

sec news digest

Issue 94-200

October 20, 1994

ENFORCEMENT PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS AGAINST GERALD UNTERMAN

The Commission announced today the institution of administrative proceedings pursuant to Sections 203(e), 203(f) and 203(k) of the Investment Advisers Act of 1940 and the entry of an Order making findings that Gerald B. Unterman, an officer, director and minority shareholder of Solomon Asset Management, Inc. (SAM), a registered investment adviser that is now known as Cypress Capital Management, Inc., willfully, as used in Sections 203(e) and 203(f) of the Advisers Act, aided and abetted and was a cause of SAM's violations of Sections 206(1) and 206(2) of the Advisers Act. The Order also requires Unterman to cease and desist from causing any violation and any future violation of Sections 206(1) and 206(2) of the Advisers Act; censured him; and requires Unterman to cause three investment advisers to maintain internal procedures, policies and controls which are reasonably designed to assure compliance with the federal securities laws as long as he is associated with one or more of these Investment Advisers. The Commission simultaneously accepted Unterman's consent to issuance of the Order.

The proceedings against Unterman arise out of an agreement between David B. Solomon and Michael R. Milken involving transactions effected for the accounts of SAM clients. (Rel. IA-1448)

COMPLAINT FILED AGAINST J. PATRICK KERICH

On September 30, the Commission filed a complaint in the U.S. District Court for the District of Columbia against J. Patrick Kerich (Kerich), former Chief Executive Officer and Chairman of the Board of Mallard Coach Co., Inc. (Mallard), alleging violations of the antifraud and reporting company provisions of the federal securities laws. Simultaneous with the filing of the complaint Kerich submitted a Consent and Stipulation in which he, without admitting or denying the allegations of the Commission's complaint, consented to the relief requested. Accordingly, on October 4, 1994, the Court entered an order enjoining Kerich from future violations of the above cited provisions and ordering Kerich to pay a \$50,000 civil penalty.

The Commissions complaint had alleged that during Mallards fiscal year 1991 Kerich, among other things, caused numerous unsupported adjustments to Mallards financial statements filed with the Commission which had the effect of understating losses and, thereby, overstating income. [SEC v. J. Patrick Kerich, USDC for the District of Columbia, Civil Action No. 94-2105] (LR-14299)

INVESTMENT COMPANY ACT RELEASES

GREAT HALL INVESTMENT FUNDS, INC., ET AL.

A notice has been issued giving interested persons until November 14 to request a hearing on an application filed by Great Hall Investment Funds, Inc., et al. for an order under Section 6(c) of the Investment Company Act that would exempt certain investment companies from Sections 2(a)(32), 2(a)(35), 18(f)(1), 18(g), 18(i), 22(c), and 22(d) of the Act, and Rule 22c-1 thereunder. The requested order would permit the investment companies to offer an unlimited number of classes of shares representing interests in the same portfolio of securities, and to assess and, under certain circumstances, waive a contingent deferred sales charge. (Rel. IC-20635 - October 18)

STADSHYPOTEK AB

A notice has been issued giving interested persons until November 7 to request a hearing on an application filed by Stadshypotek AB under Section 6(c) of the Investment Company Act for an order exempting applicant from all provisions of the Act. Applicant is a wholly-owned subsidiary of Konungariket Sveriges stadshypotekskassa (UMB). UMB was established by the Swedish government to finance the acquisition and development of residential and commercial properties in Sweden through mortgage lending. UMB is being converted into a private sector limited liability company. Applicant is the corporation through which this privatization will be accomplished. As part of the privatization, applicant intends to offer and sell a tranche of its common shares in the United States pursuant to Rule 144A under the Securities Act of 1933. In addition, applicant may offer and sell other debt and equity securities in the United States in the future. (Rel. IC-20636; International Series Rel. 733 - October 19)

THE BRINSON FUNDS, ET AL.

A conditional order has been issued on an application filed by The Brinson Funds, et al. under Section 6(c) of the Investment Company Act for an exemption from the provisions of Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i), 22(c), and 22(d) of the Act, and Rule 22c-1 thereunder. The order permits certain open-end management investment companies to issue multiple classes of shares representing interests in the same investment portfolio and assess and, under certain circumstances, waive or reduce a contingent deferred sales charge on certain redemptions of shares. (Rel. IC-20638 - October 19)

SELF-REGULATORY ORGANIZATIONS

WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until November 8 to comment on the application of Cohu, Inc. to withdraw its Common Stock, \$1.00 Par Value, from listing and registration on the American Stock Exchange. (Rel. 34-34855)

UNLISTED TRADING PRIVILEGES GRANTED

Orders have been issued granting the applications of three exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. The exchanges and number of issues are: Cincinnati Stock Exchange - 20 issues (Rel. 34-34856); Philadelphia Stock Exchange - 5 issues (Rel. 34-34858); and Chicago Stock Exchange - 11 issues (Rel. 34-34859).

