

# sec news digest

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DEC 23 1992

Issue 92-247

December 23, 1992

U.S. SECURITIES  
EXCHANGE COMMISSION

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## COMMISSION ANNOUNCEMENTS

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### SEC TO CLOSE EARLY

The Commission will close on Thursday, December 24, 1992 at 1:30 p.m. in keeping with provisions of an executive order issued by the President on December 18, 1992.

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## ADMINISTRATIVE PROCEEDINGS

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### NASD ACTION AGAINST MICHAEL BORTH AND DONALD JONES SUSTAINED

The Commission sustained sanctions imposed by the NASD on Michael David Borth of Maple Valley, Washington and Donald William Jones of Renton, Washington. Borth was a registered representative and comptroller of Kochcapital, Inc., a former NASD member, and Jones was a former principal, branch manager and compliance officer of that firm. The NASD censured both Borth and Jones and fined each of them \$5,000.

The Commission found that both Borth and Jones had failed to make timely responses to the NASD's requests for information regarding Kochcapital's commission practices and that Jones had not responded fully and timely to NASD request for information related to certain customer accounts. The Commission that an associated person is responsible for responding directly to the NASD's requests for information. An associated person may neither second guess the NASD's need for the information nor delay or refuse to respond to the NASD's inquiry because his employer wants to impose conditions upon the response. (Rel. 34-31602)

### KELSO & COMPANY AND JOSEPH SCHUCHERT ORDERED TO CEASE AND DESIST

The Commission instituted public administrative proceedings against Kelso & Company, Inc. (Kelso) and Joseph S. Schuchert (Schuchert) pursuant to Section 21C of the Securities Exchange Act of 1934 (Exchange Act) and simultaneously accepted Offers of Settlement submitted by Kelso and Schuchert. Pursuant to the Offers of Settlement, the Commission issued an Order finding that Kelso violated, and Schuchert caused the violation of, Section 14(d) of the Exchange Act and Rule 14d-6 thereunder in connection with Kelso's tender offer for the securities of Earle M. Jorgensen Company in 1990. The Order requires that Kelso and Schuchert each cease and desist from future violations. (Rel. 34-31639)

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## CIVIL PROCEEDINGS

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### CIVIL ACTION AGAINST BENJAMIN SPRECHER

The Commission announced that on December 22 it filed a complaint in the United States District Court for the District of Columbia against Benjamin G. Sprecher. The complaint seeks to enjoin Sprecher from violating Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, Sections 5(a) and (c) and 17(a) of the Securities Act and from aiding and abetting violations of Section 13(a) of the Exchange Act and Rules 13a-11, 13a-12, and 12b-20 thereunder. The complaint also seeks disgorgement of Sprecher's profits from his illegal conduct and an officer and director bar.

The complaint alleges, inter alia, that Sprecher engaged in fraudulent acts in order to sell unregistered shares of World Wide Medical Technologies, Inc. (World Wide) stock to the public. The complaint further alleges that Sprecher aided and abetted World Wide's filing of materially false and misleading information in periodic and other reports with the Commission regarding a purported change in control of World Wide.

Sprecher is serving a 46 month jail sentence resulting from his felony convictions in U.S. v. Benjamin G. Sprecher, 783 F. Supp. 133, SDNY 1992, arising out of these facts. [SEC v. Benjamin G. Sprecher, USDC for the District of Columbia, Civil Action No. 92-2860] (LR-13481)

### CIVIL ACTION AGAINST GRAYSTONE NASH, INCORPORATED, ET AL.

The Commission announced that Defendant Dennis M. Williams was arrested on December 17 in Los Angeles and is being held without bail pending transfer to the federal court in Newark for contempt proceedings. The bench warrant for Williams' arrest was issued on December 8 based on Williams' failure to obey a prior court order which froze his assets and required him to file an accounting of those assets within 48 hours. The Commission alleges that Williams has transferred assets in violation of that order, and has not filed the required accounting. The Court previously granted a default judgment against Williams, and ordered him to disgorge \$13.9 million in trading profits and concessions attributable to his franchised branch offices of Graystone Nash, Incorporated, a defunct brokerage firm which specialized in penny stocks until it ceased operations in late 1988. The Commission's complaint alleged that Williams and other defendants sold securities in initial public offerings through misstatements and omissions, orchestrated the aftermarkets and then maintained, dominated, controlled and manipulated the markets for the securities. [SEC v. Graystone Nash, Incorporated, et al., USDC for the District of New Jersey, Civil Action No. 91-4327, AMW] (LR-13482)

