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December 19, 1979

NOTICE OF COMMISSION MEETINGS U.S. SECURITIES AND EXCHANGE COMMISSION

Following is a schedule of Commission meetings which will be conducted pursuant to provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday morning. Meetings on Wednesday, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration. The Commission will not normally meet on Mondays or Fridays.

Visitors are welcome at all open meetings, insofar as seating is available.

Meetings will be held in the Commission Meeting Room on the eighth floor of the Commission's headquarters building at 500 North Capitol Street, Washington, D.C. All visitors are required to sign in and obtain passes at the Reception Desk in the lobby. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

OPEN MEETING - THURSDAY, DECEMBER 27, 1979 - 10:00 A.M.

The subject matter of the December 27 open meeting will be:

(1) Consideration of whether to adopt Rules 2a-6 and 15a-4 of the Investment Company Act of 1940 to modify its requirements regarding the assignment of contracts for services of an investment adviser or principal underwriter and the temporary service by an investment adviser without a written contract approved by investment company shareholders. FOR FURTHER INFORMATION CONTACT Mark Goldfus at (202) 272-2048.

(2) Consideration of whether to grant the application by A. T. Broad & Co. for relief pursuant to Rule 252(f) of Regulation A. FOR FURTHER INFORMATION CONTACT Thomas J. Baudhuin at (202) 272-2644.

CLOSED MEETING - THURSDAY, DECEMBER 27, 1979 - IMMEDIATELY FOLLOWING THE OPEN MEETING

The subject matter of the December 27 closed meeting will be: Formal orders of investigation; Freedom of Information Act appeal; Personnel matter; Institution and settlement of administrative proceedings of an enforcement nature; Institution of administrative proceeding of an enforcement nature; Litigation matter; Institution of injunctive action; Settlement of administrative proceeding of an enforcement nature; Order compelling testimony.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Mike Rogan at (202) 272-2091

CIVIL PROCEEDINGS

PERMANENT INJUNCTION ENTERED AGAINST WILLIAM H. CROSSMAN, OTHERS

The Chicago Regional Office announced that on October 27 Federal District Judge Marvin Aspen entered an Order of Final Judgment of Permanent Injunction by Default against William H. Crossman (Crossman), and William H. Crossman and Associates (Crossman and Associates), both of West Dundee, Illinois.

On November 29, Judge Aspen entered an order of Final Judgment of Permanent Injunction against Norman McDougall, Jr. of Kildeer, Illinois, former Director of Parks and Recreation of the Park District. McDougall consented to the entry of the permanent injunction without admitting or denying the allegations of the Commission's complaint.

The Commission alleged in its complaint that the defendants violated the antifraud provisions of the securities laws in the sale of revenue bonds, refunding revenue bonds and junior lien bonds of the Hanover Park Park District. The Commission further alleged that Crossman and Crossman and Associates violated the municipal broker-dealer registrations of the Securities Exchange Act of 1934. (SEC v. William H. Crossman, et al., U.S.D.C., N.D. Ill., Civil Action No. 79C-2550). (LR-8956)

SETTLEMENT AGREEMENT ENTERED AGAINST SUN COMPANY, INC.

The Commission announced today that it had reached a settlement agreement with Sun Company, Inc., whereby Sun agreed to a court order requiring it to divest itself of all the shares of common stock of Becton, Dickinson & Co. it acquired in January, 1978. The order will require that the stock be disposed of in accordance with a plan of divestiture satisfactory to the Commission. The settlement is subject to a number of conditions, including the submission to the Commission of a definitive agreement as to the precise manner in which Sun will dispose of the Becton-Dickinson stock. The settlement also includes a settlement of related litigation brought against Sun by Becton, Dickinson & Co., certain of its shareholders, and related class actions brought on behalf of various public investors.

The agreement in principle was arrived at among the parties after a trial on the issue of liability was held before Judge Robert L. Carter of the U.S. District Court for the Southern District of New York. Following that trial, Judge Carter issued his opinion finding, among other things, that Sun had engaged in an illegal tender offer for the shares of Becton-Dickinson in January, 1978. At that time, Sun acquired approximately 6.5 million shares (32%) of Becton-Dickinson stock. Judge Carter's opinion is reported at 475 F.Supp. 783 (S.D.N.Y., 1979). The litigation as to the other defendants has not been settled and will continue.

