

sec news digest

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COMMISSION ANNOUNCEMENTS

BRIAN LANE APPOINTED ACTING DIRECTOR OF THE DIVISION OF CORPORATION FINANCE

Chairman Levitt today announced that he has appointed Brian J. Lane as Acting Director of the Division of Corporation Finance. Mr. Lane currently serves as Counselor to the Chairman, and will become Acting Director following the departure of Linda C. Quinn tomorrow. Chairman Levitt has asked Mr. Lane to utilize the resources of the Division on completing the work of the Task Force on Disclosure Simplification, advancing major rulemaking initiatives, and devising a plan for reorganization of the Division, pending appointment of a permanent Director. Mr. Lane has been with the SEC since 1983, including six years in the Division of Corporation Finance.

NOTICE OF EXTENSION OF COMMENT PERIOD; REQUEST BY PROTRADE FOR EXEMPTION FROM REGISTRATION AS CLEARING AGENCY

The Commission has extended the final day of the comment period for responding to Securities Exchange Act Release No. 36587 (December 13, 1995) [File No. 600-28] from February 16, 1996, to March 8, 1996. (Rel. 34-36864)

ENFORCEMENT PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS AGAINST CANDIE'S, INC., ET AL.

The Commission issued an Order requiring Response USA, Inc., Candie's, Inc., Salvatore Mazzeo, and a law firm, Schneck Weltman Hashmall & Mischel, to cease and desist from violating Section 5 of the Securities Act. The Commission's Order found that the respondents invoked the safe harbors of Regulation S to sell unregistered securities as part of a scheme to evade registration. The Order found that the economic risk in four separate transactions never shifted to the offshore purchasers, and the sale of the stock was the first step in an illegal distribution. The Order found that the respondents knew or should have known that the foreign purchasers acted as conduits for the distribution of securities to U.S. investors without registration or valid exemption from registration. Without admitting or denying the matters set forth in the Order, the respondents agreed to the Order and Mazzeo also agreed to a five-month suspension from the securities industry. (Rel. Nos. 33-7263; 34-36865)

COMPLAINT FILED AGAINST DOUGLAS FRANKEL

The Commission announced that on February 21 it filed a complaint in the United States District Court for the Central District of California against Douglas Frankel (Frankel) of Santa Monica, California for violations of the antifraud, antitouting and securities registration provisions of the federal securities laws. The complaint alleges that Frankel, conducting his business under the name United Broadcast Sales, violated these provisions by creating and ordering the broadcast of fraudulent infomercials that touted investments in wireless cable television (WCT) and specialized mobile radio (SMR) securities. The complaint seeks to permanently enjoin Frankel from violating these provisions and civil penalties.

The complaint alleges that the infomercials offered prospective investors an opportunity to invest in securities, and urged viewers to telephone a toll-free number for additional information on how to become a part owner of a WCT or SMR system. Frankel sold investor "leads" generated by broadcasting the infomercials to approximately 30 promoters of WCT and SMR investments. The complaint alleges that the promoters used the information purchased from Frankel to contact the persons who responded to the infomercials and to solicit them to purchase the promoters' securities. To date, at least thirteen of Frankel's clients are defendants in SEC enforcement actions. The complaint also alleges that Frankel made misrepresentations and omissions in his infomercials in order to induce investors to purchase the offered securities, and he failed to disclose to investors his arrangements with his promoter clients or the amount of compensation he received.

Frankel, without admitting or denying any of the allegations in the complaint, consented to the entry of an order enjoining him from violating Sections 5(a), 5(c), 17(a) and 17(b) of the Securities Act and Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, and ordering him to pay a civil penalty in the amount of \$50,000. [SEC v. Douglas Frankel, Civil Action No. 96-1221 JMI, SHx, USDC, CD Cal.] (LR-14820)

INVESTMENT COMPANY ACT RELEASES

PNC BANK, N.A. AND PFPC TRUSTEE & CUSTODIAL SERVICES LTD.

