

# SEC NEWS DIGEST

Issue 99-102

May 27, 1999

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## INVESTMENT COMPANY ACT RELEASES

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### BANKERS TRUST COMPANY, ET AL.

An order has been issued on an application filed by Bankers Trust Company, et al. for 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 for a period of up to 150 days following the later of the date on which the merger between Bankers Trust Corporation and Deutsche Bank AG is consummated or the date the order is issued, but in no event later than November 30, 1999. (Rel. IC-23848 - May 25)

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## SELF-REGULATORY ORGANIZATIONS

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### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change submitted by the Philadelphia Stock Exchange (SR-Phlx-98-09) to amend Exchange Rule 1101A and revise the intervals between index option strike prices. Publication of the order is expected in the Federal Register during the week of May 31. (Rel. 34-41440)

### PROPOSED RULE CHANGE

A proposed rule change filed by the New York Stock Exchange (SR-NYSE-98-47) to adopt Rule 440 I requiring records of compensation arrangements concerning floor brokerage. Publication of the proposal is expected in the Federal Register during the week of May 31. (Rel. 34-41441)

### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change (SR-PHLX-99-10) filed by the Philadelphia Stock Exchange relating to exchange fees for floor members using the new wireless telephone system has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of proposal is expected in the Federal Register during the week of May 31. (Rel. 34-41449)

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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: <publicinfo@sec.gov>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

- S-8 ETOYS INC, 2850 OCEAN PARK BLVD, SUTIE 124, SANTA MONICA, CA 90405  
(310) 664-8100 - 40,649,903 (\$500,247,995.05) COMMON STOCK. (FILE 333-78853 - MAY. 20) (BR. 2)
- S-3 VIATEL INC, 685 THIRD AVE, NEW YORK, NY 10017 (212) 350-9200 -  
5,405,000 (\$246,603,125) COMMON STOCK. (FILE 333-78855 - MAY. 20) (BR. 7)
- S-1 FTD COM INC, 3113 WOODCREEK DRIVE, DOWNERS GROVE, IL 60515  
(630) 724-6200 - \$90,000,000 COMMON STOCK. (FILE 333-78857 - MAY. 20)  
(BR 8 - NEW ISSUE)
- S-3 HARKEN ENERGY CORP, 5605 N MACARTHUR STE 400, IRVING, TX 75038  
(972) 753-6900 - 1,908,639 (\$3,936,567.94) COMMON STOCK. (FILE 333-78859 -  
MAY. 20) (BR. 4)
- S-8 FIRST ALBANY COMPANIES INC, 30 S PEARL ST, ALBANY, NY 12207  
(518) 447-8500 - 3,000,000 (\$3,000,000) COMMON STOCK. (FILE 333-78861 -  
MAY. 20) (BR. 7)
- S-3 FIRST UNION RESIDENTIAL SECURITIZATION TRANSACTIONS INC,  
ONE FIRST UNION CENTER, 11000 BROKEN LAND PARKWAY, COLUMBIA, MD 21044  
(410) 884-2000 - 1,000,000 (\$1,000,000)  
PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 333-78863 - MAY. 20)  
(BR. 8)
- S-8 UNIROYAL TECHNOLOGY CORP, ONE SARASOTA TOWER STE 900,  
TWO NORTH TAMiami TRAIL, SARASOTA, FL 34236 (813) 366-5282 - 500,000  
(\$4,812,500) COMMON STOCK. (FILE 333-78865 - MAY. 20) (BR. 6)
- S-8 COMMUNITY BANKSHARES INC /SC/, P O BOX 2086, ORANGEBURG, SC 29116  
(803) 535-1060 - 166,000 (\$2,199,500) COMMON STOCK. (FILE 333-78867 -  
MAY. 20) (BR. 7)
- S-8 GOLD BANC CORP INC, 11301 NALL AVE, LEAWOOD, KS 66211 (913) 451-8050 -  
500,000 (\$5,450,000) COMMON STOCK. (FILE 333-78871 - MAY. 20) (BR. 7)
- S-8 SUMMA INDUSTRIES, 21250 HAWTHORNE BLVD., SUITE 500, TORRANCE, CA 90503  
(310) 792-7024 - 55,250 (\$527,803.25) COMMON STOCK. (FILE 333-78873 -  
MAY. 20) (BR. 6)
- S-8 AMERIGAS PARTNERS LP, 460 NORTH GULPH RD, BOX 965, VALLEY FORGE, PA  
19482 (610) 337-7000 - 81,226 (\$1,637,212) COMMON STOCK. (FILE 333-78875 -  
MAY. 20) (BR 2)
- S-8 FIRST ALBANY COMPANIES INC, 30 S PEARL ST, ALBANY, NY 12207  
(518) 447-8500 - 500,000 (\$12,093,783) COMMON STOCK. (FILE 333-78877 -  
MAY. 20) (BR. 7)

