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May 24, 1977

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RULES AND RELATED MATTERS

ADOPTION OF AMENDMENTS AND INTERPRETATIONS OF RULES 15c3-1 AND 15c3-3

U.S. SECURITIES AND EXCHANGE COMMISSION

The Commission published a release adopting, effective July 15, amendments and interpretations to Rules 15c3-1 and 15c3-3. The amendments are essentially those proposed in Securities Exchange Act Release No. 11969 (January 2, 1976). These amendments are intended primarily to require brokers and dealers to reflect in their capital computations the exposure resulting from certain short security positions, to enable net capital computations to take into account more completely the risks associated with transactions in options and to effect certain technical adjustments to these rules. The interpretations of Rule 15c3-1 issued in this release relate to the definition of the term "bearer form" for purposes of Rule 15c3-1d and the mechanics of consolidated computations of net capital under Rule 15c3-1c. (Rel. 34-13565)

COMMISSION CORRECTS ERRORS IN QUARTERLY REPORTING REQUIREMENTS FOR LIFE INSURANCE COMPANIES

The Commission announced the adoption of amendments to correct errors in Regulation S-X Rule 3-16(t) and related rules. The amendments clarify the Commission's intent to require listed life insurance companies and related holding companies to file Form 10-Q beginning in 1977. In addition, they prescribe requirements for the interim financial information to be presented in notes to financial statements by foreign private issuers which file Form 6-K rather than Form 10-Q. (Rel. 33-5828)

NOTICE OF COMMISSION MEETINGS

CHANGES IN MEETING OF WEDNESDAY, May 25, 1977 - 10:00 A.M.

Item 8 is added respecting Commission consideration of a proposed letter of comment to the House Committee on Interstate and Foreign Commerce concerning H.R. 2386, H.R. 1758 and H.R. 1759. H.R. 2386 and H.R. 1758 would amend Section 13 of the Securities Exchange Act of 1934 to require certain investors to disclose certain information concerning their identity and background, including disclosure of their nationality, residence and personal financial statements. H.R. 1759 proposes to protect American corporations and workers from foreign control and to encourage diversification of foreign investments in domestic industries.

Item 9 is added and relates to consideration of the proposed notification to the Federal Reserve Board of a staff study concerning the regulatory impacts resulting from the elimination of exchange off-board trading rules on market-making functions, including the effect on market making of existing margin requirements.

Item 5 is amended by changing the name "One Liberty" to "Merrill Lynch".

COURT ENFORCEMENT ACTIONS

PROGRESSIVE FARMERS ASSOCIATION ENJOINED

The Chicago Regional Office announced that on May 13 Judge William R. Collinson, U.S. District Judge for the Western District of Missouri, entered a final order of permanent injunction against Progressive Farmers Association, a Missouri agricultural cooperative marketing association located in Springfield, Missouri. The complaint alleged that PFA had violated the antifraud provisions of the securities laws by offering and selling its securities at a time when PFA did not have available accurate and current financial information and the purchasers of PFA's securities were being given false and misleading financial information. The defendant consented to the entry of the permanent injunction without admitting or denying the allegations in the Commission's complaint. (SEC v. Progressive Farmers Association, W.D. Mo., Civil Action No. 77-3220-CV.S). (LR-7932)

INVESTMENT COMPANY ACT RELEASES

SCUDDER, STEVENS & CLARK COMMON STOCK FUND

A notice has been issued giving interested persons until June 13 to request a hearing on an application of Scudder, Stevens & Clark Common Stock Fund, Inc. (the Fund) and Scudder, Stevens & Clark, the Fund's investment adviser (collectively Applicants), for an order exempting Applicants from Section 17(d) of the Act to permit Applicants to join in the sharing of certain expenses in connection with the proposed acquisition by the Fund of substantially all of the assets of Fund for Mutual Depositors, Inc., a registered open-end diversified management company. (Rel. IC-9775 - May 20)

PACIFIC MUTUAL FUND

An order has been issued declaring that Pacific Mutual Fund, Inc., has ceased to be an investment company. (Rel. IC-9776 - May 23)

