

# SEC NEWS DIGEST

Issue 97-165

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## ENFORCEMENT PROCEEDINGS

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### SETTLEMENT OFFER OF FRANK COLIN ACCEPTED

The Commission announced the entry of an Order Instituting Administrative Proceedings, Making Findings and Imposing Remedial Sanctions against Frank S. Colin and accepting Colin's Offer of Settlement. The Commission's Order bars Colin from associating with any regulated entity. Colin consented to the Order without admitting or denying the Commission's findings.

The Order contains findings that from approximately July 10, 1995 through August 10, 1995, Colin, while associated with a broker-dealer registered with the Commission, engaged in a fraudulent scheme in which he forged a customer's signature on account transfer forms, transferred the account to another broker-dealer under the pretense that he was the customer, executed unauthorized securities transactions in the account, and misappropriated approximately \$835,000.

The Order is based on Colin's criminal conviction for wire fraud, money laundering, use of unlawful proceeds in an financial transaction, and bank fraud and on a previous Order of Permanent Injunction which enjoins Colin from future violations of the antifraud provisions of the federal securities laws. (Rel. 34-38967)

### CIVIL INJUNCTIVE AND ADMINISTRATIVE PROCEEDINGS RESOLVED AGAINST REGISTERED REPRESENTATIVES ROBERT DENTON, JEFFREY MORRISON, LEE ROUGH, MARC SIDEN AND KENNETH TRIPOLI

The Commission announced that on August 11 the United States District Court for the Southern District of Florida entered a final judgment, by consent, against registered representatives Robert Alan Denton, Jeffrey Peter Morrison, Lee Michael Rough, Marc David Siden, and Kenneth Thomas Tripoli, all currently or formerly associated with registered broker-dealer Biltmore Securities, Inc. The final judgment enjoins Tripoli from future violations of the anti-fraud provisions, and orders all five defendants jointly and severally to disgorge \$572,000 in ill-gotten commissions, and to pay prejudgment interest totalling \$85,000. The final judgment also imposes civil

money penalties as follows: (a) Tripoli - \$100,000; (b) Rough - \$75,000; (c) Denton - \$75,000; (d) Morrison - \$75,000; (e) Siden - \$50,000.

The Commission's amended complaint, filed in October 1994, alleged violations of Section 17(a) of the Securities Act of 1933, and Sections 10(b) and 15(c) of the Securities Exchange Act of 1934, and Rules 10b-5, 10b-6 and 15c1-2, thereunder. Specifically, the Commission alleged that the defendants made price predictions, omitted material negative information, and effected unauthorized transactions in the accounts of certain of Biltmore's customers. The amended complaint also alleged that defendants induced customers to buy securities in initial public offerings before defendants completed their participation in such distributions.

In a related proceeding, the Commission announced that it instituted and simultaneously settled public administrative and cease-and-desist proceedings against the five representatives. The Commission found that all five willfully violated the anti-fraud provisions and aided and abetted Biltmore's violations. Each representative agreed to be barred or suspended as follows: (a) Tripoli to be barred with no right to reapply; (b) Rough to be barred provided that he may reapply after 3 years; (c) Denton to be barred provided that he may reapply after 2.5 years; (d) Morrison to be barred provided that he may reapply after 2 years; (e) Siden to be suspended for twelve months. All (except Tripoli, who is subject to the civil injunction described above) also consented to cease-and-desist orders. [SEC v. Biltmore Securities, Inc., et al., No. 93-6837, S.D. Fla.] (Rels. 33-7439; 34-38970)

**FINAL JUDGMENT ENTERED AND ADMINISTRATIVE PROCEEDING INSTITUTED AND SETTLED AGAINST PETER ALSOP**

The Commission announced that on August 14, 1997, Final Judgment was entered against defendant Peter S. Alsop (Alsop) permanently enjoining him from violating Sections 204, 206(1), 206(2), and 206(4) of the Investment Advisers Act and Rules 204-2, 206(4)-1, and 206(4)-4 thereunder. From November 1991 until approximately mid-1993, Alsop was Vice President of Tandem Management Inc. (Tandem), a registered investment adviser. Disgorgement was waived, and civil penalties were not assessed, due to the defendant's inability to pay.

