

sec news digest

Issue 94-197

October 17, 1994

ENFORCEMENT PROCEEDINGS

ORDER AGAINST CHARLES MARINI

On October 13, the Commission issued an Order in connection with administrative proceedings that it instituted on August 12, 1994 against Charles F. Marini (Marini). Marini consented to the issuance of the Order without admitting or denying its findings. The Order is related to the activities of Transmark USA, Inc. (Transmark) and its primary subsidiary, Guarantee Security Life Insurance Company (GSL), which were the subject of the Commission's civil injunctive action against Transmark, Mark C. Sanford and William B. Blackburn (SEC v. Transmark USA, Inc. et al., No. 94-569-CIV-J-16, M.D. Fla. June 13, 1994, Lit. Rel. No. 14124).

The Order finds that Marini caused Transmark to violate the antifraud provisions of the federal securities laws. In addition, it finds that Marini falsified, or caused to be falsified, books and records in violation of Commission Rule 13b2-1. (Rel. 34-34836; AAE Rel. 616)

TEMPORARY RESTRAINING ORDER ISSUED AGAINST JOHN HICKEY, MAMIE TANG AND CONTINENTAL CAPITAL FINANCIAL GROUP, INC.

The Commission today announced that on September 19 the Honorable Fern M. Smith of the United States District Court for the Northern District of California granted a Temporary Restraining Order (Order) against Defendants John A. Hickey (Hickey), Mamie Tang (Tang), Continental Capital Financial Group, Inc. (CCFG) and others.

The Commission's complaint alleges that from July 1992 through July 1994, Hickey, Tang and CCFG offered and sold unregistered securities in the form of limited partnership interests to the general public, obtaining approximately \$15,000,000 from 400 investors via the securities offering, and that Hickey, Tang and CCFG and their agents

have made numerous misrepresentations and omissions concerning the securities that they have offered and sold. In particular, the defendants are alleged to have misrepresented the value of real estate purportedly securing the investment, and overstated their personal net worth in connection with personal guarantees they provided. In addition, the complaint alleges that the defendants failed to use investors funds for the purposes for which they were purportedly raised and diverted funds to their own use.

The Order temporarily restrains and enjoins the defendants from violating, directly or indirectly, Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 thereunder. The Order further freezes the assets of Hickey, Tang, CCFG and certain affiliated entities, temporarily enjoins the defendants from transferring assets or destroying records, appoints a temporary receiver for CCFG, and grants the Commission's request for expedited discovery. The Order also orders the defendants to show cause why a preliminary injunction should not be granted. [SEC v. John A. Hickey, Mamie Tang, Continental Capital Financial Group, Inc., Civil Action No. C94-3336-FMS, ND Cal.] (LR-14296)

INVESTMENT COMPANY ACT RELEASES

THE AMERICAN FRANKLIN LIFE INSURANCE COMPANY, ET AL.

An order has been issued pursuant to Section 6(c) of the Investment Company Act exempting The American Franklin Life Insurance Company, Separate Account VUL-2 of The American Franklin Life Insurance Company and Franklin Financial Services Corporation (Applicants) from Section 27(a)(3) of the Act and Rule 6e-3(T)(b)(13)(ii) thereunder. The order provides exemptions to the extent necessary to permit Applicants to issue flexible premium variable life insurance contracts that provide for a front-end sales load on premium payments made in any given year up to a maximum amount and no sales charge on premiums in excess of that amount. (Rel. IC-20618 - October 13)

SELF-REGULATORY ORGANIZATIONS

DELISTINGS GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Automated Telephone Management Systems, Inc., Series A Cumulative Convertible Preferred Stock, \$1.00 Par Value. (Rel. 34-34838)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Gerber Products Company, Common Stock, 2.50 Par Value. (Rel. 34-34839)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved the Municipal Securities Rulemaking Board's proposed rule change (SR-MSRB-94-12) that would amend MSRB Rule A-13 to preclude brokers, dealers and municipal dealers from passing through Rule A-13 fees to issuers. Publication of the order is expected in the Federal Register during the week of October 17. (Rel. 34-34840)

PROPOSED RULE CHANGES

The Midwest Clearing Corporation filed a proposed rule change (SR-MCC-94-12) to permit it to enter into contracts with participants to provide transactional processing services on behalf of participants. (Rel. 34-34834)

The Midwest Securities Trust Corporation filed a proposed rule change (SR-MSTC-94-12) to permit it to enter into contracts with participants to provide transactional processing services on behalf of participants. (Rel. 34-34835)

The Options Clearing Corporation filed a proposed rule change (SR-OCC-94-08) relating to flexibility structured index options denominated in a foreign currency. Publication of the notice is expected in the Federal Register during the week of October 17. (Rel. 34-34837)

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 STANLEY WORKS, 1000 STANLEY DR, P O BOX 7000, NEW BRITAIN, CT 06053
(203) 225-5111 - 5,700,000 (\$222,300,000) COMMON STOCK. (FILE 33-55663 -
SEP. 29) (BR. 10)

S-3 MCN CORP, 500 GRISWOLD ST, DETROIT, MI 48226 (313) 256-5500 -
300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 33-55665 - SEP. 29)
(BR. 8)

S-8 USF&G CORP, 100 LIGHT ST, BALTIMORE, MD 21202 (410) 547-3000 -
2,000,000 (\$26,500,000) COMMON STOCK. (FILE 33-55667 - SEP. 29) (BR. 10)

REGISTRATIONS CONT.

