

sec news digest

Issue 84-114

JUN 12 1984
June 12, 1984

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, JUNE 19, 1984 - 10:00 a.m.

The subject matter of the June 19 closed meeting will be: Formal orders of investigation; Settlement of administrative proceedings of an enforcement nature; Institution of injunctive actions; Institution of administrative proceedings of an enforcement nature.

OPEN MEETING - THURSDAY, JUNE 21, 1984 - 2:30 p.m.

The subject matter of the June 21 open meeting will be:

(1) Consideration of whether to withdraw the Commission's proposed Rule 24a-1 to define for purposes of Section 24(a) of the Securities Exchange Act records "obtained by the Commission." FOR FURTHER INFORMATION, PLEASE CONTACT Kevin Fogarty at (202) 727-2432.

(2) Consideration of whether to issue a release soliciting comments on various concepts and proposals surrounding two-tier pricing in tender offers and open market or privately negotiated purchase programs. Included in the release is an analysis of the Commission's Chief Economist on partial and two-tier tender offers in 1981-83. The release is part of a Commission study in this area which has evolved from certain recommendations by the Commission's Advisory Committee on Tender Offers. FOR FURTHER INFORMATION, PLEASE CONTACT David Martin, Jr. at (202) 727-2573.

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: Bruce Kohn at (202) 727-3195

ADMINISTRATIVE PROCEEDINGS

INVESTORS PORTFOLIO MANAGEMENT AND LANCE BROFMAN SUSPENDED

The Commission settled public administrative proceedings instituted on January 6, 1984 against Investors Portfolio Management, Inc. (IPM), the registered investment adviser to New York Muni Fund, Inc. (Muni Fund), and Lance M. Brofman, the president of IPM and Muni Fund. The Commission accepted respondents' Offer of Settlement wherein IPM and Brofman, without admitting or denying the alleged violations, consented to the entry of findings and an order: suspending, for five months, IPM's registration as an investment adviser and Brofman's association with any investment adviser, broker or dealer; and requiring IPM and Brofman to comply with certain undertakings. The Commission's order suspending IPM and Brofman provides that IPM may continue to act as investment adviser to Muni Fund without profit and that Brofman, if supervised, may continue to render services to Muni Fund with limited compensation during the suspension.

The Commission found, among other things, that IPM and Brofman distributed advertisements which materially and fraudulently misstated the average seven-day yield of Muni Fund, caused Muni Fund to borrow money unlawfully, and caused Muni Fund to sell, redeem, and repurchase its shares at an incorrect current net asset value. The undertakings require that: neither IPM nor Brofman cause Muni Fund to publish an inaccurate yield quotation or deviate from fundamental investment policies; IPM and Brofman comply with procedures adopted by Muni Fund to assure the accuracy of its yield quotation; IPM and Brofman establish and maintain controls to ensure that the books and records of Muni Fund are kept current; and IPM reimburse Muni Fund for interest paid on money borrowed unlawfully for investment purposes. (Rel. 34-21016)

INVESTMENT COMPANY ACT RELEASES

THE PRUDENTIAL LIFE INSURANCE COMPANY OF AMERICA

An order has been issued exempting certain separate accounts of The Prudential Life Insurance Company from all provisions of the Investment Company Act. (Rel. IC-13982 - June 8)

SECURITY BENEFIT LIFE INSURANCE COMPANY

An order has been issued granting exemptions from Sections 12(d)(1), 26(a), and 27(c)(2) of the Investment Company Act by Security Benefit Life Insurance Company and Variflex. (Rel. IC-13983 - June 8)

HOLDING COMPANY ACT RELEASES

SOUTHWESTERN ELECTRIC POWER COMPANY

An order has been issued authorizing Southwestern Electric Company, subsidiary of Central and South West Corporation, to issue unsecured notes not to exceed \$75 million. (Rel. 35-23325 - June 8)

WESTERN MASSACHUSETTS ELECTRIC COMPANY

An order has been issued authorizing Western Massachusetts Electric Company, subsidiary of Northeast Utilities, to issue and sell up to \$50 million of first mortgage bonds in one or more series from time to time through March 31, 1985. (Rel. 35-23326 - June 28)

MIDDLE SOUTH UTILITIES, INC.

