

# sec news digest

Issue 85-144

JUL 29 1985

July 26, 1985

U.S. SECURITIES AND  
EXCHANGE COMMISSION

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## ADMINISTRATIVE PROCEEDINGS

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### NASD'S BAR FROM ASSOCIATED WITH A MEMBER FIRM AFFIRMED

The Commission affirmed the NASD's action that, in effect, barred certain persons from association with Exchange Services Inc. (ESI), an NASD member. ESI argued that its associated persons, employed as order takers, were exempt from the registration requirements of Part III of Schedule C of the NASD By-Laws because the limited nature of their duties fit within the exemption in Part V of Schedule C. Alternatively, ESI asserted that the limited nature of the duties performed by the associated persons should entitle them to a waiver of the examination requirement.

The NASD did not allow the order takers to become associated with ESI under Part V of Schedule C because it determined that they perform duties beyond the scope allowed under Part V of Schedule C and the associated persons were not eligible for a waiver of the examination requirement of Schedule C. The NASD concluded that, based on the failure of the order takers to comply with Schedule C of the By-Laws, the order takers could not be associated with ESI.

The Commission found that the NASD applied Schedule C in a manner consistent with the purposes of the Act. (Rel. 34-22245)

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## CIVIL PROCEEDINGS

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### COMPLAINT NAMES CONTEXT INDUSTRIES, INC.

The Commission filed a civil injunctive action on July 24 in the U.S. District Court for the District of Columbia against Context Industries, Inc. of Miami, Florida. The complaint alleges violations of the reporting provisions of the securities laws and seeks a Judgment of Permanent Injunction and Other Equitable Relief.

The Commission alleges that Context, as part of a continuing course of violative conduct, failed to file its Annual Report on Form 10-K for its fiscal year ended December 31, 1984, and its Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 1985. The Commission requests that the Court order Context to file its delinquent Annual and Quarterly Reports and enjoin it from further violations of the reporting provisions of the securities laws. (SEC v. Context Industries, Inc., USDC DC, Civil Action No. 85-2380). (LR-10832)

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## CRIMINAL PROCEEDINGS

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### TWENTY-YEAR SENTENCE FOR SECURITIES LAW VIOLATOR

The Seattle Regional Office announced that on June 28 Judge Walter McGovern, U.S. District Court for the Western District of Washington, sentenced Harry Herbert March to four consecutive five year sentences upon conviction on counts of wire fraud, securities fraud (two counts) and mail fraud. As a result of conviction on a count of interstate transportation of stolen property, March was placed on probation to begin after his prison sentence and ordered to pay restitution to his victims of \$180,894. The sentence stemmed from a criminal trial occasioned by a fraudulent commodities investment scheme which March ran from 1982 through 1984. (U.S. v. Harry Herbert March, CR85-44M). (LR-10831)

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## INVESTMENT COMPANY ACT RELEASES

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### PRUDENTIAL-BACHE SECURITIES INC.

A notice has been issued giving interested persons until August 19 to request a hearing on an application by Prudential-Bache Securities Inc. for an order exempting existing and future Prudential-Bache Mutual Funds from the provisions of Section 22(d) of the Investment Company Act to permit the proposed waiver of a contingent deferred sales load on certain redemptions of their shares. (Rel. IC-14647 - July 25)

### FRANKLIN LAKESHORE LIMITED PARTNERSHIP

A notice has been issued giving interested persons until August 19 to request a hearing on an application by Franklin Lakeshore Limited Partnership and its general partner, Milk Street Residential Limited Partnership IV, for an order exempting the Partnership from all provisions of the Investment Company Act. (Rel. IC-14648 - July 25)

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## TRUST INDENTURE ACT RELEASES

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### ITT FINANCIAL CORPORATION

A notice has been issued giving interested persons until August 19 to request a hearing on an application by ITT Financial Corporation under Section 310(b)(1)(ii) of the Trust Indenture Act of 1939. The application declares that the trusteeship of BankAmerica Trust Company of New York (BATNY), under the following indentures qualified under the Act, is not so likely to involve a material conflict of interest as to make it necessary to disqualify BATNY from acting as trustee under such indentures. The indentures are: (1) an ITT indenture dated July 1, 1983 relating to debt securities to be issued by ITT from time to time, and a supplement thereto dated November 15, 1984 (as supplemented, the Shelf Indenture), under which ITT issued its 11-3/8% senior notes, due November 15, 1987; and (2) an indenture dated June 15, 1976 between ITT and Manufacturers Hanover Trust Company relating to ITT's 9-5/8% senior debentures, due June 15, 1996, for which BATNY accepted the successor trusteeship from Manufacturers on December 28, 1983 (the 1976 Indenture). (Rel. TI-1008)

