

# sec news digest

Issue 94-223

November 23, 1994

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## ENFORCEMENT PROCEEDINGS

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### ORDER INSTITUTING PROCEEDINGS, MAKING FINDINGS, AND IMPOSING REMEDIAL SANCTIONS ENTERED AGAINST CREDIT SUISSE ASSET MANAGEMENT, INC.

The Commission announced that it simultaneously instituted and settled administrative proceedings pursuant to Sections 206(e), (i) and (k) of the Investment Advisers Act of 1940 (Advisers Act) against Credit Suisse Asset Management, Inc. (CSAM). CSAM consented to the issuance of the Order, without admitting or denying the Commission's findings.

On the basis of the Order and CSAM's Offer of Settlement, the Commission found that, from May 1992 through May 1993, CSAM effected 226 purchases and sales of securities on behalf of its investment advisory clients, through affiliated entities which executed the transactions on a principal basis. In violation of Section 206(3) of the Advisers Act, CSAM did not advise its clients of the capacity in which the affiliates acted in the pertinent transactions, nor did it seek or obtain its clients' consent to the use of the affiliates in such transactions, before the completion thereof. The Commission further found that CSAM failed to establish procedures reasonably designed to prevent and detect the violations.

CSAM was ordered to cease and desist from committing or causing any violation of Section 206(3) of the Advisers Act, to pay a civil penalty of \$35,000, and to comply with certain undertakings. (Rel. IA-1452)

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## INVESTMENT COMPANY ACT RELEASES

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### AID ASSOCIATION FOR LUTHERANS, ET AL.

A notice has been issued giving interested persons until December 13 to request a hearing on an application by Aid Association for Lutherans, AAL Variable Annuity Account I (Account), any other separate account established by AAL in the future to support certain variable annuity contracts issued by AAL (Other Account) and AAL Capital Management Corporation for an order, pursuant to Section 6(c) of the Investment Company Act. The order would grant exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act to the extent necessary to permit the deduction of a mortality and expense risk charge from the assets of the Account in connection with the offering of certain variable annuity certificates issued by AAL through the Account (Account Certificates). Applicants also seek an order to permit the deduction of a mortality and expense risk charge from the assets of the Account and of any Other Account, in connection with the future offering of variable annuity contracts issued by AAL through the Account or any Other Account, respectively, which contracts are substantially similar in all material respects to the Account Certificates. (Rel. IC-20720 - November 18)

### SALOMON BROTHERS CAPITAL FUND, INC., ET AL.

An order has been issued on an application filed by Salomon Brothers Capital Fund, Inc., et al. under Section 6(c) of the Investment Company Act for an exemption from Sections 2(a)(32), 2(a)(35), 18(f)(1), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The order permits certain investment companies to issue multiple classes of shares representing interests in the same portfolio of securities and assess, and under certain circumstances waive, a contingent deferred sales charge on redemptions of shares. (Rel. IC-20721 - November 21)

### BANQUE PARIBAS AND OTTOMAN BANK, A.S.

An order has been issued under Section 6(c) of the Investment Company Act that grants an exemption from Section 17(f) of the Act and permits registered investment companies to maintain custody of foreign securities and other assets in the Republic of Turkey with Ottoman Bank, A.S. (Rel. IC-20722; International Series Rel. 752 - November 21)

## THE CHARLES SCHWAB FAMILY OF FUNDS, ET AL.

A notice has been issued giving interested persons until December 19 to request a hearing on an application filed by The Charles Schwab Family of Funds, et al. for a conditional order under Sections 6(c) and 17(b) of the Investment Company Act exempting applicants from Sections 13(a)(2), 13(a)(3), 17(a)(1), 18(f)(1), 22(f), 22(g), and 23(a), and Rule 2a-7, and under Section 17(d) and Rule 17d-1. The order would permit certain registered open-end investment companies to establish deferred compensation plans for their trustees who are not "interested persons" of the companies, and permit the companies and their participating trustees to effect transactions incident to such deferred fee arrangements. (Rel. IC-20723 - November 22)

