

SEC NEWS DIGEST

Issue 98-176

September 11, 1998

COMMISSION ANNOUNCEMENTS

COMMISSION MEETINGS

CHANGE IN THE MEETING: DELETION

The following item was not considered at the closed meeting held on Thursday, September 10, 1998: Opinion.

CLOSED MEETING - THURSDAY, SEPTEMBER 17, 1998 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Thursday, September 17, 1998, at 10:00 a.m., will be: Institution and settlement of injunctive actions; and Institution and settlement of administrative proceedings of an enforcement nature.

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

ENFORCEMENT PROCEEDINGS

CEASE AND DESIST PROCEEDING INSTITUTED AND SETTLED AGAINST DONALD WHORL

The Commission announced that it issued an Order Instituting a Public Cease and Desist Proceeding Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing Cease and Desist Order (Order) against Donald E. Whorl (Whorl). The Order found that Whorl was Treasurer and a Director of Empower Telecommunications Corp. In this capacity he reviewed a Private Placement Memorandum (PPM) and prepared a balance sheet for the PPM. The PPM was then used by Empower in the sale of \$7.6 million of its securities. The Order further found that the PPM contained false financial information and

material misrepresentations regarding the financial status of Empower. In particular, the PPM grossly overstated the value of Empower's assets, failed to disclose significant Empower liabilities to third parties and concealed the potential insolvency of an Empower business partner. The Order found that Whorl violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rules 10b-5 and 10b-9 thereunder. The Commission accepted Whorl's Offer of Settlement in which he consented, without admitting or denying the Commission's findings, to the entry of an Order that he cease and desist from committing or causing any violation and any future violation of the above specified statutes.

Upon entry of the Cease and Desist Order by the Commission, the pending federal court action against Whorl is to be dismissed. (Rels. 33-7574; 34-40415; File No. 3-9696)

CEASE AND DESIST PROCEEDING INSTITUTED AGAINST ERIK CHAN

The Commission announced that it issued an Order Instituting Cease and Desist Proceeding Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934 (Order) against Erik W. Chan (Erik Chan) alleging violations of the antifraud provisions of the securities laws. In particular, the Commission alleges that Erik Chan caused violations of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rules 10b-5 and 10b-9, thereunder.

The Commission's Order alleges that: (1) from January 1993 through November 1995, Empower Telecommunication Corporation (Empower) sold \$7.6 million of its securities to approximately 350 investors; (2) during this period, Erik Chan was Empower's corporate secretary; (3) Erik Chan assisted his father, who was also Empower's chairman, in misappropriating \$2.5 million of investor funds; (4) in connection with the sale of securities, Empower distributed a Private Placement Memorandum (PPM) to prospective investors, which was reviewed by Erik Chan; (5) the PPM materially misstated Empower's purported agreement with Bell Atlantic, Inc., Empower's receipt of a software license, the duration of Empower's offering period and that Empower would not pay sales commissions; and (6) the PPM omitted to disclose the personal bankruptcy of Empower's chairman and Empower's \$ 1.5 million liability to its business partner.

A hearing before an administrative law judge will be held to determine whether the allegations contained in the Order are true, and, if so, to determine what if any sanctions are appropriate in the public interest. (Rels. 33-7575; 34-40416; File No. 3-9697)

CEASE AND DESIST AND ADMINISTRATIVE PROCEEDING INSTITUTED AGAINST GILBERT AND PEARLE MINTZ

The Commission announced that it instituted an Order Instituting a Public Administrative and Cease and Desist Proceeding Pursuant to Section 8A of the Securities Act of 1933 and Sections 15(b), 19(h) and 21C of the Securities Exchange Act of 1934, Making Findings, and

Imposing Sanctions and Cease and Desist Order (Order) against Gilbert Mintz and Pearle G. Mintz for violations of the antifraud and registration provisions of the securities laws. Both Gilbert and Pearle G. Mintz consented, without admitting or denying the findings in the Order; (1) to a cease and desist order; (2) to each pay \$7,500 in disgorgement; (3) to each pay a \$7,500 penalty; and (4) to a three year bar from associating with any broker, dealer, investment company, investment adviser or municipal securities dealer.

The Commission's Order finds that Gilbert Mintz and Pearle G. Mintz: (1) from December 1993 through October 1994, engaged in an unregistered distribution of Empower Telecommunications Corp. stock without an applicable and available exemption from registration; (2) were neither associated with a registered broker or dealer, nor registered as brokers or dealers at the time of these sales, as required by law; and (3) misrepresented to investors that they did not receive sales commissions, when in fact they did receive such commissions. (Rels. 33-7576; 34-40417; File No. 3-9698)

ADMINISTRATIVE AND CEASE AND DESIST PROCEEDINGS INSTITUTED AGAINST BRADFORD OROSEY, LARRY BAGWELL, CONNIE BALLY AND JOSEPH FALLIN AND ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST MGSI SECURITIES, INC. AND JAMES OGG

On September 10, the Commission instituted public administrative and cease and desist proceedings against Bradford Orosey (Orosey), Larry Bagwell (Bagwell), Connie Bally (Bally) and Joseph Fallin (Fallin) and instituted administrative proceedings against James Ogg (Ogg) and MGSI Securities, Inc. (MGSI) a Houston-based registered broker-dealer. The Order Instituting Proceedings alleges that from various times during 1992 through 1994, Orosey, Bagwell, Bally and Fallin violated Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 in connection with the offer, sale and/or purchase of securities in the form of collateralized mortgage obligations (CMOs). The Order alleges that while at MGSI, Orosey, Bagwell, Bally and Fallin made misstatements and omissions of material fact and used offering materials containing false and misleading information concerning the risks, volatility, yield projections and lack of liquidity associated with the CMO investments they sold to their municipal clients.

The Order also alleges that MGSI's compliance procedures were inadequate to detect the false information disseminated to their municipal clients and that MGSI and Ogg failed reasonably to supervise Orosey, Bagwell, Bally and Fallin in their solicitation of their municipal clients.

