sec news digest

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April 22, 1993

U.S. SECUMITIES EXCHANGE COMMISSION

COMMISSION ANNOUNCEMENTS

C NAMES JUAN MARCELINO BOSTON REGIONAL ADMINISTRATOR

Chairman Breeden announced the appointment of Juan M. Marcelino as the Regional Administrator of the Commission's Boston Regional Office. Since December 12, 1992, Mr. Marcelino, a native of Boston, has served as Acting Regional Administrator of the Boston Regional Office. Mr. Marcelino also served as an Assistant Director in the Commission's Division of Enforcement in Washington, D.C. (Press Rel. 93-11)

ADMINISTRATIVE PROCEEDINGS

MINISTRATIVE PROCEEDINGS INSTITUTED AGAINST MERRILL LYNCH, PIERCE, FENNER & SMITH INC.

The Commission has issued an Order requiring Merrill Lynch, Pierce, Fenner & Smith Inc. to cease and desist from violating Rule 22c-l of the Investment Company Act of 1940. Simultaneously, the Commission accepted Merrill Lynch's Offer of Settlement, in which Merrill Lynch consented to the Order, without admitting or denying the Commission's findings.

On the basis of the Order and Offer, the Commission found that, from approximately 19/2 through 1987, Merrill Lynch violated Rule 22c-1 by underpaying unitholders of certain unit investment trusts (UITs) when it repurchased units in the secondary market. The underpayments occurred because, in calculating the unit price, Merrill Lynch did not include cash that had accumulated in the UITs' income accounts as a result of bonds that were called, sold, or matured from the UITs' portfolios. The Commission further found that this mispricing caused unitholders of the affected UITs to be underpaid by millions of dollars when they resold units; by 1987, unitholders were being underpaid on average approximately four dollars per unit.

Merrill Lynch also consented to comply with undertakings to repay unitholders the amount by which they were underpaid, plus interest, and to retain a Special Review Person to examine its UIT pricing procedures. (Rel. IC-19425)

The Commission announced the entry of an Order Instituting Public Administration Proceedings, Making Findings and Imposing Remedial Sanctions against Louise Zahara (L. Zahareas) and accepting L. Zahareas' Offer of Settlement.

L. Zahareas consented to the issuance of the Order without admitting or denying the Commission's findings. The Order contains findings that during the period for approximately February 1988 through January 1989, L. Zahareas, as a register representative at Oberweis Securities, Inc. and R.J. Steichen & Co., successive willfully aided and abetted another registered representative in the execution unauthorized transactions in their customers' accounts. By virtue of that conduct. Zahareas willfully aided and abetted violations of the antifraud provisions of the federal securities laws. The Order also contains findings that on April 5 and Order also contains findings that on April 6 and 6 an

The Commission's Order bars L. Zahareas from association with any broker, dealy municipal securities dealer, investment adviser or investment company, with a rig of reapplication after two years. (Rel. 34-32151)

COMMISSION SUSTAINS NASD DISCIPLINARY ACTION AGAINST RANDOLPH PAGE AND THOMAS HENRY

The Commission has sustained the disciplinary action taken by the NASD again Randolph K. Pace and Thomas C. Henry. Pace was an executive officer and principle of Rooney, Pace Inc., a former NASD member firm; Henry was a firm salesman. The Mand found that Pace, along with other persons associated with the firm who did appeal the NASD's decision, manipulated the market price of American Education Computer, Inc. (AEC), a stock quoted on the NASD's Automated Quotation System, that Henry aided and abetted the manipulation. The Commission determined the through their actions, Pace and Henry violated the NASD's requirement that security professionals adhere to just and equitable principles of trade, as well as a antifraud rule. Further, the Commission found that Pace failed adequately supervise the firm's employees in order to prevent their defrauding of firm custom and unauthorized trading of AEC stock.

