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Issue 77-184

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September 22, 1977

NOTICE OF COMMISSION MEETINGS

U.S. SECURITIES AND EXCHANGE COMMISSION

CHANGES IN THE MEETING

Consideration by the Commission of: Response to questions raised by the Subcommittee on Oversight and Investigations and Consumer Protection and Finance regarding the development of a national clearing and settlement system which was rescheduled for an open meeting at 10 a.m. on September 27, 1977 will instead be discussed at the open meeting for September 28, 1977, at 11 a.m.

COMMISSION ANNOUNCEMENTS

SCHEDULE OF WITNESSES FOR WASHINGTON HEARINGS ON SHAREHOLDER COMMUNICATIONS, SHAREHOLDER PARTICIPATION IN CORPORATE ELECTORAL PROCESS AND CORPORATE GOVERNANCE

The Commission previously announced that it would hold public hearings on the subjects of shareholder communications, shareholder participation in the corporate electoral process and corporate governance. The hearings are scheduled to commence on September 29, 1977 at the Commission's headquarters, 500 North Capitol Street, Washington, D.C. 20549 in Room 776. The following witnesses are scheduled to appear on the dates and at the times indicated:

Thursday, September 29, 1977

- 9:30 a.m. - Opening Statement of Chairman Harold Williams
- 9:45 a.m. - U.S. Senator Howard M. Metzenbaum (D-Ohio)
Chairman, Subcommittee on Citizens and Shareholders Rights
and Remedies, the Senate Committee on the Judiciary
- 10:30 a.m. - Professor Joel Seligman
Northeastern University Law School
- 11:30 a.m. - Michael Pertschuk, Chairman
Federal Trade Commission
- 2:15 p.m. - Professor William L. Cary
Columbia University Law School
- 3:15 p.m. - Milton H. Covey, Chairman of the Board
George N. Biggs, III, President
Thomas M. Comerford
Frank A. Hutson, Jr.
Donald E. Pease
American Society of Corporate Secretaries, Inc.

Friday, September 30, 1977

- 9:30 a.m. - Ralph Nader
Mark Green, Director
Public Citizens Congress Watch
- 10:30 a.m. - Ralph Lazarus, Chairman
Federated Department Stores, Inc.
on behalf of the Business Roundtable
- 11:30 a.m. - Evelyn Y. Davis
- 2:00 p.m. - Paul M. Neuhauser, Esq.
Personally and on behalf of various church groups

3:00 p.m. - Professor Myles L. Mace
Graduate School of Business Administration
Harvard University

Monday, October 3, 1977

9:30 a.m. - Philip W. Moore, Esq.
10:30 a.m. - Keats A. Pullen, Jr.
2:00 p.m. - Donald A. Petrie, Esq.
3:00 p.m. - Professor Egon Guttman
American University Law School

Tuesday, October 4, 1977

2:00 p.m. - Professor Donald E. Schwartz
Georgetown Law Center

Professor Elliott J. Weiss
Benjamin Cardozo Law School
Yeshiva University
3:00 p.m. - Alice E. Hennessey, Vice President
and Corporate Secretary
Boise Cascade Corporation
3:45 p.m. - Patteson Branch

Thursday, October 6, 1977

2:00 p.m. - Jamie Heard, Associate Director
Investor Responsibility Research Center
3:00 p.m. - Sidney F. Davis, Assistant Vice President
Corporate Legal Affairs
Delta Airlines

Friday, October 7, 1977

10:30 a.m. - William S. Caskel, Vice Chairman of the Board of Directors
and Chief Financial Officer
Frank A. Hutson, Jr., Secretary
American Telephone & Telegraph Company
11:30 a.m. - Robert Mathison
2:00 p.m. - Gerald R. Hildebrandt, Chairman
Boardroom Resources, Inc.
3:00 p.m. - Professor Harvey Frank
Marshall-Wythe School of Law
College of William and Mary
4:00 p.m. - Roger S. Foster, Esq.
Leonard C. Meeker, Esq.
Center for Law and Social Policy

The hearings will continue outside of Washington, D.C. commencing on October 11, 1977 at the Commission's regional office in Los Angeles, California; on October 18, 1977 at its regional office in New York, New York; and on November 1, 1977 at its regional office in Chicago, Illinois. Schedules of witnesses for these hearings will be published in the near future.

Witnesses at the hearings will be asked to present oral statements in a number of areas, including whether the Commission should require additional disclosures in proxy materials relating to socially significant information, including environmental and equal employment matters, and whether the Commission should amend its rules relating to shareholder proposals. The Commission will also consider the advisability of affording shareholders access to management's proxy materials for the purpose of nominating persons to serve on the Board of Directors and the advisability of expanding disclosures in the proxy statement relating to the qualifications of director nominees. Additionally, in recognition of large amounts of securities held by institutional investors, such as bank trust departments, insurance companies, investment

companies and pension funds, the Commission wishes to explore the proxy review policies and procedures presently employed by these institutions and to consider whether institutions, prior to exercising their voting power, should be required to obtain the views of owners of the economic interests in the securities. At the conclusion of these proceedings, the Commission will determine whether to propose amendments to the proxy rules and other applicable rules or to recommend legislation to Congress, such as a bill establishing federal minimum standards for corporate conduct.

