

SEC NEWS DIGEST

Issue 97-129

July 7, 1997

COMMISSION ANNOUNCEMENTS

LAWYERS ORGANIZE TO FIGHT "PAY TO PLAY"

On July 3, Chairman Levitt today hailed the actions of The Lawyers Committee to End "Pay-to-Play," formed under the Honorary Chairmanship of Judge William T. Webster.

Chairman Levitt said: "Our nation's lawyers now face the task of ending pay-to-play. Joining these leading lawyers in calling for an end to the practice is a good place to begin. I trust and hope they will heed our call."

The Committee has organized to call upon the American Bar Association and local bar groups across the country to take measures to end the practice known as "pay-to-play." Pay to play by lawyers is the making of political contributions to elected officials of local governments to influence the award of contracts for legal services in connection with the offering of local government debt. (Press Rel. 97-56)

NOTICE BY THE DIVISION OF CORPORATION FINANCE

Due to building renovation of the SEC's home office, staff in some Offices in the Division of Corporation Finance will be moving and unavailable to the public on Friday afternoon, July 11, 1997. If you are unable to reach an individual staff member in the Division, please call the appropriate Office number listed below.

OFFICE	PHONE NUMBER
	(202)
Office of International Corporate Finance	942-2990
Office of Communication and Computers	942-1800
Office of Natural Resources	942-1870
Office of Manufacturing and Construction	942-1950
Office of Banking and Leasing	942-1760
Office of Structured Finance and Real Estate	942-1960
Office of EDGAR Policy	942-2940
Front Office	942-2800
Front Office (accounting matters)	942-2850

ENFORCEMENT PROCEEDINGS

COMMISSION PERMANENTLY BARS BRIAN MCCAHERY, FORMER PRINCIPAL OF BROKER-DEALER, FROM SECURITIES INDUSTRY

Brian J. McCahery, a former principal of U.S. Equity Management Corp., a now defunct broker-dealer, settled public administrative proceedings instituted by the Commission. Prior to its demise, U.S. Equity Management held special rights to trade a proprietary account on the American Stock Exchange. The administrative proceedings were instituted on January 16, 1997 pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934 and Section 14(b) of the Securities Investor Protection Act of 1970.

McCahery consented to the entry of an Order Making Findings and Imposing Remedial Sanctions which bars him from association with any broker, dealer, investment company, investment adviser or municipal securities dealer and makes findings that, from August 1993 through May 1995, McCahery stole approximately \$3 million from the customers of U.S. Equity Management thereby causing the financial collapse of the broker-dealer and requiring the appointment of a trustee for the liquidation of U.S. Equity Management's business. The Order further finds that, as a result of the foregoing, on December 21, 1995, McCahery pled guilty to one count of wire fraud and, on May 3, 1996, McCahery was sentenced to three years in prison and ordered to pay restitution. (Rel. 34-38814; SIPA Rel. 164)

CIVIL ACTION AGAINST MICHAEL ANGELOS, ET AL.

On July 7, a final judgment of permanent injunction and other relief against defendant G. Gregory Russell was entered in the United States District Court for the District of Maryland. Russell agreed to settle the action, without admitting or denying the allegations of the Commission's complaint, by consenting to a permanent injunction enjoining him from violating Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. In addition, the final judgment orders Russell to pay a civil penalty of \$36,650.

On March 20, 1996, the Securities and Exchange Commission filed an insider trading action against Russell and Michael P. Angelos, two former officers of the Maryland Port Administration. The complaint alleged improper tipping and trading in the securities of Baltimore Bancorp shortly before a January 13, 1994 announcement that Baltimore Bancorp was discussing a possible business combination with several financial institutions.

Simultaneous with the filing of the action, defendant Michael P. Angelos agreed to a settlement of the action against him. [SEC v. Michael P. Angelos and G. Gregory Russell, Civil Action No. B96-839, D. Md., March 20, 1996] (LR-15404)

DATE CORRECTION

In an article in the July 3 issue of the Digest titled "PRELIMINARY INJUNCTION GRANTED AGAINST RECIDIVIST SECURITIES VIOLATOR", the first sentence of the second paragraph stated the Commission has alleged that APC and Rocket fraudulently offered and sold securities in the form of \$5,000 corporate notes, to at least 100 individuals since December 1997. The correct date is December 1996.

INVESTMENT COMPANY ACT RELEASES

RESERVE INVESTMENT FUNDS, INC., ET AL.

A notice has been issued giving interested persons until July 28 to request a hearing on an application filed by Reserve Investment Fund, Inc., et al. for an order under Section 12(d)(1)(J) of the Investment Company Act exempting applicants from Sections 12(d)(1)(A) and (B) of the Act, under Section 6(c) of the Act exempting applicants from Rule 2a-7(c)(4)(i) and (ii) under the Act, under Sections 6(c) and 17(b) of the Act exempting applicants from Section 17(a) of the Act, and under Rule 17d-1 under the Act to permit certain transactions in accordance with Section 17(d) of the Act and Rule 17d-1 thereunder. The order would permit certain investment companies to purchase shares of affiliated investment companies for cash management purposes and permit the investment companies to engage in certain transactions with each other. The order also would amend a condition of a prior order. (Rel. IC-22732 - July 2)

QUALIVEST FUNDS, ET AL.

A notice has been issued giving interested persons until July 28 to request a hearing on an application filed by Qualivest Funds on behalf of its separate investment portfolios (Funds), Qualivest Capital Management, Inc. (Adviser), and First Bank National Association (New Adviser) for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a). Applicants request an order to permit the implementation, without shareholder approval, of interim advisory agreements between the Funds and New Adviser for a period commencing on the date the merger of the parent companies of Adviser and New Adviser is consummated (but in no event later than September 30, 1997) and continuing for a period of up to the earlier of 120 days or the date the interim advisory agreements are approved or disapproved by shareholders of the Funds. The order also would permit New Adviser to receive, following shareholder approval of the related interim advisory agreement, all fees earned during the interim period. (Rel. IC-22733 - July 2)

THE CASCADES TRUST, ET AL.

A notice has been issued giving interested persons until July 28 to request a hearing on an application filed by The Cascades Trust on behalf of its series, The Tax-Free Trust of Oregon (Fund), Qualivest Capital Management, Inc. (Adviser), and First Bank National Association (New Adviser) for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a). Applicants request an order to permit the implementation, without shareholder approval, of an interim advisory agreement between the Fund and New Adviser for a period commencing on the date the merger of the parent companies of Adviser and New Adviser is consummated (but in no event later than September 30, 1997) and continuing for a period of up to the earlier of 120 days or the date the interim advisory agreement is approved or disapproved by shareholders of the Fund. The order also would permit New Adviser to receive, subject to shareholder approval of the interim advisory agreement, all fees earned during the interim period. (Rel. IC-22734 - July 2)

HOLDING COMPANY ACT RELEASES

UNITIL CORPORATION

An order has been issued authorizing Unitil Corporation, a registered holding company, to guarantee a Note and Note Purchase Agreement of its subsidiary company, Unitil Realty, in amounts of up to \$12 million. (Rel. 35-26739)

THE SOUTHERN COMPANY, ET AL.

An order has been issued on a proposal by The Southern Company (Southern), a registered holding company, its nonutility subsidiaries SEI Holdings, Inc. (Holdings), Mobile Energy Services Holdings, Inc. (Mobile), Southern Energy, Inc., Southern Energy International, Inc., Southern Energy North America, Inc., and SEI Europe, Inc. Holdings and each current and future subsidiary of Holdings have been authorized to pay dividends out of capital or unearned surplus, through June 30, 2000, to the extent permitted by applicable law. The Commission reserved jurisdiction over such payments by any subsidiary that derives any part of its revenue from sales of goods, services, electricity or natural gas to any of Southern's domestic electric utility subsidiaries or to Southern Company Services, Inc. In addition, authority granted earlier to Mobile and Holdings to consummate certain transactions relating to the issuance by Mobile of preferred stock to Southern has been extended through June 30, 1998. (Rel. 35-26738)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGES

The Philadelphia Stock Exchange filed a proposed rule change (SR-PHLX-97-25) to eliminate the enhanced parity split for the specialist in the 3D German mark foreign currency options. Publication of the proposal is expected in the Federal Register during the week of July 7. (Rel. 34-38808)

The Philadelphia Stock Exchange filed a proposed rule change (SR-PHLX-97-31) relating to amendments to its certificate of incorporation and by-laws. Publication of the proposal is expected in the Federal Register during the week of July 7. (Rel. 34-38809)

APPLICATION FOR CLEARING AGENCY REGISTRATION

The Emerging Markets Clearing Corporation has filed an application for clearing agency registration (File No. 600-30). Publication of the notice is expected in the Federal Register during the week of July 7. (Rel. 34-38810; IS-1090)

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>.

