

# sec news digest

Issue 95-57

March 24, 1995

---

## COMMISSION ANNOUNCEMENTS

---

### NEW TELEPHONE NUMBER FOR FEDWORLD ACCESS

On March 22, the telephone number for direct dial access to Fedworld changed. The new number is (703) 321-3339. Please record the number for future reference.

---

## ENFORCEMENT PROCEEDINGS

---

### COMMISSION DENIES MOTION TO STRIKE AND DISMISS

The Commission has denied Richard H. Morrow's motion to strike and dismiss a claim against Morrow for a cease-and-desist order. The order instituting administrative proceedings against Morrow alleges that, between December 1989 and April 1990, Morrow, while participating in a minimum-maximum private placement of limited partnership offerings, willfully violated Section 17(a) of the Securities Act of 1933 and Section 10(b) and 15(c) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The order seeks a cease and desist order, as well as other sanctions against Morrow.

Morrow noted that the Commission's authority to obtain cease-and-desist orders was granted by the enactment of the Securities Enforcement Remedies and Penny Stock Reform Act of 1990 in October 1990, after the date of his alleged violations. He argued that the Commission could not therefore impose a cease-and-desist order against him for conduct that occurred before that date. The Commission held that, when an intervening statute authorizes prospective relief such as a cease-and-desist order, imposition of such relief is not retroactive. (Rel. 34-35508)

### COMMISSION DENIES MOTIONS TO RECONSIDER BY DIVISION OF ENFORCEMENT AND BENJAMIN SPRECHER

The Commission has denied motions by both the Division of Enforcement and Benjamin G. Sprecher to reconsider an earlier ruling. On December 27, 1994, the Commission had dismissed that portion of an administrative proceeding against Sprecher seeking disgorgement. It determined to permit the proceeding to go forward on the issue of whether to impose

a penny stock bar on Sprecher.

In this order, the Commission reiterated its view that, based on the particular facts before it, amended Section 15(b)(6) of the Securities Exchange Act of 1934, which was added by the Securities Enforcement Remedies and Penny Stock Reform Act of 1990 (the Remedies Act) and was the basis for the disgorgement action against Sprecher, was to be enforced prospectively only. The Commission noted that its conclusion was limited to the unique facts presented to it, and did not mean that relief under the Remedies Act would never be available for acts occurring before the effective date of that statute. The Commission also declined to reconsider its refusal to dismiss the proceeding against Sprecher for a penny stock bar. (Rel. 34-35509)

#### ORDERS ISSUED AGAINST JONATHAN GOOGEL, BENJAMIN SISTI AND PETER CURLEY

The Commission announced that, on March 13, the Honorable Jose A. Cabranes, U.S. Circuit Judge, sitting by designation in the U.S. District Court for the District of Connecticut, issued Final Judgments of Permanent Injunction against Jonathan N. Googel (Googel), Benjamin J. Sisti (B. Sisti) and Peter J. Curley (Curley). These defendants, who consented to this order without admitting or denying the Commission's allegations, were enjoined from further violations of the registration and antifraud provisions of the securities laws. Googel and B. Sisti were also barred from acting as an officer or director of a public company and ordered to disgorge the sums of \$4,260,597 and \$3,853,089, respectively, plus prejudgment interest thereon, provided, however that payment of such amounts was waived based on their demonstrated inability to pay.

The complaint, filed against seven individuals, alleges violations of several antifraud and securities registration provisions of the federal securities laws in connection with a fraudulent unregistered public offering by Colonial Realty Company of 1200 limited partnership units in the Colonial Constitution Limited Partnership (CCLP) during 1989 and 1990. During the offering period, CCLP interests totaling more than \$30 million were purchased by over 700 investors residing in 28 states and the District of Columbia. [SEC v. GOOGEL, et al., Civil Action No. 395CV00420, DJS, D.CT] (LR-14448)

