

# SEC NEWS DIGEST

Issue 98-159

August 18, 1998

---

## COMMISSION ANNOUNCEMENTS

---

### COMMISSION TEMPORARILY SUSPENDS TRADING IN THE SECURITIES OF MIDLAND, INC.

The Commission announced the temporary suspension, pursuant to Section 12(k) of the Securities Exchange Act of 1934, of over-the-counter trading in the securities of Midland, Inc., at 9:30 a.m. EST, on August 18, 1998, and terminating at 11:59 p.m. EST, on August 31, 1998.

It appears to the Commission that there is a lack of current and accurate information concerning the securities of Midland because of questions regarding the accuracy and adequacy of assertions by Midland and by others concerning, among other things, Midland's assets and liabilities; the identity and assets of the companies that Midland has announced it plans to acquire; Midland's current operations and business prospects; the composition and involvement in company affairs of Midland's purported management; and the possible misappropriation of assets by Midland officers. (Rel. 34-40331)

---

## ENFORCEMENT PROCEEDINGS

---

### COMMISSION SANCTIONS BROKER, INVESTMENT ADVISER AND PRINCIPAL

The Commission announced today that it has issued an Order Making Findings And Imposing Remedial Sanctions against George E. Brooks & Associates, Inc. (Associates), Morehead Investment Advisors, Inc. (Morehead), and George E. Brooks (Brooks), all of Charlotte, North Carolina.

Associates has been registered with the Commission as an investment adviser since January 1991. Morehead has been registered with the Commission as a broker-dealer since December 1993. Brooks was the principal shareholder and president of Associates, and a principal shareholder and chairman of the board of directors of Morehead.

The order instituting public proceedings alleged that Brooks engaged in a series of free riding transactions, and that Brooks as both a broker and an investment adviser effected unsuitable securities transactions for certain customers of Morehead. Brooks also caused Morehead to violate net capital and books and records requirements. The order further alleged that Brooks caused Associates to fail to disclose to clients its weak financial condition, and caused Associates to violate certain brochure, filing, and books and records requirements.

The Commission accepted the Offer of Settlement of Associates, Morehead, and Brooks in which, without admitting or denying the Commission's findings, except for findings pertaining to the jurisdiction of the Commission, they consented to an order barring Brooks from association with any broker, dealer, investment adviser, investment company or municipal securities dealer, revoking the investment adviser registration of Associates, and revoking the broker-dealer registration of Morehead. The respondents were also ordered by the Commission to cease and desist from committing or causing any violation or future violation of antifraud, registration, and recordkeeping provisions of the Investment Advisers Act and of the Securities Exchange Act of 1934 and rules thereunder. Payment of disgorgement, prejudgment interest, and penalties was waived based on the respondents' demonstrated inability to pay. (Rels. 34-40329; IA-1746; IC-23392; File No. 3-9589)

---

#### **INVESTMENT COMPANY ACT RELEASES**

---

#### **DIVERSIFIED INVESTORS PORTFOLIOS, ET AL.**

A notice has been issued giving interested persons until September 8, 1998, to request a hearing on an application filed by Diversified Investors Portfolios, et al. for an order under Section 6(c) of the Investment Company Act that would exempt applicants from Section 15(a) of the Act and Rule 18f-2 under the Act. The order would permit applicants to enter into and materially amend contracts with subadvisers without shareholder approval. (Rel. IC-23391 - August 17)

---

#### **HOLDING COMPANY ACT RELEASES**

---

#### **SYSTEM ENERGY RESOURCES, INC.**

A notice has been issued giving interested persons until September 8, 1998, to request a hearing on a proposal by Entergy Corporation (Entergy), a registered holding company, Entergy's electric generating subsidiary company, System Energy Resources, Inc. (SERI), and Entergy's operating subsidiary companies, Entergy Arkansas,

Inc., Entergy Louisiana, Inc., Entergy Mississippi, Inc. and Entergy New Orleans, Inc. SERI proposes to increase the aggregate outstanding principal amounts of its first mortgage bonds and/or debentures from \$540 million to \$685 million and of its tax-exempt bonds from \$350 million to \$515 million. (Rel. 35-26906)

