

SEC NEWS DIGEST

Issue 96-226

November 27, 1996

ENFORCEMENT PROCEEDINGS

CEASE-AND-DESIST PROCEEDINGS INSTITUTED AGAINST DESOTO BROADCASTING, INC. AND DANFORD SAWYER, JR.

The Commission has instituted cease-and-desist proceedings pursuant to Section 8A of the Securities Act of 1933 (Securities Act) and Section 21C of the Securities Exchange Act of 1934 (Exchange Act) against DeSoto Broadcasting, Inc. (DeSoto) and Danford Sawyer, Jr. (Sawyer). DeSoto is a Florida corporation and corporate general partner of a Florida limited partnership which owns and operates a commercial television station headquartered in Sarasota, Florida. Sawyer is DeSoto's president, chief executive officer and a director. The cease-and-desist proceedings are based upon allegations that, in connection with the private offer of DeSoto common stock, between December 26, 1991 and continuing through February 8, 1994, DeSoto and Sawyer made material misrepresentations concerning certain contracts DeSoto purportedly consummated with third parties, DeSoto's future ability to achieve profitability and certain of the risks associated with the investment in violation of the antifraud provisions of the Securities Act and Exchange Act. (Rel. 33-7366; 34-37989)

NEW ALLIED DEVELOPMENT CORPORATION, ERICA HULL, AND GRADY SANDERS SANCTIONED

The Commission has barred Erica J. Hull and Grady A. Sanders from association with any offering of penny stock, and has ordered New Allied Development Corporation, Hull, and Sanders to cease and desist from violating the securities laws. Hull and Sanders were also ordered to pay penalties of \$150,000 and \$1,000,000, respectively, and Sanders was ordered to disgorge \$115,195. Hull was president, CEO, and a director of New Allied, a company that purportedly planned to build a casino in Black Hawk, Colorado. Sanders was a control person of the company.

The Commission found that, between January 1991 and January 1993, in connection with the offer and sale of New Allied securities, Hull and Sanders violated antifraud provisions of the securities laws by disseminating disclosure statements and press releases that failed to state material facts and included false and misleading statements of material facts. It also found that Sanders violated registration

provisions by selling unregistered New Allied securities. The Commission characterized the conduct of both Hull and Sanders as fraudulent and deceitful but, in imposing more severe sanctions on Sanders, noted that he was the driving force behind the fraudulent scheme that resulted in the violations. (Rel. 34-37990)

NEW YORK STOCK EXCHANGE ACTION AGAINST HENRY FARAGALLI, JR. SUSTAINED

The Commission has found that Henry James Faragalli, Jr., formerly a registered representative with PaineWebber Incorporated and Shearson Lehman Brothers Incorporated, member firms of the New York Stock Exchange, Inc., made unsuitable recommendations, excessively traded customer accounts, made untrue statements and omitted to disclose necessary facts to customers, and engaged in unauthorized trading, as well as other misconduct violative of Exchange rules. Faragalli was censured and suspended from membership, allied membership, approved person status, and from employment or association in any capacity with any NYSE member or member organization for a period of nine years.

In sustaining the Exchange's findings of violation against Faragalli, the Commission stated that the record in this case provides ample evidence of serious misconduct over several years at two different firms and involving numerous customers. It further noted that, throughout these proceedings, Faragalli sought to blame others at his firm, a downturn in the market, and even his own customers for the alleged misconduct. The Commission agreed with the Exchange that this effort by Faragalli was "neither worthy nor credible." (Rel. 34-37991)

HYANNIS TRADING ADVISORS, INC., JEREMIAH HEGARTY AND MICHAEL HEGARTY CHARGED WITH SECURITIES FRAUD

The Commission announced the filing of an injunctive action in the United States District Court for the District of Massachusetts against Hyannis Trading Advisors, Inc. (Hyannis Trading), Jeremiah J. Hegarty (J. Hegarty) and Michael P. Hegarty (M. Hegarty), alleging violations of the antifraud provisions of the federal securities laws, and additional provisions and rules under the Investment Advisers Act of 1940 (Advisers Act) governing performance fees, promotional materials, disclosure to clients and the filing of required reports with the Commission. The complaint alleged that the Hegartys solicited clients for Hyannis Trading's options trading program with materially misleading promotional materials and verbal statements that misrepresented past trading performance and the principal risk management features of the trading strategy. In late 1992, the Hegartys disregarded these risk management features, losing more than 85% of Hyannis Trading's \$7.6 million of clients' funds under management, and, for 21 clients, caused losses in excess of account equity of over \$650,000. [SEC v. Hyannis Trading, et al., D. Mass., No. 96-12367, RCL] (LR-15166)

COURT ADJUDGES DEFENDANT GATEWAYS TO SPACE, INC. IN CIVIL CONTEMPT

On October 29, 1996, United States District Court Judge Harold H. Greene entered an Order adjudging Gateways to Space, Inc. (Gateways) in civil contempt. The Order found that Gateways violated a final judgment of permanent injunction issued on April 16, 1993 for failing to file complete and accurate periodic reports with the Commission as required by the federal securities laws.

Gateways failed to file a complete annual report (Form 10-K) for the year ending 1995 as required by the permanent injunction. In addition to finding Gateways in civil contempt, the October 29, 1996 Order provides for daily fines of \$500.00 beginning on December 3, 1996 until Gateways complies with the Permanent Injunction. [SEC v. Gateways To Space, Inc., Civil Action No. 93-0194, HHG] (LR-15168)

INVESTMENT COMPANY ACT RELEASES

HLM GLOBAL EQUITY LIMITED PARTNERSHIP, ET AL.

