

# sec news digest

Issue 95-151

August 7, 1995

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## ENFORCEMENT PROCEEDINGS

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### TRADING SUSPENSION IN THE SECURITIES OF AMERICAN TELEPHONE & DATA INC.

The Commission announced the temporary suspension, pursuant to Section 12(k) of the Securities Exchange Act of 1934 (Exchange Act), of over-the-counter trading of the securities of American Telephone & Data Inc. (ATD) of Costa Mesa, California, for a ten-day period commencing at 1:45 p.m. EDT on August 4, 1995, and terminating at 1:45 p.m. EDT on August 18, 1995.

The Commission temporarily suspended trading in the securities of ATD in view of a public statement by the issuer that its publicly disseminated financial statements may be misleading and inaccurate and should not be relied upon by the investing public, and in view of the issuer's request that trading in its securities be suspended. (Rel. 34-36059)

### NASD ACTION AGAINST THOMAS ALTON SUSTAINED

The Commission has sustained NASD disciplinary action against Thomas R. Alton of Alameda, California. Alton was a registered representative formerly associated with Dean Witter Reynolds, Inc. and PaineWebber, Inc. The NASD barred Alton from association with any broker or dealer and fined him \$50,000.

The Commission found that Alton concealed on registration forms (Form U-4) that he submitted to Dean Witter and PaineWebber that the state of Arizona had disbarred him from the practice of law. It also found that Alton failed to disclose on the Dean Witter Form U-4 that he had been convicted of perjury in 1981.

The Commission rejected Alton's argument that he was not required to disclose these facts. It noted that a 1991 order vacating his perjury conviction was entered after he submitted the Form U-4 to Dean Witter. The Commission further rejected Alton's assertion that the Form U-4 inquiries were irrelevant to his fitness to be a registered representative. In affirming the NASD's sanctions, the Commission stated that nothing in the record suggested that Alton's false representations about his perjury conviction and disbarment were accidental or otherwise unintended. (Rel. 34-36058)

#### MARION SHERRILL, LINDA KING, MICHAEL PRICE AND WALLACE KANTOR SANCTIONED

On August 4, the Commission entered an Order Making Findings, Imposing Sanctions And Cease And Desist Order (Order) against Marion D. Sherrill, Linda M. King, Michael J. Price, and Wallace Kantor, all former officers or financial and operations principals of Burnett Grey & Co., Inc., a broker-dealer previously registered with the Commission. Sherrill, King, Price and Kantor consented to the entry of the Order.

The Order found that these respondents aided and abetted and caused Burnett Grey's net capital, books and records, and reporting violations of the Securities Exchange Act. Pursuant to the Order, King, Sherrill and Price were suspended from association with any broker, dealer, municipal securities dealer, investment adviser, or investment company for six, four, and four months, respectively; barred from association in a proprietary or supervisory capacity with any such entity, with a right to reapply for such association after three years; and ordered to cease and desist from causing any of the above-mentioned violations. In addition, King was ordered to pay a civil penalty of \$5,000; the Commission determined not to impose a civil penalty on Sherrill or Price based upon their demonstration of financial inability to pay such a penalty. Finally, Kantor was suspended from association in a proprietary or supervisory capacity with any broker, dealer, municipal securities dealer, investment adviser, or investment company for two months; and ordered to cease and desist from causing any of the above-mentioned violations. (Rel. 34-36061)

#### CRIMINAL COMPLAINT FILED AGAINST PAUL MOBLEY, JR. AND GARY DETTLOFF

The Commission and the Attorney General for the State of Michigan announced that on July 5 the Attorney General filed a criminal complaint against Paul Mobley, Jr. (Mobley) and Gary Dettloff (Dettloff) charging them with eleven counts of securities fraud and embezzlement. Specifically, the criminal complaint charges that from 1991 to 1992, Mobley employed agents who sold over \$700,000 of limited

partnership interests in the Pensacola and Cantonment Limited Partnerships, which were formed to purchase specific convenience stores. In connection with these offerings, the complaint charges that Mobley and Dettloff, the general partner for the partnerships, prematurely removed funds a separate bank account prior to full funding and used such funds for other improper purposes. Thus, the complaint charges that Dettloff and Mobley never disclosed to investors the manner in which they used investor funds, nor that they were failing to act in accordance with representations in the private placement memoranda. The Commission previously filed an injunctive action against Mobley and Dettloff alleging violations of the antifraud provisions of the federal securities laws based on the same facts as the criminal action. Mobley consented to the entry of an Order of Permanent Injunction and Other Equitable Relief against him. The Commission's action is pending against Dettloff. [The People of the State of Michigan v. Gary R. Dettloff and Paul N. Mobley, Jr., Grosse Pointe Woods, Municipal Court, 4912-95] (LR-14590)

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#### **INVESTMENT COMPANY ACT RELEASES**

