

sec news digest

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Issue 90-39

J.S. SECURITIES AND
EXCHANGE COMMISSION

February 27, 1990

COMMISSION ANNOUNCEMENTS

WEEKLY CALENDAR

Following is the schedule of speaking engagements, Congressional testimony, Commission hearings and other public events involving the Commission for the week of February 26, 1990. (Commission Meetings are announced separately in the News Digest.)

Friday, March 2, 1990

Chairman Breeden will testify before the Senate Committee on Housing, Banking and Urban Affairs on Friday, March 2, beginning at 9:30 a.m. The hearing will be held in Room 538 of the Dirksen Senate Office Building. The subject of the hearing will be Drexel.

RULES AND RELATED MATTERS

RULE 12d1-1 ADOPTED

The Commission announced the adoption of Rule 12d1-1 under the Investment Company Act of 1940. The rule provides an exemption from the limitations imposed by Section 12(d)(1)(A) of that Act for acquisitions of securities of foreign banks and foreign insurance companies and their finance subsidiaries by registered investment companies. FOR FURTHER INFORMATION, CONTACT: Ann M. Glickman, (202) 272-3042 (Rel. 2IC-17357 - Feb. 26)

INVESTMENT COMPANY ACT RELEASES

ARIZONA TAX FREE FUND

An order has been issued under Section 8(f) declaring that Arizona Tax Free Fund, Inc. has ceased to be an investment company. (Rel. IC-17355 - Feb. 23)

MONARCH LIFE INSURANCE COMPANY

A notice has been issued giving interested persons until March 20 to request a hearing on an application filed by Monarch Life Insurance Company, Benham Variable Account of Monarch Life Insurance Company (Benham Account), Variable Account B of Monarch Life

Insurance Company (Variable Account B), and Monarch Financial Services, Inc. for an order of the Commission exempting the Applicants from the provisions of Section 17(a) of the Investment Company Act to the extent necessary to permit the transfer of the investment base of the Benham Account to Variable Account B, and approving pursuant to Section 26(b) of the Act, the substitution of shares of the Oppenheimer Variable Account Funds and the Oppenheimer Zero Coupon U.S. Treasuries Trust, Series A through E, for shares of the Benham Variable Insurance Series Trust. (Rel. IC-17356 - Feb. 23)

HOLDING COMPANY ACT RELEASES

ALLEGHENY POWER SYSTEM

A notice has been issued giving interested persons until March 12 to request a hearing on a proposal by Allegheny Power System, Inc. (APS) and its three wholly-owned public utility subsidiaries, Monongahela Power Company (Monongahela), The Potomac Edison Company (Potomac Edison), and West Penn Power Company (West Penn). Monongahela, Potomac Edison, and West Penn propose to issue and sell up to \$50 million, \$130 million, and \$130 million aggregate principal amount, respectively, of their first mortgage bonds in one or more series, from time to time not later than February 29, 1992, with maturities of from five to thirty years. The proceeds of the sales will be used, in part, to refund, prior to their respective maturities, certain of their outstanding first mortgage bonds. APS proposes to acquire additional shares of Monongahela, Potomac Edison, and West Penn common stock, at any time and from time to time until February 29, 1992, in amounts of up to \$20 million, \$25 million, and \$25 million, respectively. West Penn also proposes to amend its charter to increase the number of its authorized shares of common stock from 16.5 million shares to 20 million shares. (Rel. 35-25042)

CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until March 12 to request a hearing on a proposal by Central and South West Corporation (CSW) to amend its Restated Certificate of Incorporation (Certificate) and make conforming amendments to its By-Laws which would: (1) increase CSW's authorized shares of common stock from 120 million shares to 150 million shares; (2) eliminate cumulative voting rights; (3) provide for the staggered election of members of the board of directors, who then may set the number of directors at no less than nine or more than fifteen and may fill vacancies by a majority vote; (4) add a "fair price" provision; (5) eliminate certain preemptive rights; (6) add a "supermajority" voting provision of at least 80% to amend or repeal certain certificate provisions; and (7) restate the Certificate to include such amendments. CSW has also requested authorization to solicit proxies. (Rel. 35-25043)

ENERGY INITIATIVES

An order has been issued authorizing Energy Initiatives, Incorporated (EII), Armstrong Energy Corporation (Armstrong), and AEC/REF-Fuel Limited Partnership (Partnership), each an indirect subsidiary of General Public Utilities Corporation, from time to time through December 31, 1991, for the following: (1) EII to make capital contributions (Funds) to Armstrong up to \$2 million aggregate principal amount; (2) Armstrong to use the Funds and make capital contributions to the Partnership; and (3) the Partnership to use the Funds to pay project development expenses and make additional

investments in a proposed waste coal-fired generating facility (Project). The Project is certified as a qualified cogeneration facility under the Public Utility Regulatory Policies Act of 1978. (Rel. 35-25044)