S-8 FIRST ALBANY COMPANIES INC, 30 S PEARL ST, ALBANY, NY 12207  
(518) 447-8500 - 800,000 (\$11,350,000) COMMON STOCK. (FILE 333-78879 - MAY. 20) (BR. 7)

S-3 SUNOCO INC, TEN PENN CENTER, 1801 MARKET ST, PHILADELPHIA, PA 19103  
(215) 977-3000 - 1,000,000 (\$32,531,300) COMMON STOCK. (FILE 333-78881 - MAY. 20) (BR. 4)

S-8 PROJECT SOFTWARE & DEVELOPMENT INC, 100 CROSBY DR D, BEDFORD, MA 01730  
(781) 280-2000 - 925,000 (\$19,193,750) COMMON STOCK. (FILE 333-78883 - MAY. 20) (BR. 3)

S-1 GREATFOOD COM INC, 2727 EASTLAKE AVENUE EAST, SEATTLE, WA 98102  
(206) 322-7539 - \$38,812,500 COMMON STOCK. (FILE 333-78885 - MAY. 20) (BR. 2 - NEW ISSUE)

S-8 SOUTHDOWN INC, 1200 SMITH ST STE 2400, HOUSTON, TX 77002 (713) 650-6200  
- 24,145 (\$1,531,034) COMMON STOCK. (FILE 333-78887 - MAY 20) (BR. 6)

S-2 DYNAMICWEB ENTERPRISES INC, BUILDING F SUITE 209, 271 ROUTE 46W,  
FAIRFIELD, NJ 07004 (973) 244-1000 - 2,145,025 (\$15,259,429) COMMON STOCK.  
(FILE 333-78889 - MAY. 20) (BR. 3)

S-3 IMMUCOR INC, 3130 GATEWAY DR, PO BOX 5625, NORCROSS, GA 30091  
(770) 441-2051 - 628,417 (\$7,540,464) COMMON STOCK. (FILE 333-78893 - MAY. 20) (BR. 1)

S-8 DELPHI AUTOMOTIVE SYSTEMS CORP, 5725 DELPHI DRIVE, TROY, MI 48098  
(248) 447-1500 - 7,500,000 (\$153,046,875) COMMON STOCK. (FILE 333-78895 - MAY. 20) (BR. 5)

S-8 DELPHI AUTOMOTIVE SYSTEMS CORP, 5725 DELPHI DRIVE, TROY, MI 48098  
(248) 447-1500 - 50,000 (\$1,020,312.50) COMMON STOCK. (FILE 333-78897 - MAY. 20) (BR. 5)

F-1 HI Q WASON INC, 433 N CAMDEN DRIVE 600, BEVERLY HILLS, CA 90210  
(310) 288-1808 - 1,375,000 (\$9,779,000) COMMON STOCK. (FILE 333-78899 - MAY 20) (BR. 4 - NEW ISSUE)

S-1 CEI SYSTEMS INC, 2133 SAMARATIN DRIVE, SAN JOSE, CA 95124 (408) 371-9580  
- 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-78901 - MAY. 20) (BR. 5 - NEW ISSUE)

N-2 NUVEEN CALIFORNIA QUALITY INCOME MUNICIPAL FUND INC, 333 WEST WACKER DR,  
CHICAGO, IL 60606 (312) 917-8200 - 1,400 (\$35,000,000) COMMON STOCK.  
(FILE 333-78903 - MAY. 20) (BR. 18)

S-3 SI DIAMOND TECHNOLOGY INC, 3006 LONGHORN BOULEVARD, SUITE 107, AUSTIN,  
TX 78758 (512) 331-5020 - 14,496,306 (\$11,597,045) COMMON STOCK. (FILE  
333-78907 - MAY. 20) (BR. 5)

S-3 CITRIX SYSTEMS INC, 6400 NW 6TH WAY, STE 700, FORT LAUDERDALE, FL 33309  
(954) 267-3000 - 301,503,500 (\$301,503,500)  
CONVERTIBLE DEBENTURES AND NOTES. (FILE 333-78909 - MAY. 20) (BR. 3)

