sec news digest

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ADMINISTRATIVE PROCEEDINGS

U.S. SECURITIES
EXCHANGE COMMISSION

INITIAL DECISION REVOKES STUART-JAMES REGISTRATION, BARS PRINCIPALS, IMPOSES LESSER SANCTIONS ON OTHERS

Administrative Law Judge Max O. Regensteiner has issued an initial decision revoking the registration of Stuart-James Co. and barring C. James Padgett and Stuart Graff, its principals, from association with a broker or dealer. The firm ceased doing business in 1990. The decision imposed varying lesser sanctions on certain former vice-presidents (Dirk Nye and Douglas P. Ward) and branch managers (John M. Beaird, Michael C. Czaja, Robert E. Gibbs, Ronald J. Lasek, Shaw P. Sullivan and John W. Sutton).

According to the decision, the firm, under the direction of Padgett and Graff, violated antifraud provisions by charging undisclosed excessive markups in prearranged, riskless cross-trades from purchasers in two initial public offerings to aftermarket buyers at the opening of trading. The firm and its principals also distributed fraudulent sales scripts for use by sales agents. The branch managers violated antifraud provisions by encouraging agents to condition customer IPO purchases on "tie-in" agreements. Ward and Lasek were found to have established fraudulent no net selling policies. The firm, Padgett, Graff and Nye failed to provide reasonable supervision with respect to the tie-in practices. The initial decision is subject to Commission review on petition of a party or on the Commission's own initiative. (Initial Decision Rel. 32)

CIVIL PROCEEDINGS

TEMPORARY RESTRAINING ORDER, ORDER FREEZING ASSETS AND GRANTING OTHER EQUITABLE RELIEF ISSUED AGAINST WALTER ALEXANDER AND AMERICAN SPORTS ENTERTAINMENT NETWORK, INC.

The Commission announced today that on March 22 the Honorable Milton Pollack, U.S. District Judge for the Southern District of New York, granted the Commission's application for a temporary restraining order and an order freezing assets and granting other equitable relief against Walter E. Alexander (Alexander) and American Sports Entertainment Network, Inc. (ASEN). Judge Pollack scheduled a hearing on the Commission's application for a preliminary injunction for April 1, 1993. The complaint seeks preliminary and permanent injunctions against defendants Alexander and ASEN, enjoining them from further violations of the antifraud provisions of the federal securities laws, disgorgement and civil penalties.

Specifically, the complaint alleges that since at least January 1993, Alexander has attempted to raise money for the soliciting members of the public to make loans to ASEN through the use of material misrepresentations and omissions of fact. Alexander has solicited investors through advertisements in the <u>Wall Street Journal</u> and <u>USA Today</u> and continues to solicit them through a referral network. To date, Alexander

Today and continues to solicit them through a referral network. To date, Alexander and ASEN have raised at least \$85,000 from at least two investors. Alexander and ASEN have falsely represented to investors and prospective investors that their investment will be fully secured either by a bank, an insurance company or a broker-dealer. In fact, the banks, insurance company and broker-dealer identified by Alexander and ASEN have no knowledge of the transactions described by Alexander and ASEN. [SEC v. Walter E. Alexander, a.k.a. Eddie Alexander and American Sports Entertainment Network, Inc., 93 Civ. 1834, MP, SDNY] (LR-13575)

HOLDING COMPANY ACT RELEASES

NATIONAL FUEL GAS COMPANY, ET AL.

A notice has been issued giving interested persons until April 12, 1993 to request a hearing on a proposal by National Fuel Gas Company (National), a registered holding company, and its wholly-owned subsidiary companies, National Fuel Gas Distribution Corporation (Distribution), National Fuel Gas Supply Corporation (Supply), Seneca Resources Corporation (Seneca), Penn-York Energy Corporation (Penn-York), Empire Exploration, Inc. (Empire) and Utility Constructors, Inc. (Constructors) (collectively, Subsidiaries). It is proposed that National issue and sell, through December 31, 1994, in one or more transactions, up to an aggregate principal amount of \$350 million. This may be accomplished through any combination of (a) one or more series of its debentures (Debentures) by, or under an exception from the requirements of, competitive bidding and (b) medium-term notes (MTNs), under an exception from competitive bidding, such Debentures and MTNs to mature in not more than forty years. It is further proposed that National lend, through December 31, 1994, up to (a) \$250 million to Distribution, (b) \$150 million to Supply, (c) \$100 million to Seneca, (d) \$50 million to Penn-York, (e) \$40 million to Empire and (f) \$15 million to Constructors, all such loans to be made in exchange for unsecured notes. The total amount lent by National to the Subsidiaries would not exceed the proceeds received by National from the issuance of the Debentures and/or MTNs. (Rel. 35-25763)

