

sec news digest

Issue 90-105

JUN 1 1990

May 31, 1990

U.S. SECURITIES AND
EXCHANGE COMMISSION

COMMISSION ANNOUNCEMENTS

FOIA OFFICER'S DETERMINATION AFFIRMED

The Commission's General Counsel sent a letter dated May 9 to Ms. Jane Victoria Smith, affirming the FOIA Officer's decision to deny Ms. Smith's request for "investigative files concerning Donald J. Trump." The General Counsel noted that, in accordance with standard Commission practice, he would neither confirm nor deny the existence of any such investigatory files. Where investigatory files concerning a specific individual do exist, however, access may be denied, pursuant to FOIA Exemption 7(C), 5 U.S.C. 552(b)(7)(C), 17 C.F.R. 260.80(b)(7), as an unwarranted invasion of personal privacy. (Rel. FOIA-153)

CIVIL PROCEEDINGS

COMPLAINT NAMES NADEL, MARTIN, LAIACONA, ACKERMAN, OTHERS

The Atlanta Regional and Miami Branch Offices announced the filing of a Complaint, on May 18, against Joel Nadel and Howard Ackerman, both of Boca Raton, Florida; Carl Martin, now incarcerated but formerly of Mapleton, Utah; James A. Laiacona, now incarcerated but formerly of Stuart, Florida; and various entities controlled by Nadel and located in Boca Raton. The complaint seeks to enjoin the defendants, directly or indirectly, from recommending the purchase of specified securities, without disclosing the receipt of compensation in exchange for making the recommendations, in violation of Section 17(b) of the Securities Act, and disgorgement of ill-gotten proceeds.

The Complaint alleges that between approximately December 1986 and December 1987, the defendant entities touted the purchase of securities without disclosing compensation received from the issuer, or affiliates of the issuer, of such securities. Martin, Laiacona and Ackerman were affiliated with the issuers and, directly or indirectly, were responsible for the delivery of the undisclosed compensation to Nadel or entities under his control. [SEC v. Joel Nadel, et al., No. 90-6401-CIV-ZLOCH, SD FL] (LR-12487)

SUNSTRAND CORPORATION PERMANENTLY ENJOINED

The Chicago Regional Office announced the filing of a Complaint on May 21 in the U.S. District Court for the Northern District of Illinois, Western Division, seeking a permanent injunction against Sundstrand Corporation (Sundstrand) and ancillary relief, involving the appointment of a committee. The Complaint alleged that from January 1, 1980 to January 1, 1987 Sundstrand violated the reporting and accounting provisions of the federal securities laws in that Sundstrand (1) maintained its books, records and accounts to conceal the facts that it charged the U.S. Department of Defense millions of dollars in costs to which it was not entitled and that it took millions of dollars in tax write-offs to which it was not entitled and, (2) therefore, prepared inaccurate financial statements contained in its Forms 10-K and Forms 10-Q filed with the Commission. Simultaneously with the filing of the Complaint, Sundstrand, without admitting or denying the allegations, consented to the entry of a permanent injunction and the appointment of a committee which will, among other things, investigate and report whether any violations of the federal securities laws, beyond those alleged in the Complaint, arise out of the facts alleged therein. The proposed order is awaiting court approval. [SEC v. Sunstrand Corporation, No. 90 C 20149, filed May 21, 1990, ND IL, W. Div.] (LR-12489)

COMPLAINT NAMES JOHN J. MARSTON D/B/A/ MARSTON & ASSOCIATES, ET AL.

The Fort Worth Regional Office filed a civil injunctive action on May 23 in the U.S. District Court for the Southern District of Texas against John J. Marston d/b/a Marston and Associates, Dale-Mar Drilling Company and Roger Dale Armstrong. The Complaint alleges that the defendants violated, and Dale-Mar Drilling and Armstrong aided and abetted certain of Marston's violations of the registration and antifraud provisions of the federal securities laws.

