

# SEC NEWS DIGEST

Issue 2000-248

December 28, 2000

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## ENFORCEMENT PROCEEDINGS

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### SEC SETTLES WITH TWO FOR INSIDER TRADING BEFORE SUN/REGENCY TENDER OFFER

The Commission today filed an insider trading complaint in the United States District Court for the District of Columbia against Harold W. Andrews Sr. (Andrews Sr.) and Harold W. Andrews Jr. (Andrews Jr.). The complaint alleges that Andrews Jr., who was controller and vice president of finance at Regency Health Services (Regency), tipped his father, Andrew Sr., that Sun Healthcare Group, Inc. would commence a tender offer for Regency. The complaint further alleges that Andrews Sr. bought 7,127 shares of Regency stock before the tender offer was announced. The complaint alleges that the defendants violated Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 and Rules 10b-5 and 14e-3 thereunder. Simultaneously with the filing of the complaint, Andrews Sr. consented to a permanent antifraud injunction and agreed to disgorge \$52,561.62 in trading profits and prejudgment interest thereon, and pay a \$52,561.62 civil penalty, totaling \$121,743.08. Andrews Jr. consented to a permanent anti-fraud injunction and agreed to pay a \$52,561.62 civil penalty. Both defendants settled without admitting or denying the complaint's allegations. [SEC v. Harold W. Andrews Sr. and Harold W. Andrews Jr., USDC for the District of Columbia, 1:00CV03101(CKK)] (LR-16844)

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## INVESTMENT COMPANY ACT RELEASES

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### SECURITIES MANAGEMENT AND RESEARCH, INC., ET AL.

A notice has been issued giving interested persons until January 22, 2001, to request a hearing on an application filed by Securities Management and Research, Inc., et al. for an order exempting applicants from Sections 12(d)(1)(A) and (B) and Section 17(a) of the Investment Company Act, and permitting certain joint transactions under Section 17(d) of the Act and Rule 17d-1 under the Act. The order would permit certain registered

management investment companies to invest uninvested cash in an affiliated money market fund. (Rel. IC-24798 – December 27)

#### **VISION GROUP OF FUNDS, ET AL.**

An order has been issued on an application filed by Vision Group of Funds, et al., exempting applicants from Section 17(a) of the Investment Company Act. The order permits the reorganizations of eleven series of Governor Funds with and into eleven series of Vision Group of Funds. Because of certain affiliations, applicants may not rely on Rule 17a-8 under the Act. (Rel. IC-24802 – December 27)

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

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##### **ENTERGY MISSISSIPPI**

An order has been issued authorizing a proposal by Entergy Mississippi (EM), an electric utility subsidiary of Entergy Corporation, a registered holding company. EM requests authority to engage in a series of financing activities and to form certain special purpose entities for the sole purpose of issuing one or more series of preferred securities. (Rel. 35-27317)

##### **ENTERGY GULF STATES**

An order has been issued authorizing a proposal by Entergy Gulf States (EGS), an electric utility subsidiary of Entergy Corporation, a registered holding company. EGS requests authority to engage in a series of financing activities and to form certain special purpose entities for the sole purpose of issuing one or more series of preferred securities. (Rel. 35-27318)

##### **CONNECTICUT LIGHT AND POWER COMPANY, ET AL.**

An order has been issued authorizing a proposal by Connecticut Light and Power Company (CLP), Western Massachusetts Electric Company (WME) and Public Service Company of New Hampshire (PSC) (collectively, Applicants), each an electric utility subsidiary company of Northeast Utilities (NU), a registered holding company, for CLP and PSC to issue transition bonds (Transition Bonds) and to engage in related transactions. Jurisdiction has been reserved over Applicants' request for WME to engage in these transactions. (Rel. 35-27319)

##### **NATIONAL FUEL GAS COMPANY, ET AL.**

An order has been issued authorizing a proposal by National Fuel Gas Company (NFG), a registered holding company, and National Fuel Gas Supply Corporation, National Fuel Resources, Inc., Seneca Resources Corporation, and Upstate Energy, Inc., wholly-owned subsidiaries of NFG (Applicants). Applicants have been authorized, through December

31, 2003, to increase NFG's previously authorized investment limitation in nonutility gas-related operations outside the United States from \$300 million to \$800 million. (Rel. 35-27320)

### **ALLEGHENY ENERGY, INC., ET AL.**

An order has been issued authorizing Allegheny Energy, Inc., a registered public holding company, and its subsidiaries Allegheny Energy Service Company, the Potomac Edison Company (Potomac Edison), and Allegheny Energy Supply Company, LLC (Genco) (collectively, Applicants). Potomac Edison and Genco have been authorized to enter into an agreement under which Potomac Edison would lease certain generating assets previously sold, in accordance with a prior Commission order, by Potomac Edison to Genco. (Rel. 35-27321)