The entire settlement is contingent upon a resolution of all claims against Sun in all of the related litigation, which will require agreement on the final terms and approval by the court. (SEC v. Sun Company, Inc., et al., S.D.N.Y., 78 Civ. 284 and related cases). (LR-8957)

CRIMINAL PROCEEDINGS

ROBERT F. DZIURGOT SENTENCED

The Boston Regional Office announced on November 28 that a federal grand jury sitting at Concord, New Hampshire, returned a two-count indictment against Robert F. Dziurgot of New Ipswich, New Hampshire, charging him with the theft, conversion and interstate transportation of ten 1961 City of Sunnyvale, California Municipal Improvement Bonds valued at \$5,000 each, in violation of Title 18 U.S. Code, Sections 2314 and 2315. Arraignment has been scheduled for December 14 before the Honorable Shane Devine, Chief Judge of the U.S. District Court for the District of New Hampshire. (U.S. v. Robert F. Dziurgot, Criminal No. 79-38-01-D). (LR-8954)

INVESTMENT COMPANY ACT RELEASES

BOSTON MUTUAL LIFE INSURANCE COMPANY

An order has been issued on an application of Boston Mutual Life Insurance Company, a mutual life insurance company established under the laws of the Commonwealth of Massachusetts, and Boston Mutual Life Variable Account A, a separate account of the company, registered under the Investment Company Act of 1940 as a unit investment trust (collectively Applicants), pursuant to Section 11 of the Act approving, to the extent necessary, certain offers of exchange and pursuant to Section 6(c) of the Act granting exemption from the provisions of Sections 2(a)(32), 2(a)(35), 22(c), 26(a)(2), 26(a)(2)(C), 27(c)(1), 27(c)(2), 27(d), and Rule 22c-1 to the extent necessary to permit Applicants to implement a proposed change in the pricing of one of their variable annuity contracts. (Rel. IC-10987 - Dec. 18)

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. - Sharon Steel Corp., \$60 million of 14-1/4% subordinated sinking fund debentures, due 1999 (effective as of November 23, 1979); Aloha Airlines Inc., common stock, McDowell Enterprises Inc., common stock (both effective as of November 28, 1979); Triton Oil & Gas Corp., \$1.96 cumulative convertible preferred stock (effective as of November 30, 1979); Gateway Industries Inc., 11% subordinated debentures, due 1994 (effective as of December 3, 1979). New York Stock Exchange, Inc. - Donaldson Company Inc., common stock, Georgia Pacific Corp., floating rate notes maturing at holders option on October 1, 1984 and due October 1, 1987, Indiana & Michigan Electric Co., \$2.75 cumulative preferred stock, McDonalds Corp., 10-1/4% sinking fund notes, due October 1, 1989, Pacific Scientific Co., common stock (all effective as of November 21, 1979); European Economic Community, 11.60% bonds, due November 1, 1999 .. \$125 million (effective as of November 26, 1979); Chris Craft Industries Inc., 15% subordinated sinking fund debentures, due 1999 (effective as of November 30, 1979). Pacific Stock Exchange, Inc. - PNB Mortgage & Realty Investors, shares of beneficial interest (effective as of October 31, 1979); First Mississippi Corp., common stock, Long Island Lighting Co., common stock (both effective as of November 29, 1979).

