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Issue 91-195

October 8, 1991

OCT - 9 1991

CIVIL PROCEEDINGS

U.S. SECURITIES
EXCHANGE COMMISSION

COMPLAINT NAMES CARDINAL FINANCIAL SERVICES, INC. AND OTHERS

The Commission announced the filing of a complaint in the U.S. District Court for the Eastern District of Virginia against Cardinal Financial Services, Inc. (CFS); Cardinal Financial Planning, Inc. (CFP), a registered investment adviser; Cardinal Financial Equities, Inc. (CFE), a registered broker-dealer; and Leo C. Loevner (Loevner). The complaint alleges that Loevner, through CFS and CFE, engaged in fraudulent sales of over \$2.7 million in unregistered limited partnership interests. The complaint also alleges that CFP's books and records contained numerous deficiencies and that Loevner, through CFP, caused \$625,000 in advisory client funds to be loaned to a partnership and thereafter misrepresented such loans to clients.

Without admitting or denying the allegations in the complaint, the defendants have agreed to consent to the entry of a Final Judgment enjoining them from future violations of the registration, antifraud and books and records provisions of the securities laws. CFS has also agreed to the entry of an order for disgorgement of \$224,063, of which all but \$2,000 is waived based upon CFS's demonstrated financial inability to pay the full disgorgement amount. [SEC v. Cardinal Financial Services, Inc., et al., USDC EDVA, Civil Action No. 91-1402-A] (LR-13029)

INVESTMENT COMPANY ACT RELEASES

SUN LIFE INSURANCE AND ANNUITY COMPANY OF NEW YORK

A notice has been issued giving interested persons until October 29 to request a hearing on an application filed by Sun Life Insurance and Annuity Company of New York, Sun Life (N.Y.) Variable Account C (Variable Account) and Clarendon Insurance Agency, Inc. for an order pursuant to Section 6(c) of the Investment Company Act. The order would grant exemptions from the provisions of Sections 26(a)(2) and 27(c)(2) of the Act to the extent necessary to permit the deduction of mortality and expense risk charges from the assets of the Variable Account under the variable portion of certain combination fixed/variable annuity contracts. (Rel. IC-18344 - October 4)

SUN LIFE ASSURANCE COMPANY OF CANADA (U.S.)

A notice has been issued giving interested persons until October 29 to request a hearing on an application filed by Sun Life Assurance Company of Canada (U.S.), Sun Life of Canada (U.S.) Variable Account F (Variable Account) and Clarendon Insurance Agency, Inc. for an order pursuant to Section 6(c) of the Investment Company Act. The order would grant exemptions from the provisions of Sections 26(a)(2) and 27(c)(2) of the Act to the extent necessary to permit the deduction of mortality and expense risk charges from the assets of the Variable Account under the variable portion of certain combination fixed/variable annuity contracts. (Rel. IC-18345 -October 4)

AMERICAN AADVANTAGE FUNDS

A conditional order has been issued under Section 6(c) of the Investment Company Act exempting American AAdvantage Funds and AMR Investment Services, Inc. from the provisions of Sections 18(f) (1), 18(g) and 18(i) of the Act. The conditional order permits any series of American AAdvantage Funds to issue two classes of securities that would be identical except for differences relating to distribution expenses, class expenses, exchange privileges, voting rights and the designation of each class of shares of a portfolio. (Rel. IC-18346 - October 7)

HOLDING COMPANY ACT RELEASES

EASTERN UTILITIES ASSOCIATES NEW ENGLAND ELECTRIC SYSTEM

A notice has been issued giving interested persons until October 28 to request a hearing on a proposal by Ocean State Power I (OSP I) and Ocean State Power II (OSP II), general partnerships and subsidiaries of EUA Ocean State Corporation and Narragansett Energy Resources Company; and their respective indirect and direct parent companies, Eastern Utilities Associates (EUA) and New England Electric System (NEES), registered holding companies. The proposal is also being made by Blackstone Valley Electric Company and EUA Service Corporation, subsidiaries of EUA; New England Power Service Company, a subsidiary of NEES; and TransCanada PipeLine Limited and its indirect subsidiary, TCPL Power, Limited, affiliates of OSP I and OSP II. It is proposed that OSP II will pay additional bank fees in the amount of \$150,000. (Rel. 35-25391)

