

sec news digest

Issue 95-67

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COMMISSION ANNOUNCEMENTS

MEDIA ADVISORY

Chairman Levitt will hold a press conference on Monday, April 10, 1995, at 12:00 noon in the Commission's Open Meeting Room at 450 Fifth Street, N.W., Washington, D.C., to accept the final report of the industry Committee on Compensation Practices. The report examines the conflicts of interest between a broker and an investor presented by current compensation practices, and highlights the best practices that firms use to mitigate those conflicts. (Press Rel. 95-63)

ENFORCEMENT PROCEEDINGS

CONCLUSION OF ADMINISTRATIVE PROCEEDINGS AGAINST STOCK AND OPTION SERVICES INC. AND JOSHUA FRY

The Commission announced that it issued an Order Making Findings and Imposing Remedial Sanctions By Default (Order) against Stock and Option Services, Inc. (SOS) and Joshua Fry (Fry). SOS is an inactive registered investment adviser located in Annapolis, Maryland, and Fry is SOS' principal.

The Order finds that beginning in November 1991, Fry misappropriated approximately \$4 million from investors in a sham investment fund by misrepresenting to investors that their funds would be used to purchase options and treasury bills. Instead, the Order finds, Fry used the majority of investor funds for personal use.

The Order further finds that SOS, aided and abetted by Fry, accepted custody of client funds without complying with the custody provisions of the Investment Advisers Act of 1940, and failed to maintain required books and records, such as bank and financial statements. On October 14, 1993, the U.S. District Court for the District of Maryland issued a preliminary injunction against SOS, Fry and related parties and also froze their assets based on the same misconduct. (Rel. IA-1481)

DEREK VAUGHN STATES ENJOINED

The Commission announced that the Honorable Ralph Thompson in the Western District of Oklahoma granted the Commission's application for a default judgment and issued a final judgment of permanent injunction and other relief against defendants Charles J. Bazarian (Bazarian) and Royal American Management, Inc. (RAM). The Commission's complaint, filed September 30, 1994, alleges that Bazarian, RAM and others made false statements and omitted to disclose material information in the offer, purchase and sale of three penny stocks, Omnet, Corp., Performance Nutrition, Inc. and Remington Financial Group, Inc. The complaint further alleges that the defendants engaged in fraudulent conduct in order to artificially inflate the price of the stocks and personally profit by selling shares they controlled at inflated prices.

Under the terms of the Final Judgment, Bazarian and RAM are permanently restrained and enjoined from violating Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Sections 10(b) and 15(a)(1) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder; ordered, jointly and severally, to disgorge \$6,955,597.13 plus accrued interest for a total of \$8,187,765.58, representing illicit profits received from the conduct alleged in the complaint; and ordered to each pay a civil penalty of \$300,000. [SEC v. Royal American Management, Inc., et al., USDC/WD Oklahoma, Civil Action No. CIV-94-1619-T] (LR-14461)

INVESTMENT COMPANY ACT RELEASES

COMMONWEALTH INVESTMENT TRUST

A notice has been issued giving interested persons until May 1 to request a hearing on an application filed by Commonwealth Investment Trust for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20990 - April 6)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by the Government Securities Clearing Corporation (SR-GSCC-94-8) that requires GSCC netting members to participate in GSCC's yield-to-price conversion process. Publication of the approval order is expected in the Federal Register during the week of April 10. (Rel. 34-35561)

The Commission approved a proposed rule change filed by the New York Stock Exchange (SR-NYSE-95-01) to amend its domestic listing standards. (Rel. 34-35571)

