Issue 77-232

DEC 6 1977

December 2. 1977

ADMINISTRATIVE PROCEEDINGS

U.S. SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE LAW JUDGE'S CHANGE OF VENUE FOR HEARING ON APPLICATION BY THE VANGUARD GROUP, INC., AFFIRMED; APPLICATION FOR PARTY STATUS BY PARTICIPANT-INTERVENOR DENIED

The Commission has affirmed the interlocutory ruling of an administrative law judge which moved the location of a hearing on the application for exemption from certain provisions of the Investment Company Act by The Vanguard Group, Inc., of Valley Forge, Pennsylvania, from Washington, D.C. to Philadelphia, Pennsylvania. Noting that its Rules of Practice "give no specific guidance in such a situation" and that greater specificity in those rules appears desirable, the Commission concluded that "the hearing officer did not exceed his discretion" in ordering the change of venue and that "should the hearings prove protracted, ... the Division [of Investment Management] can apply ... for an order returning the cause to Washington."

The Commission stated that "questions of general significance in the administration of the Public Utility Holding Company and Investment Company Acts are presented." But it did not reach them. Its opinion was expressly limited "to this case under our Rules of Practice as they now stand."

The Commission also ruled upon an application for full party status made by a share-holder in one of the Vanguard funds. The Commission denied the application, noting that the administrative law judge had already given that shareholder many rights of a party and that those rights give "the intervenor everything he needs to champion his cause effectively." (Rel. IC-10016)

DECISION BARRING LAWRENCE A. LUEBBE FINAL

The decision of an administrative law judge barring Lawrence A. Luebbe, of <u>Los Angeles</u>, <u>California</u>, from association with any broker or dealer has become final. <u>After three months</u>, <u>Luebbe</u>, who was president of the former broker-dealer firm of MFAI Associates, may become associated with a broker-dealer for the purpose of selling mutual fund shares, and after nine months, he may apply to become associated with a broker-dealer on a basis not so restricted, but only in a non-supervisory and adequately supervised position.

According to the decision, Luebbe violated antifraud provisions of the securities laws by recommending to customers bond anticipation notes issued by a California reclamation district when he had no adequate basis for the recommendations. (Rel. 34-14180)

PROCEEDINGS ORDERED AGAINST I*SECURITIES, INC., OTHERS

Public administrative proceedings have been ordered under the Securities Exchange Act of 1934 against I*Securities, Inc., Investment Resources of Texas, Inc., Ronald H. Richter, and William R. Barrow, all of Houston, Texas. The proceedings are based on the entry of orders of permanent injunction against I*Securities, Inc. and William R. Barrow enjoining them from further violations of the registration provisions of the securities laws; an order of permanent injunction against Ronald H. Richter enjoining him from further violations of the registration and antifraud provisions of the securities laws; and staff allegations that I*Securities, Inc. failed to maintain the minimum required net capital, failed to keep current and accurate books and records, failed to file its required report of revenues and expenses, and failed to give timely notice to the Commission of its non-compliance, and that Investment Resources of Texas, Inc. engaged in violations of the registration provisions of the securities laws. A hearing will be scheduled by further order on the charges against the respondents. (Rel. 34-1423)

COMMISSION ANNOUNCEMENTS

CHAIRMAN SPEAKS BEFORE SIA CONVENTION

Chairman Harold M. Williams spoke before The Securities Industry Association 1977 Annual Convention, in Boca Raton, Florida on Thursday, December 1. The title of his address was "The National Market System in Perspective." Copies of the speech may be obtained from the SEC, Publications Unit, 500 North Capitol Street, Washington, D.C. 20549.

COURT ENFORCEMENT ACTIONS

COMPLAINT NAMES CORTES W. RANDELL, OTHERS

The Washington Regional Office announced the filing of a civil complaint in the U.S. District Court in Alexandria, Virginia, on November 30 seeking to enjoin Cortes W. Randell (Randell), Federal Mortgage Acceptance Corporation (a private corporation controlled by Randell), Joan W. Randell, Lester S. Cotherman and John B. Mumford from further violations of the registration and antifraud provisions of the securities laws. The complaint alleges, among other things, that from February 1974 to at least April 1975, the defendants engaged in a fraudulent course of business which substantially depleted and drained the assets of National Commercial Credit Corporation (NCCC), while at the same time the defendants were offering and selling to public investors unregistered corporate notes of NCCC by the use of false representations of, among other things, NCCC's financial condition and future prospects. The complaint alleges that the defendants assumed control over NCCC and engaged in undisclosed self-dealing, including the diversion of approximately \$600,000 in second trust notes and over \$350,000 in cash, without proper accounting or reimbursement to NCCC. The complaint further alleges that the defendants failed to disclose that defendant Randell, who was in a control position, had pleaded guilty in August 1974 to four counts of securities fraud in connection with National Student Marketing Corporation. The complaint also seeks an accounting by certain of the defendants of all monies or other assets of NSCC obtained by them.

