

# SEC NEWS DIGEST

Issue 98-99

May 22, 1998

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## RULES AND RELATED MATTERS

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### AMENDMENTS TO RULES ON SHAREHOLDER PROPOSALS

On May 21, the Commission adopted amendments to Rules 14a-8, 14a-4, and 14a-5 under the Securities Exchange Act of 1934. As part of these amendments, the Commission also reversed the 1992 Cracker Barrel no-action letter. The reversal of the no-action letter is effective May 21, 1998 and will apply to future no-action responses, including currently pending no-action submissions. For further information, please contact Frank G. Zarb, Jr. or Sanjay M. Shirodkar, Division of Corporation Finance at (202) 942-2900 or Doretha M. VanSlyke, Division of Investment Management at (202) 942-0721. (Rel. 34-40018; File No. S7-25-97)

### EXTENSION OF COMPLIANCE DATE FOR RULE AMENDMENTS CONCERNING INVESTMENT COMPANIES' FOREIGN CUSTODY ARRANGEMENTS

The Commission has issued a release that extends the compliance date for certain amendments to Rule 17f-5 under the Investment Company Act, the rule that governs the custody of investment company assets with certain "eligible foreign custodians" outside the United States. Effective upon publication of the release in the Federal Register, the compliance date for the rule amendments that the Commission adopted in May of 1997 (Rel. No. IC-22658) is extended from June 16, 1998 to February 1, 1999, except for the amended definition of an eligible foreign custodian. The compliance date for the amended definition of an eligible foreign custodian remains June 16, 1998. FOR FURTHER INFORMATION, CONTACT Thomas M.J. Kerwin at (202) 942-0690 (Rel. IC-23201)

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## ENFORCEMENT PROCEEDINGS

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### CIVIL ACTION AGAINST GEORGE STEWART, ET AL.

The Commission announced that the Honorable Loretta A. Preska of the United States District Court of the Southern District of New York has entered a final judgment against George Wallace Stewart in SEC v. Stewart, et al., Civil Action No. 98 CIV 2636 (LAP) (S.D.N.Y.).

On April 14, 1998, the Commission filed a complaint alleging as follows: Stewart along with four other individuals and five related entities fraudulently obtained more than \$1.7 million, from at least three individuals, by offering and selling securities in the form of participations in investment programs purportedly to trade "prime bank" instruments. The investment programs were scams, the instruments themselves bogus. Instead of using the money as promised, Stewart and the other defendants misappropriated the investors' funds for their own benefit, transferring portions of the money to at least one individual and three entities, who were named as relief defendants. By participating in this fraudulent investment scheme, Stewart and the other defendants violated the antifraud provisions of the federal securities laws.

Stewart consented, without admitting or denying the allegations in the complaint, to the entry of the final judgment, which permanently prohibits him from violating Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The final judgment waives disgorgement and civil money penalties were not imposed against Stewart based on his demonstrated inability to pay.

Litigation continues as to the remaining nine defendants and four relief defendants. [SEC v. Stewart, et al., Civil Action No. 98 CIV 2636, SDNY] (LR-15752)

#### **COMPLAINT FILED AGAINST TERRY SHILLING ALLEGING UNLAWFUL INSIDER TRADING IN SECURITIES OF HEALTHSOURCE, INC.**

The Commission announced the filing of a complaint alleging that Terry S. Shilling (Shilling), a former Healthsource, Inc. (Healthsource) executive and a resident of Marietta, Georgia, engaged in unlawful insider trading in the securities of Healthsource. The complaint, filed in the United States District Court for the District of New Hampshire, alleges that, on February 20, 1997, Shilling bought 1,900 shares of Healthsource after being informed by a Healthsource executive, in a confidential briefing, that Healthsource was engaged in merger negotiations with CIGNA Corporation. The complaint alleges that Shilling, by trading ahead of the February 28, 1997 announcement that CIGNA would acquire Healthsource, realized unlawful profits of \$10,761.78. Simultaneously with the filing of the complaint, Shilling consented, without admitting or denying the allegations in the complaint, to the entry of an order enjoining him from future violations of certain antifraud provisions of the securities laws and ordering him to pay disgorgement of \$10,761.78, plus prejudgment interest, and a civil money penalty of \$10,761.78. [SEC v. Terry S. Shilling, Civ. No. 98-CV329-B, D. NH] (LR-15753)

#### **COMMISSION FILES INSIDER TRADING CASE**

The Commission announced the filing of a civil injunctive action in the United States District Court for the District of Colorado against William Benjamin Lockwood, alleging that, on September 11,

1996, the defendant exercised options for 1,500 shares of the common stock of BI and sold the shares thereby obtained for \$10 7/16 per share. According to the complaint, at the time of this transaction, Lockwood was in possession of material nonpublic information indicating that BI would not meet consensus estimates for earnings for the quarter. The complaint alleges that, by selling his BI shares at \$10 7/16 per share, the defendant avoided losses of \$5,468.00.

Simultaneously with the filing of the complaint, the defendant consented, without admitting or denying the allegations in the complaint, to the entry of a Final Judgment permanently enjoining him from future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and ordering that he disgorge profits from his transactions in the securities of BI of \$5,468.00, plus prejudgment interest of \$508.00, pay a one-time civil penalty of \$5,468.00, and pay postjudgment interest. [SEC v. William Benjamin Lockwood, Civil Action No. 98-WY-1150, D. Colo.] (LR-15754)

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## **INVESTMENT COMPANY ACT RELEASES**

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### **BOSTON 1784 FUNDS, ET AL.**

A notice has been issued giving interested persons until June 15, 1998, to request a hearing on an application filed by Boston 1784 Funds (Trust) and BankBoston, N.A. under Section 12(d)(1)(J) of the Investment Company Act exempting applicants from Sections 12(d)(1)(A) and (B) of the Act, under Sections 6(c) and 17(b) of the Act exempting applicants from Sections 17(a)(1) and 17(a)(2) of the Act, and under Section 17(d) of the Act and Rule 17d-1 under the Act permitting certain joint transactions. The requested order would permit certain registered open-end management investment companies to invest excess cash and cash collateral in affiliated money market funds in excess of the limits in Sections 12(d)(1)(A) and (B) of the Act. (Rel. IC-23198 - May 20)

