

# SEC NEWS DIGEST

Issue 97-95

May 16, 1997

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## COMMISSION ANNOUNCEMENTS

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### COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding open meetings on Wednesday mornings. Otherwise, meetings will be scheduled according to the requirements of agenda items under consideration.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

Any member of the public who requires auxiliary aids such as a sign-language interpreter or material on tape to attend a public meeting should contact Rochelle Franks, Office of Administrative and Personnel Management, to make arrangements. Ms. Franks can be reached at (202) 942-9558 or at a TTY number (202) 942-4075.

### OPEN MEETING - FRIDAY, MAY 23, 1997 - 2:00 P.M.

The subject matter of the open meeting scheduled for Friday, May 23, 1997, at 2:00 p.m., will be:

Consideration of a concept release that would solicit comment on revising the Commission's oversight of alternative trading systems, national securities exchanges, and foreign market activities in the United States. The Commission is reevaluating its regulation of such entities in light of technological advances and the corresponding growth of alternative trading systems and cross-border trading opportunities. FOR FURTHER INFORMATION, please contact Kristen N. Geyer, Special Counsel, at (202) 942-0799; Gautam Gujral,

Special Counsel, at (202) 942-0175; Marie Ito, Special Counsel, at (202) 942-4147; Paula R. Jenson, Deputy Chief Counsel, at (202) 942-0073; or Elizabeth King, Special Counsel, at (202) 942-0140.

**CLOSED MEETING - FRIDAY, MAY 23, 1997 - FOLLOWING THE OPEN MEETING**

The subject matter of the closed meeting scheduled for Friday, May 23, 1997, following the 2:00 p.m. open meeting, will be: Institution and settlement of injunctive actions; and Institution and 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.

**DIVISION OF MARKET REGULATION IS ACCEPTING REQUESTS FOR INTERPRETIVE, EXEMPTIVE, OR NO-ACTION LETTERS VIA INTERNET E-MAIL**

The Division of Market Regulation announces that it will accept requests for interpretive, exemption, or no-action letters via e-mail. Persons seeking such letters from the Division may now submit their requests either on paper or electronically at [marketreg@sec.gov](mailto:marketreg@sec.gov). At this time, electronic requests must be in standard e-mail text or ASCII format so the staff can easily read and print the letters. These letters will be processed by the staff in the same manner as requests submitted in paper. If there is confidential information in the request, remember that it may be possible for others to intercept and read e-mail.

This electronic mailbox should be used only for requests addressed to the Division of Market Regulation, not for correspondence to any other division. The requests should comply with all of the procedures set forth in Release No. 33-6269 (December 5, 1980), except that multiple copies are not needed. The letter should include the telephone number of the requestor.

In addition to formal correspondence, the Division responds to many interpretive questions. Persons with these questions should continue to call the Office of Interpretation and Guidance at (202) 942-0069 or send inquiries to [marketreg@sec.gov](mailto:marketreg@sec.gov). FOR FURTHER INFORMATION CONTACT: Alan Reed at (202) 942-0772.

**DIVISION OF CORPORATION FINANCE IS ACCEPTING REQUESTS FOR INTERPRETIVE OR NO-ACTION LETTERS VIA INTERNET E-MAIL**

The Division of Corporation Finance has established a new e-mail address to receive requests for interpretive or no-action letters. Persons seeking such letters from the Division may now submit their requests either in paper or electronically at [cfletters@sec.gov](mailto:cfletters@sec.gov). At this time, electronic requests must be in standard e-mail text or ASCII format so the staff can easily read and print the letters.

These letters will be processed by the staff in the same manner as requests submitted in paper. If there is confidential information in the request, remember that it may be possible for others to intercept and read e-mail.

This mailbox should be used only for requests for interpretive or no-action letters from the Division, not for other correspondence. The requests should comply with all of the procedures set forth in Release No. 33-6269 (December 5, 1980), except that multiple copies are not needed. The letter should include the telephone number of the requestor.

In addition to the interpretive and no-action letter process, the Division responds to many interpretive questions over the telephone. Persons with these questions should continue to call the Division's Office of Chief Counsel at (202) 942-2900. FOR FURTHER INFORMATION CONTACT: Mark W. Green, Deputy Chief Counsel, at (202) 942-2900.

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## **RULES AND RELATED MATTERS**

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### **RULES IMPLEMENTING AMENDMENTS TO THE INVESTMENT ADVISERS ACT**

The Commission has issued a release adopting rules and rule amendments under the Investment Advisers Act to implement certain provisions of the Investment Advisers Supervision Coordination Act (Coordination Act). The rules and rule amendments establish the process by which advisers that are currently registered with the Commission determine their status as Commission- or state-registered advisers after July 8, 1997, the effective date of the Coordination Act; amend Form ADV to require advisers to report annually to the Commission information relevant to their status as Commission-registered advisers; relieve advisers of the burden of having frequently to register and then de-register with the Commission as a result of changes in the amount of their assets under management; provide certain exemptions from the prohibition on registration with the Commission; define certain terms used in the Coordination Act; and clarify how advisers should count clients for purposes of both the new national de minimis exemption from state regulation and the federal de minimis exemption from Commission registration. FOR FURTHER INFORMATION, contact Catherine M. Saadeh or Cynthia G. Pugh at (202) 942-0691. (Rel. IA-1633)

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## **ENFORCEMENT PROCEEDINGS**

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### **PRELIMINARY INJUNCTION ISSUED IN SEC v. STEPHEN MURPHY**

On May 13, the Honorable James M. Ideman, U.S. District Judge for the Central District of California, issued an Order of preliminary injunction freezing the assets of Stephen J. Murphy (Murphy). The Order also requires Murphy to provide an accounting and prohibits

him from destroying documents.