A hearing will be scheduled to determine what sanctions, if any, are appropriate. (Rels. 33-7578; 34-40429; File No. 3-9702)

COMMISSION OBTAINS ORDER SETTING CIVIL PENALTIES AGAINST SUNBELT DEVELOPMENT CORPORATION AND THREE MINISTER DEFENDANTS

The Commission announced today that Judge F.A. Little of the United States District Court for the Western District of Louisiana entered an Order Setting Penalties against defendant Sunbelt Development Corporation (Sunbelt) in the amount of \$500,000 and against defendants Wendell Rogers (Rogers), Donald Hammond (Hammond) and Willie Davis (Davis) in the amount of \$100,000 each arising from violations of Sections 5 and 17(a) of the Securities Act of 1933 and Sections 15(a) and 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. All of the defendants were permanently enjoined from further violations of the securities laws in prior orders of the court, and were previously ordered to pay disgorgement in varying amounts.

The Commission's complaint alleged and the Court found that the defendants committed violations of the antifraud provisions of the securities laws between mid-1993 and mid-1994. Rogers, Hammond and Davis, all of whom were ministers, misrepresented or omitted material facts when they sold security interests in Sunbelt to members of their respective churches, to members of churches of the same denomination, and to friends and relatives of the church members. The defendants promised exorbitant returns on investments along with the return of the investors' principal when, in fact, Sunbelt was actually operating a Ponzi scheme. More than \$3.5 million worth of unregistered securities were issued to over 200 individuals in at least 16 states during the scheme. [SEC v. Sunbelt Development Corporation, Wendell Rogers, Donald Hammond and Willis Davis, Civil Action No. 1:97-CV-1387, W.D.La.] (LR-15877)

COMMISSION OBTAINS ORDER SETTING CIVIL PENALTIES AGAINST FERNANDO CRUZ

The Commission announced today that the Honorable W. Earl Britt, United States District Judge for the Eastern District of North Carolina entered an Order Setting Penalties against defendant Fernando Cruz (Cruz) in the amount of \$5,000 arising from violations of Section 17(a) of the Securities Act of 1933. Defendant Cruz and five of his six codefendants were permanently enjoined from further violations of the securities laws in prior orders of the Court. The Commission did not seek disgorgement from any of the defendants, and the Court declined to impose civil penalties against defendants other than Cruz.

The Commission's complaint, filed on August 23, 1995, alleged that the defendants committed violations of the antifraud statute by offering for sale investment contracts which were part of a prime bank scheme. Cruz attempted to obtain funds from investors by misrepresenting or failing to disclose material facts in connection with the sale of prime bank notes. The defendants falsely touted that one investor would receive a binding contract from a top five United States bank promising to pay a 9% weekly return on a \$10,000,000 investment. In addition to the promise of exorbitant returns, Cruz touted falsely bragged of success in prior prime bank

investments, stressed the need for secrecy in the transactions, and made false statements regarding the security of the investors' principals. [SEC v. Jerome C. Pinckney, Richard L. Arnold, Donald E. Elder, Fernando Cruz, Shaun K.R. Maxwell, Anthony Bukovich and Six Capital Corporation, Civil Action No. 7:95-CV-122-BR-1, EDNC] (LR-15878)

CIVIL INJUNCTIVE ACTION FILED AGAINST APPALACHIAN INVESTMENT CORPORATION, DENNIS CERILLI, FRANK DEBONE, DENNIS OSLOSKY, ROBERT WALTERS AND JOHN HINTON

On September 10, the Commission filed a complaint in the United States District Court for the Western District of Pennsylvania against Appalachian Investment Corporation (Appalachian), Dennis G. Cerilli (Cerilli), Frank A. DeBone (DeBone), Robert C. Walters (Walters), Dennis J. Oslosky (Oslosky) and John W. Hinton (Hinton). The complaint alleges that the defendants violated the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 and, based on those violations, seeks permanent injunctions, disgorgement, prejudgment interest and civil penalties against each of the defendants.

In its complaint, the Commission alleges that, between November 1995 and August 1996, the defendants engaged in a scheme to misappropriate investor funds raised through the fraudulent offer and sale of more than \$4.6 million worth of securities in the form of subordinated debentures of Appalachian and its affiliate, CCMI, Inc. The complaint charges that the defendants induced approximately 75 investors, most of whom were elderly, to purchase the securities by misrepresenting the degree of risk associated with their investment and the intended use of proceeds raised in the offering. The complaint further alleges that defendants misled investors by guaranteeing them a 10% annual rate of return while providing little or no information about the financial condition of Appalachian, CCMI or its affiliates.

The complaint also charges that, rather than use investor proceeds to loan money to an affiliated entity of Appalachian as represented, the defendants used those funds for their personal benefit, to keep their businesses afloat and to make interest payments to existing investors. The individual defendants received investor funds for their personal benefit in the following approximate amounts: Cerilli, \$696,255; DeBone, \$376,200; Oslosky, \$201,706; Walters \$270,789; and, Hinton, \$46,262. [SEC v. Appalachian Investment Corp., et al., Civil Action No. 98-1506, W.D.Pa.] (LR-15879)

INVESTMENT COMPANY ACT RELEASES

COUNTRYWIDE INVESTMENT TRUST, ET AL.

An order has been issued on an application filed by Countrywide Investment Trust, Countrywide Tax-Free Trust, Countrywide Strategic

Trust (collectively, the Trusts) and Countrywide Investments, Inc., under Sections 6(c) and 17(b) of the Investment Company Act granting relief from Sections 17(a)(1), 17(a)(2) and 17(e) of the Act. The order permits each Trust to engage in certain securities transactions with banks, bank holding companies, and their affiliates that are affiliated persons of a Trust solely because they own, hold, or control 5% or more of the outstanding voting securities of the Trust, or are an affiliated person of the bank, bank holding company or its affiliate. (Rel. IC-23430 - September 9)

EQUITY MANAGERS TRUST, ET AL.