The investigation was conducted jointly with the Virginia State Corporation Commission. (SEC v. Cortes W. Randell, et al., E.D. Va.). (LR-8212)

DISMISSAL OF COMPLAINT AGAINST THERMAL POWER COMPANY, OTHERS

The SEC announced the dismissal on November 30 of its complaint filed against Thermal Power Company, Natomas Company, Dan A. McMillan, Jr., Dorman L. Commons. The complaint charged the defendants with making inadequate disclosures in public statements and filings with the Commission in connection with the Natomas Company's tender offer for Thermal Power Company in violation of Sections 10(b), 14(d) and 14(e) of the Securities Exchange Act of 1934 and Rule 10b-5, 14d-1 and 14d-4 promulgated thereunder. The lawsuit was dismissed with prejudice as to all defendants with the consent of the Commission on the basis of a Stipulation and Final Order among the parties and order by Judge Lloyd Burke of the Northern District of California under which (a) Natomas Company and Thermal Power Company agreed to continue to implement and maintain procedures which they have designed to comply with the above provisions of the Securities Exchange Act and the rules thereunder in connection with future filings with the Commission or disclosures concerning any future tender offers they may make; and (b) the Commission agreed that Natomas Company and Thermal Power Company will not be required by it to make any further filings or disclosures with the Commission based on the allegations in the complaint, and that in any future filings and reports by them describing the termination of the litigation, the description contained in this release shall be adequate for all purposes. The order provides that the Court retain jurisdiction over the parties and that the Order may be enforced by any of the parties in accordance with its terms. (SEC v. Thermal Power Company, et al., Civil Action No. 75-2000, N.D. Cal.). (LR-8213)

INVESTMENT COMPANY ACT RELEASES

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

A notice has been issued giving interested persons until December 27 to request a hearing on an application of The Prudential Insurance Company of America (Prudential), a

New Jersey mutual life insurance company, and Prudential's Annuity Plan Account-2, a separate account of Prudential registered under the Investment Company Act of 1940 as a unit investment trust (hereinafter collectively referred to as Applicants), for an order pursuant to Section 6(c) of the Act granting exemption from Sections 22(e), 27(c)(1) and 27(d) to the extent necessary to permit compliance by Applicants with certain provisions of the Education Code of the State of Texas as it would apply to variable annuity contracts issued subsequent to the date of the requested order and pursuant to Section 11 of the Act for approval of an offer of exchange. (Rel. IC-10032 - Nov. 30)

CURRENT INTEREST

An order has been issued on an application of Current Interest, Inc., a registered, open-end, diversified management investment company, pursuant to Section 6(c) of the Act for an exemption from the provisions of Section 19(b) of the Act and Rule 19b-1 thereunder, to allow it to distribute long-term capital gains more frequently than once every twelve months. (Rel. IC-10033 - Nov. 30)

STATE MUTUAL SECURITIES

An order has been issued pursuant to Section 17(d) of the Act and Rule 17d-1 there-under, permitting State Mutual Securities, Inc. (Fund), a registered, diversified, closed-end investment company, and State Mutual Life Assurance Company of America (Adviser), the Fund's investment adviser, to purchase jointly certain convertible subordinated notes of Massey-Ferguson, Inc., and pursuant to Section 17(b) of the Act, exempting from Section 17(a) the proposed sale by Adviser of a portion of the notes to Fund. (Rel. IC-10034 - Nov. 30)

HOLDING COMPANY ACT RELEASES

CEDAR COAL COMPANY

A supplemental order has been issued authorizing Cedar Coal Company, subsidiary of Appalachian Power Company and American Electric Power Company, Inc., to extend the payment dates for previously authorized bank borrowings. (Rel. 35-20279 - Nov. 30)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Midwest Stock Exchange, Inc. has filed a proposed rule change under Rule 19b-4 (SR-MSE-77-35) to amend Article I, Rule 10 of the Exchange rules to provide that no transfer of membership, pursuant to a financing agreement, will be processed unless the transferor is current in all filings and dues related to that membership. Publication of the proposal is expected to be made in the Federal Register during the week of December 4. (Rel. 34-14216)