UNLISTED TRADING PRIVILEGES SOUGHT

A notice has been issued giving interested persons until November 9 to comment on the application of the Chicago Stock Exchange for unlisted trading privileges in seven over-the-counter issues and an application to withdraw unlisted trading privileges in seven over-the-counter issues. (Rel. 34-34863)

DELISTING GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration E&B Marine, Inc., Common Stock, \$.01 Par Value. (Rel. 34-34857)

PROPOSED RULE CHANGES

The Pacific Stock Exchange filed a proposed rule change (SR-PSE-94-22) to facilitate the execution of cross transactions on the PSE equities floors. Publication of the proposal is expected in the Federal Register during the week of October 24. (Rel. 34-34849)

The Chicago Board Options Exchange filed a proposed rule change (SR-CBOE-94-32) to list and trade warrants on the Nikkei Stock Index 300. Publication of the proposal is expected in the Federal Register during the week of October 24. (Rel. 34-34854)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change filed by the Pacific Stock Exchange (SR-PSE-94-26) to waive certain fees for Floor Members has become effective upon filing with the Commission. Publication of the filing is expected in the Federal Register during the week of October 24. (Rel. 34-34852)

A proposed rule change filed by the New York Stock Exchange (SR-NYSE-94-36) to eliminate the monthly fee charged for obtaining certain statistical reports on extensions of time has become effective upon filing with the Commission. Publication of the filing is expected in the Federal Register during the week of October 24. (Rel. 34-34862)

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved proposed rule changes (SR-NYSE-94-26 and SR-NYSE-94-27) filed by the New York Stock Exchange relating to revisions to the Examination Specifications for the General Securities Registered Representative (Series 7) Examination and corresponding Content Outline. The approval is contingent upon the filing of the Examination Specifications and Content Outline by the other appropriate SROs and the approval of those filings by the Commission. (Rel. 34-34853)

The Commission approved a proposed rule change filed by the Cincinnati Stock Exchange (SR-CSE-94-08) to increase its membership application fees. (Rel. 34-34861)

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-6 NATIONAL MUNICIPAL TRUST MULTISTATE SERIES 67,
C/O PRUDENTIAL SECURITIES INC, 32 OLD SLIP-FINANCIAL SQUARE, NEW YORK, NY
10292 - 2,405 (\$2,500,680) UNIT INVESTMENT TRUST. (FILE 33-55835 -
OCT. 06) (BR. 22 - NEW ISSUE)

S-3 MASCOTECH INC, 21001 VAN BORN RD, TAYLOR, MI 48180 (313) 274-7405 -
561,000,000 (\$561,000,000) STRAIGHT BONDS. (FILE 33-55837 - OCT. 06)
(BR. 4)

S-3 WACHOVIA CORP/ NC, 301 N MAIN STREET, WINSTON SALEM, NC 27150
(919) 770-5000 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE
33-55839 - OCT. 06) (BR. 2)

REGISTRATIONS CONT.

- S-8 FAIRFIELD COMMUNITIES INC, 2800 CANTRELL RD, LITTLE ROCK, AR 72202
(501) 664-6000 - 1,000,000 (\$5,940,000) COMMON STOCK. (FILE 33-55841 -
OCT. 06) (BR. 9)
- SB-2 VISTA 2000 INC, 11660 ALPHARETTA HWY, STE 330, ROSWELL, GA 30076
(404) 751-3776 - 200 (\$1,250) COMMON STOCK. (FILE 33-84344-A - SEP. 23)
(BR. 5)
- S-8 INCSTAR CORP, 1990 INDUSTRIAL BLVD, STILLWATER, MN 55082 (612) 439-9710
- 500,000 (\$1,218,750) COMMON STOCK. (FILE 33-84498 - SEP. 29) (BR. 4)
- S-4 ICN MERGER CORP, 3300 HYLAND AVE, COSTA MESA, CA 92626 (714) 545-0100 -
300,000 (\$725,700,000) COMMON STOCK. (FILE 33-84534 - SEP. 29) (BR. 4)
- S-3 CAMDEN PROPERTY TRUST, 3200 SOUTHWEST FRWY, STE 1500, HOUSTON, TX 77027
(713) 964-3555 (FILE 33-84536 - OCT. 03) (BR. 6)
- S-8 PILLOWTEX CORP, 4111 MINT WAY, DALLAS, TX 75237 (214) 333-3225 -
400,000 (\$6,025,000) COMMON STOCK. (FILE 33-84624 - SEP. 29) (BR. 8)
- S-8 A PLUS COMMUNICATIONS INC /TN/, 2416 HILLSBORO RD, NASHVILLE, TN 37212
(615) 385-4500 - 200,000 (\$2,426,000) COMMON STOCK. (FILE 33-84652 -
OCT. 05) (BR. 7)
- S-8 NORD PACIFIC LIMITED, 22 CHURCH ST, HAMILTON HM 11 BERMUDA, DO
(809) 292-2363 - 2,480,000 (\$2,165,600) FOREIGN COMMON STOCK. (FILE
33-84654 - OCT. 05) (BR. 1)
- S-3 STEPHAN CO, 1850 W MCNAB RD, FORT LAUDERDALE, FL 33309 (305) 971-0600 -
400,000 (\$5,952,000) COMMON STOCK. (FILE 33-84666 - OCT. 04) (BR. 9)
- S-8 APPLETREE COMPANIES INC, 2255 GLADES RD STE 200 E, BOCA RATON, FL 33431
(407) 995-0605 - 928,000 (\$116,000) COMMON STOCK. (FILE 33-84668 -
OCT. 04) (BR. 5)
- S-8 SANTA FE PACIFIC GOLD CORP, 6200 UPTOWN BLVD NE, STE 400, ALBUQUERQUE,
NM 87110 (505) 880-5300 - 5,000,000 (\$86,250,000) COMMON STOCK. (FILE
33-84674 - SEP. 30) (BR. 1)
- S-8 COMMUNITY HEALTH SYSTEMS INC, 3707 FM 1960 W STE 500, HOUSTON, TX 77068
(713) 537-5230 - 296,632 (\$7,638,274) COMMON STOCK. (FILE 33-84724 -
OCT. 04) (BR. 6)
- S-8 PAUL SON GAMING CORP, 2121 INDUSTRIAL ROAD, LAS VEGAS, NV 89102
(702) 384-2425 - 75,000 (\$1,000,875) COMMON STOCK. (FILE 33-84726 -
OCT. 04) (BR. 11)
- S-8 PAUL SON GAMING CORP, 2121 INDUSTRIAL ROAD, LAS VEGAS, NV 89102
(702) 384-2425 - 500,000 (\$6,108,000) COMMON STOCK. (FILE 33-84728 -
OCT. 04) (BR. 11)
- S-8 DIGITAL SOUND CORP, 6307 CARPINTERIA AVE, CARPINTERIA, CA 93013
(805) 566-2000 - 1,500,000 (\$3,795,000) COMMON STOCK. (FILE 33-84730 -
OCT. 04) (BR. 7)
- S-3 PAGES INC, 740 NORTH MAIN STREET, WEST HARTFORD, CT 06117
(000) 000-0000 - 60,000 (\$420,000) COMMON STOCK. (FILE 33-84732 - OCT. 04)
(BR. 2)

