Issue 83-187

U.S. SECURITIES AND EXCHANGE COMMISSION

NOTICE OF COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted pursuant to 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 morning. Meetings on Wednesday, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration. The Commission will not normally meet on Mondays or Fridays.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, DC. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

CLOSED MEETING - TUESDAY, OCTOBER 4, 1983 - 9:30 A.M.

The subject matter of the October 4 closed meeting will be: Formal orders of investigation; Institution of administrative proceeding of an enforcement nature; Litigation matter; Institution of injunctive actions; Regulatory matter bearing enforcement implications.

OPEN MEETING - WEDNESDAY, OCTOBER 5, 1983 - 2:30 P.M.

The subject matter of the October 5 open meeting will be:

- (1) Consideration of questions relating to the Commission's rule concerning securities ownership by Commission employees. FOR FURTHER INFORMATION, PLEASE CONTACT Myrna Siegel at (202) 272-2430.
- (2) Consideration of whether to publish for comment, as part of its "sunset" review of the "100" series of rules under the Securities Act of 1933, proposed amendments to Rule 139, which provides guidance under Section 5 of the Securities Act with respect to the publication of broker-dealer research reports which contain information, opinions or recommendations regarding a registrant in registration. The proposed amendments would expand the class of publications that come within the protection of the Rule by updating its requirements to accord with the Integrated Disclosure System. The Commission also will consider whether to solicit comment on the need for changes in Rules 137 and 138. FOR FURTHER INFORMATION, PLEASE CONTACT V. Gerard Comizio at (202) 272-2589.
- (3) Consideration of whether to issue a release proposing for comment certain revisions to Rule 12h-3 under the Securities Exchange Act of 1934. Among other things, the proposed changes would permit the immediate suspension of the Section 15(d) periodic reporting obligation whenever an issuer has fewer than 300 security holders. FOR FURTHER INFORMATION, PLEASE CONTACT William E. Toomey at (202) 272-2573.

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: Jerry Marlatt at (202) 272-2092

ADMINISTRATIVE PROCEEDINGS

MASD ACTION AGAINST DONALD L. WALFORD SET ASIDE

The Commission has set aside disciplinary action taken by the NASD against Donald L. Walford, of Denver, a principal of an NASD member firm.

The NASD's action was based on findings that Walford violated the NASD's interpretation with respect to free-riding and withholding. The interpretation is designed to ensure that NASD members and their associated persons make bona fide public distributions at the public offering price of securities in "hot issue" offerings. The NASD found that Walford violated the interpretation by selling shares of two "hot issues" to restricted accounts.

The Commission noted that, in a recent decision, it had construed the interpretation's definition of "hot issue," as then in effect, to exclude offerings that do not sell out quickly. In the present case, the Commission found that neither of the offerings in which Walford was involved were "hot issues" covered by the interpretation at the time of Walford's sales. It accordingly set aside the NASD's findings of violation and the sanctions it imposed. (Rel. 34-20194)

CIVIL PROCEEDINGS

COMPLAINT NAMES RICHARD J. GREENLAW

The Boston Regional Office filed a complaint in the U.S. District Court for the District of New Hampshire on September 15 seeking injunctive and other relief against Richard J. Greenlaw of Henniker, New Hampshire. The complaint alleges that Greenlaw violated the registration and antifraud provisions of the securities laws in the offer and sale of securities in the form of profit-sharing agreements and promissory notes.

According to the Commission's papers: Greenlaw obtained over \$600,000 from investors throughout New England, Florida, Michigan, Indiana, Kansas and Canada (the exact number of investors, the total amount of money raised and the location of all investors is not yet known); substantial sums of investors' monies were lost in undisclosed risky options trading; investors were not told that their funds were being used to pay off other investors or that their funds were used for Greenlaw's personal expenses.

In addition to injunctive relief, the Commission seeks an order preserving Greenlaw's records, an accounting of investors' proceeds, a freeze of Greenlaw's assets and a receiver. (SEC v. Richard J. Greenlaw, D.C.N.H., 1983). (LR-10132)

COMPLAINT NAMES CONNECTICUT INVESTMENT ADVISER

The Boston Regional Office filed a complaint in the U.S. District Court for the District of Connecticut against Investment Notes Research Group, Inc. (INRG) and James J. Reid. INRG is a registered investment adviser located in New Haven, Connecticut. Reid is the president and majority stockholder of INRG of Guilford, Connecticut. The complaint alleges violations of the antifraud, reporting and recordkeeping provisions of the Investment Advisers Act of 1940, the antifraud and margin provisions of the Securities Exchange Act of 1934, and the credit provisions of Regulation X adopted by the Board of Governors of the Federal Reserve System. The Commission's complaint seeks a temporary restraining order and preliminary and permanent injunctions against INRG and Reid.

