

C-2

# SEC NEWS DIGEST

Issue 2000-196

October 12, 2000

---

## COMMISSION ANNOUNCEMENTS

---

### SEC REAFFIRMS OCTOBER 23, 2000 EFFECTIVENESS DATE FOR REGULATION FD

The Securities and Exchange Commission late yesterday issued the following letter in response to requests to defer the implementation date of Regulation FD. The letter reaffirms the original October 23, 2000 effectiveness date and reminds issuers of the Commission staff's availability to offer interpretive guidance, both before and after Regulation FD becomes effective.

\* \* \* \* \*

October 11, 2000

Louis M. Thompson, Jr.  
President and Chief Executive Officer  
National Investor Relations Institute  
8045 Leesburg Pike, Suite 600  
Vienna, Virginia 22182

Re: Request for Delay of Effective Date of Regulation FD, File No. S7-31-99

Dear Mr. Thompson:

Thank you for your letter of September 21, 2000 regarding the Commission's Regulation FD. In your letter you requested an extension of the rule's effective date from October 23, 2000 to December 29, 2000. Although the effective date will remain as October 23, 2000, please be assured that the staff is committed to helping affected parties understand and apply the new rule. As you note in your letter, Commission staff members have participated in public conferences to answer questions about Regulation FD. In addition, the Division of Corporation Finance's Office of Chief Counsel has been responding to telephone inquiries about Regulation FD issues. The staff has every intention of continuing to be available for and responsive to requests for interpretive guidance, both before and after Regulation FD becomes effective. Please call the Division's Office of Chief Counsel at 202-942-2900 with any specific inquiries you or your members may have.

Sincerely,

Jonathan G. Katz  
Secretary

cc: Stanley Keller, Chair, Committee on Federal Regulation of Securities, American Bar Association; Stuart J. Kaswell, Senior Vice President and General Counsel, Securities Industry Association; Gerald S. Backman, Chair, Committee on Securities Regulation, New York State Bar Association; William R. Sawyers, Vice President, General Counsel and Secretary, Del Monte Foods Company; Rob Jones, General Counsel, Del Webb Corporation, Gregory C. Yadley, Shumaker, Loop & Kendrick, LLP; G. Penn Holsenbeck, Vice President, Associate General Counsel & Corporate Secretary, Philip Morris Companies, Inc. (Press Rel. 2000-154)

---

## **ENFORCEMENT PROCEEDINGS**

---

### **ADMINISTRATIVE PROCEEDING INSTITUTED AGAINST BROKER-DEALER AND THREE OTHERS**

On October 10, the Commission instituted a public administrative and cease and desist proceeding against Shamrock Partners, Ltd. (ROCK), James Kelly (Kelly), John Doyle (Doyle), and Stephen Fischer (Fischer). ROCK is a registered broker-dealer based in Media, Pennsylvania, Kelly is ROCK's owner, Doyle is ROCK's principal trader, and Fischer was a trader at a second brokerage firm. The Division of Enforcement alleges that during the summer of 1995, each respondent had a role in the stock manipulation of The L. L. Knickerbocker Co. Inc. (KNIC). From July 3 to August 11, 1995, KNIC's stock price rose from \$6 to \$52. Shortly thereafter the stock dropped 38%. The Division of Enforcement alleges that Kelly and ROCK engaged in secret sales that helped maintain KNIC's artificially high stock price, and that they failed reasonably to supervise Rafi Khan, a broker subject to their supervision during KNIC's price rise. The Division of Enforcement also alleges that Doyle, who acted as a KNIC market maker, had a collusive trading arrangement with Fischer, who also acted as a KNIC market maker at another brokerage firm, and that the arrangement contributed to KNIC's price rise. A hearing will be scheduled before an administrative law judge to determine whether the allegations are true and, if so, what, if any, remedial sanctions are appropriate. (Rel. 33-7909; 34-43425; File No. 3-10344)

### **CEASE AND DESIST PROCEEDINGS SETTLED AGAINST RICHARD LANGLEY, JR. AND GERALD LARDER**

On October 10, the Commission entered an Order against Richard Langley, Jr. (Langley) and Gerald Larder (Larder) ordering them to cease and desist from committing or causing any violations and any future violations of the antifraud provisions of the federal securities laws (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), barring Langley and Larder from participation in penny stock offerings, and ordering Langley and Larder each to pay \$2,224.55 in disgorgement, plus prejudgment interest.

