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May 3, 1978

**U.S. SECURITIES AND
EXCHANGE COMMISSION**

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 - TUESDAY, MAY 9, 1978 - 10 A.M.

The subject matter of the May 9 closed meeting will be: Formal orders of investigation; Referral of investigatory files to Federal, State, or Self-Regulatory authorities; Institution of administrative proceedings of an enforcement nature; Settlement of administrative proceedings of an enforcement nature; Institution of injunctive actions; Settlement of injunctive actions; Chapter XI proceeding; Freedom of Information Act appeals; Other litigation matters.

OPEN MEETING - THURSDAY, MAY 11, 1978 - 10 A.M.

The subject matter of the May 11 open meeting will be:

- (1) Proposed adoption of an amendment to Rule 145 under the Securities Act of 1933, which would eliminate the indefinite underwriter status attached to former affiliates of entities acquired under the rule, provided certain conditions are met.
- (2) Consideration of an application filed by Real Estate Investment Trust of California for an exemptive order from certain registration provisions of the Securities Exchange Act of 1934.
- (3) Consideration of a request by Liquid Transporters, Inc. for an extension of time within which to file an annual report on Form 10-K for the fiscal year ended December 31, 1977.
- (4) Affirmation of duty officer action concerning the extension of comment period on proposed Rule 17j-1 under the Investment Company Act of 1940 until May 30, 1978. The proposed rule would prohibit certain activities on the part of persons affiliated with registered investment companies or their investment advisers or principal underwriters.
- (5) Consideration of the issuance of an advance notice of proposed rulemaking, requesting public comment with regard to the conditions under which mutual funds might be permitted to bear distribution expenses.
- (6) Proposed issuance of a monitoring report incorporating data relating to recent financial experience of broker-dealers, trends in commission rates, and the financial condition of self-regulatory organizations.
- (7) Proposed release concerning the sale of foreign options in the United States.

CLOSED MEETING - THURSDAY, MAY 11, 1978 - IMMEDIATELY FOLLOWING THE OPEN MEETING

The subject matter of the May 11 closed meeting will be: Opinion.

FOR FURTHER INFORMATION CONTACT: Lawrence A. Horn at (202) 755-1286 or
Margaret M. Topps at (202) 376-8016

COMMISSION ANNOUNCEMENTS

COMMISSION PROPOSES BILL TO DELETE EXISTING EXEMPTION FOR CERTAIN INDUSTRIAL DEVELOPMENT BONDS

A proposed bill has been submitted to the Congress, which would amend the Securities Act of 1933 and the Trust Indenture Act of 1939 to delete the existing exemption for certain industrial development bonds. The Commission recommended that the proposal be enacted into law. If approved the legislation would subject industrial development bonds to the registration requirements of Securities Act of 1933, to the filing and qualification provisions of the Trust Indenture Act of 1939, and to the periodic reporting requirements of the Securities Exchange Act of 1934 by application of Section 15(d) of that Act. In addition, the proposal would conform the Securities Exchange Act in certain respects to provisions contained in the amendments to the Securities Act, and also would, by obviating the need for the "separate security" rubric presently contained in Commission Rules 131 under the Securities Act and 3b-5 under the Securities Exchange Act, simplify the provisions of the securities laws applicable to industrial development bonds.

CHAIRMAN WILLIAMS SPEAKS BEFORE THE ECONOMIC CLUB OF DETROIT

Chairman Williams spoke before the Economic Club of Detroit in Detroit, Michigan, on Monday, May 1, 1978. The title of his address was "The Role of the Director in Corporate Accountability."

COURT ENFORCEMENT ACTIONS

MANIVEST CORPORATION, OTHERS ENJOINED

The SEC announced the filing of a complaint in the U.S. District Court for the District of Columbia against Manivest Corporation (Manivest), Professional Manivest, Inc. (PMI), Westco Realty and Ernest C. Psarras, all of Salt Lake City, Utah. The complaint deals with the offer, sale, and operation of real estate limited partnership interests in violation of the registration, reporting, and antifraud provisions of the securities laws. Manivest, PMI, and Westco consented to a final judgment of permanent injunction, and Psarras consented to a final order, all without admitting or denying the allegations of the Commission's complaint. (SEC v. Manivest Corp., et al., U.S.D.C. D.C., Civil Action No. 78-0767). (LR-8393)

