SEC NEWS DIGEST

Issue 98-225

November 23, 1998

COMMISSION ANNOUNCEMENTS

FORM 10-Q and Form 10-QSB DATE ADJUSTMENTS

Technical problems with the EDGAR system on Monday afternoon, November 16, 1998, delayed the filing of a substantial number of Form 10-Q and Form 10-QSB submissions. As a result, many of these submissions received initial filing receipt dates of November 17, 1998. The Commission has now adjusted the official filing dates for the Form 10-Q and Form 10-QSB filings that were submitted between 5:30 p.m. on November 16 and 5:30 p.m. on November 17, 1998 back to November 16, 1998. Filers need not request date adjustments for these filings.

Corporation Finance issuers that wish to request a date adjustment for filings other than Forms 10-Q and Forms 10-QSB that could not be timely submitted on Monday afternoon should fax their requests to the Office of EDGAR and Information Analysis at (202) 942-9542. These requests will be considered on a case-by-case basis.

Questions in regard to these matters should be directed to the Office of EDGAR and Information Analysis at (202) 942-2930.

ENFORCEMENT PROCEEDINGS

COMMISSION BRINGS PAY-TO-PLAY CASES AGAINST STEPHENS INC. AND ITS FORMER HEAD OF PUBLIC FINANCE, WILLIAM BETHEA

The Commission today filed, instituted and settled pay-to-play cases against Stephens Inc. and William C. Bethea, the former head of Stephens' public finance department. Without admitting or denying the Commission's allegations and findings, both Stephens and Bethea consented to the requested relief. Stephens consented to the issuance of an administrative order, which (i) finds that it willfully violated Section 17(a) of the Securities Act of 1933, Sections 10(b), 15B(c)(1) and 17(a)(1) of the Securities Exchange Act of 1934 and Rules 10b-5 and 17a-3 thereunder, and Rules G-8, G-17 and G-20 of the Municipal Securities Rulemaking Board; (ii) directs it to cease and desist from future violations of those provisions; (iii) orders it to pay a civil penalty of \$2.25 million; (iv) directs it to comply with its undertaking to pay an aggregate

of \$111,019.19 to the Cherokee County (Georgia) Water & Sewer Authority; and (v) directs it to retain an Independent Consultant to review its compliance policies and procedures. Bethea consented to the entry of an injunction barring future violations of the antifraud provisions and fair dealing and gratuities rules of the MSRB, agreed to pay \$30,000 in civil penalties, and consented to an order barring him from the securities industry.

In its administrative order and Complaint, the Commission found and alleged, respectively, that Bethea authorized secret payments to one Florida public official (Terry D. Busbee of the Escambia County Utilities Authority), facilitated secret payments to another (Larry K. O'Dell of Osceola County), and endorsed the conferral of an undisclosed favor on a third, all for the purpose of obtaining or retaining municipal securities business for Stephens. In addition, (1) enlisted third parties to serve as conduits for approximately \$10,000 in Stephens campaign contributions between 1989 and 1992; and (2) created materially false and misleading books The Order further finds that, in much of the and records. aforementioned activity, Bethea was assisted by Preston Bynum, a former banker in Stephens' Public Finance Department; and that, in connection with the conferral of the undisclosed favor referenced above, Bethea was also assisted by a former Supervisor in Stephens' Atlanta office. Although not included in the Commission's Complaint against Bethea, the administrative order against Stephens finds that, following Bethea's tenure as department head, the Atlanta Supervisor also took part in the secret compensation of a Florida state official as an inducement and reward for that official's support of Stephens' selection for certain state securities Finally, the Order finds that Stephens violated the business. MSRB's fair-dealing rule by failing to disclose to a Georgia issuer its receipt of a brokerage commission on a quaranteed investment contract.

The Order relates to conduct alleged in three settled enforcement actions: SEC v. Bynum, Civil Action No. 95-30024-RV (N.D. Fla.); Lit. Rel. No. 14387/January 23, 1995; SEC v. O'Dell, Civil Action No. 98-948-Civ-Orl-18A (M.D. Fla.); Lit. Rel. No. 15858/August 24, 1998; and SEC v. Bethea, Civil Action No. 3:98CV 457\LAC\MD, N.D. Fla.); Lit. Rel. No. 15985/November 23, 1998. Separately, Stephens entered into a civil settlement with the United States arising from the most of the transactions addressed in the Commission's order, pursuant to which Stephens agreed: (1) to pay a civil forfeiture of \$2.25 million to the United States; (2) to pay approximately \$900,000 in profits plus interest to the three defrauded issuers in Florida; (3) to refrain from doing municipal securities business in Florida for five years; and (4) to refrain indefinitely, and throughout the United States, from using consultants, as defined by MSRB rule G-38. In addition, it was announced that a former Florida public official, William Jay Ramsey of the Florida Housing Finance Corporation, was indicted by a federal grand jury for the Northern District of Florida on bribery charges in connection with transactions addressed in the Commission's order.

