

SEC NEWS DIGEST

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June 7, 2000

COMMISSION ANNOUNCEMENTS

CHAIRMAN ARTHUR LEVITT ISSUES STATEMENT ON THE REPORT AND RECOMMENDATIONS OF THE PANEL ON AUDIT EFFECTIVENESS

Chairman Levitt today issued the following statement on the Report and Recommendations of The Panel On Audit Effectiveness:

I thank the Panel on Audit Effectiveness for its important work and the significant recommendations it has issued in its exposure draft. From auditing standards to profession oversight, the Panel has issued thoughtful proposals that in the words of Chairman O'Malley, "will result in more effective audits...."

Implementation of the specific recommendations made by the Panel to improve the audit process through more comprehensive and vigorous audit methodologies and standards will engender greater confidence among investors that they are receiving high-quality audits.

I also commend members of the Panel for their proposals to improve the self-regulatory framework of the profession. The Panel's call for a system of governance unified under a strengthened, independent Public Oversight Board is both necessary and past due. In addition, strengthening the peer review process and increasing outside membership on the Independence Standards Board will more fully serve the public interest.

On the issue of non-audit services and its impact on auditor independence, I appreciate the challenging and lengthy considerations the Panel undertook. The report makes clear the "wide-ranging perspectives" on this difficult issue.

We look forward to working with the Panel, the profession, standard setters and audit committees to act on these recommendations in short order. Through the ongoing work and cooperation of all interested parties, we can ensure that effective, independent audits of financial statements will continue

to be at the foundation of financial reporting in this country. (Press Rel. 2000-76)

ALL BIG 5 ACCOUNTING FIRMS AGREE TO PARTICIPATE IN VOLUNTARY PROGRAM TO ADDRESS INDEPENDENCE VIOLATIONS; SAFE HARBOR PROVIDED FOR CERTAIN VIOLATIONS

Firms Will Conduct Reviews, Disclose Past Violations, And Improve Quality Control Systems

The Commission announced today that all of the Big 5 accounting firms have agreed to participate in a voluntary look-back program to report past violations of auditor independence rules. In exchange, the program provides a safe harbor from enforcement and certain other staff actions, except in situations involving the most serious violations, such as when a firm itself or senior persons working on an audit own stock in an audit client. The program requires participating accounting firms to retain independent counsel to oversee reviews and to disclose past independence violations relating to auditors' financial interests in their clients. All accounting firms that practice before the SEC may participate in the program, which will commence on June 15, 2000.

In announcing today's program, Chairman Arthur Levitt said, "This is a significant chapter in the Commission's and the profession's efforts to reinforce the importance of auditor independence. This serious and comprehensive review will enhance investor confidence and lead to improved quality control systems going forward. I commend the profession for working constructively with the Commission's staff to develop this vital program."

Summary of Program Requirements: The purposes of the reviews are to examine investments held by certain of the accounting firms' partners and managers during a period of at least nine months ending March 31, 2000 and to determine whether those individuals or their immediate family members held financial interests in audit clients of the firm. The reviews also would determine whether the accounting firms themselves held financial interests in their audit clients during the same period. Participating firms will hire independent outside counsel to oversee the reviews. Firms will disclose violations to the SEC and to the audit committees of their clients.

The participating firms also have agreed to design and implement, subject to oversight of the Public Oversight Board, systems, procedures, and internal controls previously specified by the Commission's Chief Accountant. (See letters on the SEC website at: <http://www.sec.gov/offices/account/calt129a.htm> and <http://www.sec.gov/offices/account/calt501c.htm>.)

Summary of Program Benefits: Participating firms would receive safe-harbor protection for all but the most serious violations covered by the program. The safe harbor would provide assurances that the SEC's Enforcement Division would not recommend enforcement action, and that the filings of the firms' clients would be

unaffected by reported violations. It does not cover violations that the Commission's staff were informed of prior to the commencement of the program. Nor does the safe harbor cover violations that took place during the review period ended March 31, 2000 that the SEC staff is informed of after the completion of the program.

Richard H. Walker, Director of the SEC's Division of Enforcement, said, "Auditor independence in fact and in appearance is at the core of investor confidence in the accuracy of financial statements. The look-back program provides a constructive framework for addressing past independence violations and will help to promote the integrity of the financial reporting process."

SEC Chief Accountant Lynn E. Turner said, "This program will identify issues that will be helpful in developing improved systems, procedures, and controls to provide assurance of compliance with all independence rules in the future."

Timeline:

- By June 15, 2000 Firms to notify SEC staff of intent to participate in program
- June 15, 2000 Firms participating in program begin reviews
- July 15, 2001 Firms submit reports to SEC staff, SEC staff report to follow

FACTS ABOUT THE VOLUNTARY LOOK-BACK PROGRAM

- Review by Independent Counsel: Each firm would retain independent counsel to oversee a review to identify certain independence violations relating to ownership of prohibited financial interests in their SEC audit clients during a period of at least nine months ending March 31, 2000. (The Fardella review of PricewaterhouseCoopers (PwC) would satisfy this requirement so PwC would not have to undertake another review in order to participate in the program.) The reviews would be completed within 12 months of the program's commencement on June 15, 2000.
- Scope of Review: The prohibited investments in audit clients that firms and their independent counsel would have to identify are limited to the following:
 - Any direct investment in securities of an SEC audit client, including securities held in a brokerage account or IRA;
 - Any prohibited loan, including a margin account loan, with an SEC audit client, and
 - Any employee-benefit-plan account holding securities of an SEC audit client (such as a 401 (k) account), except if such account is held by or for the spouse or dependent of a firm partner or professional employee.
- Persons Subject to Review: The firms' own investments would be subject to review. In addition, investments of the following persons who are in service at the commencement of the program would be reviewed:

- o **Audit partners and professional employees** who worked on an audit;
 - o **Partners who were** in a position to influence an audit (e.g., supervisors);
 - o **Partners not in the categories** above, but who were located in an office or practice unit that participated in a significant portion of an audit;
 - o **Non-audit partners and managerial employees** (e.g., consultants) who provided a **significant amount of** non-audit services to an SEC audit client; and
 - o **Spouses and dependents** of the individuals above.
- **Scope of Enforcement Safe Harbor:** The Division of Enforcement would not recommend any enforcement action with respect to a violation reported under the program, except for violations in the categories below, as to which the staff may exercise its discretion:
 - o Violations by a **firm**;
 - o Violations that **resulted** because a partner or manager (or, his or her spouse or dependents) held a prohibited financial interest in a SEC client in whose audit the partner or manager participated, except for certain inadvertent violations; and
 - o Violations that the Commission's staff were informed of prior to the commencement of this program or are informed of after the completion of this program.
 - **Scope of Filings Safe Harbor:** The Division of Corporation Finance and the Office of the Chief Accountant would not disapprove of or delay an issuer's filings solely on account of a violation reported under the program, except as to the categories listed above, which are outside the enforcement safe harbor.
 - **Systems and Controls:** Firms would continue to implement the systems, procedures, and **internal controls** relating to independence previously set forth by the Commission's Chief Accountant. The Public Oversight Board would issue public written reports with respect to design, implementation, and effectiveness of the systems, procedures, **and internal controls**.
 - **Reporting and Disclosure:** Firms would report violations identified during the reviews both to the Commission's staff and to the audit committee of the relevant issuer. Within 13 months of the commencement of the program, each firm would submit to the Commission's staff a report of the results of its review. Following receipt of the firms' reports, the Commission's staff would publish a report. (Press Rel. 2000-77)

ENFORCEMENT PROCEEDINGS

FORMER CHIEF ACCOUNTING OFFICER OF MICRO WAREHOUSE BARRED UNDER RULE 102(e) FOR CENTRAL ROLE IN FINANCIAL REPORTING FRAUD

On June 6, the SEC instituted and settled proceedings pursuant to Rule 102(e) of the Commission's Rules of Practice against Eric P. Furman, age 37, of Cooper City, Florida,

based upon his central role in the financial reporting fraud at Micro Warehouse, Inc. of Norwalk, Connecticut. Furman consented to the Commission's Order without admitting or denying its findings. The Commission's Order, which is based upon the conduct alleged in the Commission's March 20, 2000 Complaint filed in the United States District Court for the District of Connecticut, and the entry of the Final Judgment of Permanent Injunction against Furman in that action, denies Furman the privilege of practicing before the Commission as an accountant. Furman is a CPA licensed to practice in New York.

The complaint filed in the U.S. District Court for the District of Connecticut alleges that Furman, the former chief accounting officer at Micro Warehouse, along with one of his subordinates, created the illusion that each quarter the company's financial results met or exceeded projections and analysts' expectations. While the fraudulent scheme lasted, from January 1994 to June 1996, Furman and his subordinate caused Micro Warehouse to over-state the profits that it reported to the public by \$45 million. Furman and his subordinate falsified the company's books and records, primarily those relating to expenses and liabilities for accounts payable, and misled Micro Warehouse's auditors and senior officers regarding the falsified books and records. As a result of the scheme, Micro Warehouse made at least thirteen false filings with the SEC on Forms 10-K, 10-Q and S-3, each of which materially misstated the company's results of operations and financial condition. In 1994 Micro Warehouse over-stated income from operations by \$12.2 million, or approximately 27 percent. In 1995 Micro Warehouse over-stated income from operations by \$21.5 million, or approximately 29 percent. For the six months ended June 30, 1996, Micro Warehouse over-stated income from operations by \$11.5 million, or approximately 100 percent. For related matters see LR-16480, AAE Rel. 1239 (dated March 22, 2000); AAE Rel. 1144 and Rels. 33-7707 and 34-41665 (dated July 28, 1999). (Rel. 34-42901; AAE Rel. 1267; File No. 3-10217)

HOLDING COMPANY ACT RELEASES

ALLEGHENY ENERGY, INC., ET AL.

A notice has been issued giving interested persons until June 27 to request a hearing on a proposal by Allegheny Energy, Inc. (Allegheny), a registered public utility holding company, and its subsidiaries, Allegheny Energy Service Company, Potomac Edison Company (Potomac Edison), and Allegheny Energy Supply Company, LLC (Genco and collectively, Applicants). Applicants request authority for Potomac Edison to form PE Transferring Agent, L.L.C. (PE Transferring Agent) as a wholly owned subsidiary. Applicants request authority for Potomac Edison to transfer certain generation and related assets (collectively, Generation Assets) and liabilities to Genco and to transfer its hydroelectric generating assets (Hydro Assets) to a to be formed subsidiary, which would itself become a subsidiary of Genco. In addition, Applicants also request authority to establish certain intermediate entities to accomplish the proposed transfers

Further, Potomac Edison proposes to provide operating services at cost to certain associates with respect to the Generation Assets and the Hydro Assets. (Rel. 35-27180)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGES

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-99-67) relating to amendments to membership rules. Publication of the proposal is **expected** in the Federal Register during the week of June 5. (Rel. 34-42885)

The Chicago Stock Exchange filed a proposed rule change (SR-CHX-00-07), which amends Article VI, Rule 3, Interpretation .01(d) of the Exchange's Rules. Publication of the proposal is **expected** in the Federal Register during the week of June 5. (Rel. 34-42891)

A **proposed** rule change and Amendment No. 1 thereto has been filed by the American Stock Exchange (SR-AMEX-00-10) relating to the listing and trading of Trust Issued Receipts. Publication of the proposal is **expected** in the Federal Register during the week of June 5. (Rel. 34-42895)

APPROVAL OF PROPOSED RULE CHANGES

The Commission **approved** a proposed rule change submitted by the Chicago Stock Exchange (SR-CHX-99-28) to delete certain provisions of Article VIII, Exchange Rule 9, prohibiting off-floor transactions by Exchange members. Publication of the Order in the Federal Register is **expected** during the week of June 5. (Rel. 34-42886)

