

# SEC NEWS DIGEST

Issue 97-47

March 11, 1997

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## ENFORCEMENT PROCEEDINGS

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### PETITION BY EDWARD FRANKEL DENIED

The Commission has denied the petition of Edward I. Frankel to vacate an August 4, 1972 Commission order which, pursuant to his offer of settlement, barred him from association in a supervisory position with any broker-dealer. The Commission determined that Frankel failed to demonstrate that vacation of the supervisory bar was warranted by "a significant change in circumstances," or because it imposed a "grievous wrong" on him. Further, he failed to demonstrate that the order has caused harm beyond the negative stigma that is simply "a natural consequence of the action." In particular, a recent cease and desist sanction and supervisory restrictions contained in an agreement between Frankel and the Florida State Division of Securities and Investor Protection demonstrate the appropriateness of the continued control afforded by our 1972 order over Frankel's activities in the industry. (Rel. 34-38378)

### SETTLEMENT OF CIVIL ACTION AGAINST GARY SINGER

The Commission today announced the settlement of a pending civil action against Gary Alan Singer (Singer), a former co-chairman of The Cooper Companies, Inc. (Cooper). Singer consented to the entry of a Final Judgment of Permanent Injunction and Other Relief (Final Judgment), based upon the jury verdict and judgment of conviction entered as to him in a related criminal case (U.S. v. Gary Singer, 92 Cr. 964, RJW).

The complaint alleged violations of the antifraud and books and records provisions of the federal securities laws arising from several fraudulent schemes in the market for high yield bonds.

The Final Judgment permanently enjoins Singer from future violations and also permanently enjoins him from holding or acquiring any debt or equity securities of Cooper; voting or attempting to assert control over the voting of any securities of Cooper; future employment or service with Cooper in any capacity whatsoever; attempting in any other way to assert control over or influence the management of Cooper; and acting as an officer or director of a public company.

The Commission previously obtained disgorgement and pre-judgment interest arising from Singer's violations in the amount of \$4,182,994. No civil penalty was imposed against Singer based on his demonstrated inability to pay.

Singer was the last remaining defendant in this matter. The other defendants and relief defendants have all previously settled with the Commission. [SEC v. The Cooper Companies, Inc., et al., Civil Action No. 92-8166, SDNY] (LR-15278)

#### HUBERT LEOPARD AND RICHARD LOPEZ PLEAD GUILTY

The Commission and the United States Attorney for the Southern District of Texas announced that on March 5 Hubert Leon Leopard and Richard E. Lopez pleaded guilty to one count each of securities registration violations of the federal securities laws. Leopard and Lopez were indicted August 14, 1996 based on their involvement in a nationwide solicitation campaign for the purpose of selling unregistered shares of Inferno Snuffers, Inc., (ISI), and Inferno Engineering and Consulting, Inc. (IEC). Sentencing is set for June 5, 1997.

The criminal charges are based on the same activities alleged in a civil injunctive action brought by the Commission on September 30, 1992. The Commission's complaint alleged that ISI and IEC were purportedly marketing "Uni-Snuff", a product claimed to be useful in extinguishing and suppressing fires, and the "Snuffer System", a method of dispensing Uni-Snuff. [United States of America v. Karl L. Dahlstrom, et al., 96-CR-157-ALL, USDC, SD/TX] (LR-15279)

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#### INVESTMENT ADVISERS ACT RELEASES

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#### BRAC ASSOCIATES LIMITED LIABILITY COMPANY, ET AL.

A notice has been issued giving interested persons until April 1 to request a hearing on an application filed by Brac Associates Limited Liability Company and Lexington Capital Partners, L.P. for an order under Section 205(e) of the Investment Advisers Act that would exempt applicants from Section 205(a)(1) of the Advisers Act. Applicants are a limited liability company and a limited partnership that a particular family formed to facilitate and simplify the investment of its assets and multiple trusts established by family members. The order would permit registered investment advisers to charge the applicants performance-based advisory fees. (Rel. IA-1617 - March 7)

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## HOLDING COMPANY ACT RELEASES

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### AMERICAN ELECTRIC POWER COMPANY, INC., ET AL.

A supplemental order has been issued authorizing AEP Energy Services, Inc., a nonutility subsidiary company of American Electric Power Company, Inc., a registered holding company, to pursue project development services, energy management services, and other activities previously authorized, through wholly owned or partly owned subsidiaries formed for that purpose. (Rel. 35-26682)

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## SELF-REGULATORY ORGANIZATIONS

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### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change (SR-CHX-97-04) filed by the Chicago Stock Exchange to codify in its fee schedule the Exchange's collection of SEC transaction fees pursuant to Section 31 of the Securities Exchange Act of 1934 has become effective upon filing with the Commission. Publication of the notice is expected in the Federal Register during the week of March 10. (Rel. 34-38371)

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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.

