

SEC NEWS DIGEST

Issue 98-31

February 17, 1998

INVESTMENT COMPANY ACT RELEASES

MERRILL LYNCH & CO., INC., ET AL.

An order has been issued on an application filed by Merrill Lynch & Co., Inc. (ML & Co.), Merrill Lynch Preferred Funding I, L.P. (First Partnership), and Merrill Lynch Preferred Capital Trust I (First Trust) under Section 6(c) of the Investment Company Act for an exemption from all provisions of the Act. The order permits the First Partnership and the First Trust to sell certain debt securities and use the proceeds to finance the business activities of its parent company, ML & Co., and certain companies controlled by the parent company. (Rel. IC-23027 - February 12)

INVESTMENT ADVISERS ACT RELEASES

MORELAND MANAGEMENT COMPANY

A notice has been issued giving interested persons until March 9, 1998, to request a hearing on an application filed by Moreland Management Company for an order under Section 202(a)(11)(F) of the Investment Advisers Act. The order would declare Moreland Management Company to be a person not within the intent of Section 202(a)(11) of the Advisers Act, which defines the term "investment adviser." (Rel. IA-1700 - February 12)

HOLDING COMPANY ACT RELEASES

CONSOLIDATED NATURAL GAS COMPANY, ET AL.

A supplemental order has been issued authorizing Consolidated Natural Gas Company, a gas registered holding company, to invest up to an aggregate amount of \$165 million in a foreign gas pipeline, and reserving jurisdiction over related transactions. (Rel. 35-26824; International Series Rel. 1115)

ENTERGY CORPORATION, ET AL.

A notice has been issued giving interested persons until March 9, 1998, to request a hearing on a proposal by Entergy Corporation (Entergy), a registered holding company, and certain wholly owned nonutility subsidiary companies of Entergy. Entergy proposes to form subsidiaries (New Subsidiaries) to hold ownership interests in associate companies that are exempt wholesale generators, foreign utility companies, exempt telecommunications companies, energy-related companies, other New Subsidiaries and other nonutility businesses (collectively, Nonutility Companies). Entergy and Nonutility Companies propose to issue guarantees in an aggregate amount up to \$750 million through December 31, 2002. Nonutility Companies propose to issue and sell securities to Entergy, other Nonutility Companies and nonassociate companies. Nonutility Companies also propose to issue and pay dividends to their parent companies out of capital or unearned surplus through December 31, 2002, and to engage in related transactions. (Rel. 35-26825)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change submitted by the American Stock Exchange (SR-Amex-97-44) to increase both position and exercise limits, as well as the firm facilitation exemption, for Institutional Index Options. (Rel. 34-39646)

The Commission approved a proposed rule change filed by The Depository Trust Company (SR-DTC-97-14) that amends DTC's procedures for running call lotteries for book-entry only issues of securities so that DTC will run the lottery using its participants' positions as of the close of business on the day DTC announces the lottery. (Rel. 34-39658)

PROPOSED RULE CHANGES

The Options Clearing Corporation filed a proposed rule change (SR-OCC-97-12) regarding initial and minimum net capital requirements for its members that are also futures commission merchants. Publication of the proposal is expected in the Federal Register during the week of February 16. (Rel. 34-39648)

The Depository Trust Company filed a proposed rule change (SR-DTC-97-22) that will permit DTC to establish an omnibus account at the Canadian Depository for Securities. Publication of the proposal is expected in the Federal Register during the week of February 16. (Rel. 34-39657; International Series Rel. 1116)

IMMEDIATE EFFECTIVE OF PROPOSED RULE CHANGES

The Options Clearing Corporation filed a proposed rule change (SR-OCC-97-18), which became effective upon filing, revising OCC's fee structure to provide for an interim discounted fee schedule for the clearing and trading of new products. Publication of the proposal is expected in the Federal Register during the week of February 16. (Rel. 34-39654)

The National Securities Clearing Corporation filed a proposed rule change (SR-NSCC-97-18), which became effective upon filing, modifying its interpretation on the release of clearing data to regulatory and self-regulatory organizations. Publication of the proposal is expected in the Federal Register during the week of February 16. (Rel. 34-39656)

TEMPORARY APPROVAL OF APPLICATION FOR CLEARING AGENCY REGISTRATION

The Commission has temporarily approved the application of the Emerging Markets Clearing Corporation for clearing agency registration (File No. 600-30). Publication of the approval order is expected in the Federal Register during the week of February 16. (Rel. 34-39661; International Series Rel. 1117)

DELISTINGS GRANTED

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Acme Metals, Inc., 13 1/2% Senior Secured Discount Notes, due August 1, 2004. (Rel. 34-39651)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration L.A. Gear, Inc., Common Stock, Without Par Value. (Rel. 34-39652)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Rohr, Inc., 7 3/4% Convertible Subordinated Notes, due May 15, 2004. (Rel. 34-39653)

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.