N-2 NUVEEN PREMIUM INCOME MUNICIPAL FUND 2 INC, 333 W WACKER DR, CHICAGO, IL  
60606 (312) 917-8200 - 1,880 (\$47,000,000) COMMON STOCK. (FILE 333-78911 - MAY. 20) (BR. 18)

S-3 UNITED ROAD SERVICES INC, 8 AUTOMATION LANE, ALBANY, NY 12205  
(518) 446-0140 - 776,963 (\$5,220,220) COMMON STOCK. (FILE 333-78915 - MAY. 20) (BR. 5)

S-3 FALL RIVER GAS CO, 155 N MAIN ST, P O BOX 911, FALL RIVER, MA 02722  
(508) 675-7811 - 220,208 (\$3,914,197) COMMON STOCK. (FILE 333-78917 - MAY. 20) (BR. 2)

S-8 HUDSON UNITED BANCORP, 1000 MACARTHUR BLVD, MAHWAH, NJ 07430  
(201) 236-2600 - 153,900 (\$5,280,694) COMMON STOCK. (FILE 333-78919 - MAY. 20) (BR. 7)

S-3 SPORTSLINE USA INC, 6340 NW 5TH WAY, FORT LAUDERDALE, FL 33309  
(954) 351-2120 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE  
333-78921 - MAY. 20) (BR. 3)

S-1 SAMUELS JEWELERS INC, 111 W LEMON AVE, MONROVIA, CA 91016 (512) 369-1400  
- 7,790,950 (\$30,189,931.25) COMMON STOCK. (FILE 333-78923 - MAY. 20)  
(BR. 2)

S-8 BOYD BROS TRANSPORTATION INC, 3275 HIGHWAY 30, CLAYTON, AL 36016  
(334) 775-3261 - 175,000 (\$1,793,750) COMMON STOCK. (FILE 333-78925 -  
MAY. 20) (BR. 5)

S-3 BELL ATLANTIC NEW JERSEY INC, 540 BROAD ST, NEWARK, NJ 07101  
(201) 649-9900 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE  
333-78927 - MAY. 20) (BR. 7)

N-2 NUVEEN NEW YORK QUALITY INCOME MUNICIPAL FUND INC, 333 WEST WACKER DR,  
CHICAGO, IL 60606 (312) 917-8200 - 1.080 (\$27,000,000) COMMON STOCK.  
(FILE 333-78929 - MAY. 20) (BR. 18)

S-8 PLAYCORE INC, 1212 BARBERRY DRIVE, JANESVILLE, WI 53545 (608) 755-4777  
- 1,200,000 (\$7,483,212.50) COMMON STOCK. (FILE 333-78933 - MAY. 20)  
(BR. 5)

S-8 KROGER CO, 1014 VINE ST, CINCINNATI, OH 45201 (513) 762-4000 -  
10,000,000 (\$512,500,000) COMMON STOCK. (FILE 333-78935 - MAY. 20)  
(BR. 2)

S-8 GREEN MOUNTAIN COFFEE INC, 33 COFFEE LANE, WATERBURY, VT 05676  
(802) 244-5621 - 250,000 (\$1,676,203) COMMON STOCK. (FILE 333-78937 -  
MAY. 20) (BR. 9)

S-8 NORFOLK SOUTHERN CORP, THREE COMMERCIAL PL, NORFOLK, VA 23510  
(804) 629-2680 - 5,000,000 (\$171,093,750) COMMON STOCK. (FILE 333-78939 -  
MAY. 20) (BR. 5)

S-8 BURLINGTON COAT FACTORY WAREHOUSE CORP, 1830 RTE 130, BURLINGTON, NJ  
08016 (609) 387-7800 - 50,000 (\$840,625) COMMON STOCK. (FILE 333-78941 -  
MAY. 20) (BR. 2)

S-8 WORLDGATE COMMUNICATIONS INC, 3220 TILLMAN DR, SUITE 300, BENDALEM, PA  
19020 (215) 633-5100 - 1,600,000 (\$30,447,363) COMMON STOCK. (FILE  
333-78943 - MAY. 20) (BR. 7)

N-2 KEMPER STRATEGIC MUNICIPAL INCOME TRUST, 120 S LASALLE ST, CHICAGO, IL  
60603 (312) 781-1121 - 2,800 (\$70,000,000) COMMON STOCK. (FILE 333-78945 -  
MAY. 20) (BR. 22)

