

# sec news digest

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## RULES AND RELATED MATTERS

U.S. SECURITIES AND  
EXCHANGE COMMISSION

### RULE 24e-2 PROPOSED; RELATED CORRESPONDENCE RELEASED

The Commission has proposed new Rule 24e-2 under the Investment Company Act of 1940, which would provide an optional method for calculation of registration fees by open-end investment companies registering additional shares by post-effective amendment. The proposed rule would have the effect of requiring registration fees only for those shares being registered in excess of the number of shares redeemed or repurchased in the previous fiscal year. Comments must be submitted by April 20, 1977 to George A. Fitzsimmons, Secretary, SEC, Washington, D.C. 20549. (Rel. 33-5817)

In a related area, the Commission also released, on March 15, an exchange of correspondence between its General Counsel, Harvey L. Pitt, and Paul G. Dembling, General Counsel of the General Accounting Office, concerning Comptroller General Opinion B-133227 (September 13, 1976). In that opinion, the Acting Comptroller General discussed the possibility of the Commission's adopting, pursuant to Section 6(b) of the Securities Act of 1933, a waiver of the registration fee applicable to newly issued open-end management company securities replacing securities redeemed during the past year. In the correspondence which the Commission has released, the General Counsel of GAO indicates that Mr. Pitt may correctly assume that GAO is "aware of no laws or policies outside of the securities laws which would affect Commission action in this area."

### CORRECTION TO BENEFICIAL OWNERSHIP DISCLOSURE REQUIREMENTS

The Commission announced the publication of certain corrections to the beneficial ownership disclosure requirements which were published in Securities Act Release No. 5808. These corrections will revise Item 5 of Schedule 14A so that paragraphs (f) and (g) thereof reflect the amendments to the Schedule which were adopted in Release No. 34-13156 (January 13, 1977). (Rel. 33-5808A)

## COMMISSION ANNOUNCEMENTS

### SHAW HOOKER & CO. AND ARTHUR A. GAMBARASI CENSURED; LEROY ZACK TAYLOR SUSPENDED

Administrative Law Judge Irving Sommer has issued an initial decision censuring Shaw Hooker & Co. and its managing partner, Arthur A. Gambarasi. The decision also suspends Leroy Zack Taylor, a registered representative of the firm during the periods involved, from association with a broker-dealer for ten business days from the effective date of the Order.

The sanctions imposed in the public interest were based, *inter alia*, upon findings that Shaw Hooker & Co. and Gambarasi wilfully violated the antifraud provisions of the securities laws, and failed reasonably to supervise two of its registered representatives, Haisman and Taylor with a view to preventing the fraudulent and manipulative violations of the Act and regulations committed by the stated representatives.

Taylor was also found to have wilfully violated the antifraud provisions of the securities laws.

These violations were found to have occurred in connection with the warrant and option trading business the firm conducted in the San Mateo, California branch office.

The decision is subject to review of the Commission on its motion or on petition of a party.

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## TRADING SUSPENSIONS

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### TRADING SUSPENDED IN SECURITIES OF FOUR COMPANIES

The SEC announced the single ten-day suspension of exchange and over-the-counter trading in the securities of Fay's Drug Company, Inc., a New York corporation located in Liverpool, New York; Lawrys Foods, Inc., a California corporation located in Los Angeles, California; Olympia Brewing Co., a Washington corporation located in Tumwater, Washington; and Stange Company, a Delaware corporation located in Chicago, Illinois, for the period beginning on March 15 and terminating at midnight (EST) on March 24, 1977.

The Commission suspended trading in all securities of the above named companies because of the recent unusual and unexplained activity in the securities of those companies. The Commission has been informed that there is currently no information available which would indicate that the unexplained activity is the result of any internal corporate developments in any of the companies involved. The Commission has noted, however, that at least one registered broker-dealer has encountered financial problems as a result of transactions in certain of the securities. Every effort will be made to allow trading to resume prior to the expiration date. (Rel. 34-13376)

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## SECURITIES ACT REGISTRATIONS

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### (S-1) NATURAL RESOURCE MANAGEMENT CORPORATION

900 Building of the Southwest, Midland, Texas 79701 - \$4,500,000 of limited partnership units, to be offered for sale at a subscription price of \$15,000 per unit by NASD members. The limited partnership units are in up to two limited partnerships to be formed during 1977, the first of which is to be designated NRM 77-1 Limited. If the second partnership is formed, it will be designated NRM 77-2 Limited. The partnerships will engage in a program for the exploration and development of oil and gas properties. (File 2-58395 - Mar. 11)

