

# SEC NEWS DIGEST

Issue 96-199

October 18, 1996

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## ENFORCEMENT PROCEEDINGS

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### REGISTRATION OF A.R. BARON & CO., INC. AS A BROKER-DEALER REVOKED

The Commission entered an Order Instituting Proceedings, Making Findings and Imposing Remedial Sanctions as to A.R. Baron & Co., Inc. (Baron). The Order revokes the registration of Baron as a broker-dealer pursuant to Section 15(b) of the Securities Exchange Act of 1934 (Exchange Act). The Order finds that Baron willfully violated Section 17(a) of the Securities Act of 1933 and Sections 7(c), 9(a)(2), 9(a)(4), 10(b) and 15(c)(1) of the Exchange Act and Rules 10b-5 and 15c1-2 thereunder and Regulation T promulgated by the Federal Reserve Board. Without admitting or denying the findings contained in the Order, Baron, through its trustee for the liquidation of the business of Baron, consented to the entry of the Order. The Commission today also entered an Order dismissing Baron from cease-and-desist proceedings pending against Baron, Andrew Bressman and Roman Okin (Admin. Proc. File No. 3-9010). (Rel. 34-37831)

### ADMINISTRATIVE PROCEEDING INSTITUTED AGAINST ANDREW BRESSMAN, ROMAN OKIN, RICHARD ACOSTA, RICHARD SIMONE, BURTON BLANK, MARK GOLDMAN AND JACK WOLYNEZ

The Commission instituted public administrative proceedings as to Andrew Bressman, Roman Okin, Richard Acosta, Richard Simone and Mark Goldman alleging that they committed fraud in violation of the securities laws and as to Goldman, Burton Blank and Jack Wolynez alleging that they failed reasonably to supervise persons subject to their supervision. The Commission alleges that Bressman, Okin and Acosta willfully violated Section 17(a) of the Securities Act of 1933 (Securities Act) and Sections 9(a)(2), 9(a)(4) and 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5 thereunder, and willfully aided and abetted and caused violations of Sections 7(c) and 15(c)(1) of the Exchange Act and Rule 15c1-2 thereunder and Regulation T promulgated by the Federal Reserve Board; Simone willfully violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder; and Goldman willfully violated Sections 9(a)(2) and 10(b) of the Exchange Act and Rule 10b-5 thereunder, and willfully aided and abetted and caused violations of Section 15(c)(1) of the Exchange Act and Rule 15c1-2 thereunder. The Commission alleges that Blank, Goldman and Wolynez failed reasonably to supervise persons subject

to their supervision and to detect and prevent the manipulative conduct and repeated and numerous sales abuses. The administrative proceeding will determine whether remedial action is appropriate under: Section 8A of the Securities Act and Sections 15(b)(6), 19(h), 21B and 21C of the Exchange Act as to Bressman, Okin, Acosta, Simone and Goldman; and Sections 15(b)(6), 19(h) and 21B of the Exchange Act as to Blank and Wolynez. (Rel. 34-37832)

#### CAMBRIDGE BIOTECH CORPORATION ORDERED TO CEASE AND DESIST

The Commission today announced the issuance of an Order instituting public administrative proceedings pursuant to Section 8A of the Securities Act and Section 21C of the Exchange Act against Cambridge Biotech Corporation (CBC), a biopharmaceutical company headquartered in Worcester, Massachusetts. The Order finds that, between June 1991 and December 1992, CBC improperly recognized revenue on nine sales and license transactions. These transactions were structured by CBC's former Chief Executive Officer, who was terminated in May 1994, and CBC's former Chief Financial Officer, who resigned in June 1993. The transactions included shipments of product with no expectation of payment, premature recognition of license fee revenues, and use of corporate funds to resolve outstanding receivables by making it appear that CBC had purchased unrelated goods and services, when in fact CBC had simply "bought" its own product back. CBC thereby materially overstated revenue and net income in 1991 and 1992. CBC consented to the issuance of an Order that it cease and desist from further violations of the antifraud, corporate reporting, and books and records provisions of the federal securities laws. (Rel. 34-37833; 33-7358; AAE Rel. 843)

#### NIR KANTOR PERMANENTLY BARRED FROM ASSOCIATION WITH ANY BROKER, DEALER, INVESTMENT COMPANY, INVESTMENT ADVISER, OR MUNICIPAL SECURITIES DEALER

The Commission announced that October 17 it issued an Order Instituting Public Proceedings Pursuant to Sections 15(b)(6) of the Securities Exchange Act of 1934 and Findings and Order of the Commission against Nir Kantor.

In the order the Commission found that Kantor, who was associated with Bankers Trust Securities Corporation, a registered broker dealer, on September 12 1996 was permanently enjoined by the United States District Court for the Southern District of New York from violating Sections 10(b) and 14(e) of the Exchange Act and Rules 10b-5 and 14e-3 promulgated thereunder. The Commission permanently barred Kantor from association with any broker, dealer, investment company, investment adviser, or municipal securities dealer. Kantor consented to the entry of the Order without admitting or denying the findings, except that he admitted to jurisdiction and the entry of the injunction. (Rel. 34-37834)

#### COMMISSION SUSTAINS NASD DISCIPLINARY ACTION AGAINST LARRY KLEIN

The Commission has sustained disciplinary action against Larry Ira Klein of Oakland, California. The NASD had found that Klein made

material misstatements and omitted to state material facts in connection with the sale of securities to three customers, in violation of Article III, Section 1 of the NASD's Rules of Fair Practice (Rules). It also had found that Klein made unsuitable recommendations to these customers, in violation of Article III, Sections 1 and 2 of the Rules. The NASD had censured Klein, fined him \$150,000, and suspended him in all capacities for six months.

