employee benefit plans without imposition of the normal sales charges. (Rel. IC-12006 - Oct. 26)

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## HOLDING COMPANY ACT RELEASES

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### LOUISIANA POWER & LIGHT COMPANY

A supplemental order has been issued granting Louisiana Power & Light Company, subsidiary of Middle South Utilities, Inc., an exception from competitive bidding in the issuance and sale of up to \$100 million of first mortgage bonds. (Rel. 35-22244 - Oct. 26)

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## SELF-REGULATORY ORGANIZATIONS

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### NOTICE OF PROPOSED RULE CHANGE

The Options Clearing Corporation has filed, pursuant to Rule 19b-4, a proposed rule change (SR-OCC-81-9) that would amend OCC rules regarding withdrawal of funds by Clearing Members from a subordinated loan account in light of the provisions of Rule 15c3-1 under the Securities Exchange Act of 1934 regarding the repayment of subordinated loans. Under the proposed rule change, OCC would have the flexibility to authorize Clearing Members to repay subordinated loans that could not otherwise be repaid under OCC rules, whenever a Clearing Member's net capital, after giving effect to the repayment, does not fall below OCC's minimum net capital requirement. Publication of the proposal is expected to be made in the Federal Register during the week of October 26. (Rel. 34-18213)

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## SECURITIES ACT REGISTRATIONS

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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) BULB-MISER CORPORATION OF AMERICA, 1 Penn Plaza, New York, NY 10001 (212) 594-1621 - 30,000,000 shares of common stock. Underwriter: Blinder, Robinson & Co., Inc. The company is engaged in the sale of the Bulb-Miser, a silicone-encased thermistor. (File 2-74492-NY - Oct. 20) (Br. 7 - New Issue)
- (S-1) UNIMATION, INC., Shelter Rock Lane, Danbury, CT 06810 - 925,000 shares of common stock. Underwriters: Drexel Burnham Lambert Incorporated and Bear, Stearns & Co. The company designs, manufactures and sells industrial robots and robotic systems. (File 2-74520 - Oct. 23) (Br. 10 - New Issue)
- (S-7) HAVERHILL GAS COMPANY, 7 North Hunt Rd., Box 500, Amesbury, MA 01913 (617) 388-4000 - 100,000 shares of common stock. Underwriter: Burgess & Leith Incorporated, Boston, MA. The company is engaged in the purchase, distribution and sale of natural gas. (File 2-74531 - Oct. 23) (Br. 7 - New Issue)
- (S-6) THE CORPORATE INCOME FUND, ONE HUNDRED SIXTIETH SHORT TERM SERIES; MUNICIPAL INVESTMENT TRUST FUND, SECOND FLOATING RATE SERIES; AND MUNICIPAL INVESTMENT TRUST FUND, TWO HUNDRED THIRD MONTHLY PAYMENT SERIES, One Liberty Plaza, 165 Broadway, New York, NY 10080 - an indefinite number of units of beneficial interest (each Series). Depositors: Merrill Lynch, Pierce, Fenner & Smith Incorporated, One Liberty Plaza, 165 Broadway, New York, NY 10080, Dean Witter Reynolds Inc., Bache Halsey Stuart Shields Incorporated, and Shearson/American Express Inc. (File 2-74532, 2-74533 and 2-74534 - Oct. 23) (Br. 17 - New Issues)
- (S-8) COMMONWEALTH ENERGY SYSTEM, 675 Massachusetts Ave., Cambridge, MA 02139 (617) 864-3100 - 400,000 common shares. (File 2-74536 - Oct. 23) (Br. 7)
- (S-8) LOCTITE CORPORATION, 705 North Mountain Rd., Newington, CT 06111 (203) 278-1280 - 100,000 shares of common stock. (File 2-74537 - Oct. 23) (Br. 1)