REGISTRATIONS CONT.

- S-3 GBC TECHNOLOGIES INC, 100 GBC COURT, BERLIN, NJ 08009 (609) 767-2500 - 678,017 (\$6,186,905.30) COMMON STOCK. (FILE 33-84734 - OCT. 04) (BR. 9)
- S-8 MANPOWER INC /WI/, 5301 N IRONWOOD RD, MILWAUKEE, WI 53217 (414) 961-1000 - 2,000,000 (\$54,500,000) COMMON STOCK. (FILE 33-84736 - OCT. 05) (BR. 6)
- S-8 IBAH INC, FOUR VALLEY SQUARE, 512 TOWNSHIP LINE ROAD, BLUE BELL, PA 19422 (610) 558-0500 - 3,640,000 (\$6,921,794.66) COMMON STOCK. (FILE 33-84738 - OCT. 05) (BR. 4)
- S-8 HEALTHY PLANET PRODUCTS INC, 1129 N MCDOWELL BLVD, PETALUMA, CA 94954 (707) 778-2280 - 465,000 (\$3,749,062.50) COMMON STOCK. (FILE 33-84740 - OCT. 05) (BR. 12)
- S-4 COMMUNITY FIRST BANKSHARES INC, 520 MAIN AVENUE, FARGO, ND 58124 (701) 298-8560 - 2,557,946 (\$20,609,000) COMMON STOCK. (FILE 33-84746 - OCT. 05) (BR. 1)
- F-1 ABBEY NATIONAL FIRST CAPITAL B V, LANGE VOORHOUT 86 APT 22 2514 EJ, HAGUE NETHERLANDS, P7 - 500,000,000 (\$500,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-84780 - OCT. 04) (BR. 2 - NEW ISSUE)
- N-2 EMERGING MARKETS GROWTH FUND INC, 333 S HOPE ST - 52ND FL, LOS ANGELES, CA 90071 (213) 486-9200 - 20,000,000 (\$1,483,200,000) COMMON STOCK. (FILE 33-84794 - OCT. 05) (BR. 16)
- S-8 AMERICAN EAGLE OUTFITTERS INC, 150 THORN HILL DR, WARRENDALE, PA 15086 (412) 776-4857 - 100,000 (\$2,762,500) COMMON STOCK. (FILE 33-84796 - OCT. 05) (BR. 1)
- S-3 CELLULAR COMMUNICATIONS OF PUERTO RICO INC, 150 EAST 58TH ST, NEW YORK, NY 10155 (212) 906-8440 - 60,000 (\$2,085,000) COMMON STOCK. (FILE 33-84800 - OCT. 05) (BR. 7)
- S-1 MASSACHUSETTS MUTUAL LIFE INSURANCE CO, 1295 STATE ST, SPRINGFIELD, MA 01111 (413) 744-5295 - \$15,000,000 VARIABLE ANNUITY ISSUES. (FILE 33-84802 - OCT. 05) (BR. 20 - NEW ISSUE)
- S-3 TRANSTEXAS GAS CORP, 363 N SAN HOUSTON PKWY EAST, STE 1900, HOUSTON, TX 77060 (713) 447-3111 - 5,750,000 (\$65,406,250) COMMON STOCK. (FILE 33-84804 - OCT. 05) (BR. 3)
- S-1 GREAT AMERICAN RECREATION INC, P O BOX 848, MCAFEE, NJ 07428 (201) 827-2000 - 15,000,000 (\$4,200,000) COMMON STOCK. (FILE 33-84810 - OCT. 05) (BR. 12)
- S-11 INTERVEST CORPORATION OF NEW YORK, 10 ROCKEFELLER PLZ STE 1015, NEW YORK, NY 10020 (212) 757-7300 - 5,000,000 (\$5,000,000) FLOATING RATE NOTES. (FILE 33-84812 - OCT. 05) (BR. 11)
- S-8 GFS BANCORP INC, 1025 MAIN ST, GRINNELL, IA 50112 (515) 236-3121 - 51,922 (\$529,220) COMMON STOCK. (FILE 33-84814 - OCT. 05) (BR. 2)
- S-3 AAMES CAPITAL CORP, 3731 WILSHIRE BLVD, LOS ANGELES, CA 90010 (213) 351-6100 - 750,000,000 (\$750,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-84816 - OCT. 06) (BR. 12)

REGISTRATIONS CONT.

