

sec news digest

LIBRARY

MAR 1 1991

Issue 91-40

February 28, 1991

U.S. SECURITIES AND EXCHANGE COMMISSION

RULES AND RELATED MATTERS

NET CAPITAL RULE AMENDED

The Commission announced that it is publishing amendments to its net capital rule. Rule 15c3-1 under the Securities Exchange Act of 1934 will be amended to require broker-dealers to notify the Commission when it makes large distributions of net capital to affiliated parties; to give the Commission the authority to prohibit withdrawals of net capital from a broker-dealer under certain circumstances; and to prohibit withdrawals of net capital at an earlier stage than is now permitted. FOR FURTHER INFORMATION, CONTACT: Roger Coffin at (202) 272-2396.

CIVIL PROCEEDINGS

COMPLAINT NAMES NICODEMUS FAITOS AND FAITOS & COMPANY INCORPORATED

The New York Regional Office announced that on February 27, the Commission filed a civil injunctive action in the U.S. District Court for the Eastern District of New York against Nicodemus E. Faitos (Faitos) of Comack, N.Y., and Faitos & Co., Inc. (Faitos & Co.) of Huntington, N.Y. The complaint seeks permanent injunctions and disgorgement against both defendants, plus an asset freeze and an accounting against Faitos, for violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5. The complaint alleges that from at least June 1, 1987 to the present, Faitos and Faitos & Co. misappropriated approximately \$1,800,000 from investors through diversions of investors' money and unauthorized redemptions of mutual fund securities.

Simultaneous with the filing of the complaint, Faitos and Faitos & Co. consented to the entry of a Final Judgment of Permanent Injunction and Other Equitable Relief granting the relief sought in the Commission's complaint. [SEC v. Nicodemus E. Faitos and Faitos & Co., Inc., Civil Action No. 91-0690, E.D.N.Y., February 27, 1991] (LR-12786)

COMPLAINT NAMES ROBERT WHITE

The New York Regional Office announced that on February 1, the Commission filed a civil injunctive action in the U.S. District Court for the District of New Jersey against Robert A. White (White) of Jersey City, New Jersey. The complaint seeks preliminary and permanent injunctions, an asset freeze, an accounting, and disgorgement in an action arising from White's alleged violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 (the anti-fraud provisions). The complaint alleges that from at least July 1, 1985 to the present, White misappropriated approximately \$868,097 from investors who had given White money to invest in securities, mainly government securities.

Simultaneous with the filing of the complaint, White, without admitting or denying the allegations of the complaint, consented to the entry of a preliminary injunction, an asset freeze, and an accounting. On February 1, the Honorable Nicholas H. Politan, U.S. District Judge, issued an Order of Preliminary Injunction and for an Asset Freeze and other Equitable Relief. The litigation is pending. [SEC v. Robert A. White, Civil Action No. 91-451, D.N.J., February 1, 1991] (LR-12787)

COURT RULES AGAINST CHARLES STEADMAN, STEADMAN SECURITY CORP. AND THE STEADMAN FUNDS

The Philadelphia Regional Office announced that on February 27, Judge Oberdorfer of the U.S. District Court for the District of Columbia granted judgment for the Commission in its case against the Steadman Funds (Funds), a mutual fund group; Steadman Security Corporation (SSC), registered investment adviser and transfer agent for the Funds; and Charles W. Steadman, president and chairman of the board of SSC and the Funds. The Commission's action was filed on July 17, 1989 and tried on November 7 and 8, 1990. The Court found for the Commission on all of its claims and stated that the evidence "entitles the SEC to injunctive relief..."

The Court found antifraud, share pricing, and reporting violations arising out of defendants' failure to register Fund shares under state laws from 1971 to 1988, while offering and selling shares in all of the states. As a result of failing to register, the Funds accrued material liabilities for unpaid fees, penalties, and possible shareholder suits, which were neither booked nor disclosed to investors. Further, the Court found that the net asset value of Fund shares was improperly calculated. In addition, the Court found violations of certain investment adviser custody and transfer agent rules. (SEC v. Charles W. Steadman, et al., Civil Action No. 89-2026-LFO, D.D.C) (LR-12788)