In their Offer, Langley and Larder, without admitting or denying the findings, consent to the issuance of an Order by the Commission which finds that on or about February 6 and

7, 1996, Langley and Larder, directly or indirectly, transferred or caused to be transferred, a total of 2,700 shares of Pollution Control International Corp. stock to a broker-dealer which was undisclosed compensation for previous purchases of 8,000 shares of the same stock at prices ranging from approximately \$2.125 to \$2.375 per share by the broker-dealer. (Rels. 33-7910; 34-43428; File No. 3-9154)

### **RESPONDENT SETTLES WITH COMMISSION IN ALL-TECH CASE**

On October 11, the Commission accepted a settlement offer made by one of the respondents, Ralph Zulferino (Zulferino), in a pending administrative and cease-and-desist proceeding against All-Tech Direct, Inc., f/k/a All-Tech Investment Group, Inc. (All-Tech) and others. In his settlement offer, Zulferino consented, without admitting or denying the Commission's findings, to the entry of an Order by the Commission finding that he willfully aided and abetted, and was a cause of, alleged violations by All-Tech of Section 7(c) of the Securities Exchange Act of 1934 (Exchange Act) and Regulation T (Regulation T) promulgated by the Board of Governors of the Federal Reserve. Zulferino is a branch manager associated with All-Tech.

In the Order Instituting Public Administrative and Cease and Desist Proceedings against All-Tech, Zulferino, and other respondents, dated February 22, 2000 (OIP), the Division of Enforcement alleges that All-Tech, among other things, willfully violated Section 7(c) of the Exchange Act by directly or indirectly extending or maintaining, or in the alternative, arranging for the extension or maintenance of credit to or for customers in contravention of Regulation T. Specifically, the OIP alleges that All-Tech directly or indirectly, extended, or arranged for the extension of, uncollateralized loans from the accounts of associated persons, including an account controlled by Zulferino, to customers of All-Tech to enable those customers to meet margin calls issued by All-Tech's clearing firm. In the Order Making Findings, Imposing Remedial Sanctions and Issuing Cease and Desist Orders Against Zulferino (Order), the Commission found, among other things, that: (a) from August 1998 through December 1998, while Zulferino was a branch manager of All-Tech's Edison, New Jersey branch, Zulferino funded and controlled an account at his branch, in the name of Z-Tech Investments, Inc. (Z-Tech) which was improperly used by All-Tech's margin department to fund uncollateralized loans made to satisfy margin calls issued to All-Tech customers; (b) All-Tech improperly loaned \$1,941,155 from the Z-Tech account to All-Tech customers to satisfy forty-nine margin calls issued under Regulation T. Customers paid the Z-Tech account a total of \$2,535 in fees for this financial assistance.

Pursuant to Zulferino's offer of settlement, the Order censures Zulferino and directs him to cease and desist, pursuant to Section 21C of the Exchange Act, from causing any violations and any future violations of Section 7(c) of the Exchange Act and Regulation T. In addition, the Order requires Zulferino to pay, within 30 days, civil money penalties of \$15,000, and to disgorge \$2,535 in ill-gotten gains plus prejudgment interest of \$298.29 thereon, for a total amount of \$2,833.29. The Order also suspends Zulferino from association with any broker or dealer for a period of three months, effective on the second Monday following the entry of the Order. (Rel. 34-43431; File No. 3-10150)

## **COMMISSION BARS VICTOR WANG AND GREGG THALER FROM ASSOCIATION WITH A BROKER OR DEALER**

On October 11, the Commission issued Orders Instituting Proceedings, Making Findings and Imposing Remedial Sanctions Pursuant to Sections 15(b)(6) and 19(h) of the Securities Exchange Act of 1934 against Victor M. Wang (Wang), the former Chief Executive Officer of Duke & Company, Inc. (Duke), a broker-dealer, and Gregg A. Thaler (Thaler), who was a former principals of Duke. Without admitting or denying the Commission's findings, Wang and Thaler each consented to an order, which bars them from association with any broker or dealer.

The orders barring Wang and Thaler from association with a broker or dealer were based on the entry of injunctions against them. In the injunctive action, the Commission alleged, among other things, that Wang and Thaler orchestrated a massive market manipulation designed to increase the price of Paravant Computer Systems, Inc. (Paravant) securities, which Duke had taken public, from approximately June 3, 1996 through June 21, 1996. The final judgments, which Wang and Thaler consented to, permanently enjoined Wang and Thaler from violating Section 17(a) of the Securities Act of 1933 (Securities Act), Section 10(b) of the Exchange Act of 1934 (Exchange Act), and Rule 10b-5 thereunder, and Rule 101 and 102 of Regulation M. The final judgments also permanently enjoin Wang and Thaler from aiding and abetting any future violations of Sections 10(b) and 15(c) of the Exchange Act and Rules 10b-3 and 15c1-2 thereunder. (In the Matter of Gregg A. Thaler – Rel. 34-43432, File No. 3-10345; In the Matter of Victor M. Wang – Rel. 34-43433, File No. 3-10346)

