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U.S. SECURITIES AND
EXCHANGE COMMISSION

April 26, 1983

RULES AND RELATED MATTERS

RULE 158 PROPOSED FOR COMMENT

The Commission is publishing for comment proposed Rule 158 under the Securities Act of 1933 which would define the terms "earning statement", "made generally available to its security holders", and "effective date of the registration statement" for purposes of the last paragraph of Section 11(a) of the Securities Act.

Comments should be submitted in triplicate to George A. Fitzsimmons, Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549, on or before June 10, 1983 and should refer to File No. S7-972. All comments will be available for public inspection and copying in the Commission's Public Reference Room. (Rel. 33-6464)

FOR FURTHER INFORMATION CONTACT: Steven L. Molinari at (202) 272-2589

RULES GOVERNING DELEGATION OF AUTHORITY AMENDED

The Commission has issued a release amending its rules governing delegation of authority (paragraph (a)(28) to §200.30-3, 17 CFR Chapter II) to delegate to the Director of the Division of Market Regulation the authority to grant exemptions from the rule governing the dissemination of quotation information. (Rel. 34-19698)

FOR FURTHER INFORMATION CONTACT: William W. Uchimoto at (202) 272-2409

COMMISSION ANNOUNCEMENTS

SEC ADVISORY COMMITTEE ON TENDER OFFERS TO HOLD MEETING

The SEC Advisory Committee on Tender Offers will conduct a meeting on May 13 in the Board Room of the New York Stock Exchange, Sixth Floor, 11 Wall Street, New York, New York, beginning at 10:00 a.m. This meeting will be open to the public. (Rel. 34-19702)

FOR FURTHER INFORMATION CONTACT: David Martin at (202) 272-2573

CIVIL PROCEEDINGS

COMPLAINT NAMES CROFF OIL COMPANY

The Commission announced that on April 21 it filed a civil injunctive action in the U.S. District Court for the District of Columbia against Croff Oil Company of Denver, Colorado. The Commission, in its complaint, alleges violations of the reporting provisions of the securities laws and seeks a Judgment of Permanent Injunction and Other Equitable Relief. The Commission's complaint alleges that Croff, as part of a continuing course of violative conduct extending over several years, failed to file its Annual Report on Form 10-K for its fiscal year ended December 31, 1982, required to have been filed with the Commission by March 31, 1983, failed to file Notifications of Late Filing on Form 12b-25 and filed late various periodic reports. The Commission requests that the Court enjoin Croff to file its delinquent Annual Report and enjoin Croff from further violations of the reporting provisions of the securities laws. (SEC v. Croff Oil Company, U.S.D.C. D.C., Civil Action No. 83-1168). (LR-9971)

INVESTMENT COMPANY ACT RELEASES

TEMPLETON FUNDS, INC.

A notice has been issued giving interested persons until May 17 to request a hearing on applications filed by Templeton Funds, Inc. (formerly, Templeton World Fund, Inc.), Templeton Growth Fund, Ltd., registered under the Investment Company Act of 1940 as open-end, diversified, management investment companies (Funds), and their principal underwriter, Securities Fund Investors, Inc., amending certain existing orders of the Commission issued in March and April of 1978, to extend to Templeton Funds in its recently established status as a "series" company, the exemptive relief which those existing orders provided to permit certain offers of exchange under Section 11(a) of the Act, and to exempt, from the provisions of Section 22(d) of the Act, the sale of shares of the Funds pursuant to such offers of exchange. (Rel. IC-13184 - Apr. 22)

HOLDING COMPANY ACT RELEASES

ARKANSAS POWER & LIGHT COMPANY

A notice has been issued giving interested persons until May 19 to request a hearing on a proposal by Arkansas Power & Light Company, subsidiary of Middle South Utilities, Inc., to issue and sell at competitive bidding up to \$100 million of first mortgage bonds in one or more series through May 31, 1984. (Rel. 35-22920 - Apr. 25)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGES

The Municipal Securities Rulemaking Board has filed proposed rule changes under Rule 19b-4: (SR-MSRB-83-3) to exempt "qualified note syndicates," as defined in the rule, from certain disclosure provisions of Rule G-11. (Rel. 34-19699); and (SR-MSRB-82-16) that modifies the procedures for effecting close-outs of uncompleted municipal securities transactions. (Rel. 34-19701)

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

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

The following have filed proposed rule changes which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934: The American Stock Exchange, Inc. (SR-Amex-83-8) to provide for the simultaneous execution of opening sales and stop or stop limit orders elected by the opening sale. The executions would, however, be printed as separate trades. (Rel. 34-19697); and the Midwest Securities Trust Company (SR-MSTC-83-3) which increases MSTC's fee for the automatic Depository Delivery Instruction service from \$50 per month to \$100 per month. (Rel. 34-19700)

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

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; File number and date filed; Assigned Branch; if the registration statement is a New Issue; and [S] denoting SHELF REGISTRATION pursuant to Rule 415.

