

sec news digest

Issue 95-196

October 11, 1995

RULES AND RELATED MATTERS

COMMISSION ISSUES RULE PROPOSALS RELATING TO SECTION 16

The Commission has issued a release proposing for public comment an alternative scheme to amend Securities Exchange Act Rule 16b-3 that differs from the 1994 proposal published in Release 34-34514. The proposed rule would exempt from Section 16(b) most transactions between an officer or director and the issuer, including both acquisitions and dispositions, without regard to whether such transactions are pursuant to employee benefit plans. The Release also proposes an amendment to broaden the Rule 16b-2 exemption for dividend and interest reinvestment plans; solicits comment on revising the Section 16(a) reporting system to require most transactions exempted by Rule 16b-3 to be reported currently on Form 4 and to exempt from reporting routine transactions pursuant to broad-based plans and certain other transactions; solicits comment on other issues related to Section 16, including possible legislative rescission of Section 16(b); and extends the comment period with respect to the proposals published in Releases 34-34514 and 34-34681, all of which remain under consideration, until December 15, 1995. FOR FURTHER INFORMATION: contact Anne M. Krauskopf, Office of Chief Counsel, Division of Corporation Finance, at (202) 942-2900. (Rels. 34-36356; 35-26389; IC-21406; File No. S7-21-94)

ENFORCEMENT PROCEEDINGS

GIBSON GREETINGS, INC. CONSENTS TO CEASE AND DESIST ORDER FOR REPORTING, INTERNAL CONTROLS, AND BOOKS AND RECORDS VIOLATIONS RELATING TO DERIVATIVES

The Commission today announced the institution and settlement of an administrative proceeding against Gibson Greetings, Inc., Ward A. Cavanaugh, and James H. Johnsen (collectively, Respondents). Without admitting or denying the findings, the Respondents consented to the entry of an order requiring them to permanently cease and desist from committing or causing any violations or future violations of the reporting, internal controls, and books and records provisions of the federal securities laws.

The violations stem from Gibson's accounting for and disclosure of derivatives. In its Forms 10-Q for 1993, Gibson improperly deferred gains and losses from derivatives transactions and failed to disclose changes in the nature, terms, and risks associated with the company's derivatives. Gibson also did not have adequate books, records and internal controls with respect to its derivatives. Cavanaugh and Johnsen were the Chief Financial Officer and Treasurer, respectively of Gibson. (Rel. 34-36357; AAE Rel. 730)

**COMPLAINT FILED AGAINST ENVIROMINT HOLDINGS, INC., AND NINE OTHER DEFENDANTS
IN "PENNY STOCK" MANIPULATION SCHEME**

The Commission announced that on September 29 it filed a complaint for civil injunction and other equitable relief in the United States District Court, Dallas, Texas, against EnviroMint Holdings, Inc. (EHI), Charles Christopher (Christopher), Kathryn A. Previte (Previte), Frank P. Zitkevitz (Zitkevitz), Domenick M. Schina (Schina), Idata, Inc. (Idata), and Robert Bogutski (Bogutski), alleging violations of the antifraud and registration provisions of the federal securities laws in a scheme to promote, distribute, and manipulate the market for, securities of EHI, a "penny stock" company.

The complaint alleges that Christopher, and certain other defendants, misappropriated shares of EHI common stock and sold these shares into the market, improperly used Regulation S and Form S-8 registrations to make public distributions of EHI stock in the United States, and disseminated false and misleading information into the market through press releases, promotional materials and Commission filings. As set forth in the complaint, Christopher paid undisclosed cash and free-trading EHI stock to registered representatives of broker-dealers, including Zitkevitz and Schina, as inducements to recommend EHI common stock to their clients. Finally, the complaint alleges that Christopher, Previte and Zitkevitz manipulated the price of EHI stock by engaging in wash sales and matched orders.