## EQUITY STRATEGIES FUND, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Equity Strategies Fund, Inc. has ceased to be an investment company. (Rel. IC-20724 - November 22)

## FUND ALABAMA, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Fund Alabama, Inc. has ceased to be an investment company. (Rel. IC-20725 - November 22)

## THE GALAXY FUND, ET AL.

An order has been issued on an application filed by The Galaxy Fund, et al., under Sections 6(c), 10(f), and 17(b) of the Investment Company Act for an exemption from Sections 10(f) and 17(a) of the Act. The order permits the Rhode Island Municipal Bond Fund portfolio of The Galaxy Fund to purchase certain debt securities issued by the State of Rhode Island from Fleet Securities, Inc. (Fleet Securities) when such securities are underwritten solely by Fleet Securities or when Fleet Securities is a member of the underwriting syndicate. The order also lets the portfolio purchase such securities from a syndicate manager of an underwriting syndicate of which Fleet Securities is a member when such securities are designated as group sales. (Rel. IC-20726 - November 22)

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## HOLDING COMPANY ACT RELEASES

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## NATIONAL FUEL GAS COMPANY ET AL.

A supplemental order has been issued regarding a proposal by National Fuel Gas Company, a registered holding company, and its wholly-owned

subsidiary companies National Fuel Gas Distribution Corporation, National Fuel Gas Supply Corporation, Seneca Resources Corporation, Penn-York Energy Corporation, Empire Exploration, Inc. and Utility Constructors, Inc. NFG requests authorization to enter into one or more interest rate swaps, plus interest rate caps, collars and floors through December 31, 1994 in notional amounts that in the aggregate will not exceed \$350 million. (Rel. 35-26164)

#### CONSOLIDATED NATURAL GAS COMPANY

A supplemental order has been issued authorizing Consolidated Natural Gas Company (CNG), a registered holding company to reserve the right to amend its indenture without the consent of the holders of future debenture issues; and extend from June 30, 1995 to June 30, 1996, the expiration date for the sale of the remaining \$100 million of principal amount of debentures under the Commission's April 21, 1993 order (HCAR No. 25800) which authorized the issuance and sale of up to \$400 million principal amount of debentures. (Rel. 35-26165)

#### CONSOLIDATED NATURAL GAS COMPANY

A supplemental order has been issued authorizing Consolidated Natural Gas Company, a registered holding company, to reserve the right to amend its indenture without the consent of the holders of future debenture issues. (Rel. 35-26166)

#### TRI-COUNTY RURAL ELECTRIC COOPERATIVE, INC., ET AL.

An order has been issued authorizing a proposal by Tri-County Rural Electric Cooperative, Inc. (Tri-County), a member-owned rural electric cooperative not currently subject to the Act, and Wilderness Area Utilities (Wilderness), a wholly owned subsidiary of Tri-County (Applicants). Tri-County proposes to acquire, through Wilderness, 92.6% of the common stock of Wellsborough Electric Company, an electric-utility company not currently subject to the Act. Applicants also request an order granting Tri-County and its subsidiary companies, upon consummation of the proposed transaction, an exemption under Section 3(a)(1) of the Act from all of the provisions of the Act, except Section 9(a)(2). (Rel. 35-26167)

#### CENTRAL POWER & LIGHT COMPANY

A supplemental order has been issued authorizing Central Power & Light Company, an electric public utility subsidiary company of Central and South West Corporation, a registered holding company, to lease excess office space to a nonassociate company, for a period of five years. (Rel. 35-26168)

## MAINE YANKEE ATOMIC POWER COMPANY

An order has been issued authorizing Maine Yankee Atomic Power Company, an indirect subsidiary company of New England Electric System and Northeast Utilities, both registered holding companies, to acquire nuclear fuel in amounts of up to \$90 million, through December 31, 1998. (Rel. 35-26169)

