

SEC NEWS DIGEST

Issue 2000-247

December 27, 2000

ENFORCEMENT PROCEEDINGS

COMMISSION INSTITUTES AND SIMULTANEOUSLY SETTLES PUBLIC ADMINISTRATIVE PROCEEDINGS AGAINST CLAUDE COSSU

On December 26, the Commission instituted and simultaneously settled public administrative proceedings, pursuant to Section 15(b) of the Securities Exchange Act of 1934 (Exchange Act), against Claude Cossu. The order instituting the proceedings (Order) bars Cossu from association with any broker or dealer, with the right to reapply for association after three (3) years to the appropriate self-regulatory organization, or if there is none, to the Commission.

The Commission's Order finds that Cossu was associated as a registered representative of a broker-dealer registered with the Commission. The Order further finds that on November 29, 2000, the U.S. District Court for the Eastern District of California permanently enjoined Cossu, by consent, from further violations of antifraud and securities and broker-dealer registration provisions of the federal securities laws.

The permanent injunction followed a civil action initiated by a complaint filed by the Commission on May 31, 2000, and amended on November 28, 2000, alleging that between May 1998 and August 1999, Cossu made material misrepresentations and omissions in connection with the offer and sale of unregistered securities, in the form of purportedly high interest promissory notes, in Sebastian International Enterprises, Inc. (SIE) (SEC v. Claude Cossu, No. CIV S-00-1198 WBS, GGH, E.D. Cal.). The Amended Complaint alleged that Cossu's misrepresentations concerned the risk and safety of SIE's securities, the ability of SIE to pay interest and principal on the notes, and the alleged existence of a surety bond guaranteeing the notes. The Commission's Amended Complaint also alleged that Cossu acted without the specific approval of a registered broker-dealer in the sale of the SIE notes. Finally, the Commission's Amended Complaint alleged that Cossu received ill-gotten gains in the form of commission payments from his sale of SIE's securities. (Rel. 34-43772; File No. 3-10399)

SEC SETTLES FRAUD CASE AGAINST MICHAEL BAER

The Commission today announced that on December 15 the United States District Court for the District of Oregon permanently enjoined Michael T. Baer from committing securities fraud, barred him from serving as an officer or director of a public company, and ordered him to disgorge \$1.4 million in ill-gotten gains, including prejudgment interest, but waived payment of all such disgorgement and prejudgment interest, and did not impose a civil penalty, based on his demonstrated financial condition. SEC v. Michael T. Baer, CV 99-1361 BR (D. Ore. December 15, 2000)

In its complaint, filed September 27, 1999, the Commission alleged, among other things, that Baer, as president, chief executive officer and chairman of IteX from July 1990 until his resignation in August 1996, knowingly or recklessly participated in the material overstatement of IteX's assets, revenues and earnings in its financial statements, and failed to disclose numerous barter deals between IteX and various related parties. The complaint also alleged that Baer knowingly circumvented and failed to implement internal accounting controls and made materially false and misleading statements and omissions to IteX's auditors. In addition, the complaint alleged that Baer failed to properly report his beneficial ownership of more than 5% of IteX's common stock. The complaint alleged that Baer's conduct was part of a larger scheme in which defendant Terry Neal, IteX's founder and control person, orchestrated and implemented a broad-ranging fraudulent scheme to make materially false and misleading disclosures about the company's business and to conceal numerous suspect and in many cases sham barter deals between IteX and various mysterious offshore entities related to or controlled by Neal.

Baer consented, without admitting or denying the Commission's allegations, to the entry of a final judgment permanently enjoining him from violating the antifraud, internal accounting controls, recordkeeping, and securities reporting provisions of the federal securities laws (Section 17(a) of the Securities Act, Sections 10(b), 13(b)(5), and 13(d) of the Exchange Act and Rules 10b-5, 13b2-1, 13b2-2, 13d-1, and 13d-3 thereunder) and barring him from serving as an officer or director of a public company. The judgment also orders Baer to pay \$1.4 million in disgorgement and prejudgment interest, but waives payment of such disgorgement and prejudgment interest, and does not assess a civil penalty, based on his financial condition.

