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U.S. SECURITIES AND
EXCHANGE COMMISSION

Issue 80-52

March 14, 1980

RULES AND RELATED MATTERS

ADOPTION OF TECHNICAL AMENDMENT TO FORM N-27F-1

The Commission has adopted a technical amendment to Form N-27F-1 contained in Rule 27f-1 under the Investment Company Act of 1940. Form N-27F-1 provides notice to periodic plan certificate holders of their right of withdrawal with respect to periodic payment plan certificates. The revised notice permits clearer disclosure of the various charges which have been deducted prior to the sending of the notice when the certificate holder has made a number of monthly payments or their equivalent as an initial investment. (Rel. IC-11086)

FOR FURTHER INFORMATION CONTACT: Marsha Gilman at (202) 272-3036

APPLICATION OF RULE 10b-6 TO PURCHASES PURSUANT TO CERTAIN TENDER OFFERS

The Commission is adopting an amendment to Rule 10b-6 under the Securities Exchange Act of 1934 excepting from that Rule purchases of securities pursuant to a tender offer by an issuer or an affiliate of such issuer for securities of the issuer which is subject to and made in compliance with Rule 13e-4 where the issuer or affiliate making such offer is subject to Rule 10b-6 solely because the issuer has outstanding securities convertible into or exchangeable for the security for which the tender offer will be made (subject security). The exception also will apply to purchases pursuant to a tender offer by an affiliate for the issuer's securities where the tender offer is subject to and made in compliance with Section 14(d) [15 U.S.C. § 78n(d)] and the rules thereunder. The Commission believes that adequate safeguards exist in the context of such offers and that additional regulation under Rule 10b-6 is not necessary. (Rel. 33-6197)

FOR FURTHER INFORMATION CONTACT: Mary E. Chamberlin at (202) 272-2828

APPLICATION OF RULE 10b-6 TO CERTAIN DISTRIBUTIONS OF SECURITIES BY ISSUERS

The Commission is proposing for comment amendments to Rule 10b-6 under the Securities Exchange Act of 1934 which would except from the application of Rule 10b-6 distributions of securities pursuant to employee or shareholder plans sponsored by an issuer. The Commission believes that such distributions generally do not appear to present the potential for the manipulative abuse Rule 10b-6 was designed to prohibit. Comments should be submitted in triplicate to George A. Fitzsimmons, Secretary, Securities and Exchange Commission, Room 892, 500 North Capitol Street, Washington, D.C. 20549, on or before April 30 and should refer to File No. S7-826. All submissions will be available for public inspection. (Rel. 33-6198)

FOR FURTHER INFORMATION CONTACT: Mary E. Chamberlin at (202) 272-2828

COMMISSION ANNOUNCEMENTS

DELEGATION OF AUTHORITY TO THE DIRECTOR OF THE DIVISION OF MARKET REGULATION

The Commission is amending its regulations to delegate authority to the Director of the Division of Market Regulation to grant exemptions from Rule 13e-4 under the Securities Exchange Act of 1934 [17 CFR §240.13e-4] pursuant to paragraph (g)(5) thereof. (Rel. 33-6199)

FOR FURTHER INFORMATION CONTACT: Mary E. Chamberlin at (202) 272-2828

INVESTMENT COMPANY ACT RELEASES

FIDELITY DAILY INCOME TRUST

A notice and order for hearing, limited to written briefs to the Commission, pursuant to a schedule to be determined by the Secretary, has been issued on an application for an order pursuant to Sections 2(a)(9) and 2(a)(19) of the Investment Company Act of 1940 or, alternatively, pursuant to Section 554(e) of the Administrative Procedure Act determining that Messrs. George K. McKenzie and William R. Spaulding, trustees of Fidelity Daily Income Trust, are controlled and interested persons of Fidelity Management and Research Company. (Rel. IC-11078 - Mar. 12)

REAL ESTATE ASSOCIATES LIMITED II

An order has been issued pursuant to Section 6(c) of the Investment Company Act of 1940 on an application of Real Estate Associates Limited II, a California limited partnership organized to invest through other limited partnerships in government-assisted low and moderate income rental housing, and its general partners, National Partnership Investments Corp. (formerly Sonnenblick-Goldman Corp. of California) and National Partnership Investments Associates, exempting the partnership from all provisions of the Act. (Rel. IC-11082 - Mar. 12)

JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY

A notice has been issued giving interested persons until April 9 to request a hearing on an application of John Hancock Mutual Life Insurance Company and John Hancock Variable Account C-1, registered under the Investment Company Act of 1940 as a diversified open-end management investment company, for an order, pursuant to Section 6(c) of the Act, granting exemptions from the provisions of Section 17(f) and 27(c)(2) of the Act and Rule 17f-2 thereunder. (Rel. IC-11083 - Mar. 13)

DON F. GASTON

An order has been issued pursuant to Section 9(c) of the Investment Company Act of 1940 which exempts Don F. Gaston from the provisions of Section 9(a) of the Act to the extent that said provisions would become operative as a result of the entry of a Final Judgment of Permanent Injunction and Ancillary Relief against Mr. Gaston in SEC v. Montauk Corp. [D.D.C. No. 78-1364]. (Rel. IC-11084 - Mar. 13)

INTERCAPITAL TAX-EXEMPT SECURITIES INC.