- S-3 COMMUNITY MEDICAL TRANSPORT INC, 45 MORRIS ST, YONKERS, NY 10705
(914) 963-6666 - 244,804 (\$746,652 20) COMMON STOCK (FILE 333-30301 - JUN 27) (BR 9)
- S-4 HUNTINGTON BANCSHARES INC/MD, HUNTINGTON CTR, 41 S HIGH ST HC0632, COLUMBUS, OH 43287 (614) 480-8300 - 34,000,000 (\$847,431,148) COMMON STOCK (FILE 333-30313 - JUN 27) (BR 7)
- S-3 MASON DIXON CAPITAL TRUST, 45 W MAIN STREET, C/O MASON DIXON BANCSHARES INC, WESTMINSTER, MD 21157 (410) 857-3400 - 800,000 (\$21,000,000) COMMON STOCK (FILE 333-30315 - JUN 27) (BR 7 - NEW ISSUE)
- S-4 REPUBLIC BANCSHARES INC, 111 SECOND AVE NE, STE 300, ST PETERSBURG, FL 33701 (813) 823-7300 - 1,754,305 (\$29,489,867 10) COMMON STOCK (FILE 333-30317 - JUN 27) (BR 7)
- S-8 PARTS SOURCE INC, 1751 S MISSOURI AVE, CLEARWATER, FL 34616 (813) 588-0377 - 300,000 (\$2,925,000) COMMON STOCK (FILE 333-30319 - JUN 30) (BR 9)

S-8 NEOTHERAPEUTICS INC, 157 TECHNOLOGY DR, STE J-821, IRVINE, CA 92618
(714) 832-4902 - 346,772 (\$5,244,927) COMMON STOCK (FILE 333-30321 - JUN 30) (BR 9)

S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 295,
ONE PARKVIEW PLAZA UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,
IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST (FILE
333-30323 - JUN 30) (BR 18 - NEW ISSUE)

S-8 RYAN BECK & CO INC, 80 MAIN ST, WEST ORANGE, NJ 07052 (201) 325-3000 -
450,000 (\$2,193,750) COMMON STOCK (FILE 333-30325 - JUN 30) (BR 8)

S-8 CNF TRANSPORTATION INC, 3240 HILLVIEW AVE, PALO A LTO, CA 94304
(415) 494-2900 - 2,200,000 (\$77,000,000) COMMON STOCK (FILE 333-30327 - JUN 30) (BR 5)

S-8 SCHERING PLOUGH CORP, ONE GIRALDA FARMS, MADISON, NJ 07940
(201) 822-7000 - 36,000,000 (\$1,744,920,000) COMMON STOCK (FILE
333-30331 - JUN 30) (BR 1)

S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 296,
ONE PARKVIEW PLAZA UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,
IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST (FILE
333-30333 - JUN 30) (BR 18 - NEW ISSUE)

S-6 INSURED MUNICIPALS INCOME TRUST 222ND INSURED MULTI SERIES,
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,
IL 60181 (NUL) L - - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST (FILE
333-30337 - JUN 30) (NEW ISSUE)

S-3 HCC INSURANCE HOLDINGS INC/DE/, 13403 NORTHWEST FRWY, HOUSTON, TX 77040
(713) 690-7300 - 715,625 (\$19,277,148) COMMON STOCK (FILE 333-30339 - JUN 30) (BR 1)

S-6 INSURED MUNICIPALS INCOME TRUST 223RD INSURED MULTI SERIES,
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,
IL 60181 (NUL) L - - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST (FILE
333-30341 - JUN 30) (BR 18 - NEW ISSUE)

S-3 HIGHLANDS INSURANCE GROUP INC, 10370 RICHMOND AVE, HOUSTON, TX 77042
(713) 952-9555 - 1,656,780 (\$33,135,600) COMMON STOCK (FILE 333-30343 - JUN 30) (BR 1)

S-8 NEOTHERAPEUTICS INC, 157 TECHNOLOGY DR, STE J-821, IRVINE, CA 92618
(714) 832-4902 - 500,000 (\$7,562,500) COMMON STOCK (FILE 333-30345 - JUN 30) (BR 9)

S-6 INSURED MUNICIPALS INCOME TRUST 221ST INSURED MULTI SERIES,
ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE,
IL 60181 (NUL) L - - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST (FILE
333-30347 - JUN 30) (BR 18 - NEW ISSUE)

S-4 OAK HILL FINANCIAL INC, 14621 STATE RTE 93, JACKSON, OH 45640
(614) 286-3283 - 792,625 (\$7,466,528) COMMON STOCK (FILE 333-30349 - JUN 30) (BR 7)

S-3 AMERTRANZ WORLDWIDE HOLDING CORP, 2001 MARCUS AVENUE, LAKE SUCCESS, NY
11042 - 5,875,000 (\$9,914,063) COMMON STOCK 1,516,250 (\$379,063)
WARRANTS, OPTIONS OR RIGHTS 3,290,000 (\$5,551,875) COMMON STOCK (FILE
333-30351 - JUN 30) (BR 5)

S-4 BROOKLYN UNION GAS CO, ONE METROTEC CENTER, BROOKLYN, NY 11201
(718) 403-2000 - 173,048,739 (\$4,468,118,441) COMMON STOCK 14,520,000
(\$379,407,600) PREFERRED STOCK (FILE 333-30353 - JUN. 30) (BR 4)

S-3 SCHERING PLOUGH CORP, ONE GIRALDA FARMS, MADISON, NJ 07940
(201) 822-7000 - 5,000,000 (\$242,350,000) COMMON STOCK (FILE 333-30355 - JUN 30) (BR 1)

S-8 FORENSIC TECHNOLOGIES INTERNATIONAL CORP, 2021 RESEARCH DR, ANNAPOLIS,
MD 21401 (410) 224-8770 - 1,000,000 (\$7,250,000) COMMON STOCK (FILE
333-30357 - JUN 30) (BR 7)

S-8 SYMBOLLON CORP, 122 BOSTON POST RD, SUDBURY, MA 01776 (508) 443-0165 -
400,000 (\$664,000) COMMON STOCK (FILE 333-30359 - JUN 30) (BR 1)

SB-2 RODI POWER SYSTEMS INC, PO BOX 769, MAPLE VALLEY, WA 98038
(253) 850-1490 - 15,000,000 (\$45,000,000) COMMON STOCK 100,000 (\$1,000)
WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$500,000) COMMON STOCK (FILE
333-30361 - JUN 30)

S-8 TRACOR INC /DE, 6500 TRACOR LANE, AUSTIN, TX 78725 (512) 929-4680 -
500,000 (\$500,000) COMMON STOCK (FILE 333-30363 - JUN 30) (BR 5)

S-8 SHAMAN PHARMACEUTICALS INC, 213 E GRAND AVE SO, SAN FRANCISCO, CA 94080
(415) 952-7070 - 700,000 (\$3,948,000) COMMON STOCK (FILE 333-30365 -
JUN. 30) (BR. 1)

S-8 AVID TECHNOLOGY INC, METROPOLITAN TECHNOLOGY PARK, ONE PARK WEST,
TEWKSBURY, MA 01876 (508) 640-6789 - 1,000,000 (\$25,812,500) COMMON STOCK
(FILE 333-30367 - JUN 30) (BR 5)

S-8 CAPITAL FACTORS HOLDINGS INC, 1799 W OAKLAND PK BLVD, FORT LAUDERDALE,
FL 33311 (305) 730-2900 - 1,300,000 (\$16,882,259) COMMON STOCK (FILE
333-30369 - JUN 30) (BR 7)

S-8 PAYLESS SHOESOURCE INC, 3231 E 6TH ST, TOPEKA, KS 66607 (913) 233-5171
- 2,000,000 (\$106,937,500) COMMON STOCK (FILE 333-30371 - JUN 30)
(BR 2)

S-8 HBO & CO, 301 PERIMETER CTR N, ATLANTA, GA 30346 (770) 360-00 -
502,741 (\$13,946,639) COMMON STOCK (FILE 333-30373 - JUN 30) (BR 3)

S-8 ADTRAN INC, 901 EXPLORER BLVD, HUNTSVILLE, AL 35806 (205) 971-8000 -
70,103 (\$1,699,997 75) COMMON STOCK (FILE 333-30375 - JUN 30) (BR 3)

S-8 BGS SYSTEMS INC, 1592 COUNTY RD, BARINGTON, MA 01230 (413) 229-0393 -
150,000 (\$4,125,000) COMMON STOCK (FILE 333-30377 - JUN 30) (BR 3)

