

sec news digest

Issue 96-61

April 3, 1996

COMMISSION ANNOUNCEMENTS

ROBERT COMMENT NAMED ACTING CHIEF ECONOMIST OF THE OFFICE OF ECONOMIC ANALYSIS

On April 2, Chairman Levitt named Robert Comment as acting Chief Economist of the Office of Economic Analysis. The Office advises the Commission on the economic impact of major policy decisions and the implications of developments in the U.S. and international financial markets and institutions.

COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding open meetings on Wednesday mornings. Otherwise, meetings will be scheduled according to the requirements of agenda items under consideration.

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, D.C. 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.

Any member of the public who requires auxiliary aids such as a sign-language interpreter or material on tape to attend a public meeting should contact Nancy Wolynetz, Office of Administrative and Personnel Management, to make arrangements. Ms. Wolynetz can be reached at (202) 942-4091 or at a TTY number (202) 942-4075. Staff members at the Commission are encouraged to contact Ms. Wolynetz if they receive inquiries on availability of auxiliary aids.

OPEN MEETING - WEDNESDAY, APRIL 10, 1996 - 10:00 A.M.

The subject matter of the open meeting scheduled for Wednesday, April 10, 1996, at 10:00 a.m., will be:

Consideration of whether to propose a new regulation containing anti-manipulation rules governing securities offerings. The new regulation would simplify, modify, and, in some cases, eliminate provisions that otherwise restrict the activities of issuers, underwriters, and others participating in a securities offering. The new regulation is proposed to be adopted under various provisions of the Securities Act of 1933 and Securities Exchange Act of 1934 (Exchange Act) and, if adopted, would replace current Rules 10b-6, 10b-6A, 10b-7, 10b-8, and 10b-21 under the Exchange Act. Related amendments to Items 502(d) and 508 of both Regulations S-B and S-K, and to Rules 10b-18 and 17a-2 under the Exchange Act, also will be considered. For further information, contact M. Blair Corkran or K. Susan Grafton at (202) 942-0772.

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: The Office of the Secretary at (202) 942-7070.

EDGAR PHASE-IN COMPLETE ON MAY 6, 1996

The Division of Corporation Finance wishes to remind all domestic registrants whose filings are subject to its review that the phase-in to mandated electronic filing on the Commission's Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") system will be complete on May 6, 1996. Beginning on that date, all domestic registrants not previously phased in, and third parties filing with respect to such registrants, will become subject to mandated electronic filing requirements, as outlined in Regulation S-T (17 CFR Part 232). This applies to companies assigned to Group CF-10, as well as to those that previously have not been assigned a phase-in group. Beginning May 6, registration statements for initial public offerings also must be filed electronically, unless the filing is made at one of the Commission's regional offices.

Domestic registrants that will be phased in May 6 may begin filing electronically before that date if they wish, once they have filed a Form ID with the Commission and received EDGAR access and identification codes. It is no longer necessary for them to contact the staff to request a change in their phase-in group. Registrants may begin testing on the system once access codes have been issued. Early compliance with electronic filing requirements is encouraged once registrants become comfortable with the system.

Once a company becomes a mandated electronic filer, all filings made with respect to it by third parties (for example, Schedules 13D and 13G) must be made electronically. Third parties will not be required to file electronically with respect to companies whose phase-in date is May 6 until that date. If third parties wish to file electronically, however, they may do so at any time, whether or not the subject company has begun to make its own filings via EDGAR. Persons filing Forms 3, 4 and 5 pursuant to Section 16 of the Securities Exchange Act of 1934, and those filing Forms 144 pursuant to Rule 144 of the Securities Act of 1933, may file these documents in paper or electronic format, since electronic filing of these forms will continue to be optional after May 6.