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 VAN KAMPEN AMERICAN CAPITAL INSURED INCOME TRUST SER 44,
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,
IL 60181 (NUL) L - - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE
33-58333 - MAR. 31) (BR. 18 - NEW ISSUE)
- S-8 BANCTEC INC, 4435 SPRING VALLEY RD, DALLAS, TX 75244 (214) 450-7700 -
500,000 (\$7,720,000) COMMON STOCK. (FILE 33-58335 - MAR. 31) (BR. 10)
- N-1A OPPENHEIMER GROWTH & INCOME FUND, TWO WORLD TRADE CENTER, SUITE 3400,
NEW YORK, NY 10048 (212) 323-0200 - INDEFINITE SHARES. (FILE 33-58337 -
MAR. 31) (BR. 16)
- S-8 ALEXANDER & ALEXANDER SERVICES INC, 1185 AVE OF THE AMERICAS, NEW YORK,
NY 10036 (212) 840-8500 - 499,000 (\$11,165,125) COMMON STOCK. (FILE
33-58339 - MAR. 31) (BR. 10)
- S-8 ALEXANDER & ALEXANDER SERVICES INC, 1185 AVE OF THE AMERICAS, NEW YORK,
NY 10036 (212) 840-8500 - 300,000 (\$6,712,500) COMMON STOCK. (FILE
33-58341 - MAR. 31) (BR. 10)
- N-1A OPPENHEIMER SMALL CAP FUND, TWO WORLD TRADE CENTER, SUITE 3400,
NEW YORK, NY 10048 (212) 323-0200 - INDEFINITE SHARES. (FILE 33-58343 -
MAR. 31)
- S-8 ALLIEDSIGNAL INC, 101 COLUMBIA RD, PO BOX 4000, MORRISTOWN, NJ 07962
(201) 455-2000 - 150,000 (\$5,718,750) COMMON STOCK. (FILE 33-58345 -
MAR. 31) (BR. 12)
- S-8 ALLIEDSIGNAL INC, 101 COLUMBIA RD, PO BOX 4000, MORRISTOWN, NJ 07962
(201) 455-2000 - 225,000 (\$8,547,465) COMMON STOCK. (FILE 33-58347 -
MAR. 31) (BR. 12)
- S-8 SOUTH JERSEY INDUSTRIES INC, 1 SO JERSEY PLZ, RTE 54, FOLSOM, NJ 08037
(609) 561-9000 - 800,000 (\$14,950,000) COMMON STOCK. (FILE 33-58349 -
MAR. 31) (BR. 8)
- S-8 GENZYME CORP, ONE KENDALL SQUARE, CAMBRIDGE, MA 02139 (617) 252-7500 -
70,000 (\$433,125) COMMON STOCK. (FILE 33-58351 - MAR. 31) (BR. 4)
- S-8 GENZYME CORP, ONE KENDALL SQUARE, CAMBRIDGE, MA 02139 (617) 252-7500 -
400,000 (\$15,450,000) COMMON STOCK. (FILE 33-58353 - MAR. 31) (BR. 4)
- S-8 GENZYME CORP, ONE KENDALL SQUARE, CAMBRIDGE, MA 02139 (617) 252-7500 -
200,000 (\$1,237,500) COMMON STOCK. (FILE 33-58355 - MAR. 31) (BR. 4)
- S-1 PIGGLY WIGGLY ALABAMA DISTRIBUTING CO INC, 2400 J TERRELL WOOTEN DR,
BESSEMER, AL 35021 (205) 481-2300 - 25,000 (\$5,548,500) COMMON STOCK.
(FILE 33-58357 - MAR. 31) (BR. 3)

REGISTRATIONS CONT.