- S-8 USF&G CORP, 100 LIGHT ST, BALTIMORE, MD 21202 (410) 547-3000 -
4,000,000 (\$53,000,000) COMMON STOCK. (FILE 33-55669 - SEP. 29) (BR. 10)
- S-8 USF&G CORP, 100 LIGHT ST, BALTIMORE, MD 21202 (410) 547-3000 -
2,500,000 (\$33,125,000) COMMON STOCK. (FILE 33-55671 - SEP. 29) (BR. 10)
- S-3 BEAR STEARNS COMPANIES INC, 245 PARK AVE, NEW YORK, NY 10167
(212) 272-2000 (FILE 33-55673 - SEP. 29) (BR. 12)
- S-8 LORAL CORP /NY/, 600 THIRD AVE, NEW YORK, NY 10016 (212) 697-1105 -
5,500,000 (\$213,468,750) COMMON STOCK. (FILE 33-55675 - SEP. 29) (BR. 7)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 758, 333 W WACKER DR, CHICAGO, IL
60606 (312) 917-7786 - INDEFINITE SHARES. (FILE 33-55677 - SEP. 29)
(BR. 22 - NEW ISSUE)
- S-4 BOATMENS BANCSHARES INC /MO, 800 MARKET ST, 1 BOATMENS PLZ, ST LOUIS, MO
63101 (314) 466-6000 - 5,000,000 (\$13,401,101) COMMON STOCK. (FILE
33-55679 - SEP. 29) (BR. 2)
- S-3 CORNING INC /NY, ONE RIVERFRONT PLAZA, CORNING, NY 14831 (607) 974-9000
- 4,451,197 (\$138,821,706) COMMON STOCK. (FILE 33-55681 - SEP. 29)
(BR. 9)
- S-3 AMSOUTH BANCORPORATION, 1400 AMSOUTH SONAT TOWER, P.O. BOX 11007,
BIRMINGHAM, AL 35288 (205) 320-7151 - 1,000,000 (\$30,937,500) COMMON STOCK.
(FILE 33-55683 - SEP. 29) (BR. 2)
- S-4 UNION PLANTERS CORP, 7130 GOODLETT FARMS PKWY, CORDOVA, TN 38018
(901) 383-6000 - 570,625 (\$12,553,750) COMMON STOCK. (FILE 33-55685 -
SEP. 29) (BR. 1)
- S-8 FIRST COMMONWEALTH FINANCIAL CORP /PA/, OLD COURTHOUSE SQUARE,
22 N SIXTH ST, INDIANA, PA 15701 (412) 349-7220 - 117,643 (\$732,993.96)
COMMON STOCK. (FILE 33-55687 - SEP. 29) (BR. 2)
- S-1 AMERICA WEST AIRLINES INC, 100 WEST WASHINGTON STREET, SUITE 2100,
PHOENIX, AZ 85003 (602) 693-0800 - 26,000,000 (\$26,000,000) STRAIGHT BONDS.
(FILE 33-55689 - SEP. 29) (BR. 3)
- F-1 REGIONAL CELLULAR COMM CO OF THE ATLANTIC COAST CELCARIBE SA,
CENTRO AV CARLOS ESCALLON, EDIFICIO BANCO DE BOGOTA, CARTAGENA COLOMBIA, FB
(212) 852-1000 - 135,740 (\$135,740,000) EQUIPMENT TRUST CERTIFICATES.
(FILE 33-84142 - SEP. 19) (BR. 7 - NEW ISSUE)
- SB-2 SEMINOLE AIRWAYS INC, 323 RAVEN ROCK LANE, LONGWOOD, FL 32750
(407) 830-5234 - 4,500,000 (\$27,000,000) COMMON STOCK. (FILE 33-84304-A -
SEP. 22) (BR. 3 - NEW ISSUE)
- S-8 FRAME TECHNOLOGY CORP/CA, 1010 RINCON CIRCLE, SAN JOSE, CA 95131
(408) 433-3311 - 675,000 (\$9,956,250) COMMON STOCK. (FILE 33-84366 -
SEP. 27) (BR. 9)
- S-8 FLAIR COMMUNICATIONS INC, 2124 BROADWAY STE 336, NEW YORK, NY 10023
(212) 247-3030 - 100,000 (\$400,000) COMMON STOCK. (FILE 33-84368 -
SEP. 27) (BR. 11)

REGISTRATIONS CONT.

