

# sec news digest

Issue 95-164

August 24, 1995

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## COMMISSION ANNOUNCEMENTS

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### CLOSED MEETING - THURSDAY, AUGUST 31, 1995 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Thursday, August 31, 1995, at 10:00 a.m., will be: Institution of injunctive actions; Institution of administrative proceedings of an enforcement nature; Settlement of administrative proceedings of an enforcement nature; and Opinions.

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 (202) 942-7070.

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## RULES AND RELATED MATTERS

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### GRANT OF EXEMPTIVE RELIEF FROM CERTAIN PROVISIONS OF THE TENDER OFFER REGULATIONS

The Commission granted an exemptive order from certain provisions of the Securities Exchange Act of 1934 (Exchange Act) to Atlantic Richfield Company and ARCO Irish Holdings Inc. with regard to a tender offer for the Ordinary Shares and American Depositary Shares of Aran Energy plc. The order granted relief from certain withdrawal rights provisions of Section 14(d)(5) of the Exchange Act and Rule 14d-7 thereunder and confirmed that the offer could employ certain practices consistent with U.K. law and practice. For further information contact either Gregg Corso or Laurie Green at (202) 942-2920. (Rel. 34-36126)

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## ENFORCEMENT PROCEEDINGS

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### ADMINISTRATIVE PROCEEDINGS SETTLED WITH GREGORY AMICO, TRACEY KAREKOS AND HERMAN EPSTEIN

The Commission announced that offers of settlement submitted by Gregory L. Amico (Amico) and Tracey J. Karekos (Karekos) to consent, without admitting or denying the factual allegations, to an order finding violations of Sections 5(a), (c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 were accepted. Both agreed to a bar from working in the securities industry with the right to reapply in three years. Amico will pay disgorgement of \$38,000. The Commission waived payment of disgorgement by Karekos due to his demonstrated inability to pay.

Also accepted was the offer of settlement submitted by Herman Epstein, president of Investors Associates, Inc., to consent, without admitting or denying the factual allegations, to an order finding that he failed to reasonably supervise, a six month suspension from working in a supervisory capacity and payment of a \$5000 civil penalty.

Amico of Investors Associates, Inc. and Karekos of Private Investors Cartel Ltd. facilitated an unregistered distribution of Pacific Waste Management, Inc. stock and failed to disclose their receipt and sales of free stock. (Rels. 34-36132; 33-7206)

### ORDER OF FORTHWITH PERMANENT SUSPENSION ISSUED AGAINST THOMAS BLAIR

The Commission has issued an Order of Forthwith Permanent Suspension pursuant to Rule 102(e)(2) of the Rules of Practice against Thomas J. Blair (Blair), a certified public accountant and the former CFO of Marietta Corporation (Marietta).

The Commission found that on May 27, 1992, in U.S. v. Thomas J. Blair, Crim. Act. No. 92-CR-246 (N.D. N.Y.), Blair was convicted of one count of transportation in interstate commerce of more than \$5,000 in converted funds and one count of conspiracy. The Information charged Blair with stealing more than \$400,000 from Marietta between 1987 and 1989 and conspiring, between June 1989 and August 1989, to give false testimony in a Commission investigation. On April 6, 1995, Blair was sentenced to one year and one day in prison.

The Commission found that Blair had been convicted of a felony within the meaning of Rule 102(e)(2) and permanently suspended him appearing or practicing before the Commission.

