

SEC NEWS DIGEST

Issue 99-93

May 14, 1999

ENFORCEMENT PROCEEDINGS

COMPLAINT FILED AGAINST RESTAURANT OWNER JONATHAN PAPA, PAPA HOLDINGS, INC., AND FOUR OF ITS SUBSIDIARIES

On May 13, the Commission filed a complaint in United States District Court for the Central District of California against defendants Jonathan C. Papa (Papa), Papa Holdings, Inc. (Papa Holdings), and four of its subsidiaries, Ponzu V, Inc., Ponzu VI, Inc., Express 1, Inc., and Papa Exp 2, Inc. Papa Holdings, through four other subsidiaries, operated Papashon Restaurants in the Los Angeles area. The Commission alleges that the defendants fraudulently offered and sold \$21.6 million in unregistered stock in Papa Holdings and its four subsidiaries. Rather than using investor money to open new restaurants as represented in offering materials, Papa and Papa Holdings used these funds to pay for operating losses at existing restaurants and to pay sales commissions totaling 30% to 48%.

The defendants, without admitting or denying the allegations in the complaint, consented to the entry of a judgment permanently enjoining them from future violations of the antifraud provisions of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and the securities registration provisions of Sections 5(a) and 5(c) of the Securities Act. Papa Holdings and Papa also consented to permanent injunctions enjoining them from future violations of Section 15(a) of the Exchange Act, the broker-dealer registration provision. The judgment orders Papa Holdings to pay disgorgement and prejudgment interest and orders Papa to pay disgorgement, civil penalties, and prejudgment interest, in amounts to be determined. [SEC v. Jonathan C. Papa, et al., Civil Action No. 99-05049, SVW, CWx, CD Cal.] (LR-16141)

FRAUDULENT OFFERS AND SALES OF UNREGISTERED SECURITIES OVER THE INTERNET RESULT IN ENTRY OF JUDGMENT AGAINST DAVID COLVIN, JOB KJELL HOVIK, JOHN LARSON A/K/A JOHN ST. JOHN AND LAMAR ELLIS

On April 14, 1999, United States District Judge Alicemarie H. Stotler granted the Commission summary judgment against all of the individual Defendants in this Internet offering fraud case. From January 1997 to February 20, 1998, the Defendants, operating in the

San Fernando Valley, offered and sold investments in Intellinet Publishing, Inc.; Medical Advantage, Inc.; and Lamelli, Inc., including through Internet Web sites. The Defendants falsely represented that each company would be the subject of an initial public offering (IPO), which IPOs never in fact took place. Instead, the Defendants misappropriated all but \$361,274.67 of the \$5.6 million raised. Certain of the Defendants also falsely represented that former U.S. Surgeon General C. Everett Koop and television journalist Tom Brokaw were affiliated with Medical Advantage.

Colvin was permanently enjoined from violations of the registration, antifraud and broker-dealer registration provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934, and ordered to disgorge \$939,459, pay prejudgment interest of \$52,035.72, and pay a \$939,459 civil penalty. Hovik was ordered to disgorge \$397,265.50, pay interest of \$22,004.15, and pay a \$397,265.50 penalty. Larson was ordered to disgorge \$224,513, pay interest of \$12,435.56, and pay a \$224,513 penalty. Ellis was ordered to disgorge \$47,644, pay interest of \$3,365.42, and pay a \$47,644 penalty. [SEC v. David A. Colvin; Intellinet Publishing, Inc.; Intellinet Holding Group, Inc.; Medical Advantage, Inc.; Lamelli, Inc. a/k/a Lamelli Medical Technology, Inc.; Wall Street Research Company, Inc.; Job Kjell Hovik; Lamar Ellis; and John Larson a/k/a John St. John, Civil Action No. SA98-135 AHS, EEx, C.D. Cal.] (LR-16142)

DEFENDANTS ORDERED TO PAY \$6 MILLION IN PRIME BANK FRAUD

The Commission announced that the United States District Court for the Central District of California entered Final Judgments of Permanent Injunction against Marshall Neil Craig Ronald and Rudolf Alexander Victor Linschoten. The Final Judgments against Ronald and Linschoten were entered on May 10 pursuant to an application for default judgment. Ronald and Linschoten were each ordered to pay \$5,781,167.84 in disgorgement, plus prejudgment interest. The Final Judgments also permanently enjoin Ronald and Linschoten from future violations of the registration and antifraud provisions of the federal securities laws.

The Commission's lawsuit alleged that the defendants engaged in the fraudulent offer and sale of unregistered securities through Sabre Asset Management Corporation, involving a fictitious "bank trading" program. Between December 1996 and October 1997, they raised more than \$6 million from about 170 investors. The complaint alleged that the defendants misrepresented the use of investor funds, the returns to be paid and the safety of the investments and also misappropriated investor funds. The investments were promoted at off-shore seminars organized by Investors International Publishing, a company Linschoten operated. [SEC v. Marshall Neil Craig Ronald, Rudolf Alexander Victor Linschoten a/k/a Rudolf Van Lin or Dr. Rudolf Van Lin, and Frieda G. Freitas, Civil Action No. 98-866, AHS, EEx, C.D. Cal.] (LR-16143)

INVESTMENT COMPANY ACT RELEASES

AMERICAN CAPITAL STRATEGIES, LTD.

An order has been issued on an application filed by American Capital Strategies, Ltd. under Section 61(a)(3)(B) of the Investment Company Act approving applicant's 1997 Disinterested Director Stock Option Plan (Plan) and the grant of certain stock options under the Plan. (Rel. IC-23820 - May 11)

COLCHESTER STREET TRUST, ET AL.