## INVESTMENT COMPANY ACT RELEASES

### DREYFUS A BONDS PLUS, INC., ET AL.

A notice has been issued giving interested persons until January 13 to request a hearing on an application filed by Dreyfus A Bonds Plus, Inc., et al. for an order under Section 6(c) of the Investment Company Act that would exempt applicants 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 would permit applicants to issue multiple classes of shares representing interests in the same portfolio of securities and to assess a contingent deferred sales charge (CDSC) on certain redemptions of shares and to waive the CDSC in certain cases. (Rel. IC-19165 - December 18)

### WNC CALIFORNIA HOUSING TAX CREDITS III, L.P., ET AL.

A notice has been issued giving interested persons until January 12, 1993 to request a hearing on an application filed by WNC California Housing Tax Credits III, L.P. (the Partnership), and its general partner, WNC California Tax Credit Partners III, L.P., for an order under Section 6(c) of the Investment Company Act exempting the Partnership from all provisions of the Act. The order would permit the Partnership to invest in limited partnerships that engage in the ownership and operation of housing for low and moderate income persons. (Rel. IC-19166 - December 18)

### AMERICAN CAPITAL BOND FUND, INC. ET AL.

A notice has been issued giving interested persons until January 12, 1993 to request a hearing on an application filed by American Capital Bond Fund, Inc. et al. seeking to amend a prior order under Section 17(d) and Rule 17d-1 that permitted the establishment of a joint trading account in repurchase agreements. The amended order would permit American Capital Government Target Series to participate in the joint trading account. (Rel. IC-19167 - December 18)

### ALLEGRO GROWTH FUND, INC

A notice has been issued giving interested persons until January 13, 1993 to request a hearing on an application filed by Allegro Growth Fund, 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-19168 - December 18)

### GENERAL AMERICAN LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until January 15, 1993 to request a hearing on an application filed by General American Life Insurance Company (General American), General American Separate Accounts Twenty-Eight and Twenty-Nine (the Separate Accounts), and G T Global Financial Services, Inc (GT Global), (collectively, Applicants). The application is for an order pursuant to Section 6(c) of the Investment Company Act granting exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act to the extent necessary to permit the assessment of a charge for mortality and expense risks in connection with the offering of certain flexible premium variable deferred annuity contracts (Contracts) through the Separate Accounts. (Rel. IC-19169 - December 21)

SCHWARTZ INVESTMENT TRUST, ET AL.

A notice has been issued giving interested persons until January 15, 1993 to request a hearing on an application filed by Schwartz Investment Trust, et al. for an order pursuant to Section 17(b) of the Investment Company Act. The order would grant an exemption from Section 17(a) of the Act to permit an exchange of shares of The RCM Fund, a series of Schwartz Investment Trust, for portfolio securities of RCM Partners Limited Partnership. (Rel. IC-19170 - December 21)

CAPITAL INVESTMENTS, INC.

An order has been issued under Section 23(c)(3) of the Investment Company Act on an application filed by Capital Investments, Inc. permitting it to repurchase fractional share interests created by a proposed reverse stock split and also to repurchase the shares of unaffiliated stockholders remaining after the reverse stock split. (Rel. IC-19171 - December 21)

DECLARATION FUND, ET AL.

A notice has been issued giving interested persons until January 15, 1993 to request a hearing on an application filed by Declaration Fund, Declaration Service Company, and Consistent Asset Management Company, Inc. for a conditional order under Section 6(c) of the Investment Company Act. Applicants seek an exemption from the provisions of Sections 18(f), 18(g), and 18(i) so that certain series of Declaration Fund may issue two classes of shares. The two classes of shares will be identical in all respects except for differences relating to class designations, the allocation of certain expenses, voting rights and exchange privileges. (Rel. IC-19172 - December 21)

TAX FREE ACCOUNTS, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Tax Free Accounts, Inc. has ceased to be an investment company. (Rel. IC-19173 - December 22)

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**HOLDING COMPANY ACT RELEASES**