The Commission's complaint alleged, among other things, that Alsop aided and abetted in misappropriating soft dollars, providing materially false and misleading information concerning performance, failing to disclose Tandem's precarious financial condition, and violating books and records requirements.

The defendant consented to the entry of the Final Judgment without admitting or denying the allegations in the Commission's complaint. Alsop also simultaneously consented to the entry of an administrative Order barring him from association with any broker, dealer, investment company, investment adviser, or municipal

securities dealer. [SEC v. Tandem Management Inc., William F. Branston, Eugene B. Deveney, and Peter S. Alsop, 95 Civ. 8411, JGK, S.D.N.Y.] (LR-14670)

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## INVESTMENT COMPANY ACT RELEASES

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### FIRST AMERICAN INVESTMENT FUNDS, INC., ET AL.

A notice has been issued giving interested persons until September 17, 1997, to request a hearing on an application filed by First American Investment Funds, (FAIF) Inc., et al. for an order under Sections 6(c) and 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act to permit Large Companies Value Trust Fund, a common trust fund sponsored by U.S. Bank National Association, to transfer securities to the Stock Fund series of FAIF in exchange for Stock Fund series shares. (Rel. IC-22795 - August 22)

### NEW ENGLAND FUNDS TRUST I, ET AL.

A notice has been issued giving interested persons until September 16, 1997 to request a hearing on an application filed by New England Funds Trust I, et al., for an order under Section 6(c) of the Investment Company Act to permit applicants to enter into and materially amend contracts with certain sub-advisers without shareholder approval. (Rel. IC-22796 - August 22)

### TELE-COMMUNICATIONS INTERNATIONAL, INC.

A notice has been issued giving interested persons until September 16, 1997 to request a hearing on an application filed by Tele-Communications International, Inc. for an order under Section 6(c) of the Investment Company Act exempting applicant from all provisions of the Act. The order would permit applicant and its controlled companies to participate in certain foreign tele-media ventures without being subject to the provisions of the Act. (Rels. IC-22797; ISR-1098 - August 22)

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## SELF-REGULATORY ORGANIZATIONS

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### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the New York Stock Exchange to permanently adopt a pilot program to display price improvement on the execution report sent to the entering firm (SR-NYSE-97-24) has become effective under Section 19(b)(3)(A) of the Exchange Act. Publication of the proposal is expected in the Federal Register during the week of August 25. (Rel. 34-38963)

## APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change (SR-PCX-97-12) filed by the Pacific Exchange under Section 19(b)(1) of the Exchange Act. The rule relates to the disclosure of financial arrangements by Members. Publication of the order in the Federal Register is expected during the week of August 25. (Rel. 34-38955)

The Commission approved a proposed rule change submitted under Rule 19b-4 of the Exchange Act by the Philadelphia Stock Exchange (SR-PHLX-97-31) relating to amendments to its certificate of incorporation and by-laws. Publication of the order is expected in the Federal Register during the week of August 25. (Rel. 34-38960)

The Commission approved a proposed rule change (SR-NASD-97-16) submitted under Rule 19b-4 by the National Association of Securities Dealers relating to the revision of the criteria for initial and continued listing on the Nasdaq Stock Market, Inc. Publication of the proposal is expected in the Federal Register during the week of August 25. (Rel. 34-38961)

The Commission has approved a proposed rule change filed by The Depository Trust Company (SR-DTC-97-05) under Section 19(b)(1) of the Exchange Act that amends DTC's Collateral Loan Program procedures to enable DTC's participants to distinguish repurchase transactions and other types of financing transactions from pledges of securities. Publication of the order is expected in the Federal Register during the week of August 25. (Rel. 34-38964)