An order has been issued on an application filed by PNC Bank, N.A. (PNC) and PFPC Trustee & Custodial Services Ltd. (PFPC) under Section 6(c) of the Investment Company Act for an exemption from Section 17(f) of the Act. The order permits PFPC, a subsidiary of PNC, to act as custodian for investment company assets in Ireland. The order further permits PFPC to act as primary custodian for all assets of such investment companies and to delegate to PNC all duties and obligations relating to the custody of the investment companies' U.S. assets. (Rel. IC-21758; IS-937 - February 21)

TOTAL GROWTH TRUST

An order has been issued under Section 8(f) of the Investment Company Act declaring that Total Growth Trust has ceased to be an investment company. (Rel. IC-21759 - February 21)

BANQUE PARIBAS (DEUTSCHLAND) OHG, ET AL.

An order has been issued on an application filed by Banque Paribas (Deutschland) OHG (BPD), et al. under Section 6(c) of the Investment Company Act for an exemption from Section 17(f) of the Act. The order permits registered management investment companies for which BPD acts as foreign custodian or subcustodian (other than investment companies registered under Section 7(d)) to maintain foreign securities and other assets in the custody of BPD. (Rel. IC-21760; IS-938 - February 21)

CITYFED FINANCIAL CORP.

An order has been issued on an application filed by Cityfed Financial Corp. under Sections 6(c) and 6(e) of the Investment Company Act exempting applicant from all provisions of the Act, except Sections 9, 17(a) (as modified in the application), 17(d) (as modified), 17(e), 17(f), and 36 through 45, and 47 through 51 and the rules thereunder, until the earlier of February 21, 1997 or such time as applicant would no longer be required to register as an investment company under the Act. The requested order would extend an exemption granted until February 28, 1996. (Rel. IC-21761 - February 21)

WALNUT PROPERTIES LIMITED PARTNERSHIP, ET AL.

An order has been issued on an application filed by Walnut Properties Limited Partnership (Partnership), and John J. Hansman and Summit Investment Services, Inc. under Section 6(c) of the Investment Company Act exempting the Partnership from all provisions of the Act. The order permits the Partnership to invest in limited partnerships that engage in the ownership and operation of apartment complexes for low and moderate income persons. (Rel. IC-21762 - February 21)

IDEX FUND, ET AL.

An order has been issued on an application filed by IDEX Fund, et al. under Section 6(c) of the Investment Company Act for an exemption from Sections 13(a)(2), 18(f)(1), 22(f), and 22(g) of the Act, and Rule 2a-7 thereunder; under Sections 6(c) and 17(b) of the Act for an exemption from Section 17(a)(1) of the Act; and under Section 17(d) of the Act and Rule 17d-1 thereunder to permit certain joint arrangements. The order permits the certain investment companies to enter into deferred compensation arrangements with their independent trustees. (Rel. IC-21763 - February 21)

AFFINITY FUND GROUP, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Affinity Fund Group, Inc. has ceased to be an investment company. (Rel. IC-21764 - February 21)

VAN KAMPEN AMERICAN CAPITAL GLOBAL MANAGED ASSETS FUND, ET AL.

An order has been issued on an application filed by Van Kampen American Capital Global Managed Assets Fund, et al. The order permits the implementation, without shareholder or board of trustee approval, of new sub-advisory contracts for a limited period of time. The order also permits the sub-adviser to receive fees, following shareholder approval of the new sub-advisory contracts, that were earned prior to shareholder approval of the new contracts. (Rel. IC-21765 - February 21)

MUNIVEST FLORIDA FUND II

An order has been issued under Section 8(f) of the Investment Company Act declaring that MuniVest Florida Fund II has ceased to be an investment company. (Rel. IC-21766 - February 21)

MUNIVEST NEW JERSEY FUND II, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that MuniVest New Jersey Fund II, Inc. has ceased to be an investment company. (Rel. IC-21767 - February 21)

MUNIVEST CALIFORNIA FUND, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that MuniVest California Fund, Inc. has ceased to be an investment company. (Rel. IC-21768 - February 21)

VAN KAMPEN AMERICAN CAPITAL BOND FUND, INC., ET AL.

