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COMMISSION ANNOUNCEMENTS

CHAIRMAN RUDER SPEAKS IN VENICE, ITALY

The Commission released, "Cooperative International Securities Regulation," a speech being given by David S. Ruder, Chairman, in Venice, Italy today. Chairman Ruder is representing the Commission at the 14th Annual Conference of the International Organization of Securities Commissions (IOSCO). In his speech, he revisits the Policy Statement on Regulation of International Securities Markets (November 1988) presented by the Commission at the last IOSCO meeting, reviews progress made to date by international regulators in promoting a coordinated approach to securities regulation, and reports on some recent SEC initiatives.

CIVIL PROCEEDINGS

DISGORGEMENT ORDERS ENTERED AGAINST COELCO, LTD. AND DAVID D. STERNS

The Los Angeles Regional Office announced that on August 31 the U.S. District Court for the Central District of California issued orders of disgorgement against CoElco, Ltd. and David D. Sterns. The orders require CoElco and Sterns to disgorge all proceeds received by them from the fraudulent offers, purchases, and sales of CoElco securities alleged in the Complaint, with payment of disgorgement and prejudgment interest waived on condition that sworn representation of CoElco and Sterns concerning their financial inabilities to pay disgorgement are true, accurate, and complete. CoElco and Sterns consented to disgorgement orders, without admitting or denying the Complaint's allegations of wrongdoing. CoElco and Sterns previously consented to orders of permanent injunction variously enjoining them from violations of the registration, antifraud, issuer reporting, proxy solicitation, and securities ownership reporting provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. (SEC v. CoElco, Ltd., et al., Civil Action No. 86-7982 RMT, Kx, CDCA). (LR-12251)

INVESTMENT COMPANY ACT RELEASES

PRUDENTIAL GUARANTEED ADJUSTABLE FUND, L.P. ; STRONG U.S. GOVERNMENT RESERVES, INC.

An order has been issued declaring that Prudential Guaranteed Adjustable Fund, L.P. and Strong U.S. Government Reserves, Inc. have ceased to be investment companies. (Rel. IC-17135; IC-17136 - Sept. 15)

HOLDING COMPANY ACT RELEASES

ALABAMA POWER COMPANY

An order has been issued authorizing Alabama Power Company, subsidiary of The Southern Company, to sell certain distribution facilities to Chemical Waste Management, Inc. for a sale price of \$139,972.97. (Rel. 35-24952 - Sept. 13)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING SOUGHT

A notice has been issued giving interested persons until October 4 to comment on the application of the Philadelphia Stock Exchange for unlisted trading privileges in 37 issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. (Rel. 34-27244)

SELF-REGULATORY ORGANIZATIONS

COMMENT PERIOD EXTENDED

The Commission extended until October 2 the time for the submission of comments on amendments to the clearing agency registration application of the Clearing Corporation for Options and Securities. (Rel. 34-27242)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by The American Stock Exchange (SR-Amex-89-15) to expand the "Admission of Members" section of its rules to cover the admission of options principal members, limited trading permit holders, and regular member organizations; and to require posting of prospective member organizations, allied members, and approved persons. (Rel. 34-27243)

TRUST INDENTURE ACT RELEASES

3 BEALLS HOLDING CORPORATION

A notice has been issued giving interested persons until October 9 to request a hearing on an application by 3 Bealls Holding Corporation, a Delaware corporation, under Section 310(b)(1)(ii) of the Trust Indenture Act of 1939. The application declares that the trusteeship of First Interstate Trust Company of New York under two Company indentures, and of Bankers Trust Company, under two Company indentures, is not so likely to involve a material conflict of interest as to make it necessary in the public interest or for the protection of investors to disqualify First Interstate or Bankers Trust from acting as trustee under their respective indentures. The First Interstate indentures are dated December 1, 1988 and April 15, 1989, and the securities outstanding are approximately \$8.5 million of notes, due 1989, and \$1.2 million of notes, due 1989, Series B. The Bankers Trust indentures are dated December 1, 1988 and April 15, 1989, and the securities under such indentures are approximately \$12 million of increasing rate subordinated debentures, due 2002, and \$2.9 million of increasing rate subordinated debentures, due 2002, Series B. (Rel. TI-2226)