The Commission determined that each of the three customers involved in this proceeding had limited resources, was reinvesting funds that previously had been invested in certificates of deposit or a tax-deferred retirement fund, and wanted "good quality" or "safe" investments. The Commission concluded that Klein failed to inform each customer about the risks associated with the securities he was recommending and that Klein made material misstatements to two of the customers concerning the safety of the recommended securities. The Commission further concluded that, in light of each customer's financial situation and needs, it clearly was inappropriate for Klein to recommend that they purchase high-yield debt securities or shares in a high-yield bond fund, investments "carrying greater risk than any of [these customers] reasonably could shoulder." (Rel. 34-37835)

#### TEMPORARY RESTRAINING ORDER FREEZES ASSETS OF MICHAEL JONSSON AND OBJECTIVE INVEST HOLDING S.A.

The Commission today announced that on October 17 Senior Judge Milton Pollack of the Southern District of New York issued a Temporary Restraining Order in this insider trading case against defendants Michael Jonsson and Objective Invest Holding S.A. (OIH) and their agents, that, among other things, froze the defendants' assets.

In its complaint, the Commission alleged that Jonsson, at the time an officer of Olicom A/S, and OIH, a Luxembourg corporation whose trading Jonsson controlled, effected illegal transactions in Olicom's common stock and put options through two Luxembourg banks while in possession of material, nonpublic information concerning Olicom's expected operating loss and the impending public announcement relating thereto, which occurred on April 2, 1996. It is alleged that defendants avoided losses of approximately \$88,000 by selling 28,000 shares of Olicom stock, and reaped a profit of approximately \$99,000 through the exercise of the 800 put options and accompanying transactions in Olicom's common stock. The Commission is seeking injunctive relief, disgorgement with prejudgment interest thereon, and civil penalties. [SEC v. Michael Jonsson and Objective Invest Holding S.A., Civil Action No. 96-7867 (RO) SDNY] (LR-15126)

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#### INVESTMENT COMPANY ACT RELEASES

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## MORGAN STANLEY & CO. INCORPORATED

An order has been issued on an application filed by Morgan Stanley & Co. Incorporated (Morgan Stanley) under Section 6(c) of the Investment Company Act exempting the AJL PEPS Trust and certain future trusts for which Morgan Stanley will serve as a principal underwriter (New Trusts) from Sections 12(d)(1) and 14(a) of the Act, and under Section 17(b) of the Act exempting Morgan Stanley and the New Trusts from Section 17(a) of the Act. The order would (a) permit other registered investment companies to own a greater percentage of the total outstanding voting stock (PEPS) of each trust than that permitted by Section 12(d)(1), (b) exempt the New Trusts from the initial net worth requirements of Section 14(a), and (c) permit the New Trusts to purchase U.S. government securities from Morgan Stanley at the time of a New Trust's initial issuance of PEPS. (Rel. IC-22284 - October 16)

## DAILY MONEY FUND, ET AL.

An order has been issued on an application filed by Daily Money Fund, et al. under Section 6(c) of the Investment Company Act for an exemption from Section 12(d)(1)(a)(ii) of the Act and Rule 2a-7(c)(4)(i) and (ii) thereunder, under Sections 6(c) and 17(b) granting an exemption from Section 17(a), and Rule 17d-1 permitting certain transactions in accordance with Section 17(d) and Rule 17d-1. The order permits certain investment companies to purchase shares of affiliated investment companies for cash management purposes and permits the investment companies to engage in certain transactions with each other. (Rel. IC-22285 - October 16)

## THE PILOT FUNDS, ET AL.

An order has been issued on an application filed by The Pilot Funds, et al., under Section 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act. The order permits four series of The Pilot Funds to acquire all of the assets and assume all of the stated liabilities of six series of FUNDS IV Trust. (Rel. IC-22286 - October 16)

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## SELF-REGULATORY ORGANIZATIONS

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### APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change submitted by the American Stock Exchange (SR-Amex-96-23) relating to various changes to the Exchange's Company Guide. Publication of the order is expected in the Federal Register during the week of October 21. (Rel. 34-37823)

The Commission approved a proposed rule change filed by the Government Securities Clearing Corporation (SR-GSCC-96-05) relating

to clearing fund collateral and loss allocation provisions. (Rel. 34-37828)

The Commission approved a proposed rule change filed by the National Securities Clearing Corporation (SR-NSCC-96-13) to modify NSCC's rules and procedures relating to the guarantee of when-issued and balance order trades. (Rel. 34-37829)

#### APPROVAL OF PROPOSED SUPPLEMENT TO OPTIONS DISCLOSURE DOCUMENT REGARDING FLEXIBLE EXCHANGE OPTIONS (FLEX OPTIONS)

The Commission approved a proposed supplement (SR-ODD-96-1) by The Options Clearing Corporation to its options disclosure document. Publication of the approval order is expected in the Federal Register during the week of October 21. (Rel. 34-37824)

#### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-96-36) relating to software subscription and maintenance fees for the CRD system. (Rel. 34-37826)

#### WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until November 7 to comment on the application of Reliv' International, Inc. to withdraw from listing and registration on the American Stock Exchange its Common Stock, No Par Value. (Rel. 34-37836)

A notice has been issued giving interested persons until November 7 to comment on the application of Tasty Baking Company to withdraw from listing and registration on the American Stock Exchange its Common Stock, \$0.05 Par Value. (Rel. 34-37837)

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#### SECURITIES ACT REGISTRATIONS

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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-1 ELTEK LTD, SGOOLA INDUSTRIAL ZONE, P O B 159, PETACH TIKVA 49101 ISRAEL,  
L3 - 1,875,000 (\$13,125,000) FOREIGN COMMON STOCK. (FILE 333-5770 -  
OCT. 10) (BR. 6 - NEW ISSUE)
- S-8 VILLAGE BANCORP INC, 25 PROSPECT ST, RIDGEFIELD, CT 06877 (203) 438-9551  
- 75,000 (\$1,425,000) COMMON STOCK. (FILE 333-5772 - OCT. 09) (BR. 7)
- S-8 SABRE GROUP HOLDINGS INC, 4255 AMON CARTER BLVD, FORT WORTH, TX 76155  
(817) 963-1234 - 13,000,000 (\$351,000,000) COMMON STOCK. (FILE 333-13917 -  
OCT. 11) (BR. 3)

