

# SEC NEWS DIGEST

Issue 99-87

May 6, 1999

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## ENFORCEMENT PROCEEDINGS

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### ADMINISTRATIVE PROCEEDINGS SETTLED AGAINST JOSEPH FALLIN

On May 5, the Commission entered an Order Making Findings and Imposing Remedial Sanctions and Cease And Desist Order (Order) against Joseph O. Fallin of Houston, Texas. The Commission accepted Fallin's Offer of Settlement, in which he agreed to be suspended from association with any broker, dealer, municipal securities dealer, investment adviser, or investment company for a period of twelve months; Fallin also agreed to an order for him to cease and desist from committing or causing any violations of, and any future violation of, Section 17(a) of the Securities Act of 1933, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Additionally, Fallin agreed to pay disgorgement of \$26,059, plus prejudgment interest. The Commission agreed to waive payment of this amount and not to impose civil money penalties against Fallin, based on his demonstrated financial inability to pay.

The Order finds that while Fallin was a registered representative of a registered broker-dealer, he made material misrepresentations and omissions in the sale of collateralized mortgage obligations to the City of Williamsburg, Virginia. (Rel. 33-7675; 34-41369; File No. 3-9702)

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## INVESTMENT COMPANY ACT RELEASES

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### WARBURG PINCUS ASSET MANAGEMENT, INC., ET AL.

A notice has been issued giving interested persons until May 27, 1999, to request a hearing on an application filed by Warburg Pincus Asset Management, Inc., Credit Suisse Asset Management, Abbott Capital Management, LLC and Blackrock Institutional Management Corporation for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act. The order would permit the implementation, without prior shareholder approval, of certain new advisory and sub-advisory agreements (New Agreements) in connection with the acquisition of Warburg, Pincus Asset Management Holdings, Inc. by Credit Suisse Group (Acquisition). The order would cover a period of up to 150 days

following the later of: (i) the date on which the Acquisition is consummated, or (ii) the date on which the requested order is issued (but in no event later than December 31, 1999) (Interim Period). The order also would permit applicants to receive all fees earned under the New Agreements during the Interim Period following shareholder approval. (Rel. IC-23824 - May 5)

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#### **INVESCO GLOBAL HEALTH SCIENCES FUND, ET AL.**

An order has been issued on an application filed by INVESCO Global Health Sciences Fund, et al. granting an exemption from Section 19(b) of the Investment Company Act and Rule 19b-1 under the Act. The order amends a prior order permitting INVESCO Global Health Sciences Fund (Fund) to make up to four distributions of net long-term capital gains in any one taxable year, so long as the Fund maintains in effect a distribution policy calling for quarterly distributions of a fixed percentage of its net asset value. (Rel. IC-23835 - May 5)

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#### **HOLDING COMPANY ACT RELEASES**

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#### **CINERGY CORP., ET AL.**

An order has been issued authorizing the domestic nonutility subsidiaries of Cinergy Corp. (Cinergy), a registered holding company, to enter into service agreements with Cinergy's utility subsidiaries under which the nonutility subsidiaries may provide a range of services to the utility affiliates, and vice versa. The order also authorizes each of Cinergy's domestic nonutility subsidiaries (including future nonutility subsidiaries), other than exempt telecommunications companies and foreign utility companies, to enter into a separate but substantially similar contract with each of Cinergy's utility subsidiaries. (Rel. 35-27016)

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#### **SELF-REGULATORY ORGANIZATIONS**

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#### **IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE**

A proposed rule change filed by the Philadelphia Stock Exchange establishing a \$200 registration fee and a \$200 annual fee for off-floor traders for which the Exchange is the Designated Examining Authority (SR-Phlx-99-08) 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 May 10. (Rel. 34-41361)

## PROPOSED RULE CHANGE

The New York Stock Exchange filed a proposed rule change (SR-NYSE-98-41) to amend its opening imbalance publication procedures for expiration days. Publication of the notice in the Federal Register is expected during the week of May 10. (Rel. 34-41359)