### (S-7) WELLS FARGO & COMPANY

420 Montgomery St., San Francisco, Cal. 94104 - 2,000,000 shares of common stock, to be offered for sale through underwriters represented by Morgan Stanley & Co. Inc., 1251 Avenue of the Americas, New York, N.Y. 10020. Wells Fargo & Company is a bank holding company. (File 2-58400 - Mar. 14)

### (S-1) AMERICAN INVESTMENT COMPANY

8251 Maryland Ave., Clayton, Mo. 63105 - \$10 million of investment notes at varying interest rates and maturities, to be offered for sale on a best efforts basis by certain officers and employees of the company and through brokers and dealers. American Investment Company is a holding company, its subsidiaries engage in the consumer finance business and in life and casualty insurance business. (File 2-58401 - Mar. 14)

### (S-7) IOWA PUBLIC SERVICE COMPANY

Orpheum Electric Bldg., Sioux City, Iowa 51102 - 125,000 shares of common stock, to be offered for sale pursuant to the company's Employee and Stockholder Dividend Reinvestment and Stock Purchase Plan. The company is engaged in the electric and gas utility business. (File 2-58405 - Mar. 14)

### (S-14) COLT INDUSTRIES, INC.

430 Park Ave., New York, N.Y. 10022 - 1,070,383 shares of common stock. It is proposed to offer these shares to shareholders of Menasco Manufacturing Company upon the merger of a wholly-owned subsidiary of Colt into Menasco at a rate of 0.475 Colt share for each share of common stock of Menasco and, with respect to a portion of such common stock, to holders of outstanding stock options granted under the stock option plans of Menasco to be assumed by Colt upon the merger. Colt is a diversified industrial products and steel company. (File 2-58408 - Mar. 15)

### STOCK PLANS FILED

The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

DEKALB AgResearch, Inc., DeKalb, Ill. (File 2-58358 - Mar. 7) - 167,060 shares

**STOCK PLANS FILED CONT.**

URS Corp., San Mateo, Cal. (File 2-58361 - Mar. 7) - 100,000 shares  
 The Murray Ohio Manufacturing Co., Brentwood, Tenn. (File 2-58371 - Mar. 9) - \$4,200,000 of participations  
 Xerox Corp., Stamford, Conn. (File 2-58373 - Mar. 9) - \$67,000,000 of interests and (File 2-58374 - Mar. 9) - \$8,500,000 of interests  
 McDonnell Douglas Corp., St. Louis, Mo. (File 2-58377 - Mar. 10) - \$4 million of interests and (File 2-58378 - Mar. 10) - \$60 million of interests  
 Lancaster Colony Corp., Columbus, Ohio (File 2-58379 - Mar. 10) - 142,200 shares  
 The Cleveland Electric Illuminating Co., Cleveland, Ohio (File 2-58383 - Mar. 11) 655,035 shares  
 The Merit Corp., Memphis, Tenn. (File 2-58389 - Mar. 11) - 120,000 shares  
 Chicago Bridge & Iron Co., Oak Brook, Ill. (File 2-58390 - Mar. 11) - 50,000 shares  
 Lee Enterprises, Inc., Davenport, Iowa (File 2-58393 - Mar. 11) - 200,000 shares  
 Victoria Station Inc., San Francisco, Cal. (File 2-58397 - Mar. 14) - \$5 million of interests  
 Combustion Equipment Associates, Inc., New York, N.Y. (File 2-58402 - Mar. 14) - 105,000 shares  
 Dorchester Gas Corp., Dallas, Tex. (File 2-58403 - Mar. 14) - 300,000 shares  
 The Echlin Manufacturing Co., Branford, Conn. (File 2-58404 - Mar. 14) - 300,000 shares  
 Anacomp, Inc., Indianapolis, Ind. (File 2-58406 - Mar. 14) - 325,000 shares  
 The Lubrizol Corp., Wickliffe, Ohio (File 2-58410 - Mar. 15) - 512,794 shares

**RECENT 8K FILINGS**

Form 8K is a report which must be filed with the SEC by the 10th of the month after any of the following important events or changes: changes in control of the registrant; acquisition or disposition of assets; legal proceedings; changes in securities (i.e., collateral for registered securities); defaults upon senior securities; increase or decrease in the amount of securities outstanding; options to purchase securities; revaluation of assets; submission of matters to a vote of security holders.

The companies listed below have filed Form 8-K reports for the month indicated, responding to the item of the form specified. Photocopies may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). An index of the captions of the items of the form was included in Monday's News Digest.

