

# SEC NEWS DIGEST

Issue 96-150

August 8, 1996

---

## COMMISSION ANNOUNCEMENTS

---

### NOTICE TO OUR READERS

As of September 10, 1996, the Commission will no longer be posting material on the FedWorld bulletin board. All material available for release to the public at noon each day will be posted on the Commission's Internet website ([www.sec.gov](http://www.sec.gov)) by approximately 2:00 p.m. each day. Any comments or questions concerning this matter should be submitted by August 30, 1996, in writing to Carlene Akins, SEC News Digest Editor, Office of Public Affairs, Policy Evaluation and Research, Securities and Exchange Commission, Mail Stop 7-1, Washington, D.C. 20549. Readers may also use the FedWorld mail function to leave an e-mail message for Carlene Akins.

---

## ENFORCEMENT PROCEEDINGS

---

DECISION ORDERING THAT NORSUL OIL & MINING, LTD, AND WAYNE FOWLER PERMANENTLY CEASE AND DESIST FROM VIOLATING SECTION 13(a) OF THE EXCHANGE ACT AND RULES PROMULGATED THEREUNDER

The decision of an administrative law judge ordering that Norsul Oil & Mining, Ltd., and Wayne E. Fowler desist from committing or causing any violation of Section 13(a) of the Securities Exchange Act of 1934 (Exchange Act), and Rules 12b-25, 13a-1, 13a-11, and 13a-13 promulgated thereunder, has become final.

The law judge found that Norsul Oil & Mining, Ltd., through Wayne E. Fowler, who directed and controlled Norsul, failed to file: annual reports on Form 10-K for fiscal years 1990, 1992, 1993, and 1994; audited financial statements with the companies annual report on Form 10-K for fiscal years 1985, 1986, 1987, 1988, 1989, and 1991; timely audited financial statements with its annual report on Forms 10-K for fiscal years 1983 and 1984; certain of its quarterly reports on Form 10-Q since 1989; and, a current report on Form 8-K that contained pro forma financial information or audited financial statements for Action Mining Services, Inc., a company acquired by Norsul in 1991. The law judge declared that by September 5, 1996, Norsul Oil & Mining, Ltd., shall retain the services of an accountant approved by the Division of Corporation Finance. In

addition, the law judge declared that by November 4, 1996, Norsul Oil & Mining, Ltd., shall take steps, in the absence of any exemption, to comply with the reporting provisions, rules, and regulations of this Commission pursuant to Section 13(a) of the Securities Exchange Act of 1934, and Rules promulgated thereunder. (Rel. 34-37535)

**FORMER SENIOR OFFICERS, FORMER ACCOUNTANT AND FORMER FRANCHISEE OF PACKAGING PLUS SERVICES, INC. CHARGED WITH FINANCIAL FRAUD**

The Commission announced today that it filed a civil injunctive action in the United States District Court for the Eastern District of New York against Jerald Beagelman (Beagelman), Joseph Sanfellipo (Sanfellipo), both former presidents of Packaging Plus Services, Inc. (Packaging Plus), Fred Lyman (Lyman), a former franchisee of Packaging Plus, and Elliot Stumacher (Stumacher), a former outside auditor of Packaging Plus. The Commission's complaint alleges that Beagelman, Lyman and Sanfellipo engaged in a fraudulent scheme to overstate by material amounts Packaging Plus's assets, revenue and income on its books and records and in its financial statements for the year ended December 31, 1990, which were filed with the Commission in an amendment to Packaging Plus's 1990 Form 10-K. The Commission's complaint further alleges that Stumacher, who was not a certified public accountant (CPA), forged the signature of a CPA to, and otherwise made materially false statements in, an audit report relating to Packaging Plus's financial statements for the year ended December 31, 1989, which were filed with the Commission during 1990 and 1991 in Amendments to a Form 10 Registration Statement.