A notice has been issued giving interested persons until October 5, 1998, to request a hearing on an application filed by Equity Managers Trust, et al. for an order under Sections 6(c) and 17(b) of the Investment Company Act granting an exemption from Section 17(a) of the Act. The order would permit a registered investment company advised by Neuberger&Berman Incorporated (N&B Management) to purchase certain securities of an investment account managed by N&B Management. (Rel. IC-23431 - September 10)

HOLDING COMPANY ACT RELEASES

INDIANA MICHIGAN POWER COMPANY

An order has been issued authorizing a proposal by Indiana Michigan Power Company (I&M), a public utility subsidiary company of American Electric Power Company, Inc., a registered holding company. I&M proposes to guarantee a loan of one of its industrial customers for the financing of certain utility and other assets (Assets). In the alternative, I&M proposes to make a loan to finance the Assets directly. (Rel. 35-26915)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-PCX-98-27) submitted by the Pacific Exchange relating to the automatic execution of option orders. Publication of the order is expected in the Federal Register during the week of September 12. (Rel. 34-40412)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-PCX-98-38) filed by the Pacific Exchange to codify the PCX's rules relating to trading halts in equity securities due to extraordinary market volatility 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 September 12. (Rel. 34-40418)

A proposed rule change (SR-NASD-98-68) filed by the NASD's wholly owned subsidiary, Nasdaq Stock Market, Inc. (Nasdaq) relating to the submission of trade reports in PORTAL-Designated Securities to the Automated Confirmation and Transaction Service has become effective under Section 19(b)(3)(A)(i) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of September 12. (Rel. 34-40424)

PROPOSED RULE CHANGES

A proposed rule change (SR-CBOE-98-35) has been filed by the Chicago Board Options Exchange to adopt a new rule that would allow market-makers in a trading crowd to subsidize the activity of floor brokers who represent orders in that crowd. Publication of the proposal is expected in the Federal Register during the week of September 12. (Rel. 34-40419)

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-98-23) amending Phlx Section 15-3 of the By-Laws to allow the Board of Governors (Board) to determine the disposition of proceeds from the sale of memberships and Sections 11-1 and 12-4 of the By-Laws to allow adverse Admissions Committee decisions to be appealed to the Board. Publication of the order is expected in the Federal Register during the week of September 12. (Rel. 34-40420)

ACCELERATED APPROVAL OF A PROPOSED RULE CHANGE

The Commission has granted accelerated approval of a proposed rule change (SR-EMCC-98-07) filed by Emerging Markets Clearing Corporation under Section 19(b)(1) of the Exchange Act. Under the rule change, EMCC will require each member to maintain on deposit with EMCC an amount equal to three times the member's average monthly EMCC bill. (Rel. 34-40422; International Series Rel. 1156)

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:

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

- F-6 DURBAN ROODEPOORT DEEP LTD /ADR/, ONE MARINE MIDLAND CENTER,
C/O MARINE MIDLAND BANK, BUFFALO, NY 14203 - 50,000,000 (\$2,500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-9242 - AUG 06) (BR 99)
- F-1 SWISSCOM AG, VIKTORIASTRASSE 21, 3050 BERN, SWITZERLAND AG, V8 -
\$100,000,000 FOREIGN COMMON STOCK. (FILE 333-9344 - AUG 31) (BR. 7
- NEW ISSUE)
- F-6 SWISSCOM AG /ADR/, BANK OF NEW YORK, ONE WALL ST, NEW YORK, NY 10286 -
10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE
333-9358 - SEP 01) (BR 99 - NEW ISSUE)
- S-8 STAKE TECHNOLOGY LTD, 2838 HWY 7, NORVAL ONTARIO CANADA L0P 1K0, A6
(905) 455-1990 - 800,000 (\$800,000) FOREIGN COMMON STOCK (FILE 333-9360 -
AUG 31) (BR 6)
- S-8 SCITEX CORP LTD, 7 HAMADA ST, INDUSTRIAL PARK, HERZLIA B 46103 ISRAEL,
L3 00000 - 650,000 (\$7,150,000) COMMON STOCK. (FILE 333-9364 - SEP. 02)
(BR 5)
- F-3 AUSTRALIA & NEW ZEALAND BANKING GROUP LTD, 55 COLLINS ST, MELBOURNE,
VICTORIA 3000 AUSTRALIA, C3 - 92,000,000 (\$575,000,000) PREFERRED STOCK
(FILE 333-9366 - SEP 02) (BR 7)
- S-8 SUN INTERNATIONAL HOTELS LTD, 1415 EAST SUNRISE BLVD, 10TH FLOOR,
FORT LAUDERDALE, FL 33304 (954) 713-2500 - 1,500,000 (\$56,355,000)
FOREIGN COMMON STOCK. (FILE 333-9368 - SEP 03) (BR. 5)
- S-B DEUTSCHE AUSGLEICHSBANK, LUDWIG ERGARD PLATZ 1 3, BONN, GERMANY D-53179,
(011) 492-2883 - 1,000,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE
333-9370 - SEP 03) (NEW ISSUE)
- S-3 ASSOCIATES FIRST CAPITAL CORP, 250 E CARPENTER FWY, IRVING, TX 75062
(214) 541-4000 (FILE 333-62875 - SEP 04) (BR 7)
- S-8 NORWEST CORP, NORWEST CTR, SIXTH & MARQUETTE, MINNEAPOLIS, MN 55479
(612) 667-1234 - 37,000,000 (\$1,100,750,000) COMMON STOCK (FILE
333-62877 - SEP 04) (BR 7)
- S-3 COMMUNICATIONS SYSTEMS INC, 213 S MAIN ST, HECTOR, MN 55342
(612) 848-6231 - 158,005 (\$1,718,304 37) COMMON STOCK. (FILE 333-62879 -
SEP 04) (BR 7)
- S-8 SCIENTIFIC ATLANTA INC, ONE TECHNOLOGY PKWY S, NORCROSS, GA 30092
(770) 903-5000 - 1,000,000 (\$18,440,000) COMMON STOCK (FILE 333-62883 -
SEP 04) (BR 7)
- S-3 RIDDELL SPORTS INC, 900 3RD AVE, NEW YORK, NY 10022 (212) 826-4300 -
322,152 (\$1,429,549.50) COMMON STOCK. (FILE 333-62885 - SEP 04) (BR 5)
- S-8 CENTERPOINT PROPERTIES TRUST, 401 N MICHIGAN AVE, STE 3000, CHICAGO, IL
60611 (312) 346-5600 - 409,064 (\$13,371,280) COMMON STOCK (FILE
333-62887 - SEP. 04) (BR. 8)
- S-3 BIOJECT MEDICAL TECHNOLOGIES INC, 7620 S W BRIDGEPORT RD, PORTLAND, OR
97224 (503) 639-7221 - 200,000 (\$200,000) COMMON STOCK (FILE 333-62889 -
SEP 04) (BR 5)
- S-8 AMKOR TECHNOLOGY INC, 1345 ENTERPRISE DR, WEST CHESTER, PA 19380
(610) 431-9600 - 6,550,000 (\$46,623,010) COMMON STOCK. (FILE 333-62891 -
SEP 04) (BR 5)
- S-4 SIERRA PACIFIC RESOURCES, PO BOX 10100, 6100 NEIL RD, RENO, NV 89511
(702) 834-3600 - 78,723,837 (\$2,413,625,927) COMMON STOCK. (FILE
333-62895 - SEP 04) (BR. 2)