The complaint seeks permanent injunctions against all defendants, and disgorgement of profits from Christopher, Previte, Schina and Zitkevitz as well as civil penalties against Christopher, Previte, Schina, Zitkevitz, Idata and Bogutski. [SEC v. EnviroMint Holdings, Inc., Charles Christopher, Kathryn A. Previte, Frank P. Zitkevitz, Domenick M. Schina, Idata, Inc., and Robert Bogutski, 3:95-CV-2192-H, USDC, ND/TX, Dallas Division] (LR-14683)

INVESTMENT COMPANY ACT RELEASES

LIBERTY ALL-STAR EQUITY FUND

A notice has been issued giving interested persons until October 31 to request a hearing on an application filed by Liberty All-Star Equity Fund, a closed-end investment company, for an order under Section 6(c) of the Investment Company Act exempting applicant from Section 19(b) of the Act and Rule 19b-1 thereunder. The order would permit 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-21401 - October 6)

SMITH BARNEY EQUITY FUNDS, INC.

A notice has been issued giving interested persons until October 31 to request a hearing on an application filed by Smith Barney Equity Funds, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-21402 - October 6)

UNITED COMPANIES LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until October 31 to request a hearing on an application filed by United Companies Life Insurance Company (United Life), United Companies Separate Account One (Account), and United Variable Services, Inc. Applicants seek an order permitting 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 (Other Accounts, collectively, with the Account, Accounts), the mortality and expense risk charge imposed under certain variable annuity contracts and certificates issued by United Life (Existing Contracts) and under any other variable annuity contracts or certificates issued by United Life which are substantially similar in all material respects to the Existing Contracts and are offered through any of the Accounts. (Rel. IC-21403 - October 6)

PRAIRIE FUNDS, ET AL.

A notice has been issued giving interested persons until October 31 to request a hearing on an application filed by Prairie Funds, et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act. First Chicago Corporation, the ultimate parent of the applicant investment companies' adviser, will

merge with and into NBD Bancorp, Inc. The merger will result in the assignment, and thus the termination, of existing investment advisory and sub-advisory contracts of the applicant investment companies. The order would permit the implementation, without shareholder approval, of new advisory and sub-advisory contracts for a period of up to 120 days following November 30, 1995. The order also would permit the applicant investment adviser and sub-adviser to receive from the applicant investment companies fees earned under the new investment advisory and sub-advisory contracts following approval by the investment companies' shareholders. (Rel. IC-21404 - October 6)

HOLDING COMPANY ACT RELEASES

EASTERN UTILITIES ASSOCIATES, ET AL.

A notice has been issued giving interested persons until October 30 to request a hearing on a proposal by Eastern Utilities Associates (EUA), a registered holding company, and its wholly owned nonutility subsidiary, EUA Service Corporation (ESC), to consolidate and restructure in ESC certain operations and functions currently being performed by each of EUA's operating subsidiaries. (Rel. 35-26388)

CENTRAL AND SOUTH WEST CORPORATION, ET AL.

A notice has been issued giving interested persons until October 30 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company, and CSW Energy, Inc. (CSW Energy), a nonutility subsidiary company of CSW. By prior Commission orders, CSW and CSW Energy were authorized to, among other things, through December 31, 1995, spend \$150 million (Aggregate General Authority) to conduct preliminary studies of, investigate, research, develop, agree to construct (such construction subject to further Commission authorization) and consult with respect to qualifying cogeneration facilities, qualifying small power production facilities and independent power producers. CSW and CSW Energy now propose that the Aggregate General Authority be increased from \$150 million to \$250 million, and the outstanding authorization from the prior Commission orders be extended until December 31, 2005. (Rel. 35-26388)

CENTRAL AND SOUTH WEST CORPORATION, ET AL.