---

#### INVESTMENT COMPANY ACT RELEASE

---

#### THE BANK OF NEW YORK

A notice has been issued giving interested persons until April 17 to request a hearing on an application by The Bank of New York for an order under Section 6(c) of the Investment Company Act that would grant an exemption from Section 17(f) of the Act. The order would permit Bank of New York-Argentina to act as custodian or subcustodian for investment

company assets in Argentina under two alternative forms of foreign custody arrangements. (Rel. IC - 20963; International Series Rel. 796)

---

#### HOLDING COMPANY ACT RELEASES

---

##### ALLEGHENY POWER SYSTEM, INC.

An order has been issued authorizing a proposal by Allegheny Power System, Inc., a registered holding company, to issue and sell up to 6,025,000 shares of its authorized and unissued common stock. (Rel. 35-26255)

##### GENERAL PUBLIC UTILITIES CORPORATION

An order has been issued authorizing General Public Utilities Corporation (GPU), a registered holding company, to amend its Articles of Incorporation to increase the number of authorized shares of its common stock, \$2.50 par value, from 150,000,000 to 350,000,000 and eliminate the rights of its shareholders to purchase additional shares of GPU common stock in certain circumstances. GPU will submit these amendments for action at GPU's annual meeting of shareholders to be held on May 4, 1995. GPU was authorized by interim order dated February 27, 1995 (HCAR No. 26239) to solicit proxies from shareholders in connection with the proposed amendments. (Rel. 35-26256)

---

#### SELF-REGULATORY ORGANIZATIONS

---

##### APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by the National Association of Securities Dealers under Rule 19b-4 (SR-NASD-95-05) to amend Part III, Section 32 of the NASD Code of Arbitration Procedure. The rule change amends Section 32(c) of the Code to increase the amount of time before a hearing where the parties are required to exchange documents from 10 to 20 days. (Release No. 34-35525)

The Commission approved a proposed rule change submitted under Rule 19b-4 by the Philadelphia Stock Exchange (SR-Phlx-94-77) and notice of filing and order granting accelerated approval relating to the imposition of an approved lessor's initiation fee and a requirement that approved lessors pledge to abide by the by-laws and rules. (Rel. 34-35528)

## NOTICE OF PROPOSED RULE CHANGE

The Boston Stock Exchange has filed a proposed rule change (SR-BSE-95-04) under Rule 19b-4 of the Exchange Act relating to the permanent approval of BEACON subscriber credits. Publication of the proposal is expected in the Federal Register during the week of March 27. (Rel. 34-35529)

## WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until April 13 to comment on the application of Comptek Research, Inc., to withdraw its Common Stock, \$0.02 Par Value, from listing and registration on the Boston Stock Exchange. (Rel. 34-35526)

A notice has been issued giving interested persons until April 13 to comment on the application of Pet Incorporated, to withdraw its 5 3/4% Notes due 1998 to 6 1/2% Notes due 2003, from listing and registration on the New York Stock Exchange. (Rel. 34-35527)

---

## 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-4 ZEOS INTERNATIONAL LTD, 1301 INDUSTRIAL BLVD, MINNEAPOLIS, MN 55413  
(612) 623-9614 - 83,040,000 (\$85,256,129.89) COMMON STOCK. (FILE 33-90212  
- MAR. 10) (BR. 10)

S-3 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8366  
- 9,200,000 (\$343,850,000) COMMON STOCK. UNDERWRITER:  
BEAR STEARNS & CO INC, BROWN ALEX & SONS IC, GOLDMAN SACHS & CO,  
MERRILL LYNCH & CO, SALOMON BROTHERS INC, SMITH BARNEY INC. (FILE  
33-90334 - MAR. 15) (BR. 11)

S-4 QUANTUM FINANCIAL HOLDINGS INC, 4023 ANNAPOLIS RD, BALTIMORE, MD 21227  
(410) 789-6882 - 124,161 (\$2,773,756) COMMON STOCK. (FILE 33-90350 -  
MAR. 15) (BR. 2 - NEW ISSUE)

