

sec news digest

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U.S. SECURITIES AND
EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDINGS

INVESTMENT ADVISER APPLICATION OF FIRST STATE FINANCIAL INC. GRANTED CONTINGENT UPON SUCCESSFUL RULE 29 REQUEST

Administrative Law Judge David J. Markun issued an initial decision granting the application of First State Financial, Inc., of Tulsa, Oklahoma, a broker-dealer whose registration as an investment adviser was revoked in 1979, for registration as an investment adviser. The decision granting registration is contingent upon a successful Rule 29 request by the firm's president, Sidney I. Shupack, who was barred from association with an investment adviser in 1979. The contingent registration would also be subject to various restrictions and limitations should the contingency be met.

CIVIL PROCEEDINGS

EDWARD J. FALVEY ENJOINED IN BOSTON

The Boston Regional Office announced that on January 23 Judge Walter J. Skinner, U.S. District Court for the District of Massachusetts, entered an Order of Permanent Injunction against Edward J. Falvey. Falvey consented to the Order without admitting or denying the allegations in the Commission's complaint. The injunction enjoins and restrains Falvey from further aiding and abetting violations of Sections 31(a), 34(a) and 34(b) of the Investment Company Act, and Rule 31a-1.

The complaint alleged that Falvey and other defendants aided and abetted violations or violated the books and records provisions of the Investment Company Act over a period of approximately ten years while employed by New England Merchants National Bank (now Bank of New England) in connection with custodial and shareholder recordkeeping services provided several investment companies by the Bank. (SEC v. Edward J. Falvey, et al., USDC DMA, Civil Action No. 82-0197-S). (LR-10671)

CRIMINAL PROCEEDINGS

HOWARD GOODSTEIN SENTENCED

The Atlanta Regional and the Miami Branch Offices jointly announced that on January 28 Judge James W. Kehoe, U.S. District Court for the Southern District of Florida, sentenced Howard Goodstein to 60 days imprisonment to be followed by five years probation and 500 hours of community service.

On October 17, 1983, the Commission entered an Order barring Goodstein from association with any broker, dealer, municipal securities dealer, investment adviser or investment company. The Order was based on Goodstein's willful violations of the anti-fraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. (U.S. v. Howard Goodstein, SDFL, Criminal Action No. 84-664-CR-KEHOE). (LR-10672)

INVESTMENT COMPANY ACT RELEASES

MFS GOVERNMENT GUARANTEED SECURITIES TRUST

An order has been issued exempting MFS Government Guaranteed Securities Trust and Massachusetts Financial Services Company, Trust's principal underwriter, from the provisions of Section 22(d) of the Investment Company Act to permit sales of Trust shares at a price less than the public offering price described in the Trust's prospectus. (Rel. IC-14364 - Feb. 11)

JOHN HANCOCK VARIABLE LIFE INSURANCE COMPANY

An order has been issued granting John Hancock Variable Life Insurance Company, et al., exemptions from Sections 2(a)(32), 2(a)(35), 22(c), 22(d), and 27(c)(1) of the Investment Company Act and Rules 6e-2(b)(1), 6e-2(b)(12), 6e-2(b)(13), 6e-2(c)(1), 6e-2(c)(4), and 22c-1 to permit the use of a contingent deferred sales load in the issuance and funding of certain single-premium variable life insurance contracts. (Rel. IC-14365 - Feb. 11)

ROBERT E. LEE AND PETER F. FALETTI

A notice has been issued giving interested persons until March 8 to request a hearing on the applications filed by Robert E. Lee and Peter F. Faletti under Section 9(c) of the Investment Company Act requesting an order exempting them from the prohibitions of Section 9(a) of that Act. Section 9(a) prohibits persons who have been permanently enjoined from violating the securities laws from serving or acting as officers or directors of a registered investment company. (Rel. IC-14367 - Feb. 11)

HOLDING COMPANY ACT RELEASES

EVMAR OIL CORPORATION

An order has been issued dismissing as moot Evmar Oil Corporation's application to be declared not to be a holding under Section 2(a)(7) of the Public Utility Holding Company Act of 1935. (Rel. 35-23597 - Feb. 11)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

WITHDRAWALS SOUGHT

Notices have been issued giving interested persons until March 1 to comment on the applications of the following companies to withdraw the specified securities from listing and registration on the following stock exchanges: Boston Stock Exchange, Inc. - Dataflex Corporation, common stock (no par value). (Rel. 34-21735); and the New York Stock Exchange, Inc. - Cameron Iron Works, Inc., 10-3/4% notes, due November 15, 1986. (Rel. 34-21736)

