

# sec news digest

Issue 83-224

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U.S. SECURITIES AND EXCHANGE COMMISSION  
November 21, 1983

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## RULES AND RELATED MATTERS

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### COMMENTS REQUESTED ON RULE 29

The Commission requests comments on Rule 29 under the Rules of Practice, 17 CFR 201.29. The rule relates to applications by barred individuals for consent to associate with a registered broker, dealer, municipal securities dealer, investment adviser or investment company. The rule will set forth the procedures to be followed by certain individuals who are barred by Commission order, and thereafter submit an application to the Commission for consent to associate or to change the terms and conditions of association, with a registered broker, dealer, municipal securities dealer, investment adviser, or investment company.

Comments should be submitted in triplicate to the Office of the Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549, no later than 30 days after publication in the Federal Register. (Rel. 34-20393)

FOR FURTHER INFORMATION CONTACT: Mary A. Binno at (202) 272-2318 or  
Philip L. Sbarbaro at (202) 272-2240

### RULE ADOPTED PROHIBITING BROKER-DEALERS FROM USING CERTAIN PREDISPUTE ARBITRATION CLAUSES

The Commission adopted a rule that prohibits broker-dealers from using predispute arbitration clauses in customer agreements that purport to bind public customers to the arbitration of claims arising under the securities laws. The rule also requires broker-dealers to disclose to existing public customers that they are not precluded by such clauses from judicial recourse with respect to those claims. The purpose of this rule is to ensure that public customers are not misled concerning such recourse. (Rel. 34-20397)

FOR FURTHER INFORMATION CONTACT: Robert A. Love at (202) 272-2792

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## COMMISSION ANNOUNCEMENTS

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### PHASE-IN PROGRAM FOR OPTIONS ON NARROW-BASED STOCK INDICES

To provide for the orderly introduction of options on narrow-based stock indices, the Commission issued a statement of general policy under which it states that it is limiting each self-regulatory organization seeking to trade narrow-based index options to a maximum of two such contracts until February 1, 1984. (Rel. 34-20396)

FOR FURTHER INFORMATION CONTACT: Alden Adkins at (202) 272-2418

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## CIVIL PROCEEDINGS

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### COMPLAINT NAMES ELECTROMEDICS, INC., OTHERS

The Commission today filed a civil action for injunctive and other equitable relief in the U.S. District Court for the District of Columbia against Electromedics, Inc., Terry L. Clark, and F. James Lynch, Jr., all located in or around Denver, Colorado, alleging violations of the antifraud, reporting and accounting provisions of the securities laws. Without admitting or denying the allegations in the complaint, Electromedics and Clark consented to the entry of Final Judgments of Permanent Injunction and other Equitable Relief, and Lynch consented to the entry of a Final Order.

The complaint alleges that: during its 1981 fiscal year and continuing in its 1982 fiscal year, Electromedics misrepresented to its shareholders and the public its financial condition and net income; beginning in January 1981 and continuing until June 1982, Clark caused false and unsupported journal entries to be made to Electromedics' general ledger causing overstatements of the Company's inventory and understatements of its costs of sales; Lynch failed to heed warnings from certain Company employees that Electromedics' inventory was overstated on its books and that Clark was making adjusting journal entries that were unsupported; and in 1983, subsequent to an internal investigation, Electromedics restated its affected financial statements. (SEC v. Electromedics, Inc., et al., USDC DC, Civil Action No. 83-3492). (LR-10204)

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## INVESTMENT COMPANY ACT RELEASES

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### SEI FINANCIAL SERVICES COMPANY

A notice has been issued giving interested persons until December 12 to request a hearing on an application of Institutional Telephone Trust, First Exchange Series and Subsequent Series, registered under the Investment Company Act of 1940 as a unit investment trust, and SEI Financial Services Company, its sponsor, for an order exempting them from the provisions of Sections 7(c), 14(a) and 19(b) of the Act and Rule 19b-1. (Rel. IC-13630 - Nov. 18)

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## HOLDING COMPANY ACT RELEASES

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### AMERICAN ELECTRIC POWER COMPANY

