# sec news digest

Issue 95-213

November 3, 1995

## COMMISSION ANNOUNCEMENTS

ADVISORY COMMITTEE ON THE CAPITAL FORMATION AND REGULATORY PROCESSES: MEETING OF THE ADVISORY COMMITTEE

A meeting of the Securities and Exchange Commission Advisory Committee on the Capital Formation and Regulatory Processes will be held on November 21 in Room 1C30 at the Commission's main offices at 450 Fifth Street, N.W., Washington, D.C., beginning at 12:30 p.m. The meeting will be open to the public. Written comments should be submitted in triplicate and should refer to File No. 265-20. Comments should be submitted to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. FOR FURTHER INFORMATION CONTACT: David Sirignano, Committee Staff Director, at (202) 942-2870.

Any member of the public who requires auxiliary aids such as a sign-language interpreter or material on tape to attend a public meeting should contact Nancy Wolynetz, Office of Administrative and Personnel Management, to make arrangements. Ms. Wolynetz can be reached at (202) 942-4091 or at TTY number (202) 942-4075. (Rels. 33-7238; 34-36451; File No. 265-20)

### **ENFORCEMENT PROCEEDINGS**

# ADMINISTRATIVE PROCEEDINGS AGAINST RHEMA FOUNDATION AND HASKELL STRATTON

The Commission instituted administrative proceedings pursuant to Section 8A of the Securities Act of 1933 against Rhema Foundation (Rhema) and Haskell D. Stratton (Stratton) of Denver, Colorado. Without admitting or denying the matters set forth therein, Rhema and Stratton consented to the entry against them of an Order of the Commission making findings and ordering them to cease and desist from committing or causing any violation and from committing or causing any future violation of Section 17(a) of the Securities Act. The Order makes findings that Rhema and Stratton violated this provision from December 1993 through July 1994 in connection with offering to sell to approximately two dozen persons securities in the form of investment contracts for trading programs in "prime bank" financial instruments. The Order finds that Rhema and Stratton, among other things, represented to potential investors, without having any

reasonable basis for doing so, that their programs were guaranteed to produce a profit, that there was no risk to the investor's funds, and that the programs would produce annual returns, in some cases of as much at 1742%. (Rel. 33-8877)

### COMPLAINT FILED AGAINST FRANK DUCA AND JAN JUSKO

The Commission announced that on November 2, it filed a civil complaint for injunctive and other equitable relief in the United States District Court for the Eastern District of New York against Frank Duca and named Jan Jusko as a relief defendant. The complaint seeks to permanently enjoin Duca from violating the antifraud provisions of the federal securities laws. In addition, the complaint seeks disgorgement of all funds that were misappropriated by Duca and ancillary relief in the form of civil penalties. The complaint also seeks disgorgement of approximately \$50,000 from Jusko. Mary Jo White, the United States Attorney for the Southern District of New York, also filed criminal charges against Duca arising out of the same conduct.

The complaint alleges that from on or about May 1991 to in or about September 1993 Duca misappropriated more than \$535,000 from sixteen of his customers' accounts using an elaborate scheme involving, among other things, material misrepresentations and omissions, forged client authorizations, forged endorsement signatures on mutual fund redemption checks, and fabricated account statements. The complaint also alleges that as part of that scheme Duca falsely told customers that he would invest their money in tax-free government bonds when, in fact, Duca knew that he would not be investing their money in any type of government bond, and instead, used his customers' money for his own personal benefit.