The Commission **approved** a proposed rule change submitted by the Boston Stock Exchange (SR-BSE-00-02) to rescind Chapter II, Section 23, the Exchange's off-board trading rule. Publication of the Order in the Federal Register is **expected** during the week of June 5. (Rel. 34-42887)

The Commission **approved** a proposed rule change submitted by the American Stock Exchange (SR-Amex-00-05) to rescind Rules 5 and 6, the Exchange's off-board trading rules, and to make conforming changes to Rules 25, 317, 900 and 959. Publication of the Order in the Federal Register is **expected** during the week of June 5. (Rel. 34-42888)

The Commission **approved** a proposed rule change submitted by the Philadelphia Stock Exchange (SR-Phlx-00-12) to rescind Rule 132, the Exchange's off-board trading rule. Publication of the Order in the Federal Register is **expected** during the week of June 5. (Rel. 34-42889)

The Commission approved a proposed rule change submitted by the Pacific Exchange (SR-PCX-00-11) to rescind Rules 5.43-5.49, and modify Rule 5.5(b), relating to the Exchange's off-board trading restrictions. Publication of the Order in the Federal Register is expected during the week of June 5. (Rel. 34-42890)

The Commission approved a proposed rule change (SR-Amex-99-36) filed by the American Stock Exchange relating to facilitation, solicitation, and crossing transactions. Publication of the order in the Federal Register is expected during the week of June 5. (Rel. 34-42894)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change (SR-Phlx-00-41) filed by the Philadelphia Stock Exchange extending the Pilot Program Regarding Exchange Rule 98, Emergency Committee, until August 21, 2000, has become effective under Section 19(b)(3)(A). Publication of the notice in the Federal Register is expected during the week of June 5. (Rel. 34-42898)

WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until June 26 to comment on the application of Reunion Industries, Inc. to withdraw its Common Stock, \$ 01 par value, from listing and registration on the Pacific Exchange. (Rel. 34-42899)

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

S-4 ANADARKO PETROLEUM CORP, 17001 NORTHCHASE DR, HOUSTON, TX 77060
(281) 875-1101 - 119,804,179 (\$5,800,957,800.93) COMMON STOCK. (FILE
333-38108 - MAY. 30) (BR. 4)

S-8 VISIBLE GENETICS INC, 700 BAY ST, SUITE 1000, TORONTO ONTARIO CANA,
A6 (212) 702-5700 - 1,000,000 (\$28,125,000) COMMON STOCK. (FILE 333-38110
-
MAY. 31) (BR. 5)

S-1 CALTON ACQUISITION CORP, 125 HALF MILE ROAD, SUITE 206, RED BANK, NJ
07701 (732) 212-1280 - 4,356,844 (\$37,468.86) COMMON STOCK. (FILE
333-38112 - MAY. 31) (BR. 5 - NEW ISSUE)

S-8 ASD SYSTEMS INC, 3737 GRADER ST, STE 110, GARLAND, TX 75041
(214) 348-7200 - 1,300,000 (\$3,331,250) COMMON STOCK. (FILE 333-38114
-
MAY. 31) (BR. 7)

S-8 ARIEL CORP, 2540 ROUTE 130, STE 128, CRANBURY, NJ 08512 (609) 860-
2900
- 1,444,000 (\$4,907,287.50) COMMON STOCK. (FILE 333-38126 - MAY. 31)
(BR. 5)

S-4 MORGAN STANLEY AIRCRAFT FINANCE, C/O WILMINGTON TRUST CO,
1100 NORTH MARKET STREET, RODNEY SQUARE, WILMINGTON, DE 19890
(302) 651-1000 - 1,310,000,000 (\$1,310,000,000) STRAIGHT BONDS. (FILE
333-38130 - MAY. 31) (BR. 6)

S-8 ECONNECT, 2500 VIA CABRILLO MARINA SUITE 112, SAN PEDRO, CA 90731
(310) 541-4393 - 5,200,000 (\$3,572,400) COMMON STOCK. (FILE 333-38132
-
MAY. 31) (BR. 5)

S-8 INTEL CORP, 2200 MISSION COLLEGE BLVD, SANTA CLARA, CA 95052
(408) 765-8080 - 28,264 (\$3,217,573.76) COMMON STOCK. (FILE 333-38134
-
MAY. 31) (BR. 5)

S-1 ALFACELL CORP, 225 BELLEVILLE AVE, BLOOMFIELD, NJ 07003 (973) 748-
8082
- 3,770,671 (\$6,490,267) COMMON STOCK. (FILE 333-38136 - MAY. 31) (BR.
1)

S-8 HESKA CORP, 1825 SHARP POINT DR, FORT COLLINS, CO 80525 (970) 493-
7272
- 1,500,000 (\$3,090,000) COMMON STOCK. (FILE 333-38138 - MAY. 31) (BR.
1)

S-8 SS&C TECHNOLOGIES INC, 80 LAMBERTON RD, CORPORATE PLACE, WINDSOR, CT
06095 (860) 242-7887 - 500,000 (\$2,320,325) COMMON STOCK. (FILE 333-
38140
- MAY. 31) (BR. 3)

S-8 SS&C TECHNOLOGIES INC, 80 LAMBERTON RD, CORPORATE PLACE, WINDSOR, CT
06095 (860) 242-7887 - 200,000 (\$928,130) COMMON STOCK. (FILE 333-
38142 -
MAY. 31) (BR. 3)

S-8 SS&C TECHNOLOGIES INC, 80 LAMBERTON RD, CORPORATE PLACE, WINDSOR, CT
06095 (860) 242-7887 - 150,000 (\$696,098) COMMON STOCK. (FILE 333-
38144 -
MAY. 31) (BR. 3)

S-3 OVERSEAS PARTNERS LTD, 8 PAR-LA-VILLE ROAD MINTFLOWER PLACE,
 PO BOX 1581, HAMILTON 5 BERMUDA, D0 (441) 295-0788 - 6,000,000
 (\$129,000,000) COMMON STOCK. (FILE 333-38146 - MAY. 31) (BR. 5)

