

SEC NEWS DIGEST

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COMMISSION ANNOUNCEMENTS

THE SEC SEEKS INPUT REGARDING STATE LICENSING REQUIREMENTS FOR ASSOCIATED PERSONS OF BROKER-DEALERS

The Commission begins distribution of a questionnaire today to broker-dealers and service bureaus regarding state licensing requirements for associated persons of broker-dealers. The purpose of the survey is to gather information for a report to Congress about the impact of differing state licensing requirements on associated persons of broker-dealers.

Broker-dealers and service bureaus may obtain a copy of the questionnaire by contacting Felita Mills at (202) 942-0730. Other interested persons may submit written comments to the Secretary of the Commission or send an e-mail to <http://www.sec.gov>. Comments should refer to "File No. S7-13-97." (Press Rel. 97-23)

ENFORCEMENT PROCEEDINGS

IN THE MATTER OF JAMES THORNTON, AND PAYNE & THORNTON, INC., D/B/A RETIREMENT INVESTMENT GROUP

An administrative law judge has (1) revoked the registration of Payne & Thornton, Inc., a broker-dealer headquartered in Houston, Texas, doing business as Retirement Investment Group, and barred the firm's president, James Thornton, from association with a broker-dealer, a member of a national securities exchange, or registered securities association, and from participating in an offering of penny stock, and (2) required the firm and Mr. Thornton to pay civil penalties of \$5,000 and \$50,000, respectively. The record showed persistent regulatory violations by the firm and Mr. Thornton beginning in 1979, and Mr. Thornton admitted that he failed reasonably to supervise Gail G. Griseuk, a registered representative, who willfully violated the anti-fraud provisions of the securities statutes in connection with the purchase and sale of approximately five million dollars worth of limited partnerships in 1991. (Initial Decision No. 109)

CEASE AND DESIST ORDERS ISSUED AGAINST PETER TOSTO AND INVESTOR RELATIONS, INC.

The Commission announced the acceptance of Offers of Settlement from Peter Tosto and Investor Relations, Inc. In their Offers of Settlement, Tosto and IRI consented to the issuance of cease and desist orders against them and various undertakings. In addition, Tosto and IRI were ordered to disgorge \$857,000, and reasonable interest in the amount of \$243,241.92, for a total amount of \$1,100,241.92 in ill-gotten gains. The Respondents neither admitted nor denied the findings contained in the Order.

The Commission's Order makes findings that Tosto, individually and through his company, IRI, orchestrated a scheme to sell San Diego Bancorp stock. Tosto was paid by a major SDB stockholder to generate this market activity in a stock which otherwise had a relatively illiquid market, to enable that shareholder to sell his stock. Tosto used some of the money to pay certain RRs to generate buying activity. These individuals, or RRs they recruited, sold SDB stock to customers without revealing to the customers that the RRs were being paid compensation to recommend the stock. The Order also alleges that Tosto made misrepresentations, individually and through IRI, in connection with placing purchase orders for SDB stock, thereby causing substantial losses to a broker-dealer. (Rel. Nos. 33-7406; 34-38432)

ADMINISTRATIVE PROCEEDINGS COMMENCED AGAINST MATT MATSON

The Commission has entered an Order instituting administrative proceedings pursuant to Section 15(b) of the Securities Exchange Act of 1934, against Matt Matson (Matson) of Coral Springs, Florida arising from the entry of a final judgment of permanent injunction against Matson permanently enjoining him, directly, indirectly and/or as a control person, from violations of the antifraud provisions of the federal securities laws (SEC v. Home Link Corporation, et al., Case No. 96-6860-CIV-GONZALEZ, S.D.Fla.). The Commission's order seeks a hearing to determine what remedial administrative sanctions are appropriate and in the public interest. (Rel. 34-38433)

SETTLEMENTS REACHED WITH THREE DEFENDANTS IN INSIDER TRADING CASE

The Commission announced the entry on March 3 of final consent judgments of permanent injunction and other relief against Gregg R. Shawzin (Shawzin), John H. Anderson (Anderson), and Jeffrey Sanker (Sanker) by the U.S. District Court for the Southern District of New York, in connection with alleged illegal trading in the securities of Motel 6, L.P. (Motel 6) prior to the announcement of a tender offer for Motel 6 by Accor S.A. on July 12, 1990.

