

SEC NEWS DIGEST

Issue 96-109

June 11, 1996

COMMISSION ANNOUNCEMENTS

CLOSED MEETING - WEDNESDAY, JUNE 19, 1996 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Wednesday, June 19, 1996, at 10:00 a.m., will be: Institution and settlement of administrative proceedings of an enforcement nature; Institution and settlement of an injunctive action.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 942-7070.

ENFORCEMENT PROCEEDINGS

FINAL JUDGMENT ENTERED AGAINST RONALD COHEN

The Commission announced that on December 22, 1995, a final judgment as to Ronald A. Cohen (Cohen) was entered in United States District Court for the Northern District of Texas. The final judgment orders Cohen to pay disgorgement in the amount of \$1,140,000, representing the benefits he received from the conduct alleged in the Commission's complaint, plus pre-judgment in the amount of \$181,468; however, based on Cohen's demonstrated financial inability to pay, payment of the disgorgement amount plus prejudgment interest was waived. Further, based on Cohen's financial inability to pay, the Court did not order him to pay a civil penalty.

Cohen is currently in federal prison serving 55 months in confinement with three years supervised release for conducting an investment business in which he defrauded investors by lying to investors about the value of their accounts and telling investors he had made certain trades in their accounts when he had not.

The criminal charges against Cohen were based on the same activities alleged in a civil injunctive action brought by the Commission on November 10, 1993, in which Cohen consented to the entry of an order of permanent injunction enjoining him from further violations of the broker-dealer registration and antifraud provisions of the federal securities laws. [SEC v. Ronald A. Cohen, 3:93-CV-2257-T, USDC/ND, TX, Dallas Division] (LR-14940)

AMENDED FINAL JUDGMENT ENTERED AS TO JAMES STEWART

The Commission announced that on March 4, 1996, in U.S. District Court for the Northern District of Texas, an amended final judgment was entered as to defendant James F. Stewart. On May 24, 1994 the District Court had adopted the findings and recommendations of a Magistrate judge and entered a final judgment in favor of the Commission directing Stewart to disgorge \$513,784. Subsequently, upon receiving proof from Stewart that he is financially unable to pay the full disgorgement amount, the Commission accepted Stewart's offer to pay \$55,000 of the disgorgement amount provided the remaining \$458,784 be waived. The \$55,000 has since been paid directly to the court-appointed receiver in this matter. [SEC v. Maxwell C. Huffman, Jr., et al., Civil Action No. 3:90-CV-2036-H, USDC/ND TX, Dallas] (LR-14941)

COMMISSION FILES ACTION ALLEGING FRAUDULENT OFFERING OF SECURITIES ON INTERNET BY OCTAGON AND PRINCIPALS

The Commission announced that it filed a complaint in the United States District Court for the District of Columbia against Octagon Technology Group, Inc. (Octagon) and its former principals Michael J. Tidd (Tidd) and Jeffrey L. Punzel alleging that they violated the antifraud provision of the Securities Act of 1933, Section 17(a), by offering non-existent securities through the World Wide Web component of the Internet.

The complaint alleges that the Defendants offered, via pages linked to the World Wide Web, "hard currency" bonds of Agency For Interamerican Finance (AIF), a now-dissolved shell subsidiary of Octagon, that were purportedly guaranteed by Group American Pacific Financial, Ltd., S.A. (APF), another defunct Octagon shell subsidiary. The Web pages claimed that the non-existent bonds would pay investors high returns, and included equally false claims about the business operations and management of AIF which, like APF, had no business operations or assets. The pages further urged investors to send money to an Antigua, West Indies, mail drop that had been instructed to forward all mail to Octagon's Schaumburg, Illinois, headquarters. The Defendants consented to the entry of Final Judgments enjoining them from committing future violations of Section 17(a). In addition, Tidd agreed to pay a civil penalty of \$5,000. [SEC v. Octagon Technology Group, Inc., Michael J. Tidd, and Jeffrey L. Punzel, Civil Action No. 96-1299, D.D.C. June 11, 1996, JR] (LR-14942)

HOLDING COMPANY ACT RELEASES

CENTRAL POWER AND LIGHT COMPANY, ET AL.