- S-3 TAYLOR ANN STORES CORP, 142 WEST 57TH ST, NEW YORK, NY 10019  
(212) 541-3300 - 2,348,145 (\$40,799,019) COMMON STOCK. (FILE 333-13923 - OCT. 11) (BR. 2)
- S-8 MOVADO GROUP INC, 125 CHUBB AVE, LYNDHURST, NJ 07071 (201) 460-4800 - 330,000 (\$8,538,750) COMMON STOCK. 5,400,000 (\$5,400,000)  
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-13927 - OCT. 11) (BR. 2)
- S-4 ACCESS HEALTH INC, 11020 WHITE ROCK ROAD, RANCHO CORDOVA, CA 95670  
(916) 851-4000 - 5,375,000 (\$1,929) COMMON STOCK. (FILE 333-13931 - OCT. 11) (BR. 1)
- S-8 WESTWOOD FINANCIAL CORP, 700-88 BOADWAY, WESTWOOD, NJ 07675  
(201) 666-5002 - 39,224 (\$276,660) COMMON STOCK. (FILE 333-13939 - OCT. 11) (BR. 7)
- S-3 EXCEL REALTY TRUST INC, 16955 VIA DEL CAMPO STE 110, SAN DIEGO, CA 92127  
(619) 485-9400 - 121,388 (\$2,662,949.25) COMMON STOCK. (FILE 333-13943 - OCT. 11) (BR. 8)
- S-8 AUTOMATIC DATA PROCESSING INC, ONE ADP BOULVARD, ROSELAND, NJ 07068  
(201) 994-5000 - 129,104 (\$5,551,472) COMMON STOCK. (FILE 333-13945 - OCT. 11) (BR. 3)
- S-8 TGC INDUSTRIES INC, 1304 SUMMIT AVE STE 2, PLANO, TX 75074  
(214) 881-1099 - 676,668 (\$485,168) COMMON STOCK. (FILE 333-13947 - OCT. 11) (BR. 4)
- S-3 AGRIBIOTECH INC, QUAIL PARK W, 2700 SUNSET RD STE 25, LAS VEGAS, NV 89120 (702) 798-1969 - \$24,378,834 COMMON STOCK. (FILE 333-13953 - OCT. 11) (BR. 2)
- S-3 STERLING COMMERCE INC, 8080 NORTH CENTRAL EXPRESSWAY, STE 1100, DALLAS, TX 75206 (214) 891-8600 - 17,450,000 (\$521,330,700) COMMON STOCK. (FILE 333-13955 - OCT. 11) (BR. 3)
- S-8 TRITEAL CORP, 2011 PALOMAR AIRPORT RD, STE404, CARLSBAD, CA 92009  
(619) 930-2077 - 2,477,654 (\$16,157,973.50) COMMON STOCK. (FILE 333-13957 - OCT. 11) (BR. 3)
- S-3 STERLING COMMERCE INC, 8080 NORTH CENTRAL EXPRESSWAY, STE 1100, DALLAS, TX 75206 (214) 891-8600 - 2,515,786 (\$75,159,107) COMMON STOCK. (FILE 333-13959 - OCT. 11) (BR. 3)
- S-4 OMNIPOINT CORP /DE/, 2000 NORTH 14TH ST, STE 550, ARLINGTON, VA 22201  
(703) 522-7778 - 250,000 (\$250,000,000) COMMON STOCK. (FILE 333-13961 - OCT. 11) (BR. 3)
- S-3 STEWART ENTERPRISES INC, 110 VETERANS MEMORIAL BLVD, METAIRIE, LA 70005  
(504) 837-5880 - 28,152 (\$974,763) COMMON STOCK. (FILE 333-13963 - OCT. 11) (BR. 8)
- S-3 STEWART ENTERPRISES INC, 110 VETERANS MEMORIAL BLVD, METAIRIE, LA 70005  
(504) 837-5880 - 392,498 (\$13,590,243) COMMON STOCK. (FILE 333-13965 - OCT. 11) (BR. 8)
- S-1 WILSONS THE LEATHER EXPERTS INC, 7401 BOONE AVENUE NORTH, ST LOUIS PARK, BROOKLYN PARK, MN 55428 (612) 391-4000 - 3,450,000 (\$48,300,000)  
COMMON STOCK. (FILE 333-13967 - OCT. 11)
- S-3 ALLEGHANY CORP /DE/, PARK AVE PLZ, NEW YORK, NY 10055 (212) 752-1356 - 31,564 (\$6,478,511) COMMON STOCK. (FILE 333-13971 - OCT. 11) (BR. 1)
- S-8 BENIHANA INC, 8685 NW 53RD TERRACE, MIAMI, FL 33166 (305) 593-0770 - 400,000 (\$3,675,000) COMMON STOCK. (FILE 333-13973 - OCT. 11) (BR. 2)
- S-8 PATAPSCO BANCORP INC, 1301 MERRITT BLVD, DUNDALK, MD 21222  
(410) 285-1010 - 50,757 (\$1,395,817.50) COMMON STOCK. (FILE 333-13975 - OCT. 11) (BR. 9)

