

sec news digest

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U.S. SECURITIES AND
EXCHANGE COMMISSION

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 March 12, 1990, as well as one speaking engagement from the week of March 5. (Commission Meetings are announced separately in the News Digest.)

Friday, March 9, 1990

Commissioner Mary L. Schapiro addressed the 10th Annual Northwest Securities Institute on Friday, March 9, at noon, in Vancouver, British Columbia. The topic of her address was "Seeking New Sanctions: Comments on Developments in the Commission's Enforcement Program."

ADMINISTRATIVE PROCEEDINGS

TELCO PAYPHONE LIMITED PARTNERSHIP II

The Commission announced on March 3 the issuance of an Order Suspending the Effectiveness of the Registration Statement of Telco Payphone Limited Partnership II (TPLP II) and Making Findings under Section 8(d) of the Securities Act.

The Commission initiated the proceeding because of alleged untrue, false and misleading statements made and omissions in the registration statement concerning, among other things, TPLP II's affiliate's and general partner's liabilities and misuse of proceeds of a recent similar offering. Registrant consented to the issuance of the order without admitting or denying the allegations. (Rel. 33-6855)

CIVIL PROCEEDINGS

MILTON M. TRUJILLO ENJOINED

The Fort Worth Regional office announced that on January 18 Judge David O. Belew Jr., U.S. District Court for the Northern District of Texas, permanently enjoined Milton M. Trujillo, a certified public accountant of Pueblo, Colorado, from further

violations of the antifraud provisions of the securities laws. Trujillo consented to the order without admitting or denying the Commission's allegations.

The Complaint filed November 21, 1989 alleged various violations of the registration, ownership reporting and antifraud provisions in the offer, purchase and sale of unregistered shares of U.S. General Corporation stock against nine defendants. In connection with these offers and sales, the complaint alleges that defendants made false and misleading statements of material facts concerning the financial condition and business prospects of the company, and its ownership. The case remains pending against five defendants. [SEC v. U.S. General Corp., et al., USDC, ND/TX, CA No. 4-89-797-K] (LR-12404)

BOLAR PHARMACEUTICAL CO. ENJOINED

The Philadelphia Regional office announced, that on March 9, U.S. District Judge Gerhard A. Gesell of the District of Columbia, permanently enjoined Bolar Pharmaceutical Co., Inc. from violating Section 10(b) of the Securities Exchange Act (Act) and Rule 10b-5. Bolar consented to the entry of the Order without admitting or denying the facts alleged in the Complaint. Previously, on March 2, Judge Gesell permanently enjoined Robert Shulman, former president of Bolar, from violating the antifraud provisions of the Act.

The Complaint alleges that Bolar Pharmaceutical Co., Inc. and Shulman, as president of Bolar, violated the antifraud provisions of the federal securities laws by making false and misleading disclosures, and omitting to disclose material information about Bolar to the public. [SEC v. Bolar Pharmaceutical Co., Inc. and Robert Shulman, Civ 90-0355, USDC, District of Columbia] (Rel. LR-12405)

NORTEK, OTHERS SETTLE ACTION

The New York Regional Office announced today the filing of a Complaint in Federal court in the District of Columbia against Nortek, Inc. (Nortek, a Rhode Island based corporation, its chairman, Ralph R. Papitto (Papitto), and two of its officers, Richard L. Bready (Bready) and Richard J. Harris (Harris)). The Complaint alleges that Nortek violated Section 10(b) of the Securities Exchange Act and Rule 10b-5 and that Nortek, aided and abetted by Papitto, Harris, and Bready, violated Section 13(d) of the Act and Rule 13d-1. The charges result from: (1) Nortek's filing of a late, inaccurate and misleading Schedule 13D with respect to acquisition of more than 5% of the outstanding common stock of Rexham Corp. (Rexham) and (2) Nortek's purchase of more than 62,000 Rexham shares while the public remained uninformed of Nortek's stake in Rexham. Simultaneously with the filing of the Complaint, a settlement was submitted providing for a Final Consent Judgment enjoining Nortek from violating Section 10(b) of the Act and Rule 10b-5, enjoining Nortek from violating and Papitto, Harris, and Bready from aiding and abetting violations of Section 13(d) of the Act and Rule 13d-1, and requiring Nortek to disgorge \$503,000 plus interest. The defendants neither admitted nor denied the allegations against them. [SEC v. Nortek, Inc., Ralph R. Papitto, Richard L. Bready, and Richard J. Harris, Civil Action 90-0558, (D.D.C. March 12, 1990)] (LR-12406)