A notice has been issued giving interested persons until October 30 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company, and CSW Energy, Inc. (CSW Energy), a nonutility subsidiary company of CSW. By prior Commission order, CSW

and CSW Energy were authorized, through December 31, 1995, to issue letters of credit, bid bonds or guarantees (collectively, Guarantees) in connection with the development of qualifying cogeneration facilities, qualifying small power production facilities and independent power facilities, including exempt wholesale generators, in an aggregate amount not to exceed \$50 million. CSW and CSW Energy now propose to: increase the aggregate amount of Guarantees that may be issued from \$50 million to \$75 million; and extend the existing authorization until December 31, 2005. (Rel. 35-26388)

CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until October 30 to request a hearing on a proposal by Central and South West Corporation, a registered holding company, to issue and sell up to 5,000,000 shares of its authorized and unissued common stock to the trustee of Central and South West Thrift Plus, an employee benefit plan. (Rel. 35-26388)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the Chicago Stock Exchange to codify the CHX's procedures with respect to a specialist's ability to make a security eligible for Enhanced SuperMAX and Timed Enhanced SuperMAX (SR-CHX-95-21) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of October 9. (Rel. 34-36347)

A proposed rule change filed by the Philadelphia Stock Exchange to increase its registration fee for Registered Representatives from \$8.00 to \$10.00 (SR-Phlx-95-59) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of October 9. (Rel. 34-36348)

PROPOSED RULE CHANGE

The Municipal Securities Rulemaking Board filed a proposed rule change (SR-MSRB-95-14) to modify the settlement dates for "when, as if issued" transactions, and to modify the time frames for confirming inter-dealer transactions and for providing new issue information to registered securities clearing agencies. Publication of the proposal is expected in the Federal Register during the week of October 9. (Rel. 34-36352)

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-1 HARVARD INDUSTRIES INC, 2502 N ROCKY POINT DR STE 960, TAMPA, FL 33607
(813) 288-5000 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-96376 - AUG. 24) (BR. 5)
- S-3 STRUCTURED ASSET SECURITIES CORPORATION, 200 VESEY ST 20TH FLR,
NEW YORK, NY 10285 (212) 526-5594 - 1,000,000 (\$1,000,000)
PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-96378 - AUG. 30)
(BR. 12)
- S-8 ALTER SALES CO INC, 5050 N FEDERAL HWY, LIGHTHOUSE POINT, FL 33064
(305) 426-5311 - 200,000 (\$212,500) COMMON STOCK. (FILE 33-96380 -
AUG. 29) (BR. 4)
- S-8 CELLEGY PHARMACEUTICALS INC, 371 BEL MARTIN KEYS, NOVATO, CA 94949
(415) 382-6770 - 784,054 (\$3,374,384.61) COMMON STOCK. (FILE 33-96384 -
AUG. 30) (BR. 4)
- S-8 BLUE CHIP COMPUTERWARE INC, 1732 SUNRISE HIGHWAY, MERRICKDALE, NY 11566
(516) 379-2983 - 35,000 (\$17,500) COMMON STOCK. (FILE 33-96386 - AUG. 30)
(BR. 9)
- S-8 URBAN SHOPPING CENTERS INC, 900 NORTH MICHIGAN AVE, STE 1500, CHICAGO,
IL 60611 (312) 915-2000 - 300,000 (\$6,412,500) COMMON STOCK. (FILE
33-96388 - AUG. 30) (BR. 6)
- S-8 LASERSIGHT INC /DE, 3251 PROGRESS DR STE B, STE 12, ORLANDO, FL 32826
(407) 382-2700 - 500,000 (\$8,375,000) COMMON STOCK. (FILE 33-96390 -
AUG. 30) (BR. 3)
- S-8 HI TECH PHARMACAL CO INC, 369 BAYVIEW AVENUE, AMITYVILLE, NY 11701
(516) 789-8228 - 180,000 (\$702,000) WARRANTS, OPTIONS OR RIGHTS. 180,000
(\$1,530,000) COMMON STOCK. (FILE 33-96392 - AUG. 30) (BR. 4)
- S-8 NGC CORP, 13430 NORTHWEST FREEWAY, SUITE 1200, HOUSTON, TX 77040
(713) 367-7600 - 14,043,371 (\$63,042,185.82) COMMON STOCK. (FILE 33-96394
- AUG. 30) (BR. 3)
- S-8 FIRST CITIZENS BANCSTOCK INC, PO DRAWER 2090, MORGAN CITY, LA 70381
(504) 385-0330 - 100,000 (\$3,087,500) COMMON STOCK. (FILE 33-96396 -
AUG. 30) (BR. 1)
- S-8 ARRHYTHMIA RESEARCH TECHNOLOGY INC /DE/, 5910 COURTYARD DR #300, AUSTIN,
TX 78731 (512) 343-6912 - 48,000 (\$192,000) COMMON STOCK. (FILE 33-96398 -
AUG. 30) (BR. 8)
- S-8 ALIGN RITE INTERNATIONAL INC, 2428 ONTARIO ST, BURBANK, CA 91504
(818) 843-7720 - 415,000 (\$3,614,650) COMMON STOCK. (FILE 33-96400 -
AUG. 30) (BR. 10)

