

# SEC NEWS DIGEST

Issue 98-106

June 3, 1998

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## ENFORCEMENT PROCEEDINGS

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### COMMISSION SUSPENDS TERRY STEEN AND REMANDS PROCEEDINGS FOR FURTHER CONSIDERATION OF STEEN'S ABILITY TO PAY DISGORGEMENT

The Commission has ordered Terry T. Steen suspended from association with any broker or dealer, or with a member of a national securities exchange or registered securities association for a period of six months. The order also directs Steen to cease and desist from committing or causing any violation or future violation of Section 5(a) or Section 5(c) of the Securities Act of 1933. The proceeding has been remanded for further consideration of Steen's ability to pay disgorgement.

The law judge found that Steen sold unregistered securities in violation of Sections 5(a) and 5(c) of the Securities Act of 1933. Steen did not dispute the allegations. However, for the first time on appeal to the Commission, Steen presented financial documents purporting to demonstrate his inability to pay disgorgement. While the Commission remanded the proceedings here for further consideration of Steen's ability to pay disgorgement, it is made clear that, in the future, a respondent generally must present adequate information of ability to pay before the law judge. (Rel. 34-40055; File No. 3-8798)

### PRELIMINARY INJUNCTION AND OTHER RELIEF ISSUED AGAINST NATALE MONTOZZI, TITAN PETROLEUM CORP., MAGNUM OIL & PETROLEUM, INC. AND MAGNUM PETROLEUM ENTERPRISES, INC. AND PERMANENT INJUNCTION ENTERED AGAINST PHILIP LEITNER

On May 27, 1998, the Honorable James Lawrence King, United States District Judge for the Southern District of Florida, issued a preliminary injunction and other relief as to defendants Natale L. Montozzi (Montozzi), Titan Petroleum Corp. (Titan), Magnum Oil and Petroleum, Inc. (Magnum Oil) and Magnum Petroleum Enterprises, Inc. (Magnum Petroleum), restraining and enjoining them from violating the antifraud provisions of the securities laws. On the same day, defendant Leitner consented to the entry of, and the Court entered, a permanent injunction against him. The order permanently enjoins Leitner from future violations of the antifraud provisions of the securities laws. Leitner did not admit or deny the Commission's allegations.

In its complaint, filed on May 19, 1998, the Securities and Exchange Commission alleges that Titan, Montozzi and Leitner violated the antifraud provisions of the securities laws by offering and selling undivided, fractional working interests in three separate oil and gas well drilling programs. Using misrepresentations and omissions in each of the three well drilling programs, Titan, Montozzi and Leitner raised at least \$654,770 from sixty-five investors. The complaint also alleges that Montozzi, Magnum Oil and Magnum Petroleum, using misrepresentations and omissions, violated the antifraud provisions of the securities laws by offering and selling undivided, fractional working interests in at least one oil and gas well drilling program. [SEC v. Titan Petroleum Corp., Magnum Petroleum Enterprises, Inc., Magnum Oil & Petroleum, Inc., Natale L. Montozzi and Philip Leitner, Civil Action No. 1: 98-1111-CIV-KING, S.D. Fla.] (LR-15764)

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#### **INVESTMENT COMPANY ACT RELEASES**

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#### **CYPRESSTREE ASSET MANAGEMENT CORPORATION, INC. AND NORTH AMERICAN FUNDS**

An order has been issued on an application filed by CypressTree Asset Management Corporation, Inc. and North American Funds under Section 6(c) of the Investment Company Act for an exemption from Section 15(a) of the Act and Rule 18f-2 under the Act, and certain disclosure requirements under the Act. The order (i) permits applicants to hire sub-advisers and materially amend sub-advisory agreements without shareholder approval and (ii) grants relief from certain disclosure requirements regarding advisory fees paid to the sub-advisers. (Rel. IC-23231 - June 1)

#### **JANUS INVESTMENT FUND, ET AL.**

A notice has been issued giving interested persons until June 25 to request a hearing on an application filed by Janus Investment Fund, et al. for an order under Section 12(d)(1)(J) of the Investment Company Act for an exemption from Sections 12(d)(1)(A) and (B) of the Act, under Sections 6(c) and 17(b) of the Act for an exemption from Sections 17(a) of the Act, and under Section 17(d) of the Act and Rule 17d-1 under the Act to permit certain joint transactions. The requested order would supersede an existing order to permit certain registered management investment companies to invest excess cash in affiliated money market funds in excess of the limits of Section 12(d)(1)(A) and (B) of the Act. (Rel. IC-23232 - June 1)

