

sec news digest

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RULES AND RELATED MATTERS

U.S. SECURITIES AND
EXCHANGE COMMISSION

AMENDMENT OF RULE 11Aa2-1

The Commission has issued a release amending Rule 11Aa2-1 under the Securities Exchange Act of 1934 to defer the eligibility date for the designation of certain securities as national market system securities from October 1, 1982, to February 1, 1983. (Rel. 34-19092)

FOR FURTHER INFORMATION CONTACT: William W. Uchimoto at (202) 272-2409

COMMISSION ANNOUNCEMENTS

FILES ON CORPORATE PAYMENTS MADE PUBLIC

The Commission, pursuant to requests under the Freedom of Information Act (FOIA), has made available to the public certain previously non-public files in its possession relating to questionable corporate payments. Files concerning the following corporation will be made available beginning today (information in parenthesis are the FOIA exemptions used to withhold certain material in the files): Joseph Schlitz Brewing Co. (5 USC 552(b)(4), (b)(5), (b)(7)(C), and (b)(7)(D)). These files, and others made available previously, may be inspected at the Commission's Public Reference Room, Room 1024, 450 Fifth Street, N.W., Washington, D.C., between the hours of 9 a.m. and 5 p.m. Persons wishing further information may call the Public Reference Room at (202) 272-7450.

ADMINISTRATIVE PROCEEDINGS

INVESTORS FINANCIAL PLANNING, INC., OTHERS

Administrative Law Judge Ralph Hunter Tracy has filed an initial decision ordering that the registration as a broker-dealer of Investors Financial Planning, Inc. (IFP), Greensboro, North Carolina, be revoked and the firm expelled from the NASD; that the registration of Dan King Brainard as an investment adviser be revoked; that National Executive Planners, Ltd. (NEP), Dan King Brainard, Richard O. White and Henry Leroy Heybrock be barred from association with any broker-dealer, investment adviser or municipal securities dealer.

The administrative law judge found that IFP, Brainard, White and Heybrock aided and abetted National Executive Planners, Ltd. (NEP), a North Carolina corporation of which Brainard was president and White and Heybrock vice presidents, in conducting business as a broker-dealer and as an investment adviser while not so registered with the Commission. Additionally, the judge found that IFP, Brainard, White and Heybrock wilfully violated and/or wilfully aided and abetted violations of the registration provisions of the Securities Act of 1933 and the antifraud provisions of the Securities Act, the Securities Exchange Act of 1934, and the Investment Advisers Act of 1940, in connection with the offer and sale of financing agreements evidencing indebtedness of Television Marketing Corporation, which were purportedly secured by accounts receivable from national retail merchandisers.

The decision is subject to appeal to the Commission.

CIVIL PROCEEDINGS

COMPLAINT NAMES ATHENA TECHNOLOGIES, INC., OTHERS

The San Francisco Branch Office announced that on September 21 a complaint was filed in the U.S. District Court for the Northern District of California against Athena Technologies, Inc., The Athena Group, Inc., A. Larry Lindsey and Alan E. Kushnick, all currently based in San Mateo, California, and Entertainment Systems, Inc. (ESI), a publicly-held corporation currently based in St. Petersburg, Florida. The complaint alleges that Lindsey, Kushnick and Athena Technologies violated the registration and antifraud provisions of the Securities Act of 1933 and the antifraud provisions of the Securities Exchange Act of 1934, that Athena Group violated the antifraud provisions of the Exchange Act and that Lindsey and ESI violated the reporting violations of the Exchange Act.

The complaint alleges that from the fall of 1979 to December 1981, Lindsey, Kushnick, and Athena Technologies offered and sold interests in 17 research and development limited partnerships in violation of the registration and antifraud provisions. A total of \$5,332,000 was raised from 445 investors in 16 states and England. Lindsey, Kushnick and Athena Group are charged with violations of the antifraud provisions in the purchase of two million shares of ESI's stock. Lindsey is also charged with antifraud and reporting violations in the filing of a report with the Commission and the dissemination of a press release that omitted material facts concerning the consideration that ESI had received for the stock it conveyed to Athena Group. ESI is charged with reporting violations in the filing of the misleading report and its delinquency in filing annual, quarterly and current reports.