REGISTRATIONS CONT.

- S-8 ALIGN RITE INTERNATIONAL INC, 2428 ONTARIO ST, BURBANK, CA 91504
(818) 843-7720 - 354,625 (\$450,373.75) COMMON STOCK. (FILE 33-96402 -
AUG. 30) (BR. 10)
- S-1 DAVE & BUSTERS INC, 2751 ELECTRONIC LANE, DALLAS, TX 75220
(214) 357-9588 - \$38,295,000 COMMON STOCK. (FILE 33-96406 - AUG. 30)
(BR. 12)
- S-8 SGI INTERNATIONAL, 1200 PROSPECT ST STE 325, LA JOLLA, CA 92037
(619) 551-1090 - 752,734 (\$846,825.75) COMMON STOCK. (FILE 33-96432 -
AUG. 23) (BR. 9)
- S-3 BELLSOUTH CORP, 1155 PEACHTREE ST NE, ATLANTA, GA 30367 (404) 249-2000
- 8,000,000 (\$581,504,000) COMMON STOCK. (FILE 33-63173 - OCT. 03)
(BR. 7)
- S-3 SUNGLASS HUT INTERNATIONAL INC, 255 ALHAMBRA CIRCLE, CORAL GABLES, FL
33134 (305) 461-6100 - 1,727,706 (\$82,169,697.36) COMMON STOCK. (FILE
33-97550 - OCT. 02) (BR. 1)
- S-4 PHOTONICS CORP, 2940 NORTH FIRST ST, SAN JOSE, CA 95134 (408) 955-7930
- 3,613,839 (\$1,409,397.21) COMMON STOCK. (FILE 33-97552 - OCT. 02)
(BR. 12)
- S-8 CALIFORNIA BEACH RESTAURANTS INC, 17383 SUNSET BLVD STE 140,
PACIFIC PALISADES, CA 90272 (310) 459-9676 - 1,000,000 (\$10,000)
COMMON STOCK. (FILE 33-97554 - OCT. 02) (BR. 11)
- S-8 DATA DIMENSIONS INC, 777 108TH AVENUE NE, SUITE 2070, BELLEVUE, WA 98004
(206) 688-1000 - 800,000 (\$1,250,000) COMMON STOCK. (FILE 33-97556 -
OCT. 02) (BR. 10)
- S-8 US WATS INC, 111 PRESIDENTIAL BLVD, STE 114, BALA CYNWYD, PA 19004
(610) 660-0100 - 3,493,900 (\$4,498,092) COMMON STOCK. (FILE 33-97558 -
OCT. 02) (BR. 7)
- S-1 FEDERATED INVESTORS /DE, FEDERATED INVESTORS TOWER, PITTSBURGH, PA 15222
(412) 288-1900 - 8,000,000 (\$168,000,000) COMMON STOCK. UNDERWRITER:
MERRILL LYNCH & CO. (FILE 33-97578 - SEP. 29) (BR. 11 - NEW ISSUE)
- S-1 MOBILEMEDIA COMMUNICATIONS INC, 65 CHALLENGER RD, RIDGEFIELD, NJ 07660
(201) 440-8400 - 225,000,000 (\$225,000,000) STRAIGHT BONDS. (FILE
33-97600 - OCT. 02) (BR. 7)
- S-4 TN ENERGY SERVICES ACQUISITION CORP, 12 GREENWAY PLAZA SUITE 600,
HOUSTON, TX 77027 (713) 993-0099 - 3,906,275 (\$833) COMMON STOCK. 781,255
(\$1,443,284) PREFERRED STOCK. 3,372,268 (\$18,330,670) COMMON STOCK.
(FILE 33-97604 - OCT. 02) (BR. 3)
- S-1 EAGLE USA AIRFREIGHT INC, 3214 LODESTAR, HOUSTON, TX 77032
(713) 821-0300 - \$36,800,000 COMMON STOCK. (FILE 33-97606 - OCT. 02)
(BR. 4 - NEW ISSUE)
- S-3 OLYMPIC RECEIVABLES FINANCE CORP, 7825 WASHINGTON AVE SOUTH,
MINNEAPOLIS, MN 55439 (612) 942-9880 - 3,000,000,000 (\$3,000,000,000)
EQUIPMENT TRUST CERTIFICATES. (FILE 33-97608 - OCT. 02) (BR. 12)
- S-3 MELLON BANK /DE\ NATIONAL ASSOCIATION, TENTH & MARKETS STS, WILMINGTON,
DE 19801 (302) 421-2229 - 1,000,000 (\$1,000,000)
EQUIPMENT TRUST CERTIFICATES. (FILE 33-97610 - OCT. 02) (BR. 11
- NEW ISSUE)