The Commission alleges that Hugh Thrasher, then executive vice president in charge of corporate communications at Motel 6, disclosed inside information concerning the tender offer to his friend, Carl V. Harris (Harris). Harris tipped a number of

relatives, friends, and acquaintances, including Shawzin and Sanker, who, in turn, tipped others. Shawzin tipped Anderson, among others, and Sanker, who did not trade Motel 6 securities himself, tipped Jonathan Hirsh and Scott Forbes in exchange for a portion of their profits.

Shawzin, Anderson, and Sanker each consented to the entry of a Final Judgment, which permanently enjoins them from violating Sections 10(b) and 14(e) of the Securities and Exchange Act of 1934 and Rules 10b-5 and 14e-3 thereunder, without admitting or denying the allegations contained in the Commission's amended complaint. Shawzin and Anderson agreed to pay \$3,239,098.54 and \$2,740,185.62, respectively, in disgorgement of profits and prejudgment interest thereon, but in light of a demonstrated inability to pay based upon their sworn representations in their statements of financial condition, the Commission agreed that payment of those amounts would be waived and Shawzin and Anderson would not pay a civil penalty pursuant to the Insider Trading and Securities Fraud Enforcement Act of 1988 (ITSFEA). Sanker agreed to pay \$50,089.43 in disgorgement of a portion of the profits and prejudgment interest thereon of one of his tippees, but in light of a demonstrated inability to pay based upon his sworn representations in a statement of financial condition, the Commission agreed that payment of all but \$13,500 would be waived and Sanker would not pay a civil penalty pursuant to ITSFEA. [SEC v. Hugh Thrasher, et al., 92 Civ. 6987, JFK, USDC, SDNY] (LR-15304)

MICHAEL SWEENEY SETTLES ADMINISTRATIVE PROCEEDINGS

The Commission announced today that it instituted and simultaneously settled administrative proceedings against Michael P. Sweeney, a former registered representative. Without admitting or denying the findings contained in the Commission order, Sweeney consented to the issuance of the order which bars him from association with any broker, dealer, investment adviser, investment company or municipal securities dealer; orders him to cease and desist from violating or causing violations of certain antifraud provisions of the federal securities laws; and orders him to pay a civil penalty in the amount of \$25,000.

In its order, the Commission finds that Sweeney willfully aided and abetted a group of individuals who engaged in an insider trading scheme involving the securities of three companies American Telephone and Telegraph (AT&T) planned to acquire. According to the order, from at least 1989 through 1991, Sweeney advised Charles Brumfield and Thomas Alger, then employees of AT&T, on how to use material, nonpublic information obtained through virtue of their employment to trade in the securities of the acquisition targets. Among other things, Sweeney counseled them to trade through the brokerage accounts of other persons in an effort to avoid detection. He also advised them on the availability of options and the amounts of securities to purchase so that the illegal trading would not draw the attention of regulators. In addition to providing advice, from time to time Sweeney facilitated the illegal trading by passing the material, nonpublic information and trading instructions between

persons involved in the scheme. He also processed options transactions in one of the securities for a participant in the scheme. (Rel. 34-38436)

INVESTMENT COMPANY ACT RELEASES

INSURED TAX-EXEMPT LEASE TRUST SERIES 1

A notice has been issued giving interested persons until April 15 to request a hearing on an application filed by Insured Tax-Exempt Lease Trust Series 1 for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-22577 - March 21)

GOLDMAN SACHS & CO.

A notice has been issued giving interested persons until April 15 to request a hearing on an application filed by Goldman, Sachs & Co. (Goldman Sachs) for an order under Section 6(c) of the Investment Company Act exempting the Automatic Common Exchange Security Trusts and certain future trusts for which Goldman Sachs will serve as a principal underwriter (Trusts) from Sections 12(d)(1) and 14(a) of the Act, and under Section 17(b) of the Act exempting Goldman Sachs and the Trusts from Section 17(a) of the Act. The requested order would (a) permit other registered investment companies to own a greater percentage of the total outstanding voting stock (Securities) of each trust than that permitted by Section 12(d)(1), (b) exempt the Trusts from the initial net worth requirements of Section 14(a), and (c) permit the Trusts to purchase U.S. government securities from Goldman Sachs at the time of a Trust's initial issuance of Securities. (Rel. IC-22578 - March 21)

HOLDING COMPANY ACT RELEASES

FIRSTENERGY CORP.

