

SEC NEWS DIGEST

Issue 97-228

November 26, 1997

COMMISSION ANNOUNCEMENTS

FEE RATE ADVISORY - NOVEMBER 26 UPDATE

We expect that President Clinton will sign the SEC's pending appropriations bill, H.R. 2267, before the continuing resolution expires at midnight tonight, Wednesday, November 26. If signed today, the SEC will implement the new fee rate on filings made pursuant to Section 6(b) of the Securities Act of 1933 on Friday, November 28, 1997. The new fee rate will be \$295 per \$1,000,000 (pro rated for amounts less than \$1,000,000), calculated by multiplying the aggregate offering amount by .000295.

Check our website (<http://www.sec.gov>) on Friday morning for the latest information. Filers and registrants can call the Office of Filings and Information Services, Filer Support Unit at (202) 942-8900 if they have any questions.

Please be reminded that the Securities and Exchange Commission will be closed on Thursday, November 27 for the Thanksgiving holiday. (Press Rel. 97-107)

ENFORCEMENT PROCEEDINGS

COMMISSION DENIES RECONSIDERATION OF OPINION AND ORDER SUSTAINING NASD DISCIPLINARY ACTION AGAINST PRIME INVESTORS, INC., KENNETH WRIGHT, AND MICHAEL JOHNSON

The Commission denied motions for reconsideration filed by Prime Investors, Inc., Kenneth J. Wright, and Michael L. Johnson. The Commission had previously issued an opinion on April 8, 1997 sustaining the disciplinary action of the National Association of Securities Dealers, Inc. (NASD) against Prime, Wright, and Johnson. The NASD had found that Prime and Wright violated Article III, Sections 1, 18, and 19, and Section 30, Appendix A, of the NASD Rules of Fair Practice and that Johnson violated Article III, Sections 1 and 18 of the NASD Rules, in connection with a fraudulent scheme to sell unregistered securities and with numerous securities transactions in cash and margin accounts that violated Federal

Reserve System requirements.

The Commission's order denying the motions for reconsideration states that Prime, Wright, and Johnson, for the most part, merely renewed arguments made previously in their briefs on the merits. The Commission also rejected Prime's argument that the sanctions imposed were excessive or oppressive, reiterating that the sanctions imposed were justified by Prime's egregious misconduct. In addition, the Commission rejected Prime's argument that it was expelled by the NASD in retaliation for Wright's and Johnson's refusal to settle with the NASD. The Commission concluded that Prime offered no evidence of retaliation by the NASD.

The Commission left undisturbed the sanctions ordered by its previous opinion and order, which expelled Prime from membership in the NASD, barred Wright from association with any NASD member firm, barred Johnson from association with any NASD member firm with a right to reapply after two years, fined Prime and Wright jointly and severally \$150,000, and fined Johnson \$50,000. (Rel. 34-39354)

ANTHONY S. BATTAGLIA, JR. BARRED AND ORDERED TO PAY A \$50,000 CIVIL PENALTY

On November 26, the Commission instituted administrative proceedings against Anthony S. Battaglia, Jr. (Battaglia), a former branch office manager in the St. Petersburg, Florida office of PaineWebber, Inc. (PaineWebber). In the Order, the Commission found, among other things, that from June 1994 through September 1995, Battaglia stole \$180,000 from two PaineWebber client accounts, in violation of the antifraud provisions of the federal securities laws. The Order also found that Battaglia failed reasonably to supervise Robert Magnan, a registered representative employed by PaineWebber from January 1991 until October 16, 1992. The Commission previously found, in a settled action, that Magnan had churned customer accounts while employed by PaineWebber. See Exchange Act Rel. No. 34-35565.

Simultaneously with the institution of the proceedings, Battaglia submitted an Offer of Settlement in which he, without admitting or denying the Commission's findings, consented to the entry of an Order pursuant to Sections 15(b)(6), 19(h) and 21C of the Securities Exchange Act of 1934 (Exchange Act). The Order requires Battaglia to cease and desist from committing or causing any violations and any future violation of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder; bars him from association with any broker, dealer, municipal securities dealer, investment adviser or investment company; and orders him to pay a \$50,000 civil monetary penalty. (Rel. No. 34-39360)

SECURITIES AND EXCHANGE COMMISSION v. CHARLES O. HUTTOE, ET AL.

The Commission today announced settlements with Charles O. Huttoe and certain other persons and entities to be named as Relief Defendants in the action previously filed against him. The Commission filed its complaint on an emergency basis in this action

on November 7, 1996, and charged Huttoe, formerly the Chairman of the Board and Chief Executive Officer of Systems of Excellence, Inc. (SOE), with orchestrating what was then an ongoing, massive market manipulation of that company's securities. The complaint alleged that he secretly distributed millions of SOE shares in the names of his family members and corporations, issued false favorable information concerning SOE and its business, and then sold his shares into the inflated market. The Commission has also moved to recover Huttoe's illegal profits from several Relief Defendants -- persons and entities that the Commission has alleged were the beneficiaries of a massive effort by Huttoe to dissipate and secrete those profits before the Commission's complaint was filed.

As part of the settlement, Huttoe, without admitting or denying the allegations made in the Commission's complaint, consented to the entry of a final judgment of permanent injunction prohibiting him from violating Sections 5 and 17(a) of the Securities Act of 1933, Sections 10(b), 13(b)(5), and 16(a) of the Securities Exchange Act of 1934, and Rules 10b-5, 13b2-1, 13b2-2, 16a-2, and 16a-3 thereunder. The Order also permanently bars Huttoe from acting as an officer or director of a public company. The Order requires that Huttoe disgorge \$12,543,770, the total amount of monies or benefits that he derived from the conduct alleged in the complaint, provided that except for surrendering to the Court appointed receiver in this case certain assets described in Huttoe's sworn statement of his financial condition, payment of the disgorgement amount is waived in light of his demonstrated inability to pay based on his sworn representations in his statement of financial condition. The Order also requires Huttoe to cooperate with the Commission and the Court appointed receiver to, among other things, effect the surrender of all the proceeds of the fraud that are held by any other person. As an additional part of the settlement, Huttoe consented to the entry of a Commission Order barring him from association with any broker, dealer, municipal securities dealer, investment adviser or investment company.

