

# sec news digest

Issue 94-198

October 18, 1994

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## RULES AND RELATED MATTERS

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### CORPORATE REORGANIZATION RELEASE IN THE MATTER OF NVF COMPANY

On October 11, the Commission, in its statutory advisory role under the Bankruptcy Code, filed a statement in this Chapter 11 case supporting the right of shareholders of NVF Company (NVF) to compel an annual shareholders meeting. NVF is a publicly held corporation; approximately 38% of its outstanding common stock is owned, controlled or held directly or indirectly by Victor Posner, who has been barred by a federal district court from serving as an officer or director of any company subject to the reporting requirements of the federal securities laws and ordered to place into a voting trust his shares in public companies that he controls (See LR-13891, Dec. 2, 1993).

The Commission argued that convening a shareholders' meeting will serve the public interest and the best interest of the bankruptcy estate by giving shareholders the opportunity to remove the existing Posner controlled directors and choose an independent board to guide the reorganization process. The Commission also argued that allowing shareholders to exercise their corporate governance rights during the plan negotiation stage of a Chapter 11 reorganization is consistent with existing law. A hearing on the matter is scheduled before the bankruptcy court on November 28, 1994. [In re NVF Company, Case No. 93-1020, Bankr. D. Del.] (Rel. CR. 393)

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## ENFORCEMENT PROCEEDINGS

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### ADMINISTRATIVE PROCEEDINGS AGAINST CHANCELLOR CAPITAL MANAGEMENT, INC.

The Commission entered an Order today instituting public administrative proceedings against Chancellor Capital Management, Inc. (Chancellor), a registered investment adviser, Parag Saxena (Saxena), a portfolio manager at Chancellor, and James A. Long, IV (Long), Chancellor's general counsel and secretary, pursuant to Sections 203(e), (f) and (k)

of the Investment Advisers Act of 1940 (Advisers Act). The Commission simultaneously accepted the offers of settlement of Chancellor, Saxena and Long in which each consented, without admitting or denying the Commission's findings, to the entry of the Order.

The Commission's Order finds that from approximately October 1988 through August 1992, Chancellor failed to disclose to clients conflicts of interest. The conflicts arose from the fact that Saxena provided, on an ongoing basis, opinions and advice to an individual (Founder) that was active in organizing and starting companies in the biotechnology and healthcare industries -- industries in which Saxena also managed client investments -- and, in return, received nonpublic securities of three of those companies for nominal consideration. Without disclosure of these facts, at Saxena's recommendation, Chancellor purchased for its clients securities of two of the same companies whose securities Saxena had personally acquired; and securities of five other issuers affiliated with the Founder.

The Order finds that Long, who had approved Saxena's purchases, subsequently executed amendments to Form ADV that misrepresented that Chancellor would not recommend to clients securities that Chancellor's related persons previously had acquired in nonpublic transactions. Finally, the Order finds that Chancellor failed to maintain required records of Saxena's purchases of certain nonpublic securities.

The Order provides for remedial sanctions including cease and desist orders; censures; payment by Saxena of a \$250,000 money penalty; payment by Chancellor of a \$500,000 money penalty; and an undertaking that Chancellor will employ outside legal counsel to review its policies and procedures. (Rel. IA-1447)

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## INVESTMENT COMPANY ACT RELEASES

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### CORPORATE RENAISSANCE GROUP, INC., ET AL.

A notice has been issued giving interested persons until November 7 to request a hearing on an application filed by Corporate Renaissance Group, Inc., et al. for an order under Sections 6(c) and 57(i) of the Investment Company Act and Rule 17d-1 thereunder authorizing certain joint transactions otherwise prohibited by Section 57(a)(4) of the Act. The order would permit applicant to co-invest with certain private investment companies either advised by the same investment adviser or by certain affiliates of the investment adviser. (Rel. IC-20617 - October 13)

ML VENTURE PARTNERS II, L.P., ET AL.