The complaint, filed April 21, 1997, alleges that Murphy violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder by fraudulently offering and selling limited partnership interests in an enterprise that was to acquire, own and operate automated teller machines. Murphy misrepresented his identity by using the aliases "Jack Davis," "Gregg Davis," and "Mike Fox." He also failed to disclose the entry of, and the terms of, a 1994 judgment entered against him in an earlier Commission action (SEC v. American Capital Investments, et al., Civil Case No. CV-93-5280 CBM, JRx, C.D. Cal.; LR-14185). Murphy also failed to disclose that in 1994 the Commission had revoked his registration as an investment adviser and barred him from association with any broker, dealer, municipal securities dealer, investment company or investment adviser. [SEC v. Stephen J. Murphy, Civil Action No. CV 97-2719 JMI, CWx, C.D. Cal.] (LR-15366)

#### COMMISSION SEEKS TO COMPEL NYCAL CORPORATION TO FILE ITS DELINQUENT PERIODIC REPORTS

On May 15, the Commission filed a complaint in the U.S. District Court for the District of Columbia against Nycal Corporation (Nycal). The complaint alleges that Nycal, a Dallas, Texas-based mineral exploration and development corporation, failed to make available to the investing public current and accurate information about its financial condition and results of operation through the filing of periodic reports with the Commission as required by the Securities Exchange Act of 1934 (Exchange Act). Specifically, the complaint alleges that Nycal has not filed three of its annual reports on Form 10-K for the fiscal years ended June 30, 1996, 1995 and 1994, eight quarterly reports on Form 10-Q for the fiscal quarters ended December 31, 1996, September 30, 1996, March 31, 1996, December 31, 1995, September 30, 1995, March 31, 1995, December 31, 1994 and September 30, 1994 and nine notifications of late filing with respect to its delinquent reports. The Commission seeks to compel Nycal to file its delinquent periodic reports and to enjoin Nycal from further violations of Section 13(a) of the Exchange Act of 1934 and Rules 12b-25, 13a-1 and 13a-13 thereunder. Simultaneously with the filing of the Commission's complaint, Nycal consented to the entry of a final judgment granting the relief sought by the Commission and admitted that it had not filed the periodic reports as described above. [SEC v. Nycal Corporation, Case No. 97-CV-01077, D.D.C.] (LR-15367)

#### COMMISSION OBTAINS TEMPORARY RESTRAINING ORDER, ASSET FREEZE AGAINST OPTIONS GROUP TRADING COMPANY AND CHANNA WICK

The Commission obtained an Order from the U.S. District Court in Chicago, Illinois today temporarily restraining Options Group Trading Company (Options Group), and Channa Wickremeratne a/k/a Channa Wick (Wick) from violating the antifraud provisions of the federal securities laws. The Court also froze all of the assets of

Options Group and Wick. A preliminary injunction hearing is scheduled for May 27, 1997.

Since at least April 1996, Options Group and Wick have obtained at least \$259,000 directly from at least six investors while failing to disclose Wick's criminal history, true educational and employment history and lack of affiliation with the Chicago Board Options Exchange. Additionally, Wick and the Options Group represented that investors money would be pooled with other investors' money, including Nike Corporation's \$60 million employee pension fund, to trade options and futures contracts. Neither Wick nor the Options Group have any affiliation with Nike Corporation. [SEC v. Channa Wickremeratne a/k/a Channa Wick and Options Group Trading Company, USDC, ND Ill., No. 97-C 3558, Honorable Harry Leinenweber] (LR-15368)

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#### INVESTMENT COMPANY ACT RELEASES

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##### LORD ABBETT U.S. GOVERNMENT SECURITIES FUND, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Lord Abbett U.S. Government Securities Fund, Inc. has ceased to be an investment company. (Rel. IC-22661 - May 14)

##### DRACENA FUNDS, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Dracena Funds, Inc., has ceased to be an investment company. (Rel. IC-22662 - May 14)

##### AIM EQUITY FUNDS, INC., ET AL.

A notice has been issued giving interested persons until June 9 to request a hearing on an application filed by AIM Equity Funds, Inc., and certain related investment companies (Funds), AIM Advisors, Inc., and AIM Capital Management, Inc. for an order amending a prior order granting an exemption from Section 17(a) of the Investment Company Act with respect to transactions in certain securities with banks who were "affiliated persons" of the Funds solely because of their five percent or greater share interest in a Fund. The requested order would expand the scope of the prior order to let each Fund engage in transactions involving U.S. government securities, certain other high quality debt securities and reverse repurchase agreements with such affiliated banks, except no Fund would engage in such transactions with a bank that controls or advises that Fund. The requested order also would let each Fund compensate affiliated banks for acting as agent in executing certain securities transactions. (Rel. IC-22663 - May 15)

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## SELF-REGULATORY ORGANIZATIONS

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### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-97-36) which has become immediately effective under Section 19(b)(3)(A), to redesignate a rule number to an existing rule. Publication of the order is expected in the Federal Register the week of May 19. (Rel. 34-38618)

### PROPOSED RULE CHANGE

The New York Stock Exchange filed a proposed rule change (SR-NYSE-97-09) to amend Rule 123A.30 relating to percentage orders. Publication of the proposal is expected in the Federal Register during the week of May 19. (Rel. 34-38630)

### APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change (SR-NSCC-97-02) filed by the National Securities Clearing Corporation modifying NSCC's rules to permit unit investment trusts to be processed through Fund/SERV, Networking, and Mutual Fund Commission Settlement Services. (Rel. 34-38632)

The Commission approved a proposed rule change filed by the National Association of Securities Dealers (SR-NASD-97-22) to amend the damage ceilings for claims under the standard arbitration and simplified arbitration procedures. (Rel. 34-38635)

The Commission approved a proposed rule change (SR-GSCC-97-02) filed by the Government Securities Clearing Corporation consisting of modifications to GSCC's rules regarding comparison of transactions between insolvent and solvent members. Publication of the order is expected in the Federal Register during the week of May 19. (Rel. 34-38636)

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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.

