

2 sec news digest

Issue 94-55

March 24, 1994

COMMISSION ANNOUNCEMENTS

COMMISSION AND NASAA ANNOUNCE 1994 CONFERENCE ON FEDERAL-STATE SECURITIES REGULATION AND REQUEST COMMENTS ON THE TENTATIVE AGENDA

The Commission and the North American Securities Administrators Association, Inc. (NASAA) announced that the annual conference on Federal-State Securities Regulation will be held on April 18, 1994. Because participation at the conference is generally limited to Commission and NASAA personnel, the release indicates that interested persons should participate by providing written comments by April 15, 1994.

Comments should be submitted in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Mail Stop 6-9, Washington, D.C. 20549, and refer to File No. S7-9-94. (Release No. 33-7050)

FOR FURTHER INFORMATION CONTACT: William E. Toomey or Richard K. Wulff at (202) 272-2644.

ENFORCEMENT PROCEEDINGS

ADMINISTRATIVE PROCEEDING AGAINST ROBERT KIELTY

The Commission today instituted a cease and desist proceeding pursuant to Section 21C of the Securities Exchange Act (Exchange Act) against Robert Kielty, the former General Counsel and Senior Vice President of American Continental Corporation (ACC), and accepted Kielty's Offer of Settlement pursuant to which he consented to the entry of an order requiring him to cease and desist from causing violations, and any future violations, of Sections 13(a) and 14(a) of the Exchange Act and Rules 12b-20, 13a-1, and 14a-9 thereunder.

The basis for the proceeding is Kielty's causation of ACC's failure to make certain required disclosures regarding its sale of a hotel to a limited partnership which included persons affiliated with ACC and its subsidiary, Lincoln Savings and Loan

Association. ACC omitted to disclose material information regarding violation of regulatory restrictions pertaining to the sale and related extensions of credit, and regarding certain transactions and indebtedness between ACC and certain related parties and entities. (Rel. 34-33807)

CIVIL ACTION FILED AGAINST HARRY HONE

The Commission announced that on July 16, 1993 the Honorable Harold L. Murphy, U.S. District Judge for the Northern District of Georgia, issued a final judgment as to defendant Jimmie F. Straw (Straw). The final judgment orders Straw to disgorge \$19,965,755 plus prejudgment interest, but waives payment based on Straw's demonstrated inability to pay. The final judgment also notes the appropriateness of but does not impose civil penalties. Straw consented to the relief without admitting or denying the allegations in the Commission's complaint. Straw was previously enjoined from violating Sections 5(a), 5(c) and 17(a) of the Securities Act and Section 10(b) of the Securities Act and Rule 10b-5 thereunder.

The Commission's first amended complaint, filed on September 4, 1992, alleges that Straw and others sold certificates of deposit and other securities issued by First American Bank Ltd. (FABL), a Mariana Islands "bank", through various misrepresentations and omissions. Among other things, investors were not informed of the true financial condition of FABL, which was insolvent. FABL, which was controlled by Straw, raised approximately \$20 million from investors. [SEC v. Harry Hone, et al., Civil Action No. 4:92-CV-0056-HLM, N.D.GA.] (LR-14021)

COMPLAINT FILED AGAINST MIDWEST ADVISORY SERVICES, INC., AND JOHN ZAMMIT

The Commission announced the filing of a complaint on March 18 in the United States District Court for the District of Minnesota against Midwest Advisory Services, Inc. (Midwest Advisory), a registered investment adviser, and John P. Zammit (Zammit), Midwest Advisory's principal. The complaint alleges violations of Section 17(a) of the Securities Act, Section 10(b) of the Securities Exchange Act, Rule 10b-5 promulgated thereunder, Sections 204, 206 and 207 of the Investment Advisers Act and Rules 204-1, 204-2, 206(4)-2 promulgated thereunder. The Commission seeks a permanent injunction against the defendants, other equitable relief and civil penalties.

The complaint alleges that from January 1989 of July 1992 the defendants fraudulently offered and sold unregistered securities in the form of limited partnership interests in a commodities trading partnership and a precious metals and foreign currency trading partnership. Additionally, the complaint alleges that the defendants made misrepresentations of and omitted to state material facts in connection with the offer and sale of the securities and used investor proceeds to make payments to earlier investors in a "Ponzi-like" fashion. The defendants raised at least \$700,000 from approximately 80 investors. In addition, the complaint alleges that Midwest Advisory did not make and keep accurate books and records in connection with its business as an investment adviser, and that Midwest Advisory and Zammit made misrepresentations of and omitted to state material facts in Midwest Advisory's annual filings on Form ADV-S. [SEC v. Midwest Advisory Services, Inc., and John P. Zammit, USDC for the District of Minnesota, No. 3-94-Civ. 172] (LR-14022)

DEFENDANTS DONALD AND MINNIE BADER HELD IN CIVIL CONTEMPT

On March 7, Chief Judge Judith N. Keep of the United States District Court for the Southern District of California granted the Commission's motion for civil contempt against Donald and Minnie Bader for failure to pay disgorgement pursuant to the Court's May 20, 1993 and July 30, 1993 orders. The two defendants are ordered to pay a total of \$1,377,442.64 in disgorgement, \$1,015,168.55 in prejudgment interest and \$56,068.60 in postjudgment interest, by April 6, 1994. If the defendants fail to comply, a fine of \$500 against each defendant will commence on April 6, 1994, and continue until they make payment.