A notice has been issued giving interested persons until November 7 to request a hearing on an application filed by ML Venture Partners II, L.P., et al. under Sections 17(d) and 57(a)(4) of the Investment Company Act and Rule 17d-1 thereunder authorizing transactions that are otherwise prohibited under Section 57(a)(4), under Section 57(c) of the Act exempting applicants from Section 57(a)(1) of the Act, and under Section 6(c) of the Act to amend a prior Commission order. The requested order would permit ML Venture Partners II to co-invest with an affiliated entity in securities of Corporate Express, Inc. (Rel. IC-20620 - October 14)

JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until November 8 to request a hearing on an application filed by John Hancock Mutual Life Insurance Company (John Hancock), John Hancock Variable Annuity Account U (Account U), John Hancock Variable Annuity Account V (Account V), John Hancock Variable Life Insurance Company (JHVLICO, together, with John Hancock, the Companies), John Hancock Variable Annuity Account I (Account I) and any other separate accounts (Other Accounts, collectively, with Accounts U, V, and I, the Accounts) established by the Companies in the future to support certain variable annuity contracts (Existing Contracts) issued by the Companies. The application requests an order pursuant to Section 6(c) of the Investment Company Act granting exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act to permit the Companies to deduct from the assets of the Accounts the mortality and expense risk charge imposed under the Existing Contracts and under any other variable annuity contracts issued by the Companies which are materially similar to the Existing Contracts and are offered through any Account on a basis that is similar in all material respects to the basis on which the Existing Contracts are offered (Other Contracts, together, with the Existing Contracts, Contracts). The Other Contracts may be either group or individual contracts and may be either variable or combination fixed and variable contracts. (Rel. IC-20621 - October 14)

THE PIERPONT CAPITAL APPRECIATION FUND

An order has been issued under Section 8(f) of the Investment Company Act declaring that The Pierpont Capital Appreciation Fund has ceased to be an investment company. (Rel. IC-20622 - October 17)

THE PIERPONT EQUITY FUND

An order has been issued under Section 8(f) of the Investment Company Act declaring that The Pierpont Equity Fund has ceased to be an investment company. (Rel. IC-20623 - October 17)

**THE PIERPONT INTERNATIONAL EQUITY FUND, INC.**

An order has been issued under Section 8(f) of the Investment Company Act declaring that The Pierpont International Equity Fund, Inc. has ceased to be an investment company. (Rel. IC-20624 - October 17)

**THE PIERPONT MONEY MARKET FUND**

An order has been issued under Section 8(f) of the Investment Company Act declaring that The Pierpont Money Market Fund has ceased to be an investment company. (Rel. IC-20625 - October 17)

**THE PIERPONT BOND FUND**

An order has been issued under Section 8(f) of the Investment Company Act declaring that The Pierpont Bond Fund has ceased to be an investment company. (Rel. IC-20626 - October 17)

**THE PIERPONT TAX EXEMPT BOND FUND**

An order has been issued under Section 8(f) of the Investment Company Act declaring that The Pierpont Tax Exempt Bond Fund has ceased to be an investment company. (Rel. IC-20627 - October 17)

**THE PIERPONT TAX EXEMPT MONEY MARKET FUND**

An order has been issued under Section 8(f) of the Investment Company Act declaring that The Pierpont Tax Exempt Money Market Fund has ceased to be an investment company. (Rel. IC-20628 - October 17)

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**HOLDING COMPANY ACT RELEASES**

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**GENERAL PUBLIC UTILITIES CORP.**

A notice has been issued to provide all interested persons until November 7 to request a hearing on a proposal by General Public Utilities Corporation, a registered holding company, to issue and sell for cash from time to time through December 31, 1996 up to 5 million additional shares of common stock, par value \$2.50 per share. (Rel. 35-26142)

**COLUMBIA GAS SYSTEM, INC., ET AL.**

A notice has been issued to provide all interested persons until November 7 to request a hearing on a proposal by Columbia Gas System, Inc. (Columbia), a registered holding company, and seventeen wholly-owned subsidiary companies, under which Columbia and fourteen of the

subsidiary companies seek Commission authorization for the recapitalization of three of the subsidiary companies, the 1995 and 1996 long-term and short-term financing programs of fourteen of the subsidiary companies, and continuation of the intrasystem money pool in 1995 and 1996. (Rel. 35-26142)

#### CINERGY CORP.

A notice has been issued giving interested persons until November 7 to request a hearing on a proposal by CINergy Corp. (CINergy), a Delaware corporation not currently subject to the Act. CINergy seeks authorization to issue and sell up to eight million shares of its common stock, par value .01, in one or more issuances, from time to time, prior to December 31, 1995 following the proposed combination of Cincinnati Gas & Electric Company (CG&E) and PSI Resources, Inc. (PSI) and the registration of CINergy as a holding company. The proposed combination of CG&E and PSI is currently before the Commission in file number 70-8427. In addition, CINergy requests authority to contribute up to \$160 million of the net proceeds from the sale of such shares to its then electric public-utility subsidiary company, PSI Energy, Inc. (Rel. 35-26142)