- S-3 BENIHANA INC, 8685 NW 53RD TERRACE, MIAMI, FL 33166 (305) 593-0770 - 532,500 (\$5,016,250) COMMON STOCK. (FILE 333-13977 - OCT. 11) (BR. 2)
- S-8 INTERNATIONAL AIRLINE SUPPORT GROUP INC, 8095 NW 64TH ST, MIAMI, FL 33166 (305) 593-2658 - 598,782 (\$1,796,346) COMMON STOCK. (FILE 333-13979 - OCT. 11) (BR. 6)
- S-8 PATRIOT BANK CORP, HIGH & HANOVER STREETS, P O BOX 1090, POTTSTOWN, PA 19464 (610) 323-1500 - 527,677 (\$7,101,025) COMMON STOCK. (FILE 333-13981 - OCT. 11) (BR. 7)
- S-8 ONLINE SYSTEM SERVICES INC, 1800 GLENARM PLACE, SUITE 800, DENVER, CO 80202 (303) 296-9200 - 700,000 (\$3,213,000) COMMON STOCK. (FILE 333-13983 - OCT. 11) (BR. 3)
- S-1 BA MERCHANT SERVICES INC, ONE SOUTH VAN NESS AVENUE, SAN FRANCISCO, CA 94103 (415) 241-3390 - 18,000,000 (\$324,000,000) COMMON STOCK. (FILE 333-13985 - OCT. 11) (NEW ISSUE)
- S-8 TELEPORT COMMUNICATIONS GROUP INC, ONE TELEPORT DRIVE, STATEN ISLAND, NY 10311 (718) 355-2000 - 50,000 (\$1,140,500) COMMON STOCK. (FILE 333-13987 - OCT. 11) (BR. 3)
- S-4 JEFFERSON SAVINGS BANCORP INC, 14915 MANCHESTER RD, BALLWIN, MO 63011 (314) 227-3000 - 262,600 (\$4,772,271) COMMON STOCK. (FILE 333-13989 - OCT. 11) (BR. 7)
- S-1 WEST TELESERVICES CORP, 9910 MAPLE ST, OMAHA, NE 68134 (402) 571-7700 - \$128,000,000 COMMON STOCK. (FILE 333-13991 - OCT. 11) (NEW ISSUE)
- S-4 3COM CORP, 5400 BAYFRONT PLZ, SANTA CLARA, CA 95052 (408) 764-5000 - 3,800,000 (\$252,244,000) COMMON STOCK. (FILE 333-13993 - OCT. 11) (BR. 3)
- S-3 CARNIVAL CORP, 3655 N W 87TH AVE, PO BOX 1347, MIAMI, FL 33178 (305) 599-2600 - 24,840,000 (\$780,907,500) COMMON STOCK. (FILE 333-13997 - OCT. 11) (BR. 5)
- S-1 LARSCOM INC, 4600 PATRICK HENRY DRIVE, SANTA CLARA, CA 95054 (408) 988-6600 - 8,050,000 (\$112,700,000) COMMON STOCK. (FILE 333-14001 - OCT. 11) (NEW ISSUE)
- S-4 NEW TENNECO INC, 1275 KING STREET, GREENWICH, CT 06831 (203) 863-1000 - 1,950,000,000 (\$2,069,000,000) STRAIGHT BONDS. (FILE 333-14003 - OCT. 11) (NEW ISSUE)
- S-1 CREDIT MANAGEMENT SOLUTIONS INC, 5950 SYMPHONY WOODS RD, COLUMBIA, MD 21044 (410) 740-1000 - 2,990,000 (\$38,870,000) COMMON STOCK. (FILE 333-14007 - OCT. 11) (NEW ISSUE)
- S-3 TENNECO INC /DE/, TENNECO BLDG, 1010 MILAM STREET, HOUSTON, TX 77002 (713) 757-2131 - 275,000,000 (\$275,000,000) PREFERRED STOCK. (FILE 333-14009 - OCT. 11) (BR. 5)
- SB-2 DOUBLE EAGLE PETROLEUM & MINING CO, 777 OVERLAND TRAIL, PO BOX 766, CASPER, WY 82602 (307) 237-9330 - 2,300,000 (\$5,175,000) COMMON STOCK. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 200,000 (\$450,000) COMMON STOCK. (FILE 333-14011 - OCT. 11) (BR. 4)
