

SEC NEWS DIGEST

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COMMISSION ANNOUNCEMENTS

COMMISSION MEETINGS

CLOSED MEETING – THURSDAY, AUGUST 24, 2000 – 11:00 A.M.

The subject matter of the closed meeting scheduled Thursday, August 24, at 11:00 a.m. will be: Institution and settlement of injunctive actions; and Institution and settlement of administrative proceedings of an enforcement nature.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 942-7070.

ADDITIONAL INFORMATION CONCERNING SECOND PUBLIC HEARING ON AUDITOR INDEPENDENCE RULE PROPOSAL

Today the Securities and Exchange Commission announced additional information concerning its second public hearing on the proposed auditor independence rules.

What: The Commission will conduct a second hearing to solicit the views of the public on its proposal to modernize the auditor independence rules.

When: Wednesday, September 13, 2000, 9:00 a.m.

Where: Pace Downtown Theatre at Pace University
Spruce Street between Park Row and Gold Street
New York, New York
(across from City Hall Park)

Testimony: Any member of the public wishing to testify at the hearing must submit a written request to the Commission, which must be received by August 25, 2000. Persons requesting to testify must submit three copies of their oral statement or a summary of

their intended testimony to the Commission, which must be received by September 5, 2000. (Those who do not wish to appear at the hearings, but want their views included in the public file, may submit written comments by September 25, 2000.)

Requests to testify, oral statements or summaries, and written comments should be mailed to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 or submitted electronically at rule-comments@sec.gov. The words "Request to Testify" should be clearly noted on the subject line of the request. All requests and other submissions also should refer to Comment File No. S7-13-00.

Format: After September 5, 2000, the Commission will publish a schedule of witnesses. Based on the number of requests received, the Commission may not be able to accommodate all requests to testify at the hearing. The Commission also may limit the time for formal presentations or group presentations into a series of panels. Time will be reserved for members of the Commission and Commission staff to pose questions to each witness concerning his or her testimony as well as other matters pertaining to the rule proposal. Jonathan G. Katz, Secretary of the Commission, will serve as the hearing officer.

Summary of Rulemaking: The proposals modernize the Commission's auditor independence requirements by providing governing principles for determining whether an auditor is independent in light of: investments by auditors or their family members in audit clients, employment relationships between auditors or their family members and audit clients, and the scope of services provided by audit firms to their audit clients.

The proposals would, among other things:

- significantly reduce the number of audit firm employees and their family members whose investments in audit clients are attributed to the auditor;
- identify certain non-audit services that, if provided to an audit client, would impair an auditor's independence. (The scope of services proposals would not extend to services provided to non-audit clients.);
- provide a limited exception for accounting firms that have certain quality controls and satisfy other conditions; and
- require companies to disclose in their annual proxy statements certain information about, among other things, non-audit services provided by their auditors during the last fiscal year.

Contacts: John M. Morrissey, Deputy Chief Accountant and W. Scott Bayless, Associate Chief Accountant, Office of the Chief Accountant at (202) 942-4400. (Press Rel. 2000-114)

ENFORCEMENT PROCEEDINGS

FORMER OFFICERS OF ALIAS RESEARCH, INC. ENJOINED COMMISSION BARS WILLIAM McCLINTOCK

The Commission announced that the Honorable Edward F. Harrington, United States District Judge for the District of Massachusetts, issued final judgments permanently enjoining Stephen R.B. Bingham of Toronto, Susan McKenna Grant of Bermuda and William J. McClintock of Mississauga, Ontario from violating the antifraud, reporting and internal controls provisions of the federal securities laws. Also, on August 16, 2000, the Commission issued an order denying McClintock, a chartered accountant, the privilege of appearing or practicing before the Commission as an accountant and allowing him to apply for reinstatement after two years. In anticipation of the institution of administrative proceedings, McClintock submitted an offer of settlement consenting to the issuance of the order.

From August 1988 to November 1991, McClintock was the chief financial officer of Alias Research, Inc., a Toronto-based computer software company. In April 1996, the Commission filed a complaint in the United States District Court for the District of Massachusetts alleging that McClintock, together with Bingham and Grant, Alias's former chief executive officer and executive vice president, respectively, caused Alias to fraudulently recognize revenue, which resulted in material misstatements in Alias's financial statements filed with the Commission in 1991. The complaint also alleged that McClintock, Bingham and Grant engaged in unlawful insider trading by selling significant amounts of their Alias stock while in possession of material non-public information.