- S-4 CNB BANCSHARES INC, 20 N W THIRD ST, EVANSVILLE, IN 47739 (812) 464-3400 - 645,616 (\$19,424,002.98) COMMON STOCK. (FILE 33-84818 - OCT. 06) (BR. 2)
- S-1 AUDRE RECOGNITION SYSTEMS INC, 10915 TECHNOLOGY PL, SAN DIEGO, CA 92127 (619) 451-2260 - 3,000,000 (\$4,050,000) FOREIGN COMMON STOCK. (FILE 33-84822 - OCT. 06) (BR. 9)
- S-1 FIRST KEYSTONE FINANCIAL INC, 22 WEST STATE ST, MEDIA, PA 19063 (215) 565-6210 - 2,314,375 (\$23,143,750) COMMON STOCK. UNDERWRITER: POTOMAC SECURITIES INC. (FILE 33-84824 - OCT. 06) (BR. 2)
- S-3 BARNES & NOBLE INC, 122 FIFTH AVE, NEW YORK, NY 10011 (212) 633-3300 - 500,000 (\$13,345,000) COMMON STOCK. (FILE 33-84826 - OCT. 06) (BR. 2)
- S-3 NATIONAL STEEL CORP, 4100 EDISON LAKES PARKWAY, MISHAWAKA, IN 46545 (219) 273-7000 - 6,900,000 (\$134,118,750) COMMON STOCK. (FILE 33-55989 - OCT. 12) (BR. 6)
- S-8 SPELLING ENTERTAINMENT GROUP INC, ONE BLOCKBUSTER PLZ, FT LAUDERDALE, FL 33301 (305) 832-3000 - 752,899 (\$4,833,560) COMMON STOCK. (FILE 33-55991 - OCT. 12) (BR. 12)
- S-3 ASARCO INC, 180 MAIDEN LN, NEW YORK, NY 10038 (212) 510-2000 - 10,353,363 (\$329,366,360) COMMON STOCK. (FILE 33-55993 - OCT. 12) (BR. 6)
- S-3 HILLHAVEN CORP, 1148 BROADWAY PLZ, TACOMA, WA 98402 (206) 572-4901 - 1,262,061 (\$27,899,447) COMMON STOCK. (FILE 33-55995 - OCT. 12) (BR. 6)
- S-3 CANANDAIGUA WINE CO INC, 116 BUFFALO ST, CANANDAIGUA, NY 14424 (716) 394-7900 - 3,795,000 (\$129,030,000) COMMON STOCK. UNDERWRITER: BLAIR WILLIAM & CO, CHASE SECURITIES INC, CS FIRST BOSTON, MERRILL LYNCH & CO. (FILE 33-55997 - OCT. 12) (BR. 11)
- S-8 MAYFLOWER GROUP INC /IN/, 9998 N MICHIGAN RD, CARMEL, IN 46032 (317) 875-1000 - 500,000 (\$6,125,000) COMMON STOCK. (FILE 33-55999 - OCT. 12) (BR. 4)
- S-8 MAYFLOWER GROUP INC /IN/, 9998 N MICHIGAN RD, CARMEL, IN 46032 (317) 875-1000 - 60,000 (\$735,000) COMMON STOCK. (FILE 33-56001 - OCT. 12) (BR. 4)
- S-8 MAYFLOWER GROUP INC /IN/, 9998 N MICHIGAN RD, CARMEL, IN 46032 (317) 875-1000 - 500,000 (\$6,125,000) COMMON STOCK. (FILE 33-56003 - OCT. 12) (BR. 4)
- S-2 CERTIFIED GROCERS OF CALIFORNIA LTD, 2601 S EASTERN AVE, C/O H E COLLINS VICE PRESIDENT, LOS ANGELES, CA 90040 (213) 723-7476 - 5,000,000 (\$5,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-56005 - OCT. 12) (BR. 3)
- S-4 BURLINGTON NORTHERN INC/DE/, 3800 CONTINENTAL PLZ, 777 MAIN ST, FT WORTH, TX 76102 (817) 333-2000 - 58,250,000 (\$2,699,887,500) COMMON STOCK. (FILE 33-56007 - OCT. 12) (BR. 5)
- S-11 TAUBMAN REALTY GROUP LTD PARTNERSHIP, 200 EAST LONG LAKE RD, BLOOMFIELD HILLS, MI 48304 (810) 258-6800 - 100,000,000 (\$100,000,000) FLOATING RATE NOTES. (FILE 33-84932 - OCT. 11) (BR. 5)

REGISTRATIONS CONT.