Blair has also been named as a defendant in a complaint filed by the Commission seeking to enjoin him from violations of the antifraud provisions of the Securities Act and the Exchange Act, as well as the corporate reporting provisions of the Exchange Act; an order of disgorgement; and an officer and director bar (SEC v. John S. Nadolski, Thomas J. Blair and Marietta Corporation, Civ. Act. No. 95-CV-1154-FJS, NDNY; LR-14609). (Rel. 34-36136; AAE Rel. 703)

#### DEREK VAUGHN STATES BARRED

The Commission has issued an Order Instituting Public Administrative Proceedings, Making Findings and Imposing Remedial Sanctions against Derek Vaughn States, a former registered representative associated with a registered broker-dealer. Simultaneously with the institution of the proceedings, the Commission accepted an Offer of Settlement from States wherein he admitted to certain findings and consented to the sanction imposed. States consented to the issuance of an Order containing findings that he made false representations and failed to disclose material information while he offered, sold and distributed the common stock of three penny stocks. The Commission found that States willfully violated Section 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder. In addition, the Commission found that during all relevant times, States was a registered representative associated with a registered broker-dealer.

The Order bars States from association with any broker, dealer, investment company, investment adviser or municipal securities dealer, and bars him from participating in any offering of penny stock. (Rel. 34-36143)

#### ADMINISTRATIVE PROCEEDINGS AGAINST MICHAEL NOVICK AND N.H. NOVICK AND COMPANY

The Commission announced today the institution of administrative proceedings pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934 (Exchange Act) and Sections 203(e) and 203(f) of the Investment Advisers Act of 1940 against Michael Herbert Novick (Novick) and M.H. Novick and Company (Novick & Co.). The Order Instituting Public Administrative Proceedings (Order) alleges that from June 1989 until April 1990, Novick willfully violated the antifraud provisions of the federal securities laws in that Novick, the president and owner of Novick & Co., engaged in unauthorized trading in customers' accounts, made misrepresentations to customers, and fraudulently pledged stock certificates to a client as purported security for an investment.

The Order also alleges that on July 31, 1995, the U.S. District Court for the District of Minnesota permanently enjoined Novick, by consent, without admitting or denying the allegations against him, from violating Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder (SEC v. Novick, Civil Action No. 3-93-782, D. Minn).

A hearing will be scheduled to determine what, if any, remedial action would be appropriate against Novick and Novick & Co. (Rels. 34-36144; IA-1516)

#### COURT ENTERS PRELIMINARY INJUNCTION AGAINST FIVE DEFENDANTS NAMED IN ACTION TO HALT PRIME BANK SCHEME

The Commission announced that the Honorable Morton A. Brody of the U. S. District Court for the District of Maine entered a preliminary injunction on August 17, 1995, against Ellis L. Deyon, Bradley T. Gullett, William Hanke, Dove Investment Group, Inc. and Sherwood H. Craig, prohibiting them from continuing the fraudulent offer and sale of securities. The court entered the preliminary injunction upon a motion by the Commission with the consent of the defendants. It continues in effect temporary relief granted by the court on July 25, 1995, in the Commission's civil action filed that day, including the freeze of certain assets.

The Commission in its action alleges that the defendants violated Section 17(a) of the Securities Act and Sections 10(b) and 15(a) of the Securities Exchange Act and Rule 10b-5 thereunder.

The complaint alleges that since mid-May, 1995, the defendants fraudulently obtained as much as \$700,000 by promising a virtually risk-free annual return of up to 300%; they represented to investors that their funds would be invested in a "special" Mexican bank account that earned 1020% per year by trading in instruments including "Prime Bank Guarantees." Defendants targeted evangelical Christian ministries, presenting themselves as fellow believers, and induced unsophisticated investors of modest means to take such extraordinary steps as obtaining second mortgages on their homes and cash advances against credit cards in order to obtain money to invest.

In fact, however, according to the complaint, the bank account earns no such extraordinary return, the investments are highly risky, and there are no "Prime Bank Guarantees."

The Commission's complaint seeks permanent injunctive relief, disgorgement and civil monetary penalties. [SEC v. Deyon, et al., Civil Action No. 95-0164-B, D. Me.] (LR-14610)

#### JAMES NILSSON ENJOINED IN STOCK MANIPULATION SCHEME

The Commission announced that on July 31 a Final Judgment as to Defendant James W. Nilsson (Nilsson) was entered in U. S. District Court for the Northern District of Texas, permanently enjoining Nilsson from future violations of the antifraud provisions of the federal securities laws. The Court also noted the appropriateness of civil money penalties; however, based on Nilsson's demonstrated financial inability to pay, the Court did not order him to pay such penalties.

