

SEC NEWS DIGEST

Issue 96-189

October 3, 1996

COMMISSION ANNOUNCEMENTS

FREDERICK GOSS TO LEAVE SEC TO BECOME DIRECTOR OF MUNICIPAL DISCLOSURE

It was announced today that Frederick B. Goss, Assistant Regional Director, Pacific Regional Office, is leaving the SEC to become the Director of Municipal Disclosure at MuniFinancial, Inc., a national municipal bond administration and services company. In his new position, Mr. Goss will head up MuniFinancial's newly formed department of Municipal Disclosure which will provide assistance to municipalities in the preparation of their disclosure documents. Mr. Goss has been with the Commission since November, 1980, and was most recently in charge of the Full Disclosure Program in Los Angeles.

ADOPTION OF UPDATED EDGAR FILER MANUAL

The Commission is adopting an updated edition of the EDGAR Filer Manual and is providing for its incorporation by reference into the Code of Federal Regulations. The EDGAR Filer Manual will be effective October 7, 1996. (Rel. 33-7351; 34-37774; 35-26595; 39-2343; IC-22257)

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 Lawrence Cohen, Office of Administrative and Personnel Management, to make arrangements. Mr. Cohen can be reached at (202) 942-4066 or at a TTY number (202) 942-4075.

OPEN MEETING - WEDNESDAY, OCTOBER 9, 1996 - 10:00 A.M.

The subject matter of the open meeting scheduled for Wednesday, October 9, 1996, at 10:00 a.m., will be:

- (1) The Commission will hear oral argument on an appeal by officers and managers of the Stuart-James Co., Inc., formerly a registered broker-dealer. FOR FURTHER INFORMATION, PLEASE CONTACT: George Zornada at (202) 942-0968.
- (2) The Commission will consider whether to issue a release adopting rule and form changes designed to streamline registrant filing requirements with respect to financial statements of significant acquisitions. FOR FURTHER INFORMATION, PLEASE CONTACT: Douglas Tanner, Associate Chief Accountant, Office of Chief Accountant, Division of Corporation Finance, at (202) 942-2960.
- (3) The Commission will consider whether to issue a release proposing rules designed to facilitate U.S. press access to offshore press activities. The rules would clarify the conditions under which journalists may be provided access to offshore press conferences, offshore press meetings and press related materials released offshore, where a present or proposed offering of securities or tender offer is discussed, without violating the provisions of Section 5 of the Securities Act, or the procedural requirements of the tender offer rules promulgated under the Williams Act. FOR FURTHER INFORMATION, PLEASE CONTACT: Luise M. Welby, Special Counsel, Office of International Corporate Finance, Division of Corporation Finance, at (202) 942-2990.
- (4) The Commission will consider whether to issue a release adopting rule and form changes designed to require registrants to report sales of equity securities that have not been registered under the Securities Act, including securities sold in reliance on Regulation S. FOR FURTHER INFORMATION, PLEASE CONTACT: Walter Van Dorn, Special Counsel, Office of International Corporate Finance, Division of Corporation Finance, at (202) 942-2990.

CLOSED MEETING - WEDNESDAY, OCTOBER 9, 1996 - FOLLOWING THE OPEN MEETING

The subject matter of the closed meeting scheduled for Wednesday, October 9, 1996, following the 10:00 a.m. open meeting, will be: Post argument discussion.

CLOSED MEETING - THURSDAY, OCTOBER 10, 1996 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Thursday, October 10, 1996, at 10:00 a.m., will be: Institution and settlement of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; and Formal order of investigation.

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.

BROKER-DEALER CANCELLATIONS

The registrations of the following broker-dealers with the Commission were cancelled by Commission order pursuant to Section 15(b)(5) of the Securities Exchange Act of 1934 on the dates noted below. The following broker-dealers either failed to comply with applicable requirements of the Securities Investor Protection Corp. (SIPC) or failed to be a member of a self-regulatory organization. Any customer of one of the following broker-dealers who has not received his or her cash or securities from the broker-dealer should **immediately** contact the National Association of Securities Dealers Inc. (NASD), at 1-800-289-9999 and ask to be referred to the appropriate local NASD office. Representatives of your local NASD office will be able to assist you with any questions you may have.

Persons with cash or securities in a securities account at one of the broker-dealers listed below may have a claim against the broker-dealer under the Securities Investor Protection Act of 1970 (SIPA). SIPC may act to protect customers for only 180 days from the date of the cancellation. For information regarding the nature of SIPC protection, please contact SIPC at 805 Fifteenth Street NW, Suite 800, Washington D.C., 202-371-8300.