- S-8 BUGABOO CREEK STEAK HOUSE INC, 1275 WAMPANOAG TRAIL, EAST PROVIDENCE, RI 02915 (401) 433-5500 - 100,000 (\$1,281,250) COMMON STOCK. (FILE 33-84370 - SEP. 26) (BR. 11)
- S-8 KENAM TRANSPORT CO, 143 W FRANKLIN ST, UNIVERSITY SQ WEST POST OFFICE BOX 2729, CHAPEL HILL, NC 27516 (919) 967-8221 - 56,600 (\$1,117,850) COMMON STOCK. (FILE 33-84372 - SEP. 26) (BR. 4)
- S-8 SPAN AMERICA MEDICAL SYSTEMS INC, 70 COMMERCE DRIVE, P O BOX 5231, GREENVILLE, SC 29615 (803) 288-8877 - 250,000 (\$1,375,000) COMMON STOCK. (FILE 33-84374 - SEP. 26) (BR. 8)
- S-8 LIFECORE BIOMEDICAL INC, 3515 LYMAN BLVD, CHASKA, MN 55318 (612) 368-4300 - 1,000,000 (\$2,843,750) COMMON STOCK. (FILE 33-84380 - SEP. 26) (BR. 4)
- S-8 CANTON INDUSTRIAL CORP ET AL, 202 W 400 S STE 100, RICHARD SURBER, SALT LAKE CITY, UT 84101 (801) 575-8311 - 500,000 (\$310,000) COMMON STOCK. (FILE 33-84382 - SEP. 26) (BR. 7)
- S-8 BUGABOO CREEK STEAK HOUSE INC, 1275 WAMPANOAG TRAIL, EAST PROVIDENCE, RI 02915 (401) 433-5500 - 500,000 (\$6,406,250) COMMON STOCK. (FILE 33-84384 - SEP. 26) (BR. 11)
- S-3 FSA MUNICIPAL ASSET BACKED CORP, TWO WALL ST, C/O LORD SECURITIES CORP, NEW YORK, NY 10005 (212) 346-9008 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: GOLDMAN SACHS & CO. (FILE 33-84386 - SEP. 26) (BR. 12 - NEW ISSUE)
- S-8 NOCOPI TECHNOLOGIES INC/MD/, 130 WEST LANCASTER AVE, STE 103, WAYNE, PA 19087 (610) 687-2000 - 3,500,000 (\$1,575,000) COMMON STOCK. (FILE 33-84388 - SEP. 27) (BR. 6)
- S-3 BLACK HAWK GAMING & DEVELOPMENT CO INC, 2060 BROADWAY, STE 400, BOULDER, CO 80302 (303) 444-0240 - 625,975 (\$7,071,800) COMMON STOCK. (FILE 33-84392 - SEP. 27) (BR. 12)
- S-8 CENTEX CONSTRUCTION PRODUCTS INC, 3710 RAWLINS, STE 1600, DALLAS, TX 75219 (214) 559-6500 - 24,000 (\$286,500) COMMON STOCK. (FILE 33-84394 - SEP. 27) (BR. 9)
- S-8 ADOBE SYSTEMS INC, 1585 CHARLESTON RD, MOUNTAIN VIEW, CA 94043 (415) 961-4400 - 500,000 (\$17,562,500) COMMON STOCK. (FILE 33-84396 - SEP. 27) (BR. 9)
- S-8 STERLING BANCSHARES INC, 15000 NORTHWEST FRWY STE 308, HOUSTON, TX 77040 (713) 466-8300 - 350,000 (\$6,037,500) COMMON STOCK. (FILE 33-84398 - SEP. 27) (BR. 2)
- S-8 FIRST COLONIAL GROUP INC, 76 S MAIN ST, NAZARETH, PA 18064 (215) 746-7300 - 107,821 (\$1,994,688.50) COMMON STOCK. (FILE 33-84400 - SEP. 27) (BR. 2)
- S-8 NOCOPI TECHNOLOGIES INC/MD/, 130 WEST LANCASTER AVE, STE 103, WAYNE, PA 19087 (610) 687-2000 - 1,500,000 (\$675,000) COMMON STOCK. (FILE 33-84402 - SEP. 27) (BR. 6)

REGISTRATIONS CONT.

- S-1 WESTERN FINANCIAL AUTO LOANS INC, 16485 LAGUNA CANYON RD STE 250, IRVINE, CA 92718 (714) 753-3000 - 2,000,000 (\$2,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-84406 - SEP. 28) (BR. 11)
- S-1 HEARTLAND WIRELESS COMMUNICATIONS INC, 903 NORTH BOWSER SUITE 140, RICHARDSON, TX 75081 (214) 479-9244 - 50,000,000 (\$50,000,000) CONVERTIBLE DEBENTURES AND NOTES. UNDERWRITER: DILLON READ & CO INC, GERALD KLAUER MATISON & CO INC, KIDDER PEABODY & CO INC. (FILE 33-84408 - SEP. 28) (BR. 7)
- SB-2 AUSTINS STEAKS & SALOON INC, 1065 NORTH 115TH ST, OMAHA, NE 68154 (402) 498-0900 - 920,000 (\$4,600,000) COMMON STOCK. UNDERWRITER: YEE DESMOND SCHROEDER & ALLEN INC. (FILE 33-84440-D - SEP. 27) (BR. 11 - NEW ISSUE)
- N-1A MONTGOMERY FUNDS III, 600 MONTGOMERY ST, SAN FRANCISCO, CA 94111 (800) 572-3863 - INDEFINITE SHARES. (FILE 33-84450 - SEP. 27) (BR. 17 - NEW ISSUE)
- S-3 BARNES & NOBLE INC, 122 FIFTH AVE, NEW YORK, NY 10011 (212) 633-3300 - 5,577,500 (\$153,381,250) COMMON STOCK. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECS CORP, MORGAN STANLEY & CO INC, PAINEWEBBER INC, SMITH BARNEY. (FILE 33-84458 - SEP. 28) (BR. 2)
- S-3 EQUITABLE COMPANIES INCORPORATED, 787 SEVENTH AVE, NEW YORK, NY 10019 (212) 554-1234 (FILE 33-84460 - SEP. 28) (BR. 10)
- S-4 EQUITABLE COMPANIES INCORPORATED, 787 SEVENTH AVE, NEW YORK, NY 10019 (212) 554-1234 - 408,250,000 (\$408,250,000) CONVERTIBLE DEBENTURES AND NOTES. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C, GOLDMAN SACHS & CO. (FILE 33-84462 - SEP. 28) (BR. 10)
- S-3 COMMERCE BANCSHARES INC /MO/, 1000 WALNUT 86, KANSAS CITY, MO 64106 (816) 234-2000 - 92,327 (\$2,908,300.50) COMMON STOCK. (FILE 33-84466 - SEP. 28) (BR. 2)
- S-8 DETROIT DIESEL CORP, 13400 OUTER DR WEST, DETROIT, MI 48239 (313) 592-5000 - 1,586,316 (\$22,904,910.75) COMMON STOCK. (FILE 33-84468 - SEP. 28) (BR. 10)
- S-8 DETROIT DIESEL CORP, 13400 OUTER DR WEST, DETROIT, MI 48239 (313) 592-5000 - 500,000 (\$13,562,500) COMMON STOCK. (FILE 33-84470 - SEP. 28) (BR. 10)
- S-1 COMPUTER INTEGRATION CORP, 7900 GLADES RD STE 440, BOCA RATON, FL 33434 (407) 482-6678 - 4,399,077 (\$21,995,385) COMMON STOCK. (FILE 33-84472 - SEP. 28) (BR. 9)
- S-8 LEVITZ FURNITURE INC, 6111 BROKEN SOUND PKWY NW, BOCA RATON, FL 33487 (407) 994-6006 - 1,606,031 (\$15,257,294.50) COMMON STOCK. (FILE 33-84474 - SEP. 28) (BR. 2)
- S-8 INTERNATIONAL MUREX TECHNOLOGIES CORP, 3075 NORTHWOODS CIRCLE, NORCROSS, GA 30071 (404) 662-0660 - 1,000,000 (\$5,625,000) COMMON STOCK. (FILE 33-84476 - SEP. 26) (BR. 4)