SELF-REGULATORY ORGANIZATIONS

NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGE

The Municipal Securities Rulemaking Board has filed proposed rule changes which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-MSRB-79-13) to amend MSRB Rule A-13 to eliminate, after January 1, 1980, underwriting assessment fees for new issues with a par value of less than \$1 million. Publication of the proposal is expected to be made in the Federal Register during the week of December 24. (Rel. 34-16432)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the National Association of Securities Dealers, Inc. (SR-NASD-79-9) to discontinue giving issuers of exchange-listed securities a credit towards the fees charged for having the securities quoted in the NASDAQ System. (Rel. 34-16431)

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) C & R CLOTHIERS INC., 8660 Hayden Pl., Culver City, Cal. 90230 (213) 559-8200 - 500,000 shares of common stock. Underwriter: Monterey Securities Corporation. The company is a specialty retailer. (File 2-66249 - Dec. 18)
- (S-7) ASSOCIATES CORPORATION OF NORTH AMERICA, 1 Gulf & Western Plaza, New York, N.Y. 10023 (212) 333-4744 - \$100 million of senior debentures, due February 1, 2000. Underwriters: Kidder, Peabody & Co. Inc. and Salomon Brothers. The company is engaged in making direct installment loans, among other things. (File 2-66250 - Dec. 18)
- (S-14) FIRST CITY BANCORPORATION OF TEXAS, INC., 1001 Main St., Houston, Tex. 77002 (713) 658-6873 - 126,500 shares of common stock. (File 2-66251 - Dec. 18)

- (S-8) LOCTITE CORPORATION, 705 North Mountain Rd., Newington, Conn. 06111 (203) 278-1280 - 100,000 shares of common stock. (File 2-66252 - Dec. 18)
- (S-16) JOHNS-MANVILLE CORPORATION, Ken-Caryl Ranch, Denver, Colo. 80217 (303) 979-1000 - 58,111 shares of cumulative preferred stock, \$5.40 Series. (File 2-66253 - Dec. 18)
- (S-14) RIO ALGOM LIMITED PRESTON MINES LIMITED, 120 Adelaide Street West, Toronto, Ontario, Canada M5H 1W5 (416) 367-4000 - 6,713,391 common shares and 8,830,499 shares of 8.5% cumulative redeemable second preference shares, Series A. (File 2-66254 - Dec. 18)
- (S-8) RCA CORPORATION, 30 Rockefeller Plaza, New York, N.Y. 10020 (212) 598-5900 - 190,759 shares of \$3.65 cumulative preference stock. (File 2-66255 - Dec. 18)
- (S-11) CARLYLE REAL ESTATE LIMITED PARTNERSHIP-IX, 875 North Michigan Ave., Chicago, Ill. 60611 - 5,500 limited partnership interests. (File 2-66256 - Dec. 18)

REGISTRATIONS EFFECTIVE

Dec. 12: Bache Group Inc., 2-66077; CNS Bancorp, Inc., 2-65796; Carlsberg Corp., 2-66174; Central Illinois Public Service Co., 2-65915; The Dreyfus Income Trust, Ninth Short Term Series, 2-65818; Massachusetts Tax-Exempt Unit Trust, Series 12, 2-65468; NBI, Inc., 2-65944; Northern Indiana Public Service Co., 2-66007; Tax Exempt Securities Trust, Series 31, 2-66049; Thousand Trails, Inc., 2-65020; Transco Companies, Inc., 2-66059; Utah Power & Light Co., 2-65497; Wang Laboratories, Inc., 2-66108.

Dec. 13: Agway Inc., 2-65970; ARA Services, Inc., 2-66211; Commonwealth Edison Co., 2-66100; The Corporate Income Fund, Ninety-Fifth Monthly Payment Series 2-65917; First Northwest Industries of America, Inc., 2-65668; G.D. Searle & Co., 2-65408; Gelco Corp., 2-66037; Harken Oil & Gas, Inc., 2-65724; Hutton Commodity Partners, 2-65555; Litton Industries, Inc., 2-65969; MGF Oil Corp., 2-66102; Northern Indiana Public Service Co., 2-66008; Peoples Gas Co., 2-66098; Real Estate Data, Inc., 2-66052; South Carolina Electric & Gas Co., 2-66044; Southwest Gas Corp., 2-65986.

Dec. 14: E-M International, Inc., 2-65927; McNeil Real Estate Fund X Ltd., 2-65283; National Grape Co-operative Association, Inc., 2-66020; Northern States Power Co., 2-65810.

REGISTRATIONS WITHDRAWN

Nov. 29: Midland Mortgage Investors Trust, 2-62735.

