

SEC NEWS DIGEST

Issue 96-203

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RULES AND RELATED MATTERS

BOOKS AND RECORDS REQUIREMENTS FOR BROKERS AND DEALERS

On October 22, the Commission released for comment several proposed amendments to Rules 17a-3 and 17a-4 promulgated under the Securities Exchange Act of 1934. The proposed amendments would supplement the current broker-dealer record-keeping requirements relating to purchase and sales documents, customer records, associated person records, customer complaints, and certain other matters. In addition, the proposed amendments would require broker-dealers to make certain types of books and records available in each of their local offices.

The text of the release proposing the amendments to Rules 17a-3 and 17a-4 will be available on the Commission's World Wide Web site, <http://www.sec.gov>. (Rel. 34-37850; File No. S7-27-96)

ENFORCEMENT PROCEEDINGS

PRELIMINARY INJUNCTION GRANTED IN SEC v. WESTERN EXECUTIVE GROUP, INC., ET AL.

On October 22, the Honorable George H. King, United States District Court Judge for the Central District of California, entered a Preliminary Injunction (Order) prohibiting the offer and sale of investment contracts for the sale and leaseback of automated teller machines (ATMs) by Western Executive Group, Inc. (WEG), Cash Systems USA, Inc. (Cash Systems), Charles R. Rietz (Rietz), Robert R. Parrish (Parrish), Robert J. Struth (Struth) and R. Stephen Edgel (Edgel). The Order also appoints a receiver over WEG and Cash Systems and freezes their assets.

The complaint alleges that the defendants violated Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act), and Rule 10b-5 thereunder, by engaging in the fraudulent offer and sale of interests in the ATM investment program. The defendants misrepresented the number of ATMs actually operating, the fact that the ATMs were not generating sufficient funds to pay investor returns and that the program was a Ponzi scheme. Rietz and Struth also failed to disclose their previous disciplinary history. The

complaint also charges Parrish, Struth and Edgel with acting as unregistered broker-dealers in violation of Section 15(a) of the Exchange Act. [SEC v. Western Executive Group, Inc., Cash System USA, Inc., Charles R. Rietz, Robert R. Parrish, Robert J. Struth and R. Stephen Edgel, Civil Action No. 96-6938 GHK, JGx, C.D. Cal. (LR-15134)]

INVESTMENT COMPANY ACT RELEASES

THE CLASSIC TRUST

A notice has been issued giving interested persons until November 1 to request a hearing on an application filed by The Classic 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-22294 - October 22)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission granted approval of proposed rule changes (SR-MSTC 96-04 and SR-MCC-96-04) filed by the Midwest Clearing Corporation and Midwest Securities Trust Company relating to nominations for board membership, the Risk Assessment Committee, the appeal process, audits and financial reports, and temporary sponsor participants and accounts. Publication of the approval order is expected in the Federal Register during the week of October 28 (Rel. 34-37851)

The Commission approved a proposed rule change filed by the Chicago Board Options Exchange (SR-CBOE-96-45) relating to the submission of a videotaped response to Exchange staff's notice of allegations and of specific rules that appear to have been violated given pursuant to Rule 17.2(d), in lieu of or in addition to a written response as currently permitted by Rule 17.2(d). Publication of the order is expected in the Federal Register during the week of October 28 (Rel. 34-37852)

DELISTINGS GRANTED

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Hi-Shear Industries, Inc., Common Stock, \$0.01 Par Value. (Rel. 34-37853)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Steril Concepts Holdings, Inc., Common Stock, No Par Value. (Rel. 34-37854)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Martin Lawrence Limited Editions, Inc., Common Stock, \$0.01 Par Value. (Rel. 34-37855)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Acme-Cleveland Corporation, Common Stock, \$1.00 Par Value. (Rel. 34-37856)

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Encon Systems, Inc., Common Stock, \$.01 Par Value. (Rel. 34-37857)

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.

