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U.S. SECURITIES
EXCHANGE COMMISSION

SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

INTERPRETATION OF NEW RULES UNDER SECTION 16 OF THE EXCHANGE ACT

The Division of Corporation Finance has announced the publication of significant staff correspondence interpreting the new Section 16 rules. Copies of the letter may be obtained by writing to, or by making a request in person at, the Public Reference Room, Securities and Exchange Commission, 450 5th Street, N.W., Room 1024, Washington, D.C. 20549. Each request must state the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

Letter	Availability Date	Subject
Skadden, Arps, Slate, Meagher & Flom	June 23, 1992	Forms 4 and 5

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 ALLTEL CORP, ONE ALLIED DR, LITTLE ROCK, AR 72202 (501) 661-8000 (FILE 33-48476 - JUN. 15) (BR. 13)
- S-2 TEXAS GAS TRANSMISSION CORP, 3800 FREDERICA, P O BOX 1160, OWENSBORO, KY 42301 (502) 926-8686 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. UNDERWRITER: CITICORP SECURITIES MARKETS INC, FIRST BOSTON CORP, LAZARD FRERES & CO. (FILE 33-48477 - JUN. 16) (BR. 8)
- S-1 NEWFLO CORP, 80 E SIR FRANCIS DRAKE BLVD STE 3E, LARKSPUR, CA 94939 (415) 925-3100 - 4,025,000 (\$62,387,500) COMMON STOCK. UNDERWRITER: SALOMON BROTHERS INC, WILLIAM BLAIR & CO. (FILE 33-48516 - JUN. 12) (BR. 6 - NEW ISSUE)
- S-6 KANSAS TAX EXEMPT TRUST SERIES 53, 120M SOUTH MARKET STE 450, WICHITA, KS 67202 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 33-48557 - JUN. 15) (BR. 17 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-3 THERAGENICS CORP, 5325 OAKBROOK PKWY, NORCROSS, GA 30093 (404) 381-8338 - 750,000 (\$4,687,500) COMMON STOCK. (FILE 33-48558 - JUN. 15) (BR. 4)
- S-8 LECHTERS INC, 1 CAPE MAY ST, HARRISON, NJ 07029 (201) 481-1100 - 600,000 (\$13,425,000) COMMON STOCK. (FILE 33-48560 - JUN. 15) (BR. 1)
- S-8 FOUNDATION HEALTH CORPORATION, 3400 DATA DR, RANCHO CORDOVA, CA 95670 (916) 631-5000 - 410,500 (\$11,904,500) COMMON STOCK. (FILE 33-48561 - JUN. 15) (BR. 9)
- S-8 WALBRO CORP, 6242 GARFIELD ST, CASS CITY, MI 48726 (517) 872-2131 - 781,288 (\$26,466,131) COMMON STOCK. (FILE 33-48562 - JUN. 15) (BR. 4)
- S-3 UNITED GAMING INC, 4380 BOULDER HWY, LAS VEGAS, NV 89121 (702) 435-4200 - 459,131 (\$3,585,813.11) COMMON STOCK. (FILE 33-48563 - JUN. 15) (BR. 12)
- S-8 GRAPHIC INDUSTRIES INC, 2155 MONROE DR NE, ATLANTA, GA 30324 (404) 874-3327 - 1,000,000 (\$5,190,000) COMMON STOCK. (FILE 33-48564 - JUN. 15) (BR. 12)
