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# SEC NEWS DIGEST

Issue 99-103

May 28, 1999

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## COMMISSION ANNOUNCEMENTS

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### CLOSED MEETING -- THURSDAY, JUNE 3, 1999 -- 10:00 A.M.

The subject matter of the closed meeting scheduled for Thursday, June 3, 1999, at 10:00 a.m., will be:

Institution of injunctive actions.

Settlement of injunctive actions.

Institution of administrative proceedings of an enforcement nature.

Settlement of administrative proceedings of an enforcement nature.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact The Office of the Secretary at (202) 942-7070.

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## ENFORCEMENT PROCEEDINGS

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### **JEROME STOCKDALE ORDERED TO CEASE AND DESIST FROM VIOLATING THE PROXY RULES OF THE FEDERAL SECURITIES LAWS**

On May 27, the Commission instituted a settled administrative proceeding against Jerome E. Stockdale for illegally soliciting proxies from the shareholders of Utilx Corporation, a public company whose shares are traded on the NASDAQ National Market. Stockdale's proxy and soliciting materials were not filed with the Commission and failed to comply with the disclosure requirements of the federal securities laws.

The Commission's Order finds that Stockdale, a substantial Utilx shareholder, mailed a proxy form and soliciting materials to over 400 of Utilx's largest shareholders. The solicited shareholders held approximately 4.43 million shares, or 61 percent, of the outstanding common stock of Utilx at that time. Stockdale's primary reason for mailing the proxy materials was to elect so-called "stockholder friendly directors." In his proxy materials, he failed to identify himself as one of the persons who he was attempting to elect to the Utilx Board of Directors. Stockdale also sought proxy

authority for a period of two years, in excess of the period permitted by the proxy rules.

The Order finds that, as a result of this proxy solicitation, approximately forty Utilx shareholders provided Stockdale with proxies. However, Stockdale discarded these proxies after receiving a complaint from Utilx concerning the propriety of his proxy solicitation. Stockdale did not provide those shareholders with notice that he had discarded their proxies and would not be representing their interests with respect to their shares.

Stockdale consented, without admitting or denying the Commission's findings, to the issuance of the Commission's Order, which orders him to cease and desist from committing or causing any violation and any future violation of Section 14(a) of the Securities Exchange Act of 1934 and Rules 14a-3, 14a-4, 14a-6, 14a-9 and the disclosure requirements of Schedule 14A thereunder. The Order also requires Stockdale to notify all shareholders to whom he sent proxy materials and provide them with notice that any proxy returned to him is null and void. (Rel. 34-41458; File No. 3-9914)

#### **ACTION TAKEN AGAINST "BOILER ROOM" OPERATION**

The Commission announced that it filed an action on May 27 in federal court in Manhattan alleging that a Jericho, New York-based registered broker-dealer, and thirteen of its registered representatives, systematically defrauded investors of millions of dollars. The defendants are charged with using fraudulent "boiler-room" sales practices to induce investors to purchase highly-speculative securities that were issued in initial public offerings (IPOs) underwritten by the brokerage firm or securities for which the firm acted as a market maker (House Stocks). Named in the complaint are:

HGI, Inc., a registered broker-dealer based in Jericho, New York, that was in operation from 1992 to June 1997;

Mark Hanna, a 39 year old resident of Locust Valley, New York, who owned 39.75% of HGI's stock and who was the secretary and chairman of HGI;

Brian Scanlon, a 32 year old resident of Boca Raton, Florida, who owned 39.75% of HGI's stock and who was a vice president of HGI;

Stephen Palumbo, a 32 year old resident of Pompano Beach, Florida, who owned 2.5% of HGI's stock and who was an executive vice president and managing director of HGI;

Angelo John Bosco, a 28 year old resident of Huntington, New York, who owned 2% of HGI's stock and who was a registered representative of HGI;

Thomas Fede, a 31 year old resident of Huntington, New York, who was a registered representative of HGI and who was HGI's president in May and June 1997;

Shane Ferras, a 34 year old resident of Bayville, New York, who owned 2% of HGI's stock and who was a registered representative of HGI;

Scott Follett, a 33 year old resident of Oyster Bay, New York, who owned 2% of HGI's stock and who was a registered representative of HGI;

Joseph Tuozzo, a 31 year old resident of Boca Raton, Florida, who owned 2% of HGI's stock and who was a registered representative of HGI;

Steven Arevalo, a 36 year old resident of North Babylon, New York, who was a registered representative of HGI;

Steven Hanna, a 37 year old resident of Brooklyn, New York, who was a registered representative of HGI;

Paul Karkenny, a 38 year old resident of Old Bridge, New Jersey, who was a registered representative of HGI;

Robert Palumbo, a 27 year old resident of Great Neck, New York, who was a registered representative of HGI; and

Raymond Saulon, a 31 year old resident of Commack, New York, who was a registered representative of HGI.

In its complaint, the Commission seeks permanent injunctive relief, an accounting, disgorgement and prejudgment interest and civil penalties against each of the defendants.

The complaint alleges that between June 1994 and June 1997, Mark Hanna, Scanlon, Stephen Palumbo, Bosco, Ferras, Fede, Follett, and Tuozzo trained HGI registered representatives to use, and HGI registered representatives did use, fraudulent "boiler-room" sales practices to induce investors to purchase HGI house stocks. Those fraudulent sales practices include: (1) soliciting customer purchases of house stocks in the aftermarket prior to the commencement of the IPOs for such stocks -- often requiring customers who wanted IPO securities to agree to buy a certain number of aftermarket shares; (2) making baseless price predictions and other material misrepresentations or omissions to induce customers to purchase house stocks; (3) failing to execute customer orders to sell house stocks; and/or (4) executing unauthorized purchases of house stocks in customer accounts.

Stephen Palumbo, Bosco, Fede, Ferras, Follett, Tuozzo, Arevalo, Steven Hanna, Karkenny, Robert Palumbo, and Saulon, with the knowledge and consent of Mark Hanna and Scanlon, all committed numerous sales practice violations involving the accounts of their own customers. Such violations include: (1) executing unauthorized trades in customer accounts; (2) failing to execute customer sell orders; (3) failing to execute stop-loss orders; (4) soliciting customers to purchase house stocks in the aftermarket prior to the completion of the IPOs for those securities; (5) making baseless

price predictions; and/or (6) making other material misrepresentations to customers, including telling customers that stop-loss orders would be entered on house stocks and that the registered representatives had important confidential information about house stocks.

In many instances HGI failed to deliver prospectuses to customers who purchased house stocks. In addition, HGI allowed Bosco and Karkenny to act as registered representatives while they were not validly registered with the National Association of Securities Dealers, Inc. (NASD), because other people had taken their NASD Series 7 examinations for them.

