

sec news digest

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COMMISSION ANNOUNCEMENTS

U.S. SECURITIES AND
EXCHANGE COMMISSION

APPEALS COURT ORDERS DISMISSAL OF NATIONAL RESOURCES DEFENSE COUNCIL COMPLAINT

On April 20 the U.S. Court of Appeals for the District of Columbia Circuit rendered a decision in National Resources Defense Council v. Securities and Exchange Commission, No. 77-1761, directing that a complaint filed against the Commission, seeking to compel the Commission to engage in rulemaking, be dismissed. This case followed the Commission's denial of a rulemaking petition requesting that it adopt rules requiring publicly-held corporations to make extensive disclosures concerning their environmental and civil rights practices, whether or not such information would be material to investors. The Commission determined to require certain disclosures in such areas, but only of information that would be material to investors. The persons seeking the rulemaking then brought an action against the Commission, alleging, among other things, that the National Environmental Policy Act of 1969 (NEPA) required the Commission to adopt their rules. The district court rejected the contention based on NEPA, but concluded that the Commission's decision-making process was "arbitrary and capricious." The court of appeals reversed the district court, holding that the Commission's determination not to adopt discretionary rules should be accorded "special deference" by a court, and the court concluded that the Commission was justified in rejecting the proposed rules.

CIVIL PROCEEDINGS

MAJOR A. RIDDLE, OTHERS ENJOINED

The Commission announced that on April 9 the Honorable Leland C. Nielson, U.S. District Judge, signed a Final Judgment of Permanent Injunction against Major A. Riddle, a director of Continental Connector Corporation. Judge Nielson also signed similar judgments against Continental Connector director George Duckworth and former director E. Parry Thomas on March 26 and February 13, respectively. Riddle, Duckworth and Thomas consented to the entry of the injunctions, which enjoined them from further violations of the antifraud and reporting provisions of the securities laws, without admitting or denying the allegations contained in the Commission's complaint.

The Commission's complaint, which was filed on October 13, 1977, generally alleged that Riddle, Duckworth, Thomas and others, during the period commencing from in or about July 1974, participated in a scheme to defraud the public shareholders of Continental Connector. The complaint further alleged that Connector, aided and abetted by Riddle, Duckworth, Thomas and others, made false and misleading public disclosures relating to the scheme. (SEC v. Morris A. Shenker, et al., USDC SDNY, Civil Action No. 78-0204-N). (LR-8732)

INVESTMENT COMPANY ACT RELEASES

TAX EXEMPT INCOME TRUST, SERIES 1

A notice has been issued giving interested persons until May 15 to request a hearing on an application of Tax Exempt Income Trust, Series 1 (and Subsequent Series), a registered unit investment trust, and its sponsor, Donaldson, Lufkin & Jenrette Securities Corporation, for an order pursuant to Section 6(c) of the Act exempting Applicants from the provisions of Sections 14(a) and 22(d) of the Act, and Rule 19b-1 thereunder, and pursuant to Section 11 of the Act permitting the Trust to offer its units at net asset value plus a fixed dollar sales charge in certain exchange offers pursuant to a conversion plan. (Rel. IC-10671 - Apr. 24)

A notice has been issued giving interested persons until May 17 to request a hearing on an application of United Financial Corporation of California and National Steel Corporation for an order pursuant to Section 17(b) of the Act exempting from Section 17(a) of the Act the merger of an indirect subsidiary of National with and into United and certain transactions contemplated thereby, including the purchase by National of shares of United common stock owned by Keystone Custodian Fund, Series S-4, and Polaris Fund, Inc., and permitting United and National to participate in the merger and certain transactions contemplated thereby. (Rel. IC-10672 - Apr. 25)

SECOND GREYHOUND LEASING COMPANY

A notice has been issued giving interested persons until May 21 to request a hearing on an application of Second Greyhound Leasing Company for an amendment of a conditional order exempting the company from all provisions of the Act. (Rel. IC-10673 - Apr. 25)

HOLDING COMPANY ACT RELEASES

GENERAL PUBLIC UTILITIES CORPORATION

A notice has been issued giving interested persons until May 21 to request a hearing on a proposal of General Public Utilities Corporation, a registered holding company, that the amount of cash capital contributions it may make to its subsidiaries through December 31, 1979, be increased from \$90 million to \$235 million. (Rel. 35-21016 - Apr. 25)

AMERICAN ELECTRIC POWER COMPANY, INC.

An order has been issued authorizing the payment of fees and expenses by American Electric Power Company, Inc. (AEP), a registered holding company, and its subsidiary, Michigan Power Company (MPC), which fees and expenses were incurred in connection with proceedings involving AEP's acquisition of MPC, the elimination of the minority interest in MPC and the redemption of MPC's preferred stock. (Rel. 35-21017 - Apr. 25)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until May 25 to comment on the application of Fox-Stanley Photo Products, Inc. requesting withdrawal of its common stock (par value \$1.00) from listing and registration on the American Stock Exchange, Inc. (Rel. 34-15763)