An order has been issued on an application filed by HLM Global Equity Limited Partnership (Partnership), et al. under Section 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act. The order permits the Partnership to transfer substantially all of its assets and liabilities to a series of Harding, Loevner Funds, Inc. in exchange for the series' shares, which then would be distributed pro rata to partners of the Partnership. (Rel. IC-22349 - November 25)

MEDALLION FINANCIAL CORP.

A notice has been issued giving interested persons until December 20 to request a hearing on an application filed by Medallion Financial Corp. for an order pursuant to Section 61(a)(3)(B) of the Investment Company Act approving applicant's stock option plan for certain directors and the grant of certain stock options thereunder. (Rel. IC-22350 - November 25)

THE CHUBB SERIES TRUST, ET AL.

A notice has been issued giving interested persons until December 20 to request a hearing on an application filed by The Chubb Series Trust (Trust), Chubb Investment Advisory Corporation (Chubb Investment Advisory), and Morgan Guaranty Trust Company of New York (Morgan). Applicants seek an order granting exemptions from Sections 9(a), 13(a), 15(a) and 15(b) of the Investment Company Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder to the extent necessary to permit shares of any current or future series of the Trust and shares of any other investment company that is designed to fund variable insurance products and for which Chubb Investment Advisory or Morgan or any of their affiliates may serve as investment adviser, administrator, manager, principal underwriter or

sponsor to be sold to and held by variable annuity and variable life insurance separate accounts of both affiliated and unaffiliated life insurance companies and qualified pension and retirement plans outside the separate account context. (Rel. IC-22351 - November 25)

OSMANLI BANKASI A.S. AND TURKEY GARANTI BANKASI A.S.

An order has been issued under Section 6(c) of the Investment Company Act granting an exemption from Section 17(f) of the Act. The order permits Osmanli Bankasi A.S. to act as custodian for investment company assets in Turkey. (Rel. IC-22352; IS-1033 - November 26)

VOYAGEUR ARIZONA MUNICIPAL INCOME FUND II, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Voyageur Arizona Municipal Income Fund II, Inc. has ceased to be an investment company. (Rel. IC-22353 - November 26)

VOYAGEUR COLORADO MUNICIPAL INCOME FUND II, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Voyageur Colorado Municipal Income Fund II, Inc. has ceased to be an investment company. (Rel. IC-22354 - November 26)

FREEDOM MUTUAL FUND, ET AL.

An order has been issued on an application filed by Freedom Mutual Fund, et al., under Section 6(c) of the Investment Company Act for an exemption from Section 15(a) of the Act. The order permits the implementation, without shareholder approval, of new investment advisory agreements between Freedom Mutual Fund, Freedom Group of Tax Exempt Funds, and FundManager Trust (Trusts) and Freedom Management Capital Corporation (Adviser) with respect to certain series of the Trusts for an interim period of not more than 120 days, beginning on the date on which the Adviser's parent is sold to JHFSC Acquisition Corp. and ending no later than March 31, 1997. The order also permits the Adviser to receive all fees earned under the new agreements following shareholder approval. (Rel. IC-22355 - November 26)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The American Stock Exchange filed a proposed rule change (SR-AMEX-96-36) to adopt an official Exchange policy concerning the circumstances and conditions under which the Exchange, in order to carry out its market surveillance and enforcement functions for

derivative products containing Italian component securities, may obtain access to information regarding activity on the Italian securities markets obtained by the SEC pursuant to the Commission's Memorandum of Understanding with Italy's Commissione Nazionale per le Società e la Borsa. Publication of the notice is expected in the Federal Register during the week of November 25. (Rel. 34-37973; IS-1031)

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-96-39) to amend the requirements for the use in advertisements and sales literature of investment company rankings. Publication of the proposal is expected in the Federal Register during the week of November 25. (Rel. 34-37987)

APPROVAL OF PROPOSED RULE CHANGE

The Commission granted approval of a proposed rule change (SR-NSCC-96-15) filed by the National Securities Clearing Corporation. The rule change enables members with long positions in securities subject to a tender offer with an election as to consideration to receive protection for receipt of the tender offer consideration. (Rel. 34-37976)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the Philadelphia Stock Exchange to Amend Floor Procedure Advice F-24, the Wheel (SR-PHLX-96-49) 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 25. (Rel. 34-37977)

ORDER EXTENDING TEMPORARY REGISTRATION AS A CLEARING AGENCY

The Commission extended the Government Securities Clearing Corporation's temporary registration as a clearing corporation (File No. 600-23) under Sections 17A and 19(a) of the Securities Exchange Act until May 31, 1997. Publication of the order is expected in the Federal Register during the week of December 2. (Rel. 34-37983)

APPROVAL OF EXTENSION OF CLEARING AGENCY REGISTRATION

The Commission has approved a request for an extension of registration as a clearing agency filed by the International Securities Clearing Corporation under Section 19(a) of the Exchange Act (File No 600-20). Publication of the request is expected in the Federal Register during the week of December 2. (Rel. 34-37986; IS-1032)

WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until December 17 to comment on the application of Kirby Corporation to withdraw from listing and registration on the American Stock Exchange its Common Stock, \$0.10 Par Value. (Rel. 34-37978)

A notice has been issued giving interested persons until December 17 to comment on the application of AMREP Corporation to withdraw from listing and registration on the Chicago Stock Exchange and Pacific Stock Exchange, its Common Stock, \$.10 Par Value. (Rel. 34-37979)

A notice has been issued giving interested persons until December 18 to comment on the application of Technitrol, Inc. to withdraw from listing and registration on the American Stock Exchange, Common Stock, \$0.125 Par Value and its Common Stock Purchase Rights. (Rel. 34-37992)

DELISTING GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Techdyne, Inc., Common Stock, \$.01 Par Value and Redeemable Warrants. (Rel. 34-37980)

WITHDRAWAL GRANTED

An order has been issued granting the application of Pittway Corporation to withdraw from listing and registration its Common Stock, \$1.00 Par Value and its Class A Stock, \$1.00 Par Value, on the American Stock Exchange. (Rel. 34-37981)

An order has been issued granting the application of The Alpine Group, Inc. to withdraw from listing and registration its Common Stock, \$.10 Par Value, on the American Stock Exchange. (Rel. 34-37982)

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.

