

SEC NEWS DIGEST

Issue 98-40

March 2, 1998

RULES AND RELATED MATTERS

COMMISSION PROPOSES AMENDMENTS TO RULE 701

The Commission issued a release proposing amendments to Rule 701, which rule provides an exemption from Securities Act registration for certain securities transactions made for compensatory purposes by non-public companies. The proposed changes would simplify the rule's language, allow greater flexibility to issuers to rely on the exemption, and provide enhanced investor protection by requiring issuers to furnish purchasers information about the risks of the investment as well as unaudited financial statements. FOR FURTHER INFORMATION, CONTACT: Richard K. Wulff, Division of Corporation Finance, at (202) 942-2950. (Rel. 33-7511; File No. S7-5-98)

ENFORCEMENT PROCEEDINGS

IN THE MATTER OF ROBERT HARDY

On February 27, the Commission instituted and simultaneously settled administrative proceedings, pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934, Section 203(f) of the Investment Advisers Act and Section 9(b) of the Investment Company Act, against Robert Hardy (Hardy). Hardy consented to a bar from association with any broker, dealer, municipal securities dealer, investment adviser, or investment company with the right to re-apply for association with the above after five years from the date of entry of the Commission's administrative order (Order). The Order finds that on January 28, 1998, the U.S. District Court for the Southern District of Florida in SEC v. Ronald J. Mitchellette and Robert Hardy, Case No. 97-8064-CIV-HURLEY (S.D. Fla.) permanently enjoined Hardy, by consent, from further violations of Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and that Hardy willfully violated those provisions of the federal securities laws, based on Hardy's involvement in the fraudulent offering of securities by a registered investment adviser. The District Court also ordered Hardy to disgorge \$19,200 in ill-gotten gains, but

waived payment of all but \$5,000 due to Hardy's demonstrated inability to pay the full amount. (Rel. Nos. 34-39702; IA-1703; IC-23049; File No. 3-9547)

DANIEL GOODMAN ENJOINED AND BARRED FROM THE SECURITIES INDUSTRY

The Commission today announced that on February 27 Daniel E. Goodman of Plantation, Florida, consented, without admitting or denying the Commission's allegations, to a final judgment enjoining him from violations of the registration and antifraud provisions of the federal securities laws in connection with his role in the fraudulent offer and sale of three purported ostrich breeding partnerships. Goodman made and directed others to make misrepresentations in the offer and sale of those partnerships and participated in the misuse of the proceeds of the offering to pay expenses of the promoters and to compensate their principals and Goodman. As a result, investors lost nearly their entire investment in the purported ostrich partnerships. The judgment requires Goodman to pay disgorgement of \$68,140.32 plus prejudgment interest of \$27,721.71 representing his ill-gotten gains, but waives all but \$10,000 of the disgorgement based upon his demonstrated inability to pay. In related administrative proceedings, Goodman also consented without admitting or denying the Commission's findings, to a bar from the securities industry. (Rel. 34-39703; File No. 3-9548)

SELF-REGULATORY ORGANIZATIONS

EXTENSION OF TEMPORARY REGISTRATION AS A CLEARING AGENCY

The International Securities Clearing Corporation filed with the Commission pursuant to Section 19(a) of the Securities Exchange Act of 1934 a request for extension of its registration as a clearing agency under Section 17A of the Act. The Commission has extended such temporary approval through February 28, 1999. Publication of the notice and order is expected in the Federal Register during the week of March 2. (Rel. 34-39700; International Series Rel. 1122)