---

## SELF-REGULATORY ORGANIZATIONS

---

### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The National Securities Clearing Corporation filed a proposed rule change (SR-NSCC-98-08) under Section 19(b)(1) of the Securities Exchange Act of 1934. Under the proposed rule change, Emerging Markets Clearing Corporation and Delta Clearing Corp. will become members of the Securities Clearing Group. The Commission has approved the proposed rule change on an accelerated basis. Publication of the proposal is expected in the Federal Register during the week of August 17. (Rel. 34-40326)

### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

Emerging Markets Clearing Corporation filed a proposed rule change (SR-EMCC-98-06) under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. The proposed rule change, which became effective upon filing, establishes a fee for EMCC's warrant processing service. Publication of the proposal is expected in the Federal Register during the week of August 17. (Rel. 34-40327)

---

## 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-6 ALCATEL ALSTHOM \ADR\, 111 WALL ST, C/O CITIBANK NA, NEW YORK, NY 10043  
- 300,000,000 (\$15,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE  
333-9248 - AUG. 07) (BR. 99)

F-10 IPSCO INC, PO BOX 1670 REGINA, SASKATCHEWAN S4P 3C7, A9 (212) 373-3000  
- 6,000,000 (\$130,875,000) FOREIGN COMMON STOCK. (FILE 333-9252 - AUG. 07)  
(BR. 6)

F-3 ESC MEDICAL SYSTEMS LTD, YOKNEAM INDUSTRIAL PK, YOKNEAM ISRAEL 20692, L5  
00000 (972) 959-9000 - 351,840 (\$8,905,950) FOREIGN COMMON STOCK. (FILE  
333-9256 - AUG. 10) (BR. 5)

S-4 FAS GROUP INC, 14358 GOLDEN SUNSET LN, POWAY, CA 92064 (619) 486-4955 -  
1,961,000 (\$2,823,840) COMMON STOCK. (FILE 333-61141 - AUG. 11) (BR. 8  
- NEW ISSUE)

S-3 NICHOLS RESEARCH CORP /AL/, 4040 MEMORIAL PKWY S, HUNTSVILLE, AL 35802  
(205) 883-1140 - 415,689 (\$9,820,652.63) COMMON STOCK. (FILE 333-61143 -  
AUG. 11) (BR. 6)

S-8 PETROPINA, 52 RUE DE LLNDUSTRIE, B-1040 BRUSSELS, BELGIUM, C9 - 400,000  
(\$157,016,000) COMMON STOCK. (FILE 333-61145 - AUG. 11) (BR. 4)

S-8 DIAMOND MULTIMEDIA SYSTEMS INC, 2880 JUNCTION AVE, SAN JOSE, CA 95134  
(408) 325-7000 - 1,400,000 (\$15,197,400) COMMON STOCK. (FILE 333-61147 -  
AUG. 11) (BR. 3)

S-1 TELSCAPE INTERNATIONAL INC, 4635 SOUTHWEST FRWY, STE 800, HOUSTON, TX  
77027 (713) 968-0968 - 902,430 (\$11,957,197) COMMON STOCK. (FILE  
333-61149 - AUG. 11) (BR. 7)

S-8 EMCCO, 1433 NORTH MARKET BLVD STE 2, P O BOX 349014, SACRAMENTO, CA  
95834 (916) 928-1090 - 1,000,000 (\$4,249,125) COMMON STOCK. (FILE  
333-61151 - AUG. 11) (BR. 6)

S-1 RIVERWAY HOLDINGS INC, FIVE RIVERWAY, HOUSTON, TX 77056 (713) 552-9000  
- 1,450,000 (\$23,200,000) COMMON STOCK. (FILE 333-61153 - AUG. 11)  
(BR. 9 - NEW ISSUE)

S-3 PIER 1 IMPORTS INC/DE, 301 COMMERCE ST STE 600, FORT WORTH, TX 76102  
(817) 878-8000 - 7,500,000 (\$106,875,000) COMMON STOCK. (FILE 333-61155 -  
AUG. 11) (BR. 2)

S-8 CITIZENS BANCORP, 60 S MAIN ST, P O BOX 635, FRANKFORT, IN 46041  
(765) 654-8533 - 105,800 (\$1,627,005) COMMON STOCK. (FILE 333-61157 -  
AUG. 11) (BR. 7)

S-3 TETRA TECH INC, 670 N ROSEMEAD BOULEVARD, PASEDNA, CA 91107  
(626) 351-4664 - 56,848 (\$1,289,881) COMMON STOCK. (FILE 333-61159 -  
AUG 11) (BR. 6)

