

SEC NEWS DIGEST

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ENFORCEMENT PROCEEDINGS

CEASE-AND-DESIST ORDER ENTERED AGAINST PAUL STANSBERRY

The Commission announced that it instituted public administrative proceedings pursuant to Section 21C of the Securities Exchange Act of 1934 (Exchange Act) against Paul Stansberry, a registered representative of a broker-dealer registered with the Commission. Simultaneously, Stansberry submitted an offer of Settlement, which the Commission accepted. Accordingly, the Commission entered an Order Instituting Proceedings, Making Findings, and Imposing a Cease-and-Desist Order. Specifically, a cease-and-desist order was entered against Stansberry prohibiting him from committing or causing any violation, and committing or causing any future violations of, Section 17(a) of the Exchange Act and Rule 17a-3 thereunder.

The Order finds that Stansberry, on at least one occasion, altered a time stamp on an order ticket for Angeion Corp. stock. Previously, the Commission filed an injunctive action in the District of Minnesota, in which Stansberry was not named as a defendant, alleging that the stock of Angeion was the subject of an elaborate fraudulent scheme involving manipulative devices. For further information see, (SEC v. Steven McMichael et al., D. Minn., 396-Civil-405, May 2, 1996). (Rel. 34-37698)

ADMINISTRATIVE PROCEEDINGS AGAINST CYPRESS BIOSCIENCE INC. AND ALEX DE SOTO

The Commission has issued a cease and desist Order against Cypress Bioscience Inc. and its former chief financial officer, Alex P. de Soto finding that they violated the antifraud, reporting and recordkeeping provisions of the federal securities laws by filing a materially false and misleading quarterly report for the quarter ended September 30, 1993. It also denied de Soto the privilege of appearing or practicing before the Commission as an accountant, provided he has the right to apply after three years to resume appearing or practicing. Simultaneously with the institution of the proceedings, Cypress and de Soto consented to the entry of the Commission order without admitting or denying the Commission's findings of fact.

The Order finds that during its third quarter 1993 Cypress launched a volume discount/storage sales program. According to the Order, during that same quarter Cypress hired as its CFO de Soto, who had worked at Cypress' independent auditor and been the audit manager on Cypress' audit. The Order finds that after reviewing details of Cypress' sales program, de Soto learned facts that made it improper to recognize revenue from the sales program transactions in the third quarter. Nevertheless, the Order finds, de Soto authorized including that revenue in Cypress' third quarter financial results, where it accounted for 49% of Cypress' reported revenue. The Order finds that de Soto drafted and signed Cypress' quarterly report which contained financial statements that materially overstated revenue and materially understated losses by improperly recognizing revenue from purported "bill and hold" transactions; failed to disclose adequately that Cypress had changed its accounting policies to recognize the improper revenue; failed to disclose that the improper revenues were the primary reason for the increase in revenue between the quarters ended September 30, 1992 and 1993; and failed to discuss the adverse impact the improper revenue recognition was likely to have on future revenue. (Rel. 33-7333; 34-37701; AAE Rel. 817)

COMPLAINT FILED SEEKING TO ENFORCE COMMISSION ORDER

The Commission announced that on September 9 it filed a complaint in the United States District Court for the Southern District of West Virginia seeking an order from the Court, pursuant to Section 21(e) of the Securities Exchange Act of 1934, requiring Linda King (King) to comply with the terms of the Order Making Findings, Imposing Sanctions And Cease And Desist Order (Commission's Order) which the Commission issued on August 4, 1995 in the administrative proceeding In the Matter of Burnett Grey & Company, Inc., et al., File No. 3-8501 (see Securities Exchange Act Release No. 36061).

The complaint alleges that the Commission's Order ordered King, inter alia, to pay a civil monetary penalty in the amount of \$5,000 within thirty days of the receipt of the order and that King has failed to do so. The Commission's Order had found that King, as the vice president, secretary, and chief financial officer of Burnett Grey & Company, Inc., a registered broker-dealer, was responsible for ascertaining the firm's compliance with the Commission's net capital, books and records, and reporting rules and regulations and that she aided and abetted and caused violations by Burnett Grey of those provisions. King had consented to the issuance of the Commission's Order and the findings and sanctions. The complaint seeks an order from the Court requiring that King comply with the Commission's Order by paying the \$5,000 civil monetary penalty forthwith. [SEC v. Linda M. King, Civil Action No. 2:96-0863, SD W.VA] (LR-15054)