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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-8 UNIGENE LABORATORIES INC, 110 LITTLE FALLS RD, FAIRFIELD, NJ 07004  
(973) 882-0860 - 1,000,000 (\$916,000) COMMON STOCK. (FILE 333-52376 -  
DEC. 21) (BR. 1)

S-8 COACHMEN INDUSTRIES INC, 2831 DEXTER DR, ELKHART, IN 46514  
(219) 262-0123 - 2,000,000 (\$17,000,000) COMMON STOCK. 3,000,000  
(\$3,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-52378  
DEC. 21) (BR. 5)

S-8 DYNAMIC I-T INC, 2504 ELEVENTH ST, SANTA MONICA, CA 90405 (310) 392-  
8179  
- 400,000 (\$136,000) COMMON STOCK. (FILE 333-52380 - DEC. 21) (BR. 4)

S-8 ANAREN MICROWAVE INC, 6635 KIRKVILLE RD, EAST SYRACUSE, NY 13057  
(315) 432-8909 - 24,000 (\$1,351,500) COMMON STOCK. (FILE 333-52382 -  
DEC. 21) (BR. 7)

S-8 CENTRAL VALLEY COMMUNITY BANCORP, 600 POLLASKY AVE, CLOVIS, CA 93612  
(559) 298-1775 - 257,362 (\$3,433,209.08) COMMON STOCK. (FILE 333-52384  
-  
DEC. 21) (BR. 7)

S-8 E REX INC, 1916 PIKE PLACE, SUITE 1405, SEATTLE, WA 98101 (206) 521-  
2090  
- 80,000 (\$32,800) COMMON STOCK. (FILE 333-52386 - DEC. 21) (BR. 9)

S-8. SOUTHWEST AIRLINES CO, 2702 LOVE FIELD DR, P O BOX 36611, DALLAS, TX  
75235 (214) 792-4000 - 1,500,000 (\$46,260,000) COMMON STOCK. (FILE  
333-52388 - DEC. 21) (BR. 5)

S-8 SOUTHWEST AIRLINES CO, 2702 LOVE FIELD DR, P O BOX 36611, DALLAS, TX  
75235 (214) 792-4000 - 1,250,000 (\$38,550,000) COMMON STOCK. (FILE  
333-52390 - DEC. 21) (BR. 5)

S-8 SPORTSNUTS COM INTERNATIONAL INC, TOWERS AT S TOWNE #2 STE 550,  
10421 S 400 W, SALT LAKE CITY, UT 84095 (801) 967-0777 - 300,000  
(\$90,000)  
COMMON STOCK. 1,700,000 (\$510,000) WARRANTS, OPTIONS OR RIGHTS. (FILE  
333-52392 - DEC. 21) (BR. 9)

S-8 HUNTINGTON BANCSHARES INC/MD, HUNTINGTON CTR, 41 S HIGH ST HC0632,  
COLUMBUS, OH 43287 (614) 480-8300 - 284,515 (\$4,162,454.40) COMMON  
STOCK.  
(FILE 333-52394 - DEC. 21) (BR. 7)

SB-2 INFOACTIV INC, 999 W CHESTER INC, STE 202, WEST CHESTER, PA 19382  
(610) 692-6292 - 11,104,500 (\$33,313,500) COMMON STOCK. (FILE 333-  
52396 -  
DEC. 21) (BR. 9 - NEW ISSUE)

S-8 PUBLIC STORAGE INC /CA, 701 WESTERN AVE, STE 200, GLENDALE, CA 91201  
(818) 244-8080 - 2,000,000 (\$47,812,500) COMMON STOCK. (FILE 333-52400  
-  
DEC. 21) (BR. 8)

S-3 HENLEY HEALTHCARE INC, 120 INDUSTRIAL BLVD, SUGAR LAND, TX 77478  
(281) 276-7000 - 28,608,674 (\$21,547,532.82) COMMON STOCK. (FILE  
333-52402 - DEC. 21) (BR. 5)

S-8 SEARCHHOUND COM INC, 1700 WYANDOTTE STREET, KANSAS CITY, MO 64108  
(816) 960-3777 - 1,500,000 (\$154,447.84) COMMON STOCK. (FILE 333-52404  
-  
DEC. 21) (BR. 2)

S-8 REGIONS FINANCIAL CORP, 417 NORTH 20TH STREET, BIRMINGHAM, AL 35023  
(205) 944-1300 - 200,000 (\$4,956,000) COMMON STOCK. (FILE 333-52406 -  
DEC. 21) (BR. 7)

S-8 WJ COMMUNICATIONS INC, 3333 HILLVIEW AVE, PALO ALTO, CA 94304  
(650) 493-4141 - 17,043,704 (\$56,727,589) COMMON STOCK. (FILE 333-  
52408 -  
DEC. 21) (BR. 5)

