

SEC NEWS DIGEST

Issue 99-75

April 20, 1999

ENFORCEMENT PROCEEDINGS

ORDER INSTITUTING CEASE AND DESIST AND ADMINISTRATIVE PROCEEDINGS, MAKING FINDINGS, AND IMPOSING REMEDIAL SANCTIONS ENTERED AGAINST WILLIAM LOWE

The Commission announced that it simultaneously instituted and settled cease and desist and administrative proceedings against William D. Lowe. The Commission made the following findings in the Order, which Lowe neither admitted nor denied. The Commission found that from May 5 through at least July 20, 1993, while employed as the trader at Grady & Hatch & Co., a registered broker-dealer, Lowe participated in a scheme to manipulate the price of RMS Titanic stock. During this period, Lowe and others manipulated the price of the stock from \$5.00 to \$11.50 on minimal trading volume or public interest. Lowe set the initial price based solely upon the directions of a major shareholder and promoter of RMS Titanic; raised the price of RMS Titanic stock without any market basis for doing so; and effected trades with the understanding that other participants in the scheme would protect him from risk of loss by buying any long position or covering any short position Lowe held. Throughout this period, RMS Titanic reported no significant corporate developments that would have justified the rise in its stock price.

The Order directs Lowe to cease and desist from future violations of 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, bars him from association with any broker, dealer, investment adviser, investment company or municipal securities dealer, and orders him to disgorge \$17,250 plus \$8,686.97 in prejudgment interest and pay a civil penalty of \$5,000. (Rels. 33-7668; 34-41308; File No. 3-9875)

ORDER INSTITUTING ADMINISTRATIVE PROCEEDINGS, MAKING FINDINGS, AND IMPOSING REMEDIAL SANCTIONS ENTERED AGAINST ROBERT GRADY

The Commission announced that it simultaneously instituted and settled administrative proceedings against Robert Grady. The Commission made the following findings in the Order, which Grady neither admitted nor denied. The Commission found that Grady was the chief executive and compliance officer of Grady & Hatch & Co., a registered broker-dealer, and supervised a trader at Grady & Hatch during the period at issue. From May 5 through at least July 20, 1993, the trader manipulated the price of RMS Titanic stock from \$5.00 to \$11.50 on minimal trading volume or public interest. The trader set the initial price based solely upon the directions of a major shareholder and promoter of RMS Titanic; raised the price of RMS Titanic stock without any market basis for doing so; and effected trades with the understanding that other participants in the scheme would protect him from risk of loss by buying any long position or covering any short position the trader held. Throughout this period, RMS Titanic reported no significant corporate developments that would have justified the rise in its stock price. Grady failed reasonably to supervise the trader by failing to review his trading in RMS Titanic stock and question the trader about why he had exceeded his authorized trading limit. As a result of Grady's failure to follow the supervisory procedures he had established, the violations by the trader were not prevented or detected.

The Order finds that Grady failed reasonably to supervise the trader at Grady & Hatch with a view to preventing the trader's violations of 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. The Order suspends Grady from association with any broker or dealer for a period of one month, and immediately following the period of his suspension from association, suspends him from association in a supervisory capacity with any broker or dealer for a period of nine months, and orders him to disgorge \$3,447 plus \$1,668.61 in prejudgment interest and pay a civil penalty of \$5,000. (Rel. 34-41309; File No. 3-9876)

INVESTMENT COMPANY ACT RELEASES

THE RBB FUND, INC. AND BOSTON PARTNERS ASSET MANAGEMENT, L.P.

A notice has been issued giving interested persons until May 11, 1999, to request a hearing on an application filed by The RBB Fund, Inc. and Boston Partners Asset Management, L.P. for an order under Section 12(d)(1)(J) of the Investment Company Act exempting applicants from Section 12(d)(1)(G)(i)(II) of the Act. The order would permit a fund of funds relying on Section 12(d)(1)(G) of the Act to invest directly in securities and other instruments. (Rel. IC-23789 - April 16)

MFS SERIES TRUST XI, ET AL.

