

SEC NEWS DIGEST

Issue 99-18

January 28, 1999

RULES AND RELATED MATTERS

NASDAQ-100 TRUST, SERIES 1, NASDAQ-AMEX INVESTMENT PRODUCT SERVICES, INC., AND ALPS MUTUAL FUNDS SERVICES, INC.

A notice has been issued giving interested persons until February 19, 1999, to request a hearing on an application filed by Nasdaq-100 Trust, Series 1 (Trust), Nasdaq-Amex Investment Product Services, Inc. (Sponsor), and ALPS Mutual Funds Services, Inc. (Distributor). Applicants request an order that would (i) permit the Trust, a unit investment trust whose portfolio will consist of the component stocks of the Nasdaq-100 Index, to issue non-redeemable securities (Nasdaq-100 Shares); (ii) permit secondary market transactions in Nasdaq-100 Shares at negotiated prices; (iii) permit dealers to sell Nasdaq-100 Shares to purchasers in the secondary market unaccompanied by a prospectus, when prospectus delivery is not required by the Securities Act of 1933; (iv) permit certain expenses associated with the creation and maintenance of the Trust to be borne by the Trust rather than the Sponsor; (v) exempt the Sponsor from the requirement of the Investment Company Act that it purchase, or place with others, \$100,000 worth of Nasdaq-100 Shares; (vi) permit affiliated persons of the Trust to deposit securities into, and receive securities from, the Trust in connection with the purchase and redemption of Nasdaq-100 Shares; and (vii) permit the Trust to reimburse the Sponsor for payment of an annual licensing fee to The Nasdaq Stock Market, Inc. (Rel. IC-23668)

ENFORCEMENT PROCEEDINGS

SEC CHARGES FIVE STOCKBROKERS AND FOREMAN OF MAGAZINE DISTRIBUTOR IN INSIDER TRADING SCHEME BASED UPON MISAPPROPRIATION OF "BUSINESS WEEK" COLUMNS

The Commission filed an action in federal court in Brooklyn, New York, alleging that five stockbrokers and a foreman at a magazine distribution facility engaged in an insider trading scheme that generated in excess of \$178,000 in profits involving nonpublic advance copies of the Inside Wall Street column of Business Week magazine. Specifically, the complaint alleges that during the period June 1, 1995 to January 31, 1996, the brokers obtained at least eighteen copies of the Inside Wall Street column in Business

Week before the magazine was made public. The brokers, and their customers, purchased the securities of companies that were favorably mentioned in the columns, and those securities generally rose in price immediately after the columns were made public. The source of the nonpublic Inside Wall Street columns was a foreman at Hudson News Company, a wholesale and retail distributor of newspapers and magazines. The foreman provided the columns to the brokers in exchange for cash payments.

In its complaint, the Commission alleges that the defendants violated the antifraud provisions of the federal securities laws. The Commission is seeking permanent injunctions against future violations of the antifraud provisions, disgorgement of ill-gotten gains plus prejudgment interest, and civil penalties. [SEC v. Larry F. Smath, Gregory R. Salvage, Joseph T. Falcone, Peter L. Cohen, Seth J. Glaser and Frank Zangara, CV-99-523, EDNY, TCP] (LR-16047)

INVESTMENT ADVISER CARLO D'ALELIO ENJOINED

The Commission announced that on January 8 the Honorable Joseph L. Tauro, U.S. District Chief Judge for the District of Massachusetts, issued a Final Judgment of Permanent Injunction against Carlo D'Alelio of Magnolia, Massachusetts. D'Alelio, who consented to the relief without admitting or denying the Commission's allegations, was enjoined from future violations of the antifraud provisions of the federal securities laws and reporting provisions of the Investment Advisers Act.

The Commission's complaint alleged that, between November 1992 and December 1993, while registered with the Commission as an investment adviser, D'Alelio misappropriated more than \$50,000 from clients and used the funds to pay his own personal expenses. According to the complaint, D'Alelio also made material omissions in his application for investment adviser registration by failing to disclose disciplinary proceedings then pending against him. The complaint further alleged that D'Alelio subsequently failed to amend his registration to disclose sanctions imposed on him by the Massachusetts Securities Division and the National Association of Securities Dealers, Inc. and that he failed to file annual reports with the Commission.