As previously announced, on November 13, 1996, Huttoe pled guilty to a two count information charging him with securities fraud and money laundering arising out of his conduct at SOE. On January 31, 1997, he was sentenced to 46 months of imprisonment. He is presently serving that sentence. See LR-15237 (January 31, 1997).

The Commission also announced settlements with Karen Purvis Huttoe (Purvis), who is Huttoe's wife, and Tammy Jo Perkins (Perkins), who is Huttoe's niece. The Commission previously had alleged that Huttoe had issued SOE shares to them as well as to the late Josephine Brooks (Brooks) Huttoe's mother, that those shares were sold during the manipulation and that Purvis, Perkins and Brooks had violated Section 5 of the Securities Act. In light of evidence obtained in discovery in this matter, the Commission requested leave of the Court to amend its complaint to drop the charge that they violated Section 5 of the Securities Act, and instead to name Purvis and Perkins as Relief Defendants. Purvis and Perkins have consented to orders requiring that they disgorge the contents of the brokerage and bank accounts in their names that were used to sell SOE

securities or into which proceeds of those sales were deposited. The Commission also filed a motion with Brooks' counsel's consent requiring that assets held in such accounts in her name be surrendered to the Court appointed receiver. Purvis also agreed to disgorge an additional \$258,650 representing illegal proceeds that she received from Huttoe, provided that payment was waived in light of her demonstrated inability to pay based on her sworn representations in her statement of financial condition.

The Commission also announced developments with regard to several other Relief Defendants. Starlog Franchise Corp., Hope Associates, L.L.C., Michael Michaelson, Raymond J. Markman, Herman Rush, Mark Savel and George Holsten filed consents to the entry of orders requiring them to disgorge a total of \$950,000 that the Commission alleged they received, directly or indirectly, from Huttoe. Finally, the Commission announced that on November 7, 1997, the Court granted its motion for leave to amend its complaint to add Mary Jane Hubbard as a Relief Defendant, granted a preliminary injunction against Hubbard and froze \$531,450 representing funds Hubbard received from Huttoe.

The Commission previously has made several announcements concerning this matter. See LR-15490 (September 12, 1997); LR-15286 (March 12, 1997); LR-15237 (January 31, 1997); LR-15185 (December 12, 1996); LR-15153 (November 7, 1996); and Rel. 34-37791 (October 7, 1996).

The Commission is cooperating with separate investigations in this matter carried on by the United States Attorney's Offices for the District of Nevada and the Eastern District of Virginia, and the Criminal Investigation Division of the Internal Revenue Service. The Commission's investigation in this matter is continuing. [SEC v. Charles O. Huttoe, et al., Civil Action No. 96-02543, GK, D.D.C.] (LR-15571)

HEALTHTECH INTERNATIONAL, INC. CONSENTS TO ENTRY OF INJUNCTION IN FINANCIAL FRAUD ACTION

The Commission announced today that it filed a complaint in federal district court in Manhattan against HealthTech International, Inc. (HealthTech) charging that HealthTech fraudulently overstated its assets in its periodic reports filed with the Commission and disseminated to the public, including a 55% overstatement in its most recently filed public financial statements.

Without admitting or denying the allegations in the complaint, HealthTech consented to the entry of a final judgment permanently enjoining it from violating the antifraud, corporate reporting, and corporate recordkeeping provisions of the federal securities laws. HealthTech also consented to be ordered to correct any misstatements in its last five periodic reports and all press releases issued by HealthTech since September 30, 1995, and to restate its financial statements for its fiscal years ending 1995 and 1996, and its three most recent fiscal quarters. [SEC v. HealthTech International, Inc. 97 Civ. 8766, JSR] (LR-15572)

SEC v. SEAHAWK DEEP OCEAN TECHNOLOGY, INC., JOHN C. MORRIS, GREGORY H. STEMM AND DANIEL S. BAGLEY

The Commission today announced that a Tampa, Florida jury reached a verdict and found John Morris, Gregory Stemm and Daniel Bagley not liable for the securities law violations charged by the Commission. The three are former directors of Seahawk Deep Ocean Technology, Inc., a Florida-based underwater salvage and treasure hunting company. The complaint alleged the three former directors violated the antifraud provisions of the federal securities laws by making materially false and misleading statements and omissions about a shipwreck discovered by Seahawk near the Dry Tortuga islands off the coast of Florida and profited personally by selling Seahawk securities into the market they had artificially inflated. The complaint also alleged that the three former directors had sold Seahawk securities while in possession of material nonpublic information contained in an internal report written by the company archaeologist. [SEC v. Seahawk Deep Ocean Technology, Inc., John C. Morris, Gregory H. Stemm and Daniel S. Bagley, USDC for the Middle District of Florida, Docket Number 94-1249 CIV-T17A] (LR-15573)

INVESTMENT COMPANY ACT RELEASES

WESTERN NATIONAL LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until December 16, 1997 to request a hearing on an application filed by Western National Life Insurance Company and WNL Separate Account A, seeking an order pursuant to Section 26(b) of the Investment Company Act approving the substitution of securities issued by the Salomon Brothers U.S. Government Securities Portfolio of WNL Series Trust for securities issued by BlackRock Managed Bond Portfolio of WNL Series Trust. (Rel. IC-22901 - November 21)

ALLIED CAPITAL CORPORATION, ET AL.

