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Issue 79-21

U.S. SECURITIES AND
EXCHANGE COMMISSION

RULES AND RELATED MATTERS

ADOPTION OF TEMPORARY RULE 11a1-3(T), AMENDMENT TO TEMPORARY RULE 11a1-1(T) AND INTERPRETIVE RELEASE

The Commission has announced (1) its views on the application of Section 11(a) of the Securities Exchange Act of 1934 to transactions effected through the use of certain automated facilities maintained by national securities exchanges; (2) its views on the scope of certain exemptions provided in Sections 11(a)(1)(A) and (D); (3) the adoption of Temporary Rule 11a1-3(T), which provides an exemption from the prohibitions of Section 11(a)(1) and would permit members of national securities exchanges to effect, for their own accounts or the accounts of their associated persons, bona fide hedge transactions between or among securities entitling the broker to acquire or sell the same equity security; (4) the adoption of an amendment to Temporary Rule 11a1-1(T) which would permit members to count revenues derived from trading pursuant to Temporary Rule 11a1-4(T) toward satisfaction of the "business mix" test in Section 11(a)(1)(G)(i); and (5) the rescission of paragraph (c) of Temporary Rule 11a1-1(T). All interested persons are invited to submit, not later than April 1, 1979, six copies of their written data, views and arguments to George A. Fitzsimmons, Secretary, Securities and Exchange Commission, 500 North Capitol Street, Washington, D.C. 20549, and should refer to File No. S7-613. All submissions will be made available for public inspection. (Rel. 34-15533)

FOR FURTHER INFORMATION CONTACT: Arnold Y. Dean at (202) 755-4372

COMMISSION ANNOUNCEMENTS

MOON NAMED ASSISTANT REGIONAL ADMINISTRATOR FOR HOUSTON BRANCH OFFICE

Michael J. Stewart, Administrator of the Fort Worth Regional Office, announced today the appointment of Thomas Allen Moon to the position of Assistant Regional Administrator for the Houston Branch Office, effective January 29, 1979.

Mr. Moon is a graduate of Texas Christian University, Fort Worth, Texas, and the University of Texas School of Law at Austin. He joined the staff of the Fort Worth Regional Office as a trial attorney in March 1974, and has held progressively more responsible positions since that time. Prior to joining the Commission, Mr. Moon served as Assistant Chief Counsel in the Philadelphia Regional Office of the Bureau of Alcohol, Tobacco and Firearms Division in the United States Treasury Department. Mr. Moon is a member of the State Bar of Texas.

SEC 43rd ANNUAL REPORT TO CONGRESS FOR FISCAL YEAR 1977 AND TRANSITION QUARTER NOW AVAILABLE

The SEC 43rd Annual Report to Congress covering fiscal year 1977 and the Transition Quarter, July 1, 1976 to September 30, 1976, is now available for purchase through the Superintendent of Documents. The Stock No. is 046-000-00118-4, and the price is \$4.50. You may order a copy by writing to Superintendent of Documents, U.S. Government Printing Office, Washington, D.C. 20402.

CIVIL PROCEEDINGS

DATA SYSTEMS, INC. ENJOINED

The U.S. District Court for the District of Columbia enjoined Data Systems, Inc. of Portland, Oregon, from failing to timely file periodic reports with the Commission and ordered it to comply with certain undertakings. The Commission's complaint, filed on October 27, 1978, alleged that Data failed to timely file certain annual and quarterly reports as part of a continuing course of conduct extending over several years. Data, in consenting to entry of judgment against it, admitted failure to file reports on a timely basis on 13 separate occasions. (SEC v. Data Systems, Inc., U.S.D.C. D.C., Civil Action No. 78-2039). (LR-8656)

HOLDING COMPANY ACT RELEASES

ARKANSAS-MISSOURI POWER COMPANY

A notice has been issued giving interested persons until February 20 to request a hearing on a proposal of Arkansas-Missouri Power Company, subsidiary of Middle South Utilities, Inc., to issue and sell short-term notes to the First National Bank in Little Rock, Arkansas, for the account of a group of participating banks in the amount at any one time outstanding of not more than \$5,500,000. (Rel. 35-20900 - Jan. 29)