- S-3 INTERACTIVE FLIGHT TECHNOLOGIES INC, 4041 NORTH CENTRAL AVENUE, SUITE 2000, PHOENIX, AZ 85012 (602) 200-8900 - 275,000 (\$1,787,500) WARRANTS, OPTIONS OR RIGHTS. 275,000 (\$4,039,750) COMMON STOCK. (FILE 333-14013 - OCT. 11) (BR. 9)
- S-8 CAPITOL COMMUNITIES CORP, 2550 HAWTHORNE BLVD, STE 206, TORRENCE, CA 90505 (310) 375-2266 - 538,000 (\$1,426,000) COMMON STOCK. (FILE 333-14015 - OCT. 11) (BR. 9)
- S-3 ROHM & HAAS CO, INDEPENDENCE MALL WEST, PHILADELPHIA, PA 19105 (215) 592-3000 - 30,000,000 (\$30,000,000) STRAIGHT BONDS. (FILE 333-14017 - OCT. 11) (BR. 4)

- S-3 FIRST MERCHANTS ACCEPTANCE CORP, 570 LAKE COOK RD, STE 126, DEERFIELD, IL 60015 (708) 948-9300 - 51,750,000 (\$51,750,000) STRAIGHT BONDS. (FILE 333-14019 - OCT. 11) (BR. 7)
- S-8 SIMULA INC, 401 WEST BASELINE STE 204, TEMPE, AZ 85283 (602) 752-8918 - 400,000 (\$5,450,000) COMMON STOCK. (FILE 333-14021 - OCT. 11) (BR. 6)
- S-3 PROMUS HOTELS INC, 755 CROSSOVER LANE, MEMPHIS, TN 38117 (901) 374-5000 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 333-14023 - OCT. 11) (NEW ISSUE)
- S-3 US OFFICE PRODUCTS CO, 1440 NEW YORK AVE NW SUITE 310, WASHINGTON, DC 20005 (202) 628-9500 - 324,348 (\$11,676,528) COMMON STOCK. (FILE 333-14025 - OCT. 11) (BR. 2)
- S-1 SEEC INC, 5001 BAUM BLVD, PITTSBURGH, PA 15213 (412) 682-4991 - 1,150,000 (\$12,650,000) COMMON STOCK. (FILE 333-14027 - OCT. 11)
- S-1 TITAN EXPLORATION INC, 500 W TEXAS AVE, SUITE 500, MIDLAND, TX 79701 (915) 682-6612 - \$172,500,000 COMMON STOCK. (FILE 333-14029 - OCT. 11) (NEW ISSUE)
- S-3 VANDERBILT MORTGAGE & FINANCE INC, 4726 AIRPORT HIGHWAY, LOUISVILLE, TN 37777 (615) 970-7200 - 1,000,000,000 (\$1,000,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 333-14033 - OCT. 11) (BR. 8)
- S-3 MICRON ELECTRONICS INC, 900 E KARCHER ROAD, NAMPA, ID 83687 (208) 465-3434 (FILE 333-14035 - OCT. 11) (BR. 3)
- S-3 JP FOODSERVICE INC, 9830 PATUXENT WOODS WAY, COLUMBIA, MD 21046 (410) 312-7100 - 6,429,028 (\$146,260,387) COMMON STOCK. (FILE 333-14039 - OCT. 11) (BR. 2)
- S-3 EPL TECHNOLOGIES INC, 200 FOUR FALLS CORPORATE CENTER, SUITE 315, WEST CONSHOHOCKEN, PA 19428 (610) 834-9600 - 932,016 (\$5,650,347) COMMON STOCK. (FILE 333-14045 - OCT. 11) (BR. 4)
- S-8 CELEX GROUP INC, 919 SPRINGER DR, LOMBARD, IL 60148 (708) 953-8440 - 500,000 (\$2,719,000) COMMON STOCK. (FILE 333-14047 - OCT. 11) (BR. 5)
- N-2 FIDELITY ADVISOR KOREA FUND INC, 82 DEVONSHIRE STREET, MAILZONE ZH2, BOSTON, MA 02109 (617) 563-8668 - 100,000 (\$1,037,500) COMMON STOCK. (FILE 333-14049 - OCT. 11) (BR. 17)
- S-4 CABOT NOBLE INC, 3000 K ST NW, STE 105, WASHINGTON, DC 20007 (202) 424-7718 - 46,189,944 (\$619,748,011.63) COMMON STOCK. 1,250,000 (\$16,875,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 333-14051 - OCT. 11) (BR. 1 - NEW ISSUE)