In addition, the complaint alleges that Duca misappropriated money that customers had given him for the purchase of mutual fund shares and also misappropriated customers' monies which had been invested in mutual fund shares. The complaint also names Jusko as a relief defendant in that he received over \$50,000 of the funds that were misappropriated by Duca and to which Juska was not entitled. [SEC v. Frank Duca and Jan Jusko, USDC, ENDY, Civ. Action No. 95 Civ 4475, JB] (LR-14709)

COURT ENTERS TEMPORARY RESTRAINING ORDER TO HALT INTERNATIONAL PRIME BANK SCHEME

The Commission announced that on November 2, the Honorable Reginald C. Lindsay of the U.S. District Court for the District of Massachusetts unsealed an order entered by the Court on October 26, 1995, temporarily restraining Renate Haag (Haag) of Langen, Germany and Malibu, California, doing business as Haag + Partner, from continuing her fraudulent offering of securities. The Court's order also freezes Haag's assets, requires Haag to file a sworn accounting, orders the repatriation of investor funds and grants other emergency relief.

The Commission alleges that Haag, Gene Block (Block) of Durham, North Carolina and Robert T. Riley, Jr. of St. Louis, Missouri (Riley) violated Section 17(a) of the Securities Act of 1933 and Sections 10(b) and 15(a) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and that Haag also violated Section 5 of the Securities The Commission alleges that since at least October 1994, Haag has been the central figure in a fraudulent scheme that has induced members of the public to invest over \$1 million in her programs by promising, in some cases, returns as high as 200%-420% annually. an inducement to potential investors, the Defendants have represented that investors' funds would be invested in risk-free, high-yield investment programs. The Defendants have falsely represented that the initial investment is guaranteed against loss because a "Prime Bank Guarantee" will be used as security for the transaction. there are no legitimate financial instruments known as "Prime Bank It is also alleged that the Defendants failed to Guarantees." disclose the risk that the returns will not be achieved. Previously, on August 8, 1995, the Court entered a temporary restraining order and asset freeze on the Commission's ex parte motion against Block. September 14, 1995, Block consented to the entry of a preliminary injunction.

The Commission seeks permanent injunctive relief, disgorgement and civil monetary penalties. The Court has scheduled a hearing on the Commission's application for a preliminary injunction against Haag for November 6, 1995. [SEC v. Gene Block, Individually and d/b/a Block Consulting Services, Renate Haag, Individually and d/b/a Haag + Partner, and Robert T. Riley, Jr., Individually and d/b/a The Roberts Group, Civil Action No. 95-11748RCL, D. Mass.] (LR-14711)

# INVESTMENT COMPANY ACT RELEASES

# SMITH BARNEY EQUITY FUNDS, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Smith Barney Equity Funds, Inc. has ceased to be an investment company. (Rel. IC-21464 - November 1)

# LIBERTY ALL-STAR EQUITY FUND

An order has been issued on an application filed by Liberty All-Star Equity Fund under Section 6(c) of the Investment Company Act for an exemption from Section 19(b) of the Act and Rule 19b-1 thereunder. The order permits applicant to make up to four distributions of net realized long-term capital gains in any one taxable year so long as it maintains in effect a distribution policy calling for quarterly distributions of a fixed percentage of its net asset value. (Rel. IC-21465 - November 1)

# NATIONWIDE LIFE INSURANCE COMPANY, ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting Nationwide Life Insurance Company, Nationwide Life and

Annuity Insurance Company, certain separate accounts, Fidelity Investments Institutional Services Company, Inc., and Nationwide Financial Services, Inc. from Sections 26(a)(2)(C) and 27(c)(2) of the Act to permit Nationwide Life Insurance Company and Nationwide Life and Annuity Insurance Company to deduct mortality and expense risk charges from the assets of certain separate accounts. (Rel. IC-21466 - November 1)

# UNITED COMPANIES LIFE INSURANCE COMPANY, ET AL.

An order has been issued pusuant to Section 6(c) of the Investment Company Act exempting United Companies Life Insurance Company (United Life), United Companies Separate Account One (the Account), and United Variable Services, Inc. from Sections 26(a)(2)(C) and 27(c)(2) of the Act to the extent necessary to permit United Life to deduct from the assets of the Account, or from the assets of certain separate accounts that may be established by United Life in the future to support certain variable annuity contracts and certificates issued by United Life (the Other Accounts, collectively, with the Account, the Accounts), the mortality and expense risk charges imposed under certain variable annuity contracts and certificates issued by United Life (the Existing Contracts) and under any other variable annuity or certificates issued by United Life which substantillay similar in all material respects to the Existing Contracts and are offered through any of the Accounts. (Rel. IC-21467 - November 2)