- F-6 ENERGY CO OF MINAS GERAIS, 111 WALL STREET, C/O CITIBANK N A, NEW YORK, NY 10043 (212) 657-7531 - 100,000,000 (\$5,000,000) FOREIGN GOVERNMENTS ADR (FILE 333-6536 - FEB 27)
- S-8 UNITED HERITAGE CORP, 2 CADDO STREET, CLEBURNE, TX 76031 (817) 641-3681 - 450,000 (\$765,000) COMMON STOCK. (FILE 333-6560 - FEB 24) (BR. 2)
- SB-2 ALPHA RESOURCES INC /DE/, 901 CHESTNUT STREET, SUITE A, CLEARWATER, FL 34616 (813) 447-3620 - 10,000 (\$60,000) COMMON STOCK. 1,000 WARRANTS, OPTIONS OR RIGHTS. 60,000 (\$7,200) COMMON STOCK. (FILE 333-22693 - MAR. 04) (BR. 9 - NEW ISSUE)
- S-3 FOREST CITY ENTERPRISES INC, 10800 BROOKPARK RD, CLEVELAND, OH 44130 (216) 267-1200 (FILE 333-22695 - MAR 04) (BR. 8)
- S-3 BALTIMORE GAS & ELECTRIC CO, GAS & ELECTRIC BLDG, CHARLES CTR, BALTIMORE, MD 21201 (410) 783-5920 - 114,965 (\$3,147,167) COMMON STOCK. (FILE 333-22697 - MAR. 04) (BR. 4)

S-8 AEGIS CONSUMER FUNDING GROUP INC, 525 WASHINGTON BLVD, JERSEY CITY, NJ  
07310 (201) 418-7300 - 1,750,000 (\$2,296,875) COMMON STOCK. (FILE  
333-22699 - MAR. 04) (BR. 7)

S-3 AMERICAN STORES CO /NEW/, 709 E SOUTH TEMPLE, SALT LAKE CITY, UT 84102  
(801) 539-0112 - 17,719,096 (\$796,251,876.50) COMMON STOCK. (FILE  
333-22701 - MAR 04) (BR. 2)

S-3 IONICS INC, 65 GROVE ST, WATERTOWN, MA 02172 (617) 926-2500 - 19,366  
(\$961,038) COMMON STOCK (FILE 333-22703 - MAR. 04) (BR. 5)

S-1 THOUSAND TRAILS INC /DE/, 2711 LBJ FREEWAY, SUITE 200, DALLAS, TX 75234  
(972) 243-2228 - 664,495 (\$458,501.55) COMMON STOCK. (FILE 333-22705 -  
MAR. 04) (BR 5)

S-8 BOISE CASCADE CORP, ONE JEFFERSON SQ, P O BOX 50, BOISE, ID 83702  
(208) 384-6161 - 1,100,000 (\$36,712,500) COMMON STOCK (FILE 333-22707 -  
MAR 04) (BR. 4)

S-4 CIT CAPITAL TRUST I, 1211 AVENUE OF THE AMERICAS, 21ST FLOOR, NEW YORK,  
NY 10036 (212) 536-1950 - 250,000,000 (\$250,000,000) PREFERRED STOCK.  
(FILE 333-22709 - MAR 04) (BR. 7 - NEW ISSUE)

S-1 CN BIOSCIENCES INC, 10394 PACIFIC CENTER COURT, SAN DIEGO, CA 92121  
(619) 450-5600 - 1,150,000 (\$16,675,000) COMMON STOCK. (FILE 333-22711 -  
MAR 04) (BR 1)

S-3 INTERACTIVE INC /DE/, 110 W 40TH ST STE 2100, NEW YORK, NY 10018  
(202) 333-1063 - 10,920,701 (\$32,774,114 87) COMMON STOCK (FILE  
333-22713 - MAR 04) (BR 3)

S-8 N U PIZZA HOLDING CORP, 722 GENEVIEVE ST, STE #G, SOLANA, CA 92075  
(818) 778-0014 - 300,000 (\$45,000) COMMON STOCK. (FILE 333-22715 -  
MAR 04)

S-8 BROOKS AUTOMATION INC, 15 ELIZABETH DRIVE, CHELMSFORD, MA 01824  
(508) 453-1112 - 100,000 (\$1,869,000) COMMON STOCK (FILE 333-22717 -  
MAR 04) (BR 5)