Foreign private issuers and foreign governments will not be required to file electronically (unless acting as a third party filer with respect to an electronic domestic company or engaging in a business transaction with a phased-in domestic company), but they may choose to do so. Such entities can gain access to the EDGAR system by filing a Form ID to receive EDGAR access and identification codes. EDGAR currently recognizes many of the types of forms that may be filed by foreign registrants, but some form types, such as those associated with the multijurisdictional disclosure system, are not yet available; as a consequence, filings not supported by EDGAR must be made in paper. The EDGAR system will be enhanced in the future to allow electronic filing of these documents.

As is true with all rules promulgated by the Commission, persons making filings with the Commission are responsible for apprising themselves of their new obligations associated with filing on the EDGAR system. While the Commission has attempted to contact registrants in this last phase-in group by furnishing a copy of the current version of the EDGAR Filer Manual and EDGARLink software (with mailing having taken place the week of March 11), registrants will not be relieved of their electronic filing obligations in the absence of such notification. FOR FURTHER INFORMATION CONTACT: Sylvia J. Reis, Assistant Director, CF EDGAR Policy, Division of Corporation Finance, at (202) 942-2940.

ENFORCEMENT PROCEEDINGS

ALEXANDER FUENTES, ALCOM TRADING, INC. AND AMERICORP & ASSOCIATES, INC. CHARGED IN ALLEGED GROCERY DIVERTING FRAUD

The Commission announced that on March 15 it filed a complaint in the Southern District of Florida seeking a temporary restraining order, preliminary and permanent injunctions, civil penalties and other ancillary relief against Alexander Charles Fuentes, of Miami, Florida, and his companies, Alcom Trading, Inc. (Alcom) and Americorp & Associates, Inc. (Americorp).

The Commission's complaint alleged that Defendants raised at least \$2,500,000 from at least 24 investors through patent falsehoods and misrepresentations regarding a fraudulent grocery diverting investment program.

On March 15, the Honorable James Lawrence King, entered a temporary restraining order prohibiting Defendants from violating the antifraud provisions of the federal securities laws. In addition, the TRO froze Defendants' assets and ordered that: (a) Defendants preserve records; (b) Defendants account for the proceeds of the fraudulent scheme; and (c) Fuentes surrender his passport and not travel outside of the United States.

On March 26, the Court entered, by consent, an Order of Preliminary Injunction, enjoining them from violations of the antifraud provisions of the federal securities laws. The Consent Order also freezes Defendants' assets pending resolution of the case. [SEC v. Alexander Charles Fuentes, Alcom Trading, Inc. and Americorp & Associates, Inc., Case No. 96-0703-CIV-KING, SD Fla.] (LR-14860)

INVESTMENT COMPANY ACT RELEASES

THE FLEX-PARTNERS AND MUTUAL FUND PORTFOLIO

An order has been issued on an application filed by The Flex-Partners and Mutual Fund Portfolio under Section 6(c) of the Investment Company Act for an exemption from Section 12(d)(1)(F)(ii) of the Act. The order permits a class of shares of the TAA Fund, a series of The Flex-Partners, to be offered to the public with a sales load that exceeds the sales load limitation of that section. (Rel. IC-21864 - April 2)

ZURICH LIFE INSURANCE COMPANY, ET AL.

An order has been issued pursuant to Section 6(c) of the Investment Company Act exempting Zurich Life Insurance Company of America, Kemper Investors Life Insurance Company, Federal Kemper Life Assurance Company, Zurich Life Variable Annuity Separate Account, and Investors Brokerage Services, Inc. from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. The order provides exemptions to the extent necessary to permit the deduction of a mortality and expense risk charge from the assets of certain separate accounts that fund certain individual deferred variable annuity contracts. (Rel. IC-21865 - April 2)

NOMURA DIVIDEND INCOME FUND, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Nomura Dividend Income Fund, Inc. has ceased to be an investment company. (Rel. IC-21866 - April 2)