INVESTMENT COMPANY ACT RELEASES

TEMPLETON AMERICAN GROWTH TRUST

A notice has been issued giving interested persons until March 25 to request a hearing on an application filed by Templeton American Growth Trust, Inc. and Templeton Funds Distributor, Inc. for an order under Section 6(c) of the Investment Company Act exempting them from the provisions of Sections 2(a)(32), 2(a)(35), 22(c) and 22(d) of the Act and Rule 22c-1 thereunder to permit the imposition and waiver of a contingent deferred sales charge. (Rel. IC-18018 - February 26)

NIPSCO CAPITAL MARKETS

A notice has been issued giving interested persons until March 26 to request a hearing on an application filed by NIPSCO Capital Markets, Inc. seeking an Order under Section 6(c) of the Investment Company Act for an exemption from all provisions of the Act. (Rel. IC-18019 - February 26)

SELF-REGULATORY ORGANIZATIONS

TEMPORARY APPROVAL OF PROPOSED RULE CHANGE

The Commission has temporarily extended a proposed rule change filed pursuant to Rule 19b-4 of the Securities Exchange Act by The Depository Trust Company (SR-DTC-90-13) that would allow DTC to continue to operate as a pilot program a Rush Withdrawal Transfer (RWT) service. Publication of the proposed rule is expected in the Federal Register during the week of February 25. (Rel. 34-28912)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGES

The Commission has granted accelerated approval to proposed rule changes filed under Rule 19b-4 of the Securities Exchange Act by the Pacific Stock Exchange (SR-PSE-91-07) and the American Stock Exchange (SR-AMEX-91-02) to list long-term equity options that expire up to 39 months from the date of issuance. Publication of the proposals is expected in the Federal Register during the week of March 4. (Rel. 34-28914)

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 CENTRAL EQUITY TRUST UTILITY SERIES 6, 201 PROGRESS PKWY,
C/O UNION INVESTMENT TRUSTS LTD, MARYLAND HEIGHTS, MO 63043 - 50,000 (\$1,000,000)
UNIT INVESTMENT TRUST. DEPOSITOR: UNISON INVESTMENT TRUSTS LTD. (FILE 33-38976 -
FEB. 19) (BR. 17 - NEW ISSUE)
- S-4 FURRS BISHOPS INC, 6901 QUAKER AVE, LUBBOCK, TX 79413 (806) 792-7151 -
\$54,581,835.50 COMMON STOCK. (FILE 33-38978 - FEB. 19) (BR. 12 - NEW ISSUE)
- S-1 NATIONAL BEVERAGE CORP, ONE NORTH UNIVERSITY DRIVE, FORT LAUDERDALE, FL 33324
(305) 581-0922 - 1,261,449 (\$5,474,688.66) COMMON STOCK. (FILE 33-38986 - FEB. 19)