S-8 BELLSOUTH CORP, 1155 PEACHTREE ST NE, ROOM 15G03, ATLANTA, GA 30309  
(404) 249-2000 - 2,000,000 (\$82,375,000) COMMON STOCK. (FILE 333-52416  
-  
DEC. 21) (BR. 7)

S-8 PRO NET LINK CORP, 645 FIFTH AVE, SUITE 303, NEW YORK, NY 10022  
(212) 688-8838 - 3,000,000 (\$1,171,800) COMMON STOCK. (FILE 333-52420  
-  
DEC. 21) (BR. 8)

S-8 BELLSOUTH CORP, 1155 PEACHTREE ST NE, ROOM 15G03, ATLANTA, GA 30309  
(404) 249-2000 - 8,000,000 (\$329,500,000) COMMON STOCK. (FILE 333-  
52422 -  
DEC. 21) (BR. 7)

S-8 HBOA HOLDINGS INC, 2400 E COMMERCIAL BLVD, SUITE 1100, FT  
LAUDERDALE, FL  
33308 (303) 932-9998 - 1,000,000 (\$2,000,000) COMMON STOCK. (FILE  
333-52424 - DEC. 21) (BR. 9)

S-8 CONVERGENT COMMUNICATIONS INC /CO, 400 INVERNESS DRIVE SOUTH, SUITE  
400,  
ENGLEWOOD, CO 80112 (303) 749-3000 - 4,000,000 (\$3,562,500) COMMON  
STOCK.  
(FILE 333-52428 - DEC. 21) (BR. 7)

S-8 DUN & BRADSTREET CORP/NW, ONE DIAMOND HILL RD, ONE DIAMOND HILL RD,  
MURRAY HILL, NJ 07974 (908) 665-5000 - 10,000,000 (\$246,865,000)  
COMMON STOCK. (FILE 333-52430 - DEC. 21) (BR. 2)

S-8 ALLIANCE PHARMACEUTICAL CORP, 6175 LUSK BLVD, SAN DIEGO, CA 92121  
(858) 410-5200 - 2,100,000 (\$17,199,000) COMMON STOCK. (FILE 333-52432  
-  
DEC. 21) (BR. 1)

S-8 CARBIDE GRAPHITE GROUP INC /DE/; ONE GATEWAY CTR, 19TH FL,  
PITTSBURGH,  
PA 15222 (412) 562-3700 - 750,000 (\$1,222,500) COMMON STOCK. (FILE  
333-52438 - DEC. 21) (BR. 5)

S-8 POZEN INC /NC, 6330 QUADRANGLE DR, SUITE 240, CHAPEL HILL, NC 27514  
(919) 490-0012 - 4,605,310 (\$39,330,053) COMMON STOCK. (FILE 333-52446  
-  
DEC. 21) (BR. 1)

S-8 DELUXE CORP, 3680 VICTORIA STREET NORTH, SHOREVIEW, MN 55126  
(651) 483-7111 - 3,000,000 (\$3,000,000)  
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-52452 - DEC. 21)  
(BR. 5)

S-8 DELUXE CORP, 3680 VICTORIA STREET NORTH, SHOREVIEW, MN 55126  
(651) 483-7111 - 3,000,000 (\$68,655,000) COMMON STOCK. (FILE 333-52454  
-  
DEC. 21) (BR. 5)