INVESTMENT COMPANY ACT RELEASES

THE TRAVELERS INSURANCE COMPANY

An order has been issued on an application of The Travelers Insurance Company (The Travelers), a Connecticut stock insurance company, The Travelers Fund B for Variable Contracts, The Travelers Fund B-1 for Variable Contracts, The Travelers Fund A for Variable Annuities, and The Travelers Fund A-1 for Variable Annuities, separate accounts of The Travelers registered under the Investment Company Act of 1940 as open-end management investment companies, pursuant to Section 6(c) and 17(f) of the Act granting exemption from Section 17(f) and Rule 17f-2 thereunder and pursuant to Section 11 of the Act approving certain offers of exchange. (Rel. IC-10226 - May 1)

GENERAL AMERICAN LIFE INSURANCE COMPANY

An order has been issued on an application of General American Life Insurance Company (General American), a Missouri mutual life insurance company, and General American Separate Account No. 2, a separate account of General American registered under the Investment Company Act of 1940 as an open-end management investment company, (hereinafter collectively referred to as Applicants), pursuant to Section 6(c) of the Act granting exemption from Sections 22(e), 27(c)(1) and 27(d) to the extent necessary to permit compliance by Applicants with certain provisions of the Education Code of the State of Texas as it would apply to payments made on variable annuity contracts subsequent to the date of the order. (Rel. IC-10227 - May 1)

HOLDING COMPANY ACT RELEASES

OHIO EDISON COMPANY

An order has been issued authorizing a proposal of Ohio Edison Company, a registered holding company, that it issue \$14,307,000 of its first mortgage bonds for sinking fund purposes. (Rel. 35-20526 - May 1)

NORTHERN STATES POWER COMPANY

A notice has been issued giving interested persons until May 25 to request a hearing on a proposal of Northern States Power Company, an exempt holding company, to acquire the shares of outstanding common stock of Lake Superior District Power Company through an offer to Lake Superior stockholders to exchange 0.48 shares of Northern States common stock for each share of Lake Superior common stock. Northern States also requests a continued exemption under Section 3(a)(2) of the Act. (Rel. 35-20527 - May 1)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Chicago Board Options Exchange, Inc. has filed a proposed rule change under Rule 19b-4 (SR-CBOE-78-12) to permit an additional exception to its rule restricting certain transactions in "deep-out-of-the-money" options. Publication of the proposal is expected to be made in the Federal Register during the week of May 8. (Rel. 34-14725)

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-78-26) amended NYSE Rule 111 to reflect the creation of registered competitive market makers as a new class of NYSE floor members in a separate filing, SR-NYSE-78-24. (Rel. 34-14719)

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-5) BAY COLONY TAX EXEMPT FUND, 82 Devonshire St., Boston, Mass. 02109 - 50,000 units of limited partnership interest. (File 2-61447 - Apr. 28)
- (S-7) FEDERATED DEPARTMENT STORES, INC., 222 West Seventh St., Cincinnati, Ohio 45202 (513) 852-3000 - 130,000 shares of common stock. The company is a retailer of men's, women's and children's wearing apparel and accessories, home furnishings, housewares and appliances. (File 2-61450 - Apr. 28)
- (S-6) AMERICAN INCOME TRUST, SERIES 7, 215 North Main St., West Bend, Wis. 53905 - 4,500 units. Depositor: B. C. Ziegler and Company. (File 2-61454 - Apr. 28)
- (S-1) ELECTRO AUDIO DYNAMICS, INC., 98 Cutter Mill Rd., Great Neck, N.Y. 11021 (516) 466-5100 - \$12 million of senior sinking fund debentures, due 1993. Underwriter: E.F. Hutton & Company Inc. The company is engaged in the design, manufacture and marketing of KLH and Infinity high fidelity speakers, Peerless high fidelity speaker components. (File 2-61461 - Apr. 28)
- (S-7) COMMERCIAL ALLIANCE CORPORATION, 770 Lexington Ave., New York, N.Y. 10021 (212) 421-3600 - 700,000 shares of cumulative preferred stock. Underwriter: E.F. Hutton & Company Inc. The company is engaged in financing construction, mining and other types of income-producing and labor-saving equipment. (File 2-61462 - Apr. 28)
- (S-7) NORTHWESTERN PUBLIC SERVICE COMPANY, Northwestern National Bank Bldg., Huron, S.D. 57350 - 400,000 shares of common stock. The company is engaged in generating, transmitting, distributing and selling electric energy. (File 2-61465 - Apr. 28)