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-18 MOVIE SUPERSTORE INC /AZ/, SUITE 206, 1550 E MISSOURI AVE, PHOENIX, AZ 85014
(602) 279-0275 - 1,500,000 (\$3,000,000) COMMON STOCK. 150,000 (\$360,000) COMMON STOCK.
1,500,000 (\$3,750,000) COMMON STOCK. 162,500 (\$390,000) COMMON STOCK. UNDERWRITER:
BILTMORE EQUITIES & SECURITIES LTD. (FILE 33-30784-LA - SEP. 05) (BR. 12 - NEW ISSUE)
- S-18 APOLLO NETWORK INC, 36 W RANDOLPH STREET SUITE 301, CHICAGO, IL 60601 (312) 419-0701
- 1,500,000 (\$450,000) COMMON STOCK. (FILE 33-30921-C - SEP. 01) (BR. 12 - NEW ISSUE)

- S-18 TRIANGLE RESOURCES INC, 1385 YORK AVE, NEW YORK, NY 10021 (212) 249-0067 - 7,000,000 (\$630,000) COMMON STOCK. 21,000,000 (\$3,220,000) COMMON STOCK. 700,000 (\$700) WARRANTS, OPTIONS OR RIGHTS. 700,000 (\$75,600) COMMON STOCK. 2,100,000 (\$322,000) COMMON STOCK. UNDERWRITER: FIRST PHILADELPHIA CORP. (FILE 33-30935-NY - SEP. 06) (BR. 11 - NEW ISSUE)
- S-1 EXABYTE CORP /DE/, 1745 38TH ST, BOULDER, CO 80301 (303) 442-4333 - 2,427,500 (\$24,275,000) COMMON STOCK. 850,000 (\$8,500,000) COMMON STOCK. UNDERWRITER: GOLDMAN SACHS & CO, MONTGOMERY SECURITIES. (FILE 33-30941 - SEP. 08) (BR. 9 - NEW ISSUE)
- S-1 INVESTMENT TECHNOLOGIES INC, 510 THORNALL ST, METROPARK, EDISON, NJ 08837 (201) 494-1200 - 286 (\$33,050) COMMON STOCK. 2,288,000 (\$286,000) COMMON STOCK. 4,688,000 (\$872,000) COMMON STOCK. 2,700,000 (\$600,000.30) WARRANTS, OPTIONS OR RIGHTS. 300 (\$360,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-30954 - SEP. 11) (BR. 12)
- S-8 OLD DOMINION SYSTEMS INC, 20270 GOLDENROD LANE, GERMANTOWN, MD 20874 (301) 428-9100 - 250,000 (\$2,140,000) COMMON STOCK. (FILE 33-30956 - SEP. 11) (BR. 9)
- S-1 BEATRICE COMPANY, TWO N LASALLE ST, CHICAGO, IL 60602 (312) 558-4000 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 33-30957 - SEP. 11) (BR. 3)
- S-1 MARSAM PHARMACEUTICALS INC, BLDG 31 OLNEY AVE, CHERRY HILL, NJ 08003 (609) 424-5600 - 1,195,000 (\$18,522,500) COMMON STOCK. 300,000 (\$4,650,000) COMMON STOCK. (FILE 33-30958 - SEP. 12) (BR. 4)
- S-3 SEQUA CORP /DE/, 200 PARK AVE, NEW YORK, NY 10166 (212) 986-5500 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE 33-30959 - SEP. 12) (BR. 12)
- S-8 TELESPHERE INTERNATIONAL INC, TWO MID AMERICA PLZ STE 500, OAKBROOK TERRACE, IL 60181 (312) 954-7700 - 1,000,000 (\$4,312,500) COMMON STOCK. (FILE 33-30960 - SEP. 12) (BR. 7)
- S-1 GRUDGE MUSIC GROUP INC, 37 N BROADWAY, NEW YORK, NY 10960 (914) 358-7711 - 1,250,000 (\$400,000) COMMON STOCK. (FILE 33-30980 - SEP. 08) (BR. 11)
- S-8 BUFFETS INC, 10260 VIKING DR, STE 100, EDEN PRAIRIE, MN 55344 (612) 942-9760 - 300,000 (\$5,289,000) COMMON STOCK. (FILE 33-30981 - SEP. 08) (BR. 11)
- S-8 GENUINE PARTS CO, 2999 CIR 75 PKWY NW, ATLANTA, GA 30339 (404) 953-1700 - 500,000 (\$21,220,000) COMMON STOCK. (FILE 33-30982 - SEP. 08) (BR. 4)
- S-8 SERVICE MERCHANDISE CO INC, 2968 FOSTER CREIGHTON DR, NASHVILLE, TN 37204 (615) 251-6666 - 4,500,000 (\$51,750,000) COMMON STOCK. (FILE 33-30983 - SEP. 08) (BR. 1)
- S-8 CELLCOM CORP, 15 GARDNER RD, FAIRFIELD, NJ 07006 (201) 808-1121 - 166,666 (\$239,999) COMMON STOCK. 91,666 (\$84,232) COMMON STOCK. 33,333 (\$44,000) COMMON STOCK. 191,666 (\$192,816) COMMON STOCK. (FILE 33-30984 - SEP. 08) (BR. 7)
- S-8 CELLCOM CORP, 15 GARDNER RD, FAIRFIELD, NJ 07006 (201) 808-1121 - 228,000 (\$300,960) COMMON STOCK. 13,333 (\$22,499) COMMON STOCK. 758,667 (\$5,642,585) COMMON STOCK. (FILE 33-30985 - SEP. 08) (BR. 7)
- S-3 COAST SAVINGS FINANCIAL INC, 1000 WILSHIRE BLVD, LOS ANGELES, CA 90017 (213) 688-2000 - 3,450,000 (\$172,500,000) PREFERRED STOCK. (FILE 33-30986 - SEP. 11) (BR. 2)
- S-4 NEVADA MANHATTAN MINING INC, 1120-A TELEGRAPH STREET, RENO, NV 89052 (702) 786-5941 - 19,797,335 COMMON STOCK. (FILE 33-30987 - SEP. 11) (BR. 2 - NEW ISSUE)
- S-2 DATAFLEX CORP, 777 NEW DURHAM RD, EDISON, NJ 08817 (201) 321-1100 - 12,127 (\$40,000) COMMON STOCK. (FILE 33-30989 - SEP. 11) (BR. 9)
- S-3 APA OPTICS INC /MN/, 2950 NE 84TH LANE, BLAINE, MN 55434 (612) 784-4995 - 79,998 (\$519,987) COMMON STOCK. (FILE 33-30990 - SEP. 11) (BR. 8)
- S-8 HEMACARE CORP /CA/, 4954 VAN NUYS BLVD, SHERMAN OAKS, CA 91403 (818) 986-3883 - 450,000 (\$957,235) COMMON STOCK. (FILE 33-30991 - SEP. 11) (BR. 6)