A supplemental order has been issued regarding Middle South Utilities, Inc., a registered holding company, and one of its subsidiaries, Arkansas Power & Light Company, authorizing Middle South to acquire and Arkansas to issue and sell its common stock through December 31, 1984 for a cash consideration of \$20 million. Jurisdiction has again been reserved over the issuance and sale of common stock to Middle South by one other subsidiary, New Orleans Public Service Inc. (Rel. 35-23327 - June 8)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The Chicago Board Options Exchange, Incorporated filed a proposed rule change (SR-CBOE-84-17) to eliminate the requirement that applicants for individual membership be citizens of the United States or of a country approved by the Board of Directors. Publication of the proposal is expected to be made in the Federal Register during the week of June 11. (Rel. 34-21029)

AMENDMENT AND ORDER GRANTING ACCELERATED APPROVAL

The Commission approved a proposed rule change filed by the Chicago Board Options Exchange, Incorporated on June 17, 1981, with amendments filed on July 10, 1981, November 9, 1982 and May 29, 1984. As amended, the proposed rule change (SR-CBOE-81-10) would prohibit an Exchange member from acting as a market maker and a floor broker in the same trading crowd on the same day. (Rel. 34-21030)

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved proposed rule changes filed by: The American Stock Exchange, Inc. (SR-Amex-84-10) to amend Section 105 (Warrants) of the Amex Company Guide to reduce the current warrants distribution listing requirement from 1,000 to 400 holders for warrants sold as part of a unit offering for debt or preferred stock. (Rel. 34-21031); and The Pacific Stock Exchange, Inc. (SR-PSE-84-7) to: establish standards for the securities comprising indices on which options are traded; codify position and exercise limits for narrow-based index options; classify PSE's High Technology Index as a broad-based index; and adopt cover, margin, position and exercise limits and trading halts rules applicable to broad-based index options. (Rel. 34-21032)

SECURITIES ACT REGISTRATIONS

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 FINANCIAL INSTITUTION SERVICES INC, P O BOX 40726, 49 MUSIC SQUARE WEST, NASHVILLE, TN 37204 (615) 329-2400 - 200,000 (\$1,725,000) COMMON STOCK. (FILE 2-91330 - MAY. 24) (BR. 6)
- S-8 FINANCIAL INSTITUTION SERVICES INC, P O BOX 40726, 49 MUSIC SQUARE WEST, NASHVILLE, TN 37204 (615) 329-2400 - 28,000 (\$241,500) COMMON STOCK. (FILE 2-91464 - MAY. 24) (BR. 6)
- S-1 SENTINEL TECHNOLOGIES INC, ONE SENTINEL PLAZA, HYANNIS, MA 02601 (617) 775-5220 - 1,150,000 (\$16,100,000) COMMON STOCK. UNDERWRITER: PAINE WEBBER INC. (FILE 2-91470 - JUN. 01) (BR. 9 - NEW ISSUE)
- S-8 MANHATTAN INDUSTRIES INC, 1271 AVENUE OF THE AMERICAS, NEW YORK, NY 10020 (212) 265-3700 (FILE 2-91473 - JUN. 01) (BR. 7)
- S-8 COMPUTER CONSOLES INC, 97 HUMBOLDT STREET, ROCHESTER, NY 14609 (716) 482-5000 - 500,000 (\$8,437,500) COMMON STOCK. (FILE 2-91479 - JUN. 04) (BR. 10)
- S-8 FIRST DATA RESOURCES INC, 10805 S OLD MILL RD, OMAHA, NE 68154 (402) 399-7000 - 1,000,000 (\$13,375,000) COMMON STOCK. (FILE 2-91480 - JUN. 04) (BR. 10)
- S-15 HARCOURT BRACE JOVANOVIICH INC, 757 THIRD AVENUE, NEW YORK, NY 10017 (212) 888-4444 - 39,309 (\$30,636) COMMON STOCK. (FILE 2-91482 - JUN. 04) (BR. 2)
- S-8 MAXWELL LABORATORIES INC, 8835 BALBOA AVE, SAN DIEGO, CA 92123 (619) 279-5100 - 60,867 (\$623,887) COMMON STOCK. (FILE 2-91483 - JUN. 04) (BR. 8)
- S-1 WATERWORKS LTD CO, 9538 STATE ROUTE 14, STREETSBOUR, OH 44240 (216) 626-4707 - 6,563 (\$6,653,000) STRAIGHT BONDS. 525,040 (\$3,281,500) COMMON STOCK. UNDERWRITER: MCDONALD & CO. (FILE 2-91485 - JUN. 04) (BR. 3 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND TENTH INSURED SERIES, MERRILL LYNCH PIERCE FENNER & SMITH INC, ONE LIBERTY PLAZA 165 BROADWAY, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC, MERRILL LYNCH PIERCE FENNER & SMITH INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN AMERICAN EXPRESS INC. (FILE 2-91489 - JUN. 04) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TR FD THREE HUNDRED TWENTY SEVENTH MO, MERRILL LYNCH PIERCE FENNER & SMITH INC, ONE LIBERTY PLAZA 165 BROADWAY, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC, MERRILL LYNCH PIERCE FENNER & SMITH INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN AMERICAN EXPRESS INC. (FILE 2-91490 - JUN. 04) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TR FD THREE HUNDRED TWENTY EIGHTH MO, MERRILL LYNCH PIERCE FENNER & SMITH INC, ONE LIBERTY PLAZA, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC, MERRILL LYNCH PIERCE FENNER & SMITH INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN AMERICAN EXPRESS INC. (FILE 2-91491 - JUN. 04) (BR. 17 - NEW ISSUE)

