

SEC NEWS DIGEST

Issue 99-218

November 12, 1999

COMMISSION ANNOUNCEMENTS

FEE RATE ADVISORY

The continuing resolution has been extended through Wednesday, November 17, 1999. Therefore, the fee rate on filings made pursuant to Section 6(b) of the Securities Act of 1933 will remain at the current rate of \$278 per \$1,000,000. Please note that when an appropriations bill is enacted, the fee rate will decrease to \$264 per \$1,000,000.

We will issue further notices as appropriate to keep filers and registrants informed of developments affecting the section 6(b) fee rate. This information will be posted at the SEC's Internet website at <http://www.sec.gov>.

Please contact the Filer Support Unit in the Office of Filings and Information Services at (202) 942-8900 if you have any questions. (Press Rel. 99-150)

ENFORCEMENT PROCEEDINGS

PERMANENT INJUNCTION, FIVE YEAR OFFICER-DIRECTOR BAR, RULE 102(e) SANCTIONS AND PENALTIES OF \$35,000 ORDERED AGAINST JIMMY DUCKWORTH

On November 10, the Commission announced the resolution of its enforcement action against Jimmy Duckworth, the former Executive Vice-President of Sales for Scientific Software-Intercomp, Inc., (SSI) formerly a Denver, Colorado corporation. The Commission's complaint alleged that: 1) beginning in 1992 or earlier and continuing until at least 1995, SSI materially overstated its revenue and earnings by backdating or misdating contracts, booking revenue without contracts, overaccruing project revenues, and providing confidential side letters modifying payment obligations; 2) as a result of these practices, SSI reported materially false and misleading financial information in its Annual Reports for fiscal 1993 and 1994, its Quarterly Reports the first three quarters of fiscal 1994 and the first quarter of fiscal 1995, and in its S-1 registration statement in June 1994; 3) Duckworth made or caused the

making of materially false and misleading accounting entries in SSI's books and records and provided false information to the company's independent auditors in connection with the audit of SSI's financial statements; and 4) Duckworth knew or was reckless in not knowing that the SSI financial statements were materially false and misleading. Without admitting or denying the allegations in the Commission's complaint, Duckworth consented to the entry of a permanent injunction prohibiting him from violating Section 17(a) of the Securities Act, Sections 10(b) and 13(b)(5) of the Securities Exchange Act, and Rules 10b-5, 13b-2-1, and 13b2-2 thereunder, a five year officer-director bar, and payment of a total of \$35,000 in penalties. On November 10, the Commission entered an order by consent pursuant to Rule 102(e) of the Commission's Rules of Practice barring Duckworth from practicing before the Commission as an accountant.

The Commission previously settled actions against SSI and four individuals (Securities and Exchange Commission v. Ronald J. Hottovy, Jimmy Duckworth, Joseph I. Morris, and Eugene A. Breitnenbach, Civil Action No. 98-S-1636, D. Col., Lit. Rel. No. 15824, July 30, 1998; In the Matter of Ivor R. Ellul and Joseph R. Summa, Admin. Proc. No. 3-9659; In the Matter of Barbara J. Cavallo, Admin. Proc. No. 3-0660). [SEC v. Ronald J. Hottovy, Jimmy Duckworth and Joseph I. Morris, Civil Action No. 98-S-1636, D. Col.] (LR-16351; AAE Rel. 1206); (In the Matter of Jimmy L. Duckworth, CPA - Rel. 34-42124; AAE Rel. 1205; File No. 3-10094)

FORMER OFFICER OF A MICROCAP COMPANY CONSENTS TO A COMMISSION ORDER FOR CAUSING A FINANCIAL FRAUD

On November 10, the Commission instituted and simultaneously settled a cease and desist proceeding against Joseph Salamon (Salamon), a former officer and director of Power Phone, Inc. (Power Phone). During the relevant period, Power Phone was a New York corporation headquartered in Brooklyn, New York. The Commission's order found that Salamon caused Power Phone's violations of the antifraud provisions of the federal securities laws and ordered him to cease and desist from committing or causing such violations.

The Commission found that the senior management of Power Phone orchestrated a fraudulent scheme to falsify and inflate the company's financial condition in filings with the Commission. According to the order, Power Phone accomplished the fraudulent scheme by claiming in filings with the Commission to own two assets, consisting of software and artwork, even though Power Phone did not own either asset. These two assets, which comprised ninety-five percent of Power Phone's total assets, were falsely valued at \$4 million in Power Phone's audited financial statements for the fiscal year ended June 30, 1995. Power Phone included those false financial statements in an Annual Report on Form 10-K that was filed with the Commission in 1995, and a Form 10 registration statement that was filed with the Commission in 1996.

The Commission also found that, as an officer and director of Power Phone, Salamon signed and reviewed Power Phone's annual report and registration statement with knowledge that these documents would be filed with the Commission. Although Salamon, one of only three officers of Power Phone, had never seen the software or the artwork, he failed to take any steps either to verify the existence of the assets or assure himself of the value of the assets which comprised ninety-five percent of Power Phone's balance sheet. Based on these facts, the Commission found that Salamon caused Power Phone's violations of Section 17(a) of the Securities Act of 1933 (Securities Act) and Section 10(b) of the Exchange Act of 1934 (Exchange Act) and Rule 10b-5 promulgated thereunder.