In its complaint, the Commission alleges that HGI violated Sections 5(b) and 17(a) of the Securities Act of 1933, Sections 10(b) and 15(b)(7) of the Securities Exchange Act of 1934, and Rule 10b-5, 10b-6, and 15b7-1, and Regulation M thereunder; Mark Hanna and Scanlon, both directly and as controlling persons of HGI, violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rules 10b-5, 10b-6, and Regulation M thereunder; Stephen Palumbo, Tuozzo, and Bosco violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act, and Rules 10b-5, 10b-6, and Regulation M thereunder; and Fede, Ferras, Follett, Arevalo, Steven Hanna, Karkenny, Robert Palumbo, and Saulon violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5. In addition, Bosco and Karkenny aided and abetted HGI's violations of Section 15(b)(7) of the Exchange Act and Rule 15b7-1.

The Commission thanks the NASD for its assistance in this matter. The litigation is pending. [SEC v. HGI, Inc., et al., 99 Civ. 3866, S.D.N.Y.] (LR-16162)

#### **ATTORNEY SETTLES CHARGES THAT HE PROFITED BY MORE THAN \$500,000 FROM ROLE IN LARGER MICROCAP SECURITIES FRAUD**

On May 27, the Commission filed its third civil action arising from the massive securities fraud that was conducted through Sterling Foster & Co., Inc. (Sterling Foster), a registered broker-dealer. In its complaint, which was filed in federal court in Manhattan, the Commission charged attorney Hartley T. Bernstein with fraudulently obtaining over \$500,000 by selling securities shortly after the initial public offerings (IPOs) of five companies for which his law firm acted as counsel.

According to the complaint, Bernstein acquired unregistered securities of four companies whose IPOs were being underwritten by Sterling Foster, and of another company whose IPO was co-underwritten by VTR Capital, Inc. and Investors Associates, Inc. (Investors Associates). The unregistered securities of those issuers that Bernstein acquired were registered along with the securities that were to be sold in each of those IPOs. In each IPO, Bernstein had undisclosed side agreements to sell his shares -- which he had acquired for nominal consideration -- at below-market

prices to the underwriters soon after the commencement of the IPO. The underwriters, who sold those same securities short to retail customers, then covered their short positions with stock from Bernstein, among others. Thus, the complaint alleges that the scheme provided Sterling Foster and Investors Associates with a ready source of cheap stock to sell aggressively to their customers in the immediate IPO aftermarket, while still allowing Bernstein to personally profit on the sales.

In its complaint, the Commission alleges that Bernstein violated the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934.

Simultaneously with the filing of the complaint, Bernstein has consented, without admitting or denying the allegations of the complaint, to the entry of a final judgment that permanently enjoins him from violating Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder; and orders him to pay a civil penalty of \$40,000.

In a parallel criminal proceeding, the United States Attorney for the Southern District of New York announced that Bernstein has (1) pled guilty to two criminal counts arising from the same underlying conduct; (2) pled guilty to one perjury count stemming from false testimony he gave the SEC during its investigation; and (3) agreed to pay an additional \$850,000 in restitution for his role in the fraud. For more information regarding prior Commission action, see LR-15261 (February 18, 1997) and LR-15971 (November 9, 1998). [SEC v. Hartley T. Bernstein, No. 99 Civ. 3885, SDNY] (LR-16163)

#### **SEC CHARGES FORMER TOY COMPANY EXECS WITH INFLATING FINANCIAL RESULTS AND INSIDER TRADING**

The Commission announced today the filing of a complaint in the United States District Court for the Southern District of New York charging three former officers of Happiness Express, Inc. (Happiness Express) with fraudulently inflating the company's sales and net income. The Commission alleges that the former officers falsified the sales and net income figures included in documents used to conduct an initial public offering of Happiness Express common stock in July 1994 and in periodic financial reports filed with the Commission during the period from March 1995 through February 1996. The Commission also alleges that one of the former officers engaged in illegal insider trading in August 1995 and tipped two friends about Happiness Express's poor financial condition. As a group, the defendants received more than \$1 million in profits from their fraudulent schemes.

Named in the complaint are:

Joseph Sutton, age 45, who was the Chairman of Happiness Express's Board of Directors as well as its President and Chief Executive Officer;

Isaac Sutton, age 48, who was Vice-Chairman of Happiness Express's

Board of Directors as well as its Executive Vice President and Chief Operating Officer;

Michael Goldberg, age 33, who was Happiness Express's Chief Financial officer;

Steven Weissman, age 32, who was a close friend of Michael Goldberg; and

Mitchell Goldberg, age 40, who was Michael Goldberg's landlord.

The Commission also announced that, simultaneously with the filing of the complaint in this action, Michael Goldberg has consented, without admitting or denying the Commission's allegations, to a Final Judgment against him that includes: (i) a permanent injunction against further violations of Section 17(a) of the Securities Act and Sections 10(b), 13(b)(5) of the Exchange Act and Rules 10b-5, 13b2-1 and 13b2-2; (ii) a permanent injunction against further conduct or omissions that would cause Michael Goldberg to be liable under Section 20(a) of the Exchange Act for violations by an issuer of Section 13(b)(2) of the Exchange Act; (iii) an order barring Michael Goldberg from serving as an officer or director of a public company for a period of ten years; (iv) disgorgement of \$310,350, plus prejudgment interest of \$67,882; and (v) a civil penalty of \$150,000. [SEC v. Joseph Sutton, Isaac Sutton, Michael Goldberg, Steven Weissman, and Mitchell Goldberg, 99 Civ. 3889, SDNY, RCC] (LR-16164)

#### **COMMISSION SUES PROMOTERS OF HOME SHOPPING WEB SITE**

The Commission announced today that it sued the operator of an Internet shopping service for fraud. The lawsuit, filed in federal court in Los Angeles, alleges that Home Shopping Partners, Telsys Communications, Inc., and Eleazer Heracleopolis committed fraud while raising over \$1 million from investors in several states for a planned Internet "shopping mall."

The complaint alleges that defendants misrepresented the returns investors could expect, and misled investors concerning the use of their money. The defendants promised investors annual returns ranging from 10 to 216 percent, to be paid on a monthly basis in as little as four months from the date of investment, but no returns were ever paid. The defendants also told investors that their funds would be used for specific purposes while, at the same time, stating that no assurances were given that the money would be spent exactly as indicated. This boilerplate disclosure was inadequate to put investors on notice that the defendants intended from the outset to use a large portion of investor funds to benefit Heracleopolis and his sales force. [SEC v. Home Shopping Partners, Telsys Communications, Inc., and Eleazer I. Heracleopolis, Civil Action No. 99-5512 NM, CWx, C.D. Cal.] (LR-16165)

**PERMANENT INJUNCTIONS ORDERED AGAINST CONSUMER PLUS, L.C., PALMER RESEARCH AND DEVELOPMENT, AND DAVID PALMER**

The Commission announced that on May 20 the Honorable Dale A. Kimball, U.S. District Judge, District of Utah, issued orders of permanent injunction against Consumer Plus, L.C. (Consumer Plus), Palmer Research and Development (PRD), and David R. Palmer (Palmer). The Commission's complaint alleged that Palmer and PRD had solicited investments in Consumer Plus in the form of unregistered investment contracts, and in doing so had violated certain registration and antifraud provisions of the federal securities laws.