A notice has been issued on a proposal by FirstEnergy Corp. (FirstEnergy), to acquire directly or indirectly all of the outstanding voting securities of Ohio Edison Company, The Cleveland Electric Illuminating Company, The Toledo Edison Company, and Pennsylvania Power Company, each an electric utility company. FirstEnergy states it will file for an exemption under Section 3(a)(1) from all provisions of the Act, other than Section 9(a)(2), pursuant to Rule 2 thereunder. (Rel. 35-26689)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the Philadelphia Stock Exchange related to the minimum exercise amount for customized foreign currency options (SR-Phlx-97-08) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of March 24. (Rel. 34-38422)

PROPOSED RULE CHANGES

The American Stock Exchange filed a proposed rule change (SR-AMEX-97-13) to change exchange policy on indications, openings and reopenings. Publication of the proposal is expected in the Federal Register during the week of March 24. (Rel. 34-38426)

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The National Securities Clearing Corporation filed a proposed rule change (SR-NSCC-97-02) to permit unit investment trusts to be processed through NSCC's Fund/SERV and Networking systems. Publication of the proposal is expected in the Federal Register during the week of March 24. (Rel. 34-38428)

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-97-20) to amend NASD Rule 6440, "Trading Practices," to allow members to accept stop orders in exchange-listed securities; and allow members to accept stop limit orders in exchange-listed securities where the stop price and the limit price are not the same. Publication of the notice is expected in the Federal Register during the week of March 24. (Rel. 34-38429)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change (SR-NASD-96-48) filed by the National Association of Securities Dealers relating to: Rule 4770 of the Small Order Execution System (SOES) Rules, regarding the fees charged for executions and cancellation of orders entered in SOES; and Rule 7010, related to charges for orders and cancellation of orders entered into SelectNet. Publication of the proposal is expected in the Federal Register during the week of March 24. (Rel. 34-38430)

JOIN INDUSTRY PLANS CONSOLIDATED TAPE ASSOCIATION

The Consolidated Tape Association submitted on March 14 pursuant to Rule 11Aa3-2 of the Securities Exchange Act of 1934 amendments to the CTA Plan modifying the Plan's procedures for resuming the dissemination of last sale prices following a regulatory halt. Publication of the order in the Federal Register is expected during the week of March 24. (Rel. 34-38427)

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 NATIONAL AUSTRALIA BANK LTD, 825 8TH AVE, NEW YORK, NY 10019
(613) 605-3500 - 3,000,000,000 (\$3,000,000,000) STRAIGHT BONDS. (FILE 333-6632 - MAR. 14) (BR 7)
- S-8 SGL CARBON AKTIENGESELLSCHAFT, RHEINGAUSTRASSE 182, D-65203 WEISBADEN, GERMANY, 18 - 185,000 (\$9,750,165) FOREIGN COMMON STOCK. (FILE 333-6636 - MAR 14) (BR 4)
- F-10 AGNICO EAGLE MINES LTD, 401 BAY ST STE 2302, C/O BARRY LANDEN, TORONTO ONTARIO CANADA M5H 2Y4, A6 (416) 947-1212 - 8,625,000 (\$114,798,750) FOREIGN COMMON STOCK (FILE 333-6640 - MAR. 17) (BR 4)
- F-6 ROYAL BANK OF SCOTLAND GROUP PLC/ADR/, 48 WALL STREET, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 657-7578 - 11,000,000 (\$550,000) DEPOSITARY RECEIPTS FOR PREFERRED STOCK (FILE 333-6644 - MAR 18) (BR 99)
- S-6 NUVEEN TAX FREE UNIT TRUST SERIES 931, 333 W WACKER DR, CHICAGO, IL 60606 (312) 917-7786 - INDEFINITE SHARES (FILE 333-23481 - MAR 18) (NEW ISSUE)
- S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 291, ONE PARKVIEW PLAZA UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE, IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE 333-23483 - MAR. 18) (BR 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 292, ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE, IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST (FILE 333-23485 - MAR 18) (BR 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 293, ONE PARKVIEW PLAZA UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE, IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE 333-23487 - MAR. 18) (BR 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 294, ONE PARKVIEW PLAZA UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE, IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE 333-23489 - MAR. 18) (BR. 18 - NEW ISSUE)
- S-8 DALECO RESOURCES CORP, 435 DEVON PK DRIVE, STE 435, WAYNE, PA 19087 (310) 282-9999 - 437,666 (\$296,916) COMMON STOCK. (FILE 333-23493 - MAR 18) (BR 4)
- S-8 BUSINESS RESOURCE GROUP, 2150 N FIRST ST, STE 101, SAN JOSE, CA 95131 (408) 441-3700 - 575,000 (\$3,090,625) COMMON STOCK (FILE 333-23495 - MAR 18) (BR. 2)
- S-8 PACIFIC BIOMETRICS INC, 1370 REYNOLDS AVE, SUITE 119, IRVINE, CA 92614 (714) 263-9933 - 1,000,000 (\$2,625,000) COMMON STOCK. (FILE 333-23497 - MAR. 18) (BR 9)
- S-8 KARA INTERNATIONAL INC, 9005 COBBIE CANYON LN, SANDY, UT 84093