An order has been issued on an application filed by Van Kampen American Capital Bond Fund, Inc., et al. seeking to amend a prior order under Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder permitting the establishment of a joint trading account in repurchase agreements. The amended order would permit certain open-end management investment companies advised by Van Kampen American Capital Investment Advisory Corp. to participate in the joint trading account. (Rel. IC-21769 - February 21)

HOLDING COMPANY ACT RELEASES

AMERICAN ELECTRIC POWER COMPANY, INC., ET AL.

An order has been issued on a proposal by American Electric Power Company, Inc. (AEP), a registered holding company, and its nonutility subsidiary company, AEP Energy Services, Inc. (AEPES). AEP has been authorized to provide or broker financing to customers in connection with the sale of goods or the provision of services to such customers. Jurisdiction has been reserved over proposals by AEPES to make contributions to nonassociates to support the development of intellectual property; and amend the terms upon which it pays an AEP affiliate for intellectual property developed by that affiliate. (Rel. 35-26473)

CINERGY CORP., ET AL.

An order has been issued authorizing Cinergy Corp. (Cinergy), a registered holding company, and its wholly owned nonutility holding company subsidiary, Cinergy Investments (Investments), to establish and finance through December 31, 2006, in an aggregate amount at any time outstanding up to \$100 million, two new subsidiaries of Investments, HeatCo and CoolCo (collectively, EnergyCos). The EnergyCos will engage in district cooling and heating businesses in the greater metropolitan area of Cincinnati, Ohio. Cinergy's service company subsidiary, Cinergy Services, will provide services to the EnergyCos. (Rel. 35-26474)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change (SR-PHLX-95-45) which amends PHLX Rule 1001A, "Position Limits," to establish a hedge exemption from industry (narrow-based) index option position limits. Publication of the approval order is expected in the Federal Register during the week of February 19. (Rel. 34-36858)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGES

The Commission granted accelerated approval to a proposed rule change (SR-NASD-95-62) filed by the National Association of Securities Dealers that amends the NASD's Prompt Receipt and Delivery of Securities Interpretation issued by the NASD Board of Governors under Article III, Section 1 of the NASD Rules of Fair Practice to provide that under certain circumstances members may rely on "blanket" or standing assurances as to stock availability to satisfy their affirmative determination requirements under the Interpretation. (Rel. 34-36859)

The Commission granted accelerated approval to a proposed rule change filed by The Options Clearing Corporation (SR-OCC-96-02). The proposed rule change modifies OCC's Stock Loan/Hedge Program to accommodate a same-day funds settlement environment. Publication of the proposal is expected in the Federal Register during the week of February 26. (Rel. 34-36860)

The Commission granted accelerated approval to a proposed rule change filed by The Depository Trust Company (SR-DTC-96-05). The proposed rule change modifies procedures for inter-depository deliveries. Publication of the proposal is expected in the Federal Register during the week of February 26. (Rel. 34-36861)

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 AES CORPORATION, 1001 N 19TH ST, ARLINGTON, VA 22209 (703) 522-1315 -
150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 333-1286 - FEB. 12)
(BR. 8)

REGISTRATIONS CONT.