HOLDING COMPANY ACT RELEASES

OHIO ELECTRIC COMPANY

An order has been issued releasing jurisdiction over certain fees and expenses to be incurred by Ohio Electric Company (Electric), subsidiary of Ohio Power Company and American Electric Power Company, Inc., in connection with Electric's issuance and sale of \$200 million of first mortgage bonds to institutional lenders. The fees relate to compensation to be paid to Electric's agent in negotiating the placement of the bonds. (Rel. 35-20044 - May 23)

APPALACHIAN POWER COMPANY

A notice has been issued giving interested persons until June 15 to request a hearing on a proposal of American Electric Power Company, Inc. (AEP), and Appalachian Power Company (Appalachian), subsidiary of AEP, that Appalachian issue and sell to AEP and AEP purchase from Appalachian a total of 1,250,000 shares of Appalachian common stock. (Rel. 35-20045 - May 23)

AMERICAN ELECTRIC POWER COMPANY

An order has been issued authorizing American Electric Power Company, Inc., a registered holding company, to issue and sell up to 9,000,000 shares of common stock pursuant to an underwritten rights offering. (Rel. 35-20046 - May 23)

NEW ENGLAND ELECTRIC SYSTEM

A supplemental order has been issued authorizing New England Electric System, a registered holding company, to extend its borrowing authority until December 31, 1978 and to increase the authorized amount of borrowing from \$25,000,000 to \$52,500,000. (Rel. 35-20047 - May 23)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Midwest Stock Exchange, Incorporated (MSE) has filed a proposed rule change under Rule 19b-4 (SR-MSE-77-12) to permit a market maker to adjust his option quotations to reflect more accurately price changes in the underlying issue. Publication of the proposal is expected to be made in the Federal Register during the week of May 23. (Rel. 34-13562)

The MSE has also filed a proposed rule change under Rule 19b-4 (SR-MSE-77-13) to require during opening rotations that certain market orders be given priority over limit orders on the Order Book Officials' Book. Publication of the proposal is expected to be made in the Federal Register during the week of May 23. (Rel. 34-13563)

The Pacific Stock Exchange, Incorporated has filed a proposed rule change under Rule 19b-4 (SR-PSE-77-10) regarding the non-applicability to market-makers of the rule requiring members to give up the name of the clearing member through whom a transaction is executed; definition of stop-loss orders; conducting accommodation liquidations; obligations of market makers in making bids and offers; split transactions as contingent orders; floor citations; and definitions of "participant", "controlling person" and "companion person" in the Rules of its Board of Governors. Publication of the

proposal is expected to be made in the Federal Register during the week of May 23. (Rel. 34-13566)

The PSE has also filed a proposed rule change under Rule 19b-4 (SR-PSE-77-13) to eliminate the requirement that a wall or other physical barrier separate options trading activities from stock trading activities on the Exchange. Publication of the proposal is expected to be made in the Federal Register during the week of May 30. (Rel. 34-13567)

The American Stock Exchange, Inc. (Amex) has filed a proposed rule change under Rule 19b-4 (SR-Amex-77-11) to delete the provision for five-person arbitration panels in arbitrations between a member and a non-member involving \$1,000 or more. Publication of the proposal is expected to be made in the Federal Register during the week of May 30. (Rel. 34-13569)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the New York Stock Exchange, Inc. The rule change (SR-NYSE-76-57) changes to Rule 13 and 123A concerning definition and handling of percentage orders. (Rel. 34-13568)

The Commission has approved a proposed rule change filed by the Municipal Securities Rulemaking Board (the MSRB). The rule change (SR-MSRB-77-4) changes the effective date of subparagraphs (a)(xi)(G) and (a)(xi)(K) of Rule G-8 until September 1. (Rel. 34-13554)

The Commission has approved a proposed rule change filed by the National Association of Securities Dealers, Inc. (NASD). The rule change (SR-NASD-76-5) will amend in certain respects the provisions of Schedule E of Article IV of the NASD's By-laws relating to self-underwriting of securities by NASD members of their own securities or those of an affiliate. (Rel. 34-13550)

SECURITIES ACT REGISTRATIONS

(S-1) THE OPTIONS CLEARING CORPORATION

5950 Sears Tower, Chicago, Ill. 60606 - 10,000,000 put option contracts, to be offered in transactions on the Chicago Board Options Exchange, Incorporated, American Stock Exchange, Inc., Philadelphia Stock Exchange, Inc., Pacific Stock Exchange Incorporated, and Midwest Stock Exchange, Incorporated. (File 2-58915 - May 4)

