

SEC NEWS DIGEST

Issue 99-248

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ENFORCEMENT PROCEEDINGS

RONALD MARTINI IS BARRED FROM ASSOCIATION WITH ANY BROKER OR DEALER IN CONNECTION WITH HIS CONVICTION FOR PARTICIPATING IN A SECURITIES MANIPULATION SCHEME

On December 27, the Commission instituted and simultaneously settled administrative proceedings against Ronald A. Martini of Lighthouse Point, Florida. Martini consented, without admitting or denying the Commission's findings, except as to the fact of his criminal conviction, to an order barring him from association with any broker or dealer. The proceedings were based on Martini's previous conviction for his participation in a securities manipulation scheme.

The Commission found that on December 23, 1996, the United States District Court for the District of New Jersey entered a judgment of conviction against Martini based upon his prior guilty plea to one felony count for conspiracy to commit securities fraud, one felony count for wire fraud, and one felony count for securities fraud in connection with the scheme to manipulate the prices of three penny stocks. Martini participated in the manipulation scheme while associated as an undisclosed principal with Sheffield Securities, a now-defunct registered broker-dealer, from January 1988 through March 1989. In connection with Martini's role in the scheme, the District Court sentenced him to five months in prison, three years probation, five months of home confinement, and ordered him to pay a \$30,000 fine and a special assessment of \$150. (Rel. 34-42275; File No. 3-10123)

JOHN LASALA IS BARRED FROM ASSOCIATION WITH ANY BROKER OR DEALER IN CONNECTION WITH HIS CONVICTION FOR PARTICIPATING IN A SECURITIES MANIPULATION SCHEME

On December 27, the Commission instituted and simultaneously settled administrative proceedings against John F. LaSala of Boca Raton, Florida. LaSala consented, without admitting or denying the Commission's findings, except as to the fact of his criminal conviction, to an order barring him from association with any broker or dealer. The proceedings were based on LaSala's previous conviction for his participation in a securities manipulation

scheme.

The Commission found that on December 23, 1996, the United States District Court for the District of New Jersey entered a judgment of conviction against LaSala based upon his prior guilty plea to one felony count for conspiracy to commit securities fraud and one felony count for wire fraud in connection with the scheme to manipulate the prices of three penny stocks. LaSala participated in the manipulation scheme while associated as a principal with Sheffield Securities, a now-defunct registered broker-dealer, from May 1984 through March 1989. In connection with LaSala's role in the scheme, the District Court sentenced him to seven months in prison, two years probation, and ordered him to pay a \$4,000 fine and a special assessment of \$100. (Rel. 34-42276; File No. 3-10124)

COMMISSION ORDERS PUBLIC ADMINISTRATIVE PROCEEDINGS AGAINST BRAD HADDY AND RONALD SPENCER IN CONNECTION WITH THEIR PARTICIPATION IN A SECURITIES MANIPULATION SCHEME

On December 27, the Commission issued an order instituting public administrative proceedings against Brad Haddy and Ronald D. Spencer for their participation in a scheme to manipulate the prices of the securities of Vista Capital Corp., Bellatrix Corp., and Castleton Investors Corp.

The order alleges that in September, 1996, the United States District Court for the District of New Jersey entered a judgment of conviction against Haddy for conspiracy to commit securities fraud and securities fraud. The order also alleges that in December, 1996, the United States District Court for the District of New Jersey entered a judgment of conviction against Spencer for conspiracy to commit securities fraud. Haddy was found guilty of felony charges following a jury trial, while Spencer pled guilty to felony charges.

The order further alleges that the securities of Vista Capital Corp., Bellatrix Corp., and Castleton Investors Corp. were penny stocks. Haddy and Spencer participated in the manipulation of the prices of these securities through various fraudulent trading practices with the goal of profiting from the sale of the securities at prices determined, at least in part, by the manipulation.

