

# SEC NEWS DIGEST

Issue 98-242

December 17, 1998

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## INVESTMENT COMPANY ACT RELEASES

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### SUNAMERICA ASSET MANAGEMENT CORP., ET AL.

An order has been issued on an application filed by SunAmerica Asset Management Corp., et al. granting an exemption from Section 15(a) of the Investment Company Act. The order permits the implementation, without prior shareholder approval, of new investment advisory and subadvisory agreements (New Agreements) for a period of up to 120 days beginning on the later of the date on which the acquisition by American International Group of SunAmerica, Inc. is consummated or the date on which the requested order is issued and continuing through the date the New Agreements are approved or disapproved by the shareholders (but in no event later than April 30, 1999) (Interim Period). The order also permits payment of all fees earned under the New Agreements during the Interim Period following shareholder approval. (Rel. IC-23599 - December 15)

### QUANTITATIVE GROUP OF FUNDS, ET AL.

A notice has been issued giving interested persons until January 11, 1999 to request a hearing on an application filed by Quantitative Group of Funds and Quantitative Advisors, Inc. exempting them from Section 15(a) of the Investment Company Act and Rule 18f-2 under the Act. The order would permit applicants to enter into and materially amend subadvisory agreements without shareholder approval. (Rel. IC-23600 - December 15)

### SIXTY WALL STREET FUND, L.P., ET AL.

An order has been issued on an application filed by Sixty Wall Street Fund, L.P., et al. requesting an exemption from all provisions of the Investment Company Act except Section 9, Sections 17 (other than certain provisions of paragraphs (a), (d), (e), (f), (g), and (j)) and 30 (other than certain provisions of paragraphs (a), (b), (e), and (h)), Sections 36 through 53, and the rules and regulations under the Act. The order supersedes a prior order exempting certain limited partnerships formed for the benefit of key employees of J.P. Morgan & Co. Incorporated and its affiliates from certain provisions of the Act. Each partnership will be an "employees' securities company" within the meaning of Section 2(a)(13) of the Act. (Rel. IC-23601 - December 16)

## ORDERS OF DEREGISTRATION UNDER THE INVESTMENT COMPANY ACT

Orders have been issued under Section 8(f) of the Investment Company Act declaring that each of the following has ceased to be an investment company:

Management of Managers Short Term Municipal Bond Fund  
[File No. 811-3747] (Rel. IC-23602 - December 16)

Management of Managers Fixed Income Fund  
[File No. 811-3748] (Rel. IC-23603 - December 16)

Management of Managers Income Equity Fund  
[File No. 811-3750] (Rel. IC-23604 - December 16)

### EVERGREEN EQUITY TRUST, ET AL.

A notice has been issued giving interested persons until January 7, 1999 to request a hearing on an application filed by Evergreen Equity Trust, et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act and Rule 18f-2 under the Act, and from certain disclosure requirements under the Act. The order would permit applicants to enter into and materially amend investment management agreements with subadvisers without shareholder approval, and grant relief from certain disclosure requirements regarding advisory fees paid to the subadvisers. (Rel. IC-23605 - December 16)

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## HOLDING COMPANY ACT RELEASES

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### AMERICAN ELECTRIC POWER COMPANY, INC.

An order has been issued authorizing American Electric Power Company, Inc. (AEP), a registered holding company, through December 31, 2001, to: (1) guarantee the debt of AEP Resources Service Company Inc. (Resources), a wholly owned subsidiary of AEP, in an amount not to exceed \$51 million; and (2) issue guarantees and assumptions of liability on behalf of Resources to third parties in an amount not to exceed \$200 million. (Rel. 35-26952)

### CONECTIV, ET AL.

An order has been issued authorizing Conectiv, a registered holding company, to simplify and consolidate its nonutility subsidiaries. (Rel. 35-26953)

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## SELF-REGULATORY ORGANIZATIONS

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### PROPOSED RULE CHANGES

The Chicago Stock Exchange has filed a proposed rule change (SR-CHX-98-24) under Rule 19b-4 of the Securities Exchange Act of 1934 relating to amendments to its Rules 3, 17, 9(h) and the adoption of certain additional rules and policies to its Minor Rule Violation Plan. Publication of the proposal is expected in the Federal Register during the week of December 21. (Rel. 34-40793)

