

# sec news digest

Issue 95-244

December 20, 1995

---

## COMMISSION ANNOUNCEMENTS

---

### ESTABLISHMENT OF A SUPERVISORY FRAMEWORK BETWEEN THE SEC AND THE GERMAN BUNDESAUFSICHTSAMT FÜR DAS KREDITWESEN

The Commission announced today that, effective November 8, 1995, the SEC and the German Bundesaufsichtsamt für das Kreditwesen (BAK) (Federal Bank Supervisory Authority) established a supervisory framework which will permit the German bank affiliates of U.S. broker-dealers to utilize the broker-dealers' U.S. (in-house) data processing centers. This new arrangement will permit the U.S. broker-dealers to consolidate their data processing in the U.S., while at the same time assuring German authorities that they will be able to inspect the U.S. data processing centers and have access to all relevant information located in the U.S. for the purpose of fulfilling their supervisory obligations.

The supervisory framework was established pursuant to an exchange of letters between the BAK and the SEC. (Press Rel. 95-258; International Series Release No. 903)

## COMMISSION MEETINGS

### CLOSED MEETING - WEDNESDAY, DECEMBER 20, 1995 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Wednesday, December 20, 1995, at 10:00 a.m., will be: Institution of injunctive action; Settlement of injunctive action; Settlement of administrative proceedings of an enforcement nature; and Opinions.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary (202) 942-7070.

---

**ENFORCEMENT PROCEEDINGS**

---

**COMMISSION ORDER AGAINST R.J. HAYES & COMPANY, INC. VACATED**

The Commission has granted the petition of Ralph J. Hayes to vacate an order entered against him on July 18, 1963 (Order). In the Order, the Commission, following contested proceedings, had found that Hayes had violated Sections 5 and 17 of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The Commission had further found that R.J. Hayes & Company, aided and abetted by Hayes, violated Section 15(b) of the Exchange Act and Rule 15b-1 by omitting to list Hayes' employment with two broker-dealers in 1960. The Order denied the application for registration of R.J. Hayes & Company and found that Hayes was the cause for the denial.

The Commission considered the fact that in the almost thirty-five years since Hayes' misconduct, he has not had further regulatory difficulties and has performed in the capacity of an investment adviser, without incident, for a period of eight years. The Commission also noted that the Division of Enforcement supported Hayes' petition. Under all the circumstances, the Commission deemed it appropriate to vacate its prior Order. (Rel. 34-36604)

---

**INVESTMENT ADVISERS ACT RELEASES**

---

**FOSTER INDUSTRIES, INC.**

An order has been issued, to Foster Industries, Inc. under Section 206A of the Investment Advisers Act granting an exemption from Section 205(a)(1) of the Act. Applicant is a corporation engaged solely in the business of investing for the benefit of one family. Applicant's shareholders may include natural persons, trusts, and custodianships. The order permits registered investment advisers to charge applicant performance-based advisory fees. (Rel. IA-1542)

---

**INVESTMENT COMPANY ACT RELEASES**

---

**STATE STREET RESEARCH TAX-EXEMPT FUND, ET AL.**

An order has been issued on an application filed by State Street Research Tax-Exempt Fund, et al. under Section 17(b) of the Investment Company Act granting relief from Section 17(a).

Applicants further requested an order pursuant to Rule 17d-1 under the Act permitting certain joint transactions otherwise prohibited by Section 17(d) and Rule 17d-1. The order permits applicants to effectuate a reorganization between certain registered open-end management investment companies. (Rel. IC-21604 - December 18)

**NEW ENGLAND VARIABLE LIFE INSURANCE COMPANY, ET AL.**

A notice has been issued giving interested persons until January 12 to request a hearing on an application by New England Variable Life Insurance Company, New England Variable Annuity Separate Account (NEVLICO Account), New England Mutual Life Insurance Company, The New England Variable Account (TNE Account) and New England Securities Corporation for an order approving offers to owners of certain variable annuity contracts supported by the TNE account (Old Contracts) to exchange the Old Contracts for certain variable annuity contracts supported by the NEVLICO Account. (Rel. IC-21605 - December 18)

**SHEARSON LEHMAN SERIES FUND**

A notice has been issued giving interested persons until January 16 to request a hearing on an application filed by Shearson Lehman Series Fund for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-21606 - December 19)

**WARBURG, PINCUS TRUST, ET AL.**

An order has been issued under Section 6(c) of the Investment Company Act exempting Warburg, Pincus Trust (Trust) and Warburg, Pincus Counsellors, Inc. (Counsellors) (collectively, Applicants) from provisions of Sections 9(a), 13(a), 15(a) and 15(b) of the Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder. Applicants have been granted exemptive relief to the extent necessary to permit shares of the Trust, and shares of any other investment company or series thereof that is designed to fund insurance products and for which Counsellors or its affiliates may serve as investment adviser, administrator, manager, principal underwriter or sponsor, to be sold to and held by variable annuity and variable life insurance separate accounts of both affiliated and unaffiliated life insurance companies; and qualified pension and retirement plans. (Rel. IC-21607 - December 19)

