

# SEC NEWS DIGEST

Issue 97-223

November 19, 1997

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## RULES AND RELATED MATTERS

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### EXTENSION OF COMMENT PERIOD FOR RELEASE PROPOSING AMENDMENTS TO SHAREHOLDER PROPOSAL RULES

The Commission issued a release extending from November 25, 1997, to January 2, 1998, the comment period for the release (No. 34-39093) proposing amendments to Rule 14a-8, the shareholder proposal rule, and related amendments to Rules 14a-5, 14a-4, 14a-2, and 13d-5.

Comments should be submitted in triplicate to Jonathan G. Katz, Secretary, Securities Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549-6009. Comments also may be submitted electronically at the following e-mail address: rule-comments@sec.gov. Comments must be received on or before January 2, 1998, and should refer to File No. S7-25-97. All submissions will be available for inspection in the Public Reference Room. FOR FURTHER INFORMATION CONTACT: Frank G. Zarb, Jr., at (202) 942-2900. (Rel. Nos. 34-39336; IC-22896)

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## ENFORCEMENT PROCEEDINGS

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### FINDINGS MADE AND REMEDIAL SANCTIONS IMPOSED IN ADMINISTRATIVE PROCEEDINGS AGAINST WAYNE CONNERS

The Commission has determined to accept an offer of settlement submitted by Wayne J. Connors in resolution of the administrative proceedings instituted against him on September 30, 1996. Under the terms of the settlement, Connors has consented, without admitting or denying the findings, to an order which bars him from association with any broker, dealer, municipal securities dealer, investment adviser or investment company; and requires him to pay disgorgement of \$32,198 plus prejudgment interest, but waives payment of the same based upon Conner's demonstrated financial inability to pay.

The Commission's Order finds that, from May 1993 through January 1995, C'est Lestial Waters, Inc. (CWL) raised over \$7 million from more than 100 investors through the offer and sale of unregistered collateral trust bonds (CWL bonds), as well as the securities of

certain entities related to CWI. In connection with that offering, CWI, certain of its principals and agents, as well as certain other entities and individual sales representatives, including Conners, violated, variously, the securities registration, antifraud and broker-dealer registration provisions of the federal securities laws. Specifically, these entities and individuals made misrepresentations of material fact and failed to disclose material information to investors regarding investment in the CWI bonds.

From June 1993 through January 1995, Conners offered and sold more than \$368,000 in CWI bonds. In connection with his sales of the CWI bonds, Conners made untrue statements of material facts to investors, including the following: that the CWI bonds were fully secured through a first and irrevocable lien interest in certain assets of CWI in favor of investors; that the CWI bonds were fully insured to guarantee safety; and that CWI was an old company which had been issuing the CWI bonds for years.

In addition, from January 1994 through June 1994, Conners offered and sold approximately \$450,000 of the securities of entities related to CWI (CWI entities). In connection with his sales of the securities of the CWI entities, Conners made untrue statements of material facts to investors, including the following: that the CWI entities were established and ongoing businesses; and that the securities of the CWI entities were fully secured through a first and irrevocable lien interest in certain assets of those entities in favor of investors. Based on this conduct, Conners willfully violated Sections 5(a), 5(c) and 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

Conners received over \$105,000 in commissions from his sales of the CWI bonds and the securities of the CWI entities. Only \$32,198 of these commissions are subject to disgorgement in this proceeding, as the remaining amount of commissions Conners received were sought by the Commission in a related civil proceeding in the United States District Court for the Western District of Pennsylvania (SEC v. C'est Lestial Waters, Inc., Civil Action No. 95-642). On August 27, 1997 a Final Judgment and Order was entered against Conners in that civil action, enjoining Conners from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Conners consented to the Final Judgment and Order, without admitting or denying the allegations in the Commission's complaint. (Rel. 34-39335; File No. 3-9125)

#### FORMER OFFICER ORDERED TO DISGORGE \$400,000 IN INSIDER TRADING CASE

The Commission announced that on October 28, 1997, the Honorable Frederick J. Scullin, Jr. of the United States District Court for the Northern District of New York entered a Final Judgment against John S. Nadolski, the former president of Marietta Corporation, headquartered in Cortland, New York. The Final Judgment enjoins Nadolski from violations of the antifraud provisions of the federal securities laws; bars him from serving as an officer or director of

any public company for a period of five years; and requires him to pay disgorgement of \$300,000 and prejudgment interest of \$100,000. Under the terms of settlement, Nadolski would pay \$300,000 upon entry of the Final Judgment and be required to pay the remaining \$100,000 through the sale of assets. Nadolski consented, without admitting or denying the allegations in the Commission's complaint.

The Commission originally filed this action on August 18, 1995, alleging that between 1989 and 1991 Nadolski engaged in a fraudulent scheme to misrepresent Marietta's financial condition by causing false accounting entries to be made in its financial books and records, overstating sales and understating expenses. These changes dramatically increased the net income Marietta reported in public filings with the Commission.

The complaint further alleged that in November 1989, Nadolski sold 100,000 shares of Marietta stock for \$1.92 million while in possession of inside information that Marietta's financial condition had been falsely reported to the public. [SEC v. John S. Nadolski, USDC, NDNY, Civil Action No. 95-1154] (LR-15563)

#### FORMER SALESPERSON IN PONZI SCHEME ORDERED TO DISGORGE \$519,000

The Commission announced that on October 29, 1997, the Honorable Garrett E. Brown of the United States District Court for the District of New Jersey entered a Final Judgment and Order against defendant Cindy J. Myers. The Final Judgment ordered Myers to pay disgorgement in the amount of \$519,000, plus prejudgment interest thereon, but waived payment of the same based upon a sworn financial statement demonstrating Myers' inability to pay. Myers consented to this relief, without admitting or denying the allegations in the Commission's complaint. In September 1996, Judge Brown had entered a permanent injunction against Myers, pursuant to her consent, enjoining her from violations of the antifraud and registration provisions of the federal securities laws.