F-6 OPEN JOINT STOCK CO LONG DISTANCE & INTERNAT TELE ROSTEL/ADR,
48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 815-1727 -
100,000,000 (\$5,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE
333-8286 - FEB. 03) (BR. 99 - NEW ISSUE)

F-1 KESHET ROUTES TOURISM ENTERPRISES LTD, DIAMOND TOWER, 3A JABOTINSKY ST,
RAMAT GAN 52520 ISRAEL, L3 - 1,875,000 (\$17,145,000) FOREIGN COMMON STOCK.
(FILE 333-8288 - FEB. 03) (BR. 5 - NEW ISSUE)

S-4 SBC COMMUNICATIONS INC, 175 E HOUSTON, ROOM 9-4, SAN ANTONIO, TX 78205
(210) 821-4105 - 63,733,455 (\$4,734,298,640) COMMON STOCK. (FILE
333-45837 - FEB. 09) (BR. 3)

S-3 FOREST OIL CORP, 1600 BROADWAY, STE 2200, DENVER, CO 80202
(303) 812-1400 - 1,000,000 (\$14,125,000) COMMON STOCK. (FILE 333-45839 -
FEB. 09) (BR. 4)

S-3 FISERV INC, 255 FISERV DR, PO BOX 979, BROOKFIELD, WI 53045
(414) 879-5000 - 161,291 (\$8,437,535) COMMON STOCK. (FILE 333-45841 -
FEB. 09) (BR. 3)

S-8 MEDICAL TECHNOLOGY & INNOVATIONS INC /FL/, 3125 NOLT RD, LANCASTER, PA
17631 (717) 892-6770 - 900,000 (\$270,000) COMMON STOCK. (FILE 333-45845 -
FEB. 09) (BR. 5)

S-3 IONIC FUEL TECHNOLOGY INC, 300 DELAWARE AVE, STE 1704, WILMINGTON, DE
19801 (302) 427-5957 - 1,614,000 (\$4,832,940) COMMON STOCK. (FILE
333-45847 - FEB. 09) (BR. 6)

S-8 PACIFICORP /OR/, 700 NE MULTNOMAH STE 1600, PORTLAND, OR 97232
(503) 731-2000 - 11,500,000 (\$267,734,950) COMMON STOCK. (FILE 333-45851 -
FEB. 09) (BR. 4)

S-8 EXABYTE CORP /DE/, 1685 38TH ST, BOULDER, CO 80301 (303) 442-4333 -
1,000,000 (\$7,000,000) COMMON STOCK (FILE 333-45853 - FEB. 09) (BR. 3)

S-8 HEALTH POWER INC /DE/, 1209 ORANGE ST, WILMINGTON, DE 43017
(614) 461-9900 - 180,000 (\$810,000) COMMON STOCK (FILE 333-45857 -
FEB. 09) (BR. 1)

S-3 PREMIER PARKS INC, 11501 NE EXPWY, OKLAHOMA CITY, OK 73131
(405) 475-2500 (FILE 333-45859 - FEB. 09) (BR 5)

SB-2 HAVANA GROUP INC, 4450 BELDEN VILLAGE ST NW STE 406, CANTON, OH 44718
(330) 492-8090 - 3,771,000 (\$20,667,046) COMMON STOCK. (FILE 333-45863 -
FEB. 09) (NEW ISSUE)

S-8 TURBODYNE TECHNOLOGIES INC, 1090 WEST PENDER ST STE 510, VANCOUVER,
B C CANADA V6C2N7, A1 00000 (604) 687-7592 - 4,561,000 (\$17,249,630)
COMMON STOCK. (FILE 333-45865 - FEB 09) (BR 5)

S-8 COORS ADOLPH CO, 12TH & FORD STREETS, GOLDEN, CO 80401 (303) 279-6565 -
163,265 (\$5,346,929) COMMON STOCK. (FILE 333-45869 - FEB. 09) (BR. 2)

S-8 NETWORK SOLUTIONS INC /DE/, 505 HUNTMAR PARK DR, HERNDON, VA 20170
(703) 742-0400 - 2,870,650 (\$37,700,246) COMMON STOCK. (FILE 333-45873 -
FEB. 09) (BR 3)

SB-2 INNOVACOM INC, 2855 KIFER RD, STE 100, SANTA CLARA, CA 95051
(480) 727-2447 - 5,861,904 (\$14,654,760) COMMON STOCK. (FILE 333-45875 -
FEB. 09) (BR. 9)

S-3 STARBASE CORP, 18872 MACARTHUR BOULEVARD, SUITE 300, IRVINE, CA 92612
(714) 442-4400 - 2,337,743 (\$4,054,523) COMMON STOCK. (FILE 333-45877 -
FEB. 09) (BR. 3)

S-8 U S DIAGNOSTIC INC, 777 S FLAGLER DR, STE 1201 EAST TOWER,
WEST PALM BEACH, FL 33401 (407) 832-0006 - 1,700,000 (\$6,587,500)
COMMON STOCK. (FILE 333-45879 - FEB. 09) (BR. 1)

S-4 FIRST EMPIRE STATE CORP, C/O CORPORATE REPORTING,
ONE M&T PLAZA 5TH FLOOR, BUFFALO, NY 14240 (716) 842-5445 - 1,510,000
(\$687,291,600) COMMON STOCK (FILE 333-45881 - FEB. 09) (BR. 7)

S-8 TRANS FINANCIAL INC, 500 EAST MAIN STREET, BOWLING GREEN, KY 42101
(502) 793-7717 - 313,000 (\$11,463,625) COMMON STOCK. (FILE 333-45883 -
FEB. 09) (BR 7)