On July 24, 2000, the court found that McClintock violated Section 17(a) of the Securities Act and Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5, 13b2-1 and 13b2-2 thereunder. McClintock was permanently enjoined from further violations of these provisions and prohibited for a period of five years from acting as an officer or director of a public company. McClintock consented to the injunction without admitting or denying any of the substantive charges against him. The court also ordered McClintock to pay disgorgement of \$285,825 plus prejudgment interest, but waived disgorgement and did not impose a civil penalty based upon his demonstrated financial inability to pay. Previously, on March 28, 2000, the court permanently enjoined Bingham from violating Section 17(a) of the Securities Act and Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B) and 13(b)(5) of the Exchange Act and Rules 10b-5, 12b-20, 13a-13, 13b2-1 and 13b2-2 thereunder. The final judgment also prohibits Bingham for a period of five years from acting as an officer or director of a public company and ordered him to pay disgorgement of \$1,713,000 but waived disgorgement and did not impose a civil penalty based upon his demonstrated financial inability to pay. Grant was permanently enjoined from violating Section 17(a) of the Securities Act and Sections 10(b), 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 10b-5,

12b-20, 13a-13 and 13b2-2 thereunder. Pursuant to the judgment, Grant paid disgorgement of \$135,204 plus prejudgment interest of \$129,592 and a civil penalty of \$135,204. Bingham and Grant consented to the entry of the final judgments without admitting or denying any of the substantive charges against them (SEC v. Bingham et al., Civil Action No. 96-10793-EFH). (Rel. 34-43160; AAE Rel. 1293; File No. 3-10271)

JAMES COGLEY SENTENCED

The Commission and the U.S. Attorneys' Office for the Southern District of Ohio announced that on August 9 James Michael Cogley (Cogley) was sentenced to 57 months imprisonment for one count of mail fraud. He also received 3 years supervised probation and a special assessment of \$100. Cogley and The Ohio Estate Group (OEG), a company Cogley controlled, were also ordered to pay restitution in the amount of \$2,751,828. The criminal action arose out of the Commission's civil action brought against Cogley and OEG. Cogley and OEG both consented to a permanent injunction which enjoins them from violating antifraud provisions of the federal securities laws. Cogley, a registered investment adviser, received approximately \$2,751,828 from 83 investors, primarily elderly and retired persons, for the purpose of investing in real estate development. The money was ultimately used instead for office rent, payroll, business and personal expenses. Only \$547,000 was invested in real estate development. In pronouncing the sentence, U.S. Judge for the Southern District of Ohio, the Honorable Edmund A. Sargus Jr. said, " You have caused enormous harm. I find this conduct despicable." Cogley was denied self-surrender and was immediately taken into custody to begin serving his sentence. [U.S. v. James Michael Cogley and The Ohio Estate Group, Inc., CR2-00-27, S.D. Ohio] (LR-16654)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The Pacific Exchange filed a proposed rule change (SR-PCX-99-44) amending PCX Rule 6 regarding options trading. Publication of the notice in the Federal Register is expected during the week of August 14. (Rel. 34-43149)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-PCX-00-20) filed by the Pacific Exchange relating to the Exchange's log-on requirements for its automatic order execution system has become effective under Section 19(b)(3)(A) of the Securities Exchange Act. Publication of the proposal is expected to in the Federal Register during the week of August 21. (Rel. 34-43150)

A proposed rule change filed by the New York Stock Exchange (SR-NYSE-00-35) extending the pilot fee structure governing the reimbursement of member organizations for costs incurred in the transmission of proxy and other shareholder communication materials has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of August 21. (Rel. 34-43151)

A proposed rule change filed by the Pacific Exchange regarding continuing education requirements for registered persons (SR-PCX-00-22) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of August 21. (Rel. 34-43153)

A proposed rule change filed by the National Association of Securities Dealers to eliminate CAES charges for member firms that receive and execute orders (SR-NASD-00-49) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of August 21. (Rel. 34-43156)

NOTICE OF EXTENSION OF COMMENT PERIOD

The Commission has decided, pursuant to Section 19(b)(2) of the Securities Exchange Act of 1934, to extend the comment period for a proposed rule change filed by the New York Stock Exchange (Rel. 34-43111; August 2, 2000) (SR-NYSE-00-32) to extend the effectiveness of a pilot relating to shareholder approval of stock option plans. The comment period has been extended until September 20, 2000. (Rel. 34-43155)

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: <publicinfo@sec.gov>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