- (S-8) GENERAL CABLE CORPORATION, 500 West Putnam Ave., Greenwich, Conn. 06830 (203) 661-0100 - 300,000 shares of common stock. (File 2-61467 - Apr. 28)
- (S-8) AMAX INC., Amax Center, Greenwich, Conn. 06830 (203) 622-3058 - \$11,710,000 of participations and an indeterminate number of common stock. (File 2-61468 - Apr. 28)
- (S-14) AMERICAN HOIST & DERRICK COMPANY, 63 South Robert St., St. Paul, Minn. 55107 (612) 228-4321 - 49,767 shares of common stock. (File 2-61479 - May 1)
- (S-8) TUCSON GAS & ELECTRIC COMPANY, 220 West Sixth St., Tucson, Ariz. 85702 (602) 622-6661 - 200,000 shares of common stock. (File 2-61481 - May 1)
- (S-8) COMPUTERIZED AUTOMOTIVE REPORTING SERVICE, INC., 210 Automation Way, P.O. Box 235, Birmingham, Ala. 35201 - 46,500 shares of common stock. The company provides computerized data processing services to automotive dealers and automotive leasing companies. (File 2-61494 - May 1)
- (S-8) LDB CORPORATION, 2123 Sidney Baker, Kerrville, Tex. 78028 - 228,500 shares of common stock. (File 2-61495 - Apr. 28)
- (S-8) NN CORPORATION, 731 North Jackson St., Milwaukee, Wis. 53201 (414) 765-8697 - 349,242 shares of common stock. The company is engaged in the property and casualty insurance business. (File 2-61496 - May 2)
- (S-7) LIBERTY NATIONAL CORPORATION, 100 Broadway, Oklahoma City, Okla. 73102 (405) 231-6000 - 400,000 shares of cumulative convertible preferred stock. Underwriter: Merrill Lynch White Weld Capital Markets Group and Keefe, Bruyette & Woods, Inc. The company is a bank holding company. (File 2-61498 - Apr. 28)
- (S-8) DAYTON-HUDSON CORPORATION, 777 Nicollet Mall, Minneapolis, Minn. 55402 - 216,040 shares of common stock. (File 2-61499 - May 2)
- (S-16) GABRIEL INDUSTRIES, INC., 41 Madison Ave., New York, N.Y. 10010 (212) 481-6400 - 22,500 shares of common stock. (File 2-61507 - Apr. 27)

MISCELLANEOUS

CORRECTION RE WORLD AIRWAYS INC. 8K

In the April 20 News Digest, on page 8, it was reported that World Airways Inc. filed on 8K on 3/20/78 covering items 2 and 8. World Airways Inc. filed on 8K on that date covering only item 2.

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%. The following companies or individuals filed Schedule 13D's during the period April 17 - 21, 1978. 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 & NUMBER OF SHARES</u>	<u>DATE FILED</u>
John R. Aunan	Bankers Mortgage Corp. (St. Paul, MN) Common Stock - 18,200 shs. (In addition, Mr. Aunan has the right to acquire 5,000 shares.)	4-17-78
Arthur Rock	Citizens and Southern Realty Investors (Tucker, GA) Common Stock - 780,000 shs. (17%) on exercise of Warrants	4-17-78
American General Insurance Company	ERC Corp. (Kansas City, MO) Common Stock - 288,200 shs.	4-17-78

ACQUISITION REPORTS CONT'