- S-14 CONSOLIDATED BANC SHARES INC, ONE LOWMEDES SQUARE, CLARKSBURG, WV 26301
(304) 623-7100 - 599,272 (\$11,062,561) COMMON STOCK. (FILE 2-91492 - JUN. 05) (BR. 2 - NEW ISSUE)
- S-1 CIVIC BANCORP, 1856 OLYMPIC BLVD, STE300, WALNUT CREEK, CA 94596 (415) 937-8104 - 1,250,000 (\$12,500,000) COMMON STOCK. (FILE 2-91493 - JUN. 05) (BR. 1 - NEW ISSUE)
- S-14 UNITED BANKERS INC, 800 WASHINGTON AVE, WACO, TX 76701 (817) 756-6641 - 500,000 (\$6,375,000) COMMON STOCK. 149,263 (\$92,598.95) PREFERRED STOCK. (FILE 2-91494 - JUN. 05) (BR. 1)
- S-1 METROPOLITAN COMPACTORS INC, 258 LACKLAND DRIVE EAST, MIDDLESEX, NJ 08846
(201) 356-4441 - 850,000 (\$1,700,000) COMMON STOCK. 850,000 COMMON STOCK. 850,000 WARRANTS, OPTIONS OR RIGHTS. 2,385,000 COMMON STOCK. 850,000 COMMON STOCK. (FILE 2-91495 - JUN. 04) (BR. 10 - NEW ISSUE)
- S-3 MITEL CORP, 350 LEGGETT DRIVE, KANATA ONTARIO CANADA K2K 1X3, A6 (613) 592-2122 - 871,581 (\$16,821,513) FOREIGN COMMON STOCK. (FILE 2-91496 - JUN. 05) (BR. 7)
- S-1 CALIFORNIA AMPLIFIER INC, 3481 OLD CONEJO RD, NEWBURY PARK, CA 91320 (805) 499-8535 - 50,000 (\$750,000) COMMON STOCK. 1,100,000 (\$16,500,000) COMMON STOCK. (FILE 2-91497 - JUN. 05) (BR. 8)

REGISTRATIONS EFFECTIVE

May 10: AIA Industries, Inc., 2-89589; Big Sandy Company, B.P., 2-87073; Computer Microfilm Corporation, 2-90633; Diet Book Packagers, Inc., 2-89612-NY; MacMillan, Inc., 2-90930; Machine Technology, Inc., 2-90400, 2-90346; Meridian Bancorp, Inc., 2-89534; The Merrill Lynch Fund of Stripped (Zero) U.S. Treasury Securities, Series A, 2-89536; Paris Manufacturing Corporation, 2-90370; Polycast Technology Corporation, 2-90587; The Procter & Gamble Company, 2-90978; Professional Network Systems, Inc., 2-88572-NY; Rymer Company, 2-90154; Signature Inns Inc., 2-89887; Smith Oil and Gas Drilling Program - 1984, 2-89494-C; Southmark Corporation, 2-90733; Spartan Motors, Inc., 2-90021-C; Team, Inc., 2-87309; Thermodynamics, Inc., 2-88529; Triboro Communications, Inc./Telecom Plus International, Inc., 2-89928, 2-89928-01.

REGISTRATION WITHDRAWN

May 10: Esar Ventures and Maile Court Partners, 2-89149.