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WEST PENN POWER COMPANY

A notice has been issued giving interested persons until January 11, 1993 to request a hearing on a proposal by West Penn Power Company (West Penn), a wholly owned electric public-utility subsidiary company of Allegheny Power System, a registered holding company. West Penn proposes to issue a non-negotiable promissory note at any time on or before December 31, 1994, in connection with the issuance and sale by public instrumentalities of one or more series of pollution control revenue bonds in an aggregate principal amount of up to \$61.5 million. (Rel. 35-25711)

## CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until January 11, 1993 to request a hearing on a proposal by Central and South West Corporation, a registered holding company, to issue and sell from time to time through December 31, 1996 up to 5 million shares of its common stock to and on behalf of the participants in a new dividend reinvestment and stock purchase plan. (Rel. 35-25711)

## CENTRAL AND SOUTH WEST CORPORATION

A supplemental order has been issued authorizing a proposal by Central and South West Corporation (CSW), a registered electric utility holding company. CSW requests an extension of previously granted authority through December 31, 1993 to purchase up to \$500 million aggregate principal amount of CSW common stock. The common stock would be placed in a leveraged employee stock ownership plan, which is part of CSW's Employees' Thrift Plan. (Rel. 35-25712)

## CENTRAL AND SOUTH WEST SERVICES, INC.

An order has been issued authorizing a proposal by Central and South West Services, Inc. (CSWS), a non-utility subsidiary of Central and South West Corporation, a registered holding company. According to the proposal, under which CSWS intends to license and to sell to non-associate entities, from time to time through December 31, 1994 specialized computer software programs and to provide certain support services in connection with licenses and sales. (Rel. 35-25714)

## GENERAL PUBLIC UTILITIES CORP., ET AL.

An order has been issued authorizing General Public Utilities Corporation (GPU), a registered holding company, General Portfolios Corporation (GPC), a subsidiary company of GPU, and Energy Initiatives, Inc. (EII), a subsidiary company of GPC (collectively, Applicants), to make financing arrangements in connection with preliminary project development and administrative activities (Project Activities) for exempt wholesale electric generators, as defined in the Energy Policy Act of 1992. In connection with the above, the Applicants seek to obtain letters of credit, guarantees or similar obligations in an aggregate amount of up to \$60 million. The Applicants also seek to extend through December 31, 1994 the authority to engage in Project Activities for qualifying cogeneration facilities and qualifying small power production facilities (SPP), as defined by the Public Utility Regulatory Policies Act of 1978 and regulations thereunder. In addition, the Applicants propose to expand the area in which they may engage in Project Activities for SPPs to anywhere in the United States, as provided in the Energy Policy Act of 1992. Further, EII seeks to declare and pay cash dividends on its common stock to GPC, and from GPC to GPU, out of capital surplus. (Rel. 35-25715)

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## SECURITIES ACT REGISTRATIONS

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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.