REGISTRATIONS CONT.

- S-1 NORTHBROOK LIFE INSURANCE CO, 3100 SANDERS RD, STE J5B, PO BOX 3005, NORTHBROOK, IL 60062 (708) 402-2400 - \$500,000,000 VARIABLE ANNUITY ISSUES. (FILE 33-84480 - SEP. 28) (BR. 20)
- S-3 NETWORK IMAGING CORP, 500 HUNTMAR DRIVE, HERNDON, VA 22070 (703) 478-2260 - 913,810 (\$6,924,536.50) COMMON STOCK. (FILE 33-84482 - SEP. 28) (BR. 10)
- F-3 MEMTEC LTD, 1 MEMTEC PKW, WINDSOR NEW SOUTH WALES 2756, C3 - 1,000,000 (\$1,110,000) FOREIGN COMMON STOCK. (FILE 33-84484 - SEP. 28) (BR. 9)
- S-1 HFSB BANCORP INC, 5TH AVE & 11TH ST, HUNTINGTON, WV 25701 (304) 528-6200 - 6,348,000 (\$63,480,000) COMMON STOCK. UNDERWRITER: CAPITAL RESOURCES INC. (FILE 33-84486 - SEP. 28) (BR. 1 - NEW ISSUE)
- S-3 CALDOR CORP, 20 GLOVER AVE, NORWALK, CT 06856 (203) 846-1641 - 2,918,170 (\$91,192,812.50) COMMON STOCK. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECS CORP, GOLDMAN SACHS & CO, OPPEHNEIMER & CO INC. (FILE 33-84488 - SEP. 29) (BR. 1)
- S-1 ELLETT BROTHERS INC, 267 COLUMBIA AVE, CHAPIN, SC 29036 (803) 345-3751 - 1,380,000 (\$20,700,000) COMMON STOCK. UNDERWRITER: EDWARDS AG & SONS INC, ROBERTSON STEPHENS & CO. (FILE 33-84490 - SEP. 29) (BR. 7)
- S-3 MONEY STORE INC /NJ, 2840 MORRIS AVE, UNION, NJ 07083 (908) 686-2000 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-84492 - SEP. 29) (BR. 11)
- S-1 HARCOR ENERGY INC, FIVE POST OAK PARK STE 2220, 4400 POST OAK PARK, HOUSTON, TX 77027 (713) 961-1804 - 2,850,407 (\$9,976,424.50) COMMON STOCK. (FILE 33-84496 - SEP. 29) (BR. 3)
- S-4 PARKWAY CO/TX, 300 ONE JACKSON PL, 188 E CAPITOL ST STE 300, JACKSON, MS 39201 (601) 948-4091 - 559,770 (\$7,836,780) COMMON STOCK. (FILE 33-84500 - SEP. 29) (BR. 12)
- S-8 HORIZON HEALTHCARE CORP, 6001 INDIAN SCHOOL RD NE STE 530, ALBUQUERQUE, NM 87110 (505) 881-4961 - 3,000,000 (\$82,500,000) COMMON STOCK. (FILE 33-84502 - SEP. 29) (BR. 5)
- S-8 ALDEN JOHN FINANCIAL CORP, 7300 CORPORATE CTR DR, MIAMI, FL 33126 (305) 715-3767 - 150,000 (\$5,373,000) COMMON STOCK. (FILE 33-84506 - SEP. 29) (BR. 9)
- S-8 ALDEN JOHN FINANCIAL CORP, 7300 CORPORATE CTR DR, MIAMI, FL 33126 (305) 715-3767 - 214,152 (\$7,670,924.64) COMMON STOCK. (FILE 33-84508 - SEP. 29) (BR. 9)
- S-8 COLONIAL PROPERTIES TRUST, 120 UNIVERSITY PARK DR, STE 150, ORLANDO, FL 32792 (407) 677-1112 - 800,000 (\$17,352,000) COMMON STOCK. (FILE 33-84510 - SEP. 29) (BR. 5)
- S-4 FIRST CITIZENS BANCSHARES INC /NC/, 239 FAYETTEVILLE ST, PO BOX 151, RALEIGH, NC 27601 (919) 755-7000 - 210,000 (\$4,914,594) COMMON STOCK. (FILE 33-84514 - SEP. 27) (BR. 1)
- S-1 THERMOLASE CORP, 9550 DISTRIBUTION AVE, SAN DIEGO, CA 92121 (619) 587-5885 - 3,078,000 (\$24,046,875) COMMON STOCK. (FILE 33-84516 - SEP. 28) (BR. 5)

REGISTRATIONS CONT.