INVESTMENT COMPANY ACT RELEASES

FOCUS INVESTMENT TRUST SERIES 1

An order has been issued under Section 8(f) of the Investment Company Act declaring that Focus Investment Trust Series 1 has ceased to be an investment company. (Rel. IC-22225 - September 17)

ALLIANCE GROWTH FUND, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Alliance Growth Fund, Inc. has ceased to be an investment company. (Rel. IC-22226 - September 17)

BT INVESTMENT PORTFOLIOS AND BANKERS TRUST COMPANY

An order has been issued on an application filed by BT Investment Portfolios (Portfolio Trust) and Bankers Trust Company (BT) pursuant to Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder. The order permits a series of the Portfolio Trust, Liquid Assets Portfolio (Portfolio), and BT, the Portfolio's investment adviser, to jointly enter into repurchase agreements and time deposits with non-affiliated financial institutions. (Rel. IC-22227 - September 17)

SELIGMAN HENDERSON EMERGING COMPANIES INTERVAL FUND, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Seligman Henderson Emerging Companies Interval Fund, Inc. has ceased to be an investment company. (Rel. IC-22228 - September 17)

THE ONE GROUP, ET AL.

An order has been issued on an application filed by The One Group, et al., under Section 6(c) of the Investment Company Act for an exemption from Section 12(d)(1) of the Act, and under Sections 6(c) and 17(b) of the Act for an exemption from Section 17(a) of the Act. The order permits certain portfolios of The One Group to operate as "funds of funds" by investing substantially all of their assets in other portfolios of The One Group. The order also permits other groups of investment companies that are distributed by The One Group Services Company to operate a "fund of funds" arrangement within their respective fund complexes. (Rel. IC-22229 - September 17)

PRUCO LIFE INDIVIDUAL VARIABLE ANNUITY ACCOUNT

An order has been issued under Section 8(f) of the Investment Company Act declaring that Pruco Life Individual Variable Annuity Account has ceased to be an investment Company. (Rel. IC-22230 - September 18)

INVESTMENT ADVISERS ACT RELEASES

TECHNOLOGY FUNDING PARTNERS III, L.P., ET AL.

A notice has been issued giving interested persons until October 15 to request a hearing on an application filed by Technology Funding Partners III, L.P., et al. for an order under Section 206A of the Investment Advisers Act exempting applicants from Section 205(a)(1) of the Advisers Act. The requested order would permit certain business development companies (BDCs) to make in-kind distributions of portfolio securities and deem gains or losses on such securities to be realized upon such distributions to partners of such BDCs. The order would apply only to in-kind distributions of portfolio securities for which market quotations are available and are traded publicly on any nationally recognized exchange or market. (Rel. IA-1579 - September 17)

HOLDING COMPANY ACT RELEASES

MCN CORPORATION

An order has been issued authorizing MCN Corporation, a Michigan public-utility holding company exempt from registration under Section 3(a)(1) of the Act, pursuant to Rule 2, to acquire a 1% general partnership interest and a 46.5% limited partnership interest in Southern Missouri Gas Company, L.P., a Missouri limited partnership that will construct, own and operate a gas pipeline and distribution system. (Rel. 35-26576)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change submitted by the Chicago Stock Exchange (SR-CHX-96-11) to amend Rules 2 and 3 of Article VI (and the interpretations and policies thereunder), to clarify existing rules, adopt examinations applicable to persons conducting a customer business from the CHX trading floor, adopt the Content Outline for the Examination Module for Floor Members Engaged in a Public Business with Professional Customers, adopt a Content Outline for the Examination Module for Floor Clerks of Members engaged in a Public Business with Professional Customers, adopt a new Floor Membership Exam, adopt a new Market Maker Exam, and adopt a new Co-Specialist Exam. (Rel. 34-37690)

The Commission approved a proposed rule change submitted by the Chicago Board Options Exchange (SR-CBOE-96-45) relating to procedures for hearings in disciplinary cases, and publication of disciplinary decisions. Publication of the notice is expected in the Federal Register during the week of September 23. (Rel. 34-37697)

PROPOSED RULE CHANGE

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-96-38) relating to the listing of flexible exchange-traded options on specified indexes and equity securities. Publication of the notice is expected in the Federal Register during the week of September 23. (Rel. 34-37691)

WITHDRAWAL GRANTED

An order has been issued granting the application of The Vermont Teddy Bear Co., Inc. to withdraw from listing and registration its Common Stock, \$0.05 Par Value, on the Pacific Stock Exchange. (Rel. 34-37699)

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.