In the complaint, the Commission seeks final judgments permanently enjoining; Beagelman from violating Sections 10(b), 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 10b-5, 12b-20, 13a-1, 13b2-1 and 13b2-2; Lyman from violating Section 10(b) of the Exchange Act and Rules 10b-5 and 13b2-1; Sanfellipo from violating Section 10(b) of the Exchange Act and Rules 10b-5 and 13b2-2; and, Stumacher from violating Section 10(b) of the Exchange Act and Rule 10b-5. The Commission also seeks civil penalties from Beagelman, Lyman and Sanfellipo, pursuant to Section 21(d) of the Exchange Act.

Simultaneously with the filing of the complaint, Lyman consented, without admitting or denying the allegations, to a final judgment permanently enjoining him from violating Section 10(b) of the Exchange Act and Rules 10b-5 and 13b2-1, and ordering him to pay a civil penalty of \$25,000. The litigation is pending against Beagelman, Sanfellipo and Stumacher. [SEC v. Beagelman, et al., 96 Civ. 3899, DRH, EDNY] (LR-15003; AAE Rel. 807)

**CIVIL ACTION FILED AGAINST AMERICOMM PROPERTIES, INC., TEXAS COMMUNICATIONS, INC., JAMES COBURN, MORRIS TERRY, GERALD STEIN AND PAUL SHIFFMAN**

The Commission announced the filing of a complaint in the United States District Court for the District of Columbia against AmeriComm

Properties, Inc. (AmeriComm), Texas Communications, Inc. (Texcomm), James Coburn (Coburn), Morris Wayne Terry (Terry), Gerald Stein (Stein) and Paul Shiffman (Shiffman). The Commission's complaint alleges that between approximately July 1993 and August 1994, the defendants engaged in the fraudulent offer and sale of unregistered securities in the Golden Triangle Wireless Television Partnership, a California general partnership. The complaint also alleges that the fraudulent offering raised \$8 million and that the unregistered securities were sold to 550 investors in more than 35 states.

Simultaneously with the filing of the Commission's complaint, all of the defendants, except for Shiffman, consented, without admitting or denying the Commission's allegations, to the entry of a final judgment of permanent injunction. The final judgment will permanently enjoin each of the settling defendants from violating Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder; AmeriComm, Coburn, Terry and Stein from violating Sections 5(a) and 5(c) of the Securities Act; and AmeriComm from violating Section 15(a) of the Exchange Act. The final judgment will require Coburn and Terry to pay \$20,000, representing partial disgorgement of their improper gains. The Commission waived part of the disgorgement and did not seek civil penalties from Coburn and Terry based on their demonstrated inability to pay. The Commission waived disgorgement and/or did not seek civil penalties with respect to the remaining settling defendants based on their demonstrated inability to pay. The Commission is proceeding with its litigation against Shiffman. [SEC v. AmeriComm Properties, Inc., et. al., Civ. Act. No. 96-CV-01848, DDC] (LR-15006)

#### INITIAL DECISION IN THE MATTER OF DANIEL ZESSINGER

Daniel L. Zessinger of Missouri has been found to have willfully violated the antifraud provisions of the securities statutes, and, additionally, had been convicted twice of crimes involving securities fraud. After a hearing, an administrative law judge found that it is in the public interest to bar him from association with any broker or dealer, to pay a penalty of \$100,000, to disgorge ill-gotten gains in the amount of \$19,340 plus prejudgment interest in the amount of \$7,652, and to cease and desist from future violations of the antifraud provisions.

Zessinger had been associated with Prudential Securities, Inc., as a registered representative between approximately November 1990 and May 1992. There he engaged in a scheme to defraud customers and was convicted in federal and state court of mail fraud -- US v. Daniel L. Zessinger, Case No. 4:94CR132DJS (May 24, 1994 E.D. Mo.) -- and securities fraud -- State of Missouri v. Danny Lee Zessinger, Cause No. 93CR-000197 (Aug. 13, 1993). The victims included elderly customers with limited assets and unsophisticated investors. The sentences in the two cases included imprisonment and restitution.