On September 14, 1996, the staff filed this action against Myers, Charles N. Cugliari, and three other defendants. The Commission alleged that Cugliari, with the assistance of Myers and others, conducted a Ponzi scheme involving the fraudulent sale of approximately \$70 million of unregistered CNC investments to over 2,000 public investors. Myers was the second most active seller of CNC investments. In 1994 alone, Myers received approximately \$300,000 in commissions.

The Commission further charged that Myers and others made numerous material misrepresentations and omissions in connection with the sale of CNC investments to public investors. Among other things, Myers misrepresented or omitted to disclose the true nature of the CNC investment and the financial condition of CNC, and the sales commission arrangement CNC had with various salespersons. [SEC v. CNC Trading Company, et al., USDC, D.NJ, Civil Action No. 96-CV-4620] (LR-15564)

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## INVESTMENT COMPANY ACT RELEASES

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### INTEGRITY LIFE INSURANCE COMPANY, ET AL.

An order has been issued pursuant to Section 26(b) of the Investment Company Act to Integrity Life Insurance Company, Integrity Life Insurance Company Separate Account II, National Integrity Life Insurance Company and National Integrity Life Insurance Company Separate Account II (collectively, Applicants) approving the substitution of shares of certain registered management investment companies (Current Portfolios) with shares of other registered management investment companies (Substitute Portfolios). An order also has been issued pursuant to Section 17(b) of the Act granting exemptions from the provisions of Section 17(a) to permit Applicants to carry out the substitutions by redeeming shares of the Current Portfolios in-kind, and using the redemption proceeds to purchase shares of the Substitute Portfolios, and to permit Applicants to combine certain subaccounts holding shares of the same Substitute Portfolio after the substitution. (Rel. IC-22889 - November 14)

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## SELF-REGULATORY ORGANIZATIONS

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### PROPOSED RULE CHANGES

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-97-78) amending the Interpretation on the Release of Disciplinary Information, IM-8310-2 of Rule 8310 of the Procedural Rules of the NASD, to include additional information required to be reported pursuant to the revised Forms U-4, U-5, and BD. Interim pages for Forms U-4 and U-5 also have been filed to facilitate the immediate release of this additional information. Publication of the notice of the proposed rule change in the Federal Register is expected during the week of November 17. (Rel. 34-39322)

The Philadelphia Stock Exchange filed a proposed rule change (SR-PHLX-97-52) to amend PHLX Rule 1047, "Trading Rotations, Halts, and Suspensions," to, among other things, require reverse rotations when there is a heavy influx of orders and to require floor official approval of second and subsequent rotations. Publication of the notice is expected in the Federal Register during the week of November 24. (Rel. 34-39332)

### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The Commission is publishing notice of a proposed rule change filed by the Pacific Exchange that has become effective pursuant to Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-PCX-97-44). The proposed rule change relates to applicant specialists on the Exchange. Publication of the notice in the Federal Register

is expected during the week of November 17. (Rel. 34-39328)

## ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change submitted by the Chicago Board Options Exchange (SR-CBOE-97-56) relating to the elimination of the prohibition on the use of headsets and other telephone technology. Publication of the proposal is expected in the Federal Register during the week of November 17. (Rel. 34-39331)

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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.

- SB-2 TAM RESTAURANTS INC, 1163 FORREST AVE , STATEN ISLAND, NY 10310  
(718) 720-5959 - 1,150,000 (\$5,750,000) COMMON STOCK. 575,000 (\$57,500)  
WARRANTS, OPTIONS OR RIGHTS. 575,000 (\$3,450,000) COMMON STOCK 310,000  
(\$31,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 333-39937 - NOV. 12) (BR. 9  
- NEW ISSUE)
- S-8 AUREAL SEMICONDUCTOR INC, 4245 TECHNOLOGY DR, FREMONT, CA 94538  
(510) 252-4245 - 200,000 (\$485,760) COMMON STOCK. (FILE 333-39939 -  
NOV 12) (BR. 6)
- S-1 UNITED PANAM FINANCIAL CORP, 1300 SOUTH EL CAMINO REAL, SAN MATEO, CA  
94402 (650) 345-1800 - \$80,500,000 COMMON STOCK. (FILE 333-39941 -  
NOV 12) (BR 7 - NEW ISSUE)
- S-4 TCI MUSIC INC, 8101 EAST PRENTICE AVE , SUITE 500, ENGLEWOOD, CO 80111  
(303) 721-5400 - \$40,623,438 PREFERRED STOCK. (FILE 333-39943 - NOV. 12)  
(BR 3)
- SB-2 MORTGAGE PLUS EQUITY & LOAN HOLDINGS CORP, 6851 JERICHO TURNPIKE,  
STE 246, SYOSSET, NY 11791 (516) 364-2700 - 1,265,000 (\$6,325,000)  
COMMON STOCK 110,000 (\$11) WARRANTS, OPTIONS OR RIGHTS 110,000  
(\$660,000) COMMON STOCK (FILE 333-39949 - NOV 12) (BR. 9 - NEW ISSUE)
- S-8 OLD KENT FINANCIAL CORP /MI/, ONE VANDENBERG CTR, 111 LYON ST NW,  
GRAND RAPIDS, MI 49503 (616) 771-5000 - 4,000,000 (\$4,000,000)  
OTHER SECURITIES INCLUDING VOTING TRUST (FILE 333-39953 - NOV. 12)  
(BR. 7)
- S-8 OLD KENT FINANCIAL CORP /MI/, ONE VANDENBERG CTR, 111 LYON ST NW,  
GRAND RAPIDS, MI 49503 (616) 771-5000 - 1,000,000 (\$66,060,000)  
COMMON STOCK. (FILE 333-39957 - NOV. 12) (BR 7)
- S-4 PARAMETRIC TECHNOLOGY CORP, 128 TECHNOLOGY DR, WALTHAM, MA 02154  
(617) 398-5000 - 6,000,000 (\$240,420,000) COMMON STOCK (FILE 333-39959 -  
NOV. 12) (BR 3)
- S-8 NUWAVE TECHNOLOGIES INC, ONE PASSAIC AVE, FAIRFIELD, NJ 07004 - 666,666  
(\$2,387,997) COMMON STOCK. (FILE 333-39961 - NOV 12) (BR 9)