S-8 LANDMARK SYSTEMS CORP, 8000 TOWERS CRESCENT DR, VIENNA, VA 22182  
(703) 902-8000 - 1,000,000 (\$9,625,000) COMMON STOCK. (FILE 333-61161 -  
AUG. 11) (BR. 3)

S-8 LEGG MASON INC, 100 LIGHT ST, BALTIMORE, MD 21202 (410) 539-0000 -  
316,667 (\$18,129,185.75) COMMON STOCK. (FILE 333-61163 - AUG. 11) (BR. 7)

S-8 FIRSTPFD BANCORP INC, 1630 4TH AVE N, BESSEMER, AL 35020 (205) 428-8472  
- 24,000 (\$282,360) COMMON STOCK. (FILE 333-61165 - AUG. 11) (BR. 7)

S-3 CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES CORP,  
ELEVEN MADISON AVENUE, 11000 BROKEN LAND PARKWAY, NEW YORK, NY 10010  
(212) 325-2000 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES.  
(FILE 333-61167 - AUG. 11) (BR. 8)

S-8 PAN PACIFIC RETAIL PROPERTIES INC, 1631-B S MELROSE DR, VISTA, CA 92083  
(760) 727-1002 - 1,620,000 (\$32,531,491) COMMON STOCK. (FILE 333-61169 -  
AUG. 11) (BR. 8)

S-4 MCMORAN EXPLORATION CO /DE/, 1615 POYDRAS ST, NEW ORLEANS, LA 70112  
(504) 582-4000 - 16,179,348 (\$281,742,797.65) COMMON STOCK. (FILE  
333-61171 - AUG. 11) (BR. 4)

S-8 BRASS EAGLE INC, 1203 A N 6TH ST, ROGERS, AR 72756 (501) 621-4390 -  
430,000 (\$5,412,625) COMMON STOCK. (FILE 333-61173 - AUG. 11) (BR. 2)

S-8 BRASS EAGLE INC, 1203 A N 6TH ST, ROGERS, AR 72756 (501) 621-4390 - 70,000 (\$881,125) COMMON STOCK. (FILE 333-61175 - AUG. 11) (BR. 2)

S-8 VICOR CORP, 23 FRONTAGE ROAD, ANDOVER, MA 01810 ((97) 8) -470- - 2,000,000 (\$24,062,500) COMMON STOCK. (FILE 333-61177 - AUG. 11) (BR. 5)

S-4 COX RADIO INC, C/O COX ENTERPRISES INC, 1400 LAKE HEARN DR, ATLANTA, GA 30319 (404) 843-5000 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 333-61179 - AUG. 11) (BR. 7)

S-8 INFONAUTICS INC, 900 W VALLEY RD, STE 1000, WAYNE, PA 19087 (610) 971-8840 - 500,000 (\$1,320,313) COMMON STOCK. (FILE 333-61181 - AUG. 11) (BR. 3)

S-8 PATHOGENESIS CORP, 201 ELLIOT AVE W, SEATTLE, WA 98119 (206) 467-8100 - 200,000 (\$5,075,000) COMMON STOCK. (FILE 333-61183 - AUG. 11) (BR. 1)

SB-2 VOXCOM HOLDINGS INC, 8115 PRESTON RD, 8TH FL EAST, DALLAS, TX 75225 (214) 691-0055 - 5,000,000 (\$9,375,000) COMMON STOCK. (FILE 333-61185 - AUG. 11) (BR. 9)

S-8 PILOT NETWORK SERVICES INC, 1080 MARINA VILLAGE PKWY, ALAMEDA, CA 94501 (510) 433-7800 - 2,879,782 (\$23,377,815) COMMON STOCK. (FILE 333-61187 - AUG. 11) (BR. 8)

S-4 DERBY CYCLE CORP, 22710 72ND AVE SOUTH, KENT, WA 98032 - 210,000,000 (\$161,600,000) STRAIGHT BONDS. (FILE 333-61191 - AUG. 11) (NEW ISSUE)

S-8 VENUS EXPLORATION INC, 700 N ST MARY ST, SUITE 2720, SAN ANTONIO, TX 78205 (303) 534-1101 - 1,500,000 (\$4,687,500) COMMON STOCK. (FILE 333-61193 - AUG. 11) (BR. 4)