The Commission's complaint, filed February 8, 1995, alleged that Nilsson participated in the manipulation of the stock of Kentana Development Corporation by preparing and disseminating false and misleading press releases directly into the marketplace and filing false reports with the Commission. [SEC v. Jeffrey c. Hays, Marlen v. Johnson and James w. Nilsson, 3:95-CV-0250-G, USDC/ND TX] (LR-14611)

#### WILLIAM CANDELORI ENJOINED

The Commission announced that on August 22 the Honorable T.F. Gilroy Daly of the U.S. District Court for the District of Connecticut issued a Final Judgment of Permanent Injunction against William P. Candelori (Candelori), a former partner of Colonial Realty Company (Colonial). Candelori, who consented to this order without admitting or denying the Commission's allegations, was enjoined from further violations of the registration and antifraud provisions of the securities laws and ordered to disgorge \$364,471, plus prejudgment interest thereon, provided, however, that payment of such amount was waived based on his demonstrated inability to pay.

The complaint, filed on March 9, 1995 against Candelori and six others, alleges violations of several antifraud and securities registration provisions of the federal securities laws in connection with a fraudulent unregistered public offering by Colonial of 1200 limited partnership units in the Colonial Constitution Limited Partnership (CCLP) during 1989 and 1990. During the offering period, CCLP interests totaling more than \$30 million were purchased by over 700 investors residing in 28 states and the District of Columbia. [SEC v. Googel, et al., Civil Action No. 3:95-CV-420, TFGD, D.CT] (LR-14612)

#### INSIDER TRADING COMPLAINT FILED AGAINST ROBERT AND DUNCAN FRAME

The Securities and Exchange Commission today filed a complaint in the Western District of New York against Robert Frame and Duncan Frame of Rochester, New York. See SEC v. Robert B. Frame and Duncan M. Frame, Civil Action No. 95-CV-6409T (W.D. N.Y.). The complaint alleges that Robert and Duncan Frame engaged in illegal insider trading in the securities of The Rochester Community Savings Bank (RCSB) and seeks a permanent injunction, disgorgement and civil penalties. The complaint alleges that Robert Frame purchased 2,000 shares of RCSB stock on March 1, 1993, while in possession of material, nonpublic information regarding the prospective acquisition of RCSB. Robert Frame subsequently tipped his son Duncan Frame, who purchased 9,000 shares of RCSB stock in April and May 1993. Simultaneously with the filing of the action, Robert and Duncan Frame, without admitting or denying the allegations in the complaint, each consented to the entry of a final judgment of permanent injunction and other relief. Robert Frame consented to disgorge his trading profits of \$10,278.82, to pay prejudgment interest in the amount of \$1,834.34, and to pay a penalty of \$61,079.73 under the Insider Trading and Securities Fraud Enforcement

Act of 1988. Duncan Frame also consented to disgorge his trading profits of \$50,800.91, to pay prejudgment interest in the amount of \$9,065.86, and to pay a penalty of \$50,800.91 under the Insider Trading and Securities Fraud Enforcement Act of 1988. [SEC v. Robert B. Frame and Duncan M. Frame, USDC, WDNY, Civil Action No. 95-CV-6409T] (LR-14614)

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## INVESTMENT COMPANY ACT RELEASES