F-6 UNIBANCO UNION OF BRAZILIAN BANKS SA /ADR/, 111 WALL ST,  
C/O CITIBANK NA, NEW YORK, NY 10043 (212) 657-7691 - 150,000,000  
(\$7,500,000) DEPOSITARY RECEIPTS FOR PREFERRED STOCK (FILE 333-6882 -  
MAY 07) (BR 99 - NEW ISSUE)

F-6 ABN AMRO HOLDING N V /ADR/, 60 WALL ST,  
C/O MORGAN GUARANTY TRUST CO OF NEW YORK, NEW YORK, NY 10260 (212) 648-3200  
- 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE  
333-6884 - MAY 07) (BR. 20)

S-8 GEMSTAR INTERNATIONAL GROUP LTD, 135 NORTH LOS ROBLES AVE, STE 870,  
PASADENA, CA 91101 (818) 792-5700 - 3,500,000 (\$45,500,000) COMMON STOCK  
(FILE 333-6886 - MAY 08) (BR 2)

S-1 CMP MEDIA INC, 600 COMMUNITY DRIVE, MANHASSET, NY 11030 (516) 562-5763  
- \$115,000,000 COMMON STOCK (FILE 333-26741 - MAY 09) (BR 5  
- NEW ISSUE)

S-8 MAIL WELL INC, 23 INVERNESS WAY EAST, SUITE 160, ENGLEWOOD, CO 80112  
(303) 790-8023 - 1,590,000 (\$46,363,485) COMMON STOCK. (FILE 333-26743 -  
MAY. 09) (BR. 4)

S-8 PREMARK INTERNATIONAL INC, 1717 DEERFIELD RD, DEERFIELD, IL 60015  
(708) 405-6000 - 3,000,000 (\$74,343,750) COMMON STOCK (FILE 333-26745 -  
MAY 09) (BR 6)

S-3 SAWTEK INC \FL\, 1818 SOUTH HIGHWAY 441, APOPKA, FL 32703 (407) 886-8860  
- 2,875,000 (\$87,867,188) COMMON STOCK (FILE 333-26747 - MAY 09)  
(BR 6)

S-3 INTELLIGENT MEDICAL IMAGING INC, 4360 NORTHLAKE BLVD, STE 214,  
PALM BEACH GARDENS, FL 33410 (407) 627-0344 - 5,880,724 (\$27,198,348)  
COMMON STOCK (FILE 333-26749 - MAY 08) (BR 1)

S-1 RENTAL SERVICE CORP, 14505 N HAYDEN ROAD, SUITE 322, SCOTTSDALE, AZ  
85260 (602) 905-3300 - 4,600,000 (\$88,550,000) COMMON STOCK (FILE  
333-26753 - MAY 09) (BR 7)

S-8 MINNESOTA POWER & LIGHT CO, 30 W SUPERIOR ST, DULUTH, MN 55802  
(218) 722-2641 - 556,189 (\$15,747,102) COMMON STOCK (FILE 333-26755 -  
MAY 09) (BR. 4)

S-8 KTI INC, 7000 BLVD E, GUTTENBERG, NJ 07093 (201) 854-7777 - 200,000  
(\$1,637,500) COMMON STOCK (FILE 333-26757 - MAY 09) (BR. 4)

S-8 ARCH COMMUNICATIONS GROUP INC, 1800 W PARK DR, STE 250, WESTBOROUGH, MA  
01581 (508) 898-0962 - 1,500,000 (\$8,531,250) COMMON STOCK. (FILE  
333-26759 - MAY 09) (BR 3)

SB-2 DENTAL MEDICAL DIAGNOSTIC SYSTEMS INC, 200 N WESTLAKE BLVD , SUITE 202,  
P O BOX 74, WESTLAKE VILLAGE, CA 91362 (800) -39-9-09 - 345,000  
(\$1,552,500) COMMON STOCK 375,000 (\$189,000) WARRANTS, OPTIONS OR RIGHTS  
405,000 (\$2,023,500) COMMON STOCK (FILE 333-26761 - MAY 09) (BR 1)

S-8 BIOSITE DIAGNOSTICS INC, 11030 ROSELLE ST, SAN DIEGO, CA 92121  
(619) 455-4808 - 2,016,486 (\$17,392,192) COMMON STOCK (FILE 333-26763 -  
MAY 09) (BR 1)

S-8 DTM CORP /TX/, 1611 HEADWAY CIRCLE, BUILDING 2, AUSTIN, TX 78754  
(512) 339-2922 - 624,224 (\$2,736,915) COMMON STOCK (FILE 333-26765 -  
MAY 09) (BR 5)

S-8 GREIF BROTHERS CORP, 621 PENNSYLVANIA AVE, DELAWARE, OH 43015  
(614) 363-1271 - 1,000,000 (\$25,875,000) COMMON STOCK (FILE 333-26767 -  
MAY 09) (BR. 4)

S-3 MEDICORE INC, 2337 W 76TH ST, HIALEAH, FL 33016 (305) 558-4000 -  
1,207,000 (\$2,945,080) COMMON STOCK. (FILE 333-26769 - MAY 09) (BR. 6)

S-8 STONE STREET BANCORP INC, 232 S MAIN ST, MOCKSVILLE, NC 27028  
(704) 634-5936 - 182,505 (\$4,676,690 60) COMMON STOCK (FILE 333-26771 -  
MAY 09) (BR. 7)

S-8 TEJAS GAS CORP, 1301 MCKINNEY ST STE 700, HOUSTON, TX 77010  
(713) 658-0509 - 950,000 (\$41,978,125) COMMON STOCK. (FILE 333-26773 -  
MAY. 09) (BR. 4)

S-8 FLORIDA ROCK INDUSTRIES INC, 155 EAST 21ST STREET, JACKSONVILLE, FL  
32206 (904) 355-1781 - 500,000 (\$16,031,250) COMMON STOCK (FILE  
333-26775 - MAY 09) (BR. 6)

S-8 DIME BANCORP INC, 589 5TH AVE, NEW YORK, NY 10017 (212) 326-6170 -  
2,000,000 (\$32,875,000) COMMON STOCK. (FILE 333-26777 - MAY. 09) (BR. 7)