In addition to the criminal convictions, the administrative law judge found that Zessinger had violated the antifraud provisions -- Section 17(a) of the Securities Act and Section 10(b) of the

Exchange Act and Rule 10b-5 -- in connection with the account of an elderly widow. The fraudulent course of conduct included material misrepresentations, churning and unsuitable recommendations and resulted in substantial losses. (Initial Decision No. 94)

---

#### INVESTMENT COMPANY ACT RELEASES

---

##### NATIONS FUND TRUST, ET AL.

A notice has been issued giving interested persons until September 3 to request a hearing on an application filed by Nations Fund Trust, et al. for an order under Section 17(b) of the Investment Company Act that would exempt applicants from Section 17(a) of the Act. The order would permit four series of Nations Fund Trust and one series of Nations Fund, Inc. to acquire substantially all of the assets of the Peachtree Funds' five series. Because of certain affiliations, the series may not rely on Rule 17a-8 under the Act. (Rel. IC-22117 - August 6)

##### FMR CORP. AND FIDELITY WATERWAY LIMITED PARTNERSHIP

An order has been issued on an application filed by FMR Corp. (FMR) and Fidelity Waterway Limited Partnership (Initial Partnership) under Sections 6(b) and 6(e) of the Investment Company Act. The order grants the Initial Partnership, and future partnerships or investment vehicles that may be offered to the same class of investors exemption from all provisions of the Act except Section 9, certain provisions of Sections 17 and 30, Sections 36 through 53, and the Rules and regulations thereunder. Each partnership will be an employees' securities company within the meaning of Section 2(a)(13) of the Act. (Rel. IC-22118 - August 6)

##### LINCOLN NATIONAL VARIABLE ANNUITY FUND B

An order has been issued under Section 8(f) of the Investment Company Act declaring that Lincoln National Variable Annuity Fund B has ceased to be an investment company. (Rel. IC-22119 - August 6)

##### NORWEST BANK MINNESOTA, N.A., ET AL.

An order has been issued on an application filed by Norwest Bank Minnesota, N.A., 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 supersedes a prior order and permits Norwest Advantage Funds to invest any percentage of their assets in an underlying Core Trust (Delaware) portfolio or in direct investments. It also removes certain restrictions currently imposed on the Core Trust (Delaware) portfolios to permit them to accept

investments from persons other than Norwest Advantage Funds. (Rel. IC-22120 - August 6)

#### GOLDEN AMERICAN LIFE INSURANCE COMPANY, ET AL.

An order has been issued on an application filed by Golden American Life Insurance Company, Separate Account B of Golden American Life Insurance Company, Separate Account D of Golden American Life Insurance Company, The GCG Trust, and Directed Services, Inc. (collectively, Applicants). Applicants received an order under Sections 6(c) and 17(b) of the Investment Company Act, exempting them from Section 17(a) of the Act, and under Sections 6(c) and 17(d) of the Act, and Rule 17d-1 thereunder, permitting certain transactions related to a reorganization. (Rel. IC-22121 - August 7)

---

#### SELF-REGULATORY ORGANIZATIONS

---

#### NOTICE OF EXTENSION OF PUBLIC COMMENT PERIOD FOR PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-95-61) to amend NASD Rules 2820 and 2830 to revise existing rules applicable to the sale of investment company securities and establish new rules applicable to the sale of variable contracts. The comment period on this proposed rule change has been extended to August 19, 1996. (Rel. 34-37528)

#### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the American Stock Exchange to extend until August 29, 1997, the Exchange's pilot program for specialists in Portfolio Depositary Receipts and Investment Trust Securities to Participate in the After-Hours Trading Facility and to Extend the Pilot Program to Index Fund Shares (SR-Amex-96-30) has become effective. Publication of the proposal is expected in the Federal Register during the week of August 12. (Rel. 34-37529)