An order has been issued on an application filed by Colchester Street Trust, et al. under Section 6(c) of the Investment Company Act granting an exemption from Sections 18(f) and 21(b) of the Act, under Section 12(d)(1)(J) of the Act granting an exemption from Section 12(d)(1) of the Act, under Sections 6(c) and 17(b) of the Act granting an exemption from Sections 17(a)(1) and 17(a)(3) of the Act, and under Section 17(d) of the Act and Rule 17d-1 under the Act to permit certain joint transactions. The order supersedes an existing order that permits certain registered management investment companies to participate in a joint lending and borrowing facility. (Rel. IC-23831 - May 11)

THE RBB FUND, INC. AND BOSTON PARTNERS ASSET MANAGEMENT, L.P.

An order has been issued on an application filed by The RBB Fund, Inc. and Boston Partners Asset Management, L.P. under Section 12(d)(1)(J) of the Investment Company Act exempting applicants from Section 12(d)(1)(G)(i)(II) of the Act. The order permits a fund of funds relying on Section 12(d)(1)(G) of the Act to invest directly in securities and other instruments. (Rel. IC-23832 - May 12)

INVESCO BOND FUNDS, INC., ET AL.

An order has been issued on an application filed by INVESCO Bond Funds, Inc., et al. under Section 12(d)(1)(J) of the Investment Company Act of for an exemption from Sections 12(d)(1)(A) and (B) of the Act, under Sections 6(c) and 17(b) of the Act for an exemption from Section 17(a) of the Act, and under Section 17(d) of the Act and Rule 17d-1 under the Act to permit certain joint transactions. The order permits certain registered management investment companies to invest uninvested cash in affiliated money market funds. (Rel. IC-23833 - May 12)

MORGAN STANLEY DEAN WITTER INSTITUTIONAL FUND, INC., ET AL.

A notice has been issued giving interested persons until June 7, 1999, to request a hearing on an application filed by Morgan Stanley Dean Witter Institutional Fund, Inc., et al. for an order pursuant to Section 17(d) of the Investment Company Act and Rule 17d-1 under the Act. The order would permit certain registered management

investment companies to deposit their uninvested cash balances into one or more joint accounts for the purpose of investing in short-term repurchase agreements. (Rel. IC-23834 - May 12)

BERTHEL GROWTH & INCOME TRUST I, ET AL.

A notice has been issued giving interested persons until June 7, 1999, to request a hearing on an application filed by Berthel Growth & Income Trust I, et al. for an order under Sections 6(c), 12(d)(1)(J), 57(c), and 57(i) of the Investment Company Act (the Act), and under Rule 17d-1 under the Act, granting an exemption from Sections 12(d)(1), 18(a), 21(b), 57(a)(1), (2), and (3) of the Act and permitting certain joint transactions otherwise prohibited by Section 57(a)(4) of the Act, and for an order under Section 12(h) of the Securities Exchange Act of 1934 (the 1934 Act) granting an exemption from Section 13(a) of the 1934 Act. Applicants request an order that would permit: (i) a small business investment company (SBIC) to file certain consolidated reports with a business development company (BDC); (ii) modified consolidated asset coverage requirements for senior securities issued by a BDC and its SBIC subsidiary; and (iii) a BDC and an SBIC to invest in securities in which the other is or proposes to be an investor, and to co-invest in portfolio companies with certain affiliates. (Rel. IC-23835 - May 12)

NATIONS FUND TRUST, ET AL.

An order has been issued on an application filed by the Nations Fund Trust, et al. for an exemption from Section 17(a) of the Investment Company Act. The order permits certain series of Nations Fund Trust, Nations Fund, Inc., Nations Institutional Reserves and Nations Master Investment Trust to acquire all of the assets and liabilities of all of the series of Pacific Horizon Funds, Inc. and Master Investment Trust, Series I. Because of certain affiliations, applicants may not rely on Rule 17a-8 under the Act. (Rel. IC-23836 - May 13)

HOLDING COMPANY ACT RELEASES

NATIONAL FUEL GAS COMPANY, ET AL.

An order has been issued approving a proposal by National Fuel Gas Company (National), a registered public utility holding company, and its wholly owned nonutility subsidiary, National Fuel Gas Supply Corporation (Supply). Supply has been authorized to acquire substantially all of the assets (Assets) of Cunningham Natural Gas Corporation (Cunningham). In exchange for the Assets, Cunningham will receive shares of National's common stock. (Rel. 35-27019)

SOUTHERN ENERGY, INC.

The supplemental memorandum opinion and order has been issued on a proposal by Southern Energy, Inc. (SEI) (formerly known as SEI Holdings, Inc.), a nonutility subsidiary of The Southern Company (Southern), a registered holding company. Jurisdiction has been released over a request by SEI to broker and/or market, directly or indirectly, energy commodities in Canada and to provide related services, such as fuel management, storage and procurement. The Commission reserves jurisdiction over these activities outside the United States and Canada. (Rel. 35-27020)

SELF REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-99-20) relating to firm quotation requirements. Publication of the notice in the Federal Register is expected during the week of May 17. (Rel. 34-41390)

DELISTINGS GRANTED

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Forcenergy, Inc., Common Stock, \$.01 par value. (Rel. 34-41393)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Noble Drilling Corporation, 9.125% Senior Notes, due July 1, 2006. (Rel. 34-41394)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Brylane Inc., Common Stock, \$.01 par value. (Rel. 34-41395)