COMPANY	ITEM NO.	MONTH
TI CORP OF CALIFORNIA	8	02/77
TIME DC INC	13	03/77
TSI INC	1,8,14	02/77
VETCO INC	13	02/77
VICTGR COMPTOMETER CORP	8	02/77
WASHINGTON GEORGE CORP	13	01/77
WEBB RESOURCES INC	7,8	02/77
WILLAMETTE INDUSTRIES INC	4,7,8,14	02/77
ATLANTA NATIONAL REAL ESTATE TRUST	6	02/77
CFS CONTINENTAL INC	7,8,11,14	02/77
COAST PHOTO MANUFACTURING CO INC	2,6	02/77
DOCTOR PEPPER CO	2,14	02/77
FOOTHILL GROUP INC	7	02/77
GENERAL TELEPHONE CO OF NORTHWEST INC	7,14	02/77
GOLDEN ENTERPRISES INC	7,8	02/77
INVESTORS SYNDICATE OF AMERICA INC	11	02/77
KANSAS CITY STAR CO	1	02/77
KEITH CLARK INC	3	02/77
LOCKHEED AIRCRAFT CORP	13	02/76
NORTH EUROPEAN OIL ROYALTY TRUST	3,14	02/77
PHILLIPS VAN HEUSEN CORP	7	02/77
ROCKWELL INTERNATIONAL CORP	11	02/77
WEST KNITTING CORP	8	02/77
WTC INC	14	02/77
AAI CORP	13	02/77
ABBOTT LABORATORIES	13,14	02/77
AERO SYSTEMS ENGINEERING INC	13	02/77
AFFILIATED BANK CORP	7	02/77
AGWAY INC	7	02/77

RECENT BK FILINGS CONT.

ALABAMA POWER CO	13	02/77
ALISON MORTGAGE INVESTMENT TRUST	2	02/77
ALLEGHANY CORP	3	02/77
ALLIED ARTISTS INDUSTRIES INC	3	02/77
ALLIED MAINTENANCE CORP	5	03/77
ALLIED STORES CORP	13,14	02/77
ALLIED SUPERMARKETS INC	7,13	02/77
ALUMINUM CO OF AMERICA	3	02/77
AMCORD INC	5,6	03/77
AMERAGA MESS CORP	3,4,7,14	02/77
AMERICAN BANCORP	3	02/77
AMERICAN BANKS OF FLORIDA INC	13	02/77
AMERICAN BRANDS INC	13	02/77
AMERICAN CENTENNIAL CORP	5	02/77
AMERICAN NATIONAL HOLDING CO	7	02/77
AMERICAN PETROFINA INC	13	02/77
AMERICAN REALTY TRUST	3,13,14	02/77
AMICOR INC	7	02/77
APCO OIL CORP	4,7,8,14	02/77
APPLICATION ENGINEERING CORP	13,14	02/77
APPLIED DIGITAL DATA SYSTEMS INC	2,3,7,8	02/77
ARCATA NATIONAL CORP	3	02/77
ARCO PIPE LINE CO	3,13	02/77
ARDEN MAYFAIR INC	7,13	02/77
ARMOUR & CO	3	02/77
ASHLAND OIL INC	3,8	02/77
ATLANTA INTERNATIONAL RACEWAY INC	2,4	02/77
ATLANTIC PEPSI COLA BOTTLING CO INC	2,14	02/77
ATLANTIC RICHFIELD CO	3,13	02/77
AUTOMATIC RADIO MANUFACTURING CO INC	11	02/77
BALCOR REALTY INVESTORS LTD 74	7,8,14	02/77
BALLY MANUFACTURING CORP	7	02/77
BELL & HOWELL CO	10,13,14	02/77
BELL CANADA	7,13	02/77
BERKELEY BIO ENGINEERING INC	4,13,14	02/77
BETHLEHEM STEEL CORP	3	02/77
BURG WARNER CORP	7,14	02/77
BOWLES FLUIDICS CORP	7	02/77
BROADVIEW FINANCIAL CORP	12,13,14	02/77
BROOKS & PERKINS INC	13	02/77
BROWNING FERRIS INDUSTRIES INC	3,7,8,14	02/77
BT MORTGAGE INVESTORS	11	02/77
BUNKER RAMO CORP	4,7,8,13,14	02/77
BURNS R L CORP	13	02/77
CABCT CORP	11,14	02/77
CADENCE INDUSTRIES CORP	13,14	02/77
CAFETERIAS INC	7	02/77
CALIFORNIA COMPUTER PRODUCTS INC	3	02/77
CAMBRIDGE ELECTRIC LIGHT CO	11	02/77
CAMPBELL TAGGART INC	3	02/77
CANADIAN INTERNATIONAL POWER CO LTD	13	02/77
CANAL ELECTRIC CO	11	02/77
CAPITAL CITIES COMMUNICATIONS INC	2,14	02/77

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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