---

## 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		
ACME METALS INC /DE/	DE					X	X			03/17/95	
ADVANTA MORTGAGE LOAN TRUST 1995-1						X	X			03/08/95	
ALLEGIANT PHYSICIAN SERVICES INC	DE					X				03/20/95	
ALLEN ETHAN INC	DE					X	X			10/24/94	
ALPINE CAPITAL FUNDING INC	CO					X	X			03/15/95	
ALPNET INC	UT					X				03/21/95	
AMERICAN EXP REC FIN COR AME EXP MAS TR	DE					X	X			03/10/95	
AMERICAN EXP REC FIN COR AME EXP MAS TR	DE					X	X			03/10/95	
AMERICAN EXP REC FIN CORP AME EXP MAS TR	DE					X	X			03/10/95	
AMERICAN EXP REC FIN CORP AME EXP MAS TR	DE					X	X			03/10/95	
AMERICAN EXP REC FIN CORP AME EXP MAS TR	DE					X	X			03/10/95	
APACHE CORP	DE							X		03/01/95AMEND	
ARGOSY GAMING CO	DE					X				02/11/95	
ASSOCIATES CORPORATION OF NORTH AMERICA	DE						X			03/22/95	
BARNETT BANKS INC	FL						X			03/16/95	
BARRETT BUSINESS SERVICES INC	MD					X	X			03/20/95	
BINKS MANUFACTURING CO	DE				X		X			03/15/95	
BIOCONTROL TECHNOLOGY INC	PA					X	X			03/15/95	
BIRD CORP	MA		X				X			03/08/95	
BLUE DOLPHIN ENERGY CO	DE					X				03/08/95	
BOMBARDIER CRE RE COR BO RE MA TR I FI R	DE					X	X			03/15/95	
BOMBARDIER CRE RE COR BO RE MA TR I FL R							X	X		03/15/95	
BONNEVILLE PACIFIC CORP	DE			X		X				03/15/95	
BORLAND INTERNATIONAL INC /DE/	DE					X	X			03/09/95	
BOSTON SCIENTIFIC CORP	DE		X				X			03/09/95	
BOWLES FLUIDICS CORP	MD									03/22/95	
BROADWAY & SEYMOUR INC	DE		X				X			12/30/94AMEND	
BURLINGTON RESOURCES INC	DE						X			03/21/95	
CAMBRIDGE BIOTECH CORP	DE					X	X			03/20/95	
CAPITAL ASSOCIATES INC	DE					X	X			03/17/95	
CAPITOL MULTIMEDIA INC /DE/	DE						X			02/13/95AMEND	
CARD ESTABLISHMENT SERVICES INC	DE				X		X			03/21/95	
CAROLINA FIRST CORP	SC			X						03/15/95	
CARSON PIRIE SCOTT & CO /IL/	IL				X	X				03/07/95	
CELCOR INC	DE					X				03/15/95	
CENTRAL MAINE POWER CO	ME						X			03/23/95	
CENTURA BANKS INC	NC		X				X			03/20/95	
CHASE MANHATTAN BANK USA CHASE MANHATTAN	DE				X	X				03/15/95	
CHASE MANHATTAN BK USA CHASE MANHATT CRE	DE				X	X				03/15/95	
CHASE MANHATTAN BK USA CHASE MANHATT CRE	DE				X	X				03/15/95	
CHILDRENS BROADCASTING CORPORATION	MN						X			08/23/94AMEND	
CHILDRENS BROADCASTING CORPORATION	MN						X			08/23/94AMEND	
CHINA RESOURCES DEVELOPMENT INC	NV				X					03/16/95	
CHITTENDEN CORP /VT/	VT	X								03/17/95	
CODED COMMUNICATIONS CORP /DE/							X			03/14/95	