NATIONAL FUEL GAS COMPANY

A notice has been issued giving interested persons until April 12, 1993 to request a hearing on a proposal by National Fuel Gas Company (National), a registered holding company, to issue and sell in one or more transactions through March 31, 1995 up to 2.5 million shares of its common stock (Additional Common Stock). National also proposes to use the proceeds from the sale of the Additional Common Stock to make capital contributions from time to time through March 31, 1995 to its wholly-owned subsidiaries, Seneca Resources Corporation, National Fuel Gas Distribution Corporation, National Fuel Gas Supply Corporation, Penn-York Energy Corporation and Utility Constructors, Inc. (Rel. 35-25763)

OHIO POWER COMPANY

A notice has been issued giving interested persons until April 12, 1993 to request a hearing on a proposal by Ohio Power Company (Ohio Power), a subsidiary of American Electric Power Company, Inc., a registered holding company. Ohio Power proposes, in connection with its issuance and sale of up to \$30 million aggregate par value of one or more new series of its cumulative preferred stock, to acquire or redeem such stock through a sinking fund or optional redemption provision and to amend its Articles of

Incorporation to allow for such issuance and sale of stock. (Rel. 35-25763)
CENTRAL AND SOUTH WEST CORP., ET AL.

A supplemental order has been issued authorizing three actions by Central and South West Corporation, a registered holding company, and three of its nonutility subsidiaries, CSW Energy, Inc., CSW Development-I, Inc., and ARK/CSW Development Partnership. Applicants are authorized to increase the maximum amount of aggregate equity contributions to Polk Power Partners, L.P., a Delaware limited partnership organized to own and operate a 122.2 megawatt, gas-fired cogeneration facility (Project) located in Polk County, Florida, to \$32 million. They are also authorized to increase the amount to be borrowed from third party lenders for use in constructing and developing the Project to \$160 million and to self-finance the construction of the Project. (Rel. 35-25762)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING PRIVILEGES SOUGHT

A notice has been issued giving interested persons until April 12, 1993 to comment on the application of the <u>Pacific Stock Exchange</u> for unlisted trading privileges in 16 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-32022)

A notice has been issued giving interested persons until April 12, 1993 to comment on the application of the <u>Midwest Stock Exchange</u> for unlisted trading privileges in eight issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-32023)

A notice has been issued giving interested persons until April 12, 1993 to comment on the application of the <u>Philadelphia Stock Exchange</u> for unlisted trading privileges in four issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-32024)

A notice has been issued giving interested persons until April 12, 1993 to comment on the application of the <u>Boston Stock Exchange</u> for unlisted trading privileges in two issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-32025)

A notice has been issued giving interested persons until April 12, 1993 to comment on the application of the <u>Cincinnati Stock Exchange</u> for unlisted trading privileges in eight issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-32026)

WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until April 12, 1993 to comment on the application of Health Care REIT to withdraw its Common Stock, \$1.00 Par Value,

A notice has been issued giving interested persons until April 12, 1993 to comment on the application of Insteel Industries to withdraw its Common Stock, No Par Value, from listing and registration on the <u>American Stock Exchange</u>. (Rel. 34-32028)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGES

The <u>Chicago Board Options Exchange</u> filed a proposed rule change (SR-CBOE-93-04) to permit the Exchange to list and trade quarterly index expiration, capped-style options on the Standard & Poor's Corporation 100 and 500 stock indexes. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 22. (Rel. 34-32002)

The <u>National Association of Securities Dealers</u> filed an amendment to its proposed rule change (SR-NASD-91-05) amending Schedule I to the NASD By-Laws which govern the operation of the PORTAL Market and any trading effected in PORTAL securities. The PORTAL Market was established to provide a marketplace for primary distributions and secondary trading meeting the requirements of Rule 144A under the Securities Act of 1933. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 22. (Rel. 34-32016)

The <u>Participants Trust Company</u> filed a proposed rule change (SR-PTC-92-17) to eliminate the requirement that a reason be given by the purchasing participant when it closes out its position in PTC's accounting records. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 22. (Rel. 34-32017)

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by the <u>National Association of Securities Dealers</u> (SR-NASD-92-45) establishing quotation requirements for participants in the Fixed Income Pricing System (FIPS) and trade reporting requirements for members trading high yield fixed income securities. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 22. (Rel. 34-32019)