S-1 CRUM & FORSTER HOLDINGS INC, 0, 305 MADISON AVENUE, MORRISTOWN, NY 07960
(973) 480-4906 - \$100,000,000 COMMON STOCK. (FILE 333-45885 - FEB. 09)
(NEW ISSUE)

S-3 CWBBS INC, 4500 PARK GRANADA, CALABASAS, CA 91302 (818) 225-3000 -
\$4,500,000,000 PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 333-45887 -
FEB. 09) (BR. 8)

S-3 PETCO ANIMAL SUPPLIES INC, 9125 REHCO RD, SAN DIEGO, CA 92121
(619) 453-7845 - 1,787,285 (\$41,661,613) COMMON STOCK (FILE 333-45889 -
FEB. 09) (BR. 2)

S-3 TIMKEN CO, 1835 DUEBER AVE SW, CANTON, OH 44706 (216) 471-3000 -
300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 333-45891 - FEB. 09)
(BR. 6)

S-3 VIDAMED INC, 46107 LANDING PARKWAY, SUITE 101, FREMONT, CA 94538
(510) 492-4900 - 10,629,413 (\$38,515,434.29) COMMON STOCK. (FILE
333-45895 - FEB. 10) (BR. 1)

S-4 MAC-GRAY CORP, 22 WATER ST, CAMBRIDGE, MA 02141 (617) 492-4040 -
COMMON STOCK. (FILE 333-45899 - FEB. 09) (BR. 8)

S-3 UNIVERSAL CORP /VA/, P O BOX 25099, 1501 N HAMILTON ST, RICHMOND, VA
23230 (804) 359-9311 - 20,000 (\$810,000) COMMON STOCK (FILE 333-45901 -
FEB. 09) (BR. 2)

S-8 VOLT INFORMATION SCIENCES INC, 1221 AVENUE OF THE AMERICAS, NEW YORK, NY
10020 (212) 704-2400 - 250,000 (\$11,078,125) COMMON STOCK. (FILE
333-45903 - FEB 10) (BR. 7)

S-3 PEDIATRIC SERVICES OF AMERICA INC, 310 TECHNOLOGY PRWY, NORCROSS, GA
30092 (404) 441-1580 - 495,050 (\$9,405,950) COMMON STOCK. (FILE 333-45905
- FEB. 10) (BR. 1)

S-8 PEDIATRIC SERVICES OF AMERICA INC, 310 TECHNOLOGY PRWY, NORCROSS, GA
30092 (404) 441-1580 - 1,255,000 (\$23,845,000) COMMON STOCK. (FILE
333-45907 - FEB. 10) (BR. 1)

S-8 USN COMMUNICATIONS INC, 10 SOUTH RIVERSIDE PLAZA STE 401, CHICAGO, IL
60606 (312) 906-3600 - 4,048,990 (\$66,160,497) COMMON STOCK (FILE
333-45909 - FEB 09) (BR 3)

S-8 VLSI TECHNOLOGY INC, 1109 MCKAY DRIVE, M-STOP 19, SAN JOSE, CA 95131
(408) 434-3000 - 6,000,000 (\$131,280,000) COMMON STOCK (FILE 333-45911 -
FEB. 10) (BR 6)

S-3 METAL MANAGEMENT INC, 500 N DEARBORN ST, STE 405, CHICAGO, IL 60610
(312) 645-0700 - 3,599,109 (\$45,672,693) COMMON STOCK. (FILE 333-45913 -
FEB. 10) (BR. 2)

S-1 GLOBAL TELESYSTEMS GROUP INC, 1751 PINNACLE DRIVE NORTH TOWER, MCLEAN,
VA 22102 (703) 918-4500 - 144,787,000 (\$144,787,000)
CONVERTIBLE DEBENTURES AND NOTES (FILE 333-45915 - FEB. 09) (BR. 3)

S-8 GREENPOINT FINANCIAL CORP, 90 PARK AVE, NEW YORK, NY 10016
(212) 834-1711 - 2,000,000 (\$137,750,000) COMMON STOCK. (FILE 333-45917 -
FEB. 10) (BR. 7)

S-1 CDNOW INC, 610 OLD YORK ROAD, SUITE 300, JENKINTOWN, PA 19046
(215) 517-7325 - \$1,600,000 COMMON STOCK. (FILE 333-45919 - FEB 10)
(BR. 2)

S-3 IMPATH INC, 1010 THIRD AVE, STE 303, NEW YORK, NY 10021 (212) 702-8321
- 2,300,000 (\$81,218,750) COMMON STOCK. (FILE 333-45921 - FEB 10)
(BR. 1)

S-2 SUN LIFE OF CANADA U S VARIABLE ACCOUNT F, 500 BOYLSTON ST, 15TH FL,
BOSTON, MA 02116 (617) 954-5244 - \$400,000,000 VARIABLE ANNUITY ISSUES
(FILE 333-45923 - FEB. 10) (BR. 20)

S-3 APPALACHIAN POWER CO, 40 FRANKLIN RD SW, ROANOKE, VA 24011
(703) 985-2300 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE
333-45927 - FEB. 10) (BR. 4)

S-3 SOLA INTERNATIONAL INC, 2420 SAND HILL RD, STE 200, MENLO PARK, CA 94025
(415) 324-6868 (FILE 333-45929 - FEB. 10) (BR. 1)

