

# sec news digest

Issue 95-159

August 17, 1995

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## ENFORCEMENT PROCEEDINGS

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EDWARD SCHERER, FORMERLY OF MERRILL LYNCH, CONSENTS TO THE ENTRY OF A PERMANENT INJUNCTION AND TO THE ENTRY OF AN ADMINISTRATIVE ORDER BARRING HIM FROM THE SECURITIES INDUSTRY; ELLIS STRELITZ, LEONARD STRELITZ, AND RANDI STRELITZ, RELIEF DEFENDANTS, AGREE TO DISGORGE PROFITS

The Commission announced that on August 16 it filed consents and final judgments in connection with a complaint previously filed with the District Court for the Southern District of New York on August 20, 1992, alleging that Edward L. Scherer, a former Merrill Lynch employee, and others engaged in an illegal scheme to trade high yield securities in nominee accounts in which Scherer had a financial interest (SEC v. Scherer, 92 Civ. 6300, SDNY, August 20, 1992). The complaint charged that the trading violated Merrill Lynch's policies and the securities laws. Pursuant to one consent, Scherer agreed, without admitting or denying the Commission's allegations, to the entry of a final judgment permanently enjoining him from violating Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Further, Scherer agreed to renounce any interest in the proceeds arising from the scheme and to pay a civil penalty of \$20,000.

The Commission also filed a consent and final judgment as to Ellis J. Strelitz, Randi R. Strelitz and Leonard R. Strelitz, named as Relief Defendants in this case. Pursuant to the consent, the Strelitzes agreed to the entry of a final judgment ordering them to pay \$750,000 in disgorgement of trading profits earned as a result of the scheme. The complaint did not charge the Strelitzes with violations of the securities laws.

In separate administrative proceedings, Scherer also agreed to the issuance of an administrative Order, barring him from association with any broker, dealer, investment adviser, investment company or municipal securities dealer. [SEC v. Edward L. Scherer, et al., Civil Action No. 92 Civ. 6300, SDNY] (LR-14604)

## PATRICK McLAREN ENJOINED

The Commission announced that on July 20 the Honorable Willis B. Hunt, United States District Judge for the Northern District of Georgia entered a final judgment of permanent injunction and other relief against Patrick McLaren (McLaren). McLaren was permanently enjoined from violating Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. In addition, the Court ordered that McLaren shall be liable for the disgorgement of any sum which was fraudulently obtained by him from investors, plus prejudgment interest. The Court, however, waived payment based on McLaren's demonstrated inability to pay. McLaren consented to the entry of the judgment.

The Commission's complaint alleges that Betty-Nina Rote and McLaren violated the above mentioned provisions of the securities laws in connection with the offer and sale of securities of Mutual Mining, Inc. (MMI) by making various misrepresentations concerning MMI, its precious metal extraction processes, the commercial feasibility of such processes, and MMI's sources of funding. [SEC v. Betty-Nina Rote and Patrick McLaren, Civil Action No. 1-93-CV-2227-WBH] (LR-14605)

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## INVESTMENT COMPANY ACT RELEASES

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### CONNECTICUT GENERAL LIFE INSURANCE COMPANY, ET AL.

A supplemental order has been issued correcting the date of filing for the initial application requesting an exemptive order from October 11, 1995 to October 11, 1994. (Rel. IC-21265-A - August 15)

### CITIC PACIFIC LIMITED

A notice has been issued giving interested persons until September 11 to request a hearing on an application filed by CITIC Pacific Limited for an order under Section 3(b)(2) of the Investment Company Act declaring that it is primarily engaged in a business other than that of investing, reinvesting, owning, holding, or trading in securities. (Rel. IC-21282; International Series Rel. 839 - August 15)

NUVEEN OHIO PREMIUM INCOME MUNICIPAL FUND, INC.  
NUVEEN NEW JERSEY PREMIUM INCOME MUNICIPAL FUND 3  
NUVEEN NEW JERSEY PREMIUM INCOME MUNICIPAL FUND 2  
NUVEEN NEW JERSEY QUALITY INCOME MUNICIPAL FUND, INC.

