

sec news digest

LIBRARY

FEB 0 1 1993

U.S. SECURITIES
EXCHANGE COMMISSION

Issue 93-17

January 28, 1993

NOTICE OF COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday mornings. Meetings on Wednesdays, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration.

CLOSED MEETING - FRIDAY, FEBRUARY 5, 1993 - 11:30 A.M.

The subject matter of the February 5 closed meeting will be: Institution of injunctive actions; Settlement of injunctive actions; Institution of administrative proceedings of an enforcement nature; and Opinions.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Walter Stahr at (202) 272-2000.

ADMINISTRATIVE PROCEEDINGS

RICHARD AVON BARRED

The Commission issued an order in administrative proceedings barring Richard C. Avon, a former registered representative of Amerimutual Corporation (Amerimutual), from association with any broker, dealer, securities dealer, investment adviser or investment company. Amerimutual was registered with the Commission as a broker-dealer from October 12, 1984 until February 12, 1990. Amerimutual ceased operations in about March 1989. During 1986 to 1989, Amerimutual acted as the underwriter and principal market-maker for several blind pool penny stock offerings. The order instituting proceedings alleges that Avon employed fraudulent sales practices and schemes which artificially created and supported the markets for the penny stocks he was selling.

The Commission found that on April 9, 1991, a final judgment of permanent injunction was entered against Avon by default in the United States District Court for the Southern District of Florida which enjoins Avon from further violations of the antifraud provisions of the federal securities laws. Avon consented to the Commission's order without admitting or denying the allegations, except that a permanent injunction by default had been entered against him. (Rel. 34-31749)

CIVIL PROCEEDINGS

HABER, INC. CONSENTS TO INJUNCTION

The Commission announced that it filed a complaint on January 28 in the United States District Court for the District of Columbia against Haber, Inc., (Haber) of Towaco, New Jersey. The Commission in its complaint seeks to compel Haber to file its delinquent periodic reports and to enjoin Haber from further violations of Section 13(a) of the Securities Exchange Act of 1934 and Rules 12b-25, 13a-1 and 13a-13 thereunder. Simultaneously with the filing of the Commission's complaint, Haber consented to the entry of a Final Judgment of Permanent Injunction. In its Consent, Haber admitted that it had failed to file eleven periodic reports and thirteen Notifications of Late Filing and that it had filed late three other periodic reports. [SEC v. Haber, Inc., Civil Action No. 93-0176, JHG, D.D.C., January 28] (LR-13500)

INVESTMENT COMPANY ACT RELEASES

TCW HIGH GRADE FIXED INCOME LIMITED PARTNERSHIP, ET AL.

A notice has been issued giving interested persons until February 22, 1993 to request a hearing on an application filed by TCW High Grade Fixed Income Limited Partnership, TCW High Yield Limited Partnership, TCW Latin America Equity Limited Partnership, TCW Private Equity Limited Partnership, TCW Specialized Cash Management Limited Partnership, TCW Funds, Inc., TCW Asset Management Company and TCW Funds Management, Inc. The application is for an order under Section 17(b) of the Investment Company Act exempting applicants from the provisions of Section 17(a). The order would permit the Partnerships to transfer their assets and liabilities to certain series of TCW Funds, Inc. in exchange for series shares, which then will be distributed to the partners of the Partnerships. (Rel. IC-19238 - January 26)

SCUDDER VARIABLE LIFE INVESTMENT FUND, ET AL.

A notice has been issued giving interested persons until February 22, 1993 to request a hearing on an application filed by Scudder Variable Life Investment Fund (Fund) and Scudder, Stevens & Clark (Scudder) (collectively, Applicants) for an order of the Commission under Section 6(c) of the Investment Company Act. The Applicants request an exemption from Section 2(a)(19) of the Act to the extent necessary to permit Dr. J.D. Hammond to serve as a director of Provident Mutual Life Insurance Company of Philadelphia, while also serving as a disinterested trustee of the Fund (or any other investment company for which Scudder or a subsidiary of Scudder acts as investment adviser or principal underwriter and on whose board of trustees Dr. Hammond may serve), without being considered an "interested person" under the Act. (Rel. IC-19239 - January 26)

FIRST PRAIRIE MONEY MARKET FUND ET AL.

