

# sec news digest

Issue 89-125

July 3, 1989

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## ADMINISTRATIVE PROCEEDINGS

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### SANCTIONS IMPOSED AGAINST ANDREW A. TARANTINI

The Commission announced that public administrative proceedings were instituted under Section 15(b) of the Securities Exchange Act of 1934 against Andrew Amadio Tarantini, a registered representative associated with American Investors of Pittsburgh, Inc. (AIP), formerly a registered broker-dealer located in Pittsburgh, Pennsylvania. The Commission simultaneously accepted Tarantini's Offer of Settlement in which he consented, without admitting or denying the findings except for the finding as to his conviction, to an Order Making Findings and Imposing Sanctions.

In its Order, the Commission made findings that Tarantini pled guilty and was convicted in the U.S. District Court for the Western District of Pennsylvania of one count of failing to file a Currency Transaction Report [U.S. v. Tarantini, 87-200]. The Commission also found that Tarantini aided and abetted violations of the books and records provisions of the Exchange Act by executing cash transactions for customers through inactive accounts and accounts of deceased customers, generating false confirmation slips of transactions, and causing such purchases to be improperly reflected on AIP's books and records. The Order censures Tarantini and suspends him from being associated with any broker, dealer, municipal securities dealer, investment adviser, or investment company for 90 days. (Rel. 34-26972)

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## CRIMINAL PROCEEDINGS

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### TWENTY THREE-COUNT INDICTMENT ISSUED AGAINST PHONY MARKET TIMER

The U.S. Attorney for the Western District of Washington and the Seattle Regional Office jointly announced that on June 21 a grand jury for the Western District of Washington issued a twenty three-count Indictment against Steven G. Osguthorpe, of Mercer Island, Washington, charging him with securities fraud, obstruction of justice, and with making a false statement to a federal agent. The Indictment alleges that Osguthorpe obtained \$130,000 from seven Seattle investors based on his false representation that he would deposit the funds with Value Line, a mutual fund, and then exercise investment discretion over the funds, based on his skills, in order to maximize the profits to the investors. Instead, the funds were converted by Osguthorpe when received, and were spent by him for personal items. To conceal the fraud, Osguthorpe disseminated phony monthly account statements over a two year period showing returns, on an annualized basis, ranging from 27% to 57%. The scheme collapsed when Osguthorpe was unable to pay an investor who wished to liquidate her account. Osguthorpe is also charged with selling securities in two Seattle companies to four investors for \$9,000 and converting the funds to his own use. (U.S. v. Steven G. Osguthorpe, USDC WDWA, Criminal Action No. CR 89-187-Z) (LR-12140)

### BLAINE CHAMBERS PLEADS GUILTY

The U.S. Attorney for the District of Nevada, The Los Angeles Regional Office, and the Internal Revenue Service announced on June 21 that Blaine Chambers pled guilty in U.S. District Court for the District of Nevada to an Information charging him with conspiring to (1) violate the securities laws, and (2) avoid the currency reporting requirements of Title 31 of the United States Code. As part of a scheme to conceal the identity of the true purchaser of stocks in the initial public offerings of PBS Development Company and Adiron, Inc., Chambers made false statements to authorities as to the ownership of approximately \$130,000 in cash which was to be used to purchase the stocks in nominee names. The cash was then used to obtain cashiers checks and

personal checks which were deposited into the escrows for the company's initial public offerings. These monetary transactions were structured in amounts less than \$10,000 to avoid the currency transaction reporting requirements of Title 31, United States Code. The investigation is continuing. (U.S. v. Blaine Chambers, USDC DNV, CR-S-89-134-LDG, 1r1) (LR-12141)

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## HOLDING COMPANY ACT RELEASES

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ENERGY CORPORATION; NORTHEAST UTILITIES;  
EASTERN UTILITIES ASSOCIATES