#### CENTRAL AND SOUTH WEST CORP., ET AL.

An order has been issued authorizing a proposal by Central and South West Corporation (CSW), a registered holding company, and its nonutility subsidiary companies, CSW Energy, Inc. (Energy), CSW Development-I, Inc. (Energy Sub), and ARK/CSW Development Partnership (Joint Venture), for Energy Sub to acquire, for up to \$1,000, up to 100% of the common stock of Sacramento Power, Inc. (Project Venture), a Delaware corporation engaged in the development of a 148.5 megawatt gas-fired cogeneration facility or exempt wholesale generator (Project) to be located in or near Sacramento, California; Energy to make capital contributions, open account advances, or loans downstream to Project Venture in an amount not to exceed \$15 million; Joint Venture to join Project Venture in developing, constructing, operating, and maintaining the Project; Project Venture to exercise an option to own and operate the Project; and CSW, Energy, or the Joint Venture to obtain a letter of credit in an amount of up to \$2.9 million to secure the obligations of the Project Venture to develop the Project. Jurisdiction over exercise of an option to own and operate the Project, in the event it is a qualifying facility under PURPA, is reserved, pending completion of the record. (Rel. 35-26143)

#### GEORGIA POWER COMPANY

An order has been issued regarding a proposal by Georgia Power Company (Georgia Power), a wholly owned electric public-utility subsidiary company of The Southern Company, a registered holding company. Georgia

Power proposes to refinance certain pollution control equipment (Equipment) on or before December 31, 1997, in connection with the issuance and sale by public instrumentalities of one or more series of pollution control revenue bonds (Revenue Bonds) in an aggregate principal amount of up to \$840 million. In order to secure the obligations incurred by the financing or refinancing of the Equipment, Georgia Power proposes to issue a series of its first mortgage bonds; issue an irrevocable letter of credit; cause an insurance company to issue a policy guaranteeing payment of those obligations; transfer a subordinated security interest in the Equipment; and/or guarantee the payment of the principal of, premium, if any, and interest on, the Revenue Bonds. (Rel. 35-26144)

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#### SELF-REGULATORY ORGANIZATIONS

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##### WITHDRAWALS GRANTED

An order has been issued granting the application of Eagle Financial Corp. to withdraw from listing and registration its Common Stock, \$.01 Par Value, on the American Stock Exchange. (Rel. 34-34844)

An order has been issued granting the application of LSB Industries, Inc. to withdraw from listing and registration its Common Stock, \$.10 Par Value, on the American Stock Exchange. (Rel. 34-34845)

##### UNLISTED TRADING PRIVILEGES AND WITHDRAWAL GRANTED

An order has been issued granting the application of the Chicago Stock Exchange for unlisted trading privileges in one over-the-counter issue and an application to withdraw unlisted trading privileges in one over-the-counter issue. (Rel. 34-34847)

##### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the Chicago Board Options Exchange (SR-CBOE-94-16) which amends CBOE Rule 6.77, "Stock Execution Services," to allow order service firms to take market maker orders for the purchase or sale of commodity futures contracts and options thereon and forward the orders to the appropriate futures exchange. Publication of the approval order is expected in the Federal Register during the week of October 17. (Rel. 34-34841)

## PROPOSED RULE CHANGES

The Philadelphia Stock Exchange submitted a proposed rule change (SR-Phlx-94-51) relating to the revision of the Series 8 examination, specifications and content outline. Publication of the proposal is expected in the Federal Register during the week of October 17. (Rel. 34-34842)

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-94-50) relating to revisions of the examination, specifications and content outline for the General Securities Registered Representative (Series 7) Examination. Publication of the proposal is expected in the Federal Register during the week of October 17. (Rel. 34-34843)

The Participants Trust Company filed a proposed rule change (SR-PTC-94-05) establishing early principal and interest distribution on GNMA II securities. Publication of the proposal is expected in the Federal Register during the week of October 17. (Rel. 34-34846)

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## SECURITIES ACT REGISTRATIONS

