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Issue 77-66  
(SEC Docket, Vol. 11, No. 16 - April 19)

U.S. SECURITIES AND  
EXCHANGE COMMISSION April 6, 1977

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## NOTICE OF COMMISSION MEETINGS

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### CHANGES IN COMMISSION MEETINGS SCHEDULED

(1) Change in time of meeting: The meeting scheduled for April 12, 1977 in the Commission Notice of Meetings which appeared in 42 FR No. 63, PP 17580-17583 (SEC News Digest of April 4, 1977) will be held on April 13, 1977.

(2) Additional Matters to be Considered at the following meeting: April 7, 1977 - Open Meeting - Consideration of a shareholder proposal submitted to Automation Industries, Inc. by Mr. Carl Olson.

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## TRADING SUSPENSIONS

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### TRADING SUSPENDED IN ORMONT DRUG & CHEMICAL CO., INC.

The SEC announced the single ten-day suspension of exchange and over-the-counter trading in the securities of Ormont Drug & Chemical Co., Inc. (Ormont), a New York corporation located in Englewood, New Jersey, for the period beginning on April 5 and terminating at midnight (EST) on April 14, 1977.

The Commission ordered the suspension at the request of the company in view of the lack of adequate and accurate public information regarding Ormont's financial condition as it relates to its major creditor, Chase Manhattan Bank, N.A. (Rel. 34-13430)

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## COURT ENFORCEMENT ACTIONS

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### JOEL KLINE ENJOINED

The Washington Regional Office announced that on March 18 an order of permanent injunction by consent was entered by Judge John J. Sirica, of the Federal District Court for the District of Columbia, against Joel Kline of Sarasota, Florida. The order permanently enjoins Joel Kline from violations of the antifraud provisions of the securities laws and from trading as an interested person during the course of a distribution in violation of Rule 10b-6 of the Securities Exchange Act of 1934. The judgment was entered against Joel Kline without his admitting or denying the allegations in the Commission's complaint. (SEC v. Joel Kline, U.S.D.C. D.C., Civil Action No. 77-0472). (LR-7853)

### COMPLAINT NAMES METRO-URBAN INVESTMENT CORPORATION, BLINDER ROBINSON & CO., INC., OTHERS

The Commission announced that on March 31 a complaint was filed in the U.S. District Court for the Eastern District of New York seeking to permanently enjoin Metro-Urban Investment Corporation, its president Clinton C. Jenkins, Blinder Robinson & Co. Inc., and its president Meyer Blinder from violations of the antifraud provisions of the securities laws in the offer and sale of common stock of Metro-Urban Investment Corporation and other securities. The complaint alleges that in the period 1973 to the present, the defendants made misleading statements concerning Metro's gold mining operations in Costa Rica. (SEC v. Metro-Urban Investment Corporation, et al., E.D.N.Y. 77 Civ. 627). (LR-7855)

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## INVESTMENT COMPANY ACT RELEASES

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### KEYSTONE CUSTODIAN FUNDS

A notice has been issued giving interested persons until April 28 to request a hearing on an application of Keystone Custodian Funds, Inc. as trustee for Keystone Custodian Funds, Series B-1, B-2, B-4, K-1, K-2, S-1, S-2, S-3 and S-4, The Keystone Company of

Boston and Cornerstone Financial Services, Inc., for an order pursuant to Section 6(c) modifying two prior orders under Section 6(c) to extend the time within which shareholder approval of certain underwriting contracts must be obtained. (Rel. IC-9708 - Apr. 4)

#### MASSMUTUAL INCOME INVESTORS

A notice has been issued giving interested persons until April 29 to request a hearing on an application of MassMutual Income Investors, Inc. (Fund), registered under the Act as a diversified, closed-end, management investment company, and Massachusetts Mutual Life Insurance Company (Insurance Company), a mutual life insurance company which is investment adviser to the Fund, requesting an order (1) pursuant to Section 17(d) of the Act and Rule 17d-1 thereunder permitting the Insurance Company and the Fund to purchase \$8 million principal amount and \$2 million principal amount, respectively, of a new issue of 9-1/4% 25 year first mortgage bonds (bonds) of Ohio Electric Company, at 100% of the principal amount thereof plus accrued interest, and (2) pursuant to Section 17(a) of the Act exempting from the provisions of Section 17(a) of the Act the sale by the Insurance Company to the Fund of \$2 million principal amount of the bonds at 100% of the principal amount thereof plus accrued interest, in the event the Insurance Company has purchased the aggregate \$10 million principal amount of such bonds prior to the Commission's issuance of the requested order permitting the joint purchase of the bonds. (Rel. IC-9709 - Apr. 5)

