Issue 83-146

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July 29, 1983

NOTICE OF COMMISSION MEETINGS

U.S. SECURITIES

CHANGE IN THE MEETING: ADDITION

EXCHANCE COMMISSION

The following item will be considered at an open meeting scheduled for Thursday, August 4, at 10:00 a.m.:

Consideration of whether to issue final rules regarding accounting for and disclosures related to costs of internal development of computer software to be sold, leased, or otherwise marketed. FOR FURTHER INFORMATION, PLEASE CONTACT Robert K. Herdman at (202) 272-2130.

RULES AND RELATED MATTERS

COMMUNICATIONS BETWEEN ISSUERS AND BENEFICIAL OWNERS OF NOMINEE HELD SECURITIES

ec news

The Commission has issued a release adopting rule amendments relating to recommendations made by the Advisory Committee on Shareholder Communications. The amendments being adopted will: (1) tighten the timetable for proxy distribution contained in Rules 14b-1 and 14a-3(d) of the Securities Exchange Act of 1934; (2) eliminate, under certain limited circumstances, the obligation of an issuer to disseminate the material that must be delivered to beneficial owners under Rules 14a-3(b) and 14c-2(a); and (3) establish, without altering the current process for proxy distribution, a means by which issuers can obtain the identities, addresses and securities positions of non-objecting beneficial owners. (Rel. 34-20021)

FOR FURTHER INFORMATION CONTACT: Eric E. Miller at (202) 272-2589

EXTENSION OF COMMENT ON RULE 22d-6

The Commission has extended the comment period on Investment Company Act Release No. 13183 (April 22, 1983) (File No. S7-973) to September 30, 1983. In the release, the Commission proposed and published for public comment Rule 22d-6 under the Investment Company Act of 1940 that would permit investment companies issuing redeemable securities, principal underwriters of and dealers in such securities to establish variations including negotiation in the sales loads on such securities, subject to certain conditions. (Rel. IC-13412)

FOR FURTHER INFORMATION CONTACT: Jeffrey S. Puretz at (202) 272-2048

ADMINISTRATIVE PROCEEDINGS

INVESTMENT ADVISER REGISTRATION OF FINANCIAL PLANNING CENTER OF GREATER WASHINGTON, INC., REVOKED; WALTER H.T. SEAGER BARRED

Chief Administrative Law Judge Warren E. Blair has issued an initial decision revoking the investment adviser registration of Financial Planning Center of Greater Washington, Inc., of Falls Church, Virginia, and barring Walter H.T. Seager, who controlled the registrant, from association with an investment adviser or brokerdealer.

Judge Blair found that Financial Planning and Seager had been permanently enjoined in January 1982 by the U.S. District Court for the Eastern District of Virginia from offering and selling fractional interests in certificates of deposit or any other securities in violation of Sections 5(a) and (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 and that Seager had been convicted on January 28, 1983 on two counts of mail fraud by the U.S. District Court for the Eastern District of Virginia. Additionally Seager was found to have wilfully violated Sections 5(a) and (c) and 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 by offering and selling unregistered fractional interests in large-denomination certificates of deposit by means of false and misleading statements and thereafter converting \$269,000 received from investors to his own use.

Judge Blair also found that registrant did not participate in Seager's wilful violations of the securities laws, and that alleged violations of the antifraud provisions of the Investment Advisers Act of 1940 by the registrant, aided and abetted by Seager, had not been proved.

CIVIL PROCEEDINGS

MPG, LTD., RICHARD CHIPPERFIELD ENJOINED

The Boston Regional Office announced that on July 15 the Honorable Raymond J. Pettine, Senior Judge for the U.S. District Court for the District of Rhode Island, entered an Order of Permanent Injunction against Richard F. Chipperfield of Westerly, Rhode Island, and MPG, Ltd., an entity controlled by Chipperfield. The Court's Order enjoined the defendants from further violations of the registration and antifraud provisions of the Securities Act of 1933 and the antifraud provisions of the Securities Exchange Act of 1934. The Court's Order also directs the defendants to provide a special accounting, relating to, among other things, the number of investors in the securities of MPG and funds received in connection with such investments. The Court also enjoined the defendants from transferring any assets of MPG. Judge Pettine held in abeyance any order of disgorgement pending receipt of the special accounting, and reserved jurisdiction for this purpose.