S-8 UNIVERSAL FOODS CORP, 433 EAST MICHIGAN ST, MILWAUKEE, WI 53202
(414) 271-6755 - 1,200,000 (\$51,225,000) COMMON STOCK. (FILE 333-45931 -
FEB. 10) (BR. 2)

S-4 ALLBRITTON COMMUNICATIONS CO, 800 SEVENTEEN ST NW STE 301, WASHINGTON,
DC 20006 (202) 789-2130 - 150,000,000 (\$150,000,000) STRAIGHT BONDS.
(FILE 333-45933 - FEB. 10) (BR. 3)

S-8 MAGNETEK INC, 26 CENTURY BLVD, P O BOX 290159, NASHVILLE, TN 37229
(615) 316-5100 - 1,000,000 (\$18,660,000) COMMON STOCK. (FILE 333-45935 -
FEB. 10) (BR. 6)

S-11 ONE LIBERTY PROPERTIES INC, 60 CUTTER MILL RD, SUITE 303, GREAT NECK, NY
11021 (516) 466-3100 - 1,574,894 (\$21,749,286) COMMON STOCK. (FILE
333-45937 - FEB. 10) (BR. 8)

S-8 MAGNETEK INC, 26 CENTURY BLVD, P O BOX 290159, NASHVILLE, TN 37229
(615) 316-5100 - 250,000 (\$4,665,000) COMMON STOCK. (FILE 333-45939 -
FEB. 10) (BR. 6)

S-8 CHART HOUSE ENTERPRISES INC, 115 SOUTH ACACIA AVE, SOLANA BEACH, CA
92075 (619) 755-8281 - 100,000 (\$675,000) COMMON STOCK. (FILE 333-45941 -
FEB. 10) (BR. 2)

S-3 PEN INTERCONNECT INC, 2351 S 2300 WEST, SALT LAKE CITY, UT 84119
(801) 973-6090 - 950,000 (\$2,464,063) COMMON STOCK (FILE 333-45943 -
FEB. 10) (BR. 3)

S-8 PEACOCK FINANCIAL CORP, 248 E MAIN STREET, STE 306, SAN JACINTO, CA
92583 (909) 925-6469 - 87,500 (\$7,000) COMMON STOCK (FILE 333-45945 -
FEB. 10) (BR. 2)

S-8 PEACOCK FINANCIAL CORP, 248 E MAIN STREET, STE 306, SAN JACINTO, CA
92583 (909) 925-6469 - 250,000 (\$25,000) COMMON STOCK. (FILE 333-45947 -
FEB. 10) (BR. 2)

S-8 PENNSYLVANIA MANUFACTURERS CORP, THE PMA BLDG, 380 SENTRY PKWY,
BLUE BELL, PA 19422 (215) 665-5046 - 3,864,903 (\$53,464,389.37)
COMMON STOCK. (FILE 333-45949 - FEB. 10) (BR. 1)

N-2 GABELLI EQUITY TRUST INC, ONE CORP CENTER, RYE, NY 10580 (914) 921-5070
- 400,000 (\$10,000,000) PREFERRED STOCK. (FILE 333-45951 - FEB. 10)
(BR. 17)

S-8 GS TELECOM LTD, C/O 10200 WEST 44TH AVENUE #400, WHEAT RIDGE, CO 80033
(303) 422-8127 - 2,050,000 (\$20,500) COMMON STOCK. (FILE 333-45953 -
FEB. 10) (BR. 3)

S-8 UNITED STATES FILTER CORP, 40-004 COOK ST, PALM DESERT, CA 92211
(760) 340-0098 - 1,119,421 (\$11,811,575.76) COMMON STOCK: (FILE 333-45955
- FEB. 10) (BR. 6)

SB-2 ICARUS INTERNATIONAL INC, 11300 ROCKVILLE PIKE, ONE CENTRAL PLZ,
ROCKVILLE, MD 20852 (301) 881-9350 - 2,875,000 (\$25,875,000) COMMON STOCK
(FILE 333-45957 - FEB. 10) (BR. 9 - NEW ISSUE)

S-8 GENERAL MOTORS CORP, 100 RENAISSANCE CTR, 3044 W GRAND BLVD, DETROIT, MI
48243 (313) 556-5000 - 23,000,000 (\$782,000,000) COMMON STOCK (FILE
333-45961 - FEB. 10) (BR. 5)

S-8 ALLEGHENY TELEDYNE INC, 1000 SIX PPG PLACE, PITTSBURGH, PA 15222
(412) 394-2800 - 2,000,000 (\$50,440,000) COMMON STOCK. (FILE 333-45965 -
FEB. 10) (BR. 6)

S-4 CONECTIV INC, 800 KING STREET P O BOX 231, WILMINGTON, DE 19801
(302) 429-3017 - 800,000 (\$17,400,000) COMMON STOCK. (FILE 333-45967 -
FEB. 10) (BR. 4)

S-8 HECTOR COMMUNICATIONS CORP, 211 S MAIN ST, P O BOX 428, HECTOR, MN 55342
(612) 848-6611 - 250,000 (\$2,312,500) COMMON STOCK. (FILE 333-45971 -
FEB. 10) (BR. 3)

S-3 OPEN MARKET INC, 245 FIRST ST, CAMBRIDGE, MA 02142 (617) 621-9500 -
538,342 (\$5,282,480.87) COMMON STOCK. (FILE 333-45973 - FEB 10) (BR. 3)