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RECENT 8K FILINGS

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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.

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. Copies of the reports may be purchased from the Commission's



Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

| NAME OF ISSUER                           | STATE<br>CODE | 8K ITEM NO. |   |   |   |   |   |   |          | DATE          | COMMENT |
|--|---------------|-------------|---|---|---|---|---|---|----------|---------------|---------|
|  |               | 1           | 2 | 3 | 4 | 5 | 6 | 7 | 8        |               |         |
| ACCREDITED HOME LENDERS INC              | CA            |             | X |   |   |   |   |   | X        | 10/15/96      |         |
| ACCUGRAPH CORP                           |               |             |   |   | X | X |   |   |          | 10/10/96      |         |
| ADVANCED MEDICAL INC                     | DE            |             |   | X | X |   |   |   |          | 10/16/96      |         |
| ADVANTA CORP                             | DE            |             |   | X | X |   |   |   |          | 09/30/96      |         |
| AHMANSON H F & CO /DE/                   | DE            |             |   | X | X |   |   |   |          | 10/16/96      |         |
| AIRGAS INC                               | DE            |             |   | X | X |   |   |   |          | 10/17/96      |         |
| AMCON DISTRIBUTING CO                    | DE            |             | X |   |   |   | X |   |          | 10/04/96      |         |
| AMCORE FINANCIAL INC                     | NV            |             |   |   | X |   |   |   |          | 10/17/96      |         |
| AMERICAN BRANDS INC /DE/                 | DE            |             |   | X | X |   |   |   |          | 10/16/96      |         |
| AMTRUST CAPITAL CORP                     | DE            | X           |   |   |   |   |   |   |          | 10/15/96      |         |
| ASSET SECUR COR COMM MORT PASS TH CERT S | NY            |             |   |   | X | X |   |   |          | 10/17/96      |         |
| ASSET SECURITIZATION CORP COMM MORT PASS | NY            |             |   |   | X | X |   |   |          | 10/16/96      |         |
| BALCOR PENSION INVESTORS V               | IL            |             |   | X | X |   |   |   |          | 10/17/96      |         |
| BALL CORP                                | IN            |             | X |   | X | X |   |   |          | 10/01/96      |         |
| BALTIC INTERNATIONAL USA INC             | TX            |             |   | X | X |   |   |   |          | 10/16/96      |         |
| BANKAMERICA CORP                         | DE            |             |   | X | X |   |   |   |          | 09/30/96      |         |
| BANKERS TRUST NEW YORK CORP              | NY            |             |   |   | X |   |   |   |          | 10/17/96      |         |
| BCP/ESSEX HOLDINGS INC                   | DE            |             |   |   | X | X |   |   |          | 10/16/96      |         |
| BEAR STEARNS COMPANIES INC               | DE            |             |   |   | X |   |   |   |          | 10/16/96      |         |
| BEAR STEARNS MORTGAGE SECURITIES INC     | DE            |             |   |   | X | X |   |   |          | 10/15/96      |         |
| BELCOR INC                               | CA            |             | X |   | X | X |   |   |          | 10/14/96      |         |
| BERKSHIRE HATHAWAY INC /DE/              | DE            |             |   |   | X | X |   |   |          | 10/14/96      |         |
| BETTIS CORP /DE/                         | DE            |             |   |   |   |   |   |   | NO ITEMS | 10/07/96AMEND |         |
| BIOCONTROL TECHNOLOGY INC                | PA            |             |   |   | X |   |   |   |          | 10/11/96      |         |
| BODDIE NOELL PROPERTIES INC              | DE            |             |   |   | X |   | X |   |          | 10/15/96      |         |
| BOMBARDIER CREDIT RECEIVABLES CORP       | DE            | X           |   |   |   |   |   |   |          | 09/30/96      |         |
| BORDEN INC                               | NJ            |             | X |   |   |   | X |   |          | 10/01/96      |         |
| BRADLEY PHARMACEUTICALS INC              | NJ            | X           |   |   |   |   |   |   |          | 09/30/96      |         |
| BT OFFICE PRODUCTS INTERNATIONAL INC     | DE            |             | X |   |   |   | X |   |          | 10/03/96      |         |
| CALDERA ENVIRONMENTAL CORP               |               |             |   |   |   | X |   |   |          | 10/11/96AMEND |         |
| CALIBER SYSTEM INC                       | OH            |             |   |   | X | X |   |   |          | 10/14/96      |         |
| CARLISLE COMPANIES INC                   | DE            |             | X |   |   |   | X |   |          | 10/04/96      |         |
| CARRAMERICA REALTY CORP                  | MD            |             |   |   | X |   |   |   |          | 06/30/96      |         |
| CARSON PIRIE SCOTT & CO /IL/             | IL            |             |   |   | X |   |   |   |          | 10/14/96      |         |
| CD RADIO INC                             | DE            |             |   |   | X |   |   |   |          | 10/16/96      |         |
| CENTENNIAL TECHNOLOGIES INC              | DE            |             | X |   |   |   | X |   |          | 10/15/96      |         |
| CENTRAL MAINE POWER CO                   | ME            |             |   |   | X |   |   |   |          | 09/25/96      |         |
| CENTURY INDUSTRIES INC /DC/              | DC            |             |   |   | X | X |   |   |          | 10/08/96AMEND |         |
| CHARTER COMMUNICATIONS INTERNATIONAL INC | CO            |             | X |   |   |   | X |   |          | 10/01/96      |         |
| CHASE MANHATTAN CORP /DE/                | DE            |             |   |   | X | X |   |   |          | 09/30/96      |         |
| CHILDRENS BROADCASTING CORP              | MN            |             |   |   | X |   |   |   |          | 10/17/96      |         |
| CINCINNATI MICROWAVE INC                 | OH            |             |   |   | X |   |   |   |          | 10/17/96      |         |
| CINCINNATI MICROWAVE INC                 | OH            |             |   |   | X |   |   |   |          | 10/17/96AMEND |         |
| CIT GROUP HOLDINGS INC /DE/              | DE            |             |   |   | X |   |   |   |          | 10/17/96      |         |
| CKE RESTAURANTS INC                      | DE            |             | X |   |   |   | X |   |          | 10/01/96      |         |
| CNL AMERICAN PROPERTIES FUND INC         | MD            |             | X |   |   |   | X |   |          | 10/02/96      |         |
| COCA COLA ENTERPRISES INC                | DE            |             |   |   |   |   | X |   |          | 09/30/96      |         |
| COMMUNICATIONS WORLD INTERNATIONAL INC   | CO            |             |   |   | X | X |   |   |          | 10/16/96      |         |
| COMPAQ COMPUTER CORP                     | DE            |             |   |   | X |   |   |   |          | 10/16/96      |         |
| CORESTATES FINANCIAL CORP                | PA            |             |   |   | X | X |   |   |          | 10/16/96      |         |
| CORESTATES HOME EQUITY LOAN TRUST 1996-1 |               |             |   |   |   |   | X |   |          | 10/17/96      |         |
| CORPUS CHRISTI BANCSHARES INC            | TX            |             |   |   | X | X |   |   |          | 09/30/96      |         |
| CPI CORP                                 | DE            |             |   |   | X |   |   |   |          | 10/17/96      |         |
| CSX CORP                                 | VA            |             |   |   | X | X |   |   |          | 10/14/96      |         |
| CURTICE BURNS FOODS INC                  | NY            |             |   |   | X |   |   |   |          | 10/09/96AMEND |         |
| DELTA PETROLEUM CORP/CO                  | CO            |             |   |   | X | X |   |   |          | 10/10/96      |         |
| DIGITAL TECHNOLOGIES MEDIA GROUP INC     | DE            |             |   |   |   |   | X |   |          | 07/30/96AMEND |         |
| DOUBLETREE CORP                          | DE            |             |   |   | X | X |   |   |          | 10/16/96      |         |