A notice has also been issued giving interested persons until February 20 to request a hearing on a post-effective amendment to a declaration filed by Arkansas-Missouri regarding the issuance and sale of short-term notes to Worthen Bank & Trust Company, Little Rock, Arkansas, for the account of a group of participating banks in the amount at any one time outstanding of not more than \$5,500,000. (Rel. 35-20901 - Jan. 29)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The New York Stock Exchange, Inc. (NYSE) has filed a proposed rule change under Rule 19b-4 (SR-NYSE-79-1) to conform certain NYSE rules to the requirements of Section 11(a)(1) of the Securities Exchange Act of 1934 which becomes fully effective on February 2. Publication of the proposal is expected to be made in the Federal Register during the week of January 29. (Rel. 34-15534)

MISCELLANEOUS

PEACHTREE DOORS, INC.

A notice has been issued giving interested persons until February 20 to request a hearing on an application of Peachtree Doors, Inc., pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an order exempting Peachtree from the reporting provisions of Section 15(d) of that Act. Pursuant to a statutory merger effected on March 23, 1978, a wholly-owned subsidiary of Indal, Inc. was merged with and into Peachtree. As a result of this merger, Peachtree is now wholly-owned by Indal and certain officers of Peachtree, and no longer has any public shareholders. (Rel. 34-15527)

COMPAC CORPORATION

A notice has been issued giving interested persons until February 20 to request a hearing on an application of Compac Corporation, pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an order exempting Compac from the reporting requirements of Sections 13 and 15(d) of the Act. (Rel. 34-15528)

CAPITOL INDUSTRIES - EMI, INC.

A notice has been issued giving interested persons until February 20 to request a hearing on an application of Capitol Industries - EMI, Inc., pursuant to Section 12(h) of the Securities Exchange Act of 1934, for an order exempting Capitol from the provisions of Sections 13 and 15(d) of that Act. On October 20, 1978, Capitol was merged into a successor Delaware corporation. Pursuant to the merger, the publicly-held shares of Capitol were automatically converted into cash and Capitol became a wholly-owned subsidiary of EMI North America Holdings, Inc. (Rel. 34-15530)

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-14) ATLANTIC TELECASTING CORPORATION, 322 West Shipyard Blvd., Wilmington, N.C. 28401 (919) 791-8070 - 380,148 shares of common stock. (File 2-63474 - Jan. 26)
- (S-1) ALGERAN, INC., 10880 Wilshire Blvd., Suite 612, Los Angeles, Cal. 90024 - 1,182,495 shares of common stock. The company manufactures and markets screw machine products. (File 2-63481 - Jan. 29)
- (S-1) MAP 1979 DRILLING PARTNERSHIPS, 1177 Campbell Centre II, 8150 North Central Expressway, Dallas, Tex. 75206 - 1,000 units of participation in preformation interests convertible into partnership interests. (File 2-63483 - Jan. 29)
- (S-1) MAY PRIVATE DRILLING PARTNERSHIP 1979-A and B, One Energy Sq., Suite 1000, 4925 Greenville Ave., Dallas, Tex. 75206 - 300 units of preformation interests convertible into partnership interests. Underwriter: Mengel, McCabe & Co., Inc., One Rockefeller Plaza, New York, N.Y. 10020. (File 2-63484 - Jan. 29)
- (S-1) STADYNAMICS, INC., 601 South Bowen St., Longmont, Colo. 80501 - \$3,300,000 of 10% convertible subordinated debentures, due 1194. (File 2-63485 - Jan. 29)
- (S-16) LUCKY STORES, INC., 6300 Clark Ave., Dublin, Cal. 94566 (415) 828-1000 - 252,843 shares of common shares. (File 2-63486 - Jan. 29)
- (S-1) TOMLINSON OIL CO., INC., 200 West Douglas, Suite 1030, Wichita, Kan. 67202 - 750,000 units, each unit consisting of one share of common stock and one three-year stock purchase warrant. Underwriter: Bateman Eichler, Hill Richards Inc. The company is engaged in exploration for and development and production of oil and gas. (File 2-63487 - Jan. 29)
- (S-1) THE ROVAC CORPORATION, 100 Rovac Parkway, Rockledge, Fla. 32955 (305) 631-0300 - 115,031 shares of common stock. (File 2-63488 - Jan. 29)
- (S-14) SOUTH ATLANTIC FINANCIAL CORP., 150 Southeast Third Ave., Miami, Fla. 33131 (305) 577-5950 - 2,705,894 shares of common stock. (File 2-63489 - Jan. 29)
- (S-8) SCIENTIFIC TIME SHARING CORPORATION, 7316 Wisconsin Ave., Bethesda, Md. 20014 - 201,000 shares of common stock. (File 2-63490 - Jan. 29)
- (S-1) G-E-C DRILLING PROGRAM, 448 East Fourth South, Salt Lake City, Utah 84111 (801) 532-2323 - 4,000 units of preformation subscriptions convertible into limited partnership interests. (File 2-63491 - Jan. 29)