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-7) HUMANA INC., 1800 First National Tower, Louisville, Ky. 40202 - 1,500,000 shares of common stock. Underwriter: Lehman Brothers Kuhn Loeb Inc. The company is engaged in the development, ownership and operation of hospitals. (File 2-64212 - Apr. 20)
- (S-8) COOPER INDUSTRIES, INC., Suite 2700, Two Houston Center, Houston, Tex. 77002 (713) 654-4451 - 600,000 shares of common stock. (File 2-64213 - Apr. 20)

In a separate statement the company seeks registration of 97,166 shares of common stock and 145,750 shares of cumulative convertible preferred stock, \$2.90 Series. (File 2-64214 - Apr. 20)

- (S-8) TRUST COMPANY OF GEORGIA, One Park Pl., Atlanta, Ga. 30303 (404) 588-7711 - \$3,856,000 of participations and 131,829 shares of common stock. (File 2-64215 - Apr. 20)
- (S-8) GOULD INC., 10 Gould Center, Rolling Meadows, Ill. 60008 (312) 640-4000 - an indeterminate number of participations. (File 2-64216 - Apr. 20)
- (S-8) CALIFORNIA PORTLAND CEMENT COMPANY, 800 Wilshire Blvd., Los Angeles, Cal. 90017 - 100,000 shares of common stock. (File 2-64217 - Apr. 20)
- (S-8) AVANTEK, INC., 3175 Bowers Ave., Santa Clara, Cal. 95051 (408) 249-0700 - 226,450 shares of common stock. The company is engaged in the microwave/telecommunications industry. (File 2-64218 - Apr. 20)
- In a separate statement the company seeks registration of 100,000 shares of common stock. (File 2-64219 - Apr. 20)
- (S-14) IRT PROPERTY COMPANY, 6540 Powers Ferry Rd., Suite 160, Atlanta, Ga. 30339 (404) 955-4406 - 2,329,159 shares of common stock. (File 2-64220 - Apr. 20)
- (S-7) INTERSTATE POWER COMPANY, 100 Main St., Dubuque, Iowa 52001 (319) 582-5421 - 202,000 shares of preferred stock, par value \$50. Underwriter: E. F. Hutton & Company Inc. (File 2-64221 - Apr. 20)
- (S-6) INSURED MUNICIPALS - INCOME TRUST SERIES 30, 208 South La Salle St., Chicago, Ill. 60604 - an indefinite number of units. Depositor: Van Kampen Sauerma Inc. (File 2-64223 - Apr. 20)
- (S-6) INVESTORS' GOVERNMENT SECURITIES - INCOME TRUST SERIES 5, 208 South La Salle St., Chicago, Ill. 60604 - an indefinite number of units. Depositor: Van Kampen Sauerma Inc. (File 2-64224 - Apr. 20)
- (S-14) NEW ENGLAND MERCHANTS COMPANY, INC., 28 State St., Boston, Mass. 02109 (617) 742-4000 - 31,000 shares of common stock. (File 2-64225 - Apr. 20)
- (S-7) JOHNS-MANVILLE CORPORATION, Ken-Caryl Ranch, Denver, Colo. 80217 (303) 979-1000 - \$100 million of notes, due 1985. Underwriter: Morgan Stanley & Co. Inc. The company conducts diversified manufacturing and mining operations. (File 2-64226 - Apr. 20)
- (S-16) GENERAL ELECTRIC COMPANY, 3135 Easton Turnpike, Fairfield, Conn. 06431 (203) 373-2431 - 148,300 shares of common stock. (File 2-64227 - Apr. 20)
- (S-8) THE KANSAS POWER AND LIGHT COMPANY, 818 Kansas Ave., Topeka, Kan. 66612 (913) 296-6300 - 500,000 shares of common stock. (File 2-64231 - Apr. 20)
- (S-8) COOPER LABORATORIES, INC., 5 Palo Alto Sq., Palo Alto, Cal. 94304 - 400,000 shares of common stock. (File 2-64232 - Apr. 20)

REGISTRATIONS EFFECTIVE

Apr. 9: Oakite Products Inc. Deferred Profit Sharing Plan, 2-63863.
 Apr. 13: Compuscan, Inc., 2-63802; Farmland Industries, Inc., 2-63660; The Dayton Power & Light Co., 2-63819; National Bancorporation, Inc., 2-60017.
 Apr. 16: Betz Laboratories, Inc., 2-63999; Capital Financial Services Inc., 2-63756; Ford Motor Credit Co., 2-64112; International Shipholding Corp., 2-63322 (90 days); Insured Municipals Income Trust, Series 29, 2-63677; Media General Inc., 2-63939; Ryder System, Inc., 2-63384; Value Line Cash Fund, Inc., 2-63520.
 Apr. 17: Atlantic City Electric Co., 2-63796; Becton, Dickinson and Co., 2-64028 & ~~2-64029~~; Consumers Power Co., 2-63876; Eastmet Corp., 2-63893; Nicor Inc., 2-63809; Oil International, Ltd., 2-63182 (90 days); Otter Tail Power Co., 2-63834; Tiger International, Inc., 2-63480.

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.

REGISTRATIONS WITHDRAWN

Apr. 2: The Condren Corp., 2-60001.
 Apr. 3: Demeters Future Fund, 2-61582.
 Apr. 12: Wasko Gold Products Corp., 2-62731.
 Apr. 17: The Clarke Corp., 2-60540.



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.

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