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|  |               | 1           | 2 | 3 | 4 | 5 | 6 | 7 | 8 |          |         |
| DS BANCOR INC                            | DE            | X           |   |   |   |   | X |   |   | 10/07/96 |         |
| DYNAMOTION/ATI CORP                      | NY            |             |   |   |   |   | X |   |   | 08/21/96 | AMEND   |
| ELCOR CORP                               | DE            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| EQUITY CORP INTERNATIONAL                | DE            | X           |   |   |   | X |   |   |   | 09/30/96 |         |
| ESSEX GROUP INC                          | MI            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| ESSEX GROUP INC                          | MI            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| ESSEX PROPERTY TRUST INC                 | MD            | X           |   |   |   | X |   |   |   | 10/16/96 | AMEND   |
| EXSORBET INDUSTRIES INC                  | ID            | X           |   |   |   | X |   |   |   | 09/30/96 | AMEND   |
| FALCON CABLE SYSTEMS CO                  | CA            |             |   |   | X |   |   |   |   | 10/17/96 |         |
| FFY FINANCIAL CORP                       | DE            |             |   |   |   | X |   |   |   | 10/15/96 |         |
| FIFTH THIRD BANK AUTO TRUSTS             | OH            |             | X |   |   |   |   |   |   | 09/30/96 |         |
| FINOVA GROUP INC                         | DE            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| FIRST CHICAGO NBD CORP                   | DE            |             |   |   | X |   |   |   |   | 10/15/96 |         |
| FIRST DEPOSIT MASTER TRUST               |               |             |   |   | X |   |   |   |   | 10/15/96 |         |
| FIRST DEPOSIT NATIONAL BANK              |               |             |   |   | X |   |   |   |   | 10/15/96 |         |
| FIRST FINANCIAL CARIBBEAN CORP           | PR            |             |   |   | X | X |   |   |   | 10/10/96 |         |
| FIRST FINANCIAL CORP /WI/                | WI            |             |   |   | X |   |   |   |   | 10/16/96 |         |
| FIRST MERCHANTS CORP                     | IN            | X           |   |   |   | X |   |   |   | 10/02/96 |         |
| FIRST OMNI BANK NA                       |               |             |   |   |   | X |   |   |   | 10/15/96 |         |
| FIRST UNION CORP                         | NC            |             |   |   | X | X |   |   |   | 10/15/96 |         |
| FLIGHTSAFETY INTERNATIONAL INC           | NY            |             |   |   | X | X |   |   |   | 10/14/96 |         |
| FMC CORP                                 | DE            |             |   |   | X |   |   |   |   | 10/16/96 |         |
| FMC CORP                                 | DE            |             |   |   | X |   |   |   |   | 10/16/96 | AMEND   |
| FORD MOTOR CO                            | DE            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| FRONTIER INSURANCE GROUP INC             | DE            | NO ITEMS    |   |   |   |   |   |   |   | 05/22/96 | AMEND   |
| GEORGIA PACIFIC CORP                     | GA            |             |   |   | X | X |   |   |   | 10/17/96 |         |
| GLACIER BANCORP INC                      | DE            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| GLOBAL VENTURE FUNDING INC               | CO            | X           |   |   |   |   |   |   |   | 09/16/96 |         |
| GOLD CAPITAL CORP /CO/                   | CO            |             |   |   |   | X |   |   |   | 10/02/96 |         |
| GOLDEN WEST FINANCIAL CORP /DE/          | DE            |             |   |   | X | X |   |   |   | 10/17/96 |         |
| GRC INTERNATIONAL INC                    | DE            |             |   |   | X | X |   |   |   | 10/15/96 |         |
| GUILFORD PHARMACEUTICALS INC             | DE            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| HARMAT ORGANIZATION INC                  | DE            | X           |   |   |   |   |   |   |   | 10/10/96 |         |
| HEART LABS OF AMERICA INC /FL/           | FL            | X           |   |   |   | X |   |   |   | 09/30/96 |         |
| HMN FINANCIAL INC                        | DE            |             |   |   | X |   |   |   |   | 10/17/96 |         |
| HON INDUSTRIES INC                       | IA            | X           |   |   |   | X |   |   |   | 10/02/96 |         |
| HUNTINGTON BANCSHARES INC/MD             | MD            |             |   |   | X | X |   |   |   | 10/09/96 |         |
| HUNTINGTON BANCSHARES INC/MD             | MD            |             |   |   | X | X |   |   |   | 10/09/96 |         |
| IATROS HEALTH NETWORK INC                | DE            | X           |   |   |   |   |   |   |   | 09/27/96 |         |
| IBAH INC                                 | DE            | X           |   |   |   |   |   |   |   | 10/01/96 | AMEND   |
| IDS BALCOR INCOME PARTNERS               | DE            | X           |   |   |   | X |   |   |   | 10/16/96 |         |
| INDIANA ENERGY INC                       | IN            | X           |   |   |   |   |   |   |   | 10/18/96 |         |
| INDIANA GAS CO INC                       | IN            | X           |   |   |   |   |   |   |   | 10/18/96 |         |
| INTUIT INC                               | DE            |             |   |   | X |   |   |   |   | 09/15/96 |         |
| KROGER CO                                | OH            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| LOEWEN GROUP INC                         |               |             |   |   | X | X |   |   |   | 10/14/96 |         |
| MALLINCKROOT GROUP INC                   | NY            |             |   |   | X |   |   |   |   | 10/16/96 |         |
| MALLINCKROOT GROUP INC                   | NY            |             |   |   | X |   |   |   |   | 10/16/96 |         |
| MANAGEMENT TECHNOLOGIES INC              | NY            |             |   |   | X | X |   |   |   | 10/16/96 | AMEND   |
| MBLA FINANCIAL CORP                      | DE            |             |   |   | X | X |   |   |   | 10/15/96 |         |
| MBNA AMERICA BK NAT ASSOC MBNA MASTER CR |               |             | X |   | X |   |   |   |   | 09/30/96 |         |
| MBNA AMERICA BK NAT ASSOC MBNA MASTER CR |               |             | X |   | X |   |   |   |   | 09/30/96 |         |
| MBNA CORP                                | MD            |             |   |   | X |   |   |   |   | 09/30/96 |         |
| MBNA CORP                                | MD            |             |   |   | X |   |   |   |   | 10/15/96 |         |
| MEDCATH INC                              | NC            |             |   |   | X |   |   |   |   | 10/15/96 |         |
| MELLON BANK CORP                         | PA            |             |   |   | X | X |   |   |   | 10/15/96 |         |
| MFB CORP                                 | IN            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| MICRO WAREHOUSE INC                      | DE            |             |   |   | X | X |   |   |   | 10/16/96 |         |
| MICROTECH MEDICAL SYSTEMS INC            | CO            | X           |   |   |   |   |   |   |   | 09/30/96 |         |
| MODINE MANUFACTURING CO                  | WI            |             |   |   | X |   |   |   |   | 10/16/96 |         |