- S-8 YOUTH SERVICES INTERNATIONAL INC, 6 PARK CENTER CT, STE 211,
OWINGS MILLS, MD 21117 (410) 356-8600 - 500,000 (\$3,845,000) COMMON STOCK.
(FILE 33-84934 - OCT. 11) (BR. 6)
- S-1 RAMAPO FINANCIAL CORP, 64 MOUNTAIN VIEW BLVD, WAYNE, NJ 07470
(201) 696-6100 - 2,641,935 (\$5,283,870) COMMON STOCK. UNDERWRITER:
LEGG MASON. (FILE 33-84936 - OCT. 11) (BR. 2)
- S-8 YOUTH SERVICES INTERNATIONAL INC, 6 PARK CENTER CT, STE 211,
OWINGS MILLS, MD 21117 (410) 356-8600 - 50,000 (\$384,500) COMMON STOCK.
(FILE 33-84938 - OCT. 11) (BR. 6)
- S-8 VARSITY SPIRIT CORPORATION, 2525 HORIZON LAKE DR STE 1, MEMPHIS, TN
38133 (901) 387-4300 - 200,000 (\$3,200,000) COMMON STOCK. (FILE 33-84940 -
OCT. 11) (BR. 7)
- S-4 TRANS WORLD AIRLINES INC /NEW/, ONE CITY CENTRE, 515 N SIXTH ST,
ST LOUIS, MO 63101 (314) 589-3000 - 15,876,243 (\$1,056,744,417)
COMMON STOCK. 85,064,000 STRAIGHT BONDS. 4,107,142
WARRANTS, OPTIONS OR RIGHTS. 11,250,000 COMMON STOCK. (FILE 33-84944 -
OCT. 11) (BR. 3)
- S-8 CERPLEX GROUP INC, 3332 E LA PALMA AVE, ANAHEIM, CA 92806 (714) 632-2600
- 1,010,314 (\$12,507,687) COMMON STOCK. (FILE 33-84946 - OCT. 11) (BR. 6)
- S-3 MONEY STORE INC /NJ, 2840 MORRIS AVE, UNION, NJ 07083 (908) 686-2000 -
1,000,000 (\$1,000,000) STRAIGHT BONDS. (FILE 33-84954 - OCT. 11) (BR. 11)
- S-3 PEAK TECHNOLOGIES GROUP INC, 600 MADISON AVE 26TH FLOOR, NEW YORK, NY
10022 (212) 832-2833 - 586,093 (\$6,886,592) COMMON STOCK. (FILE 33-84956 -
OCT. 11) (BR. 10)
- S-4 DIME BANCORP INC, 589 5TH AVE, NEW YORK, NY 10017 (212) 326-6042 -
100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-84958 - OCT. 11)
(BR. 1)
- S-3 ELECTRO SCIENTIFIC INDUSTRIES INC, 13900 NW SCIENCE PARK DR, PORTLAND,
OR 97229 (503) 641-4141 - 1,265,000 (\$17,868,125) COMMON STOCK.
UNDERWRITER: NEEDHAM & CO INC. (FILE 33-84962 - OCT. 11) (BR. 3)
- S-8 COTT CORP /CH/, 207 QUEENS QUAY WEST, TORONTO ONTARIO CANADA M5J 1A7, A6
(706) 203-3898 - 50,000 (\$559,500) COMMON STOCK. (FILE 33-84964 - OCT. 11)
(BR. 11)
- S-3 THOMSON ADVISORY GROUP LP, ONE STATION PL METRO CENTER 7TH FL S,
STAMFORD, CT 06902 (203) 352-4900 - 10,752,500 (\$217,265,015)
LIMITED PARTNERSHIP CERTIFICATE. UNDERWRITER: GOLDMAN SACHS & CO,
MERRILL LYNCH & CO, PAINWEBBER INC, PRUDENTIAL SECURITIES INC,
SMITH BARNEY INC. (FILE 33-84972 - OCT. 11) (BR. 12)
- S-3 EQUITY RESIDENTIAL PROPERTIES TRUST, TWO N RIVERSIDE PLZ, STE 600,
CHICAGO, IL 60606 (312) 474-1300 - 2,700,000 (\$81,506,250)
COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-84974 - OCT. 11) (BR. 5)
- S-3 HORIZON HEALTHCARE CORP, 6001 INDIAN SCHOOL RD NE STE 530, ALBUQUERQUE,
NM 87110 (505) 881-4961 - 5,750,000 (\$163,156,250) COMMON STOCK.
UNDERWRITER: BROWN ALEX & SONS INC,
DONALDSON LUFKIN & JENRETTE SECURITIES C, MERRILL LYNCH & CO,
ROBERTSON STEPHENS & CO. (FILE 33-84976 - OCT. 11) (BR. 5)

REGISTRATIONS CONT.

