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U. S. SECURITIES AND
EXCHANGE COMMISSION

Issue 78-60

March 28, 1978

NOTICE OF COMMISSION MEETINGS

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 mornings. 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 seating 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 obtain a tape recording of Commission meetings must obtain permission in advance from the Secretary of the Commission.

CLOSED MEETING - WEDNESDAY, APRIL 5, 1978 - 10 A.M.

The subject matter of the April 5 closed meeting will be: Formal orders of investigation; Referral of investigative files to Federal, State, or Self-regulatory authorities; Regulatory matter bearing enforcement implications; Institution of an administrative proceeding of an enforcement nature; Settlement of an administrative proceeding of an enforcement nature; Institution of injunctive action; Settlement of injunctive action; Chapter X proceeding; Opinion; Other litigation matters.

OPEN MEETING - THURSDAY, APRIL 6, 1978 - 10 A.M.

The subject matter of the April 6 open meeting will be:

- (1) Consideration of the withdrawal of certain proposed amendments to Regulation S-X, regarding the disclosure of significant accounting policies.
- (2) Proposed rule amendments filed by the Chicago Board Options Exchange, Inc. concerning order priority and trading procedures. (Previously scheduled for consideration on March 16, 1978).
- (3) Proposed delegation of authority to the Regional Administrators of the Commission to grant or deny requests made by brokers and dealers for extensions of time within which to file certain periodic reports under the Financial and Operational Combined Uniform Single (FOCUS) reporting system.
- (4) Proposed rule changes submitted by the American Stock Exchange, Inc., Boston Stock Exchange, Inc., Chicago Board Options Exchange, Inc., Intermountain Stock Exchange, Inc., New York Stock Exchange, Inc., Pacific Stock Exchange, Inc., Philadelphia Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. to amend certain rules relating to the processing of securities transactions. These changes are designed to bring their transactions completion rules into compliance with the Securities Exchange Act of 1934, as amended by the Securities Act Amendments of 1975.
- (5) Proposed transmittal of the Commission's Report of Agency Comprehensive Review of Advisory Committees in Existence at the End of Calendar Year 1977 to the Office of Management and Budget, pursuant to Section 7(b) of the Federal Advisory Committee Act.
- (6) Consideration of an order granting Lykes Bros., Inc., a limited exemption under the Public Utility Holding Act of 1935 and ordering, upon consent of the holding company, divestiture of a gas utility subsidiary.

CLOSED MEETING - THURSDAY, APRIL 6, 1978 - IMMEDIATELY FOLLOWING THE OPEN MEETING

The subject matter of the April 6 closed meeting will be: Regulatory matter bearing enforcement implications; Institution of injunctive action; Referral of investigative files to Federal, State, or Self-regulatory authorities.

FOR FURTHER INFORMATION CONTACT: Julian Pierce at (202) 376-7155 or Richard Humes at (202) 376-8025

COMMISSION ANNOUNCEMENTS

SCHEDULE OF PARTICIPANTS IN HEARING ON OIL AND GAS ACCOUNTING PRACTICES

In previous issues of the SEC News Digest (March 21, and 24, 1978), the Commission announced the schedule for March 29, 30 and 31 and April 3 and 4th of the public hearing it has ordered in connection with its informal rulemaking proceedings initiated in Release Nos. 33-5861 and 33-5877, and subsequently described in Release Nos. 33-5892 and 33-5905. The hearing will commence in Washington, D.C. at Georgetown University Law Center, Moot Court Room, 600 New Jersey Avenue, N.W., on Wednesday, March 29 and will continue on each week day through Tuesday, April 4. Hearings will commence in Houston, Texas at the Albert Thomas Convention Center, Room 106, 612 Smith Street on Tuesday, April 11 and continue through Friday, April 14.

Because of the difficulty of estimating the length of time that discussions with individual participants in the hearing will take, the Commission has not scheduled specific times for participants. Rather, participants have been scheduled for morning or afternoon sessions. The morning sessions will begin at 9:00 a.m. and run until approximately 12:30 p.m., the afternoon sessions will begin at approximately 1:30 p.m. and continue until that day's participants have been heard. There will be no afternoon session on Friday, March 31.

Presented below are the schedules for the hearing to be conducted in Houston on April 11 through April 14 and a revision of the schedule for March 29.