Broker-Dealer

Date of Cancellation

Anthony & Co. Inc.	9/20/96
Susan Carol Bannon	9/20/96
Boomer Trading CLP	9/20/96
Brentwood Retirement Investments	9/20/96
Brotman Securities Inc.	9/20/96
W.J. Burke & Co., LLC	9/20/96
Christopher Butler	9/20/96
Capital Growth & Shelter Inc.	9/20/96
Cedar Partners LP	9/20/96
Champion Properties Inc.	9/20/96
Charon Financial Corp.	9/20/96
Chase Manhattan Futures Corp.	9/20/96
Chase Securities Inc.	9/20/96
Sheldon Bruce Cohen	9/20/96
Comprehensive Investor Services	9/20/96

Broker-DealerDate of Cancellation

Congressional Securities Inc.	9/20/96
Mark Steven Cormier	9/20/96
Andrew Allen Davis	9/20/96
Delong Friedman & Sukenik Inc.	9/20/96
Deloy Trading Co.	9/20/96
Diversified Financial Network	9/20/96
Gary Alan Dorfman	9/20/96
Dunhill Equities Inc.	9/20/96
Lawrence Michael Feis	9/20/96
Fimsa Securities Corp.	9/20/96
First Eastern Equity Corp.	9/20/96
First Wall Street Securities	9/20/96
Fountainhead Financial Inc.	9/20/96
Gateway Merchant Group Ltd.	9/20/96
Glaser Securities Inc.	9/20/96
C. Gregory Gomard	9/20/96
Greystone Capital Group Inc.	9/20/96
Rajiv S. Guha	9/20/96
Thomas Christopher Halligan	9/20/96
Hubert Rosche Securities Corp.	9/20/96
David Bryan Heubner	9/20/96
Integrity Life Insurance Co.	9/20/96
Investment Alternatives Inc.	9/20/96
Ithaca Securities Corp.	9/20/96
JKL Options Inc.	9/20/96
JLA LP	9/20/96
Joseph N. Johnson	9/20/96
K&B Options	9/20/96
John Thomas Kerbey Co.	9/20/96
Kovell Trading LP	9/20/96
Laguna Financial Corp.	9/20/96
James Edward Macioch	9/20/96
M. David McCall	9/20/96
McTeague & Co.	9/20/96
Metropolitan Resources Inc.	9/20/96
A. W. Monaco Securities Inc.	9/20/96
MS Equities Inc.	9/20/96
NBD Securities Inc.	9/20/96
New England Financial Inc.	9/20/96
Northland Securities Corp.	9/20/96
Nicholas James Notorangelo	9/20/96
O&R Option Co.	9/20/96
William Francis O'Hara	9/20/96
Paradigm Trading Partners LP	9/20/96
Paramount Investments Inc.	9/20/96
Dennis Joel Permut	9/20/96
Steven James Petrosky	9/20/96
Prime Discount Securities Inc.	9/20/96
Frank Nicholas Racanelli	9/20/96
Michael George Riley	9/20/96
Thomas John Ring	9/20/96
Rothman Corp	9/20/96

Broker-DealerDate of Cancellation

RWW Trading	9/20/96
Rykel Securities Inc.	9/20/96
Matthew Quentin Sagui	9/20/96
Shaner & Co., Inc.	9/20/96
Shanghai International Securities	9/20/96
Donald Lee Sherman	9/20/96
Stanford Court Inc.	9/20/96
James Mogren Straight	9/20/96
Swiss Financial Securities Inc.	9/20/96
Emanuel Tabachnik	9/20/96
Johnson Thomas	9/20/96
Turnberry Inc.	9/20/96
TYG II LP	9/20/96
VKH Options	9/20/96
Nancy R. Weil	9/20/96
Werlitz Securities Inc.	9/20/96
West Park Securities Corp.	9/20/96
Westhagen & Westhagen	9/20/96
Jerome Patrick Williamson	9/20/96
Douglas Steven Winter	9/20/96
WK Options Inc.	9/20/96
Jay Lloyd Wyman	9/20/96
Irwin Zalcborg	9/20/96
Zenda Partners	9/20/96
Zachary Lee Zurich	9/20/96

ENFORCEMENT PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST MICHAEL COHEN

The Commission announced that administrative proceedings have been instituted against Michael G. Cohen, a registered representative formerly associated with Philadelphia Investors, Ltd., a registered broker-dealer. Simultaneously with the institution of the proceeding, Cohen submitted an offer of settlement which the Commission has determined to accept. Under the terms of the settlement, Cohen has consented to an order barring him from association with any broker, dealer, municipal securities dealer, investment adviser or investment company.

The Commission's Order finds that Cohen, from March 1989 through April 1995, operated a Ponzi scheme in which he raised \$500,000 from the sale of interests in six limited partnerships. Although each of the partnerships lost all of its assets within a short period, Cohen made periodic distributions to investors which reflected the reported, but fictitious, profits. The source of these distributions was new investor funds raised from sales of interests in successive limited partnerships.

Finally, the Order finds that, in connection with the conduct described above, on September 13, 1995, Cohen pled guilty to one count of mail fraud in violation of Title 18, United States Code, Section 1341. U.S. v. Michael G. Cohen, Criminal No. 95-421 (E.D. Pa.). (Rel. 34-37742)

ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST PHILADELPHIA INVESTORS, LTD. AND CLARENCE WURTS

The Commission announced that administrative proceedings have been instituted against Philadelphia Investors, Ltd., a registered broker-dealer, and Clarence Z. Wurts, the firm's president, owner and principal. The Commission's Order alleges that Philadelphia Investors and Wurts failed to reasonably supervise Michael G. Cohen, a registered representative formerly associated with the firm, in connection with Cohen's scheme to defraud investors of approximately \$500,000 through the sale of interests in six limited partnerships. The Order alleges that Philadelphia Investors and Wurts failed to establish and/or enforce policies and procedures designed to detect and prevent the type of fraudulent conduct engaged in by Cohen and failed to respond to warning signs concerning Cohen's activities See U.S. v. Michael G. Cohen, Criminal No. 95-421 (E.D. Pa.), Cohen's criminal conviction; and In re Michael G. Cohen, Rel. 34-37742, (September 27, 1996), imposing a comprehensive bar. (Rel. 34-37743)

CEASE AND DESIST AND ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST PEACOCK, HISLOP, STALEY & GIVEN, INC., AND LARRY GIVEN

On October 2, the Commission instituted proceedings against Peacock, Hislop, Staley and Given (PHS&G) and Larry S. Given (Given) for their role in two bond offerings by Maricopa County in 1993 and simultaneously accepted their settlement offer.

