

# sec news digest

Issue 86-104

JUN 2 1986

May 30, 1986

U.S. SECURITIES AND  
EXCHANGE COMMISSION

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## NOTICE OF COMMISSION MEETINGS

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### CHANGES IN THE MEETING: TIME CHANGE/ADDITIONAL MEETING

The open meeting scheduled for Tuesday, June 3, will be held at 1:00 p.m. instead of 2:00 p.m.

Discussion with invited representatives of the accounting profession, reporting companies, and other interested parties. Issues to be addressed include, but will not be limited to, differences in expectations of financial reporting and the independent auditor's role, and recent private sector and legislative initiatives concerning financial disclosures and independent auditors. The discussion of these initiatives is expected to focus on the merits of these proposals and any cost benefit considerations. FOR FURTHER INFORMATION, PLEASE CONTACT Robert Kueppers at (202) 272-2130.

OPEN MEETING - THURSDAY, JUNE 5, 1986 - 10:00 a.m.

The subject matter of the June 5 open meeting will be:

(1) Consideration of whether to publish a release proposing revisions to Form D, the notice of sales requirement under Regulation D of the Securities Act of 1933, to eliminate some of the current informational requirements required by the Form, revise other parts of the Form and, further, to structure the Form so that it can be used as a uniform notification form to be filed with the Commission and, to the extent provided by individual state laws, with the states, when certain exempt offerings are made. The Commission will also consider whether to publish for comment a proposal to amend Regulation D to remove the requirement to file periodic updates of Form D every six months. FOR FURTHER INFORMATION, PLEASE CONTACT Karen M. O'Brien at (202) 272-2644.

(2) Consideration of issues relating to program or arbitrage trading strategies involving index options that have been associated with stock market volatility, particularly on Expiration Fridays. FOR FURTHER INFORMATION, PLEASE CONTACT Sharon Lawson at (202) 272-3116.

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## RULES AND RELATED MATTERS

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### RULE 151 ADOPTED

The Commission adopted Rule 151 under the Securities Act of 1933, which establishes a "safe harbor" for certain forms of annuity contracts that will not be deemed subject to the securities laws. The Commission also withdrew Release 33-6051 [April 5, 1979], an interpretative release concerning the factors which should be considered in any determination of the status under the federal securities laws of certain contracts issued by insurance companies. Rule 151 defines the term "annuity contract or optional annuity contract," as used in Section 3(a)(8) of the Act, to include any contract offered by a corporation subject to state insurance regulation, under which the insurer assumes the investment risk, and which is not marketed primarily as an investment. (Rel. 33-6645)

FOR FURTHER INFORMATION CONTACT: Joseph R. Fleming at (202) 272-3017

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## CIVIL PROCEEDINGS

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### TEMPORARY RESTRAINING ORDER ENTERED AGAINST RAY L. WAID, OTHERS

The Los Angeles Regional Office announced that following a complaint filed on May 21 U.S. District Judge Pamela A. Rymer entered a temporary restraining order against Ray L. Waid, Brian Waid and Financial Independence Corporation, doing business as

Financial Equity Co. and San Marcos Co., Ltd., enjoining them from further violations of the registration and antifraud provisions of the securities laws. Judge Rymer also froze the defendants' assets.

The complaint alleges that the defendants raised approximately \$2 million through the sale of unregistered securities, namely investment contracts, and in connection therewith misrepresent and fail to disclose material facts. The complaint also alleges that, among other things, the defendants falsely represent that investors' funds are secured by U.S. Treasury bonds, are FDIC insured and are fully liquid. (SEC v. Ray L. Waid, et al., CDCA, Civil Action No. 86-3249 PAR, GX). (LR-11108)

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## HOLDING COMPANY ACT RELEASES

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### CONSOLIDATED NATURAL GAS COMPANY

A supplemental notice has been issued giving interested persons until June 16 to request a hearing on a proposal by Consolidated Natural Gas Company, a registered holding company, to acquire an aggregate of \$51,600,000 in capital stock, \$100 par value, to be issued and sold from time to time through June 15, 1987 by four of its subsidiary companies, CNG Coal Company, CNG Development Company, CNG Producing and CNG Research Company. (Rel. 35-24104 - May 22)

### NEW ORLEANS PUBLIC SERVICE INC.

A notice has been issued giving interested persons until June 16 to request a hearing on a proposal by New Orleans Public Service Inc., subsidiary of Middle South Utilities, Inc., under a negotiated private placement with one or more institutional investors, not to exceed \$25 million of secured notes and to issue and deliver first mortgage bonds as security for said notes. (Rel. 35-24104 - May 22)