UNLISTED TRADING SOUGHT

Notices have been issued giving interested persons until March 4 to comment on the applications of the following stock exchanges for unlisted trading privileges in the following number of issues which are listed and registered on one or more other national securities exchanges: The Philadelphia Stock Exchange, Inc. - Wickes Companies, Inc. (while this security is not included in the consolidated transaction and quotation reporting system, the Phlx has indicated in its application that last sale and quotation information for the security will be provided by the exchange to vendors of securities information and will be available on the Phlx floor). (Rel. 34-21737); and one issue (this issue is reported in the consolidated transaction reporting system). (Rel. 34-21739); and The Midwest Stock Exchange, Inc. - one issue (this issue is also reported in the consolidated transaction reporting system). (Rel. 34-21738)

DELISTING GRANTED

An order has been issued granting the application of the Pacific Stock Exchange to strike the 12-1/2% subordinated sinking fund debentures, due 1998, of The Foothill Group, Inc. from listing and registration thereon. (Rel. 34-21740)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGES

Proposed rule changes have been filed by: The Chicago Board Options Exchange, Inc. (SR-CBOE-84-34) to permit a bank to issue a Treasury security escrow receipt that is collateralized by Treasury bonds other than the Treasury bonds underlying the Treasury bond option the escrow receipt is covering. (Rel. 34-21728); and the

Municipal Securities Rulemaking Board (SR-MSRB-85-5) to amend MSRB Rule G-12 to clarify the requirements of Section (f)(i) in circumstances where a transaction is not compared in the original comparison cycle. (Rel. 34-21729)

Publication of the proposals are expected to be made in the Federal Register during the week of February 11.

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.

- N-1A WITTER DEAN NEW YORK TAX FREE INCOME FUND, ONE WORLD TRADE CTR, NEW YORK, NY 10048 (212) 938-4505 - INDEFINITE SHARES. (FILE 2-95664 - FEB. 05) (BR. 16 - NEW ISSUE)
- S-3 RADIATION SYSTEMS INC/NV, 1501 MORAN RD, STERLING, VA 22170 (703) 450-5680 - 19,468 (\$241,014) COMMON STOCK. (FILE 2-95668 - FEB. 05) (BR. 7)
- S-2 FIRST EASTERN CORP /PA/, 11 W MARKET ST, WILKES BARRE, PA 18768 (717) 826-4623 - 345,000 (\$10,695,000) COMMON STOCK. (FILE 2-95670 - FEB. 05) (BR. 1)
- S-6 INSURED MUNICIPALS INCOME TRUST SERIES 141, 1901 N NAPER BLVD, C/O VAN KAMPEN MERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-95672 - FEB. 05) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST SERIES 139, 1901 N NAPER BLVD, C/O VAN KAMPEN MERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-95674 - FEB. 05) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST SERIES 140, 1901 N NAPER BLVD, C/O VAN KAMPEN MERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-95675 - FEB. 05) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST SERIES 142, 1901 N NAPER BLVD, C/O VAN KAMPEN MERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-95676 - FEB. 05) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST SEREIS 143, 1901 N NAPER BLVD, C/O VAN KAMPEN MERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-95677 - FEB. 05) (BR. 18 - NEW ISSUE)
- S-3 KEY BANKS INC, 60 STATE ST, ALBANY, NY 12207 (518) 447-3500 - 1,400,000 (\$36,050,000) COMMON STOCK. (FILE 2-95680 - FEB. 06) (BR. 13)
- S-1 BROWNING FERRIS INDUSTRIES INC, 14701 ST MARYS, HOUSTON, TX 77079 (713) 870-8100 - 750,000 (\$30,000,000) COMMON STOCK. (FILE 2-95681 - FEB. 06) (BR. 8)
- S-8 PAY LESS DRUG STORES NORTHWEST INC, 9275 SW PEYTON LN, WILSONVILLE, OR 97070 (503) 682-4100 - 537,000 (\$8,466,780) COMMON STOCK. (FILE 2-95685 - FEB. 06) (BR. 4)

REGISTRATIONS EFFECTIVE

Jan. 24: ATR Products and Chemicals, Inc., 2-95411; American MedCenters, Inc., 2-94136; Arizona Public Service Company, 2-95340; Bank South Corporation, 2-95124; ? Britton Lee, Inc., 2-94305; Communication Industries, Inc., 2-95424; Cray Research, Inc., 2-95279; First Commerce Corporation, 2-94501; General Homes Corporation, 2-94318; Houston Industries, Incorporated, 2-95393; Kemper Tax-Exempt Insured Income Trust Multi-State Series 1, 2-95450; Multi Solutions, Inc., 2-94113; MultiState Trust, Series 11, 2-94937; Petrie Stores Corporation, 2-95290; Samson Properties 1985 Drilling Program, 2-94387; Sovran Financial Corporation, 2-95337; Sterling Software, Inc., 2-95168; The Summit Bancorporation, 2-95282; Jim Walter Corporation, 2-95225.