WEST PENN POWER COMPANY

A notice has been issued giving interested persons until October 28 to request a hearing on a proposal by West Penn Power Company (West Penn), an electric public-utility subsidiary company of Allegheny Power System, Inc., a registered holding company. West Penn proposes to issue short-term notes to banks, and/or to issue and sell commercial paper in the form of short-term notes to dealers in commercial paper under an exception from competitive bidding. It is proposed that such notes and commercial paper will be issued from time to time through December 31, 1993, in an aggregate principal amount not to exceed \$147 million outstanding at any one time. (Rel. 35-25391)

CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until October 28 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company, and its wholly owned nonutility subsidiary company, CSW Energy, Inc. (Energy). CSW and Energy propose to offer consulting services to nonassociates with respect to independent power projects. (Rel. 35-25391)

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 WORDSTAR INTERNATIONAL INC, 201 ALAMEDA DEL PRADO, NOVATO, CA 94949 (415) 382-8000
- 250,000 (\$1,164,000) COMMON STOCK. (FILE 33-43034 - OCT. 01) (BR. 9)

- S-1 INFONOW CORP /DE, 4725 WALNUT ST, BOULDER, CO 80301 (303) 442-6666 - 1,207,500
(\$7,245,000) COMMON STOCK. 2,625,000 (\$11,812,500) COMMON STOCK. 3,937,500
(\$23,625,000) COMMON STOCK. 105,000 (\$105) WARRANTS, OPTIONS OR RIGHTS. 105,000
(\$756,000) COMMON STOCK. UNDERWRITER: BLAIR D H & CO INC. (FILE 33-43035 - OCT. 01)
(BR. 1 - NEW ISSUE)

- S-2 XSCRIBE CORP /CA/, 6285 NANCY RIDGE DR, SAN DIEGO, CA 92121 (619) 457-5091 -
3,100,000 (\$1,085,000) COMMON STOCK. (FILE 33-43036 - OCT. 01) (BR. 10)

- S-11 CHASE MORTGAGE FINANCE CORP, ONE CHASE MANHATTAN PLZ, C/O A HARDY EUBANKS III,
NEW YORK, NY 10081 (212) 552-1358 - 1,000,000,000 (\$1,000,000,000)
PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-43054 - OCT. 01) (BR. 11)

- S-6 MERRILL LYNCH LIFE VARIABLE LIFE SEPARATE ACCOUNT II, 800 SCUDDERS MILLS RD,
C/O TANDEM INSURANCE GROUP INC, PLAINSBORO, NJ 08536 (609) 282-1429 -
INDEFINITE SHARES. (FILE 33-43055 - OCT. 01) (BR. 20)

- S-6 MERRILL LYNCH LIFE VARIABLE LIFE SEPARATE ACCOUNT II, 800 SCUDDERS MILLS RD,
C/O TANDEM INSURANCE GROUP INC, PLAINSBORO, NJ 08536 (609) 282-1429 -
INDEFINITE SHARES. (FILE 33-43056 - OCT. 01) (BR. 20)

- S-6 MERRILL LYNCH LIFE VARIABLE LIFE SEPARATE ACCOUNT II, 800 SCUDDERS MILLS RD,
C/O TANDEM INSURANCE GROUP INC, PLAINSBORO, NJ 08536 (609) 282-1429 -
INDEFINITE SHARES. (FILE 33-43057 - OCT. 01) (BR. 20)

- S-6 MERRILL LYNCH LIFE VARIABLE LIFE SEPARATE ACCOUNT II, 800 SCUDDERS MILLS RD,
C/O TANDEM INSURANCE GROUP INC, PLAINSBORO, NJ 08536 (609) 282-1429 -
INDEFINITE SHARES. (FILE 33-43058 - OCT. 01) (BR. 20)