# ALEXANDER HAMILTON LIFE INSURANCE COMPANY OF AMERICA, ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting Alexander Hamilton Life Insurance Company of America, Alexander Hamilton Variable Annuity Separate Account (Separate Account), and FMG Distributors, Inc. (FMG) (collectively, Applicants) from Sections 26(a)(2)(C) and 27(c)(2) thereof to permit the deduction of mortality and expense risk chages from the assets of the Separate Account in connection with the offering of certain variable annuity contracts (Contracts). In addition to FMG, the principal underwriter of the Contracts, the exemptive relief requested will extend to broker-dealers who may, in the future, act as principal underwriters of the Contracts. (Rel. IC-21468 - November 2)

# GLENBROOK LIFE AND ANNUITY COMPANY, ET AL.

A notice has been issued giving interested persons until November 27 to request a hearing on an application filed by Glenbrook Life and Annuity Company (Glenbrook), Glenbrook Life and Annuity Company Separate Account A (Variable Account) and Allstate Life Financial Services, Inc. (collectively, Applicants). Applicants seek an order under Section 6(c) of the Investment Company Act exempting them from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act to the extent necessary to permit the deduction of a mortality and expense risk charge from the assets of the Variable Account and other separate accounts established by Glenbrook in the future in connection with the issuance and sale of certain flexible premium deferred variable

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annuity contracts (Contracts) and/or contracts that are similar in all material respects to the Contracts (Other Contracts). Applicants also request that the exemptive relief extend to certain other broker-dealers which may serve in the future as a principal underwriter of the Contracts or Other Contracts. (Rel. IC-21469 - November 2)

### SELF-REGULATORY ORGANIZATIONS

## NOTICE OF EXTENSION OF PUBLIC COMMENT PERIOD FOR PROPOSED RULE CHANGE

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-95-66) to amend Phlx Rule 1066 by adding new paragraph (h), P/A Orders (Principal Acting as Agent); and Phlx Rule 1015 by adding new paragraph (c). The proposed rule change would provide certain orders placed in the name of floor traders on other options exchanges but for the benefit of customers with public customer volume guarantees on the Phlx. The comment period on this proposed rule change has been extended to December 31, 1995. (Rel. 34-36449)

### IMMEDIATE EFFECTIVENESS OF RULE PROPOSAL

The Options Price Reporting Authority has filed with the Commission pursuant to Rule 11Aa3-2 under the Securities Exchange Act an amendment to its National Market System Plan (SR-OPRA-95-4) for the purpose of establishing certain fees with respect to OPRA's foreign currency options service that are counterparts to existing OPRA fees, and reducing certain fees applicable to OPRA's basic service. Publication of the notice in the <u>Federal Register</u> is expected during the week of November 5. (Rels. 34-36450 and IS-878)

### 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 REPUBLIC WASTE INDUSTRIES INC, 200 E LAS OLAS BLVD, STE 1400, FT. LAUDERDALE, FL 33301 (305) 761-8333 4,238,450 (\$85,033,903) COMMON STOCK. (FILE 33-63735 OCT. 27) (BR. 8)
- S-3 MICRODYNE CORP, 3601 EISENHOWER AVENUE, STE 300, ALEXANDRIA, VA 22304 (703) 739-0500 - 4,025,000 (\$98,612,500) COMMON STOCK. (FILE 33-63737 -OCT. 27) (BR. 7)
- S-8 II-VI INC, 375 SAXONBURG BLVD, SAXONBURG, PA 16056 (412) 352-4455 120,000 (\$960,000) COMMON STOCK. (FILE 33-63739 OCT. 27) (BR. 8)

