

# sec news digest

Issue 94-214

November 9, 1994

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## COMMISSION ANNOUNCEMENTS

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### CHAIRMAN LEVITT ANNOUNCES APPOINTMENT OF SANDRA HARRIS TO HEAD ENFORCEMENT PROGRAM IN PACIFIC REGIONAL OFFICE

Chairman Levitt today announced the appointment of Sandra J. Harris as Associate Regional Director (Enforcement) in the Commission's Pacific Regional Office. As Associate Director, Ms. Harris will oversee the Enforcement program in Los Angeles and will coordinate enforcement efforts within the region. Ms. Harris joined the Commission staff in 1987, and has held increasingly responsible positions in the Los Angeles Enforcement program, most recently as Assistant Regional Director. Ms. Harris will continue to serve as the region's coordinator for enforcement matters in the Pacific Northwest.

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## ENFORCEMENT PROCEEDINGS

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### ADMINISTRATIVE PROCEEDINGS ORDERED AGAINST J. EDMUND & CO., JOHN LIGUMS AND ROGER PETERKIN, III

The Commission today announced that it instituted public administrative and cease-and-desist proceedings against J. Edmund & Co. (Edmund) and John E. Ligums (Ligums) of Milton, Massachusetts, and Roger O. Peterkin, III (Peterkin) of Wellesley, Massachusetts, pursuant to Sections 15(b), 19(h) and 21C of the Securities Exchange Act of 1934 (Exchange Act). Edmund is a registered broker-dealer, Ligums is Edmund's principal and Peterkin is Edmund's director of operations. The Commission's Order alleges that Edmund violated Sections 11(d)(1) and 7(c) of the Exchange

Act and Regulation T promulgated under Section 7(c) by repeatedly failing to obtain timely payment for purchases of securities by its customers, and by extending credit to purchasers of a new issue of a security for which Edmund acted as the managing underwriter within 30 days prior to the purchases. The Commission's Order alleges that Ligums and Peterkin willfully aided and abetted and caused Edmund's violations of Sections 11(d)(1), 7(c) and Regulation T. The Commission's Order states that Ligums consented to entry of an order by the Commission in 1984 finding that he aided and abetted violations by Edmund of Section 7(c) of the Exchange Act and Regulation T promulgated under Section 7(c) and suspending him from association with any broker, dealer, municipal securities dealer, investment adviser or investment company for 14 days. (Rel. 34-34927)

#### JAMES BROOKS PLEADS GUILTY

The Commission and the United States Attorney for the District of New Hampshire announced today that James A. Brooks (a.k.a. David Gertzinger) (Brooks) pled guilty to one count of conspiracy to commit wire and mail fraud and one count of perjury. Brooks' perjury arose from a false affidavit that Brooks had filed in opposition to relief the Commission was seeking in a civil enforcement action it had brought against Brooks and others.

On April 5, 1994, the Commission filed a complaint in the U.S. District Court for the District of New Hampshire, naming Brooks as a defendant in a civil enforcement action alleging that Brooks participated in a fraudulent "boiler-room" offering of unregistered securities that raised more than \$3.5 million from more than 100 investors in 25 states. On September 8, 1994, the Court entered a judgement of permanent injunction against Brooks on default in the civil action which permanently enjoined Brooks from violating the antifraud, securities registration and broker-dealer registration provisions of the federal securities laws. At the Commission's request, the Court has retained jurisdiction over Brooks in the civil action pending a determination of the appropriate amounts of disgorgement and civil monetary penalties to be paid by Brooks. [SEC v. Norman L. Brooks, et al., United States District Court for the District of New Hampshire C.A. No. 94-167-JD] (LR-14324)

