

SEC NEWS DIGEST

Issue 99-32

February 18, 1999

COMMISSION ANNOUNCEMENTS

COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. Meetings will be scheduled according to the requirements of agenda items under consideration.

Meetings will be held in the William O. Douglas Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Visitors are welcome at all open meetings, insofar as space is available. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

Any member of the public who requires auxiliary aids such as a sign language interpreter or material on tape to attend a public meeting should contact Rochelle Franks, Office of Administrative and Personnel Management, to make arrangements. Ms. Franks can be reached at TTY number (202) 942-9558. If you are calling from a non-TTY number, please call the Relay Service at 1-800-877-8339.

OPEN MEETINGS -- TUESDAY, FEBRUARY 23, 1999 AND WEDNESDAY, FEBRUARY 24, 1999 -- 9:00 A.M. - 5:00 P.M.

The subject matter of the open meetings scheduled for Tuesday, February 23, 1999 and Wednesday, February 24, 1999, from 9:00 a.m. to 5:00 p.m., will be roundtable discussion on the role that independent investment company directors play in protecting the interests of fund shareholders. Independent directors, senior fund executives, legal counsel, investor advocates, academics, and others will examine this role and work toward recommendations to improve the current system of fund governance. For further information, please contact Mercer Bullard at (202) 942-0565.

CLOSED MEETING -- THURSDAY, FEBRUARY 25, 1999 -- 11:00 A.M.

The subject matter of the closed meeting scheduled for Thursday, February 25, 1999, at 11:00 a.m., will be

- 1) Institution of administrative proceedings of an enforcement

nature.

- 2) Institution of injunctive actions.
- 3) Formal order of investigation.
- 4) Opinion.

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 at (202) 942-7070.

ENFORCEMENT PROCEEDINGS

BARRETT ROCHMAN CONSENTS TO A CEASE-AND-DESIST ORDER

On February 17, the Commission instituted a cease-and-desist proceeding against Barrett R. Rochman, a resident of Carbondale, Illinois. In its order, the Commission found that from approximately July 1996 through April 1997, Rochman violated a provision of the Securities Exchange Act of 1934 by failing to timely and accurately file a Schedule 13D report and three amendments with the Commission. Section 13(d) of the Exchange Act requires any person who acquires more than five percent of a public company's outstanding shares to file a Schedule 13D with the Commission within ten days after the acquisition. The Schedule 13D report requires, among other things, that the person fully disclose its ownership interest in that public company. According to the Commission's order, Rochman failed to fully disclose his ownership in Heartland Bancshares, Inc., a bank holding company headquartered in Herrin, Illinois.

The Commission's order also found that in one of his filings with the Commission, Rochman understated the actual number of Heartland shares he beneficially owned and had the power to vote. The order also found that Rochman failed to disclose that certain Heartland shares beneficially owned by him were held as a member of a group. According to the order, Rochman also failed to file promptly an amendment disclosing his intention to run for Heartland's board of directors.

Simultaneously with the institution of the proceeding, Rochman, without admitting or denying the Commission's findings, consented to the entry of the Commission's order, which requires him to cease and desist from committing or causing violations of Section 13(d) of the Exchange Act and Rules 13d-1, 13d-2 and 13d-7 thereunder. (Rel. 34-41061; File No. 3-9829)

COMMISSION SUSPENDS JAMES PANNONE FOR TWELVE MONTHS

The Commission announced that it suspended James Pannone from association with any broker, dealer or municipal securities dealer

for twelve months. The Commission had previously filed a complaint against Pannone and others in federal district court for alleged fraud in connection with two municipal securities transactions underwritten by Stifel, Nicolaus & Company, Inc. Pannone was a former vice president of Stifel. The complaint alleged that Pannone rigged the bidding process for the selection of investment agreement providers in order to ensure the selection of a certain provider. The complaint also alleged that Pannone made misrepresentations concerning the investment agreement bidding process and payments from the investment agreement provider to Stifel.