REGISTRATIONS CONTINUED

- S-6 MERRILL LYNCH LIFE VARIABLE LIFE SEPARATE ACCOUNT II, 800 SCUDDERS MILLS RD,
C/O TANDEM INSURANCE GROUP INC, PLAINSBORO, NJ 08536 (609) 282-1429 -
INDEFINITE SHARES. (FILE 33-43059 - OCT. 01) (BR. 20)
- S-6 MERRILL LYNCH LIFE VARIABLE LIFE SEPARATE ACCOUNT II, 800 SCUDDERS MILLS RD,
C/O TANDEM INSURANCE GROUP INC, PLAINSBORO, NJ 08536 (609) 282-1429 -
INDEFINITE SHARES. (FILE 33-43060 - OCT. 01) (BR. 20)
- S-4 GIDDINGS & LEWIS INC /WI/, 142 DOTY ST, FOND DU LAC, WI 54935 (414) 921-9400 -
2,631,065 (\$62,856,143) COMMON STOCK. 2,300,000 (\$62,399,000) PREFERRED STOCK. (FILE
33-43061 - OCT. 01) (BR. 1)
- F-1 OSHAP TECHNOLOGIES LTD, 16 HAGALIM BLVD, HERZLIAH 45733 ISRAEL, L3 (212) 664-1666
- 10,000 (\$13,500,000) FOREIGN GOVERNMENT AND AGENCY DEBT. 1,000,000 (\$5,000,000)
FOREIGN COMMON STOCK. 650,000 (\$6,500,000) FOREIGN COMMON STOCK. (FILE 33-43062 -
OCT. 01) (BR. 1)
- S-1 CALUMET BANCORP INC /DE, 1350 EAST SIBLEY BLVD, DOLTON, IL 60419 (708) 841-9010 -
2,029,750 (\$30,446,250) COMMON STOCK. UNDERWRITER: ADAMS COHEN SECURITIES INC. (FILE
33-43063 - OCT. 01) (BR. 1 - NEW ISSUE)
- S-1 IMCLONE SYSTEMS INC/DE, 180 VARICK ST, NEW YORK, NY 10014 (212) 645-1405 -
2,300,000 (\$34,500,000) COMMON STOCK. UNDERWRITER: ROBERTSON STEPHENS & CO,
SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-43064 - OCT. 01) (BR. 8 - NEW ISSUE)
- S-3 BEST BUY CO INC, 4400 W 78TH ST, BLOOMINGTON, MN 55435 (612) 896-2300 - 300,000
(\$7,387,500) COMMON STOCK. 2,575,000 (\$63,409,375) COMMON STOCK. (FILE 33-43065 -
OCT. 01) (BR. 2)
- S-3 FGIC SECURITIES PURCHASE INC, 175 WATER ST, NEW YORK, NY 10038 (212) 607-3000 -
100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-43066 - OCT. 01) (BR. 9)
- S-4 MERCANTILE BANCORPORATION INC, ONE MECANTILE CENTER, ST LOUIS, MO 63101
(314) 425-2525 - 495,000 (\$10,324,601) COMMON STOCK. (FILE 33-43067 - OCT. 01)
(BR. 2)
- S-1 COMPUTER CONCEPTS CORP /DE, 80 ORVILLE DR, BOHEMIA, NY 11716 (516) 563-6406 -
5,798,085 (\$2,037,000) COMMON STOCK. 7,292,260 COMMON STOCK. 922,000 (\$461,000)
COMMON STOCK. 6,234,322 (\$10,910,063) COMMON STOCK. 1,500,000 (\$2,625,000)
COMMON STOCK. (FILE 33-43069 - OCT. 01) (BR. 9 - NEW ISSUE)
- S-1 INTERNATIONAL BUSINESS MACHINES CORP, OLD ORCHARD RD, ARMONK, NY 10504
(914) 765-1900 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-43073 -
SEP. 30) (BR. 13)
- S-8 IMC FERTILIZER GROUP INC, 2100 SANDERS RD, NORTHBROOK, IL 60062 (708) 272-9200 -
10,000 (\$546,900) COMMON STOCK. (FILE 33-43074 - SEP. 30) (BR. 13)
- S-8 MCN CORP, 500 GRISWOLD ST, DETROIT, MI 48226 (313) 256-5500 - 81,200 (\$1,735,650)
COMMON STOCK. (FILE 33-43075 - OCT. 01) (BR. 13)

