

SEC NEWS DIGEST

Issue 97-64

April 3, 1997

COMMISSION ANNOUNCEMENTS

CORRECTION AND DELAY OF IMPLEMENTATION OF EDGAR FILER MANUAL

The Commission is postponing the implementation of an updated edition of the EDGAR Filer Manual which was published in the Federal Register on February 27, 1997 [62 FR 8877] and March 24, 1997 [62 FR 13820] in order to resolve technical issues, resulting from a power outage, that delayed system implementation from March 24, 1997 to April 14, 1997 and is correcting a typographical error in an instruction to the amendatory language for §232.301. (Rel. Nos. 33-7411; 34-38465; 35-26699; 39-2351; IC-22595)

ENFORCEMENT PROCEEDINGS

SEC v. CHESTER HOLDINGS, LTD., FORMERLY NAMED AQUA BUOY CORPORATION, JOSEPH PIGNATIELLO, CONSTANCE PIGNATIELLO AND CHRISTOPHER WERNER

The Commission announced today the filing of a complaint in the United States District Court for the District of New Jersey against Chester Holdings, Ltd. (formerly named Aqua Buoy Corporation) (Aqua Buoy), Joseph Pignatiello, Constance Pignatiello, and Christopher Werner (Werner), alleging financial fraud and insider trading.

The complaint alleges Defendants engaged in a financial fraud involving the dissemination of materially false and misleading information about Aqua Buoy and sales of company stock at inflated prices by Joseph Pignatiello, Constance Pignatiello, and Werner, who were officers and directors of Aqua Buoy and who knew the truth behind the false picture of the company presented to the public. The complaint also alleges: between March 1991 and October 1992, Aqua Buoy made five acquisitions of assets or businesses; Defendants made materially false and misleading statements to the public relating to those acquisitions; and, in press releases and Commission filings, Defendants misrepresented and omitted material facts concerning the assets or businesses acquired, overstated the value of the acquisitions, and overstated Aqua Buoy's assets and shareholders' equity. The complaint further alleges that, during

this period of time, Joseph Pignatiello, Constance Pignatiello, and Werner obtained a total of approximately \$2 million in illicit profits by unlawfully selling Aqua Buoy common stock while possessing material, nonpublic information about the true value of the acquisitions and Aqua Buoy's falsely inflated financial condition.

The complaint alleges: (a) Defendants violated the antifraud provisions of the Securities Exchange Act of 1934 (Exchange Act) by preparing and publicly disseminating fraudulent Commission filings and press releases; (b) Aqua Bouy violated the periodic reporting provisions of the Exchange Act by filing false company reports with the Commission; (c) Joseph Pignatiello, Constance Pignatiello, and Werner (Individual Defendants) are liable, as controlling persons of Aqua Bouy, for Aqua Buoy's fraudulent and false reporting; (d) Werner violated Exchange Act rules by giving false information to Aqua Buoy's auditor in connection with audits of Aqua Buoy for the years ended June 1991 and 1992; and (e) the Individual Defendants violated the antifraud provisions of the Exchange Act and the Securities Act of 1933 by engaging in insider trading in Aqua Bouy common stock.

The Commission seeks permanent injunctions against the Defendants, disgorgement by the Individual Defendants plus prejudgment interest, and civil penalties and officer and director bars against the Individual Defendants. [SEC v. Chester Holdings, Ltd., formerly named Aqua Buoy Corporation, Joseph Pignatiello, Constance Pignatiello, and Christopher Werner, 97 Civ., 1654, D.N.J., MTB] (LR-15312)

COMPLAINT FILED AND APPLICATION MADE FOR TEMPORARY RESTRAINING ORDER AGAINST TIMOTHY HILLS AND S.J. WINDSOR CAPITAL PARTNERS LLP

The Commission filed a complaint in the United States District Court for the Eastern District of New York on April 2 against Timothy A. Hills (Hills) and S.J. Windsor Capital Partners LLP (S.J. Windsor). The complaint alleges that Hills has been associated with S.J. Windsor, an unregistered broker, since at least August 1996. As a result, S.J. Windsor is violating the broker registration provisions of the federal securities laws and Hills is violating an order of the Commission issued on November 8, 1995 on consent in a prior Commission proceeding, In the Matter of Timothy A. Hills, A.P. File No. 3-8707 (June 1, 1995), which, among other things, barred Hills from association with a broker.