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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-B STATE DEVELOPMENT BANK OF CHINA,  
2300 CONNECTICUT AVE C/O AMBASSADOR FOR, PEOPLES REPUBLIC OF CHINA,  
WASHINGTON, DC 20008 - 1,000,000,000 (\$1,000,000,000)  
FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 333-10282 - APR. 26)
- F-3 YPF SOCIEDAD ANONIMA, AVENIDA PTE R SAENZ 777-8 PISO,  
BUENOS AIRES 1364 AR, C1 (541) 326-7265 - 275,000,000 (\$275,000,000)  
STRAIGHT BONDS. (FILE 333-10290 - APR 28) (BR 4)
- S-4 FIFTH THIRD BANCORP, 38 FOUNTAIN SQ PLZ, FIFTH THIRD CENTER, CINCINNATI,  
OH 45263 (513) 579-5300 - 3,780,000 (\$228,999,260) COMMON STOCK. (FILE  
333-77293 - APR 29) (BR. 7)
- S-4 PROTECTION ONE INC, 6011 BRISTOL PKWY, CULVER CITY, CA 90230  
(310) 338-6930 - 350,000,000 (\$350,000,000) STRAIGHT BONDS. (FILE  
333-77295 - APR. 29) (BR. 8)
- S-8 INFORMATICA CORP, 3350 W BAYSHORE RD, PALO ALTO, CA 94303 (650) 682-6200  
- 3,000,000 (\$42,000,000) COMMON STOCK. (FILE 333-77299 - APR. 29)  
(BR. 3)
- S-3 USA GROUP SECONDARY MARKET SERVICES INC, 30 SOUTH MERIDIAN STREET,  
INDIANAPOLIS, IN 46204 (317) 951-5640 - 1,000,000 (\$1,000,000)  
EQUIPMENT TRUST CERTIFICATES. (FILE 333-77301 - APR. 28) (BR. 8)
- S-8 HERITAGE BANCORP INC /SC/, 201 W. MAIN STREET,  
C/O HERITAGE FEDERAL SAVINGS BANK, LAURENS, SC 29360 (864) 984-4581 -  
648,025 (\$12,513,363) COMMON STOCK. (FILE 333-77303 - APR. 29) (BR. 7)
- S-3 UNION CARBIDE CORP /NEW/, 39 OLD RIDGEBURY RD, DANBURY, CT 06817  
(203) 794-2000 - 360,000,000 (\$360,000,000) STRAIGHT BONDS. (FILE  
333-77305 - APR. 28) (BR. 2)
- S-3 WEEKS CORP, 4497 PARK DR, NORCROSS, GA 30093 (770) 923-4076 - 150,000  
(\$4,692,000) COMMON STOCK. (FILE 333-77309 - APR. 29) (BR. 8)

S-3 SM&A CORP, 4695 MACARTHUR COURT, 8TH FLOOR, NEWPORT BEACH, CA 92660  
(714) 975-1550 - 1,829,800 (\$14,867,125) COMMON STOCK. (FILE 333-77311 -  
APR. 29) (BR. 8)

S-4 RCN CORP /DE/, 105 CARNEGIE CENTER, PRINCETON, NJ 08540 (609) 734-3700  
- 1,650,000 (\$78,168,750) COMMON STOCK. (FILE 333-77315 - APR. 29)  
(BR. 7)

S-8 DIME BANCORP INC, 589 5TH AVE, NEW YORK, NY 10017 (212) 326-6170 -  
2,000,000 (\$46,375,000) COMMON STOCK. (FILE 333-77317 - APR. 29) (BR. 7)

S-8 WANG LABORATORIES INC, 290 CONCORD ROAD, BILLERICA, MA 01821  
(978) 967-5000 - 150,000 (\$2,962,500) COMMON STOCK. (FILE 333-77319 -  
APR. 29) (BR. 3)

S-8 ADAPTEC INC, 691 S MILPITAS BLVD, M/S25, MILPITAS, CA 95035  
(408) 945-8600 - 4,490,166 (\$106,080,171) COMMON STOCK. (FILE 333-77321 -  
APR. 29) (BR. 3)

S-8 CT COMMUNICATIONS INC /NC, 68 CABARRUS AVE EAST, P O BOX 227, CONCORD,  
NC 28025 (704) 788-0244 - 150,000 (\$5,925,000) COMMON STOCK (FILE  
333-77323 - APR. 29) (BR. 7)

S-4 NEVADA POWER CO, 6226 W SAHARA AVE, LAS VEGAS, NV 89102 (702) 367-5000  
- 130,000,000 (\$130,000,000) STRAIGHT BONDS. (FILE 333-77325 - APR. 29)  
(BR. 2)

S-8 FOILMARK INC, 5 MALCOLM HOYT DRIVE, NEWBURYPORT, MA 01950 (978) 465-0618  
- 279,211 (\$614,264 20) COMMON STOCK. (FILE 333-77329 - APR. 29) (BR. 6)

S-8 HI/FN INC, 2105 HAMILTON AVE, STE 230, SAN JOSE, CA 95125 (408) 558-8066  
- 41,543 (\$1,726,630.94) COMMON STOCK. (FILE 333-77331 - APR. 29) (BR. 5)