The Commission affirmed the NASD's sanctions. The NASD had censured Pace, fined \$100,000, and suspended him from association with any NASD member in any capacity two years. The NASD had also prohibited Pace from working in a supervisory capacity any NASD member for an additional five-year period. The NASD had censured Hen fined him \$10,000, and suspended him from association with any NASD member in capacity for one year. (Rel. 34-32153)

CIVIL PROCEEDINGS

WARD RUBIN AND FRANK WILLIAMS FOUND LIABLE IN CIVIL INJUNCTIVE ACTION

The Commission announced today that on April 16 Howard F. Rubin (Rubin) of New York, New York, and Frank G. Williams (Williams) of Hillsboro Beach, Florida, were found liable after a five-day jury trial for insider trading arising from the June 1987 purchases of Control Resource Industries, Inc. (CRIX) securities by Rubin, a stockbroker, and his customers while in possession of material, nonpublic information relating to a proposed Bechtel-CRIX joint venture company, and the August 1987 short sales of CRIX securities by Rubin and his customers while in possession of material, nonpublic information relating to an unfavorable earnings report. The Commission alleges that Williams, who was then a CRIX executive, tipped the information to Rubin, his stockbroker at the time.

The Court has yet to rule on the issue of relief. The Commission seeks permanent injunctions against Rubin and Williams, enjoining them from violating Section 17(a) of the Securities act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 thereunder. The Commission also requests that Rubin be ordered to disgorge \$43,179.75, the amount he and his customers realized as a result of the unlawful trading, and to pay prejudgment interest and a penalty under the Insider Trading Sanctions Act of 1984. Disgorgement and penalties are also sought against Williams. [SEC v. Howard F. Rubin and Frank G. Williams, 91 Civ. 6531, MBM. USDC. SDNY] (LR-13615)

COMPLAINT AGAINST PURYEAR REALTY RESOURCES, INC., MILTON PURYEAR & CO. AND MILTON PURYEAR

The Commission filed a complaint in the U.S. District Court for the Southern District of New York on April 20 against Milton Puryear (Puryear), Puryear Realty Resources, Inc. (Puryear Realty), a real estate development company formed by Puryear, and Milton Puryear & Co., a sole proprietorship owned by Puryear. The Commission's complaint alleges violations of the registration and antifraud provisions of the federal securities laws.

In its complaint, the Commission alleges that from November 1988 through October 1991, the defendants sold 796,185 of unregistered Puryear Realty units to 439 investors, raising \$1,592,370. In connection with the offers and sales of Puryear Realty units, the defendants made misrepresentations of material fact to investors, including that an investment in Puryear Realty would double of triple in five years, that the offering proceeds would be used exclusively to finance real estate projects and that the units were registered with the Commission.

The complaint seeks injunctions against future violations of the federal securities laws, the disgorgement of all ill-gotten gains, plus prejudgment interest, the appointment of a receiver to distribute disgorged funds to investors, civil penalties and an officer and director bar against Puryear. [SEC v. Milton Puryear, Puryear Realty Resources, Inc. and Milton Puryear & Co., USDC, SDNY, Civil Action No. 93-2559, NY-5924] (IR-13616)