Bessemer Securities Corp. Overseas Princeton Placements N.V. (Netherlands Antilles) First Opportunity Investment N.V. (Netherlands Antilles) Bradford Mills, et al	Easco Corporation (Baltimore, MD) Common Stock - 351,479 shs. (10.35%)	4-17-78
SAFECO Corporation General Insurance Company of America SAFECO Asset Management Co. SAFECO Growth Fund, Inc. SAFECO Employees' Savings Plan	Equitable Savings and Loan Association (Portland, OR) Common Stock - 188,700 shs.	4-17-78
Overseas Princeton Placements N.V. (Netherlands Antilles) Bessemer Securities Corp. Bradford Mills Hamilton Robinson, Jr.	Foothill Group, Inc. (Los Angeles, CA) Common Stock - 277,774 shs. (18.43%)	4-17-78
Mitchell Energy & Development Corp.	Tejas Gas Corp. (Corpus Christi, TX) Common Stock - 453,681 shs. (26.5%) on exercise of Options	4-17-78
Merrill C. Berman Dohn L. Kalmbach, Individually and as General Partners	Trus Joist Corporation (Boise, ID) Common Stock - 97,850 shs. (Included above are shares owned by Limited Partners.)	4-17-78
* Louis Berkman Company	AMPCO-Pittsburgh Corp. (Pittsburgh, PA) Common Stock - 663,535 shs.	4-17-78
* Petroleum Resources Development Corporation N.V. (Netherlands Antilles)	Aetna Properties, Inc. (NYC) Common Stock - 6,881,333 shs. (50.1%)	4-17-78
* Textron Inc.	Allied Chemical Corp. (Morristown, NJ) Common Stock - 823,802 shs.	4-17-78
* American Financial Corp.	Charter Company (Jacksonville, FL) Series A Convertible Preferred - 250,000 shs. Common Stock - 50,000 shs. Common Stock - 1,350,000 shs. on exercise of Warrants	4-17-78
* Harold C. Simmons	Contran Corporation (Dallas, TX) Common Stock - 238,051 shs.	4-17-78
* Elyria Company	EAC Industries, Inc. (Paramus, NJ) Common Stock - 454,500 shs.	4-17-78
* Harry H. Wise	Ealing Corp. (South Natick, MA) Common Stock - 9,000 shs.	4-17-78
* Richard G. Nolte	Environmental Control Products, Inc. (Charlotte, NC) Common Stock - 91,715 shs. Common Stock - 55,556 shs. on exercise of Warrants	4-17-78
* David A. Wolf Associates David A. Wolf Robert M. Blatt	First Fidelity Investment Trust (Kansas City, MO) Shares of Beneficial Interest - 102,406	4-17-78
* E. Peter Hoffman, Jr., Indi- vidually and as Custodian	Midland Mortgage Investors Trust (Oklahoma City, OK) Shares of Beneficial Interest - 219,300	4-17-78
* Chris-Craft Industries, Inc.	Twentieth Century-Fox Film Corporation (Los Angeles, CA) Common Stock - 491,000 shs.	4-17-78

ACQUISITION REPORTS CONT.