SELF-REGULATORY ORGANIZATIONS

PARTIAL APPROVAL OF PROPOSED RULE CHANGE

The Commission has partially approved a proposed rule change filed by the American Stock Exchange (SR-Amex-89-18) to amend Sections 140, 141, and 213 of the Amex "Company Guide" to conform certain listing guidelines and instructions with current practices and procedures of the Exchange. (Rel. 34-27768)

NOTICE AND ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change filed by the American Stock Exchange (SR-Amex-90-03) to permit the Amex to list index warrants based on the Financial Times-Stock Exchange 100 Index. (Rel. 34-27769)

APPROVAL OF PROPOSED RULE CHANGES

The Commission has approved a proposed rule change filed by the Municipal Securities Rulemaking Board (SR-MSRB-89-14) to revise the examination specifications and study outline for the Municipal Securities Qualification Examination (Series 53). (Rel 34-27771)

NOTICE OF PROPOSED RULE CHANGES

Proposed rule changes have been filed by the Pacific Stock Exchange (SR-PSE-90-05) to amend PSE Rule II, Section 3(c) to change the confirmation deadline for good-until-cancelled orders (Rel. 34-27770); Pacific Stock Exchange (SR-PSE-90-09) to add Section 14 to Exchange Rule IX to establish an electronic access membership system, known as Automated System Access Privilege (ASAP) for broker-dealers that are not members of the Exchange (Rel. 34-27773); Midwest Stock Exchange (SR-MSE-89-11) to amend MSE Article XX, Rule 37, to modify the parameters for a guaranteed execution for an agency limit order when the bid or offering at the limit price has been exhausted in the primary market (Rel. 34-27772); and Chicago Board Options Exchange (SR-CBOE-89-27) to incorporate in its Rules the operational procedures governing the CBOE's Retail Automatic Execution System (RAES) System in equity options (Rel. 34-27774). Publication of the proposals is expected to appear in the Federal Register during the week of March 12.

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

REGISTRATIONS CONT.

underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-3 SOURCE CAPITAL INC, 10301 WEST PICO BLVD, LOS ANGELES, CA 90064 (213) 277-4900 - 200,000 (\$8,100,000) COMMON STOCK. (FILE 33-33583 - FEB. 23) (BR. 1)
- S-8 V F CORP /PA/, 1047 N PARK RD, WYOMISSING, PA 19610 (215) 378-1151 - 2,100,000 COMMON STOCK. (FILE 33-33621 - FEB. 28) (BR. 7)
- S-3 SCI MED LIFE SYSTEMS INC, 6655 WEDGEWOOD RD, MAPLE GROVE, MN 55369 (612) 420-0700 - 20,000 (\$378,750) COMMON STOCK. (FILE 33-33664 - FEB. 28) (BR. 8)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 546 - INDEFINITE SHARES. (FILE 33-33743 - MAR. 05) (BR. 22 - NEW ISSUE)