### **U.S. GLOBAL LEADERS VARIABLE INSURANCE TRUST, ET AL.**

A notice has been issued giving interested persons until June 15, 1998, to request a hearing on an application filed by U.S. Global Leaders Variable Insurance Trust (Fund) and Yeager, Wood & Marshall, Inc. (Adviser). Applicants seek an order under Section 6(c) of the Investment Company Act granting exemptions from the provisions of Sections 9(a), 13(a), 15(a) and 15(b) of the 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 Fund and shares of any other investment company that is designed to fund variable insurance products and for which the Adviser, or any of its affiliates, may serve now or in the future as investment adviser, administrator, manager, principal underwriter or sponsor, to be offered and sold to, and held by variable annuity and variable life insurance separate accounts of both affiliated and unaffiliated life

insurance companies, qualified pension and retirement plans outside of the separate account context, and the Adviser or any of its affiliates. (Rel. IC-23199 - May 20)

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## HOLDING COMPANY ACT RELEASES

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### WISCONSIN ENERGY CORPORATION

An order has been issued authorizing Wisconsin Energy Corporation (WEC), an exempt Wisconsin intrastate electric public utility holding company, to acquire all of the issued and outstanding common stock of ESELCO, Inc. (ESELCO), an exempt Michigan intrastate electric public utility holding company. WEC requests an exemption under Section 3(a)(1) from all provisions of the Public Utility Holding Company Act of 1935, as amended, except Section 9(a)(2), following consummation of the proposed transaction. (Rel. 35-26877)

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## SELF-REGULATORY ORGANIZATIONS

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### APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change submitted by the Philadelphia Stock Exchange (SR-PHLX-98-10) to adopt a new automatic price improvement initiative for PACE orders. (Rel. 34-40006)

The Commission approved a proposed rule change and issued notice of filing and granted accelerated approval to Amendment No. 1 to the proposed rule change submitted by the Municipal Securities Rulemaking Board (SR-MSRB-98-1) to provide an interpretation of Rule G-38 on consultants relating to bank affiliates and the definition of payment. Publication in the Federal Register is expected during the week of May 25. (Rel. 34-40014)

The Commission approved a proposed rule change submitted by the Chicago Stock Exchange (SR-CHX-98-5). The rule change amends Interpretation .01 to Article XXXIV, Rule 16, which governs registered market makers' utilization of exempt credit. (Rel. 34-40016)

The Commission approved a proposed rule change submitted by the American Stock Exchange (SR-Amex-97-40) relating to proposed revisions to the Exchange's policy regarding the use of wireless data communications devices. (Rel. 34-40019)

### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-PHLX-98-12) filed by the Philadelphia Stock Exchange relating to trading options in finer increments 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 May 25. (Rel. 34-40007)

The Commission received a filing requesting immediate effectiveness of a proposed rule change (SR-Amex-98-17) by the American Stock Exchange relating to the listing and trading of warrants on the PaineWebber Oil & Gas Producers Index. Publication of the notice is expected in the Federal Register during the week of May 25. (Rel. 34-40008)

A proposed rule change filed by the Pacific Exchange to remove the current cap on the number of issues traded under the Lead Market Maker Book Pilot Program (SR-PCX-98-23) 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 May 25. (Rel. 34-40020)

#### **PROPOSED RULE CHANGE**

The Chicago Board Options Exchange filed a proposed rule change (SR-CBOE-98-11) to amend CBOE Rule 12.3, "Margin Requirements," to allow clearing firms to adjust a market maker's equity under certain circumstances to permit the clearing firm to extend credit for opening trades. Publication of the notice is expected in the Federal Register during the week of May 25. (Rel. 34-40015)

#### **ACCELERATED PARTIAL APPROVAL OF PROPOSED RULE CHANGES**

The Chicago Stock Exchange filed, and the Commission has granted partial accelerated approval to, on a temporary basis, a proposed rule change (SR-CHX-98-09), relating to modifications to the SuperMAX and Enhanced SuperMAX programs. The portion of the proposal to modify the SuperMAX program has been approved until August 20, 1998. Publication of the order is expected in the Federal Register the week of May 25. (Rel. 34-40017)

The Chicago Board Options Exchange proposed a rule change (SR-CBOE-98-12) relating to mandating continuing education classes for members and those associated with members. Publication of the notice is expected in the Federal Register the week of May 25. (Rel. 34-40021)

#### **DELISTINGS GRANTED**

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration BioTime, Inc., Common Stock, No Par Value. (Rel. 34-40004)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration AmeriQuest Technologies, Inc., Common Stock, \$0.001 Par Value. (Rel. 34-40022)

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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: <public info @ sec>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

