

sec news digest

Issue 95-144

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COMMISSION ANNOUNCEMENTS

COMMISSION MEETINGS

CLOSED MEETING - THURSDAY, AUGUST 3, 1995 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Thursday, August 3, 1995, at 10:00 a.m., will be: Institution of injunctive action; Institution of administrative proceedings of an enforcement nature; Settlement of administrative proceedings of an enforcement nature; and Opinion.

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.

PRESS CONFERENCE ON MUTUAL FUND PROFILE PROSPECTUS

Chairman Levitt and other securities industry representatives will conduct a briefing on the new mutual fund Profile Prospectus which becomes available August 1. The news briefing will take place at 10:30 a.m. on Monday, July 31, in the SEC Conference Room on the 13th floor of Seven World Trade Center in Manhattan.

Also participating in the briefing will be Philip A. Feigin, President of the North American State Securities Administrators Association and Colorado Securities Commissioner, and Matthew P. Fink, President of the Investment Company Institute. Senior representatives of the eight participating mutual fund organizations will be available to answer questions.

To facilitate access to the World Trade Center, reporters who wish to attend are encouraged to submit their names in advance to the SEC's Public Affairs Office at (202) 942-0020. (Press Rel. 95-144)

ENFORCEMENT PROCEEDINGS

NASD DISCIPLINARY ACTION AGAINST BERNARD GORNIAK SUSTAINED

The Commission has sustained the disciplinary action taken by the NASD against Bernard D. Gorniak of Cape Coral, Florida. Gorniak was an investment company products registered representative with Waddell & Reed, Inc., an NASD member firm. Gorniak was fined \$20,000, and barred from association with any NASD member.

The Commission found, as had the NASD, that Gorniak accepted customer funds, failed to make timely investments with the funds as instructed, and failed to promptly return them. In sustaining the sanctions assessed by the NASD, the Commission stated that Gorniak's misconduct, the misuse of a customer's funds for a substantial period, was very serious and a bar was necessary to protect public investors from future misconduct. (Rel. 34-35996)

COMMISSION SUSTAINS NASD DISCIPLINARY ACTION AGAINST JOSEPH DANIEL ALDERMAN

The Commission has sustained the disciplinary action taken by the NASD against Joseph Daniel Alderman of Lake Oswego, Oregon. Alderman was a director, control person, and secretary of an NASD member firm and director and vice president of that firm's parent company. The NASD found that over a two month period he failed to ensure that the parent company reimbursed promptly funds due to certain customers of the member firm. The NASD censured Alderman and fined him \$3,000.

Rejecting Alderman's claim that the NASD lacked the jurisdiction to discipline him, the Commission found that Alderman's position as an associated person of the member firm, coupled with his mishandling that firm's customer funds, permitted the NASD to institute this disciplinary action against him. (Rel. 34-35997)

NASD ACTION AGAINST RONALD GIBBS SUSTAINED

The Commission has sustained NASD disciplinary action against Ronald W. Gibbs of Chicago, Illinois. Gibbs was a registered representative with Dreher & Associates, Inc. The NASD censured Gibbs, fined him \$50,000, and barred him from association with any member in any capacity.

The Commission found that Gibbs failed to give his firm prior written notice of private securities transactions. Gibbs claimed that, although he sold Restaurant Equipment Sale and Leaseback Agreements offered by Restaurant Associates of America, Inc. to members of the public without

giving his firm prior written notice, the transactions did not involve securities. The Commission rejected Gibbs' claim, pointing out that the Agreements met the test for an "investment contract." In sustaining the NASD's sanctions, the Commission noted that Gibbs had willfully disregarded known requirements, that he had attempted to conceal his activities from his employer, and that his customers had sustained extensive losses. (Rel. 34-35998)

INVESTMENT COMPANY ACT RELEASES

KANSAS CITY LIFE INSURANCE COMPANY, ET AL.

An order has been issued under Section 6(c) of the Investment Company Act granting an exemption from Sections 26(a)(2)(C) and 27(c)(2) of the Act. The order permits applicants to deduct a mortality and expense risk charge from the assets of certain separate accounts established by applicants to support certain variable annuity accounts. (Rel. IC-21248 - July 25)

SUNAMERICA SERIES TRUST, ET AL.