The complaint, filed August 16, 1990, charged the Baders and five other defendants with selling unregistered securities issued by Centre City Funding, Inc. (CCF), Financial Dimensions, Inc., American Financial Dimensions, Inc., an Iowa corporation, and American Financial Dimensions, Inc., a Colorado corporation. The proceeds from these offerings, totalling approximately \$9 million, were to be used for CCF's factoring operations. The defendants were variously charged with making false and misleading statements to investors and misappropriating investor funds by engaging in a Ponzi-like scheme.

The final judgments of permanent injunction against all seven defendants, pursuant to their consents, were entered in 1990. [SEC v. Donald D. Bader, et al., Civ. Action No. 90-1135 K, LSP, S.D. Cal.] (LR-14023)

CIVIL ACTION FILED AGAINST SHIMON GIBORI AND HENRY VOGEL

The Securities and Exchange Commission announced the filing of a complaint in the U.S. District Court for the District of Columbia against Shimon Gibori, the founder and former chief executive officer and president of the now-defunct Gil-Med Industries, Inc., and Henry Vogel, a behavioral therapist residing in Lawrence, New York. The Commission seeks to enjoin Gibori and Vogel permanently from violating or aiding and abetting violations of Sections 17(a), 5(a) and 5(c) of the Securities Act, and Sections 10(b), 13(a) and 13(b) of the Securities Exchange Act and Rules 10b-5, 12b-20, 13a-1, 13a-11 and 13a-13 thereunder. The Commission seeks orders of disgorgement from Gibori and Vogel and further seeks civil penalties from Gibori and an order barring him from serving as an officer or director of any publicly held company.

The complaint alleges that Gil-Med, a small Illinois-based manufacturer and distributor of plastic medical products, initially offered its common stock to the public in March 1988. According to the complaint, Gibori caused Gil-Med's underwriter to "park" over twenty percent of its initial public offering in certain accounts in order to give the impression that the offering was successfully closed. Thereafter, Gibori used \$705,000 of the offering proceeds from bona fide purchasers -- over half of the actual total -- to purchase, for \$475,000, the parked Gil-Med stock and to purchase \$230,000 of outstanding convertible Gil-Med debt securities. The complaint alleges that Gibori also misappropriated from other Gil-Med investors 320,000 shares of Gil-Med stock which he sold, without registration, for approximately \$750,000. [SEC v. Shimon Gibori and Henry Vogel, U.S. District Court for the District of Columbia, Civil Action No. 94 Civ. 0607, TPJ] (LR-14025)

RANDALL HUTCHENS PLEADS GUILTY TO SECURITIES FRAUD

The U.S. Attorney for the Central District of California and the Commission announced that on March 21, Randall Hutchens (Hutchens), pleaded guilty to four counts of securities fraud in connection with his offer and sale of nonexistent securities known as "Secured Collateralized Notes" (SCNs).

Hutchens was a registered investment adviser doing business through his company, Laguna Equities, Inc. (Laguna). The Information charges that from December 1990 to June 1992 Hutchens promoted the SCNs as interest-paying notes, similar to bank certificates of deposit, issued by insurance companies and made numerous false and fraudulent representations. In fact, Hutchens did not invest the funds as represented but instead transferred the funds to investment accounts which he controlled. Sentencing is scheduled for May 23.

In a related action brought by the Commission, Hutchens and Laguna were permanently enjoined in December 1992 from future violations of the antifraud provisions. Under the terms of the Final Judgment, Hutchens and Laguna paid partial disgorgement, resulting in a refund to investors of approximately 47% of their investment. In addition, the Final Judgment noted the appropriateness of maximum civil penalties. In an administrative proceeding, Hutchens' investment adviser registration was revoked and Hutchens and Laguna were barred from the securities industry. [U.S. v. Randall Craig Hutchens, CR 94-172, C.D. Cal] (LR-14020)

MORRIS ENGLISH IS FOUND GUILTY OF SECURITIES FRAUD

The United States Attorney for the Central District of California and the Securities and Exchange Commission announced that on March 16, after a jury trial, Morris D. English, Jr. (English), was found guilty of eight counts of securities fraud, six counts of mail fraud, ten counts of money laundering, five counts of bankruptcy fraud and one count of criminal contempt in connection with the offer and sale of fractionalized interests in trust deed investments by his former company, the Wellington Group. The guilty verdicts followed a ten week trial and over four weeks of jury deliberations.