The Commission also asked for an order for further equitable relief, requiring that Lindsey and Kushnick file with the Court a statement listing the identities and current balances of certain bank and trust accounts and other repositories of funds concerning the limited partnerships and impressing a trust over all records concerning funds received from investors in the limited partnerships.

Simultaneously with the filing of the complaint, and without admitting or denying the substantive allegations of the complaint, each defendant consented to an order of permanent injunction prohibiting further violations and providing for the further equitable relief described above. (SEC v. Athena Technologies, Inc., et al., Civil Action No. C-82-5076-SC, N.D. Cal.). (LR-9763)

YVONNE M. DENNEHY AND JOHN P. FLYNN, JR. ENJOINED

The Boston Regional Office announced that on September 27 the Honorable Martin F. Loughlin, U.S. Judge for the District of New Hampshire, entered an order permanently enjoining John P. Flynn, Jr. from further violations of the registration and antifraud provisions of the securities laws, and Yvonne M. Dennehy from further violations of the antifraud provisions of those laws in the offer, purchase and sale of interests in limited partnerships formed to develop and hold real estate. The Commission filed a complaint which alleged that since in or about January 1975 to in or about February 1980, Flynn offered for sale and sold unregistered securities in the form of limited partnership interest.

Additionally, the Commission's complaint alleged that in the offer and sale of the securities Flynn and Dennehy made misrepresentations of material facts and omitted to state material facts concerning, among other things, the amount of compensation to be received by the general partners and others, the use of investor proceeds, markups on properties to be acquired by the partnerships, commingling of offering proceeds, diversion of offering proceeds, the purchase of substitute properties by the partnerships, the source of funds used to pay returns to investors and the financial condition of related parties. The complaint also alleged that the defendants prepared and distributed to investors offering memoranda which were false and misleading, marked up the price of properties to be purchased by the partnership, commingled the proceeds received from the sale of securities with funds of other entities, distributing the offering proceeds in contravention of the terms of the offering memoranda, and mailed to acquired properties as disclosed would be acquired.

The injunctive orders were entered by default for failure of the defendants to answer the Commission's complaint. (SEC v. Stewart Meyers & Co., Inc., et al., Civil Action No. 82-330L, USDC, New Hampshire). (LR-9764)

INVESTMENT COMPANY ACT RELEASES

UNITED LIFE INSURANCE SECURITIES CORPORATION

A notice has been issued giving interested persons until October 22 to request a hearing on the proposal of the Commission to terminate on its own motion pursuant to Section 8(f) of the Investment Company Act of 1940 the registration of United Life Insurance Securities Corporation under the Act. (Rel. IC-12692 - Sept. 28)

SHEARSON FMA CASH FUND

A notice has been issued giving interested persons until October 25 to request a hearing on the application of Shearson FMA Cash Fund, Shearson FMA Government Fund, Shearson FMA Municipal Fund and Shearson Daily Tax-Free Dividend Inc. (Applicants), for an order, pursuant to Section 6(c) of the Act, exempting Applicants from the provisions of Sections 13(a)(2), 17(d), 18(f)(1), 22(f), 22(g) of the Act and Rule 17d-1 thereunder to permit Applicants to enter into deferred trustee's fee agreements. (Rel. IC-12693 - Sept. 28)

PEPSICO CAPITAL RESOURCES, INC.

A notice has been issued giving interested persons until October 25 to request a hearing on an application filed by PepsiCo Capital Resources, Inc. (Applicant), subsidiary of PepsiCo, Inc., for an order, pursuant to Section 6(c) of the Investment Company Act of 1940, exempting Applicant from all provisions of the Act. (Rel. IC-12694 - Sept. 28)

CHANCELLOR TAX-MANAGED UTILITY FUND, INC.

