

sec news digest

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ADMINISTRATIVE PROCEEDINGS

U.S. SECURITIES AND
EXCHANGE COMMISSION

DECISION BARRING ROBERT ILES, SR.

The decision of an administrative law judge barring Robert E. Iles, Sr., of Lexington, Kentucky, from association with any broker, dealer or investment adviser has become final. Iles was an owner and officer of Structured Shelters Securities, Inc., a brokerage firm, and Structured Shelters Financial Management, Inc., an investment adviser. The law judge found that from May 1985 to September 1986, while Iles was in control of Dupont Instruments Corporation, a small publicly-traded oil and gas company, he carried out a fraudulent program designed to inflate the market price of Dupont stock by means of material misstatements and omissions. The law judge also found that Iles has been enjoined from further violations of antifraud provisions and convicted of tax fraud. (Rel. 34-28628)

NASD ACTION AGAINST WALTER BLACK AFFIRMED

The Commission has affirmed sanctions imposed by the NASD on Walter T. Black of Denver, a former senior trader in the Chicago office of Shearson Lehman Brothers, Inc. (now known as Shearson Lehman Hutton Inc.). The NASD censured Black, fined him \$10,000 and suspended him from association with any member for a period of three months.

The Commission found, as had the NASD, that, during the period March through May 1987, Black entered 44 fictitious trade reports into the NASDAQ system in securities in which Shearson was registered with the NASD as a NASDAQ market maker. Each report was made within minutes of the market close and, in almost all cases, represented an increase or decrease from the last reported trade depending on whether Black's position was long or short in that security. Most of the fictitious reports represented the last sale of the day and thereby established the closing price reported to the media.

In affirming the sanctions imposed by the NASD, the Commission rejected Black's excuse that as a newly-employed trader at Shearson he felt immediate pressure to perform to management's expectations. The Commission stated that "Black's tampering with the market was extremely serious. His activities resulted in a material deception being practiced not only on his employer but on the investing public as well." (Rel. 34-28630)

CIVIL PROCEEDINGS

CIVIL ACTION FILED AGAINST DAVID SOLOMON

The Commission today announced the filing of a civil action in New York against David B. Solomon (Solomon). Without admitting or denying the complaint's allegations, Solomon consented to the entry of a Final Judgment enjoining him from violating antifraud and other provisions of the federal securities laws, including: (i) Section 17(a) of the Securities Act of 1933; (ii) Sections 7(c), 7(f), 9(a), 10(b), 14(e) and 17(a) of the Securities Exchange Act of 1934, Rules 10b-5, 14e-3, 17a-3 and 17a-4 thereunder, and Regulations T and X thereunder; and (iii) Sections 204, 206(1) and (2) and 207 of the Investment Advisers Act of 1940 and Rules 204-1(b), 204-2 and 204-3 thereunder. Solomon further agreed to pay the amount of \$7,953,981, of which \$7,292,307 represents disgorgement of profits or benefits derived from Solomon's conduct alleged in the complaint and \$661,674 represents a civil penalty under the Insider Trading Sanctions Act of 1984. [SEC v. David B. Solomon, USDC SDNY, Civil Action No. 90 Civ. 7582 MP] (LR-12712)

HOLDING COMPANY ACT RELEASES

CSW CREDIT

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company, and its nonutility subsidiary, CSW Credit, Inc. (Credit) to extend to December 31, 1991 the time during which Credit may factor the accounts receivable of CSW's utility subsidiaries and other nonassociate utilities as authorized by prior orders of the Commission (HCAR Nos. 23767, 24157 and 24575, dated July 19, 1985, July 31, 1986 and February 8, 1988, respectively). (Rel. 35-25192)

THE SOUTHERN COMPANY

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by The Southern Company (Southern), a registered holding company, and its wholly owned electric public-utility subsidiary company, Southern Electric International, Inc. (SEI) to extend to December 31, 1995 the time during which SEI is authorized to issue unsecured notes to Southern in an aggregate principal amount not to exceed \$75 million. (Rel. 35-25192)