S-8 INTEGRATED AMERICA INC, ONE MANHATTANVILLE RD, PURCHASE, NY 10577  
(914) 253-8000 - 1,050,000 (\$2,331,000) COMMON STOCK. (FILE 333-39963 -  
NOV. 12) (BR. 1)

S-8 DUKE REALTY INVESTMENTS INC, 8888 KEYSTONE CROSSING STE 1200,  
INDIANAPOLIS, IN 46240 (317) 574-3531 - 1,366,041 (\$27,175,389.64)  
COMMON STOCK (FILE 333-39965 - NOV 12) (BR. 8)

S-8 GEO PETROLEUM INC, 501 DEEP VALLEY DRIVE, SUITE 300, ROLLING HILLS, CA  
90274 (310) 539-8191 - 1,060,000 (\$2,120,000) COMMON STOCK (FILE  
333-39967 - NOV 07) (BR 9)

S-1 U S A FLORAL PRODUCTS INC, 1025 THOMAS JEFFERSON STREET N.W.,  
SUITE 600 WEST, WASHINGTON, DC 20007 (202) 333-0800 - 12,500,000  
(\$217,968,750) COMMON STOCK. (FILE 333-39969 - NOV. 12) (BR 2)

S-1 DISPATCH MANAGEMENT SERVICES CORP, 65 W 36TH ST, STE 300, NEW YORK, NY  
10018 (212) 947-8644 - \$80,500,000 COMMON STOCK (FILE 333-39971 -  
NOV 10) (BR 5)

S-3 APACHE FINANCE PTY LTD, 2000 POST OAK BLVD, ONE POST OAK CENTER STE 100,  
HOUSTON, TX 77056 (713) 296-6000 - 300,000,000 (\$300,000,000)  
STRAIGHT BONDS (FILE 333-39973 - NOV. 12) (BR. 4 - NEW ISSUE)

S-8 CHICAGO BRIDGE & IRON CO N V, P O BOX 74658, 1075 AD AMSTERDAM, P8 00000  
- 250,000 (\$4,100,000) COMMON STOCK (FILE 333-39975 - NOV 12) (BR 6)

S-3 ML ASSET BACKED CORP, 250 VESEY ST RM 15-097 NORTH TOWER,  
WORLD FINANCIAL CENTER 10TH FL, NEW YORK, NY 10281 (212) 449-0336 -  
1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 333-39977 -  
NOV. 12) (BR 8)

S-8 COLORADO WYOMING RESERVE CO, 1975 EAST OTERO LANE, LITTLETON, CO 80122  
(310) 546-5741 - 3,925,000 (\$5,850,000) COMMON STOCK. (FILE 333-39979 -  
NOV 12) (BR. 4)

S-1 AMERICAN DENTAL PARTNERS INC, 301 EDGEWATER PLACE, SUITE 320, WAKEFIELD,  
MA 01880 (617) 224-0880 - 2,300,000 (\$39,100,000) COMMON STOCK (FILE  
333-39981 - NOV 12) (BR. 1)

S-8 FIRST AMERICAN RAILWAYS INC, 3700 NORTH TWENTY NINTH AVENUE SUITE 202,  
STE 1905, HOLLYWOOD, FL 33020 (954) 920-0606 - 5,217 (\$14,998 88)  
COMMON STOCK. (FILE 333-39983 - NOV. 12) (BR. 9)

S-1 GLASGAL COMMUNICATIONS INC, 151 VETERANS DR, PEGUANOCK, NJ 07440  
(201) 768-8082 - 4,600,000 (\$29,325,000) COMMON STOCK. (FILE 333-39985 -  
NOV 12) (BR 3)

S-1 U S PHYSICIANS INC, 220 COMMERCE DR STE 400, FORT WASHINGTON, PA 19034  
(215) 542-2170 - \$50,000,000 COMMON STOCK (FILE 333-39987 - NOV 12)  
(BR 1)

S-8 STAPLES INC, ONE RESEARCH DR, P O BOX 9328, WESTBOROUGH, MA 01581  
(508) 370-8500 - 500,000 (\$13,187,500) COMMON STOCK. (FILE 333-39991 -  
NOV 12) (BR 2)

S-8 STAPLES INC, ONE RESEARCH DR, P O BOX 9328, WESTBOROUGH, MA 01581  
(508) 370-8500 - 500,000 (\$13,187,500) COMMON STOCK. (FILE 333-39993 -  
NOV 12) (BR 2)

S-3 RJR NABISCO INC, 1301 AVE OF THE AMERICAS, NEW YORK, NY 10019  
(212) 258-5600 - 1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS (FILE  
333-39995 - NOV 12) (BR. 2)

S-3 UNITED AUTO GROUP INC, 375 PARK AVE, 22ND FL, NEW YORK, NY 10152  
(212) 223-3300 - 9,611,985 (\$163,403,745) WARRANTS, OPTIONS OR RIGHTS.  
(FILE 333-39997 - NOV 12) (BR 2)