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### METROPOLITAN LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until September 18 to request a hearing on an application filed by Metropolitan Life Insurance Company (Metropolitan Life) and Metropolitan Life Separate Account UL (Account UL). The application requests an order pursuant to Section 6(c) of the Investment Company Act granting exemptions from the provisions of Section 27(c)(2) of the Act, and Rules 6e-2(c)(4)(v) and 6e-3(T)(c)(4)(v) thereunder, to permit Metropolitan Life to deduct from premium payments an amount approximately equal to the increase in its federal tax liability resulting from the receipt of premium payments in connection with certain variable life insurance policies issued currently through Account UL, or issued in the future through Account UL or any other separate accounts established in the future by Metropolitan Life, without treating such deduction as sales load. (Rel. IC-21317 - August 22)

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## SELF REGULATORY ORGANIZATIONS

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### WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until September 13 to comment on the application of Sterling Healthcare Group, Inc. to withdraw its Common Stock, \$.0001 Par Value, from listing and registration on the American Stock Exchange. (Rel. 34-36133)

A notice has been issued giving interested persons until September 13 to comment on the application of Healthy Planet Products, Inc. to withdraw its Common Stock, \$.01 Par Value, from listing and registration on the Pacific Stock Exchange. (Rel. 34-36134)

## ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change submitted by the American Stock Exchange (SR-Amex-95-33) under Rule 19b-4 to extend until August 29, 1996, its pilot program permitting specialists to participate in the After-Hours Trading Facility in Portfolio Depositary Receipts and Investment Trust Securities based on stock indexes for a one-year pilot period. (Rel. 34-36123)

## PROPOSED RULE CHANGE

The Philadelphia Stock Exchange filed with the Commission a proposed rule change (SR-PHLX-95-19) to list and trade DIVS, OWLS and RISKS, a new hybrid options product developed by Americus Stock Process Corp. On July 12, 1995, the PHLX filed Amendment No. 1 to the proposal to clarify several issues relating to position reporting, sales practice, margin and issuance size rules. Publication of the notice is expected in the Federal Register during the week of August 21. (Rel. 34-36127)

## APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-NASD-95-27) filed by the National Association of Securities Dealers. The proposal amends Article III, Section 46 of the Rules of Fair Practice to provide that where the issuer of a security declares a cash dividend or other distribution of less than one cent (\$.01), members will not be required to adjust open orders for such securities. (Rel. 34-36129)

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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-8 MYLEX CORP, 34551 ARDENWOOD BLVD, FREMONT, CA 94555 (510) -79-6-61 - 700,000 (\$10,633,000) COMMON STOCK. (FILE 33-61875 - AUG. 17) (BR. 10)

S-3 MYLEX CORP, 34551 ARDENWOOD BLVD, FREMONT, CA 94555 (510) -79-6-61 - 2,300,000 (\$34,937,000) COMMON STOCK. (FILE 33-61877 - AUG. 17) (BR. 10)

S-6 KANSAS TAX EXEMPT TRUST SERIES 77, 120 SOUTH MARKET, SUITE 450, WICHITA, KS 67202 (316) 262-4955 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 33-61879 - AUG. 17) (BR. 17 - NEW ISSUE)

S-8 BRYN MAWR BANK CORP, 801 LANCASTER AVE, BRYN MAWR, PA 19010 (610) 525-1700 - 20,000 (\$780,000) COMMON STOCK. (FILE 33-61881 - AUG. 17) (BR. 1)

REGISTRATIONS CONT.

