

sec news digest

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U.S. SECURITIES AND
EXCHANGE COMMISSION

RULES AND RELATED MATTERS

ADOPTION OF SAFE HARBOR RULE FOR FORWARD LOOKING INFORMATION

The Commission has adopted rules providing a safe harbor from applicable liability provisions of the securities laws for forward looking statements made or reaffirmed in filings with the Commission or in annual reports to shareholders. In general, statements containing or relating to projections of certain financial items, management plans and objectives, future economic performance included in management's discussion and analysis of earnings summaries, and disclosed assumptions underlying or relating to these statements would be deemed not to be false or misleading under the securities laws unless they were prepared without a reasonable basis or disclosed other than in good faith. The rule would be available for statements made or reaffirmed in documents filed with the Commission or in annual reports to shareholders by companies which are subject to the reporting requirements of the Exchange Act or which have included these statements in registration statements under the Securities Act. The rules have been adopted in furtherance of the Commission's goal of encouraging the disclosure of forward looking information as recommended by the Advisory Committee on Corporate Disclosure. (Rel. 33-6084)

FOR FURTHER INFORMATION CONTACT: The Office of the Chief Counsel, Division of Corporation Finance at (202) 755-1240

COMMISSION ANNOUNCEMENTS

PROPOSED GUIDELINES FOR DISCLOSURE BY ELECTRIC AND GAS UTILITY COMPANIES

The Commission today issued for comment proposed staff guidelines for disclosure in registration statements and reports filed by electric and gas utility companies. These proposed guidelines were developed in response to the recommendation of the Advisory Committee on Corporate Disclosure that the Commission develop disclosure guidelines for specific industries with the requirements for each reflecting the particular characteristics of the industry under consideration. The proposed guidelines reflect practices presently followed by the Commission's Division of Corporation Finance in administering the disclosure requirements of the securities laws and a number of suggestions, derived from the comments elicited on the preliminary release and other sources, which are intended to improve the quality of the disclosure contained in various documents filed by electric and gas utility companies. (Rel. 33-6085)

FOR FURTHER INFORMATION CONTACT: William H. Carter at (202) 376-8090

NATIONAL SECURITIES CLEARING CORPORATION

In a letter dated March 15 to National Securities Clearing Corporation (NSCC) (Rel. 34-15640) the Commission requested that NSCC submit written statements on its views and arguments concerning the two issues remanded for further study and explication by the U.S. Court of Appeals in the Bradford decision. On June 15 the Commission received a letter from NSCC containing its report on the selection of a facilities manager for NSCC without competitive bidding. This report is being released for public comment. Comments should be sent to George A. Fitzsimmons, Secretary, Securities and Exchange Commission, Washington, D.C. on or before July 27 and should refer to File No. 600-15. (Rel. 34-15940)

FOR FURTHER INFORMATION CONTACT: Michael J. Simon at (202) 755-8767

ADMINISTRATIVE PROCEEDINGS

DONALD F. HOYT BARRED

The Commission has simultaneously instituted administrative proceedings against Donald F. Hoyt of Utica, Michigan, and accepted an offer of settlement from Hoyt by which Hoyt consented to a Commission order barring him from being associated with any broker, dealer, investment adviser or investment company. Without admitting or denying the findings, Hoyt consented to findings by the Commission that on May 1 he was convicted in the Federal District Court at Detroit to one count of an indictment charging him with embezzlement and misapplication of funds from a federally insured credit union, and to another count charging him with securities fraud. Based upon those findings, the Commission imposed the above sanction. (Rel. 34-15904)

CIVIL PROCEEDINGS

LOREN J. BERMAN ENJOINED

The Commission announced that on June 19 the U.S. District Court for the Central District of California entered a Judgment of Permanent Injunction by default against Loren J. Berman of Malibu, California. The District Court permanently enjoined Berman from violating the antifraud and margin provisions of the Securities Exchange Act of 1934. Berman failed to file an answer or otherwise move with respect to the Commission's complaint filed on March 9, 1978. The complaint alleged that Berman violated the antifraud and margin provisions of the Exchange Act in certain transactions in securities of Triton Oil & Gas Corporation. (SEC v. Loren J. Berman, U.S.D.C. C.D. Cal., Civil Action No. 78-0906 LEW [Px]). (LR-8790)

HOLDING COMPANY ACT RELEASES

LOUISIANA POWER & LIGHT COMPANY

An order has been issued authorizing a proposal of Louisiana Power & Light Company, subsidiary of Middle South Utilities, Inc., to amend its charter to provide for a new class of preferred stock having a par value of \$25 per share and to increase the authorized number of its preferred and common shares. (Rel. 35-21113 - June 20)