A conditional order has been issued under Sections 6(c) and 17(b) of the Investment Company Act exempting First Prairie Money Market Fund (Fund) and The First National Bank of Chicago (FNBC) from Section 17(a) of the Act. The order permits the Fund to enter into repurchase agreements with FNBC or an affiliate of FNBC. (Rel. IC-19240 - January 26)

GOLDMAN SACHS EQUITY PORTFOLIOS, INC., ET AL.

A notice has been issued giving interested persons until February 22, 1993 to request a hearing on an application filed by Goldman Sachs Equity Portfolios, Inc., et al., for an order under Section 6(c) of the Investment Company Act that would exempt applicants from Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The order would permit applicants to issue multiple classes of shares representing interests in the same investment portfolio, and to assess, and under certain circumstances to waive, a contingent deferred sales charge on certain redemptions of the shares of one of the classes. (Rel. IC-19241 - January 26)

HOLDING COMPANY ACT RELEASES

HOPE GAS, INC.

An order has been issued authorizing Hope Gas, Inc., a public-utility subsidiary company of Consolidated Natural Gas, Inc., a registered holding company, to acquire 10 Class B Units of the Vandalia Capital Limited Partnership (Partnership) before December 31, 1993, for \$1 million. The Partnership was formed to provide private venture capital investments in West Virginia businesses, and to receive in return certain tax credits. Hope Gas will own 25% of the equity of the Partnership and will be entitled to all of the tax credits earned by the Partnership. (Rel. 35-25739)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration on the Emerging Company Marketplace Ocean Optique Distributors, Inc., Series A Warrants. (Rel. 34-31765)

UNLISTED TRADING PRIVILEGES GRANTED

An order has been issued granting the application of the Midwest Stock Exchange for unlisted trading privileges in seven over-the-counter issues. (Rel. 34-31766)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the American Stock Exchange (SR-Amex-92-47) which increases transaction fees charged to options professionals on equity and index options trades has become effective upon filing. Publication of the order is expected in the Federal Register during the week of February 1. (Rel. 34-31757)

PROPOSED RULE CHANGE

The National Securities Clearing Corporation filed a proposed rule change (SR-NSCC-92-14) to modify the Fund/Serv system to provide flexibility in processing mutual fund transactions. Publication of the notice is expected in the Federal Register during the week of February 1. (Rel. 34-31758)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by Delta Government Options Corp. (SR-DGOC-92-02) modifying the definition of Expiration Date. Publication of the order is expected in the Federal Register during the week of February 1. (Rel. 34-31759)

SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

The following is a list of significant no-action, interpretative and exemptive letters recently issued by the Division of Market Regulation. These letters express the view of the Division respecting novel or important questions arising under the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, and the Investment Advisers Act of 1940. Copies of these letters may be obtained by writing to the Public Reference Room, Securities and Exchange Commission, Washington, D.C. 20549, or by making a request in person at the Public Reference Room, 450 Fifth Street, N.W., Room 1024, Washington, D.C., stating the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

<u>COMPANY</u>	<u>ACT/SECTION/RULE OR RELEASE</u>	<u>DATE MAILED</u>	<u>PUBLIC AVAILABILITY DATE</u>
Securities Transfer Association, Inc.	1934 Act Rule 17Ad-15	8/21/92	8/21/92
(CORRECTION:)			
Certain Pension Funds of General Motors Corporation*	1934 Act Section 10(b) Rule 10b-6	9/4/92	9/9/92