The Commission approved a proposed rule change filed by <u>The Options Clearing Corporation</u> (SR-OCC-93-05) permitting the creation of a new small cap index product group for cross-margining purposes. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 22. (Rel. 34-32020)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-1 ABSOLUTE ENTERTAINMENT INC, 251 ROCK ROAD PO BOX 116, GLEN ROCK, NJ 07452 (201) 652-1227 1,610,000 (\$16,100,000) COMMON STOCK. (FILE 33-59264 MAR. 11) (BR. 9 NEW ISSUE)
- S-1 AMERICAN RESIDENTIAL HOLDING CORP, 11119 N TORREY PINES RD, LA JOLLA, CA 92037 (619) 535-4900 2,875,000 (\$65,406,250) COMMON STOCK. (FILE 33-59344 MAR. 10) (BR. 11)
- S-3 PHH CORP, 11333 MCCORMICK RD, HUNT VALLEY, MD 21031 (410) 771-3600 1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS. (FILE 33-59376 MAR. 11) (BR. 4)
- S-8 KANSAS CITY SOUTHERN INDUSTRIES INC, 114 W 11TH ST, KANSAS CITY, MO 64105 (816) 556-0303 2,107,943 (\$92,149,300) COMMON STOCK. (FILE 33-59388 MAR. 11) (BR. 5)
- N-1A SCHOONER FUND, 9601 WILSHIRE BLVD STE 828, BEVERLY HILLS, CA 90210 (310) 278-5033 INDEFINITE SHARES. (FILE 33-59408 MAR. 12) (BR. 17)
- S-4 UNITED MISSOURI BANCSHARES INC, 1010 GRAND AVE, KANSAS CITY, MO 64106 (816) 860-7000 1,100,000 (\$41,960,022) COMMON STOCK. (FILE 33-59428 MAR. 12) (BR. 2)
- S-8 LINCOLN NATIONAL CORP, 1300 S CLINTON ST, PO BOX 1110, FORT WAYNE, IN 46801 (219) 455-2000 500,000 (\$37,750,000) COMMON STOCK. (FILE 33-59444 MAR. 12) (BR. 9)
- S-3 DUKE POWER CO /NC/, 422 S CHURCH ST, CHARLOTTE, NC 28242 (704) 594-0887 750,000,000 (\$750,000,000) MORTGAGE BONDS. DEPOSITOR: MORGAN GUARANTY TRUST CO NY. (FILE 33-59448 MAR. 12) (BR. 7)
- S-3 OHIO POWER CO, 301 CLEVELAND AVE S W, COLUMBUS, OH 44702 (614) 223-1000 300,000 (\$30,000,000) PREFERRED STOCK. (FILE 33-59450 MAR. 12) (BR. 8)
- N-2 BLACKROCK INVESTMENT QUALITY MUNICIPAL TRUST INC, ONE SEAPORT PLAZA, NEW YORK, NY 10292 (212) 214-3332 120,000,000 (\$120,000,000) PREFERRED STOCK. UNDERWRITER: EDWARD A G & SONS INC, KIDDER PEABOODY & CO, LEGG MASON WOOD WALKER INC, LEHMANN BROTHERS, MERRILL LYNCH & CO, PAINEWEBBER INC, PRUDENTIAL SECURITIES INC. (FILE 33-59456 MAR. 12) (BR. 17)
- S-3 WISCONSIN PUBLIC SERVICE CORP, 700 N ADAMS ST, PO BOX 19001, GREEN BAY, WI 54307 (414) 433-1598 500,000 (\$51,000,000) PREFERRED STOCK. (FILE 33-59460 MAR. 12) (BR. 8)
- F-1 STOLT COMEX SEAWAY S A, 36 BLVD DES OCEANS, MARSEILLE FRANCE, 10 13275 (203) 625-3667 5,175,000 (\$119,025,000) FOREIGN COMMON STOCK. UNDERWRITER: KIDDER PEABODY & CO INC. (FILE 33-59468 MAR. 12) (BR. 3 NEW ISSUE)
- S-4 GENDEX CORP, 901 W OAKTON ST, STE 201, DES PLAINES, IL 60018 (708) 640-4800 14.436.000 (\$32.050.807) COMMON STOCK. (FILE 33-59470 MAR. 12) (BR. 8)
- S-8 SILVER KING COMMUNICATIONS INC, 12425 28TH ST NORTH, ST PETERSBURG, FL 33716 (813) 573-0339 500,000 (\$2,625,000) COMMON STOCK. (FILE 33-59478 MAR. 12) (BR. 2)
- S-2 ESSEX GROUP INC, 1601 WALL ST, FORT WAYNE, IN 46802 (219) 461-4000 200,000,000 (\$200,000,000) STRAIGHT BONDS. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C, GOLDMAN SACHS & CO. (FILE 33-59488 MAR. 12) (BR. 6)
- S-1 WORLD COLOR PRESS INC /DE/, 101 PARK AVE, NEW YORK, NY 10178 (212) 986-2440 150,000,000 (\$150,000,000) STRAIGHT BONDS. UNDERWRITER:

 DONALDSON LUFKIN & JENRETTE SECURITIES C, MORGAN STANLEY & CO INC. (FILE 33-59490 MAR. 12) (BR. 11)
- S-8 WASTE MANAGEMENT INTERNATIONAL PLC, WINDSOR HOUSE, 55/56 ST JAMES ST, LONDON SW1A 1LA ENGLAND, XO - 18,750,000 (\$179,429,300) COMMON STOCK. (FILE 33-59494 -MAR. 15) (BR. 8)
- S-3 FEDERAL REALTY INVESTMENT TRUST, 4800 HAMPDEN LANE STE 500, BETHESDA, MD 20814 (301) 652-3360 500,000 (\$13,625,000) COMMON STOCK. (FILE 33-59596 MAR. 10) (BR. 5)

ACQUISITION OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column l - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column - 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	
NDC AUTOMATION INC	LUM	NEW		207	62888120)
SUSSMAN ROBERT M ET AL	COM		3/ 8/93		4.8	
			c, c,,,c	•		
NONA MORELLIS II INC	COM				65536820)
UNIVERSAL SOLUTIONS INC		13D	2/ 5/93	N/A	N/A	UPDATE
NOSTALGIA NETWORK INC	COM	NEW		7 187	66975230	1
WINNICK GARY ET AL	CON		3/16/93	•	32.0	
			-,, , .	3, 12	32.0	0. 0
NOSTALGIA NETWORK INC	COM	NEW		7,187	66975230)
WINNICK GARY ET AL		130	3/16/93	37.2	32.0	RVSION
IND THE						
UNR INDS LEAVITT JOYCE R ET AL	WTS	175	2/49/07		90318511	
LEAVITT JUTCE R ET AL		13D	2/18/93	4.0	5.6	UPDATE
CF BANCORP INC	COM			24	12520110	1
DAVIS JEROME H ET AL		13D	3/15/93		6.2	
CF BANCORP INC	COM				12520110	
DAVIS JEROME H ET AL		13D	3/15/93	2.8	6.2	RVSION
CHECK EXPRESS INC	COM	PAR \$0.002		n	16277440	
CLINTON JOHN DENVER	COM	13D	3/ 5/93	_	N/A	
521117511		130	3, 3,73	0.0	11/15	OFFICE
CHURCHILL DOWNS INC	COM			1,342	17148410	
BIDWILL CHARLES W JR ET A	L	13D	3/12/93	35.6	35.7	UPDATE
CHURCHILL DOWNS INC	COM			•	17148410	
BIDWILL CHARLES W JR ET A	-	13D	3/12/93	35.6	35.7	RVSION
COMARCO INC	COM			775	20008010	
OKABENA PARTNERSHIP K	00.,	13D	3/11/93		0.0	
		· 	_,,	.		
DEKALB ENERGY CO	CL A	ı		268	24487420	
DOMINI AMY L ET AL		130 1	2/19/91	10.9	0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ FILING PRIOR% STATUS
DEKALB ENERGY CO CL DOMINI AMY L ET AL	A 13D	12/19/91	268 10.9	24487420 0.0 RVSION
DEKALB ENERGY CO CL ROBERTS CATHERINE H SUSKIN	A 13D	12/19/91	60 2.5	24487420 7.5 UPDATE
DEKALB ENERGY CO CL ROBERTS CATHERINE H SUSKIN	A 13D	12/19/91	60 2.5	24487420 7.5 RVSION
DIVERSCO INC COM BAIN DON R ET AL	1 130	2/19/93	0.0	25508410 N/A UPDATE
DIVERSCO INC COM BAIN DON R ET AL	130	2/19/93	0.0	25508410 N/A RVSION
DOLLAR TIME GROUP INC COM BELFORT JORDAN	1 13D	3/ 9/93	395 5.1	25674510 0.0 NEW
DOLLAR TIME GROUP INC COM BELFORT JORDAN	1 130	3/ 9/93	395 5.1	25674510 0.0 RVSION
DRUG SCREENING SYSTEMS INC COM PAPPAJOHN JOHN	1 13D	2/19/93	1,333 13.6	26223810 9.3 UPDATE
DRUG SCREENING SYSTEMS INC COM PAPPAJOHN JOHN	13D	2/19/93	1,333 13.6	26223810 9.3 RVSION
ESCAGENETICS CORP COM BIO RAD LABS INC	1 13D	3/10/93	326 6.7	29605310 14.5 UPDATE
ESCAGENETICS CORP COM BIO RAD LABS INC	13D	3/10/93	326 6.7	29605310 14.5 RVSION
GITANO GROUP INC COM MARCIANO GEORGES ET AL	1 13D	3/17/93	0.0	37636510 4.8 UPDATE
GITANO GROUP INC COM MARCIANO GEORGES ET AL	1 13D	3/17/93	0.0	37636510 4.8 RVSION
GYNEX PHARMACEUTICALS INC COM BIO-TECHNOLOGY GENERAL CORP	1 130	3/ 9/93	3,172 24.3	40377810 0.0 NEW
GYNEX PHARMACEUTICALS INC COM BIO-TECHNOLOGY GENERAL CORP	1 130	3/ 9/93		40377810 0.0 RVSION
GYNEX PHARMACEUTICALS INC COM LOEB MARVIN P	1 130	3/ 9/93	512 3.9	
GYNEX PHARMACEUTICALS INC COM LOEB MARVIN P	13D	3/ 9/93	512 3.9	
HARMONY HLDGS INC COM LABRADOR HLDGS INC	1 13D	3/11/93	0.0	41322310 N/A UPDATE
HARMONY HLDGS INC COM LABRADOR HLDGS INC	1 13D	3/11/93		41322310 N/A RVSION