A notice has been issued giving interested persons until December 13 to request a hearing on a proposal by the American Electric Power Company, Inc. (AEP), a registered holding company, to issue short-term notes during 1984 to banks and to a commercial paper dealer, in an aggregate amount outstanding at any one time of \$165 million. AEP also proposes to make capital contributions to subsidiaries in an amount of \$182 million. Columbus and Southern Ohio Electric, Indiana & Michigan Electric Company, Kentucky Power Company, Kingsport Power Company, and Michigan Power Company, subsidiaries of AEP, also propose to issue short-term notes in a combined amount of \$354.5 million. An exception from competitive bidding has been requested for the sale of commercial paper notes. (Rel. 35-23134 - Nov. 18)

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## SELF-REGULATORY ORGANIZATIONS

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### EFFECTIVENESS OF PROPOSED RULE CHANGE

A rule change filed by the National Securities Clearing Corporation (SR-NSCC-83-12) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. The proposed rule change enables NSCC to act as a collection agent for self-regulatory organizations and security industry groups. The rule change also makes technical adjustments to NSCC's Fee Structure. (Rel. 34-20394)

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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 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 under Rule 415.

(S-18) SACON LTD., Suite 1400, 157 West 57th St., New York, NY 10019 (212) 765-1920 - 2,000,000 units. Underwriter: RLR Securities Group, Inc., 7539 West Oakland Park Blvd., Lauderhill, FL 33319. The company is a diversified entertainment company. (File 2-87739-NY - Nov. 8) (Br. 3 - New Issue)

- (S-6) THE TAX-EXEMPT TRUST, SHORT TERM SERIES 1, One Battery Park Plaza, New York, NY 10004 - an indefinite number of units. Depositor: E.F. Hutton & Company Inc. (File 2-87809 - Nov. 15) (Br. 18 - New Issue)
- (S-1) WESTERN FINANCIAL CORPORATION, 715 Merchant St., Emporia, KS 66801 - 440,000 shares of common stock. (File 2-87866 - Nov. 16) (Br. 2 - New Issue) [S]
- (S-6) MULTISTATE TAX EXEMPT UNIT TRUST, SERIES 1, One New York Plaza, New York, NY 10004 - 10,000 units. Depositors: Moseley, Hallgarten, Estabrook & Weeden Inc., One New York Plaza, New York, NY 10004, and Advest, Inc. (File 2-87900 - Nov. 17) (Br. 18 - New Issue)
- (N-1A) MERRILL LYNCH CORPORATE CASH FUND, INC., 633 Third Ave., New York, NY 10017 (212) 692-2939 - an indefinite number of shares of common stock. (File 2-87901 - Nov. 17) (Br. 17 - New Issue)
- (S-6) MASSACHUSETTS TAX EXEMPT UNIT TRUST, DISCOUNT SERIES 3, 60 State St., Boston, MA 02109 - 13,000 units. Depositor: Moseley, Hallgarten, Estabrook & Weeden Inc. (File 2-87902 - Nov. 17) (Br. 16 - New Issue)