REGISTRATIONS EFFECTIVE

- July 6: Summit Technology, Inc., 33-22888.
- Feb. 12: Patient Communications Systems, Inc., 33-31033-A.
- Feb. 13: American Coastal Engineering, Inc., 33-28227-A.
- Feb. 15: American Depository Shares (Bankers Trust Co.) for: Central Pacific Minerals N.L., 33-32941; Eagle Corp. Ltd., 33-32942; Great Eastern Mines Ltd., 33-32943; Meridan Oil N.L., 33-32908; Minorco Ltd., 33-32909; Pelsart Resources N.L., 33-32910; Southern Pacific Petroleum N.L., 33-32937; Sun Hung Kai Properties Ltd., 33-32907; Swan Resources Ltd., 33-32938; Teijin Seiki Co., Ltd., 33-32939; and Toyobo Co., Ltd., 33-32940.
- Feb. 16: County Bancorporation, Inc., 33-28706; and INTERA Information Technologies Corp., 33-32312).
- Feb. 20: Synovous Financial Corp., 33-32820; and York International Corp., 33-30713.
- Feb. 21: Communication of Music Integrated Network, Inc., 33-20312-D.
- Feb. 22: Advanced Portfolio Management II Limited Partnership, 33-26678C; Beneplex Corp., 33-28103; Huntington International Holdings plc, 33-19870; Sears Mortgage Securities Corp., 2-88773; and Sonat Inc., 33-32632.
- Feb. 23: Amcore Financial, Inc., 33-32517; American Capital California Tax-Exempt Trust, 33-1775; The Austria Fund, Inc., 33-33333; Boston Financial Qualified Housing Tax Credits L.P. IV, 33-26394; Discovery Systems, Inc., 33-32764; First Community Bancshares, Inc., 33-27629; First Investors Life Level Premium Variable Life Insurance of First Investors Life Insurance Co., 2-98410; First Investors Life Series Fund, 2-98409; Franklin Consolidated Mining Co., Inc., 33-31418; Franklin Electric Co., Inc., 33-29845; Ocean State Bancshares Corp., 33-29690-B; Northern Trust Corp., 33-13329; and Time Warner Inc., 33-29031.
- Feb. 26: American Housing Trust IV, 33-26706; CBL Medical, Inc., 33-21809; Constitution Funds, Inc., 33-33133; Digital Sound Corp., 33-33066; Health Advancement Services, Inc., 33-30014; International Business Machines Corp., 33-33590; Managed Municipal Fund, Inc., 33-32819; Theodore Games, Inc., 33-28827-LA; Triumpe Leasing Limited Partnership, 33-32613(HQ); Uranium Resources, Inc., 33-32754; and Wingate Government Mortgage Partners II Limited Partnership and Wingate Depository Corporation, 33-27402.
- Feb. 27: Banner Life Variable Annuity Account of Banner Life Insurance Co., 33-31308; Citibank, N.A., 33-33448-05; Citicorp, 33-33448-06; Citicorp Mortgage Inc., 33-33448-04; Citicorp Mortgage Securities, Inc., 33-33448; Citicorp Savings, 33-33448-01; Citicorp Savings of Florida, 33-33448-03; Citicorp Savings of Illinois, 33-33448-02; Digital Sound Corp., 33-33066; Federal Tax Credit Partners L.P., 33-26802; The Future Germany Fund, Inc. (formerly The United Germany Fund, Inc.), 33-33339; Leggett & Platt, Inc., 33-24144, 33-26330, and 33-31183; and Teppco Partners, L.P., 33-32203.

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.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS (000) / % OWNED	CUSIP / PRIOR %	FILING STATUS
AMERICAN CREDIT OPTICAL INC PRUDENTIAL CORP PLC ET AL	COM 13D	1/12/90	980 10.0	02528710 0.0	NEW
AMERICAN PAC CORP AMERICAN FINANCIAL CORP ET AL	COM 13D	3/ 1/90	0 0.0	02874010 6.6	UPDATE
ARMADA CORP FRIEDMAN LEDNARD ET AL	COM 13D	2/27/90	0 0.0	04208310 N/A	UPDATE
BHC COMMUNICATIONS INC GAMCO INVESTORS INC ET AL	CL A 13D	3/ 6/90	1,128 3.9	05544810 3.4	UPDATE
CAPITOL BANCORPORATION GLADSTONE SUMNER ET AL	COM 13D	3/ 5/90	180 5.1	14055710 8.4	UPDATE
CASPEN OIL INC MORGAN RICHARD L	PFD CONV \$1.80 13D	2/27/90	26 6.5	14762120 0.0	NEW
CASPEN OIL INC MYERS SAM B	PFD CONV \$1.80 13D	2/27/90	0 0.0	14762120 N/A	UPDATE
COMSTOCK GROUP INC PACIFIC ENERGY SUPPLY ET AL	COM 13D	2/26/90	710 6.7	20568310 7.9	UPDATE
DATAFLEX CORP LAMM JEFFREY A	COM 13D	2/23/90	792 33.2	23790510 39.6	RVSION
DI GIORGIO CORP HEINE SECURITIES CORP	COM 13D	2/ 8/90	0 0.0	25243510 9.4	UPDATE
GEMINEX INDS INC THEATRE AMUSEMENT CORP	COM 13D	6/ 1/88	1,000 11.0	36865110 0.0	NEW
GREAT NORTHN NEKOOSA CORP GAMCO INVESTORS INC ET AL	COM 13D	2/27/90	3,920 7.2	39109010 0.0	NEW
GREAT NORTHN NEKOOSA CORP GEORGIA PAC ET AL	COM 13D	3/ 7/90	54,177 99.1	39109010 0.6	UPDATE