Dec. 4: Braniff International Corp., 2-65542.

Dec. 11: Extractive Fuels, Inc., 2-65293.

Dec. 12: Broadscope, Inc., 2-60569.

Dec. 17: Faraday Laboratories, Inc., 2-63475.

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 November 29 - December 5, 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>
* Maurice F. Krug	Technology Inc. (Dayton, OH) Common Stock - 216,364 shs. (38.9%) Common Stock - 30,000 shs. on exercise of Options	11-29-79
* August E. Maier	Technology Inc. (Dayton, OH) Common Stock - 54,338 shs.	11-29-79

ACQUISITION REPORTS CONT.

G-H Holdings Corp. (Wholly-owned subsidiary of Gifford-Hill) Gifford-Hill & Co. Inc.	Ancord, Inc. (Newport Beach, CA) Common Stock - 6,230,325 shs. (92.4%) (4,850,000 of above shares were acquired pursuant to the Tender Offer.)	11-30-79
* Donald L. Jonas	Belscot Retailers, Inc. (Secaucus, NJ) Common Stock - 482,805 shs. (37.9%)	11-30-79
Octagon Financial	Bradley Real Estate Trust (Boston, MA) Shares of Beneficial Interest - 73,675	11-30-79
* Warren E. Buffett Susan T. Buffett	Citination Development Trust (Beverly Hills, CA) Common Stock - 40,400 shs.	11-30-79
Xerox Corporation	Compuscan, Inc. (Teterboro, NJ) Common Stock - 300,000 shs.	11-30-79
Ralph Levitz Leon J. Levitz Phillip A. Levitz Gary R. Levitz, et al	Levitz Furniture Corp. (Miami, FL) Common Stock - 1,052,389 shs. (24.8%)	11-30-79
* H. K. Porter Company, Inc.	Macmillan, Inc. (NYC) Common Stock - 1,681,000 shs. (13.4%)	11-30-79
Corporate Builders, Inc. (Wholly-owned by Major General William Lyon)	McCarthy Company (Santa Ana, CA) Common Stock - 663,831 shs. (49.9%) (Purchaser has the right to acquire pursuant to agreements, 379,258 of Common Stock and 33,120 shares on conversion of Debentures	11-30-79
George R. Sant Merlin W. Sant J. Talmage Jones Cedric A. White, Jr., et al	McCarthy Company (Santa Ana, CA) Common Stock - 1,043,089 shs. Common Stock - 33,120 shs. on conversion of Debentures (Geo. R. Sant, et al, has agreed to sell above shares to Corporate Builders.)	11-30-79
* Jewell Companies, Inc.	Pay Less Drug Stores (Oakland, CA) Common Stock - 297,010 shs. (13.5%)	11-30-79
Donald L. Jonas Richard Stone Arthur Stone Morton Kahn, et al	Belscott Retailers, Inc. (Secaucus, NJ) Common Stock - 705,081 shs. (55.4%)	12-3-79
MCA Recreation Enterprises, Inc. (Wholly-owned subsidiary of MCA Inc.)	Cedar Point, Inc. (Sandusky, OH) Common Stock - 306,539 shs.	12-3-79
* Orion Capital Corporation Bankers National Life Insurance Co. Security Insurance Company of Hartford	Chase Convertible Fund of Boston, Inc. (Boston, MA) Common Stock - 633,100 shs. (11.5%)	12-3-79
Baker, Fentress & Co.	Coastal Industries, Inc. (Massilon, OH) Common Stock - 71,398 shs.	12-3-79
Holiday Inns, Inc.	Harrah's (Reno, NV) Common Stock - 5,930,301 shs. (70.1%) (Pursuant to Estate Agreement the executor has agreed to vote above shares in favor of merger of Harrah into Holliday Inns.)	12-3-79
Patrick W. Hopper	Investors Insurance Co. (Tigard, OR) Common Stock - 150,000 shs.	12-3-79

ACQUISITION REPORTS CONT.