- S-1 GENERATION 5 TECHNOLOGY INC /CO/, 8670 WOLFF CT STE 200, WESTMINSTER, CO 80030 (303) 427-0055 - 5,750 (\$3,683,594) COMMON STOCK. 2,875,000 (\$6,446,288.88) COMMON STOCK. 500 (\$100) WARRANTS, OPTIONS OR RIGHTS. 500 (\$384,375) COMMON STOCK. 500,000 (\$720,703) COMMON STOCK. UNDERWRITER: COHIG & ASSOCIATES INC. (FILE 33-48565 - JUN. 15) (BR. 9)
- S-3 ENVIRONMENTAL DIAGNOSTICS INC, 1238 ANTHONY RD, BURLINGTON, NC 27215 (919) 226-6311 - 1,721,230 (\$12,048,610) COMMON STOCK. (FILE 33-48566 - JUN. 15) (BR. 4)
- S-1 ENVIROGEN INC, 4100 QUAKERBRIDGE RD, LAWRENCEVILLE, NJ 08648 (609) 936-9300 - 1,380,000 (\$11,040,000) COMMON STOCK. 120,000 (\$1,200,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-48576 - JUN. 12) (BR. 8 - NEW ISSUE)
- S-1 UPC ACQUISITION CORP, HALL STREET, BOW, NH 03304 (603) 224-2333 - 5,750,000 (\$86,250,000) COMMON STOCK. UNDERWRITER: FIRST BOSTON CORP, WERTHEIM SCHRODER & CO INC. (FILE 33-48577 - JUN. 12) (BR. 8 - NEW ISSUE)
- S-1 SOFTIMAGE INC, 3510 ST LAURENT BLVD STE 214, MONTREAL QUEBEC CANADA H2X 2V2, E4 (514) 845-1636 - 600,000 (\$8,400,000) FOREIGN COMMON STOCK. 1,470,000 (\$20,580,000) FOREIGN COMMON STOCK. UNDERWRITER: HAMBRECHT & QUIST INC, VOLPE WELTY & CO. (FILE 33-48582 - JUN. 12) (BR. 9 - NEW ISSUE)
- S-1 NATIONAL ENVIRONMENTAL GROUP INC, 257 LIVINGSTON AVE, NEW BRUNSWICK, NJ 08901 (908) 247-4822 - 1,000,000 (\$1,900,000) COMMON STOCK. (FILE 33-48584 - JUN. 12) (BR. 4)
- F-1 HILFIGER TOMMY CORP, 6/F PRECIOUS INDUSTRIAL CENTRE, 18 CHEUNG YUE ST, CHEUNG SHA WAN KOWLOON HONG KO, K3 (212) 840-8888 - 3,565,000 (\$49,910,000) FOREIGN COMMON STOCK. UNDERWRITER: LEHMAN BROTHERS INTERNATIONAL, MORGAN STANLEY INTERNATIONAL. (FILE 33-48587 - JUN. 12) (BR. 7 - NEW ISSUE)
- F-1 ROGERS CABLESYSTEMS LIMITED, 1 VALLEYBROOK DR 5TH FLR, DON MILLS, ONTARIO M3B 2S7 CANADA, A6 (416) 447-5500 - 150,000,000 (\$150,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. UNDERWRITER: GOLDMAN SACHS & CO, MERRILL LYNCH & CO. (FILE 33-48588 - JUN. 12) (BR. 8 - NEW ISSUE)
- F-1 UNITED BREWERIES COMPANY INC, AHUMADA 131, SANTIAGO CHILE, F3 (212) 530-5000 - 23,000,000 (\$83,490,000) FOREIGN COMMON STOCK. UNDERWRITER: NOMURA SECURITIES INTERNATIONAL INC, SALOMON BROTHERS INC. (FILE 33-48592 - JUN. 12) (BR. 11 - NEW ISSUE)
- S-1 EAGLE HARDWARE & GARDEN INC/WA/, 101 ANDOVER PARK EAST STE 200, TUKWILA, WA 98188 (206) 431-5740 - 3,450,000 (\$48,300,000) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC, MONTGOMERY SECURITIES. (FILE 33-48593 - JUN. 15) (BR. 9)