- S-8 PLYMOUTH RUBBER CO INC, 104 REVERE ST, CANTON, MA 02021 (617) 828-0220  
- 100,000 (\$700,000) COMMON STOCK (FILE 333-52737 - MAY 15) (BR 6)
- S-3 LYCOS INC, 400-2 TOTTEN POND ROAD, WALTHAM, MA 02154 (781) 370-2700 -  
3,450,000 (\$207,108,675) COMMON STOCK. (FILE 333-52741 - MAY 15) (BR 2)
- S-4 KRANZCO REALTY TRUST, 128 FAYETTE ST, CONSHOHOCKEN, PA 19428  
(610) 941-9292 - 8,000,000 (\$8,000,000) CONVERTIBLE DEBENTURES AND NOTES.  
(FILE 333-52743 - MAY. 15) (BR. 8)
- S-1 NEW AMERICA NETWORK INC, 572 US ROUTE 130, HIGHSTOWN, NJ 08520  
(609) 448-4700 - 31,064,306 (\$38,193,079) COMMON STOCK. (FILE 333-52745 -  
MAY. 15) (BR 6)
- S-3 WILD OATS MARKETS INC, 1645 BROADWAY, BOULDER, CO 80302 (303) 440-5220  
- 1,108,396 COMMON STOCK (FILE 333-52747 - MAY 14) (BR. 2)
- S-4 ACME METALS INC /DE/, 13500 S PERRY AVE, RIVERDALE, IL 60627  
(708) 849-2500 - 200,000,000 (\$198,502,000) STRAIGHT BONDS (FILE  
333-52749 - MAY. 15) (BR. 6)
- S-8 USX CORP, 600 GRANT ST, PITTSBURGH, PA 15219 (412) 433-1121 - 2,000,000  
(\$73,500,000) COMMON STOCK (FILE 333-52751 - MAY. 15) (BR. 4)
- S-8 ENGINEERED SUPPORT SYSTEMS INC, 1270 N PRICE RD, ST LOUIS, MO 63132  
(314) 993-5880 - 400,000 (\$9,600,000) COMMON STOCK. (FILE 333-52753 -  
MAY 15) (BR 6)
- S-8 AT&T CORP, 32 AVENUE OF THE AMERICAS, NEW YORK, NY 10013 (212) 387-5400  
- 2,000,000 (\$116,260,000) COMMON STOCK. (FILE 333-52757 - MAY 15)  
(BR 7)
- S-8 MEDICAL GRAPHICS CORP /MN/, 350 OAK GROVE PKWY, ST PAUL, MN 55127  
(612) 484-4874 - 250,000 (\$1,093,750) COMMON STOCK. (FILE 333-52759 -  
MAY 15) (BR 5)
- SB-2 GLOBAL MED TECHNOLOGIES INC, 12600 W COLFAX, SUITE 500 A, LAKEWOOD, CO  
80215 (303) 238-2000 - 12,000,000 (\$18,000,000)  
WARRANTS, OPTIONS OR RIGHTS. (FILE 333-52761 - MAY 15) (BR. 9)
- S-1 HOMETOWN AUTO RETAILERS INC, 831 STRAITS TURNPIKE, WATERTOWN, CT 06795  
(860) 945-4900 - 2,300,000 (\$25,300,000) COMMON STOCK. 200,000  
WARRANTS, OPTIONS OR RIGHTS. 200,000 (\$2,640,000) COMMON STOCK. (FILE  
333-52763 - MAY 15) (NEW ISSUE)
- S-8 FASTENAL COMPANY, 2001 THEURER BLVD, WINONA, MN 55987 (507) 454-5374 -  
600,000 (\$31,350,000) COMMON STOCK (FILE 333-52765 - MAY 15) (BR. 6)

S-8 REGENT GROUP INC /DE, 477 MADISON AVENUE, STE 701, NEW YORK, NY 10022  
(221) 220-7456 - 280,000 (\$752,360) COMMON STOCK. (FILE 333-52767 -  
MAY. 15) (BR. 6)

S-8 BYL BANCORP, 18206 IMPERIAL HIGHWAY, YORBA LINDA, CA 92686  
(714) 996-1800 - 460,519 (\$10,591,937) COMMON STOCK. (FILE 333-52769 -  
MAY. 15) (BR 7)

S-1 OMI CORP/M I, C/O OMI CORP, 90 PARK AVE, NEW YORK, NY 10016  
(212) 986-1960 - \$448,860,000 COMMON STOCK. (FILE 333-52771 - MAY 15)  
(NEW ISSUE)

S-4 DANA CORP, 4500 DORR ST, TOLEDO, OH 43699 (419) 535-4500 - 61,576,056  
(\$3,228,432,616) COMMON STOCK (FILE 333-52773 - MAY 15) (BR 5)

S-8 NATIONWIDE FINANCIAL SERVICES INC/, ONE NATIONWIDE PLAZA, COLUMBUS, OH  
43215 - 2,600,000 (\$111,150,000) COMMON STOCK (FILE 333-52775 - MAY 15)  
(BR. 1)

S-4 AMERICAN MOBILE SATELLITE CORP, 10802 PARKRIDGE BLVD, RESTON, VA 22091  
(703) 758-6000 - 335,000,000 (\$335,000,000) STRAIGHT BONDS (FILE  
333-52777 - MAY. 15) (BR 7)

S-4 PHARMERICA INC, 3611 QUEEN PALM DRIVE, SUITE 3001, TAMPA, FL 33619  
(813) 626-7788 - 325,000,000 (\$325,000,000) STRAIGHT BONDS (FILE  
333-52779 - MAY. 15) (BR. 1)

S-3 USW-C INC, 1801 CALIFORNIA STREET, SUITE 390, DENVER, CO 80202  
(303) 672-2700 - 10,000,000 (\$501,562,000) COMMON STOCK (FILE 333-52781 -  
MAY 15) (BR. 3)

S-4 WASHINGTON MUTUAL INC, 1201 THIRD AVENUE, SUITE 1500, SEATTLE, WA 98101  
(206) 461-2000 - 139,342,937 (\$9,393,895,183) COMMON STOCK (FILE  
333-52785 - MAY 15) (BR 7)

S-3 NSTOR TECHNOLOGIES INC, 100 CESNTURY BLVD, 19146 LYONS ROAD,  
WEST PALM BEACH, FL 33417 (561) 487-1059 - 8,513,276 (\$8,900,274)  
COMMON STOCK (FILE 333-52787 - MAY 15) (BR 5)

S-3 PIXTECH INC /DE/, AVENUE VICTOIRE 13790, ROUSSET FRANCE, IO - 3,052,527  
(\$19,841,425.50) COMMON STOCK (FILE 333-52789 - MAY 15) (BR 3)

S-4 MCLEODUSA INC, 6400 C ST SW, PO BOX 3177, CEDAR RAPIDS, IA 52401  
(319) 364-0000 - 300,000,000 (\$300,000,000) STRAIGHT BONDS (FILE  
333-52793 - MAY. 15) (BR. 7)

