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U.S. SECURITIES AND
EXCHANGE COMMISSION

RULES AND RELATED MATTERS

PROPOSED RULE 12A-7

The Commission has issued a release proposing for public comment a rule that would exempt from the registration provisions of Section 12(a) of the Securities Exchange Act securities that are traded on a national securities exchange solely as part of a standardized market basket if certain conditions are met. Publication of the proposal is expected to appear in the Federal Register during the week of March 26 and interested persons have 30 days from the date of publication to comment. File No. S7-5-90. (Rel. 34-27834)

CIVIL PROCEEDINGS

MICHAEL KAUFMAN PERMANENTLY ENJOINED

The Los Angeles Regional Office announced that on March 26, 1990, a Complaint was filed in Federal District Court for the Central District of California seeking an injunction against further securities violations by Michael Kaufman (Kaufman) the former majority shareholder, Secretary and Chairman of the Board of ATI Medical Inc. (ATI). The Complaint alleges that Kaufman, since at least July 1986 and continuing until December 1987, effected numerous purchases and sales of ATI stock in an effort to create the appearance of active trading and to inflate the price of the stock. During the period of Kaufman's manipulation, ATI stock was quoted on NASDAQ. Kaufman's manipulative scheme involved trading in many brokerage accounts in his own name and in the names of four nominees, and involved the use of approximately \$3.8 million in margin loans to effect this trading. Kaufman also failed to disclose his accumulation of ATI stock and his beneficial interest in the stock held by his nominees. Finally, Kaufman sold securities without an available exemption from registration.

Kaufman consented to the entry of an order permanently enjoining him from further violations, without admitting or denying the allegations in the Complaint, and to the disgorgement of \$180,331.05 in trading profits, plus interest. [SEC v. Kaufman. Civil Action No. 90-1496 (RMT) (C.D. Cal.) (LR-12425)]

AMERICAN PAIN AND STRESS, INC. PERMANENTLY ENJOINED

The Denver Regional Office announced that on March 19, 1990 a Final Judgment of Permanent Injunction by Default was entered by U.S. District Court Judge Zita L. Weinshienk, District of Colorado, against American Pain and Stress, Inc. (APS) of Aurora, Colorado. The permanent injunction was entered on the Commission's Motion for Entry of Default Judgment after APS failed to respond to the Commission's Complaint.

The Complaint, filed September 29, 1989, alleged, among other things, that APS and its former president, Michael R. Dunn (Dunn), violated the registration provisions of the Securities Act by publicly distributing up to 785,000 unregistered APS shares through two Denver based broker-dealers; and that APS and Dunn violated the antifraud provisions of the Securities Act and the Exchange Act by making materially false and misleading statements concerning APS' profitability, current operations and plans for growth. APS is permanently enjoined from further violations of the registration and antifraud provisions of the securities laws. Dunn, without admitting or denying the Complaint's allegations, has consented to the entry of a Permanent Injunction that prohibits him from violating the registration and antifraud provisions of the securities laws. [SEC v. American Pain and Stress, Inc. and Michael R. Dunn, U.S.D.C. Colorado, Civil Action No. 89-Z-1702]. (LR-12427)

CRIMINAL PROCEEDINGS

WILLIAM E. ROONEY, SR. PERMANENTLY ENJOINED

The Chicago Regional Office announced that on March 22 U.S. District Court Judge John A. Nordberg granted the Commission's Motion for Order of Permanent Injunction and Disgorgement by Default Against William E. Rooney, Sr. restraining Rooney from future violations of the antifraud provisions of the federal securities laws, and ordering Rooney to pay disgorgement of \$28 million.

As alleged in the Complaint, filed on January 2, 1990, the Court found by the entry of the default judgment that between 1972 and 1989, Rooney violated the antifraud provisions of the federal securities laws in connection with his offer and sale of nine-month promissory notes issued by three companies he controlled. Rooney misrepresented that the proceeds from the sales of the notes would be applied to finance the consumer loan businesses of said companies. However, contrary to his representations, Rooney was conducting a Ponzi scheme, as well as diverting proceeds from the notes to his other businesses and to his personal account. Rooney raised approximately \$12 million from the sale of the notes, which have accrued \$16 million of interest. The Court ordered Rooney to pay disgorgement in the amount of \$28 million, which can be reduced proportionately by any court ordered restitution Rooney pays in the related criminal action, [United States of America v. William E. Rooney, Sr., 89 CR 539 N.D. IL.] (LR-12426)

INVESTMENT COMPANY ACT RELEASES

SMITH BARNEY MORTGAGE CAPITAL TRUSTS

A notice has been issued giving interested persons until April 19, 1990, to request a hearing on an application filed by Smith Barney Mortgage Capital Trusts and Smith Barney Mortgage Capital Corp. (the Applicants) for a third amended conditional order under Section 6(c) of the Act exempting Applicants from all provisions of the Act in connection with the proposed issuance and sale of bonds principally collateralized by mortgage certificates, the sale of beneficial ownership interests in the Trust, and the election of REMIC status. The requested order would amend previous orders to permit the Trusts to issue bonds secured by funding agreements and related notes. (Rel. IC-17398 - Mar. 23)

SMITH BARNEY MORTGAGE CAPITAL TRUSTS

A notice has been issued giving interested persons until April 19, 1990, to request a hearing on an application filed by Smith Barney Mortgage Capital Corp (the Applicant) for a second amended conditional order under Section 6(c) of the Act exempting Applicant from all provisions of the Act in connection with the proposed issuance and sale of bonds principally collateralized by mortgage certificates, the sale of beneficial ownership residual interests, and the election of REMIC status. The requested order would amend previous orders to permit the Applicant to issue bonds also secured by funding agreements and related notes. (Rel. IC-17399 - Mar. 23)

UST MARKET FUNDS INC.

