

SEC NEWS DIGEST

Issue 99-33

February 19, 1999

ENFORCEMENT PROCEEDINGS

COMMISSION FREEZES TRADING PROFITS OF OFFSHORE COMPANY IN ALLEGED UNREGISTERED PUBLIC OFFERING OF MICROCAP ISSUERS

The Commission today announced that on February 17 it filed a civil action against Glittergrove Investments, Ltd., an Irish corporation with addresses in Dublin, the Isle of Jersey and the Isle of Man, alleging that Glittergrove participated in unregistered distributions of the common stock of two companies: Citron, Inc. and Electronic Transfer Associates, Inc. The Honorable Sidney H. Stein, United States District Judge, Southern District of New York, issued a temporary restraining order barring Glittergrove's future violations of the registration provisions and temporarily freezing at least \$2.5 million in proceeds from sales of Citron and ETA made in violation of the registration provisions of the federal securities laws. The Court scheduled a hearing for March 1, 1999, on the Commission's motion for a preliminary injunction. In its action, the Commission is also seeking permanent injunctive relief, disgorgement of illegal proceeds with prejudgment interest, and civil money penalties based upon violations of Sections 5(a) and 5(c) of the Securities Act of 1933.

The Commission's complaint alleges that a group made up of defendant Glittergrove and seven other offshore entities, represented by Peter C. Tosto (now known as Peter Lybrand), acquired shares representing the bulk of the outstanding common stock of Citron and ETA. These common shares, acquired from founding shareholders and groups of their friends, family and business associates, were resold in open market transactions by Glittergrove and certain other offshore entities when no registration statement was in effect. In documents filed in support of the emergency relief, the Commission noted that, of the \$2.9 million in illegal sales proceeds that once resided in Glittergrove's U.S. brokerage accounts, roughly \$350,000 had already been expatriated, and that Glittergrove planned to transfer the remaining \$2.5 million outside of the United States yesterday. [SEC v. Glittergrove Investments Ltd., 99 Civ. 1153, USDC, SDNY, SHS] (LR-16064)

GRADY SANDERS ORDERED TO PAY \$1,115,195 IN MICROCAP FRAUD CASE

On February 2, the Commission obtained a federal court order requiring Grady A. Sanders of Los Angeles to pay \$1,115,195 in

penalties and disgorgement arising from Sander's fraudulent promotion of a microcap company. The order, entered by the Honorable Louis F. Oberdorfer of the United States District Court for the District of Columbia, enforces payment of penalties and disgorgement previously imposed by the Commission in an administrative proceeding. Sanders consented to the entry of the District Court's order. The Commission filed its complaint, pursuant to Section 21(e) of the Securities Exchange Act of 1934 (Exchange Act) [15 U.S.C. § 78u(e)], on September 30, 1998. The complaint charged that Sanders failed to comply with the terms of the prior Commission order imposing remedial sanctions issued in In the Matter of New Allied Development Corp., Erica J. Hull, and Grady A. Sanders, Administrative Proceeding File No. 3-8395 (November 26, 1996).

The prior Commission order contained findings that Sanders and another respondent were responsible for material omissions and fraudulent representations concerning a microcap company's, New Allied Development Corp. (New Allied), disclosure statements, made pursuant to Exchange Act Rule 15c2-11, and press releases and concluded that Sanders and the other respondent violated the antifraud provisions of the Securities Act of 1933 (Securities Act) and the Exchange Act, and of Rule 10b-5 thereunder. The Commission imposed remedial sanctions on Sanders and required him to pay disgorgement of \$115,195, prejudgment interest on the disgorgement amount, and a civil money penalty of \$1,000,000. After Sanders failed to pay the disgorgement and penalty as ordered by the Commission, the Commission initiated this action. [SEC v. Grady A. Sanders and Erica J. Hull, Civil Action No. 98-2346-LFO, D.D.C.] (LR-16065)

SEC FILES ACTION AGAINST NORSUL OIL & MINING, LTD AND WAYNE FOWLER FOR FAILURE TO COMPLY WITH A COMMISSION ORDER

On February 17, the Commission filed a complaint in the United States District Court for the District of Columbia against Norsul Oil & Mining, LTD. and Wayne E. Fowler alleging that Norsul, a Marietta, Georgia-based company, and Fowler, Norsul's president and chief operating officer, have failed to comply with a Commission order issued on August 7, 1996 (In the Matter of Norsul Oil & Mining, LTD. and Wayne E. Fowler, 62 SEC Docket 249) (Commission Order). The Commission Order found that Norsul had failed to file an Annual Report on Form 10-K for four years (1990, 1992-94), as well as numerous Quarterly Reports on Form 10-Q, and had not filed audited financial statements with its Annual Report for six fiscal years (1985-91) in violation of Section 13(a) of the Securities Exchange Act of 1934 (Exchange Act) and Rules 12b-25, 13a-1, 13a-11 and 13a-13. The Commission Order ordered: (i) Norsul and Fowler to cease and desist from future violations of the reporting provisions of the Exchange Act; (ii) Norsul to retain an accountant within 30 days of the Commission Order becoming final; and (iii) Norsul to take steps to comply with the reporting provision of the Exchange Act within 90 days of the Commission Order becoming final. The complaint alleges that since the Commission Order became final

Norsul and Fowler have made no filings with the Commission, nor have they taken any other actions to comply with the Commission Order. The complaint seeks a court order compelling Norsul and Fowler to comply with the Commission Order and a penalty against Fowler. [SEC v. Norsul Oil & Mining, LTD and Wayne E. Fowler, Case No. 1:99CV00376] (LR-16066)

HOLDING COMPANY ACT RELEASES

UNITIL CORPORATION

An order has been issued authorizing a proposal by Unitil Corporation, a registered holding company, to grant stock options under a stock option plan (Plan), and issue and sell stock under the Plan. (Rel. 35-26978)

