

SEC NEWS DIGEST

Issue 97-220

November 14, 1997

COMMISSION ANNOUNCEMENTS

CLOSED MEETING - THURSDAY, NOVEMBER 20, 1997 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Thursday, November 20, 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

COMPLAINT CHARGES PCO, INC., D/B/A PERSONAL CHOICE OPPORTUNITIES AND DAVID LAING WITH FRAUD

The Commission announced that it filed a complaint on November 13 in federal court in Manhattan charging PCO, Inc., d/b/a Personal Choice Opportunities (PCO), a California-based company, and its former president, David W. Laing (Laing), with fraudulently obtaining approximately \$95 million from investors nationwide by promising them substantial profits through the company's purchases of viatical settlements (Loan Program). Viatical settlements are financial transactions involving the purchase, at a discount, of life insurance policies from terminally ill policy-holders in exchange for the policy-holders' death benefits.

According to the complaint, Laing and PCO falsely represented to investors that they would use investor funds to make investments in viatical settlements. Laing and PCO allegedly promised investors, among other things, that they would receive a 25 percent annual return on their investments in the Loan Program. The complaint alleges that rather than purchasing these policies, Laing and PCO misappropriated and otherwise misused the investors' funds. Moreover, no registration statement was filed, or in effect, with respect to the investments in the Loan Program.

As a result of the foregoing, the Commission alleges that Laing and PCO violated the registration and antifraud provisions of the federal securities laws. In the complaint, the Commission seeks final judgments permanently enjoining Laing and PCO from future violations of these provisions, and ordering them to disgorge their ill-gotten gains, plus prejudgment interest. The litigation is pending. [SEC v. David W. Laing and PCO, Inc. d/b/a Personal Choice Opportunities, 97 Civ. 8439, LMM, SDNY] (LR-15558)

INSIDER TRADING CASE AGAINST ROBERT FLANAGAN AND THOMAS FLANAGAN

On November 6, the Commission won summary judgment in its insider trading case against two brothers, Robert and Thomas Flanagan, who had previously been convicted of related criminal charges. The Court permanently enjoined Robert Flanagan from violating the federal securities laws, and ordered him to disgorge \$961,887.66 in profits, pay prejudgment interest, and a civil penalty of \$2,483,189.67. The Court permanently enjoined Thomas Flanagan from violating the federal securities laws, and ordered him to disgorge \$379,524.98 in profits, pay prejudgment interest, and a civil penalty of \$1,138,574.94.

In its summary judgment motion, the Commission demonstrated that in 1990 and 1991, Charles Brumfield, an AT&T labor relations executive, learned about AT&T's secret plans to acquire NCR Corporation, Digital Microwave Corporation, and Teradata Corporation and leaked this information to his colleague, Thomas Alger. Alger tipped Robert Flanagan, who arranged for others (including his brother Thomas) to buy securities in the acquisition targets for him and themselves. Some of the profits were paid to Robert Flanagan, who kicked back a portion to Brumfield and Alger.

The Commission has obtained judgments against or settled with twelve of the defendants in its civil action. Trial against the five remaining defendants is scheduled for June 29, 1998. [SEC v. Charles Brumfield, et al., USDC, SDNY, Civil Action No. 95-9283, JES] (LR-15559)

CHARLES SMITH FOUND TO BE IN CIVIL CONTEMPT

The Commission announced the entry of an Order finding Charles Smith in Civil Contempt on November 6. Smith and his company, Atlantic Pacific Guarantee Corporation, failed to pay disgorgement of \$126,584, plus prejudgment interest, as required by the Court's July 19, 1996 Final Judgment against them. The Commission alleged that Smith and Atlantic Pacific received \$126,584 in investor funds which had been fraudulently obtained by Kenton Capital, Ltd. and its promoters in connection with prime bank trading programs. The Commission alleged that Kenton and its promoters projected to investors annual returns on these trading programs ranging from 34,200% to over 1,200,000%. Smith and Atlantic Pacific failed to pay any money, and on July 2, 1997, Smith filed bankruptcy individually and on behalf of Atlantic Pacific.

In its opinion, the Court cited numerous examples where Smith was unable to document or account for the transfer of various assets. The Court also noted that Smith submitted false financial statements to the Commission. Thus, the Court held that Smith failed to prove his inability to pay the disgorgement. Within thirty days Smith must identify assets sufficient to pay the Judgment, plus post-judgment interest, and provide a sworn accounting. For further information see the following releases: Lit. Rel. No. 14490, May 4, 1995; Lit. Rel. No. 14544, June 26, 1995; Lit. Rel. No. 14999, August 5, 1996; Lit. Rel. No. 15135, October 24, 1996; Lit. Rel. No. 15299, March 18, 1997; and Lit. Rel. No. 15340, April 18, 1997. [SEC v. Kenton Capital, Ltd., et al., Civ. Act. No. 95-0829, CKK, D.D.C.] (LR-15560)

INVESTMENT COMPANY ACT RELEASES

EQ ADVISORS TRUST

A notice has been issued giving interested persons until December 8, 1997 to request a hearing on an application filed by EQ Advisors Trust for an order pursuant to Section 6(c) of the Investment Company Act that would grant an exemption from Sections 13(a)(2), 18(f)(1), 22(f) and 22(g) of the Act, and under Section 17(d) of the Act and Rule 17d-1 under the Act to permit certain joint transactions. The order would permit EQ Advisors Trust to implement a deferred compensation plan for its trustees. (Rel. IC-22883 - November 12)

OLD MUTUAL SOUTH AFRICA EQUITY TRUST, ET AL.

An order has been issued on an application filed by Old Mutual South Africa Equity Trust (Trust) and Old Mutual Global Assets Fund Limited (Fund) under Section 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act. The order permits the Fund, a non-registered investment company, to sell certain securities to the Trust, a registered investment company. (Rel. IC-22885; IS-1107 - November 13)

TRUST INDENTURE ACT RELEASES

ORDER GRANTING APPLICATION; WORLD OMNI FINANCIAL CORP.

