

sec news digest

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November 14, 1977

ADMINISTRATIVE PROCEEDINGS

U.S. SECURITIES AND EXCHANGE COMMISSION

BRIEF INVITED IN NASSAR PROCEEDING

The Commission's decision to revoke the registration of Nassar and Company, Inc., of Pittsburgh, Pennsylvania, as a broker and dealer and to bar that firm's sole stockholder, George M. Nassar, from association with any broker or dealer (Richard C. Spangler, Inc., Securities Exchange Act Release No. 12104, February 12, 1976, 8 SEC Docket 1257) was vacated by the Court of Appeals for the District of Columbia Circuit on October 3, 1977. The Court remanded the cause to the Commission for further proceedings.

Accordingly, the Commission has invited briefs from the parties on the issues raised by the Court's opinion. The Commission's order asks counsel to consider the impact of Ernst & Ernst v. Hochfelder, 425 U.S. 185 (1976), and of its own decision in Steadman Security Corporation, Securities Exchange Act Release No. 13695, on Nassar's case. (Rel. 34-14127)

HAYDOCK LAND & LIVESTOCK AND ROGER H. HALLOWELL

Public administrative proceedings have been ordered under the Investment Advisers Act of 1940 against Haydock Land & Livestock Company and Roger H. Hallowell to determine the respondents violated the registration and antifraud provisions of the Securities Act of 1933, the Securities Exchange Act of 1934, and the Investment Advisers Act, in the offer and sale of interests in cattle feeding programs which were issued by Ceres Land Company. The order alleges that the respondents made false and misleading statements and omitted to state material facts while offering and selling these interests, which were unregistered, concerning, among other things: the risk involved in an investment in the programs, the future market price of the cattle and the return the investor would receive on his investment. The order also alleges that the respondents violated the Advisers Act and rules thereunder, by failing to produce required records by members of the staff, and that Hallowell violated the registration provisions of the Advisers Act by engaging in the business as an investment adviser before becoming registered with the Commission. A hearing will be set on the aforementioned allegations by further order. (Rel. IA-610)

INVESTMENT COMPANY ACT RELEASES

PEACHTREE EQUITY SECURITIES

An order has been issued on an application of Peachtree Equity Securities, Inc., an open-end, diversified management investment company, declaring that it has ceased to be an investment company. (Rel. IC-10005 - Nov. 10)

SOUTHERN STATES FUND

A notice has been issued giving interested persons until December 6 to request a hearing on an application of Southern States Fund, Inc., registered under the Act as a closed-end investment company, for an order declaring that it has ceased to be an investment company. (Rel. IC-10006 - Nov. 10)

FUND FOR GOVERNMENT INVESTORS

A notice has been issued giving interested persons until November 30 to request a hearing on an application of Fund for Government Investors, Inc. (Applicant), registered under the Act as a diversified, open-end management investment company, requesting an order pursuant to Section 6(c) of the Act exempting Applicant from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder, to the extent necessary to permit Applicant, generally, to value its assets using the "amortized cost" method of valuation. (Rel. IC-10007 - Nov. 10)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED PLANS

Pursuant to Rule 17d-2 the following four plans for the allocation of regulatory responsibilities have been filed with the Commission: MSE/MCC/MSTC (Rel. 34-14154); AMEX/CBOE/MSE/PHLX/PSE (Rel. 34-14153); NYSE/CSE (Rel. 34-14152); and MSE/CSE (Rel. 34-14151).

NOTICE OF PROPOSED RULE CHANGE

The Midwest Stock Exchange, Inc. (MSE) has filed a proposed rule change under Rule 19b-4 (SR-MSE-77-39) to establish uniformity with respect to the application of the restricted options rule to dually listed exchange traded options. Publication of the proposal is expected to be made in the Federal Register during the week of November 14. (Rel. 34-14160)

The Pacific Stock Exchange, Inc. (PSE) has filed a proposed rule change under Rule 19b-4 (SR-PSE-77-33) to clarify that an order book official may accept certain options orders from a person associated with a member. Publication of the proposal is expected to be made in the Federal Register during the week of November 14. (Rel. 34-14161)