In settling the federal court action, Pannone, without admitting or denying the allegations against him, consented to the entry of a final judgment ordering him to pay a monetary penalty of \$30,000 and enjoining him from future violations of Section 17(a) of the Securities Act of 1933, Sections 10(b) and 15B(c)(1) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and Rule G-17 of the Municipal Securities Rulemaking Board. Pannone, without admitting or denying the allegations against him, consented to the twelve-month suspension. See also, LR-16063, February 17, 1999; LR-15630, January 29, 1998; LR-15569, November 24, 1997; LR-14644, September 20, 1995; and LR-14587, August 3, 1995. (Rel. 34-41065; File No. 3-9830)

INVESTMENT COMPANY ACT RELEASES

MBL LIFE ASSURANCE CORPORATION, ET. AL.

An order has been issued to MBL Life Assurance Corporation, MBL Variable Contract Account-2 and MBL Variable Contract Account-3 pursuant to Section 26(b) of the Investment Company Act approving a proposed substitution of securities of the Dreyfus Life and Annuity Index Fund for those of the MBL Growth Fund, Inc., and, pursuant to Section 17(b) of the Act, exempting related transactions from Section 17(a) of the Act. (Rel. IC-23697 - February 16)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGES

The Chicago Board Options Exchange filed a proposed rule change (SR-CBOE-99-04) relating to new series of options based on the Standard and Poor's 100 Index. Publication of the proposal is expected in the Federal Register during the week of February 22. (Rel. 34-41052)

The Municipal Securities Rulemaking Board filed with the Commission a notice of filing of a proposed rule change under Rule 19b-4 (SR-MSRB-97-16) relating to Rule G-23 on activities of financial advisors. Publication of the proposal is expected in the Federal

Register during the week of February 22. (Rel. 34-41053)

DELISTINGS

An order has been issued granting the application of the Pacific Exchange to strike from listing and registration ABM Industries Incorporated, Common Stock, \$.01 Par Value. (Rel. 34-41057)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Laboratory Corporation of America Holdings, Warrants, Expiring April 28, 2000. (Rel. 34-41060)

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration Phonetel Technologies, Inc., Common Stock, \$.01 Par Value. (Rel. 34-41066)

WITHDRAWALS

A notice has been issued giving interested persons until March 8, 1999, to comment on the application of CenterTrust Retail Properties, Inc. to withdraw its Common Stock and 7 1/2 Convertible Subordinated Debentures Due 2001, Series A, from listing and registration on the American Stock Exchange. (Rel. 34-41058)

A notice has been issued giving interested persons until March 9, 1999, to comment on the application of The Turner Corporation to withdraw its Common Stock, \$1 Par Value, and Preferred Stock Purchase Rights from listing and registration on the American Stock Exchange. (Rel. 34-41059)

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-6 GERDAU SA /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286
(212) 495-1727 - 50,000,000 (\$2,500,000)
DEPOSITARY RECEIPTS FOR PREFERRED STOCK. (FILE 333-9896 - FEB 10)
(BR. 99)
- S-1 SEMINIS INC, 1905 LIRIO AVENUE, SATICOY, CA 93004 - \$250,000,000
COMMON STOCK. (FILE 333-72141 - FEB. 11) (BR. 4 - NEW ISSUE)
- S-8 VERTICALNET INC, 2 WALNUT GROVE DR, SUITE 150, HORSHAM, PA 19044
(215) 328-6100 - 3,891,411 (\$24,972,497) COMMON STOCK (FILE 333-72143 -
FEB. 11) (BR. 2)
- S-3 TELEBANC FINANCIAL CORP, 1111 N HIGHLAND STREET, ARLINGTON, VA 22201
(703) 247-3700 - \$235,000,000 COMMON STOCK (FILE 333-72145 - FEB. 11)

(BR. 7)