---

## **INVESTMENT COMPANY ACT RELEASES**

---

### **HARTFORD LIFE INSURANCE COMPANY, ET AL.**

An order has been issued pursuant to Section 6(c) of the Investment Company Act granting exemptive relief from Sections 2(a)(32), 22(c), and 27(i)(2)(A) of the Act and Rule 22c-1 thereunder to Hartford Life Insurance Company, Hartford Life and Annuity Insurance Company, Hartford Life Insurance Company Separate Account Two, Hartford Life Insurance Company Separate Account Seven, Putnam Capital Manager Trust Separate Account, Hartford Life and Annuity Insurance Company Separate Account One, Hartford Life and Annuity Insurance Company Separate Account Seven, Putnam Capital Manager Trust Separate Account Two, and Hartford Securities Distribution Company, Inc. to permit the recapture of credits applied to purchase payments made under certain variable annuity contracts. (Rel. IC-24683 – October 10)

### **FIRST AMERICAN INVESTMENT FUNDS, INC. AND U.S. BANK NATIONAL ASSOCIATION**

An order has been issued on an application filed by First American Investment Funds, Inc. and U.S. Bank National Association exempting applicants from Section 17(a) of the

Investment Company Act. The order permits a series of a registered open-end management investment company to acquire all of the assets, subject to the liabilities, of another series of the investment company. Because of certain affiliations, applicants may not rely on Rule 17a-8 under the Act. (Rel. IC-24684 - October 11)

---

## SELF-REGULATORY ORGANIZATIONS

---

### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the Municipal Securities Rulemaking Board (SR-MSRB-00-80) relating to reports of sales and purchases, pursuant to Rule G-14. Publication of the notice is expected in the Federal Register during the week of October 16. (Rel. 34-43426)

---

## 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>.

- F-6 SCHERING AKTIENGESELLSCHAFT/ADR/, 60 WALL ST, NEW YORK, NY 10260 - 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12624 - SEP. 27) (BR. 99 - NEW ISSUE)
- F-6 P&O PRINCESS CRUISES PLC /ADR/, 60 WALL ST, NEW YORK, NY 10260 - 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12626 - SEP. 27) (BR. 99 - NEW ISSUE)
- S-8 NOKIA CORP, ETELAESPLANADI 12, HELSINKI FINLAND, H9 (035) 801-8071 - 1,600,000 (\$64,900,000) FOREIGN COMMON STOCK. (FILE 333-12628 - SEP. 28) (BR. 7)
- F-6 ALCATEL /ADR/, ONE WALL ST, NEW YORK, NY 10286 - 100,000,000 (\$5,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12630 - SEP. 28) (BR. 99 - NEW ISSUE)

F-6 WARNER CHILCOTT PLC /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12632 - SEP. 28) (BR. 99)

F-6 E NEW MEDIA CO LTD /ADR/, ONE WALL ST, NEW YORK, NY 10286 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12638 - SEP. 28) (BR. 99 - NEW ISSUE)

F-1 SYNGENTA AG, SCHWARZWALDALLEE 215, (41-61) 697-1111, 4058 BASEL SWITZERLAND, V8 00000 - \$287,521,565 FOREIGN COMMON STOCK. (FILE 333-12640 - SEP. 29) (BR. 2)

F-3 AMARIN CORP PLC, GEMINI HOUSE, BARTHOLOMEWS WALK, ELY CAMBRIDGESHIRE, X0 - 38,333,334 (\$20,604,167.02) FOREIGN COMMON STOCK. (FILE 333-12642 - SEP. 29) (BR. 1 - NEW ISSUE)

F-3 HIBERNIA FOODS PLC, 15 FITZWILLIAM SQ, DUBLIN 2 IRELAND, L2 (212) 661-1620 - 8,757,179 (\$50,119,948.51) FOREIGN COMMON STOCK. (FILE 333-12648 - SEP. 28) (BR. 4)

F-1 DYNACARE INC, 209 EGLINTON AVE W, STE 604, TORONTO ONTARIO CANADA M4R 2H1, A6 0000 (416) 487-1100 - 8,050,000 (\$120,750,000) FOREIGN COMMON STOCK. (FILE 333-12650 - SEP. 29) (BR. 1)