The Commission's Order finds that in connection with two general obligation bond issues sold by the County in July 1993, PHS&G and Given caused and willfully aided and abetted the County's violation of the antifraud provisions of the securities laws by preparing Official Statements which omitted material facts. Among other things, the Commission finds that the Official Statements omitted to disclose that during fiscal 1992-1993 the County developed a deficit in its General Fund and nearly doubled the deficit in its Medical Center Enterprise Fund, the current liabilities of which had also materially increased.

The Commission ordered PHS&G and Given to cease and desist from committing or causing any violation and any future violation of the federal securities laws and to pay civil penalties in the amounts of \$50,000 and \$25,000, respectively. (Rel. 33-7353; 34-37777)

CEASE-AND-DESIST ORDER ENTERED AGAINST MARICOPA COUNTY, ARIZONA

The Commission today accepted Maricopa County, Arizona's (the County) offer to settle the cease-and-desist proceeding instituted on September 30, 1996. The County consented to the imposition of an

Order which finds that the County violated the antifraud provisions of the federal securities laws in connection with the July 1993 offer and sale of two series of general obligation bonds. The County also agreed to cease and desist from committing or causing any violation and any future violation of the antifraud provisions.

The Order finds that the Official Statements, the primary disclosure documents for the offerings, omitted material facts. Specifically, the Commission found that the Official Statements omitted to disclose that during fiscal 1992-1993 the County developed a deficit in its General Fund and had nearly doubled the deficit in its Medical Center Enterprise Fund, the current liabilities of which had also materially increased. The Order also found that Official Statements for one offering represented that proceeds would be used to finance County projects when in fact the County planned to, and did, use the proceeds to finance its deficit. (Rel. 33-7354; 34-37779)

ORDERS OF PRELIMINARY INJUNCTION ENTERED AGAINST NU-LIFE INTERNATIONAL OF GEORGIA, INC. AND GENE ARTHUR

On September 27, orders of preliminary injunction (Orders) were entered in the United States District Court for the Northern District of Georgia, against Nu-Life International of Georgia, Inc. of Dallas, Georgia and against its Chief Executive Officer, Gene Arthur of Powder Springs, Georgia (Defendants) from violating the antifraud provision of the securities laws. The Orders freeze the Defendants' assets and order the Defendants to preserve records and account for proceeds received from the fraudulent scheme. The Defendants consented to the relief without admitting or denying the allegations set forth in the complaint.

The violations concern the Defendants sale of approximately 100 investment contracts and \$662,000 stock options to investors by misrepresenting or failing to disclose material facts. The investment contracts involved are memberships in a pyramid scheme, even though the business is advertised as a legal multi-level marketing program.

In addition to the Orders, the Commission is seeking permanent injunctions against the Defendants for violations of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10(b) thereunder and civil penalties. [SEC v. Nu-Life International of Georgia, Inc. and Gene Arthur, N.D. Ga., Civil Action No. 1:96-CV-2534] (LR-15099)

SIX CONSENT TO CHARGES OF INSIDER TRADING

The Commission announced that on September 30 Casey Abe, Calbert Abe, Patricia Abe, Denise Abe F/K/A/ Denise Miyasato (Miyasato), Gladys Tengan (Tengan) and Lena Lynch (Lynch), were charged in the United States District Court for the Central District of California with insider trading in the securities of Total Pharmaceutical Care, Inc. (Total). According to the Commission's complaint, Patricia Abe, a Total employee, communicated material, nonpublic information

about Total's proposed merger with Abbey Healthcare Group, Inc. (Abbey) to her husband, Calbert Abe and his brother Casey Abe, prior to the public announcement of the merger on September 7, 1993. The complaint alleged that Casey Abe communicated this information to his aunt, Tengan and to his close personal friend Miyasato, who is now his wife. The complaint further alleged that Patricia Abe, Calbert Abe, Casey Abe and Tengan purchased Total common stock while in possession of this information prior to the public announcement using Miyasato's account in an attempt to conceal their trades. Patricia Abe, Calbert Abe, Casey Abe and Tengan then shared the approximately \$8,500, in profits from these transactions.

The Commission's complaint also charged that Lynch, an Abbey employee, purchased Total common stock prior to the public announcement while in possession of material, nonpublic information concerning the merger.

