

# SEC NEWS DIGEST

Issue 98-217

November 10, 1998

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## COMMISSION ANNOUNCEMENTS

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### PUBLICATION OF FREQUENTLY ASKED QUESTIONS

The Commission issued a release publishing guidance in the form of Frequently Asked Questions to clarify some recurring issues raised by the Commission's earlier guidance to public companies regarding Year 2000 disclosure obligations. (Rel. 33-7609; 34-40649; International Series Rel. 1168)

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## ENFORCEMENT PROCEEDINGS

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### ORDER TO APPOINT NEW ADMINISTRATOR

The Commission announced that it ordered the appointment of a new Administrator of the Plan of Distribution previously approved in the matter of Oakwood Counselors, Inc. and Paul Sherman and ordered the release of the prior Administrator. The distribution of funds disgorged by Oakwood Counselors, Inc. pursuant to a settled cease and desist proceeding instituted by the Commission on February 10, 1997 has previously been approved by the Commission and has been completed. The new Administrator is Teresa M. Venezia. (File No. 3-9243)

### COMMISSION DISMISSES DISCIPLINARY ACTION AGAINST SCATTERED CORPORATION, LEON GREENBLATT, III, ANDREW JAHELKA, RICHARD NICHOLS, AND LAURA BRYANT

The Commission has dismissed Chicago Stock Exchange, Inc. (CHX) action against Scattered Corporation, Leon Aaron Greenblatt, III, Andrew Alvin Jahelka, Richard Owen Nichols, and Laura Bryant (Applicants). The alleged violations against Applicants included, among other things, market manipulation, illegal short sales, excessive trading and failure to keep accurate trading records, in connection with trading in LTV Corporation common stock after the company's bankruptcy reorganization plan was announced. The Commission did not base its decision on the merits of the case, but rather addressed the procedural fairness of the proceeding conducted by the CHX. The Commission found that there was not adequate

separation of prosecutorial and adjudicatory legal functions during the disciplinary proceeding conducted by CHX and that this compromised the fairness of the proceeding. (Rel. 34-40646; File No. 3-9212)

#### **COMMISSION SUSTAINS DISCIPLINARY ACTION AGAINST JAMES PRITULA**

The Commission has sustained NASD disciplinary action against James S. Pritula. The NASD found that Pritula caused Fin-Atlantic Securities, Inc. (FAS) to fail to maintain its minimum net capital requirement, failed to notify the NASD of FAS's net capital deficiency, failed to maintain current and accurate general ledger trial balance and net capital computations and caused FAS to file a materially inaccurate FOCUS report, Part I.

Pritula admitted that he knew when he filed the FOCUS report that a capital infusion had not actually been deposited, but he argued that he was entitled to include the infusion as capital along with certain accounts payable and commissions. The Commission concluded that Pritula was responsible for FAS's failure to comply with the Exchange Act and NASD Rules. The Commission further concluded that the sanctions imposed were neither excessive nor oppressive. (Rel. 34-40647; File No. 3-9555)

#### **COMMISSION DISMISSES APPEAL OF ROCKY MOUNTAIN POWER COMPANY, INC. FROM DENIAL OF NASDAQ INCLUSION**

The Commission has dismissed the appeal of Rocky Mountain Power Company, Inc. (Rocky Mountain or Company) from the decision of the National Association of Securities Dealers, Inc. (NASD) denying Rocky Mountain's application for inclusion of its securities in the Nasdaq SmallCap Market. In doing so, the Commission found that although Rocky Mountain made a good faith effort to meet the superseded inclusion standards, the Company's application for its stock's inclusion in the Nasdaq SmallCap Market was, as the NASD determined, premature. (Rel. 34-40648; File No. 3-9494)