SB-2 BIE MEDIA CORP, 1010 OBIE ST, EUGENE, OR 97402 (541) 686-8400 -
1,150,000 (\$8,625,000) COMMON STOCK. (FILE 333-5728-LA - OCT. 03) (BR. 9
- NEW ISSUE)

F-1 SMALLWORLDWIDE PLC, ELIZABETH HOUSE, 1 HIGH ST,
CHESTERTON CAMBRIDGE ENGLAND, XO (122) 330-1144 - 3,220,000 (\$41,860,000)
FOREIGN COMMON STOCK. (FILE 333-5778 - OCT. 15) (BR. 3 - NEW ISSUE)

F-6 BOUYGUES OFFSHORE (ADR), 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY
10286 - 20,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK.
(FILE 333-5784 - OCT. 15) (BR. 99 - NEW ISSUE)

F-6 NKK CORP, 277 PARK AVE, C/O CHEMICAL BANK, NEW YORK, NY 10172
(212) 820-6533 - 11,379,060 (\$568,953)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-5786 - OCT. 15)

F-6 DAI ICHI KANGYO BANK LTD /ADR/, ONE WALL ST, NEW YORK, NY 10015
(212) 559-2107 - 11,379,060 (\$568,953)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-5788 - OCT. 15) (BR. 0)

F-6 DAIWA SECURITIES CO LTD /ADR, 2 RECTOR ST,
C/O SECURITY PACIFIC NATL TRUST CO, NEW YORK, NY 10006 (212) 978-5009 -
11,379,060 (\$568,953) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE
333-5790 - OCT. 15) (BR. 99)

F-6 SANWA BANK LTD/ADR/, 111 WALL ST, C/O CITIBANK NATIONAL ASSOCIATION,
NEW YORK, NY 10043 (212) 559-2107 - 11,379,060 (\$568,953)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-5792 - OCT. 15) (BR. 99)

S-8 PREMIER FARNELL PLC, FARNELL HOUSE, SANDBECK WAY,
WEST YORKSHIRE ENGLAND LS224DH, XO - 5,000,000 (\$51,700,000)
FOREIGN COMMON STOCK. (FILE 333-5794 - OCT. 15) (BR. 6)

S-3 AES CHINA GENERATING CO LTD, ALLIED CAPITAL RESOURCES BLDG - 9TH FLRC,
32-38 ICE HOUSE ST, CENTRAL HONG KONG, K3 (852) 842-5111 - 150,000,000
(\$150,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 333-5798 -
OCT. 16) (BR. 4)