S-8 INTERCONTINENTAL LIFE CORP, THE AUSTIN CENTRE, 701 BRAZOS 12TH FL,
 AUSTIN, TX 78701 (512) 404-5050 - 800,000 (\$7,600,000) COMMON STOCK.
 (FILE 333-38148 - MAY. 31) (BR. 1)

S-8 SCHWAB CHARLES CORP, 120 KEARNEY STREET, SAN FRANCISCO, CA 94104
 (415) 627-7000 - 18,000,000 (\$450,000,000) COMMON STOCK. (FILE 333-
 38150 -
 MAY. 31) (BR. 7)

S-8 HARLEYSVILLE SAVINGS FINANCIAL CORP, 271 MAIN STREET, HARLEYSVILLE,
 PA
 19401 (215) 256-8828 - 187,335 (\$2,344,664.74) COMMON STOCK. (FILE
 333-38152 - MAY. 31) (BR. 7)

S-3 BANC OF AMERICA FUNDING CORP, C/O NORWEST BANK MINNESOTA N A,
 11000 BROKEN LAND PARKWAY, COLUMBIA, MD 21044 (410) 884-2000 -
 2,000,000,000 (\$2,000,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE
 333-38154 - MAY. 31) (BR. 8)

SB-2 WORLD WIDE WIRELESS COMMUNICATIONS INC, 520 THIRD STREET SUITE 101,
 510-839-6100, OAKLAND, CA 94607 (510) 839-6100 - 10,789,717
 (\$21,147,841)
 COMMON STOCK. (FILE 333-38158 - MAY. 31) (BR. 9)

S-8 ANGEION CORP/MN, 350 OAK GROVE PARKWAY, ST PAUL, MN 55127 (612) 315-
 2000
 - 250,000 (\$484,375) COMMON STOCK. (FILE 333-38160 - MAY. 31) (BR. 5)

S-8 OVERSEAS PARTNERS LTD, 8 PAR-LA-VILLE ROAD MINTFLOWER PLACE,
 PO BOX 1581, HAMILTON 5 BERMUDA, D0 (441) 295-0788 - 5,000,000
 (\$107,500,000) COMMON STOCK. (FILE 333-38164 - MAY. 31) (BR. 5)

S-8 UNIT CORP, 1000 KENSINGTON TOWER, SUITE 1000, TULSA, OK 74136
 (918) 493-7700 - 210,000 (\$2,644,687.50) COMMON STOCK. (FILE 333-38166
 -
 MAY. 31) (BR. 4)

S-8 GENRAD INC, 7 TECHNOLOGY PARK DR, WESTFORD, MA 01886 (978) 589-7000
 -
 1,000,000 (\$7,160,000) COMMON STOCK. (FILE 333-38168 - MAY. 31) (BR.
 5)

S-4 VERTICALNET INC, 700 DRESHER RD, HORSHAM, PA 19044 (215) 328-6100 -
 8,400,000 (\$274,596,000) COMMON STOCK. (FILE 333-38170 - MAY. 31) (BR.
 2)

S-8 FRANKLIN COVEY CO, 2200 W PKWY BLVD, SALT LAKE CITY, UT 84119
 (801) 817-7171 - 1,000,000 (\$7,940,000) COMMON STOCK. (FILE 333-38172
 -
 MAY. 31) (BR. 5)

S-8 TAYLOR ANN STORES CORP, 142 WEST 57TH ST, NEW YORK, NY 10019
(212) 541-3300 - 1,000,000 (\$25,750,000) COMMON STOCK. (FILE 333-38174
-
MAY. 31) (BR. 2)

S-8 NEWMONT MINING CORP, ONE UNITED BANK CTR, 1700 LINCOLN ST, DENVER,
CO
80203 (303) 863-7414 - 3,000,000 (\$74,437,500) COMMON STOCK. (FILE
333-38178 - MAY. 31) (BR. 4)

S-3 WIND RIVER SYSTEMS INC, 500 WIND RIVER WAY, ALAMEDA, CA 94501
(510) 748-4100 - 957,169 (\$31,557,862) COMMON STOCK. (FILE 333-38180 -
MAY. 31) (BR. 3)

S-8 WIND RIVER SYSTEMS INC, 500 WIND RIVER WAY, ALAMEDA, CA 94501
(510) 748-4100 - 119,488 (\$670,046) COMMON STOCK. (FILE 333-38182 -
MAY. 31) (BR. 3)

S-8 NEWMONT MINING CORP, ONE UNITED BANK CTR, 1700 LINCOLN ST, DENVER,
CO
80203 (303) 863-7414 - 400,000 (\$9,925,000) COMMON STOCK. (FILE 333-
38184
- MAY. 31) (BR. 4)

S-1 CORECHANGE INC, 260 FRANKLIN ST, SUITE 1890, BOSTON, MA 02110
(617) 204-3300 - \$50,000,000 COMMON STOCK. (FILE 333-38186 - MAY. 31)

S-8 RELIANT ENERGY INC, 1111 LOUISIANA, HOUSTON, TX 77002 (713) 207-3000
-
25,000 (\$694,531.25) COMMON STOCK. (FILE 333-38188 - MAY. 31) (BR. 2)

S-8 CARDINAL HEALTH INC, 5555 GLENDON COURT, DUBLIN, OH 43016 (614) 717-
5000
- 3,000,000 (\$186,937,500) COMMON STOCK. (FILE 333-38190 - MAY. 31)
(BR. 1)

S-8 CARDINAL HEALTH INC, 5555 GLENDON COURT, DUBLIN, OH 43016 (614) 717-
5000
- 1,000,000 (\$62,312,500) COMMON STOCK. (FILE 333-38192 - MAY. 31)
(BR. 1)