S-3 HECTOR COMMUNICATIONS CORP, 211 S MAIN ST, P O BOX 428, HECTOR, MN 55342
(612) 848-6611 - 171,425 (\$1,585,682) COMMON STOCK. (FILE 333-45975 -
FEB. 10) (BR. 3)

S-8 JSB FINANCIAL INC, 303 MERRICK RD, LYNBROOK, NY 11563 (516) 887-7000 -
20,000 (\$980,000) COMMON STOCK. (FILE 333-45977 - FEB. 10) (BR. 7)

SB-2 UNITY HOLDINGS INC, 19 SOUTH PUBLIC SQUARE SUITE 103, CARTERSVILLE, GA
30120 (770) 606-0555 - 1,000,000 (\$10,000,000) COMMON STOCK. (FILE
333-45979 - FEB 10) (NEW ISSUE)

S-3 UNITED STATES FILTER CORP, 40-004 COOK ST, PALM DESERT, CA 92211
(760) 340-0098 - 5,815,450 (\$198,074,227) COMMON STOCK (FILE 333-45981 -
FEB. 10) (BR. 6)

S-3 DERMA SCIENCES INC, 214 CARNEGIE CENTER, SUITE 100, PRINCETON, NJ 08540
((609) 951-514 - 3,750,000 (\$4,462,500) COMMON STOCK (FILE 333-45983 -
FEB. 10) (BR. 9)

S-8 BELL ATLANTIC CORP, 1095 AVE OF THE AMERICAS, NEW YORK, NY 10036
(215) 963-6000 - 500,000 (\$45,515,650) COMMON STOCK. (FILE 333-45985 -
FEB. 10) (BR. 3)

S-3 ACTION PERFORMANCE COMPANIES INC, 2401 W 1ST ST, STE 130, TEMPE, AZ
85281 (602) 894-0100 - 64,164 (\$2,241,729.70) COMMON STOCK. (FILE
333-45991 - FEB. 10) (BR 2)

S-3 INFINITE GROUP INC, 300 METRO CENTER BLVD, 923 INCLINE WAY 8, WARWICK,
RI 02886 (702) 831-4680 - 1,923,077 (\$2,524,039) COMMON STOCK (FILE
333-45993 - FEB. 10) (BR 6)

S-3 NOVA CORP \GA\, ONE CONCOURSE PARKWAY, STE 300, ATLANTA, GA 30328
(770) 396-1456 - 8,165,000 (\$233,723,125) COMMON STOCK. (FILE 333-45997 -
FEB. 10) (BR. 7)

S-4 TEXAS UTILITIES CO /TX/, C/O TEXAS UTILITIES CO, 1601 BRYAN ST, DALLAS,
TX 75201 (214) 812-4600 - 300,000,000 (\$300,000,000) STRAIGHT BONDS
(FILE 333-45999 - FEB 10) (BR 4)

S-4 AMERICAN TOWER SYSTEMS CORP, 116 HUNTINGTON AVE, BOSTON, MA 02116
(617) 375-7500 - \$36,000,000 COMMON STOCK. (FILE 333-46001 - FEB. 10)

S-8 RENTECH INC /CO/, 1331 17TH STREET SUITE 720, DENVER, CO 80202
(303) 298-8008 - 500,000 (\$468,750) COMMON STOCK. (FILE 333-46003 -
FEB. 10) (BR. 4)

S-4 FRUIT OF THE LOOM LTD, SAFEHAVEN CORPORATE CENTER, GRAND CAYMAN, E9
00000 (345) 949-6690 - 67,592,824 (\$1,732,066,115) FOREIGN COMMON STOCK.
(FILE 333-46007 - FEB. 10) (NEW ISSUE)

S-4 REGIONS FINANCIAL CORP, 417 N 20TH ST, BIRMINGHAM, AL 35203
(205) 326-7100 - 4,039,131 (\$158,697,457) COMMON STOCK. (FILE 333-46009 -
FEB. 10) (BR. 7)

S-8 USA TECHNOLOGIES INC, 200 PLANT AVENUE, WAYNE, PA 19087 (610) 989-0340
- 120,000 (\$38,400) COMMON STOCK (FILE 333-46011 - FEB 11) (BR 7)

S-4 TUESDAY MORNING CORP/DE, 14621 INWOOD RD, DALLAS, TX 75244
(214) 387-3562 - 25,000,000 (\$25,000,000) PREFERRED STOCK. (FILE
333-46013 - FEB. 10) (BR 2)

S-4 TUESDAY MORNING CORP/DE, 14621 INWOOD RD, DALLAS, TX 75244
 (214) 387-3562 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE
 333-46017 - FEB. 10) (BR. 2)

S-3 HEADLANDS MORTGAGE SECURITIES INC, 700 LARKSPUR LANDING CIRCLE STE 240,
 LARKSPUR, CA 94939 (415) 461-6790 - 1,356,822,980 (\$1,356,822,971)
 EQUIPMENT TRUST CERTIFICATES (FILE 333-46019 - FEB. 10) (BR. 8)

S-8 SPORTSLINE USA INC, 6340 NW 5TH WAY, 305-351-2120, FORT LAUDERDALE, FL
 33309 (954) 351-2120 - 500,000 (\$9,111,167.50) COMMON STOCK. (FILE
 333-46021 - FEB. 10) (BR. 3)

