

sec news digest

Issue 84-105

LIBRARY
May 30, 1984

MAY 1 1984

COMMISSION ANNOUNCEMENTS

U.S. SECURITIES AND
EXCHANGE COMMISSION

STAFF STUDY ANALYZES THE OPERATION OF REGULATION D
IN ITS FIRST YEAR

An Analysis of Regulation D, a report prepared by the Directorate of Economic and Policy Analysis, examines the general operation of Regulation D by focusing on the characteristics of issuers and offerings, the accredited investor concept, and the expenses of offerings.

According to the report, issuers claiming an exemption under Regulation D in its first year offered an estimated \$15.5 billion of securities in 7,222 filings. The amount of intended sales was equal to approximately 17 percent of the total amount effectively registered for immediate cash sale to the public. The average size of offerings was \$2.1 million, indicating Regulation D is being used primarily by small issuers. The expanded accredited investor concept has allowed issuers to raise significant amounts of capital. Results of statistical tests are presented which show legal and accounting expenses for completed Regulation D corporate offerings are statistically less than comparable registered offerings on Form S-18.

Copies of the report can be obtained by sending a self-addressed, 9 x 12 envelope with \$1.30 postage affixed to Securities and Exchange Commission, Office of Consumer Affairs and Information Services, Stop 2-6, 450 Fifth Street, N.W., Washington, DC 20549.

FOR FURTHER INFORMATION CONTACT: Robert Zweig at (202) 272-7149

INVESTMENT COMPANY ACT RELEASES

BASIC EARTH SCIENCE SYSTEMS, INC.

A notice has been issued giving interested persons until June 21 to request a hearing on an application of Basic Earth Science Systems, Inc. for an order declaring that it is not an investment company within the meaning of the Investment Company Act or, in the alternative, exempting it from all provisions of the Act. (Rel. IC-13965 - May 29)

IDS MANAGED EQUITY PORTFOLIO, INC.;
IDS FIXED INCOME PORTFOLIO, INC.;
IDS CAPITAL APPRECIATION PORTFOLIO, INC.

Notices have been issued giving interested persons until June 20 to request a hearing on an application of IDS Managed Equity Portfolio, Inc., IDS Fixed Income Portfolio, Inc., and IDS Capital Appreciation Portfolio, Inc. for an order declaring that they have ceased to be investment companies. (Rel. IC-13966; IC-13967; IC-13968 - May 29)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTINGS GRANTED

Orders have been issued granting the applications of the New York Stock Exchange, Inc. to strike the specified securities of the following companies from listing and registration thereon: Peoples Drug Stores, Incorporated, common stock (\$1 par value) and 8-3/4% convertible subordinated debentures, due 2-1-2008. (Rel. 34-20995); and Masonite Corporation, common stock (no par value). (Rel. 34-20996)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGES

The following filed proposed rule changes under Rule 19b-4: The National Association of Securities Dealers, Inc. (SR-NASD-84-11) to amend Article V, Section 1 of the NASD's Rules of Fair Practice to increase the maximum fine that may be imposed by a District Business Conduct Committee or by the Board of Governors as a result of a disciplinary proceeding. The fine ceiling is being raised from \$5,000 to \$15,000 per violation found. (Rel. 34-20997); and The Philadelphia Stock Exchange, Inc. (SR-Phlx-84-10) to amend its rules concerning the responsibilities of Phlx floor brokers, definitions of the kinds of orders received on the Phlx options floor, obligations and restrictions applicable to Phlx specialists and registered options traders, and the application and registration processes for becoming an options floor broker. (Rel. 34-20998)

Publication of the proposals are expected to be made in the Federal Register during the week of May 28.

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved proposed rule changes filed by: The Municipal Securities Rulemaking Board (SR-MSRB-84-9) to incorporate into MSRB Rule G-15 provisions relating to the establishment of settlement dates on customer transactions, and deliveries of physical securities to customers. (Rel. 34-21000); and The Midwest Securities Trust Company (SR-MSTC-84-2) to establish it as a qualified securities depository for purposes of Rule 17Ad-14. The rule change also authorizes MSTC to establish an account for transfer agents acting on behalf of offerors during tender on exchange offers and to process book-entry movements of tendered securities between MSTC participants and the offeror's agent. (Rel. 34-21002)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The Pacific Stock Exchange, Inc. filed a proposed rule change which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-PSE-84-6) to clarify that when the last bid or last sale in an options series is exactly 20 dollars the maximum bid-ask differential applicable to market makers is 3/4. (Rel. 34-21001)

