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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.

CLOSED MEETING - TUESDAY, FEBRUARY 19, 1980 - 10:00 A.M.

The subject matter of the February 19 closed meeting will be: Access to investigative files by Federal, State, or Self-Regulatory authorities; Formal orders of investigation; Litigation matters; Regulatory matter regarding financial institutions; Institution of injunctive action; Institution and settlement of administrative proceedings of an enforcement nature; Institution of administrative proceeding of an enforcement nature; Freedom of Information Act appeals; Personnel security matter; Opinion.

OPEN MEETING - THURSDAY, FEBRUARY 21, 1980 - 10:00 A.M.

The subject matter of the February 21, 10:00 a.m. open meeting, will be:

- (1) Consideration of whether to affirm action taken by the duty officer indicating that the Commission would not oppose the request for fees by the court-appointed professionals in connection with litigation involving Siamerican Securities, Ltd. FOR FURTHER INFORMATION CONTACT Deborah S. Hechinger at (202) 272-2935.
- (2) Consideration of whether to affirm action, taken by the duty officer, authorizing a waiver of imputation of disqualification to the law firm of Rogers & Wells pursuant to Rule 6(e) of the Commission's Conduct Regulation. FOR FURTHER INFORMATION CONTACT Myrna Siegel at (202) 272-2430.
- (3) Consideration of whether to adopt an amendment to Rule 17a-1 under the Securities Exchange Act of 1934, governing the record production obligations of national securities exchanges and associations, to conform the Rule to Section 17(a) of the Act, as amended by the Securities Acts Amendments of 1975. FOR FURTHER INFORMATION CONTACT William S. Muller at (202) 272-2415.
- (4) Consideration of a request for an exemption from Securities Exchange Act Rule 15b10-9, the SECO self-underwriting rule, by Educator and Professional Securities, Inc. to permit it to participate in a Regulation A offering involving the issuance of common stock by its parent affiliate, Educator and Professional Investment Corporation. FOR FURTHER INFORMATION CONTACT H. Steven Holtzman at (202) 272-2842.
- (5) Consideration of whether to adopt amendments to registration statement Form S-8 and related new rules and amended rules under the Securities Act of 1933 to provide a means whereby all filings on Form S-8 (both pre-effective and post-effective) will become effective automatically. FOR FURTHER INFORMATION CONTACT William H. Carter at (202) 272-2604.

(6) Consideration of a supplemental petition for rulemaking submitted by the Natural Resources Defense Council and other parties to require disclosure of socially significant information related to environmental and employment conduct and policies of registrants. FOR FURTHER INFORMATION CONTACT Gregory H. Mathews at (202) 272-2644.

OPEN MEETING - THURSDAY, FEBRUARY 21, 1980 - 2:30 P.M.

The subject matter of the February 21, 2:30 p.m. open meeting, will be:

The Commission will hear oral argument in disciplinary proceedings against Collins Securities Corp., a registered broker-dealer and investment adviser, and Timothy Collins, its president, which were remanded to the Commission by the Court of Appeals for the District of Columbia Circuit. The Commission had originally revoked the firm's broker-dealer and investment adviser registrations, expelled it from NASD membership, and barred Timothy Collins from association with any broker or dealer with the proviso that, after two years, he could apply for permission to become so associated in a position that was not connected with the making of markets in securities. FOR FURTHER INFORMATION CONTACT William S. Stern at (202) 272-2450.

CLOSED MEETING - THURSDAY, FEBRUARY 21, 1980 - IMMEDIATELY FOLLOWING 2:30 OPEN MEETING

The subject matter of the February 21 closed meeting will be: Post oral argument discussion.

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: Paul Lowenstein at (202) 272-2092

ADMINISTRATIVE PROCEEDINGS

OLDE & COMPANY, INC., OTHERS CITED

The Commission has ordered public administrative proceedings under the Securities Exchange Act of 1934 against Olde & Company, Inc., a Detroit, Michigan headquartered broker-dealer; Richard G. Hawks, of Aurora, Illinois, a registered representative in Olde's St. Charles Illinois office; and Rondo J. Ziegler, of St. Charles, Illinois, a former registered representative with Olde.