- S-8 PROXIMA CORP, 6610 NANCY RIDGE DRIVE, SAN DIEGO, CA 92121 (619) 457-5500 - 600,000 (\$14,028,000) COMMON STOCK. (FILE 33-84518 - SEP. 28) (BR. 9)
- SB-2 SPARTA SURGICAL CORP, 7068 KOLL CENTER PARKWAY STE 401, BERNAL CORPORATE PARK, PLEASANTON, CA 94566 (510) 417-8812 - 973,698 (\$1,947,396) COMMON STOCK. (FILE 33-84520 - SEP. 28) (BR. 8)
- S-3 WELLSFORD RESIDENTIAL PROPERTY TRUST, 375 PARK AVE STE 307, NEW YORK, NY 10152 (212) 735-1108 - 1,550,000 (\$32,743,750) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-84522 - SEP. 28) (BR. 6)
- S-2 WISCONSIN PHARMACAL COMPANY INC, 1 REPEL RD, JACKSON, WI 53037 (414) 677-4121 - 52,942 (\$608,833) COMMON STOCK. (FILE 33-84524 - SEP. 28) (BR. 1)
- S-8 CALDOR CORP, 20 GLOVER AVE, NORWALK, CT 06856 (203) 846-1641 - 660,000 (\$21,158,669.75) COMMON STOCK. (FILE 33-84526 - SEP. 28) (BR. 1)
- S-3 ACHAT CORP, 233 MAIN ST, P O BOX 2350, NEW BRITAIN, CT 06050 (203) 229-9000 - 379,500 (\$3,320,625) COMMON STOCK. (FILE 33-84528 - SEP. 28) (BR. 9)
- S-3 MERRILL LYNCH MORTGAGE INVESTORS INC, WORLD FIN'L HQTRS - 10TH FLR, NORTH TOWER - 250 VESEY ST, NEW YORK, NY 10281 (212) 449-3186 - 796,666,000 (\$796,666,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-84530 - SEP. 28) (BR. 12)
- S-8 ALASKA APOLLO RESOURCES INC, P O BOX 10438, PHOENIX, AZ 85064 (602) 279-2070 - 229,932 (\$201,190.50) COMMON STOCK. (FILE 33-84532 - SEP. 28) (BR. 2)
- S-8 RAB INDUSTRIES INC, 400 MEDICAL CENTER PKWY, SELMA, AL 36701 (205) 872-8211 - 50,820 (\$165,165) COMMON STOCK. (FILE 33-84538 - SEP. 26) (BR. 11)
- S-1 FIRST INTERSTATE BANCYSYSTEM OF MONTANA INC, 401 N 31ST STREET, BILLINGS, MT 59116 (406) 255-5300 - 130,000 (\$8,060,000) COMMON STOCK. (FILE 33-84540 - SEP. 29) (BR. 1)
- S-8 GOLDEN SYSTEMS INC, 2125-C MADERA RD, SIMI VALLEY, CA 93012 (805) 582-4400 - 755,000 (\$1,226,875) COMMON STOCK. (FILE 33-84542 - SEP. 29) (BR. 8)
- S-3 TIPPERARY CORP, 633 17TH ST STE 1550, DENVER, CO 80202 (303) 293-9379 - 162,666 (\$579,090) COMMON STOCK. (FILE 33-84548 - SEP. 29) (BR. 3)
- S-8 CHIEFTAIN INTERNATIONAL INC, 1201 TORONTO DOMINION TWR, EDMONTON CENTRE, EDMONTON ALBERTA CAN T5J 2Z1, A0 (403) 425-1950 - 895,000 (\$14,185,750) COMMON STOCK. (FILE 33-84550 - SEP. 29) (BR. 3)
- S-3 MONOCACY BANCSHARES INC, 222 E BALTIMORE ST, TANEYTOWN, MD 21878 (410) 756-2655 - 200,000 (\$5,100,000) COMMON STOCK. (FILE 33-84552 - SEP. 29) (BR. 1)
- S-3 HYDRON TECHNOLOGIES INC, 941 CLINT MOORE RD, BOCA RATON, FL 33487 (407) 994-6191 - 325,000 (\$1,990,125) COMMON STOCK. (FILE 33-84554 - SEP. 29) (BR. 9)

REGISTRATIONS CONT.