NORTHEAST UTILITIES

An order has been issued approving a proposal of Northeast Utilities, a registered holding company, to issue and sell up to 3,000,725 shares of common stock, par value \$5 per share, pursuant to its Dividend Reinvestment and Common Share Purchase Plan from time to time through June 30, 1981. The proceeds of such sales will be used to repay Northeast's short term debt and to make capital contributions or loans to Northeast's subsidiaries. (Rel. 35-21114 - June 21)

ALLEGHENY POWER SYSTEM, INC.

A notice has been issued giving interested persons until July 30 to request a hearing on a proposal of Allegheny Power System, Inc., a registered holding company, whereby Allegheny will issue and sell up to 4,700,000 shares of common stock, par value \$2.50 per share, for estimated cash proceeds of \$79,900,000. (Rel. 35-21117 - June 25)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGE

The Pacific 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-PSE-79-6) to require all executing members or their representatives to be physically available during the PSE trade comparison process and to provide fines for noncompliance. Publication of the proposal is expected to be made in the Federal Register during the week of June 25. (Rel. 34-15943)

NOTICE OF PROPOSED RULE CHANGES

The following stock exchanges have filed proposed rule changes pursuant to Rule 19b-4: The American Stock Exchange, Inc. (SR-Amex-79-8) to add Government National Mortgage Association securities to its United States Government odd-lot program. (Rel. 34-15946) and The Pacific Stock Exchange Inc. (SR-PSE-79-9) to modify standards for listing and delisting certain classes of securities. (Rel. 34-15947)

Publication of the above proposals are expected to be made in the Federal Register during the week of June 25.

APPROVAL OF AMENDED PROPOSED RULE CHANGE

The Commission has approved an amended proposed rule change filed by the Municipal Securities Rulemaking Board (SR-MSRB-78-5) concerning product advertising of municipal securities. The rule (a) prohibits a municipal securities professional from publishing or causing to be published an advertisement concerning municipal securities that such professional knows or has reason to know is false or misleading and (b) required that all advertisements concerning municipal securities be approved in writing by appropriate supervisory personnel prior to first use and that a separate record be maintained of such advertisements. (Rel. 34-15936)

PROPOSED AMENDMENT TO CSE/NASD ALLOCATION PLAN

The National Association of Securities Dealers, Inc. and the Cincinnati Stock Exchange, Inc. have filed an amendment to their proposed plan for allocating regulatory responsibility under Rule 17d-2. Comments within 30 days of publication in the Federal Register. (Rel. 34-15942)

EXTENSION OF PROVISIONAL APPROVAL OF ALLOCATION PLANS FILED UNDER RULE 17d-2

The Commission announced the extension, until January 1, 1980, of the period of provisional approval of the plans allocating regulatory responsibilities between the National Association of Securities Dealers, Inc., the Boston Stock Exchange, Cincinnati Stock Exchange, Midwest Stock Exchange and the Pacific Stock Exchange. The period of provisional approval as established by Rel. 34-15191 (September 26, 1978) expired on June 13, 1979. Extension of the approval period would permit the parties to complete the submissions required by the September Order, to clarify the amendments to the allocation plans which have been recently submitted, and to resolve certain interpretive difficulties arising under the plans. It would also enable the Commission, as part of its continuing review of the regulatory programs of the self-regulatory organizations (the SRO's), to focus more particularly on the capabilities of the parties to perform their responsibilities under the plans. (Rel. 34-15941)

MISCELLANEOUS

HEWETT JOHNSON SWANSON & BARBEE

A notice has been issued giving interested persons until July 16 to request a hearing on an application of Hewett Johnson Swanson & Barbee, a law firm organized as a partnership under the laws of Texas, 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 Hewett Johnson Swanson & Barbee Retirement Plan. (Rel. 33-6082)

LORD, DAY & LORD

A notice has been issued giving interested persons until July 17 to request a hearing on an application of Lord, Day & Lord, a law firm organized as a partnership under the laws of New York, 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 Lord, Day & Lord Retirement Plan. (Rel. 33-6083)

