Issue 90-245

December 20, 1990

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COMMISSION ANNOUNCEMENTS

U.S. SECURITIES AND EXCHANGE COMMISSION

COMMISSION TO CLOSE EARLY

The Commission will close for the day at 1:30 p.m. on December 24, 1990 in accordance with an Executive Order issued by the President. As a result, filings to be made with the Commission in paper or on EDGAR must be received at the Commission before 1:30 p.m. The Public Reference Room will also be closed at 1:30 p.m. The SEC News Digest will be published.

# ADMINISTRATIVE PROCEEDINGS

PROCEEDINGS ORDERED AGAINST WAINWRIGHT, AUSTIN, STONE & COMPANY

The Commission instituted public administrative proceedings under Sections 15(b) and 19(h) of the Securities Exchange Act against Wainwright, Austin, Stone & Co. (Wainwright), a broker-dealer headquartered in Los Angeles, California. The Order for Proceedings found that Wainwright (while still headquartered in Colorado Springs, Colorado) willfully violated Section 15(c) of the Exchange Act and Rule 15c2-6 promulgated thereunder (Cold Call Rule) by selling designated securities of at least two different issuers on numerous occasions since January 1, 1990 without obtaining documentation required by the Cold Call Rule and without qualifying for an exemption. The Commission simultaneously accepted Wainwright's offer to settle the case through issuance of an order that censures Wainwright and requires Wainwright to comply with its undertaking to offer rescission of all trades made in violation of the Cold Call Rule. The rescission offer is to include disclosures regarding the likelihood that customers who accept Wainwright's rescission offer will or will not receive money from Wainwright and whether they may instead become general creditors.

The Commission adopted the Cold Call Rule, which went into effect January 1, 1990, as part of its broad program to reduce fraud and manipulation in the penny stock market. The Cold Call Rule requires that broker-dealers, prior to selling non-exchange listed, non-NASDAQ stocks, obtain a signed document from the customer authorizing the trade and provide a statement to the customer which, among other things, sets forth the basis on which the broker-dealer made the determination that the stocks involved are a suitable investment for the customer. (Rel. 34-28695)

### RICK MYERS BARRED AND ADVISER REGISTRATION REVOKED

Chief Administrative Law Judge Warren E. Blair issued an initial decision barring Rick Edward Myers of Ada, Michigan from association with any broker-dealer or investment adviser and revoking the registration as investment adviser of Rick Edward Myers d/b/a Rick Edward Myers, CFP.

Judge Blair found that Rick Edward Myers had been permanently enjoined on March 1, 1989 by the U.S. District Court for the Northern District of Illinois from further violations of the registration provisions of the Securities Act of 1933 and of the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. Judge Blair also determined that the U.S. District Court for the Western District of Michigan convicted Rick Edward Myers on May 11, 1990 on fourteen (14) counts of mail fraud committed in connection with his involvement in a fraudulent dairy cow leasing program. Additionally, Rick Edward Myers was found to have willfully violated Section 207 of the Investment Advisers Act by his failures to promptly or properly amend his Form ADV application for registration as an investment adviser to correct information that had become inaccurate. (Initial Decision Release No. 11)

# CRIMINAL PROCEEDINGS

#### FORMER STOCKBROKER RESENTENCED

The Boston Regional Office and the U.S. Attorney for the District of Massachusetts announced that on December 17, 1990 Walter F. Curran of Wellesley, Massachusetts was sentenced to three years incarceration and five years probation and was ordered to make restitution in the amount of \$1.2 million. Curran pleaded guilty to mail fraud and currency charges relating to a scheme to defraud customers of his brokerage firm, Dean Witter Reynolds, Inc., of in excess of \$2.3 million. Curran was originally sentenced to five years incarceration and five years probation and was ordered to make restitution to the victims of the crime in the amount of \$2.3 million. However, on October 29, 1990, this sentence was vacated by the U.S. Court of Appeals for the First In resentencing Curran, the Court refused to include in the restitution order two of Curran's victims, a lawyer and an accountant, saying that as professionals, they should have known better. The case was investigated by the Federal Bureau of Investigation, the United States Customs Service, and the Boston Regional Office of the Commission. [U.S. v. Curran, Cr. No. 89-65-H, D. Mass.] (LR-12741)

### SIGNIFICANT NO-ACTION AND INTERPRETIVE LETTERS

The following is a list of significant no-action and interpretive letters recently issued by the Division of Corporation Finance. These letters express the view of the Division respecting novel or important questions arising under the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, and the Investment Advisers Act of 1940. Copies of these letters may be obtained by <u>writing</u> to the Public Reference Room, Securities and

