

SEC NEWS DIGEST

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ENFORCEMENT PROCEEDINGS

CEASE-AND-DESIST ORDER ENTERED AGAINST CORTLAND FIRST FINANCIAL CORPORATION, DONALD AMES AND FREDERICK COMPAGNI, SR.

The Commission announced the issuance of an Order pursuant to Section 21C of the Securities Exchange Act of 1934 (Exchange Act) against Cortland, requiring it to cease and desist from committing or causing any violations of, or any future violations of, Sections 13(a) and 14(a) of the Exchange Act, and Rules 13a-1 and 14a-3 thereunder; and Ames and Compagni, requiring them to cease and desist from committing or causing any violations of, or any future violations of, Section 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 promulgated thereunder. The respondents, without admitting or denying the allegations in the Commission's Order, consented to its entry. Cortland is a bank holding company whose wholly owned subsidiary and only operating entity is First National Bank of Cortland. Ames has been a member of Cortland's Board of Directors since 1986. Compagni was a director of Cortland from 1980 to March 28, 1994, when he retired. The shares of Cortland are traded in the over-the-counter market.

The Order finds that Cortland's current and former officers and directors failed to timely file with the Commission Forms 3, 4 and 5 for the period February 1987 through May 9, 1996. Cortland's Annual Reports on Forms 10-K filed with the Commission for the fiscal years ended December 31, 1991 through December 31, 1995, contain no disclosure required by Item 405 of Regulation S-K regarding the compliance of its officers and directors with Section 16(a) of the Exchange Act. Cortland's Definitive Proxy Statements filed with the Commission for its meetings of shareholders, at which directors were elected, on March 22, 1993, March 28, 1994, March 27, 1995 and March 25, 1996, contain no such Item 405 disclosure; Ames failed to timely file a Form 3, twenty-three Forms 4, and five Forms 5; and Compagni failed to timely file a Form 3, nineteen Forms 4, and three Forms 5. The combined value of respondent's stock transactions in late Form 4 filings for Cortland is approximately \$975,000, \$521,940, and \$169,882, respectively. (Rel. 34-38192)

COURT ENTERS PERMANENT INJUNCTION AND ORDERS \$400,000 DISGORGEMENT AGAINST DEFENDANT IN INJUNCTIVE ACTION TO HALT PRIME BANK SCHEME

The Commission announced that the U.S. District Court for the District of Maine entered a final judgment of permanent injunction and disgorgement against Ellis Deyon of Houston, Texas, with his consent, on January 14, 1997. The Commission also announced the prior entry of final judgments by default against William Hanke and Dove Investment Group, Inc., both of Orlando, Florida.

The final judgments against Deyon, Hanke and Dove enjoin them from violating the general antifraud and broker-dealer registration provisions of the federal securities laws. The final judgment entered against Deyon also requires him to disgorge \$407,000 of his ill-gotten gain of approximately \$512,000, waiving the remainder based upon his demonstrated inability to pay.

The Commission's action, filed July 25, 1995, alleged that defendants fraudulently induced investments by promising a risk-free annual return of up to 300% to investors from a "special" Mexican bank account that they represented earned 1020% annually by trading in "Prime Bank" instruments. The Commission further alleged, however, that the bank account earned no such extraordinary return and "Prime Bank" instruments do not exist.

The Commission's action is continuing against Bradley T. Gullett and Sherwood H. Craig and against Hanke and Dove as to the amount of disgorgement they will be required to pay. [SEC v. Deyon, et al., Civil Action No. 95-0164-B, D. Me.] (LR-15222)

WILLIAM DILLON ENJOINED

The Commission announced that on December 23 the Honorable Richard G. Stearns of the U.S. District for the District of Massachusetts issued a Final Judgment of Permanent Injunction against William P. Dillon (Dillon). Dillon, who consented to the entry of the judgment without admitting or denying the Commission's allegations, was enjoined from further violations of the antifraud provisions of the federal securities laws; barred from purchasing or selling securities on margin; and ordered to disgorge \$235,498.94, plus prejudgment interest thereon.