Monday afternoon, March 29:

- A. A. Sommer will testify on April 4
- Robert T. Johnson will be the initial speaker
- John P. Klingstedt will be the last speaker

HOUSTON

Tuesday morning, April 11:

- Nelson Petroleum Company
H. A. Nelson, President
- Pennzoil Company
J. Hugh Liedtke, Chairman and Chief Executive Officer
- Mesa Petroleum Co.
T. B. Pickins, Jr., Chairman and President; and
John F. Boros, Secretary-Treasurer
- Shell Oil Company
J. C. Jacobsen, Controller; and
J. A. Cook, Assistant Controller
- Michigan Wisconsin Pipe Line Company
Ray J. Lynch, President and Chief Executive Officer
- Houston Oil & Minerals Corporation
J. C. Walter, Chairman and President

Tuesday afternoon, April 11:

- Donaldson, Lufkin & Jenrette Securities Corp.
John S. Chalsty
- Arkansas Western Gas Co.
Charles E. Scharlau, President and Chief Executive Officer

Texas Pacific Oil Company, Inc.
Howard H. Hinson, President; and
Claude W. Dodgen, Jr., Executive Vice President

Centex Corporation
Paul R. Seegers, President

Marathon Oil Company
J. S. Dimling, Controller

United Energy Resources, Inc.
J. Hugh Roff, Chairman, President and Chief Executive Officer

Florida Gas Exploration Co.
T. P. McConn, Executive Vice President

Wednesday morning, April 12:

Thomas Kauper

Continental Illinois Bank
Wallace W. Wilson, Vice President

McMoran Exploration Co.
James R. Moffett, President and Chief Executive Officer

Argonaut Energy Corp.
Glen S. Soderstrom, President

Wednesday afternoon, April 12:

Texas Independent Producers and Royalty Owners Association
Jim C. Langdon

Phillips Petroleum Company
Richard E. Roberson, Jr., Comptroller; and
Cecilia Tierney

Inexo Oil Company
Erving Wolf, Chairman

Panhandle Eastern Pipe Line Co.
R. L. O'Shields, President and Chief Executive Officer

Arkansas Louisiana Gas Co.
Edward N. Henderson, Senior Vice President

Lear Petroleum Corp.
Max W. Woodard, President

Elmer Fox, Westheimer and Company
Herman J. Kocour

Thursday morning, April 13:

Universal Resources Corp.
Charles B. Ponder, Senior Vice President

Summit Energy, Inc.
Jack D. Knox, President

Galaxy Oil Company
Marvin Small, President and Chief Executive Officer

Santa Fe Minerals, Inc.
R. M. Wright, Jr., Controller

Southern Union Company
Richard Baxter, Vice President - Finance; and
Ron Edres, Manager - Internal Audit

Entex, Inc.
Sam J. Jeffery, Senior Vice President, Chief Financial Officer and Controller

Thursday afternoon, April 13:

Pend Oreille Oil & Gas Co.
John H. Lollar, President

Zapata Corp.
William H. Flynn, Chairman

Sundance Oil Co.
Caswell Silver, Chairman and Chief Executive Officer

Texas Oil & Gas Corp.
William L. Hutchinson, Chairman and Chief Executive Officer

Buttes Gas & Oil Co.
John Berata, President and Chief Executive Officer

Wessely Energy Corp.
A. J. Testa, Vice President and Treasurer

Delhi International Oil Corp.
Norman C. Miller, President

Friday morning, April 14:

Wainoco Oil Corporation
John B. Ashmun, President

ENSERCH Corporation

Chieftain Development Co., Ltd.
Edward L. Hahn, Treasurer

Union Oil of California
Philip Blamey, Controller

Yellow Freight System, Inc.
Allan Krasnicka, Vice President and Controller

Southport Exploration, Inc.
E. Murray Gullatt

Friday afternoon, April 14:

South Louisiana Production Co.
Jim Simmons, Vice President and Controller

Mid America Oil & Gas, Inc.
Thomas P. Tatham, President

Hamilton Brothers Petroleum Corp.
Frederick C. Hamilton, Chairman

Plumb Oil Company, Inc.
Ray E. Plumb, Jr., President

Moore McCormack Energy, Inc.
Eugene A. Soltero, Executive Vice President

WILLIAM M. HEGAN NAMED ASSOCIATE REGIONAL ADMINISTRATOR;
RONALD P. KANE APPOINTED ASSISTANT REGIONAL ADMINISTRATOR

William D. Goldsberry, Regional Administrator of the Chicago Regional Office, announced the following appointments:

William M. Hegan has been named Associate Regional Administrator of the Chicago Regional Office. Since 1974 Mr. Hegan has served as Assistant Regional Administrator (Enforcement) in the Chicago Regional Office. Mr. Hegan joined the staff of the Commission in 1963 and has served in progressively more responsible positions since that time. As Associate Regional Administrator, he will oversee the day-to-day operations of both the Enforcement and Regulation Sections of the Chicago Regional Office. Mr. Hegan received his AB (Honors) from Loyola University and his JD in 1962 from the University of Chicago School of Law.

Ronald P. Kane has been appointed Assistant Regional Administrator (Enforcement) in the Chicago Regional Office. Mr. Kane originally joined the staff of the Commission in 1972 and during the period from 1974 through the present has served as an Enforcement Branch Chief in the Chicago Regional Office. Mr. Kane received his BS from Northern Illinois University and his JD in 1972 from Loyola University School of Law.

COURT ENFORCEMENT ACTIONS

LEONARD D. LEVIN PLEADS GUILTY

The New York Regional Office announced that on March 2 Leonard D. Levin pleaded guilty to a two count Information charging him with violating the antifraud provisions of the securities laws. Levin admitted in open court that he committed the acts charged in the Information. That is, that he created an artificial pool of purportedly free trading Dimensional Entertainment Corporation common stock (then known as Wicker World, Inc.), filed with the Commission letters containing information that various specific individuals had purchased Dimensional shares during a public offering when he, in fact, knew that they had not done so, and unlawfully transferred those shares when he knew that they were not eligible for such transfer.

In a related civil action filed on October 31, 1977, the Commission is presently seeking to permanently enjoin Levin from further violations of the registration and antifraud provisions of the securities laws in his transactions in Dimensional common stock. The complaint also seeks that Levin disgorge all profits which inured to him as a result of his illegal activities. (See LR-8346 below).

On February 15, 1977, a judgment of permanent injunction by consent prohibiting further violations of the registration and antifraud provisions of the securities laws, was entered against Levin by the U.S. District Court for the Middle District of Florida, Tampa Division, in SEC v. Candywyne Corporation, et al. (U.S. v. Leonard D. Levin, 78 Crim. 144, S.D.N.Y.). (LR-8345)

DIMENSIONAL DEFENDANTS INDICTED

The New York Regional Office announced that on March 2 a Federal Grand Jury sitting in the Southern District filed a twenty-two count indictment charging Sam Ford, Barbara Belle, Michael Yordon, Susan E. Smith and Paul L. Huntsman, Jr. with a nationwide securities fraud involving the common stock of Dimensional Entertainment Corporation. More specifically, the indictment charges the defendants with violations of the antifraud provisions of the securities laws with regard to the over-the-counter trading market in Dimensional stock. The defendants are also charged with conspiracy to obstruct justice and perjury before either the SEC or the Grand Jury. In addition, defendants Ford and Belle are charged with violations of the wire fraud and mail fraud statutes.

In a related civil action filed on October 31, 1977, the Commission is presently seeking to permanently enjoin Ford, Belle, Yordon, Smith, and others from further violations of the registration and antifraud provisions of the securities laws. As regards to Ford, the Commission's action also seeks to obtain disgorgement of ill gotten gains. (SEC v. Dimensional Entertainment Corporation, et al., 77 Civil 5490 CHT). (LR-8346)

COMPLAINT NAMES GSC ENTERPRISES, INC., OTHERS

The Chicago Regional Office announced that on March 10 a complaint was filed in the Federal Court in Chicago seeking to enjoin GSC Enterprises, Inc., Clyde W. Engle, its chairman and president, Roger L. Weston, a director, and Sierra Capital Group, an Illinois limited partnership, from violating the antifraud, proxy, ownership reporting and filing provisions of the securities laws.