The final judgment, to which the defendants consented without admitting or denying the Commission's allegations, ordered that the defendants be permanently enjoined from committing violations 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 promulgated thereunder. The court waived disgorgement and determined not to impose civil penalties based on the demonstrated inability of the defendants to pay. [SEC v. Consumer Plus, L.C., et al., Civil Action No. 2:96CV 0930K, USDC UT] (LR-16166)

**TEMPORARY RESTRAINING ORDER ENTERED, ASSETS FROZEN, AND RECEIVER APPOINTED IN CONNECTION WITH PHYSICIANS GUARDIAN, INC. OFFERING**

The Commission announced that on May 14 the United States District Court for the Middle District of Florida entered a Temporary Restraining Order and Other Relief against defendants Physicians Guardian Unit Investment Trust (PG Trust), Physicians Guardian, Inc. (PGI), Physicians Guardian Insurance Corp. (Physicians Guardian), ABFAC, Inc. (ABFAC), Charles Polley (Polley), and Robert W. Singerman (Singerman) halting the offer or sale of fraudulent, unregistered securities through what the SEC alleges to be a network of boiler rooms in Florida and California. The Court also froze assets of these defendants and appointed a receiver, who is now in possession of PGI's offices and its books and records. In its action, the SEC also seeks a permanent injunction and other relief against defendants Tel Com Plus East, L.L.C., Tel Com Plus West, L.L.C. (collectively Tel Com Plus), and Polley in connection with a prior, allegedly fraudulent, unregistered securities offering. The SEC's action also seeks disgorgement of ill-gotten profits and penalties against all the defendants.

According to the SEC's complaint, the defendants made material misrepresentations and omissions in connection with their sale to the investing public of approximately \$18.6 million in "units" in the PG Trust and Tel Com Plus. The complaint alleges that the defendants were representing to investors that the funds raised through the Physicians Guardian offering would be used to start up and operate a medical malpractice insurance company based in the Cayman Islands. According to the complaint, the defendants were falsely representing to investors that Physicians Guardian had engaged a team of "Professional Advisors," including KPMG Peat Marwick and Milliman & Robertson. In addition, the complaint alleges that investors were falsely told that Physicians Guardian had entered into a business

partnership with one of three established insurance companies: Fireman's Fund, Allstate, or Farmers.

The SEC complaint further alleges that defendants Tel Com Plus and Polley represented to investors that their funds would be used to operate and expand a prepaid telephone service for the "credit impaired," when, in fact, unbeknownst to investors, more than 40% of their funds were used to pay sales commissions to the network of boiler rooms that participated in the offering.

On or about May 19, the defendants consented to the entry of a preliminary injunction and other relief. [SEC v. Physicians Guardian Unit Investment, et. al., Case No. 99-1117-CIV-T-17A, M.D. Fla., A-1650] (LR-16167)

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## INVESTMENT COMPANY ACT RELEASES

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### ORDERS OF DEREGISTRATION UNDER THE INVESTMENT COMPANY ACT

Orders have been issued under Section 8(f) of the Investment Company Act declaring that each of the following has ceased to be an investment company:

Paragon Portfolio [File No. 811-5879]  
(Rel. IC-23849 - May 26)

DEM, Inc. [File No. 811-9118]  
(Rel. IC-23850 - May 26)

Tax-Exempt Money Market Fund [File No. 811-3442]  
(Rel. IC-23851 - May 26)

Kemper Short-Term Global Income Fund [File No. 811-6147]  
(Rel. IC-23852 - May 26)

Zazove Convertible Fund, L.P. [File No. 811-8324]  
(Rel. IC-23853 - May 26).

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## SELF-REGULATORY ORGANIZATIONS

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### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-PHLX-99-14) filed by the Philadelphia Stock Exchange adopting a wireless communications policy relating to the use of the Wireless Telephone System on the options floor 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 June 1, 1999. (Rel. 34-41450)



A proposed rule change (SR-PHLX-99-15) filed by the Philadelphia Stock Exchange relating to use of wireless and radio frequency communications and the prevention of related interference 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 June 1, 1999. (Rel. 34-41451)

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## SECURITIES ACT REGISTRATIONS

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The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

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>.

- F-6 HUNGARIAN TELECOMMUNICATIONS CO LTD /ADR/, 60 WALL ST,  
C/O MORGAN GUARANTY TRUST CO OF NY, NEW YORK, NY 10260 (212) 648-1250 -  
100,000,000 (\$5,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE  
333-10364 - MAY. 14) (BR. 99)
- S-8 CONMED CORP, 310 BROAD ST, UTICA, NY 13501 (315) 797-8375 - 1,000,000  
(\$32,220,000) COMMON STOCK. (FILE 333-78987 - MAY. 21) (BR. 5)
- S-8 MODINE MANUFACTURING CO, 1500 DEKOVEN AVE, RACINE, WI 53403  
(414) 636-1200 - 100,000 (\$3,312,500) COMMON STOCK. (FILE 333-78989 -  
MAY. 21) (BR. 5)
- S-8 MODINE MANUFACTURING CO, 1500 DEKOVEN AVE, RACINE, WI 53403  
(414) 636-1200 - 150,000 (\$4,968,750) COMMON STOCK. (FILE 333-78991 -  
MAY. 21) (BR. 5)
- S-4 ROHM & HAAS CO, 100 INDEPENDENCE MALL WEST, PHILADELPHIA, PA 19106  
(215) 592-3000 - 128,388,530 (\$5,031,225,519 37) COMMON STOCK. (FILE  
333-78993 - MAY. 21) (BR. 6)
- S-8 TIREX CORP, 740 ST MAURICE STE 201, MONTREAL QUEBEC, A8 H4R1W  
(514) 878-0727 - 454,545 (\$62,500) COMMON STOCK. (FILE 333-78995 -  
MAY. 21) (BR. 5)
- S-4 SKY FINANCIAL GROUP INC, 221 SOUTH CHURCH STREET, BOWLING GREEN, OH  
43402 (419) 327-6300 - 14,124,697 (\$396,564,576) COMMON STOCK. (FILE  
333-78997 - MAY. 21) (BR. 7)
- S-8 CORONADO INDUSTRIES INC, 16929 EAST ENTERPRISE DRIVE, SUITE 202,  
FOUNTAIN HILLS, AZ 85268 (602) 837-6810 - 200,000 (\$77,000) COMMON STOCK.  
(FILE 333-78999 - MAY. 21) (BR. 1)
- S-8 MODIS PROFESSIONAL SERVICES INC, 1 INDEPENDENT DR, JACKSONVILLE, FL  
32202 (904) 360-2000 - 8,000,000 (\$113,680,000) COMMON STOCK. (FILE  
333-79001 - MAY. 21) (BR. 8)
- S-8 RUBIOS RESTAURANTS INC, 1902 WRIGHT PL, STE 300, CARLSBAD, CA 92008  
(760) 929-8226 - 1,323,938 (\$13,901,349) COMMON STOCK. (FILE 333-79003 -  
MAY. 21) (BR. 5)

F-3 RADICA GAMES LTD, 2 12 AU PUI WAN ST STE R 6TH FLR,  
VALIANT INDUSTRIAL CENTRE, FO FAN SHATIN HONG K, K3 (852) 693-2238 -  
2,815,800 (\$28,245,994) FOREIGN COMMON STOCK. (FILE 333-79005 - MAY. 21)  
(BR 5)

