

# sec news digest

Issue 93-89

May 11, 1993

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## CIVIL PROCEEDINGS

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### CIVIL ACTION FILED IN \$109 MILLION UNREGISTERED LIMITED PARTNERSHIP OFFERING SCHEME

The Commission announced the filing of an injunctive action against Brokers Investment Corporation (BIC), and its principals, Norman D. Shubert, Daniel Steinberg, Martin W. May; U.S. Fiberline Communications, Inc., U.S. Fiberline Communications of Nevada, Inc., Fiberline Network Communications, L.P. (collectively, Fiberline Companies) and their principals, William T. Grant, L. Scott Noreuil, Scott R. Nauert; and 28 relief defendants. The complaint seeks permanent injunctions against violations of the securities registration and antifraud provisions of the federal securities laws, disgorgement, civil penalties and the appointment of a Special Officer.

The complaint alleges that from February 1989 through May 1992, BIC and its principals operated a boilerroom to promote at least 18 unregistered limited partnership offerings conducted on behalf of the Fiberline Companies, raising \$109 million from about 6,000 investors. The complaint further alleges that the defendants misrepresented and omitted material facts concerning, among other things, the use of proceeds, including the fact that investor funds were used as part of a Ponzi scheme, and the business of the partnerships.

Without admitting or denying the allegations in the complaint, all of the defendants, except one individual and one relief defendant, consented to all of the relief sought in the complaint. [SEC v. Brokers Investment Corporation, et al., Civil Action No. 93-2524, DWW, JRx] (LR-13631)

### CIVIL COMPLAINT FILED AGAINST HERBERT GLASS AND H.I. GLASS & COMPANY

The Commission announced that on May 4 it filed a complaint in the U.S. District Court in Cleveland, Ohio against Herbert I. Glass (Glass) and H.I. Glass & Company (Glass & Co.), seeking an order of permanent injunction against Glass and Glass & Co., and disgorgement from Glass, based on their violation of the antifraud provisions of the Securities Act of 1933, the Securities Act of 1934 and the Investment Advisers Act of 1940, and their violation of certain books and records and Commission filing requirements of the Advisers Act.

The Commission alleged, among other things, that between 1986 and 1989, Glass & Co. a registered investment adviser, and Glass, its sole owner and control person, sold securities in the form investment partnership interests and in connection therewith reimbursed Glass & Co. up to approximately \$200,000 from investors funds for expenses not related to the operation of the partnerships. The Commission further alleged that Glass & Co., through Glass, improperly entered into a performance fee agreement, and between 1986 and 1988, may have received as much as approximately \$1.5 million in illegal performance fees. [SEC v. Herbert I. Glass and H.I. Glass & Company, N.D. Ohio, Civil Action No. 1:93 CV 959] (LR-13630)

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## INVESTMENT COMPANY ACT RELEASES

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### PRUDENTIAL ADJUSTABLE RATE SECURITIES FUND, INC., ET AL.

A conditional order has been issued under Section 6(c) of the Investment Company Act exempting Prudential Adjustable Rate Securities Fund, Inc., et al. from Section 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 permits applicants to issue and sell an unlimited number of classes of shares (including two classes already existing) 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 several of the classes. (Rel. IC-19464 - May 10)

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## SELF-REGULATORY ORGANIZATIONS

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### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval of proposed rule change (SR-CSE-93-03) filed by the Cincinnati Stock Exchange to extend for an additional year, ending May 7, 1994, the CSE's pilot program regarding preferencing. Publication of the proposal is expected in the Federal Register during the week of May 10. (Rel. 34-32280)

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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-8 PHOENIX ADVANCED TECHNOLOGY INC, 3310 N MAIN ST, GAINESVILLE, FL 32609  
(904) 372-9585 - 117,500 (\$393,625) COMMON STOCK. (FILE 33-61880 - APR. 30) (BR. 3)