The Commission's order is based upon allegations that Olde, Hawks and Ziegler wilfully violated and wilfully aided and abetted violations of the antifraud provisions of the securities in the offer and sale of options on securities. The order is also based upon allegations that Olde failed to supervise Hawks and Ziegler with a view towards preventing the aforementioned violations.

A hearing will be scheduled to determine whether the allegations against Olde, Hawks and Ziegler are true and, if so, to decide what, if any, remedial action should be ordered by the Commission. (Rel. 34-16559)

CRIMINAL PROCEEDINGS

JEROME MATUSOW AND IRWIN HYMAN ENTER GUILTY PLEAS

The Commission announced that on January 28 Jerome Matusow, former president of Aminex Resources Corporation, and Irwin Hyman, former vice president of Aminex, entered pleas of guilty before Federal District Judge Constance Baker Motley to one count of wire fraud and one count of false filing under Section 13(a) of the Securities Exchange Act of 1934, and that on February 7, Judge Motley sentenced the defendants respectively to 2-1/2 years and 3 years imprisonment in connection with the January 28 guilty pleas and separate previously announced guilty pleas entered on December 3, 1979.

On January 28 the defendants pleaded guilty to charges that beginning in 1976 they devised and executed a scheme to defraud by fraudulently selling to nine limited partnerships, for over \$8 million in cash and over \$58 million in non-recourse notes, interests in coal properties, which interests were to be utilized by the investors in the limited partnerships for the purpose of taking federal tax deductions totaling over \$66 million.

The Commission previously filed a civil injunctive action generally concerning certain of these matters on March 9, 1978 against Matusow, Hyman, Aminex and others, SEC v. Aminex Resources Corporation, et al., Civil Action No. 78-0410(D.D.C.), and on May 24, 1978 obtained, by consent, a Judgment of Permanent Injunction and Ancillary Relief against Matusow and Hyman. (U.S. v. Jerome Matusow and Irwin Hyman, U.S.D.C. S.D.N.Y., 80 Cr. 46 and 79 Cr. 677). (LR-9001)

INVESTMENT COMPANY ACT RELEASES

AMERICAN VARIABLE ANNUITY LIFE ASSURANCE COMPANY

An order has been issued pursuant to Section 6(c) of the Investment Company Act of 1940 granting exemptions from Sections 2(a)(32), 2(a)(35), 22(c), 27(c)(1), 27(c)(2), and 27(d) of the Act and Rule 22c-1 thereunder, to the extent necessary to permit American Variable Annuity Life Assurance Company, its separate accounts, The A.V.A. Income Fund, The A.V.A. Qualified Income Fund, American Variable Fund and the funds' principal underwriter, SMA Equities, Inc., to offer variable annuity policies that impose a contingent deferred sales charge instead of a front end sales load. (Rel. IC-11045 - Feb. 12)

HOLDING COMPANY ACT RELEASES

MIDDLE SOUTH UTILITIES, INC.

An order has been issued approving a proposal of Middle South Utilities, Inc., a registered holding company, and its subsidiary, Middle South Energy, Inc., whereby the subsidiary will issue and sell to the parent up to 50,000 shares of its common stock from time to time through December 31, 1980 at a price of \$1,000 per share. The proceeds of the sale will be used by the subsidiary to finance construction at the Grand Gulf electric generating facility. (Rel. 35-21429 - Feb. 12)