F-6 H&CB /ADR/, ONE WALL ST, NEW YORK, NY 10286 - 100,000,000 (\$5,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12652 - SEP. 29) (BR. 99 - NEW ISSUE)

F-6 DATALEX PLC /ADR/, ONE WALL ST, NEW YORK, NY 10286 - 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12654 - SEP. 29) (BR. 99 - NEW ISSUE)

F-1 DATALEX PLC, HOWTH HOUSE HARBOUR ROAD, 353-1-839-1787, DUBLIN IRELAND, L2 00000 - \$25,000,000 FOREIGN COMMON STOCK. (FILE 333-12656 - SEP. 29) (BR. 3 - NEW ISSUE)

F-3 BANCOLOMBIA SA, CALLE 50, NO 51-66, MEDELLIN COLOMBIA, F8 - 120,274,892 (\$115,463,896.32) FOREIGN COMMON STOCK. (FILE 333-12658 - SEP. 29) (BR. 7)

S-8 KINROSS GOLD CORP, 185 SOUTH STATE STREET, STE 400, SALT LAKE CITY, UT 84111 (801) 363-9152 - 2,000,000 (\$1,480,000) FOREIGN COMMON STOCK. (FILE 333-12662 - SEP. 29) (BR. 4)

S-8 REED INTERNATIONAL PLC, 25 VICTORIA ST, LONDON, W1A 1EJ, X0 -  
1,050,000  
(\$9,854,400) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12666 -  
OCT. 02) (BR. 5)

F-10 BROOKFIELD PROPERTIES CORP, BCE PLACE, 181 BAY ST STE 4400,  
TORONTO ONTARIO CANA, A6 - 8,000,000 (\$128,500,000) FOREIGN COMMON  
STOCK.  
(FILE 333-12668 - OCT. 03) (BR. 8)

S-8 O2MICRO INTERNATIONAL LTD, TRANSNATIONAL HOUSE WEST BAY ROAD,  
P O BOX 1794 GEORGETOWN, GRAND CAYMAN, E9 00000 (408) 987-5920 -  
1,000,000  
(\$17,530,000) FOREIGN COMMON STOCK. (FILE 333-12670 - OCT. 02) (BR. 5)

S-8 O2MICRO INTERNATIONAL LTD, TRANSNATIONAL HOUSE WEST BAY ROAD,  
P O BOX 1794 GEORGETOWN, GRAND CAYMAN, E9 00000 (408) 987-5920 -  
5,633,242  
(\$98,750,732.26) FOREIGN COMMON STOCK. (FILE 333-12672 - OCT. 02) (BR.  
5)

F-3 CHINADOTCOM CORP, 20/F CITICORP CENTRE 18 WHITFIELD RD, HONG KONG,  
CAUSEWAY BAY HONG KO, K3 00000 (852) 289-3820 - 3,314,685 (\$43,090,905)  
FOREIGN COMMON STOCK. (FILE 333-12674 - OCT. 03) (BR. 3)

F-6 NEW ZURICH FINANCIAL SERVICES /ADR/, ONE WALL ST, NEW YORK, NY 10286  
-  
100,000,000 (\$5,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE  
333-12676 - OCT. 03) (BR. 99 - NEW ISSUE)

S-8 AMCOR LIMITED, SOUTH GATE SOUTH MELBOURNE, VICTORIA 3205 AUSTRALIA,  
C3  
- 2,000,000 (\$5,620,000) FOREIGN COMMON STOCK. (FILE 333-12678 - OCT.  
04)  
(BR. 6)

F-1 GLOBAL RECREATION INC, 1ST FL EAST WING 65 FRONT ST,  
501-7-22342 PUNTA GORDO, BELIEZE CENTRAL AMERICA, R1 00000 - 514,900  
(\$2,574.50) FOREIGN COMMON STOCK. (FILE 333-12680 - OCT. 04) (BR. 5  
- NEW ISSUE)

S-8 CABLE & WIRELESS PUBLIC LIMITED CO, NEW MERCURY HOUSE,  
26 RED LION SQUARE, LONDON ENGLAND WC1R 4UQ, X0 00000 (703) 847-4835 -  
8,511,609 (\$144,942,730.29) FOREIGN COMMON STOCK. (FILE 333-12682 -  
OCT. 04) (BR. 7)

S-8 AVENTIS, 25 QUAI PAUL DOUMER, 92408 COURBEVOIE CEDEX, FRANCE, IO  
(331) 476-8123 - 5,000,000 (\$311,950,000) FOREIGN COMMON STOCK. (FILE  
333-12684 - OCT. 02) (BR. 2)