S-4 CARMIKE CINEMAS INC, 1301 FIRST AVE, COLUMBUS, GA 31901 (404) 576-3400  
- 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 333-77333 - APR. 29)  
(BR 5)

S-8 VARLEN CORP, 55 SHUMAN BLVD, P O BOX 3089, NAPERVILLE, IL 60566  
(630) 420-0400 - 1,334,552 (\$32,362,886) COMMON STOCK. (FILE 333-77335 -  
APR 29) (BR. 5)

S-3 ILLINOIS SUPERCONDUCTOR CORPORATION, 451 KINGSTON CT, MOUNT PROSPECT, IL  
60056 (847) 391-9400 - 6,790,683 (\$4,562,660) COMMON STOCK. (FILE  
333-77337 - APR. 29) (BR 5)

S-8 WANG LABORATORIES INC, 290 CONCORD ROAD, BILLERICA, MA 01821  
(978) 967-5000 - 185,000 (\$3,050,250) COMMON STOCK. (FILE 333-77339 -  
APR 29) (BR. 3)

S-8 IMMUNEX CORP /DE/, 51 UNIVERSITY ST, SEATTLE, WA 98101 (206) 587-0430 -  
6,500,000 (\$633,750,000) COMMON STOCK. (FILE 333-77341 - APR. 29) (BR. 1)

S-4 BLACK BOX CORP, 1000 PARK DR, LAWRENCE, PA 15055 (412) 873-6788 -  
1,000,000 (\$34,500,000) COMMON STOCK. (FILE 333-77343 - APR. 29) (BR. 3)

S-8 WANG LABORATORIES INC, 290 CONCORD ROAD, BILLERICA, MA 01821  
(978) 967-5000 - 25,000 (\$42,000) COMMON STOCK. (FILE 333-77345 - APR. 29)  
(BR 3)

S-8 WANG LABORATORIES INC, 290 CONCORD ROAD, BILLERICA, MA 01821  
(978) 967-5000 - 50,000 (\$1,268,500) COMMON STOCK. (FILE 333-77347 -  
APR. 29) (BR. 3)

S-8 WANG LABORATORIES INC, 290 CONCORD ROAD, BILLERICA, MA 01821  
(978) 967-5000 - 300,000 (\$5,475,000) COMMON STOCK. (FILE 333-77349 -  
APR 29) (BR. 3)

S-8 WANG LABORATORIES INC, 290 CONCORD ROAD, BILLERICA, MA 01821  
(978) 967-5000 - 605,000 (\$12,758,845) COMMON STOCK. (FILE 333-77351 -  
APR 29) (BR. 3)

S-8 INSIGNIA ESG HOLDINGS INC, 375 PARK AVENUE, NEW YORK, NY 10152  
(864) 298-8000 - 611,962 (\$4,023,650) COMMON STOCK. (FILE 333-77353 -  
APR. 29) (BR. 8)

S-3 HERITAGE COMMERCE CORP, 150 ALMADEN BOULEVARD, SAN JOSE, CA 95113  
(408) 947-6900 - \$12,000,000 COMMON STOCK. (FILE 333-77355 - APR. 29)  
(BR. 7)

S-8 AVT CORP, 11410 NE 122ND WAY, KIRKLAND, WA 98034 (206) 820-6000 -  
277,718 (\$4,380,185) COMMON STOCK. (FILE 333-77357 - APR. 29) (BR. 3)

S-8 MUTUAL RISK MANAGEMENT LTD, 44 CHURCH ST, BERMUDA, HAMILTON HM 12 BERMU,  
D0 (441) 295-5688 - 4,433,334 (\$175,116,693) COMMON STOCK (FILE  
333-77359 - APR. 29) (BR. 1)

S-8 CYBERONICS INC, 17448 HGHWY 3 STE 100, WEBSTER, TX 77598 (713) 332-1375  
- 500,000 (\$4,035,000) COMMON STOCK. (FILE 333-77361 - APR. 29) (BR. 5)

N-2 NUVEEN INSURED QUALITY MUNICIPAL FUND INC, 333 WEST WACKER DR, CHICAGO,  
IL 60606 (312) 917-8200 - 2,320 (\$58,000,000) PREFERRED STOCK. (FILE  
333-77363 - APR. 29) (BR. 18)

N-2 NUVEEN MUNICIPAL MARKET OPPORTUNITY FUND INC, 333 W WACKER DR, CHICAGO,  
IL 60606 (312) 917-8200 - 3,200 (\$80,000,000) PREFERRED STOCK (FILE  
333-77365 - APR. 29) (BR. 18)