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-1 IMAGE BUSINESS SYSTEMS CORP 1,265,000 (\$13,915,000) COMMON STOCK. UNDERWRITER: PENNSYLVANIA MERCHANT GROUP LTD. (FILE 33-60884 APR. 09) (NEW ISSUE)
- S-4 CABLEVISION INDUSTRIES CORP, ONE CABLEVISION CNTR, LIBERTY, NY 12754 (914) 292-7550 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-60894 APR. 09) (BR. 7)
- S-6 KEMPER TAX EXEMPT INSURED INCOME TRUST SERIES A 91, 77 W WACKER DR 5TH FLR, C/O KEMPER SECURITIES INC, CHICAGO, IL 60601 INDEFINITE SHARES. DEPOSITOR: KEMPER SECURITIES INC. (FILE 33-60904 APR. 12) (BR. 16 NEW ISSUE)
- S-8 SELLECTEK INC, 2452 WATSON COURT, PALO ALTO, CA 94303 (415) 859-1100 600,000 (\$1,491,874) COMMON STOCK. (FILE 33-60916 APR. 12) (BR. 5)
- S-8 AVON PRODUCTS INC, 9 W 57TH ST, NEW YORK, NY 10019 (212) 546-6015 206,000 (\$12,269,875) COMMON STOCK. (FILE 33-60918 APR. 12) (BR. 9)
- S-8 TALLEY INDUSTRIES INC, 2702 N 44TH ST, SUITE 100-A, PHOENIX, AZ 85008 (602) 957-7711 400,000 (\$1,725,000) COMMON STOCK. (FILE 33-60920 APR. 12) (BR. 10)
- S-8 PAM TRANSPORTATION SERVICES INC, HIGHWAY 412 WEST, TONTITOWN, AR 72770 (501) 361-9111 202,000 (\$479,750) COMMON STOCK. (FILE 33-60926 APR. 12) (BR. 4)
- S-8 LEISURE CONCEPTS INC, 1414 AVE OF THE AMERICAS, NEW YORK, NY 10019 (212) 758-7666 700,000 (\$5,906,250) COMMON STOCK. (FILE 33-60928 APR. 12) (BR. 12)
- S-8 1ST NATIONAL FILM CORP, 500 N CAPITAL OF TEXAS HGWY, BLDG 6 STE 200, AUSTIN, TX 78746 (512) 327-3456 414,300 (\$2,078,650) COMMON STOCK. (FILE 33-60938 APR. 12) (BR. 11)
- S-1 BELL MICROPRODUCTS INC, 1941 RINGWOOD AVE, SAN JOSE, CA 95131 (408) 451-9400 1,725,000 (\$19,837,500) COMMON STOCK. 120,750 (\$1,207) WARRANTS, OPTIONS OR RIGHTS. 120,750 (\$1,666,350) COMMON STOCK. UNDERWRITER: SUTRO & CO INC. (FILE 33-60954 APR. 14) (BR. 10 NEW ISSUE)
- S-3 AGCO CORP /DE, 5295 TRIANGLE PKWY, NORCROSS, GA 30092 (404) 447-5564 2,990,000 (\$74,750,000) PREFERRED STOCK. UNDERWRITER: DILLON READ & CO INC, SMITH BARNEY HARRIS UPHAM & CO. (FILE 33-60978 APR. 12) (BR. 3)
- S-8 HOME FEDERAL BANCORP OF MISSOURI INC, 12680 OLIVE BLVD, ST LOUIS, MO 63141 (314) 576-4500 209,090 (\$4,338,618) COMMON STOCK. (FILE 33-60980 APR. 12) (BR. 1)
- S-3 TELE COMMUNICATIONS INC, TERRACE TOWER II, 5619 DTC PKWY, ENGLEWOOD, CO 80111 (303) 267-5500 (FILE 33-60982 APR. 12) (BR. 7)
- S-3 INTEGON CORP/DE, 500 W FIFTH ST, WINSTON SALEM, NC 27152 (919) 770-2000 500,000 (\$15,937,500) COMMON STOCK. (FILE 33-61000 APR. 13) (BR. 9)
- S-4 FLEET CALL INC, 201 ROUTE 17 NORTH, RUTHERFORD, NJ 07070 (201) 438-1400 16,080,000 (\$379,890,000) COMMON STOCK. (FILE 33-61010 APR. 13) (BR. 7)