S-B PEOPLES REPUBLIC OF CHINA, 2300 CONNECTICUT AVE, STE 2250, WASHINGTON, DC 20008 - \$1,900,000,000 FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 333-6026 - NOV. 12) (BR. 8)

F-1 OPEN JOINT STOCK CO VIMPEL COMMUNICATIONS, 10 12 ULITSA, 8 MARTA MOSCOW, RUSSIAN FEDERATION, U2 0000 - 142,878 (\$3,904,855.74) FOREIGN COMMON STOCK. (FILE 333-6030 - NOV. 15) (BR. 3)

F-6 SELECT APPOINTMENTS HOLDINGS PLC /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 25,000,000 (\$1,250,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-6036 - NOV. 15) (BR. 99)

- S-8 CRH PUBLIC LTD CO, BELGARD CASTLE CLONDALKIN, DUBLIN 22 IRELAND, L2 - 600,000 (\$6,276,000) FOREIGN COMMON STOCK. (FILE 333-6040 - NOV. 15) (BR. 6)
- F-3 UNITED BREWERIES COMPANY INC, AHUMADA 131, SANTIAGO CHILE, F3 00000 (212) 530-5000 - 25,552,530 (\$102,465,645.30) FOREIGN COMMON STOCK. (FILE 333-6042 - NOV. 15) (BR. 2)
- F-6 NATUZZI INDUSTRIES SPA \ADR, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 815-2009 - 10,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-6048 - NOV. 18) (BR. 99 - NEW ISSUE)
- S-8 OMAP HOLDINGS INC, 268 WEST 400 SOUTH SUITE 300, SALT LAKE CITY, UT 84101 (801) 575-8073 - 240,000 (\$12,000) FOREIGN COMMON STOCK. (FILE 333-6056 - NOV. 18) (BR. 1)
- F-1 EIDOS PLC, FERRY HOUSE, 51-57 LACY RD, PUTNEY LONDON UK, X0 (181) 780-2222 - 5,750,000 (\$71,415,000) FOREIGN COMMON STOCK. (FILE 333-6058 - NOV. 19) (BR. 3 - NEW ISSUE)
- S-8 MEMCO SOFTWARE LTD, ATIDIM INDUSTRIAL PARK, BLDG 7 NEVE SHARET, TEL AVIV ISRAEL, L3 - 1,690,096 (\$29,787,942) FOREIGN COMMON STOCK. (FILE 333-6060 - NOV. 19) (BR. 3)
- S-4 SILVER KING COMMUNICATIONS INC, 12425 28TH ST NORTH, ST PETERSBURG, FL 33716 (813) 573-0339 - 60,074,287 (\$1,437,235,510) COMMON STOCK. (FILE 333-16437 - NOV. 20) (BR. 3)
- S-3 FX ENERGY INC, 3006 HIGHLAND DR, STE 206, SALT LAKE CITY, UT 84106 (801) 486-5555 - 764,072 (\$6,876,648) COMMON STOCK. (FILE 333-16439 - NOV. 20) (BR. 4)
- S-8 CHINA BIOMEDICAL GROUP INC, C/O ALCOTT SIMPSON & CO, 250 PARK AVENUE STE 1930, NEW YORK, NY 10117 (212) 681-8400 - 59,000 (\$118,000) COMMON STOCK. (FILE 333-16441 - NOV. 20) (BR. 1)
- S-1 MAZEL STORES INC, 31000 AURORA ROAD, SOLON, OH 44139 (216) 248-5200 - 493,350 (\$7,893,600) COMMON STOCK. (FILE 333-16443 - NOV. 20) (BR. 2)
- S-8 MINNESOTA POWER & LIGHT CO, 30 W SUPERIOR ST, DULUTH, MN 55802 (218) 722-2641 - 150,000 (\$4,228,125) COMMON STOCK. (FILE 333-16445 - NOV. 20) (BR. 4)
- S-8 PAPA JOHNS INTERNATIONAL INC, 11492 BLUEGRASS, STE 175, LOUISVILLE, KY 40299 (502) 266-5200 - 1,500,000 (\$71,437,500) COMMON STOCK. (FILE 333-16447 - NOV. 20) (BR. 2)
- S-4 ALLEGRO NEW MEDIA INC, 16 PASSAIC AVENUE 6, FAIRFIELD, NJ 07004 (201) 808-1992 - 3,846,335 (\$19,077,821) COMMON STOCK. (FILE 333-16449 - NOV. 20) (BR. 9)
- SB-2 SAC TECHNOLOGIES INC, 4444 WEST 76TH STREET, SUITE 600, EDINA, MN 55435 (612) 835-7080 - 1,210,000 (\$7,260,000) COMMON STOCK. 1 (\$100) WARRANTS, OPTIONS OR RIGHTS. (FILE 333-16451 - NOV. 20)
- S-4 SHOP VAC CORP, 2323 REACH RD, WILLIAMSPORT, PA 17701 (717) 326-0502 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-16453 - NOV. 20)
- S-8 LABOR READY INC, 2156 PACIFIC AVENUE, TACOMA, WA 98402 (206) 383-9101 - 350,000 (\$5,120,500) COMMON STOCK. (FILE 333-16455 - NOV. 20) (BR. 1)
- S-8 CORPORATE EXPRESS INC, 325 INTERLOCKEN PKWY, BROOMFIELD, CO 80021 (303) 373-2800 - 189,805 (\$5,149,409.65) COMMON STOCK. (FILE 333-16457 - NOV. 20) (BR. 2)
- S-8 LABOR READY INC, 2156 PACIFIC AVENUE, TACOMA, WA 98402 (206) 383-9101 - 150,000 (\$2,194,500) COMMON STOCK. (FILE 333-16459 - NOV. 20) (BR. 1)
- S-8 DYNATECH CORP, 3 NEW ENGLAND EXECUTIVE PARK, BURLINGTON, MA 01803 (617) 272-6100 - 600,000 (\$34,800,000) COMMON STOCK. (FILE 333-16461 - NOV. 20) (BR. 5)