The SEC alleges that from May 5, 1983 to date: INRG, aided and abetted by Reid, employed a scheme to defraud, by converting client funds to business and personal use, misrepresenting SEC regulations to clients and failing to inform clients that Reid had been terminated by a previous employer for cause; the defendants, while having custody and possession of client funds and securities, failed to report to clients what funds and securities were in custody, failed to deposit client funds in client bank accounts and failed to advise clients where client funds would be maintained; the defendants failed to keep proper records as required by the Advisers Act; and INRG, aided and abetted by Reid, failed to provide clients with a written disclosure statement, also required by the Advisers Act. (SEC v. Investment Notes Research Group, Inc. and James Joseph Reid, D.C. Conn., 1983). (LR-10133)

The Commission filed a complaint on September 26 in the U.S. District Court for the Northern District of California at San Jose, California against Raymond Kasser. Kasser consented to the entry of a Final Order without admitting or denying the allegations of the complaint. The complaint alleges that Kasser sold 5,000 shares of Warner Communications, Inc. common stock while in possession of inside information he obtained as chairman and chief executive officer of Atari, the principal Warner subsidiary. Specifically, the complaint alleges that Kasser knew: that the growth of Atari's income had ceased; that Atari's income was declining; the underlying events causing this reversal; and that Warner was about to issue a press release informing investors that Warner anticipated 1982 earnings substantially below previous expectations. The Final Order provides that Kasser shall not violate the antifraud provisions of the Exchange Act through insider trading and shall pay \$81,875 to purchasers of Warner common stock. (SEC v. Raymond Edward Kasser, USDC NC CA, Civil Action No. 83-20267). (LR-10137)

COMPLAINT NAMES DENNIS GROTH

The Commission filed a complaint on September 26 in the U.S. District Court for the Northern District of California at San Francisco against Dennis Groth of San Jose, California. The complaint alleges violations of the antifraud provisions of the securities laws by Groth through sales of Warner Communications Inc. securities while in possession of inside information concerning the principal Warner subsidiary, Atari. Groth sold 10,900 Warner warrants on November 17, 1982, 5,000 shares of Warner common stock on November 19, 1982 and 6,376 shares of Warner common stock on December 1, 1982 while in possession of material, nonpublic information learned through his duties as executive vice president and chief financial officer of Atari. The complaint alleges that by November 17, 1982, Growth knew: of a drastic reduction in Atari's forecast for the remainder of 1982; that the growth of Atari's income had ceased; that Atari's income was declining; and the underlying events causing this reversal. The complaint further alleges that Groth continued to learn of adverse developments through December 1, 1982. The complaint seeks an injunction barring Groth from further violations of the antifraud provisions and an order requiring him to disgorge all profits from his fraudulent securities transactions. (SEC v. Dennis Dale Groth, USDC ND CA, Civil Action No. 83-4534). (LR-10138)

INVESTMENT COMPANY ACT RELEASES

AMERICAN LEADERS FUND, INC.

The Commission has approved the terms of certain proposed offers of exchange and has granted exemptions from Section 22(d) of the Investment Company Act of 1940 and Rule 22d-1 in connection with those exchanges as requested by applications of: American Leaders Fund, Inc.; Federated High Income Securities, Inc.; Federated Tax-Free Income Fund, Inc.; Fund for U.S. Government Securities, Inc.; Government Money Instruments Trust; Money Market Instruments Trust; Money Market Management, Tax-Free Instruments Trust; other funds advised by subsidiaries of Federated Investors, Inc.; Federated Securities Corp.; and certain other funds sold through broker-dealers which are or may become parties to a dealer agreement with Federated Securities Corp. (Rel. IC-13530 - Sept. 26)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC pursuant to the Securities Act of 1933. The information noted below has been taken from the cover page and the facing sheet of the prospectus and registration statement and will appear as follows: Form, Name, address and phone number (if available) of the issuer of the security; Title and the number or face amount of the securities being offered; Name of the managing underwriter (if applicable); Whether the offering is a rights offering; File number and date filed; Assigned Branch; if the registration statement is a New Issue; and [S] denoting SHELF REGISTRATION pursuant to Rule 415.

(S-18) BYTE INDUSTRIES INCORPORATED, 21130 Cabot Blvd., Hayward, CA 94545 (415) 783-8272 - 900,000 shares of common stock. Underwriter: First Wilshire Securities Management, Inc. The company distributes microcomputer products. (File 2-86516-LA - Sept. 14) (Br. 9 - New Issue)

- (S-8) PACIFIC EXPRESS HOLDING, INC., 1103 Fortress St., Chico, CA 95926 (916) 893-6500 833,000 shares of common stock. (File 2-86679 Sept. 22) (Br. 3)
- (S-1) RADYNE CORP., 170 Wilbur Pl., Bohemia, NY 11716 (516) 567-8484 500,000 units.