Exchange Commission, Washington, DC 20549, or by making a request <u>in person</u> at the Public Reference Room, 450 Fifth Street, NW, Room 1024, Washington, DC, stating the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

# DIVISION OF CORPORATION FINANCE - SEPTEMBER 1990

| COMPANY  | ACT/SECTION/RULE<br>OR RELEASE  | DATE<br>MAILED | PUBLIC<br>AVAILABILITY<br>DATE |
|--|---|----------------|--------------------------------|
| AorTech, Inc.  | 1934 Act-Section 12(h)  | 9/14/90        | 9/14/90                        |
| Bogle & Gates  | 1933 Act-Regulation S   | 9/28/90        | 9/28/90                        |
| Chemical Bank  | 1933 Act-Form F-6   | 9/24/90        | 9/24/90                        |
| Green-Wood Associates                                    | 1933 Act-Section 2(1);<br>1934 Act-Section 12(g)<br>and Rule 3all-1; 1939 Act-<br>Section 304(a)(1) | 9/12/90        | 9/12/90                        |
| Merrill Lynch, Pierce,<br>Fenner & Smith<br>Incorporated | 1933 Act-Sections 3(a)(2)<br>and 5; 1940 Act-Section 3(a)   | 9/26/90        | 9/26/90                        |
| Selectors, Inc.  | 1934 Act-Sections 13(a) and<br>15(d), Rule 12b-21,<br>Regulation S-X Rule 3-13                      | 9/19/90        | 9/19/90                        |

### 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-6 TANDEM VARIABLE LIFE SEPARATE ACCOUNT, 800 SCUDDERS MILLS RD, C/O TANDEM INSURANCE GROUP INC, PLAINSBORO, NJ 08536 (609) 282-1429 INDEFINITE SHARES. (FILE 33-38095 DEC. 12) (BR. 20)
- S-6 MERRILL LYNCH VARIABLE LIFE SEPARATE ACCOUNT, 1200 6TH AVE, SEATTLE, WA 98101 (206) 292-1000 INDEFINITE SHARES. (FILE 33-38096 DEC. 12) (BR. 20)
- S-6 ROYAL TANDEM VARIABLE LIFE SEPARATE ACCOUNT, 2 PENN PLAZA, C/O ROYAL TANDEM LIFE INSURANCE CO, NEW YORK, NY 10121 (212) 714-4161 INDEFINITE SHARES. (FILE 33-38097 DEC. 12) (BR. 20)
- S-8 HARCOURT BRACE JOVANOVICH INC, ORLANDO, FL 32887 (407) 345-2000 5,633,000 (\$5,456,969) COMMON STOCK. 1,035,000 (\$549,844) PREFERRED STOCK. (FILE 33-38098 DEC. 12) (BR. 11)

### REGISTRATIONS CONTINUED

- F-6 BERJAYA CORP MALAYSIA BERHAD, 111 WALL ST, CITIBANK N.A., NEW YORK, NY 10043 (212) 664-1666 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-38099 DEC. 12)
- S-8 XYLOGICS INC /DE/, 53 THIRD AVE, BURLINGTON, MA 01803 (617) 742-9100 300,000 (\$918,750) COMMON STOCK. (FILE 33-38100 DEC. 12) (BR. 9)
- S-8 MAY DEPARTMENT STORES CO, 611 OLIVE ST, ST LOUIS, MO 63101 (314) 342-6300 1,940,540 (\$86,839,165) COMMON STOCK. (FILE 33-38104 DEC. 12) (BR. 1)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 592, 333 WEST WACKER DR,
  C/O JOHN NUVEEN & CO INC, CHICAGO, IL 60606 INDEFINITE SHARES. (FILE 33-38160 DEC. 13) (BR. 22 NEW ISSUE)
- S-8 BLOC DEVELOPMENT CORP, 800 DOUGLAS ENTRANCE, EXECUTIVE TOWER PENTHOUSE, CORAL GABLES, FL 33134 (305) 567-9931 2,000,000 (\$7,880,000) COMMON STOCK. (FILE 33-38195 DEC. 12) (BR. 10)
- S-8 JACKPOT ENTERPRISES INC, 2900 S HIGHLAND DR BLDG 18 B, LAS VEGAS, NV 89109 (702) 369-3424 787,500 (\$5,906,250) COMMON STOCK. (FILE 33-38209 DEC. 12) (BR. 11)
- S-3 JACKPOT ENTERPRISES INC, 2900 S HIGHLAND DR BLDG 18 B, LAS VEGAS, NV 89109 (702) 369-3424 910,909 (\$6,831,817) COMMON STOCK. (FILE 33-38210 DEC. 12) (BR. 11)
- S-3 TEXAS UTILITIES CO, 2001 BRYAN TWR, DALLAS, TX 75201 (214) 812-4600 5,000,000 (\$190,312,500) COMMON STOCK. (FILE 33-38212 DEC. 13) (BR. 8)
- S-8 BRITISH GAS PUBLIC LIMITED CO, RIVERMILL HOUSE, 152 GROSVENOR RD, LONDON SW1V 3JL ENGLAND, XO (212) 483-1000 400,000 (\$18,400,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-38213 DEC. 13) (BR. 7)
- S-3 ANACOMP INC, 11550 N MERIDIAN ST, INDIANAPOLIS, IN 46240 (317) 844-9666 224,900,000 (\$224,900,000) STRAIGHT BONDS. 6,825,940 (\$12,784,985.62) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-38271 DEC. 13) (BR. 12)