- S-8 CENVEST INC, 43 E MAIN ST CENTRAL PLZ, C/O CENTRAL BANK FOR SAVINGS, MERIDEN, CT 06450 (203) 238-2300 - \$1,300,000 OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-30992 - SEP. 11) (BR. 1)
- S-8 BELO A H CORP, COMMUNICATIONS CTRS, HOUSTON & YOUNG STS, DALLAS, TX 75265 (214) 977-6600 - 375,000 (\$14,250,000) COMMON STOCK. 14,250,000 (\$14,250,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-30994 - SEP. 11) (BR. 11)
- S-8 WITCO CORP, 520 MADISON AVE, NEW YORK, NY 10022 (212) 605-3800 - 1,000,000 (\$43,875,000) COMMON STOCK. (FILE 33-30995 - SEP. 12) (BR. 4)
- S-8 XYVISION INC, 101 EDGEWATER DR, WAKEFIELD, MA 01880 (617) 245-4100 - 150,000 (\$712,500) COMMON STOCK. (FILE 33-31015 - SEP. 12) (BR. 10)
- S-1 TIDEWATER INC, 1440 CANAL ST STE 2100, NEW ORLEANS, LA 70112 (504) 568-1010 - 4,631,400 (\$43,998,393) COMMON STOCK. (FILE 33-31016 - SEP. 12) (BR. 4)
- S-3 AMERICAN STORES CO /NEW/, 5201 AMELIA EARHART DR, SALT LAKE CITY, UT 84116 (801) 539-0112 - 4,173,445 (\$275,447,370) COMMON STOCK. (FILE 33-31017 - SEP. 12) (BR. 4)
- S-3 AMERICAN TELEPHONE & TELEGRAPH CO, 550 MADISON AVE, NEW YORK, NY 10022 (212) 605-5500 (FILE 33-31023 - SEP. 12) (BR. 13)
- S-6 SEARS TAX EXEMPT INVESTMENT TRUST TENNESSEE MUN PORT SER 3, 599 LEXINGTON AVE 29TH FL, C/O ORRICK HERRINGTON & SUTCLIFFE, NEW YORK, NY 10022 (FILE 33-31024 - SEP. 12) (BR. 22 - NEW ISSUE)
- S-6 SEARS TAX EXEMPT INVESTMENT TRUST TENNESSEE MUN PORT SER 2, 599 LEXINGTON AVE 29TH FL, C/O ORRICK HERRINGTON & SUTCLIFFE, NEW YORK, NY 10022 (FILE 33-31025 - SEP. 12) (BR. 22 - NEW ISSUE)