COMMENTS ON DISAPPROVAL PROCEEDINGS AND PROPOSED OPTIONS EXPANSION MORATORIUM EXTENDED

The Commission has extended the period for public comment until December 7 regarding: (1) disapproval proceedings initiated by Rel. 34-14057 [October 17, 1977] on 26 options-related Rule change proposals; and (2) proposed rule 9b-1(T), published for comment in Rel. 34-14056 [October 17, 1977], which would establish a temporary moratorium on the expansion of standardized options trading programs. (Rel. 34-14217)

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-16) SQUIBB CORPORATION, 40 West 57th St., New York, N.Y. 10019 (212) 489-2000 - 250,000 shares of common stock. (File 2-60406 - Dec. 1)

(S-B) PROVINCE OF ONTARIO (CANADA), 1251 Avenue of the Americas, Suite 1080, New York, N.Y. 10020 - \$250 million of thirty-year debentures, due 2008. Underwriters: Salomon Brothers, Wood Gundy Inc. and McLeod, Young, Weir, Inc. (File 2-60408 - Dec. 1)

REGISTRATIONS EFFECTIVE

Nov. 29: Alabama Power Co., 2-60208; Dean Witter Organization Inc., 2-60380.

Nov. 30: Central Illinois Public Service Co., 2-60232; Entex, Inc., 2-60242; FMC

Corp., 2-60074; Federated High Income Securities, Inc., 2-60103; Huffy Corp., 2-60134;

James Dole Corp., 2-60045; Municipal Investment Trust Fund, Seventy-Eighth Monthly

Payment Series, 2-60138; Norton Simon, Inc., 2-60331 & 2-60332; R. H. Macy & Co. Inc.,

2-60322; Republic New York Corp., 2-60315; Sedco, Inc., 2-60288; Shaklee Corp.,

2-60220; Wallace Business Forms, Inc., 2-60252 & 2-60253; West Penn Power Co.,

2-60177.

NOTE TO DEALERS. When applicable the 90-day period of time dealers are required to use the prospectus is noted above in parentheses after the name of the issuer. As to the other issuers, there may be no such requirement to use a prospectus, or the requirement may be for a period of only 40 days; see Section 4(3) of the Securities Act of 1933 and Rule 174 (17 CFR 230.174) thereunder.

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%. The following companies or individuals filed Schedule 13D's during the period Nov. 10-11, 1977. 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 set forth for each beneficial owner.

REPORTING COMPANY OR INDIVIDUAL	ISSUER & NUMBER OF SHARES	DATE FILED
* Wilmington Investments, Inc. Wilmington Securities, Inc. (Wholly-owned subsidiaries of Hillman Co.)	Copeland Corporation (Sidney, OH) Common Stock - 1,661,544 shs. (30.21%)	11-10-77
* Thrall Car Manufacturing Co.	Chamberlain Mfg. Corp. (Elmhurst, IL) Common Stock - 451,290 shs. 64, Notes - \$2,000,000	11-10-77
* Government Employees Insurance Co.	Government Employees Financial Corp. (Denver, Co \$.84 Convertible Preferred Stock - 6,600 shs. Common Stock - 223,000 shs. (20.5%)	0)11-10-77
* Government Employees Insurance Co.	Criterion Insurance Co. (Chevy Chase, MD) Common Stock - 488,839 shs. (33.4%)	11-10-77
* Government Employees Insurance Co.	Government Employees Life Insurance Co. (Chevy Chase, MD) Common Stock - 1,082,274 shs. (24.2%)	11-10-77
L. Stanley Berenson, Indivi- dually and as Trustee William C. Worley Edward A. Colpak Richard B. Berenson	World Jai-Alai, Inc. (Miami, FL) Common Stock - 610,327 shs. (L. Berenson also holds an Option to purchase 106,250 shares. Also included above are shares owned by immediate family members.)	11-11-77
Berthold Weichselbaum	Philips, Appel & Walden, Inc. (NYC) Class A Common Stock - 5,000 shs. (Mr. Weichselbaum has agreed to purchase an additional 125,000 shares pursuant to a Stock Purchase Agreement.)	11-11-77
American Financial Corp.	Starrett Housing Corp. (NYC) Common Stock - 87,500 shs. 9 Debentures - \$7,500,000	11-11-77
Joseph H. Anderer Melvin L. Cooper Ronald N. Dubin	Stellar Industries, Inc. (Chappaqua, NY) Common Stock - 15,787,524 shs. (60%) (Upon resignation of all directors of the Issuer, the group was elected officers and directors.)	11-11-77

ACQUISITION REPORTS CONT.