S-8 XILINX INC, 2100 LOGIC DR, SAN JOSE, CA 95124 (408) 559-7778 -
3,500,000 (\$97,499,563) COMMON STOCK. (FILE 333-62897 - SEP. 04) (BR 5)

S-4 LIBERTY CENTRE BANCORP INC, 21 SOUTH CENTRE STREET, POTTSVILLE, PA 17901
(717) 622-5620 - 144,639 (\$2,779,961 58) COMMON STOCK. (FILE 333-62901 -
SEP 04) (BR 7 - NEW ISSUE)

S-8 HUFFY CORP, 7701 BYERS RD, MIAMISBURG, OH 45342 (513) 866-6251 -
3,500,000 (\$3,500,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE
333-62903 - SEP 04) (BR 5)

S-3 FLEET FINANCIAL GROUP INC, ONE FEDERAL STREET, BOSTON, MA 02211
(617) 346-4000 - 1,500,000,000 (\$1,500,000,000) STRAIGHT BONDS (FILE
333-62905 - SEP. 04) (BR 7)

S-3 PHARMOS CORP, TWO INNOVATION DR, ALACHUA, FL 32615 (904) 462-1210 -
3,000,000 (\$5,070,000) COMMON STOCK (FILE 333-62909 - SEP. 04) (BR 1)

S-3 MORGAN STANLEY CAPITAL I INC, C/O NORWEST BANK MINNESOTA NA,
7485 NEW HORIZON WAY, FREDERICK, MD 21703 (301) 696-7900 - 1,000,000
(\$1,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 333-62911 -
SEP 04) (BR. 8)

S-4 FIRST COMMONWEALTH FINANCIAL CORP /PA/, OLD COURTHOUSE SQUARE,
22 N SIXTH ST, INDIANA, PA 15701 (412) 349-7220 - 8,826,840 (\$188,133,444)
COMMON STOCK (FILE 333-62913 - SEP 04) (BR 7)

S-8 SHAW INDUSTRIES INC, 616 E WALNUT AVE, P O DRAWER 2128, DALTON, GA 30722
(706) 278-3812 - 1,000,000 (\$1,000,000)
OTHER SECURITIES INCLUDING VOTING TRUST (FILE 333-62915 - SEP 04)
(BR. 2)

S-8 ALTERA CORP, 101 INNOVATION DR, SAN JOSE, CA 95134 (408) 544-8000 -
1,681,250 (\$50,928,296 25) COMMON STOCK (FILE 333-62917 - SEP 04)
(BR 5)

S-3 TOWER AUTOMOTIVE INC, 4508 IDS CENTER, MINNEAPOLIS, MN 55402
(616) 336-6000 - 5,175,000 (\$258,750,000) COMMON STOCK (FILE 333-62919 -
SEP 04) (BR 6)

S-3 SEAGRAM CO LTD, 1430 PEEL ST, H3A 1S9, MONTREAL QUEBEC CANA, A8
(514) 849-5271 (FILE 333-62921 - SEP 04) (BR 2)

S-8 V I TECHNOLOGIES INC, 155 DURYEA RD, MELVILLE, NY 11747 (516) 752-7314
- 89,445 (\$1,050,979) COMMON STOCK (FILE 333-62925 - SEP 04) (BR 1)

S-8 V I TECHNOLOGIES INC, 155 DURYEA RD, MELVILLE, NY 11747 (516) 752-7314
- 2,145,690 (\$25,223,608) COMMON STOCK (FILE 333-62927 - SEP 04)
(BR 1)

S-3 I FLOW CORP /CA/, 20202 WINDROW DRIVE, LAKE FOREST, CA 92630
(714) 553-0888 - 1,277,614 (\$1,993,078) COMMON STOCK (FILE 333-62929 -
SEP. 04) (BR 5)

S-3 INTERMEDIA COMMUNICATIONS INC, 3625 QUEEN PALM DR, STE 720, TAMPA, FL
33619 (813) 829-0011 (FILE 333-62931 - SEP 04) (BR 7)

S-8 QUIXOTE CORP, ONE E WACKER DR, STE 3000, CHICAGO, IL 60601
(312) 467-6755 - 385,000 (\$4,788,437 50) COMMON STOCK (FILE 333-62933 -
SEP 04) (BR 2)