- S-8 GENZYME CORP, ONE KENDALL SQUARE, CAMBRIDGE, MA 02139 (617) 252-7500 - 2,000,000 (\$12,375,000) COMMON STOCK. (FILE 33-58359 - MAR. 31) (BR. 4)
- S-8 ADDINGTON RESOURCES INC, 1500 N BIG RUN RD, ASHLAND, KY 41102 (606) 928-3433 - 500,000 (\$4,660,000) COMMON STOCK. (FILE 33-58363 - MAR. 31) (BR. 3)
- S-3 TRANSAMERICA FINANCE CORP, 1150 S OLIVE ST, LOS ANGELES, CA 90015 (213) 742-4321 - 3,000,000,000 (\$3,000,000,000) STRAIGHT BONDS. (FILE 33-58365 - MAR. 31) (BR. 12)
- S-8 BECTON DICKINSON & CO, ONE BECTON DR, FRANKLIN LAKES, NJ 07417 (201) 847-6800 - 6,000,000 (\$330,000,000) COMMON STOCK. (FILE 33-58367 - MAR. 31) (BR. 8)
- S-8 SOUTHERN CO, 64 PERIMETER CTR EAST, ATLANTA, GA 30346 (404) 393-0650 - 200,000 (\$4,025,000) COMMON STOCK. (FILE 33-58371 - MAR. 31) (BR. 7)
- S-8 BANPONCE CORP, 209 MUNOZ RIVERA AVE, POPULAR CENTER BUILDING, HATO REY, PR 00918 (809) 765-9800 - 80,000 (\$2,500,000) COMMON STOCK. (FILE 33-58373 - MAR. 31) (BR. 1)
- S-8 ESTERLINE TECHNOLOGIES CORP, 10800 NE 8TH ST, STE 600, BELLEVUE, WA 98004 (206) 453-9400 - 50,000 (\$803,125) COMMON STOCK. (FILE 33-58375 - MAR. 31) (BR. 8)
- S-2 PROGRESS FINANCIAL CORP, 600 W GERMANTOWN PIKE, PLYMOUTH MEETING EXECUTIVE CAMPUS, PLYMOUTH MEETING, PA 19462 (610) 825-8800 - 200,000 (\$1,800,000) COMMON STOCK. (FILE 33-58377 - MAR. 31) (BR. 1)
- S-3 SDNB FINANCIAL CORP, 1420 KETTNER BLVD, SAN DIEGO, CA 92101 (619) 233-1234 - 769,582 (\$3,339,986) COMMON STOCK. (FILE 33-58379 - APR. 03) (BR. 1)
- S-8 AMERICAN DIVERSIFIED GROUP INC, 1700 E DESERT INN RD, STE 100, LAS VEGAS, NV 89109 (702) 735-8872 - 4,630,000 (\$1,435,300) COMMON STOCK. (FILE 33-90708 - MAR. 29) (BR. 4)
- S-8 AMERICAN MEDICAL RESPONSE INC, 67 BATTERYMARCH ST STE 300, BOSTON, MA 02110 (617) 261-1600 - 500,000 (\$12,531,250) COMMON STOCK. (FILE 33-90710 - MAR. 29) (BR. 4)
- S-8 THOMPSON PBE INC, 4553 GLENCOE AVE, STE 200, MARINA DEL REY, CA 90292 (310) 306-7112 - 715,000 (\$7,202,085) COMMON STOCK. (FILE 33-90712 - MAR. 29) (BR. 4)
- S-1 COMPUTER LEARNING CENTERS INC, 11350 RANDOM HILLS RD, STE 240, FAIRFAX, VA 22030 (703) 359-9333 - 2,300,000 (\$25,300,000) COMMON STOCK. (FILE 33-90716 - MAR. 29) (BR. 5 - NEW ISSUE)
- S-3 INCYTE PHARMACEUTICALS INC, 3330 HILLVIEW AVE, PALO ALTO, CA 94304 (415) 855-0555 - 771,000 (\$10,745,812.50) COMMON STOCK. (FILE 33-90720 - MAR. 30) (BR. 4)
- S-8 IDEC PHARMACEUTICALS CORP / CA, 11011 N TORREYANA RD, SAN DIEGO, CA 92121 (619) 550-8500 - 905,000 (\$3,563,437.50) COMMON STOCK. (FILE 33-90738 - MAR. 29) (BR. 4)
- SB-1 VILLAGE BANKSHARES INC, 13303 NORTH DALE MABRY HWY, TAMPA, FL 33618 - 245,000 (\$2,450,000) COMMON STOCK. (FILE 33-90772 - MAR. 29) (BR. 2)
- S-4 PEOPLES HERITAGE FINANCIAL GROUP INC, ONE PORTLAND SQ, P O BOX 9540, PORTLAND, ME 04112 (207) 761-8500 - 751,600 (\$15,877,545) COMMON STOCK. (FILE 33-90774 - MAR. 30) (BR. 2)