- S-8 TEXTRON INC, 40 MESTHINSTER ST, PROVIDENCE, RI 02903 (401) 421-2800 9,500,000 (\$627,593,750) COMMON STOCK. (FILE 33-63741 OCT. 27) (BR. 12)
- s-8 MEDCROSS INC, 3227 BENNET ST MORTH, ST PETERSBURG, FL 33713 (813) 521-1793 50,000 (\$71,875) COMMON STOCK. (FILE 33-63749 OCT. 27) (Bg. 5)
- S-8 MEDCROSS INC, 3227 BENNET ST MORTH, ST PETERSBURG, FL 33713 (813) 521-1793 - 36,858 (\$36,858) COMMON STOCK. (FILE 33-63751 - OCT. 27) (BR. 5)
- S-3 BABYSTAR INC, 165 UNIVERSITY AVE, MESTMOOD, MA 02090 (617) 326-4100 366,400 (\$400,842) MARRANTS, OPTIONS OR RIGHTS. 2,591,600 (\$8,180,385) COMMON STOCK. (FILE 33-63761 OCT. 27) (BR. 10)
- S-4 PAXSON COMMUNICATIONS CORP, 601 CLEARMATER PARK ROAD, MEST PALM BEACH, FL 33401 (813) 536-2211 230,000,000 (\$230,000,000) STRAIGHT BONDS. (FILE 33-63765 OCT. 27) (BR. 7)
- S-8 TCF FINANCIAL CORP, 801 MARQUETTE AVE STE 302, MINNEAPOLIS, MN 55402 (612) 370-7000 873,254 (\$52,941,024) COMMON STOCK. (FILE 33-63767 OCT. 27) (BR. 1)
- S-8 WASTE RECOVERY INC, 309 S PEARL EXPRESSMAY, DALLAS, TX 75201 (214) 741-3865 1,000,000 (\$1,250,000) COMMON STOCK. (FILE 33-63769 OCT. 27) (BR. 8)
- S-8 STANFORD TELECOMMUNICATIONS INC, 1221 CROSSMAN AVENUE, SUNNYVALE, CA 94089 (408) 745-0818 500,000 (\$10,875,000) COMMON STOCK. (FILE 33-63771 OCT. 27) (BR. 7)
- S-8 HAROLDS STORES INC, 765 ASP, NORMAN, OK 73069 (405) 329-4045 600,000 (\$5,962,500) COMMON STOCK. (FILE 33-63773 OCT. 27) (BR. 1)
- S-3 ZYGO CORP, LAUREL BROOK RD, MIDDLEFIELD, CT 06455 (203) 347-8506 1,840,000 (\$57,270,000) COMMON STOCK. (FILE 33-63775 OCT. 27) (BR. 8)
- S-8 ROCKWELL INTERNATIONAL CORP, 2201 SEAL BEACH BOULEVARD, SEAL BEACH, CA 90740 (412) 565-4004 16,000,000 (\$721,010,893.75) COMMON STOCK. (FILE 33-63777 OCT. 27) (BR. 12)
- S-4 CAERE CORP, 100 COOPER CT, LOS GATOS, CA 95030 (408) 395-7000 3,418,496 (\$34,184.96) COMMON STOCK. (FILE 33-63779 OCT. 27) (BR. 9)
- S-4 TERADYNE INC, 321 HARRISON AVE, MAIL STOP H93, BOSTON, MA 02118 (617) 482-2700 6,759,945 (\$207,868,309) COMMON STOCK. (FILE 33-63781 OCT. 27) (BR. 8)
- S-4 UJB FINANCIAL CORP /NJ/, 301 CARNEGIE CENTER, P 0 BOX 2066, PRINCETON, NJ 08543 (609) 987-3200 35,820,273 (\$1,119,383,522) COMMON STOCK. 504,481 (\$12,612,025) PREFERRED STOCK. (FILE 33-63783 OCT. 27) (BR. 1)
- S-2 INTERLEAF INC /MA/, PROSPECT PLACE, 9 HILLSIDE AVE, WALTHAM, MA 02154 (617) 290-0710 275,000 (\$2,447,500) COMMON STOCK. (FILE 33-63785 OCT. 27) (BR. 9)
- S-8 CYANOTECH CORP, 73-4460 QUEEN KAAHUMAHU HWY, SUITE 102, KAILUA KONA, HI 96740 (808) 326-1353 400,000 (\$2,950,000) COMMON STOCK. (FILE 33-63789 OCT. 27) (BR. 4)
- S-3 UNION PLANTERS CORP, 7130 GOODLETT FARMS PKLY, CORDOVA, TN 38018 (901) 383-6000 25,000,000 (\$25,000,000) STRAIGHT BONDS. (FILE 33-63791 OCT. 27) (BR. 1)