---

#### 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.

S-8 PC SERVICE SOURCE INC, 2350 VALLEY VIEW LANE, STE 105, DALLAS, TX 75234  
(214) 406-8583 - 100,000 (\$1,381,250) COMMON STOCK. (FILE 333-9333 -  
AUG. 01) (BR. 9)

- S-8 PC SERVICE SOURCE INC, 2350 VALLEY VIEW LANE, STE 105, DALLAS, TX 75234  
(214) 406-8583 - 20,000 (\$276,250) COMMON STOCK. (FILE 333-9335 - AUG. 01)  
(BR. 9)
- S-1 CROMPTON & KNOWLES CORP, ONE STATION PL, METRO CTR, STAMFORD, CT 06902  
(203) 353-5400 - 1,000,000 (\$14,630,000) COMMON STOCK. (FILE 333-9337 -  
AUG. 01) (BR. 4)
- S-3 CONSUMER PORTFOLIO SERVICES INC, 2 ADA STE 100, IRVINE, CA 92718  
(714) 753-6800 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES.  
(FILE 333-9343 - AUG. 01) (BR. 7)
- S-1 DEPUY INC, PO BOX 988, 700 ORTHOPAEDIC DRIVE, WARSAW, IN 46581  
(219) 267-8143 - \$250,000,000 COMMON STOCK. (FILE 333-9345 - AUG. 01)  
(NEW ISSUE)
- S-3 GRAHAM FIELD HEALTH PRODUCTS INC, 400 RABRO DR E, HAUPPAUGE, NY 11788  
(516) 582-5800 - 50,000 (\$406,250) COMMON STOCK. (FILE 333-9347 - AUG. 01)  
(BR. 1)
- S-8 ANALOGY INC, 9205 SW GEMINI DR, BEAVERTON, OR 99700 (503) 626-9700 -  
300,000 (\$1,556,250) COMMON STOCK. (FILE 333-9351 - AUG. 01) (BR. 3)
- S-3 NUMED HOME HEALTH CARE INC, 6505 ROCKSIDE ROAD SUITE 400, SUITE 700,  
INDEPENDENCE, OH 44131 (216) 573-6500 - 514,280 (\$1,301,518) COMMON STOCK.  
(FILE 333-9353 - AUG. 01) (BR. 1)
- S-1 PEERLESS SYSTEMS CORP, 2381 ROSECRANS AVE, EL SEGUNDO, CA 90245  
(310) 536-0908 - 4,312,500 (\$56,062,500) COMMON STOCK. (FILE 333-9357 -  
AUG. 01)
- S-1 ANACOMP INC, 11550 N MERIDIAN ST SUITE 600, CARMEL, IN 46032  
(317) 844-9666 - 3,000,000 (\$30,000,000) COMMON STOCK. 3,000,000  
WARRANTS, OPTIONS OR RIGHTS. (FILE 333-9359 - AUG. 01) (BR. 5)
- S-8 PEPSICO INC, 700 ANDERSON HILL RD, PURCHASE, NY 10577 (914) 253-2000 -  
7,000,000 (\$224,875,000) COMMON STOCK. (FILE 333-9363 - AUG. 01) (BR. 2)
- S-8 FPIC INSURANCE GROUP INC, 1000 RIVERSIDE AVE, STE 800, JACKSONVILLE, FL  
32204 (904) 354-5910 - 120,000 (\$1,020,000) COMMON STOCK. (FILE 333-9365 -  
AUG. 01) (BR. 1)
- S-8 OWENS CORNING, FIBERGLASS TOWER, TOLEDO, OH 43659 (419) 248-8000 -  
4,000,000 (\$153,750,000) COMMON STOCK. 4,000,000  
WARRANTS, OPTIONS OR RIGHTS. (FILE 333-9367 - AUG. 01) (BR. 6)
- S-8 SONIC CORP, 101 PARK AVENUE, STE 1400, OKLAHOMA CITY, OK 73102  
(405) 280-7654 - 95,000 (\$2,078,125) COMMON STOCK. (FILE 333-9373 -  
AUG. 01) (BR. 2)
- S-1 SYNTHETIC INDUSTRIES INC, 309 LAFAYETTE RD, CHICKAMAUGA, GA 30707  
(706) 375-3121 - 8,625,000 (\$146,625,000) COMMON STOCK. (FILE 333-9377 -  
AUG. 01) (BR. 2)
- S-1 CONTROL DEVICES INC, 228 NORTHEAST ROAD, STANDISH, ME 04084  
(207) 642-4535 - \$27,600,000 COMMON STOCK. (FILE 333-9379 - AUG. 01)
- S-8 CIMETRIX INC, 2222 S 950 E, PROVO, UT 84606 (801) 344-7000 - 150,000  
(\$900,000) COMMON STOCK. (FILE 333-9381 - AUG. 01) (BR. 3)
- S-8 TRIDENT MICROSYSTEMS INC, 189 NORTH BERNARDO AVENUE, MOUNTAIN VIEW, CA  
94043 (415) 691-9211 - 2,105,000 (\$22,265,390.60) COMMON STOCK. (FILE  
333-9383 - AUG. 01) (BR. 6)
- S-8 CLASSIC BANCSHARES INC, P O BOX 1527, ASHLAND, KY 41101 (606) 325-4789  
- 52,900 (\$571,982) COMMON STOCK. (FILE 333-9385 - AUG. 01) (BR. 7)
- S-8 COMPUTER SCIENCES CORP, 2100 E GRAND AVE, EL SEGUNDO, CA 90245  
(310) 615-0311 - 2,511,327 (\$165,898,261.62) COMMON STOCK. (FILE 333-9387  
- AUG. 01) (BR. 3)