S-3 BIOMATRIX INC, 65 RAILROAD AVE, RIDGEFIELD, NJ 07657 (201) 945-9550 -  
750,000 (\$24,796,875) COMMON STOCK. (FILE 333-77367 - APR. 29) (BR. 1)

S-3 GENERAL MAGIC INC, 420 N MARY AVE, SUNNYVALE, CA 94086 (408) 774-4000 -  
21,035,016 (\$72,687,386.65) COMMON STOCK. (FILE 333-77369 - APR. 29)  
(BR. 3)

S-3 LASALLE HOTEL PROPERTIES, 1401 EYE STREET N W, SUITE 300, WASHINGTON, DC  
20005 (212) 661-6161 (FILE 333-77371 - APR. 29) (BR. 8)

S-8 RAZORFISH INC, 107 GRAND ST, 3RD FL, NEW YORK, NY 10013 (212) 966-5960  
- 2,094,875 (\$29,935,175) COMMON STOCK (FILE 333-77373 - APR. 29)  
(BR. 3)

S-11 NOVASTAR FINANCIAL INC, 1901 W 47TH PLACE, STE 105, WESTWOOD, KS 66205  
(913) 362-1090 - 4,285,714 (\$29,999,998) PREFERRED STOCK. 1,527,713  
(\$11,610,940.18) COMMON STOCK. (FILE 333-77375 - APR. 29) (BR. 8)

S-3 SAVOIR TECHNOLOGY GROUP INC/DE, 254 E HACIENDA AVENUE, CAMPBELL, CA  
95008 (408) 379-0177 - 1,764,914 (\$15,831,278.58) COMMON STOCK. (FILE  
333-77377 - APR. 29) (BR. 5)

S-3 DIGITAL BIOMETRICS INC, 5600 ROWLAND RD, MINNETONKA, MN 55343  
(612) 932-0888 - 572,832 (\$823,618) COMMON STOCK. (FILE 333-77379 -  
APR. 29) (BR. 3)

S-3 SCHWAB CHARLES CORP, 101 MONTGOMERY ST, SAN FRANCISCO, CA 94104  
(415) 627-7000 - \$250,000,000 STRAIGHT BONDS. (FILE 333-77381 - APR. 29)  
(BR. 7)

S-3 KIMCO REALTY CORP, 3333 NEW HYDE PARK RD, PO BOX 5020, NEW HYDE PARK, NY  
11042 (516) 869-9000 - 170,000 (\$6,570,500) COMMON STOCK. (FILE 333-77383  
- APR. 29) (BR. 8)

S-1 FIRST GOLDEN AMERICAN LIFE INSURANCE CO OF NEW YORK, 1475 DUNWOODY ROAD,  
C/O MARILYN TALMAN, WEST CHESTER, PA 19380 (610) -42-5-35 - \$10,000,000  
VARIABLE ANNUITY ISSUES. (FILE 333-77385 - APR. 29) (BR. 20)

S-3 ARCHSTONE COMMUNITIES TRUST/, 7670 SOUTH CHESTER ST, ENGLEWOOD, CO 80112  
(303) 708-5959 - 908,927 (\$19,996,394) COMMON STOCK. (FILE 333-77387 -  
APR. 30) (BR. 8)

S-1 INTRANET SOLUTIONS INC, 8901 WALLACE ROAD,  
STANDING SPRINGS INDUSTRIAL PARK, EDEN PRAIRIE, MN 55344 (612) 903-2000 -  
5,175,000 (\$40,833,855) COMMON STOCK. (FILE 333-77389 - APR. 29) (BR. 3)

- S-8 GEMSTAR INTERNATIONAL GROUP LTD, 135 NORTH LOS ROBLES AVE, STE 800,  
PASADENA, CA 91101 (818) 792-5700 - 10,900,000 (\$1,103,625,000)  
FOREIGN COMMON STOCK. (FILE 333-77391 - APR. 29) (BR. 2)
- S-3 IDT CORP, 190 MAIN ST, HACKENSACK, NJ 07601 (201) 928-1000 - 370,899  
(\$10,663,346.25) COMMON STOCK. (FILE 333-77395 - APR. 29) (BR. 3)
- S-3 DIALOGIC CORP, 1515 US RTE 10, PARSIPPANY, NJ 07054 (973) 993-3000 -  
720,550 (\$20,085,332) COMMON STOCK. (FILE 333-77397 - APR. 30) (BR. 3)
- S-3 GATEWAY 2000 INC, 610 GATEWAY DR, NORTH SIOUX CITY, SD 57049  
(605) 232-2594 (FILE 333-77399 - APR. 30) (BR. 3)