

sec news digest

Issue 95-11

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COMMISSION ANNOUNCEMENTS

NINTH EDGAR CONFERENCE SCHEDULED

An EDGAR Filer Conference has been scheduled for Wednesday, February 22, 1995. The conference will be held in the Jefferson Auditorium at the Department of Agriculture South Building at 14th Street and Independence Avenue N.W., in Washington, D.C. At the conference, the SEC will present the status of the project, a discussion of the EDGAR Rules, and a demonstration of the new EDGARLink™ software. Although the Jefferson Auditorium can accommodate more people than the Commission Meeting Room used in previous conferences, space is limited to the number of seats in the facility (500). To reserve space, please register for the conference by calling (202) 942-8800 and giving your name, your company, and telephone number. Initially, we will be able to register only two attendees per company because of the limited space. Beginning on February 16, additional spaces for each company may be reserved.

The conference will begin at 9:00 a.m. Enter the facility by the Wing 4 entrance, which is in the middle of the Independence Avenue side of the building. The Wing 1 entrance is handicapped accessible. The guards will have the list of registered attendees, which will streamline the process of admitting you to this Government facility. You will need to bring a picture ID that was issued by a federal or state agency, such as a driver's license, to be admitted. Work IDs will not be accepted. You will be able to enter the Jefferson Auditorium, located approximately 100 yards to the right of the Wing 4 entrance guard's desk, at 8:00 a.m. For those conference attendees who arrive earlier than that time, the Department of Agriculture Cafeteria, located in Wing 3 of the facility, will be open.

It is recommended that you do not bring computer equipment, tape recorders, or portable telephones with you to the conference. If you do, you MUST register this equipment when you enter the Department of Agriculture Building by giving the guards the serial number, make, and model of the equipment and your name, business, and social security number. This information will be used to authenticate ownership of the equipment when you leave the building. Please note that all briefcases and large bags will be searched upon leaving the facility.

Please also note that no solicitation of any kind is permitted in this Government building. For example, filing agents and training agents will not be permitted to leave brochures describing their services on the registration desks or on the chairs of those attending the conference, nor will they be permitted to give this information to conference attendees who are entering or leaving the Jefferson Auditorium.

If you have any questions about the conference, please call (202) 942-8800.

HEARINGS ON SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

The Commission announced on December 23 that public hearings will be held on February 16, 1995 in San Francisco, California concerning the effectiveness of the safe harbor provisions for forward-looking statements (set forth in Rule 175 under the Securities Exchange Act of 1933 (Securities Act), Rule 3b-6 under the Securities Exchange Act of 1934 (Exchange Act), Rule 103A under the Public Utility Holding Company Act of 1935 and Rule 0-11 under the Trust Indenture Act of 1939. These hearings will be in addition to the previously scheduled hearings to be held in Washington, D.C. on February 13, 1995. (Rel. 33-7125; 34-35145; 35-26202; 39-2328; IC-20796)

CARREL APPLICATIONS NOW BEING ACCEPTED

Pursuant to the rules of the Commission's Public Reference Room, applications for the January allocation of carrels and telephone privileges for recognized user organizations (information dissemination companies) are now being accepted. Application forms are available in the Public Reference Room. Information dissemination companies that are unable to pick up forms in Washington may submit applications by writing to Stephen L. McConnell, Branch Chief, Public Reference, Securities and Exchange Commission, Room 1024, Mail Stop 1-2, 450 Fifth Street, N.W., Washington, D.C. 20549. Applications must include: a brief description of the business, business address and telephone number, the name of a person who will serve as on-site contact in the Room, and the names of all persons who work everyday in the Room, number of employees assigned to research/sales of SEC filings, regardless of work location, and number of carrels requested. Applicants may also submit a supplemental

statement in support of their request for carrels/telephone privileges. The applications must be certified and signed by a responsible company official, and submitted by the close of business January 27, 1995. As in the past, the assignment of carrels/telephone privileges is discretionary. The Commission intends to continue to reserve carrels for the general public.