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	
I-FLOW CORP EARHART DONALD M	СОМ	13D	2/19/93		44952030 3.5	
I-FLOW CORP EARHART DONALD M	COM	130	2/19/93	406 5.9	44952030 3.5	
LTC PPTYS INC FMR CORP	COM	13D	3/11/93	912 11.4	50217510 12.1	
LIBERTY BANCORP INC OKLA HELMERICH & PAYNE INC	COM PA	R 0.10 130	12/ 4/92	540 6.1	53017510 8.9	UPDATE
LIBERTY BANCORP INC OKLA HELMERICH & PAYNE INC	COM PA	R 0.10 13D	12/ 4/92		53017510 8.9	
MCM CORP AMERICAN GENERAL CORP ET	COM AL	13D	3/18/93		55267410 6.4	UPDATE
PLACER DOME INC CAISSE DE DEPOT DU QUEBEC	СОМ	13D	3/ 5/93	9,537 4.0	72590610 0.0	
PRU BACHE ENERGY INC FD 5 GBK ACQUISITION CORP	LP INT		3/22/93		74410399 0.0	NEW
PRUDENTIAL BACHE ENERGY LP GBK ACQUISITION CORP	LP INT	S 14D-1	3/22/93	0.0	74410599 0.0	
PRU BACHE PENS RET LPS GBK ACQUISITION CORP	DEP UT	S 14D-1	3/22/93	0.0	74412099 0.0	NEW
REA GOLD CORP PLACER DOME INC	COM	13D	3/ 1/93	0.0	75490010 N/A	
REA GOLD CORP PLACER DOME INC	COM	13D	3/ 1/93	_	75490010 N/A	RVSION
READING & BATES CORP BCL INVMT PRINRS ET AL	COM NE		3/17/93	18,818 34.2	75528180 34.2	
READING & BATES CORP BCL INVMT PRTNRS ET AL	COM NE	W 13D	3/17/93	18,818 34.2	75528180 34.2	
PRU-BACHE PENS & INTL INV LE GBK ACQUISITION CORP	DEPOSI		118 3/22/93		76799650 0.0	NEW
ROBERTS PHARMACEUTICAL CORP YAMANOUCHI PHARM CO ET AL		13D	3/16/93	•	77049110 27.4	UPDATE
ROBERTS PHARMACEUTICAL CORP YAMANOUCHI PHARM CO ET AL		13D	3/16/93		77049110 27.4	
S & K FAMOUS BRANDS INC FMR CORP	COM	13D	3/13/93		78377410 7.5	UPDATE