- S-8 SERAGEN INC, 97 SOUTH STREET, HOPKINTON, MA 01748 (508) 435-2331 - 150,000 (\$975,000) COMMON STOCK. (FILE 33-84556 - SEP. 29) (BR. 4)
- S-8 KOHLS CORPORATION, N54 W13600 WOODALE DR, MENOMONEE FALLS, WI 53051 (414) 783-5800 - 250,000 (\$12,078,125) COMMON STOCK. (FILE 33-84558 - SEP. 29) (BR. 2)
- S-8 UNDERWRITERS FINANCIAL GROUP INC, 80 MAIDEN LANE, ATTN: HOWARD MILLER, NEW YORK, NY 10038 (212) 233-7171 - 40,000 (\$90,000) COMMON STOCK. (FILE 33-84560 - SEP. 29) (BR. 9)
- S-2 MCCLAIN INDUSTRIES INC, 6200 ELMRIDGE RD, STERLING HEIGHTS, MI 48310 (810) 264-3611 - 1,466,250 (\$17,228,437) COMMON STOCK. (FILE 33-84562 - SEP. 29) (BR. 10)
- S-8 PACIFIC INTERNATIONAL SERVICES CORP, 1600 KAPIOLANI BLVD STE 825, HONOLULU, HI 96814 (808) 926-4242 - 400,000 (\$200,000) COMMON STOCK. (FILE 33-84564 - SEP. 29) (BR. 4)
- S-1 CANNONDALE CORP (000) 000-0000 - 3,105,000 (\$43,470,000) COMMON STOCK. UNDERWRITER: HAMBRECHT & QUIST INC, ROBERTSON STEPHENS & CO. (FILE 33-84566 - SEP. 29) (BR. 15)
- S-8 MICROPOLIS CORP, 21211 NORDHOFF ST, CHATSWORTH, CA 91311 (818) 709-3300 - 500,000 (\$3,218,750) COMMON STOCK. (FILE 33-55737 - OCT. 03) (BR. 10)
- S-3 SEALED AIR CORP, PARK 80 EAST, SADDLE BROOK, NJ 07662 (201) 791-7600 - 11,079 (\$368,376.75) COMMON STOCK. (FILE 33-55739 - OCT. 03) (BR. 5)
- S-8 KIEWIT PETER SONS INC, 1000 KIEWIT PLZ, OMAHA, NE 68131 (402) 342-2052 - 2,500,000 (\$2,562,500) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-55741 - OCT. 03) (BR. 10)
- S-4 BANK SOUTH CORP, 55 MARIETTA ST, ATLANTA, GA 30303 (404) 529-4435 - 4,077,639 (\$61,739,837.50) COMMON STOCK. (FILE 33-55743 - OCT. 03) (BR. 1)
- S-8 BRESCO INC, ONE PARK WEST CIRCLE, SUITE 204, MIDLOTHIAN, VA 23113 (804) -79-4-14 - 600,000 (\$7,350,000) COMMON STOCK. (FILE 33-55745 - OCT. 03) (BR. 10)
- N-2 FIDELITY ADVISOR CHINA FUND INC, 82 DEVONSHIRE STREET, BOSTON, MA 02109 (617) 570-7348 - 21,500 (\$322,500) COMMON STOCK. (FILE 33-55747 - OCT. 03) (BR. 17)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 760, 333 W WACKER DR, CHICAGO, IL 60606 (312) 917-7786 - INDEFINITE SHARES. (FILE 33-55749 - OCT. 03) (BR. 22 - NEW ISSUE)
- S-8 OUTBOARD MARINE CORP, 100 SEA HORSE DR, WAUKEGAN, IL 60085 (708) 689-6200 - 1,000,000 (\$24,125,000) COMMON STOCK. (FILE 33-55751 - OCT. 03) (BR. 9)
- N-1A UNITED ASSET STRATEGY FUND, PO BOX 29217, SHAWNEE MISSION, KS 66201 (913) 236-1579 - INDEFINITE SHARES. (FILE 33-55753 - OCT. 03) (BR. 22)
- S-8 WICOR INC, 626 E WISCONSIN AVE, PO BOX 334, MILWAUKEE, WI 53202 (414) 291-7026 - 820,000 (\$23,728,750) COMMON STOCK. (FILE 33-55755 - OCT. 03) (BR. 8)

REGISTRATIONS CONT.

- SB-2 SCIENCE FOODS INC, 5800 S VALLEY VIEW BLVD, LAS VEGAS, NV 89193
(702) 736-2265 - 948,750 (\$4,111,250) COMMON STOCK. 55,000
WARRANTS, OPTIONS OR RIGHTS. 82,500 (\$412,500) COMMON STOCK. UNDERWRITER:
NORCORSS SECURITEIS INC, UNION EQUITY PARTNERS INC. (FILE 33-84478-LA -
SEP. 28) (BR. 11 - NEW ISSUE)
- S-11 RELATED RESIDENTIAL CORP, 625 MADISON AVE, NEW YORK, NY 10022 -
21,160,000 (\$423,200,000) COMMON STOCK. UNDERWRITER: BT SECURITIES CORP,
DEAN WITTER REYNOLDS INC, KIDDER PEABODY & CO INC, MONTGOMERY SECURITIES,
SMITH BARNEY INC. (FILE 33-84504 - SEP. 29) (BR. 5 - NEW ISSUE)
- SB-2 KIRLIN HOLDING CORP, 6901 JERICHO TURNPIKE, SYOSSET, NY 11791
(800) 899-9400 - 1,540,000 (\$15,470,000) COMMON STOCK. UNDERWRITER:
KIRLIN SECURITIES INC. (FILE 33-84512 - SEP. 29) (BR. 12 - NEW ISSUE)
- F-6 PEPKOR LTD, 48 WALL ST, NEW YORK, NY 10286 (212) 495-1727 - 20,000,000
(\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-84544 -
SEP. 29) (BR. 99 - NEW ISSUE)
- S-4 WATERS CORP, 34 MAPLE ST, MILFORD, MA 01757 (508) 478-2000 -
100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-84568 - SEP. 30)
(BR. 8 - NEW ISSUE)
- S-11 RECKSON OPERATING PARTNERSHIP LP, 225 BROADHOLLOW RD, MELVILLE, NY 11747
(516) 694-6900 - 46,000,000 (\$46,000,000) STRAIGHT BONDS. (FILE 33-84580 -
SEP. 30) (BR. 5 - NEW ISSUE)
- F-6 VINA CONCHA Y TORO SA /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK,
NY 10286 (212) 495-1727 - 50,000,000 (\$2,500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. DEPOSITOR: BANK OF NEW YORK. (FILE
33-84626 - SEP. 30) (BR. 99 - NEW ISSUE)
- S-4 MERIT HOLDING CORP, 5100 LA VISTA RD, PO BOX 49, TUCKER, GA 30085
(404) 491-8808 - 1,971,903 (\$14,118,826) COMMON STOCK. (FILE 33-84634 -
SEP. 30) (BR. 2 - NEW ISSUE)
- M-2 TEMPLETON RUSSIA FUND INC, 700 CENTRAL AVE, ST PETERSBURG, FL 33701
(813) 823-8712 - 115,000 (\$1,725,000) COMMON STOCK. (FILE 33-84676 -
SEP. 30) (BR. 18 - NEW ISSUE)
- S-1 SJS BANCORP INC, 301 STATE ST, ST JOSEPH, MI 49085 (616) 983-0134 -
1,587,000 (\$15,870,000) COMMON STOCK. UNDERWRITER: WEBB CHARLES & CO.
(FILE 33-84684 - SEP. 30) (BR. 2 - NEW ISSUE)
- S-8 TELTRONICS INC, 2150 WHITEFIELD INDUSTRIAL WAY, SARASOTA, FL 34243
(813) 753-5000 - 500,000 (\$6,000,000) COMMON STOCK. (FILE 33-84688 -
OCT. 03) (BR. 7)
- S-8 PFIZER INC, 235 E 42ND ST, NEW YORK, NY 10017 (212) 573-2323 -
3,500,000 (\$243,040,000) COMMON STOCK. (FILE 33-55771 - OCT. 05) (BR. 4)
- S-8 ST PAUL BANCORP INC, 6700 W NORTH AVE, CHICAGO, IL 60635 (312) 622-5000
- 175,000 (\$3,587,500) COMMON STOCK. (FILE 33-55773 - OCT. 05) (BR. 1)
- S-6 KEMPER DEFINED FUNDS SERIES 25, 77 W WACKER DRIVE, CHICAGO, IL 60601
(312) 574-6725 - INDEFINITE SHARES. (FILE 33-55775 - OCT. 05) (BR. 22
- NEW ISSUE)