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) / % OWNED	CUSIP / PRIOR %	FILING STATUS
AMREP CORP UNICORP AMERICAN CORP ET AL	COM 13D	5/29/84	803 21.3	03215910 21.1	UPDATE
CODDING ENTERPRISES CODDING HUGH B	COM 13D	6/ 4/84	782 67.0	19189020 67.0	UPDATE
CODDING ENTERPRISES CODDING NELLIE W	COM 13D	6/ 4/84	782 67.0	19189020 67.0	UPDATE
CONSOLIDATED FIBRES INC EQUITY HOLDINGS	COM 13D	5/29/84	308 15.8	20919310 15.2	UPDATE

ACQUISITION REPORTS CONT.

DUNES HOTELS & CASINOS INC SHENKER MORRIS A ET AL	COM	13D	5/23/84	1,967 24.8	26544010 22.0	UPDATE
HANNA MNG CO NORCEN ENERGY RESOURCES	COM	13D	6/ 1/84	3,183 28.1	41052210 18.0	UPDATE
HOME CTRS AMER INC DAVIS J MORTON	COM	13D	5/14/84	394 7.0	43706010 0.0	NEW
MARMON GROUP INC ZENITH NATL INSUR CORP ET AL	PFD CL A AL	13D	5/10/84	398 11.2	57130820 8.5	UPDATE
MESA PETE CO PENN CENTRAL CORP	COM	13D	6/ 1/84	10,000 14.9	59065510 14.9	UPDATE
DHIO ART CO BARNES EMMETT A III	COM	13D	4/30/84	98 15.4	67714310 13.8	UPDATE
RANCHERS EXPL & DEV CORP SUNSHINE MINING CO	COM	13D	5/29/84	438 7.7	75200610 9.4	UPDATE
SANTEC CORP NANJING TELECOMM WORKS	COM	13D	2/10/84	5,664 17.3	80282810 0.0	NEW
UNITED STOCKYARDS CORP EDELMAN ASHER B. ET AL	COM WHEN ISSUED AL	13D	6/ 1/84	1,330 28.7	91301410 0.0	NEW
WEBB DEL E CORP SPEAR LEEDS & KELLOGG	COM	13D	4/10/84	641 8.4	94742310 9.7	UPDATE
WESTERN STEER-MOM N POPS INC CONNOR CHARLES FRANKLIN JR	COM	13D	5/11/84	124 10.2	95968810 8.3	UPDATE
WESTERN STEER-MOM N POPS INC COUNTRY-WIDE INS AGENCY	COM	13D	4/27/84	129 10.6	95968810 8.6	UPDATE
WESTERN STEER-MOM N POPS INC DIGH MARSHALL E	COM	13D	5/11/84	221 18.2	95968810 16.3	UPDATE
WESTERN STEER-MOM N POPS INC HOWARD RICHARD STOWE	COM	13D	5/11/84	73 6.0	95968810 4.4	UPDATE
WINDSOR IND INC KAHN RONALD A	COM PAR \$0.10 AL	13D	4/10/84	0 N/A	97362520 N/A	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 AC.	DATE
ARKANSAS POWER & LIGHT CO	5	05/22/84
ESN CORP	7	03/12/84
CABLE TV FUND 11-B	7	11/23/83
CABLEVISION ASSOCIATES VII	2,7	05/14/84

RECENT 8K FILINGS CONT.