THE BENCHMARK FUNDS AND THE NORTHERN TRUST COMPANY

An order has been issued on an application filed by The Benchmark Funds (Trust) and The Northern Trust Company, the Trust's investment adviser, pursuant to Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder permitting applicants to jointly enter into repurchase agreements with non-affiliated counterparties. (Rel. IC-21867 - April 2)

SELF-REGULATORY ORGANIZATIONS

DELISTINGS GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Pen Interconnect, Inc., Common Stock, \$.01 Par Value and its Warrants. (Rel. 34-37060)

An order has been issued granting the application of the Philadelphia Stock Exchange to strike from listing and registration Arlen Corporation, Common Stock, \$1.00 Par Value. (Rel. 34-37061)

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-1 MOST MARRIOTT CORP, 10400 FERNWOOD RD, BETHESDA, MD 20817 (301) 380-9000 - 2,875,000 (\$36,656,250) COMMON STOCK. (FILE 333-1977 - MAR. 27) (BR. 12)
- S-4 NEW ENGLAND COMMUNITY BANCORP INC, OLD WINDSOR MALL, P O BOX 130, WINDSOR, CT 06095 (203) 688-5251 - 549,300 (\$2,900,000) COMMON STOCK. (FILE 333-1979 - MAR. 27) (BR. 2)
- S-6 MUNICIPAL INVT TR FD MULTISTATE SERIES 206 DEFINED ASSET FDS, C/O DAVIS POLK & MARDWELL, 450 LEXINGTON AVE, NEW YORK, NY 10017 - INDEFINITE SHARES. (FILE 333-1981 - MAR. 27) (BR. 22 - NEW ISSUE)
- S-6 DEFINED ASSET FUNDS MUNICIPAL INV TR FD MON PYMT SER 569, C/O DAVIS POLK MARDWELL, NEW YORK, NY 10017 - INDEFINITE SHARES. (FILE 333-1983 - MAR. 27) (NEW ISSUE)
- S-8 ZITEL CORP, 47211 BAYSIDE PARKWAY, FREMONT, CA 94538 (510) 440-9600 - 100,000 (\$1,260,812.62) COMMON STOCK. (FILE 333-1987 - MAR. 27) (BR. 3)
- S-8 FINANCIAL TRUST CORP, 1415 RITNER HWY, P O BOX 220, CARLISLE, PA 17013 (717) 243-8003 - 133,333 (\$4,066,657) COMMON STOCK. (FILE 333-1989 - MAR. 27) (BR. 1)
- S-4 HS RESOURCES INC, ONE MARITIME PLAZA 15TH FLOOR, SAN FRANCISCO, CA 94111 (415) 433-5795 - 7,161,312 (\$48,938,140) COMMON STOCK. (FILE 333-1991 - MAR. 27) (BR. 4)
- S-8 CITY NATIONAL CORP, 400 N ROXBURY DR, BEVERLY HILLS, CA 90210 (310) 858-4270 - 3,000,000 (\$39,187,500) COMMON STOCK. (FILE 333-1993 - MAR. 27) (BR. 1)
- S-4 FNB CORP/PA, HERMITAGE SQUARE, HERMITAGE, PA 16148 (412) 981-6000 - 3,120,667 (\$46,810,005) COMMON STOCK. (FILE 333-1997 - MAR. 27) (BR. 1)
- S-3 INTERNATIONAL REMOTE IMAGING SYSTEMS INC /DE/, 9162 ETON AVE, CHATSWORTH, CA 91311 (818) 709-1244 - 466,311 (\$3,045,594) COMMON STOCK. (FILE 333-2001 - MAR. 27) (BR. 8)
- S-8 PP&L RESOURCES INC, TWO NORTH NINTH STREET, ALLENTOWN, PA 18101 (610) 774-5151 - 200,000 (\$4,825,000) COMMON STOCK. (FILE 333-2003 - MAR. 27) (BR. 7)
- S-3 SAVANNAH FOODS & INDUSTRIES INC, P O BOX 339, SAVANNAH, GA 31402 (912) 234-1261 - 2,500,000 (\$26,875,000) COMMON STOCK. (FILE 333-2005 - MAR. 27) (BR. 4)
- F-6 ANGLO AMERICAN GOLD INVESTMENT CO LTD/ADR/, 48 WALL STREET, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-2168 - MAR. 08) (BR. 0)
- F-6 EAST RAND GOLD & URANIUM CO LTD/ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-2170 - MAR. 08)
- F-6 GOLD FIELDS PROPERTY CO LTD /ADR/, 1 CHASE MANHATTAN PLAZA, C/O CHASE MANHATTAN PLAZA, NEW YORK, NY 10081 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-2172 - MAR. 08) (BR. 99)