ENTERGY CORPORATION

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by Entergy Corporation (Entergy), a registered holding company, and its subsidiaries, System Energy Resources, Inc. (SERI), Arkansas Power & Light Company (AP&L), Louisiana Power & Light Company (LP&L), Mississippi Power & Light Company (MP&L) and New Orleans Public Service Inc. (NOPSI). SERI proposes to

extend, amend and increase the amount of a current letter of credit agreement (LOC) and a related reimbursement agreement (Agreement), which support the equity portion of a sale and leaseback financing arrangement for its Grand Gulf Nuclear Generating Station, Unit I; and to provide for further modifications to the LOC and the Agreement, subject to further Commission authorization. The Agreement obligates SERI to repay amounts drawn under the LOC, which obligation will be supported by SERI's assignment and by the related consents of its rights to receive funds from Entergy, AP&L, LP&L, MP&L and NOPSI under various Entergy system agreements. (Rel. 35-25192)

OLS ENERGY-CHINO

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by OLS Energy-Chino (Chino), OLS Energy-Berkeley and OLS Energy-Camarillo (Camarillo), indirect subsidiaries of General Public Utilities Corporation, a registered holding company, to extend to December 31, 1992 the time during which they may borrow under revolving credit agreements which they have entered into with General Electric Capital Corporation (GECC). In addition, Chino and Camarillo propose to extend to December 31, 1992 the time during which letters of credit, which they issued to GECC to secure their obligations to pay for natural gas, may be outstanding. (Rel. 35-25192)

CONSOLIDATED NATURAL GAS COMPANY

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by Consolidated Natural Gas Company, a registered holding company, and its gas public-utility subsidiary company, CNG Energy Company (CNG Energy), whereby CNG Energy would establish and capitalize a new wholly-owned, limited purpose subsidiary, to be named CNG Technologies, Inc. (CNGT), that will acquire, for \$2 million, a limited partnership interest in EnerTek Partners, L.P., a gas industry fund that will invest in companies developing new technologies to enhance the supply, transportation and utilization of natural gas. CNG Energy and CNGT also propose to engage in certain related intrasystem financings through December 31, 1993. (Rel. 35-25192)

COLUMBIA GAS SYSTEM

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by Columbia Gas System, Inc. (Columbia), a registered holding company, to establish and capitalize a new limited purpose subsidiary, TriStar Capital Corporation (TCC), to pursue and support the development of new gas related technologies. It is proposed that TCC form and capitalize separate subsidiary corporations for each area of its investments. TCC initially seeks authorization to form and capitalize one such subsidiary, TriStar Gas Technologies, Inc. (TGT), which will acquire, for \$2 million, a limited partnership interest in EnerTek Partners, L.P., a gas industry fund, that will invest in smaller companies developing new technologies to enhance the supply, transportation and utilization of natural gas. TCC and TGT also propose to enter into certain related intrasystem financings through December 31, 1993. (Rel. 35-25192)

HOLYOKE WATER POWER COMPANY

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by Holyoke Water Power Company (Holyoke), a public-utility subsidiary of Northeast Utilities, a registered holding company, to finance certain pollution control facilities by borrowing the proceeds from pollution control revenue bonds (Bonds) to be issued by the Massachusetts Industrial Finance Agency in the principal amount of not more than \$15.3 million such borrowings to be evidenced by Holyoke's issuance of a note. Holyoke proposes to cause the Bonds to be offered under an exception from competitive bidding and has been authorized to begin negotiations with underwriters for the placement of the Bonds through a negotiated public offering. In addition, Holyoke proposes to enter into a reimbursement agreement in connection with Letter of Credit arrangements for the Bonds. (Rel. 35-25192)

MISSISSIPPI POWER COMPANY

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by Mississippi Power Company, a wholly-owned public utility subsidiary company of The Southern Company, a registered holding company, to provide through December 31, 1992 up to an additional \$13.5 million in capital contributions and up to an additional \$25 million in guarantees of loans to its wholly-owned nonutility subsidiary company, Electric City Merchandise Company, Inc. (Rel. 35-25192)

ENTERGY CORPORATION

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by Entergy Corporation, a registered holding company, to guarantee the lease obligations of Entergy Services, Inc. (Services), its service subsidiary company, under a lease arrangement with Comdisco, Inc., a nonassociate company, with respect to a substantial portion of the computer equipment used by Services up to a maximum aggregate amount of \$17.2 million. (Rel. 35-25192)