LOUISIANA POWER & LIGHT COMPANY

A notice has been issued giving interested persons until March 19, 1990 to request a hearing on a proposal by Louisiana Power & Light Company (LP&L), electric public utility subsidiary of Entergy Corporation, through December 31, 1990, to: (1) issue and sell from time to time \$275 million aggregate principal amount of its first mortgage bonds (Additional Bonds); (2) issue and sell from time to time up to \$100 million aggregate par value of its preferred stock (\$25 or \$100 par) (Preferred Stock); and (3) negotiate the terms and conditions of the Additional Bonds and Preferred Stock under an exception from the competitive bidding requirements of Rule 50 under Subsection (a)(5) thereunder. In the alternative, LP&L proposes to sell the Additional Bonds and Preferred Stock under the alternative competitive bidding procedures authorized by the Statement of Policy dated September 2, 1982 (Rel. 35-22623). (Rel. 35-25045)

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-3 SALOMON INC, ONE NEW YORK PLAZA, NEW YORK, NY 10004 (212) 747-7000 - 150,000,000 (\$150,000,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-33528 - FEB. 16) (BR. 12)
- N-1A WITTER DEAN EUROPEAN GROWTH FUND INC, TWO WORLD TRADE CNTR, NEW YORK, NY 10048 (212) 392-1600 - INDEFINITE SHARES. UNDERWRITER: DEAN WITTER REYNOLDS INC. (FILE 33-33530 - FEB. 16) (BR. 16 - NEW ISSUE)
- S-4 NATIONAL BANCSHARES CORP OF TEXAS, P O BOX 121, SAN ANTONIO, TX 78291 (512) 225-2511 - 5,789,686 (\$102,766,926.50) COMMON STOCK. 650,140 (\$32,507,000) PREFERRED STOCK. (FILE 33-33533 - FEB. 16) (BR. 11)
- N-2 PACIFIC EUROPEAN GROWTH FUND INC, PIPER JAFFRAY TOWER, 222 SOUTH NINTH ST, MINNEAPOLIS, MN 55402 (612) 342-6426 - 5,750,000 (\$69,000,000) COMMON STOCK. (FILE 33-33534 - FEB. 16) (BR. 16 - NEW ISSUE)
- S-3 PANHANDLE EASTERN CORP /DE/, 5400 WESTHEIMER CT, P O BOX 1642, HOUSTON, TX 77251 (713) 627-5400 - 1,500,000 (\$41,715,000) COMMON STOCK. 1,500,000 COMMON STOCK. (FILE 33-33538 - FEB. 20) (BR. 8)
- S-1 DIGITAL SOUND CORP, 2030 ALAMEDA PADRE SERRA, SANTA BARBARA, CA 93103 (805) 569-0700 - 300,000 (\$2,400,000) COMMON STOCK. (FILE 33-33539 - FEB. 20) (BR. 7)
- S-2 CHANDLER INSURANCE CO LTD, FOURTH FL ELIZABETHAN SQ, PO BOX 1289, GRAND CAYMAN CAYMAN ISLANDS, (809) 949-7823 - 2,300,000 (\$21,574,000) COMMON STOCK. (FILE 33-33540 - FEB. 20) (BR. 9)
- S-3 CHRYSLER FINANCIAL CORP, 27777 FRANKLIN RD, SOUTHFIELD, MI 48034 (313) 948-3060 - 750 (\$75,000,000) PREFERRED STOCK. 500 (\$50,000,000) PREFERRED STOCK. (FILE 33-33543 - FEB. 20) (BR. 11)
- S-3 US BANCORP /DR/, 111 SW FIFTH AVE, PORTLAND, OR 97204 (503) 275-6111 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-33544 - FEB. 20) (BR. 2)
- S-3 NEVADA POWER CO, 6226 W SAHARA AVE, LAS VEGAS, NV 89102 (702) 367-5000 - 1,500,000 (\$35,062,500) COMMON STOCK. (FILE 33-33545 - FEB. 20) (BR. 8)

REGISTRATIONS CONT.