# 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<br>DATE_ | SHRS(000)/ | CUSIP/<br>PRIOR% |             |
|-------------------------------|-----|--------|----------------|------------|------------------|-------------|
| ADIA SVCS INC<br>ADIA S A     | СОМ | 130    | 12/14/90       |            | 00687410<br>74.2 | )<br>UPDATE |

| NAME AND CLASS OF STOCK/OWNER                           |              | FORM | EVENT SI |               | CUSIP/ FILING PRIOR% STATUS |
|---|--------------|------|----------|---------------|-----------------------------|
| BOONTON ELECTRS CORP<br>SIDCO INVMNTS                   | СОМ          | 130  | 12/11/90 |               | 09925710<br>N/A UPDATE      |
| CALIFORNIA ENGELS MINING CO<br>LAMB NORMAN ARTHUR ET AL | СОМ          | 13D  | 12/10/90 | 135<br>17.7   |                             |
| CHOCK FULL O NUTS CORP<br>STATE OF WISCONSIN INVEST     | COM<br>BD    | 13D  | 11/26/90 | 524<br>6.2    | 17026810<br>9.9 UPDATE      |
| CIRCON CORP<br>FIDELITY INTL LTD                        | COM          | 13D  | 11/27/90 |               | 17273610<br>0.0 NEW         |
| CLEVELAND CLIFFS INC<br>TIGER ET AL                     | COM          | 13D  | 12/ 4/90 | •             | 18589610<br>8.8 UPDATE      |
| CODA ENERGY INC<br>MILLER DOUGLAS H                     | COM          | 13D  | 12/14/90 | 690<br>7.6    |                             |
| EAGLE FINL CORP<br>WMG CO ET AL                         | COM          | 13D  | 11/21/90 |               | 26951310<br>9.1 UPDATE      |
| ELECTRONIC ARTS FIDELITY INTL LTD                       | COM          | 13D  | 12/ 5/90 | 624<br>6.6    | 28551210<br>0.0 NEW         |
| THE EXPLORATION CO LA INC<br>FIDELITY INTL LTD          | COM          | 13D  | 11/28/90 | -             | 30213410<br>0.0 NEW         |
| FEDERAL NATL MTG ASSN FIDELITY INTL LTD                 | COM          | 130  | 11/30/90 | 23,630<br>9.9 | 31358610<br>11.1 UPDATE     |
| FIRST FINL CORP WISC<br>STATE OF WISCONSIN INVEST       | COM<br>BD    | 13D  | 12/ 3/90 | N/A<br>N/A    | 32022710<br>6.1 UPDATE      |
| FISERV INC<br>STATE OF WISCONSIN INVEST                 | COM<br>BD    | 13D  | 11/29/90 |               | 33773810<br>9.0 UPDATE      |
| GALACTIC RESOURCES LTD<br>FRIEDLAND ROBERT M            | COM          | 13D  | 12/ 2/90 | •             | 36290310<br>8.4 UPDATE      |
| GLEASON CORP<br>FIELD POINT CAPITAL MGMT I              | COM<br>ET AL | 13D  | 12/13/90 | 571<br>9.9    | 37733910<br>7.5 UPDATE      |
| GRACO INC<br>STATE OF WISCONSIN INVEST                  | COM<br>BD    | 13D  | 12/ 4/90 |               | 38410910<br>5.0 UPDATE      |
| HARVEY GROUP INC<br>SAMPSON HARVEY E                    | COM          | 13D  | 11/27/90 |               | 41766810<br>0.0 NEW         |
| HAUSER CHEM RESH INC<br>INTL NETWORK FD LP ET AL        | COM NE       | 13D  | 12/ 7/90 | -             | 41914130<br>0.0 NEW         |
| HOMETOWN BANCORPORATION INC<br>PFEFFER JOHN R           | COM          | 13D  | 12/11/90 |               | 43785910<br>7.6 UPDATE      |
| IMCO RECYCLING INC<br>HEDINGER HOWARD H                 | COM          | 13D  | 12/ 3/90 |               | 44968110<br>0.0 NEW         |