CANAL RANCOLPH CORP	2	05/10/84	
CARDINAL DISTRIBUTION INC	5	05/11/84	
CARE ENTERPRISES	5,7	05/14/84	
CENTRAL HUDSON GAS & ELECTRIC CORP	5	05/22/84	
CERN RESOURCES INC	5,7	05/21/84	
CHATTEM INC	2,5,7	05/09/84	
CHICAGO MILWAUKEE SAINT PAUL & PACIFIC R	5	05/14/84	
CITY STORES CO	2,5,7	05/15/84	
CLAUSING CORP	1,7	05/13/84	
COLUMBIA MANAGEMENT CO	5	04/30/84	
COLUMBIAN NORTHLAND EXPLORATION LTD	2,7	05/15/84	
CCMSERV CORP	4	05/05/84	AMENC
CCUNTY BANKSHARES INC	7	03/12/84	AMENC
ENERTEC CORP	1,2,5,7	05/04/84	
ENVIROCARE INC	5	05/15/84	
FLORIDA EAST COAST RAILWAY CO	5	05/23/84	
GAYLORDS NATIONAL CORP	4,7	05/14/84	
GETTY OIL CO	2,7	05/10/84	
HARVARD INDUSTRIES INC	7	03/31/84	AMENC
HCRIZCN CORP	5,7	05/05/84	
HCRIZONS RESEARCH INC	5,7	05/01/84	
HUTTON APACHE 1982 ENERGY INCOME FUND LT	5	05/23/84	
INTERSTATE MOTOR FREIGHT SYSTEM	5,7	05/11/84	
LIBERTY EQUIPMENT INVESTORS 1983	2,7	05/11/84	
LIFE INVESTORS INC	5	03/29/84	AMENC
LOUISIANA POWER & LIGHT CO /LA/	5	05/22/84	
MCNEIL REAL ESTATE FUND V LTD	5	05/08/84	
MERCHANTS COOPERATIVE BANK	1,7	05/09/84	
METROMEDIA INC	5,7	05/21/84	
MID AMERICAN LINES INC	4,7	05/10/84	
MIDDLE SOUTH UTILITIES INC	5	05/22/84	
MISSISSIPPI POWER & LIGHT CO	5	05/22/84	
NATIONAL TECHNICAL SYSTEMS	2,7	05/09/84	
NEW ORLEANS PUBLIC SERVICE INC	5	05/22/84	
MCONEY INCOME FUND LTD	2,7	01/24/84	
NORTHWEST TELEPRODUCTIONS INC	2,7	05/09/84	
PACIFIC GAS & ELECTRIC CO	5	05/23/84	
PACIFIC LIGHTING CORP	5	05/02/84	
PACIFIC LIGHTING GAS SUPPLY CO	5	05/02/84	
PAGE BANKSHARES INC	2,7	05/11/84	
FLANTRONICS INC	2	04/12/84	
POLYDEX CHEMICALS LTD/CANADA	5,6,7	05/18/84	
POLYDEX PHARMACEUTICALS LTD/BAHAMAS	5,6,7	05/14/84	
PCWELL INDUSTRIES INC	2,7	05/09/84	
PRUDENTIAL CACHE VMS REALTY ASSOCIATES L	2,5,7	04/30/84	
PS PARTNERS II LTD	5,7	03/26/84	
REAL ESTATE ASSOCIATES LTD	1	04/25/84	
REAL ESTATE ASSOCIATES LTD II	1	04/25/84	
REAL ESTATE ASSOCIATES LTD III	1	04/25/84	
REAL ESTATE ASSOCIATES LTD IV	1	04/25/84	
REAL ESTATE ASSOCIATES LTD V	1	04/25/84	
REAL ESTATE ASSOCIATES LTD VI	1	04/25/84	
REAL ESTATE ASSOCIATES LTD VII	1	04/25/84	
RIC 16 LTC	2,7	05/17/84	
RIC 16 LTC	2,7	05/17/84	
RYAN HOMES INC	4	05/16/84	
SAVIN CORP	5	04/30/84	
SEABOARD CORP	5	04/19/84	
SEABOARD CORP /DE/	7	03/08/84	AMENC
SECURITY INVESTORS LTD II	7	03/30/84	
SOUTH FORK OIL & GAS CO	4	12/29/83	AMENC
SOUTHERN CALIFORNIA GAS CO	5	05/02/84	
SOUTHLAND ENERGY CORP	5	03/31/84	
STORAGE EQUITIES INC	5,7	03/26/84	
STRATA CORP/DE/	2,7	05/05/84	
SYNTECH INTERNATIONAL INC	2,7	05/14/84	
TETRA SYSTEMS INC	5	05/15/84	
TIE COMMUNICATIONS INC	5	05/16/84	
UNION BANCORP INC /DE/	4,7	05/07/84	
UNITED ILLUMINATING CO	5	05/24/84	
UNITED STATES INDUSTRIES INC	1,7	05/08/84	
UNIVERSAL TRADING EXCHANGE INC	5	05/11/84	
WYLY CORP	5	05/22/84	