S-4 LUCENT TECHNOLOGIES INC, 600 MOUNTAIN AVE, MURRAY HILL, NJ 07974  
(908) 582-8500 - 435,062,130 (\$4,735,918,814) COMMON STOCK. (FILE  
333-79007 - MAY. 21) (BR. 7)

S-3 CINTAS CORP, 6800 CINTAS BLVD, P O BOX 625737, CINCINNATI, OH 45262  
(513) 459-1200 - 42,096 (\$2,662,572) COMMON STOCK. (FILE 333-79009 -  
MAY. 21) (BR. 2)

S-3 CINTAS CORP, 6800 CINTAS BLVD, P O BOX 625737, CINCINNATI, OH 45262  
(513) 459-1200 - 42,096 (\$2,662,572) COMMON STOCK. (FILE 333-79011 -  
MAY. 21) (BR. 2)

S-8 TIREX CORP, 740 ST MAURICE STE 201, MONTREAL QUEBEC, A8 H4R1W  
(514) 878-0727 - 3,540,023 (\$486,753) COMMON STOCK. (FILE 333-79015 -  
MAY. 21) (BR. 5)

SB-2 INTERCONTINENTAL CAPITAL & INVESTMENT FUND INC, P.O. BOX 15155,  
FORT WORTH, TX 76119 (817) 536-0513 - 5,000 (\$5,000,000) STRAIGHT BONDS.  
(FILE 333-79017 - MAY. 21) (BR. 9 - NEW ISSUE)

S-8 R&G FINANCIAL CORP, 280 JESUS T. PINERO AVE, HATO REY, SAN JUAN, PR  
00918 - 869,400 (\$4,895,573) COMMON STOCK. (FILE 333-79019 - MAY. 21)  
(BR. 7)

S-8 RESORTQUEST INTERNATIONAL INC, 530 OAK COURT DRIVE, SUITE 360, MEMPHIS,  
TN 38117 (901) 762-0600 - 400,000 (\$5,850,000) COMMON STOCK. (FILE  
333-79021 - MAY. 21) (BR. 8)

S-8 MODTECH HOLDINGS INC, 2830 BARRETT AVE, PO BOX 1240, PERRIS, CA 92571  
(909) 943-4014 - 1,639,909 (\$12,018,694) COMMON STOCK. (FILE 333-79023 -  
MAY 21) (BR. 6)

S-3 KNIGHT RIDDER INC, 50 W SAN FRANCISCO ST, SAN JOSE, CA 95113  
(408) 938-7700 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE  
333-79025 - MAY. 21) (BR 5)

S-8 RESORTQUEST INTERNATIONAL INC, 530 OAK COURT DRIVE, SUITE 360, MEMPHIS,  
TN 38117 (901) 762-0600 - 2,615,856 (\$31,460,543.94) COMMON STOCK. (FILE  
333-79027 - MAY. 21) (BR. 8)

S-8 HADCO CORP, 12A MANOR PKWY, SALEM, NH 03079 (603) 898-8000 - 1,000,000  
(\$33,718,747) COMMON STOCK. (FILE 333-79029 - MAY. 21) (BR. 5)

S-3 CHURCHILL DOWNS INC, 700 CENTRAL AVE, LOUISVILLE, KY 40208  
(502) 636-4400 - 2,300,000 (\$80,063,000) COMMON STOCK. (FILE 333-79031 -  
MAY. 21) (BR. 5)

S-3 RESORTQUEST INTERNATIONAL INC, 530 OAK COURT DRIVE, SUITE 360, MEMPHIS,  
TN 38117 (901) 762-0600 - 4,600,000 (\$67,298,000) COMMON STOCK. (FILE  
333-79033 - MAY. 21) (BR. 8)

S-8 3DFX INTERACTIVE INC, 4435 FORTRAN DR, SAN JOSE, CA 95134 (408) 935-4400  
- 2,000,000 (\$34,560,000) COMMON STOCK. (FILE 333-79037 - MAY. 21)  
(BR. 3)

S-8 MARTIN MARIETTA MATERIALS INC, 2710 WYCLIFF RD, RALEIGH, NC 27607  
(919) 781-4550 - 5,000,000 (\$315,781,250) COMMON STOCK. (FILE 333-79039 -  
MAY. 21) (BR. 4)

S-3 BORG WARNER SECURITY CORP, 200 S MICHIGAN AVE, NULL, CHICAGO, IL 60604  
(312) 322-8500 - 5,850,000 (\$101,460,938) COMMON STOCK. (FILE 333-79041 -  
MAY. 21) (BR. 8)

S-8 REDBACK NETWORKS INC, 1389 MOFFETT PARK DR, SUNNYVALE, CA 94089  
(408) 548-3500 - 7,636,474 (\$175,638,902) COMMON STOCK. (FILE 333-79043 -  
MAY. 21) (BR. 8)

S-8 ANIKA THERAPEUTICS INC, 236 WEST CUMMINGS PARK, WOBURN, MA 01801  
(617) 932-6616 - 200,000 (\$1,050,000) COMMON STOCK. (FILE 333-79047 -  
MAY. 21) (BR. 1)

S-8 INFORMATION ADVANTAGE INC, 7905 GOLDEN TRIANGLE DR, STE 190,  
EDEN PRAIRIE, MN 55344 (612) 933-3700 - 507,871 (\$2,071,162) COMMON STOCK.  
(FILE 333-79051 - MAY. 21) (BR. 3)

S-8 TENFOLD CORP /UT, 180 W ELECTION ROAD SUITE 100, 801-495-1010, DRAPER,  
UT 84020 - 15,078,900 (\$158,740,822) COMMON STOCK. (FILE 333-79053 -  
MAY. 21) (BR. 3)

S-3 STORAGE USA INC, 165 MADISON AVENUE SUITE 1300, SUITE 1100, MEMPHIS, TN  
38103 (901) 252-2000 - 12,413 (\$420,490.37) COMMON STOCK. (FILE 333-79055  
- MAY. 21) (BR. 8)

S-3 WASTE INDUSTRIES INC, 3949 BROWNING PLACE, RALEIGH, NC 27609  
(919) 782-0095 - 486,723 (\$7,607,480.49) COMMON STOCK. (FILE 333-79057 -  
MAY. 21) (BR. 6)

S-3 EXODUS COMMUNICATIONS INC, 2831 MISSION COLLEGE BLVD, SANTA CLARA, CA  
95051 (408) 346-2200 - \$250,000,000 STRAIGHT BONDS. (FILE 333-79059 -  
MAY. 21) (BR. 7)

S-8 VIVID TECHNOLOGIES INC, 10 E COMMERCE WAY,  
ONE POST OFFICE SQUARE STE 3800, WOBURN, MA 01801 (617) 482-8020 - 300,000  
(\$946,875) COMMON STOCK. (FILE 333-79061 - MAY. 21) (BR. 5)