With the entry of this judgment, all six defendants in this proceeding have settled with the Commission.

For further information, see LR-16305 (announcing complaint), LR-16430 (settlement with Joseph Morris), LR-16437 (settlement with IteX), LR-16536 (settlements with Graham Norris and Cynthia Pfaltzgraff); and LR-16708 (settlement with Terry Neal). All of these releases are available at the Commission's website at <http://www.sec.gov/enforce/litig.htm>. [SEC v. IteX Corporation, Terry L. Neal, Michael

T. Baer, Graham H. Norris, Cynthia Pfaltzgraff and Joseph M. Morris, CV 99-1361, BR, D. Ore.] (LR-16841; AAE Rel. 1357)

SEC NAMES WESTERGAARD, TWO ENTITIES IN INTERNET TOUTING CASE

The Commission today sued John Westergaard, Westergaard.com, Inc., and Westergaard Broadcasting Network.com, Inc. for broadly disseminating on the Internet and through press releases purportedly “independent” analysis of publicly-traded securities when in fact defendants had been paid to publish that analysis. The complaint alleges that the defendants charged small-cap publicly traded companies up to \$48,000 to publish positive reports about them that were disseminated through three media: press releases, an Internet radio show, and an Internet website. The complaint also alleges that Westergaard misled prospective investors by falsely claiming the analysis was “independent,” and that all the defendants failed to comply with mandatory requirements to disclose compensation received in connection with the publication of securities analysis, in violation of Section 17(b) of the Securities Act of 1933. Simultaneously with the filing of the complaint, Westergaard.com, Inc. and Westergaard Broadcasting Network, Inc. settled the charges against them by consenting, without admitting or denying the Commission’s allegations, to the entry of an order permanently enjoining them from violating Section 17(b) of the Securities Act. As to John Westergaard, the complaint seeks a permanent injunction against violations of Section 17(b) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and civil penalties. [SEC v. John Westergaard, et al., USDC for the Southern District of New York, Civil Action No. 00 Civ. 9776, Judge Batts] (LR-16842)

HOLDING COMPANY ACT RELEASES

GPU, INC.

A supplemental order has been issued authorizing GPU, Inc., a registered holding company, to extend the authorization period during which it may make certain types of investments in exempt wholesale generators, foreign utility companies and other related entities. (Rel. 35-27315)

AMERICAN ELECTRIC POWER COMPANY, INC., ET AL.

A supplemental order has been issued authorizing American Electric Power Company, Inc., a registered holding company, and its wholly owned subsidiary, AEP Resources, Inc., to extend the time, through June 30, 2003, in which they may issue securities for investment in exempt wholesale generators and foreign utility companies and guarantees related to these entities. (Rel. 35-27316)

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>.

- S-4 UNISPHERE NETWORKS INC, ONE EXECUTIVE DR, CHELMSFORD, MA 01824
(978) 848-0300 - 7,460,000 (\$12,001,869) COMMON STOCK. (FILE 333-52234
-
DEC. 20) (BR. 3)
- S-8 ANDREW CORP, 10500 W 153RD ST, ORLAND PARK, IL 60462 (708) 349-3300
-
4,020,000 (\$88,772,780) COMMON STOCK. (FILE 333-52238 - DEC. 20) (BR.
6)
- S-8 CATUITY INC, 2711 EAST JEFFERSON AVE, DETROIT, MI 48207 (313) 567-
4348
- 1,285,000 (\$9,155,625) COMMON STOCK. (FILE 333-52240 - DEC. 20) (BR.
3)
- S-3 BROADBASE SOFTWARE INC, 181 CONSTITUTION DRIVE, MENLO PARK, CA 94025
(650) 614-8300 - 475,361 (\$3,193,832) COMMON STOCK. (FILE 333-52252 -
DEC. 20) (BR. 8)
- S-8 PANGEA PETROLEUM CORP, 16360 PARK TEN PLACE DRIVE, SUITE 327,
HOUSTON,
TX 77084 (281) 398-8000 - 48,000 (\$68,160) COMMON STOCK. (FILE 333-
52254 -
DEC. 20) (BR. 1)
- S-3 EARTHSHELL CORP, 9020 JUNCTION DRIVE, SUITE D, ANNAPOLIS JUNCTION,
MD
20701 (301) 957-1330 - 15,000,000 (\$32,578,500) COMMON STOCK. (FILE
333-52256 - DEC. 19) (BR. 4)
- S-8 JUNIPER NETWORKS INC, 385 RAVENDALE DR, MOUNTAIN VIEW, CA 94043
(650) 526-8000 - 626,187 (\$2,060,156) COMMON STOCK. (FILE 333-52258 -
DEC. 20) (BR. 3)