 Underwriter: Hickey-Hober Incorporated. The company is engaged in the data communications industry. (File 2-86695 Sept. 23) (Br. 7 New Issue) [S]
- (S-8) CSX CORPORATION, P.O. Box C-32222, Richmond, VA 23261 (804) 782-1400 600,000 shares of common stock. (File 2-86697 Sept. 23) (Br. 5)
- (S-1) CELESTIAL SEASONINGS, INC., 1780 55th St., Boulder, CO 80301 (303) 449-3779 -910,000 shares of common stock. Underwriter: Goldman, Sachs & Co. The company is a manufacturer and marketer of herb teas. (File 2-86699 - Sept. 23) (Br. 1 - New Issue)
- (S-1) CERMETEK MICROELECTRONICS, INC., 1308 Borregas Ave., Sunnyvale, CA 94089 (408) 734-8150 - 1,470,000 shares of common stock. Underwriters: Dean Witter Reynolds Inc. and Drexel Burnham Lambert Incorporated. The company designs, develops, manufactures and markets low speed intelligent modems for use in computers. (File 2-86702 -Sept. 23) (Br. 7 - New Issue)
- (S-14) ALEXANDER ENERGY CORPORATION, Suite 350, Enterprise Plaza, 5600 North May Ave., Oklahoma City, OK 73112 (405) 840-5020 800,000 shares of common stock. (File 2-86703 Sept. 23) (Br. 3)
- (N-1A) FIDELITY SPECIAL SITUATIONS FUND, 82 Devonshire St., Boston, MA 02109 (617) 726-0200 - an indefinite number of shares. (File 2-86711 - Sept. 23) (Br. 17 -New Issue)
- (S-14) AURORA FIRST NATIONAL BANCORP, 340 Second St., Aurora, IN 47001 (812) 926-1700 130,400 shares of ocmmon stock. (File 2-86712 Sept. 23) (Br. 2 New Issue)
- (S-1) RENT-A-CENTER, INC., 9920 East Harry St., Wichita, KS 67207 (316) 686-7411 1,687,500 shares of common stock. Underwriter: Kidder, Peabody & Co. Incorporated. The company rents household durable goods. (File 2-86725 Sept. 23) (Br. 4 New Issue)
- (S-8) MACMILLAN, INC., 866 Third Ave., New York, NY 10022 (212) 702-3204 150,000 shares of common stock. (File 2-86726 Sept. 23) (Br. 2)
- (S-3) GREAT NORTHERN NEKOOSA CORPORATION, 75 Prospect St., Stamford, CT 06901 (203) 359-4000 65,000 shares of common stock. (File 2-86728 Sept. 23) (Br. 8)
- (S-1) INTEGRATED BARTERCREDIT CORP., 375 Park Ave., New York, NY 10152 (212) 355-4433 250,000,000 units. Underwriter: Southeast Securities of Florida, Inc., 5 Marine View Plaza, Hoboken, NJ 07030 (201) 963-4470, (212) 233-2772, or (800) 526-6057. The company plans to create a nationwide trade credit and distribution system among small and medium-sized businesses. (File 2-86729 Sept. 23) (Br. 6 New Issue) [S]
- (S-1) AIKEN CABLEVISION, LTD., 450 North Winstead Ave., Rocky Mount, NC 27801 (919) 934-4000 11,000 limited partnership interests. Underwriters: Interstate Securities Corporation and Carolina Securities Corporation. (File 2-86730 Sept. 23) (Br. 7 New Issue)
- (S-3) LLOYD'S ELECTRONICS, INC., 180 Raritan Center Pkwy., Edison, NJ 08818 (201) 225-2030 98,000 shares of common stock. The company designs, imports and markets home and portable audio entertainment products and markets calculators. (File 2-86731 Sept. 22) (Br. 3) [S]
- (N-2) BOETTCHER VENTURE CAPITAL PARTNERS, L.P., 828 Seventeenth St., Denver, CO 80201 (303) 628-8000 20,000 units of limited partnership interest. (File 2-86732 Sept. 26) (Br. 27 New Issue)
- (S-1) VAWTPOWER, INC., 9733 Coors Rd., N.W., Albuquerque, NM 87114 (505) 898-9536 1,000,000 units. Underwriter: Sherman, Fitzpatrick & Co., Inc., 131 Mineola Blvd., Mineola, NY 11501. The company is engaged in manufacturing and marketing electricity-generating vertical axis wind turbines. (File 2-86734 Sept. 26) (Br. 9 New Issue) [S]