S-8 OXFORD HEALTH PLANS INC, 800 CONNECTICUT AVE, NORWALK, CT 06854  
(203) 852-1442 - 7,444,330 (\$143,070,717.19) COMMON STOCK. (FILE  
333-79063 - MAY. 21) (BR. 1)

S-3 DUKE ENERGY CORP, 526 SOUTH CHURCH STREET, CHARLOTTE, NC 28201  
(704) 594-6200 (FILE 333-79065 - MAY. 21) (BR. 2)

S-1 CYBERGOLD INC, C/O CYBERGOLD INC, 2921 ADELIN STREET, BERKELEY, CA  
94703 (510) 845-5000 - \$46,000,000 COMMON STOCK. (FILE 333-79067 -  
MAY. 21) (BR. 2 - NEW ISSUE)

S-1 GENERAC PORTABLE PRODUCTS INC, 1 GENERAC WAY, JEFFERSON, WI 53549  
(920) 674-3750 - \$126,500,000 COMMON STOCK. (FILE 333-79071 - MAY. 21)  
(BR. 5)

S-3 COINSTAR INC, 1800 114TH AVENUE SE, SUITE 200, BELLEVUE, WA 98004  
(206) 644-6789 - 4,600,000 (\$90,850,000) COMMON STOCK. (FILE 333-79073 -  
MAY. 21) (BR. 8)

S-8 FIRSTAR CORP /NEW/, 777 EAST WISCONSIN AVENUE, MILWAUKEE, WI 53202  
(414) 765-4321 - 12,000,000 (\$338,640,000) COMMON STOCK. (FILE 333-79075 -  
MAY. 21) (BR. 7)

S-1 PACKETEER INC, 10495 NORTH DE ANZA BLVD, CUPERTINO, CA 95014  
(408) 873-4400 - \$55,200,000 COMMON STOCK. (FILE 333-79077 - MAY. 21)  
(BR. 3)

S-1 IXNET INC, WALL STREET PLAZA, 88 PINE STREET, NEW YORK, NY 10005  
(212) 412-6400 - \$185,437,500 COMMON STOCK. (FILE 333-79079 - MAY. 21)  
(BR. 37 - NEW ISSUE)

S-3 SOUTHWEST SECURITIES GROUP INC, SUITE 3500, 1201 ELM STREET, DALLAS, TX  
75270 (214) 651-1800 - \$57,500,000 COMMON STOCK. (FILE 333-79081 -  
MAY. 21) (BR. 7)

N-2 SELIGMAN NEW TECHNOLOGIES FUND INC, 100 PARK AVE, NEW YORK, NY 10017  
(212) 850-1864 - \$200,000,000 COMMON STOCK. (FILE 333-79083 - MAY. 21)  
(BR. 17)

S-8 DATASTREAM SYSTEMS INC, 50 DATASTREAM PLAZA, STE C 40, GREENVILLE, SC  
29605 (864) 422-5001 - 450,000 (\$5,335,789) COMMON STOCK. (FILE 333-79085  
- MAY. 21) (BR. 3)

S-3 CARMAX AUTO RECEIVABLES LLC, 9954 MAYLAND DRIVE, RICHMOND, VA 23233  
(804) 527-4000 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES.

(FILE 333-79087 - MAY. 21) (BR. 38 - NEW ISSUE)

- S-3 AXENT TECHNOLOGIES INC, 2400 RESEARCH BLVD, STE 200, ROCKVILLE, MD 20850  
(301) 258-5403 - 1,337,531 (\$13,923,967.71) COMMON STOCK. (FILE 333-79089  
- MAY. 21) (BR. 3)
- S-3 OPTION ONE MORTGAGE ACCEPTANCE CORP, 2020 EAST FIRST STREET SUITE 100,  
SANTA ANA, CA 92705 (714) 558-7700 - 1,000,000,000 (\$1,000,000,000)  
PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 333-79091 - MAY. 21)  
(BR. 8)
- S-8 ARMSTRONG WORLD INDUSTRIES INC, 2500 COLUMBIA AVE, LANCASTER, PA 17603  
(717) 397-0611 - 3,250,000 (\$183,828,125) COMMON STOCK. (FILE 333-79093 -  
MAY. 21) (BR. 6)
- S-8 WHITMAN CORP, 3501 ALGONQUIN RD, ROLLING MEADOWS, IL 60008  
(847) 818-5000 - 2,000,000 (\$34,125,000) COMMON STOCK. (FILE 333-79095 -  
MAY. 21) (BR. 2)
- S-3 WORLD ACCESS INC /NEW/, 945 EAST PACES FERRY ROAD, SUITE 2240, ATLANTA,  
GA 30326 (404) 231-2025 - 393,060 (\$4,508,005) COMMON STOCK. (FILE  
333-79097 - MAY. 21) (BR. 7)
- S-8 MATTEL INC /DE/, 333 CONTINENTAL BLVD, EL SEGUNDO, CA 90245  
(310) 252-2000 - 16,692,146 (\$247,896,664) COMMON STOCK. (FILE 333-79099 -  
MAY 21) (BR. 5)
- S-3 PUBLIC SERVICE ENTERPRISE GROUP INC, 80 PARK PLZ, P O BOX 1171, NEWARK,  
NJ 07101 (201) 430-7000 - 300,000,000 (\$300,000,000) STRAIGHT BONDS.  
(FILE 333-79101 - MAY. 21) (BR. 2)
- S-8 OUTBACK STEAKHOUSE INC, 550 N REO ST STE 200, TAMPA, FL 33609  
(813) 282-1225 - 7,500,000 (\$271,875,000) COMMON STOCK. (FILE 333-79103 -  
MAY 21) (BR. 5)
- S-4 CNB BANCSHARES INC, 20 N W THIRD ST, EVANSVILLE, IN 47739 (812) 456-3400  
- 250,000 (\$10,132,825) COMMON STOCK. (FILE 333-79105 - MAY. 21) (BR. 7)
- S-3 PUBLIC SERVICE CO OF NORTH CAROLINA INC, 400 COX RD, PO BOX 1398,  
GASTONIA, NC 28053 (704) 864-6731 - 125,000,000 (\$125,000,000)  
STRAIGHT BONDS. (FILE 333-79107 - MAY. 21) (BR. 2)
- S-8 SI DIAMOND TECHNOLOGY INC, 3006 LONGHORN BOULEVARD, SUITE 107, AUSTIN,  
TX 78758 (512) 331-5020 - 2,465,000 (\$1,972,000) COMMON STOCK. (FILE  
333-79109 - MAY. 24) (BR. 5)

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## RECENT 8K FILINGS

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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