According to the United States Attorney's Office, the evidence at trial showed that English defrauded over 1,500 investors, many of whom were retirees living in Southern California, out of more than \$30 million. English promised investors that their money would be used to make short-term loans on real property to borrowers and, in return for the use of their money, investors would receive the 15% paid by the borrowers. In many instances, however, English failed to tell investors that the loans were never made and instead, misappropriated a portion of investors' funds for personal uses and to conduct a Ponzi scheme. Sentencing is scheduled for May 23, 1994. [U.S. v. Morris D. English, Jr., CR 93-474A-DT, C.D. Cal] (LR-14024)

INVESTMENT COMPANY ACT RELEASES

METROPOLITAN LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until April 18 to request a hearing on an application filed by Metropolitan Life Insurance Company, Metropolitan Tower Life Insurance Company (the "Life Insurance Companies"), Metropolitan Life Separate Account E, Metropolitan Life Separate Account UL and Metropolitan Tower Separate Account Two (the "Separate Accounts"). The application requests an order of the Commission pursuant to the Investment Company Act for approval under Section 26(b) and exemptions pursuant to Sections 6(c) and 17(b) from Sections 17(a)(1) and 17(a)(2) of the Act in connection with the substitution of certain securities held by the Separate Accounts to fund variable annuity contracts and variable life insurance contracts issued by the Life Insurance Companies. (Rel. IC-20151 - March 22)

ALLIANZ LIFE INSURANCE COMPANY OF NORTH AMERICA, ET AL.

A notice has been issued giving interested persons until April 18 to request a hearing on an application filed by Allianz Life Insurance Company of North America (Company), Allianz Life Variable Account B (Variable Account) and NALAC Financial Plans, Inc., for an amended order pursuant to Section 6(c) of the Investment Company Act. The amended order would grant exemptions from the provisions of Sections 26(a)(2) and 27(c)(2) of the Act to the extent necessary to permit the deduction of a mortality and expense risk charge under certain variable annuity contracts from the assets of the Variable Account, or any other separate account established by the Company in the future to support materially similar variable annuity contracts. (Rel. IC-20152 - March 22)

SIERRA TRUST FUNDS, ET AL.

An order has been issued on an application filed by Sierra Trust Funds, et al. under Section 6(c) of the Investment Company Act for an exemption from Sections 2(a)(32), 2(a)(35), 18(f)(1), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The order permits the Funds to issue multiple classes of shares representing interests in the same portfolio of securities and to impose a contingent deferred sales charge (CDSC) on redemptions of shares. The order supersedes a prior order and permits the Funds to impose CDSC schedules that may be different from the one described in the prior order. (Rel. IC-20153 - March 22)

AIM CONVERTIBLE SECURITIES, INC.

A notice has been issued giving interested persons until April 18 to request a hearing on an application filed by AIM Convertible Securities, Inc., for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20154 - March 22)

AIM HIGH YIELD SECURITIES, INC.

A notice has been issued giving interested persons until April 18 to request a hearing on an application filed by AIM High Yield Securities, Inc., for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20155 - March 22)

THE MEXICO FUND, INC., ET AL.

A notice has been issued giving interested persons until April 18, to request a hearing on an application filed by The Mexico Fund, Inc., et al. for an order under Section 10(f) of the Investment Company Act permitting applicant to purchase securities in public offerings in Mexico in which a company that has the same director or directors as an applicant, or a company controlled by, under common control, or controlling such company, participates as a principal underwriter. (Rel.-IC-20156 - March 23.) (ISR - 643)

SELF-REGULATORY ORGANIZATIONS

ORDER APPROVING AND NOTICE OF FILING AND ORDER GRANTING ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change (SR-PHLX-93-15) and has granted accelerated approval of Amendment No. 1 to a proposed rule change submitted by the Philadelphia Stock Exchange regarding the handling of Registered Options Traders' orders. Publication of the notice and approval order is expected in the Federal Register during the week of March 22. (Rel. 34-33796)

ORDER APPROVING PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-DTC-93-11) filed by The Depository Trust Company. The rule change enhances its Automated Tender Offer Programs in order to improve the processing of tender and exchange offers at DTC. (Rel. 34-33797)

NOTICE OF PROPOSED RULE CHANGES

The Chicago Stock Exchange filed a proposed rule change under Rule 19b-4 (SR-CHX-93-23) to request permanent approval of its program relating to the facilitation of GTX orders. Publication of the proposal is expected in the Federal Register during the week of March 22. (Rel. 34-33798)