F-6 PEARSON PLC /ADR/, ONE WALL STREET, NEW YORK, NY 10286 - 20,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12374 - AUG. 07) (BR. 99 - NEW ISSUE)

S-B FINANCEMENT QUEBEC, QUEBEC GOVERNMENT HOUSE,
ONE ROCKEFELLER PLAZA 26TH FLOOR, NEW YORK, NY 10020 - \$750,000,000
STRAIGHT BONDS. (FILE 333-12376 - AUG. 07) (BR. 7 - NEW ISSUE)

F-8 SHAW COMMUNICATIONS INC, STE 900, 630 3RD AVE SW, CALGARY ALBERTA
CANADA,
A0 (403) 750-4500 - 1,786,675 (\$32,106,549.75) FOREIGN COMMON STOCK.
(FILE 333-12380 - AUG. 09) (BR. 7)

S-1 OIL STATES INTERNATIONAL INC, THREE ALLEN CENTER,
333 CLAY STREET SUITE 3460, HOUSTON, TX 77002 (713) 692-0582 -
\$201,250,000 COMMON STOCK. (FILE 333-43400 - AUG. 10) (BR. 4 - NEW
ISSUE)

S-8 COGNIZANT TECHNOLOGY SOLUTIONS CORP, 1700 BROADWAY, 26TH FL, NEW
YORK,
NY 10019 (212) 998-6115 - 1,000,000 (\$4,250,000) COMMON STOCK. (FILE
333-43402 - AUG. 10) (BR. 3)

S-8 STEREOSCAPE COM INC, 3440 HIGHWAY 9 SOUTH, FREEHOLD, NJ 07728
(732) 462-7767 - 1,000,000 (\$1,000,000) COMMON STOCK. (FILE 333-43406
AUG. 10) (BR. 9)

SB-2 ADSTAR COM INC, 4553 GLENCO AVENUE, SUITE 325, MARINA DEL RAY, CA
90292
- 1,750,000 (\$4,445,000) COMMON STOCK. (FILE 333-43408 - AUG. 10) (BR.
4)

S-8 SEMICONDUCTOR LASER INTERNATIONAL CORP, 15 LINK DRIVE, BINGHAMTON,
NY
13904 (607) 722-3800 - 1,000,000 (\$517,500) COMMON STOCK. (FILE 333-
43410
- AUG. 10) (BR. 5)

S-8 HEALTHTRONICS INC /GA, 1841 WEST OAK PARKWAY, SUITE A, MARIETTA, GA
30062 (770) 419-0691 - 1,000,000 (\$15,250,000) COMMON STOCK. (FILE
333-43412 - AUG. 10) (BR. 9)

S-8 ALLAIRE CORP, ONE ALEWIFE CENTER 3RD FLOOR, SUITE 552, CAMBRIDGE, MA
02140 (617) 761-2000 - 4,000,000 (\$137,635,042.50) COMMON STOCK. (FILE
333-43414 - AUG. 10) (BR. 3)

S-8 NEXTHEALTH INC, 16500 N LAGO DEL ORO PKWY, TUCSON, AZ 85737
(602) 792-5800 - 750,000 (\$2,531,250) COMMON STOCK. (FILE 333-43416 -
AUG. 10) (BR. 1)

S-8 NEXTHEALTH INC, 16500 N LAGO DEL ORO PKWY, TUCSON, AZ 85737
(602) 792-5800 - 600,000 (\$2,025,000) COMMON STOCK. (FILE 333-43418 -
AUG. 10) (BR. 1)

S-3 DITECH CORP, 825 E MIDDLEFIELD RD, MOUNTAIN VIEW, CA 94043
(650) 623-1300 - 2,041,897 (\$103,115,798.50) COMMON STOCK. (FILE
333-43420 - AUG. 10) (BR. 7)

S-3 GRANITE CONSTRUCTION INC, 585 WEST BEACH ST, WATSONVILLE, CA 95076
 (408) 724-1011 - 3,000,000 (\$74,062,500) COMMON STOCK. (FILE 333-43422
 -
 AUG. 10) (BR. 6)

S-8 CHIRON CORP, 4560 HORTON ST, EMERYVILLE, CA 94608 (510) 655-8730 -
 10,000,000 (\$520,312,500) COMMON STOCK. (FILE 333-43424 - AUG. 10)
 (BR. 1)

S-3 PEOPLES BANCORP OF NORTH CAROLINA INC, 218 SOUTH MAIN STREET,
 NEWTON, NC
 28658 (828) 464-5620 - 200,000 (\$2,582,000) COMMON STOCK. (FILE 333-
 43426
 - AUG. 10) (BR. 7)