- S-8 MINNESOTA POWER & LIGHT CO, 30 W SUPERIOR ST, DULUTH, MN 55802
(218) 722-2641 - 2,100,000 (\$59,193,750) COMMON STOCK. (FILE 333-16463 -
NOV. 20) (BR. 4)
- S-8 TIMKEN CO, 1835 DUEBER AVE SW, CANTON, OH 44706 (216) 471-3000 - 25,000
(\$1,123,500) COMMON STOCK. (FILE 333-16465 - NOV. 20) (BR. 6)
- S-8 GLOBAL VENTURE FUNDING INC, 2712 ECHO MESA DR, LAS VEGAS, NV 89134
(702) 233-6638 - 300,000 (\$30,000) COMMON STOCK. (FILE 333-16467 -
NOV. 20) (BR. 3)
- S-3 JACOR COMMUNICATIONS INC, 1300 PNC CENTER, 201 E FIFTH ST, CINCINNATI,
OH 45202 (513) 621-1300 - 125,000,000 (\$125,000,000) STRAIGHT BONDS.
(FILE 333-16469 - NOV. 20) (BR. 3)
- S-8 DELTA AIR LINES INC /DE/, HARTSFIELD ATLANTA INTL AIRPORT,
1030 DELTA BLVD, ATLANTA, GA 30320 (404) 715-2600 - 24,700,000
(\$1,869,543,000) COMMON STOCK. (FILE 333-16471 - NOV. 20) (BR. 5)
- S-8 HORACE MANN EDUCATORS CORP /DE/, 1 HORACE MANN PLZ, SPRINGFIELD, IL
62715 (217) 789-2500 - 300,000 (\$11,156,250) COMMON STOCK. (FILE
333-16473 - NOV. 20) (BR. 1)
- S-1 PEGASYSTEMS INC, 101 MAIN ST, CAMBRIDGE, MA 02142 (617) 374-9600 -
2,581,750 (\$85,197,750) COMMON STOCK. (FILE 333-16475 - NOV. 20) (BR. 3)
- S-8 BANKAMERICA CORP, BANK OF AMERICA CTR, 555 CALIFORNIA ST, SAN FRANCISCO,
CA 94104 (415) 622-3530 - 5,229,280 (\$497,759,475.40) COMMON STOCK. (FILE
333-16477 - NOV. 20) (BR. 7)
- S-3 PARKWAY PROPERTIES INC, 300 ONE JACKSON PL, 188 E CAPITOL ST STE 300,
JACKSON, MS 39225 (601) 948-4091 - 100,000,000 (\$100,000,000)
DEPOSITARY RECEIPTS FOR PREFERRED STOCK. (FILE 333-16479 - NOV. 20)
(BR. 8)
- S-4 COLONIAL BANCGROUP INC, ONE COMMERCE ST STE 800, P O BOX 1108,
MONTGOMERY, AL 36104 (334) 240-5000 - 2,492,919 (\$73,921,981) COMMON STOCK.
(FILE 333-16481 - NOV. 20) (BR. 7)
- S-8 ELECTRO SCIENTIFIC INDUSTRIES INC, 13900 NW SCIENCE PARK DR, PORTLAND,
OR 97229 (503) 641-4141 - 400,000 (\$8,000,000) COMMON STOCK. (FILE
333-16485 - NOV. 20) (BR. 6)
- S-8 ELECTRO SCIENTIFIC INDUSTRIES INC, 13900 NW SCIENCE PARK DR, PORTLAND,
OR 97229 (503) 641-4141 - 150,000 (\$3,000,000) COMMON STOCK. (FILE
333-16487 - NOV. 20) (BR. 6)
- S-8 ALLIED HEALTHCARE PRODUCTS INC, 1720 SUBLETTE AVE, ST LOUIS, MI 63110
(314) 771-2400 - 300,000 (\$2,081,250) COMMON STOCK. (FILE 333-16489 -
NOV. 20) (BR. 1)
- S-1 BUCKHEAD COMMUNITY BANCORP INC, 3520 PIEDMONT ROAD NE, ATLANTA, GA 30305
- 2,400,000 (\$12,000,000) COMMON STOCK. (FILE 333-16493 - NOV. 20)
- S-1 BROOKS FIBER PROPERTIES INC, 425 WOODS MILL RD S STE 300, TOWN & COUNTY,
MO 63017 - 7,859,175 (\$254,931,989.10) COMMON STOCK. (FILE 333-16495 -
NOV. 20) (BR. 3)
- S-1 BROOKS FIBER PROPERTIES INC, 425 WOODS MILL RD S STE 300, TOWN & COUNTY,
MO 63017 - 5,175,000 (\$167,864,062.50)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-16497 - NOV. 20) (BR. 3)
- S-1 SUMMIT HOLDING SOUTHEAST INC, 2310 A-Z PARK ROAD, LAKELAND, FL 33801
(941) 665-6060 - 1,639,866 (\$16,398,660) PREFERRED STOCK. 5,750,000
(\$69,000,000) COMMON STOCK. (FILE 333-16499 - NOV. 20) (NEW ISSUE)
- S-4 TOKHEIM CORP, P O BOX 360, P O BOX 360, FORT WAYNE, IN 46801
(219) 423-2552 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE
333-16503 - NOV. 21) (BR. 6)