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

- F-7 FIRST DYNASTY MINES LTD, 7979 E TUFTS AVE, STE 410, DENVER, CO 80237
(303) 741-1000 - 18,794,272 (\$5,755,558) FOREIGN COMMON STOCK. (FILE
333-8348 - FEB. 17) (BR. 4)
- S-8 LUXOTTICA GROUP SPA, VIA VALCOZZENA 10, 32021 AGORDO BELLUNO, L6 -
150,000 (\$10,978,125) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE
333-8360 - FEB. 18) (BR. 1)
- S-3 AEROFLEX INC, 35 S SERVICE RD, PLAINVIEW, NY 11803 (516) -75-2-23 -
2,875,000 (\$31,538,750) COMMON STOCK. (FILE 333-46689 - FEB. 23) (BR. 6)
- S-8 PUMA TECHNOLOGY INC, 2550 N FIRST ST, STE 500, SAN JOSE, CA 95131
(408) 032-1076 - 1,003,949 (\$7,153,136.60) COMMON STOCK (FILE 333-46691 -
FEB 23) (BR 3)
- S-8 STATEN ISLAND BANCORP INC, 15 BEACH STREET, STATEN ISLAND, NY 10304
(718) 447-7900 - 722,309 (\$14,355,891) COMMON STOCK (FILE 333-46693 -
FEB. 23) (BR. 7)
- S-4 ALLEGHENY TELEDYNE INC, 1000 SIX PPG PLACE, PITTSBURGH, PA 15222
(412) 394-2800 - 21,645,214 (\$544,888,200) COMMON STOCK. (FILE 333-46695 -
FEB. 23) (BR. 6)
- S-8 CONOLOG CORP, 5 COLUMBIA RD, SOMERVILLE, NJ 08876 (908) 722-8081 -
100,000 (\$481,250) COMMON STOCK (FILE 333-46697 - FEB 23) (BR. 6)
- S-3 AMERICAN INDUSTRIAL PROPERTIES REIT INC, 6210 N BELTLINE RD, STE 170,
IRVING, TX 75063 (972) 756-6000 - 500,000,000 (\$500,000,000)
STRAIGHT BONDS. (FILE 333-46699 - FEB 23) (BR. 8)
- S-3 ADAC LABORATORIES, 540 ALDER DR, MILPITAS, CA 95035 (408) 321-9100 -
139,131 (\$3,156,882.39) COMMON STOCK. (FILE 333-46703 - FEB 23) (BR 1)
- S-8 ADVANCED ENERGY INDUSTRIES INC, 1625 SHARP POINT DR, FT COLLINS, CO
80525 (970) 221-4670 - 50,000 (\$781,250) COMMON STOCK (FILE 333-46705 -
FEB 23) (BR 6)
- S-3 HEALTH MANAGEMENT ASSOCIATES INC, 5811 PELICAN BAY BLVD, SUITE 500,
NAPLES, FL 33963 (941) 598-3131 - 300,000,000 (\$300,000,000)
STRAIGHT BONDS. (FILE 333-46707 - FEB 23) (BR. 1)
- S-4 KINDER MORGAN ENERGY PARTNERS L P, 1301 MCKINNEY ST, STE 3450, HOUSTON,
TX 77010 (713) 844-9500 - 11,325,900 (\$405,114,850) COMMON STOCK (FILE
333-46709 - FEB 23) (BR. 4)
- S-8 STEELCASE INC, 901 44TH ST, GRAND RAPIDS, MI 49508 (616) 247-2710 -
6,134,727 (\$206,126,828) COMMON STOCK. (FILE 333-46711 - FEB. 23) (BR. 6)
- S-8 STEELCASE INC, 901 44TH ST, GRAND RAPIDS, MI 49508 (616) 247-2710 -
1,500,000 (\$35,700,000) COMMON STOCK. (FILE 333-46713 - FEB 23) (BR. 6)
- S-8 CHINA FOOD & BEVERAGE CO, 82-66 AUSTIN ST, KEW GARDENS, NY 11415
(801) 575-8073 - 50,000 (\$34,500) COMMON STOCK. (FILE 333-46719 - FEB. 23)
(BR. 1)
- S-3 RSI SYSTEMS INC/MN, 7400 METRO BOULEVARD, SUITE 475, MINNEAPOLIS, MN
55439 (612) 896-3020 - 1,881,266 (\$5,173,482) COMMON STOCK. (FILE
333-46721 - FEB. 23) (BR 3)
- S-8 CHINA FOOD & BEVERAGE CO, 82-66 AUSTIN ST, KEW GARDENS, NY 11415
(801) 575-8073 - 50,000 (\$34,500) COMMON STOCK. (FILE 333-46723 - FEB 23)
(BR 1)
- S-8 CHINA FOOD & BEVERAGE CO, 82-66 AUSTIN ST, KEW GARDENS, NY 11415
(801) 575-8073 - 50,000 (\$34,500) COMMON STOCK (FILE 333-46727 - FEB 23)
(BR 1)

S-8 CHINA FOOD & BEVERAGE CO, 82-66 AUSTIN ST, KEW GARDENS, NY 11415
(801) 575-8073 - 50,000 (\$34,500) COMMON STOCK. (FILE 333-46729 - FEB. 23)
(BR. 1)

S-8 CHINA FOOD & BEVERAGE CO, 82-66 AUSTIN ST, KEW GARDENS, NY 11415
(801) 575-8073 - 50,000 (\$34,500) COMMON STOCK (FILE 333-46731 - FEB. 23)
(BR 1)