8K FILINGS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT	
		1	2	3	4	5	6	7	8			
LDI CORP	DE					X					03/17/95	
LEHMAN ABS CORP HOME EQUITY LOAN ASSET B						X	X				01/17/95	
LEHMAN ABS CORP HOME IMPROVEMENT LN ASSE						X	X				01/23/95	
LOCKHEED CORP	DE	X					X				03/15/95	
LOCKHEED MARTIN CORP	MD	X					X				03/15/95	
M MORTGAGE INC 1993-B								X			02/15/95	
M MORTGAGE INC 1993-D								X			02/15/95	
MANAGEMENT TECHNOLOGIES INC	NY	X									12/22/94	
MARTIN MARIETTA CORP /MD/	MD	X					X				03/15/95	
MASSACHUSETTS ELECTRIC CO	MA					X					03/15/95	
MBNA AMERICA BANK NAT ASSO MBNA MAS CRE						X					01/13/95	
MBNA AMERICA BANK NAT ASSO MBNA MAS CRE						X					01/13/95	
MBNA AMERICA BK NAT ASSO MBNA MAS CRED C						X					01/13/95	
MBNA AMERICA BK NAT ASSO MBNA MAS CREDIT						X					01/13/95	
MCH CORP	MI					X					03/14/95	
MD ENTERPRISES OF CONNECTICUT INC	CT	X		X							03/15/95	
MERRILL LYNCH MORTGAGE INVESTORS INC SER						X					11/25/94	
MICHIGAN CONSOLIDATED GAS CO /MI/	MI					X					03/14/95	
MISSISSIPPI VIEW HOLDING CO	MS					X	X				03/23/95	
ML LEE ACQUISITION FUND L P	DE					X					03/14/95	
MONEY STORE CALIFORNIA INC 1993-B								X			02/15/95	
MONEY STORE CALIFORNIA INC 1993-D								X			02/15/95	
MONEY STORE COLORADO INC 1993-B								X			02/15/95	
MONEY STORE COLORADO INC 1993-D								X			02/15/95	
MONEY STORE CONNECTICUT INC								X			01/16/95	
MONEY STORE CONNECTICUT INC 1993-B								X			02/15/95	
MONEY STORE CONNECTICUT INC 1993-D								X			02/15/95	
MONEY STORE D C INC 1993-B								X			02/15/95	
MONEY STORE D C INC 1993-D								X			02/15/95	
MONEY STORE DELAWARE INC 1993-B								X			02/15/95	
MONEY STORE DELAWARE INC 1993-D								X			02/15/95	
MONEY STORE EMPIRE STATE INC 1993-B								X			02/15/95	
MONEY STORE EMPIRE STATE INC 1993-D								X			02/15/95	
MONEY STORE FINANCIAL CO INC 1993-B								X			02/15/95	
MONEY STORE FINANCIAL CO INC 1993-D								X			02/15/95	
MONEY STORE FLORIDA INC 1993-B								X			02/15/95	
MONEY STORE FLORIDA INC 1993-D								X			02/15/95	
MONEY STORE GEORGIA INC 1993-B								X			02/15/95	
MONEY STORE GEORGIA INC 1993-D								X			02/15/95	
MONEY STORE HOME EQUITY CORP								X			01/16/95	
MONEY STORE HOME EQUITY CORP 1993-B								X			02/15/95	
MONEY STORE HOME EQUITY CORP 1993-D								X			02/15/95	
MONEY STORE ILLINOIS INC 1993-B								X			02/15/95	
MONEY STORE ILLINOIS INC 1993-D								X			02/15/95	
MONEY STORE INC ASSET BACKED NOTES SERIE								X			12/22/94	
MONEY STORE INC EDUCAID STUDENT LOAN TRU								X			12/22/94	
MONEY STORE INC TMS HOME EQ LOAN ASSET B											02/15/95	
MONEY STORE INC TMS HOME EQUITY LN ASSET								X			01/16/95	
MONEY STORE INC TMS HOME EQUITY LOAN ASS	NJ							X			01/16/95	
MONEY STORE INDIANA INC 1993-B								X			02/15/95	
MONEY STORE INDIANA INC 1993-D								X			02/15/95	
MONEY STORE KENTUCKY INC 1993-B								X			02/15/95	
MONEY STORE KENTUCKY INC 1993-D								X			02/15/95	
MONEY STORE MAINE INC 1993-B								X			02/15/95	