Without admitting or denying the Commission's findings, Salamon consented to the entry of the Commission's order, pursuant to Section 8A of the Securities Act and Section 21C of the Exchange Act, which orders him to cease and desist from committing or causing any violation and any future violation of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. For further information, see SEC v. Noah Steinberg et al., Civ. Act. No. 99-6050, EDNY, RJ, LR-16303, AAER No. 1173, September 28, 1999; In the Matter of Michael, Adest & Blumenkrantz, P.C., David Michael and Paul Adest, Exch. Act Rel. No. 41284; AAER No. 1125, April 14, 1999. (In the Matter of Joseph Salamon - Rel. 33-7770; 34-42125; AAE Rel. 1207; File No. 3-10095)

COMMISSION FILES SUIT IN MULTI-MILLION DOLLAR FRAUDULENT SCHEME TO ILLEGALLY RETAIL STOCK

On November 10, the Commission filed suit in the United States District Court for the Eastern District of New York against 17 individuals who participated in a fraudulent scheme to illegally retail stock at inflated prices. The Commission simultaneously submitted to the court Final Judgments of Permanent Injunction and Consents, consented to by five defendants.

In its complaint, the Commission alleges that, from 1994 through 1996, Curtis, Mangan and Masley exercised undisclosed control over three public companies, Windswept Environmental Group, Inc. (Windswept), ICIS Management Group, Inc. (ICIS), and Pilot Transport, Inc. (Pilot). Using that control, Curtis, Mangan and Masley caused these companies to issue more than eight million shares of stock, in most cases for little or no consideration, to various nominees, and then caused over five million shares of that stock, all of which was unregistered or improperly registered, to be sold to the public. The scheme generated illicit proceeds of more than \$8 million.

The Commission further alleges that Nearen participated in this scheme by preparing false and misleading public filings; Irni and Gomez participated by acting as conduits and disposing of the fraudulently issued stock using phony foreign corporations, paying undisclosed compensation to brokers and buying and selling stock in foreign and domestic brokerage accounts, usually through the use of nominees; Kessler, Behanna, and Varsi furthered the fraud by

concealing who controlled the companies, by signing documents authorizing the issuance of stock to nominees and by signing false and misleading public filings; and Lipkin, Shainberg, Orr, Lyons, Vinci, Noel, Milligan and Shatles retailed the fraudulently issued stock to the public and were paid undisclosed kickbacks.

The Commission alleges that, by engaging in the foregoing conduct:

- * Curtis, Mangan, and Masley violated Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 (Securities Act), and Sections 10(b) and 13(d) of the Securities Exchange Act of 1934 (Exchange Act) and Rules 10b-5 and 13d-1 thereunder, and Rules 13b2-1 and 13b2-2 promulgated under Section 13(b) of the Exchange Act, and are liable, as controlling persons pursuant to Section 20(a) of the Exchange Act, for violations by Windswept and ICIS of Sections 13(a) and 13(b) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder;
- * Nearen violated Sections 5(a), 5(c) and 17(a) of the Securities Act, and Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, and Rules 13b2-1 and 13b2-2 promulgated under Section 13(b) of the Exchange Act, and is liable, as a controlling person pursuant to Section 20(a) of the Exchange Act, for violations by ICIS of Sections 13(a) and 13(b) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder;
- * Kessler violated Sections 5(a), 5(c) and 17(a) of the Securities Act, and Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, and Rules 13b2-1 and 13b2-2 promulgated under Section 13(b) of the Exchange Act, and is liable, as a controlling person pursuant to Section 20(a) of the Exchange Act, for violations by Windswept of Sections 13(a) and 13(b) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder;
- * Irni and Gomez violated Sections 5(a), 5(c) and 17(a) of the Securities Act, and Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder;
- * Behanna violated Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, and Rules 13b2-1 and 13b2-2 promulgated under Section 13(b) of the Exchange Act, and is liable, as a controlling person pursuant to Section 20(a) of the Exchange Act, for violations by Windswept of Sections 13(a) and 13(b) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder;
- * Varsi violated Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, and Rules 13b2-1 and 13b2-2 promulgated under Section 13(b) of the Exchange Act, and is liable, as a controlling person pursuant to Section 20(a) of the Exchange Act, for violations by Windswept of Sections 13(a) and 13(b) of the Exchange Act and Rules 12b-20 and 13a-13 thereunder; and

* Lyons, Orr, Vinci, Noel, Lipkin, Shainberg, Milligan, and Shatles violated Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder.

The Commission seeks final judgments permanently enjoining the defendants from violating the above provisions of the securities laws, ordering an accounting and disgorgement of funds illegally obtained, plus prejudgment interest, assessing civil penalties, and other relief.

Simultaneous with the filing of the complaint, the Commission submitted to the court proposed Final Judgments by Consent, which have been consented to by Mangan, Nearen, Gomez, Kessler, and Varsi.

Curtis, Mangan, Masley, Nearen, Irni, Gomez, Kessler and Milligan have pleaded guilty in the United States District for the Eastern District of New York to charges relating to the conduct described in the complaint. In addition, on November 3 Orr was indicted by a grand jury sitting in the Eastern District of New York on charges stemming from the conduct described in the complaint. [SEC v. Grant R. Curtis, et al., 99 Civ. 7357, NG, EDNY] (LR-16349)

CIVIL ACTION AGAINST BARRY BATES AND ROBIN HEINEY, ET AL.