ACQUISITIONS REPORTS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS (000) OWNED	CSIP/ PRIOR%	FILING STATUS
INFORMATION INTL INC KELSO MANAGEMENT CO ET AL	COM 13D	3/ 5/90	419 18.1	45674010 17.3	UPDATE
MCGILL MFG INC FIDELITY INTL LTD ET AL	COM 13D	2/23/90	0 0.0	58052610 4.9	UPDATE
MCGILL MFG INC INTEGRITY FUND INC ET AL	COM 13D	2/23/90	0 0.0	58052610 0.6	UPDATE
MCGILL MFG INC KELSO MANAGEMENT CO ET AL	COM 13D	2/23/90	0 0.0	58052610 1.0	UPDATE
MEDICORE INC LANGBEIN THOMAS K	COM 13D	3/ 7/90	336 7.8	58493110 12.2	UPDATE
NORTHERN TR CORP SMITH EDWARD BYRON JR	COM 13D	2/26/90	431 2.6	66585910 5.3	UPDATE
NORTHWESTERN DRUG CO JESINSKI MARVIN L	COM CL A 13D	3/ 2/90	7 5.3	66803059 0.0	NEW
OLYMPIA BROADCASTING INC GRIMES CHARLES L	COM 13D	2/13/90	149 6.0	68145510 0.0	NEW
PHP HEALTHCARE CORP DONNELLY MICHAEL ET AL	COM 13D	2/23/90	200 5.5	69334410 12.1	UPDATE
THREE D DEPTS INC FIDELITY INTL LTD ET AL	CL A 13D	2/27/90	154 10.7	88553920 20.9	UPDATE
THREE D DEPTS INC KELSO MANAGEMENT CO ET AL	CL A 13D	2/14/90	159 11.0	88553920 0.0	NEW
USX CORP ICAHN CARL C ET AL	COM 13D	3/ 7/90	33,919 13.3	90290510 13.1	UPDATE
URT INDS INC WOLK ALLAN	COM CL A 13D	2/13/90	2,424 21.2	90324410 17.7	UPDATE
URANIUM RES INC CUMBERLAND ASSOCIATES	COM 13D	2/27/90	1,960 7.6	91690110 0.0	NEW
VIDEO COMMUNICATIONS&RADIO I HOBSON TIMOTHY	COM 13D	2/ 6/90	217 11.6	92699610 0.0	NEW
VIRAGEN INC LANGBEIN THOMAS K	COM 13D	2/26/90	651 6.2	92763810 6.3	UPDATE
WESTERBEKE CORP INTEGRITY FUND INC ET AL	COM 13D	2/14/90	163 8.0	95754710 8.2	UPDATE
WESTERN CO NORTH AMER FMR CORP	COM PAR \$0.10 13D	2/ 1/90	1,333 10.7	95804340 11.2	RVSION
WILLAMETTE INDS INC SWINDELLS WILLIAM JR ET AL	COM 13D	2/ 1/90	9,781 38.5	96913310 38.9	UPDATE
WORLDORP INC ANDREWS T COLEMAN III	COM 13D	2/27/90	2,819 21.8	98190410 28.6	UPDATE