The defendants consented to the entry of the injunctive decree without admitting or denying the allegations in the Commission's complaint filed in September, 1981. A Temporary Restraining Order was issued against the defendants, after a hearing on September 18, 1981 and a Preliminary Injunction issued on September 29, 1981. (SEC v. MPG, Ltd., et al., USDC RI CA-81-0572). (LR-10079)

COMPLAINT NAMES DYNAMIC AMERICAN CORPORATION

The Commission announced that on July 26 it filed a civil injunctive action in the U.S. District Court for the District of Columbia against Dynamic American Corporation of Salt Lake City, Utah. The Commission's complaint alleges violations of the reporting provisions of the securities laws and seeks a Judgment of Permanent Injunction and Other Equitable Relief.

The Commission alleges that Dynamic, as part of a continuing course of violative conduct extending over several years, failed to file its Annual Report on Form 10-K for its fiscal year ended December 31, 1982, required to have been filed with the Commission by March 31, 1983, and its Quarterly Report on Form 10-Q for its quarter ended March 31, 1983, required to have been filed by May 16, 1983, failed to file various periodic reports in a timely manner, and failed to file required Notifications of Late Filing on Form 12b-25. The Commission requests that the Court order Dynamic to file its delinquent Annual and Quarterly Reports and enjoin it from further violations of the reporting provisions of the securities laws. (SEC v. Dynamic American Corporation, U.S.D.C. D.C., Civil Action No. 83-2135). (LR-10080)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC pursuant to the Securities Act of 1933. The information noted below has been taken from the cover page and the facing sheet of the prospectus and registration statement and will appear as follows: Form, Name, address and phone number (if available) of the issuer of the security; Title and the number or face amount of the securities being offered; Name of the managing underwriter (if applicable); Whether the offering is a rights offering; File number and date filed; Assigned Branch; if the registration statement is a New Issue; and [S] denoting SHELF REGISTRATION pursuant to Rule 415.

(S-18) NOARKO 1983 OIL AND GAS INCOME FUND, 950 South Cherry St., Suite 1000, Denver, CO 80222 (303) 758-5722 - \$5 million of preformation limited partnership interests. (File 2-85196-D - July 15) (Br. 9 - New Issue)