The complaint, filed on June 19, 1996, alleged that Dillon deceived several broker-dealers by conducting a fraudulent margin trading scheme. The complaint alleged that Dillon, in order to evade a 1990 five-year margin trading bar, impersonated a maintenance man he employed to open margin accounts and place trades. According to the complaint, Dillon made the trades without an intention or the means to pay for the trades if large losses resulted. In June 1995, Dillon was unable to meet his obligations in one of the accounts. Consequently, the broker-dealer through which Dillon had traded sustained losses of approximately \$219,000. [SEC v. William P. Dillon, No. 96-11265-RGS, D. Mass.] (LR-15224)

GARY BERUS AND ROBERT HARPER ENJOINED

The Commission announced that on January 3rd Judge Nancy G. Edmunds of the United States District Court for the Eastern District of Michigan entered Orders of Permanent Injunction (Orders) against Gary W. Berus (Berus) and Robert W. Harper (Harper) enjoining them from further violations of the antifraud provisions of the federal securities laws and ordering an accounting, disgorgement and civil penalties. The Court will set the specific amount of disgorgement and civil penalties in a subsequent hearing. Berus and Harper consented, without admitting or denying the allegations in the Commission's complaint, to the entry of the Orders.

The Commission's complaint, filed on September 30, 1996, alleged that from approximately 1990 through 1994, Berus and Harper, along with their sales agents, defrauded a total of approximately 120 investors through the offer and sale of \$3 million in fictitious certificates of deposit issued by a purported international bank, Century Security Bank and Trust, Ltd., and interests in two investment clubs, the Profit Masters Group and Meca International, Inc. (Meca). In connection therewith, misrepresentations and omissions of material facts were made concerning the legitimacy of the investments, the returns to be expected, the risks involved, the commissions received and the use of investor proceeds. [SEC v. Gary W. Berus, et. al, E.D. Michigan, Civil Action No. 96-CV-74524] (LR-15225)

INVESTMENT COMPANY ACT RELEASES

MERRILL LYNCH GLOBAL INSTITUTIONAL SERIES, INC.

A notice has been issued giving interested persons until February 18 to request a hearing on an application filed by Merrill Lynch Global Institutional Series, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-22476 - January 21)

BEACON HILL MUTUAL FUND, INC.

A notice has been issued giving interested persons until February 18 to request a hearing on an application filed by Beacon Hill Mutual Fund, Inc. for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-22475 - January 21)

HOLDING COMPANY ACT RELEASES

PUBLIC SERVICE COMPANY OF COLORADO

A notice has been issued giving interested persons until February 17

to request a hearing on a request by Public Service Company of Colorado (PSCo), an exempt holding company, in connection with its proposed acquisition, through one or more special purpose subsidiaries, of a public utility company operating exclusively outside the United States (Foreign Utility). PSCo seeks an order of the Commission declaring that Foreign Utility is exempt from the Act under Section 3(b). (Rel. 35-26649)

UNITIL CORPORATION, ET AL.

A supplemental order has been issued releasing jurisdiction and authorizing a proposal by Unitil Corporation, a registered holding company, its wholly-owned non-utility subsidiary, Unitil Resources, Inc. (URI), and its wholly-owned service company subsidiary, Unitil Service Corp. In the initial order in this file, the Commission reserved jurisdiction over retail energy marketing in states other than Massachusetts and New Hampshire pending completion of the record. The Commission is now releasing jurisdiction and authorizing URI to engage in retail energy marketing nationwide to the extent permitted or authorized by state law and/or state commission orders. (Rel. 35-26650)

ALLEGHENY POWER SYSTEM, INC, ET AL.

An order has been issued authorizing Allegheny Power System, Inc. (APS), a registered holding company, and its nonutility subsidiary company, AYP Capital, Inc., to engage, through December 31, 1999, in the marketing, selling, and acquisition and installation of a new type of heat pump to and for, nonassociated industrial, commercial and residential customers located within the five states in which APS' operating subsidiaries provide electric service and the District of Columbia. (Rel. 35-26651)

CONSOLIDATED NATURAL GAS CO., ET AL.

A supplemental order has been issued in the matter regarding CNG Energy Services Corporation (Energy Services), a wholly owned non-utility subsidiary of Consolidated Natural Gas Company (CNG), a registered holding company. The supplemental order provides a reporting requirement that should have been included in a previously issued order (Order) that authorized Energy Services to invest, through December 31, 2001, up to \$250 million to expand its business to market electricity and other energy commodities and to engage in fuel management and other incidental related activities. The Order also authorized CNG and Energy Services to provide up to \$250 million in guarantees or other credit support to subsidiaries that would be formed to market energy commodities. (Rel. 35-26652)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission temporarily approved, on an accelerated basis, a proposed rule change filed by the National Association of Securities Dealers (SR-NASD-97-01). The proposed rule change prohibits a member from cancelling or attempting to cancel a preferenced order within ten seconds after entering such order in the SelectNet Service. In addition, the proposed rule change prohibits members from entering conditional orders in SelectNet if such order is preferenced to an electronic communications network. Publication of the approval order is expected in the Federal Register the week of January 27. (Rel. 34-38185)