The Commission also made an application to the court for a Temporary Restraining Order, ordering Hills to comply immediately with a Commission Order, and restraining S.J. Windsor from operating as an unregistered broker. In its Application, the Commission also sought the appointment of a Temporary Receiver for S.J. Windsor, an order prohibiting the destruction or alteration of documents, and an order for expedited discovery. [SEC v. Timothy A. Hills and S.J. Windsor Capital Partners LLP, 97-1580, USDC, EDNY, TCP] (LR-15313)

INVESTMENT ADVISERS ACT RELEASES

BRAC ASSOCIATES LIMITED LIABILITY COMPANY, ET AL.

An order has been issued on an application filed by Brac Associates Limited Liability Company and Lexington Capital Partners, L.P., under Section 205(e) of the Investment Advisers Act for an exemption from Section 205(a)(1) of the Act. Applicants are a limited liability company and a limited partnership that a particular family formed to facilitate and simplify the investment of its assets and multiple trusts established by family members. The order permits registered investment advisers to charge applicants performance-based advisory fees. (Rel. IA-1627)

INVESTMENT COMPANY ACT RELEASES

PAINWEBBER/KIDDER, PEABODY CASH RESERVE FUND, INC.

A notice has been issued giving interested persons until April 28 to request a hearing on an application filed by PaineWebber/Kidder, Peabody Cash Reserve Fund, Inc. for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-22591 - April 1)

PAINWEBBER/KIDDER, PEABODY PREMIUM ACCOUNT FUND

A notice has been issued giving interested persons until April 28 to request a hearing on an application filed by PaineWebber/Kidder, Peabody Premium Account Fund for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-22592 - April 1)

PAINWEBBER/KIDDER, PEABODY TAX EXEMPT MONEY FUND, INC

An order has been issued under Section 8(f) of the Investment Company Act declaring that PaineWebber/Kidder, Peabody Tax Exempt Money Fund, Inc. has ceased to be an investment company. (Rel. IC-22593 - April 1)

PAINWEBBER AMERICA FUND, ET AL.

An order has been issued on an application filed by PaineWebber America Fund, et al. under Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder permitting the certain registered investment companies to pay, and PaineWebber as lending agent to accept, fees based on a share of the revenue generated from securities lending transactions, as described in the application. (Rel. IC-22594 - April 1)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF EXTENSION OF JOINT INDUSTRY PLAN

The Commission approved a request to extend through June 30, 1997 the effectiveness of a Joint Industry Reporting Plan for Nasdaq/National Market securities traded on an exchange on an unlisted or listed basis, submitted by the National Association of Securities Dealers, Inc., and the Boston, Chicago and Philadelphia Stock Exchanges (File No. S7-24-89). The Commission also extended the effectiveness of certain exemptive relief granted by the Commission. (Rel. 34-38457)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the American Stock Exchange to waive the equity transaction fees for all system orders up to 1,099 shares, except those of nonmember competing market makers, and to place a cap on the value-based portion of the transaction charge (SR-Amex-97-16) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of April 7. (Rel. 34-38460)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change submitted by the Pacific Stock Exchange (SR-PSE-96-45) relating to the Options Book Pilot Program. Publication of the notice is expected in the Federal Register during the week of April 7. (Rel. 34-38462)

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration Elsinore Corporation, Common Stock, \$0.001 Par Value. (Rel. 34-38464)

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.