- (S-18) SYNERGETICS INTERNATIONAL, INC., 6565 Odell Pl., P.O. Box E, Boulder, CO 80306-1236 (303) 530-2020 - 600,000 shares of common stock. Underwriter: Hanifen, Imhoff Inc. The company is engaged in the development, manufacture and marketing of Supervisory Control and Data Acquisition products and services. (File 2-85255-D - July 18) (Br. 10 - New Issue)
- (S-18) N.A. PROPERTIES LIMITED PARTNERSHIP I, A LIMITED PARTNERSHIP, Suite 1600, Plaza 600 Bldg., Seattle, WA 98101 (206) 623-9538 - preformation limited partnership interests-\$1,287,500 offered in 51.5 units of \$25,000 each. (File 2-85276-S - July 19) (Br. 5 - New Issue)
- (S-18) DATA RECORDING TECHNOLOGY CORPORATION, 690 Mendelssohn Ave., Minneapolis, MN 55427 (612) 545-1166 - 375,000 shares of common stock. The company is engaged in designing, manufacturing, and marketing high technology components to the computer industry. (File 2-85296-C - July 21) (Br. 9 - New Issue)
- (S-18) K MED CENTERS, INC., 609 South Main St., Duncanville, TX (214) 780-0084 2,500,000 shares of common stock. Underwriter: Adams, James, Foor & Company, Inc. The company operates and develops the facilities management services options segment of the business of K Clinics, P.A. (File 2-85363-FW - July 21) (Br. 6 - New Issue)
- (N-1) RESERVE NEW YORK TAX-EXEMPT TRUST, 810 Seventh Ave., New York, NY 10019 (212) 977-9982 - an indefinite number of shares of beneficial interest. (File 2-85406 -July 26) (Br. 16 - New Issue)
- (S-2) ICN PHARMACEUTICALS, INC., 222 North Vincent Ave., Covina, CA 91722 (213) 967-0771 1,116,667 shares of common stock. The company and its subsidiaries are engaged in the development, manufacture and sale of pharmaceutical and chemical products and services. (File 2-85407 July 26) (Br. 4) [S]
- (S-2) TRANSOHIO FINANCIAL CORPORATION, One Penton Plaza, Cleveland, OH 44114 (216) 579-7700 - 1,735,643 shares of common stock. Underwriters: Salomon Brothers Inc. and McDonald & Company Securities, Inc. The company is a savings and loan holding company. (File 2-85409 - July 26) (Br. 1)
- (N-1) RESERVE EQUITY TRUST, 810 Seventh Ave., New York, NY 10019 (212) 977-9982 an indefinite number of shares of beneficial interest. (File 2-85410 - July 26) (Br. 16 - New Issue)
- (F-6's) MORGAN GUARANTY TRUST COMPANY OF NEW YORK, 23 Wall St., New York, NY 10015 (212) 483-2323 - 10,000,000 American Depositary Receipts for: ordinary rand five cent shares of Consolidated Modderfontein Mines Limited; Hong Kong one dollar of Chuang's (Holdings) Limited; and Malaysian one dollar shares of Malayan United Industries Berhad. (File 2-85411; 2-85412; and 2-85413 - July 25) (Br. 99 - New Issues)
- (S-1) PEARLE HEALTH SERVICES, INC., P.O. Box 226139, Dallas, TX 75266 (214) 241-3381 -6,600,000 shares of common stock. Underwriters: William Blair & Company and Goldman, Sachs & Co. The company is a retailer of prescription eyecare products and services. (File 2-85414 - July 26) (Br. 6 - New Issue)
- (S-14) VENTREX LABORATORIES, INC., 217 Read St., Portland, ME 04103 (207) 773-7231 -350,000 shares of common stock. (File 2-85415 - July 26) (Br. 4)
- (S-6) THE FIRST TRUST OF INSURED MUNICIPAL BONDS, SERIES 105, 300 West Washington St., Chicago, IL 60606 - an indefinite number of units. Depositor: Clayton Brown & Associates, Inc. (File 2-85416 - July 26) (Br. 18 - New Issue)
- (S-8) REDMAN INDUSTRIES, INC., 2550 Walnut Hill Lane, Dallas, TX 75229-5672 (214) 353-3600 - 479-350 shares of common stock. The company is engaged in the design, manufacture and sale of manufactured housing, among other things. (File 2-85418 - July 26) (Br. 9)
- (S-8) NFA CORP., 400 Eastern Ave., Chelsea, MA 02150 (617) 884-6660 100,000 shares of common stock. (File 2-85419 - July 26) (Br. 5)
- (S-11) YOUR ATTIC NATIONAL PARTNERS '84 LIMITED PARTNERSHIPS A & B, 3250 West Big Beaver Rd., Troy, MI 48084 - \$30 million of limited partnership interests. (File 2-85420 -July 26) (Br. 4 - New Issue)
- (S-3) TENNECO INC., Tenneco Bldg., Houston, TX 77002 (713) 757-2131 \$300 million of debt securities. The company is engaged in the exploration and production of oil and natural gas. (File 2-85422 - July 27) (Br. 4) [S]