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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 NAVISTAR FINANCIAL RETAIL RECEIVABLES CORPORATION, 2850 WEST GOLF ROAD, ROLLING MEADOWS, IL 60008 (708) 734-4000 - 2,000,000,000 (\$2,000,000,000) STRAIGHT BONDS. (FILE 33-55865 - OCT. 07) (BR. 12)
- S-8 PUBLIX SUPER MARKETS INC, 1936 GEORGE JENKINS BLVD, LAKELAND, FL 33801 (813) 688-1188 - 10,000,000 (\$130,000,000) COMMON STOCK. (FILE 33-55867 - OCT. 07) (BR. 2)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 764, 333 W WACKER DR, CHICAGO, IL 60606 (312) 917-7786 - INDEFINITE SHARES. (FILE 33-55869 - OCT. 07) (BR. 22 - NEW ISSUE)
- S-8 FINGERHUT COMPANIES INC, 4400 BAKER RD, MINNETONKA, MN 55343 (612) 932-3100 - 250,000 (\$5,703,250) COMMON STOCK. (FILE 33-55871 - OCT. 07) (BR. 1)
- S-6 KEMPER DEFINED FUNDS SERIES 26, 77 W WACKER DRIVE, CHICAGO, IL 60601 (312) 574-6725 - INDEFINITE SHARES. (FILE 33-55873 - OCT. 07) (BR. 22 - NEW ISSUE)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 765, 333 W WACKER DR, CHICAGO, IL 60606 (312) 917-7786 - INDEFINITE SHARES. (FILE 33-55875 - OCT. 07) (BR. 22 - NEW ISSUE)

REGISTRATIONS CONT.

- S-6 VAN KAMPEN MERRITT INSURED INCOME TRUST SERIES 39,  
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,  
IL 60181 (NUL) L - - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE  
33-55879 - OCT. 07) (BR. 18 - NEW ISSUE)
- S-6 MUNICIPAL INVT TR FD MON PYMT SER 550 DEFINED ASSET FDS,  
MERRILL LYNCH PIERCE FENNER & SMITH,  
ONE LIBERTY PLZ, 21ST FL, 165 BROADWAY, NEW YORK, NY 10080 (NUL) L -  
- INDEFINITE SHARES. (FILE 33-55881 - OCT. 07) (BR. 22 - NEW ISSUE)
- S-8 OUTBOARD MARINE CORP, 100 SEA HORSE DR, WAUKEGAN, IL 60085  
(708) 689-6200 - 150,000 (\$3,384,375) COMMON STOCK. (FILE 33-55883 -  
OCT. 07) (BR. 9)
- S-6 INSURED MUNICIPALS INCOME TRUST 169TH INSURED MULTI SERIES,  
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,  
IL 60181 (NUL) L - - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE  
33-55887 - OCT. 07) (BR. 18 - NEW ISSUE)
- S-8 OUTBOARD MARINE CORP, 100 SEA HORSE DR, WAUKEGAN, IL 60085  
(708) 689-6200 - 50,000 (\$1,128,125) COMMON STOCK. (FILE 33-55889 -  
OCT. 07) (BR. 9)
- S-6 INSURED MUNICIPALS INCOME TRUST 170TH INSURED MULTI SERIES,  
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,  
IL 60181 (NUL) L - - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE  
33-55891 - OCT. 07) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 235,  
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,  
IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE  
33-55893 - OCT. 07) (BR. 18 - NEW ISSUE)
- S-8 TCA CABLE TV INC, 3015 SE LOOP 323, TYLER, TX 75701 (903) 595-3701 -  
200,000 (\$4,826,000) COMMON STOCK. (FILE 33-55895 - OCT. 07) (BR. 7)
- S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 236,  
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,  
IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE  
33-55897 - OCT. 07) (BR. 18 - NEW ISSUE)
- S-4 COMPASS BANCSHARES INC, 15 SOUTH 20TH STREET, P O BOX 10566, BIRMINGHAM,  
AL 35233 (205) -93-3-30 - 950,000 (\$22,325,000) COMMON STOCK. (FILE  
33-55899 - OCT. 07) (BR. 2)
- S-6 DEFINED ASSET FUNDS MUNICIPAL INVT TR FD INTERM TERM SER 242,  
C/O DAVIS POLK & WARDWELL, 450 LEXINGTON AVE, NEW YORK, NY 10017 -  
INDEFINITE SHARES. (FILE 33-55901 - OCT. 07) (NEW ISSUE)
- S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 237,  
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,  
IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE  
33-55903 - OCT. 07) (BR. 18 - NEW ISSUE)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 766, 333 W WACKER DR, CHICAGO, IL  
60606 (312) 917-7786 - INDEFINITE SHARES. (FILE 33-55907 - OCT. 07)  
(BR. 22 - NEW ISSUE)



REGISTRATIONS CONT.