Orders have been issued under Section 8(f) of the Investment Company Act declaring that the above-named companies have ceased to be investment companies. (Rels. IC-21284; IC-21285; IC-21286; IC-21287, respectively - August 16)

NUVEEN OHIO PREMIUM INCOME MUNICIPAL FUND 2  
NUVEEN PREMIUM INCOME MUNICIPAL FUND 3, INC.  
NUVEEN PENNSYLVANIA PREMIUM INCOME MUNICIPAL FUND  
NUVEEN PENNSYLVANIA QUALITY INCOME MUNICIPAL FUND  
NUVEEN PENNSYLVANIA PREMIUM INCOME MUNICIPAL FUND 3  
NUVEEN INSURED NEW YORK PREMIUM INCOME MUNICIPAL FUND 2  
NUVEEN FLORIDA PREMIUM INCOME MUNICIPAL FUND  
NUVEEN CALIFORNIA PREMIUM INCOME MUNICIPAL FUND 2  
NUVEEN VIRGINIA PREMIUM INCOME MUNICIPAL FUND 2  
NUVEEN MICHIGAN PREMIUM INCOME MUNICIPAL FUND 2  
NUVEEN MARYLAND PREMIUM INCOME MUNICIPAL FUND 2  
NUVEEN INSURED FLORIDA PREMIUM INCOME MUNICIPAL FUND 2  
NUVEEN NEW YORK PREMIUM INCOME MUNICIPAL FUND  
NUVEEN NEW YORK MUNICIPAL MARKET OPPORTUNITY FUND, INC.  
NUVEEN TEXAS PREMIUM INCOME MUNICIPAL FUND  
NUVEEN SELECT TAX-FREE INCOME PORTFOLIO 4  
NUVEEN PREMIUM INCOME MUNICIPAL FUND 6  
NUVEEN PREMIUM INCOME MUNICIPAL FUND 5

Orders have been issued under Section 8(f) of the Investment Company Act declaring that the above-named companies have ceased to be investment companies. (Rels. IC-21288; IC-21289; IC-21290; IC-21291; IC-21292; IC-21293; IC-21294; IC-21295; IC-21296; IC-21297; IC-21298; IC-21299; IC-21300; IC-21301; IC-21302; IC-21303; IC-21304; IC-21305, respectively - August 16)

FIRST VARIABLE LIFE INSURANCE CO., ET AL.

A notice has been issued giving interested persons until September 11 to request a hearing on an application filed by First Variable Life Insurance Company (First Variable), First Variable Annuity Fund E (Separate Account), and First Variable Capital Services, Inc. (collectively, Applicants). Applicants seek an order under Section 6(c) of the Investment Company Act granting exemptions from 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 Separate Account or any other separate account established by First Variable in connection with the offer and sale of certain variable annuity contracts (Contracts) as well as other variable annuity contracts that are substantially similar in all material respects to the Contracts. This order will supersede prior orders issued by the Commission permitting Applicants to issue variable annuity contracts that provide for the deduction of mortality and expense risk charges from the Separate Account. (Rel. IC-21283 - August 15)

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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 TCS Enterprises, Inc., Common Stock, Without Par Value. (Rel. 34-36106)

### PROPOSED RULE CHANGES

The National Securities Clearing Corporation filed a proposed rule change (SR-NSCC-95-09) relating to the modification to NSCC's Procedures to allow the processing of voluntary reorganizations with protect periods of three days or greater. Publication is expected in the Federal Register during the week of August 14. (Rel. 34-36097)

The Boston Stock Exchange filed a proposed rule change (SR-BSE-95-02; Amendment No. 1) to clarify its priority rule regarding execution of limit orders in securities subject to competition. Publication of the proposal is expected in the Federal Register during the week of August 14. (Rel. 34-36100)

