# sec news digest

Issue 91-190

October 1, 1991

### COMMISSION ANNOUNCEMENTS

SECTION 16 LETTER INDEX BY SUBJECT MATTER

The Division of Corporation Finance has released an index organizing by subject matter Section 16 letters issued through October 1, 1991. The index is updated monthly and copies of it may be obtained by writing to, or by making a request in person at, the Public Reference Room, Securities and Exchange Commission, 450 5th Street, N.W., Room 1024, Washington, D.C. 20549.

# ADMINISTRATIVE PROCEEDINGS

PERMANENT CEASE AND DESIST PROCEEDINGS ORDERED AGAINST STEPHEN REPLIN

The Commission instituted permanent cease and desist proceedings against Stephen D. Replin. The Order instituting proceedings alleges that Replin violated the antifraud, reporting and offering escrow provisions of the Securities Exchange Act of 1934 and the antifraud provisions of the Securities Act of 1933. The alleged violations occurred in connection with the initial public offering of the securities of Laur Corporation, the S-1 registration statements of Laur's seven subsidiaries and the periodic reports of Laur Corporation. Among other things, the Order alleges Replin closed Laur's initial public offering with personal funds before the specified minimum number of shares were sold. The Order further alleges Replin failed to refund Laur offering proceeds to investors.

A hearing will be scheduled to take evidence on the staff's allegations and to afford the respondent an opportunity to present any defenses. (Rel. 34-29726)

#### CIVIL PROCEEDINGS

COMPLAINT NAMES DIRECT PHARMACEUTICAL CORPORATION

The Commission announced that on September 30 it filed a complaint in the U.S. District Court for the District of Columbia against Direct Pharmaceutical Corporation (Direct) of 2275 Cassens Drive, Fenton, Missouri 63026. The Commission in its complaint seeks to compel Direct to file its delinquent Annual Report on Form 10-K for its fiscal year ended September 30, 1990 and its delinquent Quarterly Reports on

Form 10-Q for its fiscal quarters ended December 31, 1990, March 31, 1991 and June 30, 1991. The Commission also seeks to compel Direct to file a complete and accurate Current Report on Form 8-K concerning its acquisition of Taykel Corporation in January 1990, and to enjoin it from further violations of Section 13(a) of the Securities Exchange Act of 1934 and Rules 12b-25, 13a-1 and 13a-13 thereunder. According to its 1989 Annual Report, Direct is engaged in the distribution of pharmaceuticals. [SEC v. Direct Pharmaceutical Corporation, Civil Action No. 91-2458, SS, D.D.C., September 30] (LR-13003)

#### INVESTMENT COMPANY ACT RELEASES

METROPOLITAN SERIES FUND, INC.

A notice has been issued giving interested persons until October 22 to request a hearing on an application filed by Metropolitan Series Fund, Inc. for an order under Section 6(c) of the Investment Company Act. The order would exempt the applicant from the provisions of Section 12(d)(3) of the Act and Rule 12d-3 thereunder to the extent necessary to permit applicant to invest in equity and convertible debt securities of foreign issuers engaged in securities related activities, in accordance with the conditions of the proposed amendments to Rule 12d3-1. (Rel. IC-18336; International Series Rel. 318 - September 27)

PRUDENTIAL-BACHE CORPORATE DIVIDEND FUND, INC.

A notice has been issued giving interested persons until October 22 to request a hearing on an application filed by Prudential-Bache Corporate Dividend Fund, Inc., a registered open-end investment company, for an order declaring that it has ceased to be an investment company. (Rel. IC-18335 - September 27)

#### HOLDING COMPANY ACT RELEASES

#### CEDAR COAL COMPANY

A notice has been issued giving interested persons until October 21 to request a hearing on a proposal by Cedar Coal Company, a nonutility subsidiary company of Appalachian Power Company, an electric utility subsidiary company of American Electric Power Company, Inc., a registered holding company. Cedar Coal Company proposes to provide services for a fee to nonassociate companies through December 31, 1996. (Rel. 35-25387)

#### NORTHEAST UTILITIES

A notice has been issued giving interested persons until October 21 to request a hearing on a proposal by Northeast Utilities (NU), a registered holding company, to issue and sell from time to time through December 31, 1992 up to 11 million shares of its common stock to its proposed Employee Stock Ownership Plan (ESOP). In connection with the funding of the ESOP, NU proposes to borrow and lend to the ESOP or guarantee the borrowing by the ESOP of up to \$220 million. (Rel. 35-25387)