REGISTRATIONS CONT.

- S-8 WAVE SYSTEMS CORP, 540 MADISON AVE, NEW YORK, NY 10022 (212) 755-3282 - 2,599,150 (\$9,097,025) COMMON STOCK. (FILE 33-97612 - OCT. 02) (BR. 9)
- S-3 LIVING CENTERS OF AMERICA INC, 15415 KATY FREEWAY, SUITE 800, HOUSTON, TX 77094 (713) 578-4700 - 2,975,000 (\$92,040,550) COMMON STOCK. (FILE 33-97616 - OCT. 02) (BR. 5)
- S-1 TOTAL RENAL CARE HOLDINGS INC, 21250 HAWTHORNE BLVD, SUITE 800, TORRANCE, CA 90503 (310) 792-2600 - 6,900,000 (\$110,400,000) COMMON STOCK. (FILE 33-97618 - OCT. 02) (BR. 5)
- S-8 SCITEX CORP LTD, 7 HAMADA ST, INDUSTRIAL PARK, HERZLIA B 46103 ISRAEL, L3 00000 - 750,000 (\$14,203,125) COMMON STOCK. (FILE 33-97622 - OCT. 02) (BR. 10)
- S-8 SCITEX CORP LTD, 7 HAMADA ST, INDUSTRIAL PARK, HERZLIA B 46103 ISRAEL, L3 00000 - 650,000 (\$12,309,375) COMMON STOCK. (FILE 33-97624 - OCT. 02) (BR. 10)
- S-8 AVX CORP /DE, 750 LEXINGTON AVE, NEW YORK, NY 10022 (619) 576-2600 - 510,000 (\$17,308,125) COMMON STOCK. (FILE 33-97628 - OCT. 02) (BR. 3)
- S-8 COPART INC, 282 FIFTH ST, VALLEJO, CA 94590 (707) 644-4468 - 500,000 (\$11,750,000) COMMON STOCK. (FILE 33-97636 - OCT. 02) (BR. 4)
- S-8 COMPUTATIONAL SYSTEMS INC, 835 INNOVATION DR, KNOXVILLE, TN 37932 (423) 675-2110 - 907,730 (\$10,280,920) COMMON STOCK. (FILE 33-97638 - OCT. 02) (BR. 8)
- S-8 SEROLOGICALS CORP, 780 PARK NORTH BLVD, STE 110, CLARKSTON, GA 30021 (404) 297-5595 - 1,081,492 (\$8,070,911.13) COMMON STOCK. (FILE 33-97640 - OCT. 02) (BR. 4)
- SB-2 MANHATTAN BAGEL CO INC, 246 INDUSTRIAL WAY, EATONTOWN, NJ 07724 (908) 544-0155 - 2,127,500 (\$23,587,500) COMMON STOCK. (FILE 33-97658 - OCT. 02) (BR. 3)
- S-8 AT&T CORP, 32 AVENUE OF THE AMERICAS, NEW YORK, NY 10013 (212) 387-5400 - 2,739,481 (\$174,813,132) COMMON STOCK. (FILE 33-63195 - OCT. 04) (BR. 7)
- S-8 FFVA FINANCIAL CORP, 925 MAIN ST, LYNCHBURG, VA 24505 (804) 845-2371 - 315,183 (\$7,903,205) COMMON STOCK. (FILE 33-97466 - SEP. 28) (BR. 1)
- S-1 COMPUTER CONCEPTS CORP /DE, 80 ORVILLE DR, BOHEMIA, NY 11716 (516) 244-7700 - 19,129,987 (\$30,799,279) COMMON STOCK. (FILE 33-97560 - OCT. 02) (BR. 9)
- S-4 GLOBAL DIRECTMAIL CORP, 22 HARBOR PARK DR, PORT WASHINGTON, NY 11050 (516) 625-1555 - 187,740 (\$3,080,105) COMMON STOCK. (FILE 33-97570 - SEP. 29) (BR. 1)
- F-1 EDWARDS A BANK, HUERFANOS 740, SANTIAGO CHILE, F3 - 2,200,000,000 (\$240,020,000) COMMON STOCK. (FILE 33-97594 - SEP. 29) (BR. 2 - NEW ISSUE)
- S-8 EASTBAY INC, 427 THIRD ST, WAUSAU, WI 54403 (715) 845-5538 - 235,600 (\$4,653,100) COMMON STOCK. (FILE 33-97626 - OCT. 02) (BR. 1)