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-16) ARIZONA PUBLIC SERVICE COMPANY, 411 North Central Ave., Phoenix, Arizona 85004 (602) 271-7900 - 1,070,244 shares of common stock. The company is engaged in providing electricity and natural gas. (File 2-64831 - June 22)
- (S-6) THE CORPORATE INCOME FUND, TWENTY-FIRST SHORT TERM SERIES, One Liberty Plaza, 165 Broadway, New York, N.Y. 10080 - an indefinite number of units of beneficial interest. Depositors: Merrill Lynch, Pierce, Fenner & Smith Inc., One Liberty Plaza, 165 Broadway, New York, N.Y. 10080, Bache Halsey Stuart Shields Inc. and Dean Witter Reynolds Inc. (File 2-64832 - June 22)
- (S-14) FIRST CITY BANCORPORATION OF TEXAS, INC., 1001 Main St., Houston, Tex. 77002 (713) 658-6873 - 1,172,407 shares of common stock. (File 2-64833 - June 22)
- (S-8) EXXON CORPORATION, 1251 Avenue of the Americas, New York, N.Y. 10020 (212) 398-2000 - \$16 million of participations and 316,049 shares of capital stock. (File 2-64834 - June 22)
- (S-1) AMPAL-AMERICAN ISRAEL CORPORATION, 10 Rockefeller Plaza, New York, N.Y. 10020 - \$15 million of ten year, 8% redeemable debentures, Series Z, 1989. Underwriter: Ampal Securities Corporation, 10 Rockefeller Plaza, New York, N.Y. 10020. The company is engaged in financing industrial, financial, commercial and agricultural enterprises in Israel. (File 2-64835 - June 22)
- In a separate statement the company seeks registration of \$5 million of ten year, 8% redeemable debentures, Series Y, 1989. (File 2-64836 - June 22)
- (S-6) E. F. HUTTON TAX-EXEMPT TRUST, NEW YORK SERIES 12, One Battery Park Plaza, New York, N.Y. 10004 - 6,000 units. Depositor: E. F. Hutton & Company Inc. (File 2-64837 - June 22)
- (S-14) UNITED SPECIALTY RETAILERS, INC., 681 Market St., San Francisco, Cal. 94105 (415) 957-4000 - 2,314,843 shares of common stock. (File 2-64838 - June 22)
- (S-8) TOPPS & TROUSERS, 681 Market St., San Francisco, Cal. 94105 (415) 957-4000 - 550,800 shares of common stock. (File 2-64839 - June 22)
- (S-18) GAMCO INDUSTRIES, INC., 291 Cox St., Roselle, N.J. 07203 - 5,000,000 shares of common stock. (File 2-64840 - June 22)
- (S-8) TAFT BROADCASTING COMPANY, 1906 Highland Ave., Cincinnati, Ohio 45219 (513) 381-2838 - 40,000 shares of common stock. (File 2-64841 - June 22)
- (S-8) WITCO CHEMICAL CORPORATION, 277 Park Ave., New York, N.Y. 10017 (212) 355-1800 - 762,380 shares of common stock. (File 2-64842 - June 25)
- (S-11) FIRST CAPITAL INCOME PROPERTIES, LTD. - SERIES V, 3195 Ponce de Leon Blvd., Coral Gables, Fla. 33134 - 25,000 limited partnership units. (File 2-64843 - June 25)
- (S-14) SKAGGS COMPANIES, INC., 310 Bearcat Dr., P.O. Box 30658, Salt Lake City, Utah 84125 (801) 487-4531 - 2,080,588 shares of common stock and 2,103,121 of \$5.51 cumulative preferred stock, (File 2-64844 - June 25)
- (S-8) MCQUAY-PERFEX INC., 5401 Gamble Dr., P.O. Box 9316, Minneapolis, Minn. 55440 (612) 533-5000 - 157,368 common shares. (File 2-64845 - June 25)
- (S-8) CHATEAU DE VILLE, INC., 220 Worcester Rd., Framingham, Mass. 01701 (617) 742-9100 - 126,371 shares of common stock. The company operates celebrity and dinner theatres, function services and discotheques. (File 2-64846 - June 25)
- (S-8) GOULDS PUMPS, INCORPORATED, 240 Fall St., Seneca Falls, N.Y. 13148 (315) 568-5811 - 250,000 shares of common stock. (File 2-64847 - June 25)