SECURITIES ACT REGISTRATIONS

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

S-3 KILROY REALTY CORP, 2250 E IMPERIAL HWY, C/O KILROY INDUSTRIES,
EL SEGUNDO, CA 90245 (310) 563-5500 - 2,817,476 (\$60,223,550) COMMON STOCK.
(FILE 333-72229 - FEB 12) (BR 8)

S-4 CHEVRON CORP, 575 MARKET STREET, SAN FRANCISCO, CA 94105 (415) 894-7700
- \$74,193,258 COMMON STOCK (FILE 333-72231 - FEB 12) (BR 4)

S-8 ONYX SOFTWARE CORP/WA, 310-120TH AVE N E., SUITE 101, BELLEVUE, WA
98005 (425) 451-8060 - 9,029,923 (\$82,358,739) COMMON STOCK (FILE
333-72235 - FEB 12) (BR. 3)

S-8 AMERUS LIFE HOLDINGS INC, 699 WALNUT STREET, DES MOINES, IA 50309
(515) 511-362- (FILE 333-72237 - FEB. 12) (BR 1)

S-8 GOLDFIELD CORP, 100 RIALTO PL STE 500, MELBOURNE, FL 32901
(407) 724-1700 - 1,300,000 (\$264,062 50) COMMON STOCK (FILE 333-72241 -
FEB 12) (BR 6)

S-8 NCS HEALTHCARE INC, 3201 ENTERPRISE PKWY, STE 2200, BEACHWOOD, OH 44122
(216) 514-3350 - 250,000 (\$5,351,562.50) COMMON STOCK (FILE 333-72243 -
FEB. 12) (BR. 1)

S-4 GOLDEN NORTHWEST ALUMINUM INC, 3313 WEST SECOND STREET, DALLAS, OR 97058
(541) 296-6161 - 150,000,000 (\$150,000,000) STRAIGHT BONDS (FILE
333-72245 - FEB. 12) (BR 6 - NEW ISSUE)

F-1 ANTENNA TV SA, KIFISSIAS AVE 10-12, MAROUSSI 151 25, ATHENS GREECE, J3
(301) 685-0370 - 4,427,500 (\$123,970,000) FOREIGN COMMON STOCK. (FILE
333-72247 - FEB. 12) (BR 3)

S-8 PROGRAMMERS PARADISE INC, 1157 SHREWSBURY AVE, SHREWSBURY, NJ 07702
(732) 389-8950 - 1,344,951 (\$19,669,908) COMMON STOCK. (FILE 333-72249 -
FEB. 12) (BR 3)

S-3 CONECTIV INC, 800 KING STREET P O BOX 231, WILMINGTON, DE 19899
(302) 429-3114 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE
333-72251 - FEB. 12) (BR. 2)

S-3 AMERICAN CHAMPION ENTERTAINMENT INC, 26203 PRODUCTION AVENUE, SUITE 5,
HAYWARD, CA 94545 (510) 785-8750 - 2,500,000 (\$4,609,375) COMMON STOCK.
(FILE 333-72253 - FEB. 12) (BR 5)

S-3 PHARMAPRINT INC, 2600 MICHELSON DRIVE, SUITE 1600, IRVINE, CA 92612
((94) 9)--794- - 300,000 (\$4,059,000) COMMON STOCK. (FILE 333-72255 -
FEB 12) (BR 9)

S-3 NEOPATH INC, 8271 154TH AVE NE, REDMOND, WA 98052 (206) 869-7284 -
\$15,225,000 COMMON STOCK. (FILE 333-72261 - FEB. 12) (BR. 5)

S-8 PHARMAPRINT INC, 2600 MICHELSON DRIVE, SUITE 1600, IRVINE, CA 92612
((94) 9)--794- - 2,859,999 (\$38,682,270) COMMON STOCK (FILE 333-72263 -
FEB 12) (BR. 9)

S-8 LASALLE HOTEL PROPERTIES, 1401 EYE STREET N W, SUITE 900, WASHINGTON, DC
20005 (212) 661-6161 - 757,000 (\$9,462,500) COMMON STOCK. (FILE 333-72265
- FEB 12) (BR 8)

S-8 V F CORP /PA/, 628 GREEN VALLEY RD , STE. 500, GREENSBORO, NC 27408
((33) 6)5-47-6 - 250,000 (\$10,352,500) COMMON STOCK. (FILE 333-72267 -
FEB. 12) (BR. 2)

S-8 MICROS TO MAINFRAMES INC, 614 CORPORATE WY, VALLEY COTTAGE, NY 10989
(914) 268-5000 - 600,000 (\$2,751,390.24) COMMON STOCK. (FILE 333-72269 -
FEB 12) (BR 3)

S-8 UNITED ROAD SERVICES INC, 8 AUTOMATION LANE, ALBANY, NY 12205
(518) 446-0140 - 1,778,885 (\$31,130,488) COMMON STOCK (FILE 333-72271 -
FEB 12) (BR 5)

S-4 SFX ENTERTAINMENT INC, 650 MADISON AVENUE, 16TH FLOOR, NEW YORK, NY
10022 (212) 838-3100 - \$200,000,000 STRAIGHT BONDS (FILE 333-72275 -
FEB 12) (BR 5)

S-8 WASHINGTON TRUST BANCORP INC, 23 BROAD ST, WESTERLY, RI 02891
(401) 348-1200 - 25,000 (\$482,037 50) COMMON STOCK. \$1,500,000
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-72277 - FEB. 12)
(BR 7)

S-8 METROCALL INC, 6677 RICHMOND HWY, ALEXANDRIA, VA 22306 (703) 660-6677 +
3,984,000 (\$20,121,826) COMMON STOCK (FILE 333-72279 - FEB. 12) (BR. 7)