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 CVT CORP OF AMERICA, 121 STEVENS AVE, MCLINT VERNON, NY 10550 (914) 699-6577 - 3,000,000 (\$3,000,000) COMMON STOCK. (FILE 2-91189-NY - MAY. 17) (BR. 8 - NEW ISSUE)
- S-18 LEARNING ANNEX INC, 36 W 62ND ST, NEW YORK, NY 10023 (212) 956-8800 - 385,250 (\$2,889,375) COMMON STOCK. 22,500 (\$34) WARRANTS, OPTIONS CR RIGHTS. 33,500 (\$276,375) COMMON STOCK. \$27,500 (\$2,931,250) COMMON STOCK. (FILE 2-91212-NY - MAY. 18) (BR. 5 - NEW ISSUE)
- S-8 AMAX INC/NY/, AMAX CENTER, GREENWICH, CT 06836 (203) 629-6000 - 2,000,000 (\$46,000,000) COMMON STOCK. (FILE 2-91237 - MAY. 21) (BR. 5)
- S-8 SINGER CO, 8 STAMFORD FCRLE, STAMFORD, CT 06904 (203) 356-4200 - 500,000 (\$12,937,500) COMMON STOCK. (FILE 2-91238 - MAY. 21) (BR. 10)
- S-3 CONNECTICUT LIGHT & POWER CO, SELDEN ST, BERLIN, CT 06037 (203) 665-5000 - 90,000,000 (\$90,000,000) MORTGAGE BONDS. (FILE 2-91244 - MAY. 22) (BR. 7)
- S-1 BCAT AMERICA CORP, 800 SOUTH PICKETT ST, ALEXANDRIA, VA 22304 (703) 370-4202 - 200,000 (\$2,600,000) COMMON STOCK. 570,000 (\$7,410,000) COMMON STOCK. UNDERWRITER: PECKER A G PARIAS INC. (FILE 2-91254 - MAY. 22) (BR. 1 - NEW ISSUE)

- S-1 SIGMA CIRCUITS INC. 353 MATHEW ST, SANTA CLARA, CA 95050 (408) 727-9169 - 275,000 (\$4,400,000) COMMON STOCK. 950,000 (\$15,840,000) COMMON STOCK. UNDERWRITER: LEHMAN BROTHERS, SHEARSON LEHMAN AMERICAN EXPRESS INC. (FILE 2-91257 - MAY. 22) (ER. 8 - NEW ISSUE)
- S-1 CRAZY EDDIE INC. 2645 CONEY ISLAND AVE, BROOKLYN, NY 11235 (212) 934-0110 - 700,000 (\$9,450,000) COMMON STOCK. 1,600,000 (\$21,600,000) COMMON STOCK. 75,000 (\$75,000) WARRANTS, OPTIONS OR RIGHTS. 75,000 (\$1,215,000) COMMON STOCK. UNDERWRITER: OPPENHEIMER & CO INC. (FILE 2-91255 - MAY. 22) (BR. 2 - NEW ISSUE)
- S-6 MASSACHUSETTS TAX EXEMPT UNIT TRUST SERIES 91, ROSELY HALLGARTEN ESTABROCK & BEEDEN INC, ONE NEW YORK PLAZA, NEW YORK, NY 10004 - 10,000 (\$10,000,000) UNIT INVESTMENT TRUST. (FILE 2-91261 - MAY. 22) (ER. 16 - NEW ISSUE)
- S-8 GRCW GROUP INC. 200 PARK AVENUE, NEW YORK, NY 10166 (212) 599-4400 - 271,186 (\$4,000,000) COMMON STOCK. (FILE 2-91262 - MAY. 22) (BR. 1)
- S-1 HARTE HANKS CABLE INC, 1100 N. LCCP 410, SAN ANTONIO, TX 78213 (512) 341-5520 - 50,000 (\$50,000,000) STRAIGHT BONDS. (FILE 2-91272 - MAY. 23) (ER. 8 - NEW ISSUE)
- S-8 FUNDSNET INC, 385 NORTHOFF PL, ENGLEWOOD, NJ 07631 (201) 569-7764 - 300,000 (\$1,200,000,000) COMMON STOCK. (FILE 2-91273 - MAY. 22) (BR. 6)
- S-8 PROTECTIVE CORP, 2801 HIGHWAY 280 SOUTH, BIRMINGHAM, AL 35223 (205) 879-9230 - 62,500 (\$1,976,562.50) COMMON STOCK. (FILE 2-91276 - MAY. 22) (BR. 10)
- S-8 FORMASTER CORP, 1983 CONCLARSE DR, SAN JOSE, CA 95131 (408) 942-1771 - 500,000 (\$3,281,250) COMMON STOCK. (FILE 2-91277 - MAY. 23) (BR. 8)
- S-8 FORMASTER CORP, 1983 CONCLARSE DR, SAN JOSE, CA 95131 (408) 942-1771 - 200,000 (\$1,312,500) COMMON STOCK. (FILE 2-91278 - MAY. 23) (BR. 8)
- S-8 PAR PHARMACEUTICAL INC, 12 INDUSTRIAL AVENUE, UPPER SADDLE RIVER, NJ 07458 (201) 825-8848 - 250,000 (\$2,555,368) COMMON STOCK. (FILE 2-91281 - MAY. 22) (BR. 4)