All interested members of the public, particularly individual and institutional investors, who wish to present oral statements at the hearings to be held in Los Angeles, New York City and Chicago are encouraged to contact Barbara Leventhal or Richard Nesson at 202-755-1750.

TRADING SUSPENSIONS

TRADING SUSPENDED IN BILLINGS ENERGY CORPORATION

The SEC announced the single ten-day suspension of exchange and over-the-counter trading in the securities of Billings Energy Corp., a Utah corporation located in Provo, Utah, for the period beginning on September 21 and terminating at midnight (EDT) on September 30, 1977.

The Commission ordered the suspension in Billings' securities because of conflicting reports in the press about the company's operations and financial condition. One article currently being widely syndicated in newspapers throughout the country states that: So far the company has received over \$2 million in research contracts and grants. . . . This is apparently a reference to Billings' cumulative amount of grants since 1973. Billings' latest financial statements, as of December 31, 1976 shows \$574,000 in contract revenues.

The article also states that Billings' computer manufacturing subsidiary "has earned over \$3 million". Billings' 1976 income statement shows other operating income as \$13,702 and a loss from operations of \$111,702.

A recent Barron's article of September 6, 1977 states that: "More losses seem likely at Billings. . ." Billings, however, considers this article to be unduly pessimistic. (Rel. 34-13978)

HOLDING COMPANY ACT RELEASES

NATIONAL FUEL GAS SUPPLY CORPORATION

An order has been issued approving a proposal of National Fuel Gas Company, a registered holding company, and a wholly-owned subsidiary, National Fuel Gas Supply Corporation, whereby certain noninterest-bearing loans made by the parent to the subsidiary will be converted to bear interest at an annual rate of 8.7%. (Rel. 35-20182 - Sept. 20)

MIDDLE SOUTH UTILITIES

An order has been issued approving a proposal of Middle South Utilities, Inc., a registered holding company, whereby Middle South proposes to make available, for acquisition by the trustee of its employee stock option plan, up to 300,000 shares of its common stock, par value \$5 per share. (Rel. 35-20183 - Sept. 20)

COLUMBIA GAS SYSTEM

A memorandum opinion and order has been issued approving a proposal of Columbia Gas System, Inc., to issue and sell short-term notes aggregating \$322 million through May 31, 1978, to banks and dealers in commercial paper. A request for hearing by the Attorney General's Office of the State of Ohio was denied. (Rel. 35-20184 - Sept. 20)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The National Association of Securities Dealers, Inc. (NASD) has filed a proposed rule change under Rule 19b-4 (SR-NASD-77-13) to reduce the variable portion of its annual membership assessment. The proposal became effective upon filing pursuant to Section 19(b)(3) of the Securities Exchange Act of 1934. Publication of the proposal is expected to be made in the Federal Register during the week of September 26. (Rel. 34-13979)

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-6) MASSACHUSETTS TAX EXEMPT UNIT TRUST, SERIES 1, 50 Congress St., Boston, Mass. 02109 - 10,000 units. Depositor, Moseley, Hallgarten & Estabrook Inc. (File 2-59909 - Sept. 20)
- (S-1) TELENET CORPORATION, 1050 17th St., N.W., Washington, D.C. 20036 (202) 637-7900 - 687,500 shares of common stock.
- (S-8) COMTEN, INC., 1950 West County Road B-2, St. Paul, Minn. 55113 - 300,000 shares of common stock. (File 2-59917 - Sept. 21)
- (S-8) OCEANEERING INTERNATIONAL, INC., 10575 Katy Freeway, Houston, Tex. 77024 - 500,000 shares of common stock. (File 2-59918 - Sept. 21)
- (S-1) SERVPRO INDUSTRIES, INC., 4545 Orange Grove Ave., Sacramento, Cal. 95841 - 1,000,000 shares of common stock. (File 2-59919 - Sept. 21)
- (S-7) SAVANNAH ELECTRIC AND POWER COMPANY, 600 Bay St., Savannah, Ga. 31401 (912) 232-7171 - 600,000 shares of common stock. Underwriters: Reynolds Securities Inc. and Johnson, Lane, Space, Smith & Co., Inc. (File 2-59920 - Sept. 21)
- (S-1) FIRST AGRIBUSINESS, INC., 6141 Sunset Dr., South Miami, Fla. 33143 - 400,000 shares of preferred stock. (File 2-59922 - Sept. 21)
- (S-7) THE SOUTHERN COMPANY, Perimeter Center East, P.O. Box 720071, Atlanta, Ga. 30346 (404) 393-0659 - 11,000,000 shares of common stock. (File 2-59923 - Sept. 21)
- (S-7) THE EMPIRE DISTRICT ELECTRIC COMPANY, 602 Joplin St., Joplin, Mo. 64801 (417) 623-4700 - \$15 million of first mortgage bonds, due 2007. Underwriters: The First Boston Corporation and White, Weld & Co. Inc. (File 2-59924 - Sept. 21) and 420,000 shares of common stock. Underwriters: same as above. (File 2-59925 - Sept. 21)
- (S-7) MOTOROLA, INC., 1303 East Algonquin Rd., Schaumburg, Ill. 60196 (312) 397-5000 - \$100 million of sinking fund debentures, due 2007. Underwriter: Goldman, Sachs & Co. (File 2-59926 - Sept. 22)

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