S-8 SYNCOR INTERNATIONAL CORP /DE/, 6464 CANOGA AVENUE, WOODLAND HILLS, CA  
91367 (818) 757-4000 - 250,000 (\$4,000,000) COMMON STOCK (FILE 333-39999  
- NOV 12) (BR 1)

SB-2 PPA TECHNOLOGIES INC, 163 SOUTH ST, HACKENSACK, NJ 07601 (201) 457-1221  
- 2,300,000 (\$14,950,000) COMMON STOCK 345,000 (\$1,633,115)  
WARRANTS, OPTIONS OR RIGHTS. (FILE 333-40001 - NOV 12) (BR 9  
- NEW ISSUE)

S-3 PRAXAIR INC, 39 OLD RIDGEBURY RD, DANBURY, CT 06810 (203) 837-2000 -  
500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 333-40003 - NOV. 12)  
(BR 4)

S-8 SEAGATE TECHNOLOGY INC, 920 DISC DR, SCOTTS VALLEY, CA 95066  
(408) 438-6550 - 15,000,000 (\$362,812,500) COMMON STOCK (FILE 333-40005 -  
NOV 12) (BR. 3)

S-3 MICROAGE INC /DE/, 2400 S MICROAGE WY MS8, TEMPE, AZ 85282  
(602) 804-2000 - 1,140,737 (\$26,379,543) COMMON STOCK. (FILE 333-40007 -  
NOV 12) (BR. 3)

S-8 MERIDIAN RESOURCE CORP, 15995 N BARKERS LANDING STE 300, HOUSTON, TX  
77079 (713) 558-8080 - 2,742,899 (\$33,857,659) COMMON STOCK. (FILE  
333-40009 - NOV. 12) (BR 4)

S-8 THERATECH INC /DE/, 417 WAKARA WAY STE 100, SALT LAKE CITY, UT 84108  
(801) 588-6200 - 3,962,500 (\$36,947,455) COMMON STOCK. (FILE 333-40011 -  
NOV 12) (BR 1)

S-4 KIMBERLY CLARK CORP, P O BOX 619100, DFW AIRPORT STATION, DALLAS, TX  
75261 (214) 281-1200 - 8,925,742 (\$452,875,155) COMMON STOCK. (FILE  
333-40013 - NOV 12) (BR. 4)

S-3 CAREMATRIX CORP, 197 FIRST AVE, NEEDHAM, MA 02194 (617) 270-4500 -  
1,150,000 (\$29,971,875) COMMON STOCK. (FILE 333-40015 - NOV. 12) (BR. 1)

S-8 SAFESKIN CORP, 12671 HIGH BLUFF DRIVE, SAN DIEGO, CA 92130  
(619) 794-8111 - 1,500,000 (\$69,000,000) COMMON STOCK. (FILE 333-40017 -  
NOV 12) (BR. 6)

S-4 REGAL CINEMAS INC, 7132 COMMERCIAL PARK DR, KNOXVILLE, TN 37918  
(423) 922-1123 - 125,000,000 (\$125,000,000) STRAIGHT BONDS. (FILE  
333-40019 - NOV 12) (BR 5)

S-3 NATURAL MICROSYSTEMS CORP, 100 CROSSING BLVD, FRAMINGHAM, MA 01702  
(508) 650-1300 - 15,232 (\$718,646) COMMON STOCK (FILE 333-40021 -  
NOV. 12) (BR 3)

S-8 INNOVATIVE VALVE TECHNOLOGIES INC, 14900 WOODHAM DR, STE A 125, HOUSTON,  
TX 77073 (713) 821-9407 - 1,500,000 (\$26,445,000) COMMON STOCK. (FILE  
333-40023 - NOV 12) (BR. 6)

S-8 ACCLAIM ENTERTAINMENT INC, ONE ACCLAIM PLAZA, GLEN COVE, NY 11542  
(516) 922-2400 - 10,000,000 (\$41,100,000) COMMON STOCK. (FILE 333-40025 -  
NOV 12) (BR 3)

S-8 HYBRID NETWORKS INC, 10161 BUBB RD, CUPERTINO, CA 95014 (408) 725-3250  
- 4,216,940 (\$37,356,074) COMMON STOCK. (FILE 333-40027 - NOV 12)  
(BR 3)

S-8 BEACON PROPERTIES CORP, 50 ROWES WHARF, BOSTON, MA 02110 (617) 330-1400  
- 432,000 (\$12,798,000) COMMON STOCK. (FILE 333-40029 - NOV 12) (BR. 8)

S-8 LATTICE SEMICONDUCTOR CORP, 5555 NE MOORE COURT, HILLSBORO, OR 97124  
(503) 681-0118 - 250,000 (\$13,267,500) COMMON STOCK. (FILE 333-40031 -  
NOV 12) (BR. 6)

S-8 PEGASUS SYSTEMS INC, 3811 TURTLE CREEK BLVD, STE 1100, DALLAS, TX 75219  
(214) 528-5656 - 333,333 (\$5,429,994.57) COMMON STOCK. (FILE 333-40033 -  
NOV 12) (BR 3)

S-8 PEGASUS SYSTEMS INC, 3811 TURTLE CREEK BLVD, STE 1100, DALLAS, TX 75219  
(214) 528-5656 - 500,000 (\$8,145,000) COMMON STOCK (FILE 333-40035 -  
NOV. 12) (BR 3)

S-3 AMERICAN COMMUNICATIONS SERVICES INC, 131 NATIONAL BUSINESS PKWY,  
STE 100, ANNAPOLIS JUNCTION, MD 20701 (310) 617-4200 - 3,686,382  
(\$41,932,595) COMMON STOCK (FILE 333-40037 - NOV 12) (BR 9)