(801) 942-0555 - 250,000 (\$1,250) COMMON STOCK (FILE 333-23499 - MAR 18)
(BR 9)

S-8 SPEIZMAN INDUSTRIES INC, 508 W 5TH STREET, CHARLOTTE, NC 28231
(704) 372-3751 - 145,000 (\$870,000) COMMON STOCK. (FILE 333-23503 -
MAR 18) (BR. 6)

SB-2 SFB BANCORP INC, 632 EAST ELK AVENUE, ELIZABETHTON, TN 37643
(423) 543-3518 - 767,000 (\$7,670,000) COMMON STOCK (FILE 333-23505 -
MAR 18) (BR 9 - NEW ISSUE)

S-3 US BANCORP AUTO RECEIVABLES CORP, 111 S W. FIFTH AVE , PORTLAND, OR
97204 (503) 731-1817 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES.
(FILE 333-23507 - MAR. 18) (BR 7 - NEW ISSUE)

S-8 FEMALE HEALTH CO, 919 NORTH MICHIGAN AVENUE, SUITE 2208, CHICAGO, IL
60611 (312) 280-2281 - 150,000 (\$412,500) COMMON STOCK (FILE 333-23509 -
MAR 18) (BR 6)

S-8 LIGHTPATH TECHNOLOGIES INC, 6820 ACADEMY PARKWAY EAST N E, STE 103,
ALBUQUERQUE, NM 87109 (505) 342-1100 - 75,000 (\$393,750) COMMON STOCK
(FILE 333-23511 - MAR 18) (BR. 9)

S-8 FEMALE HEALTH CO, 919 NORTH MICHIGAN AVENUE, SUITE 2208, CHICAGO, IL
60611 (312) 280-2281 - 150,000 (\$412,500) COMMON STOCK (FILE 333-23513 -
MAR 18) (BR 6)

S-8 LIGHTPATH TECHNOLOGIES INC, 6820 ACADEMY PARKWAY EAST N E, STE 103,
ALBUQUERQUE, NM 87109 (505) 342-1100 - 325,000 (\$1,706,250) COMMON STOCK.
(FILE 333-23515 - MAR 18) (BR 9)

S-8 FEMALE HEALTH CO, 919 NORTH MICHIGAN AVENUE, SUITE 2208, CHICAGO, IL
60611 (312) 280-2281 - 600,000 (\$1,650,000) COMMON STOCK (FILE 333-23517
- MAR 18) (BR 6)

S-1 VESTCOM INTERNATIONAL INC, 1100 VALLEY BROOK AVE, LYNDHURST, NJ 07071
(201) 935-8300 - 4,427,500 (\$57,557,500) COMMON STOCK (FILE 333-23519 -
MAR 18) (BR 6 - NEW ISSUE)

SB-2 RIVERBANK FACTORS INC, 800 W OAKLAND PARK BLVD, STE 100, FT LAUDERDALE,
FL 33311 (954) 564-5649 - 4,900,000 (\$4,900,000) STRAIGHT BONDS (FILE
333-23521 - MAR 18) (BR 7 - NEW ISSUE)

S-4 TEHAMA BANCORP, 239 SOUTH MAIN STREET, P O BOX 890, RED BLUFF, CA 96080
(916) 528-3000 - 1,708,489 (\$16,042,712) COMMON STOCK. (FILE 333-23525 -
MAR 18) (BR. 7 - NEW ISSUE)

S-8 LONE STAR INTERNATIONAL ENERGY INC, 200 PALO PINTO, SUITE 108,
WEATHERFORD, TX 76086 (817) 598-0542 - 7,000,000 (\$11,375,000)
COMMON STOCK (FILE 333-23527 - MAR 18)