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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-18 FORELAND CORP, 2668 GRANT AVE # 105, OGDEN, UT 84401 (801) 621-1035 - 3,000,000 (\$3,000,000) COMMON STOCK. 300,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 300,000 (\$375,000) COMMON STOCK. (FILE 2-98904-D - JUL. 10) (BR. 10 - NEW ISSUE)
- S-18 AMERICAN KEFIR CORP, 4-22 SECOND ST, FAIRLAWN, NJ - 1,150,000 (\$2,300,000) COMMON STOCK. 1,000,000 (\$2,500,000) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. (FILE 2-98972-NY - JUL. 12) (BR. 4 - NEW ISSUE)
- N-1A ALLEGRO GROWTH FUND INC, DOWS BLDG SIXTH FL, CEDAR RAPIDS, IA 52401 (319) 366-8400 - INDEFINITE SHARES. (FILE 2-98986 - JUL. 15) (BR. 18)
- S-18 BRASS GALLERIES INC, HWY 47 NORTH, P O BOX 382, BAY MINETTE, AL 36507 (205) 937-2690 - 10,000,000 (\$1,000,000) COMMON STOCK. 20,000,000 (\$3,700,000) COMMON STOCK. 1,000,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 1,000,000 (\$120,000) WARRANTS, OPTIONS OR RIGHTS. 2,000,000 (\$370,000) COMMON STOCK. (FILE 2-98988-A - JUL. 15) (BR. 1 - NEW ISSUE)
- S-18 SUNSET ASSOCIATES A LTD PARTNERSHIP, 322 ROUTE 46 WEST, PARSIPPANY, NJ 07054 (201) 882-5050 - 150 (\$6,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 2-98991-NY - JUL. 12) (BR. 5 - NEW ISSUE)
- S-18 HEALTH DIMENSIONS OF COLORADO INC, 669 CITADEL DR EAST, COLORADO SPRINGS, CO 80909 (303) 597-8400 - 200,000 (\$2,000,000) COMMON STOCK. (FILE 2-99027 - JUL. 17) (BR. 6 - NEW ISSUE)