S-8 BAYONNE BANCSHARES INC, 568 BROADWAY, BAYONNE, NJ 07002 (201) 437-1000 - 681,687 (\$11,180,378) COMMON STOCK. (FILE 333-61195 - AUG. 11) (BR. 7)

S-8 GT INTERACTIVE SOFTWARE CORP, 417 FIFTH AVENUE, NEW YORK, NY 10016 (212) 726-6500 - 4,000,000 (\$25,750,000) COMMON STOCK. (FILE 333-61197 - AUG. 11) (BR. 3)

S-3 INFONAUTICS INC, 900 W VALLEY RD, STE 1000, WAYNE, PA 19087 (610) 971-8840 - 2,098,682 (\$5,541,833) COMMON STOCK. (FILE 333-61199 - AUG. 11) (BR. 3)

S-4 AMETEK INC/, STATION SQ, PAOLI, PA 19301 (215) 647-2121 - 225,000,000 (\$225,000,000) STRAIGHT BONDS. (FILE 333-61201 - AUG. 11) (BR. 5)

S-8 HOMELAND HOLDING CORP, 2601 N W EXPRESSWAY, SUITE 1100E, OKLAHOMA CITY, OK 73112 (405) 879-6600 - 200,000 (\$1,388,000) COMMON STOCK. (FILE 333-61203 - AUG. 11) (BR. 2)

S-8 1 800 CONTACTS INC, 13751 S WADSWORTH PARK DR SUITE D-140, DRAPER, UT 84020 (801) 572-8225 - 521,140 (\$5,862,825) COMMON STOCK. (FILE 333-61205 - AUG. 11) (BR. 1)

S-3 ACTV INC /DE/, 1270 AVE OF THE AMERICAS, NEW YORK, NY 10020 (212) 262-2571 - 1,904,999 (\$3,924,297.94) COMMON STOCK. (FILE 333-61209 - AUG. 11) (BR. 7)

S-4 RADIO UNICA CORP, 8400 NW 52ND STREET SUITE 101, MIAMI, FL 33166 - 158,088,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-61211 - AUG. 11) (NEW ISSUE)

S-8 BAYONNE BANCSHARES INC, 568 BROADWAY, BAYONNE, NJ 07002 (201) 437-1000 - 557,630 (\$3,108,906.31) COMMON STOCK. (FILE 333-61213 - AUG. 11) (BR. 7)

S-8 BAYONNE BANCSHARES INC, 568 BROADWAY, BAYONNE, NJ 07002 (201) 437-1000 - 557,630 (\$3,108,906.31) COMMON STOCK. (FILE 333-61215 - AUG. 11) (BR. 7)

S-1 ATLAS FUTURES FUND LIMITED PARTNERSHIP, 5916 N 300 WEST, FREEMONT, IN 46737 - 7,000,000 (\$7,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 333-61217 - AUG. 11) (BR. 8)

- S-8 D H MARKETING & CONSULTING INC, 300 KEYSTONE STREET, STE 100, HAWLEY, PA  
18428 (717) -22-6-85 - 300,000 (\$1,265,625) COMMON STOCK. (FILE 333-61219  
- AUG. 12) (BR. 2)
- S-4 BUILDING MATERIALS HOLDING CORP, PO BOX 8008, 1475 TYRELL LANE, BOISE,  
ID 83707 (208) 387-4382 - 1,791,379 (\$22,714,686) COMMON STOCK. (FILE  
333-61221 - AUG. 12) (BR. 6)
- S-1 RCN CORP /DE/, 105 CARNEGIE CENTER, PRINCETON, NJ 08540 (609) 734-3700  
- 396,442 (\$8,102,283.37) COMMON STOCK. (FILE 333-61223 - AUG. 12)  
(BR. 7)
- S-1 PRAECIS PHARMACEUTICALS INC, ONE HAMPSHIRE ST, CAMBRIDGE, MA 02139  
(617) 494-8400 - 4,025,000 (\$64,400,000) COMMON STOCK. (FILE 333-61225 -  
AUG. 12)
- S-4 FIRST AMERICAN CORP /TN/, FIRST AMERICAN CTR, NASHVILLE, TN 37237  
(615) 748-2000 - 925,000 (\$16,807,250) COMMON STOCK. (FILE 333-61227 -  
AUG. 12) (BR 7)