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## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

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### DELISTINGS GRANTED

Orders have been issued granting the applications of the New York Stock Exchange to strike the common stock, \$.50 par value, of TRIANGLE PACIFIC CORP. and the common stock, \$.01 par value, of HERMAN'S SPORTING GOODS, INC. from listing and registration thereon. (Rel. 34-23266; 34-23267)

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## TRUST INDENTURE ACT RELEASES

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### CITICORP

A notice has been issued giving interested persons until June 23 to request a hearing on an application by Citicorp under Section 310(b)(1)(ii) of the Trust Indenture Act of 1939. The application declares that the trusteeships of The United States Trust Company of New York under four existing indentures, and a pooling and servicing agreement dated March 1, 1986 under which certificates evidencing interests in a pool of mortgage loans have been issued, is not so likely to involve a material conflict of interest as to make it necessary to disqualify the Trust Company from acting as trustee. The Trust Company is currently acting as trustee under the following four indentures dated: (1) February 15, 1972, involving the issuance of floating rate notes, due 1989; (2) March 15, 1977, involving the issuance of various series of unsecured and unsubordinated notes; (3) August 25, 1977, involving the issuance of rising-rate notes, Series A; and (4) April 21, 1980, involving the issuance of various series of unsecured and unsubordinated notes. (Rel. TI-2008)

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## SECURITIES ACT REGISTRATIONS