S-8 ANESTA CORP /DE/, 4745 WILEY POST WAY, STE 650, SALT LAKE CITY, UT 84116
(801) 595-1405 - 200,000 (\$2,627,943 94) COMMON STOCK. (FILE 333-72281 -
FEB 12) (BR 1)

S-3 BANKATLANTIC BANCORP INC, 1750 E SUNRISE BLVD, FORT LAUDERDALE, FL 33304
(954) 760-5000 - 21,000,000 STRAIGHT BONDS (FILE 333-72283 - FEB. 12)
(BR 7)

S-8 ORAVAX INC /DE/, 38 SIDNEY ST 4TH FLOOR, CAMBRIDGE, MA 02139
(617) 526-6000 - 85,000 (\$54,400) COMMON STOCK (FILE 333-72285 - FEB. 12)
(BR 1)

S-8 FIRSTMERIT CORP /OH/, 111 CASCADE PLAZA, 7TH FLOOR, AKRON, OH 44308
(330) 384-8000 - COMMON STOCK (FILE 333-72287 - FEB. 12) (BR 7)

S-3 ORANGE & ROCKLAND UTILITIES INC, ONE BLUE HILL PLZ, PEARL RIVER, NY
10965 (914) 352-6000 - 45,000,000 (\$45,000,000) STRAIGHT BONDS (FILE
333-72289 - FEB 12) (BR 2)

S-3 CONOCO INC /DE, 600 NORTH DAIRY ASHFORD, HOUSTON, TX 77079
(281) 293-1000 - \$1,000,000,000 STRAIGHT BONDS (FILE 333-72291 - FEB. 12)
(BR. 4)

S-8 GOLDEN STATE VINTNERS INC, 500 DRAKES LANDING ROAD, GREENBRAE, CA 94904
(415) 461-4400 - 2,036,271 (\$26,344,256.06) COMMON STOCK. (FILE 333-72293
- FEB. 12) (BR. 2)

S-1 CANARGO ENERGY CORP, 1400 BROADFIELD BLVD, SUITE 100, HOUSTON, TX 77084
(713) 492-6992 - 21,264,643 (\$5,981,744) COMMON STOCK. (FILE 333-72295 -
FEB. 12) (BR. 6)

S-1 PROXICOM INC, 11600 SUNRISE VALLEY DR, RESTON, VA 20191 (703) 262-3200
- \$75,000,000 COMMON STOCK. (FILE 333-72297 - FEB. 12)

S-8 ACE LTD, ACE BLDG, P O BOX HM 1015, HAMILTON HM 08 BERMU, D0
(809) 295-5200 - 2,564,058 (\$67,547,031) COMMON STOCK. (FILE 333-72299 -
FEB. 12) (BR. 1)

S-8 ACE LTD, ACE BLDG, P O BOX HM 1015, HAMILTON HM 08 BERMU, D0
(809) 295-5200 - 9,682,823 (\$255,082,352) COMMON STOCK (FILE 333-72301 -
FEB. 12) (BR 1)

S-1 HONDA AUTO LEASE TRUST 1999A, P O BOX 2295, TORRANCE, CA 90509
(310) 781-4318 - 1,000,000 (\$1,000,000) STRAIGHT BONDS (FILE 333-72303 -
FEB. 12) (NEW ISSUE)

S-4 ADVANCED GLASSFIBER YARUS LLC, 2556 WAGENER ROAD, AIKEN, SC 29801
(803) 648-8351 - 150,000,000 (\$150,000,000) STRAIGHT BONDS (FILE
333-72305 - FEB. 12) (NEW ISSUE)

S-8 MAGELLAN HEALTH SERVICES INC, 3414 PEACHTREE RD N E, STE 1400, ATLANTA,
GA 30326 (912) 742-1161 - 1,000,000 (\$8,237,228) COMMON STOCK (FILE
333-72307 - FEB 12) (BR 1)

S-3 VIATEL INC, 800 THIRD AVE, 18TH FLOOR, NEW YORK, NY 10022 (212) 350-9200
- 6,824,249 (\$121,556,935.30) COMMON STOCK (FILE 333-72309 - FEB 12)
(BR 7)

S-8 HELISYS INC, 24015 GARNIER ST, TORRANCE, CA 90505 (310) 891-0600 -
50,000 (\$7,000) COMMON STOCK (FILE 333-72313 - FEB 12) (BR. 9)

S-3 CASINO RESOURCE CORP, 707 BIENVILLE BLVD, OCEAN SPRINGS, MS 39564
(601) 872-5558 - 2,920,050 (\$1,332,711) COMMON STOCK (FILE 333-72315 -
FEB 12) (BR 5)

S-1 STATIA TERMINALS GROUP NV, TUMBLEDOWN DICK BAY, ST EUSTATIUS, P7 00000
(011) 599-3823 - \$152,000,000 COMMON STOCK (FILE 333-72317 - FEB 12)
(NEW ISSUE)

S-8 GUILFORD PHARMACEUTICALS INC, 6611 TRIBUTARY ST, BALTIMORE, MD 21224
(410) 631-6300 - 600,000 (\$7,875,000) COMMON STOCK (FILE 333-72319 -
FEB 12) (BR 1)

S-4 BGF INDUSTRIES INC, 3802 ROBERT PORCHER WAY, GREENSBORO, NC 27410
(336) 545-0011 - 100,000,000 (\$100,000,000) STRAIGHT BONDS (FILE
333-72321 - FEB 12) (NEW ISSUE)

S-3 NORTHERN BORDER PARTNERS LP, 1400 SMITH ST, C/O ENRON BLDG, HOUSTON, TX
77002 (713) 853-6161 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE
333-72323 - FEB 12) (BR. 2)