On September 14, 1999, Chief Judge Richard P. Matsch of the U.S. District Court for the District of Colorado entered orders of permanent injunction and other equitable relief against Barry A. Bates of Kalispell, Montana and Robin A. Heiney of Aurora, Colorado. On September 28, 1992 the Commission filed a complaint alleging that Bates and Heiney engaged in fraudulent conduct involving the securities of a now-defunct corporation, U.S. Mint, Inc.. U.S. Mint was in the business of manufacturing gaming tokens for Las Vegas area casinos and destroying used gaming tokens to recover the precious metals. The complaint further alleged that Bates' and Heiney's conduct violated Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. Bates was additionally charged with having violated Rule 10b-6. Bates and Heiney consented to the orders without admitting or denying the allegations contained in the Commission's complaint. The order as to Bates imposed the following relief: (1) an injunction against future violations of the registration and antifraud provisions of the federal securities laws, (2) an injunction against future violations of Rules 101 and 102 of Regulation M, and (3) an order for disgorgement in the amount of \$10,381, plus prejudgment interest of \$9,627. Heiney was enjoined from future violations of the registration and antifraud provisions of the federal securities laws, and ordered to pay disgorgement in the amount of \$10,855, plus prejudgment interest. Payment of disgorgement and prejudgment interest was waived based upon Heiney's demonstrated inability to pay.

The complaint against Bates alleged, among other things, that he accepted undisclosed compensation, in the form of free trading stock, in return for promoting and selling U.S. Mint stock. During 1989 and 1990, the period of the alleged violations, Bates was the

president and a 45% owner of Brennan Ross Securities, Inc., a former broker-dealer in the Denver area. Heiney was charged with, among other things, accepting cash bribes in return for promoting and selling this microcap stock. Heiney was a registered representative at Brennan Ross and at National Securities, Inc., another broker-dealer in the Denver area. On January 18, 1995, Heiney was convicted, on his plea of guilty, of one count of securities fraud and was sentenced to five years of probation and ordered to pay a \$2,000 fine. The civil action is continuing against defendant Dana L. Anderson. For additional information, see Litigation Release No. 13406, October 8, 1992. [SEC v. Barry A. Bates, Robin A. Heiney, et al., USDC for the District of Colorado, Civil Action No. 92-M-1905, D. Colo.] (LR-16350)

LONG ISLAND BROKER GUILTY OF INSIDER TRADING IN BUSINESS WEEK CASE

The Commission announced that on November 9 Joseph T. Falcone (Falcone), a resident of Old Bethpage, New York, and a former registered representative of the Melville, New York branch of a registered broker-dealer, was found guilty of insider trading. In a trial prosecuted by the United States Attorney for the Eastern District of New York, a jury found Falcone guilty of 14 felony counts arising out of Falcone's recommendations to customers of securities mentioned in the "Inside Wall Street" column of Business Week magazine and his own purchases of such securities.

The Commission previously filed a civil complaint against Falcone, four other registered representatives, and a foreman at a magazine distribution facility, alleging that, from June 1995 to January 1996, the defendants engaged in an insider trading scheme involving nonpublic advance copies of the "Inside Wall Street" column. The Commission's complaint alleges that defendant Larry F. Smath, a registered representative at Renaissance Financial Securities Corp. in Mineola, New York, obtained advance copies of "Inside Wall Street" columns from Gregory R. Salvage, a foreman at Hudson News Company, before the columns were made public. In exchange for faxing the columns to him, Smath usually paid Salvage approximately \$200 per column from June 1995 to January 1996. While in possession of the nonpublic "Inside Wall Street" columns, Smath traded securities in brokerage accounts in his name and/or the names of his relatives. In addition, the Commission's complaint alleges that Falcone and other defendants paid Smath for communicating the contents of the "Inside Wall Street" columns to them before the columns were made public. While in possession of nonpublic information obtained from the columns, Falcone and other defendants traded securities mentioned in the columns and recommended those securities to their customers. In total, the defendants and their family members and customers purchased approximately \$8 million of securities mentioned in "Inside Wall Street" columns.

Smath and two of the other defendants in the Commission's action, Peter L. Cohen and Seth J. Glaser, were also charged by the U.S. Attorney's Office. Each previously pled guilty to a felony charge. The Commission's action, which alleges that the defendants violated

Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, is pending in the United States District Court, Eastern District of New York. For further information, see Litigation Release No. 16047. [U.S. v. Joseph Falcone, USDC, EDNY, No. 99-CR-332, TCP] (LR-16352)

CORRECTION

The Digest for November 10 inadvertently contained inaccurate release numbers for an article entitled "COMMISSION GRANTS EAJA AWARD TO RUSSO SECURITIES". The correct release numbers are: Rel. 34-42121; File No. 3-8573 - EAJ. The release numbers previously stated relate to the Order Denying Motion For Sanctions In the Matter of Russo Securities, Inc., Patrick Russo, and Kimberly Kent.

INVESTMENT COMPANY ACT RELEASES

FEDERATED INVESTORS, INC., ET AL.

An order has been issued on an application filed by Federated Investors, Inc., et al. granting an exemption from Sections 12(d)(1), 17(a)(1), 17(a)(3), 18(f), and 21(b) of the Investment Company Act and permitting certain joint transactions under Section 17(d) of the Act and Rule 17d-1 under the Act. The order permits certain registered open-end management investment companies to participate in a joint lending and borrowing facility. (Rel. IC-24128 - November 9)

EVERGREEN EQUITY TRUST, ET AL.

An order has been issued on an application filed by Evergreen Equity Trust, et al. under Rule 17d-1 under the Investment Company Act for an order to permit certain transactions in accordance with Section 17(d) of the Act and Rule 17d-1 under the Act. The order permits certain registered investment companies to pay an affiliated lending agent, and the lending agent to accept, fees based on the revenue generated from securities lending transactions. (Rel. IC-24129 - November 9)

GW CAPITAL MANAGEMENT, LLC, ET AL.