The Commission has issued an order under Section 304(d) of the Trust Indenture Act on an application by World Omni Financial Corp., World Omni 1997-B Automobile Lease Securitization Trust (Issuer), World Omni Lease Securitization L.P., World Omni LT, and Auto Lease Finance L.P. with respect to an indenture (Indenture) between the Issuer and U.S. Bank National Association as indenture trustee, conditionally exempting specified provisions of the Indenture from the requirements of Section 314(d) of the Act to the extent such

requirements otherwise would apply. For further information contact Michael Hyatte at (202)942-2900. (Rel. TI-39-2358; File No. 22-27850)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The Municipal Securities Rulemaking Board filed a proposed rule change (SR-MSRB-97-7), which became effective upon filing, relating to the revision of the Study Outline for the MSRB's Municipal Securities Principal Qualification Examination (Series 53). Publication of the proposal is expected in the Federal Register during the week of November 17. (Rel. 34-39320)

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-4 SYNOPSIS INC, 700 E MIDDLEFIELD RD, MOUNTAIN VIEW, CA 94043
(415) 962-5000 - 13,703,802 (\$531,847,660.42) COMMON STOCK (FILE 333-39713 - NOV. 07) (BR. 3)
- S-3 AUTOZONE INC, 123 SOUTH FRONT ST, MEMPHIS, TN 38103 (901) 495-6500 -
10,166,000 (\$307,521,500) COMMON STOCK. (FILE 333-39715 - NOV. 07)
(BR 2)
- S-8 GLENAYRE TECHNOLOGIES INC, 5935 CARNEGIE BOULEVARD, CHARLOTTE, NC 28209
(704) 553-0038 - 1,350,000 (\$3,571,500) COMMON STOCK (FILE 333-39717 -
NOV 07) (BR. 3)
- S-8 WENDT BRISTOL HEALTH SERVICES CORP, 280 NORTH HIGH STREET, SUITE 760,
COLUMBUS, OH 43215 (614) 221-6000 - 250,000 (\$375,000) COMMON STOCK
(FILE 333-39719 - NOV. 07) (BR. 1)
- S-3 WESTERN WIRELESS CORP, 2001 NW SAMMAMISH RD, ISSAQUAH, WA 98027
(206) 313-5200 - 1,600,000 (\$29,000,000) COMMON STOCK (FILE 333-39721 -
NOV 07) (BR 3)
- S-8 WENDT BRISTOL HEALTH SERVICES CORP, 280 NORTH HIGH STREET, SUITE 760,
COLUMBUS, OH 43215 (614) 221-6000 - 125,000 (\$187,500) COMMON STOCK.
(FILE 333-39723 - NOV. 07) (BR 1)

S-8 AM PAC INTERNATIONAL INC, PO BOX 82, DELAND, FL 32721 (800) 332-8669 - 75,000 (\$262,500) COMMON STOCK (FILE 333-39725 - NOV. 07) (BR 2)

S-3 LAMAR ADVERTISING CO, 5551 CORPORATE BLVD, BATON ROUGE, LA 70808 (504) 926-1000 - 1,000,000 (\$33,750,000) COMMON STOCK. (FILE 333-39727 - NOV 07) (BR 2)

S-4 LAMAR ADVERTISING CO, 5551 CORPORATE BLVD, BATON ROUGE, LA 70808 (504) 926-1000 - \$200,000,000 STRAIGHT BONDS. (FILE 333-39729 - NOV 07) (BR 2)

S-8 LABORATORY CORP OF AMERICA HOLDINGS, 358 S MAIN ST, BURLINGTON, NC 27215 (910) 229-1127 - 6,000,000 (\$14,625,000) COMMON STOCK. (FILE 333-39731 - NOV 07) (BR. 1)

S-8 LABORATORY CORP OF AMERICA HOLDINGS, 358 S MAIN ST, BURLINGTON, NC 27215 (910) 229-1127 - 300,000 (\$731,250) COMMON STOCK (FILE 333-39735 - NOV 07) (BR 1)

S-4 ICG COMMUNICATIONS INC, 9605 E MAROON CIRCLE, PO BOX 6742, ENGLEWOOD, CO 80155 (303) 572-5960 - 11,866,388 (\$226,173,355) COMMON STOCK (FILE 333-39737 - NOV 07) (BR 3)

S-8 TRANS WORLD AIRLINES INC /NEW/, ONE CITY CENTRE, 515 N SIXTH ST, ST LOUIS, MO 63101 (314) 589-3000 - 4,159,936 (\$30,419,532) COMMON STOCK. (FILE 333-39739 - NOV 07) (BR. 5)

S-1 TRIUMPH FUELS CORP, 1625 BROADWAY SUITE 1970, DENVER, CO 80202 (303) 825-9199 - 1,840,000 (\$20,240,000) COMMON STOCK. (FILE 333-39741 - NOV 07) (BR. 4 - NEW ISSUE)

S-8 CAPITAL TRUST, 605 THIRD AVENUE 26TH FLOOR, STE 200, NEW YORK, NY 10016 (212) 655-0220 - 2,000,000 (\$24,880,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 333-39743 - NOV 07) (BR. 8)

SB-2 COMTELCO INTERNATIONAL INC, HECHTACKERSTRASSE 41, ST GALEN, V8 00000 (011) 417-1278 - 2,000,000 (\$10,000,000) COMMON STOCK (FILE 333-39745 - NOV 07) (BR 3 - NEW ISSUE)

S-8 ADVENT SOFTWARE INC /DE/, 301 BRANNAN ST, SAN FRANCISCO, CA 94107 (415) 543-7696 - 50,000 (\$1,303,125) COMMON STOCK (FILE 333-39747 - NOV 07) (BR 9)