REGISTRATIONS EFFECTIVE

Jan. 26: Baker International Corp., 2-63339; Chris-Craft Industries, Inc., 2-63261 & 2-63300; Daedalus Enterprises, Inc., 2-60790; Napco Industries, Inc., 2-63312; The Travelers Corp., 2-63080; U.S. Home Corp., 2-63237.

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

Jan. 24: Apache Drilling and Completion Program 1977, 2-58648.

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%. Persons eligible to use the short form (Form 13-G) may in lieu of filing a Schedule 13D file a Form 13-G within forty-five days after the end of the calendar year in which the person became subject to Section 13(d)(1). The following companies or individuals filed Schedule 13D's during the period January 16 - 19, 1979. 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 sent forth for each beneficial owner. *Amended Acquisition Reports.

| <u>REPORTING COMPANY OR INDIVIDUAL</u> | <u>ISSUER & NUMBER OF SHARES</u> | <u>DATE FILED</u> |
|---------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| * Petri Stores Corp. | Toys "R" Us, Inc. (Saddlebrook, NJ) Common Stock - 715,000 shs. | 1-16-79 |
| * Goliad Oil & Gas Company Harry W. Bass, Jr. Richard D. Bass | Vail Associates, Inc. (Vail, CO) Common Stock - 738,082 shs. (64.3%) (83,236 of above shares were acquired pursuant to the Tender Offer.) | 1-16-79 |
| Equitable of Iowa Companies | General Growth Properties (Des Moines, IA) Shares of Beneficial Interest - 563,203 | 1-17-79 |
| Equitable of Iowa Companies | Paul Harris Stores, Inc. (Indianapolis, IN) Common Stock - 325,053 shs. (25.3%) | 1-17-79 |
| Equitable of Iowa Companies | Heritage Communications, Inc. (Des Moines, IA) Common Stock - 63,800 shs. (In addition, Equitable owns 185,000 shares (100%) Convertible Preferred, non-voting stock.) | 1-17-79 |
| Christoph Securities, Inc. | United Savings Life Insurance Co. (Hinsdale, IL) Common Stock - 70,457 shs. | 1-17-79 |
| Samuel Weimersheimer Alexander Costomiris | U. S. Magnet & Alloy Corp. (Yardley, PA) Common Stock - 532,425 shs. (31.32%) | 1-17-79 |
| * John E. Wertin Joseph H. Akerman | Compass Investment Group (Jacksonville, FL) Common Stock - 1,445,311 shs. (46.5%) Common Stock - 14,815 shs. on conversion of Debentures Common Stock - 1,000 shs. on exercise of a Warrant | 1-17-79 |
| * Canadian Imperial Bank of Commerce Trust Company (Bahamas) Ltd., Successor Trustee of Settlement T1740 Meyer Goldman, Trustee | Hyatt International Corp. (Chicago, IL) Class A Common Stock - 494,469 shs. (In addition, Trustees owns 1,137,046 shares Class B Common Stock.) | 1-17-79 |
| * Continental Telephone Corp. | WUI, Inc. (NYC) Common Stock - 613,600 shs. | 1-17-79 |
| Interdec (U.S.A.), Inc. (Ghaith R. Pharaon (Saudi Arabia), sole shareholder | Hyatt International Corp. (Chicago, IL) Class A Common Stock - 199,075 shs. (Above shares were acquired pursuant to the Tender Offer.) | 1-18-79 |
| * A. Baker Duncan Bernard A. Peskin Goodhue W. Smith, III, Individually and as Trustees Cameron Capital Corp., et al | Accelerators, Inc. (Austin, TX) Common Stock - 631,000 shs. (Voting Trustees have power to vote 405,000 shares.) | 1-18-79 |
| * United Technologies Corp. | Carrier Corp. (Syracuse, NY) Common Stock - 16,577,937 shs. Convertible Preferred Stock - 72,664 shs. | 1-18-79 |

ACQUISITION REPORTS CONT.