S-8 SPORTSLINE USA INC, 6340 NW 5TH WAY, 305-351-2120, FORT LAUDERDALE, FL
 33309 (954) 351-2120 - 2,000,000 (\$40,194,475) COMMON STOCK. (FILE
 333-46023 - FEB. 10) (BR. 3)

S-4 AMERICAN TOWER SYSTEMS CORP, 116 HUNTINGTON AVE, BOSTON, MA 02116
 (617) 375-7500 - \$150,000,000 COMMON STOCK. (FILE 333-46025 - FEB. 11)

S-1 C2 INC, 700 NORTH WATER, STE 1200, MILWAUKEE, WI 53202 (414) 291-9000 -
 5,202,664 (\$20,810,656) COMMON STOCK. (FILE 333-46027 - FEB. 10)
 (NEW ISSUE)

S-8 SPORTSLINE USA INC, 6340 NW 5TH WAY, 305-351-2120, FORT LAUDERDALE, FL
 33309 (954) 351-2120 - 1,164,415 (\$4,896,033.95) COMMON STOCK. (FILE
 333-46029 - FEB. 11) (BR. 3)

S-4 FPA MEDICAL MANAGEMENT INC, 3636 NOBLE DR STE 200, SAN DIEGO, CA 92122
 (619) 453-1000 - 3,846,154 (\$6,758,782) COMMON STOCK (FILE 333-46031 -
 FEB 11) (BR 1)

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events.

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year
- Item 9. Regulation S Offerings.

The following companies have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. 8-K reports may be obtained in person or by writing to the Commission's Public Reference Branch at 450 Fifth Street, N.W., Washington, D C. 20549 or at the following e-mail box address: <public info @ sec>. In most cases, this information is also available on the Commission's website <www.sec.gov>

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT	
		1	2	3	4	5	6	7	8	9			
ADVANTA CREDIT CARD MASTER TRUST II	DE				X							02/17/98	
ADVANTA NATIONAL BANK USA /PA/					X							02/17/98	
AGRIBIOTECH INC	CO								X			10/30/96	AMEND
AGRIBIOTECH INC	CO								X			05/15/97	AMEND
AGRIBIOTECH INC	CO								X			08/22/97	AMEND
AHMANSON H F & CO /DE/	DE					X	X					02/13/98	
ALPINE GROUP INC /DE/	DE		X						X			01/30/98	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
AMERICA ONLINE INC	DE				X						02/13/98	
AMERICAN BUILDINGS CO /DE/	DE	X		X	X						12/04/97	AMEND
AMERICAN GENERAL HOSPITALITY CORP	MD				X	X					02/12/98	
AMERICAN INDUSTRIAL PROPERTIES REIT INC	TX				X	X					01/29/98	
AMERICAN WASTE SERVICES INC	OH				X						02/06/98	
AMPACE CORP	DE	X				X					01/29/98	
AMRESCO RESIDENTIAL SECURITIES CORP	DE					X					02/05/98	
AMSURG CORP	TN	X				X					01/30/98	
AQUAGENIX INC/DE	DE				X	X					01/29/98	
ARDEN REALTY INC	MD			X	X						01/07/98	AMEND
ASSOCIATES FIRST CAPITAL CORP	DE				X						02/12/98	
ASSOCIATES FIRST CAPITAL CORP	DE				X						02/12/98	
AXIOM TRANSACTION SOLUTIONS INC	CA					X					10/02/97	AMEND
BA MASTER CREDIT CARD TRUST /								X			01/31/98	
BANGOR HYDRO ELECTRIC CO	ME				X						02/13/98	
BERKSHIRE REALTY CO INC /DE	DE	X				X					01/30/98	
BLUE DIAMOND COAL CO	DE	X									02/12/98	
BNN CORP	NV							X			01/30/98	
BOSTON PRIVATE BANCORP INC	MA				X	X					02/13/98	
BRADLEES INC	MA				X						02/11/98	
BRASSIE GOLF CORP	DE	X									02/12/98	
BUTTON GWINNETT FINANCIAL CORP	GA	X				X					02/13/98	
CALIFORNIA MICROWAVE INC	DE	X				X					02/05/98	
CALIFORNIA WATER SERVICE GROUP				X							01/28/98	
CANMAX INC /WY/	WY	X				X					01/30/98	
CAPSTAR BROADCASTING PARTNERS INC	DE	X				X					01/29/98	
CAPSTAR RADIO BROADCASTING PARTNERS INC	DE	X				X					01/29/98	
CAROLINA FIRST CORP	SC				X	X					02/12/98	
CB COMMERCIAL REAL ESTATE SERVICES GROUP INC	DE				X	X					02/10/98	
CBL & ASSOCIATES PROPERTIES INC	DE	X									02/13/98	
CENTOCOR INC	PA				X	X					02/12/98	
CHESAPEAKE ENERGY CORP	OK				X	X					02/11/98	
CHICAGO MINIATURE LAMP INC	OK	X				X					02/13/98	AMEND
CHINA FOOD & BEVERAGE CO	NV	X									01/30/98	
CHIQUITA BRANDS INTERNATIONAL INC	NJ				X	X					02/11/98	
CIMETRIX INC	NV			X							01/30/98	
COMMERCIAL FEDERAL CORP	NE				X	X					02/11/98	
COMMONWEALTH BIOTECHNOLOGIES INC	VA				X	X					01/10/98	
COMPUMED INC	DE				X	X					01/30/98	
COOPER COMPANIES INC	DE					X					12/02/97	
CRESCENT REAL ESTATE EQUITIES CO	MD				X	X					01/16/98	AMEND
CRIIMI MAE FINANCIAL CORP	MD	X									02/02/98	
DIRECTCOM INC	DE			X							02/06/98	
EASTERN ENVIRONMENTAL SERVICES INC	DE	X				X					12/01/97	AMEND
EDISON INTERNATIONAL	CA					X					12/17/97	
ENERCORP INC	CO	X									02/02/98	
ENTERACTIVE INC /DE/	DE				X	X					02/06/98	
EQUITY CORP INTERNATIONAL	DE				X	X					02/12/98	
EQUITY INNS INC	TN				X	X					02/12/98	
EXPERT SOFTWARE INC	DE	X									12/31/97	
FAMILY GOLF CENTERS INC	DE	X				X					01/30/98	
FINANCIAL ASSET SECURITIZATION INC	VA				X						02/01/98	
FIRST BANKS AMERICA INC	DE	X				X					02/02/98	
FIRST COMMERCIAL CORP	AR				X						02/08/98	
FIRST NATIONWIDE HOLDINGS INC	DE				X	X					02/04/98	
FIRST NATIONWIDE PARENT HOLDINGS IN C	DE				X	X					02/04/98	
FIRST WAVE MARINE INC	DE	X				X					02/02/98	