A notice has been issued giving interested persons until December 15, 1997, to request a hearing on an application filed by Allied Capital Corporation, et al. for an order under Sections 6(c), 12(d) (1)(J), 17(b), 57(c), and 57(i) of the Investment Company Act and Rule 17d-1 under the Act, and under Section 12(h) of the Securities Exchange Act of 1934. The order would permit two business development companies (BDCs), a real estate investment trust, and the investment adviser to these entities, to merge into a third BDC. In addition, the order would permit the surviving BDC and its wholly-owned subsidiaries to file reports on a consolidated basis and to engage in certain transactions that would otherwise be permitted if the BDC and its subsidiaries were one company. The order also would permit asset coverage requirements for senior securities issued by the BDC and its BDC subsidiaries to apply on a consolidated basis. Further, the order would permit certain joint transactions between two of the BDC's subsidiaries and two private

venture capital partnerships. The requested order would supersede certain prior orders granted to applicants, effective as of the date of the merger. (Rel. IC-22902 - November 21)

FEDERATED INVESTORS, ET AL.

An order has been issued on an application filed by Federated Investors, et al. under Section 12(d)(1)(J) of the Investment Company Act exempting applicants from Section 12(d)(1) of the Act, and under Sections 6(c) and 17(b) exempting applicants from Section 17(a) of the Act. The order permits certain open-end investment companies to invest a portion of their assets in other open-end investment companies in the same group of investment companies as well as to invest in securities of other issuers. (Rel. IC-22903 - November 21)

TRAVELERS GROUP INC., ET AL. AND SALOMON INC

An order has been issued denying a request for a hearing on applications under Section 6(c) of the Investment Company Act filed by Travelers Group Inc., et al. for an exemption from Section 15(a) of the Act and by Salomon Inc (Salomon) for an exemption from Section 15(f)(1)(A) of the Act, and granting the exemptions requested in the applications. The hearing was requested by Inner City Press/Community on the Move, a community and consumers' membership organization based in New York. With regard to Section 15(a), the order permits the implementation, without shareholder approval, of new investment advisory agreements between Salomon Brothers Asset Management Inc., Salomon Brothers Asset Management Limited, and Salomon Brothers Asset Management Asia Pacific (collectively, the Advisers) and various registered investment companies, for a period of up to 150 days following the consummation of a merger (but in no event later than June 9, 1998). The order also permits the Advisers to receive all fees earned under the new investment advisory agreements following shareholder approval. With regard to Section 15(f)(1)(A) of the Act, the order grants Salomon an exemption from the 75 percent disinterested director requirement of Section 15(f)(1)(A). (Rel. IC-22911 - November 26)

HOLDING COMPANY ACT RELEASES

ALABAMA POWER COMPANY

The Commission has issued a supplemental order authorizing Alabama Power Company, an electric utility subsidiary of The Southern Company, a registered holding company, to issue notes in connection with the issuance of certain bonds by one or more industrial development boards in Alabama, the interest on which may be taxable from time to time. (Rel. 35-26782)

WESTERN RESOURCES, INC.

An order has been issued approving a proposal by Western Resources, Inc. (WRI), a Kansas public-utility holding company exempt under Section 3(a) and Rule 2 from all provisions of the Act except Section 9(a)(2). WRI has been authorized to acquire up to 9.9% of the outstanding common stock of WAI, Inc. (WAI), a newly formed Oklahoma corporation, and shares of WAI's non-voting convertible preferred stock which, when aggregated with the common stock, may amount to as much as 45% of the total capital stock of WAI. WRI will transfer its gas operations to WAI in exchange for the WAI stock. WAI will then merge with ONEOK, Inc., a Delaware corporation which operates as a gas utility company in Oklahoma, with WAI as the surviving corporation, which will be renamed ONEOK, Inc. (Rel. 35-26783)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGES

The American Stock Exchange has filed a proposed rule change (SR-Amex-97-41) under Rule 19b-4 of the Exchange Act to allow the Amex to change the minimum increment for bids and offers in options pursuant to the Exchange Act's Section 19(b)(3)(A) process. Publication of the proposal is expected in the Federal Register during the week of November 24. (Rel. 34-39347)

The Chicago Board Options Exchange has filed a proposed rule change (SR-CBOE-97-49) under Rule 19b-4 of the Exchange Act to allow the CBOE to change the minimum increment for bids and offers in options pursuant to the Exchange Act's Section 19(b)(3)(A) process. Publication of the proposal is expected in the Federal Register during the week of November 24. (Rel. 34-39348)

The National Association of Securities Dealers has filed a proposed rule change (SR-NASD-97-76) under Rule 19b-4 of the Securities Exchange Act of 1934 to amend its requirements relating to clearing agreements. Publication of the proposal is expected in the Federal Register during the week of November 24. (Rel. 34-39349)

DELISTINGS

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Wyle Electronics, Common Stock, No Par Value. (Rel. 34-39351)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration The Caldor Corporation, Common Stock, \$.01 Par Value. (Rel. 34-39352)

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Multicom Publishing, Inc., Common Stock, \$.01 Par Value. (Rel. 34-39353)

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.