An order has been issued on an application filed by GW Capital Management, LLC, et al., granting an exemption from Sections 12(d)(1)(A), 12(d)(1)(B), and 17(a) of the Investment Company Act. The order permits applicants to implement a "fund of funds" arrangement. The fund of funds will invest in (i) funds that are part of the same group of investment companies as the fund of funds and (ii) funds that are not part of the same group of investment companies in reliance on Section 12(d)(1)(F) of the Act. (Rel. IC-24130 - November 10)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the Philadelphia Stock Exchange relating to communications with customers or members of the public (SR-Phlx-99-40) has become immediately effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of November 15. (Rel. 34-42113)

WITHDRAWALS GRANTED

An order has been issued granting the application of Gildan Activewear Inc./Les Vetements de Sports Gildan Inc. to withdraw its Class A Subordinate Voting Shares, without par value, from listing and registration on the American Stock Exchange. (Rel. 34-42116)

An order has been issued granting the application of Forest Laboratories, Inc. to withdraw its Common Stock, par value \$.10 per share, and the associated Rights to purchase one one-hundredth share of Series A Junior Participating Preferred Stock, par value \$1.00 per share, from listing and registration on the American Stock Exchange. (Rel. 34-42117)

An order has been issued granting the application of Starwood Hotels & Resorts Worldwide, Inc. to withdraw its Common Stock, par value \$.01 per share, its Preferred Stock Purchase Rights; and its Class B Shares of Beneficial Interest, par value \$.01 per share, from listing and registration on the Pacific Exchange. (Rel. 34-42119)

DELISTING GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Arzan International, Ltd., Ordinary Shares, NIS.10 par value, and Redeemable Ordinary Share Purchase Warrants. (Rel. 34-42118)

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.

Registration statements may be obtained in person or by writing to the Commission's Public Reference Branch at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the following e-mail box address: <publicinfo@sec>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

- S-8 ALCATEL, 54 RUE LA BOETIE, 2288 BH, PARIS FRANCE 75008, IO 00000
(331) 407-6101 - 5,000,000 (\$148,529,371 97) FOREIGN COMMON STOCK (FILE
333-11092 - NOV. 04) (BR. 7)
- S-8 FOILMARK INC, 5 MALCOLM HOYT DRIVE, NEWBURYPORT, MA 01950 (978) 465-0618
- 200,000 (\$625,000) COMMON STOCK. (FILE 333-90281 - NOV 04) (BR 6)
- S-8 FOILMARK INC, 5 MALCOLM HOYT DRIVE, NEWBURYPORT, MA 01950 (978) 465-0618
- 150,000 (\$468,750) COMMON STOCK. (FILE 333-90283 - NOV. 04) (BR. 6)
- S-8 NAM CORP, 1010 NORTHERN BLVD, STE 336, GREAT NECK, NY 11021 - 1,200,000
(\$7,734,375) COMMON STOCK. (FILE 333-90285 - NOV. 04) (BR 9)
- S-8 CHAMPPS ENTERTAINMENT INC/ MA, ONE CORPORATE PLACE, 55 FERNCROFT RD,
DANVERS, MA 01923 (978) 774-6606 - 750,000 (\$3,000,000) COMMON STOCK
(FILE 333-90287 - NOV 04) (BR. 5)
- S-8 HMT TECHNOLOGY CORP, 1055 PAGE AVE, FREMONT, CA 94538 (510) 490-3100 -
1,500,000 (\$4,617,187.50) COMMON STOCK. (FILE 333-90289 - NOV 04)
(BR. 3)
- S-8 SUPERCONDUCTOR TECHNOLOGIES INC, 460 WARD DR, STE F, SANTA BARBARA, CA
93111 (805) 683-7646 - 1,000,000 (\$3,134,748.65) COMMON STOCK (FILE
333-90293 - NOV 04) (BR 1)
- S-8 LAHAINA ACQUISITIONS INC, 5895 WINDWARD PARKWAY, SUITE 200, ALPHARETTA,
GA 30005 (770) 754-6140 - 1,618,000 (\$9,708,000) COMMON STOCK (FILE
333-90295 - NOV. 04) (BR. 8)
- S-8 NCT GROUP INC, 1025 WEST NURSERY RD, STE 120, LINTHICUM, NY 21090
(410) 636-8700 - 20,000,000 (\$9,082,308) COMMON STOCK (FILE 333-90297 -
NOV. 04) (BR 5)
- S-8 RSA SECURITY INC/DE/, 36 CROSBY DRIVE, BEDFORD, MA 01730 (781) 301-5000
- 250,000 (\$8,296,875) COMMON STOCK (FILE 333-90299 - NOV 04) (BR 3)
- S-8 JDS UNIPHASE CORP /CA/, 163 BAYPOINTE PKWY, SAN JOSE, CA 95134
(408) 434-1800 - 250,000 (\$37,600,000) COMMON STOCK (FILE 333-90301 -
NOV. 04) (BR 5)
- S-8 OBJECTSOFT CORP, CONTINENTAL PLAZA III, 433 HACKENSACK, HACKENSACK, NJ
07601 (201) 343-9100 - 83,333 (\$117,187 03) COMMON STOCK (FILE 333-90303
- NOV 04) (BR 3)
- S-8 OFFICE DEPOT INC, 2200 OLD GERMANTOWN RD, DELRAY BEACH, FL 33445
(561) 266-4800 - 272,313 (\$2,133,709) COMMON STOCK (FILE 333-90305 -
NOV. 04) (BR. 2)
- S-8 MERCANTILE BANKSHARES CORP, 2 HOPKINS PLZ, PO BOX 1477, BALTIMORE, MD
21203 (410) 237-5900 - 3,000,000 (\$90,060,719) COMMON STOCK (FILE
333-90307 - NOV 04) (BR. 7)
- S-8 GANNETT CO INC /DE/, 1100 WILSON BLVD, ARLINGTON, VA 22234
(703) 284-6000 - 2,000,000 (\$149,875,000) COMMON STOCK. (FILE 333-90309 -
NOV. 04) (BR. 5)
- S-8 CAREADVANTAGE INC, 485-C ROUTE 1 SOUTH, 4TH FLOOR, ISELIN, NJ 08830
(908) 602-7000 - 2,072,000 (\$393,680) COMMON STOCK. (FILE 333-90313 -
NOV. 04) (BR. 1)
- S-8 TUESDAY MORNING CORP/DE, 14621 INWOOD RD, DALLAS, TX 75244
(214) 387-3562 - 2,951,923 (\$63,672,980) COMMON STOCK (FILE 333-90315 -
NOV 04) (BR. 2)