The Pacific Stock Exchange filed a proposed rule change under Rule 19b-4 (SR-PSE-94-2) to request permanent approval of its program relating to the facilitation of GTX orders. Publication of the proposal is expected in the Federal Register during the week of March 22. (Rel. 34-33799)

The Boston Stock Exchange filed a proposed rule change under Rule 19b-4 (SR-BSE-93-24) to request permanent approval of the BSE program relating to the facilitation of GTX orders. Publication of the proposal is expected in the Federal Register during the week of March 22. (Rel. 34-33800)

The Philadelphia Stock Exchange filed a proposed rule change under Rule 19b-4 (SR-PHLX-94-8) to request permanent approval of its program relating to the facilitation of GTX orders. Publication of the proposal is expected in the Federal Register during the week of March 22. (Rel. 34-33801)

The American Stock Exchange filed a proposed rule change under Rule 19b-4 (SR-AMEX-93-15) to request permanent approval of its After-Hours Trading facility. Publication of the proposal is expected in the Federal Register during the week of March 22. (Rel. 34-33802)

The New York Stock Exchange filed a proposed rule change under Rule 19b-4 (SR-NYSE-93-50) to request permanent approval of its procedures relating to the Off-Hours Trading facility and matched MOC orders. Publication of the proposal is expected in the Federal Register during the week of March 22. (Rel. 34-33803)

On December 30, 1993, The Philadelphia Stock Exchange filed the Commission, pursuant to Rule 19b-4 under the Securities Exchange Act, a proposed rule change (SR-PHXL-93-51) to delete from PHLX Rule 771, "Excessive Trading of Members," the phrase "or in view of the market for such security," to delete from PHLX Rule 1015, "Excessive Dealing in Options," the phrase "in view of his financial resources," and to renumber PHLX Rule 1015 as PHLX Rule 1021. Publication of this notice is expected in the Federal Register during the week of March 22. (Rel. 34-33804)

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-2 TEXAS GAS TRANSMISSION CORP, 3800 FREDERICA, P O BOX 1160, OWENSBORO, KY 42301 (502) 926-8686 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 33-52707 - MAR. 17) (BR. 8)

S-8 PYRAMID TECHNOLOGY CORP, 3860 N FIRST ST, SAN JOSE, CA 95134 (408) 428-8000 - 710,000 (\$9,940,000) COMMON STOCK. (FILE 33-52709 - MAR. 17) (BR. 9)

S-1 TEREX CORP, 500 POST ROAD EAST, WESTPORT, CT 06880 (203) -22-2-70 - 1,200,000 (\$27,600,000) PREFERRED STOCK. (FILE 33-52711 - MAR. 17) (BR. 4)