S-8 BGS SYSTEMS INC, 1592 COUNTY RD, BARINGTON, MA 01230 (413) 229-0393 -
250,000 (\$6,875,000) COMMON STOCK (FILE 333-30379 - JUN 30) (BR 3)

S-8 BGS SYSTEMS INC, 1592 COUNTY RD, BARINGTON, MA 01230 (413) 229-0393 -
50,000 (\$1,375,000) COMMON STOCK (FILE 333-30381 - JUN 30) (BR 3)

S-3 REPLIGEN CORP, 117 FOURTH AVE, NEEDHAM, MA 02194 (617) 449-9560 -
642,847 (\$732,846) COMMON STOCK (FILE 333-30383 - JUN 30) (BR 1)

S-8 SUGEN INC, 351 GALVESTON DR, REDWOOD CITY, CA 94063 (415) 306-7700 -
650,000 (\$7,747,264) COMMON STOCK (FILE 333-30385 - JUN 30) (BR 1)

S-8 ROOSEVELT FINANCIAL GROUP INC, 900 ROOSEVELT PKWY, CHESTERFIELD, MO
63017 (314) 532-6200 - 100,000 (\$2,300,000) COMMON STOCK (FILE 333-30387
- JUN 30) (BR 7)

S-8 VIEW TECH INC, 950 FLYNN RD, STE F, CAMARILLO, CA 93012 (805) 482-8277
- 750,000 (\$2,718,750) COMMON STOCK (FILE 333-30389 - JUN 30) (BR 9)

S-8 CLEVELAND CLIFFS INC, 1100 SUPERIOR AVE 18TH FLR, CLEVELAND, OH 44114
(216) 694-5700 - 555,000 (\$22,444,200) COMMON STOCK (FILE 333-30391 -
JUN 30) (BR 4)

S-8 CALENERGY CO INC, 302 S 36TH ST, STE 400, OMAHA, NE 68131 (402) 341-4500
- 3,089,165 (\$125,497,328) COMMON STOCK (FILE 333-30395 - JUN 30)
(BR 4)

S-8 FOOD COURT ENTERTAINMENT NETWORK INC, 34 12 36TH STREET, ASTORIA, NY
11106 (718) 937-5757 - 100,000 (\$144,000) COMMON STOCK (FILE 333-30397 -
JUN 30) (BR 9)

S-3 SOFTECH INC, 3260 EAGLE PARK DRIVE N E, GRAND RAPIDS, MI 49505
(616) 957-2330 - 655,000 (\$1,494,055) COMMON STOCK (FILE 333-30399 -
JUN 30) (BR 3)

S-8 PEROT SYSTEMS CORP, 12377 MERIT DRIVE, SUITE #1100, DALLAS, TX 75251
(703) 709-3000 - 30,000,000 (\$69,693,124) COMMON STOCK (FILE 333-30401 -
JUN 30) (BR 7)

S-8 AWARD SOFTWARE INTERNATIONAL INC, 777 E MIDDLEFIELD RD, MOUNTAIN VIEW,
CA 94043 (415) 968-4433 - 268,446 (\$2,902,573) COMMON STOCK (FILE
333-30403 - JUN 30) (BR 3)

S-8 ENDOCARE INC, 18 TECHNOLOGY DR, STE 134, IRVINE, CA 92718 (714) 450-1410
- 2,400,000 (\$8,544,000) COMMON STOCK (FILE 333-30405 - JUN 30) (BR 1)

S-8 AWARD SOFTWARE INTERNATIONAL INC, 777 E MIDDLEFIELD RD, MOUNTAIN VIEW,
CA 94043 (415) 968-4433 - 700,000 (\$7,568,750) COMMON STOCK (FILE
333-30411 - JUN 30) (BR 3)

S-8 BANC ONE CORP /OH/, 100 E BROAD ST, COLUMBUS, OH 43271 (614) 248-5944 -
25,000 (\$1,199,250) COMMON STOCK (FILE 333-30419 - JUN 30) (BR 7)

S-8 BANC ONE CORP /OH/, 100 E BROAD ST, COLUMBUS, OH 43271 (614) 248-5944 -
11,307,395 (\$542,415,739) COMMON STOCK (FILE 333-30421 - JUN 30)
(BR 7)

S-4 GAYLORD CONTAINER CORP /DE/, 500 LAKE COOK RD STE 400, DEERFIELD, IL
60015 (708) 405-5500 - 225,000,000 (\$225,000,000) STRAIGHT BONDS (FILE
333-30423 - JUN 30) (BR 4)

S-8 PHYSICIAN SALES & SERVICE INC /FL/, 4345 SOUTHPOINT BLVD, STE 250,
JACKSONVILLE, FL 32216 (904) 296-1406 - 1,000,000 (\$1,000,000)
OTHER SECURITIES INCLUDING VOTING TRUST (FILE 333-30427 - JUN 30)
(BR 1)

S-8 BANC ONE CORP /OH/, 100 E BROAD ST, COLUMBUS, OH 43271 (614) 248-5944 -
150,000 (\$7,195,500) COMMON STOCK (FILE 333-30429 - JUN 30) (BR 7)

S-8 STRAYER EDUCATION INC, 1025 15TH STREET NW, WASHINGTON, DC 20005
(202) 408-2400 - 1,000,000 (\$18,122,595) COMMON STOCK (FILE 333-30431 -
JUN 30) (BR 7)

S-8 JACKSON HEWITT INC, 4575 BONNEY RD, VIRGINIA BEACH, VA 23462
(804) -42-3-33 - 500,000 (\$5,220,000) COMMON STOCK (FILE 333-30433 -
JUN 30) (BR 4)

S-8 SHARED TECHNOLOGIES FAIRCHILD INC, 100 GREAT MEADOW RD, STE 104,
WETHERSFIELD, CT 06109 (860) 258-2400 - 2,250,000 (\$11,368,530)
COMMON STOCK (FILE 333-30435 - JUN 30) (BR 3)

S-8 FACTORY CARD OUTLET CORP, 745 BIRGINAL DRIVE, BENSENVILLE, IL 60106
(630) 238-0010 - 25,000 (\$146,875) COMMON STOCK (FILE 333-30437 -
JUN 30) (BR 2)

S-1 JACKSON HEWITT INC, 4575 BONNEY RD, VIRGINIA BEACH, VA 23462
(804) -42-3-33 - 1,130,790 (\$12,868,390) COMMON STOCK (FILE 333-30439 -
JUN 30) (BR 4)

S-8 COMMUNITY BANCSHARES INC /DE/, MAIN ST P O BOX 1000, BLOUNTSVILLE, AL
35031 (205) 429-1000 - 135,000 (\$2,700,000) COMMON STOCK (FILE 333-30441
- JUN 30) (BR 7)

S-8 ACCUSTAFF INC, 6440 ATLANTIC BLVD, JACKSONVILLE, FL 32211 (904) 725-5574
- 50,000 (\$1,115,625) COMMON STOCK (FILE 333-30445 - JUN 30) (BR 7)

S-8 UNIVERSAL OUTDOOR HOLDINGS INC, 321 N CLARK ST SUITE 1010, CHICAGO, IL
60610 (312) 431-0822 - 500,000 (\$16,750,000) COMMON STOCK (FILE
333-30447 - JUN 30) (BR 2)

S-4 QWEST COMMUNICATIONS INTERNATIONAL INC, 555 17TH ST STE 1000, DENVER, CO
80202 (303) 291-1400 - 250,000,000 (\$256,419,271) STRAIGHT BONDS (FILE
333-30449 - JUN 30) (BR 3)

S-8 ACTIVE VOICE CORP, 2901 THIRD AVE, STE 500, SEATTLE, WA 98121
(206) 441-4700 - 100,000 (\$1,256,250) COMMON STOCK (FILE 333-30451 -
JUN 30) (BR 3)

S-3 MAGNUM HUNTER RESOURCES INC, 600 EAST LAS COLINAS BLVD, STE 1200,
 IRRVING, TX 75039 (972) 401-0752 - 227,300 (\$1,378,006 25) COMMON STOCK
 (FILE 333-30453 - JUN 30) (BR 4)

S-4 WESTINGHOUSE ELECTRIC CORP, WESTINGHOUSE BLDG, 11 STANWIX STREET,
 PITTSBURGH, PA 15222 (412) 244-2300 - \$1,550,000,000 COMMON STOCK (FILE
 333-30455 - JUN 30) (BR 3)