S-8 STERLING CHEMICALS HOLDINGS INC /TX/, 1200 SMITH ST, SUITE 1900,  
HOUSTON, TX 77002 (713) 650-3700 - 1,000,000 (\$8,250,000) COMMON STOCK.  
(FILE 333-52795 - MAY. 15) (BR 2)

S-4 CH ENERGY GROUP INC, 284 SOUTH AVE, POUGHKEEPSIE, NY 12601  
(914) 452-2000 - 16,700,000 (\$666,956,250) COMMON STOCK (FILE 333-52797 -  
MAY. 15) (NEW ISSUE)

S-8 LUCENT TECHNOLOGIES INC, 600 MOUNTAIN AVE, MURRAY HILL, NJ 07974  
(908) 582-8500 - 65,000,000 (\$4,673,909,500) COMMON STOCK. (FILE  
333-52799 - MAY. 15) (BR 7)

S-8 LUCENT TECHNOLOGIES INC, 600 MOUNTAIN AVE, MURRAY HILL, NJ 07974  
(908) 582-8500 - 82,102 (\$2,188,182 50) COMMON STOCK (FILE 333-52805 -  
MAY 15) (BR 7)

S-8 INGRAM MICRO INC, 1600 E ST ANDREW PLACE, SANTA ANA, CA 92705  
(714) 566-1000 - 15,000,000 (\$702,150,000) COMMON STOCK (FILE 333-52807 -  
MAY 15) (BR 3)

S-8 INGRAM MICRO INC, 1600 E ST ANDREW PLACE, SANTA ANA, CA 92705  
(714) 566-1000 - 3,000,000 (\$140,430,000) COMMON STOCK (FILE 333-52809 -  
MAY. 15) (BR 3)

S-8 LOEWEN GROUP INC, 4126 NORLAND AVE, BURNABY BC CANADA V5, A1 V5G 3  
(604) 299-9321 - 1,704,188 (\$47,717,264) COMMON STOCK. (FILE 333-52811 -  
MAY. 15) (BR. 8)

S-3 NATIONWIDE FINANCIAL SERVICES INC/, ONE NATIONWIDE PLAZA, COLUMBUS, OH 43215 (FILE 333-52813 - MAY 15) (BR 1)

SB-2 BCAM INTERNATIONAL INC, 1800 WALT WHITMAN RD, MELVILLE, NY 11747 (516) 752-3550 - 2,605,198 (\$3,003,750) COMMON STOCK (FILE 333-52815 - MAY 15) (BR 6)

S-11 CLARION COMMERCIAL HOLDINGS INC, 335 MADISON AVE, NEW YORK, NY 10017 (212) 883-2500 - 1,000,000 (\$20,000,000) COMMON STOCK. (FILE 333-52817 - MAY 15) (BR. 8)

S-8 GREENLAND CORP, 7084 MIRAMAR ROAD 4TH FL, SAN DIEGO, CA 82121 (619) 458-4226 - 960,556 (\$144,083 40) COMMON STOCK. (FILE 333-52819 - MAY 15) (BR 9)

S-8 D LANZ DEVELOPMENT GROUP INC, 400 GROVE ST, GLEN ROCK, NJ 07452 (201) 457-1221 - 300,000 (\$100,000) COMMON STOCK (FILE 333-52821 - MAY 15) (BR 7)

S-3 CORTLAND BANCORP INC, 194 W MAIN ST, CORTLAND, OH 44410 (216) 637-8040 - 1,000,000 (\$62,000,000) COMMON STOCK (FILE 333-52823 - MAY. 15) (BR 7)

S-3 GLIATECH INC, 23420 COMMERCE PARK RD, CLEVELAND, OH 44122 (216) 831-3200 - 2,300,000 (\$37,231,250) COMMON STOCK (FILE 333-52825 - MAY 15) (BR 1)

S-3 GOLDEN PHOENIX MINERALS INC /FA/, 4935 SAN DIEGO COURT, SPARKS, NV 89346 (702) 626-4935 - 400,000 (\$200,000) COMMON STOCK (FILE 333-52827 - MAY 15) (BR 9)

S-3 PACIFIC GULF PROPERTIES INC, 4220 VON KARMAN, SECOND FLOOR, NEWPORT BEACH, CA 92660 (714) 223-5000 - 211,921 (\$4,774,845) COMMON STOCK. (FILE 333-52829 - MAY 15) (BR. 8)

S-8 CORTLAND BANCORP INC, 194 W MAIN ST, CORTLAND, OH 44410 (216) 637-8040 - 250,000 (\$15,500,000) COMMON STOCK. (FILE 333-52831 - MAY. 15) (BR. 7)

S-8 OTR EXPRESS INC/KS, 804 N MEADOWBROOK DR, PO BOX 2819, OLATHE, KS 66062 (913) 829-1616 - 20,000 (\$122,500) COMMON STOCK. (FILE 333-52833 - MAY 15) (BR 5)

S-4 MISSION WEST PROPERTIES/NEW/, 10050 BANDLEY DR, CUPERTINO, CA 95014 (408) 725-0700 - 109,624,072 (\$493,308,324) COMMON STOCK (FILE 333-52835 - MAY 15) (BR 8)

S-8 TELESPECTRUM WORLDWIDE INC, 443 SOUTH GULPH RD, KING OF PRUSSIA, PA 19406 (610) 878-7400 - 1,000,000 (\$10,687,500) COMMON STOCK (FILE 333-52837 - MAY 15) (BR 8)

S-3 CHAMPION COMMUNICATION SERVICES INC, 1610 WOODSTEAD COURT STE 330, THE WOODLANDS, TX 77380 (281) 362-0144 - 769,850 (\$2,686,776 50) COMMON STOCK (FILE 333-52839 - MAY 15) (BR. 9)

S-3 SIMPSON INDUSTRIES INC, 47603 HALYARD DR, PLYMOUTH, MI 48170 (313) 207-6200 - 206,893 (\$2,767,193.90) COMMON STOCK. (FILE 333-52843 - MAY. 15) (BR 5)