N-2 EXCELSIOR PRIVATE EQUITY FUND II INC, 114 WEST 47TH ST, NEW YORK, NY 10036 (212) 852-3949 - 20,000 (\$20,000,000) COMMON STOCK (FILE 333-39753 - NOV 07) (BR 17)

S-8 STRATEGIC DISTRIBUTION INC, 1635-D BUSTLETON PIKE, C/O PRENTICE HALL CORP SYSTEM INC, FEASTERVILLE, PA 19047 (215) 396-3088 - 1,340,000 (\$7,830,625) COMMON STOCK (FILE 333-39757 - NOV 07) (BR 6)

S-3 CYPRESS BIOSCIENCE INC, 4350 EXECUTIVE DRIVE, SUITE 325, SAN DIEGO, CA 92121 (206) 298-9400 - 3,501,029 (\$5,251,543 50) COMMON STOCK (FILE 333-39759 - NOV. 07) (BR. 1)

S-3 COUNTRY STAR RESTAURANTS INC, 4929 WILSHIRE BOULEVARD, 270 MADISON AVE, LOS ANGELES, CA 90010 (310) 268-2200 - \$1,300,317 COMMON STOCK. (FILE 333-39761 - NOV 07) (BR 9)

S-8 CUNO INC, 400 RESEARCH PARKWAY, HERIDEA, CT 06450 (203) -23-7-55 - 1,400,000 (\$22,847,429) COMMON STOCK. (FILE 333-39763 - NOV. 07) (BR 6)

S-8 SPORTSMANS GUIDE INC, 411 FARWELL AVENUE SO, ST PAUL, MN 55075 (612) 451-3030 - 200,000 (\$1,400,000) COMMON STOCK. (FILE 333-39765 - NOV 07) (BR. 2)

S-1 HERLEY INDUSTRIES INC /NEW/, 10 INDUSTRY DR, LANCASTER, PA 17603 (717) 397-2777 - 3,220,000 (\$43,566,600) COMMON STOCK (FILE 333-39767 - NOV 07) (BR 5)

S-4 TORO CO, 8111 LYNDALE AVE SOUTH, BLOOMINGTON, MN 55420 (612) 888-8801 - 1,646,000 (\$5,795,121) COMMON STOCK. (FILE 333-39769 - NOV 07) (BR 5)

S-8 SANTA ANITA OPERATING CO, 285 W HUNTINGTON DR, PO BOX 808, ARCADIA, CA 91066 (818) 574-7223 - 11,375,206 (\$385,619,483.40) COMMON STOCK (FILE 333-39771 - NOV 07) (BR. 5)

S-8 HANNA M A CO/DE, STE 36 5000, 200 PUBLIC SQUARE, CLEVELAND, OH 44114 (216) 589-4000 - 2,860,000 (\$71,500,000) COMMON STOCK. (FILE 333-39773 - NOV 07) (BR. 6)

S-3 DCX INC, 1597 COLE BLVD, STE 300B, GOLDEN, CO 80401 (303) 274-2700 - 4,004,303 (\$5,553,167 40) COMMON STOCK. (FILE 333-39775 - NOV 07) (BR 6)

S-8 ARTERIAL VASCULAR ENGINEERING INC, 3576 UNOCAL PLACE, SANTA ROSA, CA 95403 (707) 525-0111 - 1,000,000 (\$54,250,000) COMMON STOCK. (FILE 333-39777 - NOV. 07) (BR. 1)

S-8 ARTERIAL VASCULAR ENGINEERING INC, 3576 UNOCAL PLACE, SANTA ROSA, CA 95403 (707) 525-0111 - 1,500,000 (\$81,187,500) COMMON STOCK (FILE 333-39779 - NOV 07) (BR 1)

S-3 PATRIOT SCIENTIFIC CORP, 10989 VIA FRONTERA, SAN DIEGO, CA 92127 (619) 679-4428 - 2,505,867 (\$3,132,334) COMMON STOCK (FILE 333-39781 - NOV 07) (BR 9)

S-8 SOMATOGEN INC, 2545 CENTRAL AVE, SUITE FDI, BOULDER, CO 80301 (303) 440-9988 - 300,000 (\$1,968,750) COMMON STOCK. (FILE 333-39783 - NOV 07) (BR 1)

S-8 CBES BANCORP INC, 1001 N JESSE JAMES RD, EXCELSIOR SPRINGS, MI 64024 (816) 630-6711 - 143,493 (\$2,798,113 50) COMMON STOCK (FILE 333-39785 - NOV 07) (BR 7)

S-3 TEL SAVE HOLDINGS INC, 6805 ROUTE 202, NEW HOPE, PA 18938 (215) 862-1500 - 300,000,000 (\$300,000,000) CONVERTIBLE DEBENTURES AND NOTES (FILE 333-39787 - NOV. 07) (BR. 3)

S-8 FITZGERALDS GAMING CORP, 301 FREMONT ST, LAS VEGAS, NV 89101 (702) 388-2228 - 1,000,000 (\$1,000,000) COMMON STOCK (FILE 333-39789 - NOV 07) (BR 5)

S-3 PARADIGM TECHNOLOGY INC /DE/, 694 TASMAN DR, MILPITAS, CA 95035 (408) 954-0500 - 2,020,000 (\$2,083,125) COMMON STOCK (FILE 333-39793 - NOV 07) (BR. 6)

S-8 MEGABIOS CORP, 863A MITTEN RD, BURLINGAME, CA 94010 (415) 697-1900 - 1,508,025 (\$15,611,639 43) COMMON STOCK (FILE 333-39795 - NOV 07) (BR 1)

S-3 SECURITY CAPITAL INDUSTRIAL TRUST, 14100 EAST 35TH PLACE, AURORA, CO 80011 (303) 375-9292 (FILE 333-39797 - NOV 07) (BR 8)