A notice has been issued giving interested persons until August 21 to request a hearing on an application filed by SunAmerica Series Trust, et al. for an order under Sections 6(c) and 17(b) of the Investment Company Act that would exempt applicants from Section 17(a) of the Act and Rule 17g-1(b) thereunder. The order would permit each investment company that is advised by SunAmerica Asset Management Corp. or managed by Anchor Investment Adviser, Inc. to purchase fidelity bond coverage and/or directors' and officers'/errors and omissions insurance from an insurance company that may be an affiliated person of an affiliated person of such investment company solely because the affiliated person is a subadviser to the investment company; and settle any claims that may arise in connection with such insurance coverage. The order also would permit an investment company to be named as a joint insured on a fidelity bond with the other investment companies, even though the investment company does not meet the requirements of Rule 17g-1(b)(3) under the Act. (Rel. IC-21249 - July 25)

HARRIS & HARRIS GROUP, INC.

An order has been issued on an application filed by Harris & Harris Group, Inc. under Sections 6(c) and 61(a) of the Investment Company Act for an exemption from Sections 18(d), 23(b), 61(a)(3)(B), and 61(b). Applicant is a closed-end registered investment company that intends to elect business development company (BDC) status under the Act. Before

becoming a registered investment company, applicant issued warrants that currently are held by two of its officers and issued stock options to certain officers and non-employee directors. Upon applicant's election of BDC status, the order permits the options and warrants to remain exercisable pursuant to their terms as if they had been issued pursuant to an executive compensation plan conforming to section 61(a)(3)(B) of the Act. (Rel. IC-21250 - July 25)

THE INDUSTRIAL FINANCE CORPORATION OF THAILAND

An order has been issued under Section 6(c) of the Investment Company Act granting an exemption from all provisions of the Act in connection with the offer and sale of the notes of The Industrial Finance Corporation of Thailand in the United States. (Rel. IC-21251; International Series Rel. 830 - July 25)

HOLDING COMPANY ACT RELEASES

THE SOUTHERN COMPANY

A supplemental order has been issued granting a proposal by The Southern Company (Southern), a registered holding company. By prior Commission order, Southern was authorized to acquire the securities of companies (Project Parents) owning foreign utility companies and exempt wholesale generators; invest up to \$400 million in such Project Parents; and cause such Project Parents to borrow up to \$800 million from persons other than Southern, of which no more than \$200 million could be denominated in currencies other than U.S. dollars. Southern now proposes to extend the authorization period to December 31, 1997; make direct or indirect investments in Project Parents in an aggregate amount which, when added to Southern's "aggregate investment" in all exempt wholesale generators, foreign utility companies and Project Parents, does not exceed, at any point in time, 50% of Southern's "consolidated retained earnings," as determined in accordance with Rule 53(a); and cause the Project Parents to issue up to \$1 billion in debt securities to persons other than Southern. (Rel. 35-26338)

CENTRAL POWER AND LIGHT CO.

A supplemental order has been issued authorizing a proposal by Central Power and Light Company, a public-utility subsidiary company of Central and South West Corporation, a registered holding company, to incur obligations in connection with the proposed issuance by Matagorda County Navigation District No. One in one or more series of up to \$100,635,000 in Pollution Control Revenue Bonds. (Rel. 35-26339)

SELF-REGULATORY ORGANIZATIONS

WITHDRAWALS GRANTED

An order has been issued granting the application of Brand Toys International, Inc. to withdraw from listing and registration its Common Stock, \$.001 Par Value, and its Redeemable Warrants, Expiring May 1997 on the Boston Stock Exchange. (Rel. 34-36017)

An order has been issued granting the application of New York Bancorp Inc. to withdraw from listing and registration its Common Stock, \$.01 Par Value, on the American Stock Exchange. (Rel. 34-36018)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

The National Securities Clearing Corporation filed a proposed rule change (SR-NSCC-95-08) to make certain technical corrections to NSCC's fee schedule. The rule change was effective upon filing. (Rel. 34-36008)

The Stock Clearing Corporation of Philadelphia filed a proposed rule change (SR-SCCP-95-02). The proposed rule change, which became effective upon filing, revises, consolidates, and restates SCCP's current published schedule of fees and charges. Publication of the proposal is expected in the Federal Register during the week of July 31. (Rel. 34-36012)

The Philadelphia Depository Trust Company filed a proposed rule change (SR-PHILADEP-95-04). The proposed rule change, which became effective upon filing, revises, consolidates, and restates Philadep's current published schedule of fees and charges. Publication of the proposal is expected in the Federal Register during the week of July 31. (Rel. 34-36013)

APPROVAL OF A PROPOSED RULE CHANGES

The Commission granted approval of a proposed rule change filed by the New York Stock Exchange (SR-NYSE-95-16) relating to the options market maker exemption from the NASD short sale bid test for certain merger and acquisition securities. Publication of the approval order is expected in the Federal Register during the week of July 31. (Rel. 34-36019)