The Complaint alleges that the defendants raised at least \$6.4 million from 200 investors residing in 13 states through the offer and sale of securities in the form of investment contracts and/or limited partnership interests. It is alleged that the securities offered and sold by the defendants purportedly involved the trading of options by Marston, and the purchase of oil field equipment by Armstrong. According to the Complaint, the defendants offered and sold the securities through false representations and omissions of material facts concerning, among other things, the use of proceeds, the security of the investment, and the expected rate of return. The Complaint seeks injunctive and additional relief from the Court in the form of an accounting and disgorgement. [SEC v. John J. Marston, et al., Civil Action H-90-1720, USDC/SD/TX/Houston Div.] (LR-12491)

CRIMINAL PROCEEDINGS

WILLIAM H. BARTLETT, RICK E. MYERS FOUND GUILTY

The Chicago Regional Office and the U.S. Attorney for the Western District of Michigan announced that, on April 13, William H. Bartlett was sentenced to three years imprisonment after pleading guilty to one count of mail fraud and that, on May 7, Rick E. Myers was sentenced to three years supervised probation after he was found guilty of mail fraud following a jury trial. A condition of Myers' probation is that he not engage in the offer or sale of securities nor associate with any regulated entity. Previously, the Chicago Regional office obtained orders of permanent injunction and disgorgement against Bartlett, Myers and their affiliated companies. An adminis-

trative proceeding is currently pending against Myers. [United States v. William H. Bartlett and Rick E. Myers, G89-103-02 Cr., WD MI., SD] (LR-12486)

INVESTMENT COMPANY ACT RELEASES

THE TECUMSEH FUNDS SELECTED INVESTMENT MANAGERS SERIES FUND

Orders have been issued under Section 8(f) of the Investment Company Act declaring that THE TECUMSEH FUNDS and SELECTED INVESTMENT MANAGERS SERIES FUND have ceased to be investment companies. (Rel. IC-17512 and IC-17513, respectively - May 29)

NEORX CORPORATION

An order has been issued on an application filed by NeoRx Corporation under Section 3(b)(2) of the Investment Company Act declaring that the company is primarily engaged in a business other than that of investing, reinvesting, owning, holding or trading in securities. (Rel. IC-17511 - May 29)

HOLDING COMPANY ACT RELEASES

COLUMBIA GAS SYSTEM

An order has been issued authorizing The Columbia Gas System, Inc. (Columbia) to acquire, through December 31, 1991, on the open market up to 900,000 shares of its outstanding common stock (\$10 par) and to reissue such stock to fulfill stock options exercised under its Long-Term Incentive Plan, to fulfill stock purchase requirements under its Dividend Reinvestment Plan, and for such other purposes as may be approved by the Commission upon request by Columbia. (Rel. 35-25095)

NEW ENGLAND POWER COMPANY

A supplemental order has been issued authorizing New England Power Company, a subsidiary of New England Electric System, to execute and deliver a loan agreement in connection with the issuance of short-term pollution control revenue bonds in the aggregate principal amount of \$20 million, to partially finance the previously authorized acquisition of certain pollution control facilities in the aggregate principal amount of \$75 million. Jurisdiction has been reserved over the terms and conditions associated with the remaining \$55 million aggregate principal amount of the proposed pollution control revenue bonds. (Rel. 35-25097)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by Midwest Clearing Corporation (SR-MCC-89-08), which allows MCC to establish procedures for processing value position on mandatory and non-mandatory reorganizations. (Rel. 34-28050)