S-8 BOSTON PROPERTIES INC, 8 ARLINGTON ST, BOSTON, MA 02116 (617) 859-2600 - 7,611,668 (\$253,325,826.60) COMMON STOCK. (FILE 333-52845 - MAY. 15) (BR. 8)

S-3 PUBLIC SERVICE ENTERPRISE GROUP INC, 80 PARK PLZ, P O BOX 1171, NEWARK, NJ 07101 (201) 430-7000 - 500,000,000 (\$500,000,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 333-52847 - MAY 15) (BR 2)

S-1 COMFORT SYSTEMS USA INC, THREE RIVERWAY, SUITE 200, HOUSTON, TX 77056 (713) 830-9600 - 4,065,924 (\$93,770,372 30) COMMON STOCK. 182,500 (\$4,208,906 30) WARRANTS, OPTIONS OR RIGHTS (FILE 333-52849 - MAY. 15) (BR 6)



S-3 LAMAR ADVERTISING CO, 5551 CORPORATE BLVD, BATON ROUGE, LA 70808  
(504) 926-1000 - 1,000,000 (\$33,310,000) COMMON STOCK. (FILE 333-52851 -  
MAY. 15) (BR. 2)

S-3 AAR CORP, 1100 N WOOD DALE RD, WOOD DALE, IL 60191 (630) 227-2000 (FILE  
333-52853 - MAY 15) (BR 6)

S-2 LINKON CORP, 226 EAST 54TH STREET, NEW YORK, NY 10022 (212) 753-2544 -  
3,400,000 (\$7,225,000) COMMON STOCK (FILE 333-52855 - MAY 15) (BR 8)

S-3 RAYONIER INC, 1177 SUMMER ST, STAMFORD, CT 06904 (203) 348-7000 -  
100,000,000 (\$100,000,000) STRAIGHT BONDS (FILE 333-52857 - MAY 15)  
(BR 6)

S-3 AMERICAN INTERNATIONAL PETROLEUM CORP /NV/, 444 MADISON AVE STE 3203,  
NEW YORK, NY 10022 (212) 956-3333 - 10,527,752 (\$28,319,652 88)  
COMMON STOCK. (FILE 333-52859 - MAY. 15) (BR 4)

S-3 UNIQUE MOBILITY INC, 425 CORPORATE CIRCLE, GOLDEN, CO 80401  
(303) 278-2002 - 286,282 (\$2,147,115) COMMON STOCK (FILE 333-52861 -  
MAY. 15) (BR 5)

S-3 SPATIALIZER AUDIO LABORATORIES INC, 20700 VENTURA BOULEVARD SUITE 134,  
STE 1100, WOODLAND HILLS, CA 90034 (310) 227-3370 - 8,339,800 (\$8,861,037)  
COMMON STOCK. (FILE 333-52863 - MAY. 15) (BR 5)

S-8 EXTENDED SYSTEMS INC, 5777 MEEKER AVENUE, BOISE, ID 83713 (202) 322-7575  
- 2,433,802 (\$19,091,991.56) COMMON STOCK. (FILE 333-52865 - MAY. 15)  
(BR 3)

S-3 SECURITY CAPITAL INDUSTRIAL TRUST, 14100 EAST 35TH PLACE, AURORA, CO  
80011 (303) 375-9292 (FILE 333-52867 - MAY 15) (BR 8)

S-2 TELEBANC FINANCIAL CORP, 1111 N HIGHLAND STREET, ARLINGTON, VA 22201  
(703) 247-3700 - \$40,000,000 COMMON STOCK (FILE 333-52871 - MAY 15)  
(BR 7)

S-3 ENDOCARE INC, 7 STUDEBAKER, STE 134, IRVINE, CA 92718 (714) 450-1410 -  
2,000,000 (\$7,000,000) COMMON STOCK (FILE 333-52873 - MAY 15) (BR 5)

S-8 COMPUTER CONCEPTS CORP /DE, 80 ORVILLE DR, BOHEMIA, NY 11716  
(516) -24-4-15 - 901,648 (\$5,860,712) COMMON STOCK (FILE 333-52875 -  
MAY 15) (BR 3)

S-1 BROADCAST COM INC, 2914 TAYLOR STREET, DALLAS, TX 75226 (214) 748-5660  
- \$35,000,000 COMMON STOCK. (FILE 333-52877 - MAY 15) (NEW ISSUE)

S-3 AMERICAN INDUSTRIAL PROPERTIES REIT INC, 6210 N BELTLINE RD, STE 170,  
IRVING, TX 75063 (972) 756-6000 - 5,910,263 (\$72,954,808 90) COMMON STOCK  
(FILE 333-52879 - MAY. 15) (BR. 8)

S-8 PHARMACYCLICS INC, 995 EAST ARQUES AVE, SUNNYVALE, CA 94086  
(408) 774-0330 - 652,042 (\$21,478,263 48) COMMON STOCK. (FILE 333-52881 -  
MAY 15) (BR. 1)

S-1 BINDVIEW DEVELOPMENT CORP, 3355 W ALABAMA, STE 1200, HOUSTON, TX 77098  
(713) 881-9100 - \$44,275,000 COMMON STOCK (FILE 333-52883 - MAY 15)  
(NEW ISSUE)

S-8 ADVANCED TECHNICAL PRODUCTS INC, 3353 PEACHTREE RD, STE 920, ATLANTA, GA  
30326 (404) 231-7272 - 589,707 (\$5,864,339 90) COMMON STOCK (FILE  
333-52885 - MAY. 15) (BR 6)

S-8 COFFEE PEOPLE INC, 15100 SW KOLL PARKWAY, SUITE J, BEAVERTON, OR 97006  
(503) 672-9603 - 400,000 (\$1,375,000) COMMON STOCK (FILE 333-52887 -  
MAY. 15) (BR 9)