The Commission's complaint sought an injunction permanently enjoining Casey Abe, Calbert Abe, Patricia Abe, Miyasato, Tengan and Lynch from future violations of Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934, an order requiring them to disgorge their illegal trading profits plus prejudgment interest thereon, and an order requiring each of the defendants to pay a penalty pursuant to the Insider Trading Securities Fraud Enforcement Act of 1988. Each of the defendants, without admitting or denying the allegations in the complaint, consented to the entry of a final judgment ordering all of the relief sought by the Commission. [SEC v. Casey Abe, Calbert Abe, Patricia Abe, Denise Abe F/K/A/ Denise Miyasato, Gladys Tengan and Lena Lynch Civ. No. 96-6887 SVW, CD CA, RCX] (LR-15100)

TEMPORARY RESTRAINING ORDER GRANTED IN SEC v. BENJAMIN FRANKLIN BUSH, III, ET AL.

On September 26, the Honorable Ronald S.W. Lew, United States District Court Judge for the Central District of California, entered a temporary restraining order prohibiting Benjamin Franklin Bush, III (Bush) and his investment firm, Ben Bush Investment Management, Inc. (BBIM) from commingling and misappropriating advisory client assets. The Order also freezes the assets of Bush and BBIM.

The complaint alleges that the defendants violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and Sections 204, 206(1), 206(2), 206(4) and 207 of the Advisers Act and Rules 204-1(b)(2), 204-2(a), 204-2(b) and 206(4)-2 thereunder by commingling and misappropriating client funds, and failing to maintain accurate books and records. In addition, Bush has also used forged brokerage statements to solicit clients' business. [SEC v. Benjamin Franklin Bush, III, and Ben Bush Investment Management, Inc., Civil Action No. 96-6748, RSWL, Ex, C.D. Cal.] (LR-15101)

CIVIL INJUNCTIVE ACTION FILED AGAINST THE APPLETREE COMPANIES, INC., CERTAIN OF ITS FORMER OFFICERS AND DIRECTORS, AND THE PRESIDENT OF ITS UNDERWRITER

On September 30, the Commission filed an injunctive action in the United States District Court for the Southern District of Florida against The AppleTree Companies, Inc., Michael H. Salit, David B. Lobel, and Paul B. Kravitz, former officers and directors of AppleTree, and W. Scott Long III, former president of the underwriter of AppleTree's 1992 registered offering. The Commission charged the individual defendants with making material misrepresentations and omissions in connection with AppleTree's 1992 offering. Salit, Lobel and Kravitz were charged with making fraudulent periodic filings with the Commission during 1992 and 1993, and Salit and Lobel were charged with providing AppleTree's independent accountants with false information which caused AppleTree to fail to make and keep accurate books and records.

The Commission seeks injunctive relief and an accounting against AppleTree, and injunctive relief, an accounting, disgorgement and civil penalties against the individual defendants. [SEC v. The AppleTree Companies, Inc., Michael H. Salit, David B. Lobel, Paul B. Kravitz, and W. Scott Long III, No. 96-8675-CIV-RYSKAMP, S.D. Fla.] (LR-15102; AAE Rel. 840)

ENTRY OF FINAL JUDGMENTS OF PERMANENT INJUNCTION AGAINST JOHN WALSH, JR., INTERCAP MONITORING CORPORATION, AND SECURITY DATA GROUP, INC.

The U.S. District Court for the District of Minnesota has entered final judgments of permanent injunction against John W. Walsh, Jr., InterCap Monitoring Corporation, and Security Data Group, Inc. restraining them from future violations of Section 17(a) of the Securities Act of 1933 (Securities Act) and Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5 thereunder. Those defendants consented, without admitting or denying the allegations in the complaint, to the entry of the permanent injunctions. Walsh and Security Data Group, Inc. also consented to entry of the permanent injunctions against future violations of Section 5(c) of the Securities Act. Additionally, Walsh agreed to assessment of civil penalties in the amount of \$250,000 pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act. Based upon Walsh's financial condition, the Court did not direct payment of the penalties. This action has now been concluded as to all parties.

The Commission's complaint alleged that, from approximately January 1989 through the spring of 1992, the defendants violated the federal securities laws by making fraudulent misrepresentations and omissions to investors in connection with the offer or sale of partnership interests and by offering unregistered securities. [SEC v. John W. Walsh, Jr., InterCap Monitoring Corporation, Security Data Group, Inc., InterCap Monitoring Income Fund IV-A, Ltd., InterCap Monitoring Income Fund IV-B, Ltd., InterCap Monitoring Income Fund IV-C, Ltd., InterCap Monitoring Income Fund IV-D, Ltd., InterCap Monitoring Income Fund V, Ltd., and InterCap Monitoring

INJUNCTIVE ACTION FILED AGAINST JOSEPH MEDSKER, ET AL.

On September 30, the Commission filed its Complaint for Permanent Injunction and Other Equitable Relief in the United States District Court for the Southern District of Ohio against Joseph P. Medsker (Medsker), Unified Financial Services Agency Corp. (Agency), his unregistered investment adviser, and Unified Financial Services Advisory Corp. (Advisory), a registered investment adviser.