S-8 SUPERIOR NATIONAL INSURANCE GROUP INC, 26601 AGOURA RD, , CALABASAS, CA
91302 (818) 880-1600 - 3,205,000 (\$42,666,562.50) COMMON STOCK. (FILE
333-23529 - MAR. 18) (BR 1)

S-8 FEMALE HEALTH CO, 919 NORTH MICHIGAN AVENUE, SUITE 2208, CHICAGO, IL
60611 (312) 280-2281 - 200,000 (\$550,000) COMMON STOCK (FILE 333-23531 -
MAR 18) (BR. 6)

S-1 COMMUNITY FIRST BANKING CO, P O BOX 250, CARROLLTON, GA 30117
(770) 834-1071 - 2,413,562 (\$48,271,240) COMMON STOCK. (FILE 333-23533 -
MAR. 18) (BR. 7 - NEW ISSUE)

S-3 SPECIALIZED HEALTH PRODUCTS INTERNATIONAL INC, 655 EAST MEDICAL DRIVE,
BOUNTIFUL, UT 84010 (801) 298-3360 - 11,919,206 (\$35,178,462) COMMON STOCK.
(FILE 333-23535 - MAR 18) (BR. 1)

S-3 SUN COMMUNITIES INC, 31700 MIDDLEBELT RD, STE 145, FARMINGTON HILLS, MI
48334 (810) 932-3100 - 497,057 (\$16,465,013.13) COMMON STOCK. (FILE
333-23537 - MAR. 18) (BR. 8)

S-8 EATON CORP, EATON CTR, 1111 SUPERIOR AVE, CLEVELAND, OH 44114
(216) 523-5000 - 30,000 (\$2,192,100) COMMON STOCK (FILE 333-23539 -

MAR 18) (BR 6)

- S-3 TCA CABLE TV INC, 3015 SE LOOP 323, TYLER, TX 75701 (903) 595-3701 -
266,667 (\$8,485,343 94) COMMON STOCK (FILE 333-23541 - MAR. 18) (BR. 3)
- S-11 ALEXANDRIA REAL ESTATE EQUITIES INC, 251 SOUTH LAKE AVENUE, SUITE 700,
PASEDNA, CA 91101 (818) 578-0777 - 7,854,500 (\$172,799,000) COMMON STOCK.
(FILE 333-23545 - MAR 18) (BR 8 - NEW ISSUE)
- S-4 DIAMOND OFFSHORE DRILLING INC, 15415 KATY FREEWAY, HOUSTON, TX 77094
(713) 492-5300 - 4,000,000 (\$249,000,000) COMMON STOCK (FILE 333-23547 -
MAR 18) (BR 4)
- S-1 CIRRUS LOGIC INC, 3100 W WARREN AVE, FREMONT, CA 94538 (510) 623-8300 -
280,725,000 (\$280,725,000) CONVERTIBLE DEBENTURES AND NOTES (FILE
333-23553 - MAR 18) (BR 3)
- S-1 ITHACA INDUSTRIES INC, HWY 268 W, P O BOX 620, WILKESBORO, NC 28697
(910) 667-5231 - 10,109,290 (\$101,092 90) COMMON STOCK (FILE 333-23555 -
MAR 18) (BR 2)
- SB-2 NEW WORLD COFFEE INC, 379 WEST BROADWAY, NEW YORK, NY 10012
(212) 343-0552 - 6,630,000 (\$6,630,000) COMMON STOCK. (FILE 333-23557 -
MAR. 18) (BR 9)
- S-3 BECTON DICKINSON & CO, ONE BECTON DR, FRANKLIN LAKES, NJ 07417
(201) 847-6800 (FILE 333-23559 - MAR 18) (BR. 1)
- S-4 FIRSTBANK OF ILLINOIS CO, 205 S FIFTH ST 9TH FLR, SPRINGFIELD, IL 62701
(217) 753-7543 - 214,200 (\$977,314) COMMON STOCK (FILE 333-23563 -
MAR 19) (BR 7)
- S-8 SANMINA CORP/DE, 355 EAST TRIMBLE ROAD, SAN JOSE, CA 95131
(408) 435-8444 - 1,400,000 (\$58,486,994) COMMON STOCK (FILE 333-23565 -
MAR 19) (BR 6)