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RULES AND RELATED MATTERS

U.S. SECURITIES AND
EXCHANGE COMMISSION

EXEMPTION OF ACQUISITION OF SECURITIES DURING THE EXISTENCE OF UNDERWRITING SYNDICATE

The Commission is requesting public comment on the test of a proposed revision of a rule which permits an investment company to purchase securities from an underwriting syndicate in which certain affiliated persons of the investment company participate as syndicate members. The proposed revision generally would expand existing provisions to apply also to certain underwritings of municipal securities; would require directors to establish procedures reasonably designed to ensure compliance with the rule and to review transactions pursuant to the rule at least quarterly; would revise the substantive provision of the rule relating to underwriters' spreads; and would establish certain recordkeeping requirements. A proposed amendment to the form for quarterly reports of management investment companies would require that any acquisition pursuant to the rule be indicated therein. All comments should be sent in triplicate to George A. Fitzsimmons, Secretary, Securities and Exchange Commission, 500 North Capitol Street, Washington, D.C. 20549 on or before March 30, 1979 and should refer to File No. S7-771. (Rel. IC-10592)

FOR FURTHER INFORMATION CONTACT: Brenda Sneed at (202) 376-3230

COMMISSION ANNOUNCEMENTS

RICHARD H. ROWE RESIGNS AS DIRECTOR OF THE DIVISION OF CORPORATION FINANCE

Chairman Harold M. Williams announced today that he has accepted the resignation of Richard H. Rowe as Director of the Commission's Division of Corporation Finance. Mr. Rowe will enter the private practice of law on March 15, 1979.

"The Commission is most grateful for the leadership which Mr. Rowe has provided for our largest division during the past three years," Chairman Williams said. "He has made a major contribution to shaping and implementing the Commission's administration of the securities laws during a most challenging period."

Mr. Rowe, 42, joined the Commission in 1964 as a trial attorney in the Division of Corporation Finance. He subsequently served as Legal Assistant to former Commissioner Frank Wheat; member of the staff of the Special Disclosure Policy Study; and Special Counsel in the Division of Corporation Finance.

Mr. Rowe left the Commission in 1969 to become Assistant Vice President and then Vice President of Shareholders Management Company, Los Angeles. He returned to the Commission in 1970 as Special Counsel in the Division of Corporation Finance. Mr. Rowe was appointed as Assistant Director of The Division in 1970; Associate Director in 1972; and Director in 1976.

INVESTMENT COMPANY ACT RELEASES

TRANSAMERICA MUNICIPAL SHARES

A notice has been issued giving interested persons until March 5 to request a hearing on an application of Transamerica Municipal Shares for an order declaring that it has ceased to be an investment company. (Rel. IC-10582 - Feb. 8)

PATHFINDER EQUITIES INC.

A notice has been issued giving interested persons until March 5 to request a hearing on an application of Pathfinder Equities Inc. for an order declaring that it has ceased to be an investment company. (Rel. IC-10583 - Feb. 8)

TRANSAMERICA GUARANTEED SHARES, INC.

A notice has been issued giving interested persons until March 5 to request a hearing on an application of Transamerica Guaranteed Shares, Inc. for an order declaring that it has ceased to be an investment company. (Rel. IC-10584 - Feb. 8)

NATIONAL LIQUID RESERVES, INC.

An order has been issued exempting National Liquid Reserves, Inc. from Rule 2a-4 and Rule 22c-1 under the Act to permit National to calculate its price per share to the nearest one cent on a share value of one dollar. (Rel. IC-10585 - Feb. 8)

HOLDING COMPANY ACT RELEASES

MONONGAHELA POWER COMPANY

A notice has been issued giving interested persons until March 7 to request a hearing on a proposal of Monongahela Power Company, subsidiary of Allegheny Power System, Inc., to issue and sell at competitive bidding up to \$45 million of first mortgage bonds. (Rel. 35-20917 - Feb. 9)

GEORGIA POWER COMPANY

An order has been issued authorizing proposals of Georgia Power Company, subsidiary of The Southern Company, whereby Georgia will issue and sell at competitive bidding up to \$100 million of first mortgage bonds and \$50 million of preferred stock. Jurisdiction was reserved over the issuance and sale of up to \$125 million of first mortgage bonds in April 1979 as to which the record is not yet complete. (Rel. 35-20918 - Feb. 9)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

LISTING ACTIONS

Orders have been issued pursuant to Section 12(d) of the Securities Exchange Act of 1934 granting the applications of the following companies to list the specified securities on the following stock exchanges: American Stock Exchange, Inc. - Zero Corp., 10% subordinated sinking fund debentures, due February 1, 1989 (effective as of January 17, 1979). New York Stock Exchange, Inc. - American General Insurance Co., 9-3/8% debentures, due December 15, 2008; CCI Corp., 12-3/4% subordinated debentures, due December 15, 1998 (both effective as of January 16, 1979); Chris Craft Industries Inc., 13% subordinated sinking fund debentures, due 1999 (effective as of January 23, 1979). Pacific Stock Exchange, Inc. - Audiotronics Corp., common stock; Citizens & Southern Realty Investors, subordinated debentures, due 1993/Series B warrants; Tannetics Inc., common stock (all effective as of January 23, 1979); Rockwood National Corp., convertible income debentures, due January 2, 1993 (effective as of January 26, 1979).