Oliver A. Kimberly, Jr.	MDC Corporation (Cherry Hill, NJ) Common Stock - 88,935 shs. Common Stock - 70,000 shs. on exercise of Options (Mr. Kimberly has the right to acquire above shares.)	12-3-79
* Warren E. Buffett Berkshire Hathaway Inc. National Indemnity Co., et al	Oglivy & Mather International, Inc. (NYC) Common Stock - 382,600 shs.	12-3-79
* Barry F. Cohen	Synalloy Corp. (Spartanburg, SC) Common Stock - 200,801 shs.	12-3-79
* Maurice Wiener	Transco Realty Trust (Boston, MA) Shares of Beneficial Interest - 57,449	12-3-79
* Sharon Steel Corporation Summit Systems, Inc. NVF Company Security Management Corp. Victor Posner, Parent	UV Industries, Inc. (NYC) Common Stock - 3,423,094 shs. (22.5%)	12-3-79
* Herbert M. Pearlman	Unimax Group Inc. (NYC) Common Stock - 135,380 shs.	12-3-79
* Reliance Financial Services Corp.	United Fire & Casualty Co. (Cedar Rapids, IA) Common Stock - 155,973 shs. (12.27%)	12-3-79
* Telvest, Inc. Telco Marketing Services, Inc. Libco Corporation Clyde Wm. Engle	Wellco Enterprises Inc. (Waynesville, NC) Common Stock - 86,000 shs. (20.5%)	12-3-79
Banca March, S.A. (Spain)	Bank of Virginia Co. (Richmond, VA) Common Stock - 784,000 shs. (15.22%)	12-4-79
John G. Taylor	Capital Mortgage Investments (Chevy Chase, MD) Common Stock - 147,960 shs.	12-4-79
George F. Marshall	Consolidated Equities Corp. (Atlanta, GA) Common Stock - 65,000 shs.	12-4-79
Goldman, Sachs & Co.	DCL Incorporated (Englewood, NJ) Common Stock - 214,600 shs.	12-4-79
* Sidney M. Baer	Fidelco Growth Investors (Rosemont, PA) Common Stock - 275,100 shs.	12-4-79
* H. A. Pope & Sons, Inc.	Forum Restaurants, Inc. (Kansas City, MO) Common Stock - 157,364 shs.	12-4-79
Goldman, Sachs & Co.	Holly Sugar Corp. (Colorado Springs, CO) Common Stock - 107,600 shs.	12-4-79
Blue Bell Holdings, Inc. (Wholly-owned subsidiary of Blue Bell, Inc.)	Jantzen Inc. (Portland, OR) Common Stock - 84,900 shs.	12-4-79
* Amco Inc.	Oregon Metallurgical Corp. (Albany, OR) Common Stock - 1,271,429 shs. Common Stock - 342,857 shs. on conversion of Note Common Stock - 1,494,659 shs. on exercise of Option	12-4-79
* Loyal American Life Insurance Co.	Riviere Realty Trust (Washington, DC) Shares of Beneficial Interest - 42,033	12-4-79

ACQUISITION REPORTS CONT.

<p>* Birdsboro Corporation Pennsylvania Engineering Corp. Security Management Corp. Victor Posner, Parent</p>	<p>Salem Corp. (Pittsburgh, PA) Common Stock - 280,900 shs. (17.74%)</p>	<p>12-4-79</p>
<p>N. U. E., Inc. (Wholly-owned subsidiary of Aktiebolaget Electrolux (Sweden)</p>	<p>Tappan Company (Mansfield, OH) Common Stock - 2,955,983 shs. (93.6%) (Above shares were acquired pursuant to Tender Offer.)</p>	<p>12-4-79</p>
<p>* Icahn & Co. Inc. Carl Icahn Leonard & Blossom Press Stanley Nortman M. Elliot Schnall</p>	<p>Bayswater Realty & Investment Trust (Chicago, IL) Shares of Beneficial Interest - 477,623 Convertible Debentures - \$162,700</p>	<p>12-5-79</p>
<p>American Financial Corp. Carl Lindner Robert Lindner</p>	<p>Compass Investment Group (Jacksonville, FL) Common Stock - 3,064,441 shs. (48%) on conversion of Debentures</p>	<p>12-5-79</p>

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