## PROPOSED RULE CHANGES

The Options Clearing Corporation filed a proposed rule change (SR-OCC-97-08) under Section 19(b) of the Exchange Act that will amend OCC's by-laws to provide for the creation of a new office of Management Vice Chairman and to change the title of Vice Chairman of the Board to Member Vice Chairman. Publication of the proposal is expected in the Federal Register during the week of August 25. (Rel. 34-38954)

The Cincinnati Stock Exchange filed a proposed rule change (SR-CSE-97-09) under Rule 19b-4 of the Exchange Act to amend Rule 11.9(a) and Exchange Article II, Section 5.1, to change the net capital requirements for members and Designated Dealers. Publication of the proposal is expected in the Federal Register during the week of August 25. (Rel. 34-38956)

The Chicago Board Options Exchange has filed a proposed rule change (SR-CBOE-97-36) under Rule 19b-4 of the Exchange Act to amend Rule 24.7 regarding the conditions under which the CBOE may halt trading in a class of index options and may resume trading after such a halt. Publication of the proposal is expected to be made in the Federal Register during the week of August 25. (Rel. 34-38962)

## DELISTING

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Matritech, Inc., Common Stock, \$.01 Par Value. (Rel. 34-38966)

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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. 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>.

- S-8 INVESTORS TITLE CO, 121 N COLUMBIA ST, P O DRAWER 2687, CHAPEL HILL, NC 27514 (919) 968-2200 - 250,000 (\$4,345,000) COMMON STOCK. (FILE 333-33903 - AUG. 19) (BR. 1)
- S-8 MIM CORP, ONE BLUE HILL PLAZA, PEARL RIVER, NY 10965 (914) 735-3555 - 3,496,053 (\$16,166,070.15) COMMON STOCK. (FILE 333-33905 - AUG. 19) (BR. 1)
- S-8 DCI TELECOMMUNICATIONS INC, 303 LINWOOD AVE, FAIRFIELD, CT 06430 (203) 259-7713 - 220,000 (\$48,400) COMMON STOCK. (FILE 333-33907 - AUG. 19) (BR. 3)
- S-3 VARLEN CORP, 55 SHUMAN BLVD, P O BOX 3089, NAPERVILLE, IL 60566 (708) 420-0400 - 2,421,279 (\$77,934,918) COMMON STOCK. (FILE 333-33909 - AUG. 19) (BR. 5)
- S-8 WHITE CLOUD EXPLORATION INC, 1430 LARIMER ST #209, DENVER, CO 80202 (713) 578-1411 - 450,000 (\$450,000) COMMON STOCK. (FILE 333-33911 - AUG. 19) (BR. 4)
- S-8 KIRBY CORP, 1775 ST JAMES PL STE 300, HOUSTON, TX 77385 (713) 629-9370 - 900,000 (\$17,518,125) COMMON STOCK. (FILE 333-33913 - AUG. 19) (BR. 5)
- S-4 PLAYTEX PRODUCTS INC, 300 NYALA FARMS RD, WESTPORT, CT 06880 (203) 341-4000 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 333-33915 - AUG. 19) (BR. 2)
- S-3 CAYENNE SOFTWARE INC, 8 NEW ENGLAND EXECUTIVE PARK, BURLINGTON, MA 01803 (617) 273-9003 - 1,873,332 (\$4,800,413) COMMON STOCK. (FILE 333-33917 - AUG. 19) (BR. 3)
- S-8 ABS GROUP INC, 2936 SIERRA POINT PLANE, SALT LAKE CITY, UT 84109 (801) 521-8000 - 1,000,000 (\$3,000,000) COMMON STOCK. (FILE 333-33919 - AUG. 19) (BR. 8)
- S-8 PROFORMIX SYSTEMS INC, 50 TANNERY RD, BRANCHBURG, NJ 08876 (908) 534-6400 - 410,000 (\$25,625) COMMON STOCK. (FILE 333-33921 - AUG. 19) (BR. 4)