S-8 KEY ENERGY GROUP INC, TWO TOWER CTR TWENTIETH FL, EAST BRUNSWICK, NJ
08816 (908) 247-4822 - 3,000,000 (\$55,031,250) COMMON STOCK. (FILE
333-46733 - FEB 23) (BR 4)

S-8 WPL HOLDINGS INC, 222 W WASHINGTON AVE, MADISON, WI 53703 (608) 252-3311
- 1,200,000 (\$38,550,000) COMMON STOCK. (FILE 333-46735 - FEB 23)
(BR 4)

S-1 AVIS RENT A CAR INC, 900 OLD COUNTRY RD, GARDEN CITY, NY 11530
(516) 222-3000 - 5,750,000 (\$189,390,625) COMMON STOCK. (FILE 333-46737 -
FEB. 23) (BR. 5)

S-3 AIRGAS INC, 259 RADNOR-CHESETER ROAD, SUITE 100, RADNOR, PA 19087
(610) 687-5253 - 1,630,311 (\$26,034,110.30) COMMON STOCK. (FILE 333-46739
- FEB. 23) (BR 4)

N-2 LIBERTY ALL STAR EQUITY FUND, FEDERAL RESERVE PLZ, BOSTON, MA 02210
(617) 722-6000 - 4,318,134 (\$59,244,799)
COMMON SHARES OF BENEFICIAL INTEREST (FILE 333-46741 - FEB 23) (BR. 16)

S-8 LEADING EDGE PACKAGING INC, EMPIRE STATE BLDG,
350 FIFTH AVENUE SUITE 3922, NEW YORK, NY 10118 (212) 239-1865 - 312,500
(\$2,234,375) COMMON STOCK (FILE 333-46743 - FEB. 23) (BR. 2)

S-3 CHEMTRAK INC/DE, 929 E ARQUES AVE, SUNNYVALE, CA 94086 (408) 773-8156 -
4,266,600 (\$3,669,276) COMMON STOCK. (FILE 333-46745 - FEB 23) (BR 1)

S-3 SYLVAN LEARNING SYSTEMS INC, 1000 LANCASTER ST, BALTIMORE, MD 21202
(410) 843-8000 - \$25,775,412 COMMON STOCK (FILE 333-46747 - FEB 23)
(BR 7)

S-8 SEVEN SEAS PETROLEUM INC, 1990 POST OAK BLVD SUITE 960,
THIRD POST OAK CENTRAL, HOUSTON, TX 77056 (713) 622-8218 - 4,891,000
(\$115,549,875) COMMON STOCK (FILE 333-46749 - FEB. 23) (BR 4)

S-3 ALIANT COMMUNICATIONS INC, P O BOX 81309, 1440 M STREET, LINCOLN, NE
68501 (402) 474-2211 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE
333-46751 - FEB 23) (BR. 3)

S-3 ACCENT SOFTWARE INTERNATIONAL LTD, 28 PIERRE KOENIG ST,
JERUSALEM 91530 ISRA, L3 - 4,568,150 (\$3,069,796.80) COMMON STOCK. (FILE
333-46753 - FEB 24) (BR. 3)

RECENT 8K 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.
- Item 9 Regulation S Offerings