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-1) CAN-AM 1980-81 DRILLING PROGRAMS, 2500 Fort Worth National Bank Bldg., Fort Worth, Tex. 76102 - 24,000 units of preorganizational subscriptions in limited partnerships. Underwriter: Can-Am Securities, Inc., 2500 Fort Worth National Bank Bldg., Fort Worth, Tex. 76102 (817) 332-3811. (File 2-66660 - Feb. 13)
- (S-7) ALASKA INTERSTATE COMPANY, 5051 Westheimer, Houston, Tex. 77056 (713) 621-8710 - 1,122,000 shares of common stock. Underwriters: E.F. Hutton & Company Inc. and Rauscher Pierce Refsnes, Inc. The company is engaged in energy-related and manufacturing businesses. (File 2-66661 - Feb. 13)
- (S-1) BDOL 1980 PROGRAM, LTD., Suite 200 South, 2000 Classen Center Bldgs., Oklahoma City, Okla. 73106 (405) 528-2323 - 10,000 units of participation as limited partnership interests. (File 2-66662 - Feb. 13)
- (S-7) GENRAD, INC., 300 Baker Ave., Concord, Mass. 01742 (617) 369-4400 - 600,000 shares of common stock. Underwriter: Lehman Brothers Kuhn Loeb Inc. The company develops, manufactures, markets and services electronic measurement, test and analysis systems and instruments. (File 2-66663 - Feb. 13)
- (S-1) ASSOCIATED GROCERS, INCORPORATED, 3301 Norfolk St., P.O. Box 3763, Seattle, Wash. 98124 - 5,675 shares of common stock; \$849,500.00 of 5% 25-year subordinated registered debenture notes, first series; \$510,500.00 of 5% 25-year subordinated

registered debenture notes, second series; \$946,000.00 of 6% 25-year subordinated registered multiple store certificates, first series; and \$250,000.00 of 5% serial coupon bearer debentures, fourth series. The company is engaged in retail groceries. (File 2-66664 - Feb. 12)

(S-7) SRI CORPORATION, Wantage Ave., Branchville, N.J. 07826 (201) 948-3000 - 500,000 shares of common stock. Underwriter: Lehman Brothers Kuhn Loeb Inc. The company is a holding company. (File 2-66665 - Feb. 13)

(S-8) OMNI SPECTRA, INC., 16 New England Executive Park, Burlington, Mass. 01803 (617) 272-4046 - 100,000 shares of common stock. The company designs, manufactures and sells microwave connectors, cable assemblies, components, subsystems and security products. (File 2-66666 - Feb. 12)

(S-8) SANDERS ASSOCIATES, INC., Daniel Webster Highway South, Nashua, N.J. 03061 (603) 885-2272 or 885-2155 - 400,000 shares of common stock. (File 2-66667 - Feb. 13)

(S-16) SCOTT PAPER COMPANY, Scott Plaza, Philadelphia, Pa. 19113 (215) 521-5000 - 80,437 common shares. (File 2-66668 - Feb. 13)

(S-8) DEERE & COMPANY, John Deere Rd., Moline, Ill. 61265 (309) 752-4587 or (312) 372-1121 - 2,000,000 shares of common stock. (File 2-66669 - Feb. 13)

In a separate statement the company seeks registration of 2,500,000 shares of common stock. (File 2-66670 - Feb. 13)

REGISTRATIONS EFFECTIVE

Feb. 11: Billy the Kid Inc., 2-66559; Centura Petroleum Fund 1980, 2-65604; Texas Instruments Inc., 2-66536.

Feb. 12: MCO Resources, Inc., 2-65620; Preferred Properties Fund 80, 2-65332; Shearson Loeb Rhoades Inc., 2-66578; Southeastern Michigan Gas Enterprises, Inc., 2-66376.

Feb. 13: Homestake Mining Co., 2-66538; MCI Communications Corp., 2-66532; The Municipal Investment Trust Fund, One Hundred Twenty-Fourth Monthly Payment Series, 2-66506.

REGISTRATION WITHDRAWN

Feb. 11: Mary Moppet's Day Care Schools, Inc., 2-62015.