| NAME AND CLASS OF STOCK/OWNER |        | FORM         |         |           |        | CUSIP/ F |        |
|-------------------------------|--------|--------------|---------|-----------|--------|----------|--------|
| INRAD INC                     | COM    |              |         |           | 95     | 45765610 | 1      |
| NICKLIN WILLIAM FRED          |        | 130          | 12/ 6/  | 90        | 6.9    |          | UPDATE |
| INTL BANCSHARES CORP          | COM    |              |         |           | 409    | 45904410 | )      |
| SANCHEZ A R SR                |        | 1 <b>3</b> D | 11/ 7/  | 90        | 16.7   | 18.6     | UPDATE |
| INTERNATIONAL TELECHARGE INC  | СОМ    | 475          | 45.44   |           |        | 46047510 |        |
| BOMARKO INC ET AL             |        | 1 <b>3</b> D | 12/11/  | 90        | 11.3   | 9.5      | UPDATE |
| LVI GROUP INC                 | PFD CV | \$2.062      | 5       |           | 310    | 50243930 | •      |
| GAMCO INVESTORS INC ET AL     |        | 130          | 12/13/  | 90        | 46.6   | 50.8     | UPDATE |
| LAKE SHORE BANCORP ILL        | COM    |              |         |           | 438    | 51070210 |        |
| GROSSINGER IRWIN ET AL        |        | 130          | 12/ 5/  | 90        | 5.4    | 5.7      | UPDATE |
| LAMSON & SESSIONS CO          | COM    |              |         |           | 1.965  | 51369610 | ı      |
| INDUSTRIAL EQUITY             |        | 130          | 12/13/  | 90        | 14.9   |          | UPDATE |
| LITTLEFIELD ADAMS & CO        | COM    |              |         |           | 110    | 53758110 | ı      |
| POWER JOHN C ET AL            | •      | 13D          | 12/ 4/  | 90        | 10.2   |          | NEW    |
| MATTEL INC                    | СОМ    |              |         |           | 3,917  | 57708110 |        |
| STATE OF WISCONSIN INVEST     | BD     | 1 <b>3</b> D | 11/29/  | 90        | 8.0    | 9.1      | UPDATE |
| MICHAEL FOODS INC             | COM    |              |         |           | 761    | 59407410 |        |
| STATE OF WISCONSIN INVEST     | BD     | 13D          | 12/ 5/  | 90        | 6.8    | 8.0      | UPDATE |
| MILLICOM INC                  | COM    |              |         |           | 1,256  | 60081310 |        |
| STATE OF WISCONSIN INVEST     | BD     | 1 <b>3</b> D | 11/27/  | 90        | 8.0    | 6.9      | UPDATE |
| NECO ENTERPRISES INC          | COM    |              |         |           | 1,877  | 62905710 |        |
| LAROCHE DAVID F ET AL         |        | 130          | 11/27/  | 90        | 57.5   |          | UPDATE |
| NETWORKED PICTURE SYS INC     | COM    |              |         |           | 9,526  | 64090710 |        |
| GLOBAL FINANCIAL RES ET A     | L      | 13D          | 11/20/  | 90        | -      | 44.7     |        |
| NEW GENERATION FOODS INC      | COM    |              |         |           | 9,383  | 64446310 |        |
| FLUM PARTNERS ET AL           |        | 130          | 11/12/9 | 90        | 47.9   | 31.3     | UPDATE |
| NEWMONT MNG CORP              | COM    |              |         |           | 4,826  | 65163910 |        |
| HOLDGOLD INC ET AL            |        | 1 <b>3</b> D | 12/ 7/9 | 90        | 7.1    | 0.0      | NEW    |
| NEWMONT MNG CORP              | СОМ    |              |         |           | 33,224 | 65163910 |        |
| SPECIAL PURPOSE ET AL         |        | 13D          | 12/ 7/9 | 90        | 49.1   | 0.0      | NEW    |
| POLLUTION RESH & CTL CORP CA  | COM    |              |         |           | 643    | 73154710 |        |
| SION LEE                      |        | 1 <b>3</b> D | 12/ 4/9 | 90        | 14.2   | 0.0      | NEW    |
| POLESTAR EXPL INC             | COM    |              |         |           | 560    | 73199310 |        |
| MAINE CRAIGEN L T             |        | 1 <b>3</b> D | 3/29/9  | <b>20</b> | 8.9    | 0.0      | NEW    |
| RCM TECHNOLOGIES INC          | COM    |              |         |           | 730    | 74936010 |        |
| STATE OF WISCONSIN INVEST     | BD     | 130          | 11/28/9 | 90        | 5.1    | 5.7      | UPDATE |