S-8 INLAND RESOURCES INC, 410 17TH ST STE 700, DENVER, CO 80202
 (303) 893-0102 - 25,000 (\$131,250) COMMON STOCK. (FILE 333-43430 -
 AUG. 10) (BR. 4)

S-8 INLAND RESOURCES INC, 410 17TH ST STE 700, DENVER, CO 80202
 (303) 893-0102 - 87,500 (\$459,375) COMMON STOCK. (FILE 333-43432 -
 AUG. 10) (BR. 4)

S-8 INLAND RESOURCES INC, 410 17TH ST STE 700, DENVER, CO 80202
 (303) 893-0102 - 29,200 (\$153,300) COMMON STOCK. (FILE 333-43434 -
 AUG. 10) (BR. 4)

S-8 ELECTRONIC DATA SYSTEMS CORP /DE/, 5400 LEGACY DR, H3-3D-05, PLANO,
 TX
 75024 (972) 605-5486 - 25,000 (\$1,132,031.25) COMMON STOCK. (FILE
 333-43436 - AUG. 10) (BR. 3)

S-8 CENTRE CAPITAL CORP /NV/, 2619 GRAVEL STREET, FORT WORTH, TX 76118
 (817) 595-0919 - 1,500,000 (\$1,500,000) COMMON STOCK. (FILE 333-43442
 -
 AUG. 10) (BR. 5)

SB-2 FIRST SECURITY BANCORP INC /KY/, 400 E MAIN ST, LEXINGTON, KY 40507
 (606) 367-3700 - 1,000,000 (\$16,000,000) COMMON STOCK. (FILE 333-43444
 -
 AUG. 10) (BR. 7)

S-8 CENTRE CAPITAL CORP /NV/, 2619 GRAVEL STREET, FORT WORTH, TX 76118
 (817) 595-0919 - 500,000 (\$500,000) COMMON STOCK. (FILE 333-43446 -
 AUG. 10) (BR. 5)

S-8 EVOLVE SOFTWARE INC, 615 BATTERY STREET, SUITE 400, SAN FRANCISCO,
 CA
 94111 (415) 439-4011 - 8,929,367 (\$69,220,260) COMMON STOCK. (FILE
 333-43448 - AUG. 10) (BR. 5)

S-8 Q COMM INTERNATIONAL INC, 1145 SOUTH 1680 WEST, OREM, UT 84058
 (801) 226-4222 - 400,000 (\$280,000) COMMON STOCK. (FILE 333-43450 -
 AUG. 10) (BR. 9)

S-8 PARKERVISION INC, 8493 BAYMEADOWS WAY, JACKSONVILLE, FL 32256
 (904) 737-1367 - 7,165,000 (\$299,545,642) COMMON STOCK. (FILE 333-
 43452 -
 AUG. 10) (BR. 2)

S-3 PLC SYSTEMS INC, 10 FORGE PK, FRANKLIN, MA 02038 (508) 541-8800 -
 154,864 (\$183,901) COMMON STOCK. (FILE 333-43454 - AUG. 10) (BR. 5)

S-8 PHOENIX RESOURCES TECHNOLOGIES INC, 15945 QUALITY TRAIL NORTH,
 SCANDIA,
 MN 55073 (651) 433-5735 - 600,000 (\$5,778,000) COMMON STOCK. (FILE
 333-43458 - AUG. 10) (BR. 6)

S-8 CENTRAL VIRGINIA BANKSHARES INC, U S RTE 60 AT FLATROCK, P O BOX 39,
 POWHATAN, VA 23139 (804) 794-6266 - 190,000 (\$1,721,875) COMMON STOCK.
 (FILE 333-43462 - AUG. 10) (BR. 7)

SB-2 NEW WORLD POWER CORPORATION, 558 LIME ROCK RD, LIME ROCK, CT 06039
 (860) -43-5-89 - 1,671,764 (\$1,086,646.60) COMMON STOCK. (FILE 333-
 43464 -
 AUG. 10) (BR. 5)

S-8 PUBLICARD INC, 620 FIFTH AVENUE ROCKEFELLER CENTER, 7TH FLOORR,
 NEW YORK, NY 10020 (212) 651-3102 - 3,000,000 (\$7,875,000) COMMON
 STOCK.
 (FILE 333-43466 - AUG. 10) (BR. 3)