- S-8 TELIGENT INC, 8065 LEESBURG PIKE, VIENNA, VA 22182 (703) 762-5100 -  
5,000,000 (\$14,140,500) COMMON STOCK. (FILE 333-52456 - DEC. 21) (BR.  
7)
- S-8 DAN RIVER INC /GA/, 2291 MEMORIAL DRIVE, DANVILLE, VA 24541  
(804) 799-7000 - 6,000,000 (\$6,000,000)  
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-52458 - DEC. 21)  
(BR. 2)
- S-8 PATINA OIL & GAS CORP, 1625 BROADWAY, STE 2000, DENVER, CO 80202  
(303) 592-8500 - 250,000 (\$5,171,875) COMMON STOCK. (FILE 333-52460 -  
DEC. 21) (BR. 4)
- SB-2 XENICENT INC, 10712 OLD WAYSIDE RD, CHARLOTTE, NC 28277 (954) -78-3-  
72  
- 832,000 (\$6,249) COMMON STOCK. (FILE 333-52472 - DEC. 21) (NEW  
ISSUE)
- S-8 RADIANCE MEDICAL SYSTEMS INC /DE/, 13700 ALTON PARKWAY, STE 160,  
IRVINE,  
CA 92618 (949) 457-9546 - 800,000 (\$4,343,760) COMMON STOCK. (FILE  
333-52482 - DEC. 21) (BR. 5)
- S-8 ENDOCARE INC, 7 STUDEBAKER, STE 134, IRVINE, CA 92618 (949) 595-4770  
-  
337,450 (\$4,693,929.50) COMMON STOCK. (FILE 333-52486 - DEC. 21) (BR.  
5)
- S-8 TRIZETTO GROUP INC, 567 NICHOLAS DRIVE SUITE 360, NEWPORT BEACH, CA  
92660 (949) 719-2200 - 300,105 (\$2,049,717.15) COMMON STOCK. (FILE  
333-52488 - DEC. 21) (BR. 3)
- S-4 GLACIER BANCORP INC, PO BOX 27, 49 COMMONS LOOP, KALISPELL, MT 59901  
-  
(406) 756-4200 - 5,114,909 (\$60,507,045) COMMON STOCK. (FILE 333-52498  
DEC. 21) (BR. 7)
- S-8 PEREGRINE SYSTEMS INC, 3611 VALLEY CENTRE DR, 5TH FL, SAN DIEGO, CA  
92130 (619) 481-5000 - 2,995,650 (\$58,055,697) COMMON STOCK. (FILE  
333-52500 - DEC. 21) (BR. 3)
- S-8 INTERNATIONAL SPECIALTY PRODUCTS INC /NEW/, 818 WASHINGTON STREET,  
WILMINGTON, DE 19801 (201) 628-3520 - 150,000 (\$957,000) COMMON STOCK.  
(FILE 333-52504 - DEC. 21) (BR. 2)
- S-8 ADAPTEC INC, 691 S MILPITAS BLVD, M/S25, MILPITAS, CA 95035  
-  
(408) 945-8600 - 9,000,000 (\$75,375,000) COMMON STOCK. (FILE 333-52512  
DEC. 22) (BR. 3)
- S-8 ISONICS CORP, 5906 MCINTYRE STREET, GOLDEN, CO 80403 (303) 279-7900  
-  
780,000 (\$1,287,274) COMMON STOCK. (FILE 333-52514 - DEC. 22) (BR. 2)

- S-8 STRATOS LIGHTWAVE INC, 7444 WEST WILSON AVENUE, CHICAGO, IL 60656  
(708) 867-9600 - 4,500,000 (\$71,370,000) COMMON STOCK. (FILE 333-52516  
-  
DEC. 22) (BR. 5)
- S-8 APPLIED MATERIALS INC /DE, 3050 BOWERS AVE, SANTA CLARA, CA 95054  
(408) 563-2682 - 53,500,000 (\$1,987,859,375) COMMON STOCK. (FILE  
333-52518 - DEC. 22) (BR. 5)
- S-1 BEYOND COM CORP, 3200 PATRICK HENRY DRIVE, SANTA CLARA, CA 95054  
(408) 616-4200 - 8,069,588 (\$40,150,000) COMMON STOCK. (FILE 333-52520  
-  
DEC. 22) (BR. 3)
- S-3 TOREADOR RESOURCES CORP, 4809 COLE AVENUE SUITE 108, DALLAS, TX  
75205  
(214) 559-3933 - 2,125,000 (\$12,882,813) COMMON STOCK. (FILE 333-52522  
-  
DEC. 22) (BR. 4)
- S-8 ARIS CORP/, 2229 112TH AVENUE NE, BELLEVUE, WA 98004 (425) 372-2747  
-  
300,000 (\$495,750) COMMON STOCK. (FILE 333-52524 - DEC. 22) (BR. 3)
- S-8 CERTICOM CORP, 200 MATHESON BOULEVARD WEST, MISSISSAUGA, A6  
(905) 507-4220 - 3,500,000 (\$53,077,500) COMMON STOCK. (FILE 333-52526  
-  
DEC. 22) (BR. 3)
- S-1 XCYTE THERAPIES INC, 1124 COLUMBIA STREET SUITE 130, SEATTLE, WA  
98104  
(206) 262-6200 - \$86,250,000 COMMON STOCK. (FILE 333-52528 - DEC. 22)  
(NEW ISSUE)
- S-8 BARBEQUES GALORE LTD, 15041, BAKE PARKWAY #A, IRVINE, CA 92718  
(714) 597-2400 - 272,502 (\$1,193,685.55) FOREIGN COMMON STOCK. (FILE  
333-52530 - DEC. 22) (BR. 2)
- S-8 BARBEQUES GALORE LTD, 15041, BAKE PARKWAY #A, IRVINE, CA 92718  
(714) 597-2400 - 203,038 (\$921,792.52) FOREIGN COMMON STOCK. (FILE  
333-52532 - DEC. 22) (BR. 2)
- S-3 GLACIER BANCORP INC, PO BOX 27, 49 COMMONS LOOP, KALISPELL, MT 59901  
52534  
(406) 756-4200 - 1,400,000 (\$35,000,000) PREFERRED STOCK. (FILE 333-  
- DEC. 22) (BR. 7)