S-8 AGILENT TECHNOLOGIES INC, 3000 HANOVER ST, MS 20 BQ, PALO ALTO, CA
94304
(650) 850-1501 - 19,000,000 (\$1,082,430,000) COMMON STOCK. (FILE
333-38194 - MAY. 31) (BR. 36)

S-8 IMATION CORP, 1 IMATION PL, OAKDALE, MN 55128 (651) 704-4000 -
2,000,000 (\$52,440,000) COMMON STOCK. (FILE 333-38196 - MAY. 31) (BR.
3)

S-8 CARDINAL HEALTH INC, 5555 GLENDON COURT, DUBLIN, OH 43016 (614) 717-
5000
- 6,000,000 (\$373,875,000) COMMON STOCK. (FILE 333-38198 - MAY. 31)
(BR. 1)

S-8 TASTY FRIES INC, 650 SENTRY PKWY STE ONE, BLUE BELL, PA 19422
(610) 941-2109 - 500,000 (\$250,000) COMMON STOCK. (FILE 333-38202 -
MAY. 31) (BR. 4)

S-8 BIOJECT MEDICAL TECHNOLOGIES INC, 7620 S W BRIDGEPORT RD, PORTLAND,
OR
97224 (503) 639-7221 - 20,000 (\$173,750) COMMON STOCK. (FILE 333-38206
-
MAY. 31) (BR. 5)

S-8 LEXINGTON HEALTHCARE GROUP INC, 1557 NEW BRITAIN AVE, FARMINGTON, CT
06032 (860) 674-2700 - 3,003,200 (\$1,636,792) COMMON STOCK. (FILE
333-38208 - MAY. 31) (BR. 8)

S-8 BOCA RESEARCH INC, 1377 CLINT MOORE RD, BOCA RATON, FL 33487
(561) 997-6227 - 500,000 (\$2,781,721) COMMON STOCK. (FILE 333-38210 -
MAY. 31) (BR. 7)

S-8 BIOJECT MEDICAL TECHNOLOGIES INC, 7620 S W BRIDGEPORT RD, PORTLAND,
OR
97224 (503) 639-7221 - 300,000 (\$2,606,250) COMMON STOCK. (FILE 333-
38212
- MAY. 31) (BR. 5)

S-8 BOCA RESEARCH INC, 1377 CLINT MOORE RD, BOCA RATON, FL 33487
(561) 997-6227 - 1,716,373 (\$8,565,531.19) COMMON STOCK. (FILE 333-
38214 -
MAY. 31) (BR. 7)

S-4 CLARENT CORP/CA, 700 CHESAPEAKE DRIVE, 650-306-7511, REDWOOD CITY,
CA
94063 (650) 306-7511 - 13,177,283 (\$135,857,788) COMMON STOCK. (FILE
333-38216 - MAY. 31) (BR. 3)

S-3 SPARTECH CORP, 120 S CENTRAL AVE, STE 1700, CLAYTON, MO 63105
(314) 721-4242 - 2,941,179 (\$86,213,309.44) COMMON STOCK. (FILE 333-
38218
- MAY. 31) (BR. 6)

S-8 COMMUNITY SAVINGS BANKSHARES INC /DE/, 660 US HIGHWAY ONE,
NORTH PALM BEACH, FL 33408 (561) 881-4800 - 547,065 (\$6,647,025.34)
COMMON STOCK. (FILE 333-38220 - MAY. 31) (BR. 7)

S-8 STAPLES INC, 500 STAPLES DRIVE, P O BOX 9328, FRAMINGHAM, MA 01702
(508) 253-5000 - 250,000 (\$3,254,687.50) COMMON STOCK. (FILE 333-38222
-
MAY. 31) (BR. 2)

S-3 COLUMBIA LABORATORIES INC, 2875 NORWEST 191 STREET STE 400,
AVENTURA, FL
33180 (305) 933-6089 - \$75,000,000 COMMON STOCK. (FILE 333-38230 -
MAY. 31) (BR. 1)

S-8 SYNOVUS FINANCIAL CORP, 901 FRONT AVENUE, STE 301, COLUMBUS, GA
31901
(706) 649-2267 - 167,540 (\$3,293,837) COMMON STOCK. (FILE 333-38232 -
MAY. 31) (BR. 7)

S-3 NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/,
2201 COOPERATIVE WY, C/O WOODLAND PARK, HERNDON, VA 20171 (703) 709-
6700 -
1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS. (FILE 333-38234 - MAY.
31)
(BR. 7)

S-8 KRISPY KREME DOUGHNUTS INC, 370 KNOLLWOOD ST., SUITE 500, WINSTON
SALEM,
NC 27103 (336) 722-2981 - 2,250,000 (\$40,206,920) COMMON STOCK. (FILE
333-38236 - MAY. 31) (BR. 5)

S-8 AMERICAN EXPRESS CO, AMERICAN EXPRESS TWR WORLD FINANCIAL CN,
200 VESEY ST 49TH FLOOR, NEW YORK, NY 10285 (212) 640-2000 - 30,000
(\$1,479,390) COMMON STOCK. (FILE 333-38238 - MAY. 31) (BR. 7)

S-3 SMARTFORCE PUBLIC LTD CO, 900 CHESAPEAKE DRIVE, REDWOOD CITY, CA
94063
(650) 817-6900 - 328,044 (\$12,383,661) COMMON STOCK. (FILE 333-38240 -
MAY. 31) (BR. 3)

S-3 BOCA RESEARCH INC, 1377 CLINT MOORE RD, BOCA RATON, FL 33487
(561) 997-6227 - 1,250,000 (\$5,078,125) COMMON STOCK. (FILE 333-38242
-
MAY. 31) (BR. 7)

S-3 MIDWAY AIRLINES CORP, 2801 SLATER ROAD, STE 200, MORRISVILLE, NC
27560
(919) 956-4800 - 8,613,595 (\$44,790,694) COMMON STOCK. (FILE 333-38244
-
MAY. 31) (BR. 5)

