

SEC NEWS DIGEST

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ENFORCEMENT PROCEEDINGS

DISTRICT COURT ENTERS DEFAULT JUDGMENT AGAINST RELIEF DEFENDANTS WHO RECEIVED PROCEEDS FROM FRAUD COMMITTED BY OFFSHORE FUND AND ITS PROMOTERS

The Commission announced that on April 16 the Honorable Emmet Sullivan, United States District Judge for the District of Columbia, granted the Commission's motion for default judgment against relief defendants Precision Trust, Automotive Concepts (Trust), Academy Equities Trust, Hermes Leasing Trust and Fulfillment Center Trust, and ordered them to disgorge a total of \$760,500, plus prejudgment interest of \$329,822.74. The Court found that these sums represented proceeds from the fraud perpetrated on thousands of United States investors by defendants Banner Fund International, Swiss Trade & Commerce Limited Trust, Lloyd Winburn and Eddy Blackwell, which the relief defendants held in constructive trust for the benefit of the defrauded investors. In two prior rulings, the Court had ordered Banner Fund, Swiss Trade, Winburn and Blackwell to disgorge \$6.5 million they raised from investors, plus prejudgment interest.

From late 1992 through 1994, defendants Winburn and Blackwell, both United States citizens operating first out of Aruba and later from Belize, offered and sold investments in the Banner Fund International Offshore Arbitrage Leveraging Program, which they advertised as an opportunity for the "little guy" to take advantage of "phenomenal" opportunities in the financial markets. Through the vehicle of Banner Fund, under the management of Swiss Trade, Winburn and Blackwell claimed that investors' funds would be leveraged into large profits with little or no room for loss. In fact, after raising at least \$6.5 million from mailings targeted primarily at unsophisticated investors with small amounts of capital to invest, defendants failed to engage in any leverage or arbitrage activity, but instead spent the money on real estate and a shrimp farm in Belize, and on various trusts in the United States engaged in lending money to defendants' relatives and friends. The

Commission sued the trusts as relief defendants in an amended complaint filed September 12, 1997. [SEC v. Banner Fund International, Civil Action No. 94-342, EGS, D.D.C.] (LR-15709)

BENJAMIN BUSH PLEADS GUILTY TO MONEY LAUNDERING

On April 7, Benjamin Bush, an investment adviser pleaded guilty to one count of money laundering (U.S. v. Benjamin Bush, Criminal Action No. 98 CR 35, C.D. Cal.). Bush will be sentenced on June 29, 1998. The Commission obtained Judgments of Permanent Injunction and Other Relief against Bush and his firm on January 24, 1997 based on the same conduct. The defendants consented to the entry of the judgments, which also provide that they will pay disgorgement, prejudgment interest, and civil penalties in amounts subsequently to be determined by the Court, without admitting or denying the Commission's allegations. The complaint alleged that defendants violated Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Sections 204, 206(1), 206(2), 206(4) and 207 of the Advisers Act and Rules 204-1(b)(2), 204-2(a), 204-2(b) and 206(4)-2 thereunder by, among other things, commingling and misappropriating client funds (SEC v. Benjamin Franklin Bush, III, and Ben Bush Investment Management, Inc., Civil Action No. 96-6748, RSWL, Ex, C.D. Cal.). [U.S. v. Benjamin Bush, Criminal Action No. 98 CR 35, C.D. Cal.] (LR-15710)

TEMPORARY RESTRAINING ORDER ENTERED AGAINST UNITED ENERGY PARTNERS, INC., RICHARD QUINN AND SCOTT TUCKER

On January 30, 1998, the Commission obtained an ex parte temporary restraining order and other relief from the Honorable Jorge Solis, U.S. District Court, to halt an ongoing, fraudulent offer and sale of securities by United Energy Partners, Inc., Richard Quinn and Scott Tucker. The complaint alleges that, since 1995, the defendants raised \$7.5 million from 285 investors located in 40 states. The Commission alleges that the defendants made material misrepresentations and omissions in connection with the offer and sale of these securities, including: that investment funds would be used only to drill wells, that United Energy did not receive a carried interest, and that assignments would be recorded upon achieving production. The complaint alleges that the defendants failed to disclose the payment of commissions to salespersons and that preferential treatment had been offered to some investors in certain joint ventures.