- F-6 NATIONAL AUSTRALIA BANK LTD/ADR/, 30 WEST BROADWAY,
C/O MORGAN GUARANTY TRUST CO OF NEW YORK, NEW YORK, NY 10015 (212) 587-6018
- 20,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE
333-7950 - NOV 14) (BR. 99)
- S-8 XILLIX TECHNOLOGIES CORP, 300-13775 COMMERCE PKWY,
RICHMOND, BRITISH COLUMBIA, CANADA, V6V 2V4, A1 - 3,000,000 (\$6,120,000)
FOREIGN COMMON STOCK. (FILE 333-7956 - NOV. 14) (BR. 1)
- F-1 REALAX SOFTWARE AG, AM HARDTWALD 3, 76275 ETTINGEN GERMANY, I8 -
\$7,152,300 FOREIGN COMMON STOCK. \$595,400 WARRANTS, OPTIONS OR RIGHTS.
(FILE 333-7960 - NOV. 13) (BR. 3 - NEW ISSUE)
- F-6 REALAX SOFTWARE AG /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY
10286 (212) 815-2009 - 10,000,000 (\$500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-7962 - NOV. 14) (BR 99
- NEW ISSUE)
- F-9 ABITIBI CONSOLIDATED INC, 800 RENE LEVESQUE BLVD WEST, 18TH FL,
MONTREAL QUEBEC, E6 - 1,000,000,000 (\$1,000,000,000)
FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 333-7970 - NOV. 17) (BR. 4)
- F-3 ROYAL AHOLD, ALBERT HEIJNWEG 1, P O BOX 33, 1500 EA ZAANDAM THE, P7 -
1,250,000,000 (\$1,250,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT (FILE
333-7972 - NOV. 17) (BR. 2)
- F-10 NEWCOURT CREDIT GROUP INC, STE 3500 BCE PLACE, 181 BAY ST P.O.BOX 827,
TORONTO ONTARIO, A6 (416) 594-2400 - 3,850,000 (\$136,675,000)
FOREIGN COMMON STOCK. (FILE 333-7974 - NOV. 17) (BR. 7)
- S-8 BETTING INC, 31310 EAGLEHAVEN CENTER, SUITE 10, RANCHO PALOS VERDES, CA
90275 (310) 377-2803 - 900,000 (\$252,000) COMMON STOCK (FILE 333-7976 -
NOV. 17) (BR. 2)
- F-6 ENERGIS PLC /ADR/, 60 WALL ST, C/O MORGAN GUARANTY TRUST CO OF NY,
NEW YORK, NY 10260 (212) 648-3250 - 6,000,000 (\$330,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK (FILE 333-7978 - NOV. 17) (BR. 99
- NEW ISSUE)
- F-1 SKY NETWORK TELEVISION LTD, 10 PANORAMA ROAD, MT WELLINGTON,
AUCKLAND NEW ZEALAND, Q2 (649) 579-9999 - 64,975,000 (\$97,462,500)
FOREIGN COMMON STOCK. (FILE 333-7986 - NOV. 18) (BR. 3)
- S-8 TETRA TECHNOLOGIES INC, 25025 I-45N, WOODLANDS, TX 77380 (713) 367-1983
- 250,000 (\$6,360,000) COMMON STOCK (FILE 333-40509 - NOV. 19) (BR 4)
- S-3 COEUR D ALENE MINES CORP, 400 COEUR D ALENE MINES BLDG, 505 FRONT AVE,
COEUR D ALENE, ID 83814 (208) 667-3511 - 143,750,000 (\$143,750,000)
CONVERTIBLE DEBENTURES AND NOTES (FILE 333-40513 - NOV. 19) (BR. 4)
- S-4 NATIONSBANK CORP, NATIONSBANK CORPORATE CENTER, 100 N TRYON ST,
CHARLOTTE, NC 28255 (704) 386-5000 - 265,000,000 (\$5,906,694,737)
COMMON STOCK 8,489 (\$212,225) PREFERRED STOCK. (FILE 333-40515 -
NOV. 19) (BR 7)

SB-2 MINISTRY PARTNERS INVESTMENT CORP, 1150 NORTH MAGNOLIA AVENUE,
P.O BOX 61084, ANAHEIM, CA 92803 (714) 229-3619 - 15,000,000
(\$15,000,000) STRAIGHT BONDS. (FILE 333-40517 - NOV. 19) (BR 8)

S-4 BEC GROUP INC, 555 THEODORE FREMD AVE, RYE, NY 10580 (914) 967-9400 -
23,000,000 (\$135,125,000) COMMON STOCK. (FILE 333-40519 - NOV 19)
(BR. 1)

S-8 NEROX ENERGY CORP, 18400 VON KARMAN, STE 600, IRVINE, CA 92715
(909) 981-3217 - 550,000 (\$110,000) COMMON STOCK. (FILE 333-40521 -
NOV 19) (BR 4)

S-8 GRADALL INDUSTRIES INC, 406 MILL AVE SW, NEW PHILADELPHIA, OH 44663
(330) 339-2211 - 515,226 (\$7,921,599.75) COMMON STOCK. (FILE 333-40523 -
NOV 19) (BR. 5)

S-8 IRI INTERNATIONAL CORP, FIRST INTERSTATE BANK PLAZA,
1000 LOUISIANA STE 5900, HOUSTON, TX 77002 (713) 651-8002 - \$72,000,000
COMMON STOCK. (FILE 333-40525 - NOV. 19) (BR. 4)

S-3 FIBERMARK INC, BRUDIES RD, PO BOX 498, BRATTLEBORO, VT 05302
(802) 257-0365 - 1,725,000 (\$34,068,750) COMMON STOCK. (FILE 333-40527 -
NOV. 19) (BR 4)

S-4 AMERICAN DISPOSAL SERVICES INC, 745 MCCLINTOK DR, SUITE 305, BURR RIDGE,
IL 60521 (708) 655-1105 - 1,315,932 (\$42,932,281.50) COMMON STOCK (FILE
333-40529 - NOV. 19) (BR. 4)