S-8 PINNACLE GLOBAL GROUP INC, 5599 SAN FELIPE SUITE 1212, HOUSTON, TX 77056
(713) 629-5661 - 1,100,000 (\$7,700,000) COMMON STOCK (FILE 333-72325 -
FEB. 12) (BR. 7)

S-8 TEAM INC, 200 HERMANN DRIVE, ALVIN, TX 77056 (281) 331-6154 - 45,000
(\$174,375) COMMON STOCK. (FILE 333-72329 - FEB. 12) (BR 2)

S-8 TEAM INC, 200 HERMANN DRIVE, ALVIN, TX 77056 (281) 331-6154 - 744,334
(\$2,884,294.25) COMMON STOCK. (FILE 333-72331 - FEB 12) (BR. 2)

S-3 FRONTIER CORP /NY/, ROCHESTER TEL CENTER, 180 S CLINTON AVE, ROCHESTER, NY 14646 (716) 777-1000 (FILE 333-72333 - FEB. 12) (BR. 7)

S-3 NTL INC /DE/, 110 E 59TH ST, 26TH FLOOR, NEW YORK, NY 10022 (212) 906-8440 - 600,000,000 (\$600,000,000) STRAIGHT BONDS. (FILE 333-72335 - FEB 12) (BR. 7)

S-8 QUERYOBJECT SYSTEMS CORP, 60 CHARLES LINDBERG BLVD, VINONDALE, NY 11553 - 5,981,000 (\$7,129,820) COMMON STOCK. (FILE 333-72337 - FEB. 12) (BR. 9)

S-8 CLOSURE MEDICAL CORP, 5265 CAPITAL BLVD, RALEIGH, NC 27616 (919) 876-7800 - 1,500,000 (\$56,062,500) COMMON STOCK. (FILE 333-72339 - FEB 12) (BR 5)

N-2 KEMPER HIGH INCOME TRUST, 222 SOUTH RIVERSIDE PLAZA, CHICAGO, IL 60606 (312) 537-1569 - 7,981,101 (\$79,811,010) COMMON STOCK. (FILE 333-72341 - FEB 12) (BR 22)

S-4 TRUE TEMPER SPORTS INC, 8275 TOURNAMENT DRIVE SUITE 200, MEMPHIS, TN 38125 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-72343 - FEB 12) (NEW ISSUE)

S-4 TECHNICAL ENVIRONMENT SOLUTIONS INC, C/O TES GMBH KARL BOHM STR 2, 25 IMPLER STRASSE, MUNCHEN, I8 00000 - 8,300,237 (\$24,900,711) COMMON STOCK. (FILE 333-72345 - FEB. 12) (BR. 9)

S-8 JOSTENS INC, 5501 NORMAN CTR DR MINNEAPOLIS, MN 55437 (612) 830-3300 - 500,000 (\$11,359,400) COMMON STOCK. (FILE 333-72347 - FEB. 12) (BR. 2)

S-8 ATG INC, 47375 FREMONT BLVD, FREMONT, CA 94538 (510) 490-3008 - 200,000 (\$1,620,000) COMMON STOCK. (FILE 333-72349 - FEB. 12) (BR 6)

S-3 NORTHERN BORDER PARTNERS LP, 1400 SMITH ST, C/O ENRON BLDG, HOUSTON, TX 77002 (713) 853-6161 - 3,210,000 (\$102,720,000) COMMON STOCK. (FILE 333-72351 - FEB 12) (BR 2)

S-1 MARIMBA INC, 440 CLYDE AVE, MOUNTAIN VIEW, CA 94043 (650) 930-5282 - \$56,350,000 COMMON STOCK (FILE 333-72353 - FEB 12) (NEW ISSUE)

S-3 TEL SAVE COM INC, 6805 ROUTE 202, NEW HOPE, PA 18938 (215) 862-1500 - 12,843,356 (\$143,685,045) COMMON STOCK. (FILE 333-72357 - FEB 16) (BR 7)

SB-2 EASTBROKERS INTERNATIONAL INC, 15245 SHADY GROVE RD, STE 340, ROCKVILLE, MD 20850 (301) 527-1110 - 3,460,000 (\$17,948,750) COMMON STOCK (FILE 333-72359 - FEB 12) (BR. 9)

S-4 ENTERTAINMENT INC, ONE COMMERCIAL PLAZA, 6 KONSTRUKTORSKA STREET, HARTFORD, CT 06103 (860) 549-1674 - 256,800,000 (\$100,794,000) STRAIGHT BONDS (FILE 333-72361 - FEB 12) (BR 7)

S-8 HELISYS INC, 24015 GARNIER ST, TORRANCE, CA 90505 (310) 891-0600 - 1,000,000 (\$140,000) COMMON STOCK (FILE 333-72363 - FEB 12) (BR. 9)

S-8 NIPSCO INDUSTRIES INC, 801 E 86TH AVENUE, MERRILLVILLE, IN 46410 (219) 853-5200 - 200,000 (\$5,282,000) COMMON STOCK (FILE 333-72367 - FEB 16) (BR 2)

S-8 PORTA SYSTEMS CORP, 575 UNDERHILL BLVD, SYOSSET, NY 11791 (516) 364-9300 - 1,286,000 (\$2,754,000) COMMON STOCK (FILE 333-72369 - FEB. 12) (BR. 7)

S-4 KENTUCKY NATIONAL BANCORP INC, 1000 NORTH DIXIE AVENUE, ELIZABETHTOWN, KY 42701 (502) 737-6000 - 256,000 (\$5,542,400) COMMON STOCK. (FILE 333-72371 - FEB. 12) (NEW ISSUE)

S-8 COMMUNITY FEDERAL BANCORP INC, 333 COURT ST, TUPELO, MS 38802 (601) 842-3981 - 462,875 (\$7,128,275) COMMON STOCK. (FILE 333-72373 - FEB 12) (BR 7)