- F-3 ABBEY NATIONAL PLC/ENG, ABBEY HOUSE, BAKER ST, LONDON NW1 6XL ENGLAND, XD (212) 664-1666 - 500,000,000 (\$500,000,000) FOREIGN PREFERRED STOCK. (FILE 333-5800 - OCT. 16) (BR. 7)
- S-3 UNITED STATES FILTER CORP, 73 710 FRED WARING DR STE 222, PALM DESERT, CA 92260 (619) 340-0098 - 201,250,000 (\$201,250,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 333-14281 - OCT. 17) (BR. 6)
- S-8 LA JOLLA PHARMACEUTICAL CO, 6455 NANCY RIDGE DR, SAN DIEGO, CA 92121 (619) 452-6600 - 500,000 (\$2,250,000) COMMON STOCK. (FILE 333-14285 - OCT. 17) (BR. 1)
- S-3 INTELLECT COMMUNICATIONS SYSTEMS LTD, REID HOUSE 31 CHURCH ST, PO BOX HM 1437, HAMILTON BERMUDA HMF, DO 00000 (809) 295-8639 - 2,300,000 (\$16,813,000) COMMON STOCK. (FILE 333-14287 - OCT. 17) (BR. 3)
- S-1 TRANS GLOBAL SERVICES INC, 1770 MOTOR PKWY, SUITE 300, HAUPPAUGE, NY 11788 (516) 582-9000 - 1,437,500 (\$11,500,000) PREFERRED STOCK. 2,875,000 (\$8,625,000) COMMON STOCK. 125,000 (\$125) WARRANTS, OPTIONS OR RIGHTS. 125,000 (\$1,200,000) PREFERRED STOCK. (FILE 333-14289 - OCT. 17) (BR. 2)
- S-4 BENTON OIL & GAS CO, 1145 EUGENIA PL, STE 200, CARPINTERIA, CA 93013 (805) 566-5600 - 735,714 (\$880,697) COMMON STOCK. (FILE 333-14291 - OCT. 17) (BR. 4)
- S-3 LEHMAN ABS CORP, THREE WORLD FINANCIAL CENTER, 200 VESEY ST, NEW YORK, NY 10022 (212) 526-5594 - 4,000,000,000 (\$4,000,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 333-14293 - OCT. 17) (BR. 8)
- S-8 MEDICAL GRAPHICS CORP /MN/, 350 OAK GROVE PKWY, ST PAUL, MN 55127 (612) 484-4874 - 240,000 (\$1,349,950) COMMON STOCK. (FILE 333-14295 - OCT. 17) (BR. 1)
- S-3 FORD MOTOR CO, THE AMERICAN RD, DEARBORN, MI 48121 (313) 322-3000 - 1,788,300,000 (\$1,788,300,000) STRAIGHT BONDS. (FILE 333-14297 - OCT. 17) (BR. 5)
- S-3 INACOM CORP, 200 FARNAM EXECUTIVE CNTR, 10810 FARNAM DR, OMAHA, NE 68154 (402) 392-3900 - 327,495 (\$10,335,742) COMMON STOCK. (FILE 333-14299 - OCT. 17) (BR. 4)
- S-4 SUSQUEHANNA BANCSHARES INC, 26 N CEDAR ST, LITITZ, PA 17543 (717) 626-4721 - 1,464,730 (\$31,274,504) COMMON STOCK. (FILE 333-14301 - OCT. 17) (BR. 7)
- S-3 NOVAVAX INC, 12601 TWINBROOK PARKWAY, ROCKVILLE, MD 20852 (301) 816-8160 - 505,000 (\$2,004,219) COMMON STOCK. (FILE 333-14305 - OCT. 17) (BR. 1)
- S-3 MERIT HOLDING CORP /GA, 5100 LAVISTA RD, P O BOX 49, TURKER, GA 30085 (404) 491-8808 - 1,278,092 (\$14,059,012) COMMON STOCK. (FILE 333-14307 - OCT. 17) (BR. 7)
- S-8 AMERICAN SOFTWARE INC, 470 E PACES FERRY RD NE, ATLANTA, GA 30305 (404) 261-4381 - 3,950,486 (\$2,896,251) COMMON STOCK. (FILE 333-14309 - OCT. 17) (BR. 3)
- S-1 VIVID TECHNOLOGIES INC, 10E COMMERCE WAY, WOBURN, MA 01801 (617) 938-7800 - \$38,640,000 COMMON STOCK. (FILE 333-14311 - OCT. 17) (NEW ISSUE)
- S-1 STB SYSTEMS INC, 1651 NORTH GLENVILLE DR, RICHARDSON, TX 75081 (214) 234-8750 - 2,070,000 (\$44,629,200) COMMON STOCK. (FILE 333-14313 - OCT. 17) (BR. 3)
- S-4 DEPOSIT GUARANTY CORP, 210 E CAPITOL ST, P O BOX 730, JACKSON, MS 39201 (601) 354-8564 - 890,009 (\$21,199,000) COMMON STOCK. (FILE 333-14315 - OCT. 17) (BR. 7)
- S-8 PENEDELM INC, 320 LAKESIDE DR, SUITE A, FOSTER CITY, CA 94404 (415) 358-0100 - 450,000 (\$3,600,000) COMMON STOCK. (FILE 333-14317 - OCT. 17) (BR. 1)