A notice has been issued giving interested persons until October 25 to request a hearing on an application of Chancellor Tax-Managed Utility Fund, Inc. (Applicant), for an order, pursuant to Section 6(c) of the Investment Company Act of 1940, exempting Applicant from the provisions of Sections 13(a)(2), 18(f)(1), 22(f) and 22(g) of the Act in connection with a proposed Deferred Director's Fee Agreement with certain of its directors and, pursuant to Section 17(d) of the Act and Rule 17d-1 thereunder, to permit certain joint transactions relating to the Agreement. (Rel. IC-12695 - Sept. 28)

THE TRAVELERS INSURANCE COMPANY

An order has been issued on an application filed by The Travelers Insurance Company, The Travelers Fund B for Variable Annuities and The Travelers Fund B-1 for Variable Annuities, pursuant to Section 6(c) of the Investment Company Act of 1940, granting exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. (Rel. IC-12696 - Sept. 29)

HOLDING COMPANY ACT RELEASES

MAINE YANKEE ATOMIC POWER COMPANY

An order has been issued authorizing Maine Yankee Atomic Power Company, subsidiary of the New England Electric System and Northeast Utilities, to increase the amount of a previously authorized loan agreement with MYA Fuel Company, as well as the security interests granted under a related security agreement, from \$35 million to \$50 million. Similarly, the amount of MYA's bank credit agreement, which Maine Yankee proposes to guarantee, would be increased by \$15 million to \$50 million. (Rel. 35-22651 - Sept. 29)

ARKANSAS POWER AND LIGHT COMPANY

A notice has been issued giving interested persons until October 21 to request a hearing on a proposal by Arkansas Power and Light Company, subsidiary of Middle South Utilities, Inc., to issue and sell at competitive bidding up to \$100 million of first mortgage bonds through June 30, 1983. (Rel. 35-22652 - Sept. 29)

An order has been issued regarding Arkansas Power and Southwestern Electric Power Company (SWEPCO), subsidiary of Central and South West Corporation, authorizing the sale by Arkansas Power of a 25-mile segment of a jointly-owned 138 KV transmission line to SWEPCO for \$150,000. (Rel. 35-22653 - Sept. 30)

ALABAMA POWER COMPANY

An order has been issued authorizing Alabama Power Company, subsidiary of The Southern Company, to issue and sell from time to time short-term notes to banks through September 30, 1983 up to an amount at any one time outstanding of \$227 million. Jurisdiction has been reserved over the issuance and sale of up to an additional amount at any one time outstanding of \$73 million of short-term notes to banks pending completion of the record. (Rel. 35-22654 - Sept. 30)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING SOUGHT

A notice has been issued giving interested persons until October 21 to comment on the application of the Philadelphia Stock Exchange, Inc. for unlisted trading privileges in two issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. (Rel. 34-19089)

DELISTINGS GRANTED

Orders have been issued granting the application of the New York Stock Exchange, Inc. to strike the specified securities of the following companies from listing and registration thereon: Purex Corporation, 4-7/8% convertible subordinated debentures, due 1-15-94. (Rel. 34-19090); and KDT Industries, Inc., common stock (\$1 par value). (Rel. 34-19091)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGES

The following stock exchanges have filed proposed rule changes pursuant to Rule 19b-4: The American Stock Exchange, Inc. (SR-Amex-82-12) to revise the shareholder approval requirement for certain acquisitions and employee stock compensation arrangements. (Rel. 34-19087); and The New York Stock Exchange, Inc. (SR-NYSE-82-15) to amend NYSE Rule 301.27 to modify the current initiation fee structure of the exchange. (Rel. 34-19088)

Publication of the proposals are expected to be made in the Federal Register during the week of October 4.