The Commission alleges that from May 1990 through at least November 1994, Medsker, Agency and later Advisory offered and sold more than \$2 million in unregistered securities in two Ohio partnerships to more than 200 investors by misrepresenting and omitting to state material facts regarding, among other things, the risks and returns associated with the investments in the Ohio partnerships. Unbeknownst to investors, Medsker invested the offering proceeds in his own speculative, financially troubled golf course syndication, North Port Golf Associates I, L.P., for which he received substantial commissions. Medsker also opened a trading account for one of the partnerships, which he then churned. The defendants covered up their scheme by sending misleading statements and updates to investors. The Commission also seeks disgorgement from and civil penalties against the defendants in its complaint. [SEC v. Joseph P. Medsker, Unified Financial Services Agency Corp., and Unified Financial Services Advisory Corp., USDC, SD Ohio, Case No. C3-96-381] (LR-15104)

COMPLAINT FILED AGAINST GARY BERUS, PATRICIA GALE, ROBERT HARPER AND NANCY SWOFFER

The Commission announced that on September 30th, a complaint was filed in the U.S. District Court for the Eastern District of Michigan against Gary W. Berus (Berus), Patricia S. Gale (Gale), Robert W. Harper (Harper) and Nancy A. Swoffer (Swoffer) seeking an order of permanent injunction, disgorgement and civil penalties for violations of the anti-fraud and broker-dealer registration provisions of the federal securities laws.

The Commission's complaint alleges that from 1990 through 1994, Berus, Harper and their sales agents, Gale and Swoffer, defrauded a total of approximately 120 investors through the offer and sale of \$3 million in fictitious certificates of deposit issued by a purported international bank, Century Security Bank and Trust, Ltd., and interests in two investment clubs, the Profit Masters Group and Meca International, Inc. (Meca). In connection therewith, misrepresentations and omissions of material facts were made concerning the legitimacy of the investments, the returns to be expected, the risks involved, the commissions received and the use of investor proceeds. The complaint also names Harper's wife, Marilyn Harper, as a relief defendant.

Simultaneously with the filing of the Commission's complaint, the Commodity Futures Trading Commission filed an action against Berus, Gale and Meca for violations of the Commodity Exchange Act. [SEC v. Gary W. Berus, et al., E.D. Michigan., Civil Action No. 96-CV-74524] (LR-15105)

INVESTMENT COMPANY ACT RELEASES

BENHAM MANAGER FUNDS, ET AL.

A notice has been issued giving interested persons until October 28 to request a hearing on an application filed by Benham Manager Funds, et al. for an order under Section 6(c) of the Investment Company Act granting an exemption from Section 12(d)(1) of the Act and under Sections 6(c) and 17(b) of the Act granting an exemption from Section 17(a) of the Act. The requested order would permit the Benham Capital Manager Fund to purchase shares of particular funds advised by Benham Management Corporation in excess of the percentage limitations of Section 12(d)(1). (Rel. IC-22258 - October 1)

LINCOLN NATIONAL INTERNATIONAL FUND, INC., ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting Lincoln National International Fund, Inc., (Fund) et al. from Section 15(a) of the Act. The order permits the implementation, without shareholder approval, of a new sub-advisory contract for a period of up to 120 days following the date of the change in control of Clay Finlay Inc. (CF), a sub-adviser to the Fund (but in no event later than December 31, 1996). The order also permits CF to receive from the Fund fees earned under the new sub-advisory contract following approval by the Fund's shareholders. (Rel. IC-22259 - October 1)

THE ARCH FUND, INC., ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting The Arch Fund, Inc., (Fund) et al. from Section 15(a) of the Act. The order permits the implementation, without shareholder approval, of a new sub-advisory contract for a period of up to 120 days following the date of the change in control of Clay Finlay Inc. (CF), a sub-adviser to the Fund (but in no event later than December 31, 1996). The order also permits CF to receive from the Fund fees earned under the new sub-advisory contract following approval by the Fund's shareholders. (Rel. IC-22260 - October 1)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission has granted approval of a proposed rule change (SR-Amex-96-27), and Amendment Nos. 1 and 2 thereto, by the American Stock Exchange to list and trade Market Index Target-Term Securities based on a portfolio of 26 healthcare/biotechnology industry securities. Publication of the order is expected in the Federal Register during the week of October 7. (Rel. 34-37744)

The Commission approved a proposed rule change (SR-MBSCC-96-04) filed by the MBS Clearing Corporation which amends MBSCC's by-Laws to limit the term of office for the Chairman of the Board to not more than four consecutive one-year terms. (Rel. 34-37752)

The Commission approved on an accelerated basis a proposed rule change filed by the Pacific Stock Exchange (SR-PSE-96-29) relating to a one-year extension of the Lead Market Maker System pilot program. Publication of the approval order is expected in the Federal Register during the week of October 7. (Rel. 34-37767)

The Commission approved a proposed rule change submitted by the Pacific Stock Exchange (SR-PSE-96-28) to revise its specialist performance evaluation measures on a nine-month pilot basis, until July 1, 1997. (Rel. 34-37770)

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.