F-6 NORILSK NICKEL /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY
10286 (212) 495-1727 - 50,000,000 (\$2,500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK (FILE 333-6678 - MAR 24) (BR 99
- NEW ISSUE)

S-B FEDERATIVE REPUBLIC OF BRAZIL, BANCO DO BRASIL - 550 FIFTH AVE,
C/O JOAQUIM FERREIRA AMARO, NEW YORK, NY 10036 - 5,000,000,000
(\$5,000,000,000) STRAIGHT BONDS (FILE 333-6682 - MAR 25) (BR 9)

F-1 UNIMARC SUPERMARKETS INC, AVENIDA PRESIDENTE EDWAURDO FREI,
MONTAIVA 1380, SANTIAGO, F3 (562) 641-8784 - \$88,308,000 COMMON STOCK
(FILE 333-6684 - MAR 26) (BR. 2 - NEW ISSUE)

F-6 UNIMARC SUPERMARKETS INC /ADR/, 48 WALL ST, BANK OF NEW YORK, NEW YORK,
NY 10286 (212) 815-1727 - 50,000,000 (\$2,500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK (FILE 333-6686 - MAR 26) (BR 99
- NEW ISSUE)

S-4 HFS INC, 339 JEFFERSON RD, PARSIPPANY, NJ 07054 (201) 428-9700 -
35,169,098 (\$1,756,052,398) COMMON STOCK (FILE 333-24031 - MAR 27)
(BR 4)

S-8 ENVIRODYNE INDUSTRIES INC, 701 HARGER ROAD STE 190, OAK BROOK, IL 60521
(708) 571-8800 - 200,000 (\$1,375,000) COMMON STOCK (FILE 333-24033 -
MAR 27) (BR 6)

S-3 SECURITY CAPITAL PACIFIC TRUST, 7777 MARKET CENTER AVE, EL PASO, TX
79912 (915) 877-3900 (FILE 333-24035 - MAR 27) (BR 8)

S-8 PACKAGING PLUS SERVICES INC, 20 SOUTH TERMINAL DRIVE, PLAINVIEW, NY
11803 (516) 349-1300 - 160,000 (\$360,000) COMMON STOCK (FILE 333-24037 -
MAR 27) (BR 4)

S-8 FMC CORP, 200 E RANDOLPH DR, CHICAGO, IL 60601 (312) 861-6000 - 300,000
(\$19,331,250) COMMON STOCK (FILE 333-24039 - MAR 27) (BR 4)

S-8 INFORMATION RESOURCES INC, 150 N CLINTON ST, CHICAGO, IL 60661
(312) 726-1221 - 400,000 (\$5,725,000) COMMON STOCK (FILE 333-24041 -
MAR 27) (BR 4)

S-1 NEW PAMECO GEORGIA CORP, 1000 CENTER PL, NORCROSS, GA 30093
(770) -79-8070 - 3,536,872 (\$56,589,952) COMMON STOCK (FILE 333-24043 -
MAR 27) (BR 6)

S-8 MICROSEMI CORP, 2830 S FAIRVIEW ST, PO BOX 26890, SANTA ANA, CA 92704
(714) 979-8220 - 747,940 (\$9,255,757 50) COMMON STOCK (FILE 333-24045 -
MAR 27) (BR 6)

S-8 KEYSTONE AUTOMOTIVE INDUSTRIES INC, 700 E BONITA AVE, POMONA, CA 91767
(909) 624-8041 - 730,000 (\$12,045,000) COMMON STOCK (FILE 333-24047 -
MAR 27) (BR 5)

S-8 MID IOWA FINANCIAL CORP/IA, 123 W SECOND ST N, P O BOX 687, NEWTON, IA
50208 (515) 792-6236 - 157,599 (\$1,303,230) COMMON STOCK (FILE 333-24049
- MAR 27) (BR 7)

S-3 NORFOLK SOUTHERN CORP, THREE COMMERCIAL PL, NORFOLK, VA 23510
(804) 629-2680 (FILE 333-24051 - MAR. 27) (BR 5)

S-4 CONESTOGA ENTERPRISES INC, 202 EAST FIRST ST, BIRDSBORO, PA 19508
(610) 582-8711 - 200,000 (\$1,666,465) COMMON STOCK (FILE 333-24053 -
MAR 27) (BR 3)

S-3 LEGGETT & PLATT INC, NO 1 LEGGETT RD, CARTHAGE, MO 64836 (417) 358-8131
- 79,895 (\$2,846,259) COMMON STOCK (FILE 333-24055 - MAR 27) (BR 6)