S-1 1855 BANCORP, 791 PURCHASE ST, NEW BEDFORD, MA 02740 (508) 984-6000 -  
38,352,500 (\$383,525,000) COMMON STOCK (FILE 333-52889 - MAY 15)  
(NEW ISSUE)

- S-8 OTR EXPRESS INC/KS, 804 N MEADOWBROOK DR, PO BOX 2819, OLATHE, KS 66062  
(913) 829-1616 - 80,000 (\$490,000) COMMON STOCK (FILE 333-52891 -  
MAY 15) (BR 5)
- S-3 CD RADIO INC, 1001 22ND ST NW 6TH FLR, WASHINGTON, DC 20037  
(202) 296-6192 - 2,784,322 (\$83,863,778 60) COMMON STOCK (FILE 333-52893  
- MAY 15) (BR 7)
- S-8 TELESPECTRUM WORLDWIDE INC, 443 SOUTH GULPH RD, KING OF PRUSSIA, PA  
19406 (610) 878-7400 - 2,700,000 (\$28,856,250) COMMON STOCK. (FILE  
333-52895 - MAY. 15) (BR. 8)
- S-3 SYSCO CORP, 1390 ENCLAVE PKWY, HOUSTON, TX 77077 (713) 584-1390 -  
500,000,000 (\$500,000,000) STRAIGHT BONDS (FILE 333-52897 - MAY. 15)  
(BR 4)
- S-1 GIGA INFORMATION GROUP INC, 1 LONG WATER CIRCLE, BLDG 1400 W, NORWELL,  
MA 02061 (781) 982-9500 - \$46,000,000 COMMON STOCK. (FILE 333-52899 -  
MAY 18) (BR 4)
- S-1 SIGNAL PHARMACEUTICALS INC, 5555 OBERLIN DR, SAN DIEGO, CA 92121  
(619) 558-7500 - 2,875,000 (\$37,375,000) COMMON STOCK (FILE 333-52901 -  
MAY 15)
- S-4 HALLIBURTON CO, 3600 LINCOLN PLZ, 500 N AKARD ST, DALLAS, TX 75201  
(214) 978-2600 - 177,752,928 (\$8,682,119,577) COMMON STOCK (FILE  
333-52903 - MAY 18) (BR 6)

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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 <public info @ sec>. In most cases, this information is also available on the Commission's website <www sec.gov>.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT	
		1	2	3	4	5	6	7	8			9
ABERCROMBIE & FITCH CO /DE/	DE				X	X					05/19/98	
ADVANCED FINANCIAL INC	DE		X								05/08/98	
AETNA INC	CT				X	X					05/20/98	
AETNA LIFE INSURANCE & ANNUITY CO / CT	CT				X						05/20/98	
ALEXANDER MARK INVESTMENTS USA INC	CO	X		X							05/20/98	AMEND
ALLIANCE BANCORP OF NEW ENGLAND INC					X	X					05/20/98	
ALLIEDSIGNAL INC	DE				X						05/20/98	
ALPHA 1 BIOMEDICALS INC	DE				X	X					05/15/98	
AMERICAN BANCSHARES INC \FL\	FL				X	X					03/23/98	AMEND

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
AMERICAN BUSINESS INFORMATION INC / DE	NE								X		05/21/98	
AMERICAN ELECTRIC POWER COMPANY INC	NY					X					05/15/98	
AMERICAN ELECTRIC POWER COMPANY INC	NY					X					05/15/98	
AMERICAN ELECTRIC POWER COMPANY INC	NY					X					05/15/98	
AMERICAN ELECTRIC POWER COMPANY INC	NY					X					05/15/98	
AMERICAN ELECTRIC POWER COMPANY INC	NY					X					05/15/98	
AMERICAN ELECTRIC POWER COMPANY INC	NY					X					05/15/98	
AMERICAN ELECTRIC POWER COMPANY INC	NY					X					05/15/98	
AMERICAN LOCKER GROUP INC	DE					X					05/19/98	
AMR CORP	DE					X					05/20/98	
AMTRUST CAPITAL CORP	DE	X									05/19/98	
ANTENNAS AMERICA INC	UT					X					05/15/98	
ASTA FUNDING INC	DE		X					X			04/15/98	
ATL PRODUCTS INC	DE							X			05/18/98	
ATRIX LABORATORIES INC	DE					X	X				12/17/96	
B E C ENERGY	MA					X	X				05/20/98	
BAKER HUGHES INC	DE					X	X				05/10/98	
BANK OF AMERICA NATIONAL TRUST & SA VING ASSOCIATION						X	X				05/15/98	
BANK OF AMERICA NATIONAL TRUST & SA VING ASSOCIATION						X	X				05/15/98	
BANK OF NEW ENGLAND CORP	MA							X			04/30/98	
BANK OF NEW YORK CO INC	NY					X	X				05/20/98	
BANKAMERICA CORP	DE					X	X				04/10/98	AMEND
BIOCIRCUITS CORP	DE					X	X				05/19/98	
BLACKHAWK BANCORP INC	WI	X									05/20/98	
BONNEVILLE PACIFIC CORP	DE			X	X						02/28/97	
BRASS EAGLE INC	DE					X					05/19/98	
BUTLER NATIONAL CORP	DE					X		X			05/21/98	
CARDINAL HEALTH INC	OH					X					05/17/98	
CENTIGRAM COMMUNICATIONS CORP	DE		X								05/08/98	
CENTURY INDUSTRIES INC /DC/	DC				X						05/20/98	
CFSB BANCORP INC	DE					X	X				05/19/98	
CHASE MANHATTAN CORP /DE/	DE					X	X				05/19/98	
CHESAPEAKE ENERGY CORP	OK					X	X				05/11/98	
CHEVY CHASE MASTER CREDIT CARD TRUS T	MD					X					04/30/98	
CHEVY CHASE MASTER CREDIT CARD TRUS T	MD					X					04/30/98	AMEND
CHOICETEL COMMUNICATIONS INC /MN/	MN					X	X				05/19/98	
CHRYSLER FINANCIAL CORP	MI					X	X				05/19/98	
COLUMBIA ENERGY GROUP	DE					X					05/20/98	
COMMUNITY MEDICAL TRANSPORT INC	DE				X						05/18/98	
CONTINENTAL CHOICE CARE INC	NJ					X					05/15/98	
CONTROL DEVICES INC	IN					X	X				05/07/98	
CREATIVE RECYCLING TECHNOLOGIES INC	GA						X	X			05/08/98	
CRESCENT CAPITAL INC / DE	DE				X						12/10/97	
CWMBBS INC	DE					X	X				05/01/98	
DATA PROCESSING RESOURCES CORP	CA					X	X				05/20/98	
DATA SYSTEMS NETWORK CORP	MI					X	X				05/18/98	
DATAKEY INC	MN					X	X				05/15/98	
DATAMETRICS CORP	DE						X				04/23/98	AMEND
DENALI INC	DE		X				X				05/08/98	
DIGITAL PRODUCTS CORP	FL			X							05/19/98	
DT INDUSTRIES INC	DE					X	X				05/01/98	
DUPONT E I DE NEMOURS & CO	DE					X					05/20/98	
DYNA GROUP INTERNATIONAL INC	NV				X						05/17/98	
EARTH SCIENCES INC	CO					X					05/12/98	
EASTERN ENVIRONMENTAL SERVICES INC	DE							X			04/20/98	AMEND

NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT
	CODE	1	2	3	4	5	6	7	8	9		
EASTERN ENVIRONMENTAL SERVICES INC	DE				X	X					05/20/98	
EDUCATION LOANS INC /DE	DE				X	X					05/19/98	
EMPIRE COMMUNICATIONS CORP	NV	X	X		X	X					05/19/98	
ENSTAR INCOME PROGRAM IV-2 LP	GA				X	X					05/08/98	
EPL TECHNOLOGIES INC	CO				X	X					04/24/98	
EQUITY INNS INC	TN				X	X					04/21/98	
EXIGENT INTERNATIONAL INC	DE				X	X					05/14/98	
FAY LESLIE COMPANIES INC	DE					X					06/04/97	AMEND
FIFTH THIRD BANK AUTO TRUST 1996-A	OH					X					05/15/98	
FIFTH THIRD BANK AUTO TRUST 1996-B	OH				X	X					05/15/98	
FIRST OF AMERICA BANK-MICHIGAN NA				X							04/30/98	
FIRST SECURITY AUTO GRANTOR TRUST 1 995-A	UT	X									03/25/98	
FIRST SECURITY AUTO GRANTOR TRUST 1 997-A	UT	X									03/25/98	
FIRST SECURITY AUTO GRANTOR TRUST 1 997-B	UT	X									03/25/98	
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	DE				X	X					05/15/98	
FITZGERALDS GAMING CORP	NV				X						05/21/98	
FONIX CORP	DE					X					03/13/98	AMEND
FORELAND CORP	NV				X						05/05/98	
FORELAND CORP	NV				X						05/18/98	
FOSTER L B CO	DE		X			X					05/21/98	
GENERAL AUTOMATION INC	DE				X						05/21/98	
GENETIC VECTORS INC	FL	X									05/21/98	
GENTA INCORPORATED /DE/	DE				X	X					05/20/98	
GENZYME CORP	MA				X						05/19/98	
GERBER SCIENTIFIC INC	CT		X			X					05/05/98	
GREATER BAY BANCORP	CA		X			X					05/08/98	
GREEN TREE FINANCIAL CORP	DE					X					05/19/98	
GREY WOLF INC	TX				X	X					05/05/98	
HALLIBURTON CO	DE				X	X					05/19/98	
HARDING LAWSON ASSOCIATES GROUP INC	DE		X								05/08/98	
HARRAHS JAZZ CO	LA				X	X					05/15/98	
HEALTH OUTCOMES MANAGEMENT INC	MN					X					05/13/98	AMEND
HEWLETT PACKARD CO	CA	X									05/15/98	
HEWLETT PACKARD CO	CA	X									05/20/98	
HONDA AUTO RECEIVABLES 1997-A GRANT OR TRUST	CA				X						04/30/98	
HOSPITAL STAFFING SERVICES INC	FL				X						04/30/98	
HOSPITAL STAFFING SERVICES INC	FL				X						05/15/98	
IDT CORP	DE		X			X					05/06/98	
INFORMIX CORP	DE				X	X					05/13/98	
INLAND REAL ESTATE GROWTH FUND LP	DE		X			X					05/06/98	
INTERMEDIA COMMUNICATIONS INC	DE				X	X					05/19/98	
INTERNATIONAL FRANCHISE SYSTEMS INC	DE				X	X					05/19/98	
ITT HARTFORD GROUP INC /DE/	DE				X	X					05/21/98	
JETBORNE INTERNATIONAL INC	DE		X								04/09/98	AMEND
JETBORNE INTERNATIONAL INC	DE		X								04/09/98	AMEND
JONES MEDICAL INDUSTRIES INC /DE/	DE				X	X					05/19/98	
JOURNAL REGISTER CO	DE				X	X					05/17/98	
KATY INDUSTRIES INC	DE				X						05/20/98	
LA TEKO RESOURCES LTD	Al				X						05/05/98	
LA-Z-BOY INCORP	MI	X									04/25/98	
LADD FURNITURE INC	NC				X	X					05/15/98	
LEARNING CO INC	DE					X					03/27/98	AMEND
LIMITED INC	DE				X	X					05/19/98	
LINCOLN ELECTRIC CO	OH				X	X					05/19/98	
LOCH EXPLORATION INC	TX	X									05/15/98	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
MALEX INC	DE	X		X							05/20/98	AMEND
MATRITECH INC/DE/	DE				X						05/14/98	
MB SOFTWARE CORP	CO			X	X						05/19/98	AMEND
MEDICAL RESOURCES INC /DE/	DE				X	X					05/15/98	
MEDIQ INC	DE				X	X					05/20/98	AMEND
MEDITRUST CORP	DE				X	X					01/03/98	
MEDITRUST CORP	DE				X						01/03/98	AMEND
MEDITRUST OPERATING CO	DE				X	X					01/03/98	
MEDITRUST OPERATING CO	DE				X						01/03/98	AMEND
MEDIX RESOURCES INC	CO				X						05/18/98	
MEDSTONE INTERNATIONAL INC/	DE				X	X					04/30/98	
MEGO MORTGAGE CORP	DE				X	X					05/13/98	
MELLON BANK CORP	PA				X	X					05/20/98	
MERCURY FINANCE CO	DE				X	X					05/14/98	
MONOCACY BANCSHARES INC	MD				X	X					05/20/98	
MORGAN STANLEY CAP I INC COMM MORT PASS THR CER SER 1998 XL2					X	X					05/20/98	
MTR GAMING GROUP INC	DE		X		X	X					05/05/98	
MULTIPLE ZONES INTERNATIONAL INC	WA				X	X					05/12/98	
NATIONAL AUTO FINANCE CO INC	DE				X	X					05/18/98	
NAVISTAR FINANCIAL RETAIL RECEIVABL ES CORPORATION	DE				X	X					05/18/98	
NHANCEMENT TECHNOLOGIES INC	DE				X	X					04/13/98	
NORTH FORK BANCORPORATION INC	DE				X						05/20/98	
NORWEST ASSET SECURITIES CORP	DE				X	X					05/18/98	
NORWEST ASSET SECURITIES CORP	DE				X	X					05/21/98	
NUEVO ENERGY CO	DE				X						05/20/98	
NUMEX CORP	DE	X									05/18/98	
ODS NETWORKS INC	DE		X			X					05/07/98	
OFFICE DEPOT INC	DE				X	X					05/18/98	
OGE ENERGY CORP	OK				X	X					05/21/98	
OHSL FINANCIAL CORP	DE						X				05/08/98	
OUTLOOK GROUP CORP	WI		X			X					05/05/98	
PAINWEBBER MORTGAGE ACCEPTANCE COR PORATION IV	DE				X	X					05/20/98	
PARADISE HOLDINGS INC	CA				X	X	X				05/12/98	
PENFORD CORP	DE				X	X					05/19/98	
PENNZOIL CO /DE/	DE				X	X					05/20/98	
PETROMINERALS CORP	DE	X									05/14/98	
PICO HOLDINGS INC /NEW	CA				X						05/08/98	
PROSPECT STREET HIGH INCOME PORTFOL IO INC	MD				X	X					05/15/98	
PS BUSINESS PARKS INC/CA	CA				X	X					05/20/98	
REDWOOD EMPIRE BANCORP	CA				X						05/20/98	
RFS HOTEL INVESTORS INC	TN				X	X					04/21/98	
ROBOTIC VISION SYSTEMS INC	DE				X	X					05/14/98	
SAMSONITE CORP/FL	DE				X						05/20/98	
SARATOGA BRANDS INC	NY				X						05/11/98	
SCHERER R P CORP /DE/	DE				X						05/17/98	
SECURITY CAPITAL ATLANTIC INC	MD				X	X					04/24/98	AMEND
SI TECHNOLOGIES INC	DE				X						05/11/98	
SNYDER COMMUNICATIONS INC	DE				X						04/30/98	
SNYDER COMMUNICATIONS INC	DE				X						04/30/98	
SOUTH BRANCH VALLEY BANCORP INC	WV	X									05/21/98	
ST JOSEPH CAPITAL CORP	DE				X	X					05/21/98	
STARTEC GLOBAL COMMUNICATIONS CORP	MD				X						05/21/98	
STORAGE COMPUTER CORP	DE				X						05/18/97	
STRATOSPHERE CORP	DE			X		X					05/19/98	
SURETY CAPITAL CORP /DE/	DE					X					04/01/98	AMEND
TARGETED GENETICS CORP /WA/	WA				X	X					05/20/98	
TAURUS ENTERTAINMENT COMPANIES INC	CO					X					12/31/97	AMEND