(S-16) OCCIDENTAL PETROLEUM CORPORATION

10889 Wilshire Blvd., Los Angeles, Cal. 90024 - 6,153,150 shares of common stock, issuable on or before June 8 upon conversion of its 7-1/2% convertible subordinated debentures, due 1996, which shares may be sold at prices to be determined by proposed purchasers represented by Kidder, Peabody & Co. Inc., 10 Hanover Sq., New York, N.Y. 10005 and Blyth Eastman Dillon & Co. Inc., One Chase Manhattan Plaza, New York, N.Y. 10005. Occidental Petroleum engages in the exploration, development and production of natural resources, principally oil and coal, and the manufacture and distribution of chemicals, plastics and fertilizers. (File 2-58957 - May 9)

(S-7) BLESSINGS CORPORATION

66 East 34th St., New York, N.Y. 10016 - \$5,283,000 of 10% subordinated sinking fund debentures, due 1992, to be offered by the company to its stockholders in exchange for each share of common stock up to 587,000 shares. At least 100,000 shares must be submitted. (File 2-58988 - May 11)

(S-2) SAFETY PACKAGING INDUSTRIES INC.

233 Wilshire Blvd., Santa Monica, Cal. 90401 - a minimum of 170,000 units and a maximum of 420,000 units, each unit consisting of two shares of common stock and one warrant to purchase one share of common stock, to be offered for sale by Continental American Securities, Inc., Phoenix, Arizona. The company proposes to use the proceeds to pay patent royalties on exclusive license agreements pertaining to the PRESS-N-TURN CRC, provide working capital for marketing efforts and pay certain outstanding obligations. (File 2-59007 - May 13)

(S-14) AUTOMATIC DATA PROCESSING, INC.

405 Route 3, Clifton, N.J. 07015 - up to 302,345 shares of common stock. It is proposed to offer these shares in connection with the acquisition by ADP of First Data

Corporation through the merger of a wholly-owned subsidiary of ADP with and into First Data Corporation. Upon the merger, each outstanding share of First Data Corporation common stock will be converted into 0.4529 ADP shares and each outstanding share of First Data Corporation preferred stock will be converted into 22.645 ADP shares. ADP is primarily engaged in the electronic data processing service business. (File 2-59048 - May 18)

(S-7) CHRYSLER FINANCIAL CORPORATION

900 Tower Dr., Troy, Mich. 48098 - \$100 million of medium-term notes, due from 9 months to 5 years from date of issue, to be offered on a continuing basis for sale to investors by the company directly at 100% of their principal amount, and through Merrill Lynch, Pierce, Fenner & Smith Inc., as the company's agent, at 100% of their principal amount plus accrued interest. Chrysler Financial Corporation engages in the finance business and the finance-related insurance business through subsidiaries. (File 2-59061 - May 19)

(S-6) E. F. HUTTON TAX-EXEMPT FUND
NATIONAL SERIES 32

One Battery Park Plaza, New York, N.Y. 10004 - \$15 million of units. The Fund is to be one in a series of separate but similar unit investment trusts and is proposed to be created under a trust indenture and agreement among E. F. Hutton & Company Inc., as sponsor, United States Trust Company of New York, as trustee and Standard & Poor's Corporation, as evaluator. The Fund will consist of interest-bearing obligations of states, counties, territories and municipalities of the United States and authorities or political subdivisions thereof, the interest of which is, in the opinion of bond counsel to the issuers thereof, exempt from Federal income tax under existing law. (File 2-59062 - May 19)

(S-14) WARNER COMPANY

1721 Arch St., Philadelphia, Pa. 19103 - 588,804 shares of common stock, to be offered in connection with the proposed merger of Waste Resources Corporation into a wholly-owned subsidiary of Warner pursuant to which Waste Resources, currently 59.2% owned by Warner, would become a wholly-owned subsidiary of Warner. Stockholders of Waste Resources (other than Warner) will receive .65 Warner share in exchange for each share of Waste Resources which they hold. Warner is engaged in the sale of industrial minerals and building products and in real estate development. Waste Resources renders various solid waste management services in 12 states including the collection and disposal of solid waste and the operation of sanitary landfills. (File 2-59063 - May 20)

(S-7) SEARS, ROEBUCK AND CO.