A notice has been issued giving interested persons until May 14, 1999, to request a hearing on an application filed by MFS Series Trust XI, et al. for an order under Sections 6(c) and 17(b) of the Investment Company Act granting an exemption from Section 17(a) of the Act. The order would permit in-kind redemptions of shares of certain registered open-end management investment companies held by certain affiliated shareholders. (Rel. IC-23790 - April 19)

HOLDING COMPANY ACT RELEASES

NORTHEAST UTILITIES

A notice has been issued giving interested persons until May 11, 1999, to request a hearing on a proposal by Northeast Utilities, a registered holding company, to issue guarantees, through December 31, 1999, in an aggregate amount not to exceed \$250 million. (Rel. 35-27007)

EASTERN UTILITIES ASSOCIATES

An order has been issued authorizing Eastern Utilities Associates (EUA), a registered holding company, to solicit proxies from shareholders to obtain their approval of the proposed merger (Merger) of EUA and a wholly owned acquisition subsidiary of New England Electric System (NEES), a registered holding company. As a result of the Merger, EUA will become a subsidiary of NEES. At a later date, EUA intends to submit a filing with the Commission under the Act requesting authority to consummate the Merger and related transactions. (Rel. 35-27008)

PUBLIC SERVICE COMPANY OF OKLAHOMA

A supplemental order has been issued authorizing Public Service Company of Oklahoma, an electric public utility subsidiary of Central and South West Corporation, a registered holding company, to increase the amount of capital contributions it can make to Nuvest L.L.C. to \$5 million and guarantees of the obligations of Nuvest L.L.C. and its subsidiaries Numanco, Inc. and Numanco L.L.C. to \$18 million. (Rel. 35-27009)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGES

The Options Clearing Corp. filed a proposed rule change (SR-OCC-99-05) to allow clearing members to maintain accounts for broker-dealer with which they have joint back office arrangements. Publication of the proposal is expected in the Federal Register during the week of April 19. (Rel. 34-41298)

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-99-07) to create a Discovery Guide for use in NASD Arbitrations. Publication of the proposal is expected in the Federal Register during the week of April 19. (Rel. 34-41302)

The Depository Trust Company filed a proposed rule change (SR-DTC-99-08) to amend its Organization Certificate and its By-Laws to increase the size of its Board of Directors, to redesignate its capital stock, and to modernize its Certificate of Organization. Publication of the proposal is expected in the Federal Register during the week of April 19. (Rel. 34-41305)

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>.

S-8 OPEN TEXT CORP, 185 COLUMBIA ST W, WATERLOO, ONTARIO CANADA N2L 5Z5, A6
0000 - 1,505,918 (\$30,036,404.88) FOREIGN COMMON STOCK. (FILE 333-10220 -
APR 07) (BR 3)

F-6 SAVIA SA DE CV/ADR/, BANK OF NEW YORK, 101 BARCLAY ST - 22ND FLR,
NEW YORK, NY 10286 (212) 815-2009 - 50,000,000 (\$2,500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-10222 - APR 09) (BR. 99
- NEW ISSUE)

F-6 LOCALIZA RENT A CAR SA/ADR/, BANK OF NEW YORK,
101 BARCLAY ST - 22ND FLR, NEW YORK, NY 10286 (212) 815-2009 - 10,000,000
(\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-10226 -
APR 09) (BR 99 - NEW ISSUE)

F-9 GREAT LAKES POWER INC, BCE PLACE 181 BAY ST, STE 762 PO BOX 762,
TORONTO ONTARIO CANADA, A6 (416) 363-9491 - 200,000,000 (\$200,000,000)
STRAIGHT BONDS (FILE 333-10230 - APR. 12) (BR. 2)

F-6 NORSK HYDRO ASA/ADR/, 100 N TAMPA ST, STE 3350, TAMPA, FL 33602
(813) 222-5700 - 50,000,000 (\$2,500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-10234 - APR. 09) (BR 99
- NEW ISSUE)

S-4 LAB HOLDINGS INC, 5000 W 95 STREET, P O. BOX 7568, SHAWNEE MISSION, KS
66207 (913) 648-3600 - 3,567,933 (\$21,980,060) COMMON STOCK. (FILE
333-76131 - APR. 13) (BR 1)

S-4 NEW VALLEY CORP, INTERNATIONAL PLACE, 100 SOUTHEAST SECOND STREET,
MIAMI, FL 33131 (305) 579-8000 - 23,317,261 (\$105,127,811) COMMON STOCK.
(FILE 333-76133 - APR. 13) (BR 8)

S-1 ZAP COM CORP, 100 MERIDIAN CENTRE, ROCHESTER, NY 14618 (716) 242-8600 -
13,612,000 (\$108,896,000) COMMON STOCK (FILE 333-76135 - APR. 13)
(NEW ISSUE)