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)/%OWNED	CUSIP/ PRIOR%	FILING STATUS
ADIA SVCS INC ADIA S A	COM 13D	10/ 2/91	10,104 81.0	00687410 80.3	UPDATE
BOHEMIA INC STEWART FAYE H ET AL	COM 13D	9/25/91	0 0.0	09732910 14.0	UPDATE
CARE ENTERPRISES INC SMITH RANDALL D ET AL	COM 13D	9/24/91	3,390 31.6	14164930 27.9	UPDATE
CHEMDESIGN CORP ADVENT INTL CORP ET AL	COM 13D	9/ 6/90	1,180 13.5	16359410 15.9	UPDATE
DATAPOINT CORP SHUFRO ROSE & EHRMAN	PFD 13D	9/25/91	250 12.9	23810030 0.0	NEW
DIGITAL SYS INTL INC STONER DONALD L ET AL	COM 13D	9/ 4/91	1,108 12.5	25391210 13.7	UPDATE
DIGITAL SYS INTL INC STROUM SAMJEL N	COM 13D	8/21/91	1,001 11.3	25391210 13.2	UPDATE
FERRY CAP & SET SCREW CO NORTH SALLY TREMAINE	COM 13D	9/12/91	37 20.1	31545910 20.1	UPDATE
GLOBAL NAT RES INC CENTRAL NATL-GOTTESMAN ET AL	COM 13D	9/26/91	1,481 6.3	37935510 5.2	UPDATE
GROUND ROUND RESTAURANTS INC HANSON PLC ET AL	COM 13D	9/27/91	3,680 33.9	39942710 29.3	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
IDEX CORP GAMCO INVESTORS INC ET AL	COM 130	10/ 2/91	2,432 19.8	45199310 14.4	UPDATE
ISIS PHARMACEUTICALS SUTTER HILL VENTURES ET AL	COM 130	9/ 5/91	706 6.7	46433010 0.0	NEW
JAN BELL MARKETING INC BENSHMUEL ELIAHU	COM 130	9/30/91	2,593 10.7	47076010 0.0	NEW
LAMSON & SESSIONS CO GAMCO INVESTORS INC ET AL	COM 130	10/ 1/91	855 6.5	51369610 5.0	UPDATE
MAIL BOXES ETC UNITED PARCEL SVC AMERICA	COM 130	10/ 2/91	1,070 18.8	56031010 18.7	UPDATE
MEDICAL PPTYS INC GOLDER THOMA FUND	COM 130	9/30/91	254 10.8	58499210 0.0	NEW
NU MED INC GOLDER THOMA FUND	COM NEW 130	9/16/91	892 9.1	67090320 0.0	NEW
ORIENT EXPRESS HOTELS INC SHERWOOD JAMES B ET AL	COM 130	9/26/91	1,623 16.6	68590510 15.3	UPDATE
PARTNERS OIL CO BANC ONE CORP ET AL	CL A 130	10/ 2/91	846 35.5	70212520 35.5	UPDATE
PENN CENT CORP AMERICAN FINANCIAL CORP ET AL	COM 130	9/30/91	23,433 50.7	70727110 49.5	UPDATE
PROSPECT GROUP INC WACHENHEIM EDGAR III ET AL	COM 130	9/26/91	4,950 21.3	74291820 19.0	UPDATE
RAGEN CORP THOMAS EUGENE H	COM 130	7/26/91	2,262 37.2	75063310 33.9	UPDATE
RESIDENTIAL MTG INVTS INC ASAY KERRY O ET AL	COM 130	9/24/91	293 6.9	76111110 5.8	UPDATE
SOUTH CAROLINA FED CORP ZUCKER JERRY ET AL	COM 130	10/ 1/91	253 10.0	83701410 10.0	2UPDATE
TRANSPORTATION CAPITAL CORP GLAUBINGER LAWRENCE D ET AL	COM 130	9/16/91	315 16.4	89387210 16.5	RVISION

ACQUISITIONS CONT.

<u>NAME AND CLASS OF STOCK/OWNER</u>	<u>FORM</u>	<u>EVENT DATE</u>	<u>SHRS(000)/ %OWNED</u>	<u>CUSIP/ PRIOR%</u>	<u>FILING STATUS</u>
UNITED SVCS ADVISORS	CUM PART PFD N V		245	91147420	
ROBERTSON STEPHENS ORPHAN FD	13D	9/11/91	6.7	0.0	NEW
SVCS ADVISORS	CUM PART PFD N V		245	91147420	
ROBERTSON STEPHENS ORPHAN FD	13D	9/11/91	6.7	0.0	NEW
WHITTAKER CORP	COM PAR \$0.01		415	96668040	
PEGASUS HLDG ET AL	13D	10/ 2/91	5.5	6.6	UPDATE

SEC PUBLIC INFORMATION NUMBERS

Members of the public seeking information and/or material from the Commission continue to complain of being incorrectly referred to the wrong telephone number by Commission staff. The following information is furnished to assist you in directly calling the appropriate office:

Consumer Affairs (202-272-7440): Investor inquiries and complaint processing information.

Freedom of Information Branch (202-272-7420): Requests concerning FOIA, Privacy Act, Sunshine Act, confidential treatment matters, etc.

Personnel Locator (202-272-2550): Requests for names and phone numbers of Commission personnel.

Public Affairs (202-272-2650): Information about matters in the SEC News Digest, the Commission's operations, and calls from the press not directed to particular individuals, and other related matters.

Public Reference (202-272-7450): Requests for information on whether or not a document has been filed, etc.

Publications Unit (202-272-7460/7461): Requests for forms, studies, directories, etc.

Office of the Secretary (202-272-2600): Requests for information on the Commission calendar.

SEC Information Line (202-272-3100/5624): General information about SEC operations and activities through a series of recorded messages.