S-8 PEOPLES BANCORP INC, 138 PUTNAM ST, P O BOX 738, MARIETTA, OH 45750
(614) 373-3155 - 150,000 (\$4,019,325) COMMON STOCK (FILE 333-62935 -
SEP. 04) (BR 7)

S-3 MTR GAMING GROUP INC, ROUTE 2, PO BOX 356, CHESTER, WV 26034
(304) 387-5712 - 2,182,140 (\$2,726,943 40) COMMON STOCK (FILE 333-62937 -
SEP. 04) (BR 5)

S-3 STAPLES INC, ONE RESEARCH DR, P O BOX 9328, WESTBOROUGH, MA 01581
(508) 370-8500 - 129,045 (\$3,755,210) COMMON STOCK (FILE 333-62939 -
SEP 04) (BR. 2)

S-8 FIRST LIBERTY BANK CORP, 645 WASHINGTON AVE, P O BOX 39, JERMYN, PA
18433 (717) 876-6500 - 40,000 (\$1,439,600) COMMON STOCK (FILE 333-62941 -
SEP 04) (BR 7)

S-3 YAHOO INC, 3420 CENTRAL EXPRESSWAY, SUITE 201, SANTA CLARA, CA 95051
(408) 731-3300 - 270,954 (\$18,357,134) COMMON STOCK (FILE 333-62943 -
SEP 04) (BR 3)

S-4 OPTEL INC, 1111 W MOCKINGBIRD LANE, SUITE 1000, DALLAS, TX 75247
(214) 634-3800 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE
333-62947 - SEP. 04) (BR 7)

S-4 IMPERIAL MERGER CORP, 3009 NW 75TH AVE, MIAMI, FL 33122 (305) 477-7000
- 6,807,961 (\$2,450,866) COMMON STOCK 300,121 (\$1,313,029)
STRAIGHT BONDS 150,000 (\$57,000) WARRANTS, OPTIONS OR RIGHTS. (FILE
333-62949 - SEP 04) (BR 6 - NEW ISSUE)

S-8 ORION CAPITAL CORP, 600 FIFTH AVE, NEW YORK, NY 10020 (860) 674-6600 -
250,000 (\$9,171,875) COMMON STOCK (FILE 333-62951 - SEP 04) (BR 1)

S-3 I LINK INC, 13751 S WADSWORTH PK DR, STE 200, DRAPER, UT 84020
(801) 576-5000 - 7,878,703 (\$22,360,298 10) COMMON STOCK (FILE 333-62953
- SEP. 04) (BR 1)

S-3 ADVANCED TISSUE SCIENCES INC, 10933 N TORREY PINES RD, LA JOLLA, CA
92037 (619) 450-5730 - 7,850,000 (\$15,945,312.50) COMMON STOCK (FILE
333-62955 - SEP 04) (BR. 1)

S-8 BROOKTROUT TECHNOLOGY INC, 410 FIRST AVE, NEEDHAM, MA 02194
(617) 449-4100 - 950,000 (\$10,635,650) COMMON STOCK (FILE 333-62959 -
SEP. 04) (BR 7)

S-3 MBIA INC, 113 KING ST, ARMONK, NY 10504 (914) 273-4545 - 1,191,197
(\$67,600,429 75) COMMON STOCK (FILE 333-62961 - SEP 04) (BR 1)

S-8 ATG INC, 47375 FREMONT BLVD, FREMONT, CA 94538 (510) 490-3008 -
1,854,000 (\$7,786,800) COMMON STOCK (FILE 333-62963 - SEP 04) (BR 6)

S-8 WAL MART STORES INC, 702 SOUTHWEST 8TH ST, BENTONVILLE, AR 72716
(501) 273-4000 - 45,000,000 (\$2,650,781,250) COMMON STOCK (FILE
333-62965 - SEP 04) (BR 2)

S-3 METROPOLITAN EDISON CO, 2800 POTTSVILLE PIKE, MUHLENBERG TOWNSHIP,
BERKS COUNTY, PA 19605 (215) 929-3601 (FILE 333-62967 - SEP 04) (BR 2)

S-3 ANCOR COMMUNICATIONS INC /MN/, 6130 BLUE CIRCLE DR, MINNETONKA, MN 55343
(612) 932-4000 - 16,336,845 (\$19,400,003) COMMON STOCK (FILE 333-62969 -
SEP 04) (BR 3)

S-3 OBJECTIVE COMMUNICATIONS INC, 50 INTERNATIONAL DRIVE, PORTSMOUTH, NH
03801 (603) 334-6700 - 921,242 (\$3,339,502 25) COMMON STOCK. (FILE
333-62971 - SEP 04) (BR 9)

S-3 MAXIM GROUP INC /, 210 TOWNPARK DR, KENNESAW, GA 30144 (770) 590-9369 -
3,450,000 (\$57,582,000) COMMON STOCK (FILE 333-62975 - SEP 04) (BR. 2)

S-8 QUALIX GROUP INC, 1900 S NORFOLK ST, SUITE 224, SAN MATEO, CA 94403
(650) 572-0200 - 480,000 (\$870,000) COMMON STOCK (FILE 333-62981 -
SEP 04) (BR 3)

S-8 RURAL METRO CORP /DE/, 8401 EAST INDIAN SCHOOL RD, SCOTTSDALE, AZ 85251
(602) 944-3886 - 300,000 (\$2,100,000) COMMON STOCK (FILE 333-62983 -
SEP 04) (BR 5)

S-1 PCORDER COM INC, 5000 PLAZA ON THE LAKE, AUSTIN, TX 78746 (512) 684-1100
- \$35,000,000 COMMON STOCK (FILE 333-62985 - SEP. 04) (BR 2 - NEW ISSUE)