- S-3 ETEC SYSTEMS INC, 26460 CORPORATE AVE, M/S 302, HAYWARD, CA 94545
(510) 783-9210 - 5,060,000 (\$151,800,000) COMMON STOCK. (FILE 333-16505 - NOV. 20) (BR. 6)
- S-2 NASTECH PHARMACEUTICAL CO INC, 129 OSER AVE, HAUPPAUGE, NY 11788
(516) 273-0101 - 2,300,000 (\$45,712,500) COMMON STOCK. (FILE 333-16507 - NOV. 20) (BR. 1)
- S-1 SOUTHWEST BANCORP INC /TX/, 4400 POST O-K PARKWAY, HOUSTON, TX 77027
(713) 235-8881 - 1,772,500 (\$28,360,000) COMMON STOCK. (FILE 333-16509 - NOV. 20) (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.

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. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

| NAME OF ISSUER | STATE CODE | 8K ITEM NO. | | | | | | | | DATE | COMMENT |
|--|------------|-------------|---|---|---|---|---|-----|---|---------------|---------|
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | | |
| ACCESS FINANCIAL LENDING CORP | DE | | | | | X | | X | | 11/18/96 | |
| ACCUSTAFF INC | FL | X | | | | | | | X | 11/14/96 | |
| AFG RECEIVABLES CORP | CA | | | | | X | | | | 11/15/96 | |
| AFG RECEIVABLES CORP | CA | | | | | X | | | | 11/15/96 | |
| AFG RECEIVABLES CORP | CA | | | | | X | | | | 11/15/96 | |
| AFG RECEIVABLES CORP | CA | | | | | X | | | | 11/15/96 | |
| AGTSPO RTS INC | CO | | | | | X | | | | 11/25/96 | |
| AK STEEL HOLDING CORP | DE | | | | | X | | X | | 11/21/96 | |
| ALDILA INC | DE | | | | | X | | X | | 11/25/96 | |
| ALL-COMM MEDIA CORP | NV | | | | | X | | X | | 11/26/96 | |
| ALLIEDSIGNAL INC | DE | | | | | | | | | 11/12/96 | |
| AMERICAN BANKNOTE CORP | DE | X | | | | | | X | | 11/14/96 | |
| AMERICAN BUSINESS INFORMATION INC /DE/ | NE | | | | | | | X | | 09/10/96AMEND | |
| AMERICAN ECOLOGY CORP | DE | | | | X | | | X | | 11/19/96 | |
| AMERTRANZ WORLDWIDE HOLDING CORP | DE | X | | | | | | X | | 10/10/96AMEND | |
| ANDREW CORP | DE | | | | | X | | | | 11/14/96 | |
| APPLEBEES INTERNATIONAL INC | DE | | | | | X | | X | | 11/25/96 | |
| ARBOR HEALTH CARE CO /DE/ | DE | | | | | X | | X | | 11/14/96 | |
| ARV ASSISTED LIVING INC | CA | | | | | | | X | | 09/25/96AMEND | |
| ATLANTIS PLASTICS INC | FL | X | | | | | | X | | 11/12/96 | |
| AUDIO COMMUNICATIONS NETWORK INC | FL | | | | | X | | | | 11/19/96 | |
| BANC ONE HOME EQUITY LOAN TRUST 1996-A | DE | | | | | X | | X | | 11/15/96 | |
| BELL INDUSTRIES INC | CA | | | | | | | X X | | 11/22/96 | |
| BIOGEN INC | MA | | | | | X | | | | 11/21/96 | |
| BROADBAND TECHNOLOGIES INC /DE/ | DE | | | | | X | | X | | 11/19/96 | |