Notices have been issued giving interested persons until July 24 to request a hearing on a proposal by the following companies filed under Release 35-24911, dated June 29: ENERGY CORPORATION - formerly Middle South Utilities, Inc., a registered holding company, to guarantee certain obligations of its subsidiary, Entergy Services, Inc. (Services), formerly MSU System Services, Inc., in connection with the leasing by Services for use at its data processing center in Gretna, Louisiana, of an IBM 3090 computer system and related equipment, from Comdisco, Inc. for 36 months, effective July 1, 1989, at a monthly rental payment of \$312,000. By orders dated May 29, 1986 and July 19, 1988 (Rel. 35-24107 and 35-24679, respectively), Entergy was authorized to guarantee Services' obligations to lease the IBM 3090 computer system and related equipment for a monthly payment of \$346,566 through September 30, 1991; NORTHEAST UTILITIES - a registered holding company, and its subsidiaries, The Connecticut Light & Power Company (CL&P) and Western Massachusetts Electric Company (WMECO), whereby CL&P and WMECO will amend their \$350 million credit facility to permit Northeast to borrow up to \$100 million outstanding at any one time under the same terms and conditions; and EASTERN UTILITIES ASSOCIATES (EUA) - a registered holding company, and its subsidiary, Eastern Edison Company, for EUA to issue and sell, through May 31, 1990, up to \$1,500,000 shares of common stock, par value \$5 per share; and EUA to acquire Fitchburg Gas and Electric Light Company, a nonassociated public-utility company, and UNITIL Corporation, a nonassociated exempt public-utility holding company, pursuant to cash tender offers for an aggregate estimated price of \$77 million to be financed by borrowings under EUA's bank lines of credit. If the cash tender offers are successful, EUA proposes to acquire any remaining common stock through a cash-out merger.

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## SELF-REGULATORY ORGANIZATIONS

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NOTICE OF PROPOSED RULE CHANGES

Proposed rule changes have been filed under Rule 19b-4 by: The American Stock Exchange (SR-Amex-89-12) which would amend its Constitution to expand privileges for Associate Members. (Rel. 34-26964); The New York Stock Exchange (SR-NYSE-89-14) that would amend the policy on trading halts for halts involving an "Equipment Changover" condition. (Rel. 34-26965); The Philadelphia Stock Exchange (SR-Phlx-89-32) to modify the procedures for the execution of stop and stop-limit orders in options trading. (Rel. 34-26966); and The Chicago Board Options Exchange (SR-CBOE-89-11) relating to the aggregation of position and exercise limits for broad-based stock index options. (Rel. 34-26967)

Publication of the proposals are expected to be made in the Federal Register during the week of June 26.

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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 DEL NENE CORP, 1348 PALOMA AVE, STOCKTON, CA 95029 (801) 355-1341 - 1,500,000 (\$150,000) COMMON STOCK. 3,000,000 (\$420,000) COMMON STOCK. 3,000,000 (\$540,000) COMMON STOCK. (FILE 33-29275-LA - JUN. 20) (BR. 11 - NEW ISSUE)

S-18 SYNERGY FUNDING INC, 1450 BROADWAY 16TH FL, NEW YORK, NY 10018 (212) 302-7000 - 500,000 (\$25,000) COMMON STOCK. 25,000,000 (\$1,250,000) COMMON STOCK. (FILE 33-29278-NY - JUN. 21) (BR. 12 - NEW ISSUE)

S-18 J C CAPITAL CORP, 40 WALL ST, NEW YORK, NY 10005 (212) 344-6678 - 250,000 (\$250,000) COMMON STOCK. 2,500,000 (\$375,000) WARRANTS, OPTIONS OR RIGHTS. 2,500,000 (\$625,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-29396-NY - JUN. 19) (BR. 12 - NEW ISSUE)

S-8 US WEST INC, 7800 E ORCHARD RD, ENGLEWOOD, CO 80111 (303) 793-6500 (FILE 33-29421 - JUN. 26) (BR. 13)

F-3 REUTERS HOLDINGS PLC, 85 FLEET ST, LONDON ENGLAND EC4P 4AJ, X0 0000 (212) 603-3300 - 11,979,464 (\$149,982,889) FOREIGN COMMON STOCK. (FILE 33-29422 - JUN. 26) (BR. 6)

S-3 NWNL COMPANIES INC, 20 WASHINGTON AVE S, MINNEAPOLIS, MN 55401 (612) 372-5432 - EQUIPMENT TRUST CERTIFICATES. (FILE 33-29423 - JUN. 26) (BR. 9)

S-8 NATIONAL AUSTRALIA BANK LIMITED, 500 BOURKE ST, MELBOURNE, VICTORIA 300 AUSTRALIA, C3 (613) 605-3500 - 1,000,000 (\$4,690,000) FOREIGN COMMON STOCK. (FILE 33-29424 - JUN. 26) (BR. 1)

S-8 HERITAGE MEDIA CORP, 13355 NCEL RD STE 1500, DALLAS, TX 75240 (214) 702-7380 - 6,000,000 (\$30,750,000) COMMON STOCK. (FILE 33-29425 - JUN. 25) (BR. 8)

N-1A WCCDSTOCK COMMON TRUST FUND, 181 SECOND ST SOUTH, WOOD COUNTY TRUST CO, WISCONSIN RAPIDS, WI 54494 (715) 423-7600 - INDEFINITE SHARES. UNDERWRITER: WCCD COUNTY NATIONAL BANK & TRUST. (FILE 33-29462 - JUN. 23) (BR. 17 - NEW ISSUE)