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## SELF REGULATORY ORGANIZATIONS

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### DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration Harvard International Technologies Ltd., Common Shares, Without Par value. (Rel. 34-34993)

### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-CBOE-94-33) by the Chicago Board Options Exchange relating to the reporting by the Exchange to the Central Registration Depository (CRD) of information concerning pending formal exchange disciplinary proceedings. Publication of the notice and order is expected to appear in the Federal Register during the week of November 21. (Rel. 34-34984)

### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change (SR-NYSE-94-37) filed by the New York Stock Exchange relating to equity-linked debt securities (ELDS). Publication of the notice and approval order is expected in the Federal Register during the week of November 21. (Rel. 34-34985)

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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-3 HUGHES SUPPLY INC, 20 N ORANGE AVE, STE 200, P O BOX 2273, ORLANDO, FL 32802 (407) 841-4755 - 103,632 (\$1,943,100) COMMON STOCK. (FILE 33-56489 - NOV. 16) (BR. 3)
- S-8 BRINKER INTERNATIONAL INC, 6820 LBJ FREEWAY #200, DALLAS, TX 75240 (214) 980-9917 - 123,742 (\$2,669,115) COMMON STOCK. (FILE 33-56491 - NOV. 16) (BR. 12)
- S-6 MUNICIPAL INVT TR FD INSURED SERIES 216 DEFINED ASSET FUNDS, 450 LEXINGTON AVENUE, C/O DAVIS POLK & WARDWELL, NEW YORK, NY 10017 (MUL) L - - INDEFINITE SHARES. (FILE 33-56493 - NOV. 16) (NEW ISSUE)
- S-6 DEFINED ASSET FUNDS MUNICIPAL INV TR FD MON PYMT SER 552, C/O DAVIS POLK WARDWELL, NEW YORK, NY 10017 (212) -45-0-45 - INDEFINITE SHARES. (FILE 33-56495 - NOV. 16) (BR. 17 - NEW ISSUE)
- S-6 GOVERNMENT SECURITIES INC FD GNMA SER 1X DEFINED ASSET FUNDS, 450 LEXINGTON AVENUE, C/O DAVIS POLK & WARDWELL, NEW YORK, NY 10017 (212) 450-4540 - INDEFINITE SHARES. (FILE 33-56497 - NOV. 16) (BR. 22 - NEW ISSUE)
- S-8 EASTMAN KODAK CO, 343 STATE ST, ROCHESTER, NY 14650 (716) 724-4000 - 6,033,600 (\$275,313,168) COMMON STOCK. (FILE 33-56499 - NOV. 16) (BR. 13)
- S-8 AMERICREDIT CORP, 200 BAILEY AVENUE, FORT WORTH, TX 76107 (817) -33-2-70 - 500,000 (\$3,190,000) COMMON STOCK. (FILE 33-56501 - NOV. 16) (BR. 12)
- S-8 FIRST BRANDS CORP, 83 WOOSTER HEIGHTS RD BLDG 301, PO BOX 1911, DANBURY, CT 06813 (203) 731-2300 - 1,090,000 (\$35,454,500) COMMON STOCK. (FILE 33-56503 - NOV. 16) (BR. 5)
- S-4 HANCOCK HOLDING CO, ONE HANCOCK PLZ, P.O. BOX 4019, GULFPORT, MS 39502 (601) 868-4605 - 536,375 (\$12,471,990.81) COMMON STOCK. (FILE 33-56505 - NOV. 16) (BR. 1)
- S-3 SCHERER R P CORP /DE/, 2075 W BIG BEAVER RD, TROY, MI 48084 (313) 649-0900 - 7,024,373 (\$292,846,110) COMMON STOCK. (FILE 33-56507 - NOV. 16) (BR. 4)
- SB-2 CLS FINANCIAL SERVICES INC, 4720 200TH ST SW, STE 200, LYNNWOOD, WA 98036 (206) 744-0386 - 7,500,000 (\$7,500,000) STRAIGHT BONDS. (FILE 33-85864-LA - NOV. 01) (BR. 11 - NEW ISSUE)

REGISTRATIONS CONT.

