

SEC NEWS DIGEST

Issue 98-105

June 2, 1998

COMMISSION ANNOUNCEMENTS

TESTIMONY OF COMMISSIONER UNGER POSTPONED

Commissioner Unger was scheduled to testify on Wednesday, June 3, at 9:30 a.m. in Room 628 of the Dirksen Senate Office Building concerning "Disclosing the Year 2000 Problem." The testimony has been postponed.

ENFORCEMENT PROCEEDINGS

ADMINISTRATIVE AND CEASE AND DESIST PROCEEDINGS INSTITUTED AGAINST THE ROCKIES FUND, INC., STEPHEN CALANDRELLA, CHARLES POWELL, CLIFFORD THYGESEN AND JOHN POWER

The Commission announced that it instituted administrative and cease and desist proceedings against the Rockies Fund, Inc., a closed-end investment company, its president, Stephen G. Calandrella, and two independent directors, Charles M. Powell and Clifford C. Thygesen.

The Order alleges that the Fund and the three individuals defrauded investors by materially overstating net assets between approximately June 1994 and December 1995 by various means, including improperly classifying securities of Premier Concepts, Inc. (Premier) as unrestricted. The Order further alleges that Calandrella and John C. Power manipulated the market for Premier stock and that Calandrella improperly accepted compensation for the Fund's purchase of Premier stock. Finally, the Order alleges that the Fund violated certain of the reporting provisions of the Exchange Act by filing false and misleading annual and quarterly reports, and that Calandrella, Powell and Thygesen aided and abetted and caused the Fund's violations of these provisions.

The Commission seeks cease and desist orders against the respondents and the imposition of civil penalties against Calandrella, Powell and Thygesen. (Rels. 34-40049; IC-23229; File No. 3-9615)

PRIME BANK DEFENDANT JOHN D'ACQUISTO INDICTED

The Commission and the United States Attorney for the Southern District of California announced that on May 28, 1998, a grand jury returned a 39-count indictment against John D'Acquisto. The indictment charges D'Acquisto with wire fraud, money laundering, and engaging in monetary transactions in property derived from a specified unlawful activity. D'Acquisto allegedly defrauded investors out of approximately \$7 million dollars through false and misleading statements concerning his investment programs. The indictment further alleges that D'Acquisto represented that his investment programs would pay investors returns of five to seven and one-half percent per week and that certain investment transaction reports sent to investors falsely claimed that the investments had grown by millions of dollars. D'Acquisto allegedly used some of the proceeds to purchase a \$71,148.17 Porsche, three race horses costing \$530,000; and for an escrow payment of \$100,000.

Previously, the Commission obtained a permanent injunction and \$7,421,471.27 disgorgement judgment against D'Acquisto based on the same conduct. In a subsequent administrative proceeding, the Commission revoked D'Acquisto's investment adviser registration and barred him from further association with any investment adviser. [U.S. v. John D'Acquisto, 98-CR-1703-K, SD Cal.] (LR-15762)

JERRY ALLISON SENTENCED TO 57 MONTHS FOR WIRE FRAUD

On June 1, the Honorable Roger G. Strand, United States District Judge for the District of Arizona, sentenced Jerry G. Allison (Allison), the former president and 90 percent owner of Qualified Pensions, Inc. (QPI), to a federal prison term of 57 months followed by 36 months of supervised release, and ordered him to pay restitution of \$6,592,706. Allison was sentenced pursuant to a criminal information charging him with one count of wire fraud. Allison's plea was in connection with the same misconduct as alleged by the Commission in its emergency civil action filed September 13, 1995. In that action, the Commission alleged that Allison and QPI defrauded investors by misappropriating millions of dollars in retirement savings that were entrusted to QPI by its clients to be maintained in Individual Retirement Accounts and other retirement savings plans. In addition to the conduct charged in the criminal case, the civil complaint also alleged that Allison and QPI executed securities transactions for their clients without registering as brokers. [SEC v. Qualified Pensions, Inc., et al., Civil Action No. 95-1746, LFO, D.D.C.]; U.S. v. Jerry G. Allison, Cr. 98-71-PHX-RGS, D. Az.] (LR-15763)