(BR. 11 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-8 KNOWLEDGEWARE INC, 3340 PEACHTREE ROAD N E, ATLANTA, GA 30326 (404) 231-8575 - 800,000 (\$26,800,000) COMMON STOCK. (FILE 33-38999 - FEB. 20) (BR. 10)
- S-3 WELLS FARGO & CO, 420 MONTGOMERY ST, SAN FRANCISCO, CA 94163 (415) 477-1000 - 750,000,000 (\$750,000,000) STRAIGHT BONDS. (FILE 33-39045 - FEB. 21) (BR. 2)
- S-6 MUVEEN TAX EXEMPT UNIT TRUST SERIES 601, 333 WEST WACKER DR, C/O JOHN MUVEEN & CO INC, CHICAGO, IL 60606 - INDEFINITE SHARES. (FILE 33-39058 - FEB. 21) (BR. 22 - NEW ISSUE)
- S-3 PHILIP MORRIS COMPANIES INC, 120 PARK AVE, NEW YORK, NY 10017 (212) 880-5000 - 2,500,000,000 (\$2,500,000,000) STRAIGHT BONDS. (FILE 33-39059 - FEB. 21) (BR. 13)
- S-8 ADAC LABORATORIES, 540 ALDER DR, MILPITAS, CA 95035 (408) 945-2990 - 1,187,650 (\$1,745,845.50) COMMON STOCK. 812,350 (\$1,116,981.25) COMMON STOCK. (FILE 33-39081 - FEB. 20) (BR. 8)
- S-3 CHIRON CORP, 4560 HORTON ST, EMERYVILLE, CA 94608 (415) 655-8730 - 1,897,500 (\$92,503,125) COMMON STOCK. (FILE 33-39106 - FEB. 21) (BR. 8)
- S-1 VITAL SIGNS INC, 20 CAMPUS RD, TOTOWA, NJ 07512 (201) 790-1330 - 500,000 (\$9,187,500) COMMON STOCK. 650,000 (\$11,943,750) COMMON STOCK. (FILE 33-39107 - FEB. 21) (BR. 8)
- S-3 REDLAW INDUSTRIES INC, 50 SCOTT AVE, PARIS ONTARIO CANADA N3L 3R1, A6 (519) 759-0181 - 5,000,000 (\$4,375,000) COMMON STOCK. 5,000,000 (\$4,375,000) COMMON STOCK. (FILE 33-39108 - FEB. 19) (BR. 6)
- S-3 EMERSON ELECTRIC CO, 8000 W FLORISSANT AVE, P O BOX 4100, ST LOUIS, MO 63136 (314) 553-2000 - 727,000,000 (\$727,000,000) STRAIGHT BONDS. (FILE 33-39109 - FEB. 21) (BR. 7)
- S-8 CURTICE BURNS FOODS INC, 90 LINDEN PL, P O BOX 681, ROCHESTER, NY 14603 (716) 383-1850 - 150,000 (\$2,737,500) COMMON STOCK. (FILE 33-39110 - FEB. 21) (BR. 4)
- S-8 CURTICE BURNS FOODS INC, 90 LINDEN PL, P O BOX 681, ROCHESTER, NY 14603 (716) 383-1850 - 150,000 (\$2,737,500) COMMON STOCK. (FILE 33-39111 - FEB. 21) (BR. 4)
- S-1 MBNA AMERICA BANK N A, 400 CHRISTIANA RD, NEWARK, DE 19713 (302) 453-9930 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-39112 - FEB. 21) (BR. 11)
- S-8 BRIGGS & STRATTON CORP, 12301 W WIRTH ST, WAUKATOSA, WI 53222 (414) 259-5333 - 400,000 (\$12,183,625) COMMON STOCK. (FILE 33-39113 - FEB. 21) (BR. 10)
- S-4 DATA DESIGN LABORATORIES INC, 7925 CENTER AVE, RANCHO CUCAMONGA, CA 91730 (714) 987-2511 - 14,439,000 (\$12,897,480) STRAIGHT BONDS. (FILE 33-39115 - FEB. 21) (BR. 3)