REGISTRATIONS CONTINUED

- S-4 ONBANCORP INC, 101 S SALINA ST, SYRACUSE, NY 13202 (315) 424-4400 7,250,000 (\$190,765,950) COMMON STOCK. (FILE 33-61014 APR. 14) (BR. 2)
- S-3 CENTRAL BANCSHARES OF THE SOUTH INC, 701 S 20TH ST, BIRMINGHAM, AL 35233 (205) 933-3000 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-61018 APR. 14) (BR. 2)
- S-1 LINIUM TECHNOLOGY INC, 6272 S DIXIE HIGHWAY, MIAMI, FL 33143 (305) 666-3165 6,660,229 (\$10,822,872) COMMON STOCK. (FILE 33-61020 APR. 14) (BR. 11)
- S-2 SCIENCE APPLICATIONS INTERNATIONAL CORP, 10260 CAMPUS POINT DR, SAN DIEGO, CA 92121 (619) 546-6000 2,146,862 (\$27,114,867) COMMON STOCK. (FILE 33-51022 APR. 14) (BR. 9)
- S-3 UNITED TELEPHONE CO OF OHIO, 665 LEXINGTON AVE, P O BOX 3555, MANSFIELD, OH 44907 (419) 755-8011 125,000,000 (\$125,000,000) MORTGAGE BONDS. (FILE 33-61024 APR. 14) (BR. 7)
- S-3 PLAYERS INTERNATIONAL INC /NV/, 26541 AGOURA RD STE 100, P 0 BOX 9840, CALABASAS, CA 91372 (818) 880-9111 1,504,272 (\$22,940,148) COMMON STOCK. (FILE 33-61026 APR. 14) (BR. 11)
- SB-2 SIMULA INC, 10016 SOUTH 51ST ST, PHOENIX, AZ 85044 (602) 893-7533 1,025,000 (\$10,762,500) PREFERRED STOCK. UNDERWRITER: MCKEE W B INC. (FILE 33-61028 APR. 14) (BR. 12)
- N-2 CORPORATE HIGH YIELD FUND INC, 800 SCUDDERS MILL RD, PLAINSBORO, NJ 08536 (609) 282-2800 66,667 (\$1,000,005) COMMON STOCK. UNDERWRITER: MERRILL LYNCH & CO. (FILE 33-61030 APR. 14) (BR. 17 NEW ISSUE)
- S-8 SUMMIT BANCORP INC, 400 112TH AVE NE, BELLEVUE, WA 98004 (206) 451-3585 384,858 (\$384,858) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-61036 APR. 14) (BR. 2)
- S-8 COLGATE PALMOLIVE CO, 300 PARK AVE, NEW YORK, NY 10022 (212) 310-2000 10,000,000 (\$598,100,000) COMMON STOCK. (FILE 33-61038 APR. 14) (BR. 1)
- S-4 METROPOLITAN FINANCIAL CORP /DE/, 6800 FRANCE AVE S STE 600, MINNEAPOLIS, MN 55435 (612) 928-5000 1,000,000 (\$18,560,000) COMMON STOCK. (FILE 33-61046 APR. 14) (BR. 1)
- S-1 HAVEN BANCORP INC, 93-22 JAMAICA AVE, WOODHAVEN, NY 11421 (718) 847-7041 5,620,625 (\$56,206,250) COMMON STOCK. UNDERWRITER: ADAMS COHEN SECURITIES INC. (FILE 33-61048 APR. 14) (BR. 1 NEW ISSUE)
- S-4 ADVANCE ROSS HOLDING CORP, 111 WEST MONROE ST, CHICAGO, IL 60603 (312) 346-9126 1,892,127 (\$29,801,000) COMMON STOCK. 20,247 (\$323,952) PREFERRED STOCK. (FILE 33-61054 APR. 14) (BR. 9 NEW ISSUE)
- S-8 IMAGEAMERICA INC, 109 WESTPARK DR STE 420, BRENTWOOD, TN 37027 (615) 373-5400 200,000 (\$1,025,000) COMMON STOCK. (FILE 33-61056 APR. 14) (BR. 5)
- S-8 BOOMTOWN INC, INTERSTATE 80 GARSON RD, VERDI, NV 89439 (702) 345-0399 1,157,000 (\$15,775,463) COMMON STOCK. (FILE 33-61058 APR. 14) (BR. 12)
- S-3 APPLE SOUTH INC, HANCOCK AT WASHINGTON, MADISON, GA 30650 (706) 342-4552 29,520 (\$520,290) COMMON STOCK. (FILE 33-61060 APR. 14) (BR. 11)
- F-6 MADECO INC, URETA COX 930, SANTIAGO CHILE, F3 (212) 495-1727 25,000,000 (\$1,250,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-61064 APR. 14) (BR. 6)