- S-4 SNYDER OIL CORP, 801 CHERRY ST STE 2500, FORT WORTH, TX 76102 (817) 338-4043 - 23,960,859 (\$154,366,840) COMMON STOCK. (FILE 33-33455 - FEB. 14) (BR. 11 - NEW ISSUE)
- S-1 INTELLIGENT ELECTRONICS INC, 411 EAGLEVIEW BLVD, EXTON, PA 19341 (215) 458-5500 - 659,183 (\$15,695,147.23) COMMON STOCK. 500,000 (\$11,905,000) COMMON STOCK. (FILE 33-33490 - FEB. 13) (BR. 10)
- S-1 NEW IMAGE INDUSTRIES INC, 21218 VANOWEN ST, CANOGA PARK, CA 91303 (818) 702-0285 (FILE 33-33501 - FEB. 16) (BR. 10)
- S-1 NEW IMAGE INDUSTRIES INC, 21218 VANOWEN ST, CANOGA PARK, CA 91303 (818) 702-0285 - 102,222 (\$200,355) COMMON STOCK. (FILE 33-33502 - FEB. 16) (BR. 10)
- S-8 MEDICAL CARE INTERNATIONAL INC, 5080 SPECTRUM DR STE 300 W, DALLAS, TX 75248 (214) 490-3190 - 400,000 (\$9,075,000) COMMON STOCK. (FILE 33-33503 - FEB. 16) (BR. 6)
- S-1 TRILOG INC, 321 FIFTH AVE STE 301, NEW YORK, NY 10016 (212) 684-3440 - 494,250 (\$50,000) COMMON STOCK. 988,500 (\$1,482,750) COMMON STOCK. (FILE 33-33507 - FEB. 12) (BR. 11 - NEW ISSUE)
- S-3 FIRST BANK SYSTEM INC, 1200 FIRST BANK PL EAST, MINNEAPOLIS, MN 55480 (612) 370-5100 - 2,500,000 (\$35,000,000) COMMON STOCK. (FILE 33-33508 - FEB. 16) (BR. 2)
- S-3 DOW CAPITAL BV, AERT VAN NESSTAAT 45, P O BOX 1810, 3000 BH ROTTERDAM, D7 48674 (517) 636-1000 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-33519 - FEB. 15) (BR. 2 - NEW ISSUE)
- S-4 SSMC INC, CHEKIANG FIRST BANK BLDG 16TH FLR, 60 GLOUCESTER RD, HONG KONG, K3 (203) 925-4200 - 2,371,318 (\$73,653,137) PREFERRED STOCK. (FILE 33-33525 - FEB. 15) (BR. 10)
- S-8 LTX CORP, LTX PARK AT UNIVERSITY AVE, WESTWOOD, MA 02090 (617) 461-1000 - 500,000 (\$903,125) COMMON STOCK. (FILE 33-33527 - FEB. 16) (BR. 8)

REGISTRATIONS EFFECTIVE

Nov. 9: Direct Connect International, Inc., 33-24473-NY; and Graystone Companies, Inc., 33-24496-NY.

Feb. 12: Independent Research Agency for Life Insurance, Inc., 33-32636-FW; and Saggi Capital Corp., 33-29571-NY.

Feb. 14: Beaver Creek Silver Co., Inc., 33-14062-NY; Leak-X Corp., 33-25369-NY; Mikron Instrument Co., Inc., 33-2653-NY; Millfeld Trading Co., Inc., 33-32277-NY; Ocala Caresave Outpatient Centers Ltd., 33-32084; Phase-Out of America, Inc., 33-23169-NY; and Sharon Capital Corp., 33-31720-NY.

Feb. 15: Medphone Corp., 33-33410; and SSMC Inc., 33-33525.

Feb. 16: Kelley Oil Corp., 33-33399; National Merchant Capital Corp., 33-31955-NY; and Olympic Federal Investors Adjustable Mortgage Trust II, 33-33077 and -01.

Feb. 20: Arizona Public Service Co., 33-33436; Battle Mountain Gold Co., 33-33243; and NAF Bancorp, Inc., 33-30669.

Feb. 21: Carmike Cinemas, 33-33558; Glasstech Industries, Inc., 33-32185; Leggett & Platt, Inc., 33-21383; Meeschaert Strategic Assets Trust, 33-32262; Non-Invasive Monitoring Systems, Inc., 33-14451; Rochester Telephone Corp., 33-32614; The Software Toolworks, Inc., 33-30512; Southern California Edison Co., 33-33406; and Texas Utilities Electric Co., 33-33432.

Feb. 22: CSA Income Fund IV Ltd., 33-32744; Commercial Intertech Corp., 33-33283; DSI Realty Income Fund IX, 33-26036; Glickenhous & Co., and Lebenthal & Co., Inc., Depositors of: Empire State Municipal Exempt Trust, Guaranteed Series 54, 33-32433; Investment News Network, 33-28430; PDC 1989 Drilling Program, 33-27763; PDC 1990 Drilling Program, 33-32195; and Squibb Corp., 33-25263.