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
CAPITAL SOUTHWEST CORP HARRIS ASSOCIATES INC	COM 13D	2/19/91	243 6.7	14050110 7.8	UPDATE
CELTRIX LABS INC DENNIS REID W	COM 13D	2/11/91	331 14.0	15118610 0.0	NEW
CIRCADIAM INC CIRCADIAM STOCKHOLDERS COMM	COM 13D	2/11/91	610 13.0	17253110 0.0	RVISION
CIRCADIAM INC HAMPTON BRIAN O	COM 13D	2/11/91	525 11.1	17253110 8.4	RVISION
DAMON GROUP INC HENDLER J M ET AL	COM 13D	2/15/91	0 0.0	23574610 15.7	UPDATE
DOAK PHARMACAL CO INC KRAFCHUK JOHN D	COMMON STOCK 13D	1/15/91	577 67.1	25600310 64.6	UPDATE
FORTUNE FINL GROUP INC BULLARD FRED B. JR, ET AL	COM 13D	1/31/91	191 4.4	34965110 6.5	UPDATE
FUNDS AMERN COS INC GOLDMAN SACHS & CO	COM 13D	2/20/91	984 4.5	36076810 8.8	UPDATE
HAMILTON OIL CORP CODY CO	COM PAR \$0.25 13D	2/ 6/91	2,501 9.5	40784810 0.0	NEW
HAMILTON OIL CORP GATES CHARLES C	COM PAR \$0.25 13D	2/ 6/91	46 0.2	40784810 0.0	NEW
IMRE CORP TAKEDA CHEMICAL IND	COM 13D	2/ 8/91	1,275 7.8	44969510 6.9	UPDATE
INSITUFORM GROUP LIMITED INTERSTATE PROPERTIES	COM 13D	2/14/91	2,551 25.8	45766310 24.8	UPDATE
INTERNATIONAL DAIRY QUEEN IN CL A NICHOLAS CO ET AL	COM 13D	12/31/90	977 10.9	45937320 11.3	UPDATE
INTERNATIONAL DAIRY QUEEN IN CL B NICHOLAS CO ET AL	COM 13D	12/31/90	374 4.0	45937330 3.4	UPDATE
ION LASER TECH BAGLEY EDWARD D	COM 13D	2/19/91	391 13.0	46190920 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
LEGENT CORP GENERAL ATLANTIC GROUP	COM 13D	2/13/91	2,059 9.8	52499010 11.7	UPDATE
LEISURE CONCEPTS INC RISSMAN OWEN RANDALL ET AL	COM 13D	2/22/91	568 19.0	52539710 0.0	NEW
LEISURE CONCEPTS INC WESTON STANLEY A	COM 13D	2/22/91	437 15.1	52539710 11.6	UPDATE
LOWRANCE ELECTRS INC KNIGHT JAMES L ESTATE OF	COM 13D	2/13/91	1,295 37.9	54890010 0.0	NEW
MENTEK INC ALLEN & CO INC ET AL	COM 13D	2/ 7/91	1,643 10.1	58626710 3.0	UPDATE
MOLECULON INC FAULDING HLDGS INC	COM 13D	2/14/91	11,845 100.0	60855110 100.0	UPDATE
PERINI INVT PPTYS INC HARRIS ASSOCIATES INC	COM 13D	2/15/91	408 10.5	71384310 11.5	UPDATE
PHOENIX RE CORP SCOTTISH AMICABLE LIFE ET AL	COM 13D	11/27/90	225 5.8	71912310 0.0	NEW
PURITAN BENNETT CORP DEITCHE & FIELD ADVISERS INC	COM 13D	2/19/91	757 6.6	74629910 5.4	UPDATE
RATNERS GRP PLC MORGAN STANLEY GRP	CONV CUM RED PEF 13D	2/14/91	1,077 8.7	75410660 7.7	UPDATE
READING & BATES CORP SOUTH PAC BKG CORP ET AL	COM \$0.05 13D	2/21/91	8,058 21.3	75528170 19.2	UPDATE
SHAWMUT NATL CORP TISCH LAURENCE A ET AL	COM 13D	2/12/91	3,347 4.4	82048410 5.0	UPDATE
SONESTA INTL HOTELS CORP NICHOLAS CO ET AL	CL A 13D	12/31/90	197 5.0	83543840 4.2	UPDATE
TECH TIME INC KLEIN AUGUST P	COM 13D	2/11/91	2,791 20.0	87899110 0.0	NEW
TRICARE INC MARSHALL MYRON H ET AL	COM 13D	2/21/91	50 1.4	89608810 6.2	UPDATE
UNI MARTS INC SAHAKJAN ALEXANDER D	CL A 13D	6/20/89	233 3.3	90457110 0.0	NEW
UNI MARTS INC SAHAKJAN ALEXANDER D	CL A 13D	6/20/89	233 3.3	90457110 0.0	RVSION
UNI MARTS INC SAHAKIAN ARMEN D	CL A 13D	6/29/89	233 3.3	90457110 0.0	NEW
UNI-MARTS SAHAKIAN ARMEN D	CL B COM 13D	6/29/89	233 8.4	90457120 0.0	NEW