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934, on November 5, 1998, the Chicago Board Options Exchange filed with the Commission a proposed rule change (SR-CBOE-98-49). The Exchange proposes to amend certain of its rules to provide for the listing and trading of options on the Dow Jones Equity Real Estate Investment Trust Index, a broad-based index. Publication of the proposal is expected in the Federal Register during the week of December 21. (Rel. 34-40794)

### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-CBOE-98-51) by the Chicago Board Options Exchange to enhance the Exchange's order routing system 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 December 21. (Rel. 34-40786)

A proposed amendment to the Options Price Reporting Authority (OPRA) Plan (SR-OPRA-98-03) to revise certain facilities and access fees charged by OPRA has become effective pursuant to Rule 11Aa3-2(c)(3)(i) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of December 21. (Rel. 34-40791)

A proposed rule change (SR-PCX-98-61) by the Pacific Exchange to reduce the fee charged for cordless telephone use on the Exchange's options floor 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 December 21. (Rel. 34-40792)

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## SECURITIES ACT REGISTRATIONS

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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>.

- S-8 CECO ENVIRONMENTAL CORP, 505 UNIVERSITY AVE, STE 1400,  
TORONTO ONTARIO MSG, A6 (416) 593-6543 - 500,000 (\$1,250,000) COMMON STOCK.  
(FILE 333-68651 - DEC. 10) (BR. 6)
- S-3 KEEBLER FOODS CO, 677 LARCH AVE, ELMHURST, IL 60126 (630) 833-2900 -  
17,828,729 (\$611,191,116) COMMON STOCK. (FILE 333-68653 - DEC. 10)  
(BR. 2)
- S-3 TEXAS UTILITIES CO /TX/, ENERGY PLAZA, 1601 BRYAN ST, DALLAS, TX 75201  
(214) 812-4600 (FILE 333-68663 - DEC. 10) (BR. 2)
- S-1 INVITROGEN CORP, 1600 FARADAY AVE, CARLSBAD, CA 92008 (760) 603-7000 -  
3,450,000 (\$51,750,000) COMMON STOCK. (FILE 333-68665 - DEC. 10) (BR. 1  
- NEW ISSUE)
- S-8 ACCLAIM ENTERTAINMENT INC, ONE ACCLAIM PLAZA, GLEN COVE, NY 11542  
(516) 656-5000 - 5,442,143 (\$48,301,415) COMMON STOCK. (FILE 333-68667 -  
DEC. 10) (BR. 3)
- S-8 RENT WAY INC, ONE RENTWAY PLACE, ERIE, PA 16505 (814) 836-0618 -  
716,179 (\$19,092,437) COMMON STOCK. (FILE 333-68671 - DEC. 10) (BR. 6)
- S-3 ENHANCE FINANCIAL SERVICES GROUP INC, 335 MADISON AVE, NEW YORK, NY  
10017 (212) 983-3100 - 454,473 (\$11,256,455) COMMON STOCK. (FILE  
333-68673 - DEC. 10) (BR. 1)
- SB-2 USABANCSHARES INC, ONE LINCOLN PLAZA, 1535 LOCUST STREET, PHILADELPHIA,  
PA 19102 (215) 596-4200 - 1,287,032 (\$10,135,377) COMMON STOCK. (FILE  
333-68675 - DEC. 10) (BR. 7)
- S-4 MEDTRONIC INC, 7000 CENTRAL AVE NE, MS 316, MINNEAPOLIS, MN 55432  
(612) 574-4000 - 27,400,000 (\$3,130,450,000) COMMON STOCK. (FILE  
333-68677 - DEC. 10) (BR. 5)
- S-4 SEAGULL ENERGY CORP, 1001 FANNIN STE 1700, 1001 FIRST CITY TOWER,  
HOUSTON, TX 77002 (713) 951-4700 - 114,558,501 (\$852,028,852) COMMON STOCK.  
50,000 (\$50,000,000) PREFERRED STOCK. (FILE 333-68679 - DEC. 10) (BR. 2)
- S-3 COCA COLA ENTERPRISES INC, 2500 WINDY RIDGE PKWY, ATLANTA, GA 30339  
(770) 989-3000 - 2,500,000,000 (\$2,500,000,000) STRAIGHT BONDS. (FILE  
333-68681 - DEC. 10) (BR. 2)
- S-8 SERVICE CORPORATION INTERNATIONAL, 1929 ALLEN PKWY, P O BOX 130548,  
HOUSTON, TX 77019 (713) 522-5141 - \$40,000,000 COMMON STOCK. (FILE  
333-68683 - DEC. 10) (BR. 8)
- S-8 HBO & CO, 301 PERIMETER CTR N, ATLANTA, GA 30346 (770) 393-6000 -  
1,384,084 (\$19,809,563.84) COMMON STOCK. (FILE 333-68685 - DEC. 10)  
(BR. 3)
- S-8 HBO & CO, 301 PERIMETER CTR N, ATLANTA, GA 30346 (770) 393-6000 -  
181,250 (\$5,131,876.25) COMMON STOCK. (FILE 333-68687 - DEC. 10) (BR. 3)
- S-8 FIRST DATA CORP, 401 HACKENSACK AVE - 7TH FLR, HACKENSACK, NJ 07601  
(201) 525-4700 - 22,000,000 (\$589,875,000) COMMON STOCK. (FILE 333-68689 -  
DEC. 10) (BR. 3)

