sec news digest

Issue 94-26

February 9, 1994

U.S. SECURITIES
U.S. SECURITIES

ENFORCEMENT PROCEEDINGS

JOHN LARSON SETTLES COMMISSION'S ACTION

On February 7, the Commission announced that John Kenneth Larson (Larson), the vice president of Network Associates International, Inc. (Network Associates), consented to the entry of an order enjoining him from violating Section 17(a) of the Securities Act of 1933 and Sections 10 (b) and 15(a) of the Securities Exchange Act of 1934 (Exchange Act) and Exchange Act Rule 10b-5, without admitting or denying the allegations of the Commission's complaint. Larson also agreed to disgorge \$6,500.00 of the \$9,533.00 in proceeds that he received from the illicit activities as alleged in the complaint. The remainder of the disgorgement and civil penalties were waived due to Larson's demonstrated inability to pay.

The complaint, filed on December 7, 1993, against Ultra International Corporation (Ultra), Network Associates, James Milton Russell, Keith Everett Brooks (Brooks), James J. Drumming and Larson alleged that between July 1992 and April 1993, the defendants raised over \$172,000 from more than 800 individuals in the United States and abroad by selling unregistered securities in the form of investment contracts through the use of a pyramid scheme. The complaint alleged that the defendants sold these securities by making repeated material misrepresentations and omissions regarding Ultra's operations.

Brooks, Network Associates' secretary and treasurer, previously consented to the entry of an order enjoining him from violating the aforementioned provisions of the securities laws and ordering him to disgorge \$7,333.00. [SEC v. Ultra International Corporation, et al., D.D.C., Civil Action No. 93-2495, CR] (LR-13963)

DISGORGEMENT AND OTHER RELIEF ORDERED AGAINST ALBERT LAWSON

The Commission announced that Judge David F. Levi of the U.S. District Court for the Eastern District of California, Sacramento Division, recently granted all of the relief requested by the Commission in its motion to determine appropriate relief in furtherance of the Court's entry of default judgement against Albert E. Lawson (Lawson), the sole remaining defendant in this action. In particular, the Court entered a permanent injunction restraining Lawson from further violations of the antifraud provisions of Section 17(a) of the Securities Act of 1933 and Section 10(b)

of the Exchange Act of 1934, and Rule 10b-5 thereunder; an Order requiring Lawson to disgorge \$726,000, plus prejudgment interest of \$215,129.08, for a total amount of \$941,129.08, plus postjudgment interest; and an Order barring Lawson from serving as an officer or director of a public company under the Remedies Act.

Lawson formerly was the President of NRG International, Inc., a now-defunct California corporation that purportedly produced a gas additive called 9.2 Octane Booster. The amended complaint alleges, among other things, that Lawson illegally profited from a fraudulent scheme he engineered to create a market for and increase the price of NRG common stock. [SEC v. NRG International, Inc., et al., Civil Action No. S-92-1307-DFL-JFM, ED Cal.] (LR-13964; AAE Rel. 527)

INVESTMENT COMPANY ACT RELEASES

SMITH BARNEY SHEARSON INCOME TRUST, ET AL.

A notice has been issued giving interested persons until March 4, 1994 to request a hearing on an application filed by Smith Barney Shearson Income Trust (formerly, Shearson Lehman Brothers Income Trust) and Smith Barney Shearson Inc. (Smith Barney) for an order under Section 6(c) of the Investment Company Act. The order would amend a previous order granted to the Trust and Shearson Lehman Brothers Inc. (Shearson) the Trust's former sponsor and distributor. The prior order permits the Trust to impose a contingent deferred sales charge. Since the order was granted, Shearson's assets were sold to Primerica Corporation and its subsidiary Smith Barney, and Smith Barney became the sponsor and distributor of the Trust. Applicants request to continue the relief granted in the prior order. (Rel. IC-20058 - February 7)

TCW ASIA PACIFIC EQUITY LIMITED PARTNERSHIP, ET AL.

