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SEC NEWS DIGEST

Issue 2000-232

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COMMISSION ANNOUNCEMENTS

TRADING SUSPENDED IN NET TEL INTERNATIONAL, INC.

The Commission announced the temporary suspension of trading of the securities of Net Tel International, Inc., of Jericho, New York, at 1:30 p.m. on December 5, 2000, and terminating at 11:59 p.m. on December 18, 2000. The Commission temporarily suspended trading in the securities of Net Tel because of questions that have been raised about the accuracy and adequacy of publicly disseminated information concerning, among other things, letters of intent to acquire businesses entered into by Net Tel. (Rel. 34-43671)

ENFORCEMENT PROCEEDINGS

BROKER-DEALER AND PENNY STOCK BARS IMPOSED AGAINST DAVID COLEMAN

David S. Coleman has been barred from association with a broker or dealer and from participating in an offering of any penny stock. The order instituting and simultaneously settling these proceedings contained findings that Coleman had been enjoined from violations of the antifraud provisions of the federal securities laws in connection with his participation, from August 1996 through March 1997, in the manipulation of the price of American Image Motor Co. common stock. The order found that during this time, Coleman was a trader at a registered broker-dealer and that the injunction entered against him was based on his conduct in bidding for and purchasing the common stock of American Image while Coleman was participating in a distribution of those securities. In the injunctive action, Coleman was enjoined by the United States District Court for the Southern District of New York from further violations of Section 10(b) of Securities Exchange Act of 1934 and Rule 10b-5 thereunder and Rule 101 of Regulation M. Based on the injunction, Coleman consented to be (1) barred from participating in an offering of any penny stock; and 2) barred from association in any capacity with any broker or dealer. (Rel. 34-43661; File No. 3-10374)

COMPLAINT FILED AGAINST INTERSTATE TRANSFER COMPANY AND JANIS PATTERSON FOR VIOLATION OF COMMISSION'S CEASE AND DESIST ORDER

On November 29, 2000, the Commission filed a complaint against Interstate Transfer Company (ITC) and Janis A. Patterson (Patterson), ITC's president and owner, for violating an Order to Cease and Desist issued by the Commission against ITC and Patterson. In March 1999, the Commission ordered ITC and Patterson to cease and desist from violations of Sections 17(a)(3), 17(f)(2) and 17A(d) of the Securities Exchange Act of 1934 and Rules 17f-2, 17Ad-2, 17Ad-6, 17Ad-10, 17Ad-15 and 17Ad-16 thereunder, which are regulations governing the conduct of registered transfer agents. The March 1999 Order also fined Patterson \$5,000 for causing violations of those transfer agent provisions.

The complaint alleges that ITC and Patterson continued to violate virtually all of the regulations which were the subject of the Commission's 1999 Cease and Desist Order. The complaint requests that, pursuant to Section 21(e) of the Securities Exchange Act of 1934, the federal district court enforce the Commission's Cease and Desist Order, enjoin ITC and Patterson from further violations and impose civil penalties on the defendants for their violations of the Commission's Order. [SEC v. Interstate Transfer Company and Janis A. Patterson, Civil Action No. 2:00CV 928C, USDC, Utah] (LR-16814)

COURT ENTERS PERMANENT INJUNCTION, FREEZES ASSETS, AND APPOINTS A RECEIVER IN PAY TELEPHONE PONZI SCHEME

The Commission announced today that on December 1, it filed a civil action against LinkTel Communications, Inc. (LinkTel), T.P.C. Communications, Inc., and Jeffrey S. Altman. The defendants consented to an order, entered on December 1 by the Honorable Willis B. Hunt, United States District Judge for the Northern District of Georgia, permanently enjoining them from committing future violations of the registration and antifraud provisions of the federal securities laws. The order freezes the defendants' assets, orders an accounting, and appoints a Receiver for LinkTel and TPC.