SB-2 POORE BROTHERS INC, 2664 S LITCHFIELD RD, GOODYEAR, AZ 85338
(602) 925-0731 - 1,552,500 (\$7,762,500) COMMON STOCK. 135,000 (\$100)
WARRANTS, OPTIONS OR RIGHTS. 135,000 (\$810,000) COMMON STOCK. (FILE
333-5594-LA - SEP. 20) (BR. 2 - NEW ISSUE)

F-6 TAG HEUER INTERNATIONAL SA (ADR), 60 WALL ST,
C/O MORGAN GUARANTY TRUST CO OF NY, NEW YORK, NY 10260 - 50,000,000
(\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-5608 -
SEP. 20) (BR. 99 - NEW ISSUE)

F-1 MEMCO SOFTWARE LTD, ATIDIM INDUSTRIAL PARK, BLDG 7 NEVE SHARET,
TEL AVIV ISRAEL, L3 - \$54,176,500 FOREIGN COMMON STOCK. (FILE 333-5610 -
SEP. 23) (BR. 3 - NEW ISSUE)

F-8 WESTMIN RESOURCES LTD, STE 904 1055 DUNSMUIR ST,
PO BOX 49066 BENTALL CENTRE, VANCOUVER BC, A1 - 472,000 (\$2,180,640)
FOREIGN COMMON STOCK. (FILE 333-5646 - SEP. 24) (BR. 4 - NEW ISSUE)

- S-4 BRADFORD BANCORP INC, 100 EAST COLLEGE AVE, GREENVILLE, IL 62246
(618) 644-2200 - 8,000 (\$11,593,040) COMMON STOCK. (FILE 333-5652 -
SEP. 25) (BR. 7 - NEW ISSUE)
- F-6 DAIWA ASSOCIATE HOLDINGS 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 333-5654 - SEP. 25) (BR. 99
- NEW ISSUE)
- S-B REPUBLIC OF ARGENTINA, 1901 L ST NW STE 606,
OFFICE OF FINANCIAL REP OF ARGENTINA, WASHINGTON, DC 20036 - 1,500,000,000
(\$1,500,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 333-5662 -
SEP. 25) (BR. 99)
- S-8 BRIMM ENERGY CORP, 755 1130 W PENDER ST, VANCOUVER BC CANADA V6E 4A4, A1
- 1,628,024 (\$1,797,523.44) COMMON STOCK. (FILE 333-5666 - SEP. 26)
(BR. 4)
- S-8 EZCONY INTERAMERICA INC, CRAIGMUIR CHAMBERS, P O BOX 71 ROAD TOWN,
TORTOLA BRITISH VIRGIN ISLAND, A6 00000 (305) 599-1352 - 900,000
(\$1,770,412.50) COMMON STOCK. (FILE 333-5668 - SEP. 26) (BR. 6)
- S-3 UROHEALTH SYSTEMS INC, 5 CIVIC PLAZA, SUITE 100, NEWPORT BEACH, CA 92660
(714) 668-5858 - 5,750,000 (\$80,140,625) COMMON STOCK. (FILE 333-12723 -
SEP. 26) (BR. 6)
- S-3 KUSHI MACROBIOTICS CORP, 1177 HIGH RIDGE RD, SUITE 6, STAMFORD, CT 06905
- 8,885,812 (\$11,107,265.25) COMMON STOCK. (FILE 333-12725 - SEP. 26)
(BR. 9)
- S-3 SCHWAB CHARLES CORP, 101 MONTGOMERY ST, SAN FRANCISCO, CA 94104
(415) 627-7000 - \$150,000,000 STRAIGHT BONDS. (FILE 333-12727 - SEP. 26)
(BR. 8)
- S-3 US BANCORP /OR/, 111 SW FIFTH AVE T-2, SUITE 3500, PORTLAND, OR 97204
(503) 275-6111 - 1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS. (FILE
333-12733 - SEP. 26) (BR. 7)
- SB-2 SIGNATURE INNS INC/IN, 250 E 96TH ST STE 450, 250 E 96TH ST STE 450,
INDIANAPOLIS, IN 46250 (317) 577-1111 - \$45,540,000 COMMON STOCK. (FILE
333-12735 - SEP. 26) (BR. 5)
- S-8 II-VI INC, 375 SAXONBURG BLVD, SAXONBURG, PA 16056 (412) 352-4455 -
100,000 (\$1,950,000) COMMON STOCK. (FILE 333-12737 - SEP. 26) (BR. 1)
- S-8 TRANS WORLD AIRLINES INC /NEW/, ONE CITY CENTRE, 515 N SIXTH ST,
ST LOUIS, MO 63101 (314) 589-3261 - 1,200,000 (\$12,112,500) COMMON STOCK.
(FILE 333-12739 - SEP. 26) (BR. 5)
- S-8 THERMO-MIZER ENVIRONMENTAL CORP, 528 ORITAN AVE, RIDGEFIELD, NJ 07657
(201) 941-5805 - 575,000 (\$524,000) COMMON STOCK. 1,150,000 (\$55,500)
WARRANTS, OPTIONS OR RIGHTS. 1,150,000 (\$3,450,000) COMMON STOCK. (FILE
333-12741 - SEP. 26) (BR. 1)
- S-8 TERA COMPUTER CO \WA\, 2815 EASTLAKE AVE EAST, SEATTLE, WA 98102
(206) 325-0800 - 1,000,000 (\$4,500,000) COMMON STOCK. (FILE 333-12747 -
SEP. 26) (BR. 3)
- S-3 HPR INC, 245 FIRST STREET, CAMBRIDGE, MA 02142 (617) 679-8000 - 260,001
(\$3,770,014.50) COMMON STOCK. (FILE 333-12749 - SEP. 26) (BR. 3)
- S-1 ROADHOUSE GRILL, 6600 N ANDREWS AVE STE 160, FT LAUDERDALE, FL 33309
(954) 489-9699 - \$34,500,000 COMMON STOCK. (FILE 333-12751 - SEP. 26)
(NEW ISSUE)
- SB-2 ENERGY SEARCH INC, 280 FORT SANDERS WEST BLVD STE 200, KNOXVILLE, TN
37922 (423) 531-6562 - 2,300,000 (\$25,300,000) COMMON STOCK. 200,000
(\$1,200,100) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$1,200,000)
COMMON STOCK. (FILE 333-12755 - SEP. 26)