An order has been issued on an application filed by TCW Asia Pacific Equity Limited Partnership, TCW Emerging Markets Limited Partnership, TCW Small Capitalization Growth Stocks Limited Partnership (collectively, Partnerships), TCW Funds, Inc., TCW Asset Management Company, and TCW Funds Management, Inc. under Section 17(b) of the Investment Company Act for an exemption from Section 17(a). The order permits the Partnerships to transfer substantially all of their assets and liabilities to certain series of TCW Funds, Inc. in exchange for such series' shares, which then would be distributed pro rata to partners of the Partnerships. (Rel. IC-20062 - February 8)

SUNAMERICA CASH FUND

An order has been issued under Section 8(f) of the Investment Company Act declaring that SunAmerica Cash Fund has ceased to be an investment company. (Rel. IC-20063 - February 8)

COWEN FUNDS INC., ET AL.

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An order has been issued under Section 6(c) of the Investment Company Act exempting Cowen Funds, Inc., et al. from Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i), 22(c), and 22(d) of the Act, and Rule 22c-1 thereunder. The order permits certain open-end investment companies to issue multiple classes of shares representing interests in the same portfolio of securities, and assess and, under certain circumstances, waive a contingent deferred sales charge on certain redemptions of shares. (Rel. IC-20064 - February 8)

SELF-REGULATORY ORGANIZATIONS

UNLISTED TRADING PRIVILEGES GRANTED

Orders have been issued granting the applications of five exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. The exchanges and number of issues are: Chicago Stock Exchange - 17 issues (Rel. 34-33588); Pacific Stock Exchange - 2 issues (Rel. 34-33589); Philadelphia Stock Exchange - 14 issues (Rel. 34-33590); Boston Stock Exchange - 2 issues (Rel. 34-33591); and Cincinnati Stock Exchange - 6 issues (Rel. 34-33592).

PARTIAL TEMPORARY ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted partial temporary accelerated approval to a proposed rule change filed by the <u>American Stock Exchange</u> (SR-AMEX-93-45) to extend for six months its pilot program for the execution of odd-lot market orders. (Rel. 34-33584)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change filed by the <u>Chicago Stock Exchange</u> to extend a credit against dues given to registered Market Makers for trading the Chicago Stock Basket (SR-CHX-94-05) has become effective upon filing with the Commission. Publication of the proposal is expected in the <u>Federal Register</u> during the week of February 14. (Rel. 34-33585)

A proposed rule change filed by the <u>Chicago Stock Exchange</u> to establish a two month policy involving turning off the Exchange's auto-execution system during an analyst's report on T.V. (SR-CHX-94-2) that has resulted in an influx of orders on the CHX has become effective upon filing with the Commission. (Rel. 34-33593)

APPROVAL OF PROPOSED RULE CHANGE AND ACCELERATED APPROVAL OF AMENDMENT TO PROPOSED RULE CHANGE

The Commission has approved a proposed rule change filed by the <u>Pacific Stock Exchange</u> (SR-PSE-93-03) and has granted accelerated approval of Amendment No. 1 to the proposed rule change filed by the PSE relating to waiver of maximum bid/ask differentials in individual equity options. Publication of the order is expected in the <u>Federal Register</u> during the week of February 14. (Rel. 34-33586)

PROPOSED RULE CHANGES

The <u>Boston Stock Exchange</u> filed a proposed rule change (SR-BSE-93-19) relating to the Insider Trading and Securities Fraud Enforcement Act of 1988. Publication of the proposal is expected in the <u>Federal Register</u> during the week of February 14. (Rel. 34-33587)