Revised carrel allocations will be effective February 27, 1995. Questions concerning application procedures may be addressed to Stephen L. McConnell, Branch Chief, at (202) 942-8078.

COMMISSION MEETING

Following is a scheduled Commission meeting which will be conducted under provisions of the Government in the Sunshine Act.

CLOSED MEETING - MONDAY, JANUARY 23, 1995 - 10:30 A.M.

The subject matter of the closed meeting scheduled for Monday, January 23, 1995, at 10:30 a.m., will be: Institution of administrative proceedings of an enforcement nature; Settlement of administrative proceedings of an enforcement nature; Institution of injunctive actions; and Opinions.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary (202) 942-7070.

ENFORCEMENT PROCEEDINGS

LOUIS SHARP FINED AND ORDERED TO CEASE AND DESIST INVESTMENT ADVISER VIOLATIONS

The Commission instituted a public administrative proceeding against Louis Elwin Sharp, d/b/a/ L. Sharp and Associates (Sharp), a registered investment adviser, pursuant to Sections 203(f) and (k) of the Investment Advisers Act of 1940 (Advisers Act). Simultaneously, the Commission accepted Sharp's Offer of Settlement, in which Sharp consents to the entry of an Order without admitting or denying the findings contained in the Order. The Order makes findings that Sharp, among other things: failed to maintain required books and records; made untrue statements and omitted required information in a Form ADV filed with the Commission; failed to file required amendments on Form ADV and

balance sheets as required; failed to comply with Commission requirements for investment advisers having custody of clients' funds; failed to comply with requirements concerning the use of client solicitors; and failed to establish procedures to prevent insider trading. The Order censures Sharp and requires him to cease and desist from committing or causing any violation and any future violation of Sections 204, 204A, 206(4) and 207 of the Advisers Act and Rules 204-2(a), 204-2(b), 204-2(c)(2), 204-1(b)(1), 204-1(b)(2), 206(4)-2(a), 206(4)-3(a) and 206(4)-3(b) thereunder and to pay a \$5,000 penalty. (Rel. 34-35215)

DENNIS REEDY BARRED

The Commission announced the entry of an Order Instituting Public Administrative Proceedings, Making Findings and Imposing Remedial Sanctions (Order) against Dennis W. Reedy (Reedy) and acceptance of Reedy's Offer of Settlement consenting to the issuance of the Order without admitting or denying the Commission's findings. Reedy is the former president and licensed general securities principal for Firstmark Investor Services, Inc. (FISI), a broker-dealer previously registered with the Commission.

The Commission found that Reedy failed reasonably to supervise, with a view to preventing securities violations, registered representatives at FISI subject to his supervision who made misrepresentations and omissions in connection with their offer and sale of securities in the form of unsecured subordinated notes issued by Firstmark Corporation.

The Order bars Reedy from association in a supervisory capacity with any broker, dealer, investment company, investment adviser or municipal securities dealer with the right to reapply to become so associated after one year. (Rel. 34-35216)

ADMINISTRATIVE PROCEEDINGS AGAINST ROBIN RUSHING AND HAROLD (B.J.) GALLISON, JR.

The Commission today announced the institution of administrative proceedings pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 (Exchange Act) against registered representatives Robin Rushing (Rushing) and Harold "B.J." Gallison, Jr. (Gallison). The Division of Enforcement alleges that Rushing and Gallison willfully aided and abetted and caused Burnett Grey, Inc. (Burnett), a now defunct broker-dealer, to violate Section 15(c)(2) of the Exchange Act, and Rule 15c2-11 thereunder.

The Division alleges that both Rushing and Gallison caused Burnett to resume its market making activities in Astro Enterprises, Inc. (Astro)

stock after the Commission issued an order on May 4, 1990, suspending trading in the securities of Astro for 10 days. The Division alleges that when they did so Rushing and Gallison did not: 1) understand the basis for the May 4 Order; 2) have a reasonable basis for believing that Astro's most recent financial statements contained accurate information regarding the value of Astro's assets; or 3) have a reasonable basis for believing that the financial statements had come from a reliable source. According to the Division, Rushing and Gallison caused Burnett to resume making a market in Astro stock only because Astro paid Burnett \$1,000, \$250 of which Rushing personally received.