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-3 ESTEE LAUDER COMPANIES INC, 767 FIFTH AVE, NEW YORK, NY 10153
(212) 572-4200 - \$362,250,000 COMMON STOCK (FILE 333-77977 - MAY. 07)
(BR. 2)
- S-3 CLEAR CHANNEL COMMUNICATIONS INC, 200 CONCORD PLAZA, STE 600,
SAN ANTONIO, TX 78216 (210) 822-2828 - 20,700,000 (\$1,434,122,910)
COMMON STOCK. (FILE 333-77979 - MAY. 07) (BR. 7)
- S-4 CADENCE DESIGN SYSTEMS INC, 2655 SEELY ROAD BLDG 5, SAN JOSE, CA 95134
(408) 943-1234 - 23,604,575 (\$328,988,764.06) COMMON STOCK. (FILE
333-77981 - MAY. 07) (BR. 3)
- S-3 RENT A CENTER INC DE, 5700 TENNYSON PARKWAY, THIRD FLOOR, PLANO, TX
75024 (214) 419-2613 - 260,000 (\$8,515,000) COMMON STOCK. (FILE 333-77985
- MAY. 07) (BR. 6)
- S-8 UNICO INC, 8380 ALBAN RD, SPRINGFIELD, VA 22150 (703) 644-0200 - 50,000
(\$5,000) COMMON STOCK. (FILE 333-77987 - MAY. 07) (BR. 2)
- S-8 HOMESEEEKERS COM INC, 2241 PARK PLACE STE E, MINDEN, NV 89423
(702) 782-2977 - 5,500,000 (\$24,656,039) COMMON STOCK. (FILE 333-77989 -
MAY. 07) (BR. 9)
- S-4 UNITED TECHNOLOGIES CORP /DE/, UNITED TECHNOLOGIES BLDG,
ONE FINANCIAL PLZ, HARTFORD, CT 06101 (203) 728-7000 - 31,886,910
(\$2,135,794,375) COMMON STOCK. (FILE 333-77991 - MAY. 07) (BR. 5)
- S-1 FOCAL COMMUNICATIONS CORP, 200 NORTH LASALLE ST, CHICAGO, IL 60601
(312) 895-8400 - \$115,000,000 COMMON STOCK. (FILE 333-77995 - MAY. 07)
(BR. 7)
- S-3 PRISON REALTY CORP, 10 BURTON HILLS BOULEVARD, NASHVILLE, TN 37215
(615) 263-0200 - 1,713,994 (\$45,807,306.34) COMMON STOCK. (FILE 333-77997
- MAY. 07) (BR. 8)
- S-8 LADD FURNITURE INC, 4620 GRANDOVER PARKWAY, P O BOX 26777, GREENSBORO,
NC 27417 (336) 294-5233 - 600,000 (\$11,512,500) COMMON STOCK. (FILE
333-77999 - MAY. 07) (BR. 6)
- S-3 QUEEN SAND RESOURCES INC, 13760 NOEL ROAD, SUITE 1030, DALLAS, TX 75240
(972) 233-9906 - 5,226,910 (\$6,847,252) COMMON STOCK. (FILE 333-78001 -
MAY. 07) (BR. 9)
- S-3 BISYS GROUP INC, 150 CLOVE ROAD, LITTLE FALLS, NJ 07424 (201) 812-8600
- 156,985 (\$8,055,293) COMMON STOCK. (FILE 333-78003 - MAY. 07) (BR. 3)
- S-8 INDUSTRIAL DISTRIBUTION GROUP INC, 2500 ROYAL PLACE, TUCKER, GA 30084
(770) 243-9000 - 250,000 (\$1,523,438) COMMON STOCK. (FILE 333-78005 -
MAY. 07) (BR. 6)
- S-8 AMERICAN FREIGHTWAYS CORP, 2200 FORWARD DR, HARRISON, AR 72601
(501) 741-9000 - 1,750,000 (\$30,362,500) COMMON STOCK. (FILE 333-78013 -
MAY. 07) (BR. 5)
- S-1 ENGAGE TECHNOLOGIES INC, 100 BRICKSTONE SQUARE, ANDOVER, MA 01810
(978) 684-3199 - \$75,000,000 COMMON STOCK. (FILE 333-78015 - MAY. 07)
(BR. 8)
- S-8 VALMONT INDUSTRIES INC, PO BOX 358, HWY 275, VALLEY, NE 68064
(402) 359-2201 - 1,725,000 (\$26,789,250) COMMON STOCK. (FILE 333-78017 -
MAY. 07) (BR. 6)
- S-3 INTUIT INC, 2535 GARCIA AVE, MOUNTAIN VIEW, CA 94025 (415) 944-6000 -
288,816 (\$22,022,220) COMMON STOCK. (FILE 333-78019 - MAY. 07) (BR. 3)

S-8 C2I SOLUTIONS INC, 6138 NANCY RIDGE DRIVE, STE 101, SAN DIEGO, CA 92121
(619) 490-1555 - 3,163,500 (\$4,956,773) COMMON STOCK. (FILE 333-78021 -
MAY. 07) (BR. 9)

S-3 PRISON REALTY CORP, 10 BURTON HILLS BOULEVARD, NASHVILLE, TN 37215
(615) 263-0200 - 10,000,000 (\$196,900,000) COMMON STOCK. (FILE 333-78023 -
MAY. 07) (BR. 8)

S-3 PREMIER PARKS INC, 11501 NE EXPWY, OKLAHOMA CITY, OK 73131
(405) 475-2500 - 337,467 (\$11,662,860) COMMON STOCK. (FILE 333-78025 -
MAY. 07) (BR. 5)