S-1 NET2PHONE INC, 17 MAIN STREET, HACKENSACK, NJ 07601 (201) 928-2990 -
7,245,000 (\$385,796,250) COMMON STOCK. (FILE 333-90317 - NOV. 04) (BR. 7)

S-8 CAREADVANTAGE INC, 485-C ROUTE 1 SOUTH, 4TH FLOOR, ISELIN, NJ 08830
(908) 602-7000 - 18,648,000 (\$3,543,120) COMMON STOCK (FILE 333-90319 -
NOV 04) (BR. 1)

S-3 CURAGEN CORP, 555 LONG WHARF DRIVE, 11TH FL, NEW HAVEN, CT 06511 -
1,635,366 (\$30,049,850.25) COMMON STOCK. (FILE 333-90321 - NOV 04)
(BR 1)

S-8 ZIXIT CORP, ONE GALLERIA TOWER, 13355 NOEL RD STE 1555, DALLAS, TX
75240 (972) 702-7055 - 750,000 (\$23,210,022) COMMON STOCK. (FILE
333-90323 - NOV 04) (BR. 3)

S-8 PEREGRINE SYSTEMS INC, 12670 HIGH BLUFF DR, SAN DIEGO, CA 92130
(619) 481-5000 - 34,504 (\$302,468 96) COMMON STOCK (FILE 333-90325 -
NOV 04) (BR. 3)

S-8 AT HOME CORP, 450 BROADWAY STREET, REDWOOD CITY, CA 94063 (650) 569-5000
- 1,517,892 (\$16,909,317) COMMON STOCK (FILE 333-90327 - NOV 04)
(BR 3)

S-8 EMC CORP, 35 PARKWOOD DRIVE, HOPKINTON, MA 01748 (508) 435-1000 -
17,020,000 (\$1,195,123,125) COMMON STOCK (FILE 333-90329 - NOV. 04)
(BR. 3)

S-8 EMC CORP, 35 PARKWOOD DRIVE, HOPKINTON, MA 01748 (508) 435-1000 -
4,400,000 (\$308,962,500) COMMON STOCK. (FILE 333-90331 - NOV 04) (BR 3)

S-8 TENNECO PACKAGING INC, 1900 WEST FIELD CT, LAKE FOREST, IL 60045
(847) 482-2000 - 5,000,000 (\$40,500,000) COMMON STOCK. (FILE 333-90333 -
NOV. 04) (BR 6)

S-8 TENNECO PACKAGING INC, 1900 WEST FIELD CT, LAKE FOREST, IL 60045
(847) 482-2000 - 24,000,000 (\$194,400,000) COMMON STOCK (FILE 333-90335 -
NOV. 04) (BR. 6)

S-8 SYSTEM SOFTWARE ASSOCIATES INC, 500 W MADISON ST 32ND FLR, CHICAGO, IL
60661 (312) 641-2900 - 1,000,000 (\$2,015,600) COMMON STOCK (FILE
333-90337 - NOV. 04) (BR. 3)

S-8 SYSTEM SOFTWARE ASSOCIATES INC, 500 W MADISON ST 32ND FLR, CHICAGO, IL
60661 (312) 641-2900 - 1,208,410 (\$2,435,671) COMMON STOCK (FILE
333-90339 - NOV 04) (BR 3)

S-8 TYCO INTERNATIONAL LTD /BER/, THE GIBBONS BUILDING,
10 QUEENS STREET SUITE 301, HAMILTON HM 12 BERMU, DO (441) 292-8674 -
1,200,000 (\$44,775,000) COMMON STOCK. (FILE 333-90345 - NOV. 04) (BR 6)

S-8 SOUTHERN UNION CO, 504 LAVACA ST 8TH FL, AUSTIN, TX 78701 (512) 477-5852
- 200,000 (\$3,762,500) COMMON STOCK. (FILE 333-90347 - NOV. 04) (BR 2)

S-3 GTE CORP, 1255 CORPORATE DRIVE, SVCO4CO8, IRVING, TX 75038
(972) 507-5000 - 1,375,000,000 (\$1,375,000,000) STRAIGHT BONDS. (FILE
333-90349 - NOV. 05) (BR. 7)

S-8 HEALTH CARE PROPERTY INVESTORS INC, 4675 MACARTHUR COURT 9TH FL,
SUITE 900, NEWPORT BEACH, CA 92660 (949) 221-0600 - 951,159
(\$27,968,462 62) COMMON STOCK (FILE 333-90353 - NOV 05) (BR 8)

S-8 COFITRAS ENTERTAINMENT INC, 7829 SOUTH 3500 EAST, #325, SALT LAKE CITY,
UT 84121 (801) 483-1864 - 600,000 (\$60,000) COMMON STOCK (FILE 333-90355
- NOV 05) (BR 9)

S-3 JAKKS PACIFIC INC, 22761 PACIFIC COAST HWY, #B202, MALIBU, CA 90265
(310) 456-7799 - 3,105,000 (\$80,730,000) COMMON STOCK (FILE 333-90357 -
NOV 05) (BR 5)