NAME OF ISSUER	STATE CODE	BK ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
FLEET FINANCIAL GROUP INC	RI				X	X					02/02/98	
FNB CORP/PA	PA	X									12/31/96	
FRITZ COMPANIES INC	DE				X	X					02/11/98	
GALILEO CORP	DE	X				X					01/30/98	
GARDNER DENVER MACHINERY INC	DE	X				X					01/29/98	
GE CAPITAL MORTGAGE SERVICES INC	NJ				X	X					02/02/98	
GE CAPITAL MORTGAGE SERVICES INC	NJ				X	X					02/05/98	
GETTY IMAGES INC	DE	X		X	X						02/06/98	
GLOBAL SPORTS INC	DE					X					12/15/97	AMEND
GNI GROUP INC /DE/	DE	X				X					02/12/98	
GREAT AMERICAN BACKRUB STORE INC	NY			X	X						01/30/98	AMEND
GUMTECH INTERNATIONAL INC \UT\	UT				X						02/10/97	
HEALTH & RETIREMENT PROPERTIES TRUS	MD					X					02/12/98	
T												
HOSPITALITY PROPERTIES TRUST	MD					X					02/12/98	
HOUSEHOLD FINANCE CORP	DE				X	X					02/12/98	
HSN INC	DE				X	X					02/12/98	
HUBCO INC	NJ				X	X					02/05/98	
ILLINOIS POWER CO	IL	X									02/13/98	
ILLINOVA CORP	IL	X									02/13/98	
IMAGING DIAGNOSTIC SYSTEMS INC /FL/	FL				X						02/13/98	
IMC HOME EQUITY LOAN OWNER TRUST 19	NY				X	X					01/20/98	
97-4												
IMC HOME EQUITY LOAN OWNER TRUST 19	NY				X	X					01/20/98	
97-6												
IMC HOME EQUITY LOAN OWNER TRUST 19	DE				X	X					01/20/98	
97-8												
IMC HOME EQUITY LOAN TRUST 1997-1	NY				X	X					01/26/98	
IMC HOME EQUITY LOAN TRUST 1997-2	NY				X	X					01/20/98	
IMC HOME EQUITY LOAN TRUST 1997-3	NY				X	X					01/20/98	
IMC HOME EQUITY LOAN TRUST 1997-5					X	X					01/20/98	
IMC HOME EQUITY LOAN TRUST 1997-7	DE				X	X					01/20/98	
IP TIMBERLANDS LTD	TX					X					02/13/98	
JDN REALTY CORP	MD				X	X					02/05/98	
LAMINATING TECHNOLOGIES INC	DE				X						02/11/98	
LCC INTERNATIONAL INC	DE				X	X					02/09/98	
LIBERTY PROPERTY LIMITED PARTNERSHI	PA				X	X					02/13/98	
P												
LIBERTY PROPERTY TRUST	MD				X	X					02/13/98	
MADDEN STEVEN LTD	NY	X									02/05/98	
MAGNUM HUNTER RESOURCES INC	NV					X					12/17/97	AMEND
MAPICS INC	MA						X				12/09/97	AMEND
MBNA AMERICA BANK NATIONAL ASSOCIAT	DE				X						01/31/98	
ION												
MBNA AMERICA BK NAT ASSOC MBNA MAST					X						01/31/98	
ER CREDIT CARD TRUST												
MBNA AMERICA BK NAT ASSOC MBNA MAST					X						01/31/98	
ER CREDIT CARD TRUST II												
MBNA CORP	MD				X						01/31/98	
MEDAPHIS CORP	DE				X						02/11/98	
MEDICAL DYNAMICS INC	CO	X				X					02/06/98	
MEDICAL SCIENCE SYSTEMS INC	TX			X		X					02/09/98	
MELLON BANK CORP	PA					X					02/09/98	
MELLON BANK CREDIT CARD MASTER TRUS					X	X					02/10/98	
T												
MELLON BANK NA MELLON BANK HOME EQU	NY				X	X					02/11/98	
ITY LOAN TRUST 1996-1												
MELLON BANK PREMIUM FINANCE LOAN MA	NY				X	X					02/10/98	
STER TRUST												
MERRY LAND & INVESTMENT CO INC	GA			X							02/13/98	