- S-3 EMPIRE DISTRICT ELECTRIC CO, 602 JOPLIN ST, JOPLIN, MO 64801
(417) 623-4700 - 75,000,000 (\$75,000,000) MORTGAGE BONDS. (FILE 33-52713 -
MAR. 17) (BR. 8)
- S-8 USG CORP, 125 S FRANKLIN ST, DEPT. 188, CHICAGO, IL 60606 (312) 606-5439
- 2,788,350 (\$82,953,413) COMMON STOCK. (FILE 33-52715 - MAR. 17) (BR. 10)
- S-8 INFORMATION RESOURCES INC, 150 N CLINTON ST, CHICAGO, IL 60661
(312) 726-1221 - 925,000 (\$18,731,250) COMMON STOCK. (FILE 33-52719 -
MAR. 17) (BR. 9)
- S-8 INFORMATION RESOURCES INC, 150 N CLINTON ST, CHICAGO, IL 60661
(312) 726-1221 - 3,000,000 (\$60,750,000) COMMON STOCK. (FILE 33-52721 -
MAR. 17) (BR. 9)
- S-8 MATTEL INC /DE/, 333 CONTINENTAL BLVD, EL SEGUNDO, CA 90245
(310) 524-4600 - 1,750,000 (\$43,640,625) COMMON STOCK. (FILE 33-52723 -
MAR. 18) (BR. 11)
- SB-2 CRYSTALLUME /CA/, 125 CONSTITUTION DR, MENLO PARK, CA 94025
(415) 324-9681 - 1,150,000 (\$6,210,000) COMMON STOCK. 1,250,000
(\$127,000) WARRANTS, OPTIONS OR RIGHTS. 1,350,000 (\$8,148,000)
COMMON STOCK. UNDERWRITER: DICKINSON & CO. (FILE 33-76186-LA - MAR. 07)
(BR. 6)
- S-8 MACHINE TECHNOLOGY INC, 25 EASTMANS RD, PARSIPPANY, NJ 07054
(201) 386-0600 - 500,000 (\$562,500) COMMON STOCK. (FILE 33-76294 -
MAR. 10) (BR. 9)
- S-11 R&G MORTGAGE CORP, LOS JARDINES SHOPPING CENTER, STATED ROAD NO 2,
GUAYNABO, PR 00970 (809) 720-8781 - 100,000,000 (\$100,000,000)
EQUIPMENT TRUST CERTIFICATES. (FILE 33-76386 - MAR. 15) (BR. 12)
- S-8 PACIFIC GULF PROPERTIES INC, 363 SAN MIGUEL DR, STE 100, NEWPORT BEACH,
CA 92660 (714) 721-2700 - 350,000 (\$6,409,375) COMMON STOCK. (FILE
33-76388 - MAR. 15) (BR. 5)
- SB-2 AMERICAN BUSINESS FINANCIAL SERVICES INC /DE/,
111 PRESIDENTIAL BLVD STE 215, BALAPOINTE OFFICE CENTRE, BALA CYNWYD, PA
19004 (610) 668-2440 - 25,000,000 (\$25,000,000) STRAIGHT BONDS. (FILE
33-76390 - MAR. 15) (BR. 12)
- S-4 TWAIN MARK BANCSHARES INC, 8820 LADUE RD, ST LOUIS, MO 63124
(314) 727-1000 - 671,746 (\$7,409,358.38) COMMON STOCK. (FILE 33-76392 -
MAR. 15) (BR. 1)
- S-3 MICROAGE INC /DE/, 2308 S 55TH ST, TEMPE, AZ 85282 (602) 968-3168 -
143,750,000 (\$143,750,000) CONVERTIBLE DEBENTURES AND NOTES. UNDERWRITER:
BEAR STEARNS & CO INC, DONALDSON LUFKIN & JENRETTE SECURITIES C,
MONTGOMERY SECURITIES, ROBINSON HUMPHREY CO INC. (FILE 33-76454 - MAR. 15)
(BR. 9)
- S-3 ARGOSY GAMING CO, 219 PIASA ST, ALTON, IL 62002 (618) 474-7500 -
230,000,000 (\$230,000,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE
33-76456 - MAR. 15) (BR. 12)
- S-1 RURAL METRO CORP /DE/, 8401 EAST INDIAN SCHOOL RD, SCOTTSDALE, AZ 85251
(602) 944-3886 - 2,012,500 (\$38,740,625) COMMON STOCK. (FILE 33-76458 -
MAR. 15) (BR. 4)
- N-2 JAPAN EQUITY FUND INC, ONE EVERTRUST PLAZA,
C/O DAIWA SECURITIES TRUST CO, JERSEY CITY, NJ 07302 (800) 933-3440 -
2,020,000 (\$33,087,600) COMMON STOCK. (FILE 33-76466 - MAR. 15) (BR. 18)