<u>COMPANY</u>	<u>ACT/SECTION/RULE OR RELEASE</u>	<u>DATE MAILED</u>	<u>PUBLIC AVAILABILITY DATE</u>
Chiquita Brands International	1934 Act Section 13(e) Rule 13e-4	9/30/92	10/2/92
New York Stock Exchange, Inc.**	1934 Act Sections 3(a)(39), 15(b)(4)(C)	10/2/92	10/2/92
National Association of Securities Dealers, Inc.**	1934 Act Sections 3(a)(39), 15(b)(4)(C)	10/2/92	10/2/92
Kinlaw Securities Corporation**	1934 Act Sections 3(a)(39), 15(b)(4)(C)	10/13/92	10/13/92
Bank of North Dakota	1934 Act Section 3(a)(6), (43), (44)	10/22/92	10/22/92
MFS Financial Services, Inc.	1934 Act Rule 10b-10(f)	11/3/92	11/3/92
International Family Entertainment, Inc.	1934 Act Section 10(b) Rules 10b-6, 10b-13, and 14e-1	11/13/92	11/16/92
The Snowy Owl Condominium Unit Owners' Association	1934 Act Section 15(a)	11/17/92	11/17/92
CRT Government Securities, Ltd.	1934 Act Section 15(a)	7/27/92	11/24/92
SCANA Corporation	1934 Act Section 10(b) Rule 10b-6	12/15/92	12/17/92

*This item represents a correction of an item appearing in the list of significant letters of 10/9/92.

**These items represent additional letters provided with this updated listing.

CORRECTION/ADDITIONAL INFORMATION

The January 26 issue of the Digest inadvertently reported that the preceding list was issued by the Division of Corporation Finance. In fact, the Division of Market Regulation is responsible. In addition, the list is up-to-date, as it appears above, including three additional letters.

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 CENTRAL & SOUTH WEST CORP, 1616 WOODALL RODGERS FRWY, DALLAS, TX 75202
(214) 745-1000 - 4,000,000 (\$116,500,000) COMMON STOCK. (FILE 33-49301 - JAN. 21)
(BR. 13)
- S-4 FIRST SECURITY CORP /DE/, 79 S MAIN ST, PO BOX 30006, SALT LAKE CITY, UT 84130
(801) 350-5706 - 215,000 (\$3,050,850) COMMON STOCK. (FILE 33-57068 - JAN. 14) (BR. 2)
- S-8 CONCORD CAMERA CORP, 35 MILEED WAY, AVENEL, NJ 07001 (908) 499-8280 - 500,000
(\$4,625,000) COMMON STOCK. (FILE 33-57074 - JAN. 19) (BR. 12)
- S-8 FIRST BANCORPORATION OF OHIO, 106 S MAIN ST, AKRON, OH 44308 (216) 384-8000 -
150,000 (\$7,125,000) COMMON STOCK. (FILE 33-57076 - JAN. 19) (BR. 2)
- S-8 ON ASSIGNMENT INC, 21515 VANOWEN ST STE 204, CANOGA PARK, CA 91303 (805) 716-8990 -
1,489,142 (\$16,566,704) COMMON STOCK. (FILE 33-57078 - JAN. 19) (BR. 6)
- S-8 APPLE COMPUTER INC, 20525 MARIANI AVE, CUPERTINO, CA 95014 (408) 996-1010 - 40,000
(\$1,910,000) COMMON STOCK. (FILE 33-57080 - JAN. 19) (BR. 9)
- S-8 MATTEL INC /DE/, 333 CONTINENTAL BLVD, EL SEGUNDO, CA 90245 (310) 524-2000 -
5,500,000 (\$145,750,000) COMMON STOCK. (FILE 33-57082 - JAN. 19) (BR. 11)
- S-8 EDMARK CORP, 6727 185TH AVE NE, REDMOND, WA 98052 (206) 556-8400 - 550,000
(\$3,683,200) COMMON STOCK. (FILE 33-57086 - JAN. 19) (BR. 9)
- S-8 APPLE COMPUTER INC, 20525 MARIANI AVE, CUPERTINO, CA 95014 (408) 996-1010 -
2,000,000 (\$124,880,000) COMMON STOCK. (FILE 33-57092 - JAN. 19) (BR. 9)
- S-1 THT INC, 33 RIVERSIDE AVE 5TH FLR, WESTPORT, CT 06880 (203) 226-6408 - 2,105,598
(\$4,341,858) COMMON STOCK. (FILE 33-57096 - JAN. 19) (BR. 8)
- F-6 MANILA ELECTRIC CO /ADR/, 111 WALL ST, NEW YORK, NY 10043 (212) 657-7531 -
10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-57098 - JAN. 19)
(NEW ISSUE)
- S-3 FLOW INTERNATIONAL CORP, 21440 68TH AVE S, KENT, WA 98032 (206) 850-3500 - 576,115
(\$3,600,718.75) COMMON STOCK. (FILE 33-57100 - JAN. 19) (BR. 10)
- S-8 DATAPOINT CORP, 9-11 RUE MONTALIVET, PARIS FRANCE 75008, 10 00000
(512) 593-7000 - 1,750,000 (\$6,966,250) COMMON STOCK. (FILE 33-57102 - JAN. 19)
(BR. 9)
- S-3 CHEMICAL BANKING CORP, 270 PARK AVE, NEW YORK, NY 10017 (212) 270-6000 (FILE
33-57104 - JAN. 21) (BR. 2)
- S-3 ZILOG INC, 210 E HACIENDA AVE, CAMPBELL, CA 95008 (408) 370-8000 - 1,150,000
(\$28,945,500) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC, LEHMAN BROTHERS.
(FILE 33-57108 - JAN. 21) (BR. 3)