YANKEE ATOMIC ELECTRIC COMPANY

A notice has been issued giving interested persons until December 17, 1990 to request a hearing on a proposal by Yankee Atomic Electric Company, a subsidiary of New England Electric System and Northeast Utilities, registered holding companies, to extend to December 31, 1992 the time during which it may effect short-term borrowings in the aggregate principal amount outstanding at any one time of \$25 million. (Rel. 35-25192)

SIGNIFICANT NO-ACTION AND INTERPRETIVE LETTERS

INTERPRETATION OF RULE 144A PUBLISHED

The Division of Corporation Finance has announced the publication of staff correspondence interpreting rule 144A. Copies of the letter may be obtained by writing to the Public Reference Room, Securities and Exchange Commission, Washington, DC 20549, or by making a request in person at the Public Reference Room, 450 Fifth Street, NW, Room 1024, Washington, DC, stating the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

<u>Letter</u>	<u>Availability Date</u>	<u>Subject</u>
UNUM Life Insurance Company	November 21, 1990	Securities and other instruments excluded from qualified institutional buyer calculation by rule 144A(a)(2); valuation of securities under rule 144A(a)(3).

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-8 SHARED MEDICAL SYSTEMS CORP, 51 VALLEY STREAM PKWY, MALVERN, PA 19355 (215) 296-6300 (FILE 33-37742 - NOV. 19) (BR. 9)
- S-3 GREYHOUND FINANCIAL CORP, GREYHOUND TWR, PHOENIX, AZ 85077 (602) 248-4900 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE 33-37743 - NOV. 19) (BR. 11)
- S-3 TIMKEN CO, 1835 DUEBER AVE SW, CANTON, OH 44706 (216) 438-3000 - 300,000 (\$7,182,000) COMMON STOCK. (FILE 33-37748 - NOV. 19) (BR. 9)
- S-4 POINSETT FINANCIAL CORP, 203 STATE PARK ROAD, TRAVELERS REST SOUTH CARLINA, NC 29690 (803) 834-4135 - 180,002 (\$3,052,833.92) COMMON STOCK. (FILE 33-37842 - NOV. 16) (BR. 1 - NEW ISSUE)
- S-6 INSURED MUN SEC TR 51ST DIS SE SER 26 NY NAV INS SER 6, 245 PARK AVE, C/O BEAR STEARNS & CO INC, NEW YORK, NY 10167 - INDEFINITE SHARES. DEPOSITOR: BEAR STEARNS & CO INC, GRUNTAL & CO INC. (FILE 33-37849 - NOV. 20) (BR. 16 - NEW ISSUE)
- S-3 COOPER INDUSTRIES INC, 1001 FANNIN STE 4000, FIRST CITY TWR, HOUSTON, TX 77002 (713) 739-5400 - 300,000 (\$11,550,000) COMMON STOCK. (FILE 33-37875 - NOV. 19) (BR. 3)
- S-8 AMERICAN EXPRESS CO, AMERICAN EXPRESS TWR, WORLD FINANCIAL CTR, NEW YORK, NY 10285 (212) 640-2000 - 1,000,000 (\$22,437,500) COMMON STOCK. (FILE 33-37882 - NOV. 19) (BR. 12)
- S-6 MUNICIPAL INVESTMENT TRUST FUND EIGHTH AMT MONTHLY PYMT SER, DAVIS POLK & WARDWELL, ONE CHASE MANHATTAN PLAZA, NEW YORK, NY 10005 (212) 530-4540 (FILE 33-37886 - NOV. 20) (BR. 22 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND MULTISTATE SERIES 7Z (FILE 33-37887 - NOV. 20) (BR. 22 - NEW ISSUE)
- S-8 PFIZER INC, 235 E 42ND ST, NEW YORK, NY 10017 (212) 573-2323 (FILE 33-37888 - NOV. 20) (BR. 13)