NAME OF ISSUER	STATE		BK ITEM NO.									DATE	COMMENT
	CODE		1	2	3	4	5	6	7	8	9		
MID ATLANTIC CENTERS LIMITED PARTNE RSHIP	MD		X									01/29/98	
MIDDLE BAY OIL CO INC	AL				X	X						01/31/98	
MILLER BUILDING SYSTEMS INC	DE				X							03/28/98	
MMCA AUTO OWNER TRUST 1995-1	DE					X						01/31/98	
MORGAN STANLEY CAPITAL I INC	DE				X	X						02/13/98	
MULTI COLOR CORP	OH				X	X						02/11/98	
NATIONAL TECHTEAM INC /DE/	DE		X		X	X						01/31/98	
NCS HEALTHCARE INC	DE		X			X						01/30/98	
NIPSCO INDUSTRIES INC	IN					X						12/31/97	
NL INDUSTRIES INC	NJ		X			X						01/30/98	
NSS BANCORP INC	CT		X									02/09/98	
NUCO2 INC /FL	FL		X			X						12/01/97	AMEND
OPEN TEXT CORP					X	X						01/23/98	
PACIFIC BELL	CA					X						02/13/98	
PAGING NETWORK INC	DE				X	X						02/09/98	
PALM HARBOR HOMES INC /FL/	FL		X			X						02/09/98	
PARAMETRIC TECHNOLOGY CORP	MA				X							02/12/98	
PATHMARK STORES INC	DE		X			X						01/29/98	
POLYMER GROUP INC	DE		X			X						01/29/98	
POPE & TALBOT INC /DE/	DE		X			X						02/02/98	
PRECISION STANDARD INC	CO		X									01/29/98	
PROVIDIAN FINANCIAL CORP	DE		X									01/30/98	
QUEST MEDICAL INC	TX		X			X						02/13/98	
RENAISSANCE COSMETICS INC /DE/	DE					X						02/13/98	
RESPIRONICS INC	DE		X			X						02/11/98	
RX MEDICAL SERVICES CORP	NV				X	X						01/29/98	
SALIVA DIAGNOSTIC SYSTEMS INC	DE				X	X						01/26/98	
SCIENTIFIC SOFTWARE INTERCOMP INC	CO		X									02/13/98	
SCOOP INC/DE	DE				X	X						02/12/98	
SEPTIMA ENTERPRISES INC	CO				X	X						01/25/98	
SETECH INC /DE	DE				X							02/05/98	
SFX BROADCASTING INC	DE				X	X						02/09/98	
SI DIAMOND TECHNOLOGY INC	TX				X	X						02/11/98	
SIS BANCORP INC	MA				X							01/31/98	
SOFTWARE PUBLISHING CORP HOLDINGS I NC	DE				X							02/11/98	
SOUTHERN CALIFORNIA EDISON CO	CA				X							02/13/98	
SPORTSLINE USA INC	DE		X			X						01/29/98	
STRUCTURED ASSET SECURITIES CORP	DE				X	X						01/30/98	
STRUCTURED ASSET SECURITIES CORP	DE				X	X						02/13/98	
STRUCTURED ASSET SECURITIES CORP SE RIES 1997 LL I	DE				X	X						02/13/98	
SUPERMARKETS GENERAL HOLDINGS CORP	DE		X			X						01/29/98	
SYSTEMSOFT CORP	DE				X	X						02/05/98	
TCA CABLE TV INC	TX		X			X						02/02/98	
TEL OFFSHORE TRUST	TX				X							02/12/98	
TELETOUCH COMMUNICATIONS INC	DE				X	X						01/27/98	
TITANIUM METALS CORP	DE				X	X						02/06/98	
TOKHEIM CORP	IN					X						12/31/97	AMEND
TRANSWITCH CORP /DE	DE				X	X						02/13/98	
TRITON ENERGY LTD	E9				X	X						02/02/98	
UNION PACIFIC RAILROAD CO/DE	DE		X									02/13/98	
UNION TEXAS PETROLEUM HOLDINGS INC	DE		X		X	X						02/04/98	
UNITED DOMINION REALTY TRUST INC	VA				X							02/12/98	
UNOCAL CORP	DE				X							02/13/98	
US XPRESS ENTERPRISES INC	NV		X			X						01/29/98	
USAA FEDERAL SAVINGS BANK			X									12/31/97	
VALHI INC /DE/	DE		X									02/12/98	
VEECO INSTRUMENTS INC	DE				X	X						02/09/98	
WACHOVIA CORP/ NC	NC				X							01/31/98	

NAME OF ISSUER	STATE		BK ITEM NO.							DATE	COMMENT		
	CODE		1	2	3	4	5	6	7			8	9
WINDSOR CAPITAL CORP	DE		X						X			01/30/98	
WORLD ACCESS INC	DE		X						X			01/29/98	
WORLDS INC	NJ				X				X	X		01/31/96	