REGISTRATIONS CONTINUED

- S-1 ST JOHN KNITS INC, 17422 DERIAN AVE, IRVINE, CA 92713 (714) 863-1171 - 7,870,309 (\$133,795,253) COMMON STOCK. UNDERWRITER: PAINWEBBER INC, PRUDENTIAL SECURITIES INC. (FILE 33-57128 - JAN. 15) (BR. 7 - NEW ISSUE)
- S-8 INTERNATIONAL CABLECASTING TECHNOLOGIES INC, 11400 W OLYMPIC BLVD STE 1100, LOS ANGELES, CA 90064 (310) 444-1744 - 1,278,334 (\$6,175,986.46) COMMON STOCK. (FILE 33-57168 - JAN. 19) (BR. 7)
- S-8 ALLIED RESEARCH CORP, 111 S CALVERT ST STE 2270, BALTIMORE, MD 21202 (410) 625-1888 - 525,000 (\$6,793,500) COMMON STOCK. (FILE 33-57170 - JAN. 19) (BR. 6)
- S-8 ALLIED RESEARCH CORP, 111 S CALVERT ST STE 2270, BALTIMORE, MD 21202 (410) 625-1888 - 52,500 (\$679,350) COMMON STOCK. (FILE 33-57172 - JAN. 19) (BR. 6)
- S-8 COLUMBIA LABORATORIES INC, 4000 HOLLYWOOD BLVD 3RD FL. S., HOLLYWOOD, FL 33021 (305) 964-6666 - 2,000,000 (\$10,750,000) COMMON STOCK. (FILE 33-57176 - JAN. 19) (BR. 4)
- S-3 YORK INTERNATIONAL CORP /DE/, 631 S RICHLAND AVE, YORK, PA 17403 (717) 771-7890 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. UNDERWRITER: MORGAN STANLEY & CO, MORGAN J P SECURITIES INC. (FILE 33-57178 - JAN. 19) (BR. 10)
- S-3 MORRISON KNUDSEN CORP, ONE MORRISON KNUDSEN PLAZA, 720 PARK BLVD, BOISE, ID 83729 (208) 386-8000 - 659,988 (\$13,117,261.50) COMMON STOCK. (FILE 33-57180 - JAN. 19) (BR. 9)
- S-3 SANDY SPRING BANCORP INC, 17801 GEORGIA AVE, OLNEY, MD 20832 (301) 774-6400 - 100,000 (\$3,800,000) COMMON STOCK. (FILE 33-57182 - JAN. 19) (BR. 2)
- S-6 PRUCO LIFE OF NEW JERSEY VARIABLE APPRECIABLE ACCOUNT, 213 WASHINGTON ST, NEWARK, NJ 07102 (201) 802-2000 - INDEFINITE SHARES. (FILE 33-57186 - JAN. 19) (BR. 20)
- S-1 PROCEPT INC, 840 MEMORIAL DR, CAMBRIDGE, MA 02139 (617) 491-1100 - 2,070,000 (\$26,910,000) COMMON STOCK. UNDERWRITER: KIDDER PEABODY & CO INC, TUCKER ANTHONY INC. (FILE 33-57188 - JAN. 21) (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.