| NAME OF ISSUER | STATE CODE | 8K ITEM NO. | | | | | | | | DATE | COMMENT |
|--|---------------|-------------|---|---|---|---|---|---|---|---------------|---------|
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | | |
| CABLE & CO WORLDWIDE INC | DE | | | | | | | | | 11/20/96 | |
| CADMUS COMMUNICATIONS CORP/NEW | VA | | | X | X | | | | | 11/13/96 | |
| CAPTAIN TONYS PIZZA INC /NY/ | NY | | | X | | | | | | 08/02/96 | |
| CARIBINER INTERNATIONAL INC | DE | | | | | X | | | | 09/12/96AMEND | |
| CARRAMERICA REALTY CORP | MD | | | | | X | | | | 11/26/96 | |
| CARRAMERICA REALTY CORP | MD | | | | | X | | | | 11/26/96 | |
| CATERPILLAR FINANCIAL FUNDING CORP | NV | | | | | X | | | | 10/25/96 | |
| CCB FINANCIAL CORP | NC | | | | X | | | | | 11/21/96 | |
| CENTENNIAL TECHNOLOGIES INC | DE | | | X | X | | | | | 11/26/96AMEND | |
| CENTRAL ILLINOIS LIGHT CO | IL | | | X | | | | | | 11/25/96 | |
| CHASE COMMERCIAL MORTGAGE SECURITIES COR | NY | | | X | | | | | | 11/26/96 | |
| CHESAPEAKE BIOLOGICAL LABORATORIES INC | MD | | | X | | | | | | 11/21/96 | |
| CILCORP INC | IL | | | X | | | | | | 11/25/96 | |
| CIT RV OWNER TRUST 1996-A | DE | | | X | X | | | | | 11/15/96 | |
| CIT RV OWNER TRUST 1996-A | DE | | | X | X | | | | | 11/15/96 | |
| CIT RV TRUST 1996-B | DE | | | X | X | | | | | 11/15/96 | |
| CITIZENS FIRST FINANCIAL CORP | DE | | | X | | | | | | 11/26/96 | |
| COGENTRIX ENERGY INC | NC | | X | | | X | | | | 11/14/96 | |
| COLTEC INDUSTRIES INC | PA | X | | | | | | | | 11/20/96 | |
| COMMERCIAL CREDIT CO | DE | | | | | X | | | | 11/21/96 | |
| COMMODORE ENVIRONMENTAL SERVICES INC /DE | DE | | | | | X | | | | 10/01/96AMEND | |
| CONTIMORTGAGE HOME EQUITY LN TR 1996-1 | DE | | | X | X | | | | | 11/15/95 | |
| CONTIMORTGAGE HOME EQUITY LOAN TRUST 199 | | | | X | X | | | | | 11/15/95 | |
| CONTINUCARE CORP | FL | | X | | | X | | | | 09/11/96AMEND | |
| CONTINUCARE CORP | FL | | | X | X | | | | | 11/20/96 | |
| COTELLIGENT GROUP INC | DE | X | | | | | | | | 10/31/96 | |
| CROWN CRAFTS INC | GA | | | X | X | | | | | 11/21/96 | |
| DATA SYSTEMS NETWORK CORP | MI | | X | | | X | | | | 08/12/96AMEND | |
| DEERE & CO | DE | | | | | X | | | | 11/26/96 | |
| DEERE JOHN CAPITAL CORP | DE | | | X | X | | | | | 11/26/96 | |
| DELTA COMPUTEC INC | NY | | | X | X | | | | | 10/31/96 | |
| DESTEC ENERGY INC | DE | X | | | X | | | | | 09/13/96AMEND | |
| DIAGNOSTIC HEALTH SERVICES INC /DE/ | DE | X | | | X | | | | | 11/26/96 | |
| DIGITAL VIDEO SYSTEMS INC | DE | X | | | X | | | | | 10/17/96AMEND | |
| DIGITAL VIDEO SYSTEMS INC | DE | | | X | X | | | | | 11/06/96 | |
| DIVERSIFAX INC | DE | | | X | X | | | | | 11/01/96 | |
| DMI INC /CO/ | CO | | | X | | X | | | | 11/01/96 | |
| DSP COMMUNICATIONS INC | DE | | | X | X | | | | | 11/21/96 | |
| DYNAMOTION/ATI CORP | NY | | | X | X | | | | | 10/25/96 | |
| EMPIRIC ENERGY INC | DE | | | X | | | | | | 11/26/96 | |
| ENERGY BIOSYSTEMS CORP | DE | | | X | X | | | | | 11/20/96 | |
| ENERGY VENTURES INC /DE/ | DE | X | | | X | | | | | 11/12/96 | |
| EQUI VANTAGE HOME EQUITY LOAN TRUST 1994 | NY | X | | | | | | | | 11/29/96 | |
| ESSEX CORPORATION | VA | X | | | | | | | | 11/13/96 | |
| EUROMED INC | NJ | | | X | | | | | | 11/19/96 | |
| FAIR GROUNDS CORP | LA | | | X | | | | | | 11/05/96 | |
| FINANCIAL ASSETS SEC CORP MEGO MORT FHA | DE | X | | | | | | | | 11/29/96 | |
| FIRST MIDWEST FINANCIAL INC | DE | | | X | X | | | | | 10/18/96 | |
| FIRST OF AMERICA BANK-MICHIGAN NA | | | X | | | | | | | 10/31/96 | |
| FIRST UNION RESIDENTIAL SECURITIZATION T | | | | X | X | | | | | 11/19/96 | |
| FIRST USA CREDIT CARD MASTER TRUST | DE | | | X | X | | | | | 11/11/96 | |
| FLEETWOOD CREDIT RECEIVABLES CORP | CA | | | X | X | | | | | 11/15/96 | |
| FLORIDA GAMING CORP | DE | | | X | X | | | | | 11/25/96 | |
| FNB CORP/PA | PA | | | X | X | | | | | 11/15/96 | |
| FREMONT FUNDING INC | DE | | | | | X | | | | 11/15/96 | |
| FRONTIER COMMUNICATIONS OF NEW YORK INC | NY | | | X | | | | | | 11/25/96 | |
| GENERAL PHYSICS CORP | DE | X | | | X | | | | | 11/19/96 | |
| GEORGIA PACIFIC CORP | GA | | | X | X | | | | | 11/25/96 | |
| GRIFFIN REAL ESTATE FUND VI | MN | X | | | X | | | | | 11/15/96 | |
| GS MORTGAGE SECURITIES CORP II | DE | | | | | X | | | | 11/15/96 | |