- (S-1) BARRIER SCIENCE & TECHNOLOGY, INC., 200 East Main St., Port Jervis, NY 12771 (914) 856-6633 - 1,000,000 units. Underwriter: Fitzgerald, DeArman & Roberts, Inc. The company is engaged in the manufacture and marketing of cleaning, sanitizing and maintenance chemical specialty products. (File 2-87903 - Nov. 17) (Br. 1 - New Issue)
- (S-3) CREDITRIFT FINANCIAL CORPORATION, 601 N.W. Second St., Evansville, IN 47708 (812) 424-8031 - \$100 million of senior notes, due December 1, 1993. Underwriter: Merrill Lynch Capital Markets. The company engages in the consumer finance and related credit life, credit accident and health and casualty insurance businesses. (File 2-87904 - Nov. 17) (Br. 1) [S]
- (S-8) CAMERON IRON WORKS, INC., 13013 Northwest Freeway, Houston, TX 77040 (713) 939-2211 - 256,410 shares of common stock. (File 2-87905 - Nov. 17) (Br. 3)
- (S-15's) ALLIED BANCSHARES, INC., 7th Floor, Allied Bank Plaza, 1000 Louisiana St., Houston, TX 77002 (713) 224-6611 - 1,462,698; 70,725 shares of common stock. (File 2-87906; 2-87907 - Nov. 17) (Br. 1)
- (S-3) THE UPJOHN COMPANY, 7000 Portage Rd., Kalamazoo, MI 49001 (616) 323-4000 - \$40 million of adjustable rate industrial revenue bonds, 1983 Series A. Underwriters: Salomon Brothers Inc. and Morgan Stanley & Co. Incorporated. The company is a manufacturer and marketer of pharmaceuticals, health services, chemicals, seeds and agricultural specialties. (File 2-87908 - Nov. 17) (Br. 4)
- (S-14) ALANCO LTD., 4143 North 12th St., Phoenix, AZ 85014 (602) 264-1244 - 4,000,000 shares of common stock. (File 2-87909 - Nov. 15) (Br. 5 - New Issue)
- (S-8) SYSTEMS & COMPUTER TECHNOLOGY CORPORATION, Great Valley Corporate Center, Four Country View Rd., Malvern, PA 19355 (215) 647-5930 - 1,540,232 shares of common stock. (File 2-87911 - Nov. 17) (Br. 9)
- (N-1) THE VALUE LINE TAX EXEMPT FUND, INC., 711 Third Ave., New York, NY 10017 (212) 687-3965 - an indefinite number of shares of capital stock. (File 2-87913 - Nov. 17) (Br. 16 - New Issue)
- (S-6) EMPIRE STATE MUNICIPAL EXEMPT TRUST, SERIES 57, 6 East 43rd St., New York, NY 10017 - 13,000 units. Depositors: Glickenhau & Co., 6 East 43rd St., New York, NY 10017, Lebenthal & Co., Inc. and Moseley, Hallgarten, Estabrook & Weeden Inc. (File 2-87914 - Nov. 17) (Br. 16 - New Issue)
- (S-14) CITIZENS FINANCIAL GROUP, INC., 100 Circle Dr., New Haven, MO 63068 (314) 237-3051 - 1,000 shares of common stock. (File 2-87915 - Nov. 17) (Br. 2 - New Issue)
- (S-1) FRIES ENTERTAINMENT, INC., 9200 Sunset Blvd., Suite 700, Los Angeles, CA 90069 (213) 859-9957 - 1,212,000 shares of common stock. Underwriter: L.F. Rothschild, Unterberg, Towbin. The company develops and produces made-for-television movies, mini-series and series. (File 2-87916 - Nov. 17) (Br. 3 - New Issue)
- (S-3) GUARANTEED MORTGAGE CORPORATION, 4380 South Syracuse St., Suite 200, Denver, CO 80237 (303) 694-6290 - \$300 million (approximate) of GNMA-collateralized bonds, Series Q. (File 2-87917 - Nov. 17) (Br. 1) [S]