#### FORMER PARKERSBURG WIRELESS LLC MANAGER MICHELLE GERSTNER PERMANENTLY ENJOINED AND ORDERED TO PAY DISGORGEMENT

The Commission announced that on October 19 the United States District Court for the District of Columbia permanently enjoined Michelle A. Gerstner, the former manager of Parkersburg Wireless LLC, from violating Sections 5 and 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. The Court specifically enjoined Gerstner from offering or selling any interests in wireless cable television ventures, unless such units are sold through an offering that

has been properly registered with the Commission and any appropriate state regulatory authorities. In addition, the Court ordered Gerstner to disgorge \$537,637.64, the amount that she had received, directly or indirectly, from PWLLC. Based upon a sworn financial statement submitted by Gerstner, the Court ordered her to pay a minimum of \$277,000 and waived the payment of the remainder of the disgorgement. Gerstner consented to the entry of the permanent injunction and other relief without admitting or denying the allegations in the Commission's complaint, which was filed on May 16, 1994. For further information see Litigation Releases 14179, 14126, 14091 and 14085. [SEC v. Parkersburg LLC, et al., Civ. Action No. 94-1079, JHP, D.D.C.] (LR-14325)

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## INVESTMENT COMPANY ACT RELEASES

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### VAN KAMPEN MERRITT EQUITY OPPORTUNITY TRUST

A conditional order has been issued under Section 6(c) of the Investment Company Act exempting Van Kampen Merritt Equity Opportunity Trust from Section 12(d)(3) to the extent necessary to permit applicant's existing and future series to invest up to 10% of their total assets in securities of issuers that derived more than 15% of their gross revenues in their most recent fiscal year from securities related activities. (Rel. IC-20688 - November 8)

### STADSHYPOTEK AB

An order has been issued under Section 6(c) of the Investment Company Act on an application filed by Stadshypotek AB. Applicant is a wholly-owned subsidiary of Konungariket Sveriges stadshypotekskassa (UMB). UMB was established by the Swedish government to finance the acquisition and development of residential and commercial properties in Sweden through mortgage lending. UMB is being converted into a private sector limited liability company. Applicant is the corporation through which this privatization will be accomplished. Applicant intends to offer and sell securities in the United States. The order exempts applicant from all provisions of the Act. (Rel. IC-20689; International Series Rel. 746 - November 8)

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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.

- S-8 WHX CORP, 110 EAST 59TH ST, NEW YORK, NY 10022 (212) 355-5200 - 3,045,941 (\$36,972,582) COMMON STOCK. (FILE 33-56281 - NOV. 02) (BR. 6)
- S-8 HOUGHTON MIFFLIN CO, 222 BERKELEY ST, BOSTON, MA 02116 (617) 351-5000 - 65,000 (\$2,977,650) COMMON STOCK. (FILE 33-56283 - NOV. 02) (BR. 12)
- S-4 HANCOCK HOLDING CO, ONE HANCOCK PLZ, P.O. BOX 4019, GULFPORT, MS 39502 (601) 868-4605 - 774,251 (\$6,841,473) COMMON STOCK. (FILE 33-56285 - NOV. 02) (BR. 1)
- S-3 UNION TANK CAR CO, 225 W WASHINGTON ST, CHICAGO, IL 60606 (312) 372-9500 - 100,000,000 (\$100,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-56287 - NOV. 02) (BR. 5)
- S-8 DUM & BRADSTREET CORP, 299 PARK AVE 34TH FL, NEW YORK, NY 10171 (212) 593-6800 - 1,558,407 (\$89,514,898) COMMON STOCK. (FILE 33-56289 - NOV. 02) (BR. 9)
- S-6 MUNICIPAL INVT TR FD INSURED SERIES 215 DEFINED ASSET FUNDS, 450 LEXINGTON AVENUE, C/O DAVIS POLK & WARDWELL, NEW YORK, NY 10017 (NUL) L - INDEFINITE SHARES. (FILE 33-56293 - NOV. 02) (NEW ISSUE)
- S-3 WESTERN WASTE INDUSTRIES, 21061 S WESTERN AVE, TORRANCE, CA 90501 (310) 328-0900 - 240,000 (\$4,170,000) COMMON STOCK. (FILE 33-56295 - NOV. 02) (BR. 8)
- S-6 GOVERNMENT SECURITIES EQUITY TRUST SERIES 8, C/O PRUDENTIAL SECURITIES INC, 32 OLD SLIP FINANCIAL SQUARE, NEW YORK, NY 10292 - INDEFINITE SHARES. (FILE 33-56297 - NOV. 02) (NEW ISSUE)
- S-8 PERCEPTRON INC/MI, 23855 RESEARCH DRIVE, FARMINGTON HILLS, MI 48335 (810) 478-7710 - 850,000 (\$15,937,500) COMMON STOCK. (FILE 33-85656 - OCT. 26) (BR. 8)
- S-1 VSI ENTERPRISES INC, 5801 GOSHEN SPRINGS RD, NORCROSS, GA 30071 (404) 242-7566 - 4,842,029 (\$3,859,097.11) COMMON STOCK. (FILE 33-85754 - OCT. 28) (BR. 8)
- S-3 PRE PAID LEGAL SERVICES INC, 321 E MAIN, ADA, OK 74820 (405) 436-1234 - 2,425,500 (\$6,063,750) COMMON STOCK. (FILE 33-85758 - OCT. 31) (BR. 9)
- S-8 ELECTRONICS FOR IMAGING INC, 2855 CAMPUS DR, SAN MATEO, CA 94403 (415) 286-8600 - 750,000 (\$17,437,500) COMMON STOCK. (FILE 33-85762 - OCT. 31) (BR. 10)