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 February 6 - 7, 1980. 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>
* Douglas P. Fields, Individually and Custodian	TDA Industries, Inc. (NYC) Common Stock - 993,136 shs. (59.8%)	2-6-80
Frederick M. Friedman, Individually and Custodian		
Edward A. Lampert, Individually and Trustee, et al		
Emerson Electric Co.	Xerox Corporation (Cincinnati, OH) Common Stock - 1,892,482 shs. (43.3%) (Emerson may acquire above shares pursuant to agreements.)	2-6-80

ACQUISITION REPORTS CONT.

Thrift Credit Corp. (Wholly-owned subsidiary of Public Loan Co.)	AES Technology Systems, Inc. (Elk Grove Village, IL) Common Stock - 110,000 shs. Common Stock - 400,000 shs. on conversion of Note	2-7-80
* Gulf & Western Industries, Inc.	Brown Company (Pasadena, CA) Common Stock - 5,773,319 shs. (79.6%)	2-7-80
Orion Capital Corp. Bankers National Life Insurance Co. Security Insurance Co. of Hartford	Credithrift Financial, Inc. (Evansville, IN) Common Stock - 524,400 shs.	2-7-80
Philip F. Newman Leonard H. Caplan Bernard Flitter, Trustees	FPA Corporation (Huntingdon Valley, PA) Common Stock - 154,402 shs. (10.8%)	2-7-80
* Clift C. Lane Dorothy P. Lane	First S & L Shares, Inc. (Denver, CO) Common Stock - 294,380 shs.	2-7-80
* Lane Processing, Inc.	First S & L Shares, Inc. (Denver, CO) Common Stock - 90,720 shs.	2-7-80
Indiana Merchandising Corp. George J. Levine Sanford L. Levine Ronald I. Levine	Flock Industries, Inc. (Phillipsburg, NJ) Common Stock - 2,551,000 shs. (52%)	2-7-80
* Valores e Inmuebles Orientales, S.A. (Venezuela) Tenodora de Valores Financieros, C.A. (Venezuela) Petranac Establishment (Liechtenstein), et al	Florida National Banks of Florida, Inc. (Jacksonville, FL) Common Stock - 700,332 shs.	2-7-80
* Martin Bucksbaum Matthew Bucksbaum	General Growth Properties (Des Moines, IA) Shares of Beneficial Interest - 651,043 (18.2%)	2-7-80
Lauren E. Wurster	Gilford Instrument Laboratories, Inc. (Oberlin, OH) Common Stock - 400,350 shs. (24.1%) (Included above are shares owned by his wife.)	2-7-80

Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1. The following companies or individuals filed Schedule 14D-1's during the period February 1 - 7, 1980. *Amended Tender Offers.

<u>OFFER TO PURCHASE BY:</u>	<u>ISSUER & NUMBER OF SHARES TO BE PURCHASED</u>	<u>DATE FILED</u>
* PNW Inc. (Wholly-owned subsidiary of Pay Less Drug Stores Northwest, Inc.) Pay Less Drug Stores Northwest, Inc.	Pay Less Drug Stores (Oakland, CA) Common Stock - All outstanding shares for cash at \$24.00 net per share (This amended offer increased the price from \$22.50 net per share.)	2-1-80
Southland Technology, Inc.	BQP Industries, Inc. (Denver, CO) Common Stock - 1,126,734 shares for cash at \$2.00 net per share (Southland has entered into agreements to purchase 788,073 (69%) from certain shareholders.)	2-7-80
Kansas City Life Insurance Co.	National Reserve Life Insurance Co. (Topeka, KS) Class A and AA Common Stock - All outstanding shares for cash at \$31.00 net per share	2-7-80

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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. When you are ordering more than one, we prefer that the documents be listed in alphabetical order to expedite service. The reproduction cost is 10c per page plus postage (\$3.50 minimum); 20c per page plus postage for expedited service (\$5.00 minimum) and 30c per page plus postage for priority service (\$5.00 minimum). Cost estimates are given or request. All other reference material is available in the SEC Docket.

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