S-8 PACIFIC AEROSPACE & ELECTRONICS INC, 434 OLDS STATION RD, WENATCHEE, WA 98801 (509) 664-8000 - 1,000,000 (\$6,031,250) COMMON STOCK (FILE 333-39799 - NOV 07) (BR 6)

S-1 SYMIX SYSTEMS INC, 2800 CORPORATE EXCHANGE DR, COLUMBUS, OH 43231 (614) 523-7000 - 2,185,000 (\$35,779,375) COMMON STOCK. (FILE 333-39801 - NOV 07) (BR 3)

S-2 BODDIE NOELL PROPERTIES INC, 3710 ONE FIRST UNION CENTER, CHARLOTTE, NC 28202 (704) 333-1367 - 2,800,000 (\$42,000,000) COMMON STOCK (FILE 333-39803 - NOV 07) (BR. 8)

SB-2 GALACTICOMM TECHNOLOGIES INC, 4101 SW 47TH AVE, SUITE 101, FT LAUDERDALE, FL 33314 (954) 583-5990 - \$21,771,000 COMMON STOCK. (FILE 333-39805 - NOV 07) (BR. 9)

S-8 GAYLORD CONTAINER CORP /DE/, 500 LAKE COOK RD STE 400, DEERFIELD, IL 60015 (708) 405-5500 - 2,000,000 (\$13,625,000) COMMON STOCK (FILE 333-39809 - NOV 07) (BR 4)

S-8 WILLIAMS SONOMA INC, 100 N POINT ST, SAN FRANCISCO, CA 94133
(415) 616-8345 - 13,000,000 (\$13,000,000)
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-39811 - NOV 07)
(BR 2)

S-4 B&G FOODS INC, 426 EAGLE ROCK AVENUE, ROSELAND, NJ 07068 (201) 228-2500
- 120,000,000 (\$120,000,000) STRAIGHT BONDS (FILE 333-39813 - NOV. 07)
(BR. 2 - NEW ISSUE)

S-8 LIGHTBRIDGE INC, 67 S BEDFORD ST, BURLINGTON, MA 01803 (617) 359-4000 -
70,000 (\$435,400) COMMON STOCK (FILE 333-39817 - NOV 07) (BR 3)

S-4 MAXIM GROUP INC /, 210 TOWNPARK DR, KENNESAW, GA 30144 (770) 590-9369 -
100,000,000 (\$99,295,000) STRAIGHT BONDS. (FILE 333-39819 - NOV 07)
(BR 9)

S-8 MEMRY CORP, 57 COMMERCE DR, BROOKFIELD, CT 06804 (203) 740-7311 -
1,100,000 (\$2,222,000) COMMON STOCK (FILE 333-39821 - NOV 07) (BR. 4)

S-3 HEALTHSOUTH CORP, ONE HEALTHSOUTH PKWY, STE 224W, BIRMINGHAM, AL 35243
(205) 967-7116 - 984,189 (\$24,297,166) COMMON STOCK (FILE 333-39825 -
NOV 07) (BR 1)

S-3 PACIFIC AEROSPACE & ELECTRONICS INC, 434 OLDS STATION RD, WENATCHEE, WA
98801 (509) 664-8000 - 2,172,690 (\$7,364,476) COMMON STOCK (FILE
333-39827 - NOV 07) (BR. 6)

S-8 BONDED MOTORS INC, 7522 S MAIE AVE, LOS ANGELES, CA 90001 (213) 583-8631
- 620,000 (\$4,819,898) COMMON STOCK. (FILE 333-39829 - NOV 07) (BR. 9)

S-2 PENNFIRST BANCORP INC, 600 LAWRENCE AVE, ELLWOOD CITY, PA 16117
(412) 758-5584 - \$23,000,000 PREFERRED STOCK (FILE 333-39831 - NOV. 07)
(BR 7)

S-8 TRACK N TRAIL INC, 4961-A WINDPLAY DRIVE, 916-933-4525, EL DORADOHILLS,
CA 95763 (916) 933-4525 - 1,055,735 (\$4,254,612.05) COMMON STOCK (FILE
333-39833 - NOV 07) (BR 2)

S-8 TRACK N TRAIL INC, 4961-A WINDPLAY DRIVE, 916-933-4525, EL DORADOHILLS,
CA 95763 (916) 933-4525 - 150,000 (\$1,533,000) COMMON STOCK (FILE
333-39835 - NOV 07) (BR 2)

N-2 MERRILL LYNCH SR FLOAT RATE FD, 800 SCUDDERS MILL RD, PLAINSBORO, NJ
08536 (609) 282-2800 - 50,000,000 (\$500,000,000) COMMON STOCK (FILE
333-39837 - NOV 07) (BR 17)

N-2 MERRILL LYNCH HIGH INCOME MUNICIPAL BOND FUND INC,
800 SCUDDERS MILL ROAD, PLAINSBORO, NJ 08536 (609) 282-3319 - 5,000,000
(\$57,050,000) COMMON STOCK (FILE 333-39839 - NOV. 07) (BR 17)

S-3 HEICO CORP, 3000 TAFT ST, HOLLYWOOD, FL 33021 (305) 987-6101 -
\$86,250,000 CONVERTIBLE DEBENTURES AND NOTES. (FILE 333-39841 - NOV 07)
(BR 5)

S-8 HANNA M A CO/DE, STE 36 5000, 200 PUBLIC SQUARE, CLEVELAND, OH 44114
(216) 589-4000 - 50,000 (\$1,259,375) COMMON STOCK. (FILE 333-39843 -
NOV 07) (BR 6)

S-3 PLANET POLYMER TECHNOLOGIES INC, 9985 BUSINESS PARK WAY STE A,
SAN DIEGO, CA 92131 (619) 549-5130 - 890,000 (\$2,113,940) COMMON STOCK
(FILE 333-39845 - NOV 07) (BR. 9)

