# sec news digest

Issue 93-57

MAR 2 9 1993

March 26, 1993

0.5 . The 0.00

-ACHANGE COMMISSION

# RULES AND RELATED MATTERS

AMENDMENTS TO RULES 0-5 AND 30-5

The Commission issued a release soliciting comment on amendments to Rule 0-5 under the Investment Company Act of 1940, and Rule 30-5, Delegation of Authority to Director of Division of Investment Management. The amendments to Rule 0-5 under the Act would permit certain applicants for exemptive orders to elect an expedited procedure for the review of their applications, and would permit the Commission to declare certain applications to be abandoned. The amendments to Rule 30-5 would expand the authority delegated to the Director of the Division of Investment Management.

Comments should be submitted in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Mail Stop 6-9, Washington, D.C. 20549. Comments must be received on or before 90 days after publication in the Federal Register and should refer to File No. S7-13-93. All submissions will be available for inspection in the Public Reference Room. FOR FURTHER INFORMATION CONTACT: Matthew M. O'Toole at (202) 272-2048. (Rel. IC-19362)

### INVESTMENT COMPANY ACT RELEASES

#### RESERVE EQUITY TRUST

A notice has been issued giving interested persons until April 19, 1993 to request a hearing on an application filed by Reserve Equity Trust for an order under Section 8(f) of the Investment Company Act declaring that it has ceased to be an investment company. (Rel. IC-19347 - March 23)

# SEPARATE ACCOUNT ANA OF NATIONAL INTEGRITY LIFE INSURANCE COMPANY

A notice has been issued giving interested persons until April 19, 1993 to request a hearing on an application filed by Separate Account ANA of National Integrity Life Insurance Company for an order under Section 8(f) of the Investment Company Act declaring that the Applicant has ceased to be an investment company. (Rel. IC-19354 - March 24)

#### LMS MONEY FUND

An order has been issued under Section 8(f) of the Investment Company Act declaring that LMS Money Fund has ceased to be an investment company. (Rel. IC-19348 - March 23)

#### COLONIAL TRUST I, ET AL.

A conditional order has been issued under Section 6(c) of the Investment Company Act to Colonial Trust I, et al. The order amends a prior order that granted exemptions from Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The prior order permitted applicants to issue three separate classes of shares representing interests in the same portfolio of securities, one of which will convert into another class with a lower Rule 12b-1 distribution fee after a specified period. The prior order also permitted applicants to assess and, under certain circumstances, waive a contingent deferred sales charge on certain redemptions of shares of one class. The amended order permits applicant investment companies to issue additional classes of shares under terms that may differ from those of the three classes of shares permitted under the prior order. (Rel. IC-19349 - March 23)

#### AMERICAN NATIONAL MONEY MARKET FUND, INC.

A notice has been issued giving interested persons until April 19, 1993 to request a hearing on an application filed by American National Money Market Fund, Inc. pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-19352 - March 24)

# AMERICAN CAPITAL GOVERNMENT TARGET SERIES AMERICAN CAPITAL ASSET MANAGEMENT, INC.

A notice has been issued giving interested persons until April 19, 1993 to request a hearing on an application filed by American Capital Government Target Series (Trust) and American Capital Asset Management, Inc. for an order under Section 17(b) that would exempt applicants from Section 17(a), and under Rule 17d-1 that would permit a joint transaction otherwise prohibited by section 17(d) and Rule 17d-1. The order would permit one of the Trust's two portfolios to acquire all of the assets and assume all of the liabilities of the Trust's other portfolio. (Rel. IC-19355 - March 25)

## NORTHWESTERN MUTUAL CAPITAL APPRECIATION STOCK FUND, INC., ET AL.

An order has been issued under Section 17(b) of the Investment Company Act concerning Northwestern Mutual Capital Appreciation Stock Fund, Inc. (Stock Fund), Northwestern Mutual Index 500 Stock Fund, Inc. (Index Fund), The Northwestern Mutual Life Insurance Company, NML Variable Annuity Account B (Account B), and Northwestern Mutual Investment Services, Inc. The order exempts applicants from the provisions of Sections 17(a)(1) and 17(a)(2) to permit the Stock Fund to merge into the Index Fund and the divisions of Account B that invest in those funds to combine. (Rel. IG-19356 - March 25)

SELIGMAN CAPITAL FUND, INC., ET AL.