REGISTRATIONS CONT.

- S-8 CPAC INC, 2364 LEICESTER RD, LEICESTER, NY 14481 (716) 382-3223 - 350,000 (\$5,250,000) COMMON STOCK. (FILE 33-85770 - OCT. 31) (BR. 9)
- S-8 WESTMARK GROUP HOLDINGS INC, 355 N E 5TH AVE STE 4, DELRAY BEACH, FL 33483 (407) 243-8010 - 360,000 (\$201,600) COMMON STOCK. (FILE 33-85772 - OCT. 31) (BR. 5)
- S-8 WESTMARK GROUP HOLDINGS INC, 355 N E 5TH AVE STE 4, DELRAY BEACH, FL 33483 (407) 243-8010 - 1,000,000 (\$560,000) COMMON STOCK. (FILE 33-85774 - OCT. 31) (BR. 5)
- S-8 PERSONNEL MANAGEMENT INC, 1499 WONDERHORST WAY, STE A, GREENWOOD, IN 46143 (317) 888-4400 - 842,470 (\$8,317,995) COMMON STOCK. (FILE 33-85814 - OCT. 31) (BR. 6)
- S-8 BFP HOLDINGS CORP, 599 LEXINGTON AVE, 45TH FL, NEW YORK, NY 10022 (212) 415-0248 - 448,927 (\$3,348,995.42) COMMON STOCK. (FILE 33-85816 - OCT. 31) (BR. 12)
- S-1 MICROTEC RESEARCH INC /DE/, 2350 MISSION COLLEGE BLVD, SANTA CLARA, CA 95054 (408) 980-1300 - 2,070,000 (\$22,770,000) COMMON STOCK. (FILE 33-85818 - OCT. 31) (BR. 9 - NEW ISSUE)
- F-6 SOUTH AFRICAN BREWERIES LTD /ADR/, 48 WALL STREET, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 454-1207 - 20,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-85820 - OCT. 31)
- SB-2 SENIOR TOUR PLAYERS DEVELOPMENT INC, 264 BEACON ST, BOSTON, MA 02116 (617) 226-3600 - 3,680,000 (\$10,304,000) COMMON STOCK. 320,000 (\$19,360) WARRANTS, OPTIONS OR RIGHTS. 160,000 (\$960,000) COMMON STOCK. (FILE 33-85822 - OCT. 31) (BR. 12)
- S-4 NEW GMH INC, 8741 LANDMARK RD, RICHMOND, VA 23228 (804) 264-7500 - 9,923,898 (\$72,056,430.99) COMMON STOCK. (FILE 33-85824 - OCT. 31) (BR. 4 - NEW ISSUE)
- S-8 DMI FURNITURE INC, ONE OXMOOR PL, 101 BULLITT LN, LOUISVILLE, KY 40222 (502) 426-4351 - 760,000 (\$1,383,200) COMMON STOCK. (FILE 33-85826 - OCT. 31) (BR. 6)
- S-8 HOME FINANCIAL CORP/DE, 1720 HARRISON ST, HOLLYWOOD, FL 33020 (305) 925-3211 - 480,000 (\$1,641,600) COMMON STOCK. (FILE 33-85828 - OCT. 31) (BR. 2)
- F-6 MIDLAND BANK PLC, POULTRY, LONDON EC2P 2BX ENGLAND, X0 (212) 969-7000 - 1,000,000 FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-85832 - OCT. 31) (BR. 1)
- S-4 HI LO AUTOMOTIVE INC /DE, 2575 W BELLFORT, HOUSTON, TX 77054 (713) 663-6700 - 1,000,000 (\$10,250,000) COMMON STOCK. (FILE 33-85838 - NOV. 01) (BR. 1)
- S-4 CAERE CORP, 100 COOPER CT, LOS GATOS, CA 95030 (408) 395-7000 - 2,500,000 (\$375,000) COMMON STOCK. (FILE 33-85840 - NOV. 01) (BR. 9)
- S-4 FLEXTRONICS INTERNATIONAL LTD, BLK 514 CHAI CHEE LANE #04-13, BODEK INDUSTRIAL ESTATE REPUBLIC OF SING, SINGAPORE 1646, F5 (065) 449-5255 - 2,700,000 FOREIGN COMMON STOCK. (FILE 33-85842 - NOV. 01) (BR. 3)