S-3 ADELPHIA COMMUNICATIONS CORP, MAIN AT WATER STREET, COUDERSPORT, PA
16915 (814) 274-9830 (FILE 333-78027 - MAY. 07) (BR. 7)

S-1 GADZOOK NETWORKS INC, 5850 HELLYER AVENUE, SAN JOSE, CA 95138
(408) 360-6005 - \$50,000,000 COMMON STOCK. (FILE 333-78029 - MAY. 07)
(NEW ISSUE)

S-8 OCCIDENTAL PETROLEUM CORP /DE/, 10889 WILSHIRE BLVD, LOS ANGELES, CA
90024 (310) 208-8800 - 10,000,000 (\$204,380,000) COMMON STOCK. (FILE
333-78031 - MAY. 07) (BR. 4)

S-3 HOUGHTON MIFFLIN CO, 222 BERKELEY ST, 5TH FL, BOSTON, MA 02116
(617) 351-5000 (FILE 333-78035 - MAY. 07) (BR. 5)

S-8 GATX CORP, 500 W MONROE ST, CHICAGO, IL 60661 (312) 621-6200 -
3,707,505 (\$141,926,998.91) COMMON STOCK. (FILE 333-78037 - MAY. 07)
(BR. 5)

S-8 TRAVELERS PROPERTY CASUALTY CORP, ONE TOWER SQUARE, HARTFORD, CT 06183
(860) 277-0111 - 4,000,000 (\$140,250,000) COMMON STOCK. (FILE 333-78039 -
MAY. 07) (BR. 1)

S-8 INTUIT INC, 2535 GARCIA AVE, MOUNTAIN VIEW, CA 94025 (415) 944-6000 -
1,000,000 (\$76,250,000) COMMON STOCK. (FILE 333-78041 - MAY. 07) (BR. 3)

S-8 ARTESIAN RESOURCES CORP, 664 CHURCHMANS RD, NEWARK, DE 19702
(302) 453-6900 - 150,000 (\$3,286,500) COMMON STOCK. (FILE 333-78043 -
MAY. 07) (BR. 2)

S-8 VISHAY INTERTECHNOLOGY INC, 63 LINCOLN HWY, MALVERN, PA 19355
(610) 644-1300 - 2,955,000 (\$51,623,850) COMMON STOCK. (FILE 333-78045 -
MAY. 07) (BR. 5)

S-8 IOMEGA CORP, 1821 W IOMEGA WAY, ROY, UT 84067 (801) 778-1000 - 100,000
(\$409,375) COMMON STOCK. (FILE 333-78047 - MAY. 07) (BR. 3)

S-3 PEOPLESOFT INC, 4460 HACIENDA DR POST OFFICE BOX 8015, PLEASANTON, CA
94588 (510) 225-3000 - 1,326,250 (\$18,235,938) COMMON STOCK. (FILE
333-78049 - MAY. 07) (BR. 3)

S-3 HICKORY TECH CORP, 221 E HICKORY ST, P O BOX 3248, MANKATO, MN 56002
(800) 326-5789 - 650,000 (\$6,662,500) COMMON STOCK. (FILE 333-78051 -
MAY. 07) (BR. 7)

S-8 ORBIT FR INC, 506 PRUDENTIAL RD, HORSHAM, PA 19044 (215) 674-5100 -
800,000 (\$1,472,000) COMMON STOCK. (FILE 333-78053 - MAY 07) (BR. 5)

S-3 CINTAS CORP, 6800 CINTAS BLVD, P O BOX 625737, CINCINNATI, OH 45262
(513) 459-1200 - 32,221 (\$2,195,056) COMMON STOCK. (FILE 333-78057 -
MAY. 07) (BR. 2)

S-1 DATA CRITICAL CORP, 2733 152ND AVE NE, BLDG 5F, REDMOND, WA 98052 -
\$44,850,000 COMMON STOCK. (FILE 333-78059 - MAY. 07)

S-3 ARDEN REALTY INC, 11601 WILSHIRE BOULEVARD FOURTH FLOOR,
E TOWER STE 700, LOS ANGELES, CA 90025 (310) 966-2600 - 580,273
(\$13,943,960) COMMON STOCK. (FILE 333-78061 - MAY. 07) (BR. 8)

S-8 CONAGRA INC /DE/, ONE CONAGRA DR, OMAHA, NE 68102 (402) 595-4000 -
500,000 (\$12,530,000) COMMON STOCK. (FILE 333-78063 - MAY. 07) (BR. 4)

S-1 VAXGEN INC, 1000 MARINA BLVD, STE 200, BRISBANE, CA 94005 (650) 624-1000
- \$53,475,000 COMMON STOCK. (FILE 333-78065 - MAY. 07)

S-8 CAPITAL ONE FINANCIAL CORP, 2980 FAIRVIEW PARK DR, STE 1300,
FALLS CHURCH, VA 22042 (703) 205-1000 - 3,250,000 (\$550,468,750)
COMMON STOCK (FILE 333-78067 - MAY. 07) (BR. 7)

S-8 MKS INSTRUMENTS INC, 512 SHATTUCK RD, ANDOVER, MA 01810 (978) 975-2350
- 450,000 (\$5,683,500) COMMON STOCK. (FILE 333-78069 - MAY 07) (BR 5)

S-8 MKS INSTRUMENTS INC, 512 SHATTUCK RD, ANDOVER, MA 01810 (978) 975-2350
- 3,750,000 (\$47,362,500) COMMON STOCK. (FILE 333-78071 - MAY. 07)
(BR. 5)