S-8 SUN MICROSYSTEMS INC, 901 SAN ANTONIO RD, PALO ALTO, CA 94303
(650) 960-1300 - 567,861 (\$7,972,768 44) COMMON STOCK (FILE 333-62987 -
SEP 04) (BR 3)

S-4 CDRJ INVESTMENTS LUX S A, 10 RUE ANTOINE JAN, L1820 LUXEMBOURG, LUXEMBOURG, (805) 449-3000 - 100,000,000 (\$100,000,000) STRAIGHT BONDS (FILE 333-62989 - SEP. 04) (NEW ISSUE)

S-3 DYCOM INDUSTRIES INC, 4440 PGA BLVD. STE 600, FIRST UNION CENTER, PALM BEACH GARDENS, FL 33410 (561) 627-7171 - 3,450,072 (\$106,305,344) COMMON STOCK. (FILE 333-62991 - SEP 04) (BR 6)

S-8 MANUGISTICS GROUP INC, 2115 E JEFFERSON ST, ROCKVILLE, MD 20852 (301) 984-5000 - 2,737,900 (\$38,843,956 25) COMMON STOCK. (FILE 333-62993 - SEP 04) (BR 3)

S-8 AUTONOMOUS TECHNOLOGIES CORP, 2800 DISCOVERY DRIVE, STE 180, ORLANDO, FL 32826 (407) 384-1600 - 1,200,000 (\$4,575,000) COMMON STOCK (FILE 333-62995 - SEP. 04) (BR 5)

S-4 MID ATLANTIC COMMUNITY BANKGROUP INC, 7171 GEORGE WASHINGTON MEMORIAL HIGHWAY, GLOUCESTER, VA 23061 (804) 693-0628 - 2,000,442 (\$21,877,340) COMMON STOCK (FILE 333-62997 - SEP 04) (BR. 7)

S-4 OCEAN ENERGY INC, 8440 JEFFERSON HIGHWAY, STE 420, BATON ROUGE, LA 70809 (713) 654-9110 - 500,000,000 (\$500,000,000) STRAIGHT BONDS (FILE 333-62999 - SEP 04) (BR. 4)

S-1 SPLITROCK SERVICES INC, 8665 NEW TRAILS DRIVE, SUITE 200, THE WOODLANDS, TX 77381 (281) 465-1200 - 11,000,000 (\$11,000,000) STRAIGHT BONDS 261,000 (\$284,490) WARRANTS, OPTIONS OR RIGHTS 2,642,613 (\$26,426) COMMON STOCK (FILE 333-63001 - SEP 04) (BR 3)

S-1 PRABGITZER INDUSTRIES TRUST I, 1270 SE MONMOUTH CUT OFF ROAD, DALLAS, TX 97338 (503) 623-1000 - 4,600,000 (\$46,000,000) PREFERRED STOCK (FILE 333-63003 - SEP 04) (NEW ISSUE)

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		
ABLE TELCOM HOLDING CORP	FL									X	04/01/98	AMEND
REGIS CONSUMER FUNDING GROUP INC	DE	X		X							09/02/98	
AGL RESOURCES INC	GA				X	X					09/10/98	
AJAY SPORTS INC	DE	X									09/09/98	
AMERICAN DIGITAL COMMUNICATIONS INC	WY				X	X					07/28/98	
AMERICAN FREIGHTWAYS CORP	AR				X						08/31/98	
AMERICAN RESIDENTIAL SERVICES INC	DE		X						X		05/12/98	AMEND