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| NATIONAL COLLEGIATE TRUST 1996-S1        | DE            |             |   |   |   |   |   |   | X | 07/31/96      |         |
| NORTHEAST INDIANA BANCORP INC            | DE            |             |   |   |   | X | X |   |   | 10/16/96      |         |
| NORTHERN TRUST CORP                      | DE            |             |   |   |   | X | X |   |   | 10/16/96      |         |
| NTN CANADA INC                           | NY            | X           |   |   |   |   |   | X |   | 10/02/96      |         |
| OAK INDUSTRIES INC                       | DE            | X           |   |   |   |   |   |   |   | 10/09/96      |         |
| OAK TREE MEDICAL SYSTEMS INC             | DE            |             |   |   |   | X | X |   |   | 10/01/96      |         |
| OKLAHOMA GAS & ELECTRIC CO               | OK            |             |   |   |   | X |   |   |   | 10/16/96      |         |
| OLYMPIC FINANCIAL LTD                    | MN            |             |   |   |   | X |   |   |   | 10/16/96      |         |
| OPEN PLAN SYSTEMS INC                    | VA            | X           |   |   |   |   |   | X |   | 10/01/96      |         |
| ORGANIK TECHNOLOGIES INC                 | WA            |             |   |   |   |   |   | X |   | 08/15/96AMEND |         |
| OUTDOOR SYSTEMS INC                      | DE            |             |   |   |   | X | X |   |   | 10/09/96      |         |
| PACIFIC GAS & ELECTRIC CO                | CA            |             |   |   |   | X |   |   |   | 10/16/96      |         |
| PARKER DRILLING CO /DE/                  | DE            |             |   |   |   | X | X |   |   | 10/07/96      |         |
| PATAPSCO BANCORP INC                     | MD            |             |   |   |   | X | X |   |   | 10/11/96      |         |
| PENN TRAFFIC CO                          | PA            |             |   |   |   | X | X |   |   | 10/16/96      |         |
| PERPETUAL MIDWEST FINANCIAL INC          | DE            |             |   |   |   | X | X |   |   | 10/10/96      |         |
| PERPETUAL MIDWEST FINANCIAL INC          | DE            |             |   |   |   | X | X |   |   | 10/10/96      |         |
| PHAR MOR INC                             | PA            |             |   |   |   | X | X |   |   | 10/11/96      |         |
| PHYSICIANS RESOURCE GROUP INC            | DE            | X           |   |   |   |   |   |   |   | 10/09/96      |         |
| PRICELLULAR CORP                         | DE            |             |   |   |   | X | X |   |   | 10/16/96      |         |
| PRICELLULAR WIRELESS CORP                | DE            |             |   |   |   | X | X |   |   | 10/16/96      |         |
| PROVIDIAN NATIONAL BANK                  |               |             |   |   |   | X |   |   |   | 10/15/96      |         |
| PUGET SOUND POWER & LIGHT CO /WA/        | WA            |             |   |   |   | X |   |   |   | 10/15/96      |         |
| RAILAMERICA INC /DE                      | DE            |             |   |   |   | X | X |   |   | 09/30/96      |         |
| RATIONAL SOFTWARE CORP                   | DE            |             |   |   |   |   | X |   |   | 09/24/96AMEND |         |
| RED LION HOTELS INC                      | DE            |             |   |   |   | X | X |   |   | 10/15/96      |         |
| RETAIL EQUITY PARTNERS LIMITED PARTNERSH | NC            |             |   |   | X |   | X |   |   | 10/15/96      |         |
| ROBERTS PHARMACEUTICAL CORP              | NJ            |             |   |   |   | X |   |   |   | 10/15/96      |         |
| RUBBERMAID INC                           | OH            | X           |   |   |   |   |   | X |   | 10/02/96      |         |
| RYKA INC                                 | DE            |             |   |   |   | X |   |   |   | 10/16/96      |         |
| SEAFIELD CAPITAL CORP                    | MO            | X           |   |   |   |   |   | X |   | 07/08/96AMEND |         |
| SEARS CREDIT ACCOUNT MASTER TRUST II     | IL            |             |   |   |   | X | X |   |   | 10/16/96      |         |
| SEARS ROEBUCK & CO                       | NY            |             |   |   |   | X | X |   |   | 10/16/96      |         |
| SECURITY CAPITAL CORP/DE/                | DE            |             |   |   |   | X | X |   |   | 08/29/96      |         |
| SINTER METALS INC                        | DE            |             |   |   |   | X | X |   |   | 10/07/96      |         |
| SKYDOOR MEDIA & ENTERTAINMENT INC        | DE            | X           |   |   |   | X | X |   |   | 10/10/96      |         |
| SOUTH STREET FINANCIAL CORP              | NC            | X           |   |   |   |   |   | X |   | 10/02/96      |         |
| SOUTHWESTERN PUBLIC SERVICE CAPITAL I    | DE            |             |   |   |   | X | X |   |   | 10/11/96      |         |
| SOUTHWESTERN PUBLIC SERVICE CO           | NM            |             |   |   |   | X | X |   |   | 10/11/96      |         |
| STANLEY WORKS                            | CT            |             |   |   |   | X | X |   |   | 12/28/96      |         |
| STONE ENERGY CORP                        | DE            |             |   |   |   | X | X |   |   | 10/16/96      |         |
| SUMMIT TECHNOLOGY INC                    | MA            |             |   |   |   | X |   |   |   | 10/08/96      |         |
| TCSI CORP                                | NV            | X           |   |   |   |   |   |   |   | 10/08/96      |         |
| TCSI CORP                                | NV            | X           |   |   |   |   |   |   |   | 10/08/96      |         |
| TCSI CORP                                | NV            | X           |   |   |   |   |   |   |   | 10/08/96      |         |
| TELECHIPS CORP                           | NV            |             |   |   |   | X |   |   |   | 10/02/96      |         |
| TFC ENTERPRISES INC                      | DE            |             |   |   |   |   |   | X |   | 10/11/96      |         |
| TIANRONG BUILDING MATERIAL HOLDINGS LTD  | UT            | X           |   |   |   |   |   |   |   | 10/04/96      |         |
| TITANIUM METALS CORP                     | DE            | X           |   |   |   |   |   | X |   | 10/01/96      |         |
| TORO CO                                  | DE            |             |   |   |   | X | X |   |   | 09/18/96      |         |
| TRUSTCO BANK CORP N Y                    | NY            |             |   |   |   | X |   |   |   | 10/15/96      |         |
| U S PAWN INC                             | CO            | X           |   |   |   |   |   | X |   | 10/17/96AMEND |         |
| UNION PACIFIC CORP                       | UT            |             |   |   |   |   |   | X |   | 09/11/96AMEND |         |
| UNION PLANTERS CORP                      | TN            |             |   |   |   | X | X |   |   | 10/17/96      |         |
| VITRO DIAGNOSTICS INC                    | NV            |             |   |   | X |   | X |   |   | 10/10/96      |         |
| VOLKSWAGEN CREDIT AUTO RECEIVABLES CORP  | DE            |             |   |   |   | X | X |   |   | 09/14/96      |         |
| WESTIN HOTELS LTD PARTNERSHIP            | DE            |             |   |   |   | X | X |   |   | 09/26/96      |         |
| WIRELESS ONE INC                         | DE            |             |   |   |   | X | X |   |   | 10/01/96      |         |
| YOUTH SERVICES INTERNATIONAL INC         | MD            | X           |   |   |   |   |   | X |   | 10/17/96AMEND |         |
| ZONAGEN INC                              | DE            |             |   |   |   | X | X |   |   | 10/15/96      |         |