- (S-14) POLLOCK PETROLEUM INCORPORATED, 21515 Hawthorne Blvd., Suite 625, Torrance, CA 90503 (213) 549-9121 - 3,500,000 shares of common stock. (File 2-74538 - Oct. 26) (Br. 4)
- (S-16) HUMANA INC., 1800 First National Tower, Louisville, KY 40202 (502) 561-2000 - \$15 million of 8 first mortgage bonds, due November 1, 1996. Underwriter: J.C. Bradford & Co. and Edward D. Jones & Co. The company is engaged in the development, ownership and operation of hospitals. (File 2-74539 - Oct. 26) (Br. 6)
- (S-14) VOLUNTEER BANCSHARES, INC., 301 East Main St., Jackson, TN 38301 (901) 422-9200 - 244,000 shares of common stock. (File 2-74541 - Oct. 23) (Br. 2 - New Issue)
- (S-15) THE FIRST NATIONAL BANCORPORATION, INC., 633 Seventeenth St., Denver, CO 80202 (303) 893-2211 - 26,700 shares of common stock. (File 2-74542 - Oct. 26) (Br. 2)
- (S-12) MORGAN GUARANTY TRUST COMPANY OF NEW YORK, 30 West Broadway, New York, NY 10015 - 100,000 American Depositary Receipts for common stock of The Furukawa Electric Co., Ltd. (File 2-74543 - Oct. 26) (Br. 99 - New Issue)
- (S-16) ACTON CORPORATION, One Acton Pl., Acton, MA 01720 (617) 263-7711 - 9,000 shares of common stock. The company is engaged in communications and food businesses. (File 2-74544 - Oct. 26) (Br. 3)
- (S-8) VIACOM INTERNATIONAL INC., 1211 Avenue of the Americas, New York, NY 10036 (212) 575-5175 - 600,000 shares of common stock. (File 2-74545 - Oct. 23) (Br. 7)
- (S-14) JEREMIAH CORPORATION, 4877 National Western Dr., Denver, CO 80216 (303) 892-6740 - 4,349,310 shares of common stock. (File 2-74546 - Oct. 23) (Br. 6)
- (N-1) WEST RIVER CASH RESERVES, INC., One Hundred Wall St., New York, NY 10005 (212) 797-2580 - an indefinite number of shares of common stock. (File 2-74547 - Oct. 26) (Br. 18 - New Issue)
- (S-8) KNOGO CORPORATION, 100 Tec St., Hicksville, NY 11801 (516) 822-4200 - 100,000 common shares. (File 2-74548 - Oct. 23) (Br. 9)
- (N-1) ADVISORS CASH RESERVE FUND, INC., 11400 Rockville Pike, Suite 300, Rockville, MD 20852 - an indefinite number of shares of common stock. (File 2-74549 - Oct. 26) (Br. 16 - New Issue)

#### REGISTRATIONS EFFECTIVE

- Oct. 7: Municipal Investment Trust Fund, One Hundred Ninety-Eighth Monthly Payment Series, 2-74049.
- Oct. 15: Pizza Ventures, Inc., 2-73632-C.
- Oct. 19: Crown Zellerbach Corporation, 2-74413; Katy Industries, Inc., 2-74192; MCI Communications Corp., 2-74365; Massachusetts Financial Development Fund, Inc., 2-73025.
- Oct. 21: Air Express International Merging Corporation, 2-74335; American Tax-Exempt Bond Trust, Series 52, 2-73565; Barnett Banks of Florida, Inc., 2-74090; First Bancorp of Belleville, Inc., 2-74437; General Motors Acceptance Corporation, 2-74411; Lorimar, 2-73346; Middle South Utilities, Inc., 2-74157; Midwest National Corporation, 2-73961; Municipal Investment Trust Fund, First Floating Rate Series, 2-71942; Newport Electric Corporation, 2-74250; Norris Oil Company, 2-73510; Standby Reserve Fund, Inc., 2-73131; United Energy Resources, Inc., 2-74386; United States Mutual Real Estate Investment Trust, 2-74088.
- Oct. 23: Detonics Small Arms Limited and Technology Development Corporation, 2-71136; McNeil Pension Investment Fund, Ltd., 2-73782.