Sears Tower, Chicago, Ill. 60684 - 150,000 common shares, to be issued and sold pursuant to a dividend reinvestment plan. Sears is a retailer. (File 2-59064 - May 20)

(S-14) UNION OIL COMPANY OF CALIFORNIA

Union Oil Center, Los Angeles, Cal. 90017 - 4,270,585 shares of common stock, to be issued in exchange for shares of common stock of Molycorp, Inc. at an exchange ratio of 1.035 Union shares for one Molycorp share and to be issued, at the same exchange ratio, upon exercise of qualified stock options granted pursuant to the Molycorp 1973 Employees Stock Option Plan and upon conversion of the Molycorp 6-1/2% convertible subordinated note. Union is a large integrated oil company engaged in substantially all phases of the oil industry. (File 2-59065 - May 20)

(S-B) KINGDOM OF NORWAY

c/o The Minister of Commerce and Shipping of the Kingdom of Norway, Oslo, Norway - \$100 million of notes, due 1982, to be offered for sale through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York, N.Y. 10004, Kuhn Loeb & Co. Inc., 40 Wall St., New York, N.Y. 10005, Merrill Lynch, Pierce, Fenner & Smith Inc., 165 Broadway, New York, N.Y. 10006 and Salomon Brothers, One New York Plaza, New York, N.Y. 10004. (File 2-59067 - May 20)

(S-7) NEW YORK TELEPHONE COMPANY

1095 Avenue of the Americas, New York, N.Y. 10036 - \$200 million of forty-year debentures, due 2017, to be offered for sale at competitive bidding. The company is engaged in the business of furnishing communications services, mainly local and toll telephone service. (File 2-59070 - May 20)

(S-1) GENERAL TELEPHONE COMPANY OF THE MIDWEST

11 Eleventh Ave., Grinnell, Iowa 50112 - \$20 million of first mortgage bonds, Series I, due 2007, to be offered for sale at competitive bidding. The company provides telephone service. (File 2-59071 - May 20)

(S-7) ALABAMA POWER COMPANY

600 North 18th St., Birmingham, Ala. 35291 - \$100 million of first mortgage bonds, to be offered for sale by the company at competitive bidding. The company is an electric utility company. (File 2-59073 - May 20)

(S-16) NATIONAL INDUSTRIES, INC.

510 West Broadway, Louisville, Ky. 40202 - 675,000 warrants expiring October 31, 1978, to purchase shares of the common stock of National Industries, Inc., which warrants may be offered for sale from time to time by two selling warrant holders at prices current at the time of sale. The business activities of National Industries, Inc. are in petroleum distribution, retail stores, recreational products, beverage and food, steel service centers, and transportation. (File 2-59076 - May 20)

STOCK PLANS FILED

The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

Koss Corp., Milwaukee, Wis. (File 2-59028 - May 13) - 135,000 shares
Pennwalt Corp., Philadelphia, Pa. (File 2-59037 - May 17) - 450,000 shares
Guardman Chemicals, Inc., Grand Rapids, Mich. (File 2-59046 - May 16) - 125,000 shares
Mini-Computer Systems, Inc., Elmsford, N.Y. (File 2-59049 - May 16) - 150,000 shares
Pacific Resources, Inc., Honolulu, Hawaii (File 2-59052 - May 16) - 302,269 shares
Conrac Corp., New York, N.Y. (File 2-59053 - May 16) - 78,603.125 shares
Deere & Co., Moline, Ill. (File 2-59057 - May 19) - 1,000,000 shares
Warner Communications Inc., New York, N.Y. (File 2-59058 - May 19) - 25,000 shares
Florida Gas Co., Winter Park, Fla. (File 2-59060 - May 19) - 19,565 shares