- F-1 ICTS INTERNATIONAL N V, BINDERIJ 7G C/O ICTS INTERNATIONAL BV,
1185 ZH AMSTELVEEN THE NETHERL, P7 - 1,265,000 (\$18,895,937.50)
FOREIGN COMMON STOCK. (FILE 333-5552 - SEP. 11) (BR. 1)
- S-4 ELDORADO RESORTS LLC, 345 NORTH VIRGINIA ST, RENO, NV 89501
(702) 786-5700 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE
333-11811 - SEP. 12) (NEW ISSUE)
- S-1 COMMODORE SEPARATION TECHNOLOGIES INC, 150 EAST 58TH STREET, SUITE 3400,
NEW YORK, NY 10155 (212) 935-5400 - 17,750,000 (\$111,035,000) COMMON STOCK.
500,000 (\$50) WARRANTS, OPTIONS OR RIGHTS. 1,000,000 (\$10,400,000)
COMMON STOCK. (FILE 333-11813 - SEP. 12) (NEW ISSUE)
- S-8 INNOVASIVE DEVICES INC, 734 FOREST ST, MARLBOROUGH, MA 01752
(508) 434-6000 - 1,088,425 (\$11,020,303) COMMON STOCK. (FILE 333-11815 -
SEP. 12) (BR. 1)
- S-8 COMMANDER AIRCRAFT CO, 7200 NW 63RD ST HANGER 8, WILEY POST AIRPORT,
BETHANY, OK 73008 (405) 495-8080 - 500,000 (\$1,687,500) COMMON STOCK.
(FILE 333-11819 - SEP. 12) (BR. 5)
- SB-2 MD LABS INC, 1719 W UNIVERSITY, SUITE 187, TEMPE, AZ 85281
(602) 437-0127 - 1,495,000 (\$10,465,000) COMMON STOCK. (FILE 333-11821 -
SEP. 12)