The Options Clearing Corporation (OCC) has filed a proposed rule change under Rule 19b-4 (SR-OCC-77-13) to enable OCC to enforce disciplinary proceedings against members more effectively. Publication of the proposal is expected to be made in the Federal Register during the week of November 14. (Rel. 34-14163)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the Chicago Board Options Exchange, Inc. The rule change (SR-CBOE-77-10) establishes uniformity with respect to the application of the restricted options rule to dually listed exchange traded options. (Rel. 34-14162)

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-11) FIRST WESTERN INCOME REALTY TRUST, 431 Burgess Dr., Menlo Park, Cal. 94025 - 2,000,000 shares of beneficial interest. Underwriter: Landsing Investments. (File 2-60280 - Nov. 10)
- (S-7) BENEFICIAL CORPORATION, Beneficial Bldg., 1300 Market St., Wilmington, Del. 19899 (302) 658-5171 - \$150 million of debentures, due 2007. Underwriter: Blyth Eastman Dillon & Co. Inc. (File 2-60282 - Nov. 10)
- (S-8) WISCONSIN POWER AND LIGHT COMPANY, 222 West Washington Ave., Madison, Wis. 53703 - 50,000 shares of common stock. (File 2-60283 - Nov. 10)
- (S-8) AGWAY INC., 333 Butternut Dr., De Witt, N.Y. 13214 - 30,000 shares of cumulative preferred stock. (File 2-60284 - Nov. 11)
- (S-8) RAYCHEM CORPORATION, 300 Constitution Dr., Menlo Park, Cal. 94025 (415) 329-3333 - 150,000 shares of common stock. (File 2-60285 - Nov. 11)
- (S-16) FEDERAL-MOGUL CORPORATION, 26555 Northwestern Highway, Southfield, Mich. 48034 - 100,000 shares of common stock. (File 2-60286 - Nov. 11)
- (S-B) SOCIETE NATIONALE DES CHEMINS DE FER FRANCAIS, 88, rue Saint-Lazare, 75009 Paris, France - \$40 million of guaranteed notes, due 1984 and \$40 million of guaranteed bonds, due 1992. Underwriters: Kuhn Loeb & Co. Inc. and Warburg Paribas Becker Inc. (File 2-60287 - Nov. 11)
- (S-8) SEDCO, INC., Cumberland Hill, 1901 North Akard St., Dallas, Tex. 75201 - 300,000 shares of common stock. (File 2-60288 - Nov. 10)

- (S-14) FILMWAYS, INC., 1800 Century Park East, Los Angeles, Cal. 90067 (213) 552-1133 - 1,844,321 shares of common stock. (File 2-60290 - Nov. 11)
- (S-7) PENNSYLVANIA POWER & LIGHT COMPANY, Two North Ninth St., Allentown, Pa. 18101 (215) 821-5151 - \$100 million of first mortgage bonds, due 2007. (File 2-60291 - Nov. 11)
- (S-7) ALLEGHENY POWER SYSTEM, INC., 320 Park Ave., New York, N.Y. 10022 (212) 752-2121 - 3,500,000 shares of common stock. (File 2-60292 - Nov. 11)
- (S-14) FOOTE, CONE & BELDING COMMUNICATIONS, INC., 401 North Michigan Ave., Chicago, Ill. 60611 (312) 467-9200 - 100,000 shares of common stock. (File 2-60293 - Nov. 11)
- (S-8) HERMAN MILLER, INC., 8500 Byron Rd., Zeeland, Mich. 49464 - 75,000 shares of common stock. (File 2-60294 - Nov. 11)
- (S-14) UNITED TELECOMMUNICATIONS, INC., P.O. Box 11315, Plaza Station, Kansas City, Mo. 64112 (913) 384-7400 - 858,316 shares of common stock. (File 2-60295 - Nov. 11)
- (S-7) FORD MOTOR CREDIT COMPANY, The American Rd., Dearborn, Mich. 48121 (313) 322-3000 - \$100 million of notes, due 1988, \$100 million of debentures, due 2002, and \$100 million of subordinated debentures, due 2002. Underwriter: Goldman, Sachs & Co. (File 2-60296 - Nov. 11)
- (S-8) ALGOREX CORPORATION, 6901 Jericho Turnpike, Syosset, N.Y. 11791 - 300,000 shares of common stock. (File 2-60298 - Nov. 11)

REGISTRATIONS EFFECTIVE

Nov. 9: American Telephone & Telegraph Co., 2-60104; General Telephone & Electronics Corp., 2-60136; Gulf States Utilities Co., 2-59965; May Drilling Partnership 1978-1 and 1978-2, 2-59708 (90 days); Oxford Industries Inc., 2-60057; The Putnam Income Fund, Inc., 2-60170 & 2-60171; Rorer Group Inc., 2-59449; Sotheby Parke Bernet Group Ltd., 2-60160; Southeast National Corp., 2-59774.