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| * Consolidated Foods Corp. | Hanes Corp. (Winston-Salem, NC) Common Stock - 3,246,304 shs. (75.4%) | 1-18-79 |
| * LGS Employees' Savings and Investment Trust | Louisiana General Services, Inc. (Harvey, LA) Common Stock - 207,944 shs. | 1-18-79 |
| * Leon Hess | Monmouth Park Jockey Club (Oceanport, NJ) Common Stock - 227,688 shs. (29.33%) (24,000 of above shares may be owned subject to approval of N.J. Racing Commission.) | 1-18-79 |
| * John P. McGoff Robert E. Leipprandt Richard A. Jones, Individually and as Trustees Global Communications Corp., et al | Panax Corp. (Williamston, MI) Common Stock - 485,422 shs. (41.4%) | 1-18-79 |
| * Van Vorst Industries Garret E. Weyand | Southern Cross Industries, Inc. (Conyers, GA) Common Stock - 814,570.691 shs. (82.5%) | 1-18-79 |
| Globe American Casualty Co. (Wholly-owned subsidiary of Tri-American Corp.) Tri-American Corporation | Classified Financial Corp. (Milwaukee, WI) Common Stock - 43,000 shs. | 1-19-79 |
| John E. Wertin Joseph H. Akerman Victor M. Rosenzweig Richard L. Cramer, et al (Stockholder Committee) | Compass Investment Group (Jacksonville, FL) Common Stock - 1,445,311 shs. (46.5%) Common Stock - 14,815 shs. on conversion of Debentures Common Stock - 1,000 shs. on exercise of Warrants | 1-19-79 |
| Irving E. Krantzman | Grand Auto, Inc. (Oakland, CA) Common Stock - 282,274 shs. (29.4%) | 1-19-79 |
| Josephine H. Bryce | Great Atlantic & Pacific Tea Co. Inc. (Montvale, NJ) Common Stock - 1,323,394 shs. (Mrs. Bryce has agreed to sell 862,378 shares and also granted an option to purchase an additional 369,591 shares to TN Delaware, Inc.) | 1-19-79 |
| Mill River Stud Corp. (Josephine H. Bryce, Sole Shareholder) | Great Atlantic & Pacific Tea Co. Inc. (Montvale, NJ) Common Stock - 91,425 shs. (Mrs. Bryce owns 1,231,969 shares individually. Mill River Agreed to sell 63,998 shares and also granted an option to purchase an additional 27,427 shares to TN Delaware, Inc.) | 1-19-79 |
| Marie Josephine Hartford Foundation, Inc. | Great Atlantic & Pacific Tea Co. Inc. (Montvale, NJ) Common Stock - 21,650 shs. (Foundation agreed to sell 15,155 shares and also granted an option to purchase an additional 6,495 shares to TN Delaware, Inc.) | 1-19-79 |
| Bryce Foundation | Great Atlantic & Pacific Tea Co. Inc. (Montvale, NJ) Common Stock - 5,151 shs. (Foundation has agreed to sell 3,606 shares and also granted an option to purchase an additional 1,545 shares to TN Delaware, Inc.) | 1-19-79 |
| Frederick M. Bradley | Gulf United Corp. (Jacksonville, FL) \$3.78 Convertible Preferred Stock - 97,866 shares | 1-19-79 |
| Thomas M. Jeffris | M & S BanCorp. (Janesville, WI) Common Stock - 27,834 shs. | 1-19-79 |
| American Financial Corp. Carl H. Lindner Robert D. Lindner | National Convenience Stores, Inc. (Houston, TX) Common Stock - 8,000 shs. Common Stock - 960,474 shs. on exercise of Option | 1-19-79 |

ACQUISITION REPORTS CONT.