The <u>Philadelphia Stock Exchange</u> filed a proposed rule change (SR-PHLX-93-49) to prohibit the unbundling of orders for purposes of obtaining automatic execution through the PACE system. Publication of the proposal is expected in the <u>Federal Register</u> during the week of February 14. (Rel. 34-33594)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-3 CHAMPION INTERNATIONAL CORP, ONE CHAMPION PLAZA, STAMFORD, CT 06921 (203) 358-7000 17,107,900 (\$557,033,224) COMMON STOCK. (FILE 33-52123 FEB. 02) (BR. 8)
- S-8 ASHLAND OIL INC, 1000 ASHLAND DRIVE, RUSSELL, KY 41169 (606) 329-3333 500,000 (\$18,656,250) COMMON STOCK. (FILE 33-52125 FEB. 02) (BR. 3)
- s-8 MCI COMMUNICATIONS CORP, 1133 19TH ST MJ, MASHINGTON, DC 20036 (202) 872-1600 20,000,000 (\$167,968.75) COMMON STOCK. (FILE 33-52133 FEB. 03) (BR. 7)
- S-8 SCIENTIFIC ATLANTA INC, ONE TECHNOLOGY PKNY SOUTH, BOX 105600, NORCROSS, GA 30092 (404) 903-5000 20,000 (\$633,800) COMMON STOCK. (FILE 33-52135 FEB. 03) (BR. 7)
- S-8 WINNERS ENTERTAINMENT INC, 19800 MAC ARTHUR BLVD, STE 850, IRVINE, CA 92175 (714) 222-2220 80,655 (\$290,358) COMMON STOCK. (FILE 33-74322 JAN. 24) (BR. 5)
- S-8 SKYLINE CHILI INC, 4180 THUNDERBIRD LN, FAIRFIELD, OH 45014 (513) 874-1188 325,000 (\$294,000) COMMON STOCK. (FILE 33-74584 JAN. 31) (BR. 3)
- S-8 AUTHENTIC FITNESS CORP, 7911 HASKELL AVE, VAN NUYS, CA 91410 (818) 376-0300 1,771,440 (\$48,936,030) COMMON STOCK. (FILE 33-74590 JAN. 31) (BR. 7)
- S-1 FLEX HOLDINGS PTE LTD, 514 CHEE LN #50-12, BEDOK INDUSTRIAL ESTATE, F5 (065) 449-5255 3,162,500 (\$47,437,500) FOREIGN COMMON STOCK.

 UNDERWRITER: COMEN & CO, MONTGOMERY SECURITIES. (FILE 33-74622 JAN. 31) (BR. 3 NEW ISSUE)