#### AMERICAN ELECTRIC POWER COMPANY, INC.

A notice has been issued giving interested persons until October 21 to request a hearing on a proposal by American Electric Power Company, Inc. (AEP), a registered holding company, and its proposed subsidiary, AEP Investments, Inc. (AEP Investments). AEP proposes to acquire 100 shares of the common stock of AEP Investments, a newly formed subsidiary company, for \$10,000. AEP also proposes to make capital contributions to AEP Investments of up to \$6.5 million through June 30, 1993. AEP Investments proposes to acquire through June 30, 1993 approximately 9.9% of the common stock of Intersource Technologies, Inc. (Intersource), a nonaffiliated company engaged in the development of electronic light bulb technology, and convertible preferred stock of Intersource for an aggregate consideration of \$6.5 million. (Rel. 35-25387)

#### CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until October 21 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company. CSW proposes to merge CSW Financial, Inc., its wholly owned subsidiary company, into itself, with CSW being the surviving corporation. (Rel. 35-25387)

#### EASTERN EDISON COMPANY

A notice has been issued giving interested persons until October 21 to request a hearing on a proposal by Eastern Edison Company (Eastern Edison), Montaup Electric Company (Montaup), Blackstone Valley Electric Company (Blackstone), Newport Electric Corporation (Newport) and EUA Service Corporation (Service). The entities are subsidiaries (Subsidiaries) of Eastern Utilities Associates, a registered holding company. The Subsidiaries propose to issue short-term notes through December 31, 1993, each in the aggregate principal amount outstanding at any one time not to exceed \$35 million for Eastern Edison, \$25 million for Montaup, \$15 million for Blackstone, \$10 million for Service. (Rel. 35-25387)

#### SELF-REGULATORY ORGANIZATIONS

#### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the <u>Chicago Board Options Exchange</u> (SR-CBOE-91-30) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. The proposed rule change relates to a Memorandum of Understanding between the North American Securities Administrators Association, Inc. and the CBOE concerning Exchange listing standards for equity issues. (Rel. 34-29748)

#### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval for a temporary period ending on May 24, 1993 to a proposed rule change filed by the <u>Philadelphia Stock Exchange</u> (SR-Phlx-91-32) to amend Exchange Rule 232 relating to primary market protection of limit orders. (Rel. 34-29749)

#### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved two proposed rule changes filed under Rule 19b-4. They are as follows: <u>Philadelphia Stock Exchange</u> (SR-Phlx-91-29) to adopt Phlx Equity Floor Procedure Advice E-E-1 - Required Staffing of the Equity Floor (Rel. 34-29750); and <u>American Stock Exchange</u> (SR-Amex-91-16) to adopt Section 146 to the Amex <u>Company Guide</u> to allow the Exchange, in its discretion, to reduce or waive the amount of original, annual and/or additional listing fees under certain limited circumstances to accommodate unique situations. (Rel. 34-29752)

#### 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 PNC FUNDING CORP, NINTH & STATE ST, MARINE BANK BLDG, ERIE, PA 16501 (814) 871-9223 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-42803 - SEP. 24) (BR. 2)
- S-1 FREEDOM BANCSHARES INC/WV/, 315 CRIM AVE, BELINGTON, WV 26250 (304) 823-1531 20,000 (\$520,000) COMMON STOCK. (FILE 33-42804 SEP. 24) (BR. 1)
- S-1 IMMUNE RESPONSE CORP, 5935 DARWIN COURT, CARLSBAD, CA 92008 (619) 431-7080 -300,000 (\$8,962,500) COMMON STOCK. 1,195,000 (\$35,700,625) COMMON STOCK. UNDERWRITER: MONTGOMERY SECURITIES, ROBERTSON STEPHENS & CO. (FILE 33-42805 - SEP. 24) (BR. 4)
- S-18 SPORTS LEISURE INC /DE, 7900 GLADES RD, BOCA RATON, FL 33434 (407) 483-0600 -920,000 (\$4,600,000) COMMON STOCK. UNDERWRITER: GILFORD SECURITIES INC. (FILE 33-42840-A - SEP. 17) (BR. 8 - NEW ISSUE)
- S-8 AMERICAN HEALTHCORP INC /DE, ONE BURTON HILLS BLVD, NASHVILLE, TN 37215 (615) 665-1122 - 275,000 (\$2,715,625) COMMON STOCK. (FILE 33-42895 - SEP. 23) (BR. 5)
- S-2 GOLD KIST INC, 244 PERIMETER CTR PKWY NE, ATLANTA, GA 30346 (404) 393-5000 600,000 (\$600,000) EQUIPMENT TRUST CERTIFICATES. 900,000 (\$900,000)
  EQUIPMENT TRUST CERTIFICATES. 3,100,000 (\$3,100,000) EQUIPMENT TRUST CERTIFICATES. 7,400,000 (\$7,400,000) EQUIPMENT TRUST CERTIFICATES. 50,000,000 (\$50,000,000)
  EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: AGVESTMENTS INC, INTERSTATE JOHNSON LANE CORP. (FILE 33-42900 SEP. 24) (BR. 3)
- S-4 FIRST SECURITY CORP /DE/, 79 S MAIN ST, PO BOX 30006, SALT LAKE CITY, UT 84130 (801) 350-5706 550,000 (\$9,289,500) COMMON STOCK. (FILE 33-42901 SEP. 24) (BR. 2)
- S-8 HEALTHCARE COMPARE CORP/DE/, 3200 HIGHLAND AVE, DOWNERS GROVE, IL 60515
  (312) 269-8000 240,000 (\$614,400) COMMON STOCK. 160,000 (\$550,400) COMMON STOCK.
  80,000 (\$340,000) COMMON STOCK. 23,000 (\$57,500) COMMON STOCK. (FILE 33-42902 SEP. 24) (BR. 10)
- S-3 COMSTOCK RESOURCES INC, 5005 LBJ FWY STE 1150, DALLAS, TX 75244 (214) 701-2100 425,000 (\$637,500) COMMON STOCK. (FILE 33-42903 SEP. 24) (BR. 12)
- S-1 RESOURCE FINANCE GROUP LTD, 410 17TH ST STE 2100, DENVER, CO 80202 (303) 595-8833 100,000 (\$600,000) COMMON STOCK. 50,000 (\$300,000) COMMON STOCK. 500,000 (\$3,000,000) COMMON STOCK. (FILE 33-42904 SEP. 24) (BR. 6 NEW ISSUE)