S-8 MKS INSTRUMENTS INC, 512 SHATTUCK RD, ANDOVER, MA 01810 (978) 975-2350
- 300,000 (\$3,789,000) COMMON STOCK. (FILE 333-78073 - MAY. 07) (BR. 5)

S-8 US LEC CORP, 401 N TRYON ST, STE 1000, CHARLOTTE, NC 28251 - 700,000
(\$14,987,000) COMMON STOCK. (FILE 333-78075 - MAY. 07) (BR. 7)

SB-2 TELESERVICES INTERNATIONAL GROUP INC, 100 SECOND AVENUE SOUTH,
SUITE 1000, ST PETERSBURG, FL 33701 (727) 895-4410 - 50,346,890
(\$15,859,270) COMMON STOCK. (FILE 333-78077 - MAY. 07) (BR 9)

S-8 IOMEGA CORP, 1821 W IOMEGA WAY, ROY, UT 84067 (801) 778-1000 -
8,500,000 (\$41,171,875) COMMON STOCK. (FILE 333-78079 - MAY. 07) (BR. 3)

S-8 MORGAN STANLEY DEAN WITTER & CO, 1585 BROADWAY, NEW YORK, NY 10036
(212) 761-4000 - 25,000,000 (\$2,413,281,250) COMMON STOCK. (FILE
333-78081 - MAY. 07) (BR. 7)

S-1 DIETRICH COFFEE INC, 2144 MICHELSON DRIVE, STE A, IRVINE, CA 92626
(714) 260-1600 - \$28,750,000 COMMON STOCK. (FILE 333-78083 - MAY. 07)
(BR. 2)

S-4 CINTAS CORP, 6800 CINTAS BLVD, P O BOX 625737, CINCINNATI, OH 45262
(513) 459-1200 - 7,500,000 (\$510,937,500) COMMON STOCK. (FILE 333-78085 -
MAY. 07) (BR. 2)

S-8 CONCORD COMMUNICATIONS INC, 33 BOSTON POST ROAD WEST, MARLBORO, MA 01752
(508) 460-4646 - 1,000,000 (\$40,940,000) COMMON STOCK. (FILE 333-78087 -
MAY. 07) (BR. 3)

S-8 BARD C R INC /NJ/, 730 CENTRAL AVE, MURRAY HILL, NJ 07974 (908) 277-8000
- 2,000,000 (\$99,320,000) COMMON STOCK. (FILE 333-78089 - MAY. 07)
(BR. 5)

S-3 HOST MARRIOTT CORP/, 10400 FERNWOOD ROAD DEPT 907, BETHESDA, MD 20817
(301) 380-9000 - 47,713,875 (\$615,986,126) COMMON STOCK. (FILE 333-78091 -
MAY. 07) (BR. 8)

S-4 GLOBAL IMAGING SYSTEMS INC, 3820 NORTHDAL BLVD SUITE 200A, TAMPA, FL
33624 (813) 960-5508 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE
333-78093 - MAY. 07) (BR. 2)

S-3 GLOBAL TELESYSTEMS GROUP INC, 1751 PINNACLE DRIVE NORTH TOWER, MCLEAN,
VA 22102 (703) 918-4500 - 11,500,000 (\$623,195,000) PREFERRED STOCK.
(FILE 333-78097 - MAY. 07) (BR 7)

S-8 ADFORCE INC, ADFORCE INC, 10101 NORTH DEANZA BLVD SUITE 210, CUPERTINO,
CA 95014 (408) 873-3680 - 5,470,110 (\$47,704,240) COMMON STOCK. (FILE
333-78099 - MAY. 07) (BR. 3)

S-8 U S BIOSCIENCE INC, ONE TOWER BRIDGE, 100 FRONT ST, WEST CONSHOHOCKEN,
PA 19428 (610) 832-0570 - 3,000,000 (\$31,680,000) COMMON STOCK. (FILE
333-78101 - MAY. 07) (BR. 1)

S-3 JONES APPAREL GROUP INC, 250 RITTENHOUSE CIRCLE, KEYSTONE PK, BRISTOL,
PA 19007 (215) 785-4000 - 586,550 (\$19,759,403) COMMON STOCK. (FILE
333-78105 - MAY. 07) (BR. 2)

S-1 FIRST PREMIER FINANCIAL CORP, 13004 STARBUCK ROAD, ST LOUIS, MO 63141
(314) 514-8491 - 3,450,000 (\$41,400,000) COMMON STOCK. (FILE 333-78113 -
MAY. 07) (NEW ISSUE)

S-1 SHAMAN PHARMACEUTICALS INC, 213 E GRAND AVE SO, SAN FRANCISCO, CA 94080
(650) 952-7070 - 7,500,000 (\$15,000,000) PREFERRED STOCK. (FILE 333-78115
- MAY. 07) (BR. 1)

S-4 CORNERSTONE REALTY INCOME TRUST INC, 306 E MAIN ST, RICHMOND, VA 23219
(804) 643-1761 - 12,670,984 (\$263,040,244) PREFERRED STOCK. (FILE
333-78117 - MAY. 07) (BR. 8)

S-8 UNIVERSAL HEIGHTS INC, 2875 NE 191 STREET, SUITE 400A, MIAMI, FL 33180
(305) 792-4200 - 43,000 (\$150,500) COMMON STOCK. (FILE 333-78119 -
MAY. 07) (BR. 1)