S-4 HOME HEALTH CORP OF AMERICA INC \PA\, 2200 RENAISSANCE BLVD, STE 300,
KING OF PRUSSIA, PA 19406 (610) 272-1717 - 2,822 (\$24,319,326.38)
COMMON STOCK (FILE 333-39847 - NOV. 07) (BR 1)

SB-2 GBCI CAPITAL TRUST, 11301 NALL AVENUE, LEAWOOD, KS 66211 (913) 451-8050
- 1,150,000 (\$28,750,000) PREFERRED STOCK. (FILE 333-39849 - NOV 07)
(NEW ISSUE)

S-8 CYBERAMERICA CORP, 268 W 400 S STE 300, RICHARD SURBER, SALT LAKE CITY,
UT 84101 (801) 575-8073 - 130,000 (\$162,500) COMMON STOCK (FILE
333-39855 - NOV 07) (BR. 7)

S-3 AES CORPORATION, 1001 N 19TH ST, STE 2000, ARLINGTON, VA 22209
(703) 522-1315 (FILE 333-39857 - NOV 10) (BR. 4)

SB-2 ESQUIRE COMMUNICATIONS LTD, 216 EAST 45TH STREET, NEW YORK, NY 10173
(212) 687-8010 - 1,980,667 (\$12,949,034) COMMON STOCK 529,502 (\$465,885)
WARRANTS, OPTIONS OR RIGHTS. 629,502 (\$2,340,318) COMMON STOCK (FILE
333-39859 - NOV 10) (BR. 9)

S-4 HE HOLDINGS INC, 7200 HUGHES TERRACE, BLDG C01/MS A114, LOS ANGELES, CA
90045 (310) 568-6077 - 248,000,000 (\$3,570,262,400) COMMON STOCK. (FILE
333-39861 - NOV 10) (BR. 5)

S-8 GEOWORKS /CA/, 960 ATLANTIC AVE, ALAMEDIA, CA 94501 (510) 814-1660 -
1,400,000 (\$18,375,000) COMMON STOCK. (FILE 333-39863 - NOV 10) (BR. 3)

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			
ADAPTIVE SOLUTIONS INC	OR		X									11/11/97	
ADVOCAT INC	DE								X			10/02/97	AMEND
AMERICA ONLINE INC	DE				X	X						11/12/97	
AMERICA WEST AIRLINES INC	DE				X	X						10/31/97	
AMERICA WEST HOLDINGS CORP					X	X						10/31/97	
AMERICAN BUSINESS PRODUCTS INC	GA				X	X						11/07/97	
AMERICAN CASINO ENTERPRISES INC /NV	NV				X	X						11/12/97	
/													
AMERICAN CRAFT BREWING INTERNATIONA L LTD	LA				X			X				10/22/97	AMEND
AMERICAN DISPOSAL SERVICES INC	DE		X					X				09/25/97	AMEND
AMERICAN PAD & PAPER CO	DE					X	X					11/03/97	
AMERICAN PAD & PAPER CO OF DELAWARE INC	DE					X	X					11/03/97	
AMERICAN REAL ESTATE INVESTMENT COR P	MD							X				11/12/97	
AMERICREDIT FINANCIAL SERVICES INC	DE					X	X					11/11/97	
AMSURG CORP	TN							X				09/02/97	AMEND

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
APPLIED CELLULAR TECHNOLOGY INC	MO	X	X	X	X	X	X	X	X	X	10/24/97	
ARDEN REALTY INC	MD	X								X	10/27/97	
ARGYLE TELEVISION INC	DE					X	X				11/12/97	
ARRIS PHARMACEUTICAL CORP/DE/	DE					X	X				11/02/97	
ARXA INTERNATIONAL ENERGY INC	DE	X	X			X	X				10/27/97	
ASHTON TECHNOLOGY GROUP INC	DE					X					11/12/97	
ATMOS ENERGY CORP	TX					X	X				11/12/97	
AURA SYSTEMS INC	DE					X	X				10/30/97	
AVERT INC	CO					X	X				10/29/97	
BANDAG INC	IA	X								X	10/29/97	
BANKAMERICA MORTGAGE SECURITIES INC	DE									X	11/10/97	
BASE TEN SYSTEMS INC	NJ	X								X	10/27/97	
BASIN EXPLORATION INC	DE					X					11/12/97	
BECKMAN INSTRUMENTS INC	DE	X								X	10/31/97	
BERLITZ INTERNATIONAL INC	NY	X								X	08/28/97	AMEND
BIOTECHNICA INTERNATIONAL INC	DE					X					11/12/97	
BOARDWALK CASINO INC	NV					X	X				10/29/97	
BOCA RATON CAPITAL CORP /FL/	FL	X								X	10/24/97	
BOYD GAMING CORP	NV	X								X	10/30/97	
BREWER C HOMES INC	DE					X	X				11/06/97	
BRYN MAWR BANK CORP	PA					X					11/12/97	
BURLINGTON COAT FACTORY WAREHOUSE C ORP	DE									X	11/06/97	
CANADIAN DERIVATIVES CLEARING CORP						X	X				10/06/97	
CAPITAL ASSOCIATES INC	DE					X					11/07/97	
CAPITAL TRUST	CA	X								X	10/31/97	
CAPITAL TRUST	CA	X								X	11/12/97	
CAPITOL HOME EQU LN TR 1990-1 CA HM EQ LN AS BK CE SE 1990-1	MD					X					10/31/97	
CAPITOL REVOLVING HOME EQUITY LOAN TRUST 1996-1						X					10/20/97	
CAPITOL REVOLVING HOME EQUITY LOAN TRUST 1996-1						X					10/20/97	
CAREY INTERNATIONAL INC	DE	X								X	10/31/97	
CARLYLE REAL ESTATE LTD PARTNERSHIP XI	IL	X								X	10/31/97	
CATERPILLAR FINANCIAL FUNDING CORP	NV									X	11/13/97	
CELLEGY PHARMACEUTICALS INC	CA					X					11/03/97	
CELTRIX PHARMACEUTICALS INC	DE					X	X				11/12/97	
CHASE MANHATTAN CORP /DE/	DE					X	X				11/13/97	
CHECKFREE CORP \GA\	DE					X	X				10/29/97	
CHELMSFORD CAPITAL LTD	CO	X									10/27/97	
CHUBB CORP	NJ					X	X				11/10/97	
CLARK MATERIAL HANDLING CO	DE	X								X	11/13/97	
COASTAL CARIBBEAN OILS & MINERALS L TD	D0					X	X				11/12/97	
COLUMBIA BANKING SYSTEM INC	WA	X									11/12/97	
COMMERCIAL LABOR MANAGEMENT INC	NV	X	X			X					07/01/95	
COMMUNITY SAVINGS BANKSHARES INC						X	X				11/06/97	
COMPUTONE CORPORATION	DE									X	10/16/97	
CONNECTICUT ENERGY CORP	CT					X					11/12/97	
CONSUMER PORTFOLIO SERVICES INC	CA									X	12/31/97	
CONTINUACARE CORP	FL					X	X				10/30/97	
CONTINUACARE CORP	FL	X								X	10/31/97	
COSTILLA ENERGY INC	DE									X	08/28/97	AMEND
CREATIVE MEDICAL DEVELOPMENT INC	DE					X					09/30/97	
CULP INC	NC	X									11/02/97	
DEAN WITTER REALTY YIELD PLUS II LP	DE					X					10/27/97	
DEAN WITTER REALTY YIELD PLUS L P	DE					X					10/27/97	
DIAL CORP /NEW/	DE					X	X				11/10/97	
DIALOGIC CORP	NJ					X	X				11/06/97	