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 TROPICAL ORNAMENTS INC, 5346 WOODLAND DR, DELRAY BEACH, FL 33484 (407) 498-5900 - 500,000 (\$2,625,000) COMMON STOCK. 50,000 (\$5) WARRANTS, OPTIONS OR RIGHTS. 50,000 (\$315,000) COMMON STOCK. UNDERWRITER: BROD A T & CO INC. (FILE 33-34902-A - MAY. 15) (BR. 7 - NEW ISSUE)
- S-18 MACLAND INC, 5006 S ASH AVE STE 101, TEMPE, AZ 85282 (602) 820-5802 - 1,150,000 (\$1,725,000) COMMON STOCK. 1,150,000 (\$1,725,000) COMMON STOCK. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$180,000) COMMON STOCK. 100,000 (\$150,000) COMMON STOCK. (FILE 33-34924 - MAY. 14) (BR. 1 - NEW ISSUE)
- S-11 BANCOSTON MORTGAGE SECURITIES INC, 7301 BAYMEADOWS WAY, JACKSONVILLE, FL 32216 (904) 281-3000 - 500,000,000 (\$500,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-34957 - MAY. 22) (BR. 12 - NEW ISSUE)
- S-4 MILLER DIVERSIFIED CORP, 23960 WELD COUNTY RD #35, LA SALLE, CO 80645 (303) 284-5556 - 1,277,777 (\$638,888) COMMON STOCK. (FILE 33-34960 - MAY. 23) (BR. 3)
- S-3 MORTGAGE BANKERS FINANCIAL CORP I, 712 RUGBY RD, CHARLOTTESVILLE, VA 22903 (804) 979-1189 - 10,000,000 (\$10,000,000) MORTGAGE BONDS. (FILE 33-34961 - MAY. 23) (BR. 12)
- S-3 AVCO FINANCIAL SERVICES INC, 3349 MICHELSON DR, IRVING, CA 92715 (714) 553-1200 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-35028 - MAY. 23) (BR. 11)
- S-8 AEROVOX INC, 740 BELLEVILLE AVE, NEW BEDFORD, MA 02745 (508) 994-9661 - 450,000 (\$1,968,750) COMMON STOCK. (FILE 33-35029 - MAY. 23) (BR. 10)
- S-8 AEROVOX INC, 740 BELLEVILLE AVE, NEW BEDFORD, MA 02745 (508) 994-9661 - 100,000 (\$417,000) COMMON STOCK. (FILE 33-35030 - MAY. 23) (BR. 10 - NEW ISSUE)
- S-8 AEROVOX INC, 740 BELLEVILLE AVE, NEW BEDFORD, MA 02745 (508) 994-9661 - 50,000 (\$218,750) COMMON STOCK. (FILE 33-35031 - MAY. 23) (BR. 10)
- S-8 UGI CORP, 460 N GULPH RD, P O BOX 858, VALLEY FORGE, PA 19482 (215) 337-1000 - 10,000,000 (\$10,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. 557,500 COMMON STOCK. (FILE 33-35032 - MAY. 23) (BR. 7)
- S-8 CAERE CORP, 100 COPPER CT, LOS GATOS, CA 95030 (408) 395-7000 - 300,000 (\$7,275,000) COMMON STOCK. (FILE 33-35033 - MAY. 24) (BR. 9)
- S-8 HILLHAVEN CORP, 1148 BROADWAY PLZ, TACOMA, WA 98401 (206) 572-4901 - 23,750,000 (\$25,234,375) COMMON STOCK. (FILE 33-35034 - MAY. 24) (BR. 6)
- S-8 COORS ADOLPH CO, 12TH & FORD STREETS, GOLDEN, CO 80401 (303) 279-6565 - 2,000,000 (\$46,500,000) COMMON STOCK. (FILE 33-35035 - MAY. 24) (BR. 11)
- S-3 DISNEY WALT CO, 500 S BUENA VISTA ST, BURBANK, CA 91521 (818) 560-1000 - 1,725,000,000 (\$710,682,750) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-35037 - MAY. 24) (BR. 11)
- S-8 ASK COMPUTER SYSTEMS INC, 2440 W EL CAMINO REAL, MOUNTAIN VIEW, CA 94039 (415) 969-4442 - 250,000 (\$1,832,500) COMMON STOCK. (FILE 33-35042 - MAY. 24) (BR. 9)
- S-8 IGI INC, 2285 E LANDIS AVE, VINELAND, NJ 08360 (609) 691-2411 - 16,000 (\$234,080) COMMON STOCK. 166,000 (\$1,308,080) COMMON STOCK. 100,000 (\$768,000) COMMON STOCK. 18,000 (\$117,000) COMMON STOCK. 205,000 (\$1,893,950) COMMON STOCK. (FILE 33-35047 - MAY. 24) (BR. 4)