BROKER SETTLES WITH COMMISSION FOR ROLE IN UNREGISTERED DISTRIBUTION

On June 2, the Commission instituted a settled administrative proceeding against Robert M. Marcus (Marcus), a broker who handled an account that was used to effect an unregistered distribution of securities of Alter Sales Co., Inc. (ASI), a microcap issuer and

Florida automotive parts distributor. Without admitting or denying the findings, Marcus consented to a Commission Order that found that ASI issued three million shares of unregistered stock from April through October, 1993, to one Martin Clainey in an offering purportedly pursuant to Regulation S, as part of a scheme to evade the registration requirements of the federal securities laws; that Marcus sold 1,275,000 of these shares from an account he opened in the name of Martin Clainey while failing to make adequate inquiry into whether he was participating in an unregistered distribution; and that he thereby willfully violated Sections 5(a) and 5(c) of the Securities Act of 1933. Marcus consented to an order that he cease and desist from committing or causing violations of Sections 5(a) and 5(c) of the Securities Act, pay a penalty of \$10,000, and be suspended from association with a broker-dealer for four months. (Rel. 33-7545; 34-40056; File No. 3-9616)

INVESTMENT COMPANY ACT RELEASES

NOTICES OF DEREGISTRATIONS UNDER THE INVESTMENT COMPANY ACT

For the month of May, 1998, a notice has been issued giving interested persons until June 23, 1998, to request a hearing on any of the following applications for an order under Section 8(f) of the Investment Company Act declaring that the applicant has ceased to be an investment company:

Farrell Alpha Strategies [File No. 811-9048]
Franklin Templeton Japan Fund [File No. 811-6664]
Panther Partners, L.P. [File No. 811-6559]
Merrill Lynch KECALP Growth Investments Limited Partnership 1983 [File No. 811-3389]
Merrill Lynch KECALP L.P. 1984 [File No. 811-3909]
The Laidlaw Covenant Fund [811-7602]
Allmerica Funds [File No. 811-6308]
Putnam Adjustable Rate U.S. Government Fund [File No. 811-4531]
Consultants Trust [811-7542]
Midcap Growth Portfolio [811-7638]
John Hancock Sovereign Investors Fund, Inc. [File No. 811-115]
(Rel. IC-23226 - May 29)

PIMCO FUNDS, ET AL.

A notice has been issued giving interested persons until June 23 to request a hearing on an application filed by PIMCO Funds, et al. for an order under Section 17(b) of the Investment Company Act granting an exemption from Section 17(a) of the Act to permit PIMCO Municipal Bond Fund to acquire all of the assets and assume all of the liabilities of the Tax Exempt Fund, a series of PIMCO Funds. Because of certain affiliations, applicants may not rely on Rule 17a-8 under the Act. (Rel. IC-23227 - May 29)

SIRROM CAPITAL CORPORATION

A notice has been issued giving interested persons until June 23 to request a hearing on an application filed by Sirrom Capital Corporation for an order pursuant to Section 61(a)(3)(B) of the Investment Company Act approving applicant's Amended and Restated 1995 Stock Option Plan for Non-Employee Directors. The requested order would supersede an existing order. (Rel. IC-23228 - May 29)

THE ASIA TIGERS FUND, INC., ET AL.

A notice has been issued giving interested persons until June 23 to request a hearing on an application filed by the Asia Tigers Fund, Inc., et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act. The order would permit the implementation, without prior shareholder approval, of a new investment advisory agreement in connection with the sale of Barclays Global Investors Hong Kong Limited to AXA Investment Managers SA. The order would cover a period of up to 120 days following the later of: (i) the date on which the sale is consummated, or (ii) the date on which the requested order is issued (but in no event later than October 1, 1998) (Interim Period). The order also would permit, following shareholder approval, the payment to AXA Asset Management Partenaires of all fees it earns under the new investment advisory agreement during the Interim Period. (Rel. IC-23230 - June 1)

HOLDING COMPANY ACT RELEASES

ALLEGHENY ENERGY, INC.