- S-3 DUFF & PHELPS CREDIT RATING CO, 55 EAST MONROE ST, CHICAGO, IL 60603
(312) 368-3100 - 33,603 (\$699,615) COMMON STOCK. (FILE 333-11823 -
SEP. 12) (BR. 2)
- S-8 NOVELLUS SYSTEMS INC, 81 VISTA MONTANA, SAN JOSE, CA 95134
(408) 943-9700 - 720,000 (\$25,560,000) COMMON STOCK. (FILE 333-11825 -
SEP. 12) (BR. 5)
- S-1 CONSEP INC, 213 SW COLUMBIA ST, BEND, OR 97770 (503) 388-3688 -
2,300,000 (\$6,540,625) COMMON STOCK. (FILE 333-11827 - SEP. 12) (BR. 2)
- SB-2 TTR INC, 2 HANAGAR STREET, K FAR SABA ISRAEL, L3 - 1,466,250
(\$8,797,500) COMMON STOCK. 1,870,000 (\$440,620)
WARRANTS, OPTIONS OR RIGHTS. 3,197,021 (\$21,642,126) COMMON STOCK. (FILE
333-11829 - SEP. 12)
- S-8 HANCOCK HOLDING CO, ONE HANCOCK PLZ, P.O. BOX 4019, GULFPORT, MS 39502
(601) 868-4605 - 500,000 (\$18,500,000) COMMON STOCK. (FILE 333-11831 -
SEP. 12) (BR. 7)
- S-8 WACKENHUT CORP, 4200 WACKENHUT DRIVE, #100, PALM BEACH GARDEN, FL 33410
(402) 691-6429 - 100,000 (\$1,412,500) COMMON STOCK. (FILE 333-11833 -
SEP. 12) (BR. 1)
- S-1 DAUPHIN TECHNOLOGY INC, 800 E NORTHWEST, STE 950, PALATINE, IL 60067
(847) 358-4406 - 39,866,422 (\$44,650,393) COMMON STOCK. (FILE 333-11835 -
SEP. 12) (BR. 3)
- S-8 WACKENHUT CORP, 4200 WACKENHUT DRIVE, #100, PALM BEACH GARDEN, FL 33410
(402) 691-6429 - 900,000 (\$3,884,375) COMMON STOCK. (FILE 333-11837 -
SEP. 12) (BR. 1)
- S-8 MONEY STORE INC /NJ, 2840 MORRIS AVE, UNION, NJ 07083 (908) 686-2200 -
2,812,500 (\$65,390,625) COMMON STOCK. (FILE 333-11839 - SEP. 12) (BR. 8)
- S-8 DSP COMMUNICATIONS INC, 20300 STEVENS CREEK BLVD, 4TH FLOOR, CUPERTINO,
CA 95014 (408) 777-2700 - 500,000 (\$24,062,500) COMMON STOCK. (FILE
333-11841 - SEP. 12) (BR. 3)
- S-8 NORTHWESTERN PUBLIC SERVICE CO, 33 THIRD ST SE, PO BOX 1318, HURON, SD
57350 (605) 352-8411 - 250,000 (\$7,250,000) COMMON STOCK. (FILE 333-11843
- SEP. 12) (BR. 4)
- S-8 GENESIS HEALTH VENTURES INC /PA, 148 W STATE ST STE 100, KENNETT SQUARE,
PA 19348 (610) 444-6350 - 750,000 (\$17,437,500) COMMON STOCK. (FILE
333-11845 - SEP. 12) (BR. 1)
- S-3 GENESIS HEALTH VENTURES INC /PA, 148 W STATE ST STE 100, KENNETT SQUARE,
PA 19348 (610) 444-6350 - 159,499 (\$3,708,351.75) COMMON STOCK. (FILE
333-11847 - SEP. 12) (BR. 1)
- S-8 HOLOGIC INC, 590 LINCOLN ST, WALTHAM, MA 02154 (617) 890-2300 -
1,150,000 (\$43,987,500) COMMON STOCK. (FILE 333-11849 - SEP. 12) (BR. 1)
- S-8 AMERICAN TRAVELLERS CORP, 3220 TILLMAN DR, BENSALEM, PA 19020
(215) 244-1600 - 2,000,000 (\$62,375,000) COMMON STOCK. (FILE 333-11851 -
SEP. 12) (BR. 1)
- S-8 HOLOGIC INC, 590 LINCOLN ST, WALTHAM, MA 02154 (617) 890-2300 - 297,517
(\$6,682,231.82) COMMON STOCK. (FILE 333-11853 - SEP. 12) (BR. 1)
- S-3 FIRSTPLUS INVESTMENT CORP, 16901 DALLAS PARKWAY, SUITE 200, DALLAS, TX
75248 (214) 380-5995 - 1,240,625,000 (\$1,240,625,000)
EQUIPMENT TRUST CERTIFICATES. (FILE 333-11855 - SEP. 12) (BR. 8)
- S-8 NHP INC, 1225 EYE ST NW, WASHINGTON, DC 20005 (202) 347-6247 - 400,000
(\$7,600,000) COMMON STOCK. (FILE 333-11857 - SEP. 12) (BR. 8)
- S-8 KROGER CO, 1014 VINE ST, CINCINNATI, OH 45202 (513) 762-4000 -
6,000,000 (\$253,125,000) COMMON STOCK. (FILE 333-11859 - SEP. 12) (BR. 2)