REGISTRATIONS EFFECTIVE

May 3: Quasar Microsystems, Inc., 2-58208.
May 12: American Tax Exempt Bond Trust, Series 19, 2-58864.
May 13: Nuveen Tax Exempt Bond Fund, Series 96, 2-58217.
May 16: Abbott Laboratories, 2-58787; American Property Investors VII, 2-56831; The Bell Telephone Co. of Pennsylvania, 2-58789; Braniff International Corp., 2-58746; Colt Industries, Inc., 2-58741; Consumers Power Co., 2-58816; Control Data Corp., 2-58901; Falcon Products, Inc., 2-58769; Gannett Co., Inc., 2-58948; Industrial National Corp., 2-58726; Inexco Oil Co., 2-58767; J. Walter Thompson Co., 2-58892; McNeil Real Estate Fund, VII, Ltd., 2-57396; Nabisco, Inc., 2-58849; Pacesetter Building Systems, Inc., 2-58783; St. Joe Minerals Corp., 2-58917; Society Corp., 2-58870; United States Gypsum Co., 2-58923 & 2-58664.
May 17: Beehive International, 2-58599; Central Hudson Gas & Electric Corp., 2-58500; Health Care Fund, 2-58494; ICX Inc., 2-57835; Kansas City Power & Light Co., 2-58635; Santa Fe Natural Resources, Inc., 2-58823; Southland Royalty Co., 2-58655; Tosco Corp., 2-58794; Total Petroleum (North America Ltd.), 2-58840; Union Pacific Corp., 2-58690; United Banks of Colorado Inc., 2-58791.

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.

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. 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	ITEM NO.	DATE
ALASKA AIRLINES INC	5	05/11/77
AMERICAN NATIONAL HOLDING CO	5	05/06/77
ARLEN REALTY & DEVELOPMENT CORP	5	04/06/77
BOOTH INC	5	04/29/77
CENTURY TELEPHONE ENTERPRISES INC	4	05/77
CGS SCIENTIFIC CORP	5	04/77
CHRYSLER CORP	5,6	04/30/77
DASA CORP	13	04/77 *
DOMINGUEZ WATER CORP	5	05/77
DYNALECTRON CORP	5	05/77
EL PASC ELECTRIC CO	11	05/77 *
ELDORADO GENERAL CORP	2	04/15/77
FB TRUCK LINE CO	7,11	04/77 *
FINANCIERA METROPOLITANA S A	2,5,6	03/77
FLOPAFAX INTERNATIONAL INC	5	04/77
FOXC0 INDUSTRIES LTD	1,5	04/77
GABRIEL INDUSTRIES INC	5	05/09/77
GAMBLE SKOGMO INC	5	05/11/77
GLADDING CORP	4,6	04/30/77
GORIN STORES INC	11	04/77 *
GUARANTY NATIONAL CORP	5	05/77
HAYDON SWITCH & INSTRUMENT INC	4	04/12/77

^{*/} The Form 8-K was amended (Rel. 34-13156, January 13, 1977) effective for all events which occur subsequent to February 28, 1977. Those companies above which are noted with an asterisk (*) have filed pursuant to the old Form 8-K; the captions of the item numbers under which such reports are filed are as follows:

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| <i>Item 1. Changes in Control of Registrant</i> | <i>Item 9. Options to Purchase Securities</i> |
| <i>Item 2. Acquisition or Disposition of Assets</i> | <i>Item 10. Extraordinary items, other material charges and credits and capital restatements</i> |
| <i>Item 3. Legal Proceedings</i> | <i>Item 11. Submission of Matters to a Vote of Security Holders</i> |
| <i>Item 4. Changes in Securities</i> | <i>Item 12. Changes in Registrant's Certifying Accountant</i> |
| <i>Item 5. Changes in Security for Registered Securities</i> | <i>Item 13. Other Materially Important Events</i> |
| <i>Item 6. Defaults upon Senior Securities</i> | <i>Item 14. Financial Statements and Exhibits</i> |
| <i>Item 7. Increase in Amount of Securities Outstanding</i> | |
| <i>Item 8. Decrease in Amount of Securities Outstanding</i> | |

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. The reproduction cost is 10¢ per page plus postage (7 days) (\$3.50 minimum); 20¢ per page plus postage for expedited service (4 days) (\$5.00 minimum) and 30¢ per page plus postage for priority service overnight (\$5.00 minimum). Cost estimates are given on request. All other reference material is available in the SEC Docket.

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