S-3 UNIFI INC, 7201 WEST FRIENDLY RD, P O BOX 19109, GREENSBORO, NC 27410
(919) 294-4410 - 561,873 (\$20,859,535.13) COMMON STOCK (FILE 333-40531 -
NOV 19) (BR. 2)

S-8 HORIZON PHARMACIES INC, 275 W PRINCETON DR, PRINCETON, TX 75407
(972) 736-2424 - 246,242 (\$1,477,452) COMMON STOCK. (FILE 333-40533 -
NOV 19) (BR 9)

S-1 HAWK CORP, 200 PUBLIC SQUARE, STE 29-2500, CLEVELAND, OH 44114
(216) 861-3553 - \$105,000,000 COMMON STOCK. (FILE 333-40535 - NOV. 19)
(BR. 5)

S-8 CHS ELECTRONICS INC, 2000 NW 84TH AVE, MIAMI, FL 33122 (305) 716-8273 -
1,174,951 (\$19,585,111) COMMON STOCK. (FILE 333-40537 - NOV 19) (BR. 3)

S-8 LEARNING CO INC, ONE ATHENAEUM ST, CAMBRIDGE, MA 02142 (617) 494-1200 -
394,838 (\$1,537,695) COMMON STOCK (FILE 333-40539 - NOV 19) (BR. 3)

S-8 SUNQUEST INFORMATION SYSTEMS INC, 1407 EISENHOWER BLVD., JOHNSTON, PA
15904 (814) 269-1700 - 2,500,000 (\$23,943,878) COMMON STOCK. (FILE
333-40541 - NOV. 19) (BR 3)

S-3 LEARNING CO INC, ONE ATHENAEUM ST, CAMBRIDGE, MA 02142 (617) 494-1200 -
2,735,081 (\$48,301,530.46) COMMON STOCK. (FILE 333-40543 - NOV 19)
(BR 3)

S-8 CHS ELECTRONICS INC, 2000 NW 84TH AVE, MIAMI, FL 33122 (305) 716-8273 -
1,350,000 (\$19,743,900) COMMON STOCK (FILE 333-40545 - NOV 19) (BR. 3)

S-8 CHS ELECTRONICS INC, 2000 NW 84TH AVE, MIAMI, FL 33122 (305) 716-8273 -
1,650,000 (\$30,026,555) COMMON STOCK (FILE 333-40547 - NOV. 19) (BR. 3)

S-3 LEARNING CO INC, ONE ATHENAEUM ST, CAMBRIDGE, MA 02142 (617) 494-1200 -
4,438,480 (\$78,383,556.80) COMMON STOCK (FILE 333-40549 - NOV 19)
(BR. 3)

S-4 DISCOVERY ZONE INC, 565 TAXTER RD, FIFTH FL, ELMSFORD, NY 10523
(305) 627-2400 - 85,000,000 (\$85,000,000) STRAIGHT BONDS (FILE 333-40551
- NOV 19) (BR. 5)

S-3 ODETICS INC, 1515 S MANCHESTER AVE, ANAHEIM, CA 92802 (714) 774-5000 -
173,859 (\$1,260,477.75) COMMON STOCK. (FILE 333-40555 - NOV. 19) (BR. 3)

S-3 AMX CORP, 11995 FORESTGATE DR, DALLAS, TX 75243 (214) 644-3048 -
1,761,041 (\$11,675,701.83) COMMON STOCK. (FILE 333-40557 - NOV. 19)
(BR. 6)

S-3 FIRSTFED BANCORP INC, 1630 4TH AVE N, BESSEMER, AL 35020 (205) 428-8472
- 250,000 (\$5,360,000) COMMON STOCK. (FILE 333-40559 - NOV. 19) (BR. 7)

S-8 LSB BANCSHARES INC /NC/, P O BOX 867, ONE LSB PLZ, LEXINGTON, NC 27293
(910) 248-6500 - 250,000 (\$6,562,500) COMMON STOCK. (FILE 333-40561 -
NOV. 19) (BR. 7)

S-8 FORT BEND HOLDING CORP, 3400 AVENUE H, ROSENBERG, TX 77471
(713) 342-5571 - 82,230 (\$1,603,485) COMMON STOCK. (FILE 333-40563 -
NOV 19) (BR. 7)

S-8 BURLINGTON RESOURCES INC, 5051 WESTHEIMER, SUITE 1400, HOUSTON, TX 77056
(713) 624-9500 - 100,000 (\$4,640,625) COMMON STOCK. (FILE 333-40565 -
NOV. 19) (BR. 4)

S-8 MEDIA ENTERTAINMENT INC, 8748 QUARTERS LAKE RD, BATON ROUGE, LA 70809
(504) 922-7874 - 44,000 (\$132,000) COMMON STOCK. (FILE 333-40567 -
NOV. 19) (BR. 3)

S-8 HOLOPHANE CORP, 250 EAST BROAD ST, STE 1400, COLUMBUS, OH 43215
(614) 224-3134 - 300,000 (\$7,162,500) COMMON STOCK. (FILE 333-40569 -
NOV. 19) (BR. 6)

S-3 CANANDAIGUA BRANDS INC, 235 NORTH BLOOMFIELD ROAD, CANANDAIGUA, NY 14424
(716) -39-3-41 (FILE 333-40571 - NOV. 19) (BR. 2)

S-8 UNITED STATES SATELLITE BROADCASTING CO INC, 3415 UNIVERSITY AVENUE,
ST PAUL, MN 55114 (612) 645-4500 - 2,150,000 (\$16,662,500) COMMON STOCK.
(FILE 333-40573 - NOV 19) (BR. 3)