S-8 UNICOM CORP, 10 SOUTH DEARBORN STREET 37TH FLOOR, P O BOX 767, CHICAGO,  
IL 60690 (312) 394-4321 - 1,000,000 (\$23,625,000) COMMON STOCK (FILE  
333-26779 - MAY 09) (BR. 4)

S-8 FOODMAKER INC /DE/, 9330 BALBOA AVE, SAN DIEGO, CA 92123 (619) 571-2121  
- 19,000,000 (\$20,900,000) COMMON STOCK. (FILE 333-26781 - MAY. 09)  
(BR 2)

S-8 BIO VASCULAR INC, 2575 UNIVERSITY AVENUE, ST PAUL, MN 55114  
(612) 631-3529 - 206,334 (\$2,032,461.75) COMMON STOCK. (FILE 333-26783 -  
MAY 09) (BR. 1)

S-8 FYI INC, 3232 MCKINNEY AVE, STE 900, DALLAS, TX 75204 (214) 953-7555 -  
265,000 (\$4,250,000) COMMON STOCK. (FILE 333-26785 - MAY 09) (BR 1)

S-8 AVITAR INC /DE/, 65 DAN ROAD, SUITE 202, CANTON, MA 02021 (617) -82-1-24  
- 1,400,000 (\$700,000) COMMON STOCK (FILE 333-26787 - MAY 09) (BR. 1)

S-3 IBAH INC, FOUR VALLEY SQ, 512 TOWNSHIP LINE ROAD, BLUE BELL, PA 19422  
(215) 283-0770 - 10,000 (\$37,500) COMMON STOCK. (FILE 333-26789 - MAY 09)  
(BR 1)

S-8 QUAKER CHEMICAL CORP, ELM AND LEE STS, CONSHOHOCKEN, PA 19428  
(215) 832-4011 - 50,000 (\$837,500) COMMON STOCK (FILE 333-26793 -  
MAY 09) (BR 6)

SB-2 SALIVA DIAGNOSTIC SYSTEMS INC, 11719 NE 95TH ST STE G, VANCOUVER, WA  
98682 (360) 696-4800 - 1,668,500 (\$2,419,325) COMMON STOCK (FILE  
333-26795 - MAY 09) (BR 1)

S-8 VITAL IMAGES INC, 3100 WEST LAKE ST STE 100, MINNEAPOLIS, MN 55415  
(612) 915-8000 - 1,940,504 (\$2,910,756) COMMON STOCK. (FILE 333-26797 -  
MAY 09) (BR 1)

S-8 QPQ CORP, 1000 LINCOLN RD, STE 200, MIAMI BEACH, FL 33139 (305) 674-8115  
- 300,000 (\$131,250) COMMON STOCK (FILE 333-26799 - MAY 09) (BR. 2)

S-3 SOFAMOR DANEK GROUP INC, 1800 PYRAMID PLACE, MEMPHIS, TN 38132  
(901) 396-2695 - 20,000 (\$800,000) COMMON STOCK (FILE 333-26801 -  
MAY 09) (BR 1)

S-8 BENCHMARK ELECTRONICS INC, 3000 TECHNOLOGY DRIVE, ANGLETON, TX 77515  
(409) 849-6550 - 800,000 (\$21,903,500) COMMON STOCK (FILE 333-26805 -  
MAY 09) (BR 6)

S-8 SOFAMOR DANEK GROUP INC, 1800 PYRAMID PLACE, MEMPHIS, TN 38132  
(901) 396-2695 - 10,000 (\$266,250) COMMON STOCK (FILE 333-26807 -  
MAY 09) (BR 1)

S-8 LAMAUR CORP, ONE LOVELL AVE, MILL VALLEY, CA 94941 (415) 380-8200 -  
1,906,275 (\$4,927,614 75) COMMON STOCK (FILE 333-26811 - MAY. 09)  
(BR 2)

S-8 EL PASO NATURAL GAS CO, ONE PAUL KAYSER CENTER, 100 NORTH STANTON ST,  
EL PASO, TX 79901 (915) 541-2600 - 2,000,000 (\$117,250,000) COMMON STOCK.  
(FILE 333-26813 - MAY 09) (BR 4)

S-3 GLENBOROUGH REALTY TRUST INC, 400 SOUTH EL CAMINO REAL, 11TH FL,  
SAN MATEO, CA 94402 (415) 343-9300 (FILE 333-26815 - MAY 09) (BR. 8)

S-8 DOMINION HOMES INC, 5501 FRANTZ RD, DUBLIN, OH 43017 (614) 761-6000 -



350,000 (\$1,575,000) COMMON STOCK. (FILE 333-26817 - MAY. 09) (BR 6)

S-8 LINENS N THINGS INC, 6 BRIGHTON RD, CLIFTON, NJ 07015 (201) 778-1300 - 200,000 (\$4,136,880) COMMON STOCK (FILE 333-26819 - MAY. 09) (BR. 2)

S-1 TEXAS PETROCHEMICALS CORP, THREE RIVERWAY SUITE 1500, HOUSTON, TX 77056 (713) 627-7474 - STRAIGHT BONDS. (FILE 333-26821 - MAY 09) (BR. 4)

S-8 EL PASO NATURAL GAS CO, ONE PAUL KAYSER CENTER, 100 NORTH STANTON ST, EL PASO, TX 79901 (915) 541-2600 - 1,000,000 (\$58,625,000) COMMON STOCK (FILE 333-26823 - MAY. 09) (BR 4)

S-3 EASTBROKERS INTERNATIONAL INC, 15245 SHADY GROVE RD, STE 340, ROCKVILLE, MD 20850 (301) 527-1110 - 285,002 (\$1,888,138 25) COMMON STOCK. (FILE 333-26825 - MAY 09) (BR. 9)

S-8 LINENS N THINGS INC, 6 BRIGHTON RD, CLIFTON, NJ 07015 (201) 778-1300 - 2,312,132 (\$43,374,434) COMMON STOCK. (FILE 333-26827 - MAY. 09) (BR 2)