- S-8 RED ROCK MINING CORP, 100 DRAKES LANDING RD, STE 250, GREENBRAE, CA 94904 (415) 461-3921 - 200,000 (\$70,000) COMMON STOCK. (FILE 33-76468 - MAR. 15) (BR. 3)
- S-4 WSFS FINANCIAL CORP, 838 MARKET ST, WILMINGTON, DE 19899 (302) 792-6000 - 32,000,000 (\$32,000,000) STRAIGHT BONDS. (FILE 33-76470 - MAR. 15) (BR. 2)
- S-3 HECLA MINING CO/DE/, 6500 MINERAL DR, P O BOX C8000, COEUR D ALENE, ID 83814 (208) 769-4100 - 7,475,000 (\$89,700,000) COMMON STOCK. UNDERWRITER: MERRILL LYNCH & CO, SALOMON BROTHERS INC. (FILE 33-76472 - MAR. 15) (BR. 1)
- S-3 LAKE ARIEL BANCORP INC, PO BOX 67 RTE 191, LAKE ARIEL, PA 18436 (717) 698-5695 - 300,000 (\$4,312,500) COMMON STOCK. (FILE 33-76476 - MAR. 14) (BR. 2)
- S-1 CONTINENTAL BANCORPORATION, 1345 CHEWS LANDING RD, LAUREL SPRINGS, NJ 08021 (609) 227-8000 - 2,000,000 (\$5,000,000) COMMON STOCK. (FILE 33-76478 - MAR. 16) (BR. 2)
- S-1 LA JOLLA PHARMACEUTICAL CO, 6455 NANCY RIDGE DR, SAN DIEGO, CA 92121 (619) 452-6600 - 3,220,000 (\$28,980,000) COMMON STOCK. (FILE 33-76480 - MAR. 16) (BR. 4 - NEW ISSUE)
- S-3 J P MORGAN STRUCTURED FINANCE CORP, 60 WALL ST, C/O JP MORGAN & CO INC, NEW YORK, NY 10260 (212) 648-0783 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-76482 - MAR. 16) (BR. 12 - NEW ISSUE)
- S-8 BOYD GAMING CORP, 2950 S INDUSTRIAL RD, LAS VEGAS, NV 89109 (702) 792-7200 - 1,500,000 (\$27,187,500) COMMON STOCK. (FILE 33-76484 - MAR. 16) (BR. 12)
- S-3 ALIAS RESEARCH INC, 110 RICHMOND ST E, TORONTO CANADA M5C 1P1, A6 (416) 362-9181 - 2,300,000 (\$37,375,000) FOREIGN COMMON STOCK. (FILE 33-76486 - MAR. 16) (BR. 9)
- F-6 BOTTLING GROUP OF MEXICO INC/ADR/, 111 WALL ST, C/O CITIBANK N A, NEW YORK, NY 10043 (212) 657-7691 - 500,000,000 (\$25,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-76488 - MAR. 16) (NEW ISSUE)
- S-3 JONES MEDICAL INDUSTRIES INC /DE/, 1945 CRAIG RD, ST LOUIS, MO 63146 (314) 432-7557 - 2,300,000 (\$33,637,500) COMMON STOCK. UNDERWRITER: JAMES RAYMOND & ASSOCIATES INC. (FILE 33-76490 - MAR. 16) (BR. 4)
- S-1 METROTRANS CORP, 777 GREENBELT PARKWAY, GRIFFIN, GA 30223 (404) 229-5995 - 1,725,000 (\$17,250,000) COMMON STOCK. (FILE 33-76492 - MAR. 16) (BR. 4 - NEW ISSUE)
- SB-2 BITWISE DESIGNS INC, BLDG 50 ROTTERDAM INDUSTRIAL PK, SCHENECTADY, NY 12306 (518) 356-9741 - 1,150,000 (\$6,900,000) COMMON STOCK. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 362,000 (\$2,292,000) COMMON STOCK. 100,000 (\$250,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-76494 - MAR. 16) (BR. 10)
- S-8 LANDRYS SEAFOOD RESTAURANTS INC, 1400 POST OAK BLVD, STE 1010, HOUSTON, TX 77056 (713) 850-1010 - 580,000 (\$15,080,000) COMMON STOCK. (FILE 33-76500 - MAR. 15) (BR. 11)
- S-3 SOLV EX CORP, 500 MARQUETTE NW STE 300, ALBUQUERQUE, NM 87102 (505) 243-7701 - 100,000 (\$569,000) COMMON STOCK. (FILE 33-76504 - MAR. 15) (BR. 4)
- S-8 WESTERN ATLAS INC, 360 NORTH CRESCENT DR, BEVERLY HILLS, CA 90210 (310) 888-2500 - 300,000 (\$12,075,000) COMMON STOCK. (FILE 33-76506 - MAR. 16) (BR. 4)

- S-8 WESTERN ATLAS INC, 360 NORTH CRESCENT DR, BEVERLY HILLS, CA 90210
(310) 888-2500 - 4,250,000 (\$171,062,500) COMMON STOCK. (FILE 33-76508 -
MAR. 16) (BR. 4)
- F-6 ROYAL BANK OF SCOTLAND GROUP PLC /DE/, 42 ST ANDREW SQ,
EDINBURGH EH2 2YE UNITED KINGD, XO - 15,000,000
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-76510 - MAR. 15) (BR. 2)
- S-8 MORELLIS MONA II INC, 2 PARK PLZ STE 470, IRVINE, CA 92714
(714) 833-2094 - 331,000 (\$906,375) COMMON STOCK. (FILE 33-76512 -
MAR. 16) (BR. 3)
- S-3 MEASUREMENT SPECIALTIES INC, 41 PLYMOUTH ST, FAIRFIELD, NJ 07004
(201) 808-1819 - 274,500 (\$926,437.50) COMMON STOCK. (FILE 33-76514 -
MAR. 14) (BR. 8)
- S-8 BLUE CHIP COMPUTERWARE INC, 1732 SUNRISE HWY, MERRICK, NY 11566
(516) 379-2983 - 75,000 (\$206,250) COMMON STOCK. (FILE 33-76516 - MAR. 15)
(BR. 9)
- S-8 M I SCHOTTENSTEIN HOMES INC, 41 S HIGH ST STE 2410, COLUMBUS, OH 43215
(614) 221-5700 - 425,000 (\$6,534,375) COMMON STOCK. (FILE 33-76518 -
MAR. 16) (BR. 9)
- S-8 UNITED NATIONAL BANCORP, 65 READINGTON RD, BRANCHBURG, NJ 08876
(908) 685-2340 - OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-76520 -
MAR. 16) (BR. 2)
- S-8 CACHE INC, 1460 BROADWAY, NEW YORK, NY 10036 (212) 840-4242 - 250,000
(\$2,096,875) COMMON STOCK. (FILE 33-76522 - MAR. 16) (BR. 2)
- S-4 DEVON ENERGY CORP /DE/, 20 N BROADWAY STE 1500, OKLAHOMA CITY, OK 73102
(405) 235-3611 - 1,227,731 (\$24,941,595.25) COMMON STOCK. (FILE 33-76524 -
MAR. 16) (BR. 4)
- S-8 RURAL METRO CORP /DE/, 8401 EAST INDIAN SCHOOL RD, SCOTTSDALE, AZ 85251
(602) 944-3886 - 1,265,625 (\$16,361,907) COMMON STOCK. (FILE 33-76526 -
MAR. 16) (BR. 4)
- S-8 SKY SCIENTIFIC INC, 1515 N FEDERAL HWY STE 310, BOCA RATON, FL 33432
(407) 362-9494 - 30,000 (\$16,800) COMMON STOCK. (FILE 33-76536 - MAR. 14)
(BR. 8)