REGISTRATIONS CONT.

- S-8 EASTBAY INC, 427 THIRD ST, WAUSAU, WI 54403 (715) 845-5538 - 30,000 (\$592,500) COMMON STOCK. (FILE 33-97630 - OCT. 02) (BR. 1)
- S-3 LAWYERS TITLE CORP, 6630 W BROAD ST, RICHMOND, VA 23230 (804) 281-6700 - 627,108 (\$9,602,591.25) COMMON STOCK. (FILE 33-97634 - OCT. 02) (BR. 9)
- F-6 RFM CORP \ADR\, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-97642 - OCT. 02) (BR. 99 - NEW ISSUE)
- SB-2 RIDGESTONE FINANCIAL SERVICES INC, 13925 W NORTH AVE, BROOKFIELD, WI 53005 (414) 782-1392 - 862,500 (\$8,625,000) COMMON STOCK. (FILE 33-97644 - OCT. 02) (BR. 2 - NEW ISSUE)
- S-3 MEDICALCONTROL INC, 9649 WEBB CHAPEL RD, STE 500, DALLAS, TX 75220 (214) 352-2666 - 60,000 (\$435,000) COMMON STOCK. (FILE 33-97646 - OCT. 03) (BR. 10)
- S-8 MEDICALCONTROL INC, 9649 WEBB CHAPEL RD, STE 500, DALLAS, TX 75220 (214) 352-2666 - 300,000 (\$1,275,000) COMMON STOCK. (FILE 33-97648 - OCT. 03) (BR. 10)
- S-8 MEDICALCONTROL INC, 9649 WEBB CHAPEL RD, STE 500, DALLAS, TX 75220 (214) 352-2666 - 700,000 (\$5,825,000) COMMON STOCK. (FILE 33-97650 - OCT. 03) (BR. 10)
- S-3 MERRILL LYNCH MORTGAGE INVESTORS INC, WORLD FIN'L HQTRS - 10TH FLR, NORTH TOWER - 250 VESEY ST, NEW YORK, NY 10281 (212) 449-3186 - 1,000,000,000 (\$1,000,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-97652 - OCT. 03) (BR. 12)
- S-1 RECYCLING INDUSTRIES INC, 384 INVERNESS DRIVE SOUTH STE 211, ENGLEWOOD, CO 80112 (303) 623-1011 - 9,219,163 (\$48,384,690) COMMON STOCK. (FILE 33-97654 - OCT. 03) (BR. 7)
- S-3 BUTLER NATIONAL CORP, 1546 E SPRUCE RD, OLATHE, KS 66061 (913) 888-8585 - 1,428,165 (\$5,269,928.85) COMMON STOCK. (FILE 33-97656 - OCT. 03) (BR. 6)
- S-1 SUNQUEST HEALTHCARE CORP, 7272 E INDIAN SCHOOL RD, STE 214, SCOTTSDALE, AZ 85251 (602) 423-1954 - 2,300,000 (\$29,900,000) COMMON STOCK. (FILE 33-97662 - OCT. 02) (BR. 2 - NEW ISSUE)
- N-2 R O C TAIWAN FUND, 100 E PRATT ST, BALTIMORE, MD 21202 (800) 343-9567 - 7,247,059 (\$77,000,002) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-97666 - OCT. 02) (BR. 16)
- S-1 ULTIMATE ELECTRONICS INC, 9901 WEST 50TH AVE, WHEAT RIDGE, CO 80033 (303) 420-1366 - 1,610,000 (\$19,320,000) COMMON STOCK. (FILE 33-97668 - OCT. 03) (BR. 2)
- S-1 MMCA AUTO RECEIVABLES INC, PO BOX 6038, CYPRESS, CA 90630 (714) 236-1592 - 1,000,000 (\$1,000,000) STRAIGHT BONDS. (FILE 33-97670 - OCT. 03) (BR. 11)
- S-8 PEDIATRIX MEDICAL GROUP INC, 1455 NORTH PARK DR, FT LAUDERDALE, FL 33326 (305) 384-0175 - 1,500,000 (\$13,943,969) COMMON STOCK. (FILE 33-97672 - OCT. 03) (BR. 6)