- S-4 CARDIOPULMONICS INC, 5060 W AMELIA EARHART DR, SALT LAKE CITY, UT 84116 (801) 350-3600 8,583,845 (\$2,557,102) COMMON STOCK. (FILE 33-74624 JAN. 31) (BR. 8)
- \$-3 PHARMOS CORP, 101 E. 52MD STREET, NEW YORK, NY 10022 (212) 838-0087 3,041,668 (\$21,712,506) COMMON STOCK. (FILE 33-74638 JAN. 31) (BR. 4)
- \$-8 AMERICAN MOBILE SYSTEMS INC, 21160 CALIFA ST, WOODLAND HILLS, CA 91367 (818) 593-3000 150,000 (\$2,437,500) COMMON STOCK. (FILE 33-74644 JAN. 31) (BR. 7)
- \$-8 GEODYNAMICS CORP, 21171 MESTERN AVE STE 110, TORRANCE, CA 90501 (213) 782-7277 200,000 (\$1,700,000) COMMON STOCK. (FILE 33-74648 JAN. 31) (BR. 9)
- F-10 DOMAN INDUSTRIES LTD, 435 TRUNK RD, 3RD FL, DUNCAN BRITISH COLUMBIA, A1 (604) 748-3711 425,000,000 (\$425,000,000)
 FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-74656 JAN. 31) (BR. 10 NEW ISSUE)
- S-8 FIRST FEDERAL BANCORP INC/OH/, 505 MARKET STREET, ZAMESVILLE, ON 43701 (614) 453-0606 14,452 (\$180,671.75) COMMON STOCK. (FILE 33-74670 FEB. 01) (BR. 1)
- 8-8 COMMERCIAL ASSETS INC, 3600 S YOSENITE ST, STE 900, DENVER, CO 80237 (303) 733-1221 1,961,439 (\$12,764,424.06) COMMON STOCK. (FILE 33-74678 FEB. 01) (BR. 11)
- 8-1 SECURITY CAPITAL CORP/DE/, 1111 N LOOP WEST STE 600, NOUSTON, TX 77008 (713) 880-5497 28,523,532 (\$7,130,883) COMMON STOCK. (FILE 33-74680 FEB. 01) (BR. 9)
- S-8 CB BANCORP INC, 126 EAST FOURTH ST, MICHIGAN CITY, IN 46360 (219) 873-2800 44,948 (\$449,480) COMMON STOCK. (FILE 33-74682 FEB. 01) (BR. 2)
- F-6 LEGAL & GENERAL GROUP PLC/ADR/, ONE PIERREPONT PLAZA, BROOKLYN, NY 11201 (718) 754-4000 30,000,000 (\$1,500,000)
 DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-74686 FEB. 01)
 (NEW ISSUE)
- S-3 CEL COMMUNICATIONS INC, 655 THIRD AVENUE, NEW YORK, NY 10017 (212) 557-3400 5,609,500 (\$6,424,859.38) COMMON STOCK. (FILE 33-74708 FEB. 01) (BR. 11)
- S-8 ARRIS PHARMACEUTICAL CORP/DE/, 385 OYSTER POINT BLVD, SUITE 3, SOUTH SAN FRANCISCO, CA 94080 (415) 737-8600 1,259,985 (\$3,247,753.37) COMMON STOCK. (FILE 33-74720 FEB. 01) (BR. 4)
- \$-8 COLONIAL GROUP INC /MA/, ONE FINANCIAL CENTER, BOSTON, NA 02111 (617) 426-3750 250,000 (\$7,000,000) COMMON STOCK. (FILE 33-74722 FEB. 01) (BR. 12)

NAME OF ISSUER	FILE NO.	DISPOSITION DATE
SURGICAL TECHNOLOGIES INC	33-73960	01/31/94
SURGICAL TECHNOLOGIES INC	33-74038	01/31/94
TAT TECHNOLOGIES LTD	33-66156	02/01/94
TAT TECHNOLOGIES LTD	33-66156	02/01/94
TELEFONICA OF ARGENTINA INC	33-70982	02/03/94
TELEFONICA OF ARGENTINA INC	33-70962	02/03/94
TELEFONICA OF ARGENTINA INC	33-70982	02/03/94
TELMARK INC /NY/	33-70732	02/01/94
TELMARK INC /NY/	33-70732	02/01/94
TELMARK INC /NY/	33-70732	02/01/94
THERMO VOLTEK CORP	33-74484	02/02/94
TOKHEIN CORP	33-52167	02/04/94
TRIAD SYSTEMS CORP	33-52101	01/31/94
TURNER BROADCASTING SYSTEM INC	33-52173	02/04/94
UNITED IOMA CORP	33-70318	02/03/94
UNITED WATER RESOURCES INC	33-51703	02/03/94
UNITED WATER RESOURCES INC	33-51703	02/03/94
UNIVERSAL OUTDOOR INC	33-7281 0	02/01/94
UNIVERSAL OUTDOOR INC	33-72810	02/01/94
UNIVERSAL OUTDOOR INC	33-72810	02/01/94
USA MOBILE COMMUNICATIONS HOLDINGS INC		02/02/94
USA MOBILE COMMUNICATIONS HOLDINGS INC	33-72192	02/02/94
USA MOBILE COMMUNICATIONS HOLDINGS INC		02/02/94
USA MOBILE COMMUNICATIONS HOLDINGS INC	33-72192	02/02/94
USA MOBILE COMMUNICATIONS INC II	33-72646	02/02/94
USA MOBILE COMPLNICATIONS INC II	33-72646	02/02/94
USA MOBILE COMMUNICATIONS INC 11	33-72646	02/02/94
VIDEO JUKEBOX NETWORK INC	33-74752	02/03/94
VULCAN MATERIALS CO	33-52049	02/04/94
VULCAN MATERIALS CO	33-52049	02/04/94
WALDEN RESIDENTIAL PROPERTIES INC	33-70132	02/01/94
WALDEN RESIDENTIAL PROPERTIES INC	33-70132	02/01/94
WALDEN RESIDENTIAL PROPERTIES INC	33-70132	02/01/94
WALDEN RESIDENTIAL PROPERTIES INC	33-70132	02/01 /94
WALDEN RESIDENTIAL PROPERTIES INC	33-70132	02/01/94
WALDEN RESIDENTIAL PROPERTIES INC	35-70132	02/01/94
MELLSFORD RESIDENTIAL PROPERTY TRUST	33-73948	01/31/94
WESTERN DIGITAL CORP	33-51695	02/01/94
YANKEE ENERGY : IEN INC	33-52077	01/31/94
YORK RESEARCH CORP	33-74730	02/02/94
ZIEGLER COMPANIES INC	33-74636	01/31/94