REGISTRATIONS CONTINUED

- S-3 HOUSEHOLD INTERNATIONAL INC, 2700 SANDERS RD, PROSPECT HEIGHTS, IL 60070 (708) 564-5000 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE 33-48595 - JUN. 15) (BR. 11)
- F-2 TOTAL, TOUT TOTAL 24 COURS MICHELET, LA DEFENSE 10, PUTEAUX 92800 FRANCE, 10 - 10,000,000 (\$486,500,000) FOREIGN COMMON STOCK. UNDERWRITER: CREDIT LYONNAIS SECURITES USA INC, GOLDMAN SACHS & CO, LAZARD FRERES & CO, LEHMAN BROTHERS, MORGAN STANLEY & COINC. (FILE 33-48598 - JUN. 15) (BR. 3)
- S-8 SANDWICH BANCO INC, 141 W LINCOLN HWY, DEKALB, IL 60115 (815) 758-2411 - 20,000 (\$387,780) COMMON STOCK. (FILE 33-48599 - JUN. 15) (BR. 2)
- F-3 MATSUSHITA ELECTRIC INDUSTRIAL CO LTD, 1006 KADOMA, KADOMA OSAKA JAPAN, MO (000) 000-0000 - 1,000,000,000 (\$1,000,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. UNDERWRITER: CS FIRST BOSTON GROUP, LEHMAN BROTHERS. (FILE 33-48601 - JUN. 15) (BR. 3)
- S-1 BALLY MANUFACTURING CORP, 8700 W BRYN MAWR AVE, CHICAGO, IL 60631 (312) 399-1300 - 7,534,197 (\$36,262,090) COMMON STOCK. (FILE 33-48602 - JUN. 15) (BR. 12)
- S-11 LEHMAN PASS THROUGH SECURITIES INC, OLYMPIA & YORK TWR STE 3550, 1999 BRYAN ST, DALLAS, TX 75201 (214) 720-5435 - 3,000,000,000 (\$3,000,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: LEHMAN BROTHERS. (FILE 33-48603 - JUN. 15) (BR. 12)
- S-8 IMPERIAL CHEMICAL INDUSTRIES PLC /ADR/, IMPERIAL CHEMICAL HOUSE, MILLBANK, LONDON SW1P 3JF ENGLAND, XD (212) 530-5630 - 200,000 (\$19,038,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-48604 - JUN. 15) (BR. 1)
- N-1A 59 WALL STREET FUND INC, 6 ST JAMES AVENUE, BOSTON, MA 02116 (617) 423-0800 - INDEFINITE SHARES. (FILE 33-48605 - JUN. 15) (BR. 17)
- S-3 CAROLINA POWER & LIGHT CO, 411 FAYETTEVILLE ST, RALEIGH, NC 27602 (919) 546-6111 - 300,000,000 (\$300,000,000) MORTGAGE BONDS. (FILE 33-48607 - JUN. 15) (BR. 7)
- S-8 OPTA FOOD INGREDIENTS INC /DE, 64 SIDNEY STREET, CAMBRIDGE, MA 02139 (617) 252-0005 - 75,804 (\$4,548.24) COMMON STOCK. 391,459 (\$1,076,512.25) COMMON STOCK. 584,635 (\$3,434,730.62) COMMON STOCK. (FILE 33-48624 - JUN. 15) (BR. 4)
- S-8 INTEGRATED SYSTEMS INC, 3260 JAY ST, SANTA CLARA, CA 95054 (408) 980-1500 - 1,000,000 (\$9,875,000) COMMON STOCK. (FILE 33-48628 - JUN. 16) (BR. 9)

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.

The following 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.

ACQUISITIONS

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
APPLIED PWR INC BUZARD BARBARA B ET AL	CL A 13D	6/ 1/92	966 7.5	03822510 7.8	UPDATE
DE ANZA PROPERTIES IX LIQUIDITY FUNDS ET AL	COM 13D	2/28/92	0 3.8	24022098 0.0	NEW
GENENTECH INC ROCHE HLDGS INC	COM RED 13D	6/15/92	68,841 61.9	36871020 60.3	RVISION
HUTTON GSH QUALIFIED PROP LIQUIDITY FUNDS ET AL	LTD PRSHP INT 13D	4/30/92	4 7.1	44851099 6.1	NEW
HUTTON GSH QUALIFIED PROP LIQUIDITY FUNDS ET AL	LTD PRSHP INT 13D	4/30/92	4 7.1	44851099 6.1	RVISION
NORTH AMERN BIOLOGICALS INC HECHT THOMAS O ET AL	COM 13D	3/31/92	0 0.0	65675510 73.7	UPDATE
NORTHEAST FED CORP RHODE IS DEPOSITORS ECONOMIC	COM 13D	6/ 7/92	800 14.0	66416110 0.0	NEW
PREMIER FINL SVCS INC MIDWEST BANK FUND LP ET AL	COM 13D	5/12/92	97 5.2	74050610 0.0	NEW
TEVA PHARMACEUTICAL BRONFMAN CHARLES ROSNER ET AL	ORD SHRDS 13D	6/17/92	8,450 2.5	88162410 7.0	UPDATE
TRANS LEASING INTL INC BROKAW CLIFFORD V III	COM 13D	6/ 9/92	150 5.1	89324510 0.0	NEW
TRANSCO EXPL PARTNERS LTD TRANSCO EXPLORATION CO	DEPOS UNIT 13D	5/27/92	51,890 67.2	89353310 0.0	NEW
TRANSCO EXPL PARTNERS LTD TRANSCO ENERGY CO	DEPOS UNIT 13D	6/17/92	56,583 73.3	89353310 0.0	NEW
UNITED HERITAGE CORP HICKS MARY C	COM 13D	2/ 4/92	973 3.1	91099110 0.0	NEW
UNITED HERITAGE CORP MIZE ADAM L	COM 13D	2/ 4/92	973 3.1	91099110 0.0	NEW
VALUEVISION INTL DAVIS J MORTON ET AL	COM 13D	2/28/92	84 1.3	92099310 13.7	UPDATE