- (S-16) ROGERS CORPORATION, Rogers, Conn. 06263 (203) 774-9605 - 82,823 shares of common stock. Underwriter: Hambrecht & Quist. The company develops, manufactures and markets, among other things, polymeric materials. (File 2-64848 - June 25)
- (S-8) SUN COMPANY, INC., 100 Matsonford Rd., Radnor, Pa. 19087 (215) 293-6000 - 875,000 shares of common stock and \$36,515,625 of interests. (File 2-64849 - June 25)
- (S-8) IONICS, INCORPORATED, 65 Grove St., Watertown, Mass. 02172 (617) 338-2800 - 50,000 shares of common stock. (File 2-64850 - June 25)
- (S-8) UNITRODE CORPORATION, 580 Pleasant St., Watertown, Mass. 02172 (617) 725-1531 - 350,000 shares of common stock. (File 2-64852 - June 25)
- (S-7) MONTGOMERY WARD CREDIT CORPORATION, Bancroft Bldg., Suite 100, Concord Plaza, 3411 Silverside Rd., Wilmington, Del. 19810 (302) 478-9420 - \$50 million of medium-term notes. Underwriters: Montgomery Ward Securities, Inc. and Lehman Brothers Kuhn Loeb Inc. The company is engaged in the financing of customer receivables of Montgomery Ward & Co. Inc. (File 2-64853 - June 25)

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 June 5 - 11, 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>
KCSI Co. (Wholly-owned subsidiary of Kansas City Southern Industries, Inc.)	Pioneer Western Corp. (Largo, FL) Common Stock - 2,013,074 shs. (96.3%) (Above shares were acquired pursuant to the Tender Offer.)	6-5-79
* Elizabeth Jeanne Rowe, Individually and Trustee	Rowe Furniture Corp. (Salem, VA) Common Stock - 239,265 shs.	6-5-79
* Michael A. Rowe, Individually and Trustee	Rowe Furniture Corp. (Salem, VA) Common Stock - 127,711 shs.	6-5-79
* Keith J. Rowe, Individually and Co-Executor	Rowe Furniture Corp. (Salem, VA) Common Stock - 354,428 shs. (Included above are shares owned by his wife, individually and as custodian.)	6-5-79
Estate of Donald E. Rowe, Jr.	Rowe Furniture Corp. (Salem, VA) Common Stock - 221,311 shs.	6-5-79
E. F. Hutton & Co. Inc. William L. Clayton	Standard Dredging Corp. (Baltimore, MD) Common Stock - 149,590 shs. (13.9%)	6-5-79
O. K. Foods Limited (Bahamas)	Teletrans Industries, Inc. (NYC) Common Stock - 300,000 shs.	6-5-79
* Petrie Stores Corp.	Toys "R" Us, Inc (Saddlebrock, NJ) Common Stock - 1,160,000 shs. (12.7%)	6-5-79
* Alaska Northwest Industries, Inc.	Trailer Equipment Distributors, Inc. (Seattle, WA) Common Stock - 54,760 shs. (10%)	6-5-79
Taro Iketani (Japan)	Ameron, Inc. (Monterey Park, CA) Common Stock - 178,198 shs.	6-6-79

ACQUISITION REPORTS CONT.