REGISTRATIONS CONT.

- S-8 HEINZ H J CO, 600 GRANT ST, PITTSBURGH, PA 15219 (412) 456-5700 - 12,000,000 (\$438,000,000) COMMON STOCK. (FILE 33-55777 - OCT. 05) (BR. 3)
- S-4 MERCANTILE BANCORPORATION INC, ONE MECANTILE CENTER, P O BOX 524, ST LOUIS, MO 63166 (314) 425-2525 - 970,000 (\$19,121,000) COMMON STOCK. (FILE 33-55779 - OCT. 05) (BR. 1)
- S-3 VIACOM INC, 200 ELM ST, DEDHAM, MA 02026 (617) 461-1600 - 113,783,769 (\$1,114,049,695) COMMON STOCK. (FILE 33-55785 - OCT. 05) (BR. 7)
- S-3 CHRYSLER FINANCIAL CORP, 27777 FRANKLIN RD, SOUTHFIELD, MI 48034 (810) 948-3060 - 4,500,000,000 (\$4,500,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-55787 - OCT. 06) (BR. 11)
- S-8 PREMIER FINANCIAL SERVICES INC, 27 WEST MAIN ST STE 101, FREEPORT, IL 61032 (815) 233-3671 - 200,000 (\$1,575,000) COMMON STOCK. (FILE 33-55793 - OCT. 05) (BR. 1)
- S-1 FRIENDLY ICE CREAM INC, 1855 BOSTON RD, WILBRAHAM, MA 01095 (413) 543-2400 - 420,000,000 (\$420,000,000) STRAIGHT BONDS. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C. (FILE 33-84322 - SEP. 23) (BR. 12 - NEW ISSUE)
- S-8 GRAY COMMUNICATIONS SYSTEMS INC /GA/, 126 N WASHINGTON ST, ALBANY, GA 31701 (912) 888-9390 - 100,000 (\$1,500,000) COMMON STOCK. (FILE 33-84656 - OCT. 03) (BR. 7)
- S-3 CAMDEN PROPERTY TRUST, 3200 SOUTHWEST FRWY, STE 1500, HOUSTON, TX 77027 (713) 964-3555 - 500,000 (\$11,500,000) COMMON STOCK. (FILE 33-84658 - OCT. 03) (BR. 6)
- S-3 TRC COMPANIES INC /DE/, 5 WATERSIDE CROSSING, WINDSOR, CT 06095 (203) 289-8631 - 220,000 (\$2,117,500) COMMON STOCK. (FILE 33-84660 - OCT. 03) (BR. 8)
- S-8 EQUITY OIL CO, 10 W THIRD S STE 806, SALT LAKE CITY, UT 84101 (801) 521-3515 - 1,390,000 (\$6,323,625) COMMON STOCK. (FILE 33-84662 - OCT. 03) (BR. 4)
- S-3 MISSION ENERGY CO, 18101 VON KARMAN AVE, STE 1700, IRVINE, CA 92715 (714) 752-5588 (FILE 33-84678 - SEP. 30) (BR. 8)
- SB-2 IMPERIAL GAMING CORP, 123 NORTH THIRD STREET, CRIPPLE CREEK, CO 80813 (719) 689-7777 - 1,672,728 (\$8,796,367) COMMON STOCK. UNDERWRITER: SPECTRUM SECURITIES INC. (FILE 33-84690-D - SEP. 30) (BR. 12 - NEW ISSUE)
- S-3 NOISE CANCELLATION TECHNOLOGIES INC, 800 SUMMER STREET, STAMFORD, CT 06901 (203) 961-0500 - 2,634,000 (\$3,539,569.20) COMMON STOCK. (FILE 33-84694 - OCT. 03) (BR. 3)
- S-8 QUALITY DINING INC, 3820 EDISON LAKES PARKWAY, MISHAWAKA, IN 46545 (219) 271-4600 - 540,000 (\$6,817,500) COMMON STOCK. (FILE 33-84698 - OCT. 03) (BR. 12)
- S-1 TEGAL CORP LTD, 2201 S MCDOWELL BLVD, P O BOX 6020, PETALUMA, CA 94955 (707) 763-5600 - 2,156,250 (\$21,562,500) COMMON STOCK. UNDERWRITER: NEEDHAM & CO INC. (FILE 33-84702 - OCT. 03) (BR. 9 - NEW ISSUE)

REGISTRATIONS CONT.