An order has been issued authorizing Allegheny Energy, Inc. (AE), a registered holding company, to issue and sell up to 10 million shares of its common stock to participants in the AE 1998 Long-Term Incentive Plan, through December 31, 2010. (Rel. 35-26879)

WPS RESOURCES CORPORATION

A notice has been issued giving interested persons until June 23, 1998 to request a hearing on a proposal by WPS Resources Corporation (WPSR), a public utility holding company exempt from regulation under Section 3(a)(1) of the Public Utility Holding Company Act (Act). WPSR proposes to acquire all of the issued and outstanding voting securities of Upper Peninsula Energy Corporation, a public utility holding company also exempt from regulation under Section 3(a)(1) of the Act. (Rel. 35-26880)

SELF-REGULATORY ORGANIZATIONS

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-NASD-98-34) filed by the National Association of Securities Dealers to allow hearing officers to oversee proceedings involving cancellations and suspensions related to failure to comply with an arbitration award. (Rel. 34-40026)

PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-98-08) relating to Trade Reporting Rules. Publication of the notice is expected in the Federal Register during the week of June 1. (Rel. 34-40047)

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 ALSTOM, 38 AVENUE LIEBER, 75116 PARIS FRANCE, IO - 204,435
(\$3,299,580 90) FOREIGN COMMON STOCK (FILE 333-8784 - MAY 18) (BR 6
- NEW ISSUE)
- S-8 ICON PUBLIC LTD CO, SOUTH COUNTY BUSINESS PARK, LEOPARDSTOWN,
DUBLIN 18 IRELAND, L2 - 2,446,880 (\$34,776,283 60) FOREIGN COMMON STOCK
(FILE 333-8788 - MAY 20) (BR 1)
- S-8 BRITISH TELECOMMUNICATIONS PLC, BT CENTRE - 81 NEWGATE ST,
LONDON EC1A 7AJ ENGLAND, X0 (212) 297-2715 - 8,000,000 (\$83,040,000)
FOREIGN COMMON STOCK (FILE 333-8790 - MAY 20) (BR 7)
- F-6 TYUMEN AIR CO /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY
10286 (212) 815-1727 - 20,000,000 (\$1,000,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK (FILE 333-8792 - MAY 21) (BR 99
- NEW ISSUE)
- SB-2 ORLANDO PREDATORS ENTERTAINMENT INC, 20 N ORANGE AVE, STE 101, ORLANDO,
FL 32801 (407) 648-4444 - 690,000 (\$6,900,000) PREFERRED STOCK 1,748,250
(\$9,341,047 50) COMMON STOCK (FILE 333-53525 - MAY 21) (BR. 9)
- S-3 ROGUE WAVE SOFTWARE INC /OR/, 5500 FLATIRON PARKWAY, BOULDER, CO 80301
(303) 473-9118 - 230,000 (\$2,213,750) COMMON STOCK (FILE 333-53527 -
MAY 26) (BR 9)

S-3 AMC ENTERTAINMENT INC, 106 W 14TH ST, P O BOX 419615, KANSAS CITY, MO
64141 (816) 221-4000 - 3,795,000 (\$70,681,875) COMMON STOCK (FILE
333-53529 - MAY 21) (BR 5)

S-8 POTASH CORPORATION OF SASKATCHEWAN INC, 122 1ST AVE S, STE 500,
SASKATOON, SASKATCHEWAN CANADA, A9 (306) 933-8500 - 1,000,000
(\$86,812,500) COMMON STOCK (FILE 333-53531 - MAY. 21) (BR 4)

S-1 COGEN TECHNOLOGIES INC, 711 LOUISIANA, 33RD FLOOR, HOUSTON, TX 77002
(713) 336-7000 - \$500,000,000 COMMON STOCK (FILE 333-53533 - MAY 26)
(BR 2 - NEW ISSUE)

S-3 TELEGEN CORP /CO/, 101 SAGINAW DRIVE, REDWOOD CITY, CA 94063
(415) 261-9400 - 6,829,725 (\$3,688,051 50) COMMON STOCK (FILE 333-53535 -
MAY 22) (BR 7)