S-3 PHC INC /MA/, 200 LAKE ST STE 102, PEABODY, MA 01960 (978) 536-2777 -
1,042,061 (\$911,803 38) COMMON STOCK. (FILE 333-76137 - APR 13) (BR 1)

S-8 DCI TELECOMMUNICATIONS INC, 611 ACCESS RD, STRATFORD, CT 06615
(203) 380-0910 - 802,000 (\$150,375) COMMON STOCK (FILE 333-76139 -
APR 13) (BR 7)

S-3 MEGABANK FINANCIAL CORP, 8100 E ARAPAHOE RD, STE 214, ENGLEWOOD, CO
80112 (303) 740-2265 - 243,551 (\$2,245,540 22) COMMON STOCK (FILE
333-76141 - APR 13) (BR 7)

S-3 METROCALL INC, 6677 RICHMOND HWY, ALEXANDRIA, VA 22306 (703) 660-6677 -
311,400 (\$2,034,018) COMMON STOCK (FILE 333-76143 - APR 13) (BR. 7)

S-3 NEOPROBE CORP, 425 METRO PLACE N, STE 400, DUBLIN, OH 43017
(614) 793-7500 - 5,124,835 (\$4,163,928 44) COMMON STOCK. (FILE 333-76151 -
APR 13) (BR 1)

S-1 THEGLOBE COM INC, 31 WEST 21ST STREET, NEW YORK, NY 10010 (212) 886-0800
- 4,600,000 (\$366,298,000) COMMON STOCK (FILE 333-76153 - APR 13)
(BR 2)

S-3 VIRGINIA ELECTRIC & POWER CO, ONE JAMES RIVER PLAZA, 701 E CARY STREET,
RICHMOND, VA 23219 (804) 771-3000 - 400,000,000 (\$400,000,000)
STRAIGHT BONDS (FILE 333-76155 - APR. 13) (BR. 2)

N-2 NORTH AMERICAN SENIOR FLOATING RATE FUND INC, 286 CONGRESS ST,
C/O CYPRESSTREE INVESTMENTS, BOSTON, MA 02110 (617) 368-3535 - 9,200,000
(\$92,000,000) COMMON STOCK. (FILE 333-76157 - APR 13) (BR. 18)

S-8 ALLEGHANY CORP /DE, 375 PARK AVENUE, NEW YORK, NY 10152 (212) 752-1356
- 42,097 (\$3,335,005) COMMON STOCK (FILE 333-76159 - APR. 13) (BR 1)

S-8 DENSE PAC MICROSYSTEMS INC, 7321 LINCOLN WAY, GARDEN GROVE, CA 92641
(714) 898-0007 - 1,000,000 (\$1,750,000) COMMON STOCK (FILE 333-76161 -
APR 13) (BR. 5)

S-1 TEAM FINANCIAL INC /KS, 8 WEST PEORIA, PAOLA, KS 66071 (913) 294-9667 -
1,150,000 (\$14,950,000) COMMON STOCK. (FILE 333-76163 - APR 13)
(NEW ISSUE)

S-8 CHAD THERAPEUTICS INC, 21622 PLUMMER STREET, CHATSWORTH, CA 91311
(818) -88-2-08 - 100,000 (\$259,500) COMMON STOCK. (FILE 333-76165 -
APR 13) (BR 5)

S-4 METROCALL INC, 6677 RICHMOND HWY, ALEXANDRIA, VA 22306 (703) 660-6677 -
250,000,000 (\$250,000,000) STRAIGHT BONDS (FILE 333-76167 - APR. 13)
(BR 7)

SB-2 GREATER ATLANTIC FINANCIAL CORP, BOX 10700 PARKRIDGE BLVD, RESTON, VA
20191 (703) 391-1300 - 2,300,000 (\$23,000,000) COMMON STOCK (FILE
333-76169 - APR. 13) (NEW ISSUE)

S-3 HORTON D R INC /DE/, 1901 ASCENSION BLVD, STE 100, ARLINGTON, TX 76006
(817) 856-8200 - 600,000,000 (\$585,000,000) STRAIGHT BONDS. (FILE
333-76175 - APR 13) (BR 6)

S-8 GK INTELLIGENT SYSTEMS INC, 5555 SAN FELIPE, STE 625, HOUSTON, TX 77056
(713) 840-7722 - 60,250 (\$105,438) COMMON STOCK. (FILE 333-76177 -
APR 13) (BR 9)