S-8 INTEGRATED PACKAGING ASSEMBLY CORP, 2221 OLD OAKLAND RD, SAN JOSE, CA
 95131 - 500,000 (\$1,687,500) COMMON STOCK (FILE 333-30457 - JUN 30)
 (BR 9)

S-8 HEWLETT PACKARD CO, 3000 HANOVER ST, PALO ALTO, CA 94304 (415) 857-1501
 - 3,364,679 (\$106,964,179 59) COMMON STOCK (FILE 333-30459 - JUL 01)
 (BR 3)

F-3 SKF INC, HORNSGATEN 1 S-415 50, GOTEBOG SWEDEN, V7 ----- (212) 559-2107
 - 200,000,000 (\$200,000,000) CONVERTIBLE DEBENTURES AND NOTES (FILE
 333-7084 - JUN 18) (BR 6)

S-3 ARCHER DANIELS MIDLAND CO, 4666 FARIES PKWY, DECATUR, IL 62526
 (217) 424-5200 - 500,000,000 (\$500,000,000) STRAIGHT BONDS (FILE
 333-30137 - JUN 26) (BR 2)

S-8 FRANCHISE FINANCE CORP OF AMERICA, 17207 NORTH PERIMETER DR, SCOTTSDALE,
 AZ 85255 (602) 585-4500 - 50,000 (\$1,278,125) COMMON STOCK (FILE
 333-30139 - JUN 26) (BR 8)

S-8 INFODATA SYSTEMS INC, 12150 MONUMENT DR STE 400, FAIRFAX, VA 22033
 (703) 934-5205 - 200,000 (\$1,512,500) COMMON STOCK (FILE 333-30143 -
 JUN 27) (BR 3)

S-8 MEDPARTNERS INC, 3000 GALLERIA TOWER, STE 1000, BIRMINGHAM, AL 35244
 (205) 733-8996 - 2,668,651 (\$39,128,176 55) COMMON STOCK (FILE 333-30145
 - JUN 27) (BR 1)

S-8 CAROLINA FIRST BANCSHARES INC, 402 E MAIN ST, P O BOX 657, LINCOLNTON,
 NC 28093 (704) 732-2222 - 100,000 (\$250,000) COMMON STOCK (FILE
 333-30147 - JUN 27) (BR 7)

S-3 CONCEPTUS INC, 1021 HOWARD AVE, SAN CARLOS, CA 94070 (415) 802-7240 -
 52,352 (\$546,554 88) COMMON STOCK (FILE 333-30149 - JUN 27) (BR 1)

S-8 LIBERTY CORP, P O BOX 789, 2000 WADE HAMPTON BLVD, GREENVILLE, SC 29615
 (803) 268-8283 - 1,500,000 (\$60,281,250) COMMON STOCK (FILE 333-30151 -
 JUN 27) (BR 1)

S-8 GENICOM CORP, 14800 CONFERENCE CNTR DR, STE 400 WESTFIELDS, CHANTILLY,
 VA 22021 (703) 802-9200 - 300,000 (\$1,818,750) COMMON STOCK (FILE
 333-30153 - JUN 27) (BR 3)

S-8 COACH USA INC, ONE RIVERWAY, STE 600, HOUSTON, TX 77056 (888) 262-2487
 - 250,000 (\$6,468,750) COMMON STOCK. (FILE 333-30155 - JUN 27) (BR 5)

S-8 COACH USA INC, ONE RIVERWAY, STE 600, HOUSTON, TX 77056 (888) 262-2487
 - 2,911,000 (\$75,322,125) COMMON STOCK (FILE 333-30157 - JUN 27)
 (BR 5)

S-8 GORMAN RUPP CO, 305 BOWMAN ST, PO BOX 1217, MANSFIELD, OH 44901
 (419) 755-1011 - 50,000 (\$910,937 50) COMMON STOCK (FILE 333-30159 -
 JUN 27) (BR 5)

S-8 BOSTON TECHNOLOGY INC, 100 QUANNAPOWITT PKWY, WAKEFIELD, MA 01880
 (617) 246-9000 - 2,000,000 (\$60,500,000) COMMON STOCK (FILE 333-30161 -
 JUN 27) (BR 3)

S-8 BOSTON TECHNOLOGY INC, 100 QUANNAPOWITT PKWY, WAKEFIELD, MA 01880
 (617) 246-9000 - 200,000 (\$6,050,000) COMMON STOCK (FILE 333-30163 -
 JUN 27) (BR 3)

S-8 BOSTON TECHNOLOGY INC, 100 QUANNAPOWITT PKWY, WAKEFIELD, MA 01880
 (617) 246-9000 - 120,000 (\$3,630,000) COMMON STOCK (FILE 333-30165 -
 JUN 27) (BR 3)

S-2 NAVISTAR FINANCIAL CORP, 2850 W GOLF RD, ROLLING MEADOWS, IL 60008
(847) 734-4275 - 100,000,000 (\$100,000,000) STRAIGHT BONDS (FILE
333-30167 - JUN 27) (BR 7)

S-8 PETROLEUM HEAT & POWER CO INC, 2187 ATLANTIC ST, 5TH FLOOR, STAMFORD, CT
06902 (203) 325-5400 - 1,000,000 (\$2,750,000) COMMON STOCK. (FILE
333-30171 - JUN 27) (BR 2)

S-8 FORENSIC TECHNOLOGIES INTERNATIONAL CORP, 2021 RESEARCH DR, ANNAPOLIS,
MD 21401 (410) 224-8770 - 400,000 (\$2,900,000) COMMON STOCK (FILE
333-30173 - JUN 27) (BR 7)

S-3 SMITH BARNEY HOLDINGS INC, 388 GREENWICH STREET, NEW YORK, NY 10013
(212) 816-6000 (FILE 333-30175 - JUN 27) (BR 8)

S-4 NEW ENGLAND COMMUNITY BANCORP INC, OLD WINDSOR MALL, P O BOX 130,
WINDSOR, CT 06095 (203) 688-5251 - 998,000 (\$5,768,440) COMMON STOCK
(FILE 333-30177 - JUN 27) (BR 7)

S-3 MATRITECH INC/DE/, 330 NEVADA ST, NEWTON, MA 02160 (617) 661-6660 -
2,853,370 (\$21,488,729 47) COMMON STOCK (FILE 333-30179 - JUN. 27)
(BR 1)

S-8 VICAL INC, 9373 TOWNE CENTRE DR, STE 100, SAN DIEGO, CA 92121
(619) 453-9900 - 700,000 (\$9,450,000) COMMON STOCK (FILE 333-30181 -
JUN 27) (BR 1)

S-3 AURORA ELECTRONICS INC, 9477 WAPLES ST, SUITE 150, SAN DIEGO, CA 92121
(714) 660-1232 - 235,116 (\$382,064) COMMON STOCK (FILE 333-30183 -
JUN 27) (BR 3)

S-8 PLAYBOY ENTERPRISES INC, 680 N LAKE SHORE DR, CHICAGO, IL 60611
(312) 751-8000 - 20,000 (\$238,750) COMMON STOCK (FILE 333-30185 -
JUN 27) (BR 5)

S-8 3DX TECHNOLOGIES INC, 12012 WICKCHESTER, SUITE 250, HOUSTON, TX 77079
(281) 579-3390 - 2,004,937 (\$18,545,667 25) COMMON STOCK (FILE 333-30187
- JUN 27) (BR 4)

S-3 QUALITY SEMICONDUCTOR INC, 851 MARTIN AVE, SANTA CLARA, CA 95050
(408) 727-8885 - 1,188,000 (\$12,771,000) COMMON STOCK (FILE 333-30189 -
JUN 27) (BR 6)

S-8 BINKS SAMES CORP, 9201 W BELMONT AVE, FRANKLIN PARK, IL 60131
(708) 671-3000 - 300,000 (\$13,500,000) COMMON STOCK (FILE 333-30191 -
JUN 27) (BR 5)

S-2 HANGER ORTHOPEDIC GROUP INC, 7700 OLD GEORGETOWN RD 2ND FL, BETHESDA, MD
20814 (301) 986-0701 - 5,175,000 (\$42,693,750) COMMON STOCK (FILE
333-30193 - JUN 27) (BR 1)

S-1 PRIMUS TELECOMMUNICATIONS GROUP INC, 2070 CHAIN BRIDGE RD, STE 425,
VIENNA, VA 22182 (703) 848-4625 - \$125,000,000 STRAIGHT BONDS (FILE
333-30195 - JUN 27) (BR 3)

S-8 SOURCE MEDIA INC, 8140 WALNUT HILL LANE STE 1000, DALLAS, TX 75231
(914) 669-5811 - 100,000 (\$937,500) COMMON STOCK (FILE 333-30197 -
JUN 27) (BR 3)