- SB-2 PRODUCERS ENTERTAINMENT GROUP LTD, 9150 WILSHIRE BLVD, STE 205,
BEVERLY HILLS, CA 90212 (310) 285-0400 - 1,150,000 (\$5,750,000)
PREFERRED STOCK. 1,150,000 (\$5,750,000) COMMON STOCK. 345,000
(\$1,265,115) PREFERRED STOCK. 500,000 (\$906,250) COMMON STOCK.
UNDERWRITER: FIRST COLONIAL SECURITIES GROUP INC, MEYERSON M H & CO INC.
(FILE 33-84984 - OCT. 11) (BR. 12)
- S-8 HARMONY HOLDINGS INC, 2921 W ALAMEDA AVE, BURBANK, CA 91505
(818) 846-6700 - 20,000 (\$52,500) COMMON STOCK. (FILE 33-84986 - OCT. 11)
(BR. 12)
- S-8 USA WASTE SERVICES INC, 5000 QUORUM DR STE 300, DALLAS, TX 75240
(214) 233-4212 - 1,138,382 (\$10,029,227.50) COMMON STOCK. (FILE 33-84988 -
OCT. 11) (BR. 8)
- S-8 USA WASTE SERVICES INC, 5000 QUORUM DR STE 300, DALLAS, TX 75240
(214) 233-4212 - 443,182 (\$7,201,707.50) COMMON STOCK. (FILE 33-84990 -
OCT. 11) (BR. 8)
- SB-2 MASTER GLAZIERS KARATE INTERNATIONAL INC, 570 N BROAD ST STE 16,
ELIZABETH, NJ 07029 (908) 354-2349 - 1,500,000 (\$4,320,000) COMMON STOCK.
(FILE 33-84992 - OCT. 11) (BR. 12)
- S-8 ALTER SALES CO INC, 1125 NW 71ST ST, MIAMI, FL 33150 (305) 836-3333 -
500,000 (\$200,000) COMMON STOCK. (FILE 33-84994 - OCT. 11) (BR. 4)
- S-8 TSX CORP, 5-D BUTTERFIELD TRAIL, P O BOX 16400, EL PASO, TX 79906
(915) 594-4400 - 90,400 (\$2,429,500) COMMON STOCK. (FILE 33-84996 -
OCT. 11) (BR. 7)
- S-8 DEP CORP, 2101 E VIA ARADO, RANCHO DOMINGUEZ, CA 90220 (310) 604-0777 -
200,000 (\$754,687.50) COMMON STOCK. (FILE 33-85000 - OCT. 11) (BR. 10)
- S-8 TSX CORP, 5-D BUTTERFIELD TRAIL, P O BOX 16400, EL PASO, TX 79906
(915) 594-4400 - 200,822 (\$5,397,091.25) COMMON STOCK. (FILE 33-85002 -
OCT. 11) (BR. 7)
- S-8 PHYSICIAN SALES & SERVICE INC /FL/, 7800 BELFORT PKWY, STE 250,
JACKSONVILLE, FL 32256 (904) 281-0011 - 250,000 (\$4,218,750) COMMON STOCK.
(FILE 33-85004 - OCT. 11) (BR. 10)
- S-8 MARCORP INC, PO BOX 721, SOUTHPORT, CT 06490 (203) 255-3721 - 300,000
(\$375,000) COMMON STOCK. (FILE 33-85006 - OCT. 11) (BR. 4)
- S-8 E Z EM INC, 717 MAIN STREET, WESTBURY, NY 11590 (516) 333-8230 -
500,000 (\$2,375,000) COMMON STOCK. (FILE 33-85010 - OCT. 11) (NEW ISSUE)
- S-8 CHURCHILL DOWNS INC, 700 CENTRAL AVE, LOUISVILLE, KY 40208
(502) 636-4400 - 200,000 (\$8,750,000) COMMON STOCK. (FILE 33-85012 -
OCT. 11) (BR. 12)
- S-1 FIRST SUNAMERICA LIFE INSURANCE CO, 1 SUNAMERICA CENTER, CENTURY CITY,
LOS ANGELES, CA 90067 (212) 551-5440 - 290,000 (\$290,000)
VARIABLE ANNUITY ISSUES. (FILE 33-85016 - OCT. 12) (BR. 20)
- S-3 USA WASTE SERVICES INC, 5000 QUORUM DR STE 300, DALLAS, TX 75240
(214) 233-4212 - 400,000 (\$5,800,000) COMMON STOCK. (FILE 33-85018 -
OCT. 12) (BR. 8)

REGISTRATIONS CONT.