DELISTINGS GRANTED

Orders have been issued granting the applications to strike the common stocks of Cypress Abbey Company (\$2.00 par value) and Shulman Transport Enterprises, Inc. (\$1.00 par value) from listing and registration on the Pacific Stock Exchange, Inc. (Rel. 34-15563)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The following have filed proposed rule changes pursuant to Rule 19b-4: National Association of Securities Dealers, Inc. (SR-NASD-79-1) which would require registered NASDAQ market makers to clear and settle their transactions through the facilities of registered clearing agencies if clearing facilities are available in the area where market makers are located. (Rel. 34-15559) and The New York Stock Exchange, Inc. (SR-NYSE-79-7) to provide for election of persons to the exchange's Nominating Committee for a two year term of service with staggered terms. (Rel. 34-15560)

Publication of the above proposals are expected to be made in the Federal Register during the week of February 12.

MISCELLANEOUS

ARNOLD & PORTER

A notice has been issued giving interested persons until March 5 to request a hearing on an application of Arnold & Porter, a law firm organized as a partnership under the laws of the District of Columbia, for an order pursuant to Section 3(a)(2) of the Securities Act of 1933 exempting from the registration requirements of the Act participations or interests issued in connection with the Arnold & Porter Profit-Sharing Plan and Trust. (Rel. 33-6023)

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) TRANSAMERICA FINANCIAL CORPORATION, 1150 South Olive St., Los Angeles, Cal. 90015 (213) 742-4321 - \$75 million of sinking fund debentures, due March 1, 1999. Underwriter: Salomon Brothers. The company is engaged in the consumer financing business. (File 2-63534 - Feb. 7)
- (S-12) MORGAN GUARANTY TRUST COMPANY OF NEW YORK, 23 Wall St., New York, N.Y. 10015 - 100,000 American Depositary Receipts for deferred registered shares of De Beers Consolidated Mines Limited. (File 2-63548 - Feb. 12)
- (S-8) DEERE & COMPANY, John Deere Rd., Moline, Ill. 61265 - 1,000,000 shares of common stock. (File 2-63549 - Feb. 12)
- (S-16) INTERNATIONAL HARVESTER COMPANY, 401 North Michigan Ave., Chicago, Ill. 60611 (312) 836-2000 - 1,000,000 shares of common stock. The company is in the business of manufacturing and selling self-propelled heavy machinery and vehicles. (File 2-63550 - Feb. 12)
- (S-16) LABARGE, INC., 500 Broadway Bldg., St. Louis, Mo. 63102 (314) 231-3400 - 100,000 shares of common stock. (File 2-63551 - Feb. 12)
- (N-1) IDS HIGH YIELD TAX-EXEMPT FUND, INC., 1000 Roanoke Bldg., Minneapolis, Minn. 55402 (612) 372-3717 - an indefinite number of shares of capital stock. The company is a mutual fund. (File 2-63552 - Feb. 12)
- (S-16) JOHNSON CONTROLS, INC., 507 East Michigan St., P.O. Box 423, Milwaukee, Wis. 53202 (414) 276-9200 - 59,985 shares of common stock. (File 2-63553 - Feb. 12)
- (S-16) STANDARD BRANDS INCORPORATED, 625 Madison Ave., New York, N.Y. 10022 - 121,504 shares of common stock. (File 2-63554 - Feb. 12)
- (S-8) RECOGNITION EQUIPMENT INCORPORATED, 2701 East Grauwylers Rd., Irving, Tex. 75061 (214) 438-8611 - 250,000 shares of common stock. (File 2-63555 - Feb. 12)

REGISTRATIONS EFFECTIVE

Feb. 8: American Income Trust, Series 7, 2-61454; Anglo American Corp. of South America Ltd., 2-63458; Commonwealth Edison Co., 2-63437; Credo Petroleum Corp., 2-63195 (90 days); First Bankshares of Wyoming, 2-63053 (90 days); General Telephone & Electronics Corp., 2-63405; Georgia Power Co., 2-63392 & 2-63393; Municipal Investment Trust Fund, Twenty-Third Intermediate Term Series, 2-63598; National Municipal Trust, Thirty-First Series, 2-63433; R. J. Reynolds Industries, Inc., 2-63441; Western Holdings Ltd., 2-63450.

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. 8: Wendy's International, Inc., 2-63383.



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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. When you are ordering more than one, we prefer that the documents be listed in alphabetical order to expedite service. The reproduction cost is 10c per page plus postage (\$3.50 minimum); 20c per page plus postage for expedited service (\$5.00 minimum) and 30c per page plus postage for priority service (\$5.00 minimum). Cost estimates are given or request. All other reference material is available in the SEC Docket.

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The News Digest, the Docket, and the Statistical Bulletin are for sale by the superintendent of Documents, Government Printing Office, Washington, D.C. 20402.