#### **ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST LAWRENCE KNAPP**

The Commission has entered an Order Instituting Administrative Proceedings Pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934 (Order) against Lawrence M. Knapp (Knapp) of Arvada, Colorado. The Order alleges that Knapp admitted in a criminal plea agreement that he misappropriated \$37,269 in funds from two clients while associated with a broker-dealer. The Order further alleges that Knapp pled guilty to an information charging one count of wire fraud on July 15, 1997, and was sentenced by the United States District Court for the District of Colorado on September 23, 1997. The court sentenced Knapp to five months in prison and three years of probation, and ordered him to pay restitution (U.S. v. Lawrence Marvin Knapp, Case No. 97-CR-204-S, D. Colo. 1997). (Rel. 34-40650; File No. 3-9774)

## **PROCEEDINGS AGAINST STIRES & CO., INC. REMANDED**

The Commission has granted the unopposed motion of Stires & Co., Inc., now known as Stires, O'Donnell & Co., Inc., to remand its appeal of administrative proceedings to an administrative law judge for consideration of Stires' ability to pay the civil money penalty that the law judge imposed. (Rel. 34-40651; File No. 3-9120)

## **COMMISSION SUSTAINS NASD DISCIPLINARY ACTION AGAINST ROBERT WALLACE**

The Commission has sustained National Association of Securities Dealer's (NASD) action against Robert L. Wallace, a former registered principal and representative of Securities America, an NASD member firm. The NASD concluded that Wallace published an advertisement for viatical settlements in the Naples Daily News that was misleading and contained exaggerated and unwarranted representations, in violation of NASD advertising rules. The NASD censured Wallace, fined him \$5,000, suspended him and assessed costs.

The Commission found that the advertisement was misleading in that it stated that there was "no risk to principal" and it failed to disclose the considerable risk factors related to viatical settlements. The Commission also found that the rules under which Wallace had been charged were not limited to advertisements for securities, but provided standards applicable to all NASD member communications with the public. The Commission concluded that the sanctions imposed were neither excessive, oppressive nor unduly burdensome. (Rel. 34-40654; File No. 3-9549)

## **STERLING FOSTER & CO., INC. AND ADAM LIEBERMAN SETTLE FRAUD CHARGES**

The Commission announced that Sterling Foster & Company, Inc. (Sterling Foster), a registered broker-dealer, and Adam Lieberman, its president and a resident of Roslyn, New York, agreed to settle a previously filed civil action charging them and others with fraudulently obtaining \$75 million through a massive securities fraud by, among other things, using "boiler-room" sales practices to sell micro-cap securities.

In its complaint, the Commission alleges that Sterling Foster and Lieberman violated Section 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5 thereunder. In addition, the Commission alleges that Sterling Foster violated Section 15(c) of the Exchange Act and Rules 10b-3, 10b-6, 15c1-2 and 15c1-8; Lieberman violated Exchange Act Rule 10b-6 and is liable, as a controlling person, for Sterling Foster's violations of Sections 10(b) and 15(c) of the Exchange Act and Rules 10b-3, 15c1-2 and 15c1-8.

Sterling Foster and Lieberman have consented to the entry of final judgments that: (1) permanently enjoin Sterling Foster and Lieberman from further violations of the above cited provisions of the federal securities laws; and (2) order Sterling Foster and Lieberman to

disgorge \$75,000,000, waived down to \$11,496,064.21, including prejudgment interest, plus the proceeds of the sale, at fair market prices, of additional assets turned over to the United States government. The litigation is pending as to the other defendants. [SEC v. Sterling Foster & Company, Inc., Adam Lieberman, Craig Kellerman, Frank Monroig, and Dennis Rueb, No. 97. Civ. 1077, BSJ, SDNY] (LR 15971)

#### **TWO MEN AND TWO COMPANIES CHARGED IN CONNECTION WITH STERLING FOSTER & CO., INC. FRAUD**

The Commission filed yesterday a civil action in the United States District Court for the Southern District of New York charging two men and two companies that they controlled with fraudulently obtaining over \$8.6 million through their participation in a massive securities fraud involving the initial public offerings (IPOs) of five issuers, four of which were underwritten by Sterling Foster & Co., Inc. (Sterling Foster), a registered broker-dealer. The defendants allegedly deceived purchasers of securities in the five IPOs as the defendants knew or were reckless in not knowing that the prospectuses for the IPOs were materially false and misleading. The defendants are: Michael Krasnoff a/k/a Michael Krasnov (Krasnoff), age 44, of Rye, New York; Michael Lulkin (Lulkin), age 44, of Harrison, New York; MD Funding, Inc. (MD Funding), a corporation controlled by Krasnoff; and Special Equities, Inc. (Special Equities), a corporation controlled by Lulkin. The securities offered in the IPOs were those of Advanced Voice Technologies, Inc., Com/Tech Communications Technologies, Inc., Embryo Development Corp., Applewoods, Inc., and ML Direct, Inc.