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
ACME CLEVELAND CORP SUNDERLAND HOLDING CORP ET AL	COM 13D	5/ 8/90	247 3.9	00462610 5.0	UPDATE
ALL AMERN TELEVISION INC SCOTTI BROS ENT ET AL	COM 13D	5/18/90	1,087 56.5	01656210 0.0	NEW
AMERICAN PAC MINT INC SHELBURNE ASSOC	COM 13D	5/18/90	655 11.6	02877320 11.7	UPDATE
ANDOVER BANCORP INC DEL HARRIS ASSOCIATES INC	COM 13D	5/18/90	255 6.0	03425810 7.1	UPDATE
APPLIED MAGNETICS CP DEL STATE OF WISCONSIN INVEST BD	COM 13D	5/15/90	1,220 7.6	03821310 8.7	UPDATE
ARTISTIC GREETINGS INC KOMER STUART ET AL	COM 13D	5/15/90	2,218 58.3	04314210 16.2	UPDATE
BYTEX CORP FIDELITY INTL LTD	COM 13D	5/16/90	703 11.6	12464710 10.5	UPDATE
BYTEX CORP FMR CORP	COM 13D	5/16/90	703 11.6	12464710 10.5	UPDATE
CENTURION GOLD LTD SEAMAN CARL	COM 13D	5/17/90	3,098 21.5	15699310 19.4	UPDATE
CHERNE MEDICAL INC GENERAL ELECTRIC CO	COM 13D	5/14/90	4,399 25.0	16414610 0.0	NEW
CHIQUITA BRANDS INTL INC AMERICAN FINANCIAL CORP ET AL	COM 13D	5/17/90	24,851 67.4	17003210 81.5	UPDATE
COLLECTIVE BANCORP INC TIGER ET AL	COM 13D	5/16/90	482 5.6	19390110 0.0	NEW
COMPUTER HORIZONS CORP CGI CORP ET AL	COM 13D	4/20/90	398 16.6	20590810 16.3	RVSION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/% OWNED	CUSIP/PRIOR%	FILING STATUS
CONSTAR INTL INC STATE OF WISCONSIN INVEST	COM BD	13D	425 5.8	21099310 0.0	NEW
CONTINENTAL MTG & EQUITY TR FRIEDMAN WILLIAM S ET AL	SH BEN 13D	INT NEW 13D	734 19.2	21166320 17.5	UPDATE
CORCAP INC CLARK DAVID W JR	COM 13D	13D	305 11.2	21835010 5.9	UPDATE
CORCAP INC PRYOR MILLARD H JR ET AL	COM 13D	13D	919 33.7	21835010 8.8	UPDATE
DALLAS OIL & MINERALS INC LOMAK PETROLEUM ET AL	COM PAR 13D	\$0.02 13D	3,809 39.3	23513620 0.0	NEW
DARTMOUTH BANCORP INC PIKE MILO L ET AL	COM 13D	13D	339 7.2	23744410 7.5	UPDATE
DIGI INTL INC FIDELITY INTL LTD	COM 13D	13D	280 7.3	25379810 5.9	UPDATE
DIGI INTL INC FMR CORP	COM 13D	13D	280 7.3	25379810 5.9	UPDATE
DYNAMIC AMERN CORP TUMURRU TRADES INC	COM 13D	13D	905 38.0	26784310 0.0	NEW
EDISTO RES CORP MESA LTD PARTNERSHIP	COM 13D	13D	1,867 15.5	28106710 28.0	UPDATE
ENRON CORP FIDELITY INTL LTD	COM 13D	13D	4,331 8.6	29356110 7.8	UPDATE
FMC GOLD CO BURLINGTON RES	COM 13D	13D	8,000 11.0	30249410 0.0	NEW
FABRI CTRS AMER INC SHUFRO ROSE & EHRMAN	COM 13D	13D	476 9.5	30284610 12.6	UPDATE
GREAT BAY BANKSHARES INC PRIVATE CAP MGMT ET AL	COM 13D	13D	144 5.2	39013810 0.0	NEW
GREENMAN BROS INC STATE OF WISCONSIN INVEST	COM BD	13D	410 6.8	39537010 5.7	UPDATE
HEI CORP ALEXANDER GEORGE G ET AL	COM 13D	13D	600 12.2	40415910 12.2	UPDATE
HARRIS & HARRIS GROUP INC WORMS & CO	COM 13D	13D	394 4.6	41383310 6.1	UPDATE
HORIZON INDS INC RALSTON M EDWARD ET AL	COM 13D	13D	962 17.8	44042310 13.3	UPDATE
HOUGHTON MIFFLIN CO STATE OF WISCONSIN INVEST	COM BD	13D	716 5.0	44156010 0.0	NEW
INTEGRATED DEVICE TECHNOLOGY STATE OF WISCONSIN INVEST	COM BD	13D	2,177 8.6	45811810 7.5	UPDATE