S-8 MAS ACQUISITION III CORP, 1710 E DIVISION ST, EVANSVILLE, IN 47711 - 100,000 (\$100) COMMON STOCK. (FILE 333-72375 - FEB 12) (BR. 9)

S-8 KNIGHT TRANSPORTATION INC, 5601 W BUCKEYE RD, PHOENIX, AZ 85043
(602) 269-2000 - 525,000 (\$10,925,250) COMMON STOCK. (FILE 333-72377 -
FEB. 16) (BR. 5)

SB-2 BILTMORE GROUP OF LOUISIANA LLC, 507 TRENTON ST, W MONROE, LA 71291
(318) 323-2115 - 9,900,900 (\$9,900,000) STRAIGHT BONDS. (FILE 333-72379 -
FEB. 16) (NEW ISSUE)

SB-2 NAVIDEC INC, 14 IVERNESS DR, BLDG F SUITE 116, ENGLEWOOD, CO 80112 -
770,000 (\$7,675,937) COMMON STOCK. (FILE 333-72383 - FEB 16) (BR 9)

SB-2 MICROCAP FINANCIAL SERVICES INC, 660 STEAMBOAT ROAD 2ND FLOOR,
SUITE 410, GREENWICH, CT 06830 (203) 861-7750 - 30,198,800 (\$70,932,648)
COMMON STOCK. (FILE 333-72385 - FEB. 16) (BR 7)

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events.

Item 1 Changes in Control of Registrant
 Item 2 Acquisition or Disposition of Assets
 Item 3. Bankruptcy or Receivership
 Item 4 Changes in Registrant's Certifying Accountant
 Item 5 Other Materially Important Events.
 Item 6 Resignations of Registrant's Directors
 Item 7 Financial Statements and Exhibits
 Item 8 Change in Fiscal Year
 Item 9 Regulation S Offerings.

The following companies have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified 8-K reports may be obtained in person or by writing to the Commission's Public Reference Branch at 450 Fifth Street, N W , Washington, D C 20549 or at the following e-mail box address <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			
ABERDEEN ACQUISITION CORP /DE/	DE				X							12/08/98	
ADVANCED OXYGEN TECHNOLOGIES INC	DE	X										02/05/99	
ADVANTA BUSINESS SERVICES CORP	DE				X	X						02/10/99	
ADVANTA LEASING RECEIVABLES CORP IV	NV				X	X						02/10/99	
ADVANTA LEASING RECEIVABLES CORP V	NV				X	X						02/10/99	
AK STEEL HOLDING CORP	DE		X				X					02/10/99	
ALLEN ORGAN CO	PA					X						02/18/99	
ALLIANCE TECHNOLOGIES INC	NV				X							01/11/99	
ALPINE GROUP INC /DE/	DE					X						02/17/99	
AMERICA FIRST APARTMENT INVESTORS L P	DE				X							12/15/98	AMEND
AMERICA FIRST TAX EXEMPT MORTGAGE F UND LTD PARTNERSHIP	DE				X							12/15/98	AMEND
AMERICA ONLINE INC	DE					X	X	X				06/30/98	
AMERICAN AXLE & MANUFACTURING HOLDI NGS INC	DE					X	X					02/12/99	
AMERICAN BANCSHARES INC \FL\	FL					X	X					02/16/99	
AMERICAN DENTAL PARTNERS INC	DE		X				X					02/08/99	
AMERICAN MEDIA INC	DE		X				X					12/17/99	
AMERICAN MEDIA OPERATIONS INC	DE		X				X					02/17/99	
AMERICAN RESIDENTIAL INVESTMENT TRU ST INC	MD					X	X					02/02/99	
AMERICOM USA INC	DE	X	X	X	X	X	X	X	X			12/04/98	AMEND