REGISTRATIONS CONT.

- S-8 PHC INC /MA/, 200 LAKE ST STE 102, PEABODY, MA 01960 (508) 536-2777 - 1,324,397 (\$11,840,109.18) COMMON STOCK. (FILE 333-2246 - MAR. 12) (BR. 5)
- S-8 ROADWAY EXPRESS INC, 1077 GORGE BOULEVARD, PO BOX 471, AKRON, OH 44309 (216) 384-1717 - 200,000 (\$2,812,500) COMMON STOCK. (FILE 333-2562 - MAR. 20) (BR. 4)
- S-8 VALLICORP HOLDINGS INC, 8405 NORTH FRESNO STREET, THIRD FLOOR, FRESNO, CA 93720 (209) 221-3154 - 36,575 (\$548,625) COMMON STOCK. (FILE 333-2658 - MAR. 25) (BR. 1)
- S-8 CYTEL CORP/DE, 3525 JOHN HOPKINS COURT, SAN DIEGO, CA 92121 (619) 552-3000 - 63,449 (\$11,420.82) COMMON STOCK. (FILE 333-2668 - MAR. 26) (BR. 4)
- S-8 SANTA CRUZ OPERATION INC, 400 ENCINAL STREET, PO BOX 1900, SANTA CRUZ, CA 95060 (408) 427-7172 - 2,650,000 (\$16,415,625) COMMON STOCK. (FILE 333-2670 - MAR. 26) (BR. 10)
- S-3 HOME PROPERTIES OF NEW YORK INC, 850 CLINTON SQUARE, ROCHESTER, NY 14604 (716) 546-4900 - 2,630,000 (\$2,271,250) COMMON STOCK. (FILE 333-2672 - MAR. 26) (BR. 5)
- S-3 HOME PROPERTIES OF NEW YORK INC, 850 CLINTON SQUARE, ROCHESTER, NY 14604 (716) 546-4900 - \$100,000,000 COMMON STOCK. (FILE 333-2674 - MAR. 26) (BR. 5)
- S-8 FISCHER IMAGING CORP, 12300 N GRANT ST, DENVER, CO 80241 (303) 452-6800 - 950,000 (\$12,587,500) COMMON STOCK. (FILE 333-2676 - MAR. 26) (BR. 8)
- S-1 INTERCEL INC/DE, 1239 O G SKINNER DR, WEST POINT, GA 31833 (706) 645-9520 - \$152,000,000 STRAIGHT BONDS. (FILE 333-2748 - MAR. 25) (BR. 7)
- S-11 REDWOOD TRUST INC, 591 REDWOOD HWY, STE 3100, MILL VALLEY, CA 94941 (415) 389-7373 - 2,875,000 (\$61,812,500) COMMON STOCK. (FILE 333-2762 - MAR. 26) (BR. 12)
- S-3 TETRA TECH INC, 670 N ROSEMEAD BOULEVARD, PASEDENA, CA 91107 (818) 449-6400 - 632,189 (\$14,066,205.25) COMMON STOCK. (FILE 333-2766 - MAR. 26) (BR. 9)
- S-8 INDIVIDUAL INC, 8 NEW ENGLAND EXECUTIVE PARK WEST, BURLINGTON, MA 01803 (617) 273-6000 - 500,000 (\$7,187,500) COMMON STOCK. (FILE 333-2806 - MAR. 26) (BR. 9)
- S-3 VERIFONE INC, THREE LAGOON DR STE 400, REDWOOD CITY, CA 94065 (415) 591-6500 - 151,320 (\$6,251,407.50) COMMON STOCK. (FILE 333-2810 - MAR. 27) (BR. 9)

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.
- Item 8. Change in Fiscal Year.