The Commission approved a proposed rule change submitted by The Depository Trust Company (SR-DTC-96-21) relating to the reversal of reclamations by issuing and paying agents. (Rel. 34-38186)

PROPOSED RULE CHANGE

The Options Clearing Corporation filed a proposed rule change (SR-OCC-96-18) revising OCC's rules to include limited cross-guarantee agreements. (Rel. 34-38188)

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration Harlyn Products, Inc., Common Stock, Par Value 10¢. (Rel. 34-38184)

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 INTERNATIONAL AIRCRAFT INVESTORS, 3655 TORRANCE BLVD, SUITE 410, TORRANCE, CA 90503 (310) 316-3080 - \$23,000,000 COMMON STOCK. (FILE 333-19875 - JAN. 16) (BR. 7 - NEW ISSUE)
- S-2 FORTUNE PETROLEUM CORP, 515 WEST GREENS ROAD, SUITE 720, HOUSTON, TX 77067 (713) -87-2-11 - 1,041,900 (\$3,885,370) COMMON STOCK. (FILE 333-19877 - JAN. 16) (BR. 4)
- S-3 EVANS WITHYCOMBE RESIDENTIAL INC, 6991 E CAMELBACK RD, STE A-200, SCOTTSDALE, AZ 85251 (602) 840-1040 - STRAIGHT BONDS. (FILE 333-19879 - JAN. 16) (BR. 8)
- S-8 GLOBAL VENTURE FUNDING INC, 2712 ECHO MESA DR, LAS VEGAS, NV 89134 (702) 233-6638 - 100,000 (\$150,000) COMMON STOCK. (FILE 333-19881 - JAN. 16) (BR. 3)
- S-8 DSP COMMUNICATIONS INC, 20300 STEVENS CREEK BLVD, 4TH FLOOR, CUPERTINO,

CA 95014 (408) 777-2700 - 3,000,000 (\$69,375,000) COMMON STOCK. (FILE 333-19883 - JAN. 16) (BR. 3)

S-8 JPM CO, RT 15 N, LEWISBURG, PA 17837 (717) 524-8200 - 300,000 (\$5,664,000) COMMON STOCK. (FILE 333-19885 - JAN. 16) (BR. 6)

S-8 WASTEMASTERS INC, 11940 COMAN RD, WALDRON, MI 49288 (517) 286-6555 - 1,295,000 (\$416,990) COMMON STOCK. (FILE 333-19887 - JAN. 16) (BR. 2)

S-8 THERMO-MIZER ENVIRONMENTAL CORP, 528 ORITAN AVE, RIDGEFIELD, NJ 07657 (201) 941-5805 - 500,000 (\$750,000) COMMON STOCK. (FILE 333-19889 - JAN. 16) (BR. 1)

S-8 UNITED INSURANCE COMPANIES INC, 4001 MCEWEN STE 200, DALLAS, TX 75244 (214) 960-8497 - 2,500,000 (\$75,725,000) COMMON STOCK. (FILE 333-19891 - JAN. 16) (BR. 1)

S-3 ASPECT TELECOMMUNICATIONS CORP, 1730 FOX DR, SAN JOSE, CA 95131 (408) 441-2200 - 490,836 (\$31,352,150) COMMON STOCK. (FILE 333-19893 - JAN. 16) (BR. 3)

S-4 OMNIPOINT CORP \DE\, 2000 NORTH 14TH ST, STE 550, ARLINGTON, VA 22201 (703) 522-7778 - 200,000 (\$200,000,000) STRAIGHT BONDS. (FILE 333-19895 - JAN. 16) (BR. 3)

S-8 CENTURY FINANCIAL CORP, ONE CENTURY PL, ROCHESTER, PA 15074 (412) 774-1872 - 100,000 (\$1,675,000) COMMON STOCK. (FILE 333-19897 - JAN. 16) (BR. 7)

S-8 GLOBAL VILLAGE COMMUNICATION INC, 1144 E ARQUES AVE, BLDG B, SUNNYVALE, CA 94086 (408) 523-1000 - 800,000 (\$2,500,000) COMMON STOCK. (FILE 333-19899 - JAN. 16) (BR. 3)

SB-2 PREMIER CONCEPTS INC /CO/, 3033 S PARKER RD SUITE 120, THE SKY DECK, DENVER, CO 80014 (303) 338-1800 - 9,745,001 (\$12,122,939.70) COMMON STOCK. 110,000 (\$19,800) WARRANTS, OPTIONS OR RIGHTS. 102,041 (\$318,878.12) COMMON STOCK. (FILE 333-19901 - JAN. 16) (BR. 1)