The Commission's complaint alleges that the defendants engaged in a fraudulent scheme in which LinkTel raised more than \$6.4 million from more than 270 investors. The defendants offered and sold investment contracts in customer-owned, coin-operated telephones in units involving a telephone, site lease, lease/back agreement, and buy/back agreement that constitute securities. Although LinkTel is the source of lease payments on the telephones, investors were not told that LinkTel was losing money, had a negative net worth, and was dependent on revenue from new investors to sustain its operations. [SEC v. LinkTel Communications, Inc., Jeffrey S. Altman, and T.P.C. Communications, Inc., Civil Action File No. 1:00-CV-3169-WBH, N.D. Ga.] (LR-16816)

SAM ANTAR'S SPOUSE FOUND LIABLE IN FRAUDULENT TRANSFERS

The Commission announced today that the Honorable Harold A. Ackerman of the United States District Court for the District of New Jersey issued an order and opinion

finding that defendant Sam M. Antar made a series of fraudulent transfers to his spouse, Rose Antar, at times when he was insolvent as a result of the Commission's securities-fraud claims against him. In the opinion, issued on November 16, 2000, the Court held that the Commission was entitled to summary judgment with respect to the transfers, and that Rose Antar and two other transferees, the R.A.S. Partnership, L.P. and the S.T. Partnership, L.P., held the transferred assets in constructive trust for the benefit of the Commission. The Court held that a federal court has jurisdiction to set aside fraudulent transfers in a Commission enforcement action notwithstanding the absence of proof that the transferred assets were originally obtained by securities fraud. [SEC v. Sam M. Antar, et al., Civil Action No. 93-3988, HAA, D.N.J.] (LR-16817)

INVESTMENT COMPANY ACT RELEASES

NEW ENGLAND LIFE INSURANCE COMPANY, ET AL.

An order has been issued pursuant to Section 26(b) of the Investment Company Act to New England Life Insurance Company, New England Variable Annuity Separate Account, New England Variable Life Separate Account, The New England Variable Account, and Metropolitan Life Insurance Company (collectively, Section 26 Applicants) to permit certain registered unit investment trusts to substitute shares of the Putnam International Stock Portfolio of the Metropolitan Series Fund, Inc. (Metropolitan Series) for shares of the Morgan Stanley International Magnum Equity Series of the New England Zenith Fund (Zenith Fund) currently held by those unit investment trusts. The order also grants exemptions from Section 17(a) of the Act to the Section 26 Applicants, the Metropolitan Series, and the Zenith Fund to permit certain in-kind redemptions of portfolio securities in connection with the substitution. (Rel. IC-24779 – December 1)

NATIONS FUND TRUST, ET AL.

A notice has been issued giving interested persons until December 26 to request a hearing on an application filed by Nations Fund Trust, et al. for an order exempting applicants from Section 12(d)(1)(G)(i)(II) of the Investment Company Act. The order would permit funds of funds relying on Section 12(d)(1)(G) of the Act to invest in certain securities and other instruments. (Rel. IC-24781 – December 1)

ELFUN TRUSTS, ET AL.

A notice has been issued giving interested persons until December 26 to request a hearing on an application filed by Elfund Trusts, et al. for an order amending prior orders granted under Section 6(b) of the Investment Company Act. The order would expand the class of persons eligible to purchase shares of certain employees' securities companies to include certain specified immediate family members and grandchildren of eligible employees. In addition, the order would permit eligible employees to transfer shares of the employees' securities companies to estate planning vehicles formed for the benefit of lineal descendants of the eligible employees. (Rel. IC-24782 – December 1)

HOLDING COMPANY ACT RELEASES

NATIONAL FUEL GAS COMPANY, ET AL.

A notice has been issued giving interested persons until December 26 to request a hearing on 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 request authority, 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. 35-27288)

ALLEGHENY ENERGY, INC., ET AL.