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## SELF-REGULATORY ORGANIZATIONS

#### NOTICE OF PROPOSED RULE CHANGE

The Chicago Board Options Exchange, Incorporated has filed a proposed rule change under Rule 19b-4 (SR-CBOE-77-5) to permit strike price intervals of 5 points for option series between 10 and 80, and 10 point intervals for option series above 80. Publication of the proposal is expected to be made in the Federal Register during the week of April 4. (Rel. 34-13429)

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## SECURITIES ACT REGISTRATIONS

#### (S-16) NATIONAL MINE SERVICE COMPANY

3000 Koppers Bldg., Pittsburgh, Pa. 15219 - 100,000 shares of common stock, to be offered for sale by certain stockholders at prices and on terms obtainable at the time of sale. The company manufactures and sells mining machinery, sells distributor products and repairs and rebuilds hydraulic components for mining equipment, principally for use in underground bituminous coal mines. (File 2-58454 - Mar. 21)

#### (S-14) PANHANDLE EASTERN PIPE LINE COMPANY

3000 Bissonnet, Houston, Tex. 77001 - 535,019 shares of common stock issuable in connection with the acquisition of Dixilyn Corporation. Panhandle and its subsidiaries are primarily engaged in the purchase, transmission and sale of natural gas in interstate commerce. (File 2-58501 - Mar. 28)

#### (S-7) BEEHIVE INTERNATIONAL

4910 Amelia Earhart Dr., Salt Lake City, Utah 84125 - 300,000 shares of common stock, to be offered for sale by the company and 186,600 shares of common stock to be offered for sale by certain selling shareholders. The underwriters are Boettcher & Co., 828 17th St., Denver, Colorado 80202. The company manufactures and sells peripheral equipment for use with computers, medical computer systems and video display computer systems. (File 2-58599 - Apr. 4)

#### (S-7) TEXAS UTILITIES COMPANY

2001 Bryan Tower, Dallas, Tex. 75201 - 5,000,000 shares of common stock, to be offered for sale through underwriters headed by Morgan Stanley & Co. Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Inc., and Salomon Brothers, c/o Morgan Stanley & Co. Inc., 1251 Avenue of the Americas, New York, N.Y. 10020, at a price to be negotiated. The company is a public utility holding company, the three principal subsidiaries of which are engaged in the electric utility business. (File 2-58600 - Apr. 4)

#### (S-6) AMERICAN TAX-EXEMPT BOND TRUST, SERIES 18

215 North Main St., West Bend, Wis. 53095 - \$5,512,500 of units, to be offered for sale at net asset value (\$1,050 maximum). The Trust is the eighteenth of a series

of unit investment trusts proposed to be created under a trust indenture among B.C. Ziegler and Company, as sponsor, United States Trust Company of New York, as trustee, and Standard & Poor's Corporation, as evaluator. It consists of a portfolio of interest-bearing obligations issued by or on behalf of states, counties, municipalities and territories of the United States and authorities and political subdivisions thereof, the interest on which is, in the opinion of bond counsel, exempt from all Federal income tax under existing law. (File 2-58601 - Apr. 4)

(S-1) VSC, INC.

Clara City, Minn. 56222 - \$1 million of subordinated debentures, Series A, B, C and D, 6,000 shares of common stock and \$500,000 of subordinated debentures, Series E, to be offered for sale by the company separately, and not as units, at par and at \$75 per share respectively. The company is engaged primarily in the wholesale distribution of dry goods and variety merchandise to its retail store members. (File 2-58603 - Apr. 4)

## 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 March 21 - 31, 1977. 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.