A hearing will be scheduled to determine whether the allegations are true and to determine what remedial action, if any, is appropriate. (Rel. 34-42277; File No. 3-10125)

COMMISSION BARS ROBERT SCHATZ FROM ASSOCIATION WITH ANY BROKER OR DEALER

On December 27, the Commission issued an administrative order making findings and imposing sanctions as to Robert A. Schatz. Schatz, a former broker at Merrill Lynch, Pierce, Fenner & Smith Incorporated, consented to the order, which finds that the U.S. District Court for the Southern District of New York has permanently enjoined Schatz from violating Section 10(b) of the Securities Exchange Act of 1934

and Rule 10b-5 thereunder, and Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933. The Commission barred Schatz from association with any broker or dealer, with the right to reapply for association after five years. (Rel. 34-42278; File No. 3-10126)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change submitted under Rule 19b-4 by the Philadelphia Stock Exchange (SR-Phlx-99-42) relating to Exchange Rule 98, Emergency Committee. Publication of the notice in the Federal Register is expected during the week of December 27. (Rel. 34-42272)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The Commission issued a notice of a proposed rule change (SR-Phlx-99-45) filed by the Philadelphia Stock Exchange. The rule has become effective under Section 19(b)(3)(A) of the Securities Exchange Act and will implement a three month pilot program to impose a fee on Exchange members for repairs or replacements of and for relocation of computer equipment on the equity and options floors. Publication of the notice in the Federal Register is expected during the week of December 27. (Rel. 34-42271)

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>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

S-8 MAGIC SOFTWARE ENTERPRISES LTD, 5 HAPLADA STREET,
OR YEHUDA ISREAL 60218, L3 (972) 353-8920 - 316,576 (\$11,679,905.37)
FOREIGN COMMON STOCK. (FILE 333-11220 - DEC 09) (BR. 3)

F-3 UNILEVER N V, WEENA 455, 3013 AL ROTTERDAM, THE NETHERLANDS, P7 -
3,000,000 (\$1,980,000,000) STRAIGHT BONDS. (FILE 333-11226 - DEC. 10)
(BR. 4)

F-9 BELL CANADA, 1050 COTE DU BEAVER HALL, MONTREAL QUEBEC CANADA H2Z 1S4,
A8 (514) 870-1511 - 500,000,000 (\$500,000,000)

FOREIGN GOVERNMENT AND AGENCY DEBT (FILE 333-11228 - DEC. 10) (BR. 7)

F-6 SETTLEMENT & CUSTODY CLC /ADR/, 60 WALL STREET, NEW YORK, NY 10260 - 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-11230 - DEC. 10) (BR. 99 - NEW ISSUE)

F-8 BERKLEY PETROLEUM CORP, STE 1250, 202 6TH AVE SW, CALGARY ALBERTA CANADA, A1 (403) 571-3600 - 542,036 (\$3,479,871.12) FOREIGN COMMON STOCK. (FILE 333-11232 - DEC. 10) (BR. 4)

F-3 ASM INTERNATIONAL N V, JAN STEENLAAN 9, 3723 BS BILTOVEN, THE NETHERLANDS, P7 (602) 243-4221 - 4,000,000 (\$77,250,000) FOREIGN COMMON STOCK. (FILE 333-11234 - DEC. 13) (BR. 5)

S-8 NDS GROUP PLC, 1 HEATHROW BLVD 286 BATH RD, 44-181-476-8000 WEST DRAYTON MIDDLESEX, UB7 ODQ ENGLAND, X0 00000 (212) 852-7000 - 300,000 (\$8,952,000) FOREIGN COMMON STOCK. (FILE 333-11236 - DEC. 10) (BR. 3)

F-3 GLOBAL LIGHT TELECOMMUNICATIONS INC, 1033 999 WEST HASTINGS ST, VANCOUVER BC CANADA, A1 - 4,336,054 (\$48,780,607) FOREIGN COMMON STOCK. (FILE 333-11238 - DEC. 13) (BR. 7)

S-1 UTSTARCOM INC, 1275 HARBOR BAY PARKWAY, STE 100, ALAMEDA, CA 94502 (510) 864-8800 - \$125,000,000 COMMON STOCK. (FILE 333-93069 - DEC 20) (NEW ISSUE)

S-8 AMERICAN BIOGENETIC SCIENCES INC, 1375 AKRON STREET, P O BOX 1001, COPIAGUE, NY 11726 (516) 789-2600 - 2,000,000 (\$873,767) COMMON STOCK. (FILE 333-93071 - DEC. 20) (BR. 1)