TRUST INDENTURE ACT RELEASES

SOUTHERN NATURAL GAS COMPANY

A notice has been issued giving interested persons until October 29 to request a hearing on an application by Southern Natural Gas Company, a Delaware corporation, pursuant to Section 310(b)(1)(ii) of the Trust Indenture Act of 1939, declaring that the trusteeship of Manufacturers Hanover Trust Company under an indenture of Southern and under an indenture of Bear Creek Capital Corporation is not so likely to involve a material conflict of interest as to make it necessary to disqualify Manufacturers from acting as trustee. (Rel. TI-752)

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; if the registration statement is a New Issue; and [S] denoting SHELF REGISTRATION pursuant to Rule 415.

- (S-3) THE WASHINGTON WATER POWER COMPANY, East 1411 Mission Ave., Spokane, WA 99202 (509) 489-0500 - 1,500,000 shares of common stock. Underwriters: Kidder, Peabody & Co. Incorporated and Dean Witter Reynolds Inc. The company is engaged in the generation, purchase, transmission, distribution and sale of electric energy. (File 2-79571 - Sept. 29) (Br. 8)
- (S-14) FNB BANKING COMPANY, 310 South Hill St., P.O. Drawer F, Griffin, GA 30224 (404) 227-2251 - 200,000 shares of common stock. (File 2-79572 - Sept. 29) (Br. 2 - New Issue)
- (S-14) MELLON NATIONAL CORPORATION, 6400 Steubenville Pike, P.O. Box 15629, Pittsburgh, PA 15244 (412) 787-5534 - 5,918,429 shares of common stock, and 2,367,372 shares of Series A preferred stock. (File 2-79573 - Sept. 29) (Br. 1)
- (S-8) R. R. DONNELLEY & SONS COMPANY, 2223 Martin Luther King Dr., Chicago, IL 60616 (312) 326-8000 - 773,865 shares of common stock. (File 2-79574 - Sept. 29) (Br. 2)
- (S-3) CAMPBELL TAGGART, INC., 6211 Lemmon Ave., P.O. Box 222640, Dallas, TX 75222 (214) 358-9211 - 75,201 shares of common stock. (File 2-79575 - Sept. 29) (Br. 4) [S]
- (S-3) J. C. PENNEY COMPANY, INC., 1301 Avenue of the Americas, New York, NY 10019 (212) 957-4321 - \$500 million of debt securities and warrants to purchase debt securities. The company's business consists of providing merchandise and services to consumers through stores, including catalog operations. (File 2-79577 - Sept. 30) (Br. 2) [S]
- (S-6) MASSACHUSETTS TAX EXEMPT UNIT TRUST, SERIES 50, 60 State St., Boston, MA 02109 - 7,000 units. Depositor: Moseley, Hallgarten, Estabrook & Weeden Inc. (File 2-79578 - Sept. 30) (Br. 16 - New Issue)
- (S-8) W. R. GRACE & CO., Grace Plaza, 1114 Avenue of the Americas, New York, NY 10036 (212) 819-5500 - 2,500,000 shares of common stock. (File 2-79580 - Sept. 30) (Br. 1)
- (S-8) WILSON FOODS CORPORATION, 4545 Lincoln Blvd., Oklahoma City, OK 73105 (405) 525-4404 - 582,500 shares of common stock. (File 2-79581 - Sept. 29) (Br. 3)
- (S-1) AMERICAN BUSINESS & MERCANTILE INSURANCE GROUP, INC., 307 North Michigan Ave., Chicago, IL 60601 (312) 346-8100 - \$2,750,000 of Series AA 15% convertible subordinated debentures, due December 30, 2002. (File 2-79582 - Sept. 30) (Br. 9)
- (S-8) COMPUTER PRODUCTS, INC., 1400 N. W. 70th St., Fort Lauderdale, FL 33309 (305) 974-5500 - 500,000 shares of common stock. (File 2-79583 - Sept. 29) (Br. 8)
- (S-2) TYLER CORPORATION, 3100 Southland Center, Dallas, TX 75201 (214) 747-8251 - \$100 million of debt securities. (File 2-79585 - Sept. 30) (Br. 6) [S]
- (S-8) THE STOP & SHOP COMPANIES, INC., P.O. Box 369, Boston, MA 02101 (617) 770-8000 - 250,000 shares of common stock. (File 2-79591 - Sept. 30) (Br. 1)
- (S-3) TEXAS EASTERN TRANSMISSION CORPORATION, 1221 McKinney St., P.O. Box 2521, Houston, TX 77252 (713) 759-3131 - 1,000,000 shares of adjustable rate cumulative preferred stock, Series A. Underwriters: Dillon, Read & Co. Inc., Goldman, Sachs & Co. and The First Boston Corporation. The company is a diversified energy company. (File 2-79596 - Sept. 30) (Br. 8)