- S-8 SOFTWARE ARTISTRY INC, 9449 PRIORITY WAY WEST DR, INDIANAPOLIS, IN 46240  
(317) 843-1663 - 200,000 (\$2,737,500) COMMON STOCK. (FILE 333-33923 -  
AUG. 19) (BR. 3)
- S-8 CALIFORNIA AMPLIFIER INC, 460 CALLE SAN PABLO, CAMARILLO, CA 93012  
(805) 987-9000 - 800,000 (\$3,350,000) COMMON STOCK. (FILE 333-33925 -  
AUG. 19) (BR. 3)
- S-3 SAFECO CORP, SAFECO PLZ T-22, SEATTLE, WA 98185 (206) 545-5000 -  
\$750,000,000 COMMON STOCK. (FILE 333-33927 - AUG. 19) (BR. 1)
- S-4 UNION PLANTERS CORP, 7130 GOODLETT FARMS PKWY, MEMPHIS, TN 38018  
(901) 580-6000 - 1,648,882 (\$62,760,571.13) COMMON STOCK. (FILE 333-33929  
- AUG. 19) (BR. 7)
- S-8 NORTHERN TECHNOLOGIES INTERNATIONAL CORP, 6680 N HIGHWAY 49, LINO LAKES,  
MN 55014 (612) 784-1250 - 227,600 (\$1,456,640) COMMON STOCK. (FILE  
333-33931 - AUG. 19) (BR. 4)
- S-3 PRECISION STANDARD INC, ONE PEMCO PLAZA, 1943 50TH ST N, BIRMINGHAM, AL  
35212 (205) 591-3009 - 5,215,753 (\$6,683,987.47) COMMON STOCK. (FILE  
333-33933 - AUG. 19) (BR. 5)
- S-8 BERKLEY W R CORP, 165 MASON ST, P O BOX 2518, GREENWICH, CT 06836  
(203) 629-3000 - 3,000,000 (\$169,687,500) COMMON STOCK. (FILE 333-33935 -  
AUG. 19) (BR. 1)
- S-1 JWH GLOBAL TRUST, C/O CIS INVESTMENTS INC, 233 S WACKER DR STE 2300,  
CHICAGO, IL 60606 (312) 460-4000 - 75,000,000 (\$75,000,000)  
COMMON SHARES OF BENEFICIAL INTEREST. (FILE 333-33937 - AUG. 19) (BR. 8)
- S-8 PAMECO CORP, 1000 CENTER PL, NORCROSS, GA 30093 (770) 798-0700 -  
989,598 (\$21,276,357) COMMON STOCK. (FILE 333-33939 - AUG. 19) (BR. 6)
- S-8 RHEOMETRIC SCIENTIFIC INC, ONE POSSUMTOWN RD, PISCATAWAY, NJ 08854  
(908) 560-8550 - 250,000 (\$397,500) COMMON STOCK. (FILE 333-33941 -  
AUG. 19) (BR. 1)
- S-8 LUCENT TECHNOLOGIES INC, 600 MOUNTAIN AVE, MURRAY HILL, NJ 07974  
(908) 582-8500 - 2,000,000 (\$161,500,000) COMMON STOCK. (FILE 333-33943 -  
AUG. 19) (BR. 3)
- S-8 MICRO WAREHOUSE INC, 535 CONNECTICUT AVE, NORWALK, CT 06854  
(203) 899-4000 - 3,500,000 (\$76,450,500) COMMON STOCK. (FILE 333-33945 -  
AUG. 19) (BR. 2)
- S-3 RENAL CARE GROUP INC, 2100 WEST END AVENUE, SUITE 800, NASHVILLE, TN  
37203 (615) 321-2333 - 304,500 (\$9,896,250) COMMON STOCK. (FILE 333-33949  
- AUG. 19) (BR. 1)
- S-4 FIRST FINANCIAL HOLDINGS INC /DE/, 34 BROAD STREET, SUITE 10,  
CHARLESTON, SC 29401 (803) 529-5800 - 542,400 (\$7,888,474) COMMON STOCK.  
(FILE 333-33951 - AUG. 19) (BR. 7)
- S-8 HARKEN ENERGY CORP, 5605 N MACARTHUR STE 400, IRVING, TX 75038  
(214) 753-6900 - 3,830,000 (\$20,605,400) COMMON STOCK. (FILE 333-33953 -  
AUG. 19) (BR. 4)
- S-4 GREENPOINT CAPITAL TRUST I, 90 PARK AVE, NEW YORK, NY 10016  
(212) 834-1711 - 200,000,000 (\$200,000,000) EQUIPMENT TRUST CERTIFICATES.  
(FILE 333-33955 - AUG. 19) (NEW ISSUE)
- S-3 NEWPARK RESOURCES INC, 3850 N. CAUSEWAY BLVD, SUITE 1770, METAIRIE, LA  
70002 (504) 838-8222 - 260,465 (\$8,823,252) COMMON STOCK. (FILE 333-33957  
- AUG. 19) (BR. 4)
- S-8 QUARTZ GROUP INC, 3029 S HARBOR BLVD, SANTA ANA, CA 92704 (714) 429-5984  
- 500,000 (\$225,000) COMMON STOCK. (FILE 333-33959 - AUG. 19) (BR. 3)
- S-1 OAO TECHNOLOGY SOLUTIONS INC, 7500 GREENWAY CENTER DRIVE, GREENBELT, MD  
20770 (301) 486-0400 - 7,360,000 (\$36,800,000) COMMON STOCK. (FILE  
333-33961 - AUG. 19) (NEW ISSUE)