S-3 DATA GENERAL CORP, 4400 COMPUTER DR, WESTBORO, MA 10580 (508) 898-5000
- 212,750,000 (\$212,750,000) STRAIGHT BONDS (FILE 333-30199 - JUN. 27)
(BR 3)

S-8 PLAYBOY ENTERPRISES INC, 680 N LAKE SHORE DR, CHICAGO, IL 60611
(312) 751-8000 - 600,000 (\$7,162,500) COMMON STOCK (FILE 333-30201 -
JUN 27) (BR 5)

S-1 RIVERVIEW BANCORP INC, 700 NE FOURTH AVENUE, CAMUS, WA 98607
(360) 834-2231 - 5,447,056 (\$54,470,560) COMMON STOCK (FILE 333-30203 -
JUN 27) (NEW ISSUE)

S-1 AMERICAN PHYSICIAN PARTNERS INC, 901 MAIN STREET, SUITE 201, DALLAS, TX
75202 (214) 761-3100 - 5,750,000 (\$92,000,000) COMMON STOCK (FILE
333-30205 - JUN 27)

S-1 HELLER FUNDING CORP, C/O HELLER FINANCIAL INC, 500 W MONROE ST, CHICAGO,
IL 60661 (312) 441-7000 - 3,000,000 (\$3,000,000) STRAIGHT BONDS (FILE
333-30207 - JUN 27) (NEW ISSUE)

S-8 STAFFMARK INC, 302 EAST MILLSAP, FAYETTEVILLE, AR 72703 (501) 973-6000
- 1,700,000 (\$33,043,750) COMMON STOCK (FILE 333-30209 - JUN 27)
(BR 7)

S-8 INTERIM SERVICES INC, 2050 SPECTRUM BLVD, FT LAUDERDALE, FL 33309
(954) 938-7600 - 300,000 (\$12,318,750) COMMON STOCK (FILE 333-30211 -
JUN 27) (BR 7)

S-1 LEUKOSITE INC, 215 FIRST ST, CAMBRIDGE, MA 02142 - 2,875,000
(\$28,750,000) COMMON STOCK (FILE 333-30213 - JUN 27)

S-1 HOPFED BANCORP INC, 2700 FORT CAMPBELL BLVD, HOPKINSVILLE, KY 72240
(502) 885-1171 - 3,174,000 (\$31,740,000) COMMON STOCK (FILE 333-30215 -
JUN 27) (NEW ISSUE)

S-8 BARD C R INC /NJ/, 730 CENTRAL AVE, MURRAY HILL, NJ 07974 (908) 277-8000
- 1,000,000 (\$35,630,000) COMMON STOCK (FILE 333-30217 - JUN 27)
(BR 1)

S-8 HARBINGER CORP, 1055 LENOX PARK BLVD, ATLANTA, GA 30319 (404) 841-4334
- 1,500,000 (\$42,750,000) COMMON STOCK (FILE 333-30219 - JUN 27)
(BR 3)

S-8 XIONICS DOCUMENT TECHNOLOGIES INC, 70 BLANCHARD ROAD, BURLINGTON, MA
01803 (617) 229-7000 - 200,000 (\$2,775,000) COMMON STOCK (FILE 333-30223
- JUN 27) (BR 2)

S-8 SPECTRALINK CORP, 5755 CENTRAL AVENUE, SUITE 202E, BOULDER, CO 80301
(303) 440-5330 - 1,250,000 (\$6,675,000) COMMON STOCK (FILE 333-30225 -
JUN 27) (BR 9)

S-1 AUTOCYTE INC, 112 ORANGE DR, ELON COLLEGE, NC 27244 (910) 584-0250 -
3,565,000 (\$49,910,000) COMMON STOCK (FILE 333-30227 - JUN 27)
(NEW ISSUE)

S-8 UNITED WATER RESOURCES INC, 200 OLD HOOK RD, HARRINGTON PARK, NJ 07640
(201) 784-9434 - 1,500,000 (\$25,965,000) COMMON STOCK (FILE 333-30229 -
JUN 27) (BR 4)

SB-2 SHS BANCORP INC, 112 FEDERAL STREET, PITTSBURGH, PA 15212 (412) 231-0809
- 819,950 (\$8,199,500) COMMON STOCK (FILE 333-30231 - JUN 27)
(NEW ISSUE)

S-8 FUND AMERICAN ENTERPRISES HOLDINGS INC, 80 SOUTH MAIN STREET, HANOVER,
NH 03755 (802) 649-3633 - 300,000 (\$31,407,000) COMMON STOCK (FILE
333-30233 - JUN 27) (BR 8)

S-8 STUART ENTERTAINMENT INC, 3211 NEBRASKA AVENUE, COUNCIL BLUFFS, IA 51501
(712) 323-1488 - 300,000 (\$1,125,000) COMMON STOCK (FILE 333-30235 -
JUN 27) (BR 5)

S-8 HIRSCH INTERNATIONAL CORP, 200 WIRELESS BOULEVARD, HAPPAUGE, NY 11788
(516) 436-7100 - 417,356 (\$7,000,092) COMMON STOCK (FILE 333-30237 -
JUN 27) (BR 6)

S-4 UNION PLANTERS CORP, 7130 GOODLETT FARMS PKWY, MEMPHIS, TN 38018
(901) 580-6000 - 13,884,977 (\$357,538,157 75) COMMON STOCK (FILE
333-30239 - JUN 27) (BR. 7)

S-3 GETCHELL GOLD CORP, 5460 S QUEBEC ST STE 240, ENGLEWOOD, CO 80111
(303) 771-9000 (FILE 333-30241 - JUN 27) (BR 4)

S-8 ALASKA APOLLO RESOURCES INC, 131 PROSPEROUS PL, STE 17-A, LEXINGTON, KY
40509 (602) 279-2070 - 304,982 (\$152,491) COMMON STOCK (FILE 333-30243 -
JUN 27) (BR 4)

S-8 SEAMED CORP, 14500 N E 87TH STREET, REDMOND, WA 98052 (206) 876-1818 -
70,000 (\$1,443,750) COMMON STOCK (FILE 333-30245 - JUN 27) (BR 1)

S-8 NEROX ENERGY CORP, 846 W FOOTHILL BLVD STE Y, UPLAND, CA 91786
(909) 981-3217 - 1,475,000 (\$295,000) COMMON STOCK (FILE 333-30247 -
JUN 27) (BR 4)

S-4 COLORADO PRIME CORP, 1 MICHAEL AVE, FARMINGDALE, NY 11735 (516) 694-1111
- 100,000,000 (\$101,250,000) STRAIGHT BONDS (FILE 333-30249.- JUN 27)
(BR 2)

S-8 VERMONT FINANCIAL SERVICES CORP, 100 MAIN STREET, BRATTLEBORO, VT 05301
.802) 257-7151 - 225,886 (\$3,419,367 89) COMMON STOCK (FILE 333-30251 -
JUN 27) (BR 7)

S-3 LOGANS ROADHOUSE INC, 565 MARRIOTT DR, STE 490, NASHVILLE, TN 37214
(615) 885-9056 - 1,150,000 (\$27,887,500) COMMON STOCK. (FILE 333-30253 -
JUN 27) (BR 9)

S-8 ACC CORP, 400 WEST AVENUE, ROCHESTER, NY 14611 (716) 987-3000 - 800,000
(\$21,700,000) COMMON STOCK (FILE 333-30255 - JUN. 27) (BR 3)

S-8 WHITNEY HOLDING CORP, 228 ST CHARLES AVE, NEW ORLEANS, LA 70130
(504) 586-7570 - 500,000 (\$21,156,250) COMMON STOCK (FILE 333-30257 -
JUN 27) (BR 7)

S-8 INTERACTIVE GROUP INC, 5095 MURPHY CANYON RD, SAN DIEGO, CA 92123
(619) 560-8525 - 350,000 (\$2,156,000) COMMON STOCK (FILE 333-30259 -
JUN 27) (BR 3)

S-4 WINDY HILL PET FOOD CO INC, TWO MARYLAND FARMS, BRENTWOOD, TN 37027
(615) 373-7774 - 120,000,000 (\$120,000,000) STRAIGHT BONDS (FILE
333-30261 - JUN 27) (NEW ISSUE)

S-3 DUKE ENERGY CORP, 422 S CHURCH ST, CHARLOTTE, NC 28242 (704) 594-0887 -
1,000,000 (\$46,719,000) COMMON STOCK (FILE 333-30263 - JUN 27) (BR 4)

