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Issue 93-201

U.S. SECURITIES EXCHANGE COMMISSION

October 19, 1993

NOTICE OF COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday mornings. Meetings on Wednesdays, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

CLOSED MEETING - WEDNESDAY, OCTOBER 20, 1993 - 10:00 A.M.

The subject matter of the October 20 closed meeting will be: Institution of injunctive actions; Settlement of injunctive actions; Institution of administrative proceedings of an enforcement nature; Settlement of administrative proceedings of an enforcement nature; Regulatory matter regarding financial institutions; and Opinions.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Bruce Rosenblum at (202) 272-2300.

ADMINISTRATIVE PROCEEDINGS

NASD ACTION AGAINST GILAD GEVARYAHU SUSTAINED

The Commission has sustained NASD disciplinary action against Gilad J. Gevaryahu of Bala Cynwyd, Pennsylvania. Gevaryahu, a certified public accountant, was the financial and operations principal (FINOP) of Bryn Mawr Investment Group, Inc. (BMIG),

an NASD member firm. The NASD censured Gevaryahu, fined him \$2,000 jointly and severally with the firm, and required him to requalify as a FINOP within 90 days.

The Commission found Gevaryahu responsible for net capital, recordkeeping, and reporting violations by BMIG. In failing to accrue a large liability for June 1991 that would have resulted in a net capital deficiency, Gevaryahu was content to rely on the firm's president although he was aware that the item was accrued monthly and that the creditor had demanded payment. The Commission found that Gevaryahu's action was "a total abdication of his responsibilities as FINOP." It rejected Gevaryahu's contentions that he was merely an outsider performing the duties of FINOP on a part-time basis who necessarily relied on BMIG's president. The Commission stated that once Gevaryahu agreed to serve as FINOP he was responsible for carrying out that position's attendant duties and obligations. It observed that, although Gevaryahu had his own practice and worked for BMIG only on a part-time basis, these circumstances did not lessen his obligations as FINOP or provide any excuse for failing to meet them. (Rel. 34-33038; AAE Rel. 500)

CIVIL PROCEEDINGS

SEATTLE ISSUERS AND SEATTLE INVESTMENT ADVISER NAMED IN COMPLAINT

The Commission announced that on October 13 a complaint for permanent injunction and other relief was filed in United States District Court for the Western District of Washington against Primer Schill & Associates, a Seattle, Washington investment adviser, Howard Primer, chairman of PS&A; and ICON Communications Corp. and Envirotire, Inc., both Washington corporations. The complaint alleges violations by PS&A and Primer of registration and antifraud provisions of the Securities Act and Exchange Act; violations by defendant PS&A, aided and abetted by defendant Primer, of the Investment Advisers Act filing and antifraud provisions; and violations by defendants ICON and Envirotire of Securities Act registration provisions. alleged that more than \$9 million of ICON and Envirotire's unregistered securities were sold without disclosing Primer's interest in both issuers, Primer's role in establishing a valuation for ICON and Envirotire securities, and Primer's indirect sales of his own holdings of ICON securities to PS&A advisory clients. All defendants consented to the entry of permanent injunctions against them without admitting or denying the allegations of the Commission's complaint. [SEC v. Primer Schill & Associates, et al., C93-1405Z, W.D. WA] (LR-13836)

INVESTMENT COMPANY ACT RELEASES

FARM BUREAU LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until November 9, 1993 to request a hearing on an application filed by Farm Bureau Life Insurance Company, Farm Bureau Life Annuity Account (Account) and FBL Marketing Services, Inc. that would allow Applicants to deduct a mortality and expense risk charge from the assets of the Account. (Rel. IC-19792 - October 15)

GRUNTAL & CO., INCORPORATED

Gruntal & Co., Incorporated (Gruntal) has been granted a conditional temporary order and a notice has been issued of its request for a permanent order under Section 9(c) of the Investment Company Act exempting Gruntal from Section 9(a) of the Act. The exemption applies to the extent necessary to permit Gruntal to employ an individual who is subject to a securities related injunction. The notice gives interested persons until November 12, 1993 to request a hearing on Gruntal's request for a permanent order. (Rel. IC-19793 - October 18)

MFS SPECIAL FUND

MFS LIFETIME GOLD & NATURAL RESOURCES FUND

MFS MANAGED SECTORS FUND

MFS CALIFORNIA MUNICIPAL BOND FUND

MFS UTILITIES FUND

Notices have been issued giving interested persons until November 15, 1993 to request a hearing on applications filed by the above-named companies for orders pursuant to Section 8(f) of the Investment Company Act declaring that the applicants have ceased to be investment companies. (Rels. IC-19794, IC-19795, IC-19796, IC-19797 and IC-19798, respectively - October 18)