S-8 GRAND HAVANA ENTERPRISES INC, 1990 WESTWOOD BLVD, PENTHOUSE,  
LOS ANGELES, CA 90025 (310) 475-5600 - 651,500 (\$1,700,020) COMMON STOCK  
(FILE 333-22719 - MAR. 04) (BR 9)

S-8 MIDLAND INC, 12528 KIRKHAM CT NOS 6 & 7, POWAY, CA 92064 (619) 679-3290  
- 1,725,000 (\$215,625) COMMON STOCK (FILE 333-22721 - MAR. 04)

S-1 AETNA INSURANCE CO OF AMERICA, 151 FARMINGTON AVENUE, HARTFORD, CT 06156  
(203) 273-0978 - \$250,000,000 COMMON STOCK. (FILE 333-22723 - MAR. 04)  
(BR. 20)

S-3 PALOMAR MEDICAL TECHNOLOGIES INC, 66 CHERRY HILL DR, BEVERLY, MA 01915  
(508) 921-9300 - 2,085,892 (\$18,655,463) COMMON STOCK. (FILE 333-22725 -  
MAR. 04) (BR. 6)

SB-2 AVIATION GROUP INC, 4505 FALLS OF THE NEUSE RD, RALEIGH, NC 27609  
(919) 872-0868 - 5,876,164 (\$45,134,476) COMMON STOCK. 230,000 (\$13,915)  
WARRANTS, OPTIONS OR RIGHTS (FILE 333-22727 - MAR. 04) (BR. 3)

S-6 VAN KAMPEN AMERICAN CAPITAL EQUITY OPPORTUNITY TRUST SER 54,  
ONE PARKVIEW PLAZA, OAKBROOK, IL 60181 (630) 684-6000 - INDEFINITE SHARES.  
(FILE 333-22729 - MAR. 04) (NEW ISSUE)

S-11 CENTERMARK PROPERTIES INC, 611 OLIVE ST, ST LOUIS, MI 63101  
(314) 342-6200 - \$460,000,000 COMMON STOCK. (FILE 333-22731 - MAR. 04)

S-4 BANKERS TRUST NEW YORK CORP, 280 PARK AVE, NEW YORK, NY 10017  
(212) 250-2500 - 250,000 (\$250,000,000) STRAIGHT BONDS. (FILE 333-22733 -  
MAR. 04) (BR 7)

S-3 HNC SOFTWARE INC/DE, 5930 CORNERSTONE CT WEST, SAN DIEGO, CA 92121  
(619) 546-8877 - 1,367,196 (\$34,692,598.50) COMMON STOCK. (FILE 333-22735  
- MAR. 04) (BR. 3)

S-8 FEDERATED DEPARTMENT STORES INC /DE/, 7 W SEVENTH ST, CINCINNATI, OH  
45202 (212) 695-4400 - 75,000 (\$2,620,313) COMMON STOCK (FILE 333-22737 -  
MAR 04) (BR. 2)

S-3 ENRON CORP, 1400 SMITH ST, HOUSTON, TX 77002 (713) 853-6161 - 330,968  
(\$13,176,664) COMMON STOCK. (FILE 333-22739 - MAR. 04) (BR. 4)

S-3 SHELBY WILLIAMS INDUSTRIES INC, 1348 MERCHANDISE MART, CHICAGO, IL 60654  
(312) 527-3593 - 2,300,000 (\$37,806,250) COMMON STOCK (FILE 333-22741 -  
MAR 04) (BR. 6)

S-8 US INDUSTRIES INC, 101 WOOD AVE SOUTH, ISELIN, NJ 08830 (908) 767-0700  
- 157,270 (\$5,760,000) COMMON STOCK. (FILE 333-22743 - MAR. 04) (BR. 6)

S-8 DIAMOND OFFSHORE DRILLING INC, 15415 KATY FREEWAY, HOUSTON, TX 77094  
(713) 492-5300 - 939,016 (\$53,699,977.50) COMMON STOCK (FILE 333-22745 -  
MAR. 04) (BR. 4)

S-3 PHARMACYCLICS INC, 995 EAST ARQUES AVE, SUNNYVALE, CA 94086  
(408) 774-3345 - 1,442,468 (\$27,497,046.25) COMMON STOCK. (FILE 333-22747  
- MAR 04) (BR. 1)

S-8 FORRESTER RESEARCH INC, 1033 MASSACHUSETTS AVENUE, CAMBRIDGE, MA 02138  
(617) 497-7090 - 2,900,000 (\$36,680,010.40) COMMON STOCK (FILE 333-22749  
- MAR 04) (BR 6)