- (S-6) THE FIRST TRUST OF INSURED MUNICIPAL BONDS, SERIES 112, 300 West Washington St., Chicago, IL 60606 - an indefinite number of units. Depositor: Clayton Brown & Associates, Inc. (File 2-87919 - Nov. 17) (Br. 18 - New Issue)
- (S-6's) NUVEEN TAX-EXEMPT BOND FUND, SERIES 287; MULTI-STATE, SERIES 117, 209 South LaSalle St., Chicago, IL 60604 - an indefinite number of units. Depositor: John Nuveen & Co. Incorporated. (File 2-87920; 2-87921 - Nov. 17) (Br. 18 - New Issues)
- (S-2) STEIGER TRACTOR, INC., 406 Main Ave., Fargo, ND 58126 (701) 293-4400 - 950,000 shares of common stock. Underwriters: Dean Witter Reynolds Inc. and Piper, Jaffray & Hopwood Incorporated. The company manufactures and markets agricultural tractors. (File 2-87922 - Nov. 17) (Br. 4)
- (S-1) NPS TECHNOLOGIES GROUP, INC., One Harmon Plaza, Secaucus, NJ 07094 (201) 865-6550 - 35,000 units. Underwriter: Drexel Burnham Lambert Incorporated. The company provides a broad range of design, engineering, fabrication, construction, testing, plant betterment and maintenance, modification and consulting services to the domestic electric utility industry. (File 2-87923 - Nov. 17) (Br. 10 - New Issue) [S]
- (S-1) CLOVER MINI-MARTS, INC., 306 East Tyler St., Tampa, FL 33602 (813) 229-3719 - 2,650 units (minimum)/5,300 units (maximum). Underwriter: American Commercial Securities Corporation, 300 West Wendover, Greensboro, NC 27405. (File 2-87924 - Nov. 17) (Br. 1 - New Issue)
- (S-14) AMERICAN EXPRESS COMPANY, American Express Plaza, New York, NY 10004 (212) 323-2000 - 11,500,000 common shares. (File 2-87925 - Nov. 17) (Br. 2)
- (S-3) THE DETROIT EDISON COMPANY, 2000 Second Ave., Detroit, MI 48226 (313) 237-8000 - 6,000,000 shares of common stock. Underwriter: Morgan Stanley & Co. Incorporated. The company is engaged in the generation, purchase, transmission, distribution and sale of electric energy. (File 2-87927 - Nov. 18) (Br. 8)
- (S-3) GULF STATES UTILITIES COMPANY, 350 Pine St., Beaumont, TX 77701 (409) 838-6631 - 450,000 shares of dividend preferred stock, \$100 par value. Underwriters: Merrill Lynch Capital Markets, Drexel Burnham Lambert Incorporated, Kidder, Peabody & Co. Incorporated and Salomon Brothers Inc. The company generates electric energy. (File 2-87928 - Nov. 18) (Br. 8) [S]
- (S-3) NATIONAL CONVENIENCE STORES INCORPORATED, 100 Waugh Dr., Houston, TX 77007 (713) 863-2200 - \$50 million of convertible subordinated debentures, due December 1, 2008. Underwriter: Merrill Lynch Capital Markets. The company operates specialty convenience stores. (File 2-87929 - Nov. 18) (Br. 1)
- (S-1) OGDEN MARINE, INC., 280 Park Ave., New York, NY 10017 (212) 949-4500 - 19,825,000 shares of common stock. The company conducts ocean transport activities. (File 2-87930 - Nov. 18) (Br. 4 - New Issue)
- (S-8) GENERAL DATACOMM INDUSTRIES, INC., One Kennedy Ave., Danbury, CT 06810 (212) 371-5400 - 120,000 shares of common stock. (File 2-87931 - Nov. 18) (Br. 8)
- (S-8) AIA INDUSTRIES, INC., 2655 Philmont Ave., Huntingdon Valley, PA 19006 (215) 938-0300 - 200,000 shares of common stock. (File 2-87932 - Nov. 18) (Br. 3)
- (S-3) THE CHESAPEAKE CORPORATION OF VIRGINIA, West Point, VA 23181 (804) 843-5000 - 200,000 shares of common stock. Underwriters: Goldman, Sachs & Co. and Wheat, First Securities, Inc. The company manufactures and sells paperboard, paper, market pulp, corrugated containers, lumber, plywood and housing components. (File 2-87933 - Nov. 18) (Br. 8) [S]
- (S-3) FLORIDA PROGRESS CORPORATION, 270 First Avenue South, St. Petersburg, FL 33701 (813) 895-1700 - 2,400,000 shares of common stock. Underwriters: Kidder, Peabody & Co. Incorporated and Merrill Lynch Capital Markets. (File 2-87934 - Nov. 18) (Br. 8) [S]
- (S-8) NATIONAL HEALTH CORPORATION, 814 South Church St., Murfreesboro, TN 37130 (615) 896-5921 - 275,000 shares of common stock. (File 2-87935 - Nov. 18) (Br. 6)
- (S-14) AMERICAN PHYSICIANS SERVICE GROUP, INC., 2505 Turtle Creek Blvd., Dallas, TX 75219 (214) 559-4800 - 1,109,666 shares of common stock and 4,500 shares of Series A convertible preferred stock. (File 2-87936 - Nov. 18)
- (S-1) HOGAN SYSTEMS, INC., 5080 Spectrum Dr., Suite 400E, Dallas, TX 75248 (214) 386-0020 - 875,000 shares of common stock. Underwriters: Hambrecht & Quist Incorporated and