- S-3 JUNIPER NETWORKS INC, 385 RAVENDALE DR, MOUNTAIN VIEW, CA 94043
(650) 526-8000 - 828,351 (\$108,850,541) COMMON STOCK. (FILE 333-52260
DEC. 20) (BR. 3)
- S-8 DIVINE INTERVENTURES INC, 4225 NAPERVILLE ROAD, SUITE 400, LISLE, IL
60532 (630) 799-3858 - 6,153,009 (\$25,021,455) COMMON STOCK. (FILE
333-52262 - DEC. 20) (BR. 8)
- S-8 MERCK & CO INC, ONE MERCK DR, P O BOX 100, WHITEHOUSE STATION, NJ
08889 (908) 423-4044 - 800,000 (\$71,700,000) COMMON STOCK. (FILE 333-52264 -
DEC. 20) (BR. 1)
- S-8 EXIDE CORP, 645 PENN STREET, READING, PA 19601 (248) 258-0080 -
2,000,000 (\$15,500,000) COMMON STOCK. (FILE 333-52266 - DEC. 20) (BR.
5)
- S-8 BB&T CORP, 200 WEST SECOND STREET, WINSTON-SALEM, NC 27101
(336) 733-2000 - 37,549 (\$1,248,504) COMMON STOCK. (FILE 333-52278 -
DEC. 20) (BR. 7)
- S-8 PRIMEDIA INC, 745 FIFTH AVE, NEW YORK, NY 10151 (212) 745-0100 -
5,000,000 (\$51,600,000) COMMON STOCK. (FILE 333-52280 - DEC. 20) (BR.
5)
- S-1 INCARA PHARMACEUTICALS CORP, 3200 E HIGHWAY STE 300,
PO BOX 14287 CAPE FEAR BLDG STE 101, RESEARCH TRIANGLE PK, NC 27709
(919) 558-8688 - \$12,000,000 COMMON STOCK. (FILE 333-52286 - DEC. 20)
(BR. 1)
- S-8 PANGEA PETROLEUM CORP, 16360 PARK TEN PLACE DRIVE, SUITE 327,
HOUSTON,
TX 77084 (281) 398-8000 - 48,000 (\$68,160) COMMON STOCK. (FILE 333-
52294 -
DEC. 20) (BR. 1)
- SB-2 STEROIDOGENESIS INHIBITORS INTERNATIONAL INC, 101 CONVENTION CENTER
DR,
SUITE 310, LAS VEGAS, NV 89109 (702) 734-6413 - 6,500,000 (\$3,965,000)
COMMON STOCK. (FILE 333-52296 - DEC. 20) (BR. 9)
- S-8 MARTEK BIOSCIENCES CORP, 6480 DOBBIN RD, COLUMBIA, MD 21045
(410) 740-0081 - 1,000,000 (\$14,656,250) COMMON STOCK. (FILE 333-52298
DEC. 20) (BR. 1)
- S-8 GENERAL DATACOMM INDUSTRIES INC, ROUTE 63, MIDDLEBURY, CT 06762
(203) 574-1118 - 500,000 (\$625,000) COMMON STOCK. (FILE 333-52302 -
DEC. 20) (BR. 7)
- S-4 AGCO CORP /DE, 4205 RIVER GREEN PKWAY, DULUTH, GA 30096 (770) 813-
9200
- \$98,884,000 COMMON STOCK. (FILE 333-52304 - DEC. 20) (BR. 5)

S-8 APPLIED SIGNAL TECHNOLOGY INC, 400 WEST CALIFORNIA AVENUE,
SUNNYVALE, CA
94086 (408) 749-1888 - 500,000 (\$2,562,500) COMMON STOCK. (FILE 333-
52308
- DEC. 20) (BR. 7)