Dynatech Corporation	Artek Systems Corp. (Farmingdale, NY) Common Stock - 654,353 shs. (Above shares were acquired pursuant to a Stock Purchase Agreement. Dynatech was granted an Option for 1 year to purchase 1.5 additional shares for each share of stock they held.)	11-11-77
* Federated Reinsurance Corp.	First Texas Financial Corp. (Dallas, TX) Common Stock - 94,500 shs.	11-11-77

* Amended Acquisition Report

The following have made offers to acquire stock of companies listed below pursuant to tender offers as reported to the Commission on Schedule 13D:

OFFER TO PURCHASE BY:	ISSUER & NUMBER OF SHARES TO BE PURCHASED	DATE FILED
Ohio Merchandising Corp.	Penn Fruit Co., Inc. (Philadelphia, PA) Common Stock - 400,000 shares for cash at \$1.00 net per share 4.68% Preferred Stock - 8,500 shs. for cash at \$5.00 net per share (Ohio presently owns 619,978 shares of Common stock (31.4%) and 17,081 shares of Preferred stock (44.36%).	10-31-77
J. W. Walter, Inc. (Wholly-Owned subsidiary of Jim Walter Corp.)	Allied Thermal Corp. (New Britain, CT) Common Stock - All outstanding shares for cash at \$26.00 net per share	11-1-77
Burnup & Sims Inc.	Floyd Enterprises, Inc. (Lakeland, FL) Common Stock - All outstanding shares for cash at \$15.75 net per share	11-2-77
Seneca Oil & Gas Company	1967 Prudential Annual Drilling Fund (Houston, 1967 Prudential Year End Drilling Fund 1968 Prudential Annual Drilling Fund 1968 Prudential Year End Drilling Fund 1969 Prudential Annual Drilling Fund 1969 Prudential Annual "A" Drilling Fund 1969 Prudential Year End Drilling Fund Undivided Working Interests - All outstanding (Seneca ffers to exchange up to 375,000 Units consisting of \$44 Prin. Amt. of 10% Debentures and one Warrant to purchase Common Stock in certain states and cash offer to other states Participants will receive \$1.00 cash for Programterests having a present worth of approximat \$2.79.	s S
Central National Bancshares, Inc.	Associated Bank Corp. (Mason City, IA) Common Stock - All outstanding shares for cash at \$2.45 net per share	11-7-77
Interpace Corp.	Allied Thermal Corp. (New Britain, CT) Common Stock - All outstanding shares for cash at \$30.00 net per share	11-7-77
Leesona Corporation	Egan Machinery Co. (Somerville, NJ) Common Stock - All outstanding shares for cash at \$14.00 net per share Stock Purchase Warrants - All outstanding for cash at \$2.67 net per warrant	11-10-77

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

Item 1. Changes in Control of Registrant.

Item 2. Acquisition or Disposition of Assets. Item 3. Bankruptcy or Receivership.

Item 4. Changes in Registrant's Certifying Accountant.