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	CODE		1	2	3	4	5	6	7	8	9		
DIALYSIS CORP OF AMERICA	FL							X				10/31/97	
DIGITAL DATA NETWORKS INC	WA							X				11/12/97	
DRS TECHNOLOGIES INC	DE		X				X					08/29/97	
DRUG GUILD DISTRIBUTORS INC	NJ		X		X	X						07/03/97	AMEND
DSC COMMUNICATIONS CORP	DE					X	X					11/07/97	
DURA AUTOMOTIVE SYSTEMS INC	DE							X				08/29/97	AMEND
E&J PROPERTIES LTD	CA						X					11/07/97	
EASTERN ENVIRONMENTAL SERVICES INC	DE					X	X					10/27/97	
ELECTRONIC DESIGNS INC	DE		X				X					10/27/97	
ENERGY VENTURES INC /DE/	DE						X					11/04/97	
EQUITY RESIDENTIAL PROPERTIES TRUST	MD							X				10/09/97	AMEND
ERP OPERATING LTD PARTNERSHIP	IL						X					05/30/97	
ERP OPERATING LTD PARTNERSHIP	IL							X				10/09/97	AMEND
FAMOUS HOST LODGING V LP	CA		X									11/13/97	
FCC NATIONAL BANK							X	X				11/12/97	
FGIC SECURITIES PURCHASE INC	DE					X	X					09/30/97	AMEND
FGIC SECURITIES PURCHASE INC	DE					X	X					10/02/97	
FIRESTONE RETAIL CREDIT CORP	MA						X	X				11/01/97	
FIRST FINANCIAL HOLDINGS INC /DE/	DE		X									11/07/97	
FIRST INDUSTRIAL LP	IL		X		X	X						10/30/97	
FIRST INDUSTRIAL REALTY TRUST INC	MD		X		X	X						10/30/97	
FIRST SECURITY AUTO GRANTOR TRUST 1 995-A	UT		X									10/25/97	
FIRST SECURITY AUTO GRANTOR TRUST 1 997-A	UT		X									10/25/97	
FIRSTMERIT CORP	OH					X	X					11/02/97	
FIRSTPLUS INVESTMENT CORP	NV					X	X					10/10/97	
FIRSTPLUS INVESTMENT CORP	NV					X	X					11/10/97	
FIRSTPLUS INVESTMENT CORP	NV					X	X					11/10/97	
FOOD 4 LESS HOLDINGS INC /DE/	DE					X	X					11/06/97	
FORD CREDIT AUTO LOAN MASTER TRUST	MI					X	X					10/31/97	
FORD CREDIT AUTO RECEIVABLES TWO L P	DE					X	X					10/31/97	
FRANKLIN ELECTRIC CO INC	IN					X						11/07/97	
FRED MEYER INC	DE					X	X					11/06/97	
GALEY & LORD INC	DE					X						10/27/97	
GE CAPITAL MORTGAGE SERVICES INC	NJ		X				X					10/30/97	
GEON CO	DE		X				X					10/31/97	
GERMAN AMERICAN BANCORP	IN					X						11/07/97	
GLENAYRE TECHNOLOGIES INC	DE		X				X					11/03/97	
GLOBAL DIAMOND RESOURCES INC	NV					X	X	X				09/04/97	
GLOBAL ONE DISTRIBUTION & MERCHANDI SING INC	DE		X		X	X						10/27/97	
GLOBAL WATER TECHNOLOGIES INC	DE					X	X					11/05/97	
H&R BLOCK INC	MO					X	X					11/10/97	
HALTER MARINE GROUP INC	DE					X	X					10/31/97	
HARTCOURT COMPANIES INC	UT		X									10/28/97	
HEALTHDYNE TECHNOLOGIES INC	GA					X	X					11/10/97	
HEALTHSOUTH CORP	DE		X				X					11/13/97	
HOMEBASE INC	DE					X	X					11/11/97	
HOMEORP INC	DE					X	X					10/29/97	
HORIZON PHARMACIES INC								X				08/30/97	AMEND
IMNET SYSTEMS INC	DE					X						10/29/97	
IMO INDUSTRIES INC	DE				X							11/05/97	
IMO INDUSTRIES INC	DE				X							11/05/97	AMEND
INDIANAPOLIS POWER & LIGHT CO	IN		X									11/12/97	
INNODATA CORP	DE		X									11/12/97	
INTEGON CORP /DE/	DE		X									11/12/97	
INTEGRATED HEALTH SERVICES INC	DE					X	X					11/03/97	
INTERNATIONAL BANCSHARES CORP	TX					X	X					11/06/97	