SIGNIFICANT NO-ACTION AND INTERPRETIVE LETTERS

The following is a list of significant no-action and interpretive letters recently issued by the Division of Market Regulation. These letters express the view of the Division of Market Regulation 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, DC 20549, or by making a request in person at the Public Reference Room, 450 Fifth Street, NW, Room 1024, Washington, DC, 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>AVAILABILITY DATE</u>
MuniEnhanced Fund, Inc.	1934 Act; Section 10(b), Rule 10b-13	05/12/89	05/16/89
Vista Chemical Company	1934 Act; Section 13(e), Rule 13e-4(f)(6)	05/18/89	05/18/89
Benetton Group S.p.A.	1934 Act; Section 10(b), Rule 10b-7	06/08/89	06/12/89
The Chase Manhattan Bank, N.A.	1934 Act; Section 10(b), Rules 10b-6 and 10b-13	06/22/89	06/23/89
Eaton Vance Prime Rate Reserves	1934 Act; Section 10(b), Rule 10b-6	07/14/89	07/14/89
National Australia Bank Limited	1934 Act; Section 10(b), Rules 10b-6 and 10b-7	07/31/89	07/31/89
BCE Inc.	1934 Act; Section 10(b), Rules 10b-6 and 10b-8	08/08/89	08/08/89
NOVA Corporation of Alberta	1934 Act; Section 10(b), Rules 10b-6, 10b-7, and 10b-8	08/14/89	08/15/89
Comstock Partners Strategy Fund, Inc.	1934 Act; Section 10(b), Rule 10b-13	08/28/89	08/28/89
Cable and Wireless plc	1934 Act; Section 10(b), Rule 10b-7	09/26/89	09/26/89
Lewis Galoob Toys, Inc.	1934 Act; Section 10(b) and 13(e), Rules 10b-6, 10b-13, and 13e-4	09/28/89	09/29/89
Hawaiian Electric Industries, Inc.	1934 Act; Section 10(b), Rule 10b-6	10/24/89	10/24/89
Exchange Stock Portfolios	1934 Act; Sections 10(a), 10(b), and 15, Rules 10a-1, 10b-6, 10b- 7, 10b-8, 10b-10, 10b- 13, 15c1-5, and 15c1-6	10/26/89	10/26/89

NO-ACTION AND INTERPRETIVE LETTERS CONT.

<u>COMPANY</u>	<u>ACT/SECTION/RULE OR RELEASE</u>	<u>DATE MAILED</u>	<u>AVAILABILITY DATE</u>
Market Basket Contracts	1934 Act; Sections 10(a), 10(b), and 15, Rules 10a-1, 10b-6, 10b- 7, 10b-8, 10b-10, 10b- 13, 15c1-5; and 15c1-6	10/26/89	10/26/89
Secondary Trading Session/Portfolios Trading System	1934 Act; Section 10(a), Rule 10a-1	10/26/89	10/26/89
S.G. Warburg Securities	1934 Act; Section 10(b), Rule 10b-13	11/09/89	11/09/89
Rhone-Poulenc S.A.	1934 Act; Section 10(b), Rule 10b-6	11/13/89	02/14/90
Minnesota Power & Light Company	1934 Act; Section 10(b), Rule 10b-6	11/17/89	11/17/89
UK Water Privatization	1934 Act; Section 10(b), Rule 10b-6	11/22/89	02/14/90
Polygram, N.V.	1934 Act; Section 10(b), Rule 10b-7	12/12/89	12/12/89
Independence One Mortgage Corporation	1934 Act; Section 3(a)(41)	10/12/89	1/12/90
Lazard Freres & Co.	1934 Act; Sections 7 and 11(d)(1)	11/3/89	11/3/89
NASD/International Stock Exchange	1934 Act; Section 15(a); Rule 15a-6	12/5/89	12/5/89
TOPIC Services, Inc.	1934 Act; Section 15(a)	10/4/89	10/4/89
Michael W. Schley	1934 Act; Rule 15c2-6	12/21/89	12/21/89