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.

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events: ^{*/}

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEM NO.	DATE
BEHAVIORAL RESEARCH LABORATORIES INC	3,5	10/21/77
BCWLES FLUIDICS CORP	2	10/31/77
KENTON CCPP	2,6	10/21/77
MCCORMICK & CO INC	5	11/01/77
PACIFIC AMERICAN REAL ESTATE FUND 1971	4,5,6	10/25/77
PACIFIC AMERICAN REAL ESTATE FUND 1971B	4,5,6	10/25/77
PACIFIC AMERICAN REAL ESTATE FUND 1972	4,5,6	10/25/77
RICHFORD INDUSTRIES INC	5	10/03/77
SEATRAN LINES INC	5	10/31/77
SUPERIOR OIL CO	13	10/31/77 *
UNITED MERCHANTS & MANUFACTURERS INC	5,14	10/13/77 *
UNIVERSAL BUSINESS MACHINES INC	5,6	01/31/77
VETCO INC	1,5,6	10/31/77

RECENT 8K FILINGS CONT.

ALLEN CFGAN CO	5	10/31/77
ANCORP NATIONAL SERVICES INC	5	10/01/77
ARCC PIPE LINE CO	5	10/21/77
BEVERAGE MANAGEMENT INC	5	10/26/77
CONGCLUMP CORP	2,6	10/21/77
DUGDYS INC	5	10/20/77
FIRST MEMPHIS REALTY TRUST	2	11/04/77
GRANITEVILLE CO	11,14	10/01/77 *
INTERSTATE BRANDS CORP	5,6	11/04/77
LEATH & CO	5,6	09/29/77
MEDTEGONIC INC	5	10/26/77
MESABI TRUST CO	5,6	10/27/77
MFY INDUSTRIES INC	5	10/21/77
MWA CO	5	10/77
NELLY DON INC	5	10/18/77
OPTICAL SYSTEMS CORP	2,6	10/05/77
PAGE AIRWAYS INC	5	10/31/77
PERKIN ELMER CORP	5	11/04/77
PETRO LEWIS OIL INCOME PROGRAM VI	2,6	10/01/77
PROCESS SYSTEMS INC	5	10/31/77
SOUTHLAND ROYALTY CO	5,6	10/05/77
TRANSCONTINENTAL ENERGY CORP	3,5	10/01/77
UNITED STATES NATURAL RESOURCES INC	5,6	11/07/77
AMENDMENTS TO REPORTS ON FORM 8-K		
DAVIC & DASH INC	1,6	07/31/77

/ The Form 8-K was amended (Rel. 34-13156, January 13, 1977) effective for all events which occur subsequent to February 28, 1977. Those companies above which are noted with an asterisk () have filed pursuant to the old Form 8-K; the captions of the item numbers under which such reports are filed are as follows:

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|---|---|
| Item 1. Changes in Control of Registrant | Item 9. Options to Purchase Securities |
| Item 2. Acquisition or Disposition of Assets | Item 10. Extraordinary items, other material charges and credits and capital restatements |
| Item 3. Legal Proceedings | Item 11. Submission of Matters to a Vote of Security Holders |
| Item 4. Changes in Securities | Item 12. Changes in Registrant's Certifying Accountant |
| Item 5. Changes in Security for Registered Securities | Item 13. Other Materially Important Events |
| Item 6. Defaults upon Senior Securities | Item 14. Financial Statements and Exhibits |
| Item 7. Increase in Amount of Securities Outstanding | |
| Item 8. Decrease in Amount of Securities Outstanding | |

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

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U.S. first class mail; \$18.75 elsewhere.

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