# SEC NEWS DIGEST

Issue 98-4

January 7, 1998

#### ENFORCEMENT PROCEEDINGS

PROCEEDINGS AGAINST D.E. WINE INVESTMENTS, INC., W. RANDAL MILLER, KENNETH KARPF, AND DUNCAN WINE REMANDED FOR FURTHER FINDINGS

The Commission has remanded administrative proceedings against D.E. Wine Investments, Inc., of Houston, Texas, W. Randal Miller, Kenneth Karpf and Duncan Wine, all of whom were principals of the firm. An administrative law judge had found that the firm had charged retail customers fraudulent markdowns and markups on the purchase and sale of three different securities in 1992 and 1993.

The Commission found that the law judge's analysis of the firm's pricing of these securities conflicted with prior Commission holdings. The Commission therefore remanded the matter for further factual findings and a revised analysis that conforms to Commission precedent. (Rel. 34-39517; File No. 3-8543)

#### COMMISSION DISMISSES PROCEEDING AGAINST RITA VILLA

The Commission dismissed an administrative proceeding against Rita Villa, the controller and chief accounting officer of First Capital Holdings Corp. Villa was charged with causing First Capital to violate Sections 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 13a-1 and 12b-20.

The law judge who heard this proceeding granted Villa's motion for a "directed verdict." The Commission determined that the law judge's action was permissible under its former Rules of Practice. The Commission stated that it expected its revised Rule of Practice 250, which governs summary disposition, would guide any summary disposition of the remaining cases pending under the former Rules of Practice. The Commission determined that the record did not support a finding of liability. (Rel. 34-39518; File No. 3-8527)

# SEC v. SUSAN HIRSCH, ET AL.

The United States District Court for the District of Georgia entered final judgments on December 29, 1997, against Susan L. Hirsch, Gregory M. Hirsch, Danny B. Kaminsky, Lewis A. Kooden, Daniel H. Klugman and Michael D. Kooden in an insider trading case brought by

the Securities and Exchange Commission. The judgments permanently enjoin the defendants from future violations of Sections 10(b) and 14(e) of the Securities Exchange Act of 1934, and Rules 10b-5 and 14e-3 thereunder, and require the defendants, collectively, to pay \$604,704 in disgorgement of illegal trading profits, civil penalties and prejudgment interest. Defendants consented to the final judgments without admitting or denying the allegations against them. [SEC v. Susan L. Hirsch et al., Civil Action No. CV 497-060, WM, S.D. Ga.] (LR-15607)

JAMES COBBAN, JAMES ROBINSON AND JONATHAN BENNETT ARE PERMANENTLY ENJOINED

The Commission announced that on December 18, 1997, Final Judgments of Permanent Injunctions were entered against James C. Cobban (Cobban), James M. Robinson (Robinson) and Jonathan D. Bennett (Bennett) by the United States District Court for the Southern District of Florida. The Final Judgments enjoin Cobban and Robinson from future violations of Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rules 10b-5 and 13b2-2, promulgated thereunder, and enjoins Bennett from future violations of Section 10(b) of the Exchange Act and Rule 10b-5, thereunder. Judgments did not order the defendants to pay civil penalties based on their demonstrated financial inability to pay. The defendants directors of former officers and International Corp., f/k/a Mobile Services Technologies, Communications & International Corp. (Mobile Services), a mobile telecommunications company formerly based in Boca Raton, Florida. The defendants consented to the entry of the Final Judgments without admitting or denying the Commission's allegations.

The Commission's complaint, filed on July 3, 1996, alleged that Mobile Services made false filings with the Commission during fiscal years 1993 and 1994. Specifically, the complaint alleged that Mobile Services valued certain franchise rights as exceeding \$4 million, when, in truth, these franchise rights were worthless; the allegedly overvalued assets represented over 80 percent of Mobile Services' assets. The complaint alleged that the defendants knew that the franchisor was defunct, with the result that the franchise rights were materially impaired when the filings were made. complaint also alleged that Cobban and Robinson made false and misleading statements and omissions to Mobile Services' independent auditor in connection with his audit of the company's 1993 financial [SEC v. International Communications & Technologies, Corp., F/K/A Mobile Services International Corp., James C. Cobban, James M. Robinson and Jonathan D. Bennett, Civil Action No. 96-8490-CIV-HURLEY/LYNCH] (LR-15608; AAE Rel. 1004)

COMPLAINT FILED AGAINST STEVEN SAMBLIS AND NEW STOCK, INC.

The Commission announced that on January 5 it filed a complaint in U.S. District Court for the Middle District of Florida in Orlando against Steven Samblis and his corporation New Stock, Inc. (NSI). According to the SEC's complaint, Defendant Samblis is a resident of

the Orlando, Florida area and self-professed stock picker. The SEC alleges that Samblis, together with co-defendant NSI, is passing himself off as an independent and impartial stock picker when, in fact. he is nothing more than a paid pitch man for the companies he In its complaint, the SEC alleges that in October 1997 published Samblis а magazine, New Stock, enthusiastically recommended the securities of certain publicly-traded companies without disclosing that he had been paid at least \$20,000 to make these recommendations. The SEC also alleges that Samblis was paid to issue thousands of E-mails over the Internet regarding these same securities. The SEC learned of Samblis' activities when detected by the Enforcement Division's Internet Surveillance program.

The SEC is seeking an expedited hearing and preliminary injunction because it appears that Samblis is about to violate the securities laws again in connection with the forthcoming January 1998 issue of New Stock.