### APPROVAL OF AMENDMENT TO JOINT INDUSTRY PLAN

The Commission approved Amendment No. 3 to a Joint Industry Reporting Plan for Nasdaq/National Market securities traded on an exchange on an unlisted or listed basis, submitted by the National Association of Securities Dealers, and the Boston, Chicago and Philadelphia Stock Exchanges (S7-24-89) to extend the effectiveness of the Commission's approval of the Plan and to extend certain exemptive relief granted by the Commission in conjunction with the Plan through September 12, 1995. The Commission also expanded the number of eligible securities that may be traded by an exchange Participant pursuant to the Plan from 100 to 500 securities. (Rel. 34-36102)

### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change by the American Stock Exchange (SR-Amex-95-06) relating to options on the Morgan Stanley REIT Index. Publication of the approval order is expected in the Federal Register during the week of August 14. (Rel. 34-36103)

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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 FARMLAND INDUSTRIES INC, 3315 N OAK TRAFFICWAY, KANSAS CITY, MO 64116  
(816) 459-6000 (FILE 33-61709 - AUG. 10) (BR. 4)
- S-3 TRW INC, 1900 RICHMOND RD, CLEVELAND, OH 44124 (216) 291-7000 -  
224,530,000 (\$224,530,000) STRAIGHT BONDS. (FILE 33-61711 - AUG. 10)  
(BR. 4)
- S-3 OHIO EDISON CO, 76 S MAIN ST, AKRON, OH 44308 (216) 384-5100 -  
4,600,000 (\$115,000,000) PREFERRED STOCK. (FILE 33-61713 - AUG. 10)  
(BR. 7)
- S-8 SBC COMMUNICATIONS INC, 175 E. HOUSTON ROOM 9-N-4, P.O. BOX 2933,  
SAN ANTONIO, TX 78299 (210) 821-4105 - 5,000,000 (\$237,643,750)  
COMMON STOCK. (FILE 33-61715 - AUG. 10) (BR. 7)
- S-8 HYTEK MICROSYSTEMS INC, 400 HOT SPRINGS RD, CARSON CITY, NV 89706  
(702) 883-0820 - 100,000 (\$137,500) COMMON STOCK. (FILE 33-61717 -  
AUG. 10) (BR. 3)
- S-8 JACOR COMMUNICATIONS INC, 1300 PNC CENTER, 201 E FIFTH ST, CINCINNATI,  
OH 45202 (513) 621-1300 - 1,250,000 (\$23,593,750) COMMON STOCK. (FILE  
33-61719 - AUG. 10) (BR. 7)
- S-3 BANK OF BOSTON CORP, 100 FEDERAL ST, BOSTON, MA 02110 (617) 434-2200 -  
27,308 (\$1,184,484) COMMON STOCK. (FILE 33-61721 - AUG. 10) (BR. 1)
- S-3 ROCKWELL INTERNATIONAL CORP, 2201 SEAL BEACH BOULEVARD, SEAL BEACH, CA  
90740 (412) 565-4004 (FILE 33-61723 - AUG. 10) (BR. 12)
- S-3 REYNOLDS & REYNOLDS CO, 115 S LUDLOW ST, DAYTON, OH 45402 (513) 443-2000  
- 63,840 (\$1,963,080) COMMON STOCK. (FILE 33-61725 - AUG. 10) (BR. 12)
- S-6 FIRST TRUST SPECIAL SITUATIONS TRUST SERIES 123,  
C/O NIKE SECURITIES L P, 1001 WARRENVILLE ROAD, LISLE, IL 60532  
(708) 241-4141 - INDEFINITE SHARES. (FILE 33-61727 - AUG. 10) (BR. 18  
- NEW ISSUE)
- S-3 CYBEROPTICS CORP, 2505 KENNEDY ST NE, MINNEAPOLIS, MN 55413  
(612) 331-5702 - 1,437,500 (\$38,453,125) COMMON STOCK. (FILE 33-61729 -  
AUG. 10) (BR. 8)
- S-8 PEPSICO INC, 700 ANDERSON HILL RD, PURCHASE, NY 10577 (914) 253-2000 -  
4,000,000 (\$185,500,000) COMMON STOCK. (FILE 33-61731 - AUG. 10) (BR. 11)
- S-8 CONTINUUM CO INC, 9500 ARBORETUM BLVD, AUSTIN, TX 78759 (512) 345-5700  
- 100,000 (\$3,562,500) COMMON STOCK. (FILE 33-61733 - AUG. 10) (BR. 9)

REGISTRATIONS CONT.