REGISTRATIONS CONT.

- S-8 COMNET CORP, 4200 PARLIMENT PLACE, SUITE 600, LANHAM, MD 20706  
(301) 918-0400 - 215,000 (\$2,150,000) COMMON STOCK. (FILE 33-85844 -  
NOV. 01) (BR. 10)
- S-8 GROUP 1 SOFTWARE INC, 4200 PARLIAMENT PLACE SUITE 600, LANHAM, MD 20706  
(301) 731-2300 - 162,500 (\$1,482,812.50) COMMON STOCK. (FILE 33-85846 -  
NOV. 01) (BR. 10)
- S-8 7TH LEVEL INC, 1771 INTERNATIONAL PKWY STE 101, RICHARDSON, TX 75080  
(214) 437-4858 - 2,000,000 (\$20,500,000) COMMON STOCK. (FILE 33-85848 -  
NOV. 01) (BR. 10)
- F-1 TADIRAN LTD, 29 HAMERKAVA ST, P O BOX 150, HOLON ISRAEL 58101, L3  
(212) 702-2200 - 4,175,000 (\$87,414,062.50) FOREIGN COMMON STOCK. (FILE  
33-85856 - NOV. 02) (BR. 7)
- S-8 CROP GROWERS CORP, 1000 25TH ST N, GREAT FALLS, MT 59406 (406) 452-8101  
- 950,000 (\$14,131,250) COMMON STOCK. (FILE 33-85880 - OCT. 31) (BR. 10)
- SB-2 TELVUE CORP, 16000 HORIZON WAY STE 500, MT LAUREL, NJ 08054  
(609) 273-8888 - 12,465 (\$12,465) COMMON STOCK. (FILE 33-85882 - OCT. 31)  
(BR. 7)
- SB-2 UNITED PAYPHONE SERVICES INC, 3340 TOPAZ ST, STE 270, LAS VEGAS, NV  
89121 (702) 734-0177 - 1,739,428 (\$3,842,196) COMMON STOCK. (FILE  
33-85884 - NOV. 01) (BR. 7)
- S-1 RETIREMENT CARE ASSOCIATES INC /CO/, 6000 LAKE FORREST DR STE 200,  
ATLANTA, GA 30328 (404) 255-7500 - 3,733,952 (\$20,823,206.52) COMMON STOCK.  
(FILE 33-85886 - OCT. 31) (BR. 6)
- S-8 GENTA INCORPORATED /DE/, 3550 GENERAL ATOMICS COURT, SAN DIEGO, CA 92121  
(619) 455-2700 - 500,000 (\$3,625,000) COMMON STOCK. (FILE 33-85888 -  
NOV. 01) (BR. 4)
- S-8 RENAISSANCE COMMUNICATIONS CORP, ONE FAWCETT PLACE STE 120, GREENWICH,  
CT 06830 (203) 629-1888 - 170,289 (\$4,512,658.50) COMMON STOCK. (FILE  
33-85890 - NOV. 01) (BR. 7)
- S-8 WALL DATA INC, 17769 N E 78TH PL, REDMOND, WA 98052 (206) 883-4777 -  
150,000 (\$5,006,250) COMMON STOCK. (FILE 33-85892 - NOV. 01) (BR. 10)
- S-3 DENVER & EPHRATA TELEPHONE & TELEGRAPH CO, 130 E MAIN ST, P O BOX 458,  
EPHRATA, PA 17522 (717) 733-4101 - 100,000 (\$7,175,000) COMMON STOCK.  
(FILE 33-85896 - NOV. 01) (BR. 7)
- S-3 INTERVOICE INC, 17811 WATERVIEW PKWY, DALLAS, TX 75255 (214) 669-3988 -  
255,008 (\$4,048,252) COMMON STOCK. (FILE 33-85898 - NOV. 02) (BR. 7)
- S-8 LAM RESEARCH CORP, 4650 CUSHING PKWY, FREMONT, CA 94538 (510) 659-0200  
- 2,300,000 (\$96,887,500) COMMON STOCK. (FILE 33-85900 - NOV. 02) (BR. 10)