S-8 RADIO ONE INC, 5900 PRINCESS GARDEN PARKWAY, 8TH FL, LANHAM, MD 20706
(301) 306-1111 - 1,408,099 (\$33,794,376) COMMON STOCK. (FILE 333-78123 -
MAY. 10) (BR. 7)

S-8 REPUBLIC SERVICES INC, 110 S E 6TH STREET, FORT LAUDERDALE, FL 33301
(954) 769-6000 - 20,000,000 (\$370,000,000) COMMON STOCK. (FILE 333-78125 -
MAY. 10) (BR 6)

S-3 PHILADELPHIA CONSOLIDATED HOLDING CORP, ONE BALA PLAZA, SUITE 100,
WYNNWOOD, PA 19004 (610) 642-8400 - 200,000 (\$5,008,000) COMMON STOCK.
(FILE 333-78127 - MAY. 10) (BR. 1)

S-1 NETTAXI INC, 2165 S BASCOM AVENUE, SAN JOSE, CA 95008 (408) 879-9880 -
2,116,448 (\$36,773,284) COMMON STOCK. (FILE 333-78129 - MAY. 07)
(NEW ISSUE)

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: <publicinfo@sec.gov>. 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		
ACCEPTANCE INSURANCE COMPANIES INC	DE					X					05/11/99	
ACE COMM CORP	MD	X									05/06/99	AMEND
ACME INTERMEDIATE HOLDINGS LLC	DE		X				X				03/13/98	AMEND
ACME TELEVISION LLC	DE		X				X				03/13/98	AMEND
ACRODYNE COMMUNICATIONS INC	DE					X					05/13/99	
ALKERMES INC	PA		X				X				02/01/99	AMEND
ALLIANCE BANCORP OF NEW ENGLAND INC	DE					X	X				05/13/99	
ALZA CORP	DE					X					05/12/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
AMERICREDIT FINANCIAL SERVICES INC	DE				X	X					05/12/99	
APACHE CORP	DE					X					04/29/99	AMEND
ARVIN INDUSTRIES INC	IN					X					02/26/99	AMEND
ASSOCIATES CORPORATION OF NORTH AME RICA	DE					X					05/12/99	
AVIGEN INC \DE	DE				X						04/15/99	
BANK OF AMERICA MORT SEC INC MORT P ASS THR CERT SER 1999-3	DE				X	X					04/27/99	
BANK OF AMERICA MORT SEC INC MORT P ASS THR CERT SER 1999-3	DE				X	X					04/27/99	AMEND
BIOSPECIFICS TECHNOLOGIES CORP	DE				X						05/10/99	
BUFFALO CAPITAL IV LTD	CO	X									05/12/99	
BUILDING MATERIALS HOLDING CORP	DE			X		X					05/06/99	
BUSH BOAKE ALLEN INC	VA				X	X					05/07/99	
CADMUS COMMUNICATIONS CORP/NEW	VA		X			X					03/01/99	AMEND
CADMUS COMMUNICATIONS CORP/NEW	VA		X			X					04/01/99	AMEND
CAPRIUS INC	DE		X			X					04/27/99	
CASELLA WASTE SYSTEMS INC	DE				X						05/13/99	
CHATTEM INC	TN				X	X					05/07/99	
CIT GROUP INC	DE					X					05/10/99	
CIT GROUP SECURITIZATION CORP II	DE					X					05/10/99	
CITIZENS UTILITIES CO	DE					X					03/31/99	
CLARION TECHNOLOGIES INC/DE/	DE		X								04/26/99	
CLASSIC BANCSHARES INC	DE				X	X					04/28/99	
CNA SURETY CORP	DE				X	X					05/12/99	
CNB FINANCIAL CORP/PA	PA				X	X					04/27/99	
CNB FINANCIAL CORP/PA	PA				X	X					05/04/99	
COMMERCIAL FEDERAL CORP	NE				X	X					05/10/99	
CONAGRA INC /DE/	DE				X	X					05/12/99	
CONEXANT SYSTEMS INC	DE				X	X					05/12/99	
CONSOLIDATED DELIVERY & LOGISTICS I NC	DE		X			X					04/30/99	
CONSOLIDATED DELIVERY & LOGISTICS I NC	DE		X			X					04/30/99	
CORPORATE ASSET BACKED CORP	DE				X	X					05/12/99	
CORPORATE TOURS & TRAVEL INC	NV	X									04/29/99	
CTS CORP	IN	X									02/26/99	AMEND
DLJ MORTGAGE ACCEPTANCE CORP	DE				X	X					04/30/99	
EARTHCARE CO	DE					X					03/01/99	AMEND
EARTHCARE CO	DE		X			X					05/01/99	
ELECTRONIC CLEARING HOUSE INC	NV	X									05/05/99	
ENTERTAINMENT INC	DE		X								05/11/99	
EXPRESS SCRIPTS INC	DE		X								03/29/99	
EXPRESS SCRIPTS INC	DE		X								04/21/99	
FACTUAL DATA CORP	CO					X					03/31/99	AMEND
FALCON PRODUCTS INC /DE/	DE				X	X					05/12/99	