Item 5. Other Materially Important Events. Item 6. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEM NO.	DATE
AMBASSADGR GROUP INC	4,5	10/24/77
ANTA CCRP	1.2	11/01/77
BARUCH FESTER CORP	5.6	10/27/77
CANADIAN INTERNATIONAL POWER CO LTD	2,6	11/01/77
CANADIAN MERRILL LTD	2	10/01/77
CARBOLINE CO	5	10/31/77
CENTRAL MINNESOTA TELEVISION CO	8	10/01/77
CONSCLIDATED EQUITIES CORP	2	11/16/77
CONSCLIDATED FREIGHTWAYS INC	5,6	11/11/77
FOSTER WHEELER CORP	4,6	11/02/77
GENERAL SIGNAL CORP	5	10/31/77
HYDRATECS INC	5	08/16/77
IMPERIAL AMERICAN RESOURCES FUND INC	5	10/31/77
JUSTICE MORTGAGE INVESTORS	2,5,6	10/01/77
MECHTRON INTERNATIONAL CORP	4	10/10/77
MERCK & CO INC STOCK PURCHASE PLAN	5	10/24/77
MILWAUKEE PROFESSIONAL SPCRTS & SERVICES	2,5	10/18/77
MITCHELL ENERGY & DEVELOPMENT CORP	7,8,13,14	01/01/77 *
NORWESCO INC	2,5	10/01/77
ORIGINIT FABRICS INC	2	09/29/77
PACIFIC COAST PROPERTIES INC	1,2,4,6	11/02/77
PACIFIC INTERNATIONAL EQUITIES INC	5	08/01/77
PATENTS INTERNATIONAL AFFILIATES LTD	3	10/01/77
PHARMACARE INC	1	11/10/77
PRATT HENRY CO	5	10/77
PRECISION CASTPARTS CORP	5	11/01/77
PROVIDENCE & WORCESTER CG	5,6	11/01/77
PROVIDENT NATIONAL CORP	5	11/08/77
REED INDUSTRIES INC	1,5,6	10/28/77
REGAL BELOIT CORP	5	10/01/77
RESISTCFLEX CORP	5	10/01/77
RESOURCE EXPLORATION INC	4,6	09/12/77
SERVAMERICA INC	2,14	10/77 *
SLATER ELECTRIC INC	5	10/27/77
SOUNDESIGN CORP	5,6	10/01/77
SOUTHWEST FOREST INDUSTRIES INC	2,6	11/08/77
SOUTHWESTERN GROUP FINANCIAL INC	5	11/04/77
TELESCIENCES INC	5	10/14/77
VALHI INC	2,6	10/28/77
AMERICAN PROPERTY INVESTORS	2,6	11/03/77
CENTRAL NATIONAL BANGSHAFES INC	5,6	11/11/77
COMBUSTION ENGINEERING INC	2,6	11/01/77
CUPMINGS INC INTERNATIONAL SIGN SERVICE	2,5,6	11/03/77
DELTA CALIFORNIA INCUSTRIES	2,6	11/01/77
DIVERSIFIED MEDIA INC	2	09/01/77
EVEREST & JENNINGS INTERNATIONAL	5	10/01/77
GREEN MOUNTAIN POWER CORP	5	11/07/77
HALLIBURTON CO	5,6	11/17/77
HEALTH CHEM CORP	2,6	11/01/77
HI G INC	5	11/10/77
INTERNATIONAL VICEO CORP	6	11/01/77
INVESTORS TRUST INC	5	10/27/77
LARSON INDUSTRIES INC	1,4	10/07/77
	NEWS DIGEST,	December 2,

RECENT 8K FILINGS CONT.

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RECENT 8K FILINGS CONT.

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NORIN CORP	5	11/18/77
NORTHWEST INCUSTRIES INC	2,6	11/04/77
OPTICAL COATING LABORATORY INC	5	11/15/77
PATFICK PETROLEUM CO 1976 77 ERILLING PR	5	11/07/77
RAYMENE INTERNATIONAL INC	5,6	11/15/77
SCHWERMAN TRUCKING CC	2,6	11/10/77
SOUTHEASTERN MICHIGAN GAS ENTERPRISES IN	5	11/18/77
SUNAMERICA CCRP	5	10/06/77
SYSCC CORP	5	11/10/77
TCC INC	5	11/01/77
TELECOM CORP	5•6	10/13/77
UNITED MERCHANTS & MANUFACTURERS INC	5,6	11/04/77
UNITED STATES ENERGY CCRP	5	11/10/77
WELLS RICH GREENE INC	1,5	11/03/77
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PECKHAM INDUSTRIES INC	2	10/27/77
UNITED COMMUNITIES CORP	2,6	09/15/77
CENTURY PROPERTIES FUNC XI	14	12/31/76 *
CENTROL LASER CORP	6	09/20/77
RYERSON & FAYNES INC	2	09/30/77
TEPPS & TREMSERS	6	10/05/77
AGUIRRE CO	6	10/11/77
MCNEIL REAL ESTATE FLNE VI LTC	6	10/04/77
NEWBERY ENERGY CORP	6	10/08/77
SB PARTNERS	6	08/25/77
WYLY CERP	5	03/77

/ The Form 8-K was amended (Rel. 34-13156, January 13, 1977) effective for all events which occur subsequent to February 28, 1977. Those companies above which are noted with an asterisk () have filed pursuant to the old Form 8-K; the captions of the item numbers under which such reports are filed are as follows:

Item 1. Changes in Control of Registrant

Item 2. Acquisition or Disposition of Assets

Item 3. Legal Proceedings

Item 4. Changes in Securities

Item 5. Changes in Security for Registered Securities

Item 6. Defaults upon Senior Securities

Item 7. Increase in Amount of Securities Outstanding

Item 8. Decrease in Amount of Securities Outstanding

Item 9. Options to Purchase Securities

Item 10. Extraordinary items, other material charges and credits and capital restatements

Item 11. Submission of Matters to a Vote of Security Holders

Item 12. Changes in Registrant's Certifying Accountant

Item 13. Other Materially Important Events

Item 14. Financial Statements and Exhibits

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