S-8 INTERLOGIX INC, 12345 SW LEVETON DRIVE, TUALATIN, OR 97062
(503) 691-7243 - 300,000 (\$4,680,000) COMMON STOCK. (FILE 333-52310 -
DEC. 20) (BR. 7)

S-8 SUN MICROSYSTEMS INC, 901 SAN ANTONIO RD, PALO ALTO, CA 94303
(650) 960-1300 - 5,564,778 (\$160,877,732) COMMON STOCK. (FILE 333-
52314 -
DEC. 20) (BR. 3)

S-1 INNOVO GROUP INC, 2633 KINGSTON PIKE STE 100, KNOXVILLE, TN 37917
(865) 546-1110 - 10,125,000 (\$7,593,750) COMMON STOCK. (FILE 333-52318
-
DEC. 20) (BR. 2)

S-1 GOLDEN AMERICAN LIFE INSURANCE CO /NY/, 1475 DUNWOODY DRIVE, SUITE
400,
WEST CHESTER, PA 19380 (610) -42-5-35 - \$1,000,000,000
VARIABLE ANNUITY ISSUES. (FILE 333-52320 - DEC. 20) (BR. 20)

S-3 VITESSE SEMICONDUCTOR CORP, 741 CALLE PLANO, CAMARILLO, CA 93012
(805) 388-3700 - 70,800 (\$3,907,310.40) COMMON STOCK. (FILE 333-52322
-
DEC. 20) (BR. 5)

S-8 BURLINGTON RESOURCES INC, 5051 WESTHEIMER, SUITE 1400, HOUSTON, TX
77056
(713) 624-9500 - 250,000 (\$11,218,750) COMMON STOCK. (FILE 333-52324 -
DEC. 20) (BR. 4)

S-8 PROGRESS ENERGY INC, 411 FAYETTEVILLE STREET, RALEIGH, NC 27601
(919) 546-6463 - 1,000,000 (\$46,090,000) COMMON STOCK. (FILE 333-52328
-
DEC. 20) (BR. 2)

S-8 EDWARDS LIFESCIENCES CORP, 17221 RED HILL AVE, IRVINE, CA 92614
(949) 250-2500 - 4,000,000 (\$4,000,000) STRAIGHT BONDS. 95,000
(\$1,451,600) COMMON STOCK. (FILE 333-52332 - DEC. 20) (BR. 1)

S-8 EDWARDS LIFESCIENCES CORP, 17221 RED HILL AVE, IRVINE, CA 92614
(949) 250-2500 - 500,000 (\$7,640,000) COMMON STOCK. (FILE 333-52334 -
DEC. 20) (BR. 1)

S-8 GENAISSANCE PHARMACEUTICALS INC, FIVE SCIENCE PARK, NEW HAVEN, CT
06511
(203) 773-1450 - 250,000 (\$5,484,375) COMMON STOCK. (FILE 333-52344 -
DEC. 20) (BR. 1)

S-8 EDWARDS LIFESCIENCES CORP, 17221 RED HILL AVE, IRVINE, CA 92614
(949) 250-2500 - 4,000,000 (\$61,120,000) COMMON STOCK. (FILE 333-52346
-
DEC. 20) (BR. 1)

S-8 JAGNOTES COM, 1415 WYCKOFF ROAD, SECOND FLOOR, FARMINGDALE, NJ 07727
 (732) 292-1800 - 3,645,556 (\$1,098,223.75) COMMON STOCK. (FILE 333-
 52350 -
 DEC. 20) (BR. 9)

S-3 COMFORCE CORP, 415 CROSSWAYS PARK DRIVE, P O BOX 9006, WOODBURY, NY
 11797 (516) 437-3300 - 555,628 (\$939,011.32) COMMON STOCK. (FILE
 333-52356 - DEC. 21) (BR. 8)

S-8 MORGAN KEEGAN INC, 50 N FRONT ST, MEMPHIS, TN 38103 (901) 524-4100 -
 6,500,000 (\$117,406,250) COMMON STOCK. (FILE 333-52360 - DEC. 20) (BR.
 7)

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.
- Item 9. Regulation FD Disclosure.