NAME OF ISSUER	STATE	BK ITEM NO.									DATE	COMMENT	
	CODE	1	2	3	4	5	6	7	8	9			
AMERITECH CORP /DE/	DE					X	X					02/18/99	
ANTIGUA FUNDING CORP	DE					X						02/08/99	
ANTIGUA FUNDING CORP	DE					X						02/08/99	
APPLIED ANALYTICAL INDUSTRIES INC	DE					X	X					02/15/99	
APPLIED VOICE RECOGNITION INC /DE/	DE								X			02/16/99	AMEND
ARCH CHEMICALS INC	VA					X	X					02/08/99	
ATLANTIC CITY ELECTRIC CO	NJ	X										02/17/99	
AUTOCORP EQUITIES INC	NV				X							02/12/99	
BANKBOSTON CORP	MA				X	X						02/03/99	
BARRINGER LABORATORIES INC	DE						X					12/04/98	AMEND
BAY VIEW SECURITIZATION CORP	DE							X				02/15/99	
BEAZER HOMES USA INC	DE							X				12/04/98	AMEND
BERTHEL GROWTH & INCOME TRUST I	DE					X						01/05/99	
BONNEVILLE PACIFIC CORP	DE	X										10/31/98	AMEND
BORG WARNER AUTOMOTIVE INC	DE					X						02/18/99	
BOSTON PROPERTIES INC	DE					X						02/11/99	
BUILDERS TRANSPORT INC	DE					X	X					02/15/99	
BUILDING ONE SERVICES CORP	DE					X	X					02/18/99	
BULL RUN CORP	GA					X	X					02/15/99	
CAMELOT CORP	CO								X			02/15/99	
CAPITA EQUIPMENT RECEIVABLES TRUST 1996-1	NY					X						02/08/99	
CARETENDERS HEALTH CORP	DE	X										02/19/99	
CAROLINA FIRST CORP	SC					X	X					02/17/99	
CELLPRO INCORPORATED	DE		X			X	X					02/16/99	
CELTRIX PHARMACEUTICALS INC	DE					X	X					02/18/99	
CHART INDUSTRIES INC	DE					X	X					02/16/99	
CHASE MORTGAGE FINANCE CORP	DE					X	X					02/17/99	
CHL MORTGAGE PASS THROUGH TRUST 199 8 18	DE					X	X					12/25/98	
CITADEL BROADCASTING CO	NV					X	X					02/16/98	
CITADEL COMMUNICATIONS CORP	NV					X	X					02/16/98	
CLARITI TELECOMMUNICATIONS INTERNAT IONAL LTD	DE	X										02/18/99	
CLAYTON HOMES INC	TN					X	X					02/17/99	
CLUB CORP INTERNATIONAL	NV							X				02/23/99	
CMP MEDIA INC	DE					X						02/10/99	
COLONIAL PROPERTIES TRUST	MD					X						02/18/99	
COLUMBIA ENERGY GROUP	DE					X						02/17/99	
COMMNET CELLULAR INC	CO					X	X					01/20/99	
COMPAQ COMPUTER CORP	DE					X	X					02/16/99	
COMPUDYNE CORP	NV							X				12/11/98	AMEND
CONNECTIV INC	DE	X										02/17/99	
CONSULIER ENGINEERING INC	FL					X	X					02/05/99	
CONTINENTAL AIRLINES INC /DE/	DE							X				02/08/99	
CORNICHE GROUP INC /DE/	DE								X			02/04/99	
CORSAIR COMMUNICATIONS INC	DE	X						X				02/03/99	
COUNTRYWIDE HOME EQUITY LOAN TRUST 1998-D	CA					X	X					01/31/99	
CSB FINANCIAL GROUP INC	DE					X	X					02/11/99	
CULP INC	NC	X										01/31/99	
CWABS INC	DE					X	X					02/16/99	
CWABS INC ASSET BACKED CERTIFICATES SERIES 1998-1	DE					X	X					11/25/98	
CWABS INC ASSET-BACKED CERTIFICATES SERIES 1998-2	DE					X	X					09/25/98	
CWABS INC ASSET-BACKED CERTIFICATES SERIES 1998-2	DE					X	X					10/25/98	
CWABS INC ASSET-BACKED CERTIFICATES SERIES 1998-2	DE					X	X					11/25/98	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
CWABS INC ASSET-BACKED CERTIFICATES SERIES 1998-2	DE				X	X					12/25/98	
CWABS INC ASSET SEC TRUST 1998-A7	DE				X	X					12/25/98	
CWABS INC CHL MORTGAGE PASS THROUGH TRUST 1998-21	DE				X	X					12/25/98	
CWABS INC MORT PASS THROUGH CERT SE RIES 1998-4	DE				X	X					12/25/98	
CWABS INC MORTGAGE PASS THROUGH CER T SERIES 1998 8	DE				X	X					12/25/98	
CWABS INC MORTGAGE PASS THROUGH CER TIFICATES SERIES 1998 5	DE				X	X					12/25/98	
CWABS INC MORTGAGE PASS THROUGH CER TIFICATES SERIES 1998 6	DE				X	X					12/25/98	
CWABS INC MORTGAGE PASS THRU CERTIF ICATES SERIES 1998-A	DE				X	X					12/25/98	
CWABS INC RESIDENTIAL ASSET SEC TRU ST 1998-A12	DE				X	X					12/25/98	
CWABS INC RESIDENTIAL ASSET SECURIT IZATION TRUST 1998-A11	DE				X	X					09/25/98	
CWABS INC RESIDENTIAL ASSET SECURIT IZATION TRUST 1998-A11	DE				X	X					11/25/98	
CWABS INC RESIDENTIAL ASSET SECURIT IZATION TRUST 1998-A13	DE				X	X					12/25/98	
CWABS INC RESIDENTIAL ASSET SECURIT IZATION TRUST 1998-A14	DE				X	X					11/25/98	
CWABS INC RESIDENTIAL ASSET SECURIT IZATION TRUST 1998-A15	DE				X	X					12/25/98	
CWABS INC RESIDENTIAL ASSET SECURIT IZATION TRUST 1998-A2	DE				X	X					12/25/98	
CWABS INC RESIDENTIAL ASSET SECURIT IZATION TRUST 1998-A3	DE				X	X					12/25/98	
CWABS INC SERIES 1998 7	DE				X	X					12/25/98	
CWABS INC SERIES 1998-A10	DE				X	X					09/25/98	
CWABS INC SERIES 1998-A10	DE				X	X					10/25/98	
CWABS INC SERIES 1998-A10	DE				X	X					11/25/98	
C2 INC	WI		X					X			02/08/99	
DATASTREAM SYSTEMS INC	DE					X					12/31/98	
DAYTON SUPERIOR CORP	OH	X									02/17/99	
DEL WEBB CORP	DE				X	X					02/18/99	
DENALI INC	DE		X				X				02/03/99	
DESTIA COMMUNICATIONS INC	DE				X						02/17/99	
DEVRY INC	DE				X						02/12/99	
DOLLAR TREE STORES INC	VA				X						01/31/99	
DST SYSTEMS INC	DE				X						02/16/99	
DUPONT PHOTOMASKS INC	DE				X	X					02/18/99	
EARTH SEARCH SCIENCES INC	UT				X						02/18/99	
EINSTEIN NOAH BAGEL CORP	DE				X	X					02/17/99	
ENVOY CORP /TN/	TN				X	X					12/31/98	
EXPRESS SCRIPTS INC	DE			X							02/09/99	
FIRST BOSTON MORTGAGE SEC CORP CON MOR PAS THR CER SR 1993-5	DE				X	X					08/25/93	
FIRST SECURITY AUTO OWNER TRUST 199 9 1	UT				X						02/16/99	
FIRST SOUTH AFRICA CORP LTD					X						02/16/99	
FIRST UNION DIRECT BANK N A					X	X					02/16/99	
FIRST UNION MASTER CREDIT CARD TRUS T					X	X					02/16/99	
FIRST USA CREDIT CARD MASTER TRUST	DE				X	X					02/17/99	
FIRST WEST CHESTER CORP	PA		X								12/31/98	
FISHER SCIENTIFIC INTERNATIONAL INC	DE		X				X				12/04/98	AMEND