REGISTRATIONS CONT.

- S-3 WHITNEY HOLDING CORP, 228 ST CHARLES AVE, NEW ORLEANS, LA 70130  
(504) 586-7272 - 200,000 (\$4,676,000) COMMON STOCK. (FILE 33-56277 -  
NOV. 01) (BR. 1)
- SB-2 KNICKERBOCKER L L CO INC, 30055 COMERCIO, RANCHO SANTA MARGARITA, CA  
92688 (714) 858-3661 - 965,000 (\$7,702,500) COMMON STOCK. 35,750 (\$100)  
WARRANTS, OPTIONS OR RIGHTS. 71,500 (\$450,450) COMMON STOCK. UNDERWRITER:  
WB MCKEE SECURITIES INC. (FILE 33-85230-LA - OCT. 17) (BR. 12 - NEW ISSUE)
- SB-2 SEABRITE FOODS INC, 56 NORTH 3RD ST, BROOKLYN, NY 11211 (718) 963-0939  
- 1,426,000 (\$8,556,000) COMMON STOCK. 62,000 (\$620)  
WARRANTS, OPTIONS OR RIGHTS. 124,000 (\$744,000) COMMON STOCK. (FILE  
33-85582-NY - OCT. 25) (BR. 3 - NEW ISSUE)
- SB-1 ROCKY MOUNTAIN FINANCIAL ENTERPRISES INC, 7900 E UNION AVE STE 1100,  
DENVER, CO 80237 - 584,028 (\$584,028) COMMON STOCK. (FILE 33-85618-D -  
OCT. 28) (BR. 6 - NEW ISSUE)
- S-1 APLIX INC /MA/, 112 TURNPIKE RD, WESTBORO, MA 01581 (508) 870-0300 -  
2,127,500 (\$23,402,500) COMMON STOCK. UNDERWRITER: COWEN & CO,  
FIRST ALBANY CORP, NEEDHAM & CO INC. (FILE 33-85688 - OCT. 28) (BR. 9)
- S-1 MICREL INC, 1849 FORTUNE DR, SAN JOSE, CA 95131 (408) 944-0800 -  
2,875,000 (\$28,750,000) COMMON STOCK. UNDERWRITER: HAMBRECHT & QUIST INC,  
ROBERTSON STEPHENS & CO L P. (FILE 33-85694 - OCT. 28) (BR. 3 - NEW ISSUE)
- S-1 KITTY HAWK INC, 1515 WEST20TH ST, PO BOX 612787,  
DALLAS/FORT WORTH INTERNATIONAL, TX 75261 (214) 456-2200 - 2,875,000  
(\$37,375,000) COMMON STOCK. UNDERWRITER: FIELDSTONE,  
RUBINSON HUMPHREY CO INC, STEPHEN INC. (FILE 33-85698 - OCT. 28) (BR. 3  
- NEW ISSUE)
- S-1 IMAC MERGER SUBSIDIARY INC, 667 MADISON AVE, NEW YORK, NY 10021  
(212) 246-1000 - 80,000,000 (\$80,000,000) MORTGAGE BONDS. UNDERWRITER:  
ARGOSY SECURITIES GROUP, BT SECURITIES CORP. (FILE 33-85706 - OCT. 28)  
(BR. 6 - NEW ISSUE)
- S-1 VIDEONICS INC, 1370 DELL AVE, CAMPBELL, CA 95008 (408) 886-8300 -  
2,300,000 (\$29,900,000) COMMON STOCK. (FILE 33-85734 - OCT. 28) (BR. 3)
- SB-2 TECHNICAL CHEMICALS & PRODUCTS INC, 3341 SW 15TH ST, POMPANO BEACH, FL  
33069 - 1,320,000 (\$5,989,500) COMMON STOCK. (FILE 33-85756 - OCT. 28)  
(BR. 4 - NEW ISSUE)
- S-8 WORLD ACCEPTANCE CORP, 1251 S PLEASANTBURG DR, GREENVILLE, SC 29605  
(803) 277-4570 - 500,000 (\$11,190,000) COMMON STOCK. (FILE 33-85760 -  
OCT. 31) (BR. 12)
- S-8 IMMUNE RESPONSE CORP, 5935 DARWIN COURT, CARLSBAD, CA 92008  
(619) 431-7080 - 30,000 (\$247,500) COMMON STOCK. (FILE 33-85764 - OCT. 31)  
(BR. 4)
- S-8 MICRO COMPONENT TECHNOLOGY INC, 3850 NORTH VICTORIA ST, ST PAUL, MN  
55126 (612) 482-5100 - 1,126,000 (\$5,559,625) COMMON STOCK. (FILE  
33-85766 - OCT. 31) (BR. 8)