- S-8 LEAR SEATING CORP, 21557 TELEGRAPH RD, SOUTHFIELD, MI 48034  
(313) 746-1500 - 693,825 (\$18,906,731) COMMON STOCK. (FILE 33-61739 -  
AUG. 10) (BR. 6)
- S-8 STAAR SURGICAL COMPANY, 1911 WALKER AVE, MONROVIA, CA 91016  
(818) 303-7902 - 400,000 (\$3,860,000) COMMON STOCK. (FILE 33-61741 -  
AUG. 10) (BR. 8)
- SB-2 TERA COMPUTER CO \WA\, 2815 EASTLAKE AVE EAST, SEATTLE, WA 98102  
(206) 325-0800 - 4,339,687 (\$28,140,746) COMMON STOCK. 1 (\$5)  
WARRANTS, OPTIONS OR RIGHTS. 337,500 (\$2,430,000) COMMON STOCK. (FILE  
33-95460-LA - AUG. 03) (BR. 9 - NEW ISSUE)
- S-1 CENTURY ALUMINUM CO, RTE 2 S, RAVENSWOOD, WV 26164 (304) 273-6000 -  
\$488,750,000 COMMON STOCK. UNDERWRITER:  
DONALDSON LUFKIN & JENRETTE SECS CORP, MORGAN STANLEY & CO. (FILE  
33-95486 - AUG. 08) (BR. 6 - NEW ISSUE)
- S-1 MEADOWBROOK INSURANCE GROUP INC, 26600 TELEGRAPH RD, STE 300,  
SOUTHFIELD, MI 48034 (810) 358-1100 - 2,300,000 (\$50,600,000) COMMON STOCK.  
UNDERWRITER: MORGAN STANLEY & CO INC. (FILE 33-95528 - AUG. 09) (BR. 5  
- NEW ISSUE)
- S-4 WALDEN BANCORP INC, 125 NAGOG PARK, ACTON, MA 01720 (508) 635-5000 -  
5,755,544 (\$91,225,372.40) COMMON STOCK. (FILE 33-95530 - AUG. 08)  
(BR. 2 - NEW ISSUE)
- S-8 WFS BANCORP INC, 340 SOUTH BROADWAY, WICHITA, KS 67202 (316) 383-8404 -  
64,145 (\$1,058,756) COMMON STOCK. (FILE 33-95532 - AUG. 08) (BR. 1)
- S-8 WFS BANCORP INC, 340 SOUTH BROADWAY, WICHITA, KS 67202 (316) 383-8404 -  
160,364 (\$2,674,270.32) COMMON STOCK. (FILE 33-95534 - AUG. 08) (BR. 1)
- S-8 NETSCAPE COMMUNICATIONS CORP, 501 E MIDDLEFIELD ROAD, MOUNTAIN VIEW, CA  
94043 (415) 254-1900 - 6,865,000 (\$166,290,010) COMMON STOCK. (FILE  
33-95536 - AUG. 09) (BR. 9)
- S-1 HEMASURE INC, 33 LOCKE DR, MARLBOROUGH, MA 01752 (508) 485-6850 -  
2,875,000 (\$28,031,250) COMMON STOCK. (FILE 33-95540 - AUG. 09) (BR. 8)
- S-1 COMPUTER MANAGEMENT SCIENCES INC, 8133 BAYMEADOWS WAY, JACKSONVILLE, FL  
32256 (904) 737-8955 - 1,955,000 (\$23,460,000) COMMON STOCK. UNDERWRITER:  
RAYMOND JAMES & ASSOC INC, ROBINSON HUMPHREY CO INC. (FILE 33-95544 -  
AUG. 09) (BR. 10 - NEW ISSUE)
- S-8 UCAR INTERNATIONAL INC, 39 OLD RIDGEBURY ROAD, DANBURY, CT 06817 -  
500,000 (\$12,000,000) COMMON STOCK. (FILE 33-95546 - AUG. 09) (BR. 7)
- S-8 UCAR INTERNATIONAL INC, 39 OLD RIDGEBURY ROAD, DANBURY, CT 06817 -  
1,000,000 (\$24,000,000) COMMON STOCK. (FILE 33-95548 - AUG. 09) (BR. 7)
- S-8 UCAR INTERNATIONAL INC, 39 OLD RIDGEBURY ROAD, DANBURY, CT 06817 -  
4,886,828 (\$37,139,892.80) COMMON STOCK. (FILE 33-95550 - AUG. 09)  
(BR. 7)
- S-3 BERKLEY W R CORP, 165 MASON ST, P O BOX 2518, GREENWICH, CT 06836  
(203) 629-2880 (FILE 33-95552 - AUG. 09) (BR. 9)