S-3 SPARTECH CORP, 120 S CENTRAL AVE, STE 1700, CLAYTON, MO 63105
(314) 721-4242 - 1,636,700 (\$47,975,768.75) COMMON STOCK. (FILE 333-
38246
- MAY. 31) (BR. 6)

S-8 VIROPHARMA INC, 405 EAGLEVIEW BLVD, PO BOX 5000, EXTON, PA 19341
(610) 458-7300 - 300,000 (\$3,356,250) COMMON STOCK. (FILE 333-38248 -
MAY. 31) (BR. 1)

S-8 KRISPY KREME DOUGHNUTS INC, 370 KNOLLWOOD ST., SUITE 500, WINSTON
SALEM,
NC 27103 (336) 722-2981 - 250,000 (\$11,610,000) COMMON STOCK. (FILE
333-38250 - MAY. 31) (BR. 5)

S-3 ORANGE & ROCKLAND UTILITIES INC, ONE BLUE HILL PLZ, PEARL RIVER, NY
10965 (914) 352-6000 - 55,000,000 (\$55,000,000) STRAIGHT BONDS. (FILE
333-38254 - MAY. 31) (BR. 2)

S-8 VIROPHARMA INC, 405 EAGLEVIEW BLVD, PO BOX 5000, EXTON, PA 19341
(610) 458-7300 - 750,000 (\$8,390,625) COMMON STOCK. (FILE 333-38256 -
JUN. 01) (BR. 1)

S-8 KRISPY KREME DOUGHNUTS INC, 370 KNOLLWOOD ST., SUITE 500, WINSTON SALEM, NC 27103 (336) 722-2981 - 315,000 (\$14,628,600) COMMON STOCK. (FILE 333-38258 - JUN. 01) (BR. 5)

S-8 TRIMBLE NAVIGATION LTD /CA/, 645 N MARY AVE, SUNNYVALE, CA 94088 (408) 481-8000 - 1,125,000 (\$40,241,250) COMMON STOCK. (FILE 333-38264 - JUN. 01) (BR. 5)

S-3 INSITE VISION INC, 445 MARINE VIEW AVE, SUITE 100, DEL MAR, CA 92014 (510) 865-8800 - 4,857,097 (\$18,062,329) COMMON STOCK. (FILE 333-38266 - JUN. 01) (BR. 1)

S-4 BINGHAM FINANCIAL SERVICES CORP, 260 EAST BROWN STREET, SUITE 200, BIRMINGHAM, MI 48009 (248) 932-9656 - 5,772,230 (\$49,695,437) COMMON STOCK. (FILE 333-38268 - JUN. 01) (BR. 7)