| NAME AND CLASS OF STOCK/OWNER  |         | ORM    | EVENT S  | SHRS(000)/<br>Xouned | · · · · · |        |
|--------------------------------|---------|--------|----------|----------------------|-----------|--------|
| RENT A WRECK AMER INC          | СОМ     |        |          | 328                  | 76009810  |        |
| HAIGH J RICHARD                | COM     | 130    | 11/15/90 |                      | 0.0       | NEW    |
| SOMERSET BANKSHARES INC        | COM     |        |          |                      | 83461710  |        |
| KELLY RICHARD J                |         | 130    | 11/13/9  | 9.9                  | 0.0       | NEW    |
| . SOMERSET GROUP INC           | COM     |        |          | 96                   | 83470610  |        |
| SCHWARTZ MARVIN C              |         | 130    | 12/ 5/9  | 5.3                  | 0.0       | NEW    |
| SPECTRUM INFORMATION TECHNOL   | COM     |        |          | 4,348                | 84762310  |        |
| MORGAN SPECTRUM INC ET AL      |         | 13D    | 12/ 5/90 | 13.6                 | 45.4      | UPDATE |
| STEPHAN CO                     | COM     |        |          | 32                   | 85860310  |        |
| WALSH CHARLES J                |         | 13D    | 12/10/9  | 0 6.0                | 13.7      | UPDATE |
| SUNWARD TECHNOLOGIES           | COM     |        |          | 1,653                | 86792710  |        |
| SHEA J F CO INC ET AL          |         | 13D    | 12/11/9  | •                    |           | UPDATE |
| SWISS SUN INTL INC             | COM     |        |          | 1.455                | 87088910  |        |
| OSSER LEONARD                  | 0011    | 13D    | 10/ 1/9  | •                    |           | NEW    |
|                                |         |        |          |                      |           |        |
| TERRANO CORP                   | COM     | .=-    |          | 411                  |           |        |
| OKABENA PARTNERSHIP V-6        |         | 130    | 12/ 7/9  | 0 8.9                | 7.6       | UPDATE |
| TRANSCO REALTY TR              | SH BEN  | •      |          | 244                  |           |        |
| GRAY LEE                       |         | 130    | 11/30/9  | 0 43.0               | 42.9      | UPDATE |
| WTD INDS INC                   | СОМ     |        |          | 365                  | 92934410  |        |
| STATE OF WISCONSIN INVEST      | BD      | 13D    | 11/27/9  | 5.9                  | 7.2       | UPDATE |
| WHEELABRATOR TECH INC NEW      | COM PAI | \$0.01 |          | 22,900               | 96290130  |        |
| WASTE MANAGEMENT ET AL         |         | 130    | 12/10/9  |                      |           | UPDATE |
| INVINCE THE THE                | cou     |        |          | 402                  | 98319510  |        |
| WYNNS INTL INC WYNN FOUNDATION | COM     | 13D    | 12/ 7/9  |                      |           | UPDATE |
| Will I SOUDALION               |         |        | , .,,,   |                      | ,         |        |

### SEC PUBLIC INFORMATION NUMBERS

Members of the public seeking information and/or material from the Commission continue to complain of being incorrectly referred to the wrong telephone number by Commission staff. The following information is furnished to assist you in directly calling the appropriate office:

Consumer Affairs (202-272-7440): Investor inquiries and complaint processing information.

Freedom of Information Branch (202-272-7420): Requests concerning FOIA, Privacy Act, Sunshine Act, confidential treatment matters, etc.

<u>Personnel Locator</u> (202-272-2550): Requests for names and phone numbers of Commission personnel.

<u>Public Affairs</u> (202-272-2650): Information about matters in the SEC News Digest, the Commission's operations, and calls from the press not directed to particular individuals, and other related matters.

<u>Public Reference</u> (202-272-7450): Requests for information on whether or not a document has been filed, etc.

<u>Publications Unit</u> (202-272-7460/7461): Requests for forms, studies, directories, etc.

Office of the Secretary (202-272-2600): Requests for information on the Commission calendar.

<u>SEC Information Line</u> (202-272-3100/5624): General information about SEC operations and activities through a series of recorded messages.