| <u>REPORTING COMPANY<br/>OR INDIVIDUAL</u>   | <u>ISSUER &amp; NUMBER OF SHARES</u>  | <u>DATE FILED</u> |
|--|---|-------------------|
| Thomas A. Luken, Trustee in<br>Bankruptcy for Walter E.<br>Schott, Jr.   | Schott Industries, Inc. (Cincinnati, Ohio)<br>Common Stock - 599,000 shs.   | 3-21-77           |
| W. Watson Laforce, Jr.<br>Kenn S. George   | Olix Industries, Inc. (Kansas City, Kans.)<br>Common Stock - 76,542 shs.<br>(Mr. George has an Option to purchase an<br>additional 8,500 shares of Common Stock.) | 3-21-77           |
| United Insurance Company of<br>America<br>(Wholly-owned subsidiary of<br>Unicoa Corp.)   | Colt Industries, Inc. (New York City)<br>\$4.25 Series D Convertible<br>Preferred Stock - 49,700 shs.   | 3-21-77           |
| * Mitchell E. Goldstone  | Alphanumeric Inc. (New York City)<br>Common Stock - 563,025 shs.<br>(Included above are shares owned by<br>his wife.)   | 3-21-77           |
| * UIC Investments, Inc.<br>United Insurance Company of<br>America<br>Trinity Universal Insurance Co.<br>Argonaut Insurance Company,<br>et al | Brockway Glass Co., Inc. (Brockway, Pa.)<br>Common Stock - 843,500 shs.   | 3-21-77           |
| * Berkshire Hathaway Inc.  | Tenneco Offshore Co., Inc. (Houston, Tex.)<br>Common Stock - 1,338,500 shs.<br>on conversion of Debentures  | 3-21-77           |
| * Econtech (Canada)<br>(Wholly-owned subsidiary of<br>Camp Investments Ltd.)<br>Camp Investments, Ltd. (Canada)<br>et al                     | Bow Valley Industries, Inc. (Calgary,<br>Alberta, Canada)<br>Common Stock - 398,500 shs.  | 3-21-77           |
| * Federated Reinsurance Corp.<br>(Wholly-owned subsidiary of<br>Federated Development Co.)   | First Texas Financial Corporation (Dallas, Tex.)<br>Common Stock - 123,000 shs.   | 3-21-77           |
| * American Financial Corporation   | Combined Communications Corporation<br>(Phoenix, Ariz.)<br>Common Stock - 1,450,100 shs.<br>Common Stock - 750,000 shs.<br>on exercise of Warrants                | 3-21-77           |

ACQUISITION REPORTS CONT.

|  |  |         |
|--|--|---------|
| * American Financial Corporation   | Government Employees Financial Corporation<br>(Denver, Colo.)<br>Common Stock - 196,300 shs.<br>Preferred Stock - 6,600 shs.   | 3-21-77 |
| * Ronnie R. Ewton<br>Robert C. Seneca  | American Bancshares, Inc. (No. Miami, Fla.)<br>Common Stock - 409,344 shs.   | 3-21-77 |
| * Bio-Rad Laboratories, Inc.   | Block Engineering, Inc. (Cambridge, Mass.)<br>Common Stock - 72,100 shs.   | 3-21-77 |
| UTL Corporation Employee Stock<br>Ownership Trust  | UTL Corporation (Dallas, Tex.)<br>Common Stock - 410,035 shs.  | 3-22-77 |
| * Norlin Science and Technology,<br>Inc.<br>(Wholly-owned subsidiary of<br>Norlin Corporation (Panama))              | Aiken Industries, Inc. (New York City)<br>Common Stock - 2,469,971 shs.  | 3-22-77 |
| Stronat Investments Ltd.<br>(Canada)   | Prochemco, Inc. (Amarillo, Texas)<br>Common Stock - 90,000 shs.  | 3-23-77 |
| Imasco Investments, Inc.<br>(Wholly-owned subsidiary of<br>Imasco Ltd. (Canada))                                     | Hardee's Food Systems, Inc. (Rocky Mount, NC)<br>Convertible Preferred Stock - 1,200,000 shs.<br>(100%)  | 3-23-77 |
| Heritage Communications, Inc.  | Kansas State Network, Inc. (Wichita, Kans.)<br>Common Stock - 413,473 shs.   | 3-23-77 |
| Arthur I. Appleton   | Zenith United Corporation (Chicago, Ill.)<br>Common Stock - 481,547 shs.   | 3-23-77 |
| Appleton Electric Company  | Zenith United Corporation (Chicago, Ill.)<br>Common Stock - 485,382 shs.   | 3-23-77 |
| David A. Wingate   | Hi-Shear Industries, Inc. (North Hills, NY)<br>Common Stock - 1,843,700 shs.<br>(Included above are shares owned by his wife.<br>Above shares were acquired by Mr. Wingate<br>on an Exchange of 26,000 shares of Hi-Shear<br>Common Stock for each share of capital stock<br>of Midwood and Hi-Shear Corp. into Hi-Shear<br>Industries.)     | 3-23-77 |
| Philip M. Slonim   | Hi-Shear Industries, Inc. (North Hills, NY)<br>Common Stock - 520,000 shs.<br>(Above shares were acquired by Mr. Slonim on an<br>Exchange of 26,000 shares of Hi-Shear Common<br>Stock for each share of Capital Stock of<br>Midwood Industries, Inc. pursuant to Merger of<br>Midwood and Hi-Shear Corp. into Hi-Shear<br>Industries, Inc.) | 3-23-77 |
| * Gulf & Western Realty Enter-<br>prises, Inc.<br>(Wholly-owned subsidiary of<br>Gulf & Western Industries,<br>Inc.) | Madison Square Garden Corp. (New York City)<br>Common Stock - 2,630,878 shs. (54.8%)<br>Common Stock - 568,613 shs.<br>on exercise of Warrants<br>(753,754 of above shares were acquired<br>pursuant to the Tender Offer.)   | 3-23-77 |
| * Compagnie Industrielle et<br>Financiere des Produits<br>Amylaces S.A. (Luxembourg)                                 | A. E. Staley Manufacturing Co., (Decatur, Ill.)<br>Common Stock - 785,084 shs.   | 3-23-77 |
| * Jerry M. Kleinberg<br>Stephen Kleinberg<br>Wallace Kleinberg   | American Kosher Provisions, Inc.<br>(Brooklyn, N.Y.)<br>Common Stock - 70,720 shs.   | 3-23-77 |
| Gulf & Western Industries, Inc.  | McIntosh Corporation (Chicago, Ill.)<br>Common Stock - 220,000 shs.  | 3-24-77 |
| Melvin Gordon  | Paradise Fruit Co., Inc. (Plant City, Fla.)<br>Common Stock - 59,365 shs.  | 3-24-77 |