The Commission charged all defendants with violating Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5, and charged Tucker with violating Section 15(a) of the Exchange Act. A preliminary

injunction hearing is scheduled for May 4, 1998. [SEC v. United Energy Partners, Inc., et al., 3:98CV0218-R, USDC/ND/TX, Dallas Division] (LR-15711)

INVESTMENT COMPANY ACT RELEASES

DONALDSON, LUFKIN & JENRETTE SECURITIES CORPORATION

An order has been issued on an application filed by Donaldson, Lufkin & Jenrette Securities Corporation (DLJ) under Section 12(d)(1)(J) of the Investment Company Act exempting Trust Enhanced Dividend Securities trusts for which DLJ will serve as a principal underwriter (Trusts) from Section 12(d)(1) of the Act, under Section 6(c) of the Act exempting the Trusts from Section 14(a) of the Act, and under Section 17(b) of the Act exempting DLJ and the Trusts from Section 17(a) of the Act. The order would permit other registered investment companies, and companies excepted from the definition of investment company under Sections 3(c)(1) and (c)(7) of the Act, to own a greater percentage of the total outstanding voting stock (Securities) of the Trusts than that permitted by Section 12(d)(1) of the Act; exempt the Trusts from the initial net worth requirements of Section 14(a) of the Act; and permit the Trusts to purchase U.S. Government securities from DLJ at the time of a Trust's initial issuance of Securities. (Rel. IC-23117 - April 17)

HOLDING COMPANY ACT RELEASES

NEW CENTURY ENERGIES, INC., ET AL.

A notice has been issued giving interested persons until May 12, 1998, to request a hearing on a proposal by New Century Energies, Inc., a registered holding company, and its wholly owned subsidiaries Public Service Company of Colorado (PSCo) and NC Enterprises, Inc. (NC Enterprises). PSCo proposes to transfer to NC Enterprises its interest in New Century International, Inc. (NCI). NCI owns a 50% interest in Yorkshire Power Group Limited, which, through a wholly owned subsidiary, owns a regional electric company operating in the United Kingdom. As consideration for the securities of NCI, NC Enterprises will a note to PSCo. (Rel. 35-26859)

COLUMBIA ENERGY GROUP, ET AL.

A supplemental order has been issued authorizing Columbia Energy Group (Columbia), a gas registered holding company, and certain utility and nonutility subsidiaries, to add an indirect nonutility subsidiary of Columbia, formed under Rule 58, as a new participant to the Columbia intrasystem money pool. (Rel. 35-26860)

SELF-REGULATORY ORGANIZATIONS

WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until May 8, 1998, to comment on the application of P.T. Riau Andalan Pulp and Paper to withdraw the 11 1/2% Guaranteed Secured Notes, due 2000 and 13 1/4% Guaranteed Secured Notes, due 2005 of its subsidiary RAPP International Finance Company B.V. (Rel. 34-39886)

WITHDRAWAL GRANTED

An order has been issued granting the application of Columbus Energy Corp. to withdraw its Common Stock, \$0.20 Par Value, from listing and registration on the Pacific Exchange. (Rel. 34-39887)

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.

Registration statements may be obtained in person or by writing to the Commission's Public Reference Branch at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the following e-mail box address: <public info @ sec>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

F-1 I T INTERNATIONAL THEATRES LTD, 91 MEDINAT HA YEHUDIM ST,
HERZLIA FITUAH, ISREAL, L3 - 2,875,000 (\$34,500,000) FOREIGN COMMON STOCK.
(FILE 333-8628 - APR 10) (BR 5 - NEW ISSUE)

F-1 OPTOMEDIC MEDICAL TECHNOLOGIES LTD, YONI NETANYAHU 3B OR YEHUDA,
60305 ISRAEL, L2 - 6,014,392 (\$23,926,647 50) FOREIGN COMMON STOCK
815,752 (\$2,141,349) WARRANTS, OPTIONS OR RIGHTS 225,000 (\$1,237,500)
FOREIGN COMMON STOCK. 225,000 (\$593,437 50) WARRANTS, OPTIONS OR RIGHTS
(FILE 333-8632 - APR. 10) (BR. 1 - NEW ISSUE)

S-4 BOYKIN LODGING CO, GUILDHALL BLDG 45 W PROSPECT AVE, SUITE 1500,
CLEVELAND, OH 44115 (216) 430-1200 - 3,110,048 (\$72,747,135) COMMON STOCK
(FILE 333-50027 - APR. 14) (BR. 8)

S-3 WHITTMAN HART INC, 311 SOUTH WACKER DR, STE 3500, CHICAGO, IL 60606
(312) 922-9200 - 2,990,000 (\$130,438,750) COMMON STOCK (FILE 333-50029 -
APR. 14) (BR. 3)