S-8 KROLL O GARA CO, 9113 LESAINTE DR, FAIRFIELD, OH 45014 (513) 874-2112 -  
175,095 (\$3,687,938.40) COMMON STOCK. (FILE 333-78947 - MAY. 20) (BR. 5)

S-8 EL PASO ENERGY CORP/DE, 1001 LOUISIANA ST, HOUSTON, TX 77002  
(713) 420-2131 - 2,000,000 (\$71,125,000) COMMON STOCK. (FILE 333-78949 -  
MAY. 20) (BR. 2)

S-8 EL PASO ENERGY CORP/DE, 1001 LOUISIANA ST, HOUSTON, TX 77002  
(713) 420-2131 - 50,000,000 (\$50,000,000) COMMON STOCK. (FILE 333-78951 -  
MAY. 20) (BR. 2)

S-8 FIRSTMERIT CORP /OH/, 111 CASCADE PLAZA, 7TH FLOOR, AKRON, OH 44308  
(330) 996-6300 - 6,600,000 (\$179,025,000) COMMON STOCK. (FILE 333-78953 -  
MAY. 20) (BR. 7)

S-8 SOUTHDOWN INC, 1200 SMITH ST STE 2400, HOUSTON, TX 77002 (713) 650-6200  
- 325,000 (\$20,608,250) COMMON STOCK. (FILE 333-78955 - MAY. 20) (BR. 6)

S-4 TVN ENTERTAINMENT CORP, 2901 W. ALEMEDA AVENUE, BURBANK, CA 91505  
(818) 526-5000 - 200,000,000 (\$120,000,000) STRAIGHT BONDS. (FILE  
333-78957 - MAY. 20) (NEW ISSUE)

S-3 DOUBLECLICK INC, 41 MADISON AVE, 32ND FL, NEW YORK, NY 10010  
 (212) 683-0001 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE  
 333-78959 - MAY. 20) (BR. 2)

S-3 SYLVAN LEARNING SYSTEMS INC, 1000 LANCASTER ST, BALTIMORE, MD 21202  
 (410) 843-8000 - \$4,216,524 COMMON STOCK. (FILE 333-78961 - MAY. 20)  
 (BR. 8)

S-3 AVTEL COMMUNICATIONS INC/DE, 501 BATH STREET, SANTA BARBARA, CA 93101  
 (805) 884-6300 - 815,000 (\$4,122,157) COMMON STOCK. (FILE 333-78963 -  
 MAY. 20) (BR. 9)

S-3 OMNICARE INC, 100 E RIVERCENTER BLVD, STE 1600, COVINGTON, KY 41011  
 (606) 392-3300 - 84,500 (\$2,165,313) COMMON STOCK. (FILE 333-78965 -  
 MAY. 20) (BR. 1)

SB-2 MICHIGAN HERITAGE BANCORP INC, 21211 HAGGERTY RD, NOVI, MI 48375  
 (810) 380-0779 - 500,000 (\$3,500,000) COMMON STOCK. (FILE 333-78967 -  
 MAY. 20) (BR. 9)

S-8 HUDSON CITY BANCORP INC, WEST 80 CENTURY RD, PARAMUS, NJ 07652  
 (201) 967-1900 - 2,000,000 (\$20,000,000) COMMON STOCK. (FILE 333-78969 -  
 MAY. 21) (BR. 7)

S-3 LEGGETT & PLATT INC, NO 1 LEGGETT RD, CARTHAGE, MO 64836 (417) 358-8131  
 - 761,523 (\$19,578,475.59) COMMON STOCK. (FILE 333-78975 - MAY. 21)  
 (BR. 6)

S-8 EL PASO ENERGY CORP/DE, 1001 LOUISIANA ST, HOUSTON, TX 77002  
 (713) 420-2131 - 10,000,000 (\$355,625,000) COMMON STOCK (FILE 333-78979 -  
 MAY 20) (BR. 2)

S-8 BI INC, 6400 LOOKOUT RD, BOULDER, CO 80301 (303) 530-2911 - 400,000  
 (\$3,500,000) COMMON STOCK. (FILE 333-78981 - MAY. 21) (BR. 8)

S-1 INTERACTIVE PICTURES CORP, 1009 COMMERCE PARK DR, OAK, TN 37830  
 (423) 482-3000 - \$57,500,000 COMMON STOCK. (FILE 333-78983 - MAY. 21)