REGISTRATIONS CONT.

- S-1 BIO PLEXUS INC, 384 Q MERROW RD, TOLLAND, CT 06084 (203) 871-8601 - 1,495,000 (\$17,192,500) COMMON STOCK. (FILE 33-95554 - AUG. 09) (BR. 8)
- S-3 VERITAS SOFTWARE CORP, 1600 PLYMOUTH STREET, MOUNTAIN VIEW, CA 94043 (415) 335-8000 - 210,550 (\$5,211,113) COMMON STOCK. (FILE 33-95558 - AUG. 09) (BR. 9)
- S-8 ONTRAK SYSTEMS INC, 1753 S MAIN ST, MILPITAS, CA 95035 (408) 262-5200 - 2,038,750 (\$56,575,313) COMMON STOCK. (FILE 33-95560 - AUG. 09) (BR. 10)
- S-1 BEACH FIRST NATIONAL BANCSHARES INC, 1601 GLENS BAY RD, MYRTLE BEACH, SC 29577 (803) 650-5100 - 1,000,000 (\$10,000,000) COMMON STOCK. (FILE 33-95562 - AUG. 09) (BR. 1 - NEW ISSUE)
- S-3 LEVEL ONE COMMUNICATIONS INC /CA/, 9750 GOETHE RD, SACRAMENTO, CA 95627 (916) 855-5000 - 54,144 (\$1,306,224) COMMON STOCK. (FILE 33-95590 - AUG. 09) (BR. 3)
- S-8 NETFRAME SYSTEMS INC, 1545 BARBER LN, MILPITAS, CA 95035 (408) 944-0600 - 100,000 (\$563,000) COMMON STOCK. (FILE 33-95592 - AUG. 09) (BR. 9)
- S-3 SEMICONDUCTOR PACKAGING MATERIALS CO INC, 431 FAYETTE AVENUE, MAMARONECK, NY 10543 (914) 698-5353 - 444,000 (\$5,244,750) COMMON STOCK. (FILE 33-95594 - AUG. 09) (BR. 6)
- S-3 MBNA CORP, 400 CHRISTIANA ROAD, C/O MBNA AMERICA BANK NA, NEWARK, DE 19713 (302) 453-9930 - 750,000,000 (\$750,000,000) STRAIGHT BONDS. (FILE 33-95600 - AUG. 09) (BR. 11)
- S-8 FUTURE MEDICAL TECHNOLOGIES INTERNATIONAL INC, ONE GLENHARDIE CORPORATE CENTER, 1275 DRUMMERS LANE SUITE 201, WAYNE, PA 19087 (610) 975-9533 - 800,000 (\$4,400,000) COMMON STOCK. (FILE 33-95602 - AUG. 09) (BR. 8)
- S-8 AMERICAN HOMESTAR CORP, 812 E NASA RD ONE, WEBSTER, TX 77598 (713) 333-5601 - 600,000 (\$8,400,000) COMMON STOCK. (FILE 33-95604 - AUG. 09) (BR. 10)
- S-8 DATA I/O CORP, 10525 WILLOWS RD NE, P O BOX 97046, REDMOND, WA 98073 (206) 881-6444 - 500,000 (\$4,218,750) COMMON STOCK. (FILE 33-95608 - AUG. 09) (BR. 8)
- S-3 NORAND CORP /DE/, 550 SECOND ST S E, CEDAR RAPIDS, IA 52401 (319) 369-3100 - 9,817 (\$424,585.25) COMMON STOCK. (FILE 33-95610 - AUG. 09) (BR. 9)
- S-8 IDEXX LABORATORIES INC /DE, ONE IDEXX DR, WESTBROOK, ME 04092 (207) 856-0300 - 100,000 (\$3,050,000) COMMON STOCK. (FILE 33-95614 - AUG. 09) (BR. 4)
- S-8 IDEXX LABORATORIES INC /DE, ONE IDEXX DR, WESTBROOK, ME 04092 (207) 856-0300 - 1,500,000 (\$45,750,000) COMMON STOCK. (FILE 33-95616 - AUG. 09) (BR. 4)