A notice has been issued giving interested persons until July 1 to request a hearing on a proposal by Central Power and Light Company, Public Service Company of Oklahoma and West Texas Utilities Company (collectively, Applicants), each a wholly owned subsidiary company of Central and South West Corporation, a registered holding company. Applicants propose, through December 31, 1999, to incur obligations in connection with the issuance of up to \$113.3 million aggregate principal amount of pollution control revenue bonds (New Bonds) in one or more series; obtain credit enhancement for the New Bonds, which could include bond insurance, a letter of credit or a liquidity facility; issue first mortgage bonds (First Mortgage Bonds) as security for the payment of the New Bonds; deviate from the Commission's Statement of Policy Regarding First Mortgage Bonds; and use hedging products to manage interest rate risk or lower their interest rate costs. (Rel. 35-26530)

NEW ENGLAND ELECTRIC SYSTEM

A notice has been issued giving interested persons until July 1 to request a hearing on a proposal by New England Electric System (NEES), a registered holding company. NEES requests authority through December 31, 1999 to establish a subsidiary (NEES Trans), which would assume operational control of transmission assets owned by associate companies in the NEES system. Additionally, NEES requests authority through December 31, 1999 to make capital contributions and/or subordinated loans of up to \$10 million to NEES Trans. NEES further requests authority through October 31, 1997 for NEES Trans to participate in the NEES Money Pool and to borrow on a short-term basis from banks. Amounts borrowed from the Money Pool and from banks will not exceed \$15 million in aggregate outstanding principal amount. (Rel. 35-26530)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The American Stock Exchange filed a proposed rule change (SR-Amex-96-16) to permanently adopt amendments to Amex Rule 170 that permit a specialist to effect liquidating transactions under certain circumstances. Publication of the proposal is expected in the Federal Register during the week of June 10. (Rel. 34-37288)

WITHDRAWAL GRANTED

An order has been issued granting the application of Santa Fe Pacific Gold Corporation to withdraw from listing and registration on its Common Stock, \$.01 Par Value on the Chicago Stock Exchange. (Rel. 34-37295)

WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until July 1 to comment on the application of Del Global Technologies Corp. to withdraw from listing and registration on the American Stock Exchange its Common Stock, \$.10 Par Value. (Rel. 34-37296)

A notice has been issued giving interested persons until July 1 to comment on the application of Disc Graphics, Inc. to withdraw from listing and registration on the American Stock Exchange its Common Stock, \$.01 Par Value. (Rel. 34-37927)

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-3 ZALE CORP, 901 W WALNUT HILL LN, IRVING, TX 75038 (214) 580-4000 - 8,016,750 (\$155,324,532) COMMON STOCK. (FILE 333-5131 - JUN. 04) (BR. 9)
- S-3 BUCKEYE CELLULOSE CORP, 1001 TILLMAN ST, PO BOX 8407, MEMPHIS, TN 38108 (901) 320-8100 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-5135 - JUN. 04) (BR. 8)
- S-3 PRIDE PETROLEUM SERVICES INC, 1500 CITY W BLVD STE 400, HOUSTON, TX 77042 (713) 871-8567 - 5,750,000 (\$99,546,875) COMMON STOCK. (FILE 333-5137 - JUN. 04) (BR. 3)
- S-3 BUCKEYE CELLULOSE CORP, 1001 TILLMAN ST, PO BOX 8407, MEMPHIS, TN 38108 (901) 320-8100 - 3,045,157 (\$76,699,892) COMMON STOCK. (FILE 333-5139 - JUN. 04) (BR. 8)
- S-8 CENTERPOINT PROPERTIES CORP, 401 N MICHIGAN AVE, STE 3000, CHICAGO, IL 60611 (312) 346-5600 - 900,416 (\$21,835,088) COMMON STOCK. (FILE 333-5141 - JUN. 04) (BR. 5)
- S-8 NEOPROBE CORP, 425 METRO PLACE N, STE 400, DUBLIN, OH 43017 (614) 793-7500 - 1,500,000 (\$25,410,000) COMMON STOCK. (FILE 333-5143 - JUN. 04) (BR. 4)

REGISTRATIONS, CONT.