FARMER MAC MORTGAGE SECURITIES CORP	DE	X									05/12/99	
FCC NATIONAL BANK					X	X					05/12/99	
FINANCIAL ASSET SECS CORP ASSET BAC KED CERTS SRS 1999-1	DE				X	X					05/13/99	
FINGERMATRIX INC	NY	X			X	X					04/28/99	
FIRST CHICAGO MASTER TRUST II	DE				X	X					05/12/99	
FIRST SECURITY AUTO GRANTOR TRUST 1 997-A	UT	X									04/25/99	
FIRST SECURITY AUTO GRANTOR TRUST 1 997-B	UT	X									04/25/99	
FIRST SECURITY AUTO GRANTOR TRUST 1 998-A	UT	X									04/23/99	
FIRST SECURITY AUTO OWNER TRUST 199 8-1	DE	X									04/23/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
FIRST SECURITY AUTO OWNER TRUST 199 9 1	UT	X									04/25/99	
FIRST SIERRA RECEIVABLES II INC	DE	X				X					04/26/99	AMEND
FIRST SIERRA RECEIVABLES III INC	DE	X				X					04/26/99	AMEND
FIRST TARGET ACQUISITION INC	NV	X	X			X	X				04/29/99	
FIRST USA CREDIT CARD MASTER TRUST	DE					X	X				05/04/99	
FORTUNE NATURAL RESOURCES CORP	DE					X	X				05/12/99	
GENERAL MOTORS CORP	DE	X				X	X				04/28/99	
GEON CO	DE	X				X					04/30/99	
GLEASON CORP /DE/	DE					X	X				05/04/99	
GPU INC /PA/	PA					X	X				05/06/99	
GUARDIAN TECHNOLOGIES INTERNATIONAL INC	DE	X				X					04/23/99	AMEND
HARMON INDUSTRIES INC	MO	X									04/30/99	
HEALTHCARE FINANCIAL PARTNERS INC	DE					X	X				05/13/99	
HECLA MINING CO/DE/	DE						X				05/07/99	AMEND
HEFTEL BROADCASTING CORP	DE					X	X				04/30/99	
HF FINANCIAL CORP	DE					X					05/12/99	
HOUSEHOLD FINANCE CORP HOUSEHOLD CO NSUMER LN TRUST 1995-1 /	DE	X									04/14/99	
HS RESOURCES INC	DE					X	X				05/04/99	
IBM CREDIT RECEIVABLES INC	DE					X	X				05/15/99	
IBM CREDIT RECEIVABLES LEASE ASSET MASTER TRUST	DE					X	X				05/15/99	
ICF KAISER INTERNATIONAL INC	DE					X					05/12/99	
IKON RECEIVABLES LLC	DE					X	X				02/19/99	
IMPERIAL CREDIT COMMERCIAL MORTGAGE INVESTMENT CORP	MD					X	X				05/13/99	
INAMED CORP	DE					X					10/10/99	
INFINITY INC	CO					X	X				05/05/99	
INKTOMI CORP		X					X				04/30/99	
INLAND REAL ESTATE CORP	MD	X				X	X				04/13/99	
INSIGHT ENTERPRISES INC	DE					X	X				05/09/99	
INSTRON CORP	MA					X	X				05/06/99	
INTERNATIONAL BANCSHARES CORP	TX					X	X				05/12/99	
INTERNATIONAL MICROCOMPUTER SOFTWARE INC /CA/	CA					X	X				05/05/99	
INTERNATIONAL NETWORK SERVICES	DE					X	X				05/11/99	
ISRAMCO INC	DE					X					05/12/99	
JOHNSTOWN AMERICA INDUSTRIES INC	DE					X	X				05/10/99	
JONES APPAREL GROUP INC	PA					X	X				04/07/99	
KALAN GOLD CORP	CO	X									05/13/99	
KERR MCGEE CORP	DE					X	X				05/11/99	
KIMCO REALTY CORP	MD	X					X				04/28/99	
L 3 COMMUNICATIONS CORP	DE						X				04/15/99	AMEND
L 3 COMMUNICATIONS HOLDINGS INC	DE						X				04/15/99	AMEND
LOEWEN GROUP INC						X	X				05/12/99	
LONE STAR INDUSTRIES INC	DE					X					05/13/99	
LYONDELL CHEMICAL CO	DE					X	X				05/11/99	
MARKET FACTS INC	DE					X	X				04/29/99	
MARKETWATCH COM INC	DE	X					X				04/28/99	
MB FINANCIAL INC	DE					X					04/20/99	
MELLON AUTO GRANTOR TRUST 1999-1	DE						X				04/29/99	
MELLON BANK CORP	PA					X					05/11/99	
MELLON BANK NA MELLON BANK HOME EQU ITY LOAN TRUST 1996-1	NY					X	X				05/12/98	
MERIDIAN RESOURCE CORP	TX					X	X				05/05/98	
MICRO GENERAL CORP	DE					X					05/13/99	
MOLECULAR BIOSYSTEMS INC	DE					X					05/03/99	
MORGAN STANLEY AIRCRAFT FINANCE	DE					X					05/13/99	
MORGAN STANLEY DEAN WITTER & CO	DE					X	X				05/06/99	AMEND