- S-1 ENERGY INVESTORS ACQUISITION CORP, 1200 17TH STREET, SUITE 3000, DENVER, CO 80202 (303) 628-9678 - 7,300,000 (\$80,500,000) COMMON STOCK. 200,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 200,000 (\$2,500,000) COMMON STOCK. UNDERWRITER: DRAKE CAPITAL SECURITIES INC, MARLETT, MAZZARELLA. (FILE 33-86224 - NOV. 10) (BR. 3 - NEW ISSUE)
- S-1 DEANE HOMES, 5 AUGUSTA DR, RANCHO MIRAGE, CA 92270 (619) 321-8004 - 1,150,000 (\$12,880,000) COMMON STOCK. 50,000 (\$50) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$1,260,000) COMMON STOCK. UNDERWRITER: LA JOLLA SECURITIES CORP. (FILE 33-86240 - NOV. 14) (BR. 9 - NEW ISSUE)
- SB-2 PROTOSOURCE CORP, 2580 WEST SHAW, FRESCO, CA 93711 (209) 448-8040 - 1,500,000 (\$9,033,000) COMMON STOCK. (FILE 33-86242 - NOV. 10) (BR. 10 - NEW ISSUE)
- S-1 FIRST COMMUNITY CORP /SC/, 1300 SUMTER ST, COLUMBIA, SC 29201 (803) 253-8875 - 750,000 (\$7,500,000) COMMON STOCK. (FILE 33-86258 - NOV. 14) (BR. 2 - NEW ISSUE)
- S-3 CENTRAL GARDEN & PET COMPANY, 3697 MT DIABLO BLVD, LAFAYETTE, CA 94549 (510) 283-4573 - 204,420 (\$844,254.60) COMMON STOCK. (FILE 33-86284 - NOV. 16) (BR. 7)
- S-4 FIRST CITIZENS BANGSHARES INC /NC/, 239 FAYETTEVILLE ST, PO BOX 151, RALEIGH, NC 27601 (919) 755-7000 - 142,000 (\$6,624,275) COMMON STOCK. (FILE 33-86286 - NOV. 16) (BR. 1)
- S-2 FIRST M&F CORP/MS, 221 E WASHINGTON ST, P O BOX 520, KOSCIUSKO, MS 39090 (601) 289-5121 - 135,000 (\$3,510,000) COMMON STOCK. (FILE 33-86288 - NOV. 16) (BR. 2)
- S-8 INTERPORE INTERNATIONAL /CA/, 181 TECHNOLOGY DR, IRVINE, CA 92718 (714) 453-3200 - 538,632 (\$4,255,192.80) COMMON STOCK. (FILE 33-86290 - NOV. 16) (BR. 8)
- S-3 MEDAMICUS INC, 15301 HGHWY 55 W, PLYMOUTH, MN 55447 (612) 559-2613 - 749,917 (\$1,829,797) COMMON STOCK. (FILE 33-86292 - NOV. 16) (BR. 8)
- S-3 WICHITA RIVER OIL CORP/DE/, 3500 N CAUSEWAY BLVD STE 410, METAIRIE, LA 70002 (504) 831-0381 - 203,638 (\$203,638) COMMON STOCK. (FILE 33-86294 - NOV. 16) (BR. 11)
- S-4 NEOSTAR RETAIL GROUP INC, 10741 KING WILLIAM DR, DALLAS, TX 75220 (214) 401-9000 - 14,707,686 (\$153,324,156) COMMON STOCK. (FILE 33-86302 - NOV. 14) (BR. 2 - NEW ISSUE)
- F-1 MEXICAN PETROLEUM, AVENIDA MARINA NACIONAL NO 329, COL ANAHUAC, MEXICO DF 11311, 05 (525) 250-2611 - 200,000,000 (\$200,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-86304 - NOV. 14) (BR. 4 - NEW ISSUE)
- F-1 BRITISH SKY BROADCASTING GROUP PLC, 6 CENTAURA BUSINESS PARK GRANT WAY, ISLEWORTH, MIDDLESEX TW7 5QD ENGLAND, X0 - 171,505,425 (\$737,473,327.50) FOREIGN COMMON STOCK. UNDERWRITER: ALLEN & CO INC, DONALDSON LUFKIN & JENRETTE SECURITIES C, GOLDMAN SACHS & CO, LAZARD FRERES & CO, MERRILL LYNCH & CO. (FILE 33-86308 - NOV. 14) (BR. 8 - NEW ISSUE)