In its complaint, the Commission seeks: (1) permanent injunctions prohibiting the defendants from violating the antifraud provisions of the federal securities laws (Section 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5); (2) disgorgement from the defendants of their ill-gotten gains plus prejudgment interest; and (3) civil penalties against the defendants. The litigation is pending. [SEC v. Michael Krasnoff a/k/a Michael Krasnov, Michael Lulkin, MD Funding, Inc. and Special Equities, Inc., No. 98. Civ. 8028, BSJ, SDNY] (LR 15972)

#### **SEC FILES INSIDER TRADING ACTION AGAINST THOMAS TOUSSAINT, MICHAEL SLAGLE AND ERWIN GEIGLE**

The Commission today announced the filing of a complaint for insider trading in the securities of Employee Benefit Plans, Inc. (EBP) against Thomas A. Toussaint, Michael C. Slagle and Erwin K. Geigle. EBP was a health care and insurance company headquartered in Minneapolis and the defendants are residents or former residents of Minnesota. The complaint, filed in the U.S. District Court in Minneapolis, alleges that Toussaint, the former head of EBP's underwriting department, tipped his friend and business associate Slagle to confidential information about merger negotiations involving EBP. Slagle then purchased EBP stock and tipped a business associate, Geigle, who also purchased EBP stock. The

defendants' tipping and insider trading resulted in total illicit profits of over \$269,000 and violated Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

According to the complaint, in the spring of 1995 Toussaint, a resident of Eden Prairie, Minnesota, learned confidential information regarding EBP merger negotiations with First Financial Management Corporation. Toussaint tipped Slagle, now residing in Guntersville, Alabama, about the negotiations and Slagle then bought 13,500 shares of EBP stock prior to EBP's May 15, 1995, public announcement that it was in merger negotiations. Pursuant to the merger announcement, EBP shareholders would receive new stock valued at a premium of 45% to EBP's May 15 share price. Slagle sold his stock after May 15 and realized a profit of \$61,230.

The complaint alleges further that Slagle tipped Geigle, a business associate and a resident of Wyzetta, Minnesota, about the confidential merger negotiations prior to the public announcement. Geigle purchased 6,000 shares of EBP stock and after the May 15 public announcement he sold those shares and realized a profit of \$27,232. Slagle recommended purchase of EBP securities to one other person and Geigle recommended purchase to seven other persons. These eight other persons realized profits of \$157,059 collectively; in this action the Commission is seeking disgorgement of these profits from the defendants.

The complaint seeks disgorgement, prejudgment interest and penalties from Toussaint, Slagle and Geigle, as well as an injunction against them for future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. [SEC v. Thomas A. Toussaint et al., USDC Minn. Case No. 98 CV 2406 DSD/JMM] (LR-15973)

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## INVESTMENT COMPANY ACT RELEASES

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### SIMMS FUNDS, ET AL.

A notice has been issued giving interested persons until November 27 to request a hearing on an application filed by Simms Funds, Simms Capital Management, Inc., Simms Partners (U.S.) L.P., Simms Partners (International) L.P., Robert A. Simms, and Thomas L. Melly for an order under Section 17(b) of the Investment Company Act exempting applicants from Section 17(a) of the Act. The order would permit certain limited partnerships to transfer their assets and liabilities to corresponding series of a new registered open-end management investment company in exchange for the series' shares. (Rel. IC-23526 - November 6)

### FUNDAMENTAL FUNDS, INC., ET AL.

A notice has been issued giving interested persons until November 27 to request a hearing on an application filed by Fundamental Funds,

Inc., et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act. The order would permit the implementation, without prior shareholder approval, of new investment advisory agreements (Interim Agreements) for a period beginning on the date the requested order is issued (Order Date) and continuing through the date the Interim Agreements are approved or disapproved by the shareholders of certain registered investment companies, but in no event longer than 120 days from the Order Date. The order also would permit the payment of all fees earned under the Interim Agreements following shareholder approval. (Rel. IC-23527 - November 6)

#### **NIKE SECURITIES L.P., ET AL.**

A notice has been issued giving interested persons until December 1, 1998, to request a hearing on an application filed by Nike Securities L.P. and First Trust Special Situations Trust (Trust) under Sections 6(c) and 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act to permit a terminating series of the Trust to sell portfolio securities to a new series of the Trust. (Rel. IC-23528 - November 6)

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#### **SELF-REGULATORY ORGANIZATIONS**

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##### **ACCELERATED APPROVAL OF PROPOSED RULE CHANGE**

The Commission granted accelerated approval to a proposed rule change submitted by the Chicago Board Options Exchange (SR-CBOE-98-43) relating to the continued listing of options on the Nasdaq-100 Index upon a change in the weighting methodology of the Nasdaq-100 Index. (Rel. 34-40642)

##### **IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE**

A proposed rule change (SR-PCX-98-44) filed by the Pacific Exchange relating to fees for exchange-sponsored hand held terminals 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 November 9. (Rel. 34-40644)

##### **PROPOSED RULE CHANGES**

The Chicago Board Options Exchange filed a proposed rule change (SR-CBOE-98-33) to modify its exercise advice procedures. Publication of the proposal is expected in the Federal Register during the week of November 9. (Rel. 34-40645)

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-98-78) to make permanent the Equity Option Hedge Exemption, which has been operating as a pilot program since 1990. Publication of the proposal is expected in the Federal Register

during the week of November 9. (Rel. 34-40652)

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## SECURITIES ACT REGISTRATIONS

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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.

- S-8 DONCASTERS PLC, 162 COTTAGE ST, SPRINGFIELD, MA 01101 - 18,100 (\$117,254.12) FOREIGN COMMON STOCK. (FILE 333-9548 - OCT. 26) (BR. 5)
- F-3 ORBITAL ENGINE CORPORATION LTD /WAA, 152-158 ST GEROGES TERRACE, LEVEL 43 CENTRAL PARK, PERTH WESTERN AUSTRALIA 6000, C3 - 61,000,000 (\$26,230,000) FOREIGN COMMON STOCK. (FILE 333-9550 - OCT. 27) (BR. 4)
- F-8 NORANDA FOREST INC, P O BOX 7 SUITE 4414, TORONTO DOMINION BANK TOWER, TORONTO ONTARIO CANADA M5K 1A1, A6 (416) 982-7444 - \$17,524,124.20 FOREIGN COMMON STOCK. (FILE 333-9562 - OCT. 29) (BR. 6)
- S-B EXPORT IMPORT BANK OF KOREA, 460 PARK AVE 20TH FL, NEW YORK, NY 10005 - \$3,000,000,000 FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 333-9564 - OCT. 29) (BR. 99)
- S-4 MAF BANCORP INC, 55TH ST & HOLMES AVE, CLARENDON HILLS, IL 60514 (630) 325-7300 - 3,625,000 (\$78,590,000) COMMON STOCK. (FILE 333-66693 - NOV. 03) (BR. 7)
- S-4 FCNB CORP, 7200 FCNB COURT, FREDERICK, MD 21703 (301) 662-2191 - 413,327 (\$9,609,853) COMMON STOCK. (FILE 333-66697 - NOV. 03) (BR. 7)
- S-4 OLD NATIONAL BANCORP /IN/, 420 MAIN ST, EVANSVILLE, IN 47708 (812) 464-1434 - 1,701,624 (\$24,703,749.44) COMMON STOCK. (FILE 333-66699 - NOV. 03) (BR. 7)
- S-8 CELL PATHWAYS HOLDINGS INC, 702 ELECTRONIC DRIVE, HORSHAM, PA 19044 (215) 706-3800 - 3,351,500 (\$27,968,499.36) COMMON STOCK. (FILE 333-66701 - NOV. 03) (BR. 1)
- S-8 ROBERTS PHARMACEUTICAL CORP, MERIDIAN CENTER II, 4 INDUSTRIAL WAY W, EATONTOWN, NJ 07724 (732) 389-1182 - 2,000,000 (\$43,880,000) COMMON STOCK. (FILE 333-66705 - NOV. 03) (BR. 1)
- S-8 TRIQUINT SEMICONDUCTOR INC, 2300 NE BROOKWOOD PARKWAY, HILLSBORO, OR 97124 (503) 615-9000 - 400,000 (\$6,775,000) COMMON STOCK. (FILE 333-66707 - NOV. 03) (BR. 5)
- S-4 MTL INC, 3108 CENTRAL DR, PLANT CITY, FL 33567 (813) 754-4725 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. 40,000,000 (\$40,000,000) FLOATING RATE NOTES. (FILE 333-66711 - NOV. 03) (BR. 5)
- S-8 PAINE WEBBER GROUP INC, 1285 AVE OF THE AMERICAS, NEW YORK, NY 10019 (212) 713-2000 - 6,000,000 (\$184,680,000) COMMON STOCK. (FILE 333-66713 - NOV. 03) (BR. 7)
- S-8 FORT JAMES CORP, 1650 LAKE COOK RD, PO BOX 89, DEERFIELD, IL 60015 (847) 317-5000 - 20,000,000 (\$20,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-66715 - NOV. 03) (BR. 4)

S-3 ODETICS INC, 1515 S MANCHESTER AVE, ANAHEIM, CA 92802 (714) 774-5000 - 55,245 (\$267,606.78) COMMON STOCK. (FILE 333-66717 - NOV. 03) (BR. 7)

S-8 DEFIANCE INC, 1111 CHESTER AVE STE 750, CLEVELAND, OH 44114 (216) 861-6300 - 500,000 (\$3,437,500) COMMON STOCK. (FILE 333-66719 - NOV. 03) (BR. 5)

S-8 CNB FINANCIAL CORP /NY/, 24 CHURCH ST, CANAJOHARIE, NY 13317 (518) 673-4221 - 199,900 (\$3,910,543.80) COMMON STOCK. (FILE 333-66721 - NOV. 03) (BR. 7)

S-8 WORLD ACCESS INC /NEW/, 945 EAST PACES FERRY ROAD, SUITE 2240, ATLANTA, GA 30326 (404) 231-2025 - 702,664 (\$15,502,525) COMMON STOCK. (FILE 333-66723 - NOV. 03) (BR. 5)

S-3 METZLER GROUP INC, 615 N WABASH, STE 500, CHICAGO, IL 60015 (847) 945-0001 - 4,887,500 (\$197,332,813) COMMON STOCK. (FILE 333-66725 - NOV. 03) (BR. 1)

S-3 MIDDLESEX WATER CO, 1500 RONSON RD, P O BOX 1500, ISELIN, NJ 08830 (732) 634-1500 - 517,000 (\$11,503,250) COMMON STOCK. (FILE 333-66727 - NOV. 03) (BR. 2)

S-8 99 CENTS ONLY STORE, 4000 EAST UNION PACIFIC AVE, CITY OF COMMERCE, CA 90023 (213) 980-8145 - 1,250,000 (\$53,250,537) COMMON STOCK. (FILE 333-66729 - NOV. 03) (BR. 2)

S-8 WORLD ACCESS INC /NEW/, 945 EAST PACES FERRY ROAD, SUITE 2240, ATLANTA, GA 30326 (404) 231-2025 - 1,790,705 (\$39,507,429) COMMON STOCK. (FILE 333-66731 - NOV. 03) (BR. 5)

S-8 PENWEST PHARMACEUTICALS CO, 2981 ROUTE 22, PATTERSON, NY 12563 (914) 878-3414 - 988,134 (\$5,810,227.92) COMMON STOCK. (FILE 333-66733 - NOV. 03) (BR. 1)

S-8 PITNEY BOWES INC /DE/, WORLD HEADQUARTERS 61-11, ONE ELMCROFT ROAD, STAMFORD, CT 06926 (203) 356-5000 - 18,000,000 (\$959,625,000) COMMON STOCK. (FILE 333-66735 - NOV. 03) (BR. 3)

S-3 SPECIALTY CHEMICAL RESOURCES INC, 9055 FREEWAY DR, MACEDONIA, OH 44056 (216) 468-1380 - 1,800,000 (\$1,800,000) STRAIGHT BONDS. (FILE 333-66737 - NOV. 03) (BR. 2)

S-8 PENWEST PHARMACEUTICALS CO, 2981 ROUTE 22, PATTERSON, NY 12563 (914) 878-3414 - 750,000 (\$4,410,000) COMMON STOCK. (FILE 333-66739 - NOV. 03) (BR. 1)

S-8 PENWEST PHARMACEUTICALS CO, 2981 ROUTE 22, PATTERSON, NY 12563 (914) 878-3414 - 2,660,000 (\$15,640,800) COMMON STOCK. (FILE 333-66741 - NOV. 03) (BR. 1)

S-8 REPUBLIC SECURITY FINANCIAL CORP, 4400 CONGRESS AVENUE, WEST PALM BEACH, FL 33407 (561) 840-1200 - 1,387,760 (\$12,360,084) COMMON STOCK. (FILE 333-66743 - NOV. 03) (BR. 7)

S-1 GOLDEN AMERICAN LIFE INSURANCE CO /NY/, 1001 JEFFERSON STREET, SUITE 400, WILMINGTON, DE 19801 ((30) 2) -576- - \$240,000,000 VARIABLE ANNUITY ISSUES. (FILE 333-66745 - NOV. 03) (BR. 20)

S-8 PENWEST PHARMACEUTICALS CO, 2981 ROUTE 22, PATTERSON, NY 12563 (914) 878-3414 - 228,000 (\$1,340,640) COMMON STOCK. (FILE 333-66747 - NOV. 03) (BR. 1)

S-4 RICHMOND COUNTY FINANCIAL CORP, 1214 CASTLETON AVENUE, STATEN ISLAND, NY 10310 (718) 448-2800 - 10,041,277 (\$143,150,359) COMMON STOCK. (FILE 333-66749 - NOV. 03) (BR. 7)

S-4 JWGENESIS FINANCIAL CORP /, 980 NORTH FEDERAL HIGHWAY, SUITE 210, BOCA RATON, FL 33432 (561) 338-2800 - 49,900 (\$260,498.84) COMMON STOCK. (FILE 333-66751 - NOV. 03) (BR. 8)

- S-8 OEA INC /DE/, 34501 E QUINCY AVE, DENVER, CO 80250 (303) 693-1248 -  
650,000 (\$7,068,750) COMMON STOCK. (FILE 333-66753 - NOV. 03) (BR. 5)
- S-3 SAKS INC, 750 LAKESHORE PARKWAY, BIRMINGHAM, AL 35211 (205) 941-4000 -  
1,550,000 (\$31,676,730) COMMON STOCK. (FILE 333-66755 - NOV. 03) (BR. 2)
- S-8 SAKS INC, 750 LAKESHORE PARKWAY, BIRMINGHAM, AL 35211 (205) 941-4000 -  
733,977 (\$14,999,999.36) COMMON STOCK. (FILE 333-66759 - NOV. 04) (BR. 2)
- S-4 DIME COMMUNITY BANCSHARES INC, 209 HAVEMEYER ST,  
C/O DIME SAVINGS BANK OF WILLIAMSBURGH, BROOKLYN, NY 11211 (718) 782-6200  
- 1,967,267 (\$28,918,211) COMMON STOCK. (FILE 333-66761 - NOV. 04)  
(BR. 7)
- S-4 SOUTHTRUST CORP, 420 N 20TH ST, BIRMINGHAM, AL 35203 (205) 254-5000 -  
253,546 (\$5,182,458.05) COMMON STOCK. (FILE 333-66763 - NOV. 04) (BR. 7)