S-8 CRYO CELL INTERNATIONAL INC, 1223 ANDERSON AVE, FORT LEE, NJ 07024 (201) 224-7070 - 10,000 (\$40,000) COMMON STOCK (FILE 333-26829 - MAY 09) (BR 7)

S-8 EL PASO NATURAL GAS CO, ONE PAUL KAYSER CENTER, 100 NORTH STANTON ST, EL PASO, TX 79901 (915) 541-2600 - 2,500,000 (\$146,562,500) COMMON STOCK (FILE 333-26831 - MAY 09) (BR 4)

S-3 DUKE REALTY INVESTMENTS INC, 8888 KEYSTONE CROSSING STE 1200, INDIANAPOLIS, IN 46240 (317) 574-3531 - 8,521 (\$314,769 74) COMMON STOCK (FILE 333-26833 - MAY. 09) (BR 8)

S-3 RENT WAY INC, 3230 WEST LAKE ROAD, ERIE, PA 16505 (814) 455-0941 - 20,000,000 (\$20,000,000) CONVERTIBLE DEBENTURES AND NOTES 1,818,991 (\$19,990,711) COMMON STOCK (FILE 333-26835 - MAY 09) (BR. 9)

S-8 SUNRISE ASSISTED LIVING INC, 9401 LEE HIGHWAY, STE 300, FAIRFAX, VA 22031 (703) 273-7500 - 1,800,000 (\$48,375,000) COMMON STOCK (FILE 333-26837 - MAY 09) (BR 1)

S-1 FINE HOST CORP, 3 GREENWICH OFFICE PARK, GREENWICH, CT 06831 (203) 629-4320 - 950,150 (\$27,554,350) COMMON STOCK (FILE 333-26839 - MAY 09) (BR 2)

S-8 LIFE USA HOLDING INC /MN/, STE 95 INTERCHANGE N BLDG, 300 S HWY 169, MINNEAPOLIS, MN 55426 (612) 546-7386 - 1,000,000 (\$10,500,000) COMMON STOCK (FILE 333-26841 - MAY 09) (BR 1)

S-1 COINSTAR INC, 13231 S E 36TH STREET, SUITE 200, BELLEVUE, WA 98006 (206) 644-6789 - \$58,000,000 COMMON STOCK (FILE 333-26843 - MAY 09)

S-3 DUKE REALTY INVESTMENTS INC, 8888 KEYSTONE CROSSING STE 1200, INDIANAPOLIS, IN 46240 (317) 574-3531 (FILE 333-26845 - MAY 09) (BR 8)

S-3 NORTHERN INDIANA PUBLIC SERVICE CO, 5265 HOHMAN AVE, HAMMOND, IN 46320 (219) 853-5200 - 217,692,000 (\$217,692,000) STRAIGHT BONDS (FILE 333-26847 - MAY. 09) (BR 4)

S-3 MAGNA GROUP INC, ONE MAGNA PLACE, 1401 S BRENTWOOD BLVD, ST LOUIS, MO 63144 (314) 963-2500 - 600,000 (\$17,700,000) COMMON STOCK (FILE 333-26849 - MAY 09) (BR 7)

S-3 STERLING VISION INC, 1500 HEMPSTEAD TURNPIKE, EAST MEADOW, NY 11554 (516) 390-2100 - 3,213,464 (\$26,410,817) COMMON STOCK. (FILE 333-26851 - MAY 09) (BR. 2)

S-4 CCA HOLDINGS CORP, 12444 POWERSCOURT DR STE 400, ST LOUIS, MO 63131 (314) 965-0555 - 82,000,000 (\$82,000,000) STRAIGHT BONDS (FILE 333-26853 - MAY 09) (NEW ISSUE)

SB-2 FINE COM CORP, 1118 POST AVE, SEATTLE, WA 98101 - 1,150,000 (\$8,625,000) COMMON STOCK 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS 100,000 (\$900,000) COMMON STOCK (FILE 333-26855 - MAY 09)

S-8 BANYAN SYSTEMS INC, 120 FLANDERS ROAD, WESTBORO, MA 01581 (508) 898-1000  
- 250,000 (\$367,500) COMMON STOCK. (FILE 333-26857 - MAY. 09) (BR. 3)

S-8 GREENFIELD INDUSTRIES INC /DE/, 2743 PERIMETER PARKWAY,  
BLDG ONE HUNDRES STE 100, AUGUSTA, GA 30809 (706) 863-7708 - 1,000,000  
(\$24,750,000) COMMON STOCK. (FILE 333-26859 - MAY 12) (BR 4)

S-1 TRENDWEST RESORTS INC, 12301 N E 10TH PLACE, BELLEVUE, WA 98005  
(425) 990-2300 - \$46,762,306 COMMON STOCK (FILE 333-26861 - MAY. 12)  
(NEW ISSUE)

S-8 ACCELGRAPHICS INC, 1942 ZANKER ROAD, 408-441-1556, SAN JOSE, CA 95112  
(408) 441-1556 - 3,441,304 (\$26,829,783) COMMON STOCK. (FILE 333-26863 -  
MAY 09) (BR 9)

S-3 CAPSTEAD MORTGAGE CORP, 2711 NORTH HASKELL AVE, STE 900, DALLAS, TX  
75204 (214) 874-2323 - 4,800,000 (\$109,800,000) COMMON STOCK. 2,000,000  
(\$32,750,000) PREFERRED STOCK. (FILE 333-26865 - MAY. 09) (BR 8)

S-8 BOEING CO, P O BOX 3707 MS 1F 31, SEATTLE, WA 98124 (206) 655-2121 -  
16,500,000 (\$1,615,968,750) COMMON STOCK (FILE 333-26867 - MAY 12)  
(BR 5)

S-8 VERITY INC \DE\, 894 ROSS AVE, SUNNYVALE, CA 94089 (415) 541-1500 -  
300,000 (\$2,109,375) COMMON STOCK (FILE 333-26869 - MAY. 12) (BR 3)