S-1 INTEGRATED ELECTRICAL SERVICES INC, 2301 PRESTON, HOUSTON, TX 77003
(713) 222-1875 - 15,000,000 (\$286,350,000) COMMON STOCK. (FILE 333-50031 -
APR 14) (BR. 6)

S-3 TAKE TWO INTERACTIVE SOFTWARE INC, 575 BROADWAY, 6TH FLOOR, NEW YORK, NY
10012 (212) 941-2988 - 706,553 (\$5,652,424) COMMON STOCK (FILE 333-50033
- APR. 14) (BR. 7)

S-8 BB&T CORP, 200 WEST SECOND STREET, WINSTON-SALEM, NC 27101
(910) 733-2000 - 40,000,000 (\$40,000,000)
OTHER SECURITIES INCLUDING VOTING TRUST 626,000 (\$41,259,660)
COMMON STOCK (FILE 333-50035 - APR 14) (BR 7)

S-3 THORNBURG MORTGAGE ASSET CORP, 119 E MARC ST STE 201, SANTA FE, NM
87501 (505) 989-1900 - 5,000,000 (\$73,900,000) COMMON STOCK (FILE
333-50041 - APR 14, (BR 8)

S-8 COLUMBIA CAPITAL CORP/TX/, 1157 N 5TH, ABILENE, TX 79601 (915) 674-3100
- 700,000 (\$1,136,000) COMMON STOCK (FILE 333-50043 - APR 14) (BR 9)

S-8 SUNRISE MEDICAL INC, 2382 FARADAY AVENUE STE 200, CARLSBAD, CA 92008
(619) 930-1500 - 156,630 (\$205,185 30) COMMON STOCK (FILE 333-50047 -
APR. 14) (BR. 1)

S-4 DTI HOLDINGS INC, 11111 DORSETT ROAD, ST LOUIS, MO 63043 (314) 253-6600
- 506,000,000 (\$168,664,980) STRAIGHT BONDS. (FILE 333-50049 - APR 14)
(NEW ISSUE)

S-8 TRIARC COMPANIES INC, 280 PARK AVENUE, NEW YORK, NY 10017 (212) 451-3000
- 500,000 (\$12,640,000) COMMON STOCK (FILE 333-50051 - APR 14) (BR 2)

S-3 PNC MORTGAGE SECURITIES CORP, 75 N FAIRWAY DR, VERNON HILLS, IL 60061
(847) 549-6500 - 6,000,000,000 (\$6,000,000,000)
PASS-THROUGH MORTGAGE-BACKED CERTIFICATE (FILE 333-50053 - APR 14)
(BR. 8)

S-1 PROTECTIVE LIFE INSURANCE CO, 2801 HIGHWAY 280 SOUTH, BIRMINGHAM, AL
35223 (205) 879-9230 - \$250,000,000 LIMITED PARTNERSHIP CERTIFICATE.
FILE 333-50055 - APR 14) (BR 20)

S-3 HOSPITALITY WORLDWIDE SERVICES INC, 450 PARK AVE, STE 0603, NEW YORK, NY
10022 (212) 755-5267 - 514,117 (\$4,819,846 87) COMMON STOCK (FILE
333-50057 - APR 14) (BR 6)

S-8 QWEST COMMUNICATIONS INTERNATIONAL INC, 555 17TH ST STE 1000, DENVER, CO
80202 (303) 291-1400 - 50,000 (\$1,796,875) COMMON STOCK (FILE 333-50061 -
APR 14) (BR 3)

S-8 CONECTIV INC, 800 KING STREET P O BOX 231, WILMINGTON, DE 19801
(302) 429-3703 - 5,000,000 (\$107,812,500) COMMON STOCK (FILE 333-50063 -
APR. 14) (BR. 4)

S-4 INTERCHANGE FINANCIAL SERVICES CORP /NJ/, PARK 80 WEST PLAZA TWO,
ATTN INTERCHANGE STATE BANK, SADDLE BROOK, NJ 07662 (201) 703-2265 -
780,300 (\$14,955,766) COMMON STOCK (FILE 333-50065 - APR 14) (BR 7)

S-3 AURA SYSTEMS INC, 2335 ALASKA AVE, EL SEGUNDO, CA 90245 (310) 643-5300
- 7,219,344 (\$22,307,772.96) COMMON STOCK (FILE 333-50067 - APR. 14)
(BR. 3)