The Commission approved proposed rule changes filed by the Chicago Board Options Exchange (SR-CBOE-95-11), the Pacific Stock Exchange (SR-PSE-95-04), and the Philadelphia Stock Exchange (SR-Phlx-95-12), and has granted accelerated approval to subsequent amendments submitted to the Commission by the above-mentioned options exchanges to adopt listing standards for options on securities issued in certain corporate restructuring transactions. The Commission has also granted accelerated approval to the same proposed rule change, and subsequent amendments filed by the American Stock Exchange (SR-Amex-95-07). (Rel. 34-36020)

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 MORGAN J P & CO INC, 60 WALL ST, NEW YORK, NY 10260 (212) 483-2323 - 28,000,000 (\$2,016,000,000) COMMON STOCK. (FILE 33-61181 - JUL. 20) (BR. 1)
- S-3 ENVIRONMENTAL TECHNOLOGIES CORP, 550 JAMES STREET, LAKEWOOD, NJ 08701 (908) 370-3400 - 82,692 (\$888,939) COMMON STOCK. (FILE 33-94592 - JUL. 19) (BR. 7)
- S-1 MINN DAK FARMERS COOPERATIVE, 7525 RED RIVER RD, WAHPETON, ND 58075 (701) 642-8400 - 95 (\$23,750) COMMON STOCK. 20,200 (\$37,370,000) PREFERRED STOCK. (FILE 33-94644 - JUL. 18) (BR. 3 - NEW ISSUE)
- S-1 FARMERS GROUP CAPITAL, 4680 WILSHIRE BLVD, LOS ANGELES, CA 90010 (213) 932-3200 - 11,500,000 (\$287,500,000) PREFERRED STOCK. (FILE 33-94670 - JUL. 17) (BR. 5 - NEW ISSUE)
- S-1 NETSTAR INC, 10250 VALLEY VIEW RD, STE 113, MENNEAPOLIS, MN 55344 (612) 943-8990 - 4,873,333 (\$31,676,664.50) COMMON STOCK. (FILE 33-94680 - JUL. 18) (BR. 9 - NEW ISSUE)
- S-3 CRIIMI MAE FINANCIAL CORP, 11200 ROCKVILLE PIKE, ROCKVILLE, MD 20852 (301) 816-0590 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-94694 - JUL. 18) (BR. 11 - NEW ISSUE)
- S-8 TRANSACTION NETWORK SERVICES INC, 13873 PARK CENTER RD, STE 405, HERNDON, VA 22071 (703) 742-0500 - 200,000 (\$3,750,000) COMMON STOCK. (FILE 33-94744 - JUL. 19) (BR. 7)
- S-3 MACROMEDIA INC, 600 TOWNSEND ST, SAN FRANCISCO, CA 94103 (415) 252-2000 - 2,415,000 (\$118,335,000) COMMON STOCK. (FILE 33-94748 - JUL. 19) (BR. 10)
- S-8 EXOGEN INC, 10 CONSTITUTION AVE, PO BOX 8680, PISCATAWAY, NJ 08855 (908) 981-0990 - 750,000 WARRANTS, OPTIONS OR RIGHTS. 900,000 (\$13,500,000) COMMON STOCK. (FILE 33-94750 - JUL. 19) (BR. 8)
- S-8 BIRD MEDICAL TECHNOLOGIES INC, 1100 BIRD CENTER DRIVE, PALM SPRINGS, CA 92262 (619) 778-7200 - 100,000 (\$400,000) COMMON STOCK. (FILE 33-94752 - JUL. 19) (BR. 8)
- S-8 HOSPITALITY FRANCHISE SYSTEMS INC, 339 JEFFERSON RD, PARSIPPANY, NJ 07054 (201) 428-9700 - 2,270,000 (\$91,831,152) COMMON STOCK. (FILE 33-94756 - JUL. 19) (BR. 12)
- S-8 SIERRA HOME SERVICE COMPANIES INC, 2430 CAMINO RAMON #122, SAN RAMON, CA 94583 (510) 275-3880 - 350,000 (\$405,000) COMMON STOCK. (FILE 33-94758 - JUL. 19) (BR. 10)
- S-8 MEDICAL TECHNOLOGY SYSTEMS INC /DE/, 12920 AUTOMOBILE BLVD, CLEARWATER, FL 34622 (813) 576-6311 - 200,000 (\$1,200,000) COMMON STOCK. (FILE 33-94760 - JUL. 19) (BR. 8)