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: <publicinfo@sec.gov>. 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		
AAMES FINANCIAL CORP/DE	DE				X	X					11/02/99	
ACE SECURITIES CORP MORT LENDERS NETWORK EQUITY LN TR 1999-2	DE				X	X					11/05/99	
ADVANCED ENERGY INDUSTRIES INC	DE				X	X					10/11/99	
ADVANTA CONDUIT RECEIVABLES INC	NV	X									11/05/99	
ALBANY INTERNATIONAL CORP /DE/	DE	X									11/08/99	AMEND
ALPHA 1 BIOMEDICALS INC	DE				X	X					10/25/99	
AMERICAN HOME PRODUCTS CORP	DE				X	X					11/03/99	
AMERICAN HOME PRODUCTS CORP	DE				X	X					11/08/99	
AMFM INC	DE				X	X					09/27/99	AMEND
AMFM INC	DE				X	X					10/12/99	AMEND
APEX SILVER MINES LTD					X	X					11/05/99	
AREA BANCSHARES CORP	KY				X	X					11/05/99	
ARTIFICIAL LIFE INC					X	X					11/09/99	
ASHFORD COM INC	TX	X						X			10/26/99	
ASSET SECURITIZATION CORP COM MOR P S THR CERT SER 1999-C2	DE				X	X					11/09/99	AMEND
AUTO NATIONS RECEIVABLES CORP	DE				X	X					10/01/99	
AUTOCAM CORP/MI	MI	X						X			11/06/99	
BANC ONE FINANCIAL SERVICES HOME EQUITY LOAN TRUST 1999-1	DE							X			10/25/99	
BAY VIEW CAPITAL CORP	DE				X	X					11/05/99	
BIRMAN MANAGED CARE INC	DE				X						10/28/99	
BLOCK MORTGAGE FINANCE INC ASSET BACKED CERT SERIES 1999 2	DE							X			10/27/99	
BOLDER TECHNOLOGIES CORP	DE				X	X					11/08/99	
BOTTOMLINE TECHNOLOGIES INC /DE/	DE	X						X			10/25/99	
CALDERA CORP /FL/								X			08/28/99	AMEND
CAPSTAR BROADCASTING PARTNERS INC	DE				X	X					09/27/99	AMEND
CAPSTAR BROADCASTING PARTNERS INC	DE				X	X					10/12/99	AMEND
CAPSTAR COMMUNICATIONS INC	DE				X	X					09/27/99	AMEND
CAPSTAR COMMUNICATIONS INC	DE				X	X					10/12/99	AMEND
CAPSTAR RADIO BROADCASTING PARTNERS INC	DE				X	X					09/27/99	AMEND
CAPSTAR RADIO BROADCASTING PARTNERS INC	DE				X	X					10/12/99	AMEND
CAROLINA FIRST BANCSHARES INC	NC				X	X					11/09/99	

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		1	2	3	4	5	6	7	8	9		
CHASE COMMERCIAL MORTGAGE SECURITIE S CORP	NY				X	X					11/08/99	
CHASTAIN CAPITAL CORP	GA	X		X	X						10/25/99	
CHINA CONTAINER HOLDINGS LTD	NV			X		X					09/23/99	
CIT GROUP INC	DE				X						10/26/99	
CITIZENS BANKING CORP	MI	X				X					11/01/99	
CITY CAPITAL HOME LOAN TRUST 1999-1	NY							X			10/25/99	
COCA COLA BOTTLING CO CONSOLIDATED /DE/	DE				X						11/04/99	
COMMUNICATIONS WORLD INTERNATIONAL INC	CO	X						X			10/29/99	
COMMUNITY BANK SHARES OF INDIANA IN C	IN					X					11/02/99	
COMPUTER LEARNING CENTERS INC	DE				X	X					11/04/99	
CONSECO FINANCE SECURITIZATIONS COR P	DE							X			10/29/99	
CORAM HEALTHCARE CORP	DE				X	X					10/29/99	
CORE CARE SYSTEMS INC	DE			X	X						09/27/99	AMEND
CUMBERLAND TECHNOLOGIES INC	FL				X						12/31/99	
CVB FINANCIAL CORP	CA	X									11/03/99	
CWABS INC	DE				X	X					08/31/99	
DCI TELECOMMUNICATIONS INC	CO			X		X					11/08/99	AMEND
DIMGROUP COM INC	IN	X									08/16/99	AMEND
DOBSON COMMUNICATIONS CORP	OK				X						11/02/99	
DUKE WEEKS REALTY LIMITED PARTNERSH IP	IN							X			10/27/99	
DYNATECH CORP	MA	X				X					11/01/99	
E TWOMEDIA COM INC	NV	X	X			X	X				11/04/99	AMEND
EASTERN ENTERPRISES	MA				X	X					11/08/99	
ELECTRONIC SYSTEMS TECHNOLOGY INC	WA				X						11/02/99	
ELECTRONIC SYSTEMS TECHNOLOGY INC	WA				X						11/02/99	
ELECTROSOURCE INC	DE				X						11/09/99	
EQUITY ONE INC	MD	X				X					08/26/99	AMEND
FERRELLGAS PARTNERS FINANCE CORP	DE				X						11/09/99	
FERRELLGAS PARTNERS L P	DE				X						11/09/99	
FGIC SECURITIES PURCHASE INC	DE				X	X					11/05/99	
FINGERMATRIX INC	NY	X					X				04/28/99	AMEND
FIRST CHARTER CORP /NC/	NC				X	X					11/08/99	
FOCUS AFFILIATES INC	DE	X					X				10/29/99	
FRIEDE GOLDMAN HALTER INC	MS				X	X					11/03/99	
FRITZ COMPANIES INC	DE				X						11/08/99	
FUND AMERICA INVESTORS CORP II PASS THRO CERT SERIES 1998-A	DE	X									10/26/99	
GIANT CEMENT HOLDING INC	DE				X						11/04/99	
GIBSON GREETINGS INC	DE				X	X					11/02/99	
GILLETTE CO	DE				X	X					10/21/99	
GLOBAL TELECOMMUNICATION SOLUTIONS INC	DE		X				X				10/28/99	
GREENWICH CAPITAL ACCEPTANCE INC	DE				X	X					10/27/99	
GROVE WORLDWIDE LLC	DE				X	X					10/27/99	
GULFMARK OFFSHORE INC	DE		X								09/30/99	
GUMTECH INTERNATIONAL INC \UT\	UT				X	X					11/04/99	
HARKEN ENERGY CORP	DE				X	X					11/08/99	
HARRIS CORP /DE/	DE				X	X					11/05/99	
HELLER FUNDING CORP	DE				X	X					10/25/99	
HS RESOURCES INC	DE				X	X					10/26/99	
IMPERIAL CREDIT INDUSTRIES INC	CA				X	X					11/05/99	
INAMED CORP	DE						X				09/01/99	AMEND
INFORMIX CORP	DE				X	X					10/08/99	
INSILCO CORP/DE/	DE				X	X					11/04/99	