The following companies 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. 8-K reports 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: <public info @ sec>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT	
		1	2	3	4	5	6	7	8	9			
ADVANCED MACHINE VISION CORP	CA					X						01/01/98	
ADVANTA MORTGAGE LOAN TRUST 1997-4						X	X					01/31/98	
AIRPLANES LTD						X						02/27/98	
AIRPLANES US TRUST	DE					X						02/27/98	
ALKERMES INC	PA					X	X					02/27/98	
AMERICAN GENERAL HOSPITALITY CORP	MD		X		X	X						02/13/98	
AMERIPATH INC			X			X						02/13/98	
AMRESCO RESIDENTIAL SECURITIES CORP MORT LOAN TRUST 1998-1	NY		X			X						02/12/98	
APOGEE ENTERPRISES INC	MN					X	X					02/27/98	
APPLIED MICRO CIRCUITS CORP	DE					X						02/27/98	
ATLANTIC CITY ELECTRIC CO	NJ		X									02/28/98	
ATLANTIC ENERGY INC	NJ		X									02/28/98	
BANK JOS A CLOTHIERS INC /DE/	DE					X	X					01/21/98	
BANK OF NEW YORK CO INC	NY					X	X					02/27/98	
BANK ONE TEXAS NATIONAL ASSOCIATION						X	X					02/20/98	
BANK ONE TEXAS NATIONAL ASSOCIATION						X	X					02/20/98	
BANKNORTH GROUP INC /NEW/ /DE/	DE					X	X					02/17/98	
BAYHAWK ALES INC	DE					X						02/06/98	
BB&T CORP	NC					X						02/27/98	
BEAR STEARNS MORTGAGE SECURITIES IN C	DE					X	X					02/26/98	
BECKMAN INSTRUMENTS INC	DE					X	X					02/26/98	
BERTUCCIS INC	MA					X						02/13/98	
BIONUTRICS INC	NV							X				02/16/98	
BOMBARDIER CAPITAL MORTGAGE SECURIT IZATION CORP	VT	X										01/31/98	
BRODERBUND SOFTWARE INC /DE/	DE				X		X					02/20/98	
CAM DESIGNS INC	DE								X			02/12/98	
CATERPILLAR FINANCIAL FUNDING CORP	NV		X									02/25/98	
CATERPILLAR FINANCIAL FUNDING CORP	NV		X									02/25/98	
CENTERPOINT PROPERTIES TRUST	MD					X	X					12/24/97	AMEND
CENTRAL GARDEN & PET COMPANY	DE					X	X					02/17/98	
CENTRAL HUDSON GAS & ELECTRIC CORP	NY					X						02/10/98	
CENTURA SOFTWARE CORP	CA					X	X					02/18/98	
CHAMPION FINANCIAL CORP /MD/	UT							X				12/15/97	AMEND
CHANCELLOR MEDIA CORP OF LOS ANGELE	DE					X	X					02/23/98	
S													
CHANCELLOR MEDIA CORP/	DE					X	X					02/23/98	
CIMETRIX INC	NV		X									01/30/98	AMEND
CONNECT INC	DE					X						02/26/98	
CONNECT INC	DE					X	X					02/27/98	
COOPER COMPANIES INC	DE					X	X					02/25/98	
DALTEX MEDICAL SCIENCES INC	DE				X							02/20/98	
DELMARVA POWER & LIGHT CO /DE/	DE					X						02/27/98	
DISCOVER CARD MASTER TRUST I	DE					X	X					02/27/98	
EASTERN ENVIRONMENTAL SERVICES INC	DE					X	X					02/27/98	
EDUCATIONAL MEDICAL INC	DE					X	X					02/26/98	
EEX CORP	TX					X						02/27/98	
ELCOTEL INC	DE						X					03/31/98	AMEND
FARM FAMILY HOLDINGS INC	DE					X						02/26/98	
FINANCIAL ASSET SECURITIES CORP	DE					X	X					02/27/98	
FIRST FINANCIAL HOLDINGS INC /DE/	DE	X										02/27/98	
FIRST WESTERN BANCORP INC	PA		X									02/23/98	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
GLOBAL INTELICOM INC	NV					X					02/20/98	
GNI GROUP INC /DE/	DE								X		02/12/98	AMEND
GROSSMANS INC	DE			X				X			01/19/98	
GS MORTGAGE SECS CORP II COM MORT P AS THR CERT SRS 1997-GL 1	DE	X									02/15/98	
HEALTH & RETIREMENT PROPERTIES TRUS T	MD					X	X				02/27/98	
HELLER FINANCIAL INC	DE					X	X				02/26/98	
HICKOK INC	OH		X					X			02/17/98	
HONDA AUTO RECEIVABLES 1997-A GRANT OR TRUST	CA					X					01/31/98	
HONDA AUTO RECEIVABLES 1997-B GRANT OR TRUST	CA					X					01/31/98	
IMAGE GUIDED TECHNOLOGIES INC			X					X			02/27/98	AMEND
IMC SECURITIES INC	DE					X	X				02/25/98	
INFORMIX CORP	DE								X		02/27/98	
IVAX CORP /DE/	FL			X	X						02/27/98	
JOTAN INC	FL			X							03/31/98	
KELLSTROM INDUSTRIES INC	DE						X				09/10/97	AMEND
KEYCORP /NEW/	OH					X	X				02/17/98	
KEYCORP /NEW/	OH					X	X				02/17/98	
KILROY REALTY CORP	MD							X			12/17/97	AMEND
KILROY REALTY CORP	MD	X						X			01/13/98	
KIMBERLY CLARK CORP	DE					X					02/27/98	
LASERSIGHT INC /DE/	DE					X	X				02/27/98	
LCI INTERNATIONAL INC /VA/	DE					X					01/31/98	
LEHMAN ABS CORP	DE					X	X				02/25/98	
LEXMARK INTERNATIONAL GROUP INC	DE					X	X				02/18/98	
MAGELLAN HEALTH SERVICES INC	DE		X					X			02/12/98	
MAGNA GROUP INC	DE					X	X				02/22/98	
MANUGISTICS GROUP INC	DE		X					X	X		02/13/98	
MARLTON TECHNOLOGIES INC	NJ							X			12/31/97	AMEND
MATERIAL SCIENCES CORP	DE	X	X			X	X				12/15/97	AMEND
MECHANICAL TECHNOLOGY INC	NY		X								02/27/98	
MEHL BIOPHILE INTERNATIONAL CORP	DE					X	X				01/30/98	
MERRILL LYNCH DEPOSITOR INC	NY					X	X				02/20/98	
MERRIMAC INDUSTRIES INC	NY					X	X				02/25/98	
METRIC INCOME TRUST SERIES INC	CA							X			12/23/97	AMEND
MITEL CORP			X					X			02/12/98	
NATIONSLINK FUNDING CORP	DE					X	X				02/27/98	
NAVISTAR FINANCIAL SECURITIES CORP	DE					X	X				02/25/98	
NEENAH FOUNDRY CO	WI					X					02/27/98	
NORTHWEST NATURAL GAS CO	OR					X					02/27/98	
NYTEST ENVIRONMENTAL INC	DE	X	X	X	X	X	X				02/25/98	
OAKWOOD MORTGAGE INVESTORS INC	NC					X					02/26/98	
ORIGINAL ITALIAN PASTA PRODUCTS CO INC	MA		X					X			02/17/98	
PACIFIC BIOMETRICS INC	DE					X	X				02/20/98	
PALEX INC	DE		X					X			02/12/98	
PAN AM CORP /FL/	FL			X				X			02/26/98	
PATRIOT SCIENTIFIC CORP	DE					X	X				02/27/98	
PIEDMONT NATURAL GAS CO INC	NC					X	X				02/27/98	
PRIDE AUTOMOTIVE GROUP INC	DE							X			02/25/98	
PRIME GROUP REALTY TRUST	MD		X					X			12/15/97	AMEND
RURAL CELLULAR CORP	MN					X	X				02/13/98	
RURAL METRO CORP /DE/	DE							X			02/25/98	
SARATOGA BANCORP	CA					X					02/20/98	
SCHULT HOMES CORP	IN					X					02/25/98	
SCOTTS LIQUID GOLD INC	CO	X									02/27/98	
SEAGRAM CO LTD	CA		X					X			02/12/98	

NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT
	CODE	1	2	3	4	5	6	7	8	9		
SERACARE INC	DE		X		X	X					02/13/98	
SERVICEMASTER CO	DE					X					02/25/98	
SHENANDOAH TELECOMMUNICATIONS CO/VA	VA					X					02/26/98	
/												
SHERIDAN ENERGY INC	DE							X			12/15/97	AMEND
SI TECHNOLOGIES INC	DE		X				X				02/13/98	
SPARTA SURGICAL CORP	DE					X					02/25/98	
STERLING BANCSHARES INC	TX					X	X				02/17/98	
SWISHER INTERNATIONAL INC	NV			X							02/18/98	
TCSI CORP	NV		X								03/31/98	
TECHNICAL COMMUNICATIONS CORP	MA					X					02/17/98	
TENERA INC	DE					X					02/10/98	
TENGASCO INC	TN		X				X				02/12/98	
TEXAS UTILITIES CO /TX/	TX						X				02/26/98	
THINK NEW IDEAS INC	DE				X		X				02/13/98	AMEND
THOMAS GROUP INC	DE					X	X				02/24/98	
TITAN EXPLORATION INC	DE						X				12/12/97	AMEND
TODD AO CORP	DE				X						02/24/98	
UGI UTILITIES INC	PA					X					02/24/98	
ULTRA PAC INC	MN					X	X				02/27/98	
UNICOMP INC	CO				X						02/27/98	
UNOVA INC	DE					X	X				01/28/98	
USX CORP	DE					X	X				02/26/98	
VOLKSWAGEN CREDIT AUTO RECEIVABLES CORP	DE					X	X				02/16/98	
WASTE MANAGEMENT INC /DE/	DE					X	X				02/24/98	
WATER JEL TECHNOLOGIES INC	NY		X			X					02/20/98	
YELLOW GOLD OF CRIPPLE CREEK INC	CO		X								02/11/98	