The Commission's complaint alleged that the defendants violated the antifraud provisions of the securities laws in an October, 1977 merger between GSC and Lincolnwood Bancorporation, Inc. The complaint alleges that the defendants failed to disclose their intention to make GSC private prior to the actual date of the merger. The complaint further alleges that a merger disclosure document used by defendants and sent to its minority shareholders, defendants misrepresented information concerning the nature of certain securities to be issued in the merger and a loan transaction between GSC and Engle and omitted to disclose information concerning the rights of shareholders under Delaware corporation law and certain put agreements for GSC stock between Engle and other parties. The complaint alleges that GSC made a false 8-K filing with the Commission and that Engle, Weston and Sierra failed to amend a 13D acquisition report. (SEC v. GSC Enterprises, Inc., et al., Civil Action No. 78-C-915). (LR-8347)

HOLDING COMPANY ACT RELEASES

CENTRAL AND SOUTH WEST SERVICES, INC.

A notice has been issued giving interested persons until April 18 to request a hearing on a proposal of Central and South West Services, Inc., subsidiary of Central and South West Corporation, to modify its existing authorization and to change its authorized cost allocation method. (Rel. 35-20466 - Mar. 24)

SYSTEM FUELS, INC.

An order has been issued approving a proposal by four subsidiaries of Middle South Utilities, Inc., and System Fuels, Inc., subsidiary of the four Middle South subsidiaries, whereby System Fuels will borrow \$15 million from a bank in order to fulfill its obligations under a coal supply agreement with a nonaffiliated company. (Rel. 35-20467 - Mar. 24)

GULF POWER COMPANY

A notice has been issued giving interested persons until April 17 to request a hearing on a proposal of Gulf Power Company, subsidiary of The Southern Company, to enter into an agreement with Jackson County, Mississippi, for the financing of pollution control facilities through the issuance and sale by the County of its revenue note in an amount estimated at \$1,500,000. (Rel. 35-20468 - Mar. 24)

TRUST INDENTURE ACT RELEASES

AMERICAN AIRLINES, INC.

An order has been issued under the Trust Indenture Act of 1939 on an application of American Airlines, Inc. that the trusteeship of Bankers Trust Company of New York under an indenture of American is not so likely to involve a material conflict of interests as to make it necessary to disqualify Bankers Trust Company from acting as trustee. (Rel. TI-504)

SELF-REGULATORY ORGANIZATIONS

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-78-15) to clarify the effects of recent amendments to NYSE Rules 390, 395 and 396 pertaining to off-board transactions. Publication of the proposal is expected to be made in the Federal Register during the week of March 20. (Rel. 34-14599)

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved proposed rule changes filed by the Municipal Securities Rule-making Board. The rule changes (SR-MSRB-78-3 and SR-MSRB-78-4) amend MSRB Rules G-12 and G-15 to ensure that all relevant call provisions are taken into account in calculating the dollar price of municipal securities and also further amend Rule G-12 to clarify that delivery of a certificate registered in the name of a guardian constitutes good delivery. (Rel. 34-14600)

MISCELLANEOUS

LOUISIANA AND SOUTHERN LIFE INSURANCE CO.

A notice has been issued giving interested persons until April 11 to request a hearing on an application of Louisiana and Southern Life Insurance Company (Applicant), pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an order exempting Applicant from the provisions of Section 15(d) of that Act. Applicant, which became a wholly-owned subsidiary of Charter Insurance Group, Inc. on October 3, 1977, no longer has any publicly held securities. (Rel. 34-14601)

COUNTRY KITCHEN INTERNATIONAL, INC.

An order has been issued granting the application of Country Kitchen International, Inc. (Applicant), a Minnesota corporation, pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an exemption from the obligation pursuant to Section 15(d) of the Act to file an annual report on Form 10-K for the fiscal year ended December 31, 1977. It appeared to the Commission that granting the requested exemption would not be inconsistent with the public interest or the protection of investors, in view of the fact that Applicant has become the wholly-owned subsidiary of Carlson Companies, Inc. as the result of a merger. (Rel. 34-14602)