- S-8 INTELLIGENT ELECTRONICS INC, 411 EAGLEVIEW BLVD, EXTON, PA 19341  
(610) 458-5500 - 323,454 (\$6,269,415.54) COMMON STOCK. (FILE 33-61883 -  
AUG. 17) (BR. 10)
- S-8 COMMERCE CLEARING HOUSE INC, 2700 LAKE COOK RD, RIVERWOODS, IL 60015  
(708) 940-4600 - 2,000,000 (\$41,625,000) COMMON STOCK. (FILE 33-61885 -  
AUG. 17) (BR. 11)
- S-8 INSTEEL INDUSTRIES INC, 1373 BOGGS DR, MOUNT AIRY, NC 27030  
(910) 786-2141 - 750,000 (\$5,625,999) COMMON STOCK. (FILE 33-61887 -  
AUG. 17) (BR. 6)
- S-8 INSTEEL INDUSTRIES INC, 1373 BOGGS DR, MOUNT AIRY, NC 27030  
(910) 786-2141 - 200,000 (\$1,500,000) COMMON STOCK. (FILE 33-61889 -  
AUG. 17) (BR. 6)
- S-4 PIKEVILLE NATIONAL CORP, 208 NORTH MAYO TRAIL, P O BOX 2947, PIKEVILLE,  
KY 41502 (606) 432-1414 - 196,886 (\$2,449,056) COMMON STOCK. (FILE  
33-61891 - AUG. 17) (BR. 1)
- S-8 ROBBINS & MYERS INC, 1400 KETTERING TWR, DAYTON, OH 45423 (513) 222-2610  
- 35,000 (\$973,000) COMMON STOCK. (FILE 33-61893 - AUG. 17) (BR. 9)
- S-3 AMERICAN HEALTH PROPERTIES INC, 6400 S FIDDLERS GREEN CIRCLE, STE 1800,  
ENGLEWOOD, CO 80111 (303) 796-9793 (FILE 33-61895 - AUG. 17) (BR. 6)
- S-3 AIRGAS INC, 100 MATSONFORD RD STE 550, 5 RADNOR CORPORATE CENTER,  
RADNOR, PA 19087 (215) 687-5253 - 130,000 (\$3,501,940) COMMON STOCK.  
(FILE 33-61899 - AUG. 17) (BR. 1)
- S-8 MARINE DRILLING COMPANIES INC, 14141 SW FWY STE 2500, SUGAR LAND, TX  
77478 (713) 491-2002 - 350,000 (\$1,246,000) COMMON STOCK. (FILE 33-61901 -  
AUG. 17) (BR. 3)
- S-3 AMERICAN SCIENCE & ENGINEERING INC, 829 MIDDLESEX TURNPIKE,  
40 ERIE STREET, BILLERICA, MA 01821 (508) 262-8700 - 229,167 (\$1,633,961)  
COMMON STOCK. (FILE 33-61903 - AUG. 17) (BR. 8)
- S-4 HBO & CO, 301 PERIMETER CTR N, ATLANTA, GA 30346 (404) 393-6000 -  
3,981,407 (\$207,779,668) COMMON STOCK. (FILE 33-61905 - AUG. 17) (BR. 10)
- S-8 CALIFORNIA MICRO DEVICES CORP, 215 TOPAZ ST, MILPITAS, CA 95035  
(408) 263-3214 - 2,335,000 (\$17,512,500) COMMON STOCK. (FILE 33-61907 -  
AUG. 17) (BR. 3)
- S-3 HUBBELL INC, 584 DERBY MILFORD RD, ORANGE, CT 06477 (203) 799-4100  
(FILE 33-61909 - AUG. 17) (BR. 3)
- S-4 ALPINE GROUP INC /DE/, 1790 BROADWAY, NEW YORK, NY 10019 (212) 757-3333  
- 153,000,000 (\$139,999,500) STRAIGHT BONDS. (FILE 33-61911 - AUG. 17)  
(BR. 6)
- S-3 BURR BROWN CORP, 6730 S TUCSON BLVD, TUCSON, AZ 85706 (602) 746-1111 -  
\$65,000,000 COMMON STOCK. (FILE 33-61913 - AUG. 17) (BR. 3)
- S-1 GUARDIAN NATIONAL ACCEPTANCE CORP, 17570 W TEN MILE ROAD, SOUTHFIELD, MI  
48076 (800) 886-4300 - \$146,625,000 COMMON STOCK. (FILE 33-95822 -  
AUG. 15) (BR. 11 - NEW ISSUE)



REGISTRATIONS CONT.