A notice has been issued giving interested persons until April 19, 1993 to request a hearing on an application filed by Seligman Capital Fund, Inc., et al. for an order under Section 6(c) of the Investment Company Act exempting the Funds from Sections 18(f), 18(g) and 18(i) of the Act. The order would permit the Funds to issue and sell an unlimited number of classes of shares with different voting rights and expense allocations. (Rel. IC-19357 - March 25)

#### HOLDING COMPANY ACT RELEASES

NIPSCO INDUSTRIES, INC.

An order has been issued authorizing NIPSCO Industries, Inc. (NIPSCO), an Indiana combination gas and electric public-utility holding company exempt from registration under Section 3(a)(1) of the Act pursuant to Rule 2, to acquire all of the issued and outstanding common shares of Northern Indiana Fuel and Light Co., Inc., an Indiana gas public-utility company. (Rel. 35-25766)

#### LISTING, DELISTING AND UNLISTED TRADING ACTIONS

#### DELISTINGS GRANTED

An order has been issued granting the application of the <u>Boston Stock Exchange</u> to strike from listing and registration JMAR Industries, Inc., Common Stock, \$.01 Par Value; and Redeemable Purchase Warrants. (Rel. 34-32043)

An order has been issued granting the application of the <u>New York Stock Exchange</u> to strike from listing and registration Leisure Technology Inc., Common Stock, \$.01 Par Value; and \$2.25 Cumulative Convertible Exchangeable Preferred Stock. (Rel. 34-32044)

#### SELF-REGULATORY ORGANIZATIONS

# ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission approved, on an accelerated basis, a proposed rule change filed by the New York Stock Exchange (SR-NYSE-93-18) to extend its pilot program under NYSE Rule 116.30 to allow specialists to stop stock in a minimum variation market. (Rel. 34-32031)

#### PROPOSED RULE CHANGES

The <u>National Association of Securities Dealers</u> filed a proposed rule change (SR-NASD-93-7) that would amend Section 3(f) to Part II of Schedule D to the NASD By-Laws to require a Nasdaq SmallCap issuer to comply with all applicable requirements for initial inclusion under Part II to Schedule D and to require a Nasdaq NMS issuer to comply with all applicable requirements for initial inclusion under Parts II and III to Schedule D in the event that the Nasdaq System issuer enters into a merger, consolidation, or other type of acquisition with a non-Nasdaq System entity which results in a change in control and either a change in business or change in the financial structure of the Nasdaq SmallCap or Nasdaq NMS issuer. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 29. (Rel. 34-32036)

The <u>Pacific Stock Exchange</u> filed a proposed rule change (SR-PSE-92-24) to amend Rule 12, <u>Arbitration</u>, of the Rules of the PSE. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 29. (Rel. 34-32037)

The <u>National Association of Securities Dealers</u> filed a proposed rule change (SR-NASD-93-14) that would delete Part V to Schedule D of the NASD By-Laws regarding publication and dissemination of quotations to the news media. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 29. (Rel. 34-32038)

The <u>National Association of Securities Dealers</u> filed a proposed rule change (SR-NASD-93-12) that would amend the initial inclusion and maintenance criteria for Nasdaq NMS securities. Publication of the proposal is expected in the <u>Federal Register</u> during the week of March 29. (Rel. 34-32041)

#### APPROVAL OF TEMPORARY REGISTRATION

The Commission approved a request by the <u>Participants Trust Company</u> that its temporary registration as a clearing agency (File No. 600-25) under the Section 17A of the Exchange Act be extended until March 31, 1994. Publication of the request is expected in the <u>Federal Register</u> during the week of March 29. (Rel. 34-32040)