A notice has been issued giving interested persons until December 26 to request a hearing on a proposal by 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). Applicants request authority for Potomac Edison and Genco 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. 35-27288)

MADISON GAS AND ELECTRIC COMPANY

A notice has been issued giving interested persons until December 26 to request a hearing on a request by Madison Gas and Electric Company (MG&E), Wisconsin electric utility, for approval under Sections 9(a)(2) and 10 of the Act of its proposed acquisition of: (i) membership interests in American Transmission Company, LLC, (Transco), a Wisconsin limited liability company that will be a single-purpose transmission company; and (ii) shares of ATC Management, Inc., a Wisconsin corporation created to manage Transco. (Rel. 35-27288)

SELF-REGULATORY ORGANIZATIONS

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change submitted by the Philadelphia Stock Exchange (SR-Phlx-00-96) to disengage its automatic execution system (AUTO-X) for a period of thirty seconds after the number of contracts automatically executed in a given option meets the AUTO-X minimum guarantee for

that option. Publication of the proposal is expected in the Federal Register during the week of December 4. (Rel. 34-43652)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-CSE-00-08) submitted by the Chicago Stock Exchange to include CSE Rule 11.9(u) and Interpretation .01 thereunder in the Minor Rule Violation Program. Publication of the order in the Federal Register is expected during the week of December 4. (Rel. 34-43653)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the International Securities Exchange (SR-ISE-00-14) to conform the exchange's listing procedures to those currently in place at the other options exchanges has become immediately 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 December 4. (Rel. 34-43659)

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

S-8 IMPERIAL TOBACCO GROUP PLC, UPTON RD, BRISTOL BS99 7UJ, X0 - 35,591 (\$689,753.58) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12886 - NOV. 20) (BR. 4)

S-8 MARCONI PLC, ONE BROTON ST, LONDON UNITED KINGDOM, W1X 8AQ, X0 00000 (011) 442-0749 - 10,000,000 (\$113,300,000) FOREIGN COMMON STOCK. (FILE 333-12888 - NOV. 20) (BR. 9)

F-3 LUXOTTICA GROUP SPA, VIA VALCOZZENA 10, 32021 AGORDO BELLUNO, L6 - 10,385,000 (\$145,078,450) FOREIGN COMMON STOCK. (FILE 333-12900 - NOV. 22) (BR. 5)

F-6 DBS LAND LTD /ADR/, BANK OF NEW YORK, 48 WALL ST, NEW YORK, NY 10286
 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE
 333-12902 - NOV. 22) (BR. 99)

S-8 TIOGA TECHNOLOGIES LTD, 32 NAHALAT YITZHAK STREET,
 TEL AVIV 67448 ISRAEL, L3 - 11,790,000 (\$32,422,500) FOREIGN COMMON
 STOCK.
 (FILE 333-12904 - NOV. 22) (BR. 7)

S-8 NOVA CHEMICALS CORP, 645 SEVENTH AVE SW, CALGARY, ALBERTA CANADA, A0
 (403) 750-3600 - 4,690,355 (\$92,048,216.87) FOREIGN COMMON STOCK.
 (FILE
 333-12910 - NOV. 24) (BR. 4)

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 - 1,026,829 (\$73,900,883.13) FOREIGN COMMON STOCK.
 (FILE
 333-12918 - NOV. 22) (BR. 3)

S-4 FIRST STERLING BANKS INC, 676 CHASTAIN ROAD, KENNESAW, GA 30144
 (770) 422-2888 - 1,238,400 (\$6,937,015) COMMON STOCK. (FILE 333-50762
 -
 NOV. 28) (BR. 7)

S-3 DRKOOP COM INC, 7000 NORTH MOPAC, C/O EMPOWER HEALTH CORP, AUSTIN,
 TX
 78731 (512) 726-5110 - 106,050,425 (\$73,174,793.25) COMMON STOCK.
 (FILE
 333-50768 - NOV. 28) (BR. 1)

S-3 ILLUMINET HOLDINGS INC, P O BOX 8, 4501 INTECCO LOOP, LACEY, WA
 98507
 (360) 493-6000 - 944,460 (\$24,496,932) COMMON STOCK. (FILE 333-50770 -
 NOV. 28) (BR. 7)

S-8 SAFENET INC, 8029 CORPORATE DRIVE, BALTIMORE, MD 21236 (410) 931-
 7500 -
 500,000 (\$19,969,000) COMMON STOCK. (FILE 333-50772 - NOV. 28) (BR. 7)