ACQUISITION OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column - 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER		FORM		SHRS(000)/ %OWNED	•	
ADVEST GROUP INC	COM			1,360		
KELLOGG PETER R		130	4/13/93	14.7	13.4	RVSION
AMERICAN EXPL CO					02576210	
KIEWIT PETER SONS' INC ET	AL	13D	4/ 6/93	3.1	5.3	UPDATE
AMERICAN EXPL CO	COM			2,178	02576210)
KIEWIT PETER SONS' INC ET	AL	13D	4/ 6/93	3.1	5.3	RVSION
CHURCHILL DOWNS INC	COM			265	17148410)
BROWN J GRAHAM FOUNDATION		130	4/ 7/93	7.0	7.1	UPDATE
CHURCHILL DOWNS INC	СОМ			265	17148410	1
BROWN J GRAHAM FOUNDATION		130	4/ 7/93	7.0	7.1	RVSION
DYNATECH CORP	СОМ			740	26813810)
CONFED INVMNT COUNSELLING		13D	1/25/93	8.0	11.4	UPDATE
DYNATECH CORP	COM			740	26813810)
CONFED INVMNT COUNSELLING		130	1/25/93	8.0	11.4	RVSION
F & C INTL INC	COM			750	30236410	1
WILD HANS-PETER		130	4/ 7/93		0.0	
F & C INTL INC	COM			750	30236410	ì
WILD HANS-PETER	•••	1 3 D	4/ 7/93	8.0		
FIRST KNOX BANC CORP	COM			87	32065610	1
RAMSER RUSSELL E JR TRUSTE		13D	4/ 1/93			
FIRST KNOX BANC CORP	COM			87	32065610	,
RAMSER RUSSELL E JR TRUSTE			4/ 1/93			

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %Owned	CUSIP/ FILING PRIOR% STATUS
FOUNDERS FINL CORP FLA NEW COM HART WILLIAM G	130	4/ 5/93		35054310 0.0 NEW
HEALTH IMAGE MEDIA INC COM PAUL KARAMJEET S ET AL	130	4/16/93	335 14.2	42194410 0.0 NEW
IDAN SOFTWARE ORD EREL AMIRAM	SH 130	4/ 8/93	-	45151010 5.0 UPDATE
IDAN SOFTWARE ORD EREL AMIRAM	SH 13D	4/ 8/93	1,500 5.9	45151010 5.0 RVSION
IDAN SOFTWARE ORD JESSELSON DAVID	SH 13D	4/ 8/93	•	45151010 5.9 UPDATE
IDAN SOFTWARE ORD JESSELSON DAVID	SH 130	4/ 8/93	•	45151010 5.9 RVSION
IDAN SOFTWARE ORD JESSELSON ERICA ET AL TR BJJ		4/ 8/93		45151010 30.0 UPDATE
IDAN SOFTWARE ORD JESSELSON ERICA ET AL TR BJJ	SH 13D	4/ 8/93		45151010 30.0 RVSION
IDAN SOFTWARE ORD JESSELSON ERICA ET AL TR MGJ		4/ 8/93		45151010 3.0 UPDATE
IDAN SOFTWARE ORD JESSELSON ERICA ET AL TR MGJ		4/ 8/93		45151010 3.0 RVSION
LA PETITE ACADEMY INC COM VESTAR LPT LTD PARTNERS ET AL	130	4/13/93	1,600 12.1	50375310 12,1 UPDATE
LANCIT MEDIA PRODTNS LTD COM KINGDOM CAPITAL MGMT CORP	130	4/ 8/93		51462810 0.0 NEW
LANCIT MEDIA PRODTNS LTD COM KINGDOM CAPITAL MGMT CORP	130	4/ 8/93	385 9.7	51462810 0.0 RVSION
NFO RESEARCH INC COM LIPNER WILLIAM E	130	4/ 7/93	351 8.8	62910310 0.0 NEW
NFO RESEARCH INC COM LIPNER WILLIAM E	13D	4/ 7/93		62910310 0.0 RVSION
POLYPHASE CORP COM HALTER CAPITAL CORP	130	4/ 8/93	250 9.4	73179110 0.0 NEW
POLYPHASE CORP COM HALTER CAPITAL CORP	130	4/ 8/93	250 9.4	73179110 0.0 RVSION
TUBOS DE ACERO DE MEXICO SA COM ROCCA ROBERTO ET AL	130	4/15/93	13,937 25.0	89859299 7.0 UPDATE