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		1	2	3	4	5	6	7	8	9		
IVI PUBLISHING INC	MN				X	X					10/16/97	
JCP RECEIVABLES INC	DE				X	X					10/15/97	
JDA SOFTWARE GROUP INC	DE				X	X					10/24/97	
JUNIPER FEATURES LTD	NY	X									10/31/97	
KATZ MEDIA CORP	DE	X									10/28/97	
KATZ MEDIA GROUP INC	DE	X									10/28/97	
KENDLE INTERNATIONAL INC	OH				X	X					10/24/97	
KERR GROUP INC	DE			X		X					11/06/97	
KEY FLORIDA BANCORP INC	FL				X	X					11/07/97	
KILROY REALTY CORP	MD		X				X				10/29/97	
LAMINATING TECHNOLOGIES INC	DE				X						11/12/97	
LEADVILLE CORP	CO				X	X					10/30/97	
LIBERTY PROPERTY LIMITED PARTNERSHI P	PA				X						11/13/97	
LIBERTY PROPERTY TRUST	MD				X						11/13/97	
LIBERTY TECHNOLOGIES INC	PA		X		X	X					10/30/97	
LIDAK PHARMACEUTICALS	CA		X								11/03/97	
LITTLE SWITZERLAND INC/DE	DE				X	X					11/03/97	
LOEWEN GROUP INC					X	X					11/06/97	
LOGILITY INC	GA	X									11/06/97	
LSI LOGIC CORP	DE							X			10/27/97	
MARATHON BANCORP	CA			X		X					10/30/97	AMEND
MATTEL INC /DE/	DE					X					11/12/97	
MCI COMMUNICATIONS CORP	DE				X	X					11/09/97	
MEDICORE INC	FL		X								10/31/97	
MEDICUS SYSTEMS CORP /DE/	DE	X									11/30/97	
MEDIZONE INTERNATIONAL INC	NV	X									11/05/97	
MEGALITH CORP	CO			X		X	X				10/21/97	
MERIDIAN INDUSTRIAL TRUST INC	MD		X			X					09/24/97	AMEND
MERIDIAN INDUSTRIAL TRUST INC	MD		X			X					09/30/97	AMEND
MERIDIAN INDUSTRIAL TRUST INC	MD		X			X					10/22/97	AMEND
MERIDIAN RESOURCE CORP	TX		X			X					11/05/97	
METROPOLITAN FINANCIAL CORP /OH/	OH				X						10/28/97	
MIDCOAST ENERGY RESOURCES INC	NV		X			X					10/31/97	
MIDCOM COMMUNICATIONS INC	WA			X		X	X				11/10/97	
MILESTONE PROPERTIES INC	DE			X		X					10/30/97	
MILLER PETROLEUM INC	DE			X							02/24/97	AMEND
MILLS CORP	DE				X	X					06/30/97	
MSR EXPLORATION LTD	DE		X								10/31/97	
NATIONAL SEMICONDUCTOR CORP	DE				X						11/14/97	
NATIONSBANK CORP	NC					X					08/29/97	AMEND
NEWMONT GOLD CO	DE				X	X					10/31/97	
NEWMONT MINING CORP	DE				X	X					10/31/97	
NISSAN AUTO RECEIVABLES CORP /DE	DE		X			X					10/29/97	
NORTH AMERICAN TECHNOLOGIES GROUP I NC /MI/	DE		X			X					10/31/97	
NORTHROP GRUMMAN CORP	DE				X	X					12/31/96	
OAKWOOD MORTGAGE INVESTORS INC	NC				X						11/14/97	
OHIO EDISON CO	OH	X									11/12/97	
ON TECHNOLOGY CORP	DE				X						10/29/97	
ONSITE ENERGY CORP	DE		X		X	X					10/28/97	
OROAMERICA INC	DE		X			X					10/29/97	
OSHKOSH B GOSH INC	DE		X								12/31/97	
PAINWEBBER PREFERRED YIELD FUND L P	DE				X						08/30/97	
PARAGON HEALTH NETWORK INC	DE	X	X			X					11/04/97	
PARAGON HEALTH NETWORK INC	DE	X	X			X					11/04/97	
PARAMARK ENTERPRISES INC	DE				X	X					11/10/97	
PATRIOT AMERICAN HOSPITALITY INC/DE	DE				X	X					09/30/97	
PATRIOT AMERICAN HOSPITALITY OPERAT ING CO\DE	DE				X	X					09/30/97	