- S-4 ALZA CORP, 950 PAGE MILL RD, PO BOX 10950, PALO ALTO, CA 94303
(415) 494-5000 - 13,600,000 (\$691,900,000) COMMON STOCK. (FILE 333-72147 -
FEB. 11) (BR. 1)
- S-8 E TRADE GROUP INC, FOUR EMBARCADERO PLACE 2400 GENG ROAD, PALO ALTO, CA
94303 (650) 842-2500 - 250,000 (\$2,125,000) COMMON STOCK. (FILE 333-72149
- FEB. 11) (BR. 7)
- S-1 LITRONIC INC, 2030 MAIN STREET SUITE 1250, IRVINE, CA 92614
(949) 851-1085 - 3,450,000 (\$37,950,000) COMMON STOCK. (FILE 333-72151 -
FEB. 11) (BR. 3 - NEW ISSUE)
- S-8 COASTAL CORP, COASTAL TWR, NINE GREENWAY PLZ, HOUSTON, TX 77046
(713) 877-1400 - 8,000,000 (\$256,915,960) COMMON STOCK. (FILE 333-72153 -
FEB. 11) (BR. 2)
- S-8 HESKA CORP, 1825 SHARP POINT DR, FORT COLLINS, CO 80525 (970) 493-7272
- 1,322,921 (\$6,945,335.25) COMMON STOCK. (FILE 333-72155 - FEB 11)
(BR 1)
- S-8 REGIONS FINANCIAL CORP, 417 N 20TH ST, BIRMINGHAM, AL 35203
(205) 326-7100 - 66,976 (\$598,027.20) COMMON STOCK. (FILE 333-72161 -
FEB 11) (BR 7)
- S-8 WORLDWIDE PETROMOLY INC, 1300 POST OAK BOULEVARD, SUITE 1985, HOUSTON,
TX 77056 (713) 892-5823 - 700,000 (\$1,050,000) COMMON STOCK (FILE
333-72163 - FEB 11) (BR. 9)
- S-8 REGIONS FINANCIAL CORP, 417 N 20TH ST, BIRMINGHAM, AL 35203
(205) 326-7100 - 86,602 (\$524,808.12) COMMON STOCK (FILE 333-72165 -
FEB. 11) (BR 7)
- S-3 BIKERS DREAM INC, 11631 STERLING AVE, RIVERSIDE, CA 92503 (909) 343-1883
- 3,330,601 (\$12,125,552.53) COMMON STOCK (FILE 333-72167 - FEB. 11)
(BR. 5)
- S-8 SIONIX CORP /UT/, 26875 JASPER, SUITE 200, MISSION VIEJO, CA 92691
(949) 364-7171 - 165,108 (\$56,632) COMMON STOCK (FILE 333-72169 -
FEB 11) (BR 5)
- S-3 BANKATLANTIC BANCORP INC, 1750 E SUNRISE BLVD, FORT LAUDERDALE, FL 33304
(954) 760-5000 - 21,000,000 STRAIGHT BONDS (FILE 333-72171 - FEB 11)
(BR 7)
- SB-2 SYTRON INC, 2770 INDUSTRIAL LANE, BROOMFIELD, CO 80020 (303) 469-6100 -
2,249,045 (\$491,979) COMMON STOCK. (FILE 333-72173 - FEB 11)
- S-4 FOUNTAIN VIEW INC, 11900 W OLYMPIC BLVD, STE 680, LOS ANGELES, CA 90064
(310) 571-0351 - 7,520,000 (\$7,520,000) STRAIGHT BONDS (FILE 333-72175 -
FEB 11) (BR 8)
- S-8 PRODIGY COMMUNICATIONS CORP, 44 S BROADWAY, WHITE PLAINS, NY 10601
(914) 448-8000 - 500,000 (\$7,500,000) COMMON STOCK (FILE 333-72179 -
FEB 11) (BR. 3)
- S-8 PRODIGY COMMUNICATIONS CORP, 44 S BROADWAY, WHITE PLAINS, NY 10601
(914) 448-8000 - 250,000 (\$3,750,000) COMMON STOCK (FILE 333-72181 -
FEB. 11) (BR 3)
- S-8 PRODIGY COMMUNICATIONS CORP, 44 S BROADWAY, WHITE PLAINS, NY 10601
(914) 448-8000 - 3,125,000 (\$46,875,000) COMMON STOCK. (FILE 333-72183 -
FEB. 11) (BR. 3)
- S-8 EQUITY OFFICE PROPERTIES TRUST, TWO NORTH RIVERSIDE PLZ, SUITE 2200,
CHICAGO, IL 60606 (312) 466-3300 - 2,000,000 COMMON STOCK. (FILE
333-72187 - FEB. 11) (BR 8)
- S-8 KEYCORP /NEW/, 127 PUBLIC SQ, CLEVELAND, OH 44114 (216) 689-6300 -
3,000,000 (\$90,930,000) COMMON STOCK. (FILE 333-72189 - FEB 11) (BR 7)
- F-1 INFOSYS TECHNOLOGIES LTD, ELECTRONICS CITY HOSUR RD,

