

sec news digest

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U.S. SECURITIES AND
EXCHANGE COMMISSION

CRIMINAL PROCEEDINGS

F. DUNCAN FRAZER PLEADS GUILTY

The Boston Regional Office and the U.S. Attorney in Boston, Massachusetts announced that on April 8 F. Duncan Frazer, of Lynnfield, Massachusetts, pleaded guilty to all counts of a ten-count, mail-fraud indictment. Sentencing is set for May 6.

Frazer, formerly Treasurer and Chief Financial Officer of Massachusetts Financial Services Company (MFS), a Boston-based investment adviser registered with the Commission which advises and manages approximately 18 registered investment companies. Frazer embezzled over \$1.4 million in a scheme in which he submitted false expense vouchers purportedly for travel expenses of MFS' employees. (U.S. v. F. Duncan Frazer USDC DC, Cr. No. 85-97). (LR-10723)

HOLDING COMPANY ACT RELEASES

THE SOUTHERN COMPANY

An order has been issued authorizing The Southern Company, a registered holding company, to indemnify, from time to time through June 30, 1990, persons acting as surety on bonds or other obligations on behalf of its subsidiary, Southern Electric International, Inc. (Rel. 35-23662 - April 12)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTINGS GRANTED

Orders have been issued granting the applications of the following stock exchanges for unlisted trading privileges in the common stock of the specified number of issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system: The Cincinnati Stock Exchange - seven issues. (Rel. 34-21938); The Philadelphia Stock Exchange - one issue. (Rel. 34-21939); three issues. (Rel. 34-21941); and The Boston Stock Exchange - eight issues. (Rel. 34-21940)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the Pacific Stock Exchange, Inc. (SR-PSE-85-5) to amend PSE Rule VI, Sections 36(b) and 79, respectively, to provide a more detailed procedure for closing rotations, and to clarify the bid-ask differential rule. (Rel. 34-21935)

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-15 KROGER CO, 1014 VINE ST, CINCINNATI, OH 45202 (513) 762-4000 (FILE 2-96792 - APR. 01) (BR. 2)
- S-8 DOMINION RESOURCES INC/VA/, ONE JAMES RIVER PLZ, P O BOX 26532, RICHMOND, VA 23261 (804) 771-4483 - 1,600,000 (\$31,600,000) COMMON STOCK. 47,400,000 OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 2-96882 - APR. 04) (BR. 8)
- S-3 DOMINION RESOURCES INC/VA/, ONE JAMES RIVER PLZ, P O BOX 26532, RICHMOND, VA 23261 (804) 771-4483 - 700,000 (\$20,737,500) COMMON STOCK. (FILE 2-96883 - APR. 04) (BR. 8)
- S-3 DOMINION RESOURCES INC/VA/, ONE JAMES RIVER PLZ, P O BOX 26532, RICHMOND, VA 23261 (804) 771-4483 - 2,000,000 (\$59,250,000) COMMON STOCK. (FILE 2-96884 - APR. 04) (BR. 8)
- S-6 DIRECTIONS UNIT INVESTMENT TRUST TWENTY SIXTH SERIES, ONE BATTERY PARK PLAZA, C/O E F HUTTON & CO INC, NEW YORK, NY 10004 - 1,000 (\$1,000,000) UNIT INVESTMENT TRUST DEPOSITOR: HUTTON E F & CO INC. (FILE 2-96886 - APR. 04) (BR. 18 - NEW ISSUE)
- S-8 BANK SOUTH CORP, 55 MARIETTA ST, ATLANTA, GA 30303 (404) 529-4075 - 100,000 (\$2,425,000) COMMON STOCK. (FILE 2-96888 - APR. 05) (BR. 13)
- S-8 BANK SOUTH CORP, 55 MARIETTA ST, ATLANTA, GA 30303 (404) 529-4075 - 350,000 (\$8,487,500) COMMON STOCK. (FILE 2-96889 - APR. 05) (BR. 13)
- S-8 CENAGRA INC /DE/, ONE CENTRAL PK PLZ STE 1400, OMAHA, NE 68102 (402) 978-4000 - 35,000,000 (\$35,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 2-96891 - APR. 03) (BR. 4)
- F-6 REDLAND PLC /BANK OF NEW YORK, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10011 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 2-96893 - APR. 04) (BR. 99 - NEW ISSUE)
- S-8 GUARDIAN BANCORP, 800 S FIQUERDA ST, LOS ANGELES, CA 90017 (213) 239-0800 - 330,000 (\$3,300,000) COMMON STOCK. (FILE 2-96894 - APR. 05) (BR. 1 - NEW ISSUE)
- S-1 CARVER CORP, 19210 33RD AVE WEST, LYNNWOOD, WA 98036 (206) 775-1202 - 100,000 (\$1,200,000) COMMON STOCK. 705,000 (\$8,460,000) COMMON STOCK. UNDERWRITER: PIPER JAFFRAY & HOPWOOD. (FILE 2-96896 - APR. 05) (BR. 12 - NEW ISSUE)
- S-1 AMERIWEST FINANCIAL CORP, 6400 UPTOWN BLVD NE, ALBUQUERQUE, NM 87110 (505) 883-3100 - 27,000,000 (\$25,650,000) STRAIGHT BONDS. (FILE 2-96898 - APR. 05) (BR. 1)
- S-8 UNION CARBIDE CORP, 35 OLD RIDGEBURY RD, DANBURY, CT 06817 (203) 794-2000 - 350,000,000 (\$350,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. 650,000 COMMON STOCK. (FILE 2-96899 - APR. 05) (BR. 2)
- S-1 WORLD ALTERNATIVE ENERGY CORP, 151 KALMUS DR A-203, COSTA MESA, CA 92626 (714) 544-5217 - 2,250,000 (\$18,000,000) COMMON STOCK. 1,078,125 (\$6,468,750) COMMON STOCK. 93,750 (\$100) WARRANTS, OPTIONS OR RIGHTS. 187,500 (\$825,000) WARRANTS, OPTIONS OR RIGHTS. 93,750 (\$937,500) WARRANTS, OPTIONS OR RIGHTS. UNDERWRITER: MULLER & CO INC. (FILE 2-96901 - APR. 05) (BR. 7 - NEW ISSUE)
- S-8 VIRATEK INC, 3300 HYLAND AVE, COSTA MESA, CA 92626 (714) 545-0100 - 100,000 (\$1,700,000) COMMON STOCK. (FILE 2-96902 - APR. 05) (BR. 4)
- S-8 ICI PHARMACEUTICALS INC, 3300 HYLAND AVE, COSTA MESA, CA 92626 (714) 545-0100 - 300,000 (\$3,037,500) COMMON STOCK. (FILE 2-96903 - APR. 05) (BR. 4)
- S-3 VIRATEK INC, 3300 HYLAND AVE, COSTA MESA, CA 92626 (714) 545-0100 - 16,250 (\$272,188) COMMON STOCK. (FILE 2-96904 - APR. 05) (BR. 4)
- S-14 SHARED MEDICAL SYSTEMS CORP, 51 VALLEY STREAM PARKWAY, MALVERN, PA 19355 (215) 294-6300 - 570,210 (\$15,824,900) COMMON STOCK. (FILE 2-96905 - APR. 05) (BR. 6)