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##### **THE LINCOLN NATIONAL LIFE INSURANCE COMPANY, ET AL.**

A notice has been issued giving interested persons until August 28 to request a hearing on an application filed by The Lincoln National Life Insurance Company, Lincoln National Variable Annuity Fund A (Fund A), and Lincoln National Variable Annuity Fund B (Fund B) (collectively, Applicants) for an order of the Commission, pursuant to Section 17(b) of the Investment Company Act exempting Applicants from the provisions of Section 17(a) of the Act to the extent necessary to permit the merger of Fund B into Fund A. (Rel. IC-21267 -August 3)

##### **TIFF INVESTMENT PROGRAM, INC. AND FOUNDATION ADVISERS INC.**

A notice has been issued giving interested persons until August 29 to request a hearing on an application filed by TIFF Investment Program, Inc. (TIP) and Foundation Advisers Inc. (FAI) under Section 6(c) of the Investment Company Act for relief from Section 15(a) of the Act and Rule 18f-2 thereunder. TIP is a registered investment company advised by FAI. FAI oversees the selection of other investment advisers for the TIP portfolios (Money Managers), monitors the Money Managers, and allocates assets among them. The order would permit a Money Manager to serve as an investment adviser to one or more portfolios of TIP without receiving prior shareholder approval. (Rel. IC-21268 - August 3)

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## HOLDING COMPANY ACT RELEASES

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### THE SOUTHERN COMPANY

A supplemental order has been issued authorizing The Southern Company (Southern), a registered holding company, to issue and sell up to 25 million shares of common stock, par value \$5 per share, through December 31, 1999. Southern also proposes to guarantee up to \$1.2 billion aggregate principal amount of securities of one or more associate exempt wholesale generators or foreign utility companies through December 31, 1999. (Rel. 35-26349)

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## SELF-REGULATORY ORGANIZATIONS

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### DELISTINGS GRANTED

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Moorco International Inc., Common Stock, \$.01 Par Value. (Rel. 34-36055)

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration Underwriters Financial Group, Inc., Common Stock, \$.001 Par Value. (Rel. 34-35056)

### WITHDRAWAL GRANTED

An order has been issued granting the application of Howtek, Inc. to withdraw from listing and registration its Common Stock, \$.01 Par Value on the American Stock Exchange. (Rel. 34-36057)

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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-4 PEOPLES TELEPHONE COMPANY INC, 2300 NORTHWEST 89TH PL, MIAMI, FL 33172  
(305) 593-9667 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE  
33-61363 - JUL. 28) (BR. 7)

REGISTRATIONS CONT.