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| * National Indemnity Co. (Subsidiary of Berkshire Hathaway Inc.) National Fire & Marine Insurance Co. (Wholly-owned subsidiary of Berkshire Hathaway), et al | California Water Service Co. (San Jose, CA) Common Stock - 153,049 shs. (11.66%) | 1-19-79 |
| * Shamrock Associates | Citrus County Land Bureau (Great Neck, NY) Common Stock - 87,968 shs. | 1-19-79 |
| * Blue Chip Stamps Wesco Financial Corp. (Controlled by Warren E. Buffett), et al | Cleveland Cliffs Iron Co. (Cleveland, OH) Common Stock - 872,900 shs. | 1-19-79 |
| * Wesco Financial Corp. (Controlled by Warren E. Buffett) National Indemnity Co. (Subsidiary of Berkshire Hathaway), et al | Detroit International Bridge Co. (Detroit, MI) Common Stock - 315,800 shs. (24.91%) | 1-19-79 |
| * Mrs. Paul's Kitchens, Inc. | Gino's, Inc. (King of Prussia, PA) Common Stock - 294,200 shs. | 1-19-79 |
| * National Indemnity Co. (Subsidiary of Berkshire Hathaway Inc.) National Fire & Marine Insurance Co. (Wholly-owned subsidiary of Berkshire Hathaway) | Interpublic Group of Companies Inc. (NYC) Common Stock - 592,650 shs. (16.72%) | 1-19-79 |
| * NVF Company | National Can Corp. (Chicago, IL) Common Stock - 1,497,300 shs. Common Stock - 254,008 shs. on conversion of Preferred Stock and Debentures | 1-19-79 |
| * National Indemnity Co. (Subsidiary of Berkshire Hathaway Inc.) National Fire & Marine Insurance Co. (Wholly-owned subsidiary of Berkshire Hathaway Inc.) | Ogilvy & Mather International Inc. (NYC) Common Stock - 341,600 shs. | 1-19-78 |
| * American Financial Corp. Carl H. Lindner Robert D. Lindner | Old Republic International Corp. (Chicago, IL) Common Stock - 386,620 shs. | 1-19-79 |
| * Mrs. Paul's Kitchens, Inc. | Orange-Co., Inc. (Columbus, OH) Common Stock - 392,600 shs. | 1-19-79 |
| * Capital Investment of Hawaii, Inc. | Pacific Resources, Inc. (Honolulu, HI) Common Stock - 314,408 shs. | 1-19-79 |
| * Ampco-Pittsburgh Corp. | Pittsburgh Forgings Co. (Pittsburgh, PA) Common Stock - 998,612 shs. (33.9%) | 1-19-79 |
| * Ampco-Pittsburgh Securities Corp. (Wholly-owned subsidiary of Ampco-Pittsburgh Corp.) | Pittsburgh Forgings Co. (Pittsburgh, PA) Common Stock - 998,612 shs. (33.9%) | 1-19-79 |
| * ISS-International Service System A/S (Denmark) | Prudential Building Maintenance Corp. (NYC) Common Stock - 813,900 shs. (33.36%) | 1-19-79 |
| * Y. R. J. Corporation Yandell Rogers, Jr. Carolynne Rogers Mrs. Louis L. Ridgway, Executrix & Co-Trustee | Ridgway, Inc. (Houston, TX) Common Stock - 55,032 shs. (58%) Common Stock - 10,500 shs. on exercise of Options | 1-19-79 |

ACQUISITION REPORTS CONT.

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|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <p>* National Indemnity Co. (Subsidiary of Berkshire Hathaway Inc.) Wesco Financial Corp. (Subsidiary of Blue Chip Stamps), et al</p> | <p>SAFECO Corp. (Seattle, WA) Common Stock - 1,432,572 shs.</p> | <p>1-19-79</p> |
| <p>* Jacques Amsellem (France) Societe Monegasque des Magasins Printania (Monaco)</p> | <p>Shopwell, Inc. (Bronx, NY) Common Stock - 238,100 shs. (14.6%)</p> | <p>1-19-79</p> |
| <p>* Gulf & Western Industries, Inc. Charles G. Bluhdorn, et al</p> | <p>Simmons Company (Atlanta, GA) Common Stock - 6,709,134 shs. (93.7%) (4,459,134 of above shares were acquired pursuant to the Tender Offer.)</p> | <p>1-19-79</p> |
| <p>* Craig W. Yates Charles B. Yates, Individually and as Custodian Frances E. Yates</p> | <p>Yates Industries, Inc. (Bordentown, NJ) Common Stock - 352,300 shs. (24.85%) (Included above are shares owned by other members of the Yates family.)</p> | <p>1-19-79</p> |



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NOTICE

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