The final judgment also ordered D'Alelio to disgorge \$50,106, payment of all but \$5,000 of which was waived, and did not impose a civil penalty based upon D'Alelio's demonstrated financial inability to pay.

On January 27, 1999, based on the entry of the injunction, the Commission in an administrative proceeding entered an Order revoking D'Alelio's registration as an investment adviser and barring D'Alelio from association with any broker, dealer, municipal securities dealer, investment adviser or investment company. D'Alelio consented to the Commission's Order. [SEC v. Carlo D'Alelio, USDC, D. Mass., C.A. No. 97-CV12160-JLT] (LR-16048); Administrative Proceeding - (Rel. IA-1786; File No. 3-9820)

INVESTMENT COMPANY ACT RELEASES

THE SESSIONS GROUP, ET AL.

An order has been issued on an application filed by The Sessions Group, et al. granting an exemption from Section 17(a) of the Investment Company Act. The order permits certain series of the Governor Funds to acquire all of the assets and assume identified liabilities of certain series of The Sessions Group. (Rel. IC-23667 - January 27)

HOLDING COMPANY ACT RELEASES

NEW ENGLAND ELECTRIC SYSTEM

An order has been issued authorizing a proposal by New England Electric System (NEES), a registered holding company. NEES has been granted authority to acquire interests in one or more real estate subsidiary companies that would be organized to acquire properties that may be leased to associate companies. (Rel. 35-26969)

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.

- F-3 GILAT SATELLITE NETWORKS LTD, GILAT HOUSE YEGIA KAPAYIM STREET,
DANIV PARK, KIRYAT ARYE PETAH TIKVA 49130, L3 (703) 734-9401 - 5,456,750
(\$318,537,781 25) FOREIGN COMMON STOCK (FILE 333-9824 - JAN 20) (BR 7)
- F-6 ZENECA GROUP PLC/ADR/, 60 WALL ST, NEW YORK, NY 10260 (212) 648-3200 -
253,000,000 (\$12,650,000) DEPOSITARY RECEIPTS FOR COMMON STOCK (FILE
333-9826 - JAN 20)
- S-8 BHI CORP, 60 MARKET SQUARE, P O BOX 364, BELIZE CITY BRITISH HONDURAS,
D1 - 115,000 (\$3,335,000) FOREIGN COMMON STOCK (FILE 333-9828 - JAN. 20)
(BR. 7)
- S-8 BHI CORP, 60 MARKET SQUARE, P O BOX 364, BELIZE CITY BRITISH HONDURAS,
D1 - 170,000 (\$4,930,000) FOREIGN COMMON STOCK (FILE 333-9832 - JAN. 20)
(BR 7)
- S-1 CREDITRUST CORP, 7000 SECURITY BLVD 2ND FLOOR, BALTIMORE, MD 21244
(410) 594-7000 - 450,000 (\$10,435,500) COMMON STOCK (FILE 333-70887 -
JAN 21) (BR 8)

S-8 WASTE SYSTEMS INTERNATIONAL INC, 420 BEDFORD STREET, SUITE 300,
LEXINGTON, MA 02173 (781) 862-3000 - 1,300,000 (\$8,396,869.50)
COMMON STOCK (FILE 333-70889 - JAN 21) (BR 4)

S-8 WESTERN RESOURCES INC /KS, 818 KANSAS AVE, TOPEKA, KS 66612
(913) 575-6300 - 500,000 (\$16,255,000) COMMON STOCK (FILE 333-70891 -
JAN 21) (BR 2)

S-8 MARITIME TRANSPORT & TECHNOLOGY INC, 1535 MEMPHIS JUNCTION RD, 0,
BOWLING GREEN, KY 42101 (502) 781-8453 - 100,000 (\$200,000) COMMON STOCK
(FILE 333-70893 - JAN 21) (BR 1)

S-8 COHOES BANCORP INC, 75 REMSEN STREET, COHOES, NY 12047 (518) 233-6500 -
260,870 (\$2,958,266) COMMON STOCK (FILE 333-70903 - JAN 21) (BR 7)

S-8 GS FINANCIAL CORP, 3798 VETERANS MEMORIAL BLVD, METEIRIE, LA 70002
(504) 457-6220 - 343,850 (\$5,589,696.38) COMMON STOCK (FILE 333-70905 -
JAN 21) (BR 9)