- S-8 NEVADA POWER CO, 6226 W SAHARA AVE, LAS VEGAS, NV 89102 (702) 367-5000 - 200,000 (\$3,900,000) COMMON STOCK. (FILE 33-61365 - JUL. 28) (BR. 8)
- S-3 FNB CORP/PA, HERMITAGE SQUARE, HERMITAGE, PA 16148 (412) 981-6000 - 125,000,000 (\$125,000,000) STRAIGHT BONDS. (FILE 33-61367 - JUL. 28) (BR. 1)
- S-8 EMCON, 400 S EL CAMINO REAL STE 1200, SAN MATEO, CA 94402 (415) 375-1522 - 350,000 (\$1,284,500) COMMON STOCK. (FILE 33-61369 - JUL. 28) (BR. 9)
- S-8 INTERPUBLIC GROUP OF COMPANIES INC, 1271 AVE OF THE AMERICAS, NEW YORK, NY 10020 (212) 399-8000 - 6,000,000 (\$223,875,000) COMMON STOCK. (FILE 33-61371 - JUL. 28) (BR. 5)
- S-8 ROSS STORES INC, 8333 CENTRAL AVE, NEWARK, CA 94560 (510) 505-4841 - 2,400,000 (\$29,104,800) COMMON STOCK. (FILE 33-61373 - JUL. 28) (BR. 2)
- S-3 SCHAWK INC, 1695 RIVER ROAD, DES PLAINES, IL 60018 (815) 648-2416 - 1,000,000 (\$7,562,500) COMMON STOCK. (FILE 33-61375 - JUL. 28) (BR. 11)
- S-8 NATIONAL SEMICONDUCTOR CORP, 2900 SEMICONDUCTORS DR, PO BOX 58090, SANTA CLARA, CA 95052 (408) 721-6782 - 5,000,000 (\$140,312,500) COMMON STOCK. (FILE 33-61377 - JUL. 28) (BR. 3)
- S-3 POTOMAC ELECTRIC POWER CO, 1900 PENNSYLVANIA AVE NW, C/O M T HOWARD RM 841, WASHINGTON, DC 20068 (202) 872-2456 - 250,000,000 (\$250,000,000) MORTGAGE BONDS. (FILE 33-61379 - JUL. 28) (BR. 7)
- S-8 NATIONAL SEMICONDUCTOR CORP, 2900 SEMICONDUCTORS DR, PO BOX 58090, SANTA CLARA, CA 95052 (408) 721-6782 - 300,000 (\$8,362,500) COMMON STOCK. (FILE 33-61381 - JUL. 28) (BR. 3)
- S-3 NEW PLAN REALTY TRUST, 1120 AVE OF THE AMERICAS, NEW YORK, NY 10036 (212) 869-3000 (FILE 33-61383 - JUL. 28) (BR. 6)
- S-8 DONNELLEY R R & SONS CO, 77 W WACKER DR, CHICAGO, IL 60601 (312) 326-8000 - 7,500,000 (\$279,375,000) COMMON STOCK. (FILE 33-61387 - JUL. 28) (BR. 11)
- S-3 AMOCO ARGENTINA OIL CO, 200 E. RANDOLPH DRIVE, MAIL CODE 3107, CHICAGO, IL 60601 (541) 315-4011 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-61389 - JUL. 28) (NEW ISSUE)
- S-3 HUGHES SUPPLY INC, 20 W ORANGE AVE, STE 200, P O BOX 2273, ORLANDO, FL 32802 (407) 841-4755 - 206,524 (\$4,491,897) COMMON STOCK. (FILE 33-61391 - JUL. 28) (BR. 3)
- S-8 TENCOR INSTRUMENTS, 2400 CHARLESTON ROAD, MOUNTAIN VIEW, CA 94043 (415) 969-6784 - 1,000,000 (\$45,625,000) COMMON STOCK. (FILE 33-94360 - JUL. 28) (BR. 8)
- S-1 STRATEGIC INDEX OPPORTUNITIES FUND I LP, SSC HOLDING CO IN, 255 NORTHSIDE DR STE 200, SAN DIEGO, CA 92108 - 250,000 (\$25,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-95010 - JUL. 26) (BR. 12 - NEW ISSUE)
- S-8 INTUIT INC, 155 LINFIELD AVE, MENLO PARK, CA 94025 (415) 329-3555 - 2,500,302 (\$178,085,702) COMMON STOCK. (FILE 33-95040 - JUL. 28) (BR. 9)
- F-10 HUMMINGBIRD COMMUNICATIONS LTD, 1 SPARKS AVENUE, NORTH YORK ONTARIO CANADA M2H2, A1 (416) 496-2200 - 2,500,000 (\$75,000,000) FOREIGN COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC, COWEN & CO, MONTGOMERY SECURITIES, PUNK ZIEGEL & KNOEFF. (FILE 33-95048 - JUL. 27) (BR. 9)

REGISTRATIONS CONT.

- S-4 PARCPLACE SYSTEMS INC, 999 EAST ARQUES AVE, SUNNYVALE, CA 94086  
(408) 481-9090 - 3,800,000 (\$37,525,000) COMMON STOCK. (FILE 33-95054 -  
JUL. 27) (BR. 10)
- S-8 EMERALD CAPITAL HOLDINGS INC, 1726 EAST 7TH AVENUE, SUITE 22, TAMPA, FL  
33605 (813) 247-3851 - 530,000 (\$132,500) COMMON STOCK. (FILE 33-95056 -  
JUL. 27) (BR. 9)
- S-8 BIOCRYST PHARMACEUTICALS INC, 2190 PKWY LAKE DR, BIRMINGHAM, AL 35244  
(205) 444-4600 - 700,000 (\$5,862,500) COMMON STOCK. (FILE 33-95062 -  
JUL. 27) (BR. 4)
- S-8 GARDEN RIDGE CORP, 19411 ATRIUM PL, STE 170, HOUSTON, TX 77084  
(713) 579-7901 - 674,999 (\$3,008,810.52) COMMON STOCK. (FILE 33-95064 -  
JUL. 27) (BR. 1)
- S-3 MERCURY INTERACTIVE CORPORATION, 470 POTRERO AVENUE, SUNNYVALE, CA 94086  
(408) 523-9900 - 3,128,000 (\$64,124,000) COMMON STOCK. (FILE 33-95066 -  
JUL. 27) (BR. 10)
- S-8 JEFFERSON BANCORP INC /LA/, 1011 FOURTH ST, GRETNA, LA 70053  
(504) 386-1011 - 208,903 (\$3,288,572.23) COMMON STOCK. (FILE 33-95068 -  
JUL. 27) (BR. 1)
- S-8 METRICOM INC / DE, 980 UNIVERSITY AVENUE, LOS GRATOS, CA 95030  
(408) 390-8200 - 900,000 (\$14,409,482.63) COMMON STOCK. (FILE 33-95070 -  
JUL. 27) (BR. 8)
- S-8 CYTRX CORP, 154 TECHNOLOGY PKWY, TECHNOLOGY PARK/ATLANTA, NORCROSS, GA  
30092 (404) 368-9500 - 250,000 (\$492,187.50) COMMON STOCK. (FILE 33-95098  
- JUL. 28) (BR. 4)