Alex. Brown & Sons. The company develops, markets, maintains and supports an integrated line of standard banking applications software programs. (File 2-87937 - Nov. 18) (Br. 9)

(S-8) TELE-COMMUNICATIONS, INC., 54 Denver Technological Center, 5455 South Valentia Way, Englewood, CO 80111 (303) 771-8200 - 500,000 shares of Class A common stock and 150,000 shares of Class B common stock. (File 2-87938 - Nov. 18) (Br. 7)

(S-1) FRANK B. HALL & CO. INC., 549 Pleasantville Rd., Braircliff Manor, NY 10510 (914) 769-9200 - 100,000 shares of preferred stock, and 2,116,863 shares of common stock. The company is engaged in a general insurance brokerage and agency business. (File 2-87939 - Nov. 18) (Br. 9) [S]

## ACQUISITIONS 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 prior percent owned; and Column 7 - the status of the filing, i.e., new, update, or revision.

		FORM	EVENT DATE	SHRS(000)X %OWNED	CUSIP/ PRIOR%	FILING STATUS
AMERICAN FURNITURE INC ADAMS JOHN K	COM	13D	12/ 1/82	73 3.0	02630310 11.0	UPDATE
AMERICAN FURNITURE INC BROCK ARNOLD R	COM	13D	12/ 1/82	3 0.1	02630310 8.7	UPDATE
COMMONWEALTH SVGS & LN ASS F HARVISON JOHN H JR	COM	13D	11/ 7/83	118 6.6	20327010 6.0	UPDATE
FARM FISH INC DELTA INDUSTRIES	COM	13D	11/ 2/83	248 31.5	30766810 27.9	UPDATE
KIDDE INC TELEDYNE INC ET AL	COM	13D	11/ 7/83	5,690 29.3	49378210 27.0	UPDATE
LL & E RTY TR SECOND CRESCENT INVESTMENT	UNIT BEN INT	13D	11/10/83	1,860 9.8	50200310 11.0	UPDATE
LIVESTOCK FINL CORP GOLD BANKOFF MICHAEL S	COM	13D	11/ 9/83	5,855 71.6	53837510 0.0	NEW
RESOURCE EXPL INC OXFORD OIL COMPANY	COM	13D	11/ 1/83	386 7.4	76120940 7.3	UPDATE
WILLIAMS ELECTRS INC CAPITAL CONSULTANTS ET AL	COM	13D	10/31/83	811 10.8	96990110 10.9	UPDATE

## RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Section (in ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

COMPANY	ITEMS NO.	DATE	
AMERICAN SPORTS ADVISORS INC	2,7	09/13/83	
ANDROS ANALYZERS INC	5	10/20/83	
BASIC AMERICAN MEDICAL INC	2,7	11/09/83	
COMMODORE CORP	5,7	10/27/83	
COMPUTER & COMMUNICATIONS TECHNOLOGY COR	5,7	11/07/83	
CONSOLIDATED CAPITAL PROPERTIES	5,7	10/14/83	
CRONUS INDUSTRIES INC	2,7	10/28/83	
FIRST AMERICAN CORP /TN/	2,7	11/05/83	
FIRST VERMONT FINANCIAL CORP	4	10/26/83	
FUTURESAT INDUSTRIES INC	2,5,7	10/01/83	
GENERAL PUBLIC UTILITIES CORP /PA/	5	10/11/83	
IMPERIAL CORP OF AMERICA	5	10/20/83	
INDIANA NATIONAL CORP	5	11/03/83	
IOTA INDUSTRIES INC	3	10/01/83	
JERSEY CENTRAL POWER & LIGHT CO	5	10/11/83	
MARLINE OIL CORP	2,5,7	10/26/83	
MCNEIL PENSION INVESTMENT FUND LTD	2,7	10/26/83	
METROPOLITAN EDISON CO	5	10/11/83	
MIDWESTERN UNITED LIFE INSURANCE CO	5	10/24/83	
MOBILE COMMUNICATIONS CORP OF AMERICA	2	08/31/83	AMEND
PENNSYLVANIA ELECTRIC CO	5	10/11/83	
POREX TECHNOLOGIES CORP	1,5,7	10/24/83	
REALMARK PROPERTY INVESTORS LTD PARTNERS	2,7	11/09/83	
RESOURCE EXPLORATION INC	5	04/20/83	
ROVAC CORP	1	10/31/83	AMEND
SCIENCE MANAGEMENT CORP	2,7	10/20/83	
SECURITY NATIONAL CORP	4,7	10/26/83	
SOUTH FORK OIL & GAS CO	2,5,7	10/20/83	
TEXAS FEDERAL FINANCIAL CORP	2,7	10/28/83	
TEXAS INTERNATIONAL CO	5,7	10/28/83	
UNITED WESTERN CORP	5,7	10/21/83	
UNIVERSAL MONEY CENTERS INC	7	10/17/83	AMEND
VERMONT RESEARCH CORP/NEW	5	10/26/83	
YUBA NATURAL RESOURCES INC	5,7	11/03/83	

## EXEMPT FILINGS PURSUANT TO REGULATIONS A AND F

The following Offering Statements (Form 1-A) and Notifications (Form 1-F) have been filed with the SEC pursuant to Regulation A and Regulation F, respectively, under the Securities Act of 1933. The information noted below has been taken from the offering statement or notification 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); jurisdictions in which the offering is proposed to be made indicated by the two letter abbreviation for each state; and file number and the date filed.