S-3 CENTURY BUSINESS SERVICES INC, 6480 ROCKSIDE WOODS BLVD SOUTH,
SUITE 330, CLEVELAND, OH 44131 (216) 447-9000 - 6,141,088 (\$63,907,025)
COMMON STOCK (FILE 333-76179 - APR. 13) (BR. 8)

S-3 APEX SILVER MINES LTD, CALEDONIAN HOUSE GROUND FL GEORGETOWN,
GRAND CAYMAN CAYMAN, E9 (349) 949-0050 (FILE 333-76181 - APR. 13) (BR. 4)

S-4 BAKER HUGHES INC, 3900 ESSEX LANE, HOUSTON, TX 77027 (713) 439-8600 -
1,025,000,000 (\$1,025,000,000) STRAIGHT BONDS. (FILE 333-76183 - APR. 13)
(BR 4)

S-3 APPLIED MICRO CIRCUITS CORP, 6290 SEQUENCE DR, SAN DIEGO, CA 92121
(619) 450-9333 - 2,908,587 (\$125,069,241) COMMON STOCK. (FILE 333-76185 -
APR 13) (BR 5)

S-3 UNION TANK CAR CO, 225 W WASHINGTON ST, CHICAGO, IL 60606 (312) 372-9500
- 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-76187 - APR 13)
(BR 5)

S-8 OAK TREE MEDICAL SYSTEMS INC, 163-03 HORACE HARDING EXPRESSHWY, FLUSHING,
NY 11365 (718) 460-8400 - 500,000 (\$1,085,000) COMMON STOCK (FILE
333-76193 - APR 13) (BR 1)

S-4 TWEETER HOME ENTERTAINMENT GROUP INC, 10 PEQUOT WAY, CANTON, MA 02021
781 830-3000 - 2,000,000 (\$50,380,000) COMMON STOCK. (FILE 333-76195 -
APR 13 (BR 2)

S-8 BENCHMARK ELECTRONICS INC, 3000 TECHNOLOGY DRIVE, ANGLETON, TX 77515
(409) 849-6550 - 500,000 (\$15,375,000) COMMON STOCK (FILE 333-76207 -
APR 13) (BR 5)

S-8 ANCHOR FINANCIAL CORP, 2002 OAK ST, MYRTLE BEACH, SC 29577
(843) 448-1411 - 524,198 (\$14,186,108) COMMON STOCK. (FILE 333-76215 -
APR 13) (BR 7)

S-3 USFREIGHTWAYS CORP, 9700 HIGGINS RD STE 570, ROSEMONT, IL 60018
(847) 696-0200 - \$100,000,000 STRAIGHT BONDS (FILE 333-76217 - APR 13)
(BR 5)

S-4 WYNDHAM INTERNATIONAL INC, 1950 STEMMONS FRWY, STE 6001, DALLAS, TX
75207 (214) 863-1000 - 16,541,706 (\$73,403,834) COMMON STOCK. (FILE
333-76219 - APR 14) (BR. 8)

S-3 STORAGE USA INC, 165 MADISON AVENUE SUITE 1300, SUITE 1100, MEMPHIS, TN
38103 (901) 252-2000 - 61,441 (\$1,758,748) COMMON STOCK. (FILE 333-76221 -
APR 14) (BR 8)

S-3 TERA COMPUTER CO \WA\, 411 FIRST AVE SOUTH, SUITE 600, SEATTLE, WA 98104
(206) 701-2000 - 2,561,111 (\$14,320,896) COMMON STOCK (FILE 333-76223 -
APR 13) (BR 3)

S-8 TRUE NORTH COMMUNICATIONS INC, 101 E ERIE ST, CHICAGO, IL 60611
(312) 425-6500 - 200,000 (\$5,476,000) COMMON STOCK. (FILE 333-76225 -
APR 14) (BR 2)

S-8 MAY DEPARTMENT STORES CO, 611 OLIVE ST, ST LOUIS, MO 63101
(314) 342-6300 - 4,000,000 (\$156,625,000) COMMON STOCK. (FILE 333-76227 -
APR 14) (BR 2)

S-8 ANNUITY & LIFE RE HOLDINGS LTD, VICTORIA HALL,
VICTORIA STREET, PO BOX HM 1262, HAMILTON, HM BERMUDA, (441) 295-1422 -
1,552,500 (\$25,075,319) COMMON STOCK (FILE 333-76229 - APR. 14) (BR 1)