- S-8 PERCON INC, 1720 WILLOW CREEK CIRCLE, STE 530, EUGENE, OR 97402  
(503) 344-1189 - 500,000 (\$5,542,113) COMMON STOCK. (FILE 333-9391 -  
AUG. 01) (BR. 3)
- S-8 SEGUE SOFTWARE INC, 1320 CENTER STREET, NEWTON CENTER, MA 02159  
(617) 796-1000 - 2,050,640 (\$10,321,486) COMMON STOCK. (FILE 333-9393 -  
AUG. 01) (BR. 3)
- S-8 JAYHAWK ACCEPTANCE CORP, TWO GALLERIA TOWER STE 1800, 13455 NOEL RD,  
DALLAS, TX 75240 (214) 663-1000 - 500,000 (\$5,718,750) COMMON STOCK.  
(FILE 333-9399 - AUG. 01) (BR. 7)
- S-8 CABLETRON SYSTEMS INC, 35 INDUSTRIAL WAY, EAST ROCHESTER, NH 03867  
(603) 332-9400 - 144,358 (\$4,825,887.94) COMMON STOCK. (FILE 333-9403 -  
AUG. 01) (BR. 3)
- S-8 CLASSIC BANCSHARES INC, P O BOX 1527, ASHLAND, KY 41101 (606) 325-4789  
- 132,500 (\$1,432,657) COMMON STOCK. (FILE 333-9409 - AUG. 01) (BR. 7)
- S-11 GLENBOROUGH REALTY TRUST INC, 400 SOUTH EL CAMINO REAL, 11TH FL,  
SAN MATEO, CA 94402 (415) 343-9300 - 4,600,000 (\$64,400,000) COMMON STOCK.  
(FILE 333-9411 - AUG. 01) (BR. 8)
- S-8 NORWEST CORP, NORWEST CTR, SIXTH & MARQUETTE, MINNEAPOLIS, MN 55479  
(612) 667-1234 - 7,000,000 (\$231,875,000) COMMON STOCK. (FILE 333-9413 -  
AUG. 01) (BR. 7)