| NAME OF ISSUER | STATE CODE | BK ITEM NO. | | | | | | | | DATE | COMMENT |
|--|---------------|-------------|---|---|---|---|---|---|---|----------|---------|
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | | |
| GUARANTEE LIFE COMPANIES INC | DE | | | | X | X | | | | 11/14/96 | |
| HALF ROBERT INTERNATIONAL INC /DE/ | DE | | | | X | | | | | 11/15/96 | |
| HARCOURT GENERAL INC | DE | X | | | | | | | | 11/25/96 | |
| HARMONY PRODUCTS INC | VA | X | | | | X | | | | 11/25/96 | |
| HENG FAI CHINA INDUSTRIES INC | CA | | X | | | X | | | | 09/19/96 | AMEND |
| HERTZ CORP | DE | | | | X | | | | | 11/20/96 | |
| HILLS STORES CO /DE/ | DE | | | | X | X | | | | 11/21/96 | |
| HUTTON CONAM REALTY PENSION INVESTORS | CA | X | | | | | | | | 11/11/96 | |
| INDIANA FEDERAL CORP | DE | | | | X | X | | | | 11/14/96 | |
| INDIVIDUAL INC | DE | | | | X | X | | | | 11/01/96 | |
| INNOTECH INC | DE | | | | X | | | | | 03/20/96 | |
| INTEGON CORP /DE/ | DE | | | | X | | | | | 10/25/96 | |
| INTEGRATED HEALTH SERVICES INC | DE | | | | X | X | | | | 10/17/96 | AMEND |
| INTERMET CORP | GA | | | | X | X | | | | 11/18/96 | |
| INTERMET CORP | GA | | | | X | X | | | | 11/18/96 | AMEND |
| JAN BELL MARKETING INC | DE | | | | X | X | | | | 11/25/96 | |
| JONES INTERCABLE INVESTORS L P | CO | | | | X | | | | | 11/22/96 | |
| JP FOODSERVICE INC | DE | | | | X | | | | | 11/26/96 | |
| KCS ENERGY INC | DE | | | | X | X | | | | 11/25/96 | |
| KEYCORP /NEW/ | OH | | | | X | | | | | 11/25/96 | |
| KOLL REAL ESTATE GROUP INC | DE | | | | X | X | | | | 11/26/96 | |
| LEHMAN ABS CORP | DE | | | | X | X | | | | 11/25/96 | |
| LEHMAN HOME EQUITY LOAN TRUST 1994-1 | NY | X | | | | | | | | 11/29/96 | |
| LEHMAN HOME EQUITY LOAN TRUST 1996-1 | NY | | | | X | X | | | | 11/15/96 | |
| LIFECCELL CORP | DE | | | | X | X | | | | 11/18/96 | |
| MARINE DRILLING COMPANIES INC | TX | | | | X | X | | | | 11/08/96 | |
| MAUI LAND & PINEAPPLE CO INC | HI | X | | | | | | | | 11/08/96 | |
| MBNA CORP | MD | | | | X | | | | | 11/26/96 | |
| MEDCATH INC | NC | | | | X | | | | | 11/14/96 | |
| MEDEX INC | OH | X | | | | X | | | | 11/12/96 | |
| MEDIMMUNE INC /DE | DE | | | | X | | | | | 11/25/96 | |
| MERRY LAND & INVESTMENT CO INC | GA | | | | X | X | | | | 11/07/96 | |
| MISSION WEST PROPERTIES/NEW/ | CA | | | | X | X | | | | 11/22/96 | |
| MLCC MORTGAGE INVESTORS INC | DE | | | | | X | | | | 11/25/96 | |
| MMCA AUTO GRANTOR TRUST 1993-1 | DE | | | | | X | | | | 10/31/96 | |
| MOBILEMEDIA COMMUNICATIONS INC | DE | | | | X | | | | | 11/25/96 | |
| MOBILEMEDIA CORP | DE | | | | X | | | | | 11/25/96 | |
| MORGAN GROUP INC | IN | | | | X | X | | | | 11/19/96 | |
| MORTON INTERNATIONAL INC | IN | | | | X | | | | | 11/25/96 | |
| NAPRO BIOTHERAPEUTICS INC | DE | | | | X | | | | | 11/08/96 | |
| NATIONAL PATENT DEVELOPMENT CORP | DE | | X | | | X | | | | 11/19/96 | |
| NATIONSBANK NA | NC | | | | X | X | | | | 11/15/96 | |
| NATIONSBANK OF DELAWARE NA | DE | | | | X | X | | | | 11/15/96 | |
| NEIMAN MARCUS GROUP INC | DE | X | | | | | | | | 11/25/96 | |
| NELLIE MAE EDUCATION FUNDING LLC | DE | | | | X | X | | | | 11/26/96 | |
| NETWORK EVENT THEATER INC | DE | | | | | X | | | | 08/21/96 | AMEND |
| NETWORK LONG DISTANCE INC | DE | | X | | | X | | | | 11/15/96 | |
| NEXTEL COMMUNICATIONS INC | DE | | | | X | | | | | 11/22/96 | |
| NITE LITE USA LTD | CO | X | | | | | | | | 11/15/96 | |
| NITINOL MEDICAL TECHNOLOGIES INC | DE | | | | X | | | | | 11/06/96 | |
| NORTH BANCSHARES INC | DE | X | | | | | | | | 11/26/96 | |
| NUEVO ENERGY CO | DE | | | | X | | | | | 11/25/96 | AMEND |
| OASIS RESIDENTIAL INC | NV | | | | | X | | | | 11/20/96 | |
| OCCIDENTAL PETROLEUM CORP /DE/ | DE | | | | X | X | | | | 11/20/96 | |
| OCCUPATIONAL HEALTH & REHABILITATION INC | DE | | X | | | X | | | | 09/11/96 | AMEND |
| OHIO EDISON CO | OH | | | | X | | | | | 11/15/96 | |
| OMEGA HEALTH SYSTEMS INC | DE | X | X | | | | | | | 09/10/96 | AMEND |
| OMEGA HEALTH SYSTEMS INC | DE | X | X | | | | | | | 09/10/96 | AMEND |
| OSB FINANCIAL CORP | WI | | | | X | X | | | | 11/13/96 | |
| PAM TRANSPORTATION SERVICES INC | DE | | | X | | X | | | | 11/19/96 | |
| PARKER DRILLING CO /DE/ | DE | | X | | | X | | | | 11/12/96 | |