The SEC's pay-to-play investigation giving rise to this proceeding is continuing. [SEC v. William C. Bethea, USDC, ND Fla., Civil Action No. 3:98CV 457\LAC\MD] (LR-15985); Administrative Proceedings - (Rel. 33-7612, 34-40699, File No. 3-9781); (Press Rel. 98-124)

H. THOMAS FEHN SUSPENDED FROM APPEARING OR PRACTICING AS AN ATTORNEY BEFORE THE COMMISSION

The Commission announced the entry of an Opinion and Order (Order) imposing suspension under Rule 102(e) of the Commission's Rules of Practice against H. Thomas Fehn (Fehn). Fehn's suspension began on December 23, 1997 and will conclude on June 23, 1999.

The Order contains findings that, on April 1, 1994, the U.S. District Court for the Southern District of Nevada found, after a bench trial, that Fehn committed aiding and abetting violations of certain of the antifraud and reporting provisions of the federal securities laws and issued an Order of Permanent Injunction (Injunctive Order) against Fehn. The Injunctive Order further stated that in late 1987, Fehn substantially assisted in the preparation of certain reports filed with the Commission by CTI Technical. Inc. (CTI), a Nevada corporation, that omitted to state numerous material facts concerning CTI and its initial public offering. In addition, the Injunctive Order stated that Fehn, in assisting in the preparation of these reports, "knew or closed his eyes to that which should have been obvious to a professional of his experience." The Order further found that Fehn appealed the Injunctive Order to the U.S. Court of Appeals for the Ninth Circuit, that the Ninth Circuit affirmed the Injunctive Order on October 9. 1996, and that the U.S. Supreme Court denied Fehn's petition for a writ of certiorari on October 6, 1997. (Rel. 34-40697; File No. 3-9518)

PRELIMINARY INJUNCTION AND ASSET FREEZE HALTS PRIME BANK FRAUD

The Commission announced today that it obtained a preliminary injunction against defendants Eagle Vision Holdings Inc., Wayne L. Nattrass, both located in the Seattle, Washington area, and Westminster Trading Trust, located in Richmond, Texas, prohibiting the fraudulent sale of interests in prime bank instrument trading programs which falsely offered guaranteed returns exceeding 200 percent per month, claimed to be sponsored by the Federal Reserve Bank and the International Monetary Fund, and were represented to be guaranteed against risk of loss by a top twenty-five world banks. The preliminary injunction, entered November 18, 1998 by Judge Clarence A. Brimmer (D.C. Wyoming), included an order freezing the assets of the defendants and requiring the repatriation of assets.

The Court had previously issued a preliminary injunction and asset freeze against defendants Scott B. Walker and Equity Management Services, both of Afton, Wyoming, and Scott L. Simpson and Zappa International Corporation, located in Richmond, Texas. The amended complaint alleges that from September 1996 to the present, the defendants raised approximately \$15 million from at least 100 investors through a fraudulent prime bank scheme in which they

guaranteed high rate of return and falsely represented that the investors' principal was fully secured by a top European Bank and that the programs were implemented through traders licensed by either the International Monetary Fund or the Federal Reserve Bank. The Commission alleges that the prime bank instruments offered by the defendants do not exist. The Commission alleged that the defendants failed to disclose the use of investor funds to pay solicitation fees to others who referred the investor and to make "Ponzi" payments to earlier investors who sought the return of their investment. The Commission alleged that through their false and misleading statements, the defendants violated the antifraud provisions of Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities and Exchange Act of 1934 and Rule 10b-5 thereunder. For further information see LR-15869. Zappa International Corporation, al., Civil et 98-CV-213-B, USDC Wyo.] (LR-15984)

INVESTMENT COMPANY ACT RELEASES

NOTICES OF DEREGISTRATIONS UNDER THE INVESTMENT COMPANY ACT

For the month of November 1998, a notice has been issued giving interested persons until December 15, 1998, to request a hearing on any of the following applications for an order under Section 8(f) of the Investment Company Act declaring that the applicant has ceased to be an investment company:

Management of Managers Short Term Municipal Bond Fund [File No. 811-3747]

Management of Managers Fixed Income Fund [File No. 811-3748] Management of Managers Income Equity Fund [File No. 811-3750] (Rel. IC-23542 - November 20)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the <u>Philadelphia Stock Exchange</u> (SR-Phlx-98-48) to list for trading European-style, cash-settled options on The Street.com Internet Index has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposed rule change is expected in the <u>Federal Register</u> during the week of November 23. (Rel. 34-40685)

PROPOSED RULE CHANGE

The <u>Pacific Exchange</u> filed a proposed rule change (SR-PCX-98-52) to amend its Rule 2.6(e). On November 3, 1998, the Exchange filed an amendment. The proposed rule change would modify and clarify

guidelines for the prevention of the misuse of material, non-public information by the Exchange members. Publication of the proposal is expected in the <u>Federal Register</u> during the week of November 23. (Rel. 34-40686)

PARTIAL ACCELERATED APPROVAL OF A PROPOSED RULE CHANGE

The Commission has granted partial accelerated approval of a proposed rule change (SR-CHX-98-21) filed by the <u>Chicago Stock Exchange</u> relating to the automatic stopping of market orders under the "pending auto stop" program. Publication of the order is expected in the <u>Federal Register</u> during the week of November 23. (Rel. 34-40687)

AMENDMENT TO PROPOSED RULE CHANGE

The <u>New York Stock Exchange</u> filed Amendment No., 2 to a proposed rule change (SR-NYSE-97-31) to amend its Rule 500 to revise the procedures a NYSE-listed company must follow to delist its common stock from the NYSE. Publication of the amendment is expected in the <u>Federal Register</u> during the week of November 23. (Rel. 34-40688)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the <u>National Association of Securities Dealers</u> (SR-NASD-98-73) to amend Rule 7010 to make permanent its current monthly pilot fee for subscribers who receive Nasdaq Level 1 and Last Sale data through automated voice response services. Publication of the proposal is expected in the Federal Register during the week of November 23. (Rel. 34-40689)

DELISTINGS GRANTED

An order has been issued granting the application of the <u>New York Stock Exchange</u> to strike from listing and registration National Auto Credit, Inc., Common Stock, \$0.10 Par Value. (Rel. 34-40692)

An order has been issued granting the application of the <u>American Stock Exchange</u> to strike from listing and registration Oncor, Inc., Common Stock, \$.01 Par Value. (Rel. 34-40693)