- S-4 NEXTEL COMMUNICATIONS INC, 201 ROUTE 17 N, RUTHERFORD, NJ 07070
(201) 438-1400 - 10,000,000 (\$140,000,000) COMMON STOCK. (FILE 333-1290 - FEB. 12) (BR. 7)
- S-3 CRYSTALLUME /CA/, ONE RESEARCH DRIVE, WESTBOROUGH, MA 01581
(508) 366-5151 - 3,775,388 (\$17,461,169.50) COMMON STOCK. (FILE 333-1300 - FEB. 12) (BR. 6)
- S-8 BORAL LIMITED, 20TH FLR NORWICH HOUSE 6 10 OCONNELL ST,
SYDNEY NSW 2000 AUST, C3 - 1,500,000 (\$3,453,000) COMMON STOCK. (FILE 333-1302 - FEB. 12) (BR. 10)
- S-11 WEST COAST REALTY INVESTORS INC, 5933 W CENTURY BLVD, 9TH FLOOR,
LOS ANGELES, CA 90045 (310) 670-0800 - 1,600,000 (\$16,000,000)
COMMON STOCK. (FILE 333-1304 - FEB. 13) (BR. 6)
- S-8 AMERICAN ENTERTAINMENT GROUP INC, 160 BEDFORD RD STE 306,
TORONTO ONTARIO CANADA, A6 M5R 2 (416) 920-1919 - 900,000 (\$450,000)
COMMON STOCK. (FILE 333-1306 - FEB. 12) (BR. 12)
- S-3 FIRST NORTHERN CAPITAL CORP, 201 N MONROE AVE, PO BOX 23100, GREEN BAY,
WI 54305 (414) 437-7101 - 100,000 (\$1,581,250) COMMON STOCK. (FILE 333-1326 - FEB. 13) (BR. 1)
- S-8 RED ROOF INNS INC, 4355 DAVIDSON RD, HILLIARD, OH 43026 (614) 876-3200
- 2,560,000 (\$41,120,000) COMMON STOCK. (FILE 333-1330 - FEB. 13) (BR. 12)
- S-8 MARQUETTE ELECTRONICS INC, 8200 W TOWER AVE, MILWAUKEE, WI 53223
(414) 355-5000 - 276,042 (\$4,761,724.50) COMMON STOCK. (FILE 333-1334 - FEB. 13) (BR. 8)
- S-1 SIGMA ALPHA GROUP LTD, 1341 NORTH DELAWARE AVE, PHILADELPHIA, PA 19125
(215) 425-8682 - 2,066,667 (\$8,525,001.38) COMMON STOCK. (FILE 333-1336 - FEB. 13) (BR. 12)

RECENT 8K 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 ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
R&G MORTGAGE TRUST 1994-3						X	X			01/24/96	
REDDI BRAKE SUPPLY CORP	NV				X	X				02/07/96	
REDWOOD EMPIRE BANCORP	CA					X				02/12/96	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
SALOMON INC	DE								X	02/12/96	
SEA GALLEY STORES INC	DE				X	X				01/15/96	
SEAGATE TECHNOLOGY INC	DE	X						X		02/02/96	
SECURITY PACIFIC HOME EQUITY TRUST 1991-	CA							X		02/10/96	
SPRINT CORP	KS				X	X				01/31/96	
ST JUDE MEDICAL INC	MN				X	X				01/29/96	
STARWOOD LODGING CORP	MD							X		01/24/96AMEND	
STARWOOD LODGING TRUST	MD							X		01/24/96AMEND	
STATEWIDE FINANCIAL CORP	NJ				X					01/30/96	
SUNPORT MEDICAL CORP					X	X				01/23/96	
SUNTRUST BANKS INC	GA				X					09/30/93	
TELECOMM INDUSTRIES CORP	DE	X				X				01/25/96	
TEXOIL INC /NV/	NV				X					02/05/96	
THIOKOL CORP /DE/	DE	X								12/31/95AMEND	
THOMAS & BETTS CORP	NJ				X					02/12/96	
TIREX AMERICA INC	DE			X		X				12/31/95	
TOTAL RESEARCH CORP	DE				X	X				02/07/96	
TRANS PACIFIC BANCORP	CA				X					02/01/96	
TRANSAMERICAN ENERGY CORP	DE						X			01/30/96	
TRI VALLEY CORP	DE					X				01/31/96	
TRIBUNE CO	DE			X	X					02/13/96	
U S HOME CORP /DE/	DE				X	X				01/31/96	
UMC ELECTRONICS CO	DE						X			09/30/96	
US WEST INC	CO	X								12/31/95	
USAA REAL ESTATE INCOME INVESTMENTS I LI	CA				X					01/31/96	
VENTURE STORES INC	DE				X					01/25/96	
VOLT INFORMATION SCIENCES INC	NY	X				X				01/29/96	
WATSON GENERAL CORP	CA	X				X				01/30/96	
WEBSTER FINANCIAL CORP	DE				X	X				02/06/96	
WHITMAN MEDICAL CORP	NJ						X			12/21/94AMEND	
WITCO CORP	DE				X	X				02/12/96	
ZYGON CORP	NV	X	X				X	X		02/08/96	
1ST WASHINGTON BANCORP INC	DE				X					01/24/96	