NAME OF ISSUER	STATE	BK ITEM NO.								DATE	COMMENT	
	CODE	1	2	3	4	5	6	7	8			9
NATIONAL STEEL CORP	DE				X	X					05/12/99	
NATIONSLINK FUNDING CORP	DE				X	X					05/13/99	
NETWORK SIX INC	RI	X									05/13/99	
NETWORK SYSTEMS INTERNATIONAL INC	NV				X						05/12/99	
NEW HORIZONS WORLDWIDE INC	DE	X		X	X						05/01/99	
NEWPARK RESOURCES INC	DE			X							05/10/99	
NEXTEL COMMUNICATIONS INC	DE			X	X						05/12/99	
NORTHEAST UTILITIES SYSTEM	MA			X	X						05/07/99	
NPS INTERNATIONAL CORP	DE				X						01/27/99	AMEND
NTL INC/NY/	DE	X		X	X						04/30/99	
NUCLEUS INC	NV	X			X						04/29/99	
OBJECTSHARE INC	DE				X						04/08/99	AMEND
ONEOK INC /NEW/	OK			X	X						05/13/99	
ONYX ACCEPTANCE FINANCIAL CORP	DE			X	X						05/13/99	
OPT ONE MORT ACCEPT CORP LOAN TR AS SET BK CERT SER 1999-2	DE	X			X						04/28/99	
OXFORD HEALTH PLANS INC	DE			X	X						05/12/99	
PAINE WEBBER GROUP INC	DE			X	X						04/13/99	
PATRIOT TAX CREDIT PROPERTIES LP	DE		X	X							04/28/99	AMEND
PECO ENERGY TRANSITION TRUST	PA		X	X							04/28/99	
PENSKE MOTORSPORTS INC	DE		X	X							05/10/99	
PERITUS SOFTWARE SERVICES INC	MA			X							05/10/99	
PHOENIXSTAR INC	DE	X		X	X						05/13/99	
PNC MORTGAGE SECURITIES CORP MORT P ASS THRO CERT SER 1999-4	DE	X									05/13/99	
POWERHOUSE TECHNOLOGIES INC /DE	DE			X							05/13/99	
PREFERRED EMPLOYERS HOLDINGS INC	DE			X	X						05/07/99	
PROBUSINESS SERVICES INC	DE	X			X						10/10/99	
PRODUCTION RESOURCE GROUP LLC	DE	X			X						04/30/99	
PRUDENTIAL BANK & TRUST CO /GA/	GA			X	X						03/31/99	
RANDERS KILLAM GROUP INC	DE			X	X						05/05/99	
RESEARCH ENGINEERS INC	DE	X			X						02/26/99	AMEND
RESIDENTIAL ACCREDIT LOANS INC	DE			X	X						05/11/99	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE			X	X						05/11/99	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE			X	X						05/11/99	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE			X	X						05/11/99	
RFS HOTEL INVESTORS INC	TN			X							05/12/99	
ROBERTS PHARMACEUTICAL CORP	NJ			X							05/11/99	
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE				X						05/13/99	
SEAGRAM CO LTD	CA			X	X						05/13/99	
SHELBY WILLIAMS INDUSTRIES INC	DE			X	X						05/05/99	
SITEK INC	CO	X			X						04/28/99	
SKYLYNX COMMUNICATIONS INC		X			X						04/28/99	
SKYLYNX COMMUNICATIONS INC		X			X						04/29/99	
SMITHFIELD FOODS INC	VA	X			X						05/07/99	
SOURCE INFORMATION MANAGEMENT CO	MI				X						05/12/99	AMEND
SOURCE ONE MORTGAGE SERVICES CORP	DE	X			X						05/01/99	
SPORTSMANS GUIDE INC	MN			X	X						05/11/99	
SPURLOCK INDUSTRIES INC	VA	X									05/12/99	
STANLEY WORKS	CT			X	X						05/12/99	
STATEWIDE FINANCIAL CORP	NJ			X							12/31/99	
STRATEGIC DIAGNOSTICS INC/DE/	DE				X						02/26/99	AMEND
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE			X							04/25/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE			X							04/25/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					04/25/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					04/25/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					04/25/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					04/25/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					04/25/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					04/25/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					04/28/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					04/28/99	
STRUCTURED ASSET MORTGAGE INVESTMEN TS INC	DE					X					05/01/99	
STRUCTURED ASSET SECURITIES CORP	DE					X	X				05/11/99	
SUITE 101 COM INC	DE						X				12/10/98	AMEND
SUN HYDRAULICS CORP	FL					X	X				05/12/99	
TCA CABLE TV INC	TX					X	X				05/11/99	
TECHSCIENCE INDUSTRIES INC	DE		X				X				02/10/99	
THERMO TERRATECH INC	DE					X	X				05/05/99	
THERMORETEC CORP	DE					X	X				05/05/99	
TM CENTURY INC	DE		X								03/29/99	
TRANSFORMATION PROCESSING INC	NV					X					04/29/99	
TRUDY CORP	DE					X					04/12/99	
U S PLASTIC LUMBER CORP	NV		X				X				03/23/99	AMEND
U S WEST INC /DE/	DE					X	X				05/11/99	
UNIFAB INTERNATIONAL INC	LA		X				X				04/29/99	
UNITED COMPANIES FINANCIAL CORP	LA					X	X				05/04/99	
UNITEL VIDEO INC/DE	DE					X	X				05/11/99	
UNIVERSITY REAL ESTATE PARTNERSHIP V	CA					X					05/11/99	
USAA FEDERAL SAVINGS BANK			X								04/30/99	
USCI INC	DE					X					05/11/99	
USCI INC	DE					X					05/11/99	
VALENTIS INC	DE					X	X				04/29/99	
VALLEY FORGE SCIENTIFIC CORP	PA		X								05/13/99	
VALSPAR CORP	DE						X				02/26/99	AMEND
VIRTUAL TELECOM INC	DE					X	X				05/07/99	
VOICE CONTROL SYSTEMS INC /DE/	DE					X					05/10/99	
WAVETECH INTERNATIONAL INC	NV					X					05/03/99	
WAVETECH INTERNATIONAL INC	NV					X					05/04/99	
XECHEM INTERNATIONAL INC	DE					X	X				04/12/99	
XEROX CORP	NY						X				05/13/99	
YONKERS FINANCIAL CORP	DE					X	X				05/10/99	