REGISTRATIONS CONTINUED

- S-8 BJ SERVICES CO, 5500 NW CENTRAL DR, HOUSTON, TX 77092 (713) 462-4239 - 400,000 (\$9,550,000) COMMON STOCK. (FILE 33-62098 - MAY. 03) (BR. 3)
- S-8 US CAN CORP, 900 COMMERCE DR, OAK BROOK, IL 60521 (708) 571-2500 - 385,785 (\$3,935,007) COMMON STOCK. (FILE 33-62294 - APR. 29) (BR. 10)

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
AUTOTOTE CORP	CL A		0	05332310	
WEMBLEY INC ET AL	13D	4/ 1/93	0.0	7.2	UPDATE
AUTOTOTE CORP	CL A		0	05332310	
WEMBLEY INC ET AL	13D	4/ 1/93	0.0	7.2	RVISION
BUCKEYE COMMUNICATIONS INC	COM		95	11815410	
GROSVENOR CAPITAL MGMT ET AL	13D	4/30/93	6.5	0.0	NEW
BUCKEYE PARTNERS L P	UNIT LTD PRNTR		2,309	11823010	
PENN CENTRAL CORP	13D	5/ 4/93	19.2	18.5	UPDATE
BUCKEYE PARTNERS L P	UNIT LTD PRNTR		2,309	11823010	
PENN CENTRAL CORP	13D	5/ 4/93	19.2	18.5	RVISION
CAROLCO PICTURES INC	COM		11,037	14376310	
NEW CAROLCO INVTMTS B V	13D	5/ 6/93	36.7	35.4	UPDATE
CAROLCO PICTURES INC	COM		11,037	14376310	
NEW CAROLCO INVTMTS B V	13D	5/ 6/93	36.7	35.4	RVISION

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
D W G CORP POSNER VICTOR ET AL	CL A 13D	4/23/93	4,986 19.2	23335110 46.2	UPDATE
DEPRENYL RESH LTD SHULMAN D GEOFFREY	COM 13D	4/19/93	1,818 10.5	24999210 0.0	NEW
DEPRENYL RESH LTD SHULMAN D GEOFFREY	COM 13D	4/19/93	1,818 10.5	24999210 0.0	RVSION
GIBRALTAR PACKAGING GROUP CHEMICAL VENTURE CAP ASSOC	COM 13D	4/28/93	275 6.2	37475810 0.0	NEW
GIBRALTAR PACKAGING GROUP CHEMICAL VENTURE CAP ASSOC	COM 13D	4/28/93	275 6.2	37475810 0.0	RVSION
ICF INTL INC ICF RETIREMENT PLN COMMITTEE	COM 13D	4/26/93	1,750 8.2	44924410 10.7	UPDATE
MARCLUM NAT GAS SVCS INC WEATHERFORD U S INC ET AL	COM 13D	4/30/93	400 6.8	56632310 0.0	NEW
NETWORK IMAGING CORP INDEPENDENT INVSTMNT CO PLC	COM 13D	3/11/93	231 8.3	64299110 0.0	NEW
SLDBURY INC ROULSTON INV CAP LTD PRSHP	COM NEW 13D	4/28/93	0 0.0	86463520 17.8	UPDATE
SUNBELT NURSERY GROUP INC GENERAL HOST CORP	COM 13D	4/28/93	4,200 49.5	86692510 49.5	UPDATE
VSI ENTERPRISES INC RIT CAP PARTNERS PLC	COM PAR\$0.00025 13D	4/29/93	1,765 11.7	91899950 11.8	UPDATE
VSI ENTERPRISES INC RIT CAP PARTNERS PLC	COM PAR\$0.00025 13D	4/29/93	1,765 11.7	91899950 11.8	RVSION
XTRA CORP MEZZAMINE LENDING ASSOC ET AL	COM 13D	5/ 4/93	1,808 21.5	98413810 21.1	UPDATE