- S-4 HIGH VOLTAGE ENGINEERING CORP, 401 EDGEWATER PLACE, WAKEFIELD, MA 01880  
(617) 224-1001 - 33,000 (\$35,200,000) PREFERRED STOCK. (FILE 333-33963 -  
AUG. 19) (BR. 8)
- S-1 UNITED HOMES INC, 2100 GOLF RD STE 110, ROLLING MEADOWS, IL 60008  
(847) 427-2450 - 6,000 (\$6,000,000) STRAIGHT BONDS. (FILE 333-33965 -  
AUG. 19)
- S-4 HIGH VOLTAGE ENGINEERING CORP, 401 EDGEWATER PLACE, WAKEFIELD, MA 01880  
(617) 224-1001 - 135,000,000 (\$135,000,000) STRAIGHT BONDS. (FILE  
333-33969 - AUG. 19) (BR. 8)
- S-8 METROPOLITAN HEALTH NETWORKS INC, 5100 TOWN CENTER CIRCLE, STE 560,  
BOCA RATON, FL 33486 (407) 374-6144 - 160,000 (\$960,000) COMMON STOCK.  
(FILE 333-33971 - AUG. 14) (BR. 1)
- S-8 RICKS CABARET INTERNATIONAL INC, 3113 BERING DR, HOUSTON, TX 77057  
(713) 785-0444 - 125,000 (\$250,000) COMMON STOCK. (FILE 333-33973 -  
AUG. 20) (BR. 2)
- S-1 MORGAN STANLEY TANGIBLE ASSET FUND L P, C/O DEMETER MANAGEMENT CORP,  
TWO WORLD TRADE CENTER, NEW YORK, NY 10048 - 5,000,000 (\$50,000,000)  
LIMITED PARTNERSHIP CERTIFICATE. (FILE 333-33975 - AUG. 20) (NEW ISSUE)
- S-11 EQUITY ONE INC, 777 17TH STREET PENHOUSE SUITE, MIAMI BEACH, FL 33139 -  
5,405,000 (\$79,723,750) COMMON STOCK. (FILE 333-33977 - AUG. 20)  
(NEW ISSUE)
- S-3 COHO ENERGY INC, 14785 PRESTON RD, STE 860, DALLAS, TX 75240  
(214) 774-8300 - \$96,253,501.50 COMMON STOCK. \$125,000,000 STRAIGHT BONDS.  
(FILE 333-33979 - AUG. 20) (BR. 4)