REGISTRATIONS EFFECTIVE

Sept. 23: Psych Systems, Inc., 2-78505-W.
 Sept. 24: Air Products and Chemicals, Inc., 2-79447; Citizens Michiana Financial Corporation, 2-79107; Leader Development Corporation, 2-77308; Securities Corporation International, 2-79045.
 Sept. 27: City Investing Company, 2-79048; First Interstate Bancorp, 2-79468; Gainer Corporation, 2-78720; Nuveen Tax-Exempt Bond Fund - Multi-State, Series 56, 2-78935; Poretotech Combination '82, 2-78951.
 Sept. 28: First American Corporation, 2-78008; M/A-Com, Inc., 2-79494; Midway Airlines, Inc., 2-79369; The Pillsbury Company, 2-79467; Portland General Electric Company, 2-79427; SCI Systems, Inc., 2-79371; Sandwich Chef, Inc., 2-78901; Sperry Corporation, 2-77641; Union Camp Corporation, 2-79498; United Illuminating Company, 2-79162; United Telephone Company of Ohio, 2-79364.

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the prior percent owned; and Column 7 - the status of the filing, i.e., new, update, or revision.

	FORM	EVENT DATE	SHRS(000) / %OWNED	CUSIP / PRIOR%	FILING STATUS
ANGELES CORP ROSENFELD MORTON M. TRUSTEE	COM NEW 13D	9/17/82	68 5.8	03462440 0.0	NEW
BANDAG INC MCKILLIP MARCELLA ET AL	COM 13D	9/ 3/82	4,867 43.8	05981510 45.2	UPDATE
COLE NATL CORP BRITISH ASSETS TR PUBL ET AL	COM 13D	8/26/82	0 0.0	19328810 0.7	UPDATE
EMPIRE EQUITIES INC GOLDEN ARROW GAS ENERGY CORP	COM 13D	9/15/82	2,459 80.0	29165010 0.0	NEW
FOSSIL OIL & GAS INC BERGEN FLOYD R	COM 13D	9/10/82	8,476 42.9	34988310 13.9	UPDATE
GANDT CORP KLURMAN SAMUEL A	COM 13D	8/26/82	505 47.4	36473310 47.4	UPDATE
HUDSON GEN CORP SEGAL RICHARD D	COM 13D	6/30/82	379 28.1	44378410 27.6	UPDATE
K D I CORP BISHOPRIC INC ET AL	COM 13D	9/24/82	0 0.0	48245210 7.4	UPDATE
K D I CORP TACTRON INC	COM 13D	9/24/82	908 11.1	48245210 0.0	NEW
NORLIN CORP LAWRIE PLTN HLDGS ET AL	COM 13D	9/ 8/82	475 24.4	65604110 22.5	UPDATE
REALTY INCOME TR FOXWOOD INVST ET AL	COM 13D	9/24/82	434 27.6	75611210 24.7	UPDATE
SEISCOM DELTA INC SMITH L.S. ET AL	COM 13D	9/22/82	236 5.9	81606810 0.0	NEW