- S-3 AUTOMATIC DATA PROCESSING INC, ONE ADP BOULVARD, ROSELAND, NJ 07068  
(20) 1--994- - 296,150 (\$16,270,481) COMMON STOCK. (FILE 33-55909 -  
OCT. 07) (BR. 10)
- S-6 TAX EXEMPT SECURITIES TRUST NATIONAL TRUST 196,  
C/O DAVIS POLK & WARDWELL, 450 LEXINGTON AVE, NEW YORK, NY 10017  
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-55911 - OCT. 07) (BR. 22  
- NEW ISSUE)
- S-4 BANC ONE CORP/OH/, 100 E BROAD ST, COLUMBUS, OH 43271 (614) 248-5944 -  
952,946 (\$19,165,107) COMMON STOCK. (FILE 33-55913 - OCT. 07) (BR. 2)
- S-6 TAX EXEMPT SECURITIES TRUST FLORIDA TRUST 69, C/O DAVIS POLK & WARDWELL,  
450 LEXINGTON AVE, NEW YORK, NY 10017 (212) 450-4540 - INDEFINITE SHARES.  
(FILE 33-55915 - OCT. 07) (BR. 16 - NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST CALIFORNIA TRUST 139,  
C/O DAVIS POLK & WARDWELL, 450 LEXINGTON AVE, NEW YORK, NY 10017  
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-55917 - OCT. 07) (BR. 16  
- NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST NATIONAL TRUST 197,  
C/O DAVIS POLK & WARDWELL, 450 LEXINGTON AVE, NEW YORK, NY 10017  
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-55919 - OCT. 07) (BR. 16  
- NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST MARYLAND TRUST 93,  
C/O DAVIS POLK & WARDWELL, 450 LEXINGTON AVE, NEW YORK, NY 10017  
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-55921 - OCT. 07) (BR. 16  
- NEW ISSUE)
- S-4 FIRST BANK SYSTEM INC, 601 SECOND AVE S, FIRST BANK PL, MINNEAPOLIS, MN  
55402 (612) 973-1111 - 35,397,163 (\$789,799,200) COMMON STOCK. (FILE  
33-55923 - OCT. 07) (BR. 2)
- S-6 TAX EXEMPT SECURITIES TRUST NEW YORK TRUST 138,  
C/O DAVIS POLK & WARDWELL, 450 LEXINGTON AVE, NEW YORK, NY 10017  
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-55925 - OCT. 07) (BR. 16  
- NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST OHIO TRUST 88, C/O DAVIS POLK & WARDWELL,  
450 LEXINGTON AVE, NEW YORK, NY 10017 (212) 450-4540 - INDEFINITE SHARES.  
(FILE 33-55927 - OCT. 07) (BR. 16 - NEW ISSUE)
- S-4 HEALTHSOUTH REHABILITATION CORP, TWO PERIMETER PARK S, STE 224W,  
BIRMINGHAM, AL 35243 (205) 967-7116 - 5,968,051 (\$181,833,554)  
COMMON STOCK. (FILE 33-55929 - OCT. 07) (BR. 5)
- S-3 TEXAS UTILITIES CO, 2001 BRYAN TWR STE 1350, DALLAS, TX 75201  
(214) 812-4600 - 5,000,000 (\$163,125,000) COMMON STOCK. (FILE 33-55931 -  
OCT. 07) (BR. 8)
- S-3 FORD MOTOR CREDIT CO, THE AMERICAN RD, PO BOX 6044, DEARBORN, MI 48121  
(313) 322-3000 - 4,000,000,000 (\$4,000,000,000) STRAIGHT BONDS. (FILE  
33-55945 - OCT. 07) (BR. 12)
- S-3 ALCO STANDARD CORP, P O BOX 834, VALLEY FORGE, PA 19482 (215) 296-8000  
- 122,409 (\$7,589,358) COMMON STOCK. (FILE 33-55947 - OCT. 07) (BR. 7)

REGISTRATIONS CONT.