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PAXAR CORP	NY		X					X			10/28/97	
PEACHES ENTERTAINMENT CORP	FL					X					10/27/97	
PEGASUS COMMUNICATIONS CORP	DE					X					11/05/97	
PENTAIR INC	MN		X								11/04/97	
PEOPLES BANK CREDIT CARD MASTER TRU ST	CT					X					11/01/97	
PEOPLES HOLDING CO	MS					X					11/12/97	
PETSMART INC	DE					X	X	X			10/27/97	
PHOENIX DUFF & PHELPS CORP	DE		X		X	X					11/13/97	AMEND
POLYMER GROUP INC	DE				X	X					10/27/97	
POUGHKEEPSIE FINANCIAL CORP	DE				X	X					10/23/97	
POWERCOLD CORP	NV				X	X	X				11/07/97	
PREMIER RESEARCH WORLDWIDE LTD	DE				X						10/28/97	
PRICE REIT INC	MD		X								07/31/97	
PROFESSIONAL TRANSPORTATION GROUP L TD INC	GA				X	X					10/31/97	
PRUDENTIAL BANK & TRUST CO /GA/	GA				X	X					08/31/97	
PYR ENERGY CORP	DE				X	X					11/12/97	
RADIANT SYSTEMS INC	GA		X			X					10/31/97	
RALPHS GROCERY CO /DE/	DE				X	X					11/06/97	
REDOX TECHNOLOGY CORP	DE				X	X					10/31/97	
RESIDENTIAL ACCREDIT LOANS INC	DE					X					11/13/97	
RESIDENTIAL ACCREDIT LOANS INC	DE					X					11/13/97	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE				X	X					10/25/97	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE				X	X					11/12/97	
ROCKY SHOES & BOOTS INC	OH				X	X					11/05/97	
RT INDUSTRIES INC	DE					X					08/29/97	AMEND
RYANS FAMILY STEAKHOUSES INC	SC		X								11/05/97	
SCFC BOAT LOAN TRUST 1992-1	IL				X	X					10/31/97	
SCFC RECREATIONAL VEHICLE LOAN TRUS T 1991-1	IL				X	X					10/31/97	
SCP POOL CORP	DE					X					09/26/96	AMEND
SECURITY CAPITAL INDUSTRIAL TRUST	MD				X	X					11/12/97	
SEQUANA THERAPEUTICS INC	CA				X	X					11/02/97	
SHOLOGDE INC	TN		X			X					10/09/96	
SI DIAMOND TECHNOLOGY INC	TX				X	X					10/28/97	
SIEMANN EDUCATIONAL SYSTEMS INC	CO				X		X	X			11/10/97	
SISKON GOLD CORP	CA		X								11/06/97	
SISKON GOLD CORP	CA		X								11/06/97	AMEND
SL GREEN REALTY CORP	MD		X			X					09/15/97	AMEND
SLOANS SUPERMARKETS INC	DE		X	X		X	X				11/10/97	
SOS STAFFING SERVICES INC	UT					X					09/15/97	AMEND
SOURCE MEDIA INC	DE		X		X	X					10/30/97	
SPECIALTY CARE NETWORK INC	DE					X					09/01/97	AMEND
SPECIALTY FOODS ACQUISITION CORP	DE		X								11/12/97	
SPECIALTY FOODS CORP	DE		X								11/12/97	
SPLASH TECHNOLOGY HOLDINGS INC	DE		X		X	X					10/30/97	
SPS TRANSACTION SERVICES INC	DE					X					09/30/97	
STAFFMARK INC	DE		X			X					10/28/97	
STARWOOD LODGING CORP	MD					X					11/12/97	
STARWOOD LODGING CORP	MD				X	X					11/13/97	
STARWOOD LODGING TRUST	MD					X					11/12/97	
STARWOOD LODGING TRUST	MD				X	X					11/13/97	
STATEFED FINANCIAL CORP	DE				X	X					10/30/97	
STORMEDIA INC	DE				X	X					10/22/97	
STRUCTURED ASSET SECURITIES CORPORA TION	NY				X	X					10/30/97	
SUMMIT DESIGN INC	DE					X					09/09/97	AMEND

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SUN BANCORP INC /NJ/	NJ				X	X						11/06/97	
SUPER 8 ECONOMY LODGING IV LTD	CA	X										11/13/97	
SUPER 8 MOTELS II LTD	CA	X										11/13/97	
SUPER 8 MOTELS III LTD	CA	X										11/13/97	
SUPER 8 MOTELS LTD	CA	X										11/13/97	
SUPERIOR ENERGY SERVICES INC	DE		X					X				11/12/97	
SVI HOLDINGS INC	NV					X						12/31/97	
SYNTELLECT INC	DE		X					X				10/25/97	AMEND
SYS	CA				X							10/28/97	
TAKE TWO INTERACTIVE SOFTWARE INC	DE				X	X						10/31/97	
TAMPA ELECTRIC CO	FL				X							11/13/97	
TCF FINANCIAL CORP	DE				X	X						11/10/97	
TECO ENERGY INC	FL				X							11/13/97	
TIME WARNER INC/	DE				X	X						11/04/97	
TITANIUM METALS CORP	DE				X	X						11/11/97	
TMP WORLDWIDE INC	DE								X			11/08/97	
TOMORROWS MORNING INC	CA								X			11/07/97	
TOYOTA AUTO LEASE TRUST 1997-A	CA			X								08/31/97	
TRANSIT GROUP INC	FL				X	X						08/29/97	AMEND
TRI COUNTY BANCORP INC	WY				X							11/04/97	
TRIANGLE PHARMACEUTICALS INC	DE							X				08/28/97	AMEND
UCI MEDICAL AFFILIATES INC	DE							X				09/01/97	AMEND
UNITED AMERICAN HEALTHCARE CORP	MI			X								10/23/97	AMEND
UNITED NATURAL FOODS INC	DE		X					X				10/31/97	
URT INDUSTRIES INC	FL					X						10/27/97	
USA WASTE SERVICES INC	DE							X				11/07/97	
USCI INC	DE					X						10/29/97	
VARCO INTERNATIONAL INC	CA				X	X						11/06/97	
VERMONT PURE HOLDINGS LTD	NY								X			11/10/97	AMEND
VIDEOLAN TECHNOLOGIES INC /DE/	DE				X	X						11/11/97	
WASTE INDUSTRIES INC	NC							X				08/30/97	AMEND
WELLSFORD REAL PROPERTIES INC	DE							X				11/11/97	AMEND
WELLSFORD REAL PROPERTIES INC	DE							X				11/11/97	AMEND
WESTERN BANCORP	CA				X	X						11/13/97	
WHG BANCSHARES CORP	MD				X	X						11/13/97	
WHITE CAP HOLDINGS INC	DE		X					X				10/31/97	
WILLIAMS COMPANIES INC	DE				X							09/19/97	AMEND
WORLDCOM INC /GA/	GA				X	X						11/09/97	
YAMAHA MOTOR RECEIVABLES CORP	DE					X						11/15/97	