S-3 LEAP WIRELESS INTERNATIONAL INC, 10307 PACIFIC CENTER COURT, SAN DIEGO, CA 92121 (877) 977-5327 - 3,450,000 (\$178,753,125) COMMON STOCK. (FILE 333-93073 - DEC. 20) (BR. 7)

S-3 EARTH SCIENCES INC, 910 12TH ST, GOLDEN, CO 80401 (303) 279-7641 - 5,031,154 (\$95,950.21) COMMON STOCK. (FILE 333-93075 - DEC. 20) (BR 4)

SB-2 EAGLE BANCORP/MT, 1400 PROSPECT AVE, HELENA, MT 59604 (406) 442-3080 - 1,010,059 (\$8,080,472) COMMON STOCK (FILE 333-93077 - DEC 20) (NEW ISSUE)

SB-2 FENWAY INTERNATIONAL INC, 308-409 GRAINVILLE ST., VANCOUVER, (604) 844-2265 - 12,374,962 (\$22,274,931 60) COMMON STOCK (FILE 333-93079 - DEC 20) (BR. 9)

S-4 HOUSEHOLD INTERNATIONAL INC, 2700 SANDERS RD, PROSPECT HEIGHTS IL 60070 (847) 564-5000 - 5,000,000 COMMON STOCK (FILE 333-93081 - DEC. 20) (BR. 7)

S-8 AAROW ENVIRONMENTAL GROUP INC, 1505 W WALNUT, ROGERS, AR 72756 (501) 621-0044 - 800,000 (\$160,000) COMMON STOCK. (FILE 333-93083 - DEC. 20) (BR. 2)

S-8 TRANSTECHNOLOGY CORP, 150 ALLEN RD, LIBERTY CORNER, NJ 07938 (908) 903-1600 - 300,000 (\$3,412,500) COMMON STOCK. (FILE 333-93085 - DEC 20) (BR. 6)

S-3 VIZACOM INC, 3A OAK RD, FAIRFIELD, NJ 07004 (972) 808-1992 - 1,938,191 (\$6,009,285.87) COMMON STOCK. (FILE 333-93087 - DEC. 20) (BR. 3)

S-8 REGENESIS HOLDINGS INC, 1555 N PARK DRIVE, SUITE 103, WESTON, FL 33326 (954) 217-3744 - 1,000,000 (\$287,500) COMMON STOCK. (FILE 333-93089 - DEC. 20) (BR. 5)

S-8 DA CONSULTING GROUP INC, 5847 SAN FELIPE RD STE 3700, HOUSTON, TX 77057 (713) 361-3000 - 700,000 (\$2,493,750) COMMON STOCK. (FILE 333-93091 - DEC 20) (BR. 8)

S-8 SCHULMAN A INC, 3550 W MARKET ST, AKRON, OH 44333 (216) 666-3751 - 2,000,000 (\$31,062,500) COMMON STOCK (FILE 333-93093 - DEC. 20) (BR 6)

S-8 RF MICRO DEVICES INC, 7625 THORNDIKE ROAD, GREENSBORO, NC 27409
(910) 664-1233 - 8,080,000 (\$516,511,483 38) COMMON STOCK (FILE
333-93095 - DEC. 20) (BR. 5)

S-8 CALIFORNIA AMPLIFIER INC, 460 CALLE SAN PABLO, CAMARILLO, CA 93012
(805) 987-9000 - 1,000,000 (\$24,437,500) COMMON STOCK (FILE 333-93097 -
DEC. 20) (BR. 7)

S-8 BELL & HOWELL CO/, 5215 OLD ORCHARD RD, SKOKIE, IL 60077 (847) 470-7100
- 100,000 (\$2,990,625) COMMON STOCK. (FILE 333-93099 - DEC. 20) (BR. 3)

S-8 THOMAS & BETTS CORP, 8155 T&B BOULEVARD, MEMPHIS, TN 38125
(901) 252-7766 - 500,000 (\$14,515,625) COMMON STOCK. (FILE 333-93101 -
DEC. 20) (BR. 5)

S-8 AMERICAN ECOLOGY CORP, 805 W IDAHO, STE 200, BOSIE, ID 83702
(208) 331-8400 - 500,000 (\$750,000) COMMON STOCK. (FILE 333-93105 -
DEC. 20) (BR. 6)