HOLDING COMPANY ACT RELEASES

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE

A notice has been issued giving interested persons until November 8, 1993 to request a hearing on a proposal by Public Service of New Hampshire (PSNH), an electric utility subsidiary company of Northeast Utilities, a registered public-utility holding company. PSNH proposes to obtain extensions and modifications of and replacements for certain letters of credit and associated reimbursement agreements that have been used to improve the credit ratings and stabilize the remarketing of certain outstanding taxable pollution control revenue bonds. PSNH states that the terms and conditions relating to such extensions, modifications and replacements shall fall within certain specified parameters. (Rel. 35-25908)

SYSTEM FUELS, INC. ET AL.

A supplemental order has been issued concerning System Fuels, Inc. (SFI), a fuel procurement subsidiary company, together with its parent companies, Arkansas Power & Light Company, Louisiana Power & Light Company, Mississippi Power & Light Company, and New Orleans Public Service Inc., each an electric public-utility subsidiary company of Entergy Corporation, a registered holding company. The supplemental order authorizes applicants to extend SFI's existing revolving credit agreement (Credit Agreement) for no more than \$20 million at any one time outstanding with Bank of America National Trust and Savings Association through January 31, 1995. The extension will be under the same terms and conditions as are presently in the Credit Agreement. Jurisdiction is reserved over any extension of the Credit Agreement beyond January 31, 1995. (Rel. 35-25909)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by the Chicago Stock Exchange (SR-CHX-93-18) and granted accelerated approval to Amendment Nos. 1, 2 and 3 to the proposal to establish Rules to allow for and govern the trading of standardized baskets and to trade a specific basket of stocks, the Chicago Basket. (Rel. 34-33053)

The Commission approved a proposed rule change filed by the <u>Midwest Clearing</u> <u>Corporation</u> (SR-MCC-93-3) relating to the processing of basket trades. (Rel. 34-33054)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change filed by the <u>Chicago Stock Exchange</u> (SR-CHX-93-25) to establish a policy concerning the Designated Primary Market Maker of a Basket "Clearing the Post" has become effective upon filing with the Commission. Publication of the proposal is expected in the <u>Federal Register</u> during the week of October 18. (Rel. 34-33055)

A proposed rule change filed by the <u>Chicago Stock Exchange</u> (SR-CHX-93-24) to waive CHX transaction fees on trades in the Chicago Basket through December 31, 1993 has become effective upon filing with the Commission. Publication of the proposal is expected in the <u>Federal Register</u> during the week of October 18. (Rel. 34-33056)

TEMPORARY ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted temporary accelerated approval to a proposed rule change filed by the <u>Chicago Stock Exchange</u> (SR-CHX-93-26) to adopt an interpretation to Article XXXIV, Rule 8 concerning parity between the Designated Primary Market Maker and Registered Market Maker of a Basket. (Rel. 34-33057)

PROPOSED RULE CHANGES

The <u>Chicago Stock Exchange</u> filed a proposed rule change (SR-CHX-93-27) to adopt an interpretation to Article XXXIV, Rule 8 concerning the parity of Designated Primary Market Makers and Registered Market Makers of a Basket. Publication of the proposal is expected in the <u>Federal Register</u> during the week of October 18. (Rel. 34-33058)

The <u>National Association of Securities Dealers</u> filed a proposed rule change (SR-NASD-93-59) to eliminate the "professional trading account" rules for the Small Order Execution System (SOES). (Rel. 34-33059)