| NAME OF ISSUER | STATE CODE | 8K ITEM NO. | | | | | | | | DATE | COMMENT |
|--|---------------|-------------|---|---|---|---|---|---|---|----------|---------|
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | | |
| PARTS SOURCE INC | FL | | | | | | | | X | 10/25/96 | AMEND |
| PEGASUS COMMUNICATIONS CORP | DE | X | | | | | | | X | 11/08/96 | |
| PENN TREATY AMERICAN CORP | PA | | | | X | | | | | 11/25/96 | |
| PIXTECH INC /DE/ | DE | | | | X | | | | | 11/22/96 | |
| PLATINUM ENTERTAINMENT INC | DE | | | | | | | X | | 11/12/96 | |
| PMI GROUP INC | DE | | | | X | X | | | | 11/19/96 | |
| PREMIER BANKSHARES CORP | VA | | | | X | X | | | | 10/29/96 | |
| PRESIDIO CAPITAL CORP | | | | | X | X | | | | 11/21/96 | |
| PRIME RECEIVABLES CORP | DE | | | | | | | X | | 11/18/96 | |
| PRINCETON MEDIA GROUP INC | A6 | | | | | | | X | | 11/04/96 | |
| PRUDENTIAL BANK & TRUST CO /GA/ | GA | | | | X | X | | | | 10/31/96 | |
| QPQ CORP | FL | | | | X | | | | | 11/20/96 | |
| QUARTERDECK CORP | DE | | | | X | X | | | | 11/25/96 | |
| QUEEN SAND RESOURCES INC | DE | | | | | | | | | 11/26/96 | |
| QUIZNOS CORP | CO | | | | X | | | | | 09/30/96 | |
| READING & BATES CORP | DE | | | | | | | X | | 11/25/96 | |
| RECKSON ASSOCIATES REALTY CORP | MD | | | | X | X | | | | 11/25/96 | |
| RECOVERY ENGINEERING INC | DE | | | | X | X | | | | 07/19/96 | |
| REDWOOD EMPIRE BANCORP | CA | | | | X | | | | | 11/21/96 | |
| REVCO D S INC | DE | X | | | | | | X | | 11/15/96 | |
| ROM TECH INC | PA | | | | X | X | | | | 11/15/96 | |
| RSI HOLDINGS INC | NC | | | | X | X | | | | 11/18/96 | |
| SECURE COMPUTING CORP | DE | | | | X | X | | | | 11/25/96 | |
| SEL DRUM INTERNATIONAL INC | CO | | | | X | | | | | 11/11/96 | |
| SHARED TECHNOLOGIES FARICHILD INC | DE | | | | X | | | | | 11/22/96 | |
| SHERWIN WILLIAMS CO | OH | | | | X | | | | | 11/22/96 | |
| SOLV EX CORP | NM | | | | | | | | | 11/15/96 | |
| SOUTHPOINT STRUCTURED ASSETS INC | DE | | | | X | X | | | | 11/26/96 | |
| STAGE STORES INC | DE | | | | X | X | | | | 11/25/96 | |
| STANDARD FINANCIAL INC | DE | | | | X | | | | | 11/22/96 | |
| STRUCTURED ASSETS SECURITIES CORP SER 19 | IL | X | | | | | | | | 11/29/96 | |
| SYQUEST TECHNOLOGY INC | DE | | | | X | X | | | | 11/25/96 | |
| TAMPA ELECTRIC CO | FL | | | | X | | | | | 11/21/96 | |
| TAPISTRON INTERNATIONAL INC | GA | | | | X | X | | | | 11/25/96 | |
| TECO ENERGY INC | FL | | | | X | | | | | 11/21/96 | |
| TENGTU INTERNATIONAL CORP | DE | X | | | | | | X | | 11/22/96 | |
| TEXAS INSTRUMENTS INC | DE | X | | | | | | | | 11/26/96 | |
| TOROTEL INC | MO | | | | | | | X | | 11/25/96 | |
| TOUCH TONE AMERICA INC | CA | X | | | X | | | | | 11/13/96 | |
| TRANSAMERICA OCCIDENTAL LIFE INSURANCE C | CA | | | | | | | X | | 10/31/96 | |
| TRANSWORLD HOME HEALTHCARE INC | NY | X | | | | | | X | | 11/13/96 | |
| UACSC 1996-D AUTO TRUST | DE | | | | X | X | | | | 11/21/96 | |
| UCFC ACCEPTANCE CORP | LA | | | | X | X | | | | 11/15/96 | |
| URBAN SHOPPING CENTERS INC | MD | | | | X | | | | | 11/25/96 | |
| WEALTH INTERNATIONAL INC | NV | | | | | | | X | | 08/27/96 | AMEND |
| WEBSTER FINANCIAL CORP | DE | | | | X | X | | | | 11/04/96 | |
| WFS FINANCIAL 1996-B OWNER TRUST | CA | | | | X | X | | | | 11/20/96 | |
| WNC HOUSING TAX CREDIT FUND V LP SERIES | CA | X | | | | | | | | 09/17/96 | AMEND |
| WNC HOUSING TAX CREDIT FUND V LP SERIES | CA | X | | | | | | | | 09/25/96 | AMEND |
| WNC HOUSING TAX CREDIT FUND V LP SERIES | CA | X | | | | | | | | 10/15/96 | AMEND |
| WORLD OMNI DEALER FUNDING INC | FL | X | | | | | | | | 10/31/96 | |