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEMS NO.	DATE	
ADHESIVES & CHEMICALS INC	7	11/30/81	AMEND
AMDISCO CORP	5	09/01/82	
AMERICAN AGRONOMICS CORP	5,7	09/10/82	
AMERICAN ELECTRIC POWER CO INC	5,7	09/28/82	
ASSOCIATED BANC CORP	2	08/30/82	
ASSOCIATES CORP OF NORTH AMERICA	7	09/23/82	
AUTOTROL CORP	5	09/16/82	
BENNETT PETROLEUM CORP	3,7	09/16/82	
BIOSEARCH MEDICAL PRODUCTS INC	5	09/16/82	
BUNNINGTON CORP	2	09/21/82	
CAVANAGH COMMUNITIES CORP	2,7	09/17/82	
CENTURY PROPERTIES FUND XVII	2	05/28/82	AMEND
CHESSCO INDUSTRIES INC	7	12/11/81	AMEND
CITY NATIONAL BANCSHARES INC	2,7	09/01/82	
COMPUTER & COMMUNICATIONS TECHNOLOGY COR	7	08/03/82	AMEND
DALLAS POWER & LIGHT CO	5	08/20/82	
DECUTEL OLIVETTI CORP	1,2,7	09/14/82	
EASTERN AIR LINES INC	5	09/29/82	
EMPIRE EQUITIES INC	1,2,5	09/15/82	
EMPIRE EQUITIES INC	1,2,5	09/15/82	
EVANS PRODUCTS CO	5	09/23/82	
FALCONBRIDGE LTD	5,7	09/10/82	
FCX INC	4	09/27/82	
FIDELITY UNION BANCORPORATION	5	09/27/82	
FLORIDA POWER & LIGHT CO	5	09/13/82	
FORT THOMAS BELLEVUE BANCORP INC	1,7	09/27/82	
GUILFORD MILLS INC	5	10/22/81	AMEND
JACO ELECTRONICS INC	5,7	09/10/82	
LINEAR INSTRUMENTS CORP	4	09/09/82	
LOUISVILLE GAS & ELECTRIC CO /KY/	7	09/27/82	
MATRIX CORP /NEW/	5,7	09/22/82	
MCDONALDS CORP	5	09/02/82	
MCNEIL PACIFIC INVESTORS FUND 1972	2	03/22/82	AMEND
NEWPORT GENERAL CORP	5	09/27/82	
NOVA PETROLEUM CORP	2	08/18/82	AMEND
PERMEATOR CORP	2,7	08/31/82	
PRO SCAN INC	2,7	09/09/82	
READING CO	5	09/16/82	
SHURGARD INCOME PROPERTIES II	2,7	09/23/82	
STEWART & STEVENSON SERVICES INC	5	09/13/82	
STORAGE EQUITIES INC	5	09/14/82	
TEXAS ELECTRIC SERVICE CO	5	08/20/82	
TEXAS POWER & LIGHT CO	5	08/20/82	
TEXAS UTILITIES CO	5	08/20/82	
TOMM OIL & GAS EXPLORATION CORP	5,7	09/02/82	
TRANE CO	2,7	09/15/82	
UNICORP REALTY INVESTORS INC	4	09/15/82	
VARO INC	7	08/19/82	AMEND
WESTERN PREFERRED CORP	7	08/11/82	AMEND
WORLDWIDE ENERGY CORP	5	09/03/82	

RULE 12g3-2(b) EXEMPTIONS

The following foreign private issuers submitted materials that appeared sufficient to establish an exemption under Rule 12g3-2(b) during the week of: June 21-25, 1982 - (82-656) Power-Can Resources Ltd. August 23-27, 1982 - (82-663) Continental Minerals Corp. August 30 - Sept. 2, 1982 - (82-664) Oliver Resources Corp. September 7-10, 1982 - (82-665) Sulpetro Ltd.; (82-666) Kettle River Resources Ltd.