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- (S-3) DOLLAR GENERAL CORPORATION, 427 Beech St., Scottsville, KY 42164 (502) 237-5444 -1,400,000 shares of common stock. Underwriters: Lehman Brothers Kuhn Loeb Incorporated and J. C. Bradford & Co. The company is engaged in the sale of general merchandise ar retail. (File 2-85423 - July 27) (Br. 1)
- (S-2) BULL & BEAR GROUP, INC., 11 Hanover Sq., New York, NY 10005 (212) 785-0900 1,500,000 shares of Class A common stock. Underwriter: Furman Selz Mager Dietz & Birney Incorporated. The company is engaged in acting as investment manager to no-load mutual funds. (File 2-85424 July 27) (Br. 1)
- (S-3) THE DOW CHEMICAL COMPANY, 2030 Dow Center, Midland, MI 48640 (517) 636-1000 -\$500 million of debt securities. Underwriter: Smith Barney, Harris Upham & Co. Incorporated. The company is engaged in the manufacture and sale of chemicals, metals, plastic materials and products. (File 2-85426 - July 27) (Br. 2) [S]
- (S-14) AMERICAN CONSOLIDATED EQUITIES, INC., 2029 Century Park East, Suite 960, Los Angeles, CA 90067 (213) 277-6318 - 4,361,040 shares of common stock. (File 2-85427 -July 27) (Br. 5 - New Issue)
- (S-1) MISSION RESOURCES DEVELOPMENT DRILLING PROGRAM 1983/84, 480 Roland Way, P.O. Box 2300, Oakland, CA 94614 (415) 638-1800 - 30,000 units at \$500 per unit. (File 2-85428 - July 27) (Br. 4 - New Issue) [S]
- (S-8) BIRD INCORPORATED, Washington St., East Walpole, MA 02032 (617) 668-2500 350,000 shares of common stock. (File 2-85429 - July 27) (Br. 1)
- (S-3) MCI COMMUNICATIONS CORPORATION, 1133 Nineteenth St., N.W., Washington, DC 20036 (202) 872-1600 - 500,000 units, \$500 million of subordinated notes, due August 1, 1993 with warrants to purchase 8,500,000 shares of common stock. Underwriters: Drexel Burnham Lambert Incorporated and Shearson/American Express Inc. The company provides both domestic and international communications services. (File 2-85431 - July 27) (Br. 7) [S]
- (S-2) FAIRFIELD COMMUNITIES, INC., 1207 Rebsamen Park Rd., Little Rock, AK 72202 (501) 664-6000 - 1,000,000 shares of common stock. Underwriters: Drexel Burnham Lambert Incorporated and A.G. Becker Paribas Incorporated. The company develops, constructs and markets master-planned retirement, recreational and primary home communities. (File 2-85432 - July 27) (Br. 6)
- (S-1) EKOS INC., 2165-A Francisco Blvd. West, San Rafael, CA 94901 (415) 485-1911 -700,000 shares of common stock. Underwriter: Van Kasper & Company. The company is engaged in the distribution of personal computer systems. (File 2-85433 - July 27) (Br. 2 - New Issue) [S]
- (S-8) BR COMMUNICATIONS, 1249 Innsbruck Dr., Sunnyvale, CA 94086 (408) 734-1600 392,500 shares of common stock. (File 2-85434 - July 27) (Br. 7)
- (S-8) DOCUTEL/OLIVETTI CORPORATION, 106 Decker Court, Irving, TX 75062 (214) 258-8610 -500,000 shares of common stock. (File 2-85435 - July 27) (Br. 9)
- (S-2) ARROW ELECTRONICS, INC., 600 Steamboat Rd., Greenwich, CT 06830 (203) 622-9030 -\$25 million of convertible subordinated debentures, due 2003. Underwriter: Bear, Stearns & Co. The company is a distributor of components and computer products. (File 2-85439 - July 27) (Br. 8)

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