- 1-A Xytec International Industries, Inc., 433 Airport Boulevard, Suite 211, Burlingame, CA 94010 - 300,000 shares common stock - Underwriters: Evans Llewellyn Securities, Inc., 405 - 114th Ave. S.E., Bellevue, WA 98004 and Diehl Speyer & Brown, 1201 Dove St., Suite 570, Newport Beach, CA 92660 - Jurisdictions: CA, CO, CT, FL, NJ, NY, OR, TX, UT and WA - (24S-2920 - Oct. 20).
- 1-A Wendt Laboratories, Inc., 100 Nancy Dr., Belle Plaine, MN 56011 - 6,000,000 shares common stock - Jurisdictions: MN, CO and NY - (24C-4224 - Oct. 28)
- 1-A Summernight Productions, Ltd., 2345 North Academy Boulevard, Suite 218, Colorado Springs, CO 80909 - 2,900 units of Ltd. Partnership Interests at \$500/unit - Jurisdictions: CO, WY, NJ, NY and NV - (24D-3691 - Oct. 27)
- 1-A Medical Safetec, Inc., 821 North Illinois Street, Indianapolis, IN 46204 - 133,333 shares common stock - Underwriter: Thurston, Shumaker, Miller & Burke, Inc., 133 Circle Tower Building, Indianapolis, IN 46204 - Jurisdictions: IN, IL, GA and NY - (24C-4223 - Oct. 26)
- 1-A Hardware Wholesalers Inc., P.O. Box 868, Nelson Road, Fort Wayne, Indiana 48801 - 9,000 shares common stock and 1,000 shares non-voting common stock - Jurisdictions: AL, AR, CO, DE, FL, GA, IL, IN, IA, KS, KY, LA, MD, MI, MN, MS, MO, NB, NM, NY, ND, OH, OK, PA, SC, SD, TN, TX, VA, WV & WI - (24C-4225 - Oct. 31)
- 1-A Security Technology Corp., 416 Main Street, Metuchin, NJ 08840 - 300,000 shares - Underwriter: Pars Securities, Inc., 358 Pennington Ave., Passaic, New Jersey 07055 - Jurisdiction: NJ - (24NY-8583- Oct. 31)
- 1-A Comprehensive Cancer Care Corp., 11 New Street, Englewood Cliffs, NJ 07632 - 2,250,000 shares common stock - Jurisdictions: CA, CO, CT, DC, FL, GA, LA, ME, MD, MA, NV, NH, NJ, NY, PA, UT, VT and VA - (24NY-8584 - Oct. 31)
- 1-A The Daughters Co., A Ltd. Partnership, c/o Margery Klain Associates, 2107 Locust Street, Philadelphia, PA 19103 - \$300,000 in Limited Partnership Interests - Jurisdictions: NY, PA and IN - (24NY-8582 - Oct. 28)
- 1-A Big Cheese Pizza of New Orleans, Ltd., 1877 North Rock Rd., Wichita, KS 67206 - 1,500 units of Limited Partnership Interests at \$1,000/unit - Underwriter: United Securities Inc., 444 One Twenty Building, Wichita, KS 67202 - Jurisdictions: KS - (24FW - 1754 - Oct. 31)
- 1-A Charo Resources, Inc., 14114 Dallas Parkway, Suite 620, Dallas, TX 75240 - 1,500,000 shares common stock - Jurisdictions: TX, OK, KS, CO, IL, AR, MI, NY and MO - (24 FW - 1753 - Oct. 24)
- 1-A Meidinger, Inc. 2600 Meidinger Tower, Louisville Galleria, Louisville, Kentucky 40202: 54,015 shares common stock pursuant to employees stock purchase plan - Jurisdictions: AL, CT, GA, IL, IN, KS, KY, MD, MA, MN, MO, NJ, NY, NC, OH, PA, TN, TX, VA and DC - (24C-4218 - Sept. 27)
- 1-A Bankvermont Corp. 148 College Street, Burlington, Vermont 05401 - \$100,000 interests in Employee Stock Savings Plan - Jurisdictions: VT - (24B-2054 - Sept. 15)
- 1-A Brevik/Whyte Equity Investors, Ltd. 1148 Broadway Plaza, Suite 260, Tacoma, Washington 98403 - 920 Limited Partnership Interests @ \$1,000/unit and \$250,000 12% Secured Subordinated Debentures - Jurisdictions: OR and WA - (24S-2917 - Sept. 19)
- 1-A Electronic Pizza Associates I, Suite 220, 4825 LBJ Freeway, Dallas, Texas 75234 - \$1,500,000 in Limited Partnership Units - Underwriter: GCA Investment Corp., 932 Ward Ave., Suite 480, Honolulu, Hawaii 96814 - Jurisdictions: TX, MO, KS, CA and HI - (24FW-1752 - Sept. 21)