- S-8 CROSSMANN COMMUNITIES INC, 9202 N MERIDIAN ST, STE 300, INDIANAPOLIS, IN 46260 (317) 843-9514 - 47,619 (\$1,000,000) COMMON STOCK. (FILE 333-5147 - JUN. 04) (BR. 9)
- S-8 FIRST FINANCIAL BANCORP /OH/, THIRD & HIGH ST, HAMILTON, OH 45011 (513) 867-4700 - 200,000 (\$6,450,000) COMMON STOCK. (FILE 333-5151 - JUN. 04) (BR. 1)
- S-8 SAPIENT CORP, ONE MEMORIAL DR, CAMBRIDGE, MA 02142 (617) 621-0200 - 150,000 (\$6,750,000) COMMON STOCK. (FILE 333-5155 - JUN. 04) (BR. 9)
- S-3 COLLINS & AIKMAN CORP, 8320 UNIVESITY EXECUTIVE PARK, SUITE 102, P O BOX 4056, CHARLOTTE, NC 28262 (704) 548-2350 - STRAIGHT BONDS. (FILE 333-5159-01 - JUN. 04) (BR. 10)
- S-8 GYNECARE INC, 235 CONSTITUTION DRIVE, MENLO PARK, CA 94025 (415) 614-2500 - 1,018,360 (\$6,537,751) COMMON STOCK. (FILE 333-5161 - JUN. 04) (BR. 8)
- S-8 CAIRN ENERGY USA INC, 8235 DOUGLAS AVE STE 1221, DALLAS, TX 75225 (214) 369-0316 - 870,000 (\$10,222,500) COMMON STOCK. (FILE 333-5165 - JUN. 04) (BR. 3)
- S-4 JMC GROUP INC, 9710 SCRANTON ROAD SUITE 100, SAN DIEGO, CA 92121 (619) 450-0055 - 26,972,091 (\$7,319,309) COMMON STOCK. 3,758,131 (\$3,758,131) PREFERRED STOCK. 210,754 (\$200,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 333-5167 - JUN. 04) (BR. 10)
- S-3 CONCURRENT COMPUTER CORP/DE, 2 CRECENT PLACE, OCEANPORT, NJ 07757 (908) 870-4500 - 14,000,000 (\$40,250,000) COMMON STOCK. (FILE 333-5169 - JUN. 04) (BR. 10)
- S-3 H E R C PRODUCTS INC, 3622 N 34TH AVE, PHOENIX, AZ 85017 (602) 233-2212 - 7,063,784 (\$13,650,473.12) COMMON STOCK. (FILE 333-5175 - JUN. 04) (BR. 2)
- S-8 STAR MULTI CARE SERVICES INC, 99 RAILROAD PLAZA, SUITE 208, HICKSVILLE, NY 11801 (718) 488-7300 - 50,562 (\$293,553.63) COMMON STOCK. (FILE 333-5177 - JUN. 04) (BR. 6)
- S-4 THERMO ELECTRON CORP, 81 WYMAN ST, P O BOX 9046, WALTHAM, MA 02254 (617) 622-1000 - 1,567,961 (\$7,468,000) COMMON STOCK. (FILE 333-5179 - JUN. 04) (BR. 8)
- S-3 EXCALIBUR TECHNOLOGIES CORP, 1921 GALLOWS ROAD, SUITE 200, VIENNA, VA 22182 (703) -76-1-37 - 50,095 (\$976,852.50) COMMON STOCK. (FILE 333-5185 - JUN. 04) (BR. 10)
- S-3 PRIME MEDICAL SERVICES INC /TX/, 1301 CAPITAL OF TEXAS HWY, SUITE C-300, AUSTIN, TX 78746 (512) 328-2892 - 11,393,326 (\$200,807,370.75) COMMON STOCK. (FILE 333-5189 - JUN. 04) (BR. 6)
- S-3 CORE INDUSTRIES INC, PO BOX 2000, 500 NORTH WOODWARD, BLOOMFIELD HILLS, MI 48304 (313) 642-3400 - 857,283 (\$12,593,487) COMMON STOCK. (FILE 333-5195 - JUN. 04) (BR. 8)
- S-8 ENCORE COMPUTER CORP /DE/, 6901 W SUNRISE BLVD, PLANTATION, FL 33313 (305) 587-2900 - 12,000,000 (\$39,937,500) COMMON STOCK. (FILE 333-5197 - JUN. 04) (BR. 10)
- S-3 BANKAMERICA MORTGAGE SECURITIES INC, 345 MONTGOMERY ST, LOWER LEVEL 2, SAN FRANCISCO, CA 94104 (415) 622-8130 - 290,000 (\$290,000) MORTGAGE BONDS. (FILE 333-5201 - JUN. 04) (NEW ISSUE)