- S-8 TOYS R US INC, 461 FROM RD, PARAMUS, NJ 07652 (201) 262-7800 - 3,500,000 (\$3,500,000) COMMON STOCK. (FILE 333-11861 - SEP. 12) (BR. 2)
- S-8 NHP INC, 1225 EYE ST NW, WASHINGTON, DC 20005 (202) 347-6247 - 120,000 (\$2,331,600) COMMON STOCK. (FILE 333-11863 - SEP. 12) (BR. 8)
- S-8 3 D SYSTEMS CORP, 26081 AVENUE HALL, VALENCIA, CA 91355 (805) 295-5600 - 1,500,000 (\$19,695,000) COMMON STOCK. (FILE 333-11865 - SEP. 12) (BR. 3)
- S-8 INTERCARGO CORP, 1450 E AMERICAN LN, 20TH FLR, SCHAUMBURG, IL 60173 (708) 517-2510 - 400,000 (\$3,500,000) COMMON STOCK. (FILE 333-11867 - SEP. 12) (BR. 1)
- S-8 WORKGROUP TECHNOLOGY CORP, 81 HARTWELL AVE, LEXINGTON, MA 02173 (617) 674-2000 - 1,221,382 (\$1,602,351.80) COMMON STOCK. (FILE 333-11869 - SEP. 12) (BR. 3)
- S-4 HANCOCK HOLDING CO, ONE HANCOCK PLZ, P.O. BOX 4019, GULFPORT, MS 39502 (601) 868-4605 - 450,330 (\$5,479,037) COMMON STOCK. (FILE 333-11873 - SEP. 12) (BR. 7)
- S-8 MEDPARTNERS INC, 3000 GALLERIA TOWER, STE 1000, BIRMINGHAM, AL 35244 (205) 733-8996 - 13,771,964 (\$212,914,331.22) COMMON STOCK. (FILE 333-11875 - SEP. 12)
- S-8 FIDELITY NATIONAL CORP /GA/, 160 CLAIREMONT AVE, STE 200, DECATUR, GA 30030 (404) 371-5500 - 500,000 (\$6,468,750) COMMON STOCK. (FILE 333-11877 - SEP. 12) (BR. 7)
- S-3 FIDELITY NATIONAL CORP /GA/, 160 CLAIREMONT AVE, STE 200, DECATUR, GA 30030 (404) 371-5500 - 500,000 (\$6,468,750) COMMON STOCK. (FILE 333-11879 - SEP. 12) (BR. 7)
- S-3 SALOMON INC, SEVEN WORLD TRADE CNTR, 28TH FLOOR, NEW YORK, NY 10048 (212) 783-7000 - \$400,000,000 COMMON STOCK. (FILE 333-11881 - SEP. 12) (BR. 8)
- S-8 THORATEC LABORATORIES CORP, 2023 EIGHTH ST, BERKELEY, CA 94710 (510) 841-1213 - 983,333 (\$8,849,997) COMMON STOCK. (FILE 333-11883 - SEP. 12) (BR. 1)
- S-8 BECTON DICKINSON & CO, ONE BECTON DR, FRANKLIN LAKES, NJ 07417 (201) 847-6800 - 100,000 (\$4,231,000) COMMON STOCK. (FILE 333-11885 - SEP. 12) (BR. 1)
- S-3 FIRST PACIFIC NETWORKS INC, 871 FOX LANE, SAN JOSE, CA 95131 (408) 943-7600 - 4,601,010 (\$6,625,454) COMMON STOCK. (FILE 333-11887 - SEP. 12) (BR. 3)
- S-3 AGWAY INC, 333 BUTTERNUT DR, DEWITT, NY 13214 (315) 449-6431 - 14,000 (\$1,100,000) PREFERRED STOCK. 4,000 (\$100,000) COMMON STOCK. 60,000,000 (\$60,000,000) EQUIPMENT TRUST CERTIFICATES. 19,115,000 (\$19,115,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 333-11891 - SEP. 12) (BR. 2)
- S-4 INTERMEDIA CAPITAL PARTNERS IV L P, 235 MONTGOMERY STREET, SUITE 420, SAN FRANCISCO, CA 94120 (415) 616-4600 - 97,333,333 (\$97,333,333.33) STRAIGHT BONDS. (FILE 333-11893 - SEP. 12)
- S-3 OCCIDENTAL PETROLEUM CORP /DE/, 10889 WILSHIRE BLVD, LOS ANGELES, CA 90024 (310) 208-8800 - 2,018,928 (\$47,318,625) COMMON STOCK. (FILE 333-11897 - SEP. 13) (BR. 4)
- S-8 SULLIVAN DENTAL PRODUCTS INC, 10920 WEST LINCOLN AVENUE, 120 S RIVERSIDE PLAZA SUITE 430, WEST ALLIS, WI 53227 (414) 321-8881 - 750,000 (\$7,781,250) COMMON STOCK. (FILE 333-11899 - SEP. 13) (BR. 1)
- S-4 SULLIVAN DENTAL PRODUCTS INC, 10920 WEST LINCOLN AVENUE, 120 S RIVERSIDE PLAZA SUITE 430, WEST ALLIS, WI 53227 (414) 321-8881 - 1,000,000 (\$10,375,000) COMMON STOCK. (FILE 333-11901 - SEP. 13) (BR. 1)
- S-8 SEPRAGEN CORP, 30689 HUNTWOOD DRIVE, HAYWARD, CA 94544 (510) 636-0707 - 250,000 (\$1,000,000) COMMON STOCK. (FILE 333-11903 - SEP. 13) (BR. 5)