The following companies have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. 8-K reports 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>.

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
AAMES CAPITAL CORP	CA					X			X		12/13/00	AMEND
ALTAIR INTERNATIONAL INC	A6					X			X		12/15/00	
AMERICREDIT FINANCIAL SERVICES INC	DE					X			X		12/22/00	
BEAR STEARNS ASSET BACKED SECURITIE S INC	DE		X						X		12/21/00	
CHASE MANHATTAN CORP /DE/	DE					X			X		12/22/00	
CLEMENTS GOLDEN PHOENIX ENTERPRISES INC	FL				X				X		12/20/00	
COMMERCIAL MORTGAGE PASS-THROUGH CE RTIFICATES SERIES 2000-C2	MO					X			X		12/12/00	
DYNEX CAPITAL INC	VA		X								12/26/00	
EARTHWEB INC	DE									X	12/26/00	
EDISON INTERNATIONAL	CA					X			X		12/22/00	
HOUSEHOLD CONSUMER LOAN TRUST 1996-	DE								X		12/15/00	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
HOUSEHOLD CONSUMER LOAN TRUST 1996- 2	DE								X		12/15/00	
HOUSEHOLD CONSUMER LOAN TRUST 1997- 1	DE								X		12/15/00	
HOUSEHOLD CONSUMER LOAN TRUST 1997- 2	DE								X		12/15/00	
HOUSEHOLD CREDIT CARD MASTER TRUST I	DE								X		12/15/00	
HOUSEHOLD FINANCE CORP HOUSEHOLD CO NSUMER LN TRUST 1995-1 /	DE								X		12/15/00	
IMPAC SECURED ASSETS CORP	CA		X						X		12/22/00	
INTERNET COM CORP	DE					X	X				12/22/00	
LMI AEROSPACE INC	MO					X	X				12/26/00	
MAGNAVISION CORPORATION	DE					X	X				12/19/00	
MENDOCINO BREWING CO INC	CA					X					11/22/00	AMEND
MERRILL LYNCH MOR INV FRST FRAN MOR LN AS BK CER SR 2000-FF1	DE					X	X				04/20/00	
MERRILL LYNCH MOR INV FRST FRAN MOR LN AS BK CER SR 2000-FF1	DE					X	X				05/22/00	
MERRILL LYNCH MOR INV FRST FRAN MOR LN AS BK CER SR 2000-FF1	DE					X	X				06/20/00	
MERRILL LYNCH MOR INV FRST FRAN MOR LN AS BK CER SR 2000-FF1	DE					X	X				07/20/00	
MONTEREY BAY BANCORP INC	DE					X					12/26/00	
MORGAN J P & CO INC	DE					X	X				12/22/00	
MPEG SUPER SITE INC	CO					X					12/22/00	
NEOTHERAPEUTICS INC	DE					X	X				12/13/00	
NEUBERGER BERMAN INC	DE					X	X				12/21/00	
PACIFIC GULF PROPERTIES INC	MD					X	X				12/21/00	
PHARMCHEM INC	CA					X					12/19/00	
PIRANHA INC	DE					X					12/26/00	
PNC MORT ACCEPT CORP COMMERC MORT P ASS THR CERT SER 1999 CM1	MO					X	X				12/11/00	
PNC MORT SEC CORP COM MORT PASS THR CERT SER 2000-C1	MO					X	X				12/15/00	
SHURGARD STORAGE CENTERS INC	WA					X					12/15/00	
SOUTHERN CALIFORNIA EDISON CO	CA					X	X				12/22/00	
STRUCTURED PRODUCTS CORP	DE					X	X				12/18/00	
SWIFT TRANSPORTATION CO INC	NV					X	X				12/11/00	
TCPI INC	FL					X					12/26/00	
TRAFFIX INC	DE					X	X				12/22/00	
TREEV INC	DE					X					12/27/00	
UNIGRAPHICS SOLUTIONS INC	DE		X				X				10/12/00	AMEND
UNIONBANCORP INC	DE					X	X				12/26/00	
WINN DIXIE STORES INC	FL					X					12/26/00	