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	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
AMERICAN CONFECTIONERY CORP HEDDEN WILLIAM H	COM 13D	11/13/90	450 7.7	02522410 0.0	NEW
AMPAL AMERN ISRAEL CORP CP HLDG LTD ET AL	CL A 13D	10/18/90	3,357 23.3	03201510 22.0	RVSION
ATRIX LABS INC COLGATE PALMOLIVE HLDG	COM 13D	11/14/90	466 8.6	04999210 0.0	NEW
AUTO DEPOT INC UNIT MERCURY ASSET MGMT	UNIT 13D	09/07/1995 11/ 8/90	125 6.9	05271220 8.1	UPDATE
CASPEN OIL INC CARROLL ANTHONY J	COM PAR 13D	\$0.50 11/14/90	7,111 47.9	14762110 0.0	NEW
EASTERN CO OHNELL ERNST ET AL	COM 13D	11/12/90	109 5.9	27631710 0.0	NEW
LAKE SHORE BANCORP ILL MCCORMICK ROBERT R	COM 13D	11/12/90	1,031 12.7	51070210 0.0	NEW
LEGAL SOFTWARE SOLUTIONS HERZOG HEINE GEDULD INC	COM 13D	8/31/90	133 4.1	52464710 7.6	UPDATE
MICRODYNE CORP CUNDILL PETER & ASSOC LTD	COM 13D	11/ 6/90	500 12.2	59506710 8.8	UPDATE
MULTIVEST CORP GENESIS INVMT CORP	COM 13D	11/ 7/90	1,300 14.9	62590610 13.3	UPDATE
PHOENIX RESOURCE COS GOLDMAN SACHS & CO	COM 13D	11/16/90	18,590 70.0	71891310 69.1	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ XOWNED	CUSIP/ PRIOR%	FILING STATUS
PRICE COMMUNICATIONS CORP SANDLER ASSOC ET AL	COM 13D	11/20/90	291 3.2	74143710 5.1	UPDATE
SHIRT SHED INC WALSH GREENWOOD & CO ET AL	COM 13D	11/12/90	3,413 47.0	82483010 24.9	UPDATE
STROBER ORGANIZATION INC GAITES ROBERT J	COM 13D	11/ 8/90	457 9.0	86331810 0.0	NEW
STROBER ORGANIZATION INC SANDLER GORDON	COM 13D	11/ 8/90	494 9.7	86331810 0.0	NEW
TECH OPS SEVCORP INC REICH JOSEPH H ET AL	COM 13D	11/ 8/90	263 15.5	87829310 14.6	UPDATE
TRIBUNE CO NEW MCCORMICK ROBERT R	COM 13D	11/12/90	11,392 17.3	89604710 0.0	NEW
USA BANCORP INC CROSBY J PLAYER ET AL	COM 13D	11/ 9/90	237 9.4	90399410 6.7	UPDATE
UNIPAC CORP SCHLOSBERG HILTON HILLER ET AL	COM 13D	11/ 8/90	7,819 92.5	90914610 0.0	NEW
US SHELTER CORP MICCO CORP	COM 13D	11/ 7/90	3,178 33.1	91259510 20.6	UPDATE
US SHELTER CORP TUCK N BARTON JR	COM 13D	11/ 7/90	3,486 35.3	91259510 35.1	UPDATE
US SHELTER CORP VINSON CAROL D ET AL	COM 13D	11/ 7/90	3,461 35.4	91259510 35.1	UPDATE
VENTREX LABS INC JACOBS HAROLD ET AL	COM 13D	11/19/90	556 5.2	92281210 0.0	NEW

SEC PUBLIC INFORMATION NUMBERS

Members of the public seeking information and/or material from the Commission continue to complain of being incorrectly referred to the wrong telephone number by Commission staff. The following information is furnished to assist you in directly calling the appropriate office:

Consumer Affairs (202-272-7440): Investor inquiries and complaint processing information.

Freedom of Information Branch (202-272-7420): Requests concerning FOIA, Privacy Act, Sunshine Act, confidential treatment matters, etc.

Personnel Locator (202-272-2550): Requests for names and phone numbers of Commission personnel.

Public Affairs (202-272-2650): Information about matters in the SEC News Digest, the Commission's operations, and calls from the press not directed to particular individuals, and other related matters.

Public Reference (202-272-7450): Requests for information on whether or not a document has been filed, etc.

Publications Unit (202-272-7460/7461): Requests for forms, studies, directories, etc.

Office of the Secretary (202-272-2600): Requests for information on the Commission calendar.

SEC Information Line (202-272-3100/5624): General information about SEC operations and activities through a series of recorded messages.