S-8 HBO & CO, 301 PERIMETER CTR N, ATLANTA, GA 30346 (770) 393-6000 -  
204,964 (\$361,822.95) COMMON STOCK. (FILE 333-68691 - DEC. 10) (BR. 3)

S-8 HBO & CO, 301 PERIMETER CTR N, ATLANTA, GA 30346 (770) 393-6000 -  
2,587,461 (\$35,270,974.62) COMMON STOCK. (FILE 333-68693 - DEC. 10)  
(BR. 3)

S-8 HBO & CO, 301 PERIMETER CTR N, ATLANTA, GA 30346 (770) 393-6000 -  
52,562 (\$1,140,653.22) COMMON STOCK. (FILE 333-68695 - DEC. 10) (BR. 3)

S-4 MIDWAY AIRLINES CORP, 300 W MORGAN ST, STE 1200, DURHAM, NC 27707  
(919) 956-4800 - 109,722,000 (\$109,722,000)  
PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 333-68697 - DEC. 10)  
(BR. 5)

S-4 ELTRAX SYSTEMS INC, 2000 TOWN CENTER STE 690, SOUTHFIELD, MI 48075  
(248) 358-1699 - 18,555,016 (\$39,429,409) COMMON STOCK. (FILE 333-68699 -  
DEC. 10) (BR. 3)

S-3 ORPHAN MEDICAL INC, 13911 RIDGEDALE DR STE 475, MINNETONKA, MN 55305  
(612) 541-1868 - 127,723 (\$830,200) COMMON STOCK. (FILE 333-68701 -  
DEC. 10) (BR. 1)

S-8 CYPRESS SEMICONDUCTOR CORP /DE/, 3901 N FIRST ST, SAN JOSE, CA 95118  
(408) 943-2975 - 2,500,000 (\$26,718,750) COMMON STOCK. (FILE 333-68703 -  
DEC. 10) (BR. 5)

S-8 PRODUCERS ENTERTAINMENT GROUP LTD, 575 WILSHIRE BLVD, PENTHOUSE ONE,  
LOS ANGELES, CA 90036 (323) 634-8634 - 350,000 (\$105,000) COMMON STOCK.  
(FILE 333-68705 - DEC. 10) (BR. 5)

S-8 MEDPARTNERS INC, 3000 GALLERIA TOWER, STE 1000, BIRMINGHAM, AL 35244  
(205) 733-8996 - 4,000,000 (\$17,625,000) COMMON STOCK. (FILE 333-68707 -  
DEC. 10) (BR. 1)

S-8 MEDPARTNERS INC, 3000 GALLERIA TOWER, STE 1000, BIRMINGHAM, AL 35244  
(205) 733-8996 - 3,250,000 (\$14,320,475) COMMON STOCK. (FILE 333-68709 -  
DEC. 10) (BR. 1)

S-8 NETSCAPE COMMUNICATIONS CORP, 501 E MIDDLEFIELD RD, MOUNTAIN VIEW, CA  
94043 (650) 254-1900 - 3,992,726 (\$146,732,680.50) COMMON STOCK. (FILE  
333-68713 - DEC. 10) (BR. 3)

S-3 CONAGRA INC /DE/, ONE CONAGRA DR, OMAHA, NE 68102 (402) 595-4000 -  
1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS. (FILE 333-68715 - DEC. 11)  
(BR. 4)