- (S-8) ENERGY MINERALS CORPORATION, 1000 Security Life Bldg., Denver, CO 80202 (303) 629-7334 - 400,000 shares of common stock. (File 2-83189 - Mar. 31) (Br. 3)
- (S-18) QUEST PUBLICATIONS, INC., 8353 A. Greensboro Dr., McLean, VA 22102 (703) 734-5700 - 10,000,000 common shares. Underwriter: Donald & Co. Securities, Inc. The company intends to publish and distribute two monthly "romantic fiction" paperback magazines. (File 2-83229-W - Apr. 20) (Br. 2 - New Issue)
- (S-8) ROFFLER INDUSTRIES, INC., 400 Chess St., Coraopolis, PA 15108 (412) 771-4333 - 100,000 shares of common stock. (File 2-83261 - Apr. 22) (Br. 10)
- (S-14) A. G. EDWARDS, INC., One North Jefferson Ave., St. Louis, MO 63103 (314) 289-3000 - 13,337,424 shares of common stock. (File 2-83262 - Apr. 22) (Br. 1 - New Issue)
- (S-8) AMETEK, INC., 410 Park Ave., New York, NY 10022 (212) 425-5200 - 300,000 shares of common stock. (File 2-83263 - Apr. 22) (Br. 8)
- (S-1's) THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES; THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES SEPARATE ACCOUNT #100, 1285 Avenue of the Americas, New York, NY 10019 (212) 554-1091 - \$50 million of units of interest (each). (File 2-83267; 2-83278 - Apr. 22) (Br. 20) [S]
- (S-3) AMERICAN CYANAMID COMPANY, One Cyanamid Plaza, Wayne, NJ 07470 (201-831-2000) - \$18 million of obligations of American Cyanamid Company under the Loan Agreement relating to Industrial Revenue Bonds 1983 Series of Puerto Rico Industrial, Medical and Environmental Pollution Control Facilities Financing Authority. The company and its subsidiaries manufacture and sell a diversified line of medical, agricultural, chemical, consumer and Formica brand products. (File 2-83270 - Apr. 22) (Br. 2) [S]
- (S-1) SPECTRAN CORPORATION, SpecTran Industrial Park, Hall Rd., Sturbridge, MA 01566 (617-347-2261) - 1,430,000 shares of common stock. Underwriter: Advest, Inc. The company manufactures, develops and markets flexible glass fibers for use as optical waveguide fibers in cables and as fused silica capillaries. (File 2-83172 - Apr. 20) (Br. 8 - New Issue)
- (S-3) CATERPILLAR TRACTOR CO., 100 N.E. Adams St., Peoria, IL 61629 (309-675-1000) - 5,500,000 shares of common stock. Underwriters: Merrill Lynch White Weld Capital Markets Group; Goldman, Sachs & Co.; and Lehman Brothers Kuhn Loeb Inc. The company designs, manufactures and markets earthmoving, construction and materials handling machinery and equipment and engines. (File 2-83283 - Apr. 25) (Br. 9) [S]
- (S-3) SAFEWAY STORES, INCORPORATED, Fourth and Jackson Sts., Oakland, CA 94660 (415-891-3000) - 5,500,000 shares of common stock. Underwriter: Merrill Lynch White Weld Capital Markets Group. The company is a food retailer. (File 2-83284 - Apr. 25) (Br. 2)
- (S-1) GREENWOOD RESOURCES INC.--COLORADO, 315 Inverness Way South, Englewood, CO 80112 (303-779-1266) - 11,254,193 shares of common stock; 1,394,494 of \$.80 cumulative convertible preferred stock, \$1 par value; and 1,276,900 common stock purchase warrants. Exchange Offer. (File 2-83288 - Apr. 25) (Br. 3 - New Issue)
- (S-8) SANTA BARBARA BANCORP, 1021 Anacapa St., Santa Barbara, CA (805-966-9111) - 99,369 shares of common stock. (File 2-83293 - Apr. 20) (Br. 1)
- (S-2) MAYFLOWER CORPORATION, 9998 North Michigan Rd., Carmel, IN 46032 (317-875-1000) - 825,000 shares of common stock. Underwriter: Smith Barney, Harris Upham & Co. The company is engaged in interstate, intrastate and international moving of household goods, electronic products, trade show exhibits and commercial goods, and supplies various related services and products. (File 2-83274 - Apr. 25) (Br. 3)
- (S-3) GTE CORPORATION, One Stamford Forum, Stamford, CT 06904 (203-965-2000) - 400,000 shares of common stock. (File 2-83300 - Apr. 25) (Br. 7) [S]
- (S-3) INTERNATIONAL FLAVORS & FRAGRANCES INC., 521 West 57th St., New York, NY 10019 (212-765-5500) - 750,000 shares of common stock, \$.12-1/2 par value, issued and to be issued upon the exercise of employee stock options under the 1981 Plan. (File 2-83301 - Apr. 25) (Br. 9) [S]
- (S-8) TOKHEIM CORPORATION, 1600 Wabash Ave., PO Box 360, Fort Wayne, IN 46801 (219-423-2552) - 200,000 shares of common stock. (File 2-83303 - Apr. 11) (Br. 9)