A hearing will be scheduled to take evidence on the Division's allegations and to afford Rushing and Gallison an opportunity to establish any defenses to these allegations for the purpose of determining whether they should be ordered to cease and desist from committing any future violations of the sections specified above, and to determine what, if any, remedial action is appropriate and in the public interest. (Rel. 34-35232)

COMMISSION FILES AMENDED COMPLAINT NAMING SIX ADDITIONAL DEFENDANTS IN PENDING WIRELESS CABLE TELEVISION SYSTEM CASE

The Commission announced the filing of an amended complaint in the United States District Court for the District of Columbia on January 13 for a permanent injunction against the original defendants, Shreveport Wireless Cable Television Partnership (Shreveport Partnership) and Complete Communications Corporation, and against six additional defendants: Joseph S. Steingold, Stuart Weingarden, Champion Communications Corporation, B.R. Cable Corporation, Samuel Abrams, and Wireless Cable Television of Shreveport Limited Liability Company. The amended complaint alleges violations of the federal securities laws in connection with the public offer and sale of securities in Shreveport Partnership, Reading Wireless Cable Television Partnership, and Baton Rouge Limited Liability Company. The two general partnerships and the limited liability company were organized to acquire and operate wireless cable television systems in the geographic areas reflected in their names.

The Commission specifically alleges that all defendants violated the registration provisions of the Securities Act of 1933 and that five of the defendants violated the antifraud provisions of the Securities Act and of the Securities Exchange Act of 1934. [SEC v. Shreveport Wireless Cable Television Partnership, et al., Civil Action No. 94-1781, HHG, D.D.C.] (LR-14383)

INVESTMENT COMPANY ACT RELEASES

PAINWEBBER INCORPORATED

PaineWebber Incorporated has been granted a permanent conditional order under Section 9(c) of the Investment Company Act exempting PaineWebber from Section 9(a) of the Act to the extent necessary to permit PaineWebber to employ an individual who is subject to a securities related injunction. (Rel. IC-20838 - January 13)

MORGAN STANLEY CAPITAL INVESTORS, L.P. AND MORGAN STANLEY GROUP INC.

A notice has been issued giving interested persons until February 8, 1995, to request a hearing on an application filed by Morgan Stanley Capital Investors, L.P. (Initial Partnership) and Morgan Stanley Group Inc. on behalf of the Initial Partnership and certain partnerships or investment vehicles organized by Morgan Stanley Group Inc. (Partnerships). Applicants request an order under Section 6(b) and 6(e) of the Investment Company Act granting an exemption from all provisions of the Act except Section 9, certain provisions of Sections 17 and 30, Sections 36 through 53, and the rules and regulations thereunder. The Partnerships will be employees' securities companies within the meaning of Section 2(a)(13) of the Act. Partnership interests will be offered to eligible employees, officers, directors and advisory directors of Morgan Stanley Group Inc. and its affiliates. (Rel. IC-20839 - January 13)

CAPITAL GROWTH PORTFOLIO

An order has been issued under Section 8(f) of the Investment Company Act declaring that Capital Growth Portfolio has ceased to be an investment company. (Rel. IC-20840 - January 17)

ADDITIONAL INFORMATION

An item relating to MACC Private Equities Inc., et al., Rel. IC-20831, which appeared in yesterday's Digest, also relates to Release 34-35225.

HOLDING COMPANY ACT RELEASES

CONNECTICUT LIGHT AND POWER, ET AL.

A supplemental order has been issued releasing jurisdiction over the distribution rates, payment dates, redemption, and other similar provisions relative to the interests in a limited partnership organized

by Connecticut Light and Power Company, a public-utility subsidiary company of Northeast Utilities, a registered holding company. Jurisdiction is reserved over the distribution rates, payment dates, redemption, and other similar provisions relative to the interests in a limited partnership organized by Western Massachusetts Electric Company pending completion of the record. (Rel. 35-26217)

CENTRAL AND SOUTH WEST SERVICES, INC.