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		1	2	3	4	5	6	7	8	9		
INSILCO HOLDING CO	DE				X	X					11/04/99	
INTERCEPT GROUP INC	GA					X					08/06/99	AMEND
INTERCEPT GROUP INC	GA					X					09/03/99	AMEND
INTERNATIONAL BANCSHARES CORP	TX				X	X					11/05/99	
JAKKS PACIFIC INC	DE	X				X					11/08/99	AMEND
JMB INCOME PROPERTIES LTD XIII	IL				X		X				11/05/99	
JRECK SUBS GROUP INC	CO				X		X	X			10/25/99	
JSCE INC	DE	X				X					10/25/99	
KENT ELECTRONICS CORP	TX				X	X					10/21/99	
LANCER CORP /TX/	TX					X					11/08/99	
LATTICE SEMICONDUCTOR CORP	DE				X	X					11/03/99	
LCC INTERNATIONAL INC	DE	X				X					10/22/99	
LEVEL 3 COMMUNICATIONS INC	DE				X						11/09/99	AMEND
MAGNAVISION CORPORATION	DE				X	X					10/29/99	
MATRIX SERVICE CO	DE				X	X					11/03/99	
MAXXIM MEDICAL INC	TX				X	X					10/27/99	
MEDIMMUNE INC /DE	DE					X					11/08/99	
MORGAN J P COMMERCIAL MORTGAGE FINA NCE CORP	DE	X									10/15/99	
MORGAN STANLEY CAPITAL I INC HOME E Q LN AS BK CER SER 1999-2	DE					X					10/25/99	
NALCO CHEMICAL CO	DE	X				X					11/08/99	
NATIONAL HEALTH INVESTORS INC	MD	X									12/31/99	
NATIONAL HEALTHCARE CORP	DE	X									12/31/99	
NATIONAL STEEL CORP	DE				X	X					11/09/99	
NEW CENTURY HOME EQUITY LOAN TRUST SERIES 1999-NCC	DE	X				X					10/24/99	
NEXTEL COMMUNICATIONS INC	DE				X	X					11/08/99	
NIAGARA CORP	DE				X	X					10/09/99	
NICHOLAS FINANCIAL INC	FL	X									11/08/99	
NORTHERN STATES POWER CO /MN/	MN				X						11/08/99	
NOVUS HOME EQUITY LOAN TRUST ASSET BACKED NOTES SER 1999-1	NY					X					10/25/99	
NRG ENERGY INC	DE				X	X					11/02/99	
NTL INC/NY/	DE				X	X					10/25/99	
NTL INC/NY/	DE				X	X					11/08/99	
OCEAN ENERGY INC /TX/	TX				X	X					09/16/99	
OGDEN CORP	DE				X	X					11/04/99	
OLD KENT FINANCIAL CORP /MI/	MI	X									10/31/99	
OMEGA RESEARCH INC	FL	X				X					10/26/99	
ONEOK INC /NEW/	OK				X	X					11/08/99	
OPTION ONE MORT LN TR 1999-3 ASSET BACKED CERT SER 1999-3	DE	X				X					10/28/99	
OSHKOSH TRUCK CORP	WI				X	X					11/02/99	
PAINWEBBER EQUITY PARTNERS ONE LTD PARTNERSHIP	VA	X				X					11/02/99	
PANDA PROJECT INC	FL				X						11/09/99	
PAREXEL INTERNATIONAL CORP	MA	X									10/26/99	
PATHNET INC	DE				X	X					11/09/99	
PENDA CORP	FL				X	X					11/04/99	AMEND
PFIZER INC	DE			X							11/08/99	
PHOENIX INTERNATIONAL INDUSTRIES IN C /FL/	FL			X		X					08/30/99	AMEND
PNC MORT SEC CORP MORT PASS THROUGH CERTIFICATES SER 1999-3	DE				X	X					11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR CERT SER 1997-1	DE				X	X					11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR CERT SER 1997-2	DE				X	X					11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR CERT SER 1997-3	DE				X	X					11/01/99	