S-1 CLEAN DIESEL TECHNOLOGIES INC, 300 ATLANTIC ST, STAMFORD, CT 06901  
 (203) 425-9830 - 2,001,805 (\$13,011,732.50) COMMON STOCK. (FILE 33-95840 -  
 AUG. 16) (BR. 7 - NEW ISSUE)

S-8 MISTER JAY FASHIONS INC, 448 WEST 16TH ST, NEW YORK, NY 10011  
 (212) 391-2272 - 300,000 (\$600,000) COMMON STOCK. (FILE 33-95956 -  
 AUG. 15) (BR. 7)

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		
AAMES CAPITAL CORP	CA								X	08/15/95	
ACCUSTAFF INC	FL	X							X	08/03/95	
AEROSONIC CORP /DE/	DE			X						08/21/95	
ALPHA HOSPITALITY CORP	DE				X					03/22/95	
AMERECO INC	UT				X	X				06/15/95	
AMERICAN ENTERTAINMENT GROUP INC	CO					X				08/17/95	
AMERICAN GENERAL CORP /TX/	TX						X			08/22/95	
AMERICAN UNITED GLOBAL INC	DE	X								08/11/95	
PUEBLO XTRA INTERNATIONAL INC	DE				X	X				08/10/95	
PULSE ENGINEERING INC / DE	DE				X	X				08/17/95	
PURITAN BENNETT CORP	DE				X	X				08/22/95	
RAVENS METAL PRODUCTS INC	DE				X	X				08/14/95	
READING & BATES CORP	DE					X				08/21/95	
RESIDENTIAL FUNDING MORTGAGE SECURITIES	DE				X	X				08/21/95	
RIGHT START INC /CA	CA	X								08/04/95	
RIVER FOREST BANCORP INC	MN				X	X				08/16/95	
ROBERTS PHARMACEUTICAL CORP	NJ				X					08/07/95	
ROCKEFELLER CENTER PROPERTIES INC	DE	X					X			08/21/95	
RURAL METRO CORP /DE/	DE		X				X			08/03/95	
SANIFILL INC	DE				X	X				08/17/95	
SARATOGA BANCORP	CA				X					08/18/95	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT	
		1	2	3	4	5	6	7	8			
SCI SYSTEMS INC	DE					X					08/22/95	
SCRIPTEL HOLDING INC	DE			X				X			08/14/95	
SIMON PROPERTY GROUP INC	MD			X		X					08/16/95	
SOFTNET SYSTEMS INC	NY			X		X					08/17/95	
TCSI CORP	NV			X							08/15/95	
THERMO REMEDIATION INC	DE							X			06/30/95	
TLC BEATRICE INTERNATIONAL HOLDINGS INC	DE			X		X					08/16/95	
TOTAL SYSTEM SERVICES INC	GA			X		X					08/16/95	
TRIDON CORP	CO			X							08/16/95	
TUSCARORA INC	PA			X		X					08/21/95	
UNAPIX ENTERTAINMENT INC	DE			X							08/15/95	
UNION PLANTERS CORP	TN			X		X					08/21/95	
UNION PLANTERS CORP	TN			X		X					08/22/95	
UNITED CAPITAL CORP /DE/	DE	X									08/04/95	
UNIVERSAL HEIGHTS INC	DE		X		X	X					08/11/95	
UPJOHN CO	DE			X		X					08/20/95	
VENCOR INC	DE			X		X					08/22/95	
WEDCO TECHNOLOGY INC	NJ			X							08/14/95	
WITTER DEAN DISCOVER & CO	DE			X		X					08/16/95	
WORLDTEX INC	DE					X					06/05/95	AMEND
WPS REC CORP WESTPT STV RE MA TR FL RA T	DE			X		X					08/18/95	
ZONAGEN INC	DE			X							08/15/95	
ZONIC CORP	OH		X					X			06/30/95	
3NET SYSTEMS INC /DE/	DE					X					08/17/95	