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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 FIRST MEDICAL DEVICES CORP, 2445 240TH AVE NE, STE 150, BELLEVUE, WA 98005  
(206) 641-4774 - 1,210,000 (\$3,025,000) COMMON STOCK. 110,000 (\$110)  
WARRANTS, OPTIONS OR RIGHTS. (FILE 33-5659-S - MAY. 16) (BR. 3 - NEW ISSUE)
- S-18 AZURE VENTURES LTD, 11 PARK PL STE 909, NEW YORK, NY 10007 (212) 766-4661 -  
3,000,000 (\$90,000) COMMON STOCK. 15,000,000 (\$750,000) COMMON STOCK. 15,000,000  
(\$1,500,000) COMMON STOCK. 15,000,000 (\$3,000,000) COMMON STOCK. (FILE 33-5771-NY -  
MAY. 16) (BR. 11 - NEW ISSUE)
- S-18 LENOX INVESTMENT CO, METRO BLDG 475 17TH ST STE 715, DENVER, CO 80202 (303) 298-7606  
- 7,500,000 (\$150,000) COMMON STOCK. 7,500,000 (\$525,000) COMMON STOCK. 7,500,000  
(\$1,125,000) COMMON STOCK. (FILE 33-5790-D - MAY. 19) (BR. 12 - NEW ISSUE)
- N-1A HARBOR GROWTH FUND, ONE SEAGATE, TOLEDO, OH 43666 (419) 247-1940 -  
INDEFINITE SHARES. (FILE 33-5852 - MAY. 20) (BR. 17 - NEW ISSUE)
- S-1 HEALTH IMAGES INC, 800 DOUGLAS RD, ATLANTA, GA 30342 (404) 256-9774 - 1,150,000  
(\$5,750,000) PREFERRED STOCK. 1,150,000 COMMON STOCK. (FILE 33-5855 - MAY. 21)  
(BR. 6)
- S-4 FIRST UNION CORP, FIRST UNION PLZ, CHARLOTTE, NC 28288 (704) 374-6565 - 384,780  
(\$10,704,579.60) COMMON STOCK. 1,200,000 COMMON STOCK. (FILE 33-5856 - MAY. 21)  
(BR. 1)
- S-1 LASER SURGERY GROUP CORP, 456 MID ISLAND PLZ, HICKSVILLE, NY 11801 - 3,200,000  
(\$3,200,000) COMMON STOCK. 1,600,000 (\$3,200,000) WARRANTS, OPTIONS OR RIGHTS.  
880,000 (\$3,520,000) WARRANTS, OPTIONS OR RIGHTS. 320,000 (\$384,000)  
WARRANTS, OPTIONS OR RIGHTS. 160,000 (\$320,000) WARRANTS, OPTIONS OR RIGHTS. (FILE  
33-5859 - MAY. 21) (BR. 6 - NEW ISSUE)
- S-8 TELECALC INC, 4122 - 128TH AVE SE, BELLEVUE, WA 98006 (206) 643-0300 - 287,200  
(\$2,979,700) COMMON STOCK. (FILE 33-5870 - MAY. 21) (BR. 10)
- S-8 AMERICAN EXPRESS CO, AMERICAN EXPRESS TWR, WORLD FINANCIAL CTR, NEW YORK, NY 10285  
(212) 323-2000 - 11,000,000 (\$11,000,000) OTHER SECURITIES INCLUDING VOTING TRUST.  
(FILE 33-5875 - MAY. 21) (BR. 12)
- S-8 DURATEK CORP, 6411 IVY LANE STE 204, GREENBELT, MD 20770 (301) 474-2100 - 460,000  
(\$2,530,000) COMMON STOCK. (FILE 33-5878 - MAY. 21) (BR. 8)
- S-8 SCOTT PAPER CO, SCOTT PLZ, PHILADELPHIA, PA 19113 (215) 522-5000 - 1,000,000  
(\$55,750,000) COMMON STOCK. (FILE 33-5879 - MAY. 21) (BR. 8)
- S-8 UNITED FINANCIAL GROUP INC/DE, 5718 WESTHEIMER STE 600, HOUSTON, TX 77057  
(713) 974-8754 - 500,000 (\$2,250,000) COMMON STOCK. (FILE 33-5880 - MAY. 21) (BR. 1)
- S-1 KLLM TRANSPORT SERVICES INC, POST OFFICE BOX 6098, JACKSON, MS 39208 (601) 939-2545  
- 400,000 (\$6,400,000) COMMON STOCK. 796,000 (\$12,736,000) COMMON STOCK. UNDERWRITER:  
ROBINSON HUMPHREY CO INC. (FILE 33-5881 - MAY. 21) (BR. 4 - NEW ISSUE)
- S-1 HOOVER GROUP INC, 1000 HOLCOMB WOODS PKWY, STE 224, ROSWELL, GA 30076 (404) 587-2112  
- 35,000,000 (\$35,000,000) STRAIGHT BONDS. UNDERWRITER: PAINWEBBER INC,  
PRESCOTT BALL & TURBEN INC, SUMMIT INVESTMENT CORP. (FILE 33-5883 - MAY. 21) (BR. 9  
- NEW ISSUE)
- S-1 PROVIDENT AMERICAN CORP, 2500 DEKALB PIKE, NORRISTOWN, PA 19404 (215) 279-2500 -  
1,063,750 (\$6,382,500) COMMON STOCK. 50,000 (\$360,000) WARRANTS, OPTIONS OR RIGHTS.  
UNDERWRITER: MOSELEY SECURITIES CORP. (FILE 33-5884 - MAY. 21) (BR. 10 - NEW ISSUE)
- S-11 LEADER FUNDING CORP I, 300 DELAWARE AVE STE 1703, WILMINGTON, DE 19899 -  
600,000,000 (\$600,000,000) MORTGAGE BONDS. UNDERWRITER: SALOMON BROTHERS INC. (FILE  
33-5885 - MAY. 21) (BR. 11 - NEW ISSUE)
- S-3 NORTHERN STATES POWER CO /MN/, 414 NICOLLET MALL, MINNEAPOLIS, MN 55401  
(612) 330-5500 - 700,000 (\$70,000,000) PREFERRED STOCK. (FILE 33-5887 - MAY. 22)  
(BR. 8)
- S-2 BIG V SUPERMARKETS INC, 176 NORTH MAIN ST, FLORIDA, NY 10921 (914) 651-4411 -  
850,000 (\$11,687,500) COMMON STOCK. 1,105,000 (\$15,193,750) COMMON STOCK. (FILE  
33-5888 - MAY. 22) (BR. 2)
- S-3 PACIFIC GAS & ELECTRIC CO, 77 BEALE ST, SAN FRANCISCO, CA 94106 (415) 781-4211 -  
750,000,000 (\$750,000,000) MORTGAGE BONDS. (FILE 33-5891 - MAY. 22) (BR. 8)

- S-8 UCCEL CORP, UCCEL TWR 6303 FOREST PARK RD, EXCHANGE PARK, DALLAS, TX 75235  
(214) 353-7100 - 2,331,742 (\$49,258,049.75) COMMON STOCK. (FILE 33-5893 - MAY. 22)  
(BR. 9)
- S-8 PRATT HOTEL CORP/TX, 4099 MCEWEN STE 800, DALLAS, TX 75234 (914) 428-9098 -  
1,548,588 (\$1,003,093.60) COMMON STOCK. (FILE 33-5895 - MAY. 22) (BR. 9)
- S-2 NORTH AMERICAN WATCH CORP, 650 FIFTH AVE, NEW YORK, NY 10019 (212) 397-7800 -  
35,000,000 (\$35,000,000) STRAIGHT BONDS. (FILE 33-5896 - MAY. 22) (BR. 7)