A notice has been issued giving interested persons until April 23, 1990 to request a hearing on an application filed by UST Market Funds, Inc. et al. for an order of the Commission, under Section 6(c) of the Investment Company Act of 1940, exempting applicants from Sections 18(f), 18(g) and 18(i) of the Act. (Rel. IC-17400 - Mar 26)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTINGS GRANTED

Orders have been issued granting the application of the following stock exchange to strike the specified securities from listing and registration thereon: Pacific Stock Exchange - AMERICAN CONTINENTAL CORPORATION, common stock - \$.01 par. (Rel. 34-27838); and BERKEY, INC., common stock - \$1.00 par. (34-27845)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGES

A proposed rule change has been filed by: The Depository Trust Company (SR-DTC-90--1) to clarify that only those entities that are subject to regulatory agency oversight are eligible to become participants at DTC. (Rel. 34-27808); The Cincinnati Stock Exchange (SR-CSE-90-5) to codify an interpretation of CSE Rule 11.9(a)(4) and (d). The rule change would, if adopted, more fully describe the market making responsibilities of Contributing Dealers, a secondary category of market maker on the CSE. (Rel. 34-27833); The Boston Stock Exchange (SR-BSE-90-03) to amend its Constitution to change the composition of its Board of Governors in order to provide equal representation between representatives of the securities industry and the public. (Rel. 34-27836); and The National Association of Securities Dealers (SR-NASD-90-16) that would amend Section 2(d) of Schedule A of its By-Laws, increasing the pass-through examination development fee imposed by the New York Stock Exchange from \$10.00 to \$40.00 for each individual who takes a Series 7 examination for registration as a general securities representative. The purpose of the increased fee is to cover increased examination development costs. (Rel. 34-27840). Publication of the proposals are expected to be made in the Federal Register during the week of March 26.

IMMEDIATE EFFECTIVENESS OF PROPOSED RULES

Proposed rule changes filed by the following have become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934: The National Securities Clearing Corporation (SR-NSCC-90-03) to establish fees for duplicate microfiches of daily production reports and basket composition reports. (Rel. 34-27824); Midwest Securities Trust Company (SR-MSTC-90-02) to revise fees currently charged for services provided to participants by MSTC's Security Department. (Rel. 34-27839); Midwest Clearing Corporation (SR-MSCC-90-02) to revise MCC fees currently charged for services provided to participants by MCC's Security Department. (Rel. 34-27841); Midwest Stock Exchange (SR-MSE-90-01) to amend the transaction fees charged members to provide greater volume-related discounts and credits. (Rel. 34-27844).

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by: The New York Stock Exchange (SR-NYSE-90-02) to increase the threshold for reporting certain awards or claims under Rule 351 from \$5,000 to \$15,000 for individuals and from \$5,000 to \$25,000 for member organizations. (Rel. 34-27837); and The Midwest Stock Exchange (SR-MSE-87-13) to modify its Co-Specialist Evaluation Questionnaire. (Rel. 34-27846)

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-18 MEASUREMENT TECHNOLOGY INC, 10200 W 44TH AVE, STE 301, WHEATRIDGE, CO 80033
(303) 422-5809 - 920,000 (\$4,600,000) COMMON STOCK. 80,000 (\$440,000) COMMON STOCK.
20,000 (\$100,000) COMMON STOCK. 243,000 (\$1,215,000) COMMON STOCK. (FILE 33-33830-B -
MAR. 14) (BR. 8)
- S-1 IFED FINANCIAL CORP, 3515 W IRVING PARK RD, CHICAGO, IL 60618 (312) 478-3131 -
1,400,000 (\$16,100,000) COMMON STOCK. (FILE 33-33862 - MAR. 19) (BR. 2 - NEW ISSUE)
- S-1 DOVER CAPITAL CORP /DE/, 2537 SOUTH GESSNER STE 134, HOUSTON, TX 77063
(713) 785-8085 - 1,000,000 (\$10,000) COMMON STOCK. (FILE 33-33865 - MAR. 20) (BR. 11)
- S-8 TURNER CORP, 633 THIRD AVE, NEW YORK, NY 10017 (212) 878-0400 - 232,766
(\$3,142,341) COMMON STOCK. (FILE 33-33867 - MAR. 20) (BR. 10)
- S-8 NIPS COMPUTER SYSTEMS INC /CA/, 928 ARQUES AVE, SUNNYVALE, CA 94086 (408) 720-1700
- 9,932,000 (\$247,058,500) COMMON STOCK. 500,000 (\$12,437,500) COMMON STOCK. (FILE
33-33868 - MAR. 21) (BR. 10)
- S-3 CYPRUS MINERALS CO, 9100 E MINERAL CIRCLE, ENGLEWOOD, CO 80112 (303) 648-5000 -
150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 33-33869 - MAR. 21) (BR. 1)
- S-8 MERCANTILE BANCORPORATION INC, PO BOX 524, ST LOUIS, MO 63166 (314) 425-2525 -
200,000 (\$5,450,000) COMMON STOCK. (FILE 33-33870 - MAR. 21) (BR. 2)
- S-8 GAYLORD CONTAINER CORP /DE/, 500 LAKE COOK RD STE 400, DEERFIELD, IL 60015
(708) 405-5500 - 150,000 (\$1,087,500) COMMON STOCK. (FILE 33-33871 - MAR. 21) (BR. 8)