REGISTRATIONS EFFECTIVE:

<u>NAME OF ISSUER</u>	<u>FILE NO.</u>	<u>DISPOSITION DATE</u>
THERMOTREX CORP	33-75532	03/07/94
TOYOTA MOTOR CREDIT CORP	33-52359	03/09/94
TOYOTA MOTOR CREDIT CORP	33-52359	03/09/94
TRANS FINANCIAL BANCORP INC	33-52365	03/09/94
TRANSTEXAS GAS CORP	33-75050	03/09/94
TRANSTEXAS GAS CORP	33-75050	03/09/94
TRANSTEXAS GAS CORP	33-75050	03/09/94
TRANSTEXAS GAS CORP	33-75050	03/09/94
TRINET CORPORATE REALTY TRUST INC	33-74284	03/07/94
TRINET CORPORATE REALTY TRUST INC	33-74284	03/07/94
TRINET CORPORATE REALTY TRUST INC	33-74284	03/07/94
TSI CORP /DE/	33-76144	03/07/94
UNI VITE INC	33-76198	03/08/94
UROMED CORP	33-74282	03/08/94
UROMED CORP	33-74282	03/08/94
UROMED CORP	33-74282	03/08/94
USG CORP	33-51845	03/07/94
USG CORP	33-51845	03/07/94

VALERO ENERGY CORP	33-52533	03/07/94
VERDIX CORP	33-75724	03/09/94
VERDIX CORP	33-75724	03/09/94
VERDIX CORP	33-75724	03/09/94
WAINOCO OIL CORP	33-52115	03/08/94
WAINOCO OIL CORP	33-52115	03/08/94
WAINOCO OIL CORP	33-52115	03/08/94

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 mailed.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT	
		1	2	3	4	5	6	7	8			
VIACOM INTERNATIONAL INC/DE	DE					X		X			03/10/94	
VU DATA CORP	NV	X									02/24/94	
WALL STREET FINANCIAL CORP /DE/	DE	X	X				X	X			03/10/94	
WATER CHEF INC	DE			X							03/10/94	
WFS REPUBLIC INC	CA				X	X					01/21/94	
WORLD OMNI 1993-A GRANTOR TRUST	FL				X						03/15/94	
WORLD OMNI 1993-B GRANTOR TRUST	FL				X						03/15/94	
202 DATA SYSTEMS INC	PA			X							11/15/93AMEND	
ACTION AUTO RENTAL INC	DE				X	X					03/16/94	
ADOBE SYSTEMS INC	CA				X	X					03/21/94	
ADVANCED MICRO DEVICES INC	DE				X	X					03/10/94	
ADVANTA CREDIT CARD MASTER TRUST	NY				X	X					01/10/94	
ADVANTA CREDIT CARD MASTER TRUST	NY				X	X					02/10/94	
ALAMO GROUP INC	DE		X				X				03/18/94	
ALDUS CORP /WA/	WA				X	X					03/15/94	
AMERICAN EXP REC FIN COR AME EXP MAS TR	DE				X	X					03/07/94	
AMERICAN EXP REC FIN COR AME EXP MAS TR	DE				X	X					03/07/94	
AMERICAN EXP REC FIN COR AME EXP MAS TR	DE				X	X					03/07/94	
AMERICAN MEDICAL RESPONSE INC	DE						X				02/23/94AMEND	
AMSOUTH BANCORPORATION	DE				X	X					12/31/93	
APPLEBEES INTERNATIONAL INC	DE				X	X					03/18/94	
ARISTOTLE CORP	DE				X	X					03/21/94	
ARKANSAS POWER & LIGHT CO	AR			X		X					03/16/94	