S-8 ISLE OF CAPRI CASINOS INC, 1641 POPPS FERRY RD, N/A, BILOXI, MS
 39532
 (228) 396-7044 - 2,150,000 (\$19,479,000) COMMON STOCK. (FILE 333-50774
 -
 NOV. 28) (BR. 5)

S-8 ISLE OF CAPRI CASINOS INC, 1641 POPPS FERRY RD, N/A, BILOXI, MS
 39532
 (228) 396-7044 - 650,000 (\$5,889,000)
 OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-50776 - NOV. 28)
 (BR. 5)

S-8 CORONADO INDUSTRIES INC, 16929 EAST ENTERPRISE DRIVE, SUITE 202,
 FOUNTAIN HILLS, AZ 85268 (602) 837-6810 - 400,000 (\$300,000) COMMON
 STOCK.
 (FILE 333-50778 - NOV. 28) (BR. 1)

S-3 DAIMLERCHRYSLER WHOLESALE RECEIVABLES LLC, 27777 FRANKLIN ROAD,
 SOUTHFIELD, MI 48034 (248) 948-3067 - 2,000,000,000 (\$2,000,000,000)
 EQUIPMENT TRUST CERTIFICATES. (FILE 333-50780 - NOV. 28) (BR. 7)

SB-2 CORPORATE DEVELOPMENT & INOVATION INC, 11229 LYON ROAD,
 DELTA BRITISH COLUMBIA, CANADA V4E 1J8, A1 00000 (604) 594-4459 -
 7,000,000 (\$70,000) COMMON STOCK. (FILE 333-50782 - NOV. 28) (NEW
 ISSUE)

S-3 GALAXY FOODS CO, 2441 VISCOUNT ROW, ORLANDO, FL 32809 (407) 855-5500
 -
 815,000 (\$3,182,575) COMMON STOCK. (FILE 333-50796 - NOV. 28) (BR. 4)

S-8 FAMILY ROOM ENTERTAINMENT CORP, 1041 NORTH FORMOSA AVENUE,
 MARY PICKFORD BUILDING SUITE 101, LOS ANGELES, CA 90046 (323) 850-2800
 -
 1,500,000 (\$1,500,000) COMMON STOCK. (FILE 333-50798 - NOV. 28) (BR.
 4)

S-8 DOLLAR THRIFTY AUTOMOTIVE GROUP INC, 5330 EAST 31ST STREET, TULSA,
 OK
 74135 (918) 660-7700 - 2,400,000 (\$46,272,000) COMMON STOCK. (FILE
 333-50800 - NOV. 28) (BR. 5)

S-3 KEYCORP /NEW/, 127 PUBLIC SQ, CLEVELAND, OH 44114 (216) 689-6300
 (FILE
 333-50802 - NOV. 28) (BR. 7)

S-8 INVESTMENT TECHNOLOGY GROUP INC, 380 MADISON AVE, 2ND FLOOR, NEW
 YORK,
 NY 10017 (212) 588-4000 - 19,353 (\$701,485.87) COMMON STOCK. (FILE
 333-50804 - NOV. 28) (BR. 7)

S-8 SEMPRA ENERGY, 101 ASH STREET, P O BOX 129400, SAN DIEGO, CA 92101
 (619) 696-2000 - 1,500,000 (\$179,850,000) COMMON STOCK. (FILE 333-
 50806 -
 NOV. 28) (BR. 2)

S-3 TECO ENERGY INC, TECO PLAZA, 702 N FRANKLIN ST, TAMPA, FL 33602
 (813) 228-4111 (FILE 333-50808 - NOV. 28) (BR. 2)

S-3 BOTTOMLINE TECHNOLOGIES INC /DE/, 155 FLEET ST, PORTSMOUTH, NH 03801
 (603) 436-0700 - 1,137,518 (\$29,291,088.50) COMMON STOCK. (FILE 333-
 50810
 - NOV. 28) (BR. 3)

S-3 SCHWAB CHARLES CORP, 120 KEARNEY STREET, SAN FRANCISCO, CA 94104
 (415) 627-7000 - 592,590 (\$15,999,930) COMMON STOCK. (FILE 333-50812 -
 NOV. 28) (BR. 7)