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT DATE	SHRS(000)/		FILING STATUS
THE AND DEADS OF STOOM OWIET		<u> </u>	<u> </u>	AUMILEY	1,11,1,01,11	214100
UNR INDS	WTS			144	90318511	
GOLLUST TIERNEY & OLIVER	ET AL	1 3 D	4/14/93	5.2	0.0	NEW
UNR INDS	WTS			144	90318511	
GOLLUST TIERNEY & OLIVER	ET ÁL	130	4/14/93	5.2	0.0	RVSION
VISTA ORGANIZATION LTD	COM			3,77	92837510	
BLECH DAVID		1 3 D	4/15/93	1.1	0.0	NEW
VISTA ORGANIZATION LTD	COM			377	92837510	
BLECH DAVID		13D	4/15/93	1.1	0.0	RVSION
VISTA ORGANIZATION LTD	COM			1,574	92837510	
BLECH ESTHER		13D	4/15/93	4.7	0.0	NEM
VISTA ORGANIZATION LTD	COM			1,574	92837510	
BLECH ESTHER		13D	4/15/93	4.7	0.0	RVSION
VISTA ORGANIZATION LTD	COM			2,371	92837510	
BLECH ISAAC		1 3 D	4/15/93	7.1	0.0	NEW
VISTA ORGANIZATION LTD	COM			2,371	92837510	
BLECH ISAAC		130	4/15/93	7.1	0.0	RVSION
VISTA ORGANIZATION LTD	COM			2,000	92837510	
GERMAIN MARK S		13D	9/18/89	5.9	0.0	ЙЕМ
VISTA ORGANIZATION LTD	COM			2,000	92837510	
GERMAIN MARK S		130	9/18/89	5.9	0.0	RVSION
VISTA ORGANIZATION LTD	COM			1,993	92837510	
MADONIA NICK TRUSTEE		13D	1/19/93	5.9	0.0	NEM
VISTA ORGANIZATION LTD	COM			1,993	92837510	
MADONIA NICK TRUSTEE		1 3 D	1/19/93	5.9	0.0	RVS10N
VISTA ORGANIZATION LTD	COM			324	92837510	
TECHNOLOGY INVEST PRIN ET	AL	130	4/15/93	0.1	0.0	NÈM
VISTA ORGANIZATION LTD	COM			324	92837510	
TECHNOLOGY INVEST PRIN ET	AL	13D	4/15/93	0.1	0.0	RVSION
WASTE RECOVERY INC	COM			290	94090210	
SHIVERS ALLAN JR		13D	4/ 1/93	6.7	0.0	NEW
WASTE PROCESSOR INDS INC	COM			0	94090510	
ALPERT ROBERT		130	3/ 9/93	0.0	N/A	UPDATE
WASTE PROCESSOR INDS INC	COM			0	94090510	
ALPERT ROBERT		13D	3/ 9/93	0.0	N/A	RVSION