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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. 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	9			
ADVANTA CREDIT CARD MASTER TRUST II	DE					X	X					05/15/97	
ADVANTA NATIONAL BANK USA /PA/						X	X					05/15/97	
AIRPLANES LTD						X						05/15/97	
AIRPLANES US TRUST	DE					X						05/15/97	
ALARMGUARD HOLDINGS INC	DE		X				X					05/01/97	
ALLIANCE RESOURCES PLC			X				X					03/30/97	
AMERICAN EXPRESS CENTURION BANK	UT					X	X					05/14/97	
AMERICAN EXPRESS RECEIVABLES FINANC ING CORP	DE					X	X					05/14/97	
AMERICAN EXPRESS RECEIVABLES FINANC ING CORP II	DE					X						05/12/97	
AMERICAN MEDCARE CORP	DE					X						05/12/97	
AMRESCO RESIDENTIAL SECURITIES CORP	NY	X						X				04/30/97	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE COMMENT
		1	2	3	4	5	6	7	8	9	
MORT LOAN TRUST 1997-1											
ASPEN BANCSHARES INC	CO	X									03/12/97
ASR INVESTMENTS CORP	MD		X		X						04/30/97
ASTROTECH INTERNATIONAL CORP /NEW	DE		X		X						05/01/97
AVERT INC	CO			X	X						04/23/97
AVERT INC	CO			X	X						05/01/97
BANK OF NEW ENGLAND CORP	MA					X					04/30/97
BANYAN STRATEGIC REALTY TRUST	MA		X								04/30/97
BELO A H CORP	DE					X					02/28/97 AMEND
BIOCONTROL TECHNOLOGY INC	PA			X							05/08/97
BIOCONTROL TECHNOLOGY INC	PA			X							05/14/97
BIOSYS INC /CA/	DE			X							05/13/97
BRILLIANT DIGITAL ENTERTAINMENT INC	DE			X							05/13/97
BRISTOL HOTEL CO	DE			X	X						05/05/97
BRISTOL HOTEL CO	DE			X	X						05/12/97
BROOKS FIBER PROPERTIES INC	DE		X		X						05/05/97
BWIP INC	DE			X	X						05/06/97
CAROLINA INVESTMENT PARTNERS LIMITE	NC		X								05/05/97
D PARTNERSHIP											
CARSON INC	DE	X									05/31/97
CHIC BY H I S INC	DE			X	X						05/14/97
CHS ELECTRONICS INC	UT		X		X						10/04/96 AMEND
CHS ELECTRONICS INC	UT		X		X						03/20/97 AMEND
CIRCUIT CITY CREDIT CARD MASTER TRU	DE			X	X						05/15/97
ST											
CLASSIC RESTAURANTS INTERNATIONAL I	CO						X				04/02/97
NC /CO/											
COMMUNITY CARE SERVICES INC	NY		X		X						05/14/97
COMPAQ COMPUTER CORP	DE			X							05/14/97
COMPTRONIX CORPORATION	DE			X	X						05/15/97
CORESTATES HOME EQUITY LOAN TRUST 1						X					05/12/97
996-1											
CORNERSTONE REALTY INCOME TRUST INC	VA		X		X						03/27/97
CORNUCOPIA RESOURCES LTD					X	X					05/08/97
COSMETIC CENTER INC	DE			X	X						05/15/97 AMEND
COVENTRY CORP	DE			X							05/07/97
CRIMI MAE FINANCIAL CORP	MD	X									05/15/97
CRYOLIFE INC	FL					X					03/05/97 AMEND
CWMBS INC	DE			X	X						02/25/97
DATA PROCESSING RESOURCES CORP	CA		X		X						04/30/97
DISCOVER CARD MASTER TRUST I	DE			X	X						05/15/97
DISCOVER CARD TRUST 1991 D	DE			X	X						05/15/97
DISCOVER CARD TRUST 1991 E	DE			X	X						05/15/97
DISCOVER CARD TRUST 1991 F	DE			X	X						05/15/97
DISCOVER CARD TRUST 1992-B	DE			X	X						05/15/97
DISCOVER CARD TRUST 1993-A	DE			X	X						05/15/97
DISCOVER CARD TRUST 1993-B	DE			X	X						05/15/97
DURCO INTERNATIONAL INC	NY			X	X						05/06/97
EAST TEXAS FINANCIAL SERVICES INC	DE			X	X						05/14/97
EASTERN ENVIRONMENTAL SERVICES INC	DE		X		X						03/31/97 AMEND
ECI TELECOMMUNICATIONS					X	X					05/13/97
EMERITUS CORP/WA\	WA		X		X						05/01/97
EQUITY INNS INC	TN				X						05/14/97
EQUIVANTAGE ACCEPTANCE CORP	DE				X						03/27/97
ESSEF CORP	OH		X		X						05/01/97
EVERGREEN INTERNATIONAL AVIATION IN	OR				X	X					05/07/97
C											
FAMILY BARGAIN CORP	DE	X									01/31/98
FARMER MAC MORTGAGE SECURITIES CORP	DE					X					01/22/97
FINANCIAL ASSET SECURITIES CORP	DE			X	X						05/14/97
FINET HOLDINGS CORP	DE		X		X						10/31/96 AMEND