- S-8 UNITED AUTO GROUP INC, 13400 OUTER DRIVE WEST, DETROIT, MI 48239
(313) 592-7311 - 1,000,000 (\$7,290,000) COMMON STOCK. (FILE 333-50816
-
NOV. 28) (BR. 2)
- S-3 MONMOUTH REAL ESTATE INVESTMENT CORP, 125 WYCKOFF RD, PO BOX 335,
EATONTOWN, NJ 07724 (732) 542-4927 - 1,500,000 (\$7,500,000) COMMON
STOCK.
(FILE 333-50818 - NOV. 28) (BR. 8)
- S-3 DMC STRATEX NETWORKS INC, 170 ROSE ORCHARD WAY, SAN JOSE, CA 95134
(408) 943-0777 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE
333-50820 - NOV. 28) (BR. 7)
- S-11 INLAND RETAIL REAL ESTATE TRUST INC, C/O INLAND GROUP INC,
2901 BUTTERFIELD ROAD, OAK BROOK, IL 60523 (630) 218-8000 - 58,000,000
(\$562,001,600) COMMON STOCK. (FILE 333-50822 - NOV. 28) (BR. 8)
- S-3 ETOYS INC, 12200 W OLYMPIC BLVD, LOS ANGELES, CA 90064 (310) 664-
8100 -
60,467,480 (\$70,861,840) COMMON STOCK. (FILE 333-50824 - NOV. 28) (BR.
2)
- S-3 FRANKLIN TELECOMMUNICATIONS CORP, 733 LAKEFIELD RD, WESTLAKE
VILLAGE, CA
91361 (805) 373-8688 - 10,491,538 (\$3,934,327) COMMON STOCK. (FILE
333-50826 - NOV. 28) (BR. 3)
- S-4 CEDAR BRAKES I LLC, 1001 LOUISIANA STREET, HOUSTON, TX 77095
(713) 420-4757 - 310,600,000 (\$310,600,000) STRAIGHT BONDS. (FILE
333-50828 - NOV. 28) (NEW ISSUE)
- S-8 ACCORD NETWORKS LTD, 94 DERECH EM HAMASHAVOT, P.O. BOX 3654,
PETACH TIKVA, L3 00000 (972) 392-5144 - 5,797,734 (\$25,550,532.14)
FOREIGN COMMON STOCK. (FILE 333-50830 - NOV. 28) (BR. 3)
- S-8 DIAMOND TECHNOLOGY PARTNERS INC, 875 NORTH MICHIGAN AVE SUITE 3000,
CHICAGO, IL 60611 (312) 255-5000 - 7,750,000 (\$235,135,000) COMMON
STOCK.
(FILE 333-50834 - NOV. 28) (BR. 8)
- S-4 HANOVER COMPRESSOR CO /, 12001 N HOUSTON ROSSLYN, HOUSTON, TX 77086
(281) 447-8787 - 1,235,358 (\$40,149,135) COMMON STOCK. (FILE 333-50836
-
NOV. 28) (BR. 6)
- S-8 FONECASH INC, 90 PARK AVE, STE 1700, NEW YORK, NY 10016 - 600,000
(\$318,720) COMMON STOCK. (FILE 333-50838 - NOV. 28) (BR. 9)
- S-4 DOUBLECLICK INC, 450 W 33RD ST, 16TH FL, NEW YORK, NY 10001
(212) 683-0001 - 5,667,684 (\$72,474,685) COMMON STOCK. (FILE 333-50840
-
NOV. 28) (BR. 2)
- S-4 SYSCO CORP, 1390 ENCLAVE PKWY, HOUSTON, TX 77077 (281) 584-1390 -
15,000,000 (\$794,062,500) COMMON STOCK. (FILE 333-50842 - NOV. 28)
(BR. 4)

S-3 PARADIGM MEDICAL INDUSTRIES INC, 1127 WEST 2320 SOUTH STE A,
SALT LAKE CITY, UT 84119 (801) 977-8970 - 75,000 (\$562,500)
WARRANTS, OPTIONS OR RIGHTS. 2,787,024 (\$6,974,676) COMMON STOCK.
(FILE 333-50846 - NOV. 29) (BR. 5)