S-8 PEGASUS SYSTEMS INC, 3811 TURTLE CREEK BLVD, STE 1100, DALLAS, TX 75219  
(214) 528-5656 - 866,667 (\$14,118,005) COMMON STOCK. (FILE 333-40039 -  
NOV 12) (BR. 3)

S-4 PATRIOT AMERICAN HOSPITALITY INC/DE, 3030 LBJ FREEWAY, STE 1500, DALLAS,  
TX 75234 (972) 888-8000 - 7,036,342 (\$148,956,476) COMMON STOCK. (FILE  
333-40041 - NOV. 12) (BR. 8)

S-3 LATTICE SEMICONDUCTOR CORP, 5555 NE MOORE COURT, HILLSBORO, OR 97124  
(503) 681-0118 - 51,550 (\$2,835,250) COMMON STOCK. (FILE 333-40043 -  
NOV 12) (BR 6)

SB-2 AMBIENT CORP /NY, JERUSALEM TECHNOLOGICAL PARK BUILDING ON,  
BUILDING ONE, MATHAJERUSALEM ISRAE, L3 91460 (011) 972-6490 - 690,000  
(\$4,830,000) COMMON STOCK 60,000 (\$60) WARRANTS, OPTIONS OR RIGHTS.  
60,000 (\$504,000) COMMON STOCK (FILE 333-40045 - NOV 12)

S-8 CADENCE DESIGN SYSTEMS INC, 2655 SEELY ROAD BLDG 5, SAN JOSE, CA 95134  
(408) 943-1234 - 10,000,000 (\$459,208,275.02) COMMON STOCK (FILE  
333-40047 - NOV 12) (BR 3)

S-3 COSTCO COMPANIES INC, 999 LAKE DRIVE, ISSAQUAH, WA 98027 ((20) 6)--313-  
- 900,000,000 (\$500,625,000) STRAIGHT BONDS. (FILE 333-40049 - NOV 12)  
(BR 2)

S-8 DOMINION HOMES INC, 5501 FRANTZ RD, DUBLIN, OH 43017 (614) 761-6000 -  
250,000 (\$2,570,312 50) COMMON STOCK (FILE 333-40051 - NOV 12) (BR 6)

S-4 SUNGARD DATA SYSTEMS INC, 1285 DRUMMERS LN, STE 300, WAYNE, PA 19087  
(610) 341-8700 - 13,575,236 (\$327,926,794.60) COMMON STOCK (FILE  
333-40053 - NOV. 12) (BR. 3)

S-1 CAVALRY BANCORP INC, 114 W COLLEGE, MURFREESBORO, TN 37133  
(615) 893-1234 - 7,538,250 (\$75,382,500) COMMON STOCK. (FILE 333-40057 -  
NOV 12) (NEW ISSUE)

S-8 STATE OF THE ART INC /CA, 56 TECHNOLOGY S, IRVINE, CA 92718  
(714) 753-1222 - 1,000,000 (\$15,750,000) COMMON STOCK (FILE 333-40061 -  
NOV. 13) (BR. 3)

S-3 FIRSTENERGY CORP, 76 SOUTH MAIN ST, AKRON, OH 44308 (800) 736-3402 -  
10,000,000 (\$254,375,000) COMMON STOCK. (FILE 333-40063 - NOV. 13)  
(BR 4)

S-4 AMERUS LIFE HOLDINGS INC, 699 WALNUT STREET, DES MOINES, IA 50309  
((51) 5) -362- - 19,760,788 (\$404,499,031.60) COMMON STOCK (FILE  
333-40065 - NOV 12) (BR 1)

S-1 HUNTSMAN PACKAGING CORP, 500 HUNTSMAN WAY, SALT LAKE CITY, UT 84108  
(801) 532-5200 - 125,000,000 (\$125,000,000) STRAIGHT BONDS (FILE  
333-40067 - NOV 12) (NEW ISSUE)

S-4 CITIZENS UTILITIES CO, HIGH RIDGE PK BLDG 3, P O BOX 3801, STAMFORD, CT  
06905 (203) 329-8800 - 2,300,000 (\$16,655,246) COMMON STOCK (FILE  
333-40069 - NOV. 13) (BR. 4)

S-4 COMMUNITY FIRST BANKSHARES INC, 520 MAIN AVENUE, FARGO, ND 58124  
(701) 298-5600 - 3,000,000 (\$143,625,000) COMMON STOCK. (FILE 333-40071 -  
NOV 12) (BR 7)

S-1 PHYSICIAN HEALTH CORP, ONE LAKESIDE COMMONS, SUITE 300,  
990 HAMMOND DRIVE, ATLANTA, GA 30328 (770) 673-1964 - \$69,000,000  
COMMON STOCK. (FILE 333-40073 - NOV. 12)

S-1 PLATINUM TECHNOLOGY INC, 1815 S MEYERS RD, OAKBROOK TERRACE, IL 60181  
(630) 620-5000 - 3,039,745 (\$76,279,362) COMMON STOCK. (FILE 333-40075 -  
NOV 12) (BR 3)



S-3 STARWOOD LODGING TRUST, 2231 E CAMELBACK RD, STE 410, PHOENIX, AZ 80516  
(602) 852-3900 (FILE 333-40077 - NOV. 12) (BR 8)

S-8 DUN & BRADSTREET CORP, ONE DIAMOND HILL ROAD, MURRAY HILL, NJ 07974  
(203) 222-4200 - 200,000 (\$5,737,500) COMMON STOCK (FILE 333-40079 -  
NOV 12) (BR 4)