REGISTRATIONS CONT.

- S-8 LIFE USA HOLDING INC /MN/, STE 600 INTERCHANGE N BLDG, 300 S HWY 169,  
MINNEAPOLIS, MN 55426 (612) 546-7386 - 1,000,000 (\$8,375,000) COMMON STOCK.  
(FILE 33-85768 - OCT. 31) (BR. 9)
- S-1 SMC CORP, 30725 DIAMOND HILL RD, HARRISBURG, OR 97446 (503) 995-8214 -  
1,437,500 (\$18,687,500) COMMON STOCK. (FILE 33-85780 - OCT. 28) (BR. 4  
- NEW ISSUE)
- S-3 AUTO ONE SECURITIZATION CORP, 5025 ARAPAHO RD, STE 101, DALLAS, TX 75248  
(214) 661-1234 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES.  
UNDERWRITER: BANC ONE CAPITAL CORP. (FILE 33-85782 - OCT. 28) (BR. 11  
- NEW ISSUE)
- F-1 CONCORDIA PAPER HOLDINGS LTD, 67-73 FUK HI ST,  
YUEN LONG INDUSTRIAL ESTATE, YUEN LONG NEW TERRITORIES HK, K3  
(852) 477-6766 - 20,125,000 (\$64,400,000) FOREIGN COMMON STOCK.  
UNDERWRITER: LEHMAN BROTHERS, WARBURG S G & CO INC. (FILE 33-85788 -  
OCT. 28) (BR. 10 - NEW ISSUE)
- F-6 CONCORDIA PAPER HOLDINGS LTD /ADR/, 111 WALL ST, C/O CITIBANK NA,  
NEW YORK, NY 10043 (212) 657-7531 - 20,000,000 (\$1,000,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-85790 - OCT. 28) (BR. 99  
- NEW ISSUE)
- S-1 NABISCO HOLDINGS CORP, 7 CAMPUS DR, PARSIPPANY, NJ 07054 (201) 682-5000  
- 51,750,000 (\$1,345,500,000) COMMON STOCK. UNDERWRITER:  
BEAR STEARNS INTERNATIONAL LTD, GOLDMAN SACHS INTERNATIONAL,  
MERRILL LYNCH INTERNATIONAL LTD, MORGAN STANLEY & CO INTERNATIONAL LTD.  
(FILE 33-85796 - OCT. 28) (BR. 3 - NEW ISSUE)
- F-3 MIDLAND BANK PLC, POULTRY, LONDON EC2P 2BX ENGLAND, XO (212) 969-7000  
(FILE 33-85830 - OCT. 31) (BR. 1)
- S-8 INDIGO NV, LUCHTHAVENWEG 59 VII, 5657 EA EINDHOVEN, NETHERLANDS, P8  
(314) 057-4300 - 9,551,375 (\$159,985,531.25) FOREIGN COMMON STOCK. (FILE  
33-85834 - NOV. 01) (BR. 9)