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 Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8-K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
AETNA LIFE & CASUALTY CO	CT				X	X				04/01/96	
AETRIUM INC	MN					X				01/16/96	AMEND
ALDEN JOHN FINANCIAL CORP	DE				X					03/27/96	
ALLEGHENY LUDLUM CORP ET AL	PA				X	X				04/01/96	
APPLIED MAGNETICS CORP	DE				X	X				03/22/96	
ASIA MEDIA COMMUNICATIONS LTD	NV	X	X		X	X				03/18/96	
AVIVA PETROLEUM INC /TX/	TX				X	X				03/29/96	
BIOTECHNICA INTERNATIONAL INC	DE				X					03/29/96	
BOWLES FLUIDICS CORP	MD				X					03/14/96	
BRADLEY REAL ESTATE INC	MD	X				X				03/15/96	
BRE PROPERTIES INC /MD/	MD	X			X	X				03/15/96	
CAI WIRELESS SYSTEMS INC	CT	X				X				02/23/96	AMEND
CALENERGY CO INC	DE	X								04/02/96	
CAMPBELL RESOURCES INC /NEW/					X	X				03/04/96	
CAPITAL ONE MASTER TRUST	VA				X	X				02/15/96	
CENTRAL BANCORPORATION INC /TX	TX					X				02/29/96	AMEND
CHASE MANHATTAN CORP /DE/	DE	X				X				03/31/96	
CHINA PACIFIC INC	NV	X	X		X	X				12/29/95	
CISCO SYSTEMS INC	CA	X				X				03/29/96	
COMMUNITY HEALTH SYSTEMS INC	DE	X				X				03/16/96	
CROCKER REALTY TRUST INC	MD					X				01/16/96	AMEND
CROWN LABORATORIES INC /DE/	DE				X	X				03/28/96	
CRYSTAL MOUNTAIN INC	WA							X		03/21/96	
CURTICE BURNS FOODS INC	NY	X								03/25/96	
DANKA BUSINESS SYSTEMS PLC					X	X				03/19/96	
DEP CORP	DE				X	X				04/01/96	
DIANA CORP	DE					X				01/16/96	AMEND
DR PEPPER SEVEN UP COMPANIES INC /DE/	DE				X	X				03/21/96	
EASTERN AIR LINES INC	DE		X							02/29/96	
ENSCO INTERNATIONAL INC	DE					X				03/21/96	
EQCC HOME EQUITY LOAN TRUST 1994-4	DE				X	X				02/15/96	
EQCC HOME EQUITY LOAN TRUST 1995-1	DE				X	X				02/15/96	
EQCC HOME EQUITY LOAN TRUST 1995-2	DE				X	X				01/15/96	
EQCC HOME EQUITY LOAN TRUST 1995-3	DE				X	X				02/15/96	
EQCC HOME EQUITY LOAN TRUST 1995-4	DE				X	X				02/15/96	
EQCC HOME EQUITY LOAN TRUST 1996-1	DE				X	X				02/15/96	
FARMERS CAPITAL BANK CORP	KY				X					03/26/96	
FCNB CORP	MD					X				02/29/96	
FCNB CORP	MD				X	X				03/29/96	AMEND
FIRST BRANDS CORP	DE				X	X				03/22/96	
FIRST USA BANK	DE				X	X				03/15/96	
FIRST WASHINGTON REALTY TRUST INC	MD	X				X				03/20/96	
FRONTIER CORP /NY/	NY				X					04/02/96	
FRONTIER OIL & GAS CO /DE	DE			X						03/21/96	
GABLES RESIDENTIAL TRUST	MD				X					03/25/96	
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	