S-8 AMERICAN STANDARD COMPANIES INC, ONE CENTENNIAL AVENUE, P O BOX 6820,
PISCATAWAY, NJ 08855 (908) 980-6000 - 1,000,000 (\$38,750,000) COMMON STOCK
(FILE 333-40575 - NOV 19) (BR 6)

S-8 AEHR TEST SYSTEMS, 1667 PLYMOUTH ST, MOUNTAIN VIEW, CA 94043
(415) 691-9400 - 1,603,301 (\$12,424,929.32) COMMON STOCK (FILE 333-40577
- NOV. 19) (BR. 5)

S-2 INDIANA UNITED BANCORP, 201 N BROADWAY, PO BOX 87, GREENSBURG, IN 47240
(812) 663-4711 - 2,127,500 (\$21,275,000) PREFERRED STOCK (FILE 333-40579
- NOV 19) (BR 7)

S-4 ZIONS BANCORPORATION /UT/, ONE SOUTH MAIN STREET, SUITE 1380,
SALT LAKE CITY, UT 84111 (801) 524-4787 - 4,419,995 (\$144,019,111)
COMMON STOCK (FILE 333-40581 - NOV. 19) (BR. 7)

S-3 GLASGAL COMMUNICATIONS INC, 151 VETERANS DR, PEGUANNOCK, NJ 07440
(201) 768-8082 - 3,936,064 (\$19,778,568) COMMON STOCK. (FILE 333-40585 -
NOV 19) (BR 3)

S-4 MCKESSON CORP, ONE POST ST, MCKESSON PLAZA, SAN FRANCISCO, CA 94104
(415) 983-8300 - 16,936,498 (\$1,435,070,056) COMMON STOCK (FILE
333-40587 - NOV 19) (BR 1)

S-8 TIPPERARY CORP, 633 17TH ST STE 1550, DENVER, CO 80202 (303) 293-9379 -
50,000 (\$284,500) COMMON STOCK. (FILE 333-40589 - NOV. 20) (BR 4)

S-8 CRESTAR FINANCIAL CORP, 919 E MAIN ST, PO BOX 26665, RICHMOND, VA 23261
(804) 782-5000 - 5,000,000 (\$242,657,500) COMMON STOCK. (FILE 333-40591 -
NOV 20) (BR 7)

S-1 RADIO SYSTEMS CORP, 5008 NATIOANAL DRIVE, KNOXVILLE, TN 37914
(423) 637-8205 - 2,098,750 (\$25,185,000) COMMON STOCK. (FILE 333-40593 -
NOV 19) (NEW ISSUE)

S-8 LINEAR TECHNOLOGY CORP /CA/, 1630 MCCARTHY BLVD, MILPITAS, CA 95035
(408) 432-1900 - 4,500,000 (\$293,783,125) COMMON STOCK. (FILE 333-40595 -
NOV. 19) (BR. 6)

S-3 ASYST TECHNOLOGIES INC /CA/, 48761 KATO ROAD, FREMONT, CA 94538
 (510) 661-5000 - 1,000,000 (\$27,850,000) COMMON STOCK. (FILE 333-40597 -
 NOV. 19) (BR. 5)

S-3 SAVOIR TECHNOLOGY GROUP INC/DE, 254 E HACIENDA AVENUE, CAMPBELL, CA
 95008 (408) 379-0177 - 4,440,105 (\$44,678,556.56) COMMON STOCK. (FILE
 333-40599 - NOV. 19) (BR. 6)

S-3 NORTHERN BORDER PARTNERS LP, 1400 SMITH ST, C/O ENRON BLDG, HOUSTON, TX
 77002 (713) 853-6161 - \$225,000,000 COMMON STOCK. (FILE 333-40601 -
 NOV 20) (BR. 4)

S-3 FONIX CORP, 1225 EAGLE GATE TOWER, 60 EAST SOUTH TEMPLE STREET,
 SALT LAKE CITY, UT 84111 (801) 328-0161 - 2,252,338 (\$15,593,501)
 COMMON STOCK. (FILE 333-40603 - NOV. 19) (BR. 9)

S-8 COLE NATIONAL CORP /DE/, 5915 LANDERBROOK DR, MAYFIELD HEIGHTS, OH 44124
 (216) 449-4100 - 20,000 (\$689,400) COMMON STOCK. (FILE 333-40605 -
 NOV 20) (BR. 2)

S-8 COLE NATIONAL CORP /DE/, 5915 LANDERBROOK DR, MAYFIELD HEIGHTS, OH 44124
 (216) 449-4100 - 108,000 (\$3,722,760) COMMON STOCK (FILE 333-40607 -
 NOV 20) (BR. 2)

S-8 COLE NATIONAL CORP /DE/, 5915 LANDERBROOK DR, MAYFIELD HEIGHTS, OH 44124
 (216) 449-4100 - 72,000 (\$2,481,840) COMMON STOCK (FILE 333-40609 -
 NOV 20) (BR. 2)

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		
ACR GROUP INC	TX								X		09/09/97	AMEND
ACT NETWORKS INC	DE							X	X		08/11/97	AMEND
ADVANCED COMMUNICATION SYSTEMS INC	DE			X							11/24/97	AMEND
ADVANTA MORTGAGE CONDUIT SERVICES I NC	DE						X	X			11/18/97	
ALPHA BETA TECHNOLOGY INC	MA					X	X				11/18/97	
ALTERNATIVE RESOURCES CORP	DE		X					X			11/07/97	
AMCON DISTRIBUTING CO	DE		X					X			11/10/97	
AMERICAN BANKNOTE CORP	DE					X	X				11/24/97	
AMERICAN INDUSTRIAL PROPERTIES REIT INC	TX		X					X			11/13/97	