S-8 PBOC HOLDINGS INC, 5900 WILSHIRE BLVD, LOS ANGELES, CA 90036
(323) 954-6653 - 1,220,390 (\$15,605,913) COMMON STOCK. (FILE 333-93107 -
DEC. 20) (BR. 7)

S-8 ARI NETWORK SERVICES INC /WI, 330 EAST KILBOURN AVE, SUITE 200,
MILWAUKEE, WI 53202 (414) 278-7676 - 837,500 (\$5,718,534) COMMON STOCK.
(FILE 333-93109 - DEC. 20) (BR. 3)

S-8 ALPHATRADE COM, 400 B 111 WEST GEORGIA ST, VANCOUVER, (604) 681-7503 -
2,075,000 (\$4,490,625) COMMON STOCK. (FILE 333-93111 - DEC. 20) (BR. 9)

S-8 NATIONAL ENVIRONMENTAL SERVICE CO, 12331 EAST 60TH ST, TULSA, OK 74146
(918) 250-2227 - 1,043,735 (\$2,902,863) COMMON STOCK. (FILE 333-93113 -
DEC. 20) (BR. 9)

S-8 LAM RESEARCH CORP, 4650 CUSHING PKWY, FREMONT, CA 94538 (510) 659-0200
- 1,000,000 (\$85,130,000) COMMON STOCK (FILE 333-93115 - DEC 20)
(BR. 5)

S-8 APPLIED DIGITAL SOLUTIONS INC, 400 ROYAL PALM WAY, SUITE 410,
PALM BEACH, FL 33480 (561) 366-4800 - 1,500,000 (\$11,686,050) COMMON STOCK.
(FILE 333-93117 - DEC. 20) (BR. 7)

S-3 MARK SOLUTIONS INC, 1515 BROAD ST, PARKWAY TECHNICAL CENTER, BLOOMFIELD,
NJ 07003 (973) 893-0500 - 1,062,500 (\$3,419,922) COMMON STOCK. (FILE
333-93119 - DEC. 20) (BR. 6)

S-8 FRANKLIN ELECTRIC CO INC, 400 E SPRING ST, BLUFFTON, IN 46714
(219) 824-2900 - 50,000 (\$3,562,500) COMMON STOCK. (FILE 333-93121 -
DEC. 20) (BR. 5)

S-1 ALTEON WEBSYSTEMS INC, 50 GREAT OAKS BOULEVARD, SAN JOSE, CA 95119
(408) 360-5500 - 5,750,000 (\$523,250,000) COMMON STOCK. (FILE 333-93123 -
DEC. 20) (BR. 5)

S-8 SCHWAB CHARLES CORP, 120 KEARNEY STREET, SAN FRANCISCO, CA 94104
(415) 627-7000 - 9,200,000 (\$328,037,500) COMMON STOCK. (FILE 333-93125 -
DEC. 20) (BR. 7)

S-8 U S LIQUIDS INC, 411 N SAM HOUSTON PARKWAY EAST, STE 400, HOUSTON, TX
77060 (281) 272-4500 - 500,000 (\$3,656,250) COMMON STOCK (FILE 333-93129
- DEC. 20) (BR. 6)

SB-2 IMAGEWARE SOFTWARE INC, 10883 THORN MINT RD, 619-673-8600, SAN DIEGO, CA
92127 (619) 673-8600 - 1,875,000 (\$28,125,000) COMMON STOCK. (FILE
333-93131 - DEC. 20)

S-4 CALICO COMMERCE INC/, 333 WEST SAN CARLOS ST STE 300, SAN JOSE, CA 95110
- 1,430,151 (\$65,658,941) COMMON STOCK (FILE 333-93133 - DEC 20)
(BR. 8)

S-3 AVI BIOPHARMA INC, ONE S W COLUMBIA, STE 1105, PORTLAND, OR 97258
(503) 227-0554 - 928,577 (\$4,962,083) COMMON STOCK (FILE 333-93135 -
DEC. 21) (BR. 9)

SB-2 VITAFORT INTERNATIONAL CORP, 1800 AVE OF THE STARS STE 480, LOS ANGELES, CA 90067 (310) 552-6393 - 3,864,257 (\$1,186,104) COMMON STOCK. (FILE 333-93137 - DEC. 21) (BR. 4)