GECPF 1 TAX EXEMPT GRANTOR TRUST SERIES	NY				X	X				03/15/96	
GOVERNMENT EXPORT TRUST SERIES 1993-1	NY				X	X				03/15/96	
GUILFORD MILLS INC	DE					X				01/17/96AMEND	
HEXCEL CORP /DE/	DE					X				04/01/96AMEND	
HOMER BANCORP/IN	IN				X					03/25/96	
MUMPHREY HOSPITALITY TRUST INC	MD				X					02/09/96	
IMPERIAL OIL LTD					X	X				03/29/96	
IMRE CORP	DE				X	X				04/01/96	
IMSCO INC /MA/	MA				X	X				03/25/96	
INFINITY BROADCASTING CORP	DE					X				12/31/95AMEND	
INTILE DESIGNS INC	DE				X					03/15/96	
ISRAMCO INC	DE				X	X				01/18/96	
JENNIFER CONVERTIBLES INC	DE				X	X				03/18/96	
JOHNSTON INDUSTRIES INC	DE		X			X				03/28/96	
JONES HERFF INC	IN				X					03/29/96	
KEENE CORP /DE/	DE				X	X				03/29/96	
KERR GROUP INC	DE		X		X	X				03/15/96	
KOO KOO ROO INC/DE	DE				X	X				03/27/96	
LANDMARK GRAPHICS CORP	DE				X	X				04/02/96	
LONG ISLAND BANCORP INC	DE				X					03/26/96	
MALLINCKRODT GROUP INC	NY				X					04/01/96	
MARINER HEALTH GROUP INC	DE				X	X				04/01/96	
MASTEC INC	DE				X	X				04/01/96	
MEDICAL RESOURCE COMPANIES OF AMERICA	NV		X			X				12/31/95	
MEDISENSE INC /MA/	MA				X	X				03/29/96	
MELLON BANK N A	MA				X	X				03/29/96	
MERRILL LYNCH & CO INC	DE				X	X				04/01/96	
MERRILL LYNCH MORTGAGE INVESTORS INC	DE				X	X				03/22/96	
MIDCOM COMMUNICATIONS INC	WA					X				12/29/95AMEND	
NATIONAL SEMICONDUCTOR CORP	DE				X	X				04/02/96	
NETWORK LONG DISTANCE INC	DE					X				01/02/96AMEND	
NORTECH SYSTEMS INC	MN					X				03/28/95AMEND	
NORTECH SYSTEMS INC	MN					X				08/23/95AMEND	
NORTEK INC	DE				X	X				04/01/96	
NOUVEAU INTERNATIONAL INC	DE				X					01/18/96AMEND	
NOVATEK INTERNATIONAL INC	CO		X			X				03/19/96AMEND	
OLYMPIC FINANCIAL LTD	MN				X	X				03/15/96	
PACIFIC BELL	CA				X					04/01/96	
PACIFIC TELESIS GROUP	NV				X	X				04/01/96	
PARTNERS HEALTH PLAN OF PENNSYLVANIA INC	PA		X							03/20/96	
PEDIATRIX MEDICAL GROUP INC	FL		X			X				01/16/96AMEND	
PEDIATRIX MEDICAL GROUP INC	FL		X			X				01/29/96AMEND	
PEDIATRIX MEDICAL GROUP INC	FL		X			X				01/29/96AMEND	
PEOPLES BANK	CT				X	X				03/15/96	
PEOPLES BANK CREDIT CARD MASTER TRUST	CT				X	X				03/15/96	
PHOENIX NETWORK INC	DE					X				01/16/96AMEND	
PHOENIX RESOURCE COMPANIES INC	DE				X	X				03/27/96	
PHONETEL TECHNOLOGIES INC	OH		X		X	X				03/15/96	
PHYSICIANS RESOURCE GROUP INC	DE		X			X				03/18/96	
PITTENCRIEFF COMMUNICATIONS INC	TX					X				01/16/96AMEND	
PITTSBURGH HOME FINANCIAL CORP	PA				X	X				04/01/96	