- S-8 SILICON VALLEY GROUP INC, 2240 RINGWOOD AVE, SAN JOSE, CA 95131
(408) 434-0500 - 600,000 (\$8,662,500) COMMON STOCK. (FILE 33-85020 -
OCT. 12) (BR. 9)
- S-8 BOYD GAMING CORP, 2950 S INDUSTRIAL RD, LAS VEGAS, NV 89109
(702) 792-7200 - 4,050,000 (\$62,893,322) COMMON STOCK. (FILE 33-85022 -
OCT. 12) (BR. 12)
- S-1 WORLD OMNI LEASE SECURITIZATION L P, 6150 OMNI PARK DR, MOBILE, AL 36609
(205) 639-7500 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES.
(FILE 33-85036 - OCT. 12) (BR. 12)
- S-8 AMERICAN BODY ARMOR & EQUIPMENT INC, 85 NASSAU PL, YULEE, FL 32097
(904) 261-4035 - 1,000,000 (\$1,750,000) COMMON STOCK. (FILE 33-85038 -
OCT. 11) (BR. 8)
- S-4 COVENTRY CORP, 53 CENTURY BLVD STE 250, NASHVILLE, TN 37214
(615) 391-2440 - 4,285,714 (\$11,654,344) COMMON STOCK. (FILE 33-85040 -
OCT. 12) (BR. 6)
- F-6 PHILIPPINE LONG DISTANCE TELEPHONE CO /ADR/, 111 WALL STREET,
C/O CITIBANK N A, NEW YORK, NY 10043 - 60,000,000 (\$3,000,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-85042 - OCT. 12) (BR. 99
- NEW ISSUE)
- S-3 BEAR STEARNS COMPANIES INC, 245 PARK AVE, NEW YORK, NY 10167
(212) 272-2000 - 306,590 (\$4,675,497.50) COMMON STOCK. (FILE 33-56009 -
OCT. 13) (BR. 12)
- S-8 AMVESTORS FINANCIAL CORP, 415 SOUTHWEST 8TH AVE, P O BOX 2039, TOPEKA,
KS 66601 (913) 233-3600 - 100,000 (\$981,250) COMMON STOCK. (FILE 33-56011
- OCT. 13) (BR. 10)
- S-3 ETOWN CORP, 600 SOUTH AVE, P O BOX 788, WESTFIELD, NJ 07090
(908) 654-1234 - 500,000 (\$13,281,250) COMMON STOCK. (FILE 33-56013 -
OCT. 13) (BR. 8)
- N-1A PRICE T ROWE CAPITAL OPPORTUNITY FUND INC, 100 EAST PRATT STREET,
BALTIMORE, MD 21201 (410) 625-6877 - INDEFINITE SHARES. (FILE 33-56015 -
OCT. 13) (BR. 22)
- S-8 SILICON GRAPHICS INC /CA/, 2011 N SHORELINE BLVD P O BOX 7311,
MS 6U-710, MOUNTAIN VIEW, CA 94039 (415) 960-1980 - 4,872,429
(\$121,506,198.19) COMMON STOCK. (FILE 33-56017 - OCT. 13) (BR. 10)
- S-3 HUDSON FOODS INC, 1225 HUDSON RD, ROGERS, AR 72757 (501) 636-1100 -
5,600,000 (\$97,474,000) COMMON STOCK. UNDERWRITER:
DONALDSON LUFKIN & JENRETTE SECURITIES C, EDWARDS AG & SONS INC,
MERRILL LYNCH & CO. (FILE 33-56019 - OCT. 13) (BR. 3)
- S-8 GLOBALINK INC, 9302 LEE HIGHWAY, 12TH FL, FAIRFAX, VA 22031
(703) 273-5600 - 81,500 (\$446,937.50) COMMON STOCK. (FILE 33-84696 -
OCT. 03) (BR. 9)
- F-3 GRAND METROPOLITAN CAPITAL CORP INC, 712 FIFTH AVE, STE 4600, NEW YORK,
NY 10019 (212) 554-9300 - 900,000,000 (\$900,000,000)
FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-84710 - OCT. 03) (BR. 3)

REGISTRATIONS CONT.

- S-8 ESSEX PROPERTY TRUST INC, 777 CALIFORNIA AVE, PALO ALTO, CA 94304
(415) 494-3700 - 901,900 (\$15,952,807.20) COMMON STOCK. (FILE 33-84830 -
OCT. 05) (BR. 5)
- N-1A EXPLORER INSITUTIONAL TRUST, ONE PARKVIEW PLAZA, OAKVIEW TERRACE, IL
60181 (708) 684-6000 - INDEFINITE SHARES. (FILE 33-84942 - OCT. 11)
(BR. 17 - NEW ISSUE)
- F-1 WHARF CAPITAL INTERNATIONAL 1994 LTD, UGLAND HOUSE PO BOX 309,
GEORGETOWN GRAND CAYMAN, CAYMAN ISLANDS BWI, D8 (804) 949-8066 -
300,000,000 (\$300,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE
33-84952 - OCT. 11) (BR. 6 - NEW ISSUE)
- N-1A ALLIANCE DEVELOPING MARKETS FUND INC, 1345 AVE OF THE AMERICAS,
NEW YORK, NY 10105 (212) 969-1000 - INDEFINITE SHARES. (FILE 33-84960 -
OCT. 11) (BR. 16 - NEW ISSUE)
- S-11 WESTPORT HOSPITALITY INC, ONE GORHAM ISLAND, WESTPORT, CT 06880
(203) 226-9540 - 8,446,750 (\$177,381,750) COMMON STOCK. UNDERWRITER:
KIDDER PEABODY & CO INC. (FILE 33-84968 - OCT. 11) (BR. 6 - NEW ISSUE)
- F-1 HONG KONG CARD FUNDING CORP, PO BOX 309, C/O MAPLES & CALDER,
GRAND CAYMAN CAYMAN ISL BWI, D8 (809) 949-8066 - 200,000,000
(\$200,000,000) FLOATING RATE NOTES. (FILE 33-84970 - OCT. 11) (BR. 11
- NEW ISSUE)
- S-8 SPECTRUM HOLOBYTE INC, 2490 MARINER SQ LOOP STE 100, ALAMEDA, CA 94501
(510) 522-3584 - 2,964,321 (\$39,277,253.25) COMMON STOCK. (FILE 33-85024 -
OCT. 12) (BR. 10)
- S-3 UNITED STATES FILTER CORP, 73-710 FRED WARING DR STE 222, PALM DESERT,
CA 92260 (619) 340-0098 - 1,264,814 (\$26,007,737.88) COMMON STOCK. (FILE
33-85026 - OCT. 12) (BR. 10)
- S-8 KAHLER REALTY CORP, 20 SECOND AVE SOUTHWEST, ROCHESTER, MN 55902
(507) 285-2700 - 339,300 (\$1,638,819) COMMON STOCK. (FILE 33-85028 -
OCT. 12) (BR. 5)
- S-8 KAHLER MANAGEMENT CORP, 20 SECOND AVE NW, ROCHESTER, MN 55902
(507) 285-2700 - 33,930 (\$33,930) COMMON STOCK. (FILE 33-85030 - OCT. 12)
(BR. 5)
- S-8 SKY SCIENTIFIC INC, 1515 N FEDERAL HWY STE 310, BOCA RATON, FL 33432
(407) 362-9494 - 500,000 (\$295,000) COMMON STOCK. (FILE 33-85032 -
OCT. 12) (BR. 8)
- F-3 MEMTEC LTD, 1 MEMTEC PKW, WINDSOR NEW SOUTH WALES 2756, C3 - 2,400,000
(\$2,616,000) FOREIGN COMMON STOCK. (FILE 33-85046 - OCT. 12) (BR. 9)
- S-8 AMERICAN BODY ARMOR & EQUIPMENT INC, 85 NASSAU PL, YULEE, FL 32097
(904) 261-4035 - 500,000 (\$87,500) COMMON STOCK. (FILE 33-85048 - OCT. 11)
(BR. 8)
- S-8 MEDCROSS INC, 3227 BENNET ST NORTH, ST PETERSBURG, FL 33713
(813) 521-1793 - 85,716 COMMON STOCK. (FILE 33-85054 - OCT. 12) (BR. 5)
- S-8 HAVEN BANCORP INC, 93-22 JAMAICA AVE, WOODHAVEN, NY 11421 (718) 847-7041
- 20,000 (\$285,000) COMMON STOCK. (FILE 33-85056 - OCT. 12) (BR. 2)