BANGALORE KARNATAKA INDIA, (011) 918-0852 - 1,035,000 (\$57,711,600)
FOREIGN COMMON STOCK. (FILE 333-72195 - FEB 11) (NEW ISSUE)

S-8 IRVINE SENSORS CORP/DE/, 3001 REDHILL AVE, COSTA MESA, CA 92626
(714) 549-8211 - 1,650,000 (\$2,475,000) COMMON STOCK. (FILE 333-72201 -
FEB. 11) (BR. 1)

S-8 COMPUTER CONCEPTS CORP /DE, 80 ORVILLE DR, BOHEMIA, NY 11716
(516) 244-1500 - 4,492,319 (\$10,388,488) COMMON STOCK. (FILE 333-72203 -
FEB. 11) (BR 3)

S-8 EQUITY OFFICE PROPERTIES TRUST, TWO NORTH RIVERSIDE PLZ, SUITE 2200,
CHICAGO, IL 60606 (312) 466-3300 - 8,499,434 (\$221,250,891) COMMON STOCK.
(FILE 333-72205 - FEB. 11) (BR. 8)

S-4 HEARST ARGYLE TELEVISION INC, 888 SEVENTH AVE, NEW YORK, NY 10106
(212) 649-2300 - 7,326,561 (\$1,022,661,812.03) COMMON STOCK (FILE
333-72207 - FEB 11) (BR. 7)

S-4 ATLAS AIR INC, 538 COMMONS DR, GOLDEN, CO 80401 (303) 526-5050 -
150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 333-72211 - FEB. 11)
(BR. 5)

S-1 BFC FINANCIAL CORP, 1750 E SUNRISE BLVD, FORT LAUDERDALE, FL 33304
(954) 760-5200 - 17,125 (\$17,125,000) STRAIGHT BONDS 1,150,000
(\$8,050,000) COMMON STOCK (FILE 333-72213 - FEB. 12) (BR. 7)

S-8 INTERNET MEDIA CORP, 8748 QUARTERS LAKE RD, BATON ROUGE, LA 70809
(504) 922-7744 - 60,000 (\$375,000) COMMON STOCK (FILE 333-72215 -
FEB. 12) (BR 7)

S-4 EAGLE PACIFIC HOLDINGS INC, 900 THREADNEEDLE, HOUSTON, TX 77079
(281) 588-3487 - 7,420,035 (\$13,448,813.44) COMMON STOCK. 28,750
(\$10,036,798 07) PREFERRED STOCK (FILE 333-72217 - FEB. 12) (NEW ISSUE)

S-8 HEALTHSTAR CORP /UT/, 8745 WEST HIGGINS, SUITE 300, CHICAGO, IL 60631
(602) -45-1-85 - 1,000,000 (\$3,093,750) COMMON STOCK (FILE 333-72219 -
FEB. 12) (BR 5)

S-2 BUTTERFIELD & BUTTERFIELD AUCTIONEERS CORP, 220 SAN BRUNO AVE,
SAN FRANCISCO, CA 94103 (415) 861-7500 - 1,725,000 (\$20,700,000)
COMMON STOCK (FILE 333-72221 - FEB 12) (NEW ISSUE)

S-3 CARDIOTECH INTERNATIONAL INC, 78-E OLYMPIA AVENUE, WOBURN, MA 01801
(781) -93-3-47 - 3,582,600 (\$5,373,900) COMMON STOCK (FILE 333-72223 -
FEB 12) (BR 1)

S-3 AVIGEN INC \DE, 1201 HARBOR BAY PARKWAY, SUITE 1000, ALAMEDA, CA 94501
(510) 748-7150 - 1,725,708 (\$9,707,108) COMMON STOCK (FILE 333-72225 -
FEB. 12) (BR. 1)