#### EGISTRATIONS CONTINUED

- S-8 MEDICUS SYSTEMS CORP /DE, ONE ROTARY CENTER, EVANSTOM, IL 60201 (708) 570-7500 100,000 (\$1,262,500) CONMON STOCK. (FILE 33-42905 SEP. 24) (BR. 10)
- S-8 AMERICAN HEALTHCORP INC /DE, ONE BURTON HILLS BLVD, NASHVILLE, TN 37215 (615) 665-1122 - 30,000 (\$296,250) COMMON STOCK. (FILE 33-42908 - SEP. 24) (BR. 5)
- S-8 AMERICAN HEALTHCORP INC /DE, ONE BURTON HILLS BLVD, NASHVILLE, TN 37215 (615) 665-1122 - 15,000 (\$148,125) COMMON STOCK. (FILE 33-42909 - SEP. 24) (BR. 5)
- S-3 PUBLIC SERVICE ENTERPRISE GROUP INC, 80 PARK PLZ, P 0 BOX 1171, NEWARK, NJ 07101 (201) 430-7000 - 5,000,000 (\$138,125,000) COMMON STOCK. (FILE 33-42920 - SEP. 24) (BR. 13)
- S-6 DEFINED ASSET FUNDS MUN INVT TR FD MULTISTATE SER 9M, C/O DAVIS POLK & WARDWELL, ONE CHASE MANHATTAN PLAZA, NEW YORK, NY 10005 (212) 530-4540 - INDEFINITE SHARES. (FILE 33-42921 - SEP. 24) (BR. 22 - NEW ISSUE)
- S-6 DEFINED ASSET FUNDS MUNICIPAL INVT TR FD INTERM TERM SER 183, C/O DAVIS POLK & WARDWELL, ONE CHASE MANHATTAN PLAZA, NEW YORK, NY 10005 -INDEFINITE SHARES. (FILE 33-42922 - SEP. 24) (BR. 22 - NEW ISSUE)
- S-6 DEFINED ASSET FUNDS GOVT SEC INC FD MON PYMT US TREAS SER 13, C/O DAVIS POLK & WARDWELL, ONE CHASE MANHATTAN PLAZA, NEW YORK, NY 10005 (212) 530-4540 - INDEFINITE SHARES. (FILE 33:42923 - SEP. 24) (BR. 17 - NEW ISSUE)
- S-6 SEARS EQUITY INVT TR DEAN WITTER RECOMMENDED LIST SER 9, ORRICK, HERRINGTON & SUTCLIFFE, 599 LEXINGTON AVENUE, NEW YORK, NY 10022 (212) 326-8965 - INDEFINITE SHARES. (FILE 33-42924 - SEP. 24) (BR. 22 - NEW ISSUE)
- S-3 COLLATERALIZED MORTGAGE SECURITIES CORP. PARK AVE PLZ, NEW YORK, NY 10055 (212) 909-7537 - 1,000,000,000 (\$1,000,000,000) MORTGAGE BONDS. UNDERWRITER: FIRST BOSTON CORP. (FILE 33-42945 - SEP. 24) (BR. 11)
- S-1 AFG SECURED INCOME TRUST I, EXCHANGE PLACE, BOSTON, MA 02109 (617) 542-1200 -2,000,000 (\$50,000,000) EQUIPMENT TRUST CERTIFICATES. 2,000,000 (\$50,000,000) EQUIPMENT TRUST CERTIFICATES. 2,000,000 (\$50,000,000) EQUIPMENT TRUST CERTIFICATES. 2,000,000 (\$50,000,000) EQUIPMENT TRUST CERTIFICATES. 4,000,000 (\$100,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: AMERICAN FINANCE GROUP SECURITIES CORP. (FILE 33-42946 - SEP. 24) (BR. 5 - NEW ISSUE)