S-8 CRAZY WOMAN CREEK BANCORP INC, 106 FORT ST, P O BOX 1020, BUFFALO, WY
82834 (307) 684-5591 - 105,800 (\$1,505,005) COMMON STOCK (FILE 333-53543
- MAY 26) (BR 7)

S-8 COOPER CAMERON CORP, 515 POST OAK BLVD, STE 1200, HOUSTON, TX 77027
(713) 513-3322 - 3,000,000 (\$179,250,000) COMMON STOCK (FILE 333-53545 -
MAY 26) (BR 4)

S-8 TRAVEL SERVICES INTERNATIONAL INC, 220 CONGRESS PARK DRIVE,
4701 SANGAMORE ROAD SUITE PL15, DELRAY BEACH, FL 33445 (561) 226-0860 -
1,750,200 (\$40,724,796) COMMON STOCK (FILE 333-53547 - MAY 26) (BR. 5)

N-2 CVS AUTOMATIC COMMON EXCHANGE SECURITY TRUST, GOLDMAN SACHS & CO,
85 BROAD STREE, NEW YORK, NY 10004 (212) 902-1000 - 589,265
(\$40,162.110 33) COMMON STOCK (FILE 333-53551 - MAY. 21) (BR 16)

S-1 TIME WARNER TELECOM INC, 5700 S QUEBEC ST, GREENWOOD VILLAGE, CO 80111
(303) 566-1000 - 200,000,000 (\$350,000,000) STRAIGHT BONDS (FILE
333-53553 - MAY 26) (BR 7)

S-8 ADVANTAGE LEARNING SYSTEMS INC, 2911 PEACH STREET, WISCONSIN RAPIDS, WI
54495 (715) 424-3636 - 250,000 (\$8,250,000) COMMON STOCK (FILE 333-53557
- MAY 26) (BR 3)

S-8 PACIFIC PHARMACEUTICALS INC, 6730 MESA RIDGE ROAD, SUITE A, SAN DIEGO,
CA 92121 (619) 550-3900 - 5,887,977 (\$4,736,111) COMMON STOCK (FILE
333-53559 - MAY 26) (BR 1)

S-4 TEREX CORP, 500 POST ROAD EAST, WESTPORT, CT 06880 (203) 222-7170 -
150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 333-53561 - MAY 26)
(BR 5)

S-8 USW-C INC, 1801 CALIFORNIA STREET, SUITE 390, DENVER, CO 80202
(303) 672-2700 - 10,000,000 (\$503,750,000) COMMON STOCK (FILE 333-53563 -
MAY 26) (BR 3)

S-8 USW-C INC, 1801 CALIFORNIA STREET, SUITE 390, DENVER, CO 80202
(303) 672-2700 - 15,000,000 (\$755,625,000) COMMON STOCK (FILE 333-53565 -
MAY 26) (BR 3)

S-8 USW-C INC, 1801 CALIFORNIA STREET, SUITE 390, DENVER, CO 80202
(303) 672-2700 - 1,000,000 (\$50,375,000) COMMON STOCK (FILE 333-53567 -
MAY 26) (BR 3)

S-8 USW-C INC, 1801 CALIFORNIA STREET, SUITE 390, DENVER, CO 80202
(303) 672-2700 - 500,000 (\$25,187,500) COMMON STOCK (FILE 333-53569 -
MAY 26) (BR 3)

S-8 SEQUENT COMPUTER SYSTEMS INC /OR/, 15450 SW KOLL PKWY, ED02-803,
BEAVERTON, OR 97006 (503) 626-5700 - 4,550,000 (\$66,415,468 69)
COMMON STOCK (FILE 333-53571 - MAY 26) (BR 3)

S-8 SEQUENT COMPUTER SYSTEMS INC /OR/, 15450 SW KOLL PKWY, ED02-803,
BEAVERTON, OR 97006 (503) 626-5700 - 6,512,034 (\$114,803,033) COMMON STOCK
(FILE 333-53573 - MAY 26) (BR 3)

S-3 PROFILE TECHNOLOGIES INC, 5 STRICKLAND PL, MANHASSET, NY 11030
(516) 365-1909 - 355,000 (\$5,680,000) COMMON STOCK (FILE 333-53575 -
MAY 26) (BR 9)