## 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 October 5 - 9, 1981. 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>
Geneve Capital Group, Inc., Parent Standard Security Investors Corp.	National Foundation Life Insurance Co. (Oklahoma City OK) Common Stock - 49,000 shares	10-5-81
Georgia Casualty & Surety Co. Atlantic American Life Insurance Co. Bankers Fidelity Life Insurance Co. Atlantic American Corp., et al	National Security Insurance Co. (Elba, AL) Common Stock - 56,800 shares	10-5-81
* Reliance Financial Services Corp. (Reliance Group., Inc., Parent)	Pacific Gamble Robinson Co. (Seattle, WA) Common Stock - 161,000 shares	10-5-81
* Firmanco Associates	Panex Industries, Inc. (NYC) Common Stock - 1,247,724 shares (45.4%)	10-5-81
Barbara M. Pauley, Individually, Custodian and Administrator	Pauley Petroleum Inc. (Los Angeles, CA) Common Stock - 1,034,690 shares (36%)	10-5-81
Sidney S & Peter Kaplan Corp. Sidney Kaplan Corp. Sidney S. Kaplan Peter Kaplan	Pope, Evans & Robbins Inc. (NYC) Common Stock - 620,000 shares (11.4%)	10-5-81
* Reliance Financial Services Corp. (Reliance Group, Inc., Parent)	San/Bar Corporation (Irvine, CA) Common Stock - 121,000 shares	10-5-81
* Edwin E. Hokin	UNR Industries, Inc. (Chicago, IL) Common Stock - 377,156 shares	10-5-81
Charter Oak Partners Jerrold N. Fine Robert Jaffe	Wrather Corporation (Beverly Hills, CA) Common Stock - 120,000 shares	10-5-81
* CIN Industrial Investments, Ltd. (U.K.)	Xicor, Inc. (Sunnyvale, CA) Common Stock - 557,692 shares	10-5-81
* FFV Foretagen A.B. (Sweden)	Aero Systems Engineering, Inc. (St. Paul, MN) Common Stock - 1,675,282 shares (70%)	10-6-81
* Billy B. Goldberg, Individually and as Trustee Frank S. Goldberg Rosalie Goldberg Goldberg, Inc., et al	Affiliated Capital Corporation (Houston, TX) Common Stock - 620,042 shares	10-6-81
* Garry Brainin	Chathan Corporation (Wilmette, IL) Common Stock - 355,535 shares (20.22%)	10-6-81
* Monogram Industries, Inc.	Craig Corporation (Los Angeles, CA) Common Stock - 1,186,001 shares (39.21%)	10-6-81