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
ACX TECHNOLOGIES INC	CO				X						05/25/99	
ACX TECHNOLOGIES INC	CO				X						05/26/99	
ADELPHIA COMMUNICATIONS CORP	DE				X	X					05/26/99	
ADVANTA MORTGAGE CONDUIT SERVICES I NC	DE				X	X					05/21/99	
ADVANTA MORTGAGE CONDUIT SERVICES I NC	DE				X	X					05/24/99	
ALLMERICA FINANCIAL CORP	DE				X	X					05/26/99	
AMERICA ONLINE INC	DE	X			X	X					05/21/99	
AMERICAN SOUTHWEST FINANCIAL SECURI TIES CORP	AZ	X									05/25/99	
AMPERSAND MEDICAL CORP	DE				X						05/26/99	
APACHE CORP	DE	X				X					05/18/99	
APOGEE ENTERPRISES INC	MN	X				X					05/13/99	
ARGENT CAPITAL CORP	NV	X		X		X					05/10/99	AMEND
ARI NETWORK SERVICES INC /WI	WI					X					05/13/99	
ASSET INVESTORS CORP	MD				X	X					05/26/99	
AUTODESK INC	DE					X					03/16/99	AMEND
AUTOMATIC SYSTEMS INC	MO				X	X					05/26/99	
AVAX TECHNOLOGIES INC	DE				X	X					05/25/99	
BA MASTER CREDIT CARD TRUST /							X				04/30/99	
BANK OF AMERICA MORTGAGE SECURITIES INC	DE				X	X					04/21/99	AMEND
BARGO ENERGY CO	UT					X					11/19/98	AMEND
BARGO ENERGY CO	UT					X					11/19/98	AMEND
BARNETT AUTO TRUST 1997-A	DE				X	X					05/17/99	
BATTLE MOUNTAIN GOLD CO	NV				X	X					05/21/99	
BAY VIEW SECURITIZATION CORP	DE						X				05/17/99	
BEAR STEARNS ASSET BACKED SECURITIE S INC	DE				X	X					05/26/99	
BECTON DICKINSON & CO	NJ				X						05/26/99	
BERGEN BRUNSWIG CORP	NJ				X	X					05/26/99	
BGLS INC	DE				X						05/25/99	
BIOCONTROL TECHNOLOGY INC	PA				X						05/26/99	
BMJ MEDICAL MANAGEMENT INC	DE		X								05/20/99	
BOATMENS AUTO TRUST 1995-A	DE				X	X					05/17/99	
BOATMENS AUTO TRUST 1996-A	DE				X	X					05/17/99	
BOMBARDIER CAPITAL MORTGAGE SECURIT IZATION CORP	VT						X				04/30/99	
BOMBARDIER CAPITAL MORTGAGE SECURIT IZATION CORP	VT						X				04/30/99	
BOMBARDIER CAPITAL MORTGAGE SECURIT IZATION CORP	VT						X				04/30/99	
BOMBARDIER CAPITAL MORTGAGE SECURIT IZATION CORP	VT						X				04/30/99	
BOSTON PROPERTIES INC	DE				X	X					05/25/99	
BRADLEES INC	MA				X						05/26/99	
BROOKE GROUP LTD	DE				X						05/25/99	
BROWN GROUP INC	NY				X	X					05/27/99	
C COR ELECTRONICS INC	PA				X	X					05/26/99	
CADENCE DESIGN SYSTEMS INC	DE	X				X					05/25/99	
CAREERBUILDER INC	DE					X	X				05/24/99	
CASE RECEIVABLES II INC	DE					X	X				05/15/99	
CATERPILLAR FINANCIAL FUNDING CORP	NV		X								05/25/99	
CELLPRO INCORPORATED	DE		X								05/21/99	
CHASE MANHATTAN CORP /DE/	DE				X	X					05/21/99	
CHASE MORTGAGE FINANCE CORP	DE				X	X					04/20/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
CHASE MORTGAGE FINANCE CORP	DE				X	X					05/17/99	
CHASE MORTGAGE FINANCE CORP	DE				X	X					05/26/99	
CHASE MORTGAGE FINANCE CORP	DE				X	X					05/27/99	
CHEVY CHASE AUTO RECEIVABLES TRUST 1996-2	MD				X						04/30/99	
CIT MARINE TRUST 1999-A	DE				X	X					05/17/99	
CIT RV TRUST 1999-A	DE	X				X					05/19/99	
CLASSIC BANCSHARES INC	DE				X	X					05/14/99	
CNB HOLDINGS INC /GA/					X	X					05/19/99	
COLLAGENEX PHARMACEUTICALS INC	DE				X						05/12/99	
COLONIAL DOWNS HOLDINGS INC	VA				X						05/27/99	
COLUMBUS MCKINNON CORP	NY				X	X					05/26/99	
COMCAST CABLE COMMUNICATIONS INC	DE				X	X					05/26/99	
COMCAST CORP	PA				X	X					05/26/99	
COMCAST CORP	PA				X	X					05/26/99	
COMPOST AMERICA HOLDING CO INC	NJ				X						05/15/99	
COMPREHENSIVE CARE CORP	DE				X						05/17/99	AMEND
CONCORDE STRATEGIES GROUP INC	CO	X									06/30/99	AMEND
COVEST BANCSHARES INC	DE				X	X					05/26/99	
CRAGAR INDUSTRIES INC /DE	DE				X	X					05/21/99	
CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES CORP	DE					X					09/28/94	
CRESTLINE CAPITAL CORP	MD	X				X					03/29/99	AMEND
CROSS TIMBERS OIL CO	DE				X						05/17/99	
CWABS INC	DE				X	X					05/26/99	
CWABS INC	DE				X	X					05/27/99	
CWBS INC	DE	X									02/23/99	AMEND
CWBS INC	DE	X									02/24/99	AMEND
CWBS INC	DE				X	X					05/20/99	
CWBS INC	DE				X	X					05/26/99	
DANIELSON HOLDING CORP	DE				X	X					04/14/99	
DANIELSON HOLDING CORP	DE				X						04/14/99	AMEND
DERMA SCIENCES INC	PA				X						05/12/99	
DIME BANCORP INC	DE				X	X					05/27/99	
DLJ MORTGAGE ACCEPT CORP FIR NAT TR SE 1999-2 MOR PAS TH CER					X	X					05/31/99	
DOBSON COMMUNICATIONS CORP	OK				X						05/27/99	
E TEK DYNAMICS INC	DE					X					05/27/99	
EARTHWEB INC	DE					X					03/12/99	AMEND
ECHOSTAR COMMUNICATIONS CORP	NV				X						05/25/99	
ECOM ECOM COM INC	FL				X	X					05/14/99	
ENDOGEN INC	MA				X	X					05/27/99	
EQUITY ONE ABS INC	DE				X						05/25/99	
FIFTH THIRD BANK AUTO TRUST 1996-A	OH					X					05/17/99	