NAME OF ISSUER	STATE	BK ITEM NO.									DATE	COMMENT
	CODE	1	2	3	4	5	6	7	8	9		
TAVA TECHNOLOGIES INC	CO				X	X					05/21/98	
TECHNICAL CHEMICALS & PRODUCTS INC	FL				X	X					05/19/98	
THERMEDICS DETECTION INC	MA		X			X					05/06/98	
THERMO BIOANALYSIS CORP /DE	DE		X			X					05/11/98	
TITANIUM METALS CORP	DE				X	X					05/19/98	
TRANSCRIPT INTERNATIONAL INC	DE			X		X					05/04/98	AMEND
TRAVIS INDUSTRIES INC	CO				X						05/01/98	
TRIMOL GROUP INC	DE		X			X					05/06/98	
U S WIRELESS DATA INC	CO				X	X					05/14/98	
UNITED SHIELDS CORP/OH/	CO				X						05/08/98	
VANS INC	DE				X	X					05/20/98	
VIKING OFFICE PRODUCTS INC	CA				X	X					05/18/98	
W R GRACE & CO	DE				X	X					05/14/98	
WATERLINK INC	DE				X	X					05/21/98	
WATERMARC FOOD MANAGEMENT CO	TX				X	X					05/13/98	
WAVERIDER COMMUNICATIONS INC	NV			X		X					05/14/98	
WELLS FARGO & CO	DE				X	X					05/15/98	
WILD OATS MARKETS INC	DE				X						05/05/98	
WINDMERE DURABLE HOLDINGS INC	FL				X						05/19/98	
WMC SECURED ASSETS CORP	DE				X	X					05/18/98	
WMC SECURED ASSETS CORP	DE				X	X					05/18/98	
WORLDWIDE GOLF RESOURCES INC	NV	X									05/19/98	
XEROX CORP	NY				X						05/20/98	
ZEMEX CORP	DE					X					05/20/98	