S-6 MUNICIPAL SECURITIES TRUST SHORT INTERMEDIATE TERM SERIES 2, 245 PARK AVE, NEW YORK, NY 10167 - INDEFINITE SHARES. DEPOSITOR: BEAR STEARNS & CO INC, GRUNTAL & CO INC. (FILE 33-29483 - JUN. 23) (BR. 16 - NEW ISSUE)

S-8 ANALOG DEVICES INC, ONE TECHNOLOGY WAY, NORWOOD, MA 02062 (617) 329-4700 - 60,000 (\$663,600) COMMON STOCK. (FILE 33-29484 - JUN. 23) (BR. 3)

S-8 XYVISION INC, 101 EDGEWATER DR, WAKEFIELD, MA 01880 (617) 245-4100 - 150,000 (\$937,500) COMMON STOCK. (FILE 33-29485 - JUN. 23) (BR. 10)

S-8 XYVISION INC, 101 EDGEWATER DR, WAKEFIELD, MA 01880 (617) 245-4100 - 416,335 (\$2,602,093.75) COMMON STOCK. (FILE 33-29486 - JUN. 23) (BR. 10)

S-8 BANK OF BOSTON CORP, 100 FEDERAL ST, BOSTON, MA 02110 (617) 434-2200 - 25,000 (\$687,500) COMMON STOCK. 700,000 (\$700,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-29488 - JUN. 23) (BR. 1)

S-8 SKIPPERS INC, 14450 NE 29TH PL STE 200, BELLEVUE, WA 98007 (206) 885-2116 - 40,000 (\$355,000) COMMON STOCK. (FILE 33-29496 - JUN. 23) (BR. 11)

S-1 MEDICAL DYNAMICS INC, 99 INVERNESS DR EAST, ENGLEWOOD, CO 80112 (303) 790-2990 - 1,150,000 (\$2,300,000) COMMON STOCK. 1,150,000 (\$2,990,000) COMMON STOCK. 100,000 (\$240,000) COMMON STOCK. 100,000 WARRANTS, OPTIONS OR RIGHTS. (FILE 33-29497 - JUN. 26) (BR. 12)

S-8 TRITON ENERGY CORP, 1400 ONE ENERGY SC, 4925 GREENVILLE AVE, DALLAS, TX 75206 (214) 691-5200 - \$6,905,000 CONVERTIBLE DEBENTURES AND NOTES. 500,000 COMMON STOCK. (FILE 33-29498 - JUN. 26) (BR. 11)

S-3 BANK OF BOSTON CORP, 100 FEDERAL ST, BOSTON, MA 02110 (617) 434-2200 - 7,304,916 (\$110,000,000) COMMON STOCK. (FILE 33-29515 - JUN. 23) (BR. 1)

S-8 BANK OF BOSTON CORP, 100 FEDERAL ST, BOSTON, MA 02110 (617) 434-2200 - 2,800,000 (\$2,800,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-29516 - JUN. 23) (BR. 1)

S-3 ARKLA INC, 525 MILAM ARKLA BLDG, SHREVEPORT, LA 71101 (318) 429-2700 - 2,500,000 (\$55,468,750) COMMON STOCK. (FILE 33-29519 - JUN. 23) (BR. 7)

S-3 TOTAL PETROLEUM NORTH AMERICA LTD, ONE DENVER PL STE 2201, 999 18TH ST, DENVER, CO 80202 (303) 291-2000 - 2,300,000 (\$61,525,000) COMMON STOCK. (FILE 33-29520 - JUN. 26) (BR. 4)

S-4 OMNICON GROUP INC, 437 MADISON AVE, NEW YORK, NY 10022 (212) 415-3600 - 1,776,650 (\$11,592,387.50) COMMON STOCK. (FILE 33-29521 - JUN. 26) (BR. 5)

S-8 SPIRE CORP, PATRIOTS PARK, BEDFORD, MA 01730 (617) 275-6000 - 150,000 (\$618,750) COMMON STOCK. (FILE 33-29522 - JUN. 26) (BR. 8)

S-4 CCSTAR CORP, ONE ALEWIFE CTR, CAMBRIDGE, MA 02140 (617) 868-6200 - 959,800  
 (\$6,346,247) COMMON STOCK. (FILE 33-29523 - JUN. 26) (BR. 5)

S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 510, 333 W WACKER DR, C/O JOHN NUVEEN & CO INC,  
 CHICAGO, IL 60606 (FILE 33-29541 - JUN. 26) (BR. 22 - NEW ISSUE)

## RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
GULF STATES UTILITIES CO	TX						X			06/21/89	
IMC FERTILIZER GROUP INC	DE						X			06/21/89	