S-8 CANISCO RESOURCES INC, 300 DELAWARE AVE, STE 714, WILMINGTON, DE 19801
(302) 777-5050 - 1,000,000 (\$1,750,000) COMMON STOCK. (FILE 333-70907 -
JAN 21) (BR 6)

S-8 DIME COMMUNITY BANCSHARES INC, 209 HAVEMEYER ST,
C/O DIME SAVINGS BANK OF WILLIAMSBURGH, BROOKLYN, NY 11211 (718) 782-6200
- 177,286 (\$1,491,324 41) COMMON STOCK (FILE 333-70909 - JAN 21)
(BR 7)

S-4 WELLS FARGO & CO/MN, 420 MONTGOMERY STREET, SIXTH & MARQUETTE,
SAN FRANCISCO, CA 94163 (612) 667-1234 - 910,000 (\$6,491,394) COMMON STOCK.
(FILE 333-70911 - JAN 21) (BR 7)

S-4 LCNB CORP, P O BOX 59, LEBANON, OH 45036 (513) 932-1414 - 1,760,000
(\$42,240,000) COMMON STOCK. (FILE 333-70913 - JAN 21) (NEW ISSUE)

S-3 FAXSAV INC, 399 THORNALL ST, EDISON, NJ 08837 (908) 906-2000 - 709,677
(\$4,346,771 63) COMMON STOCK (FILE 333-70915 - JAN 21) (BR 7)

S-8 KEY TRONIC CORP, N 4424 SULLIVAN RD, SPOKANE, WA 99216 (509) 928-8000 -
1,500,000 (\$6,798,000) COMMON STOCK (FILE 333-70917 - JAN 21) (BR. 3)

S-1 MICROSTRATEGY INC, 8000 TOWERS CRESCENT DR, VIENNA, VA 22182
(703) 848-8600 - 4,600,000 (\$141,450,000) COMMON STOCK (FILE 333-70919 -
JAN 21) (BR 3)

S-8 DOW JONES & CO INC, 200 LIBERTY ST, NEW YORK, NY 10281 (212) 416-2000 -
3,000,000 (\$137,718,750) COMMON STOCK (FILE 333-70921 - JAN 21) (BR 5)

S-8 AMERICAN GENERAL CORP /TX/, 2929 ALLEN PKWY, HOUSTON, TX 77019
(713) 522-1111 - 12,000,000 (\$832,500,000) COMMON STOCK. (FILE 333-70923 -
JAN 21) (BR 1)

S-8 IMAGING TECHNOLOGIES CORP/CA, 11031 VIA FRONTERA STE #100, SAN DIEGO, CA
92127 (619) 485-8411 - 1,960,000 (\$784,000) COMMON STOCK (FILE 333-70925
- JAN 21) (BR 3)

S-3 PIXTECH INC /DE/, AVENUE OLIVIER PERROY 13790, ROUSSET FRANCE, IO -
7,717,602 (\$18,692,032 04) COMMON STOCK (FILE 333-70927 - JAN. 21)
(BR 3)

S-8 RESTAURANT TEAMS INTERNATIONAL INC, 1705 E WHALEY, LONGVIEW, TX 75605
(800) 259-2675 - 500,000 (\$1,250,000) COMMON STOCK (FILE 333-70929 -
JAN 21) (BR 9)

S-8 VIKING CAPITAL GROUP INC, TWO LINCOLN CENTRE STE 300, 5420 LBJ FRWY,
DALLAS, TX 75240 (214) 386-9996 - 1,000,000 (\$690,000) COMMON STOCK
(FILE 333-70931 - JAN 21) (BR 1)

S-8 WATSON PHARMACEUTICALS INC, 311 BONNIE CIRCLE, CORONA, CA 91720
(909) 270-1400 - 621,657 (\$20,126,565) COMMON STOCK (FILE 333-70933 -
JAN 21) (BR 1)

S-8 BROAD NATIONAL BANCORPORATION, 905 BROAD ST, NEWARK, NJ 07102
(201) 624-2300 - 100,000 (\$2,018,750) COMMON STOCK (FILE 333-70935 -
JAN 21) (BR 7)

S-3 P COM INC, 3175 S WINCHESTER BLVD, CAMPBELL, CA 95008 (408) 866-3666 -
13,000,000 (\$92,828,450) COMMON STOCK (FILE 333-70937 - JAN 21) (BR 7)