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-1 DELPHI AUTOMOTIVE SYSTEMS CORP, 5725 DELPHI DRIVE, TROY, MI 48098 (248) 813-2000 \$1,500,000,000 COMMON STOCK. (FILE 333-67333 NOV. 16) (BR. 5 NEW ISSUE)
- S-3 IMCLONE SYSTEMS INC/DE, 180 VARICK ST, NEW YORK, NY 10014 (212) 645-1405 - 1,731,497 (\$14,665,780) COMMON STOCK. (FILE 333-67335 - NOV. 16) (BR. 1)
- S-8 LAWTER INTERNATIONAL INC, ONE TERRA WAY, 8601 95TH STREET, KENOSHA, WI 53412 (414) 947-7300 800,000 (\$7,624,531) COMMON STOCK. (FILE 333-67337 NOV. 16) (BR. 6)
- N-2 HIGH YIELD PLUS FUND INC, GATEWAY CENTER THREE 100 MULBERRT ST, NEWARK, NJ 07102 (201) 367-1495 3,800,000 (\$28,044,000) COMMON STOCK. (FILE 333-67339 NOV. 16) (BR. 18)
- S-8 TITAN CORP, 3033 SCIENCE PARK RD, SAN DIEGO, CA 92121 (619) 552-9500 822,569 (\$4,189,960.80) COMMON STOCK. (FILE 333-67341 NOV. 16) (BR. 3)
- S-4 FBR ASSET INVESTMENT CORP MD, POTOMAC TOWER, 1001 NINETEENTH ST NORTH, ARLINGTON, VA 22209 (703) 469-1000 - 9,150,000 (\$155,550,000) COMMON STOCK. (FILE 333-67343 - NOV. 16) (BR. 8 - NEW ISSUE)
- SB-2 PORTFOLIO BOOST III LP, 1 S 121 CANTIGNY, DUPAGE COUNTY, WINFIELD, IL 60190 (630) 231-7103 25,000,000 (\$25,000,000) COMMON STOCK. (FILE 333-67345 NOV. 16) (BR. 9 NEW ISSUE)
- S-8 CHUBB CORP, 15 MOUNTAIN VIEW RD P 0 BOX 1615, WARREN, NJ 07061 (980) 580-2000 - 50,000,000 (\$50,000,000) COMMON STOCK. (FILE 333-67347 - NOV. 16) (BR. 1)
- S-8 HELEN OF TROY LTD, 6827 MARKET AVE, EL PASO, TX 79915 (915) 779-6363 3,000,000 (\$44,906,250) COMMON STOCK. (FILE 333-67349 NOV. 16) (BR. 2)
- S-3 MEDICAL GRAPHICS CORP /MN/, 350 OAK GROVE PKWY, ST PAUL, MN 55127 (612) 484-4874 3,140,908 (\$1,123,958) COMMON STOCK. (FILE 333-67353 NOV. 16) (BR. 5)
- S-3 FAXSAV INC, 399 THORNALL ST, EDISON, NJ 08837 (908) 906-2000 375,000 (\$1,265,625) COMMON STOCK. (FILE 333-67355 NOV. 16) (BR. 7)
- S-8 ROCKY SHOES & BOOTS INC, 39 EAST CANAL STREET, NELSONVILLE, OH 45764 (614) 753-1951 500,000 (\$3,562,500) COMMON STOCK. (FILE 333-67357 NOV. 16) (BR. 2)
- S-4 ROSLYN BANCORP INC, 1400 OLD NORTHERN BLVD, ROSLYN, NY 11576 (516) 621-6000 - 19,609,546 (\$614,023,910) COMMON STOCK. (FILE 333-67359 - NOV. 16) (BR. 7)
- S-3 HUDSON HOTELS CORP, ONE AIRPORT WAY STE 200, ROCHESTER, NY 14624 (716) 436-6000 200,000 (\$418,750) COMMON STOCK. (FILE 333-67361 NOV. 16) (BR. 8)
- S-1 MOMENTUM BUSINESS APPLICATIONS INC, 1301 HARBOR BAY BLVD, ALAMEDA, CA 94502 (925) 694-2514 4,750,000 (\$300,000,000) COMMON STOCK. (FILE 333-67363 NOV. 16) (NEW ISSUE)
- S-8 FNB FINANCIAL SERVICES CORP, 202 SOUTH MAIN ST, P.O. BOX 2037, REIDSVILLE, NC 27320 (336) 342-3346 188,432 (\$3,484,327) COMMON STOCK. (FILE 333-67365 NOV. 16) (BR. 7)
- S-8 PECO ENERGY CO, 2301 MARKET ST, P O BOX 8699, PHILADELPHIA, PA 19101 (215) 841-4000 2,500,000 (\$101,015,000) COMMON STOCK. (FILE 333-67367 NOV. 16) (BR. 2)
- S-8 HELEN OF TROY LTD, 6827 MARKET AVE, EL PASO, TX 79915 (915) 779-6363 500,000 (\$7,484,375) COMMON STOCK. (FILE 333-67369 NOV. 17) (BR. 2)
- S-3 COVOL TECHNOLOGIES INC, 3280 N FRONTAGE RD, LEHI, UT 84043 (801) 768-4481 5,702,420 (\$32,275,697) COMMON STOCK. (FILE 333-67371 NOV. 17) (BR. 4)

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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.
- Item 9. Regulation S Offerings.