- S-3 ASSOCIATES CORPORATION OF NORTH AMERICA, 250 E CARPENTER FWY, IRVING, TX 75062 (214) 541-4000 - 5,000,000,000 (\$5,000,000,000) STRAIGHT BONDS. (FILE 33-55949 - OCT. 07) (BR. 11)
- S-8 FIRST TEAM SPORTS INC, 2274 WOODALE DR, MOUNDS VIEW, MN 55112 (612) 780-4454 - 350,000 (\$5,556,250) COMMON STOCK. (FILE 33-84722 - OCT. 07) (BR. 12)
- F-6 LAGARDERE GROUPE S C A/ADR, 48 WALL STREET, NEW YORK, NY 10286 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-84742 - OCT. 05) (BR. 99 - NEW ISSUE)
- F-6 SERVGRO INTERNATIONAL LTD/ADR, 48 WALL ST, NEW YORK, NY 10286 (212) 495-1727 - 20,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-84744 - OCT. 05) (NEW ISSUE)
- SB-2 SHEFFIELD MEDICAL TECHNOLOGIES INC, 1111 BAGBY STE 2610, HOUSTON, TX 77002 (713) 739-8221 - 3,450,000 (\$17,595,000) COMMON STOCK. 172,000 (\$1,720) WARRANTS, OPTIONS OR RIGHTS. 172,000 (\$1,052,640) COMMON STOCK. (FILE 33-84750 - OCT. 06) (BR. 4)
- S-8 SEMICONDUCTOR PACKAGING MATERIALS CO INC, 431 FAYETTE AVENUE, MAMARONECK, NY 10543 (914) 698-5353 - 370,000 (\$1,304,350) COMMON STOCK. (FILE 33-84752 - OCT. 06) (BR. 6)
- S-8 MK GOLD CO, MORRISON KNUDSEN PLAZA, BOISE, ID 83707 (208) 386-8900 - 180,000 (\$900,000) COMMON STOCK. (FILE 33-84754 - OCT. 06) (BR. 2)
- S-8 MK GOLD CO, MORRISON KNUDSEN PLAZA, BOISE, ID 83707 (208) 386-8900 - 1,000,000 (\$5,000,000) COMMON STOCK. (FILE 33-84756 - OCT. 06) (BR. 2)
- S-8 CALIFORNIA MICRO DEVICES CORP, 215 TOPAZ ST, MILPITAS, CA 95035 (408) 263-3214 - 1,250,000 (\$16,012,500) COMMON STOCK. (FILE 33-84758 - OCT. 06) (BR. 3)
- S-8 NEWCARE HEALTH CORP, 3600 OAK MANOR LANE, BLDG 4, LARGO, FL 34644 (813) 586-4262 - 245,000 (\$1,041,250) COMMON STOCK. (FILE 33-84760 - OCT. 06) (BR. 5)
- N-1A KIEWIT INSTITUTIONAL FUND, 1000 KIEWIT PLAZA, OMAHA, NE 68131 (402) 342-2054 - INDEFINITE SHARES. (FILE 33-84762 - OCT. 06) (BR. 18)
- S-8 CARSON PIRIE SCOTT & CO /IL/, 331 W WISCONSIN AVE, MILWAUKEE, WI 53203 (414) 347-4141 - 100,000 (\$2,037,500) COMMON STOCK. (FILE 33-84764 - OCT. 07) (BR. 2)
- S-3 INLAND RESOURCES INC, 475 17 STR STE 1500, DENVER, CO 80202 (303) 292-0900 - 6,000,000 (\$2,062,500) COMMON STOCK. (FILE 33-84766 - OCT. 07) (BR. 3)
- S-8 MADGE NV, 2132 JH, POLARIS AVE 1 TRANSPOLIS SCHIPHOL AIRPOR, HOOFFDORP THE NETHERLANDS, P7 - 2,700,000 (\$31,387,500) COMMON STOCK. (FILE 33-84768 - OCT. 07) (BR. 9)

REGISTRATIONS CONT.