S-8 ST FRANCIS CAPITAL CORP, 3545 SOUTH KINICKINNIC AVENUE, MILWAUKEE, WI
53235 (414) 744-8600 - 220,000 (\$6,600,000) COMMON STOCK (FILE 333-24057
- MAR 27) (BR 7)

S-3 DELMARVA POWER & LIGHT CO /DE/, 800 KING ST, PO BOX 231, WILMINGTON, DE
19899 (320) 429-3448 (FILE 333-24059 - MAR 27) (BR 4)

S-8 USA TECHNOLOGIES INC, 200 PLANT AVENUE, WAYNE, PA 19087 (610) 989-0340
- 160,000 (\$57,600) COMMON STOCK (FILE 333-24061 - MAR 27) (BR 7)

S-8 URS CORP /NEW/, 100 CALIFORNIA ST STE 500, SAN FRANCISCO, CA 94111
(415) 774-2700 - 750,000 (\$7,828,125) COMMON STOCK (FILE 333-24063 -
MAR 27) (BR 4)

S-3 SOUTH JERSEY GAS CO/NEW, NUMBER ONE SOUTH JERSEY PLAZA, ROUTE 54,
FOLSOM, NJ 08037 (609) 561-9000 - 1,400,000 (\$35,000,000) PREFERRED STOCK.
(FILE 333-24065 - MAR 27) (BR 4)

S-8 URS CORP /NEW/, 100 CALIFORNIA ST STE 500, SAN FRANCISCO, CA 94111
(415) 774-2700 - 250,000 (\$2,609,375) COMMON STOCK. (FILE 333-24067 -
MAR 27) (BR 4)

S-8 URS CORP /NEW/, 100 CALIFORNIA ST STE 500, SAN FRANCISCO, CA 94111
(415) 774-2700 - 55,000 (\$574,062 50) COMMON STOCK (FILE 333-24069 -
MAR 27) (BR 4)

S-8 VERSATILITY INC, 11781 LEE JACKSON MEMORIAL HWY, SUITE 600, FAIRFAX, VA
22033 (703) 591-2900 - 976,160 (\$8,781,403) COMMON STOCK (FILE 333-24071
- MAR 27) (BR 3)

S-8 BI INC, 6400 LOOKOUT RD, BOULDER, CO 80301 (303) 530-2911 - 1,000,000
(\$7,625,000) COMMON STOCK (FILE 333-24073 - MAR 27) (BR 7)

S-8 STEWART INFORMATION SERVICES CORP, 1980 POST OAK BLVD, HOUSTON, TX 77056
(713) 625-8100 - 100,000 (\$2,062,500) COMMON STOCK (FILE 333-24075 -
MAR 27) (BR 1)

S 8 VASTAR RESOURCES INC, 15375 MEMORIAL DR, HOUSTON, TX 77079
(713) 584-6155 - 1,000,000 (\$30,000,000) COMMON STOCK (FILE 333-24077 -
MAR 27) (BR 4)

S-3 DIAMETRICS MEDICAL INC, 2658 PATTON RD, ROSEVILLE, MN 55113
(612) 639-8035 - 3,750,000 (\$14,062,500) COMMON STOCK (FILE 333-24079 -
MAR 27) (BR 1)

S-2 SEIBELS BRUCE GROUP INC, 1501 LADY ST, P O BOX 1, COLUMBIA, SC 29201
(803) 748-2000 - \$23,787,629 COMMON STOCK (FILE 333-24081 - MAR 27)
(BR 1)

S-3 MEADOWBROOK INSURANCE GROUP INC, 26600 TELEGRAPH RD, STE 300,
SOUTHFIELD, MI 48034 (810) 358-1100 - 500,000 (\$11,845,000) COMMON STOCK
(FILE 333-24083 - MAR 27) (BR 1)

S-8 DIAMOND ENTERTAINMENT CORP, 16818 MARQUARDT AVE, CERRITOS, CA 90703
(310) 921-3999 - 1,400,000 (\$350,000) COMMON STOCK (FILE 333-24087 -
MAR 27) (BR 5)