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 smiled.

NAME OF ISSUER	STATE	8K ITEM NO. 1 2 3 4 5 6 7 8	DATE CONNENT
ACE CASH EXPRESS INC/TX	TX	X	11/22/93AMEND
ACTION PRODUCTS INTERNATIONAL INC	FL	x	02/01/94
ADVANTA HOME EQUITY LOAN TRUST 1993-1	WY	X X	12/25/94
ADVANTA NONE EQUITY LOAN TRUST 1993-2	MY	X X	12/27/93
ADVANTA NOME EQUITY LOAM TRUST 1993-3		хх	12/25/93
ALLIED SIGNAL INC	DE	x	02/07/94
ALLIED WASTE INDUSTRIES INC	DE	X	01/27/94
ALLMINUM CO OF AMERICA	PA	x	02/07/94
AMERICAN ECOLOGY CORP	DE	x x	02/03/94
AMERICAN REAL ESTATE INVESTMENT CORP	MD	x	12/22/93ANEND
AMOCO CO	DE	X	02/08/94
AMOCO CORP	IM	x	02/08/94
AMB CORP	IW	x x	01/21/94
APL CORP	MY	X	12/01/93
ARX INC	DE	X	11/23/93AMEND
ASSOCIATED NATURAL GAS CORP	DE	X	01/13/94
ATLAS CORP	DE	X	01/14/94
AUDIOVOX CORP	DE	X	12/30/93
BANCTEC INC	DE	X	02/04/94
BANK SOUTH CORP	GA	X X	12/02/93AMEND
BIG FLOWER PRESS INC	DE	X X	01/24/94
BNY MASTER CREDIT CARD TRUST	DE	X	12/15/ 93AMEND
BORG WARHER AUTOMOTIVE INC	DE	X X	02/04/94
BOSTON CAPITAL TAX CREDIT FUND III L P	DE	X X	10/21/93
BOSTON CAPITAL TAX CREDIT FUND III L P	DE	x x	11/12/93
BOSTON CAPITAL TAX CREDIT FUND III L P	DE	X	01/21/94
CANONIE ENVIRONMENTAL SERVICES CORP	DE	X	01/31/94
CENTURY PACIFIC HOUSING FUND I	CA	X	02/01/94
CENTURY PACIFIC TAX CREDIT HOUSING FUND	CA	x	02/01/94
CHEMEX PHARMACEUTICALS INC	DE	x	02/01/94
CIRCADIAN INC	DE	x	12/10/93