The complaint charges Samblis and NSI with violating Section 17(b) of the Securities Act of 1933. Section 17(b) makes it illegal for any person to distribute any publication recommending a security while being paid to do so without fully disclosing that he has been or will be paid for recommending the stock and the amount he has been or will be paid. In addition to a preliminary injunction, the SEC seeks a permanent injunction against Samblis and NSI, disgorgement of ill-gotten profits, and civil money penalties. [SEC v. Steven Samblis and New Stock, Inc., Case No. 98-001-CIV-ORL-22-C.] (LR-15609)

PERMANENT INJUNCTIONS ENTERED AGAINST FORMER KINLAW SECURITIES CORP. SALESMEN

The Commission announced that Final Judgments of Permanent Injunction and Other Equitable Relief were entered in United States District Court in Dallas, Texas, against Dyke Ferrell and Bret L. Boteler on December 18, 1997, and against James B. Boswell and Cecil E. Glass III on December 23, 1997, enjoining them from future violations of the federal securities laws. The defendants consented to the entry of the final judgments without admitting or denying the allegations contained in the Commission's First Amended Complaint. All the defendants are former sales representatives of the now defunct Kinlaw Securities Corporation, a broker dealer formerly registered with the Commission which offered and sold securities in the form of investment contracts involving interests in oil and gas drilling ventures.

The Commission's First Amended Complaint alleged that in the offer and sale of the oil and gas drilling ventures, the defendants made material misrepresentations and omissions of material fact concerning, among other things, the risks and expected returns associated with the oil and gas investments, the costs to drill and complete oil and gas wells, and the success of prior oil and gas wells, all in violation of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange

Act of 1934, and Rule 10b-5 thereunder. [SEC v. Kinlaw Securities Corp., et al., 3:93-CV-2010-T, USDC, ND/TX] (LR-15610)

COMMISSION OBTAINS FINAL JUDGMENT AND ORDER OF PERMANENT INJUNCTION AGAINST CHICAGO PARTNERSHIP BOARD, INC. AND JAMES FRITH

The Commission obtained a Final Judgment and Order of Permanent Injunction on December 15, 1997 from the United States District Court for the Northern District of Illinois permanently enjoining Chicago Partnership Board, Inc. (CPB) and its owner, James Frith (Frith) from violating the antifraud, customer protection and books and records provisions of the federal securities laws.

The Commission's complaint alleged that from approximately May 1996 through December 1997, Frith fraudulently diverted at least \$3.4 million in funds owed to CPB's brokerage customers in connection with transactions in limited partnership units, and used those funds for a variety of personal and business expenses. The complaint of alleged that in order to disquise the effect misappropriation, Frith personally assumed approximately \$3.4 million in liabilities to sellers, and improperly removed those liabilities from CPB's books. In doing so, CPB failed to maintain sufficient funds in a special reserve account required for the protection of customers and failed to maintain the legally required amount of net capital. In addition, the complaint alleged that CPB and Frith submitted false reports based on CPB's inaccurate books and records to the Commission on an annual basis, and the National Association of Securities Dealers on a monthly and quarterly basis. [SEC v. James Frith and Chicago Partnership Board, Inc., Defendants and Adbot, Inc., Relief Defendant, USDC, ND Ill., No. 97 C 8440] (LR-15611)

## INVESTMENT COMPANY ACT RELEASES

ADVANTUS CAPITAL MANAGEMENT, INC., ET AL.

A notice has been issued giving interested persons until January 26 to request a hearing on an application filed by Advantus Capital Management, Inc. and Advantus Series Fund, Inc. (formerly MIMLIC Series Fund, Inc.) for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act and Rule 18f-2 under the Act, and from certain disclosure requirements under the Act. The order would permit applicants to enter into and materially amend investment management agreements with subadvisers without obtaining shareholder approval, and grant relief from certain disclosure requirements regarding advisory fees paid to the subadvisers. (Rel. IC-22991 - January 5)

#### INVESTMENT ADVISERS ACT RELEASES

#### THOMSON TECHNICAL DATA CORPORATION

An order has been issued on an application filed by Thomson Technical Data Corporation under Section 203A(c) of the Investment Advisers Act granting an exemption from Section 203A(a) of the Act. The order permits Thomson Technical Data Corporation to register with the SEC as an investment adviser. (Rel. IA-1691 - January 6)

#### INTERACTIVE DATA CORPORATION

An order has been issued on an application filed by Interactive Data Corporation under Section 203A(c) of the Investment Advisers Act granting an exemption from Section 203A(a) of the Act. The order permits Interactive Data Corporation to register with the SEC as an investment adviser. (Rel. IA-1692 - January 6)

## HOLDING COMPANY ACT RELEASES

## ENTERGY CORPORATION, ET AL.

A memorandum opinion and order has been issued authorizing Entergy Corporation (Entergy), a registered holding company, and its wholly owned subsidiary company, Entergy Power Marketing Corporation (EPMC), to engage in brokering and marketing of energy commodities. In addition, the order authorizes Entergy to make capital contributions to EPMC in an aggregate principal amount of up to \$20 million and to provide guarantees to EPMC in an aggregate principal amount of up to \$150 million. (Rel. 35-26812)

## SELF-REGULATORY ORGANIZATIONS

### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission has granted accelerated approval to a proposed rule change (SR-CHX-97-34) filed by the <u>Chicago Stock Exchange</u> relating to extending a pilot program for with respect to the trading of Nasdaq/NM securities until March 31, 1998. Publication of the order is expected in the <u>Federal Register</u> the week of January 5. (Rel. 34-39512)

## APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change submitted by the <u>National Association of Securities Dealers</u> (SR-NASD-97-21) relating to the registration category, study outline and specifications for the Series 55 examination for equity traders. (Rel. 34-39516)