REGISTRATIONS CONT.

- S-1 PALM HARBOR HOMES INC /FL/, 15301 DALLAS PARKWAY, STE 800, DALLAS, TX 75248 (214) 991-2422 - 1,150,000 (\$19,125,500) COMMON STOCK. (FILE 33-97676 - OCT. 03) (BR. 9)
- S-3 EQUITY RESIDENTIAL PROPERTIES TRUST, TWO N RIVERSIDE PLZ, STE 450, CHICAGO, IL 60606 (312) 474-1300 - 1,644,270 (\$49,944,701) COMMON STOCK. (FILE 33-97680 - OCT. 03) (BR. 5)
- S-3 VETERINARY CENTERS OF AMERICA INC, 3420 OCEAN PARK BLVD STE 1000, SANTA MONICA, CA 90405 (310) 392-9599 - 5,019,060 (\$79,366,396) COMMON STOCK. (FILE 33-97682 - OCT. 03) (BR. 3)
- SB-2 FAMILY GOLF CENTERS INC, 225 BROADHOLLOW RD, MELVILLE, NY 11747 (516) 694-1666 - 2,587,500 (\$46,736,718.75) COMMON STOCK. (FILE 33-97686 - OCT. 03) (BR. 11)
- S-8 BOOMTOWN INC, PO BOX 399, VERDI, NV 89439 (702) 345-8680 - 10,000 (\$95,000) COMMON STOCK. (FILE 33-97690 - OCT. 03) (BR. 12)
- S-8 BOOMTOWN INC, PO BOX 399, VERDI, NV 89439 (702) 345-8680 - 375,000 (\$3,562,500) COMMON STOCK. (FILE 33-97692 - OCT. 03) (BR. 12)
- S-3 ASPEN BANCSHARES INC, 534 E HYMAN AVE PO BOX 3677, ASPEN, CO 81612 (970) 925-6700 - 736,425 (\$12,151,012.50) COMMON STOCK. (FILE 33-97700 - OCT. 03) (BR. 2)