- S-8 HOLLYWOOD PARK INC/NEW/, P O BOX 369, INGLEWOOD, CA 90301 (310) 419-1500 625,000 (\$6,443,750) COMMON STOCK. (FILE 33-63793 OCT. 27) (BR. 12)
- N-2 ABC STRYPES TRUST, C/O MERRILL LYNCH PIERCE FENNER & SNITH, WORLD FINANCIAL CENTER N. TOMER, NEW YORK, NY 10281 (212) 449-1000 1,000,000 (\$10,000,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-63795 OCT. 27) (BR. 17)
- \$-1 FORTIS BENEFITS INSURANCE CO, 500 BIELENBERG DRIVE, WOODBURY, NN 55125 (612) 738-5590 - \$200,000,000 VARIABLE ANNUITY ISSUES. (FILE 33-63799 -OCT. 27) (BR. 20)
- S-8 PRINCETON NATIONAL BANCORP INC, 606 S MAIN ST, PRINCETON, IL 61356 (815) 875-4444 10,000 (\$166,250) COMMON STOCK. (FILE 33-98686 OCT. 26) (BR. 2)
- S-1 IC WORKS INC, 3725 NORTH FIRST STREET, SAN JOSE, CA 95134 (408) 922-1700 \$36,225,000 COMMON STOCK. UNDERWRITER: PRUDENTIAL SECURITIES INC, ROBERTSON STEPHENS & CO. (FILE 33-98624 OCT. 26) (BR. 3 NEW ISSUE)
- S-1 ACC CONSUMER FINANCE CORP, 12750 HIGH BLUFF DR, STE 320, SAN DIEGO, CA 92130 (619) 793-6300 2,530,000 (\$32,890,000) COMMON STOCK. (FILE 33-98626 OCT. 26) (BR. 11 NEW ISSUE)

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

NAME OF ISSUER	STATE CODE	8K ITEN NO. 1 2 3 4 5 6 7 8	DATE COMMENT
		************	
ALPNET INC	UT	x	11/01/95
AMSOUTH BANCORPORATION	DE	X	10/17/95
ANGEION CORP/MN	MN	x x	10/31/95
APACHE CORP	DE	X	10/27/95
AUTOTOTE CORP	DE	X	10/17/95
BANKERS FIRST CORP	GA	x x	11/01/95
BANYAN SHORT TERM INCOME TRUST	MA	X	10/26/95
BENSON EYECARE CORP	DE	x x	10/30/95
BUFFETS INC	MN	X	10/24/95
CABLE TV FUND 12-B LTD	œ	x x	10/20/95
CABLEVISION SYSTEMS CORP	DE	x	10/31/95
CATERPILLAR FINANCIAL ASSET TRUST 1995-A	DE	X	09/25/95