Standard Security Life Insurance Co. of New York First International Reinsur- ance Co. Standard Security Investors Corp.	American Dualvest Fund, Inc. (NYC) \$.84 Preferred Stock - 80,100 shs.	6-6-79
Henry Zenzie	Isomet Corp. (Springfield, VA) Common Stock - 477,906 shs. (30%) Common Stock - 400,000 shs. (28%) on exercise of Options	6-6-79
* Johncamp Realty, Inc. (Wholly-owned by Campeau Corp. (Canada)	Prudent Real Estate Trust (NYC) Shs. of Beneficial Interest - 2,626,574 (78.4%)	6-6-79
J. F. Shea Co., Inc.	Space Labs, Inc. (Chatsworth, CA) Common Stock - 43,100 shs.	6-6-79
Trade & Maritime Bancholding Ltd. (Bahamas)	Teletrans Industries Inc. (NYC) Common Stock - 855,000 shs. (14%)	6-6-79
* Initio Financial Inc. Martin Fox Daniel De Stefano	American Garden Products Inc. (Boston, MA) Common Stock - 135,800 shs. (23.25%)	6-7-79
Aetna Life & Casualty Co.	American Re-Insurance Co. (NYC) Capital Stock - 5,294,178 shs. (96.43%)	6-7-79
* Societe des Tuyaux Bonna (France)	Ameron, Inc. (Monterey Park, CA) Common Stock - 223,166 shs.	6-7-79
City Investing Company	C. I. Mortgage Group (NYC) Shs. of Beneficial Interest - 298,400 Shs. of Beneficial Interest - 5,000 on exercise of Warrants	6-7-79
* Neuberger & Berman	C L Assets, Inc. (NYC) Preference Stock - 109,248 shs. (15.8%)	6-7-79
* Columbia Flaming Pit, Inc. Jennings Foods, Inc.	Forum Restaurants, Inc. (Kansas City, MO) Common Stock - 70,137 shs.	6-7-79
* Burton I. Koffman	Ireland's Restaurants, Inc. (Nashville, TN) Common Stock - 193,800 shs. (11.9%)	6-7-79
Geneve Corp. Chaparral Insurance Co. (Wholly-owned subsidiary of Geneve Corp.)	E. F. MacDonald Co. (Dayton, OH) Common Stock - 274,010 shs.	6-7-79
* Birdsboro Corp. Pennsylvania Engineering Corp. Security Management Corp. Victor Posner	Salem Corp. (Pittsburgh, PA) Common Stock - 80,200 shs.	6-7-79
* Columbia Flaming Pit, Inc. Jennings Foods, Inc.	Specialty Restaurants Corp. (Long Beach, CA) Common Stock - 112,800 shs.	6-7-79
* Dover Holdings, Inc. (Wholly-owned subsidiary of Dover Corp.)	Universal Instruments Corp. (Binghamton, NY) Common Stock - 606,718 shs. (39%)	6-7-79
Sanders Development Corp. (Wholly-owned subsidiary of Sanders Associates, Inc.)	California Computer Products, Inc. (Anaheim, CA) Common Stock - 1,260,000 shs. (36.7%) (Above shares were acquired pursuant to the Tender Offer.)	6-8-79
* Orion Capital Corp. Security Insurance Co. of Hartford Bankers National Life Insurance Co.	Chase Convertible Fund of Boston, Inc. (Boston, MA) Common Stock - 556,400 shs. (10.1%)	6-8-79

ACQUISITION REPORTS CONT.

Southeastern Public Service Co. DWG Corp. Security Management Corp. Victor Posner	Heinicke Instruments Co. (Hollywood, FL) Common Stock - 297,000 shs. (10.5%)	6-8-79
* Cohen-Hatfield Industries, Inc.	Intext, Inc. (Scranton, PA) Common Stock - 387,068 shs. (27.9%)	6-8-79
Victor Palmieri & Co. Inc.	United Founders Life Insurance Co. (Oklahoma City, OK) Common Stock - 1,271,527 shs. (26.074%)	6-8-79
* L. C. P. Holdings Ltd. (U.K.), Parent L. C. P. Overseas Ltd. (U.K.) LCP Inc.	Whitlock Corp. (Bayside, NY) Common Stock - 250,000 shs. (12.9%)	6-8-79
* Rhone-Poulenc Inc. (Wholly-owned subsidiary of Rhone-Poulenc S.A. (France))	Anken Industries (Morristown, NJ) Common Stock - 1,049,067 shs. (89%)	6-11-79
* Barry F. Cohen	Barden Corp. (Danbury, CT) Common Stock - 104,760 shs.	6-11-79
* R. David Sudarsky	Barnwell Industries Inc. (Chattanooga, TN) Common Stock - 109,500 shs.	6-11-79
* EMW Associates Inc. EMW Ventures Inc. E. M. Warburg, Pincus & Co. Inc. Lionel I. Pincus & Co.	Bluebird Inc. (Philadelphia, PA) Common Stock - 517,024 shs.	6-11-79
* Leonard P. Berger, M.D.	Calvert Telecommunications Corp. (Baltimore, MD) Common Stock - 153,600 shs. Common Stock - 25,720 shs. on exercise of Options	6-11-79
Homer Gudelsky	Calvert Telecommunications Corp. (Baltimore, MD) Common Stock - 163,400 shs.	6-11-79
* Bass Brothers Enterprises, Inc. Sid R. Bass	Church's Fried Chicken, Inc. (San Antonio, TX) Common Stock - 946,258 shs.	6-11-79
* First City Financial Corp. Ltd. (Canada)	Colwell Co. (Los Angeles, CA) Common Stock - 118,700 shs.	6-11-79
Andrew M. McIntyre Yolanda McIntyre	DSI Corp. (Nashville, TN) Common Stock - 220,000 shs.	6-11-79
Richard Wayman	DSI Corp. (Nashville, TN) Common Stock - 220,000 shs.	6-11-79
* Walter Kidde & Co. Inc.	EDO Corp. (College Point, NY) Common Stock - 343,000 shs. (27.4%)	6-11-79

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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 on request. All other reference material is available in the SEC Docket.

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