- S-B GOVERNMENT OF QUEENSLAND, 611 N LARCHMONT BLVD, LOS ANGELES, CA 90004 - 523,708,637 (\$523,708,637) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-84704 - OCT. 03) (BR. 9)
- N-2 PRA NORTH AMERICAN REAL ESTATE SECURITIES FUND INC, 900 NORTH MICHIGAN AVENUE, SUITE 1000, CHICAGO, IL 60611 - 4,600,000 (\$69,000,000) COMMON STOCK. (FILE 33-84712 - OCT. 03) (BR. 16 - NEW ISSUE)
- F-3 BCE INC, 1000 RUE DE LA GAUCHETIERE QUEST, STE 3700, MONTREAL QUEBEC CANADA H3B 4Y7, A8 (514) 397-7000 - 4,000,000 (\$142,520,000) FOREIGN COMMON STOCK. (FILE 33-84714 - OCT. 04) (BR. 7)
- S-8 BASIC PETROLEUM INTERNATIONAL LIMITED, 1 ROND POINT DES CHAMPS ELYSEES, PARIS FRANCIS 75008, IO 00000 (212) 541-8920 - 600,000 (\$6,936,000) COMMON STOCK. (FILE 33-84716 - OCT. 04) (BR. 3)
- S-1 LIN TELEVISION CORP, 4 RICHMOND SQUARE FLOOR 2, PROVIDENCE, RI 02906 (401) 454-2880 - 26,538,272 (\$265,382.72) COMMON STOCK. (FILE 33-84718 - OCT. 04) (BR. 8 - NEW ISSUE)
- F-3 BRITISH GAS FINANCE INC, 1100 LOUISIANA STE 2500, HOUSTON, TX 77002 (713) 752-8100 - 100,000,000 (\$100,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-84720 - OCT. 04) (BR. 7)
- SB-2 WHAT A WORLD INC/DE/, MCCORMICK CNTR LL-B, 10901 ROOSEVELT BLVD STE 100, ST PETERSBURG, FL 33716 (813) 577-9366 - 1,150,000 (\$5,750,000) COMMON STOCK. 1,450,000 (\$126,110) WARRANTS, OPTIONS OR RIGHTS. 1,350,000 (\$6,800,000) COMMON STOCK. UNDERWRITER: WHEAT SECURITIES CO L P. (FILE 33-84774 - OCT. 04) (BR. 2 - NEW ISSUE)
- F-1 METROGAS INC/, AVENIDA MONTES DE OCA 1120 1271, BUENOS AIRES ARGENTINA, C1 (212) 664-1666 - 102,506,059 (\$164,009,694.40) FOREIGN COMMON STOCK. UNDERWRITER: CS FIRST BOSTON CORPORATION, DRESDNER BANK AKTIENGESELLSCHAFT, GOLDMAN SACHS & CO, KLEINWORT BENSON SECURITIES. (FILE 33-84776 - OCT. 04) (BR. 7 - NEW ISSUE)
- S-1 FREEDOM CHEMICAL CO, 1735 MARKET ST MELLON CENTER STE 3500, PHILADELPHIA, PA 19103 - 3,450,000 (\$55,200,000) COMMON STOCK. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C, WERTHEIM SCHROEDER & CO INC. (FILE 33-84778 - OCT. 04) (BR. 2 - NEW ISSUE)
- F-1 ABBEY NATIONAL TREASURY SERVICES PLC/ENG, ABBEY HOUSE BAKER STREET, LONG NWI 6XL ENGLAND, XO (212) 664-1666 - 3,000,000,000 (\$3,000,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-84782 - OCT. 04) (BR. 2 - NEW ISSUE)
- S-1 GATEWAY BANCORP/KY, 2717 LOUISA STREET, CATLETTSBURG, KY 41129 - 1,891,175 (\$18,911,750) COMMON STOCK. UNDERWRITER: INVESTMENT BANK SERVICES INC. (FILE 33-84784 - OCT. 04) (BR. 2 - NEW ISSUE)
- S-1 PERRY COUNTY FINANCIAL CORP, 14 NORTH JACKSON STREET, PERRYVILLE, MO 63775 (314) 547-4581 - 1,587,000 (\$15,870,000) COMMON STOCK. UNDERWRITER: CAPITAL RESOURCES INC. (FILE 33-84786 - OCT. 04) (BR. 1 - NEW ISSUE)
- S-8 SABER SOFTWARE CORP, 5944 LUTHER LANE, STE 1007, DALLAS, TX 75225 (214) 361-8086 - 511,000 (\$3,677,140) COMMON STOCK. (FILE 33-84790 - OCT. 03) (BR. 10)
- N-1A JPM ADVISOR FUNDS, 6 ST JAMES AVE, BOSTON, MA 02116 (617) 423-0800 - INDEFINITE SHARES. (FILE 33-84798 - OCT. 03) (BR. 18 - NEW ISSUE)