S-8 SHOPKO STORES INC, 700 PILGRIM WAY, GREEN BAY, WI 54304 (414) 497-2211
- 3,000,000 (\$104,220,000) COMMON STOCK (FILE 333-53577 - MAY 26)
(BR 2)

S-8 LABARGE INC, 1300 NATIONAL HIGHWAY, THOMASVILLE, NC 27360 (910) 476-4777
- 1,000,000 (\$3,346,875) COMMON STOCK (FILE 333-53583 - MAY 26) (BR 5)

S-8 ORBITAL SCIENCES CORP /DE/, 21700 ATLANTIC BLVD, DULLES, VA 20166
(703) 406-5000 - 1,600,000 (\$67,456,000) COMMON STOCK (FILE 333-53585 -
MAY 26) (BR. 5)

S-3 NATIONAL COMMERCE BANCORPORATION, ONE COMMERCE SQ, MEMPHIS, TN 38150
(901) 523-3242 - 278,791 (\$12,179,542.42) COMMON STOCK (FILE 333-53587 -
MAY 26) (BR 7)

S-8 QUAKER OATS CO, QUAKER TOWER, PO BOX 049001, CHICAGO, IL 60604
(312) 222-8503 - 16,000,000 (\$899,500,000) COMMON STOCK (FILE 333-53591 -
MAY 26) (BR 4)

S-8 MACATAWA BANK CORP, 51 E MAIN ST, ZEELAND, MI 49464 - 100,000
(\$1,512,500) COMMON STOCK (FILE 333-53595 - MAY 26) (BR 7)

S-8 MARCAM SOLUTIONS INC, 95 WELLS AVE, NEWTON, MA 02159 (617) 965-0220 -
252,000 (\$3,377,925) COMMON STOCK (FILE 333-53599 - MAY 26) (BR 3)

S-3 NETWORK ASSOCIATES INC, 2805 BOWERS AVE, SANTA CLARA, CA 95051
(408) 988-3832 - 595,875 (\$38,179,789.13) COMMON STOCK (FILE 333-53601 -
MAY 26) (BR 3)

S-4 GRAHAM PACKAGING CO, 1110 EAST PRINCESS STREET, YORK, PA 17403
(717) 849-8500 - 394,000,000 (\$329,104,000) STRAIGHT BONDS (FILE
333-53603 - MAY 26) (NEW ISSUE)

S-1 CONVERGYS CORP, 201 EAST FOURTH STREET, CINCINNATI, OH 45201
(513) 397-6870 - \$425,000,000 COMMON STOCK (FILE 333-53619 - MAY 26)
(NEW ISSUE)

S-8 NOBLE INTERNATIONAL LTD, 33 BLOOMFIELD HILLS PKWY STE 155,
BLOOMFIELD HILLS, MI 48304 (810) 433-3093 - 700,000 (\$7,854,000)
COMMON STOCK (FILE 333-53621 - MAY 26) (BR 5)

S-8 MENS WEARHOUSE INC, 5803 GLENMONT DR, HOUSTON, TX 77081 (713) 295-7200
- 950,000 (\$41,325,000) COMMON STOCK (FILE 333-53623 - MAY 26) (BR. 2)

S-3 XOMED SURGICAL PRODUCTS INC, 6743 SOUTHPOINT DRIVE N, JACKSONVILLE, FL
32216 (904) 296-9600 - 1,495,000 (\$42,420,625) COMMON STOCK (FILE
333-53625 - MAY 26) (BR 5)

S-8 SLM HOLDING CORP, 11600 SALLIE MAE DR, RESTON, VA 21093 (703) 810-3000
- 6,000,000 (\$241,312,500) COMMON STOCK (FILE 333-53631 - MAY 26)
(BR 7)

S-8 EVI WEATHERFORD INC, 5 POST OAK PARK, STE 1760, HOUSTON, TX 77027
(713) 297-8400 - 2,161,594 (\$106,458,505) COMMON STOCK. (FILE 333-53633 -
MAY 27) (BR 4)