- S-1 ELCOM TECHNOLOGIES CORP, 78 GREAT VALLEY CENTER 5 GREAT VALLERY, PARKWAY, MALVERN, PA 19355 - 2,415,000 (\$24,150,000) COMMON STOCK. (FILE 333-14319 - OCT. 17)
- S-3 DURA PHARMACEUTICALS INC/CA, 5880 PACIFIC CENTER BLVD, SAN DIEGO, CA 92121 (619) 457-2553 - 4,600,000 (\$162,725,000) COMMON STOCK. (FILE 333-14321 - OCT. 17) (BR. 1)
- S-8 MNC SOFTWARE INC/DE, 5930 CORNERSTONE CT WEST, SAN DIEGO, CA 92121 (619) 546-8877 - 248,504 (\$112,647) COMMON STOCK. (FILE 333-14323 - OCT. 17) (BR. 3)
- S-3 SPIEKER PROPERTIES INC, 2180 SAND HILL RD, STE 200, MENLO PARK, CA 94025 (415) 854-5600 - 245,738 (\$7,264,629.63) COMMON STOCK. (FILE 333-14325 - OCT. 17) (BR. 8)
- S-3 COMPAQ COMPUTER CORP, 20555 S H 249, HOUSTON, TX 77070 (713) 370-0670 - 102,268 (\$7,171,543.50) COMMON STOCK. (FILE 333-14327 - OCT. 17) (BR. 3)
- S-3 GABLES RESIDENTIAL TRUST, 2859 PACES FERRY RD, OVERLOOK III STE 1450, ATLANTA, GA 30339 (770) 436-4600 (FILE 333-14329 - OCT. 17) (BR. 8)
- S-3 INSIGHT ENTERPRISES INC, 1912 W FOURTH ST, TEMPE, AZ 85281 (602) 902-1001 - 1,755,188 (\$67,574,738) COMMON STOCK. (FILE 333-14331 - OCT. 17) (BR. 2)
- S-1 CORAL SYSTEMS INC, 1500 KANSAS AVENUE STE 2E, LONGMONT, CO 80501 (303) 772-5800 - 3,105,000 (\$37,260,000) COMMON STOCK. (FILE 333-14333 - OCT. 17)
- S-3 GOLDEN BOOKS FAMILY ENTERTAINMENT INC, 850 THIRD AVENUE, STE 601, NEW YORK, NY 10022 (212) 753-8500 - 2,300,000 (\$131,100,000) PREFERRED STOCK. (FILE 333-14335 - OCT. 17) (BR. 5)
- S-3 TELECHIPS CORP, 6880 SOUTH MCCARRAN BLVD, RENO, NV 89509 (702) 827-8226 - 1,800,880 (\$4,108,259) COMMON STOCK. (FILE 333-14337 - OCT. 17) (BR. 3)
- S-8 CROMPTON & KNOWLES CORP, ONE STATION PL, METRO CTR, STAMFORD, CT 06902 (203) 353-5400 - 360,000 (\$6,075,000) COMMON STOCK. (FILE 333-14341 - OCT. 17) (BR. 4)
- S-3 GEOWASTE INC, 24 CATHEDRAL PLACE SUITE 208, ST AUGUSTINE, FL 32084 (904) 824-0201 - 2,000,000 (\$6,500,000) COMMON STOCK. (FILE 333-14343 - OCT. 17) (BR. 4)
- S-3 BULLET SPORTS INTERNATIONAL INC, 2803 S YALE ST, SANTA ANA, CA 92704 (714) 966-0310 - 3,773,905 (\$10,142,370) COMMON STOCK. (FILE 333-14345 - OCT. 17) (BR. 9)
- S-8 CONSILIUM INC, 640 CLYDE COURT, MOUNTAIN VIEW, CA 94043 (415) 691-6100 - 513,000 (\$3,134,214.80) COMMON STOCK. (FILE 333-14347 - OCT. 18) (BR. 3)
- S-3 CKE RESTAURANTS INC, 1200 N HARBOR BLVD, ANAHEIM, CA 92801 (714) 774-5796 - 2,875,000 (\$90,921,875) COMMON STOCK. (FILE 333-14349 - OCT. 18) (BR. 2)
- S-1 TRANSCRIPT INTERNATIONAL INC, 4800 NW FIRST ST, LINCOLN, NE 68521 (402) 474-4800 - 4,312,500 (\$60,375,000) COMMON STOCK. (FILE 333-14351 - OCT. 18) (NEW ISSUE)