NAME OF ISSUER	STATE CODE	8K ITEM NO.										DATE	COMMENT	
		1	2	3	4	5	6	7	8	9				
AMERICAN INTERNATIONAL PETROLEUM CO RP /NV/	NV		X						X				02/25/97	AMEND
ANALYSIS & TECHNOLOGY INC	CT		X						X				11/25/97	
ARCADIA FINANCIAL LTD	MN				X	X							11/05/97	
ARCADIA FINANCIAL LTD	MN				X	X							11/05/97	
ARCADIA FINANCIAL LTD	MN				X	X							11/05/97	
ARDEN REALTY INC	MD								X				10/27/97	AMEND
ARIS CORP/	WA								X				09/13/97	AMEND
ASI SOLUTIONS INC	DE		X						X				11/13/97	
AVALON PROPERTIES INC	MD					X	X						11/07/97	
AVANT CORP	DE								X				07/31/97	AMEND
BA MASTER CREDIT CARD TRUST /									X				10/31/97	
BANK OF AMERICA NATIONAL TRUST & SA VING ASSOCIATION						X	X						11/17/97	
BANK OF AMERICA NATIONAL TRUST & SA VING ASSOCIATION						X	X						11/17/97	
BANK OF AMERICA NATIONAL TRUST & SA VING ASSOCIATION			X	X	X	X	X	X	X	X			11/24/97	
BANKBOSTON MARINE ASSET BACKED TRUS T 1997-1	DE					X	X						11/17/97	
BANKBOSTON RECREATIONAL VEHICLE ASS ET BACKED TRUST 1997-1	DE					X	X						11/17/97	
BEAR STEARNS ASSET BACKED SECURITIE S INC	DE					X	X						11/24/97	
BIG FLOWER HOLDINGS INC/	DE								X				09/18/97	AMEND
BIG FLOWER PRESS HOLDINGS INC /PRED /	DE								X				09/18/97	AMEND
BIOMUNE SYSTEMS INC	NV		X										10/27/97	AMEND
BOSTON PROPERTIES INC	DE				X	X							09/11/97	AMEND
BRADLEY OPERATING L P					X	X							11/20/97	
BRADLEY REAL ESTATE INC	MD				X	X							11/20/97	
CALYPTE BIOMEDICAL CORP	CA								X				10/21/97	
CHASE COMMERCIAL MORTGAGE SECURITIE S CORP	NY					X							11/26/97	
CHEROKEE INC	DE		X		X	X							11/07/97	
CHEVY CHASE AUTO RECEIVABLES TRUST 1995-1	MD					X							10/31/97	
CHEVY CHASE AUTO RECEIVABLES TRUST 1995-2	MD					X							10/31/97	
CHEVY CHASE AUTO RECEIVABLES TRUST 1996-1	MD					X							10/31/97	
CHEVY CHASE AUTO RECEIVABLES TRUST 1996-2	MD					X							10/31/97	
CHEVY CHASE AUTO RECEIVABLES TRUST 1997-1	MD					X							10/31/97	
CHEVY CHASE AUTO RECEIVABLES TRUST 1997-2	MD					X							10/31/97	
CHEVY CHASE AUTO RECEIVABLES TRUST 1997-3	MD					X							10/31/97	
CHEVY CHASE HOME LOAN TRUST 1996-1	MD					X							10/31/97	
CHEVY CHASE HOME LOAN TRUST 1997-1	MD					X							10/31/97	
CHILDROBICS INC	NY		X										11/17/97	AMEND
CKS GROUP INC	DE				X	X							11/07/97	
COMMAND SECURITY CORP	NY								X				11/19/97	
COMMNET CELLULAR INC	CO				X	X							09/18/97	
COOPER COMPANIES INC	DE				X	X							11/20/97	
CRESCENT OPERATING INC	DE					X							09/29/97	AMEND
CRESCENT REAL ESTATE EQUITIES CO	MD				X								09/28/97	AMEND
CYGNUS INC /DE/	DE				X	X							11/25/97	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
HOME PRODUCTS INTERNATIONAL INC	DE	X									12/27/97	
HOSPITALITY PROPERTIES TRUST	MD			X	X						11/21/97	
HOST MARRIOTT CORP/MD	DE		X			X					09/10/97	AMEND
INTEK OFFICE SOLUTIONS INC	DE				X						10/24/97	
INGERSOLL RAND CO	NJ					X					11/24/97	
INTEGRATED HEALTH SERVICES INC	DE		X		X	X					09/25/97	AMEND
INTEGRATED HEALTH SERVICES INC	DE		X				X				10/21/97	AMEND
INTERGRAPH CORP	DE					X					11/17/97	
INTERJET NET CORP	DE		X	X		X	X				08/08/97	AMEND
INTERMEDIA COMMUNICATIONS OF FLORIDA INC	DE					X	X				11/21/97	
INTERNATIONAL MERCANTILE CORP	MO		X	X		X					09/30/97	
IRON MOUNTAIN INC /DE	DE						X				11/25/97	
I2 TECHNOLOGIES INC	DE					X	X				11/21/97	
KELLSTROM INDUSTRIES INC	DE						X				09/10/97	AMEND
KEYSTONE FINANCIAL INC	PA					X					11/21/97	
LAIDLAW ENVIRONMENTAL SERVICES INC	DE					X					11/25/97	
LENNAR CORP	DE		X								11/13/97	
LEXICO ENERGY EXPLORATION INC	DE					X					05/03/97	
LIBERTY CORP	SC		X				X				11/13/97	
LNR PROPERTY CORP	DE		X								11/13/97	
MCAPEE ASSOCIATES INC	DE					X					11/24/97	
MERRILL LYNCH MORTGAGE INVESTORS INC	DE					X	X				11/24/97	
METALS USA INC	DE		X				X				11/25/97	