- S-3 RIVER OAKS FURNITURE INC, 200 RIVERVIEW DR, FULTON, MS 38843  
(601) 862-7774 - 483,141 (\$6,582,796.13) COMMON STOCK. (FILE 33-84770 -  
OCT. 07) (BR. 6)
- S-8 CASHBUILDER INC, 3773 CHERRY CREEK NORTH DR, STE 615, DENVER, CO 80209  
(602) 355-3000 - 50,000,000 (\$50,000) COMMON STOCK. (FILE 33-84772 -  
OCT. 07) (BR. 6)
- S-11 SONORAN HOTEL CAPITAL INC, 2425 EAST CAMELBACK ROAD STE 450, PHOENIX, AZ  
85016 - 12,305,000 (\$135,355,000) COMMON STOCK. (FILE 33-84788 - OCT. 05)  
(BR. 5 - NEW ISSUE)
- SB-2 COLEMAN WOOD PRODUCTS INC, 2800 SURVEYOR BLVD, CARROLLTON, TX 75006  
(214) 418-0336 - 150,000 (\$750,000) COMMON STOCK. 15,000 (\$90,000)  
WARRANTS, OPTIONS OR RIGHTS. (FILE 33-84792-D - OCT. 05) (BR. 9)
- S-B HELLENIC REPUBLIC, CHARALAMBOS ROCANAS CONSUL GENERAL,  
69 EAST 79TH STREET, NEW YORK, NY 10021 - 10,000,000 (\$10,000,000)  
FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-84806 - OCT. 05) (BR. 9  
- NEW ISSUE)
- SB-2 GOLF TRAINING SYSTEMS INC, 3400 CORPORATE WAY STE G, DULUTH, GA 30136  
(404) 623-6400 - 1,150,000 (\$9,200,000) COMMON STOCK. 1,150,000  
(\$115,000) WARRANTS, OPTIONS OR RIGHTS. 1,250,000 (\$12,960,000)  
COMMON STOCK. 100,000 (\$12,000) WARRANTS, OPTIONS OR RIGHTS. (FILE  
33-84808 - OCT. 05) (BR. 11 - NEW ISSUE)
- S-1 BRIDGEPORT MACHINES INC, 500 LINDLEY STREET, BRIDGEPORT, CT 06606  
(203) 367-3651 - 3,737,500 (\$48,587,500) COMMON STOCK. (FILE 33-84820 -  
OCT. 06) (BR. 1 - NEW ISSUE)
- F-3 REPSOL INTERNATIONAL FINANCE B V, PRINSES IRENestraat 61, 1077 WV,  
AMSTERDAM NETHERLANDS, P7 - 1,000,000,000 (\$1,000,000,000)  
FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-84828 - OCT. 06) (BR. 3  
- NEW ISSUE)
- S-8 EMPHESYS FINANCIAL GROUP INC, 1100 EMPLOYERS BLVD, DEPERE, WI 54115  
(414) 336-1100 - 692,400 (\$24,060,900) COMMON STOCK. (FILE 33-84832 -  
OCT. 06) (BR. 9)
- S-1 NEWPAS CORP, ONE PICKWICK PLAZA, GREENWICH, CT 06830 (203) 622-6664 -  
20,941,177 (\$356,000,009) COMMON STOCK. (FILE 33-84836 - OCT. 06) (BR. 7  
- NEW ISSUE)
- F-1 SUN HEALTHCARE GROUP INTERNATIONAL LTD, ESCELER HOUSE 79 HIGH STREET,  
ETON WINDSOR BERKSHIRE, D0 - 4,880,399 (\$40,263,291.75)  
FOREIGN COMMON STOCK. (FILE 33-84838 - OCT. 06) (NEW ISSUE)
- N-1A BEAR STEARNS FUNDS, 245 PARK AVENUE, NEW YORK, NY 10167 -  
INDEFINITE SHARES. (FILE 33-84842 - OCT. 06) (NEW ISSUE)
- S-3 FIRST DEPOSIT NATIONAL BANK, 219 MAIN ST, TILTON, NH 03276  
(603) 286-4846 - 1,000,000,000 (\$1,000,000,000)  
EQUIPMENT TRUST CERTIFICATES. (FILE 33-84844 - OCT. 06) (BR. 11)
- S-3 SAXON MORTGAGE SECURITIES CORP, 4101 COX RD STE 100, GLEN ALLEN, VA  
23060 (804) 273-6700 - 1,000,000,000 (\$1,000,000,000) MORTGAGE BONDS.  
(FILE 33-84846 - OCT. 06) (BR. 11)
- S-1 UCAR INTERNATIONAL INC, 39 OLD RIDGEBURY ROAD, DANBURY, CT 06817 -  
16,675,000 (\$416,875,000) COMMON STOCK. (FILE 33-84850 - OCT. 06)  
(NEW ISSUE)

REGISTRATIONS CONT.