## ACQUISITION REPORTS CONT.

* Northwest Energy Company	Energy Ventures, Inc. (Houston, TX) Common Stock - 378,043 shares (13.5%)	10-6-81
* S. Marcus Finkle	Helm Resources, Inc. (NYC) Common Stock - 212,700 shares	10-6-81
* George Washington Corporation George Washington Life Insurance Company	Investors Insurance Corporation (Tigard, OR) Common Stock - 631,226 shares (24.9%)	10-6-81
* Gulf + Western Industries Inc. Charles G. Bluhdorn	Mohasco Corporation (Amsterdam, NY) Common Stock - 1,394,700 shares (21.22%)	10-6-81
* Walter G. Alpaugh	Nathan Hale Investment Corp. (Cincinnati, OH) Class A Common Stock - 1,228,297 shares (55.1%) Class B Common Stock - 2,713,043 shares (100%)	10-6-81
* Campbell Resources Inc. (Canada)	United Asbestos Inc. (Montreal, Que., Canada) Common Stock - 1,352,600 shares (19.1%)	10-6-81
* Protective Corporation	United Founders Life Insurance Co. (Oklahoma City, OK) Common Stock - 3,668,225 shares (79.3%)	10-6-81
* Oakwood Petroleum Ltd. (Canada)	American Eagle Petroleum Ltd. (Calgary, Alta., Canada) Common Stock - 1,030,623 shares (12.875%)	10-7-81
* Herbert N. Faintech	American Solar King Corp. (Waco, TX) Common Stock - 93,850 shares Common Stock - 1,000 shares on exercise of warrants	10-7-81
SWC, Inc. (Wholly-owned subsidiary of Sherwin-Williams Company)	Gray Drug Stores, Inc. (Cleveland, OH) Common Stock - 2,434,452 shares (93.2%) (Above shares were acquired pursuant to the Tender Offer.)	10-7-81
* Peter Eckes (West Germany) Eckes Beteiligungs GmbH	Moxie Industries, Inc. (Atlanta, GA) Common Stock - 3,114,816 shares (62.1%)	10-7-81
* National City Lines, Inc. NOA, Inc. Southwest Louisiana Land Co. Inc. Harold C. Simmons, et al	NLI Corporation (Dallas, TX) Common Stock - 2,450,746 shares (80.4%) (165,000 of above shares were purchased pursuant to the Tender Offer.)	10-7-81
* Amcon Group, Inc. Consolidated Gold Fields Ltd. (U.K.), Parent	Newmont Mining Corporation (NYC) Common Stock - 2,107,100 shares	10-7-81
National Bank of South Dakota, Trustee First Bank System, Inc., Parent	Post Corporation (Appleton, WI) Common Stock - 503,884 shares (27.6%)	10-7-81
Geneve Capital Group, Inc., Parent Southern Life & Health Insurance Co.	Pratt-Read Corporation (Ivoryton, CT) Common Stock - 77,900 shares	10-7-81
* D. Dean Rhoads D. Dean Rhoads Trust dated January 12, 1977 Worldmark Corporation Production Finishing Corp.	Wolverine Aluminum Corp. (Lincoln Park, MI) Common Stock - 181,238 shares (17%) Common Stock - 36,967 shares on exercise of option	10-7-81
* Vesper Corporation	Bowline Corporation (Bala Cynwyd, PA) Common Stock - 131,042 shares	10-8-81
* Crane Co.	Ferro Corporation (Cleveland, OH) Common Stock - 784,900 shares (10.17%)	10-8-81

ACQUISITION REPORTS CONT.

* Teledyne Inc. United Insurance Company of America Argonaut Insurance Company	Occidental Petroleum Corporation (Los Angeles, CA) \$14.625 Preferred Stock - 536,367 shares (16.98%)	10-8-81
* ICM Realty Parkway Company (Controlled by Eastover)	Rivere Realty Trust (Washington, DC) Shares of Beneficial Interest - 202,000	10-8-81
* Kenneth M. Good Caribou Partners Good Partnership, et al	Tosco Corporation (Los Angeles, CA) Common Stock - 2,000,000 shares	10-8-81
* Lee Gray	Transco Realty Trust (Boston, MA) Shares of Beneficial Interest - 150,803	10-8-81
* Chris-Craft Industries, Inc. BHC, Inc.	United Television, Inc. (Minneapolis, MN) Common Stock - 3,979,066 shares (33%)	10-8-81
Robert Pace Schofield, Jr.	Adams-Millis Corporation (High Point, NC) Common Capital Stock - 142,200 shares	10-9-81
* Shamrock Associates	Alba Waldensian, Inc. (Valdese, NC) Common Stock - 131,600 shares	10-9-81
Exxon Corporation	American Solar King Corporation (Waco, TX) Common Stock - 300,000 shares (15.5%)	10-9-81
* Victor L. Sayyah Sayyah Corporation HCA, Inc. National Heritage Management Corp.	Bankers Union Life Insurance Co. (Englewood, CO) Common Stock - 270,159 shares (80.3%)	10-9-81
* Goldman, Sachs & Co.	Credithrift Financial Corp. (Evansville, IN) 2.75% Conv. Preferred Stock - 58,900 shares	10-9-81
* KLINKO	Data Systems, Inc. of Oregon (Portland, OR) Common Stock - 63,700 shares (10%)	10-9-81

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 Branch, 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. Cost estimates are given on request. Two types of service are available through the Public Reference Branch, one of which (priority service) is also available directly from the SEC's service contractor.

**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, forwarded from the Public Reference Branch. 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 (Maryland callers), or the toll-free number, 800-638-8241. 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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