#### 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-6 MISR INTERNATIONAL BANK SAE /ADR, 48 WALL ST, C/O BANK OF NEW YORK,
  NEW YORK, NY 10286 (212) 815-2009 10,000,000 (\$500,000)
  DEPOSITARY RECEIPTS FOR COMMON STOCK (FILE 333-8144 DEC 24) (BR 99
   NEW ISSUE)
- F-3 ASE TEST LTD, 10 WEST FIFTH ST, NANTZE EXPORT PROCESSING ZONE, KAOHSIUNG TAIWAN REPUBLIC CHIN, F5 - 1,500,000 (\$96,937,500) FOREIGN COMMON STOCK. (FILE 333-8152 - DEC. 30) (BR 1)
- S-8 EUROPEAN AMERICAN RESOURCES INC, 1212 COURT STR #C2, STE 3660, CLEARWATER, FL 34616 (801) 262-5511 - 250,000 (\$287,500) COMMON STOCK. (FILE 333-8154 - DEC. 30) (BR 4)
- S-8 ESHED ROBOTEC 1982 LTD, 14 RAOUL WALLENBERG ST, RAMAT HACHAYAL, TEL AVIV ISRAEL 61282, L3 (212) 732-3200 - 405,000 (\$202,500) FOREIGN COMMON STOCK (FILE 333-8158 - DEC. 30) (BR. 6)
- F-3 MADGE NETWORKS NV, TRANSPOLIS SCHIPHOL AIRPORT, POLARIS AVE 23, HOOFDDORP NETHERLAND, P7 (408) 955-0700 5,000,000 (\$20,625,000) FOREIGN COMMON STOCK (FILE 333-8184 DEC. 29) (BR. 3)
- S-1 LJL BIOSYSTEMS INC, 404 TASMAN DR, SUNNYVALE, CA 94089 2,875,000 (\$37,375,000) COMMON STOCK (FILE 333-43529 DEC. 31) (BR. 1)
- S-8 COMMUNITY WEST BANCSHARES /, 5827 HOLLISTER AVE, GOLETA, CA 93117 456,427 (\$8,215,686) COMMON STOCK (FILE 333-43531 DEC 31) (BR 7)
- S-4 VMARK SOFTWARE INC, 50 WASHINGTON ST, WESTBOROUGH, MA 01581 (508) 366-3888 7,114,212 (\$55,135,143) COMMON STOCK. (FILE 333-43533 DEC 31) (BR 3)
- S-1 BAYARD DRILLING TECHNOLOGIES INC, 4005 NW EXPRESSWAY, SUITE 550E, OKLAHOMA CITY, OK 73116 (405) 840-9550 2,955,000 (\$41,000,625) COMMON STOCK (FILE 333-43535 DEC 31) (BR. 4)
- S-8 CASELLA WASTE SYSTEMS INC, 25 GREENS HILL LANE P O BOX 866, RUTLAND, VT 05701 (802) 775-0325 150,000 (\$90,000) COMMON STOCK. (FILE 333-43537 DEC 31) (BR 4)
- S-8 CASELLA WASTE SYSTEMS INC, 25 GREENS HILL LANE P O BOX 866, RUTLAND, VT 05701 (802) 775-0325 260,000 (\$492,750) COMMON STOCK. (FILE 333-43539 DEC 31) (BR 4)
- S-8 CASELLA WASTE SYSTEMS INC, 25 GREENS HILL LANE P O BOX 866, RUTLAND, VT 05701 (802) 775-0325 609,635 (\$7,260,727.50) COMMON STOCK. (FILE 333-43541 DEC 31) (BR 4)

- S-8 CASELLA WASTE SYSTEMS INC, 25 GREENS HILL LANE P O BOX 866, RUTLAND, VT 05701 (802) 775-0325 50,000 (\$1,168,750) COMMON STOCK. (FILE 333-43543 DEC. 31) (BR. 4)
- S-8 DAKOTA TELECOMMUNICATIONS GROUP DELAWARE INC, 29705 453RD AVENUE, IRENE, SD 57037 (605) 263-3301 40,000 (\$96,800) COMMON STOCK (FILE 333-43545 DEC. 31) (BR. 3)
- S-8 MARCUM NATURAL GAS SERVICES INC/NEW, WORLD TRADE CTR, 1675 BROADWAY STE 2200, DENVER, CO 80202 (303) 592-5555 - 200,000 (\$108,000) COMMON STOCK (FILE 333-43547 - DEC 31) (BR 6)
- S-4 EXTENDICARE HEALTH SERVICES INC, 105 W MICHIGAN ST, MILWAUKEE, WI 53203 (414) 271-9696 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 333-43549 DEC 31) (BR. 1 NEW ISSUE)
- S-4 PEOPLES HERITAGE FINANCIAL GROUP INC, ONE PORTLAND SQ, P O BOX 9540, PORTLAND, ME 04112 (207) 761-8500 16,815,868 (\$736,703,177 08) COMMON STOCK (FILE 333-43551 DEC 31) (BR. 7)
- S-4 NATIONAL EQUIPMENT SERVICES INC, 1800 SHERMAN AVENUE, EVANSTON, IL 60201 (847) 733-1000 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-43553 DEC. 31) (BR 7 NEW ISSUE)
- S-3 WHOLE FOODS MARKET INC, 601 N LAMAR BLVD, STE 300, AUSTIN, TX 78703 (512) 477-4455 1,188,204 (\$56,297,106) COMMON STOCK (FILE 333-43555 DEC 31) (BR 2)
- S-8 FTP SOFTWARE INC, 100 BRICKSTONE SQUARE 5TH FL, ANDOVER, MA 01810 ((97) 8) -685- - 5,690,338 (\$17,026,095.27) COMMON STOCK (FILE 333-43557 - DEC 31) (BR. 3)
- S-8 PHYSICIAN COMPUTER NETWORK INC /NJ, 1200 THE AMERICAN RD, MORRIS PLAINS, NJ 07950 (973) 490-3100 4,300,000 (\$26,999,914 50) COMMON STOCK (FILE 333-43559 DEC 31) (BR 3)
- N-2 VAN KAMPEN AMERICAN CAPITAL SENIOR FLOATING RATE FUND,
  ONE PARKVIEW PLAZA, OAKBROOK TERRACE, IL 60181 (630) 684-6000 100,000,000 (\$1,000,000,000) COMMON SHARES OF BENEFICIAL INTEREST (FILE
  333-43561 DEC 31) (BR 17)
- S-8 BAXTER INTERNATIONAL INC, ONE BAXTER PKWY, DEERFIELD, IL 60015 (708) 948-2000 - 25,000 (\$1,203,907) COMMON STOCK (FILE 333-43563 - DEC 31) (BR 1)
- S-3 BEAR STEARNS COMPANIES INC, 245 PARK AVE, NEW YORK, NY 10167 (212) 272-2000 (FILE 333-43565 DEC 31) (BR. 8)
- S-8 GRAHAM FIELD HEALTH PRODUCTS INC, 400 RABRO DR E, HAUPPAUGE, NY 11788 (516) 582-5800 50,000 (\$765,625) COMMON STOCK (FILE 333-43567 DEC. 31) (BR 1)
- S-8 AMERADA HESS CORP, 1185 AVENUE OF THE AMERICAS, NEW YORK, NY 10036 (212) 997-8500 2,000,000 (\$102,187,600) COMMON STOCK. (FILE 333-43569 DEC 31) (BR 4)
- S-8 AMERADA HESS CORP, 1185 AVENUE OF THE AMERICAS, NEW YORK, NY 10036 (212) 997-8500 2,000,000 (\$102,187,600) COMMON STOCK. (FILE 333-43571 DEC 31) (BR 4)
- S-3 HOSPITALITY PROPERTIES TRUST, 400 CENTRE ST, NEWTON, MA 02158 (617) 964-8389 (FILE 333-43573 - DEC 31) (BR. 8)
- S-8 TURNER CORP, 375 HUDSON ST, NEW YORK, NY 10014 (212) 229-6000 500,000 (\$12,593,750) COMMON STOCK (FILE 333-43577 DEC 31) (BR. 6)
- S-8 HEALTH SYSTEMS DESIGN CORP, 1330 BROADWAY SUITE 1200, OAKLAND, CA 94612 (510) 763-2629 300,000 (\$2,175,000) COMMON STOCK (FILE 333-43579 DEC 31) (BR 3)
- S-8 MEDIQ INC, ONE MEDIQ PLZ, PENNSAUKEN, NJ 08110 (609) 665-6300 900,000 (\$8,653,777.36) COMMON STOCK. (FILE 333-43581 DEC. 31) (BR. 7)