A notice has been issued giving interested persons until April 7 to request a hearing on an application of InterCapital Tax-Exempt Securities, Inc. and InterCapital Industry-Valued Securities Inc., for an order, pursuant to Section 6(c) of the Investment Company Act of 1940, exempting a director of Applicants from the provisions of Section 2(a)(19) of the Act to the extent that said director might otherwise be deemed an "interested person" of Applicants because said director is also a director of a registered broker-dealer. (Rel. IC-11085 - Mar. 13)

HOLDING COMPANY ACT RELEASES

MIDDLE SOUTH UTILITIES, INC.

An order has been issued authorizing Middle South Utilities, Inc., a registered holding company, and several of its subsidiaries, to increase from \$565 million to \$808 million the commitments of certain banks under a bank loan agreement and to make other changes in such agreement and related agreements. The increased amounts are for the continuance of construction of the Grand Gulf Nuclear Electric Generating Station. (Rel. 35-21473 - Mar. 12)

ALLEGHENY POWER SYSTEM, INC.

An order has been issued authorizing Allegheny Power System, Inc., a registered holding company, to amend its charter to increase the number of shares of its common stock and to solicit proxies in connection therewith. (Rel. 35-21475 - Mar. 13)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF FILING AND SUMMARY EFFECTIVENESS OF PROPOSED RULE CHANGE

The New York Stock Exchange, Inc. has filed a proposed rule change which has been put into effect summarily under Rule 19b-4 (SR-NYSE-80-9) which would implement, on a pilot basis, an Opening Automated Report Service to facilitate reporting of market orders received through DOT prior to the opening of trading. Publication of the proposal is expected to be made in the Federal Register during the week of March 17. (Rel. 34-16649)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the Midwest Stock Exchange, Inc. (SR-MSE-79-21). The rule change removes the requirement that MSE specialists match at least one side of the primary market quotation, and provides rules governing the MSE "BEST System" for the guaranteed execution, according to a prescribed formula, of agency market and limit orders of between 100 and 399 shares. (Rel. 34-16650)

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) GRUMMAN CORPORATION, Bethpage, N.Y. 11714 (516) 575-3344 - \$75 million of convertible subordinated debentures, due April 1, 2000. Underwriters: Dillon, Read & Co. Inc. and Drexel Burnham Lambert Inc. (File 2-66894 - Mar. 13)
- (S-2) KNIGHT ROYALTY CORPORATION, 1700 Broadway, Suite 2300, Denver, Colo. 80290 (303) 861-1558 - 3,300,000 shares of common stock. Underwriter: J. Daniel Bell & Co., Inc., 1430 Marimer St., Suite 300, Denver, Colo. 80202 (303) 623-0777. The company was organized to engage in the acquisition of royalty and mineral interests and leases, among other things. (File 2-66895 - Mar. 12)
- (S-16) SOUTHERN CALIFORNIA EDISON COMPANY, 2244 Walnut Grove Ave., P.O. Box 800, Rosemead, Cal. 91770 (213) 572-1212 - \$200 million of first and refunding mortgage bonds, Series NN, due 2005. The company is engaged in supplying electric energy. (File 2-66896 - Mar. 12)
- (S-14) SMITHKLINE CORPORATION, 1500 Spring Garden St., Philadelphia, Pa. 19101 (215) 854-4000 - 4,605,825 shares of common stock. (File 2-66898 - Mar. 12)
- (S-1) WESTERN OIL SHALE CORPORATION, 2601 Northwest Expressway, Oklahoma City, Okla. 73112, MAGIC CIRCLE OIL CO., MAGIC CIRCLE GAS CORPORATION, MAGIC CIRCLE DRILLING CO., AND MAGIC CIRCLE ENERGY CORPORATION, 3001 United Founders Blvd., Oklahoma City, Okla. 73112 - 12,885,635 shares of common stock. (File 2-66905 - Mar. 13)
- (S-7) OAK INDUSTRIES INC., 1523 East Valley Pkwy., Escondido, Cal. 92027 (714) 743-7533 - \$50 million of convertible subordinated debentures, due April 1, 2000. Underwriter: Drexel Burnham Lambert Inc. The company provides over-the-air subscription television services. (File 2-66919 - Mar. 14)
- (S-16) AMERICAN TELEPHONE AND TELEGRAPH COMPANY, 195 Broadway, New York, N.Y. 10007 (212) 393-9800 - 29,000,000 common shares. (File 2-66922 - Mar. 14)

CORRECTION

In the News Digest dated March 7, 1980, under the heading "Registrations Effective" for the date February 29 (see page 5), the listing which read "Noxco Corp., 2-66185", was in error. The correct spelling of the company name is "Noxso Corp." (The file number is correct.)

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