#### APPROVAL OF THE PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the <u>New York Stock Exchange</u> (SR-NYSE-92-36) to amend NYSE Rule 103A to enhance performance standards relating to the turnaround time for specialist's handling of orders received by the Designated Order Turnaround (DOT) system by reducing turnaround time from two minutes to one minute. (Rel. 34-32045)

#### 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-8 KYSOR INDUSTRIAL CORP/MI, ONE MADISON AVE, CADILLAC, MI 49601 (616) 779-2200 250,000 (\$4,750,000) COMMON STOCK. (FILE 33-59412 MAR. 12) (BR. 10)
- S-8 KYSOR INDUSTRIAL CORP/MI, ONE MADISON AVE, CADILLAC, MI 49601 (616) 779-2200 16,842 (\$319,998) COMMON STOCK. (FILE 33-59420 MAR. 12) (BR. 10)
- S-8 ENGLISH CHINA CLAYS PLC, 1015 ARLINGTON BUSINESS PARK,
  THEALE READING RG7 4SA ENGLAND, X0 75,000 (\$1,490,625)
  DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-59506 MAR. 15) (BR. 1)
- S-8 MEAD CORP, MEAD WORLD HEADQUARTERS, COURTHOUSE PLZ NORTHEAST, DAYTON, OH 45463 (513) 495-6323 39,271 (\$1,745,105) COMMON STOCK. (FILE 33-59508 MAR. 15) (BR. 8)
- S-8 PRIMERICA CORP /NEW/, 65 E 55TH ST, NEW YORK, NY 10022 (212) 891-8900 4,500,000 (\$175,781,250) COMMON STOCK. (FILE 33-59524 MAR. 15) (BR. 12)
- S-3 SOUTHWESTERN PROPERTY TRUST INC, 5949 SHERRY LANE STE 1435, DALLAS, TX 75225 (214) 369-1995 500,000 (\$6,594,000) COMMON STOCK. (FILE 33-59526 MAR. 15) (BR. 6)
- S-8 HAUSER CHEMICAL RESEARCH INC, 5555 AIRPORT BLVD, BOULDER, CO 80301 (303) 443-4662 200,000 (\$2,776,000) COMMON STOCK. (FILE 33-59542 MAR. 15) (BR. 4)
- S-3 THERMO ELECTRON CORP, 81 WYMAN ST, P O BOX 9046, WALTHAM, MA 02254 (617) 622-1000 1,136,950 (\$60,474,370) COMMON STOCK. (FILE 33-59544 MAR. 15) (BR. 8)
- S-8 TRANSTECHNOLOGY CORP, 700 LIBERTY AVE, UNION, NJ 07083 (908) 964-5666 350,000 (\$3,368,750) COMMON STOCK. (FILE 33-59546 MAR. 15) (BR. 9)
- S-8 DIXIE YARNS INC, 1100 S WATKINS ST, CHATTANOOGA, TN 37404 (615) 698-2501 83,047 (\$381,563) COMMON STOCK. (FILE 33-59564 MAR. 17) (BR. 8)
- S-6 FIRST TRUST COMBINED SFRIES 183, 1001 WARRENVILLE RD, C/O NIKE SECURITIES LP, LISLE, IL 60532 INDEFINITE SHARES. DEPOSITOR: NIKE SECURITIES. (FILE 33-59568 MAR. 17) (BR. 18 NEW ISSUE)
- S-1 DIALOGIC CORP, 300 LITTLETON RD, PARSIPPANY, NJ 07054 (201) 334-8450 2,875,000 (\$34,500,000) COMMON STOCK. UNDERWRITER: HAMBRECHT & QUIST INC, ROBERTSON STEPHENS & CO. (FILE 33-59598 MAR. 16) (BR. 8 NEW ISSUE)
- S-3 KIMCO REALTY CORP, 1044 NORTHERN BLVD, ROSLYN, NY 11576 (516) 484-5858 2,875,000 (\$90,921,875) COMMON STOCK. UNDERWRITER: ALEX BROWN & SONS INC, DEAN WITTER REYNOLDS INC, MERRILL LYNCH & CO, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-59608 MAR. 16) (BR. 6)
- S-1 LAMAR ADVERTISING CO, 5551 CORPORATE BLVD, BATON ROUGE, LA 70808 (504) 926-1000 100,000,000 (\$100,000,000) STRAIGHT BONDS. UNDERWRITER: CHASE SECURITIES INC, GOLDMAN SACHS & CO. (FILE 33-59624 MAR. 16) (BR. 5 NEW ISSUE)