ACQUISITIONS 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 prior percent owned; and Column 7 - the status of the filing, i.e., new, update, or revision.

	FORM	EVENT DATE	SHRS (000) / % OWNED	CUSIP / PRIOR %	FILING STATUS
REGIS CORP MINSTAR INC	COM	14D-1	5/25/84 7,652 / 77.8	00760310 4.9	UPDATE
AMAX INC STANDARD OIL CO/CALIFORNIA	COM	13D	5/14/84 12,955 / 19.5	02312710 19.2	UPDATE
BUFFTON OIL & GAS INC MCLEAN ROBERT H	COM	13D	2/ 2/83 1,038 / 7.1	11988510 0.0	NEW
CENTRAL COAL & COKE CORP MORAN WILLIAM T ESTATE OF	COM	13D	12/20/83 55 / 14.6	15314110 14.9	UPDATE
ESMARK INC LA ACQUISITION/BEATRICE FOODS	COM	14D-1	5/24/84 8,247 / 19.7	29647010 1.0	UPDATE

ACQUISITION REPORTS CONT.

FLICKINGER S M INC SAC ACQUISITON/SCRIVNER INC	COM	14D-1	5/16/84	2,139 44.2	33940530 44.2	RVSIDN
GOLDOME NATIONAL CORP DRION CAP CORP ET AL	PFD STK	13D	5/18/84	179 5.3	38142020 0.0	NEW
GROMAN CORP RHODS PAUL K	COM	13D	5/14/84	976 61.3	39879410 0.0	NEW
HENDERSON PETE CORP EXETER DRILLING CO	COM	13D	12/31/83	127 1.6	42524210 7.6	UPDATE
INDEPENDENCE HLDG CO GENEVE CAPITAL GRP INC ET AL	COM	13D	5/15/84	3,130 68.7	45343810 27.7	UPDATE
MISCHER CORP MISCHER WALTER M JR	COM	13D	5/ 7/84	342 16.2	60476610 13.1	UPDATE
MURPHY G C CO ARVERDN INVESTMENTS INC ET AL	COM	13D	5/22/84	346 8.5	62664310 8.1	UPDATE
NAPCO INDS INC NAPCO INTL INC	COM	13D	5/ 2/84	676 10.0	63039510 0.0	NEW
NATIONAL HEALTH CORP HILLHAVEN CORP ET AL	COM	13D	5/22/84	568 22.6	63633110 20.8	UPDATE
NORTH AMERN MTG INVS SOUTHMARK CORP	COM	13D	5/10/84	1 99.9	65703910 100.0	UPDATE
SAHARA RESORTS LOWDEN PAUL W	COM	13D	5/17/84	2,517 73.3	78709310 73.2	UPDATE
SAHARA RESORTS LOWDEN PAUL W	COM	13D	5/17/84	2,517 73.3	78709310 73.2	RVSIDN
SAHARA RESORTS LOWDEN PAUL W	COM	13D	5/17/84	2,517 73.3	78709310 73.2	RVSIDN
SAN FRANCISCO BANCORP ATLANTIC FINL FEDERAL ET AL	COM	13D	5/14/84	2,031 46.9	79763510 0.0	NEW
SEVEN J STOCK FARM INC MORAN WILLIAM T ESTATE OF	COM	13D	12/20/83	231 15.9	81785110 0.0	NEW
SOVEREIGN CORP FIDELITY INTL LTD	COM	13D	5/23/84	497 5.2	84603710 6.4	UPDATE
SOVEREIGN CORP CMR CORP	COM	13D	5/ 4/84	497 5.2	84603710 6.4	UPDATE
UNION OF TEXAS BANCSHRS INC WOLSKI ADAM	COM	13D	5/11/84	165 7.0	90862510 0.0	NEW
U S INDS INC HMPC INDUSTRIES INC ET AL	COM	14D-1	5/24/84	20,572 100.0	91207810 100.0	UPDATE