S-8 ROBERDS INC, 1100 EAST CENTRAL AVE, DAYTON, OH 45449 (513) 859-5127 - 25,000 (\$204,687.50) COMMON STOCK. (FILE 333-19903 - JAN. 16) (BR. 2)

S-1 ALEXION PHARMACEUTICALS INC, 25 SCIENCE PARK, STE 360, NEW HAVEN, CT 06511 (203) 776-1790 - 1,675,687 (\$15,289,731.38) COMMON STOCK. (FILE 333-19905 - JAN. 16) (BR. 1)

S-3 DIGITAL MICROWAVE CORP /DE/, 170 ROSE ORCHARD WAY, SAN JOSE, CA 95134 (408) 943-0777 - 2,520,000 (\$72,579,375) COMMON STOCK. (FILE 333-19907 - JAN. 16) (BR. 3)

S-1 FINE HOST CORP, 3 GREENWICH OFFICE PARK, GREENWICH, CT 06831 (203) 629-4320 - 2,300,000 (\$56,350,000) COMMON STOCK. (FILE 333-19909 - JAN. 16) (BR. 2)

SB-2 SELFCARE INC, 200 PROSPECT STREET, WALTHAM, MA 02154 - 2,300,000 (\$29,049,000) COMMON STOCK. (FILE 333-19911 - JAN. 16) (BR. 1)

S-8 QUALITY FOOD CENTERS INC, 10116 NE 8TH ST, P O BOX 3967, BELLEVUE, WA 98004 (206) 462-2210 - 500,000 (\$17,312,500) COMMON STOCK. (FILE 333-19913 - JAN. 16) (BR. 2)

S-8 TRANSKARYOTIC THERAPIES INC, 195 ALBANY STREET, CAMBRIDGE, MA 02138 (617) 349-0200 - 2,242,052 (\$41,758,218) COMMON STOCK. (FILE 333-19915 - JAN. 16) (BR. 1)

S-8 TRANSKARYOTIC THERAPIES INC, 195 ALBANY STREET, CAMBRIDGE, MA 02138 (617) 349-0200 - 231,429 (\$4,310,365) COMMON STOCK. (FILE 333-19917 - JAN. 16) (BR. 1)

S-3 MICROCHIP TECHNOLOGY INC, 2355 W CHANDLER BLVD, CHANDLER, AZ 85224 (601) 786-7200 - 1,150,000 (\$42,621,875) COMMON STOCK. (FILE 333-19919 - JAN. 16) (BR. 6)

- S-3 COMMUNITY FIRST BANKSHARES INC, 520 MAIN AVENUE, FARGO, ND 58124
(701) 298-5600 - 2,400,000 (\$60,000,000) COMMON STOCK. (FILE 333-19921 -
JAN. 16) (BR. 7)
- S-3 HOST MARRIOTT CORP/MD, 10400 FERNWOOD RD, BETHESDA, MD 20817
(301) 380-9000 - 11,000,000 (\$594,000,000) PREFERRED STOCK. (FILE
333-19923 - JAN. 16) (BR. 2)
- S-1 VISUAL NUMERICS INC, 9990 RICHMOND AVENUE, SUITE 400, HOUSTON, TX 77042
(713) 954-6459 - 1,897,500 (\$5,692,250) COMMON STOCK. (FILE 333-19927 -
JAN. 16) (BR. 3 - NEW ISSUE)
- S-3 CHAMPION INTERNATIONAL CORP, ONE CHAMPION PLAZA, STAMFORD, CT 06921
(203) 358-7000 - 400,000,000 (\$400,000,000) STRAIGHT BONDS. (FILE
333-19929 - JAN. 17) (BR. 4)
- S-2 SANCTUARY WOODS MULTIMEDIA CORP, 1825 S GRANT ST, STE 410, SAN MATEO, CA
94402 (415) 286-6000 - 55,482,000 (\$9,986,760) WARRANTS, OPTIONS OR RIGHTS.
(FILE 333-19933 - JAN. 17) (BR. 2)
- S-4 SANCTUARY WOODS MULTIMEDIA CORP, 1825 S GRANT ST, STE 410, SAN MATEO, CA
94402 (415) 286-6000 - 79,323,000 (\$14,278,140) COMMON STOCK. 100,000
(\$5,302,000) PREFERRED STOCK. 5,131,000 (\$3,527,563) COMMON STOCK. (FILE
333-19935 - JAN. 17) (BR. 2)
- S-4 COMPASS BANCSHARES INC, 15 SOUTH 20TH ST, P O BOX 10566, BIRMINGHAM, AL
35233 (205) 933-3000 - 216,000 (\$3,206,000) COMMON STOCK. (FILE 333-19937
- JAN. 17) (BR. 7)