METRIS MASTER TRUST	DE						X				11/18/97	
METRIS RECEIVABLES INC	DE						X				11/18/97	
METROCALL INC	DE					X	X				11/15/97	
NATIONAL CITY CORP	DE					X	X				11/24/97	
NATIONAL ENERGY GROUP INC	DE					X					08/29/97	AMEND
NATIONAL SEMICONDUCTOR CORP	DE					X					11/24/97	
NATIONAL TECHTEAM INC /DE/	DE							X			11/17/97	
NORTH AMERICAN SCIENTIFIC INC	DE					X					11/13/97	
NORTH BANCSHARES INC	DE		X								11/24/97	
NORTHWEST AIRLINES CORP	DE						X				09/25/97	
NORWEST ASSET SECURITIES CORP	DE					X	X				11/25/97	
PACIFIC GAS & ELECTRIC CO	CA					X					11/24/97	
PALEX INC	DE							X			11/24/97	
PEOPLES BANK CREDIT CARD MASTER TRUST	CT						X				10/31/97	
PERSONNEL MANAGEMENT INC	IN					X					11/20/97	
PG&E CORP	CA					X					11/24/97	
PLATINUM SOFTWARE CORP	DE		X				X				11/14/97	
POWERCERV CORP	FL					X	X				11/24/97	
PRIME MOTOR INNS LTD PARTNERSHIP	DE					X		X			11/24/97	
PRINTRAK INTERNATIONAL INC	DE		X				X				09/09/97	AMEND
PROTECTION ONE ALARM MONITORING INC	DE		X	X			X	X			11/24/97	
PROTECTION ONE INC	DE		X	X			X	X			11/24/97	
RAWLINGS SPORTING GOODS CO INC	DE					X	X				11/25/97	
READERS DIGEST ASSOCIATION INC	DE					X					09/30/97	
RESIDENTIAL ACCREDIT LOANS INC	DE					X	X				11/25/97	
RESIDENTIAL ASSET SECURITIES CORP	DE					X	X				11/24/97	
RESIDENTIAL FUNDING MORTGAGE SECURITIES INC	DE					X	X				11/21/97	
ROBERTS REALTY INVESTORS INC	GA						X				08/26/97	AMEND
ROYAL OAK MINES INC	WA					X					11/18/97	
SALOMON BROTHERS MORTGAGE SECURITIES INC	DE					X	X				11/20/97	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE				X	X					11/20/97	
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE				X	X					11/21/97	
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE				X	X					11/21/97	
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE				X	X					11/21/97	
SAVOIR TECHNOLOGY GROUP INC/DE	DE				X	X					11/21/97	
SC&T INTERNATIONAL INC	AZ			X	X	X					09/17/97	AMEND
SCOTSMAN INDUSTRIES INC	DE						X				11/25/97	
SERVICE EXPERTS INC	DE				X						11/24/97	
SGI INTERNATIONAL	UT			X		X					11/25/97	
SHARED TECHNOLOGIES FAIRCHILD INC	DE				X	X					11/20/97	
SHOPKO STORES INC	MN				X	X					11/20/97	
SIMON DEBARTOLO GROUP INC	MD				X	X					11/24/97	
SLED DOGS CO	CO		X		X	X					10/21/97	
SONAT INC	DE				X	X					11/22/97	
SOS STAFFING SERVICES INC	UT					X					10/01/97	AMEND
SOUTHEAST ACQUISITIONS I L P	DE			X		X					11/20/97	
SOUTHERN SECURITY BANK CORP	DE	X	X	X							11/10/97	
SS&C TECHNOLOGIES INC	DE	X				X	X				11/14/97	
STAR GAS PARTNERS LP	DE		X			X					11/21/97	AMEND
STORAGE USA INC	TN		X			X					11/25/97	AMEND
STRATFORD ACQUISITION CORP	MN					X					11/17/97	
SYNOVUS FINANCIAL CORP	GA				X						11/25/97	
TEARDROP GOLF CO	DE		X			X					11/10/97	
TECHNICLONE CORP/DE/	CA				X	X					11/14/97	
TEL SAVE HOLDINGS INC	DE				X	X					11/20/97	
TENERA INC	DE		X			X					11/14/97	
TMCI ELECTRONICS INC	DE					X					11/12/96	AMEND
TOTAL RENAL CARE HOLDINGS INC	DE				X	X					11/18/97	
TOTAL SYSTEM SERVICES INC	GA				X	X					11/25/97	
TOY BIZ INC	DE				X	X					11/24/97	
TUCSON ELECTRIC POWER CO	AZ				X						11/19/97	
U S RESTAURANT PROPERTIES MASTER L P	DE					X					03/31/97	AMEND
US OFFICE PRODUCTS CO	DE				X	X					11/20/97	
VISCORP	NV			X							11/25/97	AMEND
WARNACO GROUP INC /DE/	DE				X						11/21/97	
WASTE SYSTEMS INTERNATIONAL INC	DE	X									11/25/97	
WATERLINK INC							X				09/12/97	AMEND
WEBSTER FINANCIAL CORP	DE				X	X					10/26/97	
WESTBANK CORP	MA				X	X					11/19/97	
WESTERN RESOURCES INC /KS	KS				X						11/24/97	
WESTPOINT STEVENS REC MAS TR FL RT TRAD REC PAR CE SE 1994-1	NY				X	X					11/18/97	
WORLD FINANCIAL NETWORK NATIONAL BA NK					X	X					11/14/97	
XCELLENET INC /GA/	GA				X	X					11/21/97	
YURIE SYSTEMS INC	DE				X						11/24/97	
ZONAGEN INC	DE				X	X					11/14/97	