REGISTRATIONS CONT.

- F-6 BRITISH SKY BROADCASTING GROUP PLC /ADR/, 111 WALL ST, C/O CITIBANK NA, NEW YORK, NY 10043 (212) 657-7321 - 100,000,000 (\$5,000,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-86318 - NOV. 14) (BR. 99  
- NEW ISSUE)
- F-1 SGS-THOMSON MICROELECTRONICS NV, TECHNOPARC DU PAYS DE GEX BP 112, 165 RUE EDOUARD BRANLY, 01630 ST GENIS POUJILLY FRANCE, IO - 24,150,000 (\$555,450,000) FOREIGN COMMON STOCK. UNDERWRITER: INDOSUEZ CAPITAL, LEHMAN BROTHERS, MORGAN STANLEY & CO. (FILE 33-86320 - NOV. 14) (BR. 3  
- NEW ISSUE)
- F-6 LAI SUN DEVELOPMENT CO LTD, 111 WALL ST, C/O CITIBANK NA, NEW YORK, NY 10043 (212) 657-7691 - 10,000,000 (\$500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-86344 - NOV. 14) (BR. 99  
- NEW ISSUE)
- S-3 UNIVERSAL STANDARD MEDICAL LABORATORIES INC, 21705 EVERGREEN ROAD, SOUTHFIELD, MI 48075 (313) 353-1450 - 1,627,526 (\$10,578,919) COMMON STOCK.  
(FILE 33-86406 - NOV. 16) (BR. 5)
- S-1 GREAT NORTHERN INSURED ANNUITY CORP, 601 UNION STREET, STE 5600, SEATTLE, WA 98101 (206) 625-1755 - \$50,000,000 VARIABLE ANNUITY ISSUES.  
(FILE 33-86410 - NOV. 16) (BR. 20)
- S-8 JOHNSTON INDUSTRIES INC, 105 THIRTEENTH ST, COLUMBUS, GA 31901 (706) 641-3140 - 237,500 (\$2,375,000) COMMON STOCK. (FILE 33-86414 - NOV. 16) (BR. 8)
- S-3 CYRK INC, 3 POND RD, GLOUCESTER, MA 01930 (508) 283-5800 - 2,987,125 (\$121,351,953.12) COMMON STOCK. UNDERWRITER: MONTGOMERY SECURITIES.  
(FILE 33-86416 - NOV. 16) (BR. 7)
- S-8 ALAMCO INC, 200 W MAIN ST, CLARKSBURG, WV 26301 (304) 623-6671 - 27,400 (\$133,575) COMMON STOCK. (FILE 33-86452 - NOV. 16) (BR. 3)
- S-8 INTERPORE INTERNATIONAL /CA/, 181 TECHNOLOGY DR, IRVINE, CA 92718 (714) 453-3200 - 100,000 (\$825,000) COMMON STOCK. (FILE 33-86454 - NOV. 16) (BR. 8)