EXEMPT FILINGS UNDER RULE A AND F CONT.

- 1-A Cadline Inc., 1872 Brummel Ave., Elk Grove Village, Illinois 60007 - 485,512 shares of Junior Common Stock - Jurisdictions: CA, IL, GA, MD, WI, MA, MI, OH, NJ and IA - (24C-4217 - Sept. 16)
- 1-A The Apparel Club, Inc., 5003 North 7th Street, Phoenix, AZ 85014 - 1,500,000 shares common stock - Underwriter: Rennie & Co. Inc. 3030 E. Camelback Rd, Suite 120, Phoenix, AZ 85016 - Jurisdictions: AZ, CO, NY, PA, NV, UT, NJ and FL - (24LA-0235 - Sept. 26)
- 1-A American Hardware Supply Co, Grant Street, East Butler, PA 16029 - 5000 shares common stock - Jurisdictions: AL, AR, CT, DE, FL, GA, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NY, NC, OH, OK, PA, RI, SC, TN, TX, VT, VA, WV, WI, Puerto Rico, DC, Bermuda, Bahamas, Virgin Islands, other Caribbean Islands, Central and South America, Kuwait and South Africa - (24W-3347 - Sept. 26).
- 1-A Gainer Minerals, Ltd., 1306 Washington Mutual Bldg., Spokane, WA 99201 - 1,000,000 shares common stock - Underwriter: Crable Securities, Inc., 1306 Washington Mutual Bldg., Spokane, WA 99201 - Jurisdictions: WA, NY, UT, NV, NJ, ID and CD - (24S-2918 - Sept. 27)
- 1-A Builders Finance, Inc., 1055 East Wayzata Blvd., Wayzata, MN 55391 - \$1,500,000  $\frac{7}{8}$  Subordinated Debentures Due 1993 - Underwriter: Offerman & Co. Inc., 5100 Gamble Dr., Minneapolis, MN 55481 - Jurisdictions: AL, AZ, CO, FL, IL, IA, KS, LA, MI, MN, MO, NC, ND, OH, OK, PA, SC, SD, TX, VA, WV, WI AND WY - (24C-4222 - Oct. 11)
- 1-A AMI Real Estate Investments - II, P.O. Box 9902, Chevy Chase, MD 20815 - 150 Limited Partnership Interest @ \$1,000 per unit - Jurisdictions: MD, KS and DC - (24W-3348 - Oct. 12)
- 1-A Flapjack Foods International Inc., 11995 Single Tree Lane, Eden Prairie, MN 55344 - 367,680 shares common stock and 367,680 warrants - Jurisdiction: MN (24C-4221 - Oct. 4)
- 1-A The SEEDS Ltd. Partnership, c/o Richard Horner Associates, Ltd. 65 West 55th St., New York, NY 10019 - \$600,000 in Ltd. Partnership Interests - Jurisdictions: NY, NJ, PA and CT - (24NY-8580 - Oct. 14)
- 1-A Mastercolor Transfer Inc., 333 West 52nd St., New York, NY 10019 - 500,000 shares common stock - Underwriter: S.B. Cantor & Co., Inc., 79 Wall street, New York, New York 10005 - Jurisdictions: NY, NJ, CT, CO, UT and NV - (24NY-8581 - Oct. 20)
- 1-A Dennison, Inc., 2040 Avenue of the Stars, Suite 400 Los Angeles, CA 90067 - \$1,000,000 in shares of common stock - Jurisdictions: NY, NJ, CT, CO, NV, FL, DE, MD, GA, UT, DC - (24LA-0237 - Oct. 12)