S-3 DUN & BRADSTREET CORP, ONE DIAMOND HILL ROAD, MURRAY HILL, NJ 07974  
(203) 222-4200 - 500,000 (\$14,343,750) COMMON STOCK (FILE 333-40081 -  
NOV 12) (BR 4)

SB-2 BRIGHTON TECHNOLOGIES CORP, 6 PEARL COURT, ALLENDALE, NJ 07401  
(201) 818-2889 - 2,875,000 (\$15,812,500) COMMON STOCK 250,000  
(\$750,012.50) WARRANTS, OPTIONS OR RIGHTS. 125,000 (\$750,000)  
COMMON STOCK (FILE 333-40083 - NOV. 12)

S-8 RSL COMMUNICATIONS LTD, CLARENDON HOUSE CHURCH ST,  
HAMILTON HM CX BERMUDA, (441) 295-2832 - 6,542,888 (\$157,438,242.50)  
COMMON STOCK (FILE 333-40085 - NOV 12) (BR 3)

S-4 HBO & CO, 301 PERIMETER CTR N, ATLANTA, GA 30346 (770) 393-6000 -  
10,586,554 (\$428,975,974) COMMON STOCK (FILE 333-40087 - NOV 13)  
(BR. 3)

S-1 ONYX ACCEPTANCE FINANCIAL CORP, 8001 IRVINE CENTER DR 6TH FL, STE 500,  
IRVINE, CA 92718 (714) 753-1191 - 1,000,000 (\$1,000,000)  
EQUIPMENT TRUST CERTIFICATES. (FILE 333-40089 - NOV. 12) (BR. 8)

S-8 PEPSI COLA PUERTO RICO BOTTLING CO, PO BOX 191709,  
700 SOUTH FEDERAL HIGHWAY SUITE 200, SAN JUAN, PR 00919 (787) 251-2000 -  
2,516,667 (\$14,253,960) COMMON STOCK (FILE 333-40091 - NOV. 13) (BR 2)

S-3 PEPSI COLA PUERTO RICO BOTTLING CO, PO BOX 191709,  
700 SOUTH FEDERAL HIGHWAY SUITE 200, SAN JUAN, PR 00919 (787) 251-2000 -  
7,000,000 (\$49,437,500) COMMON STOCK. (FILE 333-40093 - NOV 12) (BR 2)

S-8 AMERICAN COIN MERCHANDISING INC, 5660 CENTRAL AVE, BOULDER, CO 80301  
(303) 444-2559 - 601,868 (\$10,196,427) COMMON STOCK (FILE 333-40095 -  
NOV 12) (BR 5)

S-8 FAMOUS SAMS GROUP INC, 4221 EAST PANTATOC CANYON DRIVE, TUCSON, AZ 85718  
(303) 773-1777 - 820,000 (\$445,156) COMMON STOCK (FILE 333-40097 -  
NOV 12) (BR 2)