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
FIRST INDUSTRIAL LP	IL								X		05/14/97	
FIRST MERCHANTS ACCEPTANCE CORP	DE				X						05/15/97	
FIRST NATIONS FINANCIAL SERVICES CO	DE	X									05/15/97	
FIRST OF AMERICA BANK-MICHIGAN NA			X								05/01/97	
FIRST UNION MASTER CREDIT CARD TRUS T								X			05/01/97	
FIRST UNION NATIONAL BANK OF GEORGI A \	GA							X			05/01/97	
FORD CREDIT AUTO LOAN MASTER TRUST	MI				X	X					04/30/97	
FORTRESS GROUP INC	DE							X			03/14/97	AMEND
FULTON FINANCIAL CORP	PA							X			05/12/97	AMEND
GARDEN STATE NEWSPAPERS INC	DE							X			02/28/97	AMEND
GENERAL CREDIT CORP	NY		X					X			05/02/97	
GENSIA SICOR INC	DE							X			02/28/97	AMEND
GLENBOROUGH REALTY TRUST INC	MD		X								05/14/97	AMEND
GLENBOROUGH REALTY TRUST INC	MD		X								05/14/97	AMEND
GRAHAM FIELD HEALTH PRODUCTS INC	DE				X	X					05/01/97	
GUARANTY FINANCIAL CORP /VA/	VA								X		05/14/97	
HALIS INC	GA		X					X			05/02/97	
HALL INSTITUTIONAL MORTGAGE FUND LT D PARTNERSHIP	AZ				X	X					05/01/97	
HFS INC	DE		X					X			04/30/97	
HIGH PLAINS CORP	KS				X						05/14/97	
HIGH PLAINS CORP	KS				X						05/14/97	
HIGH PLAINS CORP	KS				X						05/15/97	
HIGHLANDS INSURANCE GROUP INC	DE		X		X	X					04/30/97	
IBM CREDIT RECEIVABLES INC	DE				X	X					05/15/97	
IBM CREDIT RECEIVABLES LEASE ASSET MASTER TRUST	DE				X	X					05/15/97	
ICH CORP /DE/	DE				X	X					02/19/97	
IGG INTERNATIONAL INC	NV		X								04/30/97	
IMEX MEDICAL SYSTEMS INC	DE				X						05/09/97	
IMH ASSETS CORP	CA				X	X					05/14/97	
IMNET SYSTEMS INC	DE		X		X	X					05/15/97	
INDUSTRIAL HOLDINGS INC	TX		X		X						12/13/96	
INSIGNIA FINANCIAL GROUP INC	DE				X						04/03/97	
INSIGNIA FINANCIAL GROUP INC	DE				X						04/29/97	
INSIGNIA FINANCIAL GROUP INC	DE				X						05/05/97	
INTEGRATED SECURITY SYSTEMS INC	DE							X			05/01/97	
INTERLINE RESOURCES CORP	UT				X						05/14/97	
INTERPORE INTERNATIONAL /CA/	CA		X					X			05/01/97	
ISRAMCO INC	DE							X			05/13/97	AMEND
ITI TECHNOLOGIES INC	DE		X					X			04/30/97	
JAMES RIVER CORP OF VIRGINIA	VA				X	X					05/04/97	
JCP RECEIVABLES INC	DE							X			05/15/97	
JCTAN INC	FL							X			12/31/96	AMEND
JPE INC	MI		X								04/16/97	AMEND
KARRINGTON HEALTH INC	OH		X					X			04/30/97	
KUHLMAN CORP	DE		X								05/15/97	AMEND
LEARNING CO INC	DE								X		03/30/97	
LOTUS PACIFIC INC	DE		X								05/15/97	
MACDERMID INC	CT							X			01/30/97	
MAGELLAN PETROLEUM CORP /DE/	DE				X						05/15/97	
MAGNA BANCORP INC	DE				X	X					05/08/97	
MAGNUM HUNTER RESOURCES INC	NV		X					X			04/30/97	
MATTEL INC /DE/	DE				X						05/15/97	
MATTHEWS STUDIO EQUIPMENT GROUP	CA		X					X			05/02/97	
MBNA AMERICA BANK NATIONAL ASSOCIAT ION	DE		X		X						04/30/97	
MBNA AMERICA BK NAT ASSOC MBNA MAST			X		X						04/30/97	

NAME OF ISSUER	STATE	8K ITEM NO.									DATE COMMENT
	CODE	1	2	3	4	5	6	7	8	9	
ER CREDIT CARD TRUST											
MBNA AMERICA BK NAT ASSOC MBNA MAST			X		X						04/30/97
ER CREDIT CARD TRUST II											
MBNA CORP	MD				X						04/30/97
MEDIMMUNE INC /DE	DE				X						05/13/97
MEDIZONE INTERNATIONAL INC	NV	X									03/31/97
MEDNET MPC CORP	NV				X						05/15/97
MEGO MORTGAGE FHA TITLE I LOAN TRUS	DE	X									02/28/97
T 1996-2											
MEGO MORTGAGE FHA TITLE I LOAN TRUS	DE	X									03/31/97
T 1996-2											
MELLON BANK NA MELLON BANK HOME EQU	MA				X	X					05/10/97
ITY LOAN TRUST 1996-1											
MELLON BANK PREMIUM FINANCE LOAN MA					X	X					05/10/97
STER TRUST											
MERCANTILE CREDIT CARD MASTER TRUST	NY				X	X					05/09/97
MERCK & CO INC	NJ				X	X					05/13/97
METAL MANAGEMENT INC	DE	X	X								05/02/97
MEYER FRED INC	DE				X	X					05/11/97
MLCC MORTGAGE INVESTORS INC	DE					X					05/15/97
MONEY STORE AUTO TRUST 1997-1	DE				X	X					05/20/97
MONEY STORE HOME EQUITY LOAN TRUST	NJ				X	X					05/12/97
1997-A											
MONEY STORE HOME IMPROVEMENT TRUST	NJ				X	X					05/12/97
1997-1											
MOORE CORPORATION LTD					X	X					04/23/97
NATIONAL PROPANE PARTNERS LP	DE					X					04/22/97
NATIONAL SEMICONDUCTOR CORP	DE	X									05/14/97
NATIONAL TECHTEAM INC /DE/	DE				X	X					05/06/97
NET TELECOMMUNICATIONS INC	NV		X			X					08/01/96 AMEND
NET TELECOMMUNICATIONS INC	NV		X			X					08/24/96
NET TELECOMMUNICATIONS INC	NV		X			X					08/24/96 AMEND
NETWORK PERIPHERALS INC	DE	X									04/29/97
NEWFIELD EXPLORATION CO /DE/	DE				X						05/13/97
OAKWOOD MORTGAGE INVESTORS INC					X						05/13/97
OCCUSYSTEMS INC	DE				X	X					05/14/97
OMEGA ENVIRONMENTAL INC	DE		X			X					05/02/97
ORA ELECTRONICS INC	DE				X	X					05/13/97
OWENS CORNING	DE					X					05/01/97
OWENS ILLINOIS INC /DE/	DE				X	X					05/14/97
PACIFIC AEROSPACE & ELECTRONICS INC	NV				X	X					04/30/97
PARKWAY PROPERTIES INC	MD					X					05/14/97 AMEND
PEOPLES BANK CREDIT CARD MASTER TRU	CT				X						04/01/97
ST											
PHH CORP	MD	X		X		X	X				04/30/97
PHOTRONICS INC	CT				X	X					05/13/97
POTASH CORPORATION OF SASKATCHEWAN						X					03/06/97 AMEND
INC											
PREMIERE TECHNOLOGIES INC	GA	X				X					04/30/97
PRIME SERVICE INC	DE				X	X					03/05/97
PROCTER & GAMBLE CO	OH						X				05/15/97
PRUDENTIAL BANK & TRUST CO /GA/	GA				X	X					04/30/97
PRUDENTIAL BANK & TRUST CO /GA/	GA				X	X					04/30/97
PRUDENTIAL BANK & TRUST CO /GA/	GA				X	X					04/30/97
PRUDENTIAL BANK & TRUST CO /GA/	GA				X	X					04/30/97
PRUDENTIAL BANK & TRUST CO /GA/	GA				X	X					04/30/97
PRUDENTIAL BANK & TRUST CO /GA/	GA				X	X					04/30/97
PURE ATRIA CORP	DE					X					02/18/97 AMEND
QUADRAX CORP	DE	X									05/07/97
RECKSON ASSOCIATES REALTY CORP	MD				X	X					05/15/97
RED HOT CONCEPTS INC	DE				X	X					05/13/97