- S-1 CB COMMERCIAL HOLDINGS INC, 533 S FREMONT AVE, LOS ANGELES, CA 90071
(213) 613-3123 - \$86,250,000 COMMON STOCK. (FILE 333-12757 - SEP. 26)
(BR. 8)
- S-3 TERA COMPUTER CO (WA), 2815 EASTLAKE AVE EAST, SEATTLE, WA 98102
(206) 325-0800 - 5,346,580 (\$18,749,610) COMMON STOCK. 118,000
WARRANTS, OPTIONS OR RIGHTS. (FILE 333-12759 - SEP. 26) (BR. 3)
- S-1 FORRESTER RESEARCH INC, 1033 MASSACHUSETTS AVENUE, CAMBRIDGE, MA 02138
(617) 497-7090 - 2,300,000 (\$34,500,000) COMMON STOCK. (FILE 333-12761 -
SEP. 26) (NEW ISSUE)
- S-3 CORESTATES BANK N A /PA, BROAD & CHESTNUT STREETS, 1345 CHESTNUT STREET,
PHILADELPHIA, PA 19107 (215) 973-3810 - \$676,958,000
EQUIPMENT TRUST CERTIFICATES. (FILE 333-12763 - SEP. 26) (BR. 8)
- S-8 COMDISCO INC, 6111 N RIVER RD, ROSEMONT, IL 60018 (708) 698-3000 -
4,065,000 (\$115,344,375) COMMON STOCK. (FILE 333-12765 - SEP. 26) (BR. 3)
- S-3. AUTOMATIC DATA PROCESSING INC, ONE ADP BOULEVARD, ROSELAND, NJ 07068
(201) 994-5000 - 2,826,582 (\$125,613,304.10) COMMON STOCK. (FILE
333-12767 - SEP. 26) (BR. 3)
- SB-2 RTC CRUISES LTD, 1390 SOUTH DIXIE HIGHWAY, SUITE 2114, CORAL GABLES, FL
33146 (305) 663-9072 - 1,400,000 (\$7,000,000) PREFERRED STOCK. (FILE
333-12769 - SEP. 26) (BR. 1 - NEW ISSUE)
- S-8 ARBOR PROPERTY TRUST, ONE TOWER BRIDGE, STE 800, W CONSHOHOCKEN, PA
19428 - 100,000 (\$800,000) COMMON STOCK. (FILE 333-12771 - SEP. 26)
(BR. 8)
- S-4 EQUIMED INC, 3754 LAVISTA RD, TUCKER, GA 30084 (404) 320-6211 -
10,000,000 (\$84,400,000) COMMON STOCK. (FILE 333-12773 - SEP. 26) (BR. 9)
- S-8 GRYPHON HOLDINGS INC, 30 WALL ST, 6TH FLOOR, NEW YORK, NY 10005
(212) 825-1200 - 100,000 (\$1,488,850) COMMON STOCK. (FILE 333-12775 -
SEP. 26) (BR. 1)
- S-8 NTN COMMUNICATIONS INC, 5966 LA PLACE COURT, STE 100, CARLSBAD, CA 92008
(619) 438-7400 - 2,000,000 (\$9,952,600) COMMON STOCK. (FILE 333-12777 -
SEP. 26) (BR. 3)
- S-1 OLD GUARD GROUP INC, 2929 LITITZ PIKE, LANCASTER, PA 17601
(717) 569-5361 - 4,396,660 (\$43,966,000) COMMON STOCK. (FILE 333-12779 -
SEP. 26) (NEW ISSUE)
- S-3 DELPHI INFORMATION SYSTEMS INC /DE/, 3501 ALGONQUIN RD, STE 500,
ROLLING MEADOWS, IL 60008 (708) 506-3100 - 28,321,060 (\$26,550,993.75)
COMMON STOCK. (FILE 333-12781 - SEP. 26) (BR. 3)
- S-3 HEARTLAND EXPRESS INC, 2777 HEARTLAND DR, CORALVILLE, IA 52241
(319) 645-2728 - 1,150,000 (\$32,631,250) COMMON STOCK. (FILE 333-12783 -
SEP. 26) (BR. 5)
- S-1 INGRAM MICRO INC, 1600 E ST ANDREW PLACE, SANTA ANA, CA 92705
(714) 566-1000 - 2,867,374 (\$4,126,074.58) COMMON STOCK. (FILE 333-12785 -
SEP. 26) (BR. 3)
- S-3 CROWN CORK & SEAL CO INC, 9300 ASHTON RD, PHILADELPHIA, PA 19136
(215) 698-5100 - 10,637,500 (\$483,368,000) COMMON STOCK. 3,450,000
(\$154,836,000) PREFERRED STOCK. (FILE 333-12787 - SEP. 26) (BR. 6)
- S-8 US OFFICE PRODUCTS CO, 1440 NEW YORK AVE NW SUITE 310, WASHINGTON, DC
20005 (202) 628-9500 - 750,000 (\$25,218,750) COMMON STOCK. (FILE
333-12789 - SEP. 26) (BR. 2)
- S-8 CONNECT INC, 515 ELLIS STREET, MOUNTAIN VIEW, CA 94043 (415) 254-4000 -
750,000 (\$4,218,750) COMMON STOCK. (FILE 333-12791 - SEP. 26) (BR. 3)
- S-4 FIRST ESSEX BANCORP INC, 296 ESSEX ST, LAWRENCE, MA 01840 (508) 681-7500
- \$18,565,706 COMMON STOCK. (FILE 333-12793 - SEP. 26) (BR. 7)