S-1 SWISSRAY INTERNATIONAL INC, 200 EAST 32ND ST, STE 34 B, NEW YORK, NY
10016 (212) 545-0095 - 7,333,333 (\$5,958,333.06) COMMON STOCK. (FILE
333-50069 - APR. 14) (BR. 1)

S-8 TIREX CORP, 740 ST MAURICE STE 201, MONTREAL QUEBEC, A8 H4R1W
(514) 878-0727 - 1,000,000 (\$350,000) COMMON STOCK (FILE 333-50071 -
APR 14) (BR 5)

S-8 PEOPLES BANCORP INC /DE/, 134 FRANKLIN CORNER RD, LAWRENCEVILLE, NJ
08648 (609) 844-3100 - 1,127,544 (\$4,566,553 00) COMMON STOCK (FILE
333-50073 - APR 14) (BR 7)

S-3 COASTAL CORP, COASTAL TWR, NINE GREENWAY PLZ, HOUSTON, TX 77046
(713) 877-1400 - 100,000,000 (\$100,000,000) PREFERRED STOCK. (FILE
333-50075 - APR 14) (BR. 4)

S-4 CHESTER VALLEY BANCORP INC, 100 E LANCASTER AVE, DOWNINGTOWN, PA 19335
(610) 269-9700 - 134,102 (\$1,381,250.60) COMMON STOCK. (FILE 333-50077 -
APR 14) (BR. 7)

S-1 SFX ENTERTAINMENT INC, 650 MADISON AVENUE, NEW YORK, NY 10022
(212) 838-3100 - 5,750,000 (\$157,046,875) COMMON STOCK (FILE 333-50079 -
APR 14) (BR. 5)

S-3 DUKE REALTY INVESTMENTS INC, 8888 KEYSTONE CROSSING STE 1200,
INDIANAPOLIS, IN 46240 (317) 574-3531 - 211,475 (\$5,227,662) COMMON STOCK.
(FILE 333-50081 - APR. 14) (BR. 8)

S-4 ADVANCED RADIO TELECOM CORP, 500 108TH AVE NE, SUITE 2600, BELLEVUE, WA
98004 (206) 688-8700 - 526,748 (\$7,999,985.25) COMMON STOCK (FILE
333-50083 - APR. 14) (BR. 3)

S-8 DISCAS INC, 567-1 S LEONARD ST, WESTBURY, CT 06708 (203) 753-5147 -
100,000 (\$250,000) COMMON STOCK (FILE 333-50085 - APR 14) (BR. 9)

S-2 REPUBLIC BANCSHARES INC, 111 SECOND AVE NE, STE 300, ST PETERSBURG, FL
33701 (813) 823-7300 - 2,300,000 (\$76,475,000) COMMON STOCK. (FILE
333-50087 - APR. 14) (BR. 7)

S-8 GILMAN & CIOCIA INC, 475 NORTHERN BLVD, GREAT NECK, NY 11021
(516) 482-4860 - 1,626,000 (\$12,195,750) COMMON STOCK. (FILE 333-50089 -
APR 14) (BR. 8)

S-3 GIGA TRONICS INC, 4650 NORRIS CANYON ROAD, SAN RAMON, CA 94583
(510) 328-4650 - 936,989 (\$6,207,552.12) COMMON STOCK (FILE 333-50091 -
APR 14) (BR. 5)

S-3 OAK INDUSTRIES INC, 1000 WINTER STREET, BAY COLONY CORP CENTER, WALTHAM,
MA 02154 (617) 890-0400 - 100,000,000 (\$100,000,000)
CONVERTIBLE DEBENTURES AND NOTES (FILE 333-50093 - APR. 14) (BR. 6)

S-3 VORNADO REALTY TRUST, PARK 80 WEST, PLAZA II, SADDLE BROOK, NJ 07663
(201) 587-1000 - 5,681,124 (\$234,701,435.25)
CONVERTIBLE PREFERRED SHARE OF BENEFICIAL INTEREST (FILE 333-50095 -
APR 14) (BR. 8)

M-2 BLUE CHIP VALUE FUND INC, AMERICAN DATA SERVICES INC,
24 WEST CARVER STREET, HUNTINGTON, NY 11743 (516) 388-595 - 2,262,021
(\$26,385,867.81) COMMON STOCK (FILE 333-50097 - APR. 14) (BR. 16)

S-3 PLAYTEX PRODUCTS INC, 300 NYALA FARMS RD, WESTPORT, CT 06880
(203) 341-4000 - 15,276,653 (\$217,692,305.25) COMMON STOCK (FILE
333-50099 - APR 15) (BR. 2)