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	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
ADDINGTON RESOURCES INC	DE					X	X			08/04/95	
AQUITRON MEDICAL INC	MN						X			06/01/95	AMEND
ALOETTE COSMETICS INC	PA	X								12/31/94	AMEND
AMERICAN HEALTH PROPERTIES INC	DE			X	X					08/14/95	
AMERIQUEST TECHNOLOGIES INC	DE	X		X	X		X			08/07/95	
AMERIQUEST TECHNOLOGIES INC	DE		X			X				08/09/95	
BARRETT RESOURCES CORP	DE	X				X				07/18/95	AMEND
BRUNOS INC	AL			X	X					04/20/95	AMEND
CAMBRIDGE NEUROSCIENCE INC	DE			X	X					08/08/95	
CANDIES INC	DE			X						07/31/95	
CEDAR GROUP INC	DE	X				X				07/31/95	
CELGENE CORP /DE/	DE			X						08/07/95	
CHILDRENS DISCOVERY CENTERS OF AMERICA I	DE	X								03/31/95	AMEND
CNS INC /DE/	DE		X							06/01/95	AMEND
DDL ELECTRONICS INC	DE			X						08/03/95	
DDL ELECTRONICS INC	DE			X						08/07/95	
EMCOR GROUP INC	DE			X						08/14/95	
ENERGY CONVERSION DEVICES INC	DE			X						03/14/95	AMEND
FALCON DRILLING CO INC	DE			X	X					08/03/95	
FEDERAL EXPRESS CORP	DE	X								08/14/95	
FIRST AMERICAN CORP /TN/	TN			X						08/15/95	
FIRST CHICAGO CORP	DE					X				08/15/95	
FIRST MERCHANTS CORP	IN			X	X					08/09/95	
HAWKEYE BANCORPORATION	IA			X	X					08/14/95	
HEALTHSOUTH CORP	DE			X						08/15/95	
HOMESTAKE MINING CO /DE/	DE	X								08/14/95	
JUMPIN JAX CORP	NV						X			08/09/95	
LBU INC				X	X					08/09/95	AMEND
MARSHALLTOWN FINANCIAL CORP	DE			X						07/25/95	
MAY DEPARTMENT STORES CO	NY			X						08/15/95	
MEDICAL IMAGING CENTERS OF AMERICA INC	CA	X				X				07/31/95	
MEDITRUST	MA					X				08/08/95	
MERIDIAN NATIONAL CORP	DE			X						08/14/95	