## REGISTRATIONS

- S-4 MERCANTILE BANCORPORATION INC, ONE MECANTILE CENTER, P O BOX 524, ST LOUIS, MO 63166  
(314) 425-2525 - 155,077 (\$5,976,750) COMMON STOCK. (FILE 33-55690 - DEC. 11) (BR. 2)
- S-8 CIMCO INC /DE/, 265 BRIGGS AVE, COSTA MESA, CA 92626 (714) 546-4460 - 150,000  
(\$1,162,500) COMMON STOCK. (FILE 33-55734 - DEC. 15) (BR. 2)
- S-3 COR THERAPEUTICS INC / DE, 256 EAST GRAND AVE STE 80, SOUTH SAN FRANCISCO, CA 94080  
(415) 244-6800 - 2,875,000 (\$44,390,000) COMMON STOCK. UNDERWRITER:  
MONTGOMERY SECURITIES, STEPHENS & ROBERTSON & CO. (FILE 33-55736 - DEC. 15) (BR. 4)
- S-1 EMPLOYERS GENERAL INSURANCE GROUP INC, 1301 YOUNG ST, DALLAS, TX 75221  
(214) 760-8100 - 4,865,000 (\$24,325,000) COMMON STOCK. (FILE 33-55742 - DEC. 15)  
(BR. 9 - NEW ISSUE)
- S-8 SOUTHTRUST CORP, 420 N 20TH ST, BIRMINGHAM, AL 35203 (205) 254-5509 - 49,224  
(\$647,787) COMMON STOCK. (FILE 33-55746 - DEC. 15) (BR. 1)
- S-8 AMOCO CORP, 200 E RANDOLPH DR, MAIL CODE 3107A, CHICAGO, IL 60601 (312) 856-6111 -  
40,000 (\$1,987,500) COMMON STOCK. (FILE 33-55748 - DEC. 15) (BR. 11)
- S-8 AIR METHODS CORP, 7301 SOUTH PEORIA, P O BOX 4114, ENGLEWOOD, CO 80112  
(303) 792-7400 - 600,000 (\$1,800,000) COMMON STOCK. (FILE 33-55750 - DEC. 15) (BR. 8)
- N-1A ANALYTIC SERIES FUND, 2222 MARTIN ST STE 230, STE 230, IRVINE, CA 92715  
(714) 833-0294 - INDEFINITE SHARES. (FILE 33-55758 - DEC. 15) (BR. 17)
- S-3 STRAWBRIDGE & CLOTHIER, 801 MARKET ST, PHILADELPHIA, PA 19107 (215) 629-6779 -  
2,000,000 (\$46,250,000) COMMON STOCK. (FILE 33-55782 - DEC. 15) (BR. 2)
- S-3 ISIS PHARMACEUTICALS INC, 2280 FARADAY AVE, CARLSBAD, CA 92008 (619) 931-9200 -  
2,875,000 (\$30,906,250) COMMON STOCK. (FILE 33-55790 - DEC. 15) (BR. 4)
- S-3 CYPRUS MINERALS CO, 9100 E MINERAL CIRCLE, ENGLEWOOD, CO 80112 (303) 643-5000 -  
400,000,000 (\$400,000,000) PREFERRED STOCK. (FILE 33-55794 - DEC. 15) (BR. 1)
- S-1 PLM EQUIPMENT GROWTH INCOME FUND VII, ONE MARKET PLAZA STEUART STREET TOWER,  
STE 900, SAN FRANCISCO, CA 94105 (415) 974-1399 - 7,500,000 (\$150,000,000)  
LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-55796 - DEC. 15) (BR. 5 - NEW ISSUE)
- S-8 OMEGA ENVIRONMENTAL INC, 19805 NORTHCREEK PARKWAY, P O BOX 3005, BOTHELL, WA 98041  
(206) 486-4800 - 200,000 (\$110,000) COMMON STOCK. (FILE 33-55798 - DEC. 15) (BR. 10)
- S-1 MAGAININ PHARMACEUTICALS INC, 5110 CAMPUS DRIVE, PLYMOUTH MEETING, PA 19462  
(214) 941-4020 - 4,025,000 (\$25,407,812) COMMON STOCK. (FILE 33-55802 - DEC. 15)  
(BR. 4)
- S-8 BEAR STEARNS COMPANIES INC, 245 PARK AVE, NEW YORK, NY 10167 (212) 272-2000 -  
1,661,216 (\$27,721,542) COMMON STOCK. (FILE 33-55804 - DEC. 16) (BR. 12)
- S-8 MCCAW CELLULAR COMMUNICATIONS INC, 5400 CARILLON POINT, KIRKLAND, WA 98033  
(206) 827-4500 - 4,250,000 (\$137,593,750) COMMON STOCK. (FILE 33-55812 - DEC. 16)  
(BR. 7)
- S-8 LEGG MASON INC, 111 S CALVERT ST, BALTIMORE, MD 21203 (410) 539-0000 - 1,000,000  
(\$25,287,500) COMMON STOCK. (FILE 33-55814 - DEC. 16) (BR. 11)
- S-3 MONTANA POWER CO /MT/, 40 E BROADWAY, BUTTE, MT 59701 (406) 723-5421 - 150,000,000  
(\$150,000,000) MORTGAGE BONDS. (FILE 33-55816 - DEC. 16) (BR. 8)
- N-2 PUTNAM CALIFORNIA INVESTMENT GRADE MUNICIPAL TRUST, ONE POST OFFICE SQUARE, BOSTON,  
MA 02109 (617) 292-1000 - 280 (\$14,000,000) COMMON SHARES OF BENEFICIAL INTEREST.  
(FILE 33-55820 - DEC. 16) (BR. 22)