A notice has been issued giving interested persons until February 6 to request a hearing on a proposal by Central and South West Services, Inc., a nonutility subsidiary of Central and South West Corporation, a registered holding company, to provide engineering and construction services to nonassociates. (Rel. 35-26218)

ENTERGY CORPORATION, ET AL.

A notice has been issued giving interested persons until February 6 to request a hearing on a proposal by Entergy Corporation and various subsidiaries to implement fully provisions in certain settlement arrangements entered into among Entergy and retail rate regulators in Arkansas, Louisiana, Mississippi and the City of New Orleans concerning, among other matters, various affiliate transactions. (Rel. 35-26218)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The New York Stock Exchange filed a proposed rule change (SR-NYSE-94-45) relating to member organization facilitation of customer stock or program orders. Publication of the proposal is expected in the Federal Register during the week of January 23. (Rel. 34-35230)

CORRECTIONS

The withdrawals listed in yesterday's Digest as granted (Rels. 34-35209 and 34-35213), were, in fact, sought.

SIGNIFICANT NO-ACTION AND INTERPRETIVE LETTERS

CORRECTION

The subject of the Section 16 letter announced in yesterday's issue of the Digest is correctly spelled NACCO Industries, Inc.

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-8 TUCSON ELECTRIC POWER CO, 220 W 6TH ST, P O BOX 711, TUCSON, AZ 85702
(602) 571-4000 - 540,000 (\$1,721,250) COMMON STOCK. (FILE 33-57231 -
JAN. 11) (BR. 8)
- S-8 TUCSON ELECTRIC POWER CO, 220 W 6TH ST, P O BOX 711, TUCSON, AZ 85702
(602) 571-4000 - 3,000,000 (\$9,562,500) COMMON STOCK. (FILE 33-57233 -
JAN. 11) (BR. 8)
- S-8 QUANEX CORP, 1900 W LOOP SOUTH STE 1500, HOUSTON, TX 77027
(713) 961-4600 - 200,000 (\$4,338,000) COMMON STOCK. (FILE 33-57235 -
JAN. 11) (BR. 6)
- S-8 LEAR SEATING CORP, 21557 TELEGRAPH RD, SOUTHFIELD, MI 48034
(313) 746-1500 - 750,000 (\$14,203,125) COMMON STOCK. (FILE 33-57237 -
JAN. 11) (BR. 6)
- S-8 PREMIER BANKSHARES CORP, 201 W MAIN ST, P O BOX 928, TAZEWELL, VA 24651
(703) 988-7511 - 75,000 (\$1,350,000) COMMON STOCK. (FILE 33-57239 -
JAN. 11) (BR. 1)
- S-8 FIRST TENNESSEE NATIONAL CORP, 165 MADISON AVE, MEMPHIS, TN 38103
(901) 523-4444 - 225,000 (\$9,000,000) COMMON STOCK. (FILE 33-57241 -
JAN. 11) (BR. 1)
- S-4 BENIHANA INC, 8685 NORTHWEST 53RD TERRACE, MIAMI, FL 33166
(305) 593-0770 - 6,565,716 (\$35,048,895.50) COMMON STOCK. (FILE 33-88294 -
JAN. 09) (BR. 11 - NEW ISSUE)
- S-4 PRICELLULAR WIRELESS CORP, 45 ROCKEFELLER CENTER, NEW YORK, NY 10020
(212) 459-0800 - 165,000,000 (\$112,264,020) STRAIGHT BONDS. (FILE
33-88350 - JAN. 10) (BR. 7 - NEW ISSUE)
- S-3 UAC SECURITIZATION CORP, 45 NORTH PENNA ST, STE 40, INDIANAPOLIS, IN
46204 (317) 231-6400 - 2,000,000 (\$2,000,000) EQUIPMENT TRUST CERTIFICATES.
(FILE 33-88352 - JAN. 10) (BR. 12 - NEW ISSUE)