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 TransAmerican Venture Corp., 913 Washington Mutual Bank Building, Spokane, WA 99201 - 700,000 shares common stock - Underwriter: CDA Securities, Inc. - Jurisdictions: WA, NV, UT, CO and NY - (24S-2935 - April 4)
- 1-A International Blimpie Corp., 1414 Avenue of the Americas, New York, NY 10019 - 611,050 shares pursuant to outstanding warrants - Jurisdictions: NY, NJ, GA & FL - (24NY-8603 - April 2)
- 1-A The Fremont Group a Ltd. Partnership, 314 West 53rd St., New York, NY 10019 - \$1,200,000 in Ltd. Partnership Interests - Jurisdictions: NY, NJ, MN & IL - (24NY-8604 - April 5)
- 1-F Bear Valley Mutual Water Co., 101 East Olive Ave., Redlands, CA 92373 - assessments - (94LA-0060)
- 1-A Small Tube Products Co., 1674 Spring Meadows, Altoona, PA 16603 - 300,000 units each consisting of one share of 9% Cumulative Preferred Stock and one share common stock - Jurisdictions: CA, IL, NH, OH, PA, WI & Ontario
- 1-A Pioneer Park Ltd., Box C, Lake Delton, WI 53940 - 111 memberships, recreational vehicle campground club - Jurisdictions: WI - (24C-4244 - April 9)
- 1-A Inter-Continental Marketing Corp., 414 - 11th Street, P.O. Box 581, Huntington, WV 25710 - 600,000 shares common stock - Jurisdictions: WV, PA, KY, NJ, GA & FL - (24W-3360 - April 9)
- 1-A Ross Systems, Inc., 1860 Embarcadero Road, Palo Alto, CA 94303 - 601,770 shares common stock - Jurisdictions: CA, TX, NJ, DE and NY - (24LA-0247 - April 12)
- 1-A American Clinical Laboratories, Inc., 3705 E. Colfax Avenue #301, Denver, CO 80206 - 15,000,000 shares common stock - Underwriter: William C.M. Kivlan, Stabb, & Montagu Ltd., 41 Mott St., New York, NY 10013 - (24D-3697 - April 13)
- 1-A The Pecan Tree Co., 11 Riverside Drive, New York, NY - \$200,000 in Ltd. Partnership Interests - Jurisdictions: NY - (24NY-8605 - April 16)
- 1-A Southeastern Banking Corp., 101 Love St., Folkston, GA 31537 - 25 shares or \$1,500 per share in exchange for each outstanding share of the Camden County State Bank - Jurisdictions: GA, FL, TX and SC - (24A-2549 - April 11)
- 1-A First Eagle Corp., 205 N. 10th St., Suite 416, Boise, ID 83702 - 3,110,400 shares common stock - Jurisdictions: CO, DC, NV, NJ, NY and UT - (24S-2936 - April 12)
- 1-A Algor Energy and Recycling Systems, Inc., P.O. Box 177, Cedar Grove, NJ 07009 - 300,000 shares - Underwriter: Pars Securities, Inc. 358 Pennington Ave., Passaic, NJ 07055 - Jurisdictions: NJ - (24NY-8607 - April 19)
- 1-A Luxstar, Inc., One Rodney Sq., Tenth & King Streets, 9th Floor, Wilmington, DE 19899 - \$1,500,000: 15% variable maturity subordinated thrift certificates - Jurisdictions: NY, NJ, DE, MD, IL, PA, CT, MA & FL - (24NY-8606 - April 19)

- 1-A Decade Mortgage Partners, 933 N. Mayfair Road, Wauwatosa, WI 53226 - \$400,000 in Ltd. Partnership Interests - Underwriter: Decade Securities Corp., 933 North Mayfair Road, Milwaukee, WI 53226 - Jurisdictions: AZ, WI, IL, MN, IN, FL & ND - (24C-4245 - April 20)
- 1-A Donald Utz Engineering, Inc., 101 Industrial East, Clifton, NJ 07012 - 300,000 shares - Underwriter: Pars Securities, Inc., 358 Pennington Ave., Passaic, NJ 07055 - Jurisdictions: NJ (24NY-8608 - April 27)

RULE 12g3-2(b) EXEMPTIONS

The following foreign private issuers submitted materials that appeared sufficient to establish an exemption under Rule 12g3-2(b) during the month of March 1984: Coopers Resources N.L. (reinstated) (82-444); First Pacific Holdings Ltd. (82-836); Lenora Explorations Ltd. (82-837); Petro Energy Ltd. (82-838); Ventrex Energy Ltd. (82-839); Tantelex Ltd. (82-840); Rule Resources Ltd. (82-841); Nevcal Resource Ltd. (82-842); London & Overseas Freighters p.l.c. (82-843); and Zurich Energy Corp. (82-844).