REGISTRATIONS CONT.

- S-3 ORBITAL SCIENCES CORP /DE/, 21700 ATLANTIC BOULEVARD, DULLES, VA 20166
(703) 406-5000 - 2,424,242 (\$38,333,326.63) COMMON STOCK. (FILE 33-85058 -
OCT. 12) (BR. 12)
- N-2 THAI FUND INC, 73 TREMONT ST, 11TH FLOOR, BOSTON, MA 02108
(617) 557-8732 - 3,450,000 (\$103,500,000) COMMON STOCK. (FILE 33-85060 -
OCT. 12) (BR. 18)
- S-1 FIRST ALERT INC, 780 MCCLURE RD, AURORA, IL 60504 (708) 851-7330 -
7,590,000 (\$140,946,300) COMMON STOCK. UNDERWRITER:
MORGAN STANLEY & CO INC, SMITH BARNEY INC. (FILE 33-85062 - OCT. 12)
(BR. 7)
- S-11 RESOLUTION TRUST CORP, 555 ANTON BLVD 7TH FL, COSTA MESA, CA 92626
(714) 433-6868 - 1,000,000 (\$1,000,000)
PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-85064 - OCT. 12)
(BR. 11)
- S-1 JASMINE LTD, 130 TWINBRIDGE DR, PENNSAUKEN, NJ 08110 (609) 665-7117 -
1,749,683 (\$3,936,786.75) COMMON STOCK. (FILE 33-85068 - OCT. 12) (BR. 7)
- SB-2 OMNI USA INC, 7502 MESA RD, HOUSTON, TX 77028 (713) 635-6331 -
1,258,072 (\$5,032,288) COMMON STOCK. 188,600 (\$754,400) PREFERRED STOCK.
2,312,773 (\$23,127.73) WARRANTS, OPTIONS OR RIGHTS. 5,826,919
(\$17,115,811.73) COMMON STOCK. (FILE 33-85070 - OCT. 12) (BR. 9)
- SB-2 EVANS ENVIRONMENTAL CORP, 2600 S W THIRD AVE - 2ND FLR, MIAMI, FL 33129
(305) 856-7458 - 1,019,600 (\$1,083,834.80) COMMON STOCK. (FILE 33-85072 -
OCT. 13) (BR. 6)
- S-8 VIGORO CORP, 225 N MICHIGAN AVE STE 2500, CHICAGO, IL 60601
(312) 819-2020 - 1,000,000 (\$33,188,000) COMMON STOCK. (FILE 33-85074 -
OCT. 13) (BR. 1)
- S-8 ALTERNATIVE RESOURCES CORP, 75 TRI STATE INTERNATIONAL, STE 100,
LINCOLNSHIRE, IL 60069 (708) 317-1000 - 994,793 (\$17,119,402.97)
COMMON STOCK. (FILE 33-85078 - OCT. 13) (BR. 6)
- S-1 PENSKE TRUCK LEASING CO LP, ROUTE 10 GREEN HILLS, PO BOX 563, READING,
PA 19603 (610) 775-6000 - 150,000,000 (\$150,000,000) STRAIGHT BONDS.
(FILE 33-85080 - OCT. 13) (BR. 4)
- S-1 RX MEDICAL SERVICES CORP, 888 E LAS OLAS BLVD - 3RD FLR,
FORT LAUDERDALE, FL 33301 (305) 462-1711 - 3,091,261 (\$5,354,853.38)
COMMON STOCK. (FILE 33-85100 - OCT. 12) (BR. 5)