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
AMERIRESOURCE TECHNOLOGIES INC	DE	X									06/08/98	AMEND
AMERON INTERNATIONAL CORP	DE			X							09/01/98	
ANCHOR FINANCIAL CORP	SC			X	X						09/04/98	
ANCHOR HOLDINGS INC	DE	X			X						08/18/98	AMEND
ANDREA ELECTRONICS CORP	NY				X						05/05/98	AMEND
APPLIANCE RECYCLING CENTERS OF AMER ICA INC /MN	MN			X	X						09/09/98	
ARCADIA RECEIVABLES FINANCE CORP	DE			X							09/08/98	
ASSET BACKED SECURITIES CORP	DE			X	X						08/31/98	
ASSOCIATES FIRST CAPITAL CORP	DE			X	X						08/11/98	AMEND
AT&T CAPITAL CORP /DE/	DE			X							09/01/98	
ATLANTA TECHNOLOGY GROUP INC	DE			X							09/30/98	
ATLANTIC DATA SERVICES INC	MA			X	X						09/03/98	
BALLARD MEDICAL PRODUCTS	UT			X							09/30/97	AMEND
BALLARD MEDICAL PRODUCTS	UT			X							09/30/98	AMEND
BEA SYSTEMS INC	DE	X		X							09/10/98	
BIOCHEM INTERNATIONAL INC	DE			X							09/08/98	
BIOCONTROL TECHNOLOGY INC	PA			X							09/02/98	
BIOCONTROL TECHNOLOGY INC	PA			X							09/04/98	
BIOMUNE SYSTEMS INC	NV	X									08/18/98	AMEND
BOSTON SCIENTIFIC CORP	DE			X	X						09/10/98	
CABLETRON SYSTEMS INC	DE			X							09/09/98	
CALENERGY CO INC	DE			X	X	X					09/09/98	
CAPITAL CITY BANK GROUP INC	FL	X									12/31/98	
CAPITAL GAMING INTERNATIONAL INC /N J/	NJ			X							09/10/98	
CAPSTAR BROADCASTING CORP	DE	X			X						08/26/98	
CAPSTAR BROADCASTING PARTNERS INC	DE	X			X						08/26/98	
CAPSTAR COMMUNICATIONS INC	DE	X			X						08/26/98	
CAPSTAR RADIO BROADCASTING PARTNERS INC	DE	X			X						08/26/98	
CAVANAUGHS HOSPITALITY CORP	WA				X						08/12/98	AMEND
CELERITY SOLUTIONS INC	DE	X			X						12/08/97	AMEND
CENEX HARVEST STATES COOPERATIVES	MN				X						06/01/98	AMEND
CHANNELL COMMERCIAL CORP	DE				X						05/01/98	AMEND
CHANNELL COMMERCIAL CORP	DE				X						08/26/98	
CHASE MORTGAGE FINANCE CORP	DE	X			X						08/26/98	
COMMERCIAL MORTGAGE PASS THROUGH CE RT SERIES 1998 GL II	DE			X	X						07/14/98	AMEND
COMMERCIAL MORTGAGE PASS THROUGH CE RTIFICATES SERIES 1998 C1	MO			X	X						08/15/97	
COMMSCOPE INC	DE			X	X						09/09/98	
COMPUTER HORIZONS CORP	NY	X			X						08/04/98	AMEND
CONSOLIDATED MEDICAL MANAGEMENT INC	MT	X									07/10/98	
COOPER COMPANIES INC	DE			X	X						09/03/98	
COORS ADOLPH CO	CO	X									08/14/98	
CORNERSTONE REALTY INCOME TRUST INC	VA				X						06/04/98	AMEND
CORSAIR COMMUNICATIONS INC	DE				X						06/22/98	AMEND
CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES CORP	DE			X	X						08/31/98	
CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES CORP	DE			X	X						08/31/98	
CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES CORP	DE			X	X						08/31/98	
CSX TRADE RECEIVABLES CORP	DE			X	X						08/25/98	
CUMULUS MEDIA INC	IL	X			X						06/02/98	AMEND
CWABS INC	DE			X	X						08/27/98	
CWBS INC	DE			X	X						08/28/98	
CWBS INC	DE			X	X						08/28/98	
CYTOCLONAL PHARMACEUTICS INC /DE	DE			X							06/12/98	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
CYTRX CORP	DE		X					X			05/11/98	AMEND
DATALINK SYSTEMS CORP /CA/	NV			X		X					07/17/97	AMEND
DATALINK SYSTEMS CORP /CA/	NV			X		X					07/17/97	AMEND
DENALI INC	DE							X			06/05/98	AMEND
DIAMOND EQUITIES INC	NV		X					X			06/15/98	AMEND
DYNAMIC MATERIALS CORP	DE							X			09/02/98	
DYNEX CAPITAL INC	VA							X			08/11/98	AMEND
ENGINEERED SUPPORT SYSTEMS INC	MO							X			05/15/98	AMEND
ERP OPERATING LTD PARTNERSHIP	IL				X	X					07/23/98	AMEND
F&M BANCORP	MD				X	X					09/04/98	
FCC NATIONAL BANK						X	X				09/10/98	
FDIC REMIC TRUST 1996-C1	NY	X									08/25/98	
FEDERAL EXPRESS CORP	DE							X			08/27/98	
FEDERAL MOGUL CORP	MI					X					08/18/98	
FINISH LINE INC /DE/	DE				X	X					09/03/98	
FIRST CHICAGO MASTER TRUST II	DE				X	X					09/10/98	
FIRST CONSULTING GROUP INC	DE				X	X					09/10/98	
FIRST MIDWEST BANCORP INC	DE				X	X					09/02/98	
FIRST SAVINGS BANCORP OF LITTLE FAL LS INC	NJ				X	X					09/04/98	
FIRST USA CREDIT CARD MASTER TRUST	DE				X	X					08/27/98	
FIRST USA CREDIT CARD MASTER TRUST	DE				X	X					09/08/98	
FIRSTLINK COMMUNICATIONS INC	OR		X								08/26/98	
FIRSTMERIT CORP	OH				X	X					09/10/98	
FLORAFAX INTERNATIONAL INC	DE		X					X			05/29/98	AMEND
FORD CREDIT AUTO LOAN MASTER TRUST	MI				X	X					08/31/98	
FORD CREDIT AUTO RECEIVABLES TWO L P	DE				X	X					08/31/98	
FORD CREDIT AUTO RECEIVABLES TWO L P	DE				X	X					08/31/98	
FORD CREDIT AUTO RECEIVABLES TWO L P	DE				X	X					08/31/98	
FRANKLIN ELECTRIC CO INC	IN				X						09/09/98	
FRESH N LITE INC					X						09/10/98	
FVC COM INC	DE		X			X					09/10/98	
GE CAPITAL MORTGAGE SERVICES INC	NJ				X	X					08/26/98	
GENESIS HEALTH VENTURES INC /PA	PA		X					X			08/28/98	
GILMAN & CIOCIA INC	DE				X						08/31/98	
GLOBALSTAR LP	DE				X						09/09/98	
GLOBALSTAR TELECOMMUNICATIONS LTD						X					09/09/98	
GRANDEUR INC	NV							X			08/13/98	AMEND
GRANDEUR INC	NV			X		X					09/08/98	
GREAT AMERICAN BANCORP INC	DE	X									09/01/98	
GREAT LAKES AVIATION LTD	IA				X	X					09/10/98	
GREAT LAKES CHEMICAL CORP	DE							X			05/22/98	AMEND
GREATER COMMUNITY BANCORP	NJ	X									09/10/98	
GREEN TREE FINANCIAL CORP	DE							X			09/08/98	
GRIFFIN REAL ESTATE FUND II	MN		X			X					08/26/98	
GROVE PROPERTY TRUST	MD					X					06/11/98	AMEND
HEALTH CARE PROPERTY INVESTORS INC	MD		X								06/17/98	AMEND
HEALTHDESK CORP	CA			X		X					08/12/98	AMEND
HEALTHPLEX INC	DE				X	X					09/08/98	
HEILIG MEYERS CO	VA				X	X					09/09/98	
HORIZON PHARMACIES INC	DE		X			X					08/15/98	
HUBCO INC	NJ				X	X					06/25/98	AMEND
HUNT J B TRANSPORT SERVICES INC	AR				X	X					09/10/98	
IFB HOLDINGS INC	DE		X								08/26/98	
INDIANTOWN COGENERATION FUNDING COR P	DE	X									09/10/98	
INDIANTOWN COGENERATION LP	DE	X									09/10/98	
INDUSTRIAL DISTRIBUTION GROUP INC	DE		X					X			06/05/98	AMEND