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		1	2	3	4	5	6	7	8	9		
FORD CREDIT AUTO RECEIVABLES TWO L P	DE				X	X					01/31/99	
FORTUNE BRANDS INC	DE				X	X					02/18/99	
FREMONT FUNDING INC	DE					X					02/16/99	
FRUIT OF THE LOOM INC /DE/	DE				X	X					02/17/99	
FUISZ TECHNOLOGIES LTD	DE				X	X					02/17/99	
FUNDY CABLE LTD /LTEE					X						02/10/99	
GLENAYRE TECHNOLOGIES INC	DE				X	X					01/14/99	
GOLD BANC CORP INC	KS				X						02/17/99	
GREEN TREE FINANCIAL CORP	MN				X	X					12/30/98	
GREEN TREE FINANCIAL CORP	MN					X					02/11/99	
GUIDANT CORP	IN					X					02/11/99	
HAYES LEMMERZ INTERNATIONAL INC	DE		X			X					02/03/99	
HITCOM CORP		X									02/15/99	
HONDA AUTO RECEIVABLES 1997-A GRANT OR TRUST	CA					X					01/31/99	
HONDA AUTO RECEIVABLES 1997-B GRANT OR TRUST	CA					X					01/31/99	
HYPERION TELECOMMUNICATIONS INC	DE				X	X					02/16/99	
IFR SYSTEMS INC	DE				X						01/21/99	AMEND
IMMULOGIC PHARMACEUTICAL CORP /DE/	DE	X				X					02/02/99	
INACOM CORP	DE	X				X					02/17/99	
INSITUFORM TECHNOLOGIES INC	DE	X									02/16/99	
INTELLICALL INC	DE				X	X					02/18/99	
JANUS AMERICAN GROUP INC	DE	X				X					02/02/99	
JEFFERSON PILOT CORP	NC					X					02/08/99	
KERAVISION INC /CA/	DE					X	X				02/18/99	
KEVCO INC	TX					X					02/16/99	
KEY BANK USA NATIONAL ASSOCIATION	OH				X	X					02/03/99	
LAKELAND BANCORP INC	NJ			X							12/14/98	
LEUCADIA NATIONAL CORP	NY			X		X					02/17/99	
LEVEL 3 COMMUNICATIONS INC	DE					X					02/17/99	AMEND
LONGVIEW FIBRE CO	WA	X									01/26/99	
MALLINCKRODT INC /MO	NY					X					02/17/99	
MARSHALL INDUSTRIES	CA					X					02/08/99	
MARTIN MARIETTA MATERIALS INC	NC				X	X					12/04/98	AMEND
MCMORAN EXPLORATION CO /DE/	DE					X					02/12/99	
MENLO ACQUISITION CORP	DE		X			X					01/01/98	
MERCANTILE CREDIT CARD MASTER TRUST	NY				X	X					02/10/99	
MERRILL LYNCH & CO INC	DE					X	X				02/17/99	
MERRILL LYNCH & CO INC	DE					X	X				02/18/99	
METRIS MASTER TRUST	DE							X			02/18/99	
METRIS RECEIVABLES INC	DE							X			02/18/99	
MFB CORP	IN				X	X					01/20/99	
MID-STATE BANCSHARES	CA				X						11/11/98	AMEND
MIDWEST BANCSHARES INC /DE/	DE				X	X					02/15/99	
ML EQ REAL ESTATE PORTFOLIO L P	DE					X					12/18/98	
MOBILEMEDIA COMMUNICATIONS INC	DE					X					02/16/99	
MOBILEMEDIA CORP	DE					X					02/16/99	
MONACO FINANCE INC	CO					X					02/11/99	
MORTGAGE PASS THROUGH CERTIFICATES SERIES 1998-2	DE					X	X				10/25/98	
MORTGAGE PASS THROUGH CERTIFICATES SERIES 1998-2	DE					X	X				11/25/98	
MORTGAGE PASS THROUGH CERTIFICATES SERIES 1998-3	DE					X	X				12/25/98	
MORTON INDUSTRIAL GROUP INC	GA			X		X					02/01/99	
NATIONAL BANCORP OF ALASKA INC	DE					X					02/17/99	
NETSCAPE COMMUNICATIONS CORP	DE					X					12/15/97	AMEND
NEWFIELD EXPLORATION CO /DE/	DE					X	X				02/12/99	