S-8 METRO INFORMATION SERVICES INC, 200 GOLDEN OAK COURT,  
C/O REFLECTIONS II OFFICE BLDG, VIRGINIA BEACH, VA 23452 (757) 486-1900 -  
50,000 (\$915,625) COMMON STOCK (FILE 333-22751 - MAR 04) (BR 2)

S-8 METRO INFORMATION SERVICES INC, 200 GOLDEN OAK COURT,  
C/O REFLECTIONS II OFFICE BLDG, VIRGINIA BEACH, VA 23452 (757) 486-1900 -  
250,000 (\$4,578,125) COMMON STOCK (FILE 333-22753 - MAR 04) (BR. 2)

S-3 RELIASTAR FINANCIAL CORP, 20 WASHINGTON AVENUE SOUTH, MINNEAPOLIS, MN  
55401 (612) 372-5597 - 213,627 (\$12,897,730.13) COMMON STOCK. (FILE  
333-22755 - MAR. 04) (BR 1)

S-1 COLORBUS INC, 18261 MCDURMOTT WEST, IRVINE, CA 92614 (714) 852-1850 -  
\$46,000,000 COMMON STOCK (FILE 333-22757 - MAR. 04) (BR 3 - NEW ISSUE)

S-8 CIRCUIT CITY STORES INC, 9950 MAYLAND DR, RICHMOND, VA 23233  
(804) 527-4000 - 500,000 (\$10,031,500) COMMON STOCK. (FILE 333-22759 -  
MAR 04) (BR. 2)

S-3 SEL-LEB MARKETING INC, 1435 51 ST, NORTH BERGEN, NJ 07047 (201) 864-3116  
- 360,000 (\$2,272,500) COMMON STOCK. (FILE 333-22761 - MAR. 04) (BR. 9)

S-8 SIEBEL SYSTEMS INC, 1885 SOUTH GRANT STREET, SAN MATEO, CA 94402  
(415) 843-5000 - 9,000,000 (\$160,395,601) COMMON STOCK. (FILE 333-22763 -  
MAR. 05) (BR. 3)

S-8 BIG SKY TRANSPORTATION CO, 1601 AVIATION PL,  
BILLING LOGAN INTERNATIONAL AIRPORT, BILLINGS, MT 59105 (406) 245-9449 -  
180,000 (\$213,750) COMMON STOCK (FILE 333-22767 - MAR 04) (BR 5)

S-8 BIG SKY TRANSPORTATION CO, 1601 AVIATION PL,  
BILLING LOGAN INTERNATIONAL AIRPORT, BILLINGS, MT 59105 (406) 245-9449 -  
10,000 (\$11,875) COMMON STOCK. (FILE 333-22769 - MAR 04) (BR. 5)

S-8 BIG SKY TRANSPORTATION CO, 1601 AVIATION PL,  
BILLING LOGAN INTERNATIONAL AIRPORT, BILLINGS, MT 59105 (406) 245-9449 -  
100,000 (\$118,750) COMMON STOCK. (FILE 333-22771 - MAR. 04) (BR. 5)

S-8 BIG SKY TRANSPORTATION CO, 1601 AVIATION PL,  
BILLING LOGAN INTERNATIONAL AIRPORT, BILLINGS, MT 59105 (406) 245-9449 -  
40,000 (\$47,500) COMMON STOCK. (FILE 333-22773 - MAR. 04) (BR. 5)

S-8 BIG SKY TRANSPORTATION CO, 1601 AVIATION PL,  
BILLING LOGAN INTERNATIONAL AIRPORT, BILLINGS, MT 59105 (406) 245-9449 -  
20,000 (\$23,750) COMMON STOCK (FILE 333-22775 - MAR. 04) (BR 5)

- S-8 METRO INFORMATION SERVICES INC, 200 GOLDEN OAK COURT,  
C/O REFLECTIONS II OFFICE BLDG, VIRGINIA BEACH, VA 23452 (757) 486-1900 -  
770,000 (\$14,100,625) COMMON STOCK. (FILE 333-22777 - MAR. 04) (BR. 2)
- S-3 WEBCO INDUSTRIES INC, 201 S WOODLAND DR, SAND SPRINGS, OK 74063  
(918) 241-1000 - 223,732 (\$1,377,350) COMMON STOCK. (FILE 333-22779 -  
MAR. 05) (BR 6)
- S-8 SYBRON CHEMICALS INC, BIRMINGHAM RD, PO BOX 66, BIRMINGHAM, NJ 08011  
(609) 893-1100 - 120,000 (\$2,070,000) COMMON STOCK. (FILE 333-22781 -  
MAR 04) (BR 4)