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-3 UNOCAL CORP/DE, 1201 W FIFTH ST, LOS ANGELES, CA 90017 (213) 977-7600 4,000,000 (\$113,000,000) COMMON STOCK. (FILE 33-50555 OCT. 12) (BR. 11)
- S-3 NIRAGE RESORTS INC, 3400 LAS VAGAS BLVD SOUTH, LAS VEGAS, NV 89109 (702) 791-7111 5,500,000 (\$312,812,500) COMMON STOCK. (FILE 33-50559 OCT. 12) (BR. 12)
- S-4 BANC ONE CORP/OH/, 100 E BROAD ST, COLUMBUS, OH 43271 (614) 248-5944 1,976,692 (\$39,664,000) COMMON STOCK. (FILE 33-50561 OCT. 12) (BR. 2)
- S-4 DRESSER INDUSTRIES INC /DE/, 1600 PACIFIC, P O BOX 718, DALLAS, TX 75221 (214) 740-6000 42,400,000 (\$924,850,000) COMMON STOCK. (FILE 33-50563 OCT. 12) (BR. 9)
- S-3 READING & BATES CORP, 901 THREADNEEDLE STE 200, HOUSTON, TX 77079 (713) 496-5000 - 31,533,614 (\$311,394,438) COMMON STOCK. (FILE 33-50565 - OCT. 12) (BR. 4)
- s-3 FRUIT OF THE LOOM INC /DE/, 5000 SEARS TUR, 233 S MACKER DR, CHICAGO, IL 60606 (312) 876-1724 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 33-50567 OCT. 12) (BR. 8)
- S-3 SCANA CORP, 1426 MAIN ST, P O BOX 764, COLUMBIA, SC 29201 (803) 748-3000 - 2,000,000 (\$100,875,000) COMMON STOCK. (FILE 33-50571 - OCT. 12) (BR. 8)
- S-8 DIAMOND SHAMROCK INC, 9830 COLONNADE BLVD, SAN ANTONIO, TX 78230 (210) 641-6800 100,000 (\$2,312,500) COMMON STOCK. (FILE 33-50573 OCT. 12) (BR. 3)
- SB-2 U S WIRELESS DATA INC, 5475 MARK DABLING BLVD, STE 102, COLORADO SPRINGS, CO 80918 (719) 633-1318 1,134,375 (\$10,362,375) COMMON STOCK. (FILE 33-69776-D SEP. 30) (BR. 3 NEW ISSUE)
- SB-2 ALLIANCE SENICONDUCTOR CORP/DE/, 1930 ZAMKER RD, SAN JOSE, CA 95112 (408) 436-1860 2,875,000 (\$28,750,000) COMMON STOCK. UNDERWRITER: HAMBRECHT & QUEST, NEEDHAM & CO INC. (FILE 33-69956-LA OCT. 04) (BR. 3 NEW ISSUE)
- SB-2 SATCON BROADCASTING INC, 1325 W 16TH ST STE 2, YUNA, AZ 85364 (800) 644-3244 2,360,000 (\$23,701,250) COMMON STOCK. (FILE 33-70038-LA OCT. 06) (BR. 7 MEM ISSUE)
- F-3 BARCLAYS BANK PLC /ENG/, JOHNSON SMIRKE BLDG, 4 ROYAL MINT CT, LONDON ENGLAND EC3N 4HJ, XO ---- (212) 412-4000 - 500,000,000 (\$500,000,000) FOREIGN CONVERTIBLE BONDS. (FILE 33-70056 - OCT. 07) (BR. 1)