ASPEN MARINE GROUP INC	CO		X	12/31/93AMEND
ASSOCIATED ESTATES REALTY CORP	OH	X	X	03/03/94
AUDIO COMMUNICATIONS NETWORK INC	FL	X	X	03/08/94AMEND
AUTO BOND RECEIVABLES CORP	DE		X X	03/04/94
AUTO BOND RECEIVABLES TRUST 1993-G			X X	01/18/94
AUTO BOND RECEIVABLES TRUST 1993-H			X X	01/18/94
AUTO BOND RECEIVABLES TRUST 1993-I		NO ITEMS		01/18/94
AUTO BOND RECEIVABLES TRUST 1993-J			X X	01/18/94
AUTO BOND RECEIVABLES TRUST 1993-K			X X	01/18/94
AZTEC MANUFACTURING CO	TX	X	X	01/19/94
BANK OF AME NA TR & SA AS SPNB HO EQ LN			X X	03/15/94
BANK OF AMER NT&SA SPNB HOME EQ LN ASST			X X	03/15/94
BANK OF AMERICA N A SEC PA CREDIT CARD T			X	03/15/94
BANKAMERICA CORP	DE	X	X X	03/21/94
BAREFOOT INC /DE	DE		X	01/05/94AMEND
BASIC EARTH SCIENCE SYSTEMS INC	DE		X X	03/18/94
BEDFORD PROPERTY INVESTORS INC/MD	MD	X		12/30/93AMEND
BODY DRAMA INC	CA		X	03/17/94
BONNEVILLE PACIFIC CORP	DE	X	X	03/15/94
BOSTON CAPITAL TAX CREDIT FUND III L P	DE		X X	12/29/93
BOWLES FLUIDICS CORP	MD	NO ITEMS		03/14/94
BRAUVIN CORPORATE LEASE PROGRAM IV L P	DE	X	X	01/18/94
C & F FINANCIAL CORP	VA	X	X	03/07/94
CASINO RESOURCE CORP	MN	X	X	03/17/94
CASPEN OIL INC	NV	X	X	03/07/94
CELLULAR COMMUNICATIONS OF PUERTO RICO I	DE		X X	03/17/94
CENTENNIAL GROUP INC /DE/	DE	X	X X	03/04/94
CHAMPION ENTERPRISES INC	MI	X	X	03/10/94
CHESAPEAKE CORP /VA/	VA		X	03/22/94
CLAIBORNE LIZ INC	DE		X	03/09/94
COLONIAL CREDIT CARD TRUST 1992-A	NY		X X	01/07/94
COLONIAL CREDIT CARD TRUST 1992-A	NY		X X	02/07/94
COLUMBIA HCA HEALTHCARE CORP/	DE		X	02/28/94
COMPUTER DATA SYSTEMS INC	MD		X	03/18/94
COMPUTERVISION CORP /DE/	DE		X X	03/18/94
CREATIVE PROGRAMMING & TECHNOLOGY VENTUR	CO		X	03/08/94
DAIRY MART CONVENIENCE STORES INC	DE	X		03/03/94
DLJ MORT ACC CORP MUL FAM MORT PASS THRO	DE		X X	11/18/93
DNA PLANT TECHNOLOGY CORP	DE		X X	03/21/94
EASTERN EDISON CO	MA	X		03/22/94
EASTERN UTILITIES ASSOCIATES	MA	X		03/22/94
EDISTO RESOURCES CORP	DE	NO ITEMS		03/04/94
ENERGY CONVERSION DEVICES INC	DE		X	03/09/94
ENERGY RECOVERY SYSTEMS INC	DE		X	02/07/94
ENERGY RECOVERY SYSTEMS INC	DE	X	X	03/18/94
ENTERGY CORP/DE	DE		X X	03/16/94
EVRO FINANCIAL CORP	SD	X	X	02/22/94
EXPLORATION CO OF LOUISIANA INC	DE		X	03/17/94
FFW CORP	DE		X X	03/16/94
FGIC SECURITIES PURCHASE INC	DE	NO ITEMS		03/17/94
FGIC SECURITIES PURCHASE INC	DE		X X	03/17/94
FIRST BANK SYSTEM INC	DE		X X	03/22/94
FIRST INTERSTATE BANCORP /DE/	DE		X X	03/22/94
FIRST INTERSTATE BANK OF NEVADA NATIONAL			X	03/14/94
FIRST INTERSTATE BANK OF WASHINGTON NATI			X	03/14/94
FIRST REPUBLIC BANCORP INC	DE		X	03/18/94
FIRST STATE FINANCIAL SERVICES INC	DE		X X	03/04/94
FIRSTIER FINANCIAL INC /NE/	NE		X	03/14/94
FPL GROUP CAPITAL INC	FL		X X	03/22/94