#### REGISTRATIONS CONTINUED

- S-1 AMTRAN INC, 7337 WEST WASHINGTON ST, INDIANAPOLIS, IN 46231 (317) 247-4000 3,622,500 (\$61,582,500) COMMON STOCK. UNDERWRITER: MCDONALD & CO SECURITIES INC, SALOMON BROTHERS INC. (FILE 33-59630 MAR. 16) (BR. 3 NEW ISSUE)
- S-8 SUN COAST PLASTICS INC /DE/, P O BOX 769045, DALLAS, TX 75376 (214) 373-7864 403,870 (\$4,442,570) COMMON STOCK. (FILE 33-59652 MAR. 15) (BR. 5)
- S-1 FIRST USA BANK, 201 N WALNUT ST, WILMINGTON, DE 19801 (302) 594-4000 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-59672 MAR. 17) (BR. 12)
- N-1A VALIANT FUND, 440 LINCOLN ST, WORCESTER, MA 01653 (508) 855-1000 INDEFINITE SHARES. (FILE 33-59840 MAR. 16) (BR. 17 NEW ISSUE)

#### . EGISTRATIONS EFFECTIVE:

NAME OF ISSUER	FILE NO.	DISPOSITION DATE
FORTUNE BANCORP INC	33-57240	01/21/93
FOURTH FINANCIAL CORP	33-56272	12/31/92
FRANKLIN CONSOLIDATED MINING CO INC		12/30/92
FRANKLIN RESOURCES INC	33-53586	01/07/93
FREEDOM BANCSHARES INC/WV/	33-42804	12/24/92
FRITZ COMPANIES INC	33-57238	01/21/93
FROST HANNA HALPRYN CAPITAL GROUP INC	33-50118-A	12/24/92
FRUIT OF THE LOOM INC /DE/	33-54324	12/22/92
FRUIT OF THE LOOM INC /DE/	33-55198	12/22/92
FRUIT OF THE LOOM INC /DE/	33-55198	12/30/92
FRUIT OF THE LOOM INC /DE/	33-56214	12/23/92
FRUIT OF THE LOOM INC /DE/	33-56376	12/30/92
FRUIT OF THE LOOM INC /DE/	33-56378	01/19/93
FULTON FINANCIAL CORP	33-54828	01/19/93
FUTURE COMMUNICATIONS INC	33-56056	12/22/92
GALEN HEALTH CARE INC	33-49291	01/22/93
GALEN HEALTH CARE INC	33-49303	01/22/93
GALOOB LEWIS TOYS INC /DE/	33 - 56004	12/18/92
GAYLORD CONTAINER CORP /DE/	33-56418	12/28/92
GBC TECHNOLOGIES INC	33-54456	12/18/92
GENERAL MILLS INC	33-56032	01/07/93
GENERAL MOTORS CORP	33-49309	01/25/93
GENERAL NUTRITION COMPANIES INC	33-43218	01/21/93
GENESCO INC	33-52858	01/22/93
GENETIC THERAPY INC /DE	33-56520	01/28/93
GENUS INC	33-56192	12/23/92
GEOTEK INDUSTRIES INC	33-55506	12/28/92
GILEAD SCIENCES INC	33-55680	12/22/92
		,,