OK REPORTS CONT.

NAME OF ISSUER	STATE CODE	OK ITEM NO.								DATE	COMMENT	
		1	2	3	4	5	6	7	8			
PROFFITTS INC	TN					X					03/02/96	
PROFFITTS INC	TN					X					03/02/96	AMEND
PRUDENTIAL SECURITIES SECURED FINANCING	DE				X	X					03/29/96	
PSINET INC	NY					X					03/26/96	
RALSTON PURINA CO	MO					X					04/01/96	
RECYCLING INDUSTRIES INC	FL			X		X					03/25/96	
REGAL INTERNATIONAL INC	DE	X				X					03/15/96	
RELIASTAR FINANCIAL CORP	DE					X					03/29/96	
RENTRAK CORP	OR					X					03/28/96	
REPUBLIC INDUSTRIES INC	DE					X	X				03/29/96	
RICHEY ELECTRONICS INC	CA					X	X				03/22/96	
ROBERTS PHARMACEUTICAL CORP	NJ					X					03/26/96	
RYKOFF SEXTON INC	DE					X					02/21/95	AMEND
SAFETY 1ST INC	MA	X			X	X					03/15/96	
SBC COMMUNICATIONS INC	DE					X	X				04/01/96	
SEARS ROEBUCK ACCEPTANCE CORP	DE					X	X				03/28/96	
SENTINEL FINANCIAL CORP	DE					X	X				03/22/96	
SIMON PROPERTY GROUP INC	MD					X	X				03/26/96	
SOURCE ONE MORTGAGE SERVICES CORP	DE					X					03/25/96	
SOURCE ONE MORTGAGE SERVICES CORP	DE					X					03/27/96	
SPARTA PHARMACEUTICALS INC	DE	NO ITEMS									02/07/00	
STOP & SHOP COMPANIES INC /DE/	DE					X	X				03/27/96	
STORAGE USA INC	TN					X	X				11/09/95	
STRUCTURED ASSET SECURITIES CORP SERIES	DE					X	X				09/25/95	
STRUCTURED ASSET SECURITIES CORP SERIES	DE					X	X				10/25/95	
STRUCTURED ASSET SECURITIES CORP SERIES	DE					X	X				11/27/95	
SUMMAGRAPHICS CORP	DE					X	X				03/19/96	
SUNSHINE MINING & REFINING CO	DE					X	X				03/22/96	
SWISHER INTERNATIONAL INC	NV					X					03/29/96	
SYNTELLECT INC	DE					X	X				03/14/96	
TELELINK INTERNATIONAL CORP	NV					X	X				03/21/96	AMEND
TMS AUTO HOLDINGS INC	DE					X					10/20/95	
TMS AUTO HOLDINGS INC	DE					X	X				11/20/95	
TMS INC /OK/	OK	X				X					03/15/96	
TOWER AUTOMOTIVE INC	DE					X					01/16/96	AMEND
U S HEALTHCARE INC	PA					X	X				03/30/96	
UNION PLANTERS CORP	TN					X	X				04/01/96	
UNION PLANTERS CORP	TN					X	X				04/02/96	
UNISYS CORP	DE					X	X				03/29/96	
URS CORP /NEW/	DE	X									03/29/96	
VIRAGEN INC	DE					X					03/15/96	
WELLS FARGO & CO	DE					X	X				04/01/96	
WINTHROP RESOURCES CORP	MN					X					01/19/96	AMEND
XCL LTD	DE					X					03/28/96	