The rest of the second	STATE	&K ITEM NO.	
NAME OF ISSUER	CODE		DATE COMMENT
CHS ELECTRONICS INC	UT	x x	10/18/95
CIGNA CORP	DE	~ x x	10/31/95
COMPUTER PETROLEUM CORP /MM	MI	x x	10/11/95
CONSOLIDATED RESOURCES HEALTH CARE FUND	GA	x ^	10/18/95
	GA.	x	10/18/95AMEND
CONSOLIDATED RESOURCES HEALTH CARE FUND			10/15/95 10/15/95
CONTINORTGAGE HOME EQUITY LOAN TRUST 199		X	
CREATIVE BIONOLECULES INC	DE	XX	10/25/95
CROWN BOOKS CORP	DE	X X X	10/17/95
CTS ADJUSTABLE RATE MORTGAGE TRUST 1994-	NY	X X	09/25/95
CTS ADJUSTABLE RATE MORTGAGE TRUST 1994-	NY	X X	09/25/95
CTS ADJUSTABLE RATE MORTGAGE TRUST 1995-		X X	09/25/95
CTS ADJUSTABLE RATE MORTGAGE TRUST 1995-	NY	X X	09/25/95
DAIRY MART CONVENIENCE STORES INC	DE	X X	10/30/95
DALECO RESOURCES CORP		X X	10/23/95
DART GROUP CORP	DE	<b>x x x</b>	10/17/95
DISCOVER CARD MASTER TRUST I	DE	X X	10/16/95AMEND
ELDORADO BANCORP	CA	X X	10/20/95
FARM FAMILY MUTUAL INSURANCE CO	NY	X	11/01/95
FFVA FINANCIAL CORP	VA	x x	10/24/95
FIRST CHESAPEAKE FINANCIAL CORP	VA	X	10/24/95
FIRST TENNESSEE NATIONAL CORP	TN	x x	11/01/95
FOHP INC	NJ	X	09/01/95
FOSTER WHEELER CORP	NY	X X	10/27/95
FREEPORT MCMORAN COPPER & GOLD INC	DE	X	11/02/95
FRENCHTEX INC	FL	x	10/18/95
FRETTER INC	MI	x	10/19/95
GENERAL PARCEL SERVICE INC	FL	_ x	11/02/95AMEND
GENERAL SIGNAL CORP	MY	x	10/19/95
	CA	x	10/18/95
GEODYNAMICS CORP	MAN		10/10/93
GRAND CASINOS INC		X	
GUPTA CORP	CA	X X	10/11/95AMEND
HOUSEHOLD FINANCE CORP HOUSEHOLD AFF CRE	DE	X	10/26/95
HOUSEHOLD PRIVATE LABEL CREDIT CARD MAST	NV	X	10/26/95
INDEPENDENT INSURANCE GROUP INC	FL	X X	10/19/95
INSITUFORM TECHNOLOGIES INC	DE	X X X	10/25/95
INTER REGIONAL FINANCIAL GROUP INC	DE	X X	10/31/95
INTERFACE INC	GA	X X	11/01/95
INTERMET CORP	GA	X X	10/18/95
JONES INTERCABLE INC	$\infty$	X X	10/20/95
KINGS ROAD ENTERTAINMENT INC	DE	X X	10/26/95
LEE PHARMACEUTICALS	CA	X	10/27/95
MANVILLE CORP	DE	X X	10/25/95
MERRILL LYNCH & CO INC	DE	X X	11/02/95
MET COIL SYSTEMS CORP	DE	x x	10/16/95AMEND
MORRISON KNUDSEN CORP	DE	x x x	09/22/95
NAVISTAR FINANCIAL SECURITIES CORP	DE	x x	10/25/95
NORAM ENERGY CORP	DE	x x	11/02/95
NORRIS COMMUNICATIONS CORP		x x	10/27/95
NORWEST CORP	DE	X	11/01/95
ORBITAL SCIENCES CORP /DE/	DE	x x	08/31/95
PACE INDUSTRIES INC	AR	××	10/25/95
PACIFIC GAS & ELECTRIC CO	CA	x ^	10/26/95
		хх	10/26/95
PACIFICORP /OR/	OR DE	XX	10/26/95
PEAK TECHNOLOGIES GROUP INC	DE		11/01/95
PECO ENERGY CO	PA	X	
PETRIE STORES CORP	NY	X	10/26/95
PGI INC	FL	X X	10/12/95
PHARMOS CORP	MA	X	11/01/95