ACQUISITION REPORTS CONT.

|  |   |         |
|--|---|---------|
| John T. Horton   | Riverside Real Estate Investment Trust<br>(Jacksonville, Fla.)<br>Common Stock - 16,611 shs.  | 3-24-77 |
| * Samuel Gray  | Webb Resources, Inc. (Denver, Colo.)<br>Common Stock - 651,765 shs.<br>Common Stock - 358,551 shs.<br>on exercise of Warrants & Options   | 3-24-77 |
| * Capital Investments of<br>Hawaii, Inc.   | InterIsland Resorts, Ltd. (Honolulu, Hawaii)<br>Common Stock - 125,756 shs.   | 3-24-77 |
| * Stannet Corp.<br>Stannet Capital Corp.   | Nasco International, Inc. (Fort Atkinson,<br>Wisc.)<br>Common Stock - 513,726 shs.<br>Common Stock - 60,000 shs.<br>on exercise of a Warrant                                    | 3-24-77 |
| Shareholders Protective<br>Committee   | Zenith United Corp. (Chicago, Ill.)<br>Common Stock - 585,116 shs.  | 3-25-77 |
| Husky Petroleum Corp.<br>(Wholly-owned subsidiary of<br>Husky Oil Ltd. (Canada)) | Husky Exploration, Ltd. (Denver, Colo.)<br>Ltd. Partnership Interests - \$3,688,923<br>(18.8%)  | 3-25-77 |
| Norin Food Products, Inc.<br>(Wholly-owned subsidiary of<br>Norin Corp.)         | H. G. Parks, Inc. (Baltimore, Md.)<br>Common Stock - 316,000 shs.<br>(Above shares were acquired pursuant<br>to the Stock Purchase Agreement.)                                  | 3-25-77 |
| Anthonie C. Van Ekris  | Kay Corporation (Alexandria, Va.)<br>Common Stock - 213,817 shs.  | 3-25-77 |
| Charles M. Diker<br>American Diversified Enterprises,<br>Inc.                    | Archon Inc. (City of Industry, Calif.)<br>Common Stock - 72,241 shs. (10.7%)  | 3-25-77 |
| * INA Corporation  | Video Systems Corp. (Pennsauken, N.J.)<br>Common Stock - 100,000 shs.<br>Series A Preferred Stock - 56,500 shs.   | 3-25-77 |
| * Mankato Investment Co.   | Midtex, Incorporated (North Mankato, Minn.)<br>Common Stock - 357,087 shs.  | 3-25-77 |
| * David H. Murdock   | Pacific Holding Corporation (Los Angeles,<br>Calif.)<br>Common Stock - 495,080 shs. (35.6%)   | 3-25-77 |
| W. J. Holt<br>James B. Steed<br>Woodrow O. Brownlee,<br>Voting Trustees          | Micropac Industries, Inc. (Garland, Tex.)<br>Common Stock - 3,905,154 shs.  | 3-28-77 |
| J. Streicher & Co.   | Transcontinental Oil Corp. (Shreveport, La.)<br>Common Stock - 242,653 shs.<br>Common Stock - 52,876 shs.<br>on conversion of Debentures  | 3-28-77 |
| Merrill Lynch & Co., Inc.  | Quotron Systems, Inc. (Los Angeles, Calif.)<br>Common Stock - 400,000 shs.<br>on exercise of a Warrant  | 3-28-77 |
| American Financial Corp.   | International Mining Corp. (New York City)<br>Common Stock - 153,000 shs.   | 3-28-77 |
| * Studebaker-Worthington, Inc.   | Susquehanna Corp. (Denver, Colo.)<br>Common Stock - 2,298,341 shs. (42.2%)<br>Preferred Stock - 750,280 shs. (50.1%)<br>Common Stock - 500,000 shs.<br>on exercise of a Warrant | 3-28-77 |
| * American Financial Corp.   | Computer Automation, Inc. (Irvine, Calif.)<br>Common Stock - 212,000 shs.   | 3-28-77 |