S-3 BANKATLANTIC BANCORP INC, 1750 E SUNRISE BLVD, FORT LAUDERDALE, FL 33304 (954) 760-5000 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 333-93139 - DEC. 21) (BR. 7)

S-8 OBJECT DESIGN INC, 25 MALL RD, BURLINGTON, MA 01803 (617) 674-5000 - 1,000,000 (\$10,100,000) COMMON STOCK. (FILE 333-93141 - DEC. 20) (BR. 3)

S-4 GB&T BANCSHARES INC, P O BOX 2760, 500 JESSE JEWELL PARKWAY S E, GAINSVILLE, GA 30503 - 712,038 (\$5,026,902.30) COMMON STOCK (FILE 333-93143 - DEC. 20) (BR. 7)

SB-2 DIAMOND POWERSPORTS INC, 10145 NW 46TH ST, SUNRISE, FL 33351 (954) 749-8606 - 4,000,000 (\$1,000,000) COMMON STOCK. (FILE 333-93145 - DEC. 21)

S-8 USA BIOMASS CORP, 52300 ENTERPRISE WAY, COACHELLA, CA 92236 (760) 398-9520 - 320,000 (\$1,300,000) COMMON STOCK. (FILE 333-93147 - DEC. 21) (BR. 4)

S-1 UNITED STATES TELECOMMUNICATIONS INC/FL, 5251 110TH AVENUE NORTH SUITE 118, CLEARWATER, FL 33760 (727) 572-7832 - \$29,677,218 COMMON STOCK. (FILE 333-93149 - DEC. 21) (BR. 7)

S-8 ENGAGE TECHNOLOGIES INC, 100 BRICKSTONE SQUARE, ANDOVER, MA 01810 (978) 684-3884 - 15,000,000 (\$428,714,801) COMMON STOCK. (FILE 333-93151 - DEC. 21) (BR. 8)

S-8 ENGAGE TECHNOLOGIES INC, 100 BRICKSTONE SQUARE, ANDOVER, MA 01810 (978) 684-3884 - 250,000 (\$7,525,000) COMMON STOCK. (FILE 333-93153 - DEC. 21) (BR. 8)

S-3 ESHARE TECHNOLOGIES INC/GA, 5051 PEACHTREE CORNERS CIRCLE, NORCROSS, GA 30092 (770) 239-4000 - 6,060,000 (\$51,992,188) COMMON STOCK (FILE 333-93155 - DEC. 21) (BR. 7)

S-3 HOST MARRIOTT CORP/, 10400 FERNWOOD ROAD DEPT 907, BETHESDA, MD 20817 (301) 380-9000 - 3,129,534 (\$24,938,474) COMMON STOCK (FILE 333-93157 - DEC. 21) (BR. 8)

S-3 SMITH CHARLES E RESIDENTIAL REALTY INC, 2345 CRYSTAL DR, CRYSTAL CITY ARLINGT, VA 22202 (703) 920-8500 - 2,597,403 (\$81,737,025.66) COMMON STOCK. (FILE 333-93159 - DEC. 21) (BR. 8)

S-3 THOMAS & BETTS CORP, 8155 TEB BOULEVARD, MEMPHIS, TN 38125 (901) 252-7766 - 85,566 (\$2,484,087.94) COMMON STOCK (FILE 333-93161 - DEC. 21) (BR. 5)

S-3 WESTFIELD AMERICA INC, 11601 WILSHIRE BLVD 12TH FLOOR, LOS ANGELES, CA 90025 (310) 445-2427 - 978,378 (\$12,290,873.62) COMMON STOCK. (FILE 333-93163 - DEC. 21) (BR. 8)

S-3 WESTFIELD AMERICA INC, 11601 WILSHIRE BLVD 12TH FLOOR, LOS ANGELES, CA 90025 (310) 445-2427 - 1,185,854 (\$14,897,290.87) COMMON STOCK. (FILE 333-93165 - DEC. 21) (BR. 8)

S-3 INFOSPACE COM INC, 15375- 90TH AVENUE N.E., REDMOND, WA 98052 (425) 882-1602 - 779,825 (\$112,294,800) COMMON STOCK (FILE 333-93167 - DEC. 21) (BR. 3)