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE COMMENT	
		1	2	3	4	5	6	7	8	9		
REGAL ONE CORP	FL					X					12/31/96	
REGENERON PHARMACEUTICALS INC	NY				X	X					05/13/97	
REGIS CORP	MN				X						03/15/97	AMEND
REGIS CORP	MN				X						05/14/97	
RELIANCE ACCEPTANCE GROUP INC	DE				X						05/06/97	
RISER FOODS INC /DE/	DE	X									06/28/97	
ROYAL EQUITY EXCHANGE INC	NV				X						03/15/96	
RURAL CELLULAR CORP	MN		X				X				05/01/97	
SALOMON BROS MORT SEC VII INC MOR P	DE		X				X				04/30/97	
A THR CERT SE 1997 HUD-1												
SALOMON BROTHERS MORT SEC VII INC A	DE		X				X				04/25/97	
SST BACK CERT SE 1997-LB2												
SCB COMPUTER TECHNOLOGY INC	TN						X				05/14/97	AMEND
SEARS CREDIT ACCOUNT MASTER TRUST I	IL				X	X					05/15/97	
I												
SHERWOOD GROUP INC	DE			X	X						05/02/97	
SMITHS FOOD & DRUG CENTERS INC	DE			X	X						05/11/97	
SSI CAPITAL CORP	NY	X	X	X		X					05/01/97	
ST JAMES GROUP INC	DE	X	X			X					10/15/96	
STATEFED FINANCIAL CORP	DE			X	X						05/01/97	
STONE CONTAINER CORP	DE			X	X						05/13/97	
TELEPORT COMMUNICATIONS GROUP INC	DE			X							04/29/97	
TERRACE HOLDINGS INC	DE				X						02/17/97	AMEND
THANKSGIVING COFFEE CO INC	CA			X	X						03/12/97	
TOMPKINS COUNTY TRUSTCO INC	NY			X	X						05/14/97	
TOPRO INC	CO			X							05/14/97	
TRANS LUX CORP	DE		X								05/01/97	
TRANSAMERICAN ENERGY CORP	DE			X	X						05/14/97	
TRANSAMERICAN REFINING CORP	TX			X	X						05/14/97	
TRANSTEXAS GAS CORP	DE			X	X						05/14/97	
UGLY DUCKLING CORP	DE	X									05/15/97	AMEND
UIH AUSTRALIA PACIFIC INC	CO			X							05/15/97	
UNITED AUTO GROUP INC	DE		X			X					04/30/97	
UNITED DOMINION INDUSTRIES LIMITED					X						04/30/97	
UNIVERSAL INTERNATIONAL INC /MN/	MN			X	X						05/07/97	
UOL PUBLISHING INC	DE		X			X					04/30/97	
USX CORP	DE			X	X						05/15/97	
VERTEX COMMUNICATIONS CORP /TX/	TX		X			X					05/09/97	
VITAL IMAGES INC	MN			X	X						05/12/97	
WASHINGTON MUTUAL INC	WA				X						05/13/97	AMEND
WASHINGTON MUTUAL INC	WA				X						05/14/97	
WASHINGTON MUTUAL INC	WA				X						05/14/97	
WASHINGTON MUTUAL INC	WA				X						05/14/97	
WASTEMASTERS INC	MD	X									05/08/97	
WAUSAU PAPER MILLS CO	WI			X	X						05/12/97	
WELLPOINT HEALTH NETWORKS INC /CA/	CA				X						03/01/97	AMEND
XXSYS TECHNOLOGIES INC /CA	CA			X							05/15/97	
YAMAHA MOTOR RECEIVABLES CORP	DE			X							05/15/97	
YOU BET INTERNATIONAL INC	DE			X							05/09/97	
ZOMAX OPTICAL MEDIA INC	MN				X						03/31/97	AMEND
ZYCAD CORP	DE			X	X						05/15/97	
3 D SYSTEMS CORP	DE			X							04/24/97	
3 D SYSTEMS CORP	DE			X							05/06/97	
3DO CO	DE			X							04/25/97	