- F-6 BARCLAYS BANK PLC /ADR/, 48 WALL ST, NEW YORK, NY 10286 40,000,000 (\$2,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-70058 OCT. 08)
- F-6 BARCLAYS BANK PLC /ADR/, 48 WALL ST, NEW YORK, NY 10286 10 DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-70060 OCT. 07)
- S-8 MBLA FINANCIAL CORP, 100 MORTH ROLLINS, MACON, MO 63552 (816) 385-2122 103,674 (\$1,036,740) COMMON STOCK. (FILE 33-70064 OCT. 07) (BR. 2)
- S-3 PATRICK PETROLEUM CO /DE/, 301 MEST MICHIGAN AVE, JACKSON, MI 49201 (517) 787-6633 4,219,295 (\$11,603,061.25) COMMON STOCK. (FILE 33-70066 OCT. 08) (BR. 3)
- S-1 WORLD OWN! RECEIVABLES CORP, 120 MW 12TH AVE, DEERFIELD BEACH, FL 33442 (305) 429-2200 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-70068 OCT. 08) (BR. 12)
- S-1 DRYPERS CORP, 1415 W LOOP N, HOUSTON, TX 77055 (713) 682-6848 870,000 (\$2,618,700) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-70098 OCT. 08) (BR. 8)
- S-8 ASYST TECHNOLOGIES INC /CA/, 1745 NCCANDLESS DR, MILPITAS, CA 95035 (408) 263-5111 697,201 (\$5,003,746.64) COMMON STOCK. (FILE 33-70100 OCT. 06) (BR. 9)
- S8-2 TESCORP INC, 200 NORMOOD TWR, 114 W 7TH ST, AUSTIN, TX 78701 (512) 476-2995 1,743,429 (\$1,852,393.31) COMMON STOCK. (FILE 33-70106 OCT. 08) (BR. 9)
- S-8 NUEVO ENERGY CO, 1221 LAMAR ST STE 1600, HOUSTON, TX 77010 (713) 652-0706 1,100,000 (\$30,387,500) COMMON STOCK. (FILE 33-70108 OCT. 08) (BR. 3)
- \$-3 HUGHES SUPPLY INC, 20 N ORANGE AVE, STE 200, P 0 BOX 2273, ORLANDO, FL 32802 (407) 841-4755 374,998 (\$6,796,838.75) COMMON STOCK. (FILE 33-70112 OCT. 08) (BR. 9)
- S-8 CAMBRIDGE TECHNOLOGY PARTNERS MASSACHUSETTS INC, 304 VASSAR STREET, CAMBRIDGE, NA 02139 (617) 374-9800 1,814,539 (\$8,407,323.88) COMMON STOCK. (FILE 33-70114 OCT. 08) (BR. 10)
- N-1A OFFITBANK INVESTMENT FUND INC, 520 MADISON AVENUE, NEW YORK, MY 10022 INDEFINITE SHARES. (FILE 33-70116 OCT. 08) (BR. 16 NEW ISSUE)
- S-8 GENERAL ATLANTIC RESOURCES INC, 410 SEVENTEENTH ST, STE 1400, DENVER, CD 80202 (303) 573-5100 1,902,329 (\$19,613,011.99) COMMON STOCK. (FILE 33-70124 OCT. 08) (BR. 3)
- F-1 BANKING CORP OF SPAIN INC, PASEO DE RECOLEOS 10, MADRID SPAIN 28001, US (341) 537-0000 1,000,000 (\$43,620,000) FOREIGN COMMON STOCK. (FILE 33-70128 OCT. 08) (BR. 1)
- S-1 OHM CORP, 16406 US STATE RTE 224 EAST, FINDLAY, OH 45840 (419) 423-3529
 3,910,000 (\$46,188,830) COMMON STOCK. (FILE 33-70130 OCT. 08) (BR. 8)

- S-11 WALDEN RESIDENTIAL PROPERTIES INC, 13601 PRESTON RD STE 800 W, DALLAS, TX 75240 (214) 745-5400 8,194,900 (\$180,287,800) COMMON STOCK.

 UNDERWRITER: BRADFORD J C & CO, PRINCIPAL EPPLER GUERIN & TURNER INC, RAYNOND JAMES & ASSOCIATES INC, SALOMON BROTHERS INC. (FILE 33-70132 OCT. 08) (BR. 5 MEW ISSUE)
- S-1 LAMYERS TITLE CORP, 6630 MEST BROAD, RICHMOND, VA 23230 (804) 281-6700 - 1,495,000 (\$28,218,125) COMMON STOCK. UNDERWRITER: FURMAN SELZ INC, WHEAT FIRST BUTCHER & SINGER CAPITAL MAR. (FILE 33-70134 - OCT. 08) (BR. 9)
- S-8 SENETEK PLC /ENG/, 6 THE PINES COURT, STE D, ST LOUIS, NO 63141 (314) 542-2202 4,550,000 (\$19,337,500) FOREIGN COMMON STOCK. (FILE 33-70136 OCT. 08) (BR. 4)
- S-1 TITAN WHEEL INTERNATIONAL INC, 2701 SPRUCE ST, QUINCY, IL 62301 (217) 228-6011 74,750,000 (\$74,750,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-70140 QCT. 08) (BR. 4)
- S-1 REGIS CORP, 7201 NETRO BLVD, EDINA, NN 55439 (612) 947-7777 2,300,000 (\$27,312,500) COMMON STOCK. (FILE 33-70142 OCT. 08) (BR. 5)
- S-1 US AUTO RECEIVABLES CO, 27777 FRANKLIN RD, SOUTHFIELD, MI 48034
 (313) 948-3031 500,000,000 (\$500,000,000) EQUIPMENT TRUST CERTIFICATES.
 LINDERURITER: BEAR STEARNS & CO INC. (FILE 33-70144 OCT. 08) (BR. 11)
- S-3 BENTON OIL & GAS CO, 3000 ESPLANADA DR STE 2000, CXMARD, CA 93030 (805) 981-9901 8,050,000 (\$59,368,750) COMMON STOCK. UNDERWRITER: NOMARD WEIL LABOUISSE FRIEDRICHS INC, KIDDER PEABODY & CD INC, SALONON BROTHERS INC. (FILE 33-70146 OCT. 08) (BR. 3)
- S-8 NARRIOTT INTERNATIONAL INC, 10400 FERNAGOD RD, BETHESDA, NO 20817 (301) 380-3000 5,000,000 (\$126,250,000) COMMON STOCK. (FILE 33-70150 OCT. 08) (BR. 12)
- S-11 NAAGEN ALEXANDER PROPERTIES INC, 3500 SEPULVEDA BLVD, MANHATTAN BEACH, CA 90266 (310) 546-4520 11,500,000 (\$241,500,000) COMMON STOCK.