ACQUISITION REPORTS CONT.

|  |  |         |
|--|--|---------|
| * Merchants Investors Corp.  | Glasrock Products, Inc. (Fairburn, Ga.)<br>Common Stock - 288,812 shs.   | 3-28-77 |
| * David J. Greene and Company  | Cowles Communications, Inc. (New York City)<br>Capital Stock - 377,400 shs.  | 3-28-77 |
| * J. M. Kaplan Fund, Inc.<br>The 1947 Trusts<br>The 1976 Trust<br>Kapflor Corporation, et al | Harper & Row Publishers, Inc. (New York City)<br>Common Stock - 212,500 shs.   | 3-28-77 |
| * American General Insurance Co.   | Service Corporation International (Houston, Tex.)<br>Common Stock - 244,200 shs.<br>Common Stock - 158,167 shs.<br>on conversion of Debentures | 3-28-77 |
| * George Gradow  | Churchill Group (Los Angeles, Calif.)<br>Common Stock - 1,278,462 shs. (77%)   | 3-28-77 |
| * Amended Acquisition Report   |  |         |

The following have made offers to acquire stock of companies listed below pursuant to tender offers as reported to the Commission on Schedule 13D:

| <u>OFFER TO PURCHASE BY:</u>  | <u>ISSUER &amp; NUMBER OF SHARES TO BE PURCHASED</u>  | <u>DATE FILED</u> |
|---|---|-------------------|
| Robert W. Meserve<br>Benjamin H. Lacy, Trustees of<br>Property of Boston & Maine<br>Corp., Debtor | Northern Railroad (Nashua, N.H.)<br>Common Stock - 3,137 shs.<br>for cash at \$15.00 net per share<br>(Trustees presently own 21,460 shares (69.9%))                  | 3-25-77           |
| RKO General, Inc.<br>(Wholly-owned subsidiary of<br>General Tire & Rubber Co.)                    | Cablecom-General, Inc. (Denver, Colo.)<br>Common Stock - All outstanding shares<br>for cash at \$10.00 net per share<br>(RKO presently owns 1,937,859 shares (75.6%)) | 3-23-77           |
| Park Corporation  | West Virginia Acceptance Co. (Charleston, W. Va.)<br>Common Stock - All outstanding shares<br>for cash at \$3.25 net per share  | 3-30-77           |
| Rapid-American Corp.  | McCrorry Corp. (New York City)<br>$4\frac{1}{2}\%$ Preference B Stock - 10,000 shs.<br>for cash at \$40.00 net per share  | 3-31-77           |
| Rapid-American Corp.  | McCrorry Corp. (New York City)<br>\$6 Convertible Preference Stock -<br>Up to 12,000 shares<br>for cash at \$50.00 net per share                                      | 3-31-77           |

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 10¢ per page plus postage (7 days) (\$3.50 minimum); 20¢ per page plus postage for expedited service (4 days) (\$5.00 minimum) and 30¢ per page plus postage for priority service overnight (\$5.00) minimum. Cost estimates are given on request. All other reference material is available in the SEC Docket.

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