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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
- 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	8K ITEM NO.									DATE	COMMENT
	CODE	1	2	3	4	5	6	7	8	9		
ACCESS BEYOND INC	DE					X	X				11/10/97	
ADEN ENTERPRISES INC	CA	X									11/18/97	
ADVANCED COMMUNICATION SYSTEMS INC	DE		X								11/17/97	
ADVANTA MORTGAGE CONDUIT SERVICES I NC	DE					X	X				11/18/97	
AIRPLANES LTD						X					11/17/97	
AIRPLANES US TRUST	DE					X					11/17/97	
ALIAANT COMMUNICATIONS CO	DE	X									11/18/97	
ALIAANT COMMUNICATIONS INC	NE	X									11/18/97	
ALLIEDSIGNAL INC	DE								X		11/12/97	
AMERAC ENERGY CORP	DE					X	X				11/17/97	
AMERICAN BANKNOTE CORP	DE					X	X				11/10/97	
AMERICAN BINGO & GAMING CORP	DE					X					11/14/97	
AMERICAN BUILDERS & CONTRACTORS SUP PLY CO INC	TX		X					X			11/17/97	
AMERICAN EXPRESS CENTURION BANK	UT					X	X				11/17/97	
AMERICAN EXPRESS RECEIVABLES FINANC ING CORP	DE					X	X				11/17/97	
AMERICAN EXPRESS RECEIVABLES FINANC ING CORP II	DE					X	X				11/17/97	
AMERICAN PRECISION INDUSTRIES INC	DE						X				07/23/97	AMEND
AMERICREDIT FINANCIAL SERVICES INC	DE					X	X				11/14/97	
AMERICREDIT FINANCIAL SERVICES INC	DE					X	X				11/14/97	
AMERICREDIT FINANCIAL SERVICES INC	DE					X	X				11/14/97	
AMX CORP	TX					X	X				11/07/97	
APEX MINERALS CORP	DE	X									09/30/97	AMEND
ASSET INVESTORS CORP	MD					X	X				10/22/97	
AT&T UNIVERSAL CARD MASTER TRUST	DE					X	X				11/17/97	
AT&T UNIVERSAL FUNDING CORP	DE					X	X				11/17/97	
BAY BANKS OF VIRGINIA INC	VA		X								11/17/97	
BAY VIEW SECURITIZATION CORP	DE						X				11/10/97	
BRANDYWINE REALTY TRUST	MD					X	X				10/29/97	
BSD MEDICAL CORP	DE		X								11/18/97	
BURNHAM PACIFIC PROPERTIES INC	CA					X	X				08/15/97	
CAPITAL ONE MASTER TRUST	VA					X	X				11/17/97	
CARDIAC SCIENCE INC	DE				X		X				11/13/97	
CARSON PIRIE SCOTT & CO /IL/ CELGENE CORP /DE/	IL	X									11/12/97	
	DE		X				X				11/17/97	
CENTRAL HUDSON GAS & ELECTRIC CORP	NY					X					04/01/97	
CENTRAL RESERVE LIFE CORP	OH					X					11/17/97	
CENTURY PACIFIC HOUSING FUND I	CA				X		X				09/30/97	AMEND
CENTURY PACIFIC TAX CREDIT HOUSING FUND II	CA				X		X				09/30/97	AMEND
CHEVY CHASE BANK FSB	MD					X	X				11/12/97	
CINCINNATI MILACRON INC /DE/ CIRCUIT CITY CREDIT CARD MASTER TRU ST	DE							X			11/04/97	
	DE					X	X				11/17/97	
CITGO PETROLEUM CORP	DE					X	X				10/28/97	
CITIZENS UTILITIES CO	DE						X				09/30/97	
CITYSCAPE FINANCIAL CORP	DE					X	X				08/21/97	
CMC SECURITIES CORP II	DE					X	X				09/25/97	
CMC SECURITIES CORP IV	DE					X	X				09/30/97	AMEND
COLONIAL BANCGROUP INC	DE					X					11/17/97	
COLONIAL DOWNS HOLDINGS INC	VA					X					11/14/97	
COLUMBIA HCA HEALTHCARE CORP/ COMMERCIAL ASSETS INC	DE					X	X				11/17/97	
	MD		X								11/03/97	
COMMERCIAL NATIONAL FINANCIAL CORP /MI	MI					X					11/12/97	
COMPOST AMERICA HOLDING CO INC	NJ		X			X	X				11/03/97	
CONSOLIDATED GRAPHICS INC /TX/	TX					X	X				11/17/97	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
CORNERSTONE REALTY INCOME TRUST INC	VA		X					X			10/31/97	
CROWN ENERGY CORP	UT		X		X						11/03/97	
CRYO CELL INTERNATIONAL INC	DE				X						10/31/97	
DCX INC	CO				X						11/03/97	
DIRECT CONNECT INTERNATIONAL INC	DE				X	X					11/11/97	
DISCOVER CARD MASTER TRUST I	DE				X	X					11/17/97	
DISCOVER CARD TRUST 1991 D	DE				X	X					11/17/97	
DISCOVER CARD TRUST 1991 F	DE				X	X					11/17/97	
DISCOVER CARD TRUST 1992-B	DE				X	X					11/17/97	
DISCOVER CARD TRUST 1993-A	DE				X	X					11/17/97	
DISCOVER CARD TRUST 1993-B	DE				X	X					11/17/97	
E&J PROPERTIES LTD	CA				X						11/14/97	
E&J PROPERTIES LTD	CA				X						11/14/97	
ERP OPERATING LTD PARTNERSHIP	IL				X						09/30/97	
EVENFLO & SPALDING HOLDINGS CORP	DE				X						11/03/97	
FIRST CHICAGO NBD CORP	DE				X						11/14/97	
FIRST MIDWEST BANCORP INC	DE				X	X					11/14/97	
FIRST NATIONAL BANK OF ATLANTA		X									11/17/97	
FIRST UNION CORP	NC				X	X					11/18/97	
FLORIDA PANTHERS HOLDINGS INC	FL				X	X					11/17/97	
FOCUS SURGERY INC	CA		X			X					09/30/97	
FRANKLIN FINANCIAL SERVICES CORP /P	PA	X									07/11/96	
A/												
FREMONT FUNDING INC	DE					X					11/17/97	
GENTA INCORPORATED /DE/	DE				X	X					11/14/97	
GLATFELTER P H CO	PA				X						11/14/97	
GRAPHIC INDUSTRIES INC	GA	X									11/18/97	
GREENFIELD INDUSTRIES INC /DE/	DE	X				X					11/18/97	
GROVE PROPERTY TRUST	MD					X					09/02/97	AMEND
GROVE PROPERTY TRUST	MD		X			X					10/31/97	
HICKORY TECH CORP	MN		X			X					10/17/97	
HOMEBASE INC	DE				X	X					11/17/97	
HORIZON PHARMACIES INC	TX				X	X					09/18/97	AMEND
HUNTCO INC	MO				X						10/31/97	
INNODATA CORP	DE			X							11/12/97	AMEND
INSIGNIA FINANCIAL GROUP INC	DE				X						11/18/97	
INTERNATIONAL IMAGING INC	OK					X					09/02/97	AMEND
INTERNEURON PHARMACEUTICALS INC	DE				X	X					11/14/97	
INTERUNION FINANCIAL CORP	DE						X				06/30/97	
IVI PUBLISHING INC	MN			X	X						10/28/97	
JCP RECEIVABLES INC	DE					X					11/17/97	
JYRA RESEARCH INC	DE			X							11/14/97	AMEND
KAMAN CORP	CT	X									11/14/97	
KEY ENERGY GROUP INC	MD		X			X					09/01/97	AMEND
KOGER EQUITY INC	FL			X	X						10/01/97	
LASON INC	DE			X	X						11/13/97	
LEGEND PROPERTIES INC	DE			X	X						11/13/97	
LEHMAN ABS CORP	DE			X	X						11/14/97	
LENNAR CORP	DE	X		X	X						10/31/97	
LENNAR CORP	DE	X	X		X						10/31/97	
LNR PROPERTY CORP	DE	X	X		X						10/31/97	
LOEWEN GROUP INC				X	X						11/14/97	
LOEWEN GROUP INC				X	X						11/17/97	
LONG BEACH FINANCIAL CORP	DE					X					09/28/97	
MARKETPLACE INCOME PROPERTIES LIMIT ED PARTNERSHIP	NC		X			X					11/03/97	
MCCLATCHY NEWSPAPERS INC	DE			X	X						11/13/97	
MELLON BANK CORP	PA			X	X						11/14/97	
MELLON BANK CREDIT CARD MASTER TRUS				X	X						11/10/97	
T												
MENDOCINO BREWING CO INC	CA	X									10/24/97	AMEND

NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT	
		CODE	1	2	3	4	5	6	7	8			9
MIDWEST FEDERAL FINANCIAL CORP	WI					X	X					11/11/97	
MLCC MORT INV INC MORT LOAN ASST BK	DE									X		11/17/97	
PASS THRU CERT SE 1997-A													
MMCA AUTO OWNER TRUST 1997-1	DE							X				10/31/97	
MORROW SNOWBOARDS INC	OR		X					X				10/31/97	
MYCOGEN CORP	CA			X				X				11/18/97	
NATIONAL OILWELL INC	DE							X				09/25/97	
NEOMEDIA TECHNOLOGIES INC	DE					X						11/10/97	
NETOPIA INC	DE					X						11/17/97	
NICOLLET PROCESS ENGINEERING INC	MN					X	X					11/07/97	
NORWEST ASSET SECURITIES CORP	DE					X	X					11/14/97	
NORWEST ASSET SECURITIES CORP	DE					X	X					11/17/97	
NORWEST ASSET SECURITIES CORP	DE					X	X					11/17/97	
OPEN PLAN SYSTEMS INC	VA	X										11/14/97	
ORGANOGENESIS INC	DE					X	X					11/18/97	
OUTBACK STEAKHOUSE INC	DE					X	X					11/17/97	
PACIFIC ANIMATED IMAGING CORP	DE		X									10/31/97	
PACIFIC GULF PROPERTIES INC	MD		X		X	X						10/20/97	
PEGASYSTEMS INC								X				11/14/97	AMEND
PERSONNEL GROUP OF AMERICA INC	DE					X	X					11/17/97	
PHP HEALTHCARE CORP	DE		X				X					11/15/97	
PIONEER AMERICAS ACQUISITION CORP	DE		X				X					11/05/97	
PIONEER COMPANIES INC	DE		X				X					11/05/97	
POORE BROTHERS INC	DE							X				06/04/97	AMEND
POWERCOLD CORP	NV					X						10/21/97	AMEND
PP&L RESOURCES INC	PA					X	X					11/12/97	
PUBLIC STORAGE INC /CA	CA					X	X					11/17/97	
QUAKER STATE CORP	DE		X				X					11/03/97	
RESIDENTIAL ASSET SECURITIES CORP	DE							X				11/18/97	
RESIDENTIAL FUNDING MORTGAGE SECURI	DE							X				11/18/97	AMEND
TIES II INC													
REYNOLDS DEBBIE HOTEL & CASINO INC	NV					X						11/17/97	
ROANOKE GAS CO	VA			X			X					11/14/97	
ROCKIES FUND INC	NV							X				09/04/97	AMEND
SAFETY KLEEN CORP	WI		X									01/03/98	
SEARS CREDIT ACCOUNT MASTER TRUST I	IL					X	X					11/17/97	
I													
SEQUOIA MORTGAGE FUNDING CORP	MD					X	X					11/18/97	
SHARED TECHNOLOGIES FAIRCHILD INC	DE					X	X					07/16/97	
SIERRAWEST BANCORP	CA					X						11/14/97	
SILICON GRAPHICS INC /CA/	DE					X	X					11/17/97	
SOURCE ONE MORTGAGE SERVICES CORP	DE							X				11/17/97	
SOUTHEAST ACQUISITIONS I L P	DE		X									11/06/97	
SOUTHFIRST BANCSHARES INC	DE		X				X					10/31/97	
STAFFMARK INC	DE		X					X				11/04/97	
STAR BUFFET INC	DE					X	X					10/31/97	
STARTEC GLOBAL COMMUNICATIONS CORP	MD					X						11/10/97	
STRUCTURED PRODUCTS CORP	DE							X				11/14/97	
SUGEN INC	DE		X				X					11/07/97	
SUPERGEN INC	CA					X	X					11/03/97	
SYNETIC INC	DE					X						11/18/97	
THINK NEW IDEAS INC	DE		X				X					11/03/97	
TITANIUM METALS CORP	DE					X	X					11/13/97	AMEND
TRANSMEDIA NETWORK INC /DE/	DE					X	X					11/06/97	
TRUE NORTH COMMUNICATIONS INC	DE					X	X					11/17/97	
TRUE NORTH COMMUNICATIONS INC	DE					X	X					11/17/97	
TUCSON ELECTRIC POWER CO	AZ					X						11/17/97	
U S MEDICAL PRODUCTS INC	TX		X				X					11/17/97	
UNION PACIFIC CORP	UT							X				10/17/97	
UNION PACIFIC RAILROAD CO	UT							X				11/17/97	

NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT	
	CODE	1	2	3	4	5	6	7	8	9			
UNITRODE CORP	MD					X	X					11/10/97	
UOL PUBLISHING INC	DE		X					X				10/31/97	
URBAN SHOPPING CENTERS INC	MD	X										11/14/97	
USCI INC	DE					X						11/03/97	AMEND
VALUEVISION INTERNATIONAL INC	MN					X						11/14/97	
VIKING CAPITAL GROUP INC	UT							X				09/04/97	AMEND
WACHOVIA CREDIT CARD MASTER TRUST		X										11/17/97	
WALLACE COMPUTER SERVICES INC	DE		X					X				11/03/97	
WEBSTER FINANCIAL CORP	DE					X	X					11/17/97	
WESTERN ATLAS INC	DE		X					X				10/31/97	
WESTERN GAS RESOURCES INC	DE					X						11/18/97	
WNC HOUSING TAX CREDIT FUND VI LP S ERIES 5	CA		X									11/05/97	