* Fidelity Trend Fund, Inc. Fidelity Capital Fund, Inc. Contrafund, Inc. Congress Street Fund, Inc.	Varian Associates, Inc. (Palo Alto, CA) Common Stock - 560,400 shs.	4-17-78
Koppers Company	Cutler-Hammer, Inc. (Milwaukee, WI) Common Stock - 742,500 shs. (11.3%) Common Stock - 650,000 shs. on conversion of Series A Preferred Stock	4-18-78
DCL Incorporated	Inflight Services, Inc. (NYC) Common Stock - 390,000 shs. (15%) Common Stock - 577,777 shs. on conversion of Notes	4-18-78
Pharmaco Trust, et al	Pharmacare, Inc. (Largo, FL) Common Stock - 2,604,850 shs. (86.8%)	4-18-78
* Thrall Car Manufacturing Co.	Chamberlain Manufacturing Corporation (Elmhurst, IL) Common Stock - 558,390 shs. (In addition, Thrall owns \$1,800,000 6-1/4% Notes.)	4-18-78
* Van Vorst Industries Garrett E. Weyand	Southern Cross Industries, Inc. (Conyers, GA) Common Stock - 76,451 shs. (26.6%) (Van Vorst will purchase 750,000 shares subject to stockholder approval.)	4-18-78
Kay Corporation Employee Stock Ownership Trust	Kay Corporation (Alexandria, VA) Common Stock - 370,000 shs. (13.35%)	4-19-78
Harlequin Holdings, Inc. (Canada) (Wholly-owned subsidiary of Harlequin Enterprises B.V. (Netherlands) Harlequin Enterprises Ltd. (Canada), et al	Laufer Company (Los Angeles, CA) Common Stock - 627,800 shs. (54%)	4-19-78
* Lester Shapiro Sucsy Fischer Securities Robert Shapiro National Superior Fur Dressing & Dyeing Co., Inc., et al	Baldwin & Lyons, Inc. (Indianapolis, IN) Common Stock - 80,150 shs.	4-19-78
* Rhone-Poulenc S.A. (France)	Morton-Norwich Products, Inc. (Chicago, IL) Common Stock - 1,963,500 shs. (14.65%)	4-19-78
Gerald Tsai, Jr. Tsai Financial Corporation	Associated Madison Companies, Inc. (NYC) Common Stock - 420,000 shs. (14.03%) Common Stock - 400,000 shs. on exercise of a Warrant	4-20-78
Charles J. Block, Individually and as Trustee	Citizens and Southern Realty Investors (Tucker, GA) Common Stock - 4,058,600 shs. (61.04%) on exercise of Warrants (Included above are shares held by his wife as Custodian.)	4-20-78
Consolidated Electrical Distributors, Inc. Employees' Retirement Plan	Clark Consolidated Industries, Inc. (Cleveland, OH) Common Stock - 30,600 shs.	4-20-78
Grand Rapids Metalcraft Inc. (Controlled by Galtaco Inc. (Canada)	Founders of American Investment Corp. (Springfield, MO) Common Stock - 1,806,000 shs. (51%) (Above shares were acquired pursuant to the Tender Offer.)	4-20-78

ACQUISITION REPORTS CONT.

Ira D. Brown	Hawthorne Financial Corp. (Hawthorne, CA) Capital Stock - 12,243 shs.	4-20-78
Cecil O. Garton	Hawthorne Financial Corp. (Hawthorne, CA) Capital Stock - 27,341 shs.	4-20-78
Richard E. Giles	Hawthorne Financial Corp. (Hawthorne, CA) Capital Stock - 4,500 shs.	4-20-78
Vernon D. Herbst	Hawthorne Financial Corp. (Hawthorne, CA) Capital Stock - 29,960 shs.	4-20-78
Hilma Jacobs Hill	Hawthorne Financial Corp. (Hawthorne, CA) Capital Stock - 15,083 shs.	4-20-78
Einar C. Matson	Hawthorne Financial Corp. (Hawthorne, CA) Capital Stock - 6,170 shs.	4-20-78
Gerald S. Sparling	Hawthorne Financial Corp. (Hawthorne, CA) Capital Stock - 8,386 shs.	4-20-78
Robert C. Troost	Hawthorne Financial Corp. (Hawthorne, CA) Capital Stock - 14,340 shs.	4-20-78
Western Pacific Industries, Inc.	Houghton Mifflin Company (Boston, MA) Common Stock - 327,400 shs. (10.22%)	4-20-78
Reliance Financial Services Corporation	Imperial Corporation of America (San Diego, CA) Common Stock - 694,000 shs.	4-20-78
* Louart Corporation	Arden-Mayfair, Inc. (City of Commerce, CA) \$3 Preferred Stock - 24,291 shs. Common Stock - 737,700 shs.	4-20-78
* Arthur R. Myers	Hanks Seafood Company, Inc. (Easton, MD) Common Stock - 1,831,412 shs. (80%)	4-20-78
* Compagnie Industrielle et Financiere des Produits Amylaces, S.A. (Luxembourg)	A. E. Staley Manufacturing Co. (Decatur, IL) Common Stock - 962,784 shs.	4-20-78
Goldman, Sachs & Co.	AMBAC Industries, Inc. (Carle Place, NY) Common Stock - 215,000 shs.	4-21-78
Hobart Associates	Bancroft Convertible Fund, Inc. (NYC) Common Stock - 59,400 shs.	4-21-78
Goldman, Sachs & Co.	Teledyne, Inc. (Los Angeles, CA) \$6 Convertible Preferred Stock - 14,600 shs.	4-21-78
American General Insurance Company	Walgreen Company (Deerfield, IL) Common Stock - 337,600 shs.	4-21-78

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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