S-8 PUBLICARD INC, 620 FIFTH AVENUE ROCKEFELLER CENTER, 7TH FLOORR,
 NEW YORK, NY 10020 (212) 651-3102 - 750,000 (\$1,968,750) COMMON STOCK.
 (FILE 333-43468 - AUG. 10) (BR. 3)

S-4 EXODUS COMMUNICATIONS INC, 2831 MISSION COLLEGE BLVD, SANTA CLARA,
 CA
 95054 (408) 346-2200 - 1,200,000,000 (\$1,180,380,000) STRAIGHT BONDS.
 (FILE 333-43470 - AUG. 10) (BR. 8)

S-8 THERMO ECOTEK CORP, 245 WINTER ST, SUITE 300, WALTHAM, MA 02154
 (781) 622-1000 - 413,265 (\$9,078,915.46) COMMON STOCK. (FILE 333-43472
 -
 AUG. 10) (BR. 2)

S-8 MEMC ELECTRONIC MATERIALS INC, 501 PEARL DR, ST PETERS, MO 63376
 (314) 279-5500 - 3,600,000 (\$56,700,000) COMMON STOCK. (FILE 333-43474
 -
 AUG. 10) (BR. 5)

S-8 INFINITE TECHNOLOGY CORP, 3050 EAST 630 NORTH SUITE D1, ST. GEORGE,
 UT
 84790 (702) 251-3211 - 4,900,000 (\$612,500) COMMON STOCK. (FILE 333-
 43476
 - AUG. 10) (BR. 9)

S-8 VERSANT CORP, 6539 DUMBARTON CIRCLE, FREMONT, CA 94555 (510) 789-
 1500 -
 1,000,000 (\$4,031,250) COMMON STOCK. (FILE 333-43480 - AUG. 10) (BR.
 3)

S-8 PENDARIES PETROLEUM LTD, 8 GREENWAY PLAZA, SUITE 910, HOUSTON, TX
77046
(713) 355-2900 - 1,092,600 (\$5,132,022) COMMON STOCK. (FILE 333-43482
-
AUG. 10) (BR. 4)

S-8 PHILIP MORRIS COMPANIES INC, 120 PARK AVE, NEW YORK, NY 10017
(917) 663-5000 - 60,000,000,000 (\$1,576,875,000) COMMON STOCK. (FILE
333-43484 - AUG. 10) (BR. 4)

S-8 CHURCHILL DOWNS INC, 700 CENTRAL AVE, LOUISVILLE, KY 40208
(502) 636-4400 - 300,000 (\$6,852,000) COMMON STOCK. (FILE 333-43486 -
AUG. 10) (BR. 5)

S-1 DOVEBID INC, 1241 E HILLSDALE BLVD, FOSTER CITY, CA 94404 (650) 571-
7400
- \$60,000,000 COMMON STOCK. (FILE 333-43488 - AUG. 10) (BR. 8)

S-8 CREE INC, 4600 SILICON DR, DURHAM, NC 27703 (919) 361-5709 - 136,543
(\$12,477,299) COMMON STOCK. (FILE 333-43490 - AUG. 10) (BR. 36)

S-3 DECRANE AIRCRAFT HOLDINGS INC, 2361 ROSECRANS AVENUE, SUITE 180,
EL SEGUNDO, CA 90245 (310) 725-9123 - STRAIGHT BONDS. (FILE 333-43496
-
AUG. 10) (BR. 5)

S-8 OMEGA PROTEIN CORP, 1717 ST JAMES PL, STE 550, HOUSTON, TX 77056
(713) 940-6100 - 5,974,674 (\$46,610,423) COMMON STOCK. (FILE 333-43498
-
AUG. 11) (BR. 4)

S-8 WEBTRENDS CORP, 851 SW SIXTH AVENUE SUITE 1200, SUITE 1300,
PORTLAND, OR
97204 (503) 294-7025 - 1,298,000 (\$39,021,125) COMMON STOCK. (FILE
333-43500 - AUG. 11) (BR. 3)

S-3 CHURCHILL DOWNS INC, 700 CENTRAL AVE, LOUISVILLE, KY 40208
(502) 636-4400 - 200,000 (\$4,568,000) COMMON STOCK. (FILE 333-43502 -
AUG. 11) (BR. 5)

S-8 INSITE VISION INC, 445 MARINE VIEW AVE, SUITE 100, DEL MAR, CA 92014
(510) 865-8800 - 490,916 (\$1,890,026.60) COMMON STOCK. (FILE 333-43504
-
AUG. 11) (BR. 1)