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

Litigation Release No. 14861 / April 3, 1996

SECURITIES AND EXCHANGE COMMISSION v. FREDERICK AUGUSTUS MORAN, ET AL., Civil Action No. 95-4472 (S.D.N.Y. April 2, 1996)

On April 2, 1996, Judge Bernard Newman, sitting by designation in the United States District Court for the Southern District of New York, issued an Opinion and Order dismissing insider trading claims against all defendants and finding that defendants Frederick A. Moran Sr. (Moran Sr.) and Moran Asset Management Inc. (MAM) breached their fiduciary duty and defrauded their clients in violation of Section 206(2) of the Advisers Act. The Court also found that Moran Sr. and MAM wilfully violated the disclosure requirements of Sections 204 and 207 of the Advisers Act and Rule 204-1(b)(1) thereunder and that Moran Sr. and defendant Moran & Associates Inc. Securities Brokerage (MSB) violated the registration requirements of Section 15(b) of the Exchange Act and Rule 15b3-1 thereunder.

Moran Jr. was a telecommunications analyst at Salomon Brothers who worked on the Bell Atlantic/TCI/Liberty Communications transaction. Moran Sr. purchased 340,799 TCI Class A common shares and 203,200 Liberty Class A shares for managed, personal and family accounts on the last two days before the public announcement of the transaction. The Commission alleged that Moran Jr. had tipped his father about the transaction and that Moran Sr. made the purchases while in possession of material non-public information. The Court found the Commission had not sustained its burden of proof as to that contention, although, according to the Court, "[s]urely one possible inference that can reasonably be drawn from the evidence presented in this case is that Moran Sr. purchased cable security stocks based on material nonpublic information provided to him by Moran Jr. But "this inference, however, is not the most likely scenario suggested by the proof." And the Court further states: "the evidence in this case, while not showing an intent on the part of Moran Jr. to violate the law in order to assist his father, nonetheless illustrates Moran Jr.'s willingness to provide information to his father, even if doing so is contrary to the established policies of Salomon Brothers or the wishes of his firm's clients." While the Court found that the Commission failed to establish a tip prior to Moran Sr.'s trades, the Court found that "the merger details relayed by Moran Jr. on the evening of October 12 were still confidential non-public information" but not actionable because Moran Sr. had completed his trades before then.

With respect to the Commission's other claims, the Court found that Moran Sr. and MAM negligently allocated shares of telecommunications stocks purchased in advance of the announcement

of the Bell Atlantic/TCI/Liberty Communications merger to his personal, family, and firm accounts while allocating to their investment advisory clients shares of those securities purchased at higher prices, in violation of Section 206(2) of the Advisers Act. The Court also found that Moran Sr., MAM and MSB failed to disclose that Moran Sr.'s sons Frederick W. Moran Jr. (Moran Jr.) and Clayton Moran were directors of MAM and MSB. Judge Newman found "Moran Sr. acted with knowledge and intended to conceal that his sons were directors. Certainly this is an indication that he was acting surreptitiously the fact that the sons were still omitted even though the form was supposedly corrected, leads to the unmistakable conclusion that the omissions were intentional." Accordingly, Moran Sr. and MAM violated Sections 204 of the Advisers Act and Rule 204-1(b)(1), which require the prompt amendment of an investment adviser's registration statement if it becomes inaccurate, and Section 207 of the Adviser's Act, which prohibits investment advisers from making willful material misstatements or omissions in registrations filed with the Commission. Moran Sr. and MSB violated Section 15(b) of the Exchange Act and Rule 15b3-1 because they failed to amend their inaccurate broker dealer registration.

Judge Newman directed the parties to contact the Court within thirty days to establish a date for a hearing on the penalty portion of this trial. The action was commenced on June 15, 1995 (see Litigation Release No. 14532) and was tried before the Court in December 1995.