FIFTH THIRD BANK AUTO TRUST 1996-B	OH				X	X					05/17/99	
FINANCIAL ASSET SEC INC MORT PART S SECURITIES SER 1997-NAMC2					X	X					05/31/99	
FINE HOST CORP	DE		X			X					05/18/99	
FIRST AMERICAN FINANCIAL CORP	CA				X						05/19/99	
FIRST OMNI BANK CREDIT CARD MASTER TRUST						X					04/30/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/25/99	
FIRST UNION DIRECT BANK N A						X	X				05/17/99	
FIRST UNION MASTER CREDIT CARD TRUS T						X	X				05/17/99	
FIRST UNION REAL ESTATE EQUITY & MO RTGAGE INVESTMENTS	OH	X					X				05/27/99	
FORD MOTOR CREDIT CO	DE					X	X				05/27/99	
FUJI ELECTROCELL CORP		X									03/10/99	
GE CAPITAL MORTGAGE SERVICES INC	NJ					X	X				05/24/99	
GE CAPITAL MORTGAGE SERVICES INC	NJ					X	X				05/25/99	
GENERAL DATACOMM INDUSTRIES INC	DE					X					06/30/99	
GENERAL MOTORS CORP	DE					X					05/25/99	
GLOBAL CROSSING HOLDINGS LTD						X	X				05/16/99	
GLOBAL CROSSING LTD						X	X				05/16/99	
GLOBAL INDUSTRIAL TECHNOLOGIES INC	DE					X					05/25/99	
GMAC COMMERCIAL MORTGAGE SECURITIES INC	DE					X	X				05/24/99	
GMAC COMMERCIAL MORTGAGE SECURITIES INC	DE					X	X				05/27/99	
GOVERNMENT BACKED TRUST T 4	NY					X					05/17/99	
GOVERNMENT BACKED TRUST T-1	NY					X					05/17/99	
GOVERNMENT BACKED TRUST T-3	NY					X					05/17/99	
GOVERNMENT SECURITIES TRUST J 1	NY					X					05/17/99	
GOVERNMENT TRUST G1	NY					X					05/17/99	
GOVERNMENT TRUST M 1	NY					X					05/17/99	
GPU INC /PA/	PA					X	X				05/19/99	
GUTHRIE SAVINGS INC	DE					X	X				05/26/99	
HADRON INC	NY	X				X	X				05/12/99	
HARCOURT GENERAL INC	DE					X	X				05/26/99	
HEADLANDS MORTGAGE PASS THROUGH CER TIFICATES SERIES 1998-2	DE					X	X				04/25/99	
HEADLANDS MORTGAGE PASS THROUGH CER TIFICATES SERIES 1998-3						X	X				04/25/99	
HELLER FUNDING CORP	DE					X	X				05/13/99	
HONDA AUTO RECEIVABLES 1997-A GRANT OR TRUST	CA					X					04/30/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
HUDSON UNITED BANCORP	NJ				X	X					04/21/99	AMEND
HVIDE MARINE INC	FL	X									05/27/99	
ICON FITNESS CORP	DE				X						05/31/99	
ICON HEALTH & FITNESS INC	DE				X						05/31/99	
IHF HOLDINGS INC	DE				X						05/31/99	
IMC GLOBAL INC	DE				X	X					05/27/99	
IMC MORTGAGE CO	FL				X	X					05/18/99	
IMPERIAL CREDIT COMMERCIAL MORTGAGE ACCEPTANCE CORP	AZ	X									05/25/99	
INLAND RESOURCES INC	WA				X	X					05/26/99	
INSILCO CORP/DE/	DE				X	X					05/26/99	
INSILCO HOLDING CO	DE				X	X					05/26/99	
INTEGRATED ELECTRICAL SERVICES INC	DE	X			X	X					05/26/99	
INTELLIGROUP INC	NJ				X						05/24/99	
INTERACTIVE NETWORK INC /CA	CA			X		X					05/26/99	
INTERVISUAL BOOKS INC /CA	CA	X			X	X					05/14/99	
ITURF INC	DE						X				05/27/99	
IVAX CORP /DE	FL				X	X					05/19/99	
JACOR COMMUNICATIONS INC	DE				X						05/04/99	
JAMESON INNS INC	GA	X				X					05/21/99	
JERSEY CENTRAL POWER & LIGHT CO	NJ				X	X					05/19/99	
JONES INTERCABLE INC	CO				X	X					05/26/99	
KEY CONSUMER ACCEPTANCE CORP	DE				X	X					05/17/99	
KEY CONSUMER ACCEPTANCE CORP	DE				X	X					05/17/99	
KEY CONSUMER ACCEPTANCE CORP	DE				X	X					05/17/99	
KIMBALL INTERNATIONAL INC	IN				X						05/26/99	
KLEVER MARKETING INC	DE					X					05/14/99	
LCC INTERNATIONAL INC	DE				X	X					05/24/99	
LICO INC	MO				X	X					05/26/99	
LICO STEEL INC	MO				X	X					05/26/99	
LITHIA MOTORS INC	OR	X									05/14/99	
MADERA INTERNATIONAL INC	NV				X						03/26/99	AMEND
MANSUR INDUSTRIES INC	FL				X	X					05/17/99	
MARKWEST HYDROCARBON INC	DE				X						05/27/99	
MASTER GRAPHICS INC	TN					X					03/15/99	AMEND
MEDITRUST CORP	DE					X					03/31/99	AMEND
MEDITRUST OPERATING CO	DE					X					03/31/99	AMEND
MERCHANTS BANCSHARES INC	DE				X	X					05/27/99	
MERRILL LYNCH & CO INC	DE				X	X					05/26/99	
MERRILL LYNCH DEP INC PUBLIC STEERS TRUST CERT SER 1998 F-24	NY				X	X					05/15/99	
METROPOLITAN HEALTH NETWORKS INC	FL				X						05/20/99	
MIDCOAST ENERGY RESOURCES INC	NV				X	X					05/24/99	
MINDSPRING ENTERPRISES INC	DE				X	X					05/25/99	
MINNESOTA POWER INC	MN				X						05/27/99	
MINNTECH CORP	MN					X					05/25/99	
MOLECULAR DEVICES CORP	DE	X									05/17/99	
MONEY STORE ASSET BACKED CERTIFICAT ES SERIES 1998-B					X	X					05/17/99	
MONEY STORE HOME EQUITY LOAN TRUST 1998-A	NJ				X	X					05/17/99	
MONEY STORE HOME IMPROVEMENT LOAN B ACKED CERT SERIES 1998-I					X						05/17/99	
MONEY STORE RESIDENTIAL TRUST 1998- I	NJ				X						05/17/99	
MONEY STORE SBA ADJUSTABLE RATE CER TIFICATES 1998-1	NJ				X						05/17/99	
MONEY STORE TRUST 1998 C					X	X					05/17/99	
MORTGAGE PARTICIPATION SECURITIES S ERIES 1997 NAMC1	VA				X	X					05/31/99	



NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT	
		1	2	3	4	5	6	7	8			9
NATIONSBANK AUTO OWNER TRUST 1996-A	DE				X	X					05/17/99	
NATIONSBANK NA	NC				X	X					05/17/99	
NATIONSBANK OF DELAWARE NA	DE				X	X					05/17/99	
NATIONSCREDIT GRANTOR TRUST 1996-1	DE				X	X					05/17/99	
NATIONSCREDIT GRANTOR TRUST 1997-1	DE				X	X					05/17/99	
NATIONSCREDIT GRANTOR TRUST 1997-2	DE				X	X					05/17/99	
NAVISTAR FINANCIAL RETAIL RECEIVABL ES CORPORATION	DE				X	X					05/17/99	
NAVISTAR FINANCIAL RETAIL RECEIVABL ES CORPORATION	DE				X	X					05/24/99	
NAVISTAR FINANCIAL SECURITIES CORP	DE				X	X					05/25/99	
NCO GROUP INC	PA					X					03/31/99	AMEND
NEIMAN MARCUS GROUP INC	DE				X	X					05/25/99	
NEWCOM INC	DE	X									05/25/99	
NEWSTAR MEDIA INC	CA				X						05/17/99	
NORTHSTAR HEALTH SERVICES INC	DE				X	X					05/24/99	
NORWEST ASSET SEC CORP MORT PASS TH R CERT SER 1998-25 TRUST					X	X					10/28/98	
NRG ENERGY INC	DE				X	X					05/25/99	
ONEOK INC /NEW/	OK				X	X					02/24/99	AMEND
OPT ONE MORT ACCEPT CORP LOAN TR AS SET BK CERT SER 1999-2	DE	X			X	X					05/12/99	
ORBITAL SCIENCES CORP /DE/	DE					X					05/07/99	AMEND
ORCA TECHNOLOGIES INC	UT				X						09/28/98	
OUTDOOR SYSTEMS INC	DE				X						05/27/99	
PAINWEBBER EQUITY PARTNERS TWO LTD PARTNERSHIP	VA	X				X					05/14/99	
PAUL HARRIS STORES INC	IN					X					03/12/99	AMEND
PEOPLES SIDNEY FINANCIAL CORP	DE				X						05/26/99	
PHH CORP	MD				X	X					05/25/99	
PHS BANCORP INC	PA				X	X					05/26/99	
PHS BANCORP INC	PA				X	X					05/26/99	AMEND
PIONEER RAILCORP	IA	X									05/27/99	
PIXTECH INC /DE/	DE	X				X					05/19/99	
PLAINS ALL AMERICAN PIPELINE LP	DE	X				X					05/12/99	
PLAINS RESOURCES INC	DE	X				X					05/12/99	
PNC MORTGAGE SEC CORP MORT PASS THR CERT SER 1999-7	DE				X	X					05/27/99	
PNC MORTGAGE SECURITIES CORP MORT P ASS THR CERT SER 1998-1	DE				X	X					05/25/99	
PNC MORTGAGE SECURITIES CORP MORT P ASS THRO CERT SER 1999-5	DE				X	X					05/26/99	
PREMIER BANCSHARES INC /GA	GA				X						05/20/99	
PRIME RECEIVABLES CORP	DE					X					05/17/99	
PROFESSIONAL DETAILING INC	DE	X				X					05/12/99	
PRUDENTIAL SECURITIES SECURED FINAN CING CORP	DE				X	X					05/01/99	
RAMSAY YOUTH SERVICES INC	DE				X	X					05/21/99	
RANCON INCOME FUND I	CA	X				X					05/12/99	
RENTAL SERVICE CORP	DE				X	X					05/27/99	
RESIDENTIAL ASSET FUNDING CORP	NC				X	X					05/25/99	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE				X	X					02/24/99	AMEND
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE				X	X					05/26/99	
RICKS CABARET INTERNATIONAL INC	TX					X					03/29/99	AMEND
RJ REYNOLDS TOBACCO HOLDINGS INC	DE	X				X					05/12/99	
RJR NABISCO HOLDINGS CORP	DE	X				X					05/12/99	
ROOM PLUS INC	NY				X						05/14/99	
RYERSON TULL INC /DE/	DE				X						05/11/99	
SAFETY KLEEN CORP/	DE					X					05/27/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
SALANT CORP	DE		X			X					05/11/99	
SALISBURY BANCORP INC	CT					X					05/22/99	
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE					X	X				02/22/99	
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE							X			02/24/99	AMEND
SALOMON SMITH BARNEY HOLDINGS INC	DE							X			05/25/99	
SECURITY FINANCIAL CORP /OH/ SFS BANCORP INC	DE			X							02/25/99	AMEND
SHURGARD STORAGE CENTERS INC	DE			X		X					05/17/99	
SHURGARD STORAGE CENTERS INC	WA	X									05/21/99	
SL INDUSTRIES INC	NJ		X					X			05/11/99	
SLOAN ELECTRONICS INC /DE/ SMLX TECHNOLOGIES INC	DE					X					05/22/99	
SMLX TECHNOLOGIES INC	CO				X		X				05/10/99	
SPARTA SURGICAL CORP	DE					X					05/27/99	
SPARTECH CORP	DE		X								03/31/98	AMEND
SPARTECH CORP	DE					X	X				05/24/99	
SPARTECH CORP	DE					X	X				05/25/99	
ST PAUL BANCORP INC	DE					X					05/27/99	
STAR GAS PARTNERS LP	DE							X			03/26/99	AMEND
STEWART & STEVENSON SERVICES INC	TX					X	X				05/27/99	
STRATEGIC DIAGNOSTICS INC/DE/ SUBURBAN PROPANE PARTNERS LP	DE		X					X			05/11/99	
TALBOTS INC	DE					X	X				04/28/99	
TANNERS RESTAURANT GROUP INC	TX					X	X				05/11/99	
TAVA TECHNOLOGIES INC	CO					X					05/26/99	
THERAPEUTIC ANTIBODIES INC /DE/ THINWEB COM CORP	DE					X	X				05/20/99	
THINWEB COM CORP	DE	X	X		X	X	X				05/27/99	
TREASURY INTERNATIONAL INC	DE		X								12/01/98	
TRW INC	OH					X	X				05/26/99	
TTR INC	DE					X					05/20/99	
U S TECHNOLOGIES INC	DE					X	X				05/11/99	
U S WEST INC /DE/ UACSC 1999-B OWNER TR AUTO REC BK N OTES	DE					X	X				05/16/99	
UACSC 1999-B OWNER TR AUTO REC BK N OTES	DE					X	X				05/10/99	
UFP TECHNOLOGIES INC	DE					X					05/21/99	
ULTRA SHIELD PRODUCTS INTERNATIONAL INC	DE					X		X			05/12/99	
UNILAB CORP /DE/ VERITAS SOFTWARE CORP	DE					X	X				05/24/99	
VERITAS SOFTWARE CORP	DE					X					05/20/99	
VERSAILLES CAPITAL CORP /CO/ VOICESTREAM WIRELESS CORP	CO					X					02/23/99	
VOICESTREAM WIRELESS CORP	DE					X	X				05/25/99	
VORNADO OPERATING CO	DE		X					X			03/12/99	AMEND
VORNADO REALTY TRUST	MD					X	X				05/17/99	
WESTAFF INC	DE					X		X			05/20/99	
WESTERN GAS RESOURCES INC	DE							X			05/26/99	
WILEY JOHN & SONS INC	NY		X								05/26/99	
WOOD BANCORP INC	DE		X								05/27/99	
WVS FINANCIAL CORP	PA					X					05/25/99	
WYMAN PARK BANCORPORATION INC	DE					X	X				05/19/99	
YALE INDUSTRIAL PRODUCTS INC	MO					X	X				05/26/99	
YONKERS FINANCIAL CORP	DE		X								05/25/99	
ZARING NATIONAL CORP	OH							X			03/15/99	AMEND
7TH LEVEL INC	DE		X					X			05/13/99	