- S-8 GOLDWYN SAMUEL CO, 10203 SANTA MONICA BLVD, LOS ANGELES, CA 90067  
(310) 552-2255 - 500,000 (\$3,250,000) COMMON STOCK. (FILE 33-84852 -  
OCT. 07) (BR. 12)
- S-1 WESTERN FINANCIAL AUTO LOANS INC, 16485 LAGUNA CANYON RD STE 250,  
IRVINE, CA 92718 (714) 753-3000 - 200,000,000 (\$200,000,000)  
EQUIPMENT TRUST CERTIFICATES. (FILE 33-84866 - OCT. 07) (BR. 11)
- S-1 WESTERN FINANCIAL AUTO LOANS INC, 16485 LAGUNA CANYON RD STE 250,  
IRVINE, CA 92718 (714) 753-3000 - 200,000,000 (\$200,000,000)  
EQUIPMENT TRUST CERTIFICATES. (FILE 33-84868 - OCT. 07) (BR. 11)
- S-1 WESTERN NATIONAL CORP, 5555 SAN FELIPE ROAD STE 900, HOUSTON, TX 77056  
(713) 888-7800 - 24,947,500 (\$324,317,500) COMMON STOCK. (FILE 33-84870 -  
OCT. 07) (BR. 9)
- F-2 BONSO ELECTRONICS INTERNATIONAL INC, FLAT AD 8TH FLR 23-25 SHAN MEI ST,  
UNIVERSAL INDUSTL. CENTRE FO TAN SHA TIN, NEW TERRITORIES HONG KONG, K3  
(809) 494-2434 - 3,450,000 (\$27,858,750) FOREIGN COMMON STOCK. 100,000  
(\$100) WARRANTS, OPTIONS OR RIGHTS. 300,000 (\$2,565,000)  
FOREIGN COMMON STOCK. UNDERWRITER: COHIG & ASSOCIATES INC,  
MEYERS H J & CO IN. (FILE 33-84872 - OCT. 07) (BR. 10)
- S-6 SELECT STRATEGIES TRUST GROWTH SERIES ONE, 51 MADISON AVENUE ROOM 1700,  
NEW YORK, NY 10010 - INDEFINITE SHARES. (FILE 33-84874 - OCT. 07)  
(NEW ISSUE)
- S-3 FIRST USA BANK, 201 N WALNUT ST, WILMINGTON, DE 19801 (302) 594-4000 -  
5,000,000,000 (\$5,000,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE  
33-84876 - OCT. 07) (BR. 12)
- SB-2 KINERET ACQUISITION CORP, 50 CHARLES LINDBERGH BOULEVARD, UNIONDALE, NY  
11553 (800) 422-7546 - 764,536 (\$4,013,814) COMMON STOCK. (FILE 33-84878 -  
OCT. 07) (BR. 3)
- S-1 FCC NATIONAL BANK, ONE GATEWAY CTR, 300 KING ST, WILMINGTON, DE 19801  
(302) 594-8606 - 1,000,000,000 (\$1,000,000,000)  
EQUIPMENT TRUST CERTIFICATES. (FILE 33-84880 - OCT. 07) (BR. 12)
- S-3 ADVANTA MORTGAGE CONDUIT SERVICES INC, 16875 W BERNARDO DR, SAN DIEGO,  
CA 92127 - 500,000,000 (\$500,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE  
33-84882 - OCT. 07) (BR. 11)
- S-1 SHIVA CORP, 63 THIRD AVE, BURLINGTON, MA 01803 (617) 270-8300 -  
2,415,000 (\$28,980,000) COMMON STOCK. (FILE 33-84884 - OCT. 07)  
(NEW ISSUE)
- S-1 ULTRALIFE BATTERIES INC, 1350 RTE 88 SOUTH, P O BOX 622, NEWARK, NY  
14513 (315) 332-7100 - 2,300,000 (\$36,512,500) COMMON STOCK. (FILE  
33-84888 - OCT. 07) (BR. 8)
- S-3 MBNA AMERICA BANK NATIONAL ASSOCIATION, 400 CHRISTIANA RD, NEWARK, DE  
19713 (302) 453-9930 - 5,000,000,000 (\$5,000,000,000)  
EQUIPMENT TRUST CERTIFICATES. (FILE 33-84890 - OCT. 07) (BR. 11)
- S-3 ERP OPERATING LP, TWO NORTH RIVERSIDE PLAZA, CHICAGO, IL 60606  
(312) 474-1300 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE  
33-84892 - OCT. 07) (NEW ISSUE)