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
APPAREL AMERICA INC	DE						X	X		02/04/91	
BAGDAD CHASE INC	NV			X	X					02/02/91	
BALCOR PENSION INVESTORS IV	IL			X		X				02/07/91	
BANCO CENTRAL CORP							X			02/15/91	
BOSTON CAPITAL TAX CREDIT FUND II LTD PA	DE				X	X				02/08/91	
BRIGGS & STRATTON CORP	DE				X	X				02/20/91	
CHAMPION INTERNATIONAL CORP	NY				X	X				02/20/91	
CLARK EQUIPMENT CO /DE/	DE				X	X				02/13/91	
CLINICAL HOMECARE LTD	DE	X				X				02/07/91	
COMPLIANCE RECYCLING INDUSTRIES INC	NV				X	X				02/07/91	
CONAGRA INC /DE/	DE				X					02/08/91	
CREATIVE COMPUTER APPLICATIONS INC	CA				X					02/04/91	
DAMON GROUP INC	DE					X	X			02/15/91	
DAMSON ENERGY CO LP	TX		X				X			02/19/91	
DAMSON INCOME ENERGY LTD PARTNERSHIP	TX		X				X			02/19/91	
DAMSON INSTITUTIONAL ENERGY LTD PARTNERS	TX		X				X			02/19/91	
DAMSON OIL CORP	DE					X	X			02/19/91	
DAMSON 1983-84 OIL & GAS INCOME FUND SER	PA		X				X			02/19/91	
DAMSON 1984-85 INSTITUTIONAL OIL & GAS I	PA		X				X			02/19/91	
DSI REALTY INCOME FUND XI	CA						X	X		01/28/91	
EUROPA CRUISES CORP	DE					X				02/11/91	
EXCEL REALTY TRUST INC	CA	X					X			02/06/91	
FIRST TUDOR CORP	NY				X					02/19/91	
HALLIBURTON CO	DE				X	X				02/20/91	
HARLEYSVILLE NATIONAL CORP	PA		X				X			02/13/91	
HOLLYWOOD PARK OPERATING CO	DE				X	X				02/18/91	
HOLLYWOOD PARK REALTY ENTERPRISES INC	DE				X	X				02/18/91	
IDS SHURGARD INCOME GROWTH PARTNERS L P	WA		X				X			02/04/91	
INTERNATIONAL PAPER CO /NEW/	NY				X	X				01/29/91	
INTERNATIONAL SUPERCONDUCTOR CORP	DE			X			X			12/19/90	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
LANDMARK COMMUNITY BANCORP INC	DE					X	X			02/04/91	
LOCKHEED CORP	DE					X	X			02/22/91	
MAGNA INTERNATIONAL INC						X				02/19/91	
MARINE MIDLAND BANK N A						X	X			02/25/91	
MAY DEPARTMENT STORES CO	NY					X	X			02/07/91	
MICRON PRODUCTS INC	MA	X					X			02/06/91	
NATIONAL MEDIA HOLDING CO INC	CO					X	X			02/20/91	
NATIONAL REALTY L P	DE					X				02/14/91	
NIAGARA MOHAWK POWER CORP /NY/	NY					X	X			02/20/91	
NORTHEAST FEDERAL CORP	DE					X	X			02/20/91	
NORTHERN TRUST CORP	DE					X	X			02/20/91	
OIS OPTICAL IMAGING SYSTEMS INC	DE					X				02/20/91	
PACIFIC TELESIS GROUP	NV						X			02/25/91	
PBL ACQUISITION CORP	DE					X				02/14/91	
PEEBLES INC	VA					X				02/14/91	
PREMIER BANCORP INC	LA					X				02/20/91	
PRUDENTIAL HOME MORTGAGE SECURITIES COMP	DE					X	X			02/14/91	
PUBLIC SERVICE CO OF COLORADO	CO					X				02/20/91	
QANTEL CORP /NY/	NY					X				02/13/91	
RCSB FASTBACS 1988 3F GRANTOR TRUST	NY					X				02/15/91	
RCSB 1989-A GRANTOR TRUST	NY					X				02/15/91	
RCSB 1990 B GRANTOR TRUST	NY					X				02/15/91	
RCSB 1990-A GRANTOR TRUST	NY					X				02/15/91	
SEA GALLEY PROPERTIES LTD 1980	WA					X				01/25/91	
SEAHAWK DEEP OCEAN TECHNOLOGY INC	CO	X					X			02/04/91	
SECURITY PACIFIC CREDIT CARD TRUST 1990-						X				02/15/91	
SMITH CORONA CORP	DE					X				02/19/91	
SOUTHERN FARMERS ASSOCIATION	AR						X			02/12/91	
STEWART & STEVENSON SERVICES INC	TX					X				01/04/91	
SUPREME EQUIPMENT & SYSTEMS CORP	NY	X					X			02/07/91	
SYNOVUS FINANCIAL CORP	GA					X	X			02/21/91	
TRANSAMERICA FINANCE GROUP INC	DE					X				02/19/91	
TRANSAMERICA OCCIDENTAL LIFE INSURANCE C	CA					X	X			02/15/91	
TYLER CABOT MORTGAGE SECURITIES FUND INC	MD					X	X			02/19/91	
VERSAR INC	DE					X	X			02/19/91	
WARRANTY INVESTMENT NETWORK INC	MD					X	X			01/04/91	
XEROX CORP	NY					X				02/26/91	
YES CLOTHING CO	CA					X				02/20/91	