Jan. 25: American Healthcare Management, Inc., 2-95029; Balcro Equity Pension Investors - II, 2-95409; The Boston Bancorp, 2-95093; Cronus Industries, Inc., 2-94283; Echo Bay Mines Ltd., 2-95328; First National Corporation of Wynne, 2-95252; First National State Bancorporation, 2-94547; Founders Bank Corporation, 2-94657-LA; ICM Property Investors Incorporated, 2-94354; Merrill Lynch & Co., Inc., 2-93761; Mobile Communications Corporation of America, 2-95478.

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.

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 Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEMS NO.	DATE	
AFG INDUSTRIES INC	7	12/31/84	AMEND
AIR WIS SERVICES INC	5,7	01/28/85	
APACHE RESOURCES LTD	1,4,7	01/21/85	
AVANTI ASSOCIATES FIRST MORTGAGE FUND 84	2,7	11/07/84	
BANKAMERICA CORP	5,7	02/07/85	
BORG WARNER CORP /DE/	5,7	01/07/85	
BUSINESS COMPUTER NETWORK INC	5,7	12/18/84	AMEND
BYERS COMMUNICATIONS SYSTEMS INC	4,7	01/24/85	
CENTOCOR INC	4,7	12/21/84	AMEND
CHATTEM INC	2,7	12/21/84	
COMMONWEALTH CAPITAL LTD	1,4	01/21/85	
CONTECH INC	2,7	01/23/85	
CONSOLIDATED CAPITAL PROPERTIES II	5,7	12/14/84	
CONTRACAP INC	5	01/30/85	
CORROON & BLACK CORP	5	01/24/85	
DUQUESNE LIGHT CO	5	01/24/85	
ENSERCH CORP	5,7	01/21/85	
EQUIMARK CORP	5	02/05/85	
GUARDIAN DEVELOPMENT CORP	5,7	02/04/85	
H&H OIL TOOL CO INC	5	01/15/85	
HBO & CO	5	01/21/85	
INFORMATICS GENERAL CORP	7	12/21/84	AMEND
INVACARE CORP	7	12/26/84	AMEND
IRE REAL ESTATE FUND LTD SERIES 26	2,7	01/15/85	
IRE REAL ESTATE FUND LTD SERIES 27	2,7	01/15/85	
KELLY JOHNSTON ENTERPRISES INC	5	01/15/85	
KELLY JOHNSTON ENTERPRISES INC	5	01/18/85	
KENTRON INTERNATIONAL INC	1,7	01/22/85	
LADD FURNITURE INC	2,7	01/25/85	
LORIMAR INC	5	02/05/85	
LYON METAL PRODUCTS INC /DE/	5	01/24/85	
MALIBU GRAND PRIX CORP	5,7	01/23/85	
MAS INDUSTRIES INC	5	01/01/85	
MAY ENERGY PARTNERS LTD	7	12/28/84	AMEND
MCM CORP	5,7	02/05/85	
MIZEL PETRO RESOURCES INC	1,7	02/07/85	
MONARCH BANCORP	4,7	12/31/84	AMEND
MONARCH BANCORP	4	12/31/84	AMEND
MONETARY RESOURCES INC	2	12/31/84	
MORGAN ENERGY PARTNERS 1982-83 OIL & GAS	5	01/08/85	
MORGAN ENERGY PARTNERS 1982-83 OIL & GAS	5	01/08/85	
MORGAN ENERGY PARTNERS 1982-83 OIL & GAS	5	01/08/85	
MORGAN ENERGY PARTNERS 1982-83 OIL & GAS	5	01/08/85	
MORGAN ENERGY PARTNERS 1984 OIL & GAS IN	5	01/08/85	
MORGAN ENERGY PARTNERS 1984 OIL & GAS IN	5	01/08/85	
MORGAN ENERGY PARTNERS 1984 OIL & GAS IN	5	01/08/85	
NATIONAL BUSINESS COMMUNICATIONS CORP	4	02/06/85	
NEW ENGLAND LIFE PENSION PROPERTIES	2	01/23/85	
NEW YORK TESTING LABORATORIES INC	5	01/01/85	