- SB-2 THINK NEW IDEAS INC, 45 W 36 STREET FIFTH FLOOR, SUITE 160, NYE YORK, NY 10018 (212) 629-6800 - 3,450,000 (\$17,250,000) COMMON STOCK. 300,000 (\$300) WARRANTS, OPTIONS OR RIGHTS. 300,000 (\$1,800,000) COMMON STOCK. (FILE 333-12795 - SEP. 26)
- S-1 CUTTER & BUCK INC, 2701 FIRST AVE, STE 500, SEATTLE, WA 98121 (206) 622-4191 - 1,610,000 (\$22,036,875) COMMON STOCK. (FILE 333-12797 - SEP. 26) (BR. 2)
- S-8 INTEGRATED SYSTEMS INC, 3260 JAY ST, SANTA CLARA, CA 95054 (408) 980-1500 - 69,033 (\$517,748) COMMON STOCK. (FILE 333-12799 - SEP. 27) (BR. 3)
- S-3 INNERDYNE INC, 1244 REAMWOOD AVE, SUNNYVALE, CA 94089 (408) 745-6010 - 166,667 (\$541,667.75) COMMON STOCK. (FILE 333-12801 - SEP. 27) (BR. 1)
- S-8 MAXICARE HEALTH PLANS INC, 1149 S BROADWAY ST, SUITE 910, LOS ANGELES, CA 90015 (213) 765-2000 - 1,955,000 (\$39,100,000) COMMON STOCK. (FILE 333-12803 - SEP. 27) (BR. 1)
- S-3 OMI CORP, 90 PARK AVE, NEW YORK, NY 10016 (212) 986-1960 - 13,800,000 (\$110,400,000) COMMON STOCK. (FILE 333-12805 - SEP. 27) (BR. 5)
- S-8 SUPERIOR SERVICES INC, 10150 WEST NATIONAL AVE, STE 350, WEST ALLIS, WI 53227 (414) 328-2800 - 2,602,352 (\$40,661,750) COMMON STOCK. (FILE 333-12807 - SEP. 27) (BR. 4)
- S-3 INNKEEPERS USA TRUST/FL, 306 ROYAL POINCIANA WAY, STE 100, PALM BEACH, FL 33480 (407) 835-1800 - 9,890,000 (\$110,026,250) COMMON STOCK. (FILE 333-12809 - SEP. 27) (BR. 8)
- S-3 HOME DEPOT INC, 2727 PACES FERRY RD, ATLANTA, GA 30339 (770) -43-3-82 - 184,000,000 (\$184,000,000) STRAIGHT BONDS. (FILE 333-12811 - SEP. 27) (BR. 6)



FOR IMMEDIATE RELEASE

96-120

CEASE-AND-DESIST ORDER ENTERED AGAINST MARICOPA COUNTY, ARIZONA

Washington, D.C., October 3, 1996 -- On October 3, 1996, the Commission accepted Maricopa County, Arizona's ("the County") offer to settle the cease-and-desist proceeding instituted on September 30, 1996. Maricopa County is the population center of Arizona and the sixth most populous county in the nation. The County consented to the imposition of an Order, which finds that the County violated the antifraud provisions of the federal securities laws in connection with the July 1993 offer and sale of two series of general obligation bonds. The County also agreed to cease and desist from committing or causing any violation and any future violation of the antifraud provisions.

The County's Official Statements, which were the primary disclosure documents for the offerings, contained financial statements for the County for the year ended June 30, 1992. The Order finds, however, that the County's financial condition at the time of the offerings had materially worsened since June 30, 1992. Specifically, during fiscal year 1992-93, the County developed a deficit in its General Fund and had nearly doubled the deficit in its Medical Center Enterprise Fund. The Official Statements failed to disclose these changes. The Official Statements further failed to disclose that the current liabilities of the Medical Center Enterprise Fund on June 30, 1993, exceeded its current assets by approximately 40% more than on June 30, 1992, and that the County's cash flow position had materially declined since the close of the prior fiscal year.

In addition, the Official Statements for one of the offerings represented that bond proceeds would be used to finance specific County projects. The Order finds that the County in fact planned to, and did, use the bond proceeds to finance its deficit through the end of the 1993-1994 fiscal year. Despite the County's plan to use the proceeds to finance its deficit, it failed to revise or supplement its Official Statement to reflect this plan. Each of the omitted items referenced above would have been important for an investor to consider in deciding whether or not to purchase the County's bonds because they tended to bear upon the County's financial condition at the time the bonds were issued.