(S-8) GERBER SCIENTIFIC, INC., 83 Gerber Road West, South Windsor, CT 06074 (203-644-1551) - 150,000 shares of common stock. (File 2-83307 - Apr. 21) (Br. 8)

REGISTRATIONS EFFECTIVE

- Apr. 7: Indiana Southern Corporation, 2-82136-C.
Apr. 11: Equitex, Inc., 2-82104-D; Pomindex 1983 Drilling Program, 2-82350-C; Verex Laboratories, Inc., 2-82403-D.
Apr. 14: First Security Financial Corporation, 2-82666.
Apr. 15: Dearborn Street Futures Fund, 2-82065; E. H. Crump Companies, Inc., 2-82826; First & Merchants Corporation, 2-82482; Republic New York Corporation, 2-83038.
Apr. 18: American Express Company, 2-83032; Cotter & Company, 2-82836; Number One Bancorp, Inc., 2-82546; Western Illinois National Bancshares, Inc., 2-82558.
Apr. 19: Country Bancorp, Inc., 2-82550; Credithrift Financial, Inc., 2-82985; Ducommun Incorporated, 2-82917; Pacific Scientific Company, 2-82947; Possis Corporation, 2-82212; Premier Energy Corporation, 2-80331; Preston Corporation, 2-82531; Safeguard Business Systems, Inc., 2-82956; Silver Screen Partners, L.P., 2-81740; Technicom International, Inc., 2-82445; Telesphere International, Inc., 2-82752; United Bancorp of Arizona, 2-82850.
Apr. 20: American International Group, Inc., 2-82989; Central Maine Power Company, 2-82767; Combined Network, Inc., 2-82484; F.N.B.I.W. Financial Corporation, 2-82015; J. P. Stevens & Co., Inc., 2-83091; Kerr-McGee Corporation, 2-83072; Mattel, Inc., 2-80693; National Real Estate Limited Partnership IV, 2-81591; Telecom Plus International, Inc., 2-82857; UGI Corporation, 2-82866; UTL Corporation, 2-82750.
Apr. 21: AMR Corporation, 2-83004; Beefsteak Charlies Inc., 2-83017; Comprehensive Care Corporation, 2-83089; Dayton Malleable, Inc., 2-82658; NEL Tax Exempt Money Market Trust, 2-81614; One Liberty Firestone Properties, Inc., 2-81266; Rochester Gas and Electric Corporation, 2-83087; St. Jude Medical, Inc., 2-83046; Seligman Communications and Information Fund, 2-80168; Southwestern Bell Telephone Company, 2-83077; UAL, Inc., 2-83064.
Apr. 22: Electro Rent Corporation, 2-83071.

REGISTRATIONS WITHDRAWN

- Apr. 11: Ray L. Huffman Apartments XXVIII, 2-74620 (abandoned).
Apr. 19: Aeronaves De Puerto Rico, Inc., 2-75885. (abandoned).
Apr. 21: Franklin Realty Investors, Ltd., 2-77008.