## 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
JOHN ADAMS LIFE CORP HOPPER PATRICK W	COM 13D	12/ 7/92	233 8.1	00624610 6.6	UPDATE
ADVANCE ROSS CORP ALLEN & CO	COM 13D	12/16/92	170 9.5	00750010 8.4	UPDATE
ALPHA SOLARCO INC DENNEHY CHARLES ET AL	COM 13D	11/30/92	23,359 23.9	02077410 0.0	NEW
ARTS WAY MFG INC KOLEY JAMES L	COM 13D	12/10/92	69 6.4	04316810 4.8	UPDATE
AVATAR HLDGS INC ODYSSEY PARTNERS	COM 13D	12/11/92	2,156 27.3	05349410 27.3	UPDATE
BOOMTOWN INC STATE OF WISCONSIN INVEST BD	COM 13D	12/ 1/92	565 9.8	09858810 7.3	UPDATE
CHAMPION PARTS INC GENERAL REFRACTORIES ET AL	COM 13D	12/16/92	269 7.4	15860910 7.4	UPDATE
CHILDRENS DISCOVERY CTRS AME CL A GRUBER JON D ET AL	COM 13D	12/11/92	326 16.4	16875720 13.1	UPDATE
CIRCADIAN INC CHICAGO CORP	COM 13D	12/11/92	260 5.5	17253110 0.0	NEW
CIRCADIAN INC SUTTER HILL VENTURES ET AL	COM 13D	12/11/92	6,870 28.6	17253110 0.0	NEW
CIRCADIAN INC TECHNOLOGY FUND VENT PRTRNS V	COM 13D	12/11/92	2,500 34.5	17253110 0.0	NEW
CONSOLIDATED CAP INSTIT PPTY LTD PART UNITS LP 3 ACCEPTANCE ET AL	COM 14D-1	12/21/92	0 0.0	20887399 0.0	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
DOVER REGIONAL FINL SHARES BULL & BEAR GRP ET AL	SH BEN INT 13D	12/11/92	121 16.2	26040910 16.0	UPDATE
DYNASTY CLASSICS CORP GRUBER JON D ET AL	COM 13D	12/14/92	413 5.1	26812710 0.0	NEW
FAIRFIELD CMNTYS INC ATLANTIC GROUP INC ET AL	COM PAR \$0.10 13D	9/ 1/92	0 0.0	30423120 N/A	UPDATE
GATEWAY FED CORP CENTRAL TRUST CO N A ET AL	COM 13D	12/21/92	201 10.3	36760110 0.0	NEW
GERMAN AMERICAN BANCORP SEGER THOMAS W ET AL	COM 13D	12/16/92	38 5.0	37391099 0.0	NEW
GLOBAL OCEAN CARRIERS LTD DE GRAFFENRIED JOHN S	COM 13D	12/16/92	267 6.3	37935710 0.0	NEW
HAL INC MCCOWN DE LEEUW & CO ET AL	COM 13D	11/10/92	1,159 34.8	40407310 9.0	UPDATE
HONG KONG TELECOMM CHINA INTL TR INVTS ET AL	COM 13D	11/27/92	2,052,029 18.4	43857910 0.2	UPDATE
ICF INTL INC STATE OF WISCONSIN INVEST BD	COM 13D	12/ 1/92	N/A N/A	44924410 4.1	UPDATE
INFORUM INC JOHNSTON DONALD M ET AL	COM 13D	12/16/92	2,039 39.7	47999110 39.7	UPDATE
JUNIPER FEATURES LTD EE CORP	COM 13D	12/15/92	1,050 N/A	48190510 0.0	NEW
LIDLAW INC CAISSE DE DEPOT DU QUEBEC	CL A 13D	12/ 8/92	3,112 6.5	50799110 5.5	UPDATE
LATSHAW ENTPRS INC LATSHAW ENTR ESOP & T ET AL	COM 13D	8/29/92	73 12.5	51839910 0.0	NEW
MC SHIPPING INC SECURITAS HOLDING CORP ET AL	COM 13D	12/15/92	636 20.8	55399510 18.0	UPDATE
MAJESTIC CONTRACTORS LTD 2735199 CANADA LTD	COM 14D-1	12/18/92	0 0.0	56071210 0.0	NEW
MEDICAL DEVICES INC MENTOR CORP	COM 13D	11/23/92	488 14.6	58456010 9.0	UPDATE
MIDSOUTH CORP KANSAS CITY SO INDS ET AL	COM 13D	12/17/92	1,529 15.0	59804110 14.2	UPDATE
MILLER INDUSTRIES INC NAPOLITANO ANGELO	COM 13D	12/11/92	1,131 37.9	60054820 9.7	UPDATE