8K FILINGS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
MONEY STORE MAINE INC 1993-D									X	02/15/95	
MONEY STORE MARYLAND INC 1993-B									X	02/15/95	
MONEY STORE MARYLAND INC 1993-D									X	02/15/95	
MONEY STORE MASSACHUSETTS INC 1993-B									X	02/15/95	
MONEY STORE MASSACHUSETTS INC 1993-D									X	02/15/95	
MONEY STORE MICHIGAN INC 1993-B									X	02/15/95	
MONEY STORE MICHIGAN INC 1993-D									X	02/14/95	
MONEY STORE MINNESOTA INC 1993-B									X	02/15/95	
MONEY STORE MINNESOTA INC 1993-D									X	02/15/95	
MONEY STORE MISSOURI INC									X	01/16/95	
MONEY STORE MISSOURI INC 1993-B									X	02/15/95	
MONEY STORE MISSOURI INC 1993-D									X	02/15/95	
MONEY STORE NEVADA INC									X	01/16/95	
MONEY STORE NEVADA INC 1993-B									X	02/15/95	
MONEY STORE NEVADA INC 1993-D									X	02/15/95	
MONEY STORE NEW HAMPSHIRE INC 1993-B									X	02/15/95	
MONEY STORE NEW HAMPSHIRE INC 1993-D									X	02/15/95	
MONEY STORE NORTH CAROLINA INC 1993-B									X	02/15/95	
MONEY STORE NORTH CAROLINA INC 1993-D									X	02/15/95	
MONEY STORE OHIO INC 1993-B									X	02/15/95	
MONEY STORE OHIO INC 1993-D									X	02/15/95	
MONEY STORE OREGON INC									X	01/16/95	
MONEY STORE OREGON INC 1993-B									X	02/15/95	
MONEY STORE OREGON INC 1993-D									X	02/15/95	
MONEY STORE RHODE ISLAND INC 1993-B									X	02/15/95	
MONEY STORE RHODE ISLAND INC 1993-D									X	02/15/95	
MONEY STORE TENNESSEE INC 1993-B									X	02/15/95	
MONEY STORE TENNESSEE INC 1993-D									X	02/15/95	
MONEY STORE VERMONT INC									X	01/16/95	
MONEY STORE VERMONT INC 1993-B									X	02/15/95	
MONEY STORE VERMONT INC 1993-D									X	02/15/95	
MONEY STORE WASHINGTON INC									X	01/16/95	
MONEY STORE WASHINGTON INC 1993-B									X	02/15/95	
MONEY STORE WASHINGTON INC 1993-D									X	02/15/95	
MONEY STORE WISCONSIN INC		NJ							X	01/16/95	
MONEY STORE WISCONSIN INC 1993-D									X	02/15/95	
MONEY STORE 1993-B									X	02/15/95	
MONEY STORE 1993-D									X	02/15/95	
MORTGAGE BARON ALABAMA INC 1993-B									X	02/15/95	
MORTGAGE BARON ALABAMA INC 1993-D									X	02/15/95	
MPTV INC		NV				X	X			03/15/95	
MUSICLAND STORES CORP		DE				X	X			03/20/95	
MUTUAL RISK MANAGEMENT LTD						X				03/17/95	
NATIONAL FUEL GAS CO		NJ	X							03/03/95	
NEW ENGLAND ELECTRIC SYSTEM		MA				X				03/15/95	
NEW PLAN REALTY TRUST		MA					X			03/23/95AMEND	
NEW PLAN REALTY TRUST		MA					X			03/23/95AMEND	
NEW TELEMINE CO INC		NY					X			01/06/95AMEND	
NINE WEST GROUP INC /DE		DE				X	X			03/15/95	
NOISE CANCELLATION TECHNOLOGIES INC		DE					X			03/02/95	
NORTH AMERICAN TECHNOLOGIES GROUP INC /M		DE	X				X			03/07/95	
OASIS RESIDENTIAL INC		NV				X	X			03/15/95	
OI CORP		OK					X			02/23/95AMEND	
OUTLOOK INCOME GROWTH FUND VIII		CA	X							03/06/95	
PACIFIC CAPITAL BANCORP		CA				X	X			02/28/95	