S-8 INFOSEEK CORP /DE/, 1399 MOFFET PARK DR, STE 250, SUNNYVALE, CA 94089
(408) 543-6000 - 35,090 (\$672,438 76) COMMON STOCK (FILE 333-70939 -
JAN 21) (BR 3)

S-4 BORG WARNER AUTOMOTIVE INC, 200 S MICHIGAN AVE, CHICAGO, IL 60604
(312) 322-8500 - \$120,879,574 14 COMMON STOCK (FILE 333-70941 - JAN 21)
(BR. 5)

S-3 WATSON PHARMACEUTICALS INC, 311 BONNIE CIRCLE, CORONA, CA 91720
(909) 270-1400 - 55,587 (\$1,920,071) COMMON STOCK (FILE 333-70943 -
JAN 21) (BR 1)

S-1 COM21 INC, 750 MILPITAS DRIVE, MILPITAS, CA 95035 (408) 953-9100 -
3,450,000 (\$97,255,500) COMMON STOCK (FILE 333-70945 - JAN 21) (BR 3)

S-8 BILLING CONCEPTS CORP, 9311 SAN PEDRO, STE 400, SAN ANTONIO, TX 78216
(210) 525-6017 - 173,153 (\$1,726,127 63) COMMON STOCK (FILE 333-70947 -
JAN 21) (BR 7)

S-3 PEGASUS COMMUNICATIONS CORP, 5 RADNOR CORPORATE CTR STE 454,
100 MATSONFORD RD, RADNOR, PA 19087 (610) 341-1801 - 4,664,200
(\$108,442,650) COMMON STOCK (FILE 333-70949 - JAN 21) (BR 7)

S-3 BILLING CONCEPTS CORP, 9311 SAN PEDRO, STE 400, SAN ANTONIO, TX 78216
(210) 525-6017 - 2,492,759 (\$24,849,815 92) COMMON STOCK (FILE 333-70951
- JAN 21) (BR 7)

S-8 BANC CORP, 17 NORTH 20TH STREET, BIRMINGHAM, AL 35203 (205) 326-2265 -
200,000 (\$2,456,250) COMMON STOCK (FILE 333-70953 - JAN 21) (BR 7)

S-8 LODGIAN INC, 3445 PEACHTREE ROAD N E SUITE 700, ATLANTA, GA 30326
(561) 689-9970 - 4,005,000 (\$19,774,687 50) COMMON STOCK (FILE 333-70955
- JAN 21) (BR 8)

S-1 BEYOND COM CORP, 1195 W FREMONT AVENUE, SUITE 900, SUNNYVALE, CA 94087
(408) 616-4200 - 63,250,000 (\$63,250,000) STRAIGHT BONDS. 8,582
(\$253,427) COMMON STOCK (FILE 333-70957 - JAN 21) (BR 3)

S-3 MESSAGEMEDIA INC, 4104 SORRENTO VALLEY BLVD, SUITE 200, SAN DIEGO, CA
92121 (619) 410-3700 - 7,063,015 (\$53,414,051) COMMON STOCK (FILE
333-70959 - JAN 22) (BR. 8)

S-1 VALUE AMERICA INC /VA, 2300 COMMONWEALTH DRIVE, 804-970-7880,
CHARLOTTESVILLE, VA 22901 (804) 817-7700 - 5,750,000 (\$97,750,000)
COMMON STOCK (FILE 333-70961 - JAN 21) (BR 2)

S-8 LNR PROPERTY CORP, 760 NW 107TH AVE, MIAMI, FL 33172 (305) 485-2000 -
500,000 (\$10,156,250) COMMON STOCK (FILE 333-70965 - JAN 21) (BR 8)

S-3 ALBERTSONS INC /DE/, 250 PARKCENTER BLVD, P O BOX 20, BOISE, ID 83726
(208) 385-6200 - 2,317,000,000 (\$2,317,000,000) STRAIGHT BONDS (FILE
333-70967 - JAN 21) (BR 2)

S-3 LASALLE PARTNERS INC, 200 E RANDOLPH DR, CHICAGO, IL 60601
(312) 782-5800 - 1,150,000 (\$35,757,813) COMMON STOCK (FILE 333-70969 -
JAN 22) (BR 8)