ACQUISITIONS

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
AG SVCS AMER INC H&H AG FINANCE	COM 13D	1/19/93	88 5.2	00125010 6.5	UPDATE
AQUA VIE BEVERAGE CORP GILLESPIE THOMAS J	COM 13D	1/17/93	9,431 44.6	03899610 0.0	NEW
BLYTH HLDGS INC HAULBOWLINE LTD	COM 13D	1/14/93	25 0.8	09643410 6.8	UPDATE
CABLEVISION SYS CORP SANDLER ASSOC ET AL	COM 13D	1/25/93	1,109 4.9	12699210 5.2	UPDATE
COMNET CORP MEDCO CONTAINMENT SVCS	COM 13D	1/22/93	643 22.2	20417110 18.8	UPDATE
COMNET CORP WYGOD MARTIN J	COM 13D	1/22/93	250 8.6	20417110 8.6	UPDATE
COR THERAPEUTICS INC GERHARD LANG H ET AL	COM 13D	1/15/93	1,320 9.2	21775310 4.7	UPDATE
EOK GREEN ACRES L P PT FUNDING ET AL	UNIT LTD PRTRNER 13D	11/23/92	329 3.2	26881810 5.8	UPDATE
ENZOW INC EASTMAN KODAK CO	COM 13D	1/22/93	1,375 6.8	29390410 7.2	UPDATE
FARAH INC MARCIANO GEORGES ET AL	COM 13D	1/25/93	1,815 29.9	30738710 29.1	UPDATE
HAVERTY FURNITURE COS INC HAVERTY RAWSON	COM 13D	1/ 4/93	194 3.4	41959610 0.0	NEW
HAVERTY FURNITURE COS INC HAVERTY RAWSON	CL A 13D	1/ 4/93	535 9.4	41959620 9.6	UPDATE
HYDRO-FLAME CORP ATWOOD INDS INC ET AL	COM 14D-1	1/19/93	770 89.3	44879810 89.3	RVISION
LAMSON & SESSIONS CO GAMCO INVESTORS INC ET AL	COM 13D	1/25/93	1,939 14.7	51369610 10.6	UPDATE
MEI DIVERSIFIED INC JACOBS IRWIN M	COM 13D	1/20/93	N/A N/A	55271210 0.0	NEW
PHOENIX LASER SYS INC SCHIFFER STEVEN	COM NEW 13D	12/21/92	5,760 72.0	71908850 73.3	UPDATE
RAMTRON INTL CORP BENTON OREN LEE	COM 13D	12/ 2/92	12,218 74.6	75191599 72.7	UPDATE
RAMTRON INTL CORP BENTON OREN LEE	COM 13D	12/ 2/92	12,218 74.6	75191599 72.7	UPDATE