#### **INVESTORS MARK SERIES FUND, INC., ET AL.**

A notice has been issued giving interested persons until June 26 to request a hearing on an application filed by Investors Mark Series Fund, Inc. and Investors Mark Advisors, LLC (Applicants). Applicants seek an order pursuant to Section 6(c) of the Investment

Company Act for exemptions from the provisions of Sections 9(a), 13(a), 15(a) and 15(b) of the Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder to the extent necessary to permit shares of any current or future series of the Investors Mark Series Fund, Inc. (Fund) and shares of any other investment company that is designed to fund variable insurance products and for which Investors Mark Advisors, LLC (Adviser), or any of its affiliates, may serve now or in the future, as investment adviser, administrator, manager, principal underwriter or sponsor (the Fund and such other investment companies referred collectively as the Insurance Products Funds) to be offered and sold to, and held by variable annuity and variable life insurance separate accounts of both affiliated and unaffiliated life insurance companies, qualified pension and retirement plans outside of the separate account context, and the Adviser or any of its affiliates. (Rel. IC-23233 - June 1)

#### **SECURITY LIFE OF DENVER INSURANCE COMPANY, ET AL.**

A notice has been issued giving interested persons until June 26 to request a hearing on an application filed by Security Life of Denver Insurance Company (Security Life), Separate Account A1 of Security Life and Separate Account L1 of Security Life (collectively, Applicants). Applicants seek an order pursuant to Sections 26(b) and 17(b) of the Investment Company Act approving the substitution of shares of the Limited Maturity Bond Portfolio of Neuberger&Berman Advisers Management Trust (Trust) for shares of the Government Income Portfolio of the Trust, and related transactions. (Rel. IC-23234 - June 1)

#### **SAGE LIFE INVESTMENT TRUST**

An order has been issued to Sage Life Investment Trust (Trust) and Sage Advisors, Inc. (Sage) pursuant to Section 6(c) of the Investment Company Act. The order exempts the Trust and Sage from the provisions of Sections 9(a), 13(a), 15(a) and 15(b) of the Act, and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder to the extent necessary to permit shares of the Trust and all similar investment companies for which Sage may in the future serve as investment manager, investment adviser, administrator, manager, principal underwriter or sponsor to be sold to and held by separate accounts funding variable annuity and variable life insurance contracts issued by both affiliated and unaffiliated life insurance companies; and qualified pension and retirement plans outside of the separate account context. (Rel. IC-23235 - June 2)

#### **PAX WORLD FUND, INCORPORATED, ET AL.**

An order has been issued on an application filed by Pax World Fund, Incorporated, et al. under Section 12(d)(1)(J) of the Investment Company Act exempting applicants from Sections 12(d)(1)(A) and (B) of the Act, under Sections 6(c) and 17(b) of the Act exempting applicants from Section 17(a) of the Act, and under Section 17(d) of the Act and Rule 17d-1 under the Act to permit certain joint transactions. The order permits certain registered open-end management investment companies to invest excess cash in an

affiliated money market fund. (Rel. IC-23236 - June 2)

#### **STAGECOACH FUNDS, INC., ET AL.**

A notice has been issued giving interested persons until June 29 to request a hearing on an application filed by Stagecoach Funds, Inc., et al. for an order under Section 12(d)(1)(J) of the Investment Company Act exempting applicants from Sections 12(d)(1)(A) and (B) of the Act, under Sections 6(c) and 17(b) of the Act exempting applicants from Section 17(a) of the Act, and under Section 17(d) of the Act and Rule 17d-1 under the Act. The order would permit certain registered open-end management investment companies to utilize their uninvested cash to purchase shares of affiliated money market funds. (Rel. IC-23237 - June 2)

#### **WILMINGTON TRUST COMPANY, ET AL.**

A notice has been issued giving interested persons until June 24 to request a hearing on an application filed by Wilmington Trust Company, Wilmington Trust Corporation, The Rodney Square Strategic Equity Fund, and the Rodney Square Fixed Income Fund for an order pursuant to Sections 6(c) and 17(b) of the Investment Company Act granting an exemption from Section 17(a) of the Act. The order would permit certain collective investment funds to transfer their assets to certain portfolios of registered open-end management companies in exchange for shares of the portfolios. (Rel. IC-23238 - June 2)

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### **SELF-REGULATORY ORGANIZATIONS**

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#### **ACCELERATED APPROVAL OF PROPOSED RULE CHANGE**

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-98-35) to amend Rule 3110, the "Books and Records Rule" of the Conduct Rules. Publication of the proposal is expected in the Federal Register during the week of June 1. (Rel. 34-40048)

#### **IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE**

A proposed rule change filed by the National Association of Securities Dealers through its wholly owned subsidiary the Nasdaq Stock Market Inc