S-8 METZLER GROUP INC, 520 LAKE COOK RD, STE 500, DEERFIELD, IL 60015
(847) 945-0001 - 300,000 (\$8,493,750) COMMON STOCK (FILE 333-30265 -
JUN 27) (BR 1)

S-8 METZLER GROUP INC, 520 LAKE COOK RD, STE 500, DEERFIELD, IL 60015
(847) 945-0001 - 1,300,000 (\$36,806,250) COMMON STOCK (FILE 333-30267 -
JUN 27) (BR 1)

S-3 GBC BANCORP, 800 W 6TH STREET, 15TH FLOOR, LOS ANGELES, CA 90017
(213) 972-4172 - 40,000,000 (\$40,000,000) STRAIGHT BONDS (FILE 333-30269
- JUN 27) (BR 7)

S-4 DFI AERONOMICS INC, 4751 BEST RD STE 300 WATERSTONE, ATLANTA, GA 30337
(404) 763-5454 - 17,240,494 (\$4,629,337) COMMON STOCK (FILE 333-30273 -
JUN 26) (NEW ISSUE)

S-4 SEARCH FINANCIAL SERVICES INC, 600 N PEARL STREET, SUITE 2500, DALLAS,
TX 75201 (214) 965-6000 - 4,197,024 (\$13,827,202) COMMON STOCK (FILE
333-30275 - JUN 27) (BR 7)

S-8 KNOLL INC, 1235 WATER ST, EAST GREENVILLE, PA 18041 (215) 679-7991 -
2,055,772 (\$47,412,269 64) COMMON STOCK (FILE 333-30277 - JUN 27)
(BR 6)

S-8 WORLDCOM INC /GA/, 515 EAST AMITE ST, JACKSON, MS 39201 (601) 360-8671
- 20,000,000 (\$581,366,756) COMMON STOCK (FILE 333-30279 - JUN 27)
(BR 3)

S-8 WORLDCOM INC /GA/, 515 EAST AMITE ST, JACKSON, MS 39201 (601) 360-8671
- 1,650,000 (\$45,963,302) COMMON STOCK (FILE 333-30281 - JUN. 27)
(BR 3)

S-3 TRANSWORLD HEALTHCARE INC, 555 MADISON AVENUE, NEW YORK, NY 10022
(212) 750-0064 - 696,681 (\$6,565,614 30) COMMON STOCK (FILE 333-30283 -
JUN 27) (BR 1)

S-1 SIGNATURE RESORTS INC, 5933 W CENTURY BLVD STE 210, LOS ANGELES, CA 90045 (310) 348-1000 - 4,959,548 (\$163,977,536) COMMON STOCK (FILE 333-30285 - JUN 27) (BR 5)

S-8 GOOD GUYS INC, 7000 MARINA BLVD, BRISBANE, CA 94005 (415) 615-5000 - 600,000 (\$3,504,000) COMMON STOCK (FILE 333-30287 - JUN 27) (BR 2)

S-1 RADIANT SYSTEMS INC, 1000 ALDERMAN DR, STE A, ALPHARETTA, GA 30202 (770) 772-3000 - 78,900,000 (\$78,900,000) COMMON STOCK (FILE 333-30289 - JUN 27) (BR. 3)

S-4 FOAMEX L P, 1000 COLUMBIA AVENUE, LINWOOD, PA 19061 (610) 359-3000 - 150,000,000 (\$150,000,000) STRAIGHT BONDS (FILE 333-30291 - JUN 27) (BR 6)

S-3 TRAVELERS PROPERTY CASUALTY CORP, ONE TOWER SQUARE, HARTFORD, CT 06183 (860) 277-0111 - 1,000,000 (\$38,437,500) COMMON STOCK (FILE 333-30293 - JUN 30) (BR. 1)

S-3 PEP BOYS MANNY MOE & JACK, 3111 W ALLEGHENY AVE, PHILADELPHIA, PA 19132 (215) 229-9000 (FILE 333-30295 - JUN 30) (BR 2)

S-1 CHOICEPOINT INC, 1000 ALDERMAN DR, ALPHARETTA, GA 30202 (770) 752-5745 - 14,800,000 (\$296,000,000) COMMON STOCK (FILE 333-30297 - JUN 30) (BR 2)

S-8 SHARED TECHNOLOGIES FAIRCHILD INC, 100 GREAT MEADOW RD, STE 104, WETHERSFIELD, CT 06109 (860) 258-2400 - 250,000 (\$1,294,800) COMMON STOCK (FILE 333-30299 - JUN 27) (BR 3)

S-3 ACTIVISION INC /NY, 11601 WILSHIRE BLVD 3RD FL, STE 1000, LOS ANGELES, CA 90025 (310) 473-9200 - 212,652 (\$2,977,128) COMMON STOCK (FILE 333-30303 - JUN 27) (BR 3)

S-1 LESLIES POOLMART INC, 20630 PLUMMER ST, CHATSWORTH, CA 91311 (818) 993-4212 - 90,000,000 (\$90,000,000) STRAIGHT BONDS (FILE 333-30305 - JUN 27) (BR 2)

S-4 LEXINGTON CORPORATE PROPERTIES INC, 355 LEXINGTON AVE, NEW YORK, NY 10017 (212) 692-7260 - 1,496,907 (\$20,492,657) COMMON STOCK (FILE 333-30307 - JUN 30) (BR 8)

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		
AASCHE TRANSPORTATION SERVICES INC	DE					X					07/02/97	
ADVANTA MORTGAGE LOAN TRUST 1997-2			X					X			06/17/97	
AES CORPORATION	DE	X		X	X						06/18/97	
AES CORPORATION	DE			X							07/03/97	
AGRIBIOTECH INC	CO			X	X						06/18/97	
ALL-COMM MEDIA CORP	NV	X									06/30/97	
ALPHA TECHNOLOGIES GROUP INC	DE		X					X			06/20/97	
ALPHARMA INC	DE		X								06/30/97	
ALPHARMA INC	DE		X								06/30/97	
AMERIANA BANCORP	IN				X	X					06/26/97	
AMERICAN NATIONAL BANCORP INC	DE	X				X					06/23/97	
AMERIQUEST TECHNOLOGIES INC	DE		X					X			06/19/97	
AMNEX INC	NY				X						06/03/97	
AMNEX INC	NY				X						06/18/97	
AMRESKO COMMERCIAL MORTGAGE FUNDING I CORP	DE				X	X					06/25/97	
APPLE RESIDENTIAL INCOME TRUST INC	VA		X					X			06/24/97	
AQUILA BIOPHARMACEUTICALS INC	DE				X						06/27/97	AMEND
ARIS INDUSTRIES INC	NY				X	X					05/05/97	
ASHLAND INC	KY				X	X					07/01/97	
ASSOCIATED ESTATES REALTY CORP	OH				X	X					02/06/97	AMEND
ASTROCOM CORP	MN				X						07/02/97	
AUDIO COMMUNICATIONS NETWORK INC	FL							X			05/30/97	AMEND
AUTONOMOUS TECHNOLOGIES CORP	FL					X					06/12/97	
BALCOR EQUITY PENSION INVESTORS III	IL		X		X	X					07/02/97	
BALDWIN TECHNOLOGY CO INC	DE				X	X					06/09/97	
BANK PLUS CORP	DE				X						06/25/97	
BIO IMAGING TECHNOLOGIES INC	DE				X						06/18/97	
BOEING CO	DE				X	X					07/01/97	
BUTLER MANUFACTURING CO	DE		X					X			06/23/97	
CABLE CAR BEVERAGE CORP	DE	X	X		X	X					06/24/97	
CALPINE CORP	CA				X	X					07/02/97	
CAPITOL REVOLVING HOME EQUITY LOAN TRUST 1996-1								X			06/20/97	
CARRINGTON LABORATORIES INC /TX/	TX		X								07/03/97	
CATERPILLAR INC	DE				X						07/02/97	
CELTRIX PHARMACEUTICALS INC	DE				X	X					07/01/97	
CERBCO INC	DE		X					X			06/30/97	
CHARTWELL LEISURE INC	DE				X	X					06/30/97	
CHECKFREE CORP \GA\	DE				X	X					07/01/97	
CHELSEA PIERS LP	NY				X						07/03/97	
CINCINNATI MICROWAVE INC	OH							X			04/30/97	
CINCINNATI MICROWAVE INC	OH		X					X			06/13/97	
CIRCUIT CITY STORES INC	VA				X	X					07/02/97	
COASTAL CARIBBEAN OILS & MINERALS L TD	DO				X	X					06/27/97	
COSENSYS INC	DE				X	X					12/15/96	AMEND
COLONELS INTERNATIONAL INC	MN				X	X					07/02/97	
COMCAST CORP	PA				X	X					06/30/97	
CONCORDE STRATEGIES GROUP INC	CO	X									06/30/97	
CONNECTICUT LIGHT & POWER CO	CT					X					06/26/97	
CONSOLIDATED GRAPHICS INC /TX/	TX					X	X				07/01/97	
CONVEST ENERGY CORP /TX/	TX					X					06/19/97	
COPELCO CAPITAL FUNDING CORP X			X					X			06/19/97	
CRESCENT OPERATING INC	DE		X			X					06/13/97	
CRESCENT REAL ESTATE EQUITIES INC	MD		X					X			01/29/97	AMEND
CRESTED CORP	CO					X					06/23/97	
DELMARVA POWER & LIGHT CO /DE/	DE					X					07/02/97	
DETOUR MAGAZINE INC	CO							X			07/03/97	AMEND

NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT	
	CODE	1	2	3	4	5	6	7	8	9			
DEUTSCHE FINANCIAL CAPITAL SECURITI ZATION LLC	NC					X						06/27/97	
DIEBOLD INC	OH					X	X					06/27/97	
DRUMMOND FINANCIAL CORP	DE				X	X						06/27/97	
DWYER GROUP INC	DE				X	X						05/27/97	AMEND
DYNAGEN INC	DE		X				X					06/18/97	
EDISTO RESOURCES CORP	DE					X						06/19/97	
ENSERCH CORP	TX					X						07/01/97	
ENSERCH EXPLORATION INC	TX					X						07/01/97	
ENTOURAGE INTERNATIONAL INC	TX			X		X						06/11/97	AMEND
EQUICON MORTGAGE LOAN TRUST 1994-1	NY						X					01/21/97	
EQUICON MORTGAGE LOAN TRUST 1994-1	NY						X					02/18/97	
EQUICON MORTGAGE LOAN TRUST 1994-2	NY						X					01/21/97	
EQUICON MORTGAGE LOAN TRUST 1994-2	NY						X					02/18/97	
EQUICON MORTGAGE LOAN TRUST 1995-1	NY						X					01/21/97	
EQUICON MORTGAGE LOAN TRUST 1995-1	NY						X					02/18/97	
EVERFLOW EASTERN PARTNERS LP	DE					X						07/03/97	
EVERGREEN MEDIA CORP	DE		X		X	X						06/16/97	
EXCEL REALTY TRUST INC	CA						X					07/03/97	
EXCEL REALTY TRUST INC	CA		X				X					07/21/97	
EXECUTIVE TELECARD LTD	DE				X	X						06/10/97	
EXPORT FUNDING CORP	DE		X									06/17/97	
FIDELITY NATIONAL CORP /GA/	GA				X	X						06/23/97	
FIELDS AIRCRAFT SPARES INC	UT							X				06/26/97	
FINANCIAL ASSET SECURITIES CORP	DE				X	X						07/02/97	
FINANCIAL ASSET SECURITIES CORP	DE				X	X						07/03/97	
FIRST CHARTER CORP /NC/	NC				X	X						06/30/97	
FIRST LEHIGH CORP	PA				X	X						06/20/97	
FIRST MERCHANTS ACCEPTANCE CORP	DE		X									06/17/97	
FIRST MIDWEST BANCORP INC	DE						X					06/18/97	
FIRST MIDWEST FINANCIAL INC	DE				X	X						06/25/97	
FIRST OF AMERICA BANK CORP /MI/	MI		X									06/16/97	
FIRST PALM BEACH BANCORP INC	DE				X							06/30/97	
FIRST SOUTH AFRICA CORP LTD		X										04/24/97	AMEND
FIRST USA PAYMENTECH INC	DE	X			X							06/27/97	
FIRST USA PAYMENTECH INC	DE	X			X							06/27/97	AMEND
FORELAND CORP	NV				X							05/12/97	
FRANKLIN CREDIT MANAGEMENT CORP/DE/	DE	X										06/30/97	
FULCRUM TECHNOLOGIES INC						X						06/12/97	
GENESIS HEALTH VENTURES INC /PA	PA				X							06/16/97	
GENTA INCORPORATED /DE/	DE				X	X						07/03/97	
GLIATECH INC	DE				X	X						07/01/97	
GREEN TREE FINANCIAL CORP	MN					X						06/25/97	
GREEN TREE FINANCIAL CORP	MN				X	X						06/30/97	
GTS DURATEK INC	DE		X		X	X						04/18/97	AMEND
GUARANTY BANCSHARES HOLDING CORP	LA				X	X						07/02/97	
H&R BLOCK INC	MO		X				X					07/02/97	
HALLIBURTON CO	DE				X	X						07/01/97	
HALLIBURTON CO	DE				X	X						07/02/97	
HALLIBURTON CO	DE				X	X						07/02/97	
HARVARD SCIENTIFIC CORP	NV			X		X						03/19/97	
HARVEYS CASINO RESORTS	NV				X	X						07/01/97	
HEADLANDS MORTGAGE SECURITIES INC	DE				X	X						06/25/97	
HEADLANDS MORTGAGE SECURITIES INC	DE				X	X						06/25/97	
HEADLANDS MORTGAGE SECURITIES INC	DE				X	X						06/27/97	
HEALTH & RETIREMENT PROPERTIES TRUS T	MD				X	X						07/26/97	
HELISYS INC	DE			X		X						06/18/97	AMEND
HERTZ CORP	DE				X							06/26/97	
HLS USA INC	NV						X					05/22/97	AMEND
ICE HOLDINGS INC	DE				X							05/22/97	

NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT
	CODE	1	2	3	4	5	6	7	8	9		
INDIVIDUAL INC	DE					X					06/18/97	
INTEGRATED MEASUREMENT SYSTEMS INC	OR					X	X				07/02/97	
/OR/												
INTERPORE INTERNATIONAL /CA/	CA							X			05/01/97	AMEND
JACKSONVILLE BANCORP INC	DE					X	X				07/02/97	
JAMES RIVER CORP OF VIRGINIA	VA					X	X				07/02/97	
JP FOODSERVICE INC	DE					X	X				06/30/97	
JPS TEXTILE GROUP INC /DE/	DE					X	X				06/26/97	
KAMAN CORP	CT	X									06/27/97	
KAPSON SENIOR QUARTERS CORP	DE					X	X				07/03/97	
KILROY REALTY CORP			X				X				06/18/97	
KNOWLEDGEBROKER INC	NV				X		X				06/25/97	
LABONE INC	DE					X					07/01/97	
LANDEC CORP \CA\	CA						X				04/18/97	AMEND
LASER VISION CENTERS INC	DE					X	X				06/20/97	
LEVEL BEST GOLF INC /FL/	FL						X				06/16/97	AMEND
LIUSKI INTERNATIONAL INC /DE	DE	X									06/27/97	
LONG ISLAND BANCORP INC	DE					X					06/24/97	
LONG ISLAND LIGHTING CO	NY	X	X			X	X				06/26/97	
LOUIS DREYFUS NATURAL GAS CORP	OK					X	X				06/24/97	
LYRIC ENERGY INC	CO						X				04/10/97	AMEND
MACERICH CO	MD					X	X	X			06/20/97	
MARCAM CORP	MA						X				04/28/97	AMEND
MARQUETTE ELECTRONICS INC	WI					X	X				06/24/97	
MCDONNELL DOUGLAS CORP	MD					X					07/01/97	
MCMORAN OIL & GAS CO /DE/	DE					X					07/03/97	
MED TEX CORP	NV							X			07/01/97	
MEDICAL RESOURCES INC /DE/	DE	X									06/26/97	
METLIFE CAPITAL EQUIPMENT LOAN TRUS TS	DE					X	X				06/20/97	
MICRON TECHNOLOGY INC	DE					X	X				06/24/97	
MIDDLE BAY OIL CO INC	AL		X				X				06/20/97	
MORELLIS NONA II INC	CO	X									06/13/97	
MOYCO TECHNOLOGIES INC	PA				X						06/23/97	AMEND
MT OLYMPUS ENTERPRISES INC /UT/	UT	X									05/08/97	
MURRAY UNITED DEVELOPMENT CORP	DE				X		X				06/25/97	
NASHVILLE COUNTRY CLUB INC	TN						X				04/21/97	AMEND
NATIONAL COMPUTER SYSTEMS INC	MN		X								07/01/97	
NATIONAL MEDIA CORP	DE					X					06/30/97	
NATIONS BANK CORP	NC					X	X				07/02/97	
NAVISTAR FINANCIAL RETAIL RECEIVABL ES CORPORATION	DE					X	X				06/16/97	
NAVISTAR FINANCIAL SECURITIES CORP	DE					X	X				06/24/97	
NETLIVE COMMUNICATIONS INC	DE					X	X				06/12/97	
NEW ENERGY CO OF INDIANA LTD PARTNE RSHIP	IN					X					07/01/97	
NEW PLAN REALTY TRUST	MA					X	X				07/02/97	
NIAGARA CORP	DE						X				04/18/97	AMEND
NOONEY INCOME FUND LTD II L P	MO					X					06/24/97	
NORFOLK SOUTHERN CORP	VA					X	X				07/03/97	
NORFOLK SOUTHERN RAILWAY CO/VA	VA					X	X				07/03/97	
NORTH ATLANTIC ENERGY CORP /NH	NH					X					06/28/97	
NORTHEAST UTILITIES SYSTEM	MA					X					06/26/97	
NORWEST ASS SEC CORP MORT PAS THR C ERT SER 1997-02 TRUST	MD						X				06/25/97	
NORWEST ASS SEC CORP MORT PAS THR C ERT SER 1997-03 TRUST	MD						X				06/25/97	
NORWEST ASSET SECS CORP MORT PAS TH R CERT SER 1997-05 TR	DE						X				06/25/97	
NORWEST ASSET SECURITIES CORP	DE					X	X				07/03/97	