S-8 AVENTIS, 25 QUAI PAUL DOUMER, 92408 COURBEVOIE CEDEX, FRANCE, IO  
(331) 476-8123 - 5,442,195 (\$282,341,456) FOREIGN COMMON STOCK. (FILE  
333-12686 - OCT. 02) (BR. 2)

S-8 VERSATECH INC, 300 KEYSTONE STREET, STE 100, HAWLEY, PA 18428  
(570) 226-8515 - 332,910 (\$158,132.25) COMMON STOCK. (FILE 333-47346 -  
OCT. 05) (BR. 2)

S-8 INDEPENDENT BANK CORP /MI/, 230 W MAIN ST, PO BOX 491, IONIA, MI  
48846 (616) 527-9450 - 516,000 (\$8,917,125) COMMON STOCK. (FILE 333-47352 -  
OCT. 05) (BR. 7)

S-8 ADVANCED PLANT PHARMACEUTICALS INC, 75 MAIDEN LA, NEW YORK, NY 10038  
(212) 402-7878 - 5,000,000 (\$547,000) COMMON STOCK. (FILE 333-47356 -  
OCT. 05) (BR. 9)

S-8 TUTOGEN MEDICAL INC, 1719 ROUTE 10 STE 314, STE 130, PARSIPPANY, NJ  
07054 (973) -35-9-84 - 500,000 (\$3,000,000) COMMON STOCK. (FILE 333-  
47358  
- OCT. 05) (BR. 5)

S-8 GADZOOX NETWORKS INC, 5850 HELLYER AVENUE, SAN JOSE, CA 95138  
(408) 360-6005 - 5,317,092 (\$48,339,227.56) COMMON STOCK. (FILE 333-  
47362  
- OCT. 05) (BR. 5)

S-8 HOUSTON EXPLORATION CO, 1100 LOUISIANA STREET, SUITE 2000, HOUSTON,  
TX 77002 (713) -83-0-68 - 900,000 (\$21,585,870) COMMON STOCK. (FILE  
333-47370 - OCT. 05) (BR. 4)

S-8 SILICON STORAGE TECHNOLOGY INC, 1171 SONORA CT, SUNNYVALE, CA 94086  
(408) 735-9110 - 3,000,000 (\$73,781,250) COMMON STOCK. (FILE 333-47388  
-  
OCT. 05) (BR. 5)

S-8 ULTRAMAR DIAMOND SHAMROCK CORP, 6000 N. LOOP 1604 W., P O BOX  
696000,  
SAN ANTONIO, TX 78249 (210) 592-2000 - 250,000 (\$6,257,813) COMMON  
STOCK.  
(FILE 333-47398 - OCT. 05) (BR. 4)

S-8 DEWOLFE COMPANIES INC, 80 HAYDEN AVE, LEXINGTON, MA 02173 (617) 863-  
5858  
- 624,700 (\$4,607,162.50) COMMON STOCK. (FILE 333-47410 - OCT. 05)  
(BR. 8)

S-8 HEARTPORT INC, 700 BAY ROAD DR, REDWOOD CITY, CA 94063 (415) 306-  
7900 -  
500,000 (\$1,545,000) COMMON STOCK. (FILE 333-47416 - OCT. 05) (BR. 5)

S-4 OMNICOM GROUP INC, 437 MADISON AVE, NEW YORK, NY 10022 (212) 415-  
3700 -  
250,000,000 (\$250,000,000) COMMON STOCK. (FILE 333-47426 - OCT. 05)  
(BR. 2)

S-8 AQUIS COMMUNICATIONS GROUP INC, 11719A ROUTE 10, SUITE 300,  
PARSIPPANY,  
NJ 07054 (973) 560-8000 - 300,000 (\$239,055) COMMON STOCK. (FILE  
333-47438 - OCT. 05) (BR. 7)



- S-8 VIVENDI, 52 RUE D ANJOU, PARIS, FRANCE, IO 75384 (011) 331-4924 -  
300,000 (\$19,143,000) FOREIGN COMMON STOCK. (FILE 333-47440 - OCT. 05)  
(BR. 7)
- S-8 UAL CORP /DE/, 1200 ALGONQUIN ROAD, ELK GROVE TOWNSHIP, IL 60007  
(847) 700-4000 - 8,000,000 (\$329,750,400) COMMON STOCK. (FILE 333-  
47444 -  
OCT. 05) (BR. 5)
- S-3 FGIC SECURITIES PURCHASE INC, 115 BROADWAY, NEW YORK, NY 10006  
(212) 312-3000 - 1,000,000,000 (\$1,000,000,000)  
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-47446 - OCT. 05)  
(BR. 7)