**SAFECO LIFE INSURANCE COMPANY, ET AL.**

A notice has been issued giving interested persons until January 15 to request a hearing on an application filed by Safeco Life Insurance Company (Safeco), Safeco Resource Variable Account B, Safeco Separate Account C, First Safeco National Life Insurance Company of New York (First Safeco), Safeco Resource Series Trust

(Trust), Safeco Asset Management Company (Asset Management), and certain other life insurance companies and their separate accounts investing now or in the future in the Trust (collectively, Applicants). Applicants request an order under Section 6(c) of the Investment Company Act exempting them from Sections 9(a), 13(a), 15(a), and 15(b) of the Act and Rules 6e-2(a)(2), 6e-2(b)(15), and 6e-3(T)(b)(15) thereunder. Applicants seek exemptive relief to the extent necessary to permit shares of the Trust and any other investment company that is offered to fund variable insurance products and for which Asset Management, or any of its affiliates, may serve as investment advisor, administrator, manager, principal underwriter, or sponsor to be sold to and held by the separate accounts funding variable annuity and variable life insurance contracts (Variable Contracts) issued by Safeco, First Safeco, or any affiliated or unaffiliated life insurance company or to qualified pension and retirement plans outside of the separate account context. In addition, Applicants seek exemptive relief to permit the assets of separate accounts of Safeco and First Safeco to be derived from the sale of scheduled premium variable life insurance contracts and flexible premium variable life insurance contracts. (Rel. IC-21608 - December 19)

**VANGUARD VARIABLE INSURANCE FUND, ET AL.**

An order has been issued pursuant to Section 6(c) of the Investment Company Act exempting Vanguard Variable Insurance Fund (Fund) and the Vanguard Group, Inc. from the provisions of Sections 9(a), 13(a), 15(a), and 15(b) of the Act, and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder, to the extent necessary to permit shares of the Fund to be sold to and held by variable annuity and variable life insurance separate accounts of both affiliated and unaffiliated life insurance companies. (Rel. IC-21611 - December 19)

**FORTIS ADVANTAGE PORTFOLIOS, INC., ET AL.**

An order has been issued on an application filed by Fortis Advantage Portfolios, Inc., et al. under Sections 6(c) and 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act, and under Section 6(c) for an exemption from Section 17(e) of the Act and Rule 17e-1 thereunder. The order permits certain funds to use securities dealers that are affiliated persons of affiliated persons (second-tier affiliates), solely because of subadvisory relationships with one or more other funds, to engage in principal transactions with the funds. The order also permits certain funds to use second-tier affiliates as brokers in connection with certain principal transactions and to pay commissions to such brokers without complying with the monitoring and recordkeeping requirements set forth in Rule 17e-1. (Rel. IC-21612 - December 19)



REGISTRATIONS CONT.

- S-1 US OFFICE PRODUCTS CO, 1440 NEW YORK AVE STE 310, WASHINGTON, DC 20743  
(301) 656-6347 - 5,000,000 (\$77,812,500) COMMON STOCK. (FILE 33-80117 -  
DEC. 06) (BR. 7)
- S8-2 HUNGARIAN BROADCASTING CORP, 90 WEST ST, 445 PARK AVE, NEW YORK, NY  
10006 (212) 571-7400 - 1,150,000 (\$5,750,000) COMMON STOCK. 1,750,000  
(\$241,614) WARRANTS, OPTIONS OR RIGHTS. 1,990,000 (\$1,724,900)  
COMMON STOCK. (FILE 33-80177 - DEC. 08) (BR. 7)
- S-4 BOSTON SCIENTIFIC CORP, ONE BOSTON SCIENTIFIC PL, NATICK, MA 01760  
(508) 650-8000 - 4,572,585 (\$162,247,686) COMMON STOCK. (FILE 33-80265 -  
DEC. 08) (BR. 8)
- S-3 BANKNORTH GROUP INC /NEV/ /DE/, 300 FINANCIAL PLAZA, P O BOX 5420,  
BURLINGTON, VT 05401 (802) 658-9959 - 1,150,000 (\$39,675,000) COMMON STOCK.  
(FILE 33-80273 - DEC. 11) (BR. 2)
- S-3 SAUL CENTERS INC, 8401 CONNECTICUT AVE, CHEVY CHASE, MD 20815  
(301) 986-6207 - 1,000,000 (\$13,630,000) COMMON STOCK. (FILE 33-80291 -  
DEC. 11) (BR. 5)
- S-B GENERALITAT DE CATALUNYA, DEPARTAMENT D ECONOMIA I FINANCES,  
RAMBLA DE CATALUNYA 19-21, BARCELONA SPAIN, US - 15,000,000 (\$15,000,000)  
FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-80303 - DEC. 12) (BR. 9)

---

RECENT 8-K FILINGS

---

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8-K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
AER ENERGY RESOURCES INC /GA	GA						X	X		11/29/95	
AGRIBIOTECH INC	CO		X					X		06/22/95AMEND	
AGRIBIOTECH INC	CO							X		06/23/95AMEND	
AGWAY INC	DE						X	X		12/15/95	
AJAY SPORTS INC	DE							X		10/06/95AMEND	
AK STEEL HOLDING CORP	DE						X	X		12/12/95	