- S-8 MICROPLIS CORP, 21123 NORDHOFF ST, CHATSWORTH, CA 91311 (213) 709-3300 - 150,000 (\$1,068,750) COMMON STOCK. (FILE 2-96906 - APR. 05) (BR. 10)
- S-8 UNITED COUNTIES BANCORPORATION, FOUR COMMERCE DR, CRANFORD, NJ 07016 (201) 931-6713 - 125,000 (\$4,531,250) COMMON STOCK. (FILE 2-96907 - APR. 05) (BR. 1)
- S-1 COMPUCCORP, 2211 MICHIGAN AVE, SANTA MONICA, CA 90404 (213) 829-7453 - 3,461,450 (\$2,076,870) WARRANTS, OPTIONS OR RIGHTS. 3,461,450 COMMON STOCK. 2,745,725 (\$3,953,844) COMMON STOCK. 1,730,725 (\$865,363) COMMON STOCK. (FILE 2-96908 - APR. 05) (BR. 10)
- S-8 FOPER CORP, 1905 W COLRT ST, KANKAKEE, IL 60901 (815) 937-6000 - 4,500 (\$13,141,875) OTHER SECURITIES INCLUDING VOTING TRUST. 815,000 COMMON STOCK. (FILE 2-96909 - APR. 05) (BR. 4)
- S-8 HORIZON INDUSTRIES INC/GA/, S INDUSTRIAL BLVD, CALHOUN, GA 30701 (404) 629-7721 - 50,000 (\$193,750) COMMON STOCK. COMMON STOCK. (FILE 2-96910 - APR. 05) (BR. 8)
- S-8 ERC INTERNATIONAL INC /NEW, 2070 CHAIN BRIDGE RD, STE 400, VIENNA, VA 22180 (703) 827-0720 - 250,000 (\$1,562,500) COMMON STOCK. (FILE 2-96911 - APR. 05) (BR. 6)
- S-8 HORIZON INDUSTRIES INC/GA/, S INDUSTRIAL BLVD, CALHOUN, GA 30701 (404) 629-7721 - 408,700 (\$1,636,758) COMMON STOCK. (FILE 2-96912 - APR. 05) (BR. 8)
- S-8 NORSTAN INC, 15755 32ND AVE NORTH, PLYMOUTH, MN 55447 (612) 553-3200 - 150,000 (\$956,250) COMMON STOCK. (FILE 2-96913 - APR. 05) (BR. 7)
- S-8 SCHLUMBERGER N V, 42 RUE SAINT DOMINIQUE, PARIS 75007 FRANCE, IO (212) 350-9400 - 250,000 (\$6,000,000) FOREIGN COMMON STOCK. (FILE 2-96914 - APR. 05) (BR. 4)
- S-8 PROTOCCL COMPUTERS INC, 6150 CANOGA AVE, STE 100, WOODLAND HILLS, CA 91367 (213) 716-5500 - 175,000 (\$416,500) COMMON STOCK. (FILE 2-96915 - APR. 04) (BR. 9)
- S-3 MANUFACTURERS HANOVER CORP. 270 PARK AVE, NEW YORK, NY 10017 (212) 286-6000 - 800,000,000 (\$800,000,000) STRAIGHT BONDS. (FILE 2-96916 - APR. 05) (BR. 1)
- S-8 SYNTEX CORP, EDIFICIO BANK OF AMERICA CALLE 50, PANAMA REPUBLIC OF PANAMA, RI - 1,500,000 (\$84,750,000) COMMON STOCK. (FILE 2-96917 - APR. 08) (BR. 4)
- S-6 MUNICIPAL SECURITIES TRUST MULTI STATE SERIES 13, 55 WATER ST, C/O BEAR STEARNS & CO, NEW YORK, NY 10041 - 24,000 (\$16,800,000) UNIT INVESTMENT TRUST. (FILE 2-96918 - APR. 08) (BR. 16 - NEW ISSUE)
- S-3 HEXCEL CORP/DE, 650 CALIFORNIA ST, STE 1400, SAN FRANCISCO, CA 94108 (415) 956-3333 - 55,869 (\$1,586,528) COMMON STOCK. (FILE 2-96920 - APR. 05) (BR. 6)
- S-3 BOGERT OIL CO, 2601 NW EXPY, STE 901W THE OIL CTR, OKLAHOMA CITY, OK 73112 (405) 848-5808 - 2,000,000 (\$1,718,750) COMMON STOCK. (FILE 2-96921 - APR. 05) (BR. 3)