	STATE	ak ITEN NO.	
NAME OF ISSUER	CODE	12345678	DATE COMMENT
CIRO INC	DE	X	01/28/94
CONSOLIDATED EDISON CO OF NEW YORK INC	MY	X X	02/08/94
CONSOLIDATED RAIL CORP /PA/	PA	X	02/07/94
CONTINENTAL BANK CORP	DE	x x	01/27/94
CLIMBS INC MORT PASS THRO CERT SER 1993-B	DE	x x	01/25/94
CLIMBS INC MORT PASS THRO CERT SER 1993-2	DE	x x	01/25/94
CLIMBS INC MORT PASS THRO CERT SERIES 199		x x	01/25/94
CLIMBS INC MORT PASS THRO CERT SERIES 199		x x	01/25/94
CUMBS INC MORT PASS THRO CERT SERIES 199		x x	01/25/94
CLIMBS INC MORT PASS THRO CERT SERIES 199		x x	01/25/94
CLIMBS INC MORT PASS THRO CERT SERIES 199		x x	01/25/94
CLIMBS INC MORT PASS THRO CERT SERIES 199		X X	01/25/94
DIASENSE INC /PA/	PA	x x	02/01/94
DIGITAL SOLUTIONS INC	LH	x x	02/03/94
DISCOVER CARD TRUST 1992 A	DE	x x	01/17/94
DISCOVER CARD TRUST 1992-B	DE	x x	01/17/94
DISCOVER CARD TRUST 1993-A	DE	X X	01/17/94
DISCOVER CARD TRUST 1993-B	DE	x x	01/17/94
DISCOVERY TECHNOLOGIES INC /KS/	KS	x x	02/04/94
DISEASE DETECTION INTERNATIONAL INC	DE	X	01/28/94
DIVERSIFAX INC	DE	x x x	02/02/94
EASTERN AIR LINES INC	DE	X	12/31/93
ECI ENVIRONMENTAL INC	NV	X	02/02/94
EDISON THOMAS INNS INC	MI	X X	01/31/94
EDMARK CORP	WA	X	02/03/94
ETI\US\INC	WV	, X	12/01/93
EXPLORATION CO OF LOUISIANA INC	DE	X ,	01/31/94
FEDERAL MOGUL CORP	MI	X	JC/08/94
FIBERCORP INTERNATIONAL INC	DE	X X	01/21/94
FIRST BOSTON MOR SEC CORP HOM EQU LN PA		x x	09/30/93
FREEPORT MCMORAN RESOURCE PARTNERS LIMIT	DE	X	01/25/94
GLOBAL SPILL MANAGEMENT INC /NV/	MA	x x	01/31/94
GOLDEN CYCLE GOLD COPP	∞	X X	02/03/94
GOLDENBANKS OF MICHADO INC	DE	X	11/11/93AMEND
GREAT BAY POWER StP	MH	X	02/07/94
GULF STATES UTILITIES CO	TX	X	02/08/94
HELIONETICS INC	CA	X X	02/04/94
HOUSING SECURITIES INC MOR PAS THE CERT S	NY	X X	01/17/94
HOUSING SECURITIES INC NOR PAS THE CERT	HY	X X	01/17/94
HOUSING SECURITIES INC NOR PAS THRO CERT	DE	X X	01/17/94
MOUSING SECURITIES INC MOR PAS THRO CERT	DE	X X	01/17/94
HOUSING SECURITIES INC MOR PASS THRO CER	DE	X X	01/17/94
HOUSING SECURITIES INC MOR PASS THROU CE		X X	01/17/94
HOUSING SECURITIES INC MOR PASS THROUGH		X X	01/17/94
HOUSING SECURITIES INC NOR PASS THROUGH		x x	01/17/94
HOUSING SECURITIES INC MORT PASS THRO CE		X	09/30/93
HOUSING SECURITIES INC MORT PASS THRO CE	DE	x x	01/17/94
HOUSING SECURITIES INC MORT PASS THRO CE	DE	X X	01/17/94
HOUSING SECURITIES INC MORT PASS THRO CE	DE	X X	01/17/94
HOUSING SECURITIES INC MORT PASS THRO CE	DE	x x	01/17/94
HOUSING SECURITIES INC MORT PASS THRO CE	DE	x x	01/17/94
HOUSING SECURITIES INC MORT PASS THRO CE	DE	X X	01/17/94