- S-1 DIAMOND SHAMROCK OFFSHORE PARTNERS LTD, 2001 ROSS AVE, DALLAS, TX 75201  
(214) 979-5000 - 5,750,000 (\$126,500,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 2-99029 - JUL. 17) (BR. 3 - NEW ISSUE)
- S-3 HALL FRANK B & CO INC, 549 PLEASANTVILLE RD, BRIARCLIFF MANOR, NY 10510  
(914) 769-9200 - 1,000,000 (\$28,375,000) COMMON STOCK. (FILE 2-99032 - JUL. 17) (BR. 9)
- S-3 HEILEMAN G BREWING CO INC /WI/, 100 HARBORVIEW PLZ, LA CROSSE, WI 54601  
(608) 785-1000 - 345,000,000 (\$86,250,000) STRAIGHT BONDS. (FILE 2-99033 - JUL. 17) (BR. 11)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 342, 333 W WACKER DR, C/O JOHN NUVEEN & CO, CHICAGO, IL 60606 - INDEFINITE SHARES. (FILE 2-99034 - JUL. 17) (BR. 18 - NEW ISSUE)
- S-8 PAR PHARMACEUTICAL INC, 12 INDUSTRIAL AVE, UPPER SADDLE RIVER, NJ 07458  
(201) 825-8848 - 225,000 (\$5,118,750) COMMON STOCK. (FILE 2-99035 - JUL. 17) (BR. 4)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST INSURED SERIES 55, 333 W WACKER DR, C/O JOHN NUVEEN & CO INC, CHICAGO, IL 60606 - INDEFINITE SHARES. (FILE 2-99037 - JUL. 17) (BR. 18 - NEW ISSUE)
- S-3 CHESAPEAKE CORP/VA, PO BOX 311, WEST POINT, VA 23181 (804) 843-5000 - 75,000,000 (\$75,000,000) STRAIGHT BONDS. (FILE 2-99038 - JUL. 17) (BR. 8)
- S-3 COGENIC ENERGY SYSTEMS INC, 127 E 64TH ST, NEW YORK, NY 10021 (212) 772-7500 - 527,796 (\$1,187,541) COMMON STOCK. (FILE 2-99040 - JUL. 17) (BR. 7)
- S-6 SEARS TAX EXEMPT INVT TR SHORT TR MUNICIPAL PORTFOLIO SER 15, 130 LIBERTY ST, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10006 - 5,500,000 (\$5,775,000) UNIT INVESTMENT TRUST. (FILE 2-99041 - JUL. 17) (BR. 16 - NEW ISSUE)
- S-8 TIMKEN CO, 1835 DUEBER AVE SW, CANTON, OH 44706 (216) 438-3000 - 500,000 (\$24,500,000) COMMON STOCK. (FILE 2-99043 - JUL. 17) (BR. 9)
- S-1 RYDER P I E NATIONWIDE INC, 2050 KINGS RD, JACKSONVILLE, FL 32209 (904) 798-2000 - 5,188,235 (\$88,245,000) COMMON STOCK. (FILE 2-99044 - JUL. 17) (BR. 4 - NEW ISSUE)
- S-3 UNIVERSAL HEALTH SERVICES INC, 367 S GULPH RD, KING OF PRUSSIA, PA 19406  
(215) 768-3300 - 2,200,000 (\$42,625,000) COMMON STOCK. (FILE 2-99045 - JUL. 18) (BR. 6)
- S-6 MULTISTATE TRUST SERIES 22, ONE NEW YORK PLZ, C/O MOSELEY HALLGARTEN ESTABROOK & WEEDE, NEW YORK, NY 10004 - 10,000 (\$10,000,000) UNIT INVESTMENT TRUST. (FILE 2-99046 - JUL. 18) (BR. 16 - NEW ISSUE)
- S-2 HARVARD INDUSTRIES INC, 4321 SEMPLE AVE, ST LOUIS, MO 63120 (314) 382-5590 - 50,000,000 (\$50,000,000) STRAIGHT BONDS. (FILE 2-99047 - JUL. 18) (BR. 6)
- S-2 HARVARD INDUSTRIES INC, 4321 SEMPLE AVE, ST LOUIS, MO 63120 (314) 382-5590 - 1,725,000 (\$35,793,750) COMMON STOCK. (FILE 2-99048 - JUL. 18) (BR. 6)
- S-11 CENTENNIAL MORTGAGE INCOME FUND II, 282 S ANITA DR, ORANGE, CA 92668 (714) 634-9200 - 50,000 (\$50,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 2-99049 - JUL. 18) (BR. 5 - NEW ISSUE)
- S-8 APPLIED SOLAR ENERGY CORP, 15251 E DON JULIAN RD, CITY OF INDUSTRY, CA 91749  
(818) 968-6581 - 100,000 (\$950,000) COMMON STOCK. (FILE 2-99050 - JUL. 18) (BR. 4)
- S-6 TAX EXEMPT SECURITIES TRUST SERIES 116, 1345 AVENUE OF THE AMERICAS, C/O SMITH BARNEY HARRIS UPHAM & CO INC, NEW YORK, NY 10105 - 2,400 (\$2,500,000) UNIT INVESTMENT TRUST. (FILE 2-99052 - JUL. 18) (BR. 16 - NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST SELECTED TERM 95-99 SER 4, 1345 AVENUE OF THE AMERICAS, C/O SMITH BARNEY HARRIS UPHAM & CO INC, NEW YORK, NY 10105 - 2,400 (\$2,500,000) UNIT INVESTMENT TRUST. (FILE 2-99053 - JUL. 18) (BR. 16 - NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST SHORT INTERMEDIATE TERM SER 17, 1345 AVENUE OF THE AMERICAS, C/O SMITH BARNEY HARRIS UPHAM & CO INC, NEW YORK, NY 10105 - 2,400 (\$2,500,000) UNIT INVESTMENT TRUST. (FILE 2-99054 - JUL. 18) (BR. 16 - NEW ISSUE)