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) THE UPJOHN COMPANY, Kalamazoo, Mich. 49001 - 250,000 shares of common stock. The company is engaged in three principal businesses: human health care products and services, agricultural products and chemical products. (File 2-61028 - Mar. 27)
- (S-8) GARDNER-DENVER COMPANY, 8585 Stemmons Freeway, Dallas, Tex. 75247 - 600,000 shares of common stock. (File 2-61029 - Mar. 27)
- (S-14) CENCOR, INC., 1003 Walnut St., Kansas City, Mo. 64106 (816) 474-4750 - 1,733,670 shares of preferred stock. (File 2-61030 - Mar. 27)
- (S-1) INTERNATIONAL PET MOTELS, INC., One Pet Lane, Prairie View, Ill. 60069 - 200,000 Class A stock and 200,000 shares of common stock. The company is engaged in the business of operating facilities for the boarding of pets. (File 2-61031 - Mar. 27)
- (S-8) NEW ORLEANS BANCSHARES, INC., 1010 Common St., New Orleans, La. 70112 (504) 561-7266 - 75,000 shares of common stock. (File 2-61032 - Mar. 24)
- (S-8) GENERAL TELEPHONE AND ELECTRONICS CORPORATION, One Stamford Forum, Stamford, Conn. 06904 (203) 357-2000 - 3,000,000 shares of common stock. (File 2-61026 - Mar. 24)
- (S-8) CELANESE CORPORATION, 1211 Avenue of the Americas, New York, N.Y. 10036 - 17,000 shares of common stock. (File 2-61027 - Mar. 24)
- (S-16) GREEN GIANT COMPANY, Hazeltine Gates, Chaska, Minn. 55318 (612) 448-2828 - 135,000 shares of common stock. (File 2-61033 - Mar. 27)
- (S-1) PIONEER INDUSTRIES, INC., 6831 Fifth Ave., Scotsdale, Ariz. 85251 - 2,400 units (each unit consisting of one 11-3/4% convertible subordinated debenture, due 1988, 200 shares of common stock and a warrant to purchase 100 shares of common stock). Underwriter: Continental American Securities, Inc. The company is a real estate service company. (File 2-61034 - Mar. 27)
- (S-7) UNIVEST CORPORATION OF PENNSYLVANIA, 10 West Broad St., Souderton, Pa. 18964 (215) 723-9841 - 47,980 shares of common stock. The company is a bank holding company. (File 2-61035 - Mar. 24)
- (S-8) TEXAS GAS TRANSMISSION CORPORATION, 3800 Frederica St., Owensboro, Ky. 42301 - \$2,240,820 of participations and 36,436 shares of common stock. The company is engaged in the business of natural gas transmission and oil and gas exploration and production. (File 2-61036 - Mar. 27)
- (S-7) CORROON & BLACK CORPORATION, 150 William St., New York, N.Y. 10038 (212) 732-4900 - 466,049 shares of common stock. Underwriter: E. F. Hutton & Company Inc. The company is an insurance broker and agent. (File 2-61039 - Mar. 28)

REGISTRATIONS EFFECTIVE

March 21: The Burmah Oil Co. Ltd., 2-60807; Commercial Credit Co., 2-60898; The Corporate Income Fund, Seventy First Monthly Payment Series, 2-60785; East Driefortein Gold Mining Co. Ltd., 2-60824; General Telephone Co. of California, 2-60830; Harmony Gold Mining Co. Ltd., 2-60808; Missouri Public Service Co., 2-60832; The Municipal Bond Fund, Series 43, 2-59993; New York State Electric & Gas Corp., 2-60815; Northern Telecom Ltd., 2-60978 (90 days); Nuveen Tax Exempt Bond Fund, Medium Term Series 8,

2-59784; President Steyn Gold Mining Co. Ltd., 2-60811; Vaal Reefs Exploration & Mining Co. Ltd., 2-60809; Wheelock Marden and Co. Ltd., 2-60810.
March 22: Canada, 2-60909 (90 days); Datapoint Corp., 2-60850; Diamond Shamrock Corp., 2-60897; Empire State Tax Exempt Bond Trust, Series 4, 2-60779; Impell Corp., 2-60905; Investor Corporate Income Trust, Series 3, 2-60477; Merchants National Corp., 2-60822; Recoton Corp., 2-60278; SBT Corp., 2-60759.

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.

REGISTRATION WITHDRAWN

Feb. 22: Ambassador Group, Inc., 2-59758.

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

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