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	SNRS (000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
AIR EXPRESS INTL CORP NIMER RICHARD T ET AL	COM 13D	3/ 6/85	802 18.0	00910410 0.0	RVISION
CENTEX CORP BANKERS TRUST CO OF TEXAS	COM 13D	3/ 6/85	1,342 7.1	15231210 8.9	UPDATE
CITADEL HEDG CORP AMERICAN UNDERWRITERS ET AL	COM 13D	4/ 9/85	289 9.1	17286210 9.0	UPDATE
CROWN ZELLERBACH CORP CSZ ACQUISITION CORP	COM 14D-1	4/10/85	0 0.0	22866910 0.0	NEW
CROWN ZELLERBACH CORP GENERAL ORIENTAL INVSTS ET AL	COM 13D	4/10/85	2,613 9.6	22866910 9.4	UPDATE
DUPLEX PRODS INC SMITH LUCIEN T	COM 13D	2/ 4/85	181 4.7	26609310 0.0	NEW
ECHLIN INC BORG WARNER CORP	COM 13D	3/28/85	4,000 19.3	27874910 21.7	UPDATE
FIRST BOSTON FINANCIERE CRED SUISSE/FST BOS	CAPITAL STOCK 13D	2/25/85	4,749 37.0	31933110 16.9	UPDATE
GALAXY OIL CO RYECO INVEST U V ET AL	COM 13D	4/ 8/85	544 4.7	36318010 5.0	UPDATE
LIBERTY CORP S C NIPP JANE F	COM 13D	1/ 8/85	557 5.5	53037010 0.0	NEW
MINSTAR INC JACOBS INDUSTRIES INC ET AL	COM 13D	3/27/85	5,943 45.1	60444210 31.5	UPDATE
OILGEAR CO OILGEAR STOCK RET PLAN	COM 13D	3/20/85	176 20.7	67804210 19.0	UPDATE
REPCO INC MERCOR ELECTRONICS INC	COM 13D	11/ 7/84	388 30.9	75990910 19.4	UPDATE
SEAGRAM LTD BRONFMAN CHARLES R	COM 13D	3/29/85	35,520 38.6	81185010 40.7	UPDATE
SEAGRAM LTD BRONFMAN EDGAR M	COM 13D	3/29/85	30,131 32.8	81185010 33.9	UPDATE
SEAGRAM LTD DEGUNZBURG MINDA	COM 13D	3/29/85	33,824 36.8	81185010 38.9	UPDATE
SEAGRAM LTD KOLBER E LED	COM 13D	3/29/85	35,520 38.6	81185010 40.7	UPDATE
SEAGRAM LTD LAMBERT PHYLLIS	COM 13D	3/29/85	31,220 34.0	81185010 36.9	UPDATE
SEAGRAM LTD PHILLIPS LAZARUS	COM 13D	3/29/85	30,131 32.8	81185010 33.9	UPDATE
SEAGRAM LTD VINBERG PHILLIP F	COM 13D	3/29/85	35,557 38.7	81185010 40.8	UPDATE
TU INTL INC VALLEY FORGE VENTURES INV	COM PAR \$0.10 13D	3/31/85	1 N/A	87305420 N/A	UPDATE
UNITED CABLE TELEVISION TELE-COMMUNICATIONS INC	CONV PFD SERIES B 13D	4/ 1/85	1,663 13.4	90969599 0.0	NEW
MILSON H J INC SERVICE ACQUIS/SERVICE MERCH	COM 14D-1	4/10/85	4,512 58.4	97210610 0.0	NEW