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		1	2	3	4	5	6	7	8	9		
NEWPORT NEWS SHIPBUILDING INC	DE					X	X				02/18/99	
NORTHWEST EQUITY CORP	WI	X									03/01/99	
NORWEST ASSET SECURITIES CORP	DE						X				02/18/99	
NORWEST INTEGRATED STRUCTURED ASSET S INC	DE					X	X				02/18/99	
OLD GUARD GROUP INC	PA					X	X				02/12/99	
ONYX ACCEPTANCE FINANCIAL CORP	DE					X	X				02/18/99	
OSI PHARMACEUTICALS INC	DE						X				02/18/99	
OUTBOARD MARINE CORP	DE					X	X				02/16/99	
OXFORD AUTOMOTIVE INC	MI					X					02/05/99	
PACIFICORP /OR/	OR					X	X				02/16/99	
PANDA GLOBAL HOLDINGS INC	DE	X						X			02/17/99	
PANDORAS GOLDEN BOX	NV	X	X	X	X	X	X	X			12/23/98	
PATAPSCO VALLEY BANCSHARES INC	MD	X									02/17/99	
PAYMENTECH INC	DE					X	X				02/17/99	
PEN INTERCONNECT INC	UT	X				X	X				02/05/99	
PEOPLES BANK CREDIT CARD MASTER TRU ST	CT					X					01/31/99	
PEOPLES BANK CREDIT CARD MASTER TRU ST	CT					X					02/01/99	
PEOPLES FINANCIAL SERVICES CORP/ PERLE SYSTEMS LTD	PA					X	X				02/09/99	
PETROLEUM HEAT & POWER CO INC	MN					X					02/16/99	
PETROLEUM HEAT & POWER CO INC	MN					X					02/17/99	
POLAROID CORP	DE					X	X				02/11/99	
PP&L INC	PA					X					02/18/99	
PP&L RESOURCES INC	PA					X					02/18/99	
PREMIER FINANCIAL BANCORP INC	KY	X									11/13/98	
PREMIER FINANCIAL BANCORP INC	KY	X						X			01/25/99	
PROFFITTS CREDIT CARD MASTER TRUST	NV					X	X				02/16/99	
PROGRESSIVE CORP/OH/ QUADRAMED CORP	OH					X	X				02/18/99	
QUADRAMED CORP	DE					X	X				02/03/99	
QUEST DIAGNOSTICS INC	DE					X	X				02/17/99	
QUINTILES TRANSNATIONAL CORP	NC					X	X				01/27/99	AMEND
QUINTILES TRANSNATIONAL CORP	NC					X	X				02/17/99	
RECONDITIONED SYSTEMS INC	AZ					X					02/16/99	
REGENESIS HOLDINGS	FL					X	X				02/01/99	
RESIDENTIAL ASSET FUNDING CORP	NC	X						X			01/29/99	
RESIDENTIAL ASSET SECURITIZATION TR UST 1998-A9	DE					X	X				09/25/98	
RESIDENTIAL ASSET SECURITIZATION TR UST 1998-A9	DE					X	X				10/25/98	
RESIDENTIAL ASSET SECURITIZATION TR UST 1998-A9	DE					X	X				12/25/98	
ROBBINS & MYERS INC	OH					X					02/10/99	
ROCKY MOUNTAIN INTERNET INC	DE	X						X			02/02/99	
ROOM PLUS INC	NY					X	X				02/05/99	
ROSLYN BANCORP INC	DE	X				X	X				02/16/99	
RUBBERMAID INC	OH					X	X				02/09/99	
SALEX HOLDING CORP /DE/	DE					X	X				01/11/99	
SCIENCE APPLICATIONS INTERNATIONAL CORP	DE	X						X			02/17/99	
SEARS ROEBUCK & CO	NY					X	X				02/17/99	
SIGMA ALDRICH CORP	DE					X					02/16/99	
SOLECTRON CORP	DE					X					02/16/99	
STAR GAS PARTNERS LP	DE					X					02/18/99	
STATIA TERMINALS INTERNATIONAL NV	DE					X					02/12/99	
STEELCASE INC	MI					X	X				02/03/99	
STERLING FINANCIAL CORP /PA/ STRUCTURED ASSET SECURITIES CORP	PA	X									02/18/99	
STRUCTURED ASSET SECURITIES CORP	DE					X	X				02/18/99	
SUNBURST ACQUISITIONS I INC	CO					X	X				02/11/99	
SUNTERRA CORP	MD					X	X				02/10/99	

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	CODE	1	2	3	4	5	6	7	8	9			
SUPERIOR BANK FSB	IL					X	X					02/16/99	
SYSTEM SOFTWARE ASSOCIATES INC	DE					X	X					02/11/99	
TIS MORTGAGE INVESTMENT CO	MD		X			X	X					02/02/99	
TRANSACT TECHNOLOGIES INC	DE					X	X					02/16/99	
TRANSCONTINENTAL REALTY INVESTORS I NC	NV		X					X				12/02/98	
TRAVELERS BANK CREDIT CARD MASTER T RUST I	DE					X	X					12/15/98	
TREASURY INTERNATIONAL INC	DE	X										12/01/98	
TUNLAW CAPITAL CORP	DE				X							12/08/98	
U S HOME CORP /DE/	DE					X	X					02/16/99	
UACSC AUTO TRUSTS	DE					X	X					02/10/99	AMEND
UNICO INC /NM/	NM		X					X				10/27/98	AMEND
UNION NATIONAL BANCORP INC	MD					X	X					02/11/99	
UNITED NATIONAL BANCORP	NJ					X	X					01/20/99	AMEND
UNITED NATIONAL BANCORP	NJ					X	X					01/20/99	AMEND
UNITED STATES SATELLITE BROADCASTIN G CO INC	MN					X	X					12/07/98	
UNITOG CO	DE					X	X					02/05/99	
URECOATS INDUSTRIES INC	DE	X										02/17/99	
USASURANCE GROUP INC	CO		X					X				02/18/99	
UWHARRIE CAPITAL CORP	NC					X						12/31/98	
VALLEY FINANCIAL CORP /VA/	VA	X										02/05/99	AMEND
VANDERBILT MORTGAGE & FINANCE INC	TN					X	X					02/17/99	
VULCAN MATERIALS CO	NJ					X						02/11/99	
WASTEMASTERS INC	MD		X	X		X	X	X				12/11/98	
WEATHERFORD INTERNATIONAL INC /NEW/	DE					X	X					02/18/99	
WELLS REAL ESTATE INVESTMENT TRUST INC	MD		X					X				02/04/99	
WESTERN WIRELESS CORP	WA					X						02/17/99	
WMF GROUP LTD	DE					X	X					02/12/99	
WORLDWIDE ENTERTAINMENT & SPORTS CO RP	DE					X	X					02/03/99	
XIRCOM INC	CA					X	X					02/18/98	
XOMA LTD	AZ							X				01/28/99	AMEND