- S-3 UNITED AIR LINES INC, 1200 E ALGONQUIN RD, ELK GROVE TOWNSHIP, IL 60007 (708) 952-4000 - 359,923,000 (\$359,923,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-42947 - SEP. 24) (BR. 15)
- S-4 FIRSTAR CORP/WI, 777 E WISCONSIN AVE, MILWAUKEE, WI 53202 (414) 765-4321 130,764 (\$3,932,100) COMMON STOCK. 2,708 (\$72,000) COMMON STOCK. 133,472 PREFERRED STOCK. (FILE 33-42948 SEP. 24) (BR. 1)
- S-8 AMBANC CORP, 302 MAIN ST, VINCENNES, IN 47591 (812) 882-3050 26,754 (\$1,074,440.64) COMMON STOCK. (FILE 33-42949 SEP. 24) (BR. 2)
- S-8 AMOCO CORP, 200 E RANDOLPH DR, CHICAGO, IL 60601 (312) 856-6111 10,000,000 (\$516,875,000) COMMON STOCK. (FILE 33-42950 SEP. 24) (BR. 11)
- S-1 INTERACTIVE NETWORK INC /CA, 1991 LANDINGS DR, MOUNTAIN VIEW, CA 94043 (415) 960-1000 - 2,300,000 (\$18,400,000) COMMON STOCK. 200,000 WARRANTS, OPTIONS OR RIGHTS. 200,000 (\$1,920,000) COMMON STOCK. UNDERWRITER: DICKINSON R G & CO. (FILE 33-42951 - SEP. 24) (BR. 11 - NEW ISSUE)
- S-3 BURLINGTON NORTHERN INC/DE/, 3800 CONTINENTAL PLZ, 777 MAIN ST, FT WORTH, TX 76102 (817) 878-2000 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-42952 - SEP. 24) (BR. 5)

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#### REGISTRATIONS CONTINUED

- S-3 BURLINGTON NORTHERN INC/DE/, 3800 CONTINENTAL PLZ, 777 MAIN ST, FT WORTH, TX 76102 (817) 878-2000 - 10,350,000 (\$345,431,250) COMMON STOCK. UNDERWRITER: GOLDMAN SACHS & CO, MERRILL LYNCH & CO, MORGAN STANLEY & CO. (FILE 33-42953 - SEP. 24) (BR. 5)
- S-8 STANDEX INTERNATIONAL CORP/DE/, 6 MANOR PKWY, SALEN, NH 03079 (603) 893-9701 -200,000 (\$3,298,000) COMMON STOCK. 132,400 (\$2,731,412) COMMON STOCK. 73,000 (\$1,095,000) COMMON STOCK. 94,600 (\$2,205,362.50) COMMON STOCK. (FILE 33-42954 -SEP. 24) (BR. 10)
- S-1 HAMBURGER HAMLET RESTAURANTS INC, 14156 MAGNOLIA BLVD, SHERMAN OAKS, CA 91423 250,000 (\$3,250,000) COMMON STOCK. 3,027,500 (\$39,357,500) COMMON STOCK. (FILE
  33-42955 SEP. 24) (BR. 1 NEW ISSUE)
- F-1 PETRO CANADA, 150 6TH AVE S W, CALGARY ALBERTA CANADA T2P 3E3, A0 00000 -600,000,000 (\$600,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. UNDERWRITER: MERRILL LYNCH & CO, MORGAN STANLEY & CO, MORGAN J P SECURITIES INC, SALOMON BROTHERS INC. (FILE 33-42956 - SEP. 24) (BR. 3)