NAME OF ISSUER	STATE		BK ITEM NO.									DATE	COMMENT
	CODE		1	2	3	4	5	6	7	8	9		
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1997-4							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1997-5							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1997-6							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1997-8							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-1							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-10							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-11							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-12							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-14							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-2							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-3							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-4							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-5							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-6							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-7							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-8							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1998-9							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE CERT SER 1999-7							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE OUGH CERT SERIES 1999-2							X	X				11/01/99	
PNC MORTGAGE SEC CORP MORT PASS THR DE OUGH CERT SERIES 1999-8							X	X				11/01/99	
PNC MORTGAGE SECURITIES CORP MORT P DE ASS THR CERT SER 1999-10							X	X				11/01/99	
PNC MORTGAGE SECURITIES CORP MORT P DE ASS THR CERT SER 1999-9							X	X				11/01/99	
PNC MORTGAGE SECURITIES CORP MORT P DE ASS THRO CERT SER 1999-4							X	X				11/01/99	
PNC MORTGAGE SECURITIES CORP MORT P DE ASS THRO CERT SER 1999-5							X	X				11/01/99	
PNC MORTGAGE SECURITIES CORP MORT P DE ASS THRO CERT SER 1999-6							X	X				11/01/99	
PNC MORTGAGE SECURITIES CORP 1999-1 DE							X	X				11/01/99	
PREMIER BANCSHARES INC /GA						X			X			11/05/99	
PREMIUM CIGARS INTERNATIONAL LTD							X					11/09/99	
PROSPERITY BANCSHARES INC									X			10/01/99	AMEND
PROTOSOURCE CORP						X		X	X			11/05/99	
PROVIDENT BANK									X			10/25/99	
PROVIDENT BANK									X			10/25/99	
QUIZNOS CORP										X		11/04/99	
RAVEN INDUSTRIES INC								X	X			10/29/99	
RAYONIER INC						X				X		11/09/99	

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		1	2	3	4	5	6	7	8	9		
READERS DIGEST ASSOCIATION INC	DE				X						12/30/99	AMEND
REPUBLIC NEW YORK CORP	MD				X	X					11/08/99	
RESIDENTIAL ACCREDIT LOANS INC	DE					X					11/08/99	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE					X					11/08/99	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE					X					11/08/99	
RESOURCE AMERICA INC	DE				X						10/05/99	
ROUNDYS INC	WI		X								11/08/99	
RYANS FAMILY STEAKHOUSES INC	SC		X								11/03/99	
RYANS FAMILY STEAKHOUSES INC	SC		X								11/03/99	AMEND
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE					X					11/09/99	
SBA COMMUNICATIONS CORP	FL		X			X					11/05/99	
SECURITY FIRST TECHNOLOGIES CORP	DE				X	X					11/02/99	
SLM FUNDING CORP	DE				X	X					10/25/99	
SOUTHWEST GAS CORP	CA				X						11/02/99	
SOUTHWEST SECURITIES GROUP INC	DE				X	X					11/03/99	
SPANISH BROADCASTING SYSTEM INC	DE				X	X					10/27/99	
STARTEC GLOBAL COMMUNICATIONS CORP	DE				X						10/20/99	
STARWOOD FINANCIAL INC	MD		X			X					11/03/99	
STATEWIDE FINANCIAL CORP	NJ					X					12/31/99	
STERLING FINANCIAL CORP /PA/ STRUCTURED ASSET SEC CORP MORT PAS THR CERT SER 1999-BC1	PA		X								11/08/99	
STRUCTURED ASSET SEC CORP MORT PASS THR CER SE 1999-BC2	DE					X					10/25/99	
STRUCTURED ASSET SEC CORP MORT PASS THR CERT SER 1999-SPI	DE					X					10/25/99	
SUN BANCORP INC /NJ/ SURGILIGHT INC	NJ				X	X					10/26/99	
TRANS GLOBAL SERVICES INC	DE		X								10/31/99	
TRANSIT GROUP INC	DE		X								11/01/99	
TRANSOCEAN OFFSHORE INC /NEW/ TRIMFAST GROUP INC	FL				X	X					11/08/99	
TRINET CORPORATE REALTY TRUST INC	TX				X	X					10/27/99	
TYCO INTERNATIONAL LTD /BER/ UGLY DUCKLING CORP	NV				X						11/05/99	
ULTIMATE ELECTRONICS INC	MD		X			X					11/03/99	
UNILAB CORP /DE/ UNITY BANCORP INC /DE/ US AIRWAYS GROUP INC	DE				X						11/08/99	
US AIRWAYS INC	DE				X						11/08/99	
VALENTIS INC	DE					X					08/27/99	AMEND
VALENTIS INC	DE					X					11/05/99	
VERIDA INTERNET CORP	NV				X	X					10/22/99	
VICORP RESTAURANTS INC	CO		X								10/31/99	
VIISAGE TECHNOLOGY INC	DE				X	X					11/03/99	
VOICESTREAM WIRELESS CORP	WA				X						11/09/99	
WARNER LAMBERT CO	DE				X	X					11/03/99	
WASHINGTON MUTUAL INC	DE				X	X					11/08/99	
WESTECH CAPITAL CORP	WA				X	X					11/08/99	
WESTERN RESOURCES INC /KS WEYERHAEUSER CO	NY				X						09/27/99	AMEND
WHIRLPOOL CORP /DE/ WIRELESS ONE INC	KS				X	X					11/08/99	
WORKFIRE COM INC	WA		X								11/01/99	
WORONOCO BANCORP INC	DE				X	X					11/04/99	
WYNDHAM INTERNATIONAL INC	DE				X	X					11/04/99	
WYOMING OIL & MINERALS INC	DE				X						10/28/99	
	WY		X								10/29/99	

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	CODE	1	2	3	4	5	6	7	8	9			
YELLOW CORP	DE								X			11/09/99	
YOURNET INC/	NV								X			11/08/99	
ZENITH NATIONAL INSURANCE CORP	DE								X			10/25/99	
8X8 INC	DE								X	X		10/21/99	