NAME OF ISSUER	STATE		8K ITEM NO.									DATE	COMMENT
	CODE		1	2	3	4	5	6	7	8	9		
INTERGROUP CORP	DE						X					08/31/98	
INTERNATIONAL PAPER CO /NEW/	NY						X	X				09/10/98	
INTERNEURON PHARMACEUTICALS INC	DE						X	X				09/03/98	
IRIDIUM CAPITAL CORP	DE						X	X				09/09/98	
IRIDIUM FACILITIES CORP	DE						X	X				09/09/98	
IRIDIUM IP LLC	DE						X	X				09/09/98	
IRIDIUM LLC	DE						X	X				09/09/98	
IRIDIUM OPERATING LLC	DE						X	X				09/09/98	
IRIDIUM ROAMING LLC	DE						X	X				09/09/98	
IRIDIUM WORLD COMMUNICATIONS LTD							X	X				09/09/98	
JACKSONVILLE BANCORP INC	TX						X	X				09/09/98	
JR CONSULTING INC	NV					X		X				09/04/98	
LAMSON & SESSIONS CO	OH						X	X				09/08/98	
LEARNING CO INC	DE		X					X				08/31/98	
LIFERATE SYSTEMS INC	MN						X	X				08/25/98	
LOCAL FINANCIAL CORP /NV	DE						X	X				09/10/98	
LOGANSPOUT FINANCIAL CORP	IN						X	X				09/08/98	
LORAL SPACE & COMMUNICATIONS LTD	DO						X					09/09/98	
MANUFACTURED HOME COMMUNITIES INC	MD		X									06/04/98	AMEND
MARVEL ENTERTAINMENT GROUP INC	DE						X					08/26/98	
MAYTAG CORP	DE			X								09/09/98	
MBNA CORP	MD						X					09/10/98	
MCMORAN OIL & GAS CO /DE/	DE						X					09/01/98	
MECHANICAL TECHNOLOGY INC	NY						X					09/04/98	
MEDIMMUNE INC /DE	DE						X					09/09/98	
MEDIMMUNE INC /DE	DE						X					09/09/98	
MELLON BANK CREDIT CARD MASTER TRUS T							X	X				09/10/98	
MERIDIAN INDUSTRIAL TRUST INC	MD						X	X				09/10/98	
MERITAGE HOSPITALITY GROUP INC /MI/	MI		X					X				08/01/98	
MERRILL LYNCH & CO INC	DE						X					09/08/98	
MERRILL LYNCH MORTGAGE INVESTORS IN C	DE						X	X				08/25/98	
MERRILL LYNCH MORTGAGE INVESTORS IN C	DE						X	X				09/10/98	
METROPOLITAN HEALTH NETWORKS INC	FL							X				09/08/98	
MILLENNIUM ISTECH INC	NV					X	X					09/30/98	
MOLL INDUSTRIES INC	DE		X					X				08/18/98	AMEND
MONACO FINANCE INC	CO						X	X				09/13/98	
MONMOUTH REAL ESTATE INVESTMENT COR P	DE						X					08/26/98	
MONOCACY BANCSHARES INC	MD						X	X				09/04/98	
MORGAN J P COMM MORT FN COR COM MT PS THRU CERT SER 1996-C3	NY		X									08/25/98	
MORGAN J P COMM MORT FN COR COM MT PS THRU CERT SER 1997-C4	NY		X									08/25/98	
MORGAN STANLEY ABS CAPITAL I INC	NY						X	X				09/08/98	
MORTGAGE PASS THROUGH CERTIFICATES SERIES 1998-C6	DE		X									08/15/98	
MORTON INDUSTRIAL GROUP INC	GA		X					X				05/29/98	AMEND
MSR EXPLORATION LTD	DE						X	X				09/01/98	
MYLAN LABORATORIES INC	PA						X					06/30/98	AMEND
NATIONAL WESTERN LIFE INSURANCE CO	CO						X	X				08/28/98	
NETMED INC	OH						X					09/03/98	
NETMED INC	OH						X					09/09/98	
OFFICIAL INFORMATION CO	DE		X					X				09/01/98	
OHIO & SOUTHWESTERN ENERGY CO	CO		X									09/10/98	
PACE HEALTH MANAGEMENT SYSTEMS INC	IA						X	X				09/09/98	
PARTNERRE LTD							X					08/31/98	
PATTERSON ENERGY INC	DE						X					07/30/98	

NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT
	CODE	1	2	3	4	5	6	7	8	9		
UCI MEDICAL AFFILIATES INC	DE								X		05/13/98	AMEND
UNION PLANTERS CORP	TN					X	X				09/08/98	
UNIPHASE CORP /CA/	DE								X		08/25/98	
UNITED MORTGAGE TRUST			X			X					07/31/98	
UNITED SECURITY BANCSHARES INC	AL					X					09/09/98	
USCS INTERNATIONAL INC	DE					X					09/08/98	
VACU DRY CO	CA	X									08/26/98	AMEND
VDI MEDIA	CA							X			06/12/98	AMEND
VISTA BANCORP INC	NJ					X	X				08/21/98	
VOXEL /CA/	CA					X					08/31/98	
WATKINS JOHNSON CO	CA					X					09/08/98	
WELLINGTON PROPERTIES TRUST	MD					X	X				08/31/98	
WEST CO INC	PA		X								09/09/98	
WORLD ACCESS INC	DE					X	X				09/09/98	
X CEED INC	DE					X					04/30/98	AMEND
XCL LTD	DE					X					08/06/98	
3DX TECHNOLOGIES INC	DE					X	X				09/08/98	