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NAME OF ISSUER	CODE	1	2	3	4	5	6	7	8	9	DATE	COMMENT
ADC TELECOMMUNICATIONS INC	MN		x					х			11/05/9	8
AFFINITY GROUP INC	DE					X		X			11/18/9	8
ALAMO GROUP INC	DE					X		X			11/18/9	8
ALEXANDRIA REAL ESTATE EQUITIES INC	MD		X			X		X			11/20/9	8
AMERICAN GENERAL VENTURES INC	NV					X					10/30/9	8 AMEND
AMRESCO COMMERCIAL MORTGAGE FUNDING I CORP	DE					X		x			11/17/9	8
ANICOM INC	DE		х								11/20/9	8 AMEND
ARROW MAGNOLIA INTERNATIONAL INC	TX				х						11/18/9	8
BA MASTER CREDIT CARD TRUST /								х			10/31/9	8
BA MORTGAGE SECURITIES INC/	DE							х			11/20/9	8
BANC ONE ABS CORP	OH					Х		х			11/16/9	8
BANC ONE AUTO GRANTOR TRUST 1996-A	NY					Х		X			11/16/9	8
BANK ONE CORP	DE							Х			11/20/9	8
BASE TEN SYSTEMS INC	NJ					Х		X			11/13/9	8
BELCO OIL & GAS CORP	NV	Х									11/10/9	8
BESTFOODS	DE					Х		х			11/20/9	8
BIO VASCULAR INC	MN							Х			07/31/9	8 AMEND
BONNEVILLE PACIFIC CORP	DE			х							09/30/9	8
BOSTON CHICKEN INC	DE					Х					11/19/9	8
CABOT CORP	DE					X		Х			11/20/9	8
CCA PRISON REALTY TRUST	MD					X					11/20/9	8
CHILDRENS COMPREHENSIVE SERVICES IN C	TN							x			11/20/9	8 AMEND
CISCO SYSTEMS INC	CA					Х		х			11/02/9	8
CISCO SYSTEMS INC	CA					х		х			11/04/9	
COMMERCIAL MORTGAGE PASS THROUGH CE RT SERIES 1998 GL II	DE	х									11/20/9	
COMPX INTERNATIONAL INC	DE					v		v			11/10/0	0
CONTINENTAL AIRLINES INC /DE/	DE					X		X			11/19/9	
CORRECTIONS CORPORATION OF AMERICA								Y			11/20/9	
	TN					Х		.,			11/20/9	
COYOTE SPORTS INC	NV					v		Х				8 AMEND
CRESTED CORP	CO					X		v			10/22/9	
CWABS INC	DE	v				Х		Х			11/20/9	
DEUTSCHE MORTGAGE & ASSET RECEIVING CORP SERIES 1998-C1	DE	Х									11/20/9	ម
EMC INSURANCE GROUP INC	IA					X					11/20/9	8

STATE 8K ITEM NO.

CODE 1 2 3 4 5 6 7 8 9 DATE COMMENT

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	STATE			8K ITEM			N	ο.			
NAME OF ISSUER	CODE		2						9	DATE	COMMENT
NOVELL INC	DE	X								10/30/9	8
OGE ENERGY CORP	OK					X	X			11/20/9	8
OPTEL INC	DE					Х	X			11/13/9	8
PARTNERS FIRST RECEIVABLES FUNDING LLC	DE					х	х			11/16/9	8
PDG ENVIRONMENTAL INC	DE		X				X			11/09/9	8
PETROCORP INC	TX					X	Х			11/12/9	8
PHILIP SERVICES CORP						X				11/20/9	8
RECKSON SERVICES INDUSTRIES INC	DE		X			X	X			11/05/9	8
RESIDENTIAL ACCREDIT LOANS INC	DE					Х	Х			11/20/9	8
RESIDENTIAL ASSET SECURITIES CORP	DE					Х	X			11/20/9	8
RESIDENTIAL FUNDING MORTGAGE SECURI	DE					Х	Х			11/20/9	8
TIES I INC											
RESIDENTIAL FUNDING MORTGAGE SECURI	DE					Х	X			11/20/9	8
TIES II INC											
SAF T LOK INC	FL	Х								04/16/9	7 AMEND
SAVOIR TECHNOLOGY GROUP INC/DE	DE						X			09/08/9	8 AMEND
SAXTON INC	NV	X				Х				11/20/9	8
SEAGRAM CO LTD	CA						X			11/13/9	8
SMITHFIELD FOODS INC	DE					Х				11/18/9	8
STAGE STORES INC	DE					Х	X			11/19/9	8
STORAGE USA INC	TN					Х	X			11/12/9	8
STRUCTURED ASSET SECURITIES CORP SE	DE	Х								11/20/9	8
RIES 1998-C1											
SUSA PARTNERSHIP LP	TN					Х	Х			11/12/9	8
TORCHMARK CORP	DE		х				Х			11/20/9	8
TORCHMARK CORP	DE		х				Х			11/20/9	8 AMEND
US ENERGY CORP	WY					X				10/22/9	8
USA TALKS COM INC	NV	х								07/28/9	8
VERIO INC	DE					х	X			11/20/9	8
WESTOWER CORP	WA		х				х			11/10/9	8
WSFS FINANCIAL CORP	DE					Х	Х				8 AMEND
WSFS FINANCIAL CORP	DE					X	X			11/30/9	8

X 11/20/98

XTRA CORP /DE/