S-1 EARTH & OCEAN SPORTS INC, 70 AIRPORT ROAD, HYANNIS, MA 02601
(617) 778-5528 - 1,581,250 (\$17,393,750) COMMON STOCK 137,500 (\$1,375)
WARRANTS, OPTIONS OR RIGHTS 137,500 (\$1,512,500) COMMON STOCK (FILE
333-24089 - MAR 27) (BR 5 - NEW ISSUE)

S-3 FIRST COMMERCIAL CORP, 400 WEST CAPITOL AVE, LITTLE ROCK, AR 72201
(501) 371-7000 - 1,361,952 (\$52,605,396) COMMON STOCK (FILE 333-24091 -
MAR 27) (BR 7)

S-3 TRANS FINANCIAL INC, 500 EAST MAIN STREET, BOWLING GREEN, KY 42101
(502) 793-7717 - 46,666 (\$1,093,734) COMMON STOCK (FILE 333-24093 -
MAR 27) (BR 7)

S-8 TRICO MARINE SERVICES INC, 610 PALM AVE, HOUMA, LA 70364 (504) 851-3833
- 25,000 (\$1,131,250) COMMON STOCK (FILE 333-24095 - MAR 27) (BR. 4)

S-3 GEOWORKS /CA/, 960 ATLANTIC AVE, ALAMEDIA, CA 94501 (510) 814-1660 -
1,282,754 (\$8,504,659) COMMON STOCK (FILE 333-24097 - MAR. 27) (BR. 3)

S-8 SOUTHTRUST CORP, 420 N 20TH ST, BIRMINGHAM, AL 35203 (205) 254-5000 -
9,796 (\$144,686 92) COMMON STOCK (FILE 333-24099 - MAR. 27) (BR. 7)

- S-1 TIB FINANCIAL CORP, 99451 OVERSEAS HIGHWAY, KEY LARGO, FL 33037
(305) 451-4660 - 1,178,124 (\$6,302,963) COMMON STOCK. (FILE 333-24101 -
MAR 27) (BR. 7 - NEW ISSUE)
- S-1 AMERICAN DISPOSAL SERVICES INC, 745 MCCLINTOK DR, SUITE 305, BURR RIDGE,
IL 60521 (708) 655-1105 - 4,025,000 (\$66,412,500) COMMON STOCK (FILE
333-24103 - MAR 28) (BR. 4)
- S-8 MARCAM CORP, 95 WELLS AVE, NEWTON, MA 02159 (617) 965-0220 - 1,250,000
(\$17,421,875) COMMON STOCK. (FILE 333-24105 - MAR 27) (BR 3)
- S-8 BOULDER CAPITAL OPPORTUNITIES II LTD, 4750 TABLE MESA DR, BOULDER, CO
80303 (303) 494-3000 - 20,200 (\$20,200) COMMON STOCK (FILE 333-24107 -
MAR 27) (BR 9)
- S-1 DEAN WITTER PRINCIPAL SECURED FUTURES FUND LP,
TWO WORLD TRADE CENTER - 62FLR, C/O DEMETER MANAGEMENT CORP, NEW YORK, NY
10048 (212) 392-5454 - 50,000 (\$111,150,000)
LIMITED PARTNERSHIP CERTIFICATE (FILE 333-24109 - MAR 27) (BR. 8)
- S-11 WNC HOUSING TAX CREDIT FUND VI LP SERIES 5, 3158 REDHILL AVE, STE 120,
COSTA MESA, CA 92626 (714) 662-5565 - 50,000,000 (\$50,000,000)
LIMITED PARTNERSHIP CERTIFICATE (FILE 333-24111 - MAR 27) (BR 8
- NEW ISSUE)
- S-3 NATIONAL SEMICONDUCTOR CORP, 2900 SEMICONDUCTORS DR, PO BOX 58090,
SANTA CLARA, CA 95052 (408) 721-5000 - 1,699,998 (\$44,943,698)
COMMON STOCK (FILE 333-24113 - MAR 27) (BR 6)
- SB-2 AMERICAN BUSINESS FINANCIAL SERVICES INC /DE/, 111 PRESIDENTIAL BLVD,
STE 215, BALA CYNWYD, PA 19004 (610) 668-2440 - 125,000,000 (\$125,000,000)
STRAIGHT BONDS (FILE 333-24115 - MAR 28) (BR 9)