INTERNEURON PHARMACEUTICALS DAVIS J MORTON	COM 13D	4/11/90	824 5.3	46057310 0.0	NEW
INTER-CITY PRODS CORP CENTRAL CAPITAL CORP ET AL	ORD 13D	5/25/90	2,780 38.5	46599710 38.5	UPDATE
LUKENS INC DEL HANSEN NANCY ET AL	COM 13D	5/23/90	769 9.3	54986610 19.5	UPDATE
LUKENS INC DEL HUSTON FOUNDATION	COM 13D	5/23/90	526 6.4	54986610 6.7	UPDATE
MATTHEWS STUDIO EQUIP GROUP FARAR SIM	COM 13D	11/ 8/89	510 7.0	57723099 0.0	NEW
MEASUREX CORP STATE OF WISCONSIN INVEST	COM BD 13D	5/11/90	925 5.0	58343210 0.0	NEW
MEDUSA CORP BLEICHROEDER ARNHOLD & S ET AL	COM PAR \$0 13D	5/17/90	842 7.9	58507230 6.7	UPDATE
NATIONAL INCOME RLTY TR FRIEDMAN WILLIAM S ET AL	SH BEN INT NEW 13D	3/12/90	810 21.4	63699220 17.6	UPDATE
NATIONAL RLTY L P FRIEDMAN WILLIAM S ET AL	UT LTD PTN NEW 13D	5/ 7/90	1,663 19.0	63735320 17.5	UPDATE
NORTON CO BEAR STEARNS & CO	COM 13D	5/10/90	1,014 5.0	66860510 0.0	RVSION
NOSTALGIA NETWORK INC GOLD 'N M TELEVISION INC ET AL	COM NEW 13D	5/17/90	3,438 28.9	66975230 28.6	UPDATE
OLYMPUS CAP CORP CENTURY PARTNERS	COM 13D	5/24/90	250 9.8	68199310 8.8	UPDATE
PACIFIC NORTHWEST LIFE INS LAURENTIAN GROUP CORP ET AL	COM 13D	5/21/90	372 37.2	69468210 36.3	UPDATE
PERMIAN PARTNERS L P NATIONAL INTERGROUP	PREF UNIT CONV 14D-1	5/24/90	2,750 14.9	71424020 0.0	NEW
PICTURETEL CORP KYOCERA CORP	COM NEW 13D	4/21/89	697 26.1	72003530 0.0	NEW
QANTEL CORP EDELMAN ASHER B. ET AL	COM 13D	5/24/90	1,199 7.4	74690610 9.0	UPDATE
REPUBLIC SVGS FINL CORP SPITZNAGEL ROSMARIE	COM 13D	4/27/90	68 5.5	76075810 0.0	NEW
ROSPATCH CORP DEL COYNE MICHAEL F ET AL	COM 13D	5/24/90	222 8.8	77820410 9.0	UPDATE
SHAREBASE CORP TERADATA CORP	COM 13D	5/18/90	1,057 11.0	81948210 11.0	UPDATE
SIKES CORP PREMARK INTL ET AL	CL A 14D-1	5/25/90	0 0.0	82675010 0.0	UPDATE
TRITON ENERGY CORP INDUSTRIAL EQUITY LTD ET AL	COM 13D	5/22/90	1,967 9.3	89675010 5.0	UPDATE

EVENT SHRS(000)/ CUSIP/ FILING

<u>NAME AND CLASS OF STOCK/OWNER</u>	<u>FORM</u>	<u>DATE</u>	<u>% OWNED</u>	<u>PRIOR%</u>	<u>STATUS</u>
UJB FINL CORP WEISMAN NEIL JONATHAN ET AL	COM 13D	5/15/90	2,305 5.2	90276010 0.0	NEW
ULTIMATE CORP SABARESE THEODORE M	COM 13D	5/23/90	51 0.5	90384810 6.6	UPDATE
UNITED INNS INC GAMCO INVESTORS INC ET AL	COM 13D	5/23/90	451 17.1	91068810 16.0	UPDATE
WTD INDS INC STATE OF WISCONSIN INVEST BD	COM 13D	5/11/90	575 9.2	92934410 7.5	UPDATE
WESTERN CO NORTH AMER FIDELITY INTL LTD	COM PAR \$0.10 13D	5/16/90	1,333 10.7	95804340 9.6	UPDATE
WESTERN CO NORTH AMER FMR CORP	COM PAR \$0.10 13D	5/16/90	1,333 10.7	95804340 9.6	UPDATE
WORKINGMENS CORP FINANCIAL EQUITIES FD ET AL	COM 13D	5/14/90	83 6.9	98138610 5.0	UPDATE
ZENITH NATL INS CORP RELIANCE FINANCIAL SVCS CORP	COM 13D	5/24/90	6,574 32.1	98939010 32.1	UPDATE