- S-8 EGB MARINE INC, 980 GLADYS CT, EDISON, NJ 08818 (201) 287-8100 - 4,086,670  
OTHER SECURITIES INCLUDING VOTING TRUST. 400,000 (\$3,852,000) COMMON STOCK. (FILE  
2-99055 - JUL. 18) (BR. 2)
- S-2 LIBERTY UNITED BANCORP INC, 416 W JEFFERSON ST, P O BOX 32500, LOUISVILLE, KY 4023.  
(502) 566-2000 - 345,000 (\$12,118,125) COMMON STOCK. 20,000,000 (\$20,000,000)  
STRAIGHT BONDS. (FILE 2-99056 - JUL. 18) (BR. 2)
- S-8 FIRSTIER INC, 233 S 13TH ST, LINCOLN, NE 68501 (402) 348-7906 - 146,000  
(\$7,774,500) COMMON STOCK. (FILE 2-99058 - JUL. 18) (BR. 2)
- S-2 DANAHER CORP /FL/, 1645 PALM BEACH LAKES BLVD, WEST PALM BEACH, FL 33401  
(305) 471-2700 - 143,000,000 (\$143,000,000) STRAIGHT BONDS. (FILE 2-99059 - JUL. 18)  
(BR. 6)
- S-6 MASSACHUSETTS TAX EXEMPT UNIT TRUST GUARANTEED SERIES 8, 60 STATE ST,  
C/O MOSELEY HALLGARTEN ESTABROOK & WEEDE, BOSTON, MA 02109 - 10,000 (\$10,000,000)  
UNIT INVESTMENT TRUST. (FILE 2-99060 - JUL. 18) (BR. 16 - NEW ISSUE)
- S-6 MASSACHUSETTS TAX EXEMPT UNIT TRUST GUARANTEED SERIES 7, 60 STATE ST,  
C/O MOSELEY HALLGARTEN ESTABROOK & WEEDE, BOSTON, MA 02109 - 10,000 (\$10,000,000)  
UNIT INVESTMENT TRUST. (FILE 2-99061 - JUL. 18) (BR. 16 - NEW ISSUE)
- S-1 IDC SERVICES INC, 303 E OHIO ST, CHICAGO, IL 60611 (312) 943-7500 - 10,000,000  
(\$10,000,000) STRAIGHT BONDS. (FILE 2-99062 - JUL. 18) (BR. 5)
- S-6 NATIONAL MUNICIPAL TRUST EIGHTY SIXTH SERIES, ONE NEW YORK PLZ,  
C/O THOMSON MCKINNON SECURITIES INC, NEW YORK, NY 10004 - 13,000 (\$14,300,000)  
UNIT INVESTMENT TRUST. (FILE 2-99063 - JUL. 18) (BR. 18 - NEW ISSUE)
- S-8 MEDICAL CARE INTERNATIONAL INC, ALLIED BK TOWER 15TH FL, 1300 POST OAK BLVD,  
HOUSTON, TX 77056 (713) 961-5333 - 360,000 (\$1,845,000) COMMON STOCK. (FILE 2-99064 -  
JUL. 18) (BR. 6)
- S-8 PLACER DEVELOPMENT LTD /NEW/, 1600 BENTALL IV 1055 DUNSMUIR ST, PO BOX 49330,  
VANCOUVER B C CANADA V7X1P1, A1 (604) 682-7082 - 1,958,400 (\$1,958,400)  
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 2-99065 - JUL. 18) (BR. 2)
- S-8 MAYFLOWER CORP, 9998 N MICHIGAN RD, CARMEL, IN 46032 (317) 875-1000 - 202,000  
(\$4,797,500) COMMON STOCK. (FILE 2-99066 - JUL. 17) (BR. 4)
- S-8 DOW CHEMICAL CO /DE/, 2030 WILLARD H DOW CTR, MIDLAND, MI 48674 (517) 636-1000 -  
115,000 (\$1,891,615.50) COMMON STOCK. (FILE 2-99067 - JUL. 18) (BR. 2)
- S-8 PACIFIC FIRST FINANCIAL CORP, 1145 BROADWAY, TACOMA, WA 94802 (206) 383-7605 -  
500,000 (\$6,750,000) COMMON STOCK. 748,000 (\$10,098,000) COMMON STOCK. (FILE 2-99068  
- JUL. 18) (BR. 1)
- S-6 INSURED MUNICIPAL SECURITIES TRUST 13TH DISCOUNT SERIES, 55 WATER ST,  
C/O BEAR STEARNS & CO, NEW YORK, NY 10041 - 16,000 (\$11,200,000) UNIT INVESTMENT TRUST.  
(FILE 2-99118 - JUL. 17) (BR. 16 - NEW ISSUE)
- S-1 NBI INC, 3450 MITCHELL LN, P O BOX 9001, BOULDER, CO 80301 (303) 444-5710 (FILE  
2-99178 - JUL. 17) (BR. 10)

REGISTRATIONS EFFECTIVE

June 27: Argon N.V., 2-97857.

July 1: Catalina Capital Corp., 2-96858-D; Century Pension Income Fund XXIII,  
2-96389; Chautauqua Sunrise II-A/II-B Drilling Program, 2-97851; Comtrex Systems Cor-  
poration, 2-97898-NY; Dynalectron Corporation, 2-98120; Health Restoration Resources,  
Inc., 2-91744-NY; Migron Technology, Inc., 2-97582; Pinnacle Series Account Great-West  
Life & Annuity Insurance Company, 2-96000; SB Partners, 2-97796; Saxon Oil Development  
Partners, L.P., 2-97497; Security Bancorp, Inc., 2-98195; Wall To Wall Sound & Video,  
Inc., 2-97971.