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: <publicinfo@sec.gov>. 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		
ACT TELECONFERENCING INC	CO					X		X			06/01/00	
ADPADS INC	CO				X			X			05/15/00	
ADPADS INC	CO				X						05/17/00	
ADVANCED KNOWLEDGE INC	DE							X			03/20/00	AMEND
ADVANCED LIGHTING TECHNOLOGIES INC	OH					X		X			06/01/00	
ADVANTA MORTGAGE LOAN TRUST 2000-1	NV		X						X		06/05/00	
AGILENT TECHNOLOGIES INC	DE					X					06/02/00	
ALASKA AIR GROUP INC	DE					X					06/05/00	
ALASKA AIRLINES INC	AK					X					06/05/00	
ALLEGHENY ENERGY INC	MD					X		X			05/19/00	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
ALLIANCE GAMING CORP	NV				X			X			06/01/00	
AMERI-CAN RAILWAY SYSTEMS INC	NH					X					06/01/00	
AMERICAN BIOMED INC	DE					X					06/05/00	
AMERICAN CHURCH MORTGAGE CO	MN	X									06/05/00	
AMERICAN RESIDENTIAL EAGLE BOND TRU ST 1999-2 COLLATERALIZED	DE					X		X			05/25/00	
AMERICAN SOIL TECHNOLOGIES INC	NV				X						06/05/00	AMEND
AMSURG CORP	TN		X		X		X				05/19/00	
ANTENNA PRODUCTS INC	DE	X									06/06/00	
ARAHOVA COMMUNICATIONS INC	DE								X		05/25/00	
ASSET BACKED FUNDING CORP	DE					X		X			06/06/00	
ASSET BACKED FUNDING CORP	DE					X		X			06/06/00	
ASYST TECHNOLOGIES INC /CA/	CA					X		X			01/07/00	
ASYST TECHNOLOGIES INC /CA/	CA		X					X			03/23/00	AMEND
AVANEX CORP	CA					X		X			05/22/00	
BANC OF AMERICA FUNDING CORP	DE							X			05/22/00	
BEAR STEARNS ASSET BAC SE INC MOR B A LIB NOT CL A SE 1999-1	DE					X		X			05/25/00	
BENTLEY COMMUNICATION CORP	DE		X		X	X	X	X			03/08/00	AMEND
BENTON OIL & GAS CO	DE					X		X			06/06/00	
BIOCONTROL TECHNOLOGY INC	PA					X					06/05/00	
BLUE DOLPHIN ENERGY CO	DE					X		X			06/05/00	
BLUE DOLPHIN ENERGY CO	DE							X			06/05/00	AMEND
BROWN FORMAN CORP	DE	X									06/30/00	
BUFFETS INC	MN					X		X			06/04/00	
BUSH INDUSTRIES INC	DE					X		X			05/02/00	
CAMBRIDGE NEUROSCIENCE INC	DE					X		X			05/22/00	
CASTLEGUARD ENERGY INC	FL	X									06/30/00	
CHANDLER INSURANCE CO LTD		X									06/01/00	
CHESHIRE DISTRIBUTORS INC	CO								X		06/05/00	
CITIZENS FIRST FINANCIAL CORP	DE					X					04/17/00	
CITIZENS FIRST FINANCIAL CORP	DE					X					04/26/00	
CITIZENS FIRST FINANCIAL CORP	DE					X					05/12/00	
CITIZENS FIRST FINANCIAL CORP	DE					X					05/15/00	
CLAIMSNET COM INC	DE					X		X			03/23/00	AMEND
CMS ENERGY CORP	MI					X		X			06/03/00	
COLORADO CASINO RESORTS INC	TX							X			06/05/00	
CONDOR TECHNOLOGY SOLUTIONS INC	DE					X		X			05/15/00	
CONNECTIVITY TECHNOLOGIES INC	DE		X					X			05/19/00	
CONSUMERS ENERGY CO	MI					X		X			06/03/00	
CONVERGE GLOBAL INC/CA	UT					X	X				06/05/00	
COOPER COMPANIES INC	DE					X		X			05/25/00	
COVOL TECHNOLOGIES INC	DE					X		X			06/05/00	
CROWN CASTLE INTERNATIONAL CORP	DE					X		X			06/05/00	
CROWN CRAFTS INC	GA					X					06/04/00	
CROWN ENERGY CORP	UT					X					05/26/00	
CRYO CELL INTERNATIONAL INC	DE					X		X			06/06/00	
CYPOST CORP	DE					X		X			10/15/99	AMEND
DAIMLER BENZ AUTO GRANTOR TRUST 199 7 A	DE					X		X			05/22/00	
DAIMLER BENZ VEHICLE OWNER TRUST 19 98-A	DE					X		X			05/22/00	
DEAN FOODS CO	DE					X					05/24/00	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
DEAN WITTER REALTY INCOME PARTNERSH IP III LP	DE	X									05/23/00	
DEVON ENERGY CORP/DE	DE				X						05/31/00	
DICTAPHONE CORP /DE	DE			X			X				05/30/00	
DYNAMIC HEALTH PRODUCTS INC	FL			X			X				06/05/00	AMEND
EL PASO ENERGY CORP/DE	DE		X				X				06/02/00	AMEND
ELAMEX SA DE CV			X				X				06/06/00	
ESOFTBANK COM INC	NV	X	X				X				03/27/00	
FACTUAL DATA CORP	CO					X					05/23/00	
FEDERATED DEPARTMENT STORES INC /DE	DE					X	X				05/31/00	
/												
FIDELITY NATIONAL FINANCIAL INC /DE	DE		X					X			03/20/00	AMEND
/												
FIRST UNION COMMERCIAL MORTGAGE SEC URITIES INC	NC	X									05/18/00	
FORD CREDIT AUTO LOAN MASTER TRUST	MI				X		X				05/31/00	
FORD MOTOR CREDIT CO	DE				X		X				06/05/00	
FREEMARKETS INC	DE						X				03/24/00	AMEND
FRIEDE GOLDMAN HALTER INC	MS				X		X				05/30/00	
GEON CO	DE				X		X				06/05/00	
GOLFGEAR	NV						X				04/11/00	AMEND
HEALTHTEON WEBMD CORP	DE		X				X				05/26/00	
HEMISPHERX BIOPHARMA INC	DE				X						06/06/00	
HERBALIFE INTERNATIONAL INC	NV	X					X				05/21/00	
HERSHA HOSPITALITY TRUST	MD		X				X				06/05/00	
HOOPER HOLMES INC	NY				X		X				05/23/00	
HORTON D R INC /DE/	DE				X		X				06/06/00	
IMAGIS TECHNOLOGIES INC	Al				X						05/15/00	
IN HOME HEALTH INC. /MN/	MN				X		X				05/22/00	
INAMED CORP	DE				X		X				06/06/00	
INETVISIONZ COM INC	DE				X						06/05/00	AMEND
INFERENCE CORP /CA/	DE				X		X				06/05/00	
INFOGRAMES INC	DE				X						06/02/00	
INTERNET SERVICE NETWORK INC	DE				X		X				03/22/00	AMEND
INVESTAMERICA INC	NV	X	X				X				03/15/00	AMEND
IREX CORP	PA				X		X				05/25/00	AMEND
IXL ENTERPRISES INC	DE		X				X				05/19/00	
I2CORP COM	NV		X				X				02/08/00	AMEND
JABIL CIRCUIT INC	DE				X		X				06/06/00	
JACKSONVILLE BANCORP INC /FL/	FL				X						04/26/00	
KITTY HAWK INC	DE			X			X				05/26/00	
KNOWLEDGE NETWORKS INC		X									06/02/00	
KOHL'S CORPORATION	WI				X		X				06/05/00	
LAHAINA ACQUISITIONS INC	CO		X								06/05/00	AMEND
LASON INC	DE				X						05/26/00	
LCA VISION INC	DE				X		X				05/24/00	
LCA VISION INC	DE				X		X				06/01/00	
LCA VISION INC	DE				X		X				06/06/00	
LCS GOLF INC	DE			X							05/31/00	
LCS GOLF INC	DE			X			X				05/31/00	
MAKE IT HAPPEN MANAGEMENT	NV	X									05/03/00	
MARKEL CORP	VA				X		X				06/02/00	
MARKETING SERVICES GROUP INC	NV	X									03/23/00	AMEND
MAY DEPARTMENT STORES CO	DE				X						06/05/00	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
MCM CAPITAL GROUP INC	DE	X			X	X	X				05/22/00	
MECHANICAL TECHNOLOGY INC	NY	X									06/05/00	
MEDICAL ACTION INDUSTRIES INC	DE				X	X	X				05/31/00	
MEDICAL MANAGEMENT SYSTEMS INC	CO				X	X	X				05/31/00	
METRISA INC	DE				X		X				06/01/00	
MIPS TECHNOLOGIES INC	DE					X	X				06/02/00	
MLMI PRIMEFIRST ADJ RATE MO SEN SUB PASS THR CERT SER 1993E						X					06/02/00	AMEND
MLMI PRIMEFIRST ADJ RATE MO SEN SUB PASS THR CERT SER 1993F							X				06/02/00	AMEND
MLMI PRIMEFIRST ADJ RATE MO SEN SUB PASS THR CERT SER 1993I							X				06/02/00	AMEND
MLMI PRIMEFIRST ADJ RATE MO SEN SUB PASS THR CERT SER 1994 A							X				06/02/00	AMEND
MLMI PRIMEFIRST ADJ RATE MO SEN SUB PASS THR CERT SER 1994 F							X				06/02/00	AMEND
MLMI PRIMEFIRST ADJ RATE MO SEN SUB PASS THR CERT SER 1994 H							X				06/02/00	AMEND
NEFF CORP	DE	X									06/06/00	
NETVOICE TECHNOLOGIES CORP	NV		X					X			05/19/00	
NEWHALL LAND & FARMING CO /CA/	CA				X	X	X				06/01/00	
NEWPARK RESOURCES INC	DE				X	X					06/01/00	
OPTION CARE INC/DE	DE				X						06/02/00	
OUTBOARD MARINE CORP	DE				X	X					06/05/00	
PATHOGENESIS CORP	DE				X	X					06/05/00	
PENTECH INTERNATIONAL INC	DE				X						05/22/00	
PHOTONICS CORP	CA					X					04/24/00	
PLEXUS CORP	WI		X					X			05/23/00	
PMI GROUP INC	DE					X					06/05/00	
POLAROID CORP	DE					X	X				06/06/00	
PPI CAPITAL GROUP INC	UT					X					05/18/00	
PSINET INC	NY					X	X				06/05/00	
PUBLIC SERVICE CO OF NEW MEXICO	NM					X					06/05/00	
PYR ENERGY CORP	DE					X	X				06/06/00	
QUICKSILVER RESOURCES INC	DE							X			03/31/00	AMEND
REEBOK INTERNATIONAL LTD	MA					X	X				06/05/00	
RESIDENTIAL ACCREDIT LOANS INC	DE					X	X				06/01/00	
RESIDENTIAL ASSET MORTGAGE PRODUCTS INC	DE					X	X				06/01/00	
RESIDENTIAL ASSET SECURITIES CORP	DE					X	X				06/01/00	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE					X	X				06/02/00	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES II INC	DE					X	X				06/02/00	
RYANS FAMILY STEAKHOUSES INC	SC		X								05/31/00	
SAFESCIENCE INC	NV					X	X				05/31/00	
SAFETY KLEEN CORP/	DE					X					06/06/00	
SALOMON BROTHERS MORT SEC VII INC C OM PAS THR CER SE 2000-C1	DE					X	X				06/05/00	
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE					X	X				06/05/00	
SARATOGA BEVERAGE GROUP INC	DE					X	X				05/31/00	
SEARS CREDIT ACCOUNT MASTER TRUST I I	IL					X	X				06/05/00	

NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT
	CODE	1	2	3	4	5	6	7	8	9		
SECURITY FINANCIAL CORP /OH/	DE		X								05/26/00	
SENSAR CORP /NV/	NV					X					06/06/00	
SIZZLER INTERNATIONAL INC	DE					X	X				05/24/00	
SMURFIT STONE CONTAINER CORP	DE		X			X	X				06/26/00	
SOUTHERN UNION CO	DE								X		06/14/99	
SPAN AMERICA MEDICAL SYSTEMS INC	SC					X					05/25/00	AMEND
STIFEL FINANCIAL CORP	DE		X								06/02/00	
STONE & WEBSTER INC	DE		X								06/06/00	
STONE CONTAINER CORP	DE		X			X	X				06/26/00	
STRATOSPHERE CORP	DE					X					06/05/00	AMEND
SYSTEM SOFTWARE ASSOCIATES INC	DE					X					06/02/00	
TAL WIRELESS NETWORKS INC	DE			X				X			04/30/00	
TANOX INC	DE					X	X				06/05/00	
TELEX COMMUNICATIONS INC	DE					X	X				05/19/00	
TELTRAN INTERNATIONAL GROUP LTD	DE							X			05/30/00	AMEND
TELTRAN INTERNATIONAL GROUP LTD	DE					X					06/05/00	
TELTRONICS INC	DE		X			X	X				06/05/00	AMEND
TERAGLOBAL COMMUNICATIONS CORP	DE					X					06/07/00	
TERAYON COMMUNICATION SYSTEMS	DE					X					04/18/00	
THEINTERNETCORP NET INC	NV		X								05/17/00	
TIAA REAL ESTATE ACCOUNT	NY					X					06/05/00	
TICKETMASTER ONLINE CITYSEARCH INC	DE					X	X				05/30/00	
TOREADOR RESOURCES CORP	DE					X	X				06/05/00	
TOYOTA AUTO LEASE TRUST 1997-A	CA					X	X				04/30/00	
TOYOTA AUTO LEASE TRUST 1998 C	CA					X	X				04/30/00	
TOYOTA AUTO LEASE TRUST 1998-B	CA					X	X				04/30/00	
TRIDEX CORP	CT					X	X				06/01/00	
UACSC AUTO TRUSTS .	NY					X	X				06/05/00	
UNIROYAL TECHNOLOGY CORP	DE					X					05/31/00	
US FRANCHISE SYSTEMS INC/	DE					X	X				06/02/00	
VIALINK CO	DE					X	X				05/31/00	
WALKER INTERACTIVE SYSTEMS INC	DE					X	X				06/05/00	
WESTPAC SECURITISATION MANAGEMENT P TY LTD						X					05/19/00	
WESTVACO CORP	DE					X	X				06/05/00	
WIRE ONE TECHNOLOGIES INC	DE		X					X			05/18/00	
WISER OIL CO	DE					X	X				05/16/00	
WITTER DEAN REALTY INCOME PARTNERSH IP II LP	DE		X								05/23/00	
WITTER DEAN REALTY INCOME PARTNERSH IP IV L P	DE		X								05/23/00	
WSI INTERACTIVE CORP						X	X				05/31/00	
YOUNETWORK CORP	DE		X					X			05/19/00	
ZAPME CORP	DE					X	X				05/30/00	