ACQUISITION OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column - 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT : DATE	SHRS(000)/ XOWNED	CUSIP/ FILING PRIOR% STATUS
OUTBOARD MARINE CORP COM			1,444	69002010
CONFED INVMNT COUNSELLING	130	7/30/91	7.4	5.7 UPDATE
POLYPHASE CORP COM			110	73179110
STEVENS PAUL	13D	9/11/91	5.9	0.0 NEW

## CQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT DATE	SHRS(000)/ Xowned	-	
PURE TECH INTL INC ANSTALT RAFETA INC	COM	13D	9/17/9	•	7462251 0.0	D. NEW
PURE TECH INTL INC	CON	13D	9/17/9	•	7462251	0 Nev
PURE TECH INTL INC MASTROIANNI JOSEPH	COM	130	9/17/9	1,098	7462251	
PURE TECH INTL INC	COM			6,452	7462251	D
SINNERICH SIMON REEVES TELECOM LTD PRTSH	LTD	130	9/17/9		0.0 7579921	NEW 0
GRACE OLIVER R	СОН	130	9/16/9	908 908		UPDATE
REGAL BELOIT CORP CONFED INVMNT COUNSELLING	COM	130	9/11/9			UPDATE
ADAPTEC INC STATE OF WISCONSIN INVEST	com BD	130	9/17/9	N/A 91 N/A		UPDATE
ALASKA AIR GROUP INC STATE OF WISCONSIN INVEST	COM BD	13D	9/17/9	697 91 5.3		D New
AMERCO Samwill inc et al	COM	130	9/14/9	•	0235911 0.1	0 UPDATE
AMERICAN INDTY FINL CORP TWEEDY BROWNE COLPETAN	COM	13D	9/20/9	96 91 5.0		D NEW
BJ SVCS CO State of Wisconsin invest	COM RD	13D	9/13/9	1,128 21 8.7		0 UPDATE
BRISTOL HLDGS INC	CON			240	1100352	0
MCDONALD ROBERT L SR	СОМ	13D	7/19/9	21 5.8 3,161	1497591	
BROKAW CLIFFORD V III DAMON CORP NEW	COM	13D NEW \$0.01	9/25/9		11.7 2357183	UPDATE
ROSEN ROBERT L ET AL		130	8/29/9	55.7	0.0	NEW
DESOTO INC GAMCO INVESTORS INC ET AL	COH	130	9/24/9		2505951 17.8	UPDATE
FIRST NATL PA CORP PNC FINANCIAL CORP	COM	1 <b>3</b> 0	9/16/9		3357251 0.0	O NEW
HERITAGE FINL LTD PETERSON JOHN F ET AL	CAP	STK 130	9/13/9		4279931 8.3	0 UPDATE
IN FOCUS SYS INC STATE OF WISCONSIN INVEST	COM BD	13D	9/10/9		4529191 0.0	0 NEW

## ACQUISITIONS CONT.

			EVENT	SHRS(000)/		ILING
NAME AND CLASS OF STOCK/OWNER		FORM	DATE	XOWNED	PRIORX	STATUS
INTL CORONA CORP	CL A	SUB VTG		1,490	47599910	)
GOODMAN NED ET AL		13D	9/10/9		2.3	
INTL CORONA CORP	CL B			3,532	47599920	)
GOODMAN NED ET AL		130	9/10/9	1 2.2	2.2	UPDATE
NATIONAL SEMICONDUCTOR CORP	COM			9,617	63764010	, )
STATE OF WISCONSIN INVEST	BD	130	9/13/9	1 9.3	8.1	UPDATE
NEW YORK BANCORP INC	COM	<sup>1</sup>		459	64938910	
MALLOY PATRICK E III ET A	L	130	9/25/9	1 13.6	9.3	UPDATE
PANSOPHIC SYS INC	COH			N/A	69863110	)
STATE OF WISCONSIN INVEST	BD	130	9/13/9	1 N/A	7.2	UPDATE
PHARMACONTROL CORP	CON			1,316	71691030	ън Г
ICC INDS INC ET AL		1 <b>3</b> D	9/16/9	30.0	0.0	NEW
QUARTERDECK OFFICE SYS INC	СОН			1,176	74771210	) 
SEAFIRST VENTURE CAPITAL	CORP	130	9/17/91	6.0	0.0	NEW
TRANSPORTATION CAPITAL CORP	COH .			315	89387210	
GLAUBINGER LAWRENCE D ET	NĽ.	130	9/16/91	16.4	16.4	UPDATE
VISX INC DEL	COM			349	92899910	)
CAP ADVISERS LTD		130	7/24/91	3.9	6.3	UPDATE

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