 UNDERWRITER: CS FIRST BOSTOM, KEMPER SECURITIES INC,
 NATUEST SECURITIES LTD, OPPENHEIMER & CO INC, SUTRO & CO INC. (FILE 33-70156 OCT. 08) (BR. 5 NEW ISSUE)
- F-1 LONDON & OVERSEAS FREIGHTERS LTD, HENISPHERE HOUSE, 9 CHURCH ST WEST, HAMILTON NN 11, DO (809) 295-7259 57,500,000 (\$97,750,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. UNDERWRITER: FURNAN SELZ INC, NATUEST SECURITIES LTD. (FILE 33-70158 OCT. 12) (BR. 4 NEW ISSUE)
- S-11 CENTERMARK PROPERTIES INC, 611 OLIVE ST, ST LOUIS, NI 63101 (314) 342-6200 33,637,500 (\$672,750,000) COMMON STOCK. UNDERWRITER: MORGAN STANLEY & CO INC, PRUDENTIAL SECURITIE INC. (FILE 33-70166 OCT. 12) (BR. 6 NEW ISSUE)

RECENT 8K FILINGS

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

Changes in Control of Registrant.

Item 2. Acquisition or Disposition of Assets.

Item 3.

Bankruptcy or Receivership. Changes in Registrant's Certifying Accountant. Item 4.

Item 5. Other Materially Important Events.

Item 6. Resignations of Registrant's Directors.

Item 7. Financial Statements and Exhibits.

Item 8. Change in Fiscal Year.

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 Copies of the reports may be purchased from the Commission's Public specified. Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

MAME OF ISSUER	STATE CODE	8K ITE 1 2 3 4		_	DATE CONNENT
CULP INC	MC		X		10/13/93
CYPRUS MINERALS CO	DE		X	X	09/24/93
DEERE JOHN CHINER TRUST 1993-B				X	10/06/93
ENDEVCO INC	DE	X		X	09/29/93
F & C INTERNATIONAL INC	OH	X	X	X	07/31/93
FIRST CONTINENTAL REAL ESTATE INVESTMENT	TX		X		10/12/93
GENESIS HEALTH VENTURES INC /PA	PA		X	X	09/19/93
NECHINGER CO	DE			X	10/14/93
HERTZ CORP	DE		X	X	10/15/93
INTERNATIONAL GAMING MANAGEMENT INC	DE		X	X	09/17/93
KENNAMETAL INC	PA			X	08/04/93AMEND
KEY TRONIC CORP	MA	X		X	07/30/93AMEND
KROGER CO	OH		X	X	10/15/93
LEE PHARMACEUTICALS	CA	X	;	X	10/06/93
LEVIS RESOURCES INC	W	X X		X	10/05/93
LIBERTY EQUIPMENT INVESTORS LP 1984	DE		X	X	09/30/93
MELLON BANK CORP	PA			X	10/12/93
MERIDIAN POINT REALTY TRUST VIII CO/MO	MO		X		09/28/93
MERRILL LYNCH & CO INC	DE		X	X	10/15/93
MOMENTUM DISTRIBUTION INC	DE	X			09/01/93
MORRISON KOKUDSEN CORP	DE		X		10/14/93
ML INDUSTRIES INC	M		X		10/13/93
CHEGA ENVIRONMENTAL INC	DE	x	••	x	09/29/93
PAINE WEBBER GROUP INC	DE		x	X	10/12/93
PRUDENTIAL BANK & TRUST CO			X	X	10/15/93
PUBLIC SERVICE CO OF COLORADO	00		X		10/14/93
QUORUM HEALTH GROUP INC	DE	X		x	09/30/93
RENT A WRECK OF AMERICA INC	DE		X		10/12/93
SABA PETROLEUM CO	00		X		09/15/93
SALONON BROTHERS MORTGAGE SECURITIES VII	DE	x	~	X	09/29/93
					,,