NAME OF ISSUER	FILE NO.	DISPOSITION DATE
GILLETTE CO	33-56218	12/23/92
GMIS INC /DE	33-57062	01/15/93
GOOD GUYS INC	33-56524	12/30/92
GRACE W R & CO /NY/	33-55392	01/12/93
GRAHAM FIELD HEALTH PRODUCTS INC	33-57066	01/28/93
GRANCARE INC	33-56076	01/22/93
GRANCARE INC	33-56078	01/26/93
GRAPHIC INDUSTRIES INC	33-56018	
GRENADA SUNBURST SYSTEM CORP	33-53170	01/04/93
GTE CALIFORNIA INC	33-54788	01/04/93
GULL LABORATORIES INC /UT/	33-53720	12/31/92
HAHN AUTOMOTIVE WAREHOUSE INC	33-48594	01/19/93
HALTER VENTURE CORP	33-56980	01/14/93
HANSON PLC	33-52416	01/08/93
HARKEN ENERGY CORP	33-52874	01/28/93
HARKEN ENERGY CORP	33-56964	01/15/93
HASBRO INC	33-57344	01/25/93
HAWKEYE BANCORPORATION	33-55458	01/15/93
HEALTH & REHABILITATION PROPERTIES	TRUST33-55684	01/21/93
HEALTH EQUITY PROPERTIES INC	33-56058	12/22/92
HEALTH MANAGEMENT SYSTEMS INC	33-46446	
HEALTHPLEX INC	33-56758	01/04/93

# 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 1 - 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% S	
TOCOR II INC/CENTOCOR INC	UT 1C&1WC 96	97 3/18/93	107 4.7	88890920 5.7	UPDATE

NAME AND CLASS OF STOCK/OWNER	F	ORM	EVENT DATE		CUSIP/ F	
TRIPLE THREAT ENTERPRISES ( DAVIS I G JR	COM	13D	3/ 1/93	•	89670010 7.6 U	PDATE
TRIPLE THREAT ENTERPRISES ( DELL JOHN EDWARD	COM	13D	3/ 1/93	4,480 37.1	89670010 0.0 N	EW
UNIVERSAL HLDG CORP C BOLGER DAVID F REV TR ET AL	COM L	13D	3/16/93	•	91359010 0.0 N	EW
WHEELABRATOR TECH INC WASTE MANAGEMENT ET AL		\$0.01 130	3/23/93		96290130 57.5 U	PDATE
AMSERV HEALTHCARE INC MORA EUGENE J	COM PAR	\$0.01 130	1/ 8/93		03216210 0.0 N	EW
AMSERV HEALTHCARE INC MORA EUGENE J	_	\$0.01 13D	1/ 8/93	<b>386</b> 11.5	03216210 0.0 R	VSION
ARCHER COMMUNICATIONS INC CAPCOM CO LTD	COM	13D	6/24/92	·	03999410 0.0 N	EW
AUDIO KING CORP CARLOCK RANDEL S	COM	130	2/23/93	316 12.1		PDATE
AUDIO KING CORP  CARLOCK RANDEL S	COM	13D	2/23/93	316 12.1		VSION
COR THERAPEUTICS INC ( SUTTER HILL VENTURES ET AL	COM	13D	2/ 2/93	576 4.0	21775310 9.7 U	PDATE
COR THERAPEUTICS INC SUTTER HILL VENTURES ET AL	COM	130	2/ 2/93	576 4.0	21775310 9.7 R	VSION
CREATIVE RES INC WILLIAMSON DENNIS R ET AL	COM	130	12/21/92	13,971 41.9		PDATE
CREATIVE RES INC WILLIAMSON DENNIS R ET AL	COM	13D	12/21/92	•	22599310 28.5 R	VSION
CROSS TIMBERS RTY TR GOLDMAN SACHS & CO ET AL	TR UNIT	130	11/ 9/92	391 6.5	22799410 0.0 N	EW
FIRST FRANKLIN CORP SIEMERS THOMAS H	COM	13D	3/18/93	75 12.6	32027210 13.5 U	PDATE
FIRSTFED MICH CORP SCHOSTAK JEROME L	COM	1 <b>3</b> D	3/12/93		33999410 0.0 N	EW
FIRSTFED MICH CORP SCHOSTAK JEROME L	COM	13D	3/12/ <b>93</b>	905 8.1	33999410 0.0 R	VSION
GLOBAL OCEAN CARRIERS LTD ( DE GRAFFENRIED JOHN S	COM	130	3/ 5/93		37935710 6.6 U	PDATE