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NORWEST ASSET SECURITIES CORP	DE					X	X					07/03/97	
NORWEST ASSET SECURITIES CORP MORT PASS THR CERT SER 1997-01	NY								X			06/25/97	
NORWEST ASSET SECURITIES CORP MORT PS THR CER SER 1997-06 TR	DE								X			06/25/97	
NORWEST ASSET SECURITIES CORP MORT PS THR CER SER 1997-07 TR	DE								X			06/25/97	
OHM CORP	OH		X					X				06/17/97	
OUTLOOK INCOME FUND 9	CA		X					X				03/31/97	
OXFORD TAX EXEMPT FUND II LTD PARTN ERSHIP	MD					X						07/01/97	
PACIFIC SUNWEAR OF CALIFORNIA INC	CA				X	X						06/18/97	
PARKER DRILLING CO /DE/	DE				X	X						05/08/97	
PEOPLES BANCORP INC /DE/	DE				X	X						06/23/97	
PINNACLE MICRO INC	DE				X	X						06/20/97	
PRONET INC /DE/	DE				X							07/02/97	
PROXYMED INC /FT LAUDERDALE/	FL				X							06/20/97	
PUBLIC SERVICE CO OF NEW HAMPSHIRE	NH				X							06/27/97	
RAIN FOREST MOOSE LTD	OK	X										07/02/97	
RALCORP HOLDINGS INC /MO	MO				X							08/01/97	
READING & BATES CORP	DE							X				07/02/97	
REGENT BANCSHARES CORP	NJ				X	X						06/25/97	
RELIASTAR FINANCIAL CORP	DE				X	X						07/01/97	
REPUBLIC BANCORP INC	MI			X		X						06/20/97	AMEND
RESIDENTIAL ACCREDIT LOANS INC	DE				X	X						07/01/97	
RISCORP INC	FL				X	X						06/17/97	
RMS TITANIC INC	FL				X							07/03/97	
SAF T LOK INC	FL				X							06/27/97	
SALIENT 3 COMMUNICATIONS INC	DE		X		X	X						07/02/97	
SALOMON BROTHERS MORT SEC VII INC M OR PA THR CER SER 1996-C1	NY				X	X						06/20/97	
SENECA FOODS CORP /NY/	NY		X									06/30/97	
SHOLODGE INC	TN				X	X						06/27/97	
SINCLAIR BROADCAST GROUP INC	MD				X	X						05/27/97	
SMITH A O CORP	DE							X				04/18/97	AMEND
SOUTHERN FINANCIAL BANCORP INC /VA/	VA				X	X						06/26/97	
SOUTHERN PACIFIC SECURED ASSETS COR P	CA							X				06/16/97	
SOUTHWEST BANCORP INC	OK				X	X						07/02/97	
STAGE STORES INC	DE		X			X						06/26/97	
STAPLES INC	DE				X	X						07/02/97	
STERLING HOUSE CORP	KS	X										06/25/97	
STRAWBRIDGE & CLOTHIER	PA				X	X						07/03/97	
SUPERGEN INC	CA		X			X						06/17/97	
SYQUEST TECHNOLOGY INC	DE				X	X						07/02/97	
T F PURIFINER INC					X	X						06/19/97	
TCA CABLE TV INC	TX				X	X						06/20/97	
TCF FINANCIAL CORP	DE				X	X						06/24/97	
TECHNOLOGY SOLUTIONS COMPANY	DE					X						06/26/97	
TELULAR CORP	DE				X	X						06/30/97	
TEXOIL INC /NV/	NV				X	X						05/21/97	
TITANIUM METALS CORP	DE				X	X						07/03/97	
TMS AUTO HOLDINGS INC	DE				X	X						06/26/97	
TOPRO INC	CO				X		X					06/26/97	
TRANSITIONAL HOSPITALS CORP	NV	X				X						06/19/97	
TRANSWORLD HEALTHCARE INC	NY					X						06/24/97	AMEND
TRANSWORLD HEALTHCARE INC	NY		X			X						07/02/97	
TUCSON ELECTRIC POWER CO	AZ				X							06/26/97	
UCFC ACCEPTANCE CORP	LA				X	X						06/16/97	
UCFC FUNDING CORP	LA				X	X						06/16/97	
UNIGENE LABORATORIES INC	DE				X	X						06/30/97	

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UNITED SECURITY BANCSHARES INC	AL		X					X			06/30/97	
UNITED STATES LIME & MINERALS INC	TX		X					X			06/21/97	
UROMED CORP	MA					X	X				07/01/97	
UST INC	DE					X	X				06/20/97	
VEECO INSTRUMENTS INC	DE					X	X				05/13/97	
VENCOR INC	DE		X					X			06/19/97	
VINCAM GROUP INC	FL		X					X			06/30/97	
VISCORP	NV	X	X					X			07/02/97	
VISTA PROPERTIES	CA			X							06/19/97	
W W CAPITAL CORP	NV					X					07/02/97	
WALTER INDUSTRIES INC /NEW/	DE					X	X				06/11/97	
WEDGESTONE FINANCIAL INC	MA					X	X				07/02/97	
WESTAMERICA CORP	OK	X	X					X			06/18/97	
WESTERN MASSACHUSETTS ELECTRIC CO	MA					X					06/27/97	
WFS FINANCIAL 1997-A OWNERS TRUST	DE					X	X				06/20/97	
WINSTAR COMMUNICATIONS INC	DE					X					07/02/97	
WNC HOUSING TAX CREDIT FUND V LP SE RIES 4	CA		X								05/15/97	AMEND
WPI GROUP INC	NH		X			X	X				06/25/97	
XEROX CORP	NY					X					06/30/97	
XIRCOM INC	CA					X	X				07/03/97	

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

Litigation Release No. 15404 / July 7, 1997

SEC v. MICHAEL P. ANGELOS and G. GREGORY RUSSELL, Civil Action
No. B96-834 (D. Md. March 20, 1996)

The Securities and Exchange Commission today announced that on July 7, 1997, the Honorable Walter E. Black, Jr. Senior Judge for the United States District Court, District of Maryland, entered a final judgment of permanent injunction and other relief against defendant G. Gregory Russell. Russell agreed to settle the action, without admitting or denying the allegations of the Commission's Complaint, by consenting to a permanent injunction enjoining him from violating Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. In addition, the final judgment orders Russell to pay a civil penalty of \$36,650.

On March 20, 1996, the Securities and Exchange Commission filed the above-referenced insider trading action concerning trading in the securities of Baltimore Bancorp. Simultaneous with the filing of the action, defendant Michael P. Angelos agreed to a settlement of the action against him (see Litigation Release No. 14850). A trial against the remaining defendant, Russell, was scheduled to begin on July 7, 1997.

The Complaint alleged that Russell, who was a member of the Bank's Board of Directors and also the Director of Finance at the Maryland Port Administration, obtained material nonpublic information about the Bank's confidential solicitation and receipt of bids. The Complaint alleged that Russell tipped his boss, Angelos, who was the Deputy Director of the Maryland Port Administration. Following Russell's tips, according to the Complaint, Angelos purchased a total of 8,600 shares of the common stock of Baltimore Bancorp on two separate occasions before a January 13, 1994 announcement. The Complaint alleged that Angelos realized profits totalling \$36,650 from his illegal trading in Baltimore Bancorp securities.

The Commission acknowledges the assistance of the New York Stock Exchange in this matter.