- S-3 VANDERBILT MORTGAGE & FINANCE INC, 4726 AIRPORT HIGHWAY, LOUISVILLE, TN 37777 (423) 970-7200 - 1,500,000,000 (\$1,500,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 333-43583 - DEC 31) (BR 8)
- S-3 PAINE WEBBER GROUP INC, 1285 AVE OF THE AMERICAS, NEW YORK, NY 10019 (212) 713-2000 1,200,000 (\$40,200,000) COMMON STOCK (FILE 333-43585 DEC. 31) (BR 8)
- SB-2 AMERICAN ACCESS TECHNOLOGIES INC, 238 N WESTMONTE DR #210, ALTAMONTE SPRINGS, FL 32714 (407) 865-7696 - 1,030,000 (\$12,030,400) COMMON STOCK. (FILE 333-43589 - DEC. 31) (BR 3)
- SB-2 BROOKLYN HEIGHTS BANCORP, 186 MONTAGUE STREET, BROOKLYN, NY 11201 (718) 855-3555 608,350 (\$6,083,500) COMMON STOCK. (FILE 333-43591 DEC. 31) (NEW ISSUE)
- S-8 LITHIA MOTORS INC, 360 E JACKSON ST, MEDFORD, OR 97501 (541) 776-6899 250,000 (\$3,562,500) COMMON STOCK. (FILE 333-43593 DEC. 31) (BR. 2)
- S-8 COMPAQ COMPUTER CORP, 20555 S H 249, HOUSTON, TX 77070 (713) 370-0670 370,000 (\$19,864,375) COMMON STOCK. (FILE 333-43595 DEC 31) (BR. 3)
- S-8 TOPPS CO INC, ONE WHITEHALL STREET, NEW YORK, NY 10004 (212) 376-0300 900,000 (\$900,000) COMMON STOCK (FILE 333-43597 DEC. 31) (BR 5)
- S-8 STYLING TECHNOLOGY CORP, 2390 EAST CAMELBACK ROAD, SUITE 435, PHOENIX, AZ 85016 (602) 955-3353 400,000 (\$5,226,549 61) COMMON STOCK (FILE 333-43599 DEC 31) (BR 2)
- S-8 AFP IMAGING CORP, 250 CLEARBROOK RD, ELMSFORD, NY 10523 (914) 592-6100 - 1,650,000 (\$2,888,500) COMMON STOCK (FILE 333-43601 - DEC. 31) (BR 5)
- S-8 AIRNET SYSTEMS INC, 3939 INTERNATIONAL GATEWAY, COLUMBUS, OH 43219 (614) 237-9777 200,000 (\$3,968,000) COMMON STOCK (FILE 333-43605 DEC 31) (BR. 5)
- S-8 HORIZON PHARMACIES INC, 275 W PRINCETON DR, PRINCETON, TX 75407 (972) 736-2424 - 180,000 (\$1,947,600) COMMON STOCK. (FILE 333-43607 - DEC 31) (BR 9)
- S-3 NATIONSLINK FUNDING CORP, NATIONSBANK CORPORATE CTR, 100 NORTH TYRON ST, CHARLOTTE, NC 28255 (704) 386-5000 2,000,000,000 (\$2,000,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE (FILE 333-43609 DEC. 31) (BR 8)
- S-3 HA LO INDUSTRIES INC, 5980 W TOUHY AVE, NILES, IL 60714 (708) 647-2300 1,034,006 (\$26,170,691 86) COMMON STOCK (FILE 333-43611 DEC 31) (BR. 2)
- S-8 C3 INC /NC/, 3800 GATEWAY GLVD, SUITE 310, MORRISVILE, NC 27560 (919) 468-0399 1,377,045 (\$12,100,708) COMMON STOCK (FILE 333-43613 DEC 31) (BR. 2)
- S-3 NATIONAL OILWELL INC, 5555 SAN FELIPE, HOUSTON, TX 77056 (713) 960-5100
   800,000 (\$24,150,000) COMMON STOCK. (FILE 333-43615 DEC. 31) (BR 6)
- S-8 FIRST CHARTER CORP /NC/, 22 UNION ST N, PO BOX 228, CONCORD, NC 28026 (704) 788-0482 150,000 (\$3,544,500) COMMON STOCK. (FILE 333-43617 DEC. 31) (BR. 7)
- S-4 UNITED DEFENSE INDUSTRIES INC, 1525 WILSON BLVD, SUITE 700, ARLINGTON, VA 22209 (703) 312-6100 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 333-43619 DEC 31) (NEW ISSUE)
- S-3 PHARMACYCLICS INC, 995 EAST ARQUES AVE, SUNNYVALE, CA 94086 (408) 774-0330 - 2,012,500 (\$44,903,906 25) COMMON STOCK. (FILE 333-43621 - DEC 31) (BR. 1)
- SB-2 SUMMA METALS CORP /NV/, 28281 CROWN VALLEY PKWY, STE 225, LAGUNA NIGUEL, CA 92677 (714) 348-9749 COMMON STOCK (FILE 333-43623 DEC 31) (BR 9)

- S-3 FLEET FINANCIAL GROUP INC, ONE FEDERAL STREET, BOSTON, MA 02211 (617) 292-2000 93,168 (\$6,810,021.79) COMMON STOCK (FILE 333-43625 DEC. 31) (BR. 7)
- S-3 BIGMAR INC, 9711 SPORTSMAN CLUB RD, JOHNSTOWN, OH 43031 (614) 966-5800 761,905 (\$2,571,430) COMMON STOCK. (FILE 333-43627 DEC. 31) (BR 1)
- S-8 PEOPLES BANCORP INC, 138 PUTNAM ST, P O BOX 738, MARIETTA, OH 45750 (740) 374-6109 50,000 (\$2,162,500) COMMON STOCK (FILE 333-43629 DEC. 31) (BR 7)
- S-8 CARETENDERS HEALTH CORP, 100 MALLARD CREEK RD, STE 400, LOUISVILLE, KY 40207 (502) -89-9-53 100,000 (\$700,000) COMMON STOCK (FILE 333-43631 DEC 31) (BR 1)
- S-8 COMPUTER LEARNING CENTERS INC, 11350 RANDOM HILLS RD, STE 240, FAIRFAX, VA 22030 (703) -35-9-77 200,000 (\$10,925,000) COMMON STOCK (FILE 333-43633 DEC. 31) (BR. 7)
- S-8 CASELLA WASTE SYSTEMS INC, 25 GREENS HILL LANE P O BOX 866, RUTLAND, VT 05701 (802) 775-0325 2,328,135 (\$54,420,156) COMMON STOCK (FILE 333-43635 DEC. 31) (BR. 4)
- S-4 FIRST UNITED BANCSHARES INC /AR/, MAIN & WASHINGTON STREET,
  P O BOX 751, EL DORADO, AR 71730 (501) 863-3181 1,570,000 (\$28,759,000)
  COMMON STOCK. (FILE 333-43637 DEC 31) (BR. 7)
- S-3 FIRST INDUSTRIAL REALTY TRUST INC, 311 S WACKER DRIVE, CHICAGO, IL 60606 (312) 704-9000 (FILE 333-43641 DEC. 31) (BR 8)
- S-4 DOANE PRODUCTS CO, W 20TH ST & STATE LINE RD, JOPLIN, MO 64801 (417) 624-6166 - 1,200,000 (\$41,040,000) PREFERRED STOCK (FILE 333-43643 - DEC 31) (BR 2)
- S-4 KITTY HAWK INC, P O BOX 612787, 1515 W 20TH ST, DALLAS/FORT WORTH IN, TX 75261 (214) 456-2220 340,000,000 (\$340,000,000) STRAIGHT BONDS (FILE 333-43645 DEC 31) (BR 5)
- S-8 KIMBERLY CLARK CORP, P O BOX 619100, DFW AIRPORT STATION, DALLAS, TX 75261 (214) 281-1200 15,000,000 (\$719,550,000) COMMON STOCK. (FILE 333-43647 JAN. 02) (BR 4)
- S-2 ROANOKE GAS CO, 519 KIMBALL AVE NE, ROANOKE, VA 24016 (703) 983-3800 181,500 (\$3,573,735) COMMON STOCK. (FILE 333-43649 JAN 02) (BR 4)
- S-4 MERCANTILE BANKSHARES CORP, 2 HOPKINS PLZ, PO BOX 1477, BALTIMORE, MD 21203 (410) 237-5900 677,198 (\$20,133,096.54) COMMON STOCK (FILE 333-43651 JAN. 02) (BR 7)

#### 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>.

	STATE	:		8	K :	m	M	NO.				
NAME OF ISSUER	CODE	1	2	3	4	5	6	7 8	9	DATE	C	OMMENT
ABIGAIL ADAMS NATIONAL BANCORP INC	DE					х				12/31/	97	
ADVANCED DEPOSITION TECHNOLOGIES IN	DE		X					X		12/20/	97	
AEI INCOME & GROWTH FUND XXI LTD PA	MIN		x							12/23/	97	
AFFILIATED COMPUTER SERVICES INC	DE					х		X		12/08/	97	
ALLEN TELECOM INC	DE					x		x		01/05/		
ALLIED GROUP INC	IA		х			••				12/18/		
ALLIED LIFE FINANCIAL CORP	IA					х				12/18/		
AMERICAN CRAFT BREWING INTERNATIONA L LTD			x			X		x		12/22/		
AMERICAN MOBILE SATELLITE CORP	DE					х				12/30/	97	
AMERICAN RESTAURANT PARTNERS L P	DE					х		х		12/22/		
AMERUS LIFE HOLDINGS INC	IA							x		10/23/		AMEND
AMRESCO RESIDENTIAL SECURITIES CORP MORT LOAN TRUST 1997-1	NY					x		x		12/26/		
AMRESCO RESIDENTIAL SECURITIES CORP MORT LOAN TRUST 1997-3	DE					x		x		12/26/	97	
AMRESCO RESIDENTIAL SECURITIES CORP	NY					x		x		12/26/	97	
MORTGAGE LOAN TR 1997-2										( (		
AMTROL INC /RI/	RI	Х						37		12/22/		3.14Th.
APPLIED VOICE TECHNOLOGY INC /WA/	WA							X		01/05/		
APPLIED VOICE TECHNOLOGY INC /WA/ ASR INVESTMENTS CORP	wa Md							x x		01/06/		
	DE									10/27/		AMEND
ASSET-BACKED FLOATING RATE CERTIFIC ATES SERIES 1997-AQ1								х		12/26/		
ASSET-BACKED FLOATING RATE CERTIFIC	DE							Х		12/26/	97	
ATES SERIES 1997-LB4										,_ ,_ ,		
ATLANTIC CITY ELECTRIC CO	NJ	Х								01/06/		
AVIVA PETROLEUM INC /TX/	TX					X		х		12/31/		
BANYAN STRATEGIC REALTY TRUST	MA					X		X		12/15/		
BENEFICIAL MORTGAGE SERVICES INC	DE	X								12/29/		
BENEFICIAL MORTGAGE SERVICES INC	DE	Х				.,				12/29/		
BIBB CO /DE	DE					X		Х		12/29/		
BIOSYS INC /CA/	DE		**			X		.,		01/06/9		
BLACK HAWK GAMING & DEVELOPMENT CO INC	co		X			х		x		01/06/		
BONNEVILLE PACIFIC CORP	DE			X		X				02/28/9		
BURLINGTON RESOURCES INC	DE							Х		10/22/9		AMEND
CAPITOL HOME EQU LN TR 1990-1 CA HM EQ LN AS BK CE SE 1990-1	MD					х				12/31/9	97	
CAPITOL REVOLVING HOME EQUITY LOAN TRUST 1996-1						X				12/22/9	97	
CERTRON CORP	CA		X							01/02/9	98	
CHASE MANHATTAN BANK USA	DE					X		x		12/02/9	7	
CHASE MANHATTAN BANK USA	DĒ					X		x		12/02/9	97	
CHATEAU COMMUNITIES INC	MID					X		x		01/05/9	97	
CHATEAU COMMUNITIES INC	MD					X		X		01/05/9	8	
CHROMATICS COLOR SCIENCES INTERNATIONAL INC	NY					X	;	х		12/19/9	97	
CLASSNOTES INC	NJ							x		12/24/9	7	
COMPUTER OUTSOURCING SERVICES INC	NY		X							12/19/9		
CONCURRENT COMPUTER CORP/DE	DE					х				12/19/9		
CONTEMPRI HOMES INC	DE							X		12/15/9		
CONTIMORTGAGE HOME EQUITY TRUST 199 7-5		:	X				:	х		12/30/9	7	

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NAME OF ISSUER	CODE				7 8	9	DATE (	COMMENT
CONTINENTAL AMERICAN TRANSPORTATION INC	co		х				10/14/91	7 AMEND
CORPORATE OFFICE PROPERTIES TRUST I NC	MIN			x	x		01/01/98	3
COYOTE NETWORK SYSTEMS INC	DE				х	х	12/23/97	7
CREDIT SUISSE FIRST BOSTON MORT SEC	DE	Х					12/22/9	7
U CORP SERIES 1997-C1								
CRESCENT REAL ESTATE EQUITIES LTD P ARTNERSHIP	DE				х		01/06/98	3
CRI HOTEL INCOME PARTNERS L P	DE	X					12/19/97	7
CRYOMEDICAL SCIENCES INC	DE		Х		Х		12/31/97	7
DAIN RAUSCHER CORP	DE			X			01/02/98	3
DAYTON HUDSON RECEIVABLES CORP	MN			X			01/05/98	
DEL MONTE FOODS CO	MD	X			X		12/19/97	,
DELTAPOINT INC	CA	NO I	TEMS	;			11/20/97	AMEND
DESIGNS INC	DE			Х			01/05/98	3
DIGITAL PRODUCTS CORP	FL		X				12/25/97	,
DURA PHARMACEUTICALS INC/CA	DE	X		X	Х		12/19/97	7
DYNATECH CORP	MA			X	Х		12/20/97	7
EASTERN AIR LINES INC	DE		X				11/30/97	7
EG&G INC	MA			X			12/29/97	7
EMPIRE FUNDING HOME LOAN OWNER TRUS T 1997-5	DE			Х			12/22/97	7
EMPIRE FUNDING HOME LOAN OWNER TRUS T 1997-5	DE			х	Х		12/22/97	,
ENDOREX CORP	DE			X			01/05/98	3
ENSERCH CORP	TX				Х		01/06/98	3
EQUITY ONE ABS INC	DE			X			12/29/97	,
EQUIVANTAGE HOME EQUITY LN ASSET BK D CERT SERIES 1997-03 TR	NY				Х		12/26/97	,
EQUIVANTAGE HOME EQUITY LOAN ASSET BACKED CERT SRS 1997-02 T	NY				Х		12/26/97	1
EUROMED INC	NJ	X			x		12/08/97	'
FAIRFIELD COMMUNITIES INC	DE	X		X	Х		12/19/97	'
FARREL CORP	DE	Х					12/19/97	
FFP PARTNERS L P	DE	X					12/22/97	
FIGGIE INTERNATIONAL INC /DE/	DE			Х			12/31/97	
FINET HOLDINGS CORP	DE			X			12/31/97	
FIRST ALLIANCE MORTGAGE LOAN TRUST 1997-4	CA	х			х		12/22/97	
FIRST CHARTER CORP /NC/	NC	X			Х		12/22/09	
FIRST UNION DIRECT BANK N A				X	X		12/15/97	'
FIRST UNION MASTER CREDIT CARD TRUS				Х	Х		12/15/97	,
FP BANCORP INC	CA			X			01/06/98	l
FRESH JUICE CO INC	DE			X	Х		03/31/96	
GENERAL MOTORS ACCEPTANCE CORP	NY			X			01/05/98	;
GLENBOROUGH REALTY TRUST INC	MD	Х					01/06/98	1
GMAC COMMERCIAL MORTGAGE SECURITIES INC	DE	х					12/15/97	,
GMAC COMMERCIAL MORTGAGE SECURITIES INC	DE	х			X		12/23/97	•
GOODRICH B F CO	NY	x			X		12/22/97	
GREEN A P INDUSTRIES INC	DE			X	x		11/13/97	,
GREY ADVERTISING INC /DE/	DE			X			12/23/97	,
GTE SOUTHWEST INC	DE				x		01/05/98	
HARMONIC LIGHTWAVES INC	DE	X			х		01/06/98	
HARRIS FINANCIAL INC	PA			Х			12/22/97	1
HARSCO CORP	DE				λ		10/06/97	AMEND
HEALTHY PLANET PRODUCTS INC	DE			X			12/11/97	1
HEARTLAND PARTNERS L P	DE			X	x		01/05/98	

	STAT	B		81	K :	m	eM.	NO.				
NAME OF ISSUER	CODE	1	2	3	4	5	6	7 8	9	DATE	COMMENT	ı
HEFTEL BROADCASTING CORP	DE					X		X		01/06/9	98	
HELLER FUNDING CORP	DE					X		X		12/26/9	97	
HIGHWOODS FORSYTH L P	NC					X				12/22/9	97	
HIGHWOODS PROPERTIES INC	MD					X		X		12/22/9	97	
HOST FUNDING INC			X					Х		10/21/9	7 AMEND	
HUDSON FOODS INC	DE					X		X		01/02/9	98	
IMC GLOBAL INC	DE		X			X		X		12/22/9	97	
IMPERIAL HOLLY CORP	TX		X					X		12/22/9	97	
INTEGRATED MEASUREMENT SYSTEMS INC /OR/	OR					Х	Х			10/28/9	97	
INTEGRATED MEASUREMENT SYSTEMS INC /OR/	OR					X	X			01/05/9	8	
INTERAMERICAS COMMUNICATIONS CORP	NV		X			X		x		12/23/9	7	
INTERLAKE CORP	DE		Х					X		01/05/9	8	
INTERNATIONAL BANCSHARES CORP	TX					X		X		12/29/9	7	
INTRATEL GROUP LTD	DE				X					01/06/9	8	
IP TIMBERLANDS LTD	TX							х		01/06/9	8	
JACOR COMMUNICATIONS INC	DE		х					X		10/23/9	17	
JAVELIN SYSTEMS INC	DE		х					х		12/22/9	7	
K N ENERGY INC	KS	Х								01/05/9	8	
KANSAS CITY POWER & LIGHT CO	MO			X						12/19/9	7	
KEY CONSUMER ACCEPTANCE CORP	DÈ					Х		x		12/03/9	7	
LA TEKO RESOURCES LTD	A1					x				12/29/9	7	
LIFE FINANCIAL HOME LOAN OWNER TRUS	DE							х		12/26/9	7	
T SERIES 1997-2 TRUST												
LS CAPITAL CORP	DE								х	12/24/9	7	
LUKENS INC	DE					х		х		01/04/9	8	
MACERICH CO	MD		X					x		12/19/9	7	
MACERICH CO	MD		x					x		12/19/9	7 AMEND	
MAS ACQUISITION I CORP	DE	х									7 AMEND	
MEDIMMUNE INC /DE	DE					х				01/05/9	8	
MEDITRUST CORP	DE					х		х		01/04/9		
MEDITRUST OPERATING CO	DE					х		х		01/04/9	8	
MERIT SECURITIES CORP	VA					Х		х		12/23/9	7	
MERRILL LYNCH MORTGAGE INVESTORS IN	DE	Х								12/20/9	7	
C METLIFE CAPITAL EQUIPMENT LOAN TRUS	DE					х		x		12/22/9	7	
TS METRIC INCOME TRUST SERIES INC	CA		x					x		12/23/9	7	
MIRAGE RESORTS INC	NV		^			x		x X		12/23/9		
MONEYGRAM PAYMENT SYSTEMS INC	DE					A X		x X				
		v				^		^		12/24/9		
MORGAN J P COMMERCIAL MORTGAGE FINA NCE CORP	DE	X								12/25/9		
MORGAN STANLEY CAPITAL I INC	DE	X								12/15/9		
MORGAN STANLEY CAPITAL I INC	DE	X								12/22/9		
MORTGAGE CAPITAL FUNDING INC	DE	X								12/22/9		
MULTIMEDIA GAMES INC	TX					X		X		12/31/9		
NACT TELECOMMUNICATIONS INC	UT					X		X		01/02/9		
NATIONAL DATA CORP	DE		X					X		12/15/9		
NETSCAPE COMMUNICATIONS CORP	DE					X				01/05/9	8	
NEW ENGLAND INVESTMENT COMPANIES L	DE		X				:	X		12/31/9	7	
NEWRIDERS INC	NV								X	12/12/9	7	
NOBLE INTERNATIONAL LTD	MI					X	:	X		12/22/9	7	
NORWEST ASS SEC CORP MORT PAS THR C	MD						:	X		12/26/9	7	
ERT SER 1997-02 TRUST NORWEST ASS SEC CORP MORT PAS THR C	DE							x		12/26/9	7	
ERT SER 1997-03 TRUST NORWEST ASSET SEC CORP MORT PASS TH	NTV											
R CERT SER 1997-15 TRUST	NY							K		12/26/9	,	

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SALOMON BROS MORT SEC VII INC MOR P A THR CERT SE 1997 HUD-1	DE	х			06	/25/9	97
SALOMON BROS MORT SEC VII INC MOR P A THR CERT SE 1997 HUD-1	DE	x			07	//25/9	17
SALOMON BROS MORT SEC VII INC MOR P A THR CERT SE 1997 HUD-1	DE	x			08	/25/9	77
SALOMON BROS MORT SEC VIIINC AST BK FL RTE CER SE 1997-LB5	DE			X	12	/26/9	7
SALOMON BROTHERS MORT SEC VII INC A SST BACK CERT SE 1997-LB2	DE			x	12	/26/9	7
SALOMON BROTHERS MRT SEC VII INC AS T BK FL RT CRT SR 1997LB3	DE			х	12	/26/9	7
SAXON ASSET SECURITIES CO	VA	х			11	/25/9	7
SAXON ASSET SECURITIES TRUST 1997-1	VA	х			12	/26/9	7
SAXON ASSET SECURITIES TRUST 1997-2	VA	х			12	/26/9	7
SBC COMMUNICATIONS INC	DE		Х	X	01	/04/9	8
SCHULT HOMES CORP	IN	х			01	/06/9	8
SCOTTS LIQUID GOLD INC	CO	X			01	/05/9	8
SEARCH FINANCIAL SERVICES INC	DE		Х		12	/30/9	7
SEMICONDUCTOR PACKAGING MATERIALS C O INC	DE		X			/06/9	
SHERIDAN ENERGY INC	DE	Х		х .	12	/31/9	7
SL GREEN REALTY CORP	MD	х	X		01	/05/9	8 AMEND
SMARTALK TELESERVICES INC	CA	х		Х	12	/22/9	7
SMITH CHARLES E RESIDENTIAL REALTY INC	MD			Х	10	/03/9	7 AMEND
SNAKE EYES GOLF CLUBS INC	ID		Х	Х	12	/18/9	7
SOFTWARE ARTISTRY INC	IN		x	x	12	/18/9	7
SCURCE ONE MORTGAGE SERVICES CORP	DE			Х	12	/29/9	7
SOURCE ONE MORTGAGE SERVICES CORP	DĒ			х	12	/29/9	7
SOUTHEAST ACQUISITIONS I L P	DE		X		12	/29/9	7 AMEND
SOUTHEAST ACQUISITIONS II LP	DE	2	X		12	/29/9	7 AMEND
SOUTHEAST ACQUISITIONS II LP	DE	2	K		12	/29/9	7 AMEND
SOUTHEAST ACQUISITIONS III L P	DE	2	K		12	/29/9	7 AMEND
SOUTHERN NEW ENGLAND TELECOMMUNICAT IONS CORP	CT		Х	Х	01	/05/9	8
SOUTHERN NEW ENGLAND TELEPHONE CO	CT		Х	X	01	/06/9	8
SOUTHERN PACIFIC SEC AS CORP MTG LN AS BK PA TH CE SR 1997-2	NY			Х	12	/26/9	7
SOUTHERN PACIFIC SEC AS CORP MTG LN AS BK PA TH CE SR 1997-3	NY			X	12	/26/9	7
SOUTHERN PACIFIC SECURED ASSETS COR	CA	х		X	12	/04/9	7
STIFEL FINANCIAL CORP	DE		X		12	/31/9	7
STREAMLOGIC CORP	DE	x		X	12	/22/9	7
TRUCTURED ASSET SEC CORP MORT PASS THR CERT SERIES 1997-4	NY		х	X	12	/31/9	7
SUPERIOR BANK FSB	IL		х	Х	12,	/26/9	7
SUPERIOR BANK FSB	IL		Х	x	12	/26/9	7
SUPERIOR BANK FSB	IL		X	X	12,	/26/9	7
TECH ELECTRO INDUSTRIES INC/TX	TX	x		X	X 12	/30/9	7
TIAA REAL ESTATE ACCOUNT	NY		X		01,	/06/98	8
TMCI ELECTRONICS INC	DE	x		x	12,	/22/9	7
TRICO MARINE SERVICES INC	DE	x		x		/02/9	
TUCSON ELECTRIC POWER CO	AZ		Х		12,	/30/9	7
TYSON FOODS INC	DE		х	Х		/02/98	
J S TIMBERLANDS CO LP	DE		х			/18/9	
J S TIMBERLANDS FINANCE CORP	DE		х			/18/9	
J S TIMBERLANDS KLAMATH FALLS LLC	DE		х			/18/9	
JNISOURCE ENERGY CORP	AZ		X			/30/9	

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UNITED STATES ANTIMONY CORP	MT			 х					01/06/9	8 AMEND
VETERINARY CENTERS OF AMERICA INC	DE				X				12/22/9	7
WACKENHUT CORP	FL	x				X			12/22/9	7
WALLACE COMPUTER SERVICES INC	DE	x				X			12/22/9	7
WESTERN RESOURCES INC /KS	KS				X				12/19/9	7
WESTMARK GROUP HOLDINGS INC	DE		:	X		X			01/06/9	8
WESTON ROY F INC	PA			:	X	х			01/05/9	8
WFS FINANCIAL 1997-A OWNERS TRUST	DE				X	Х			12/20/9	7
WFS FINANCIAL 1997-C OWNER TRUST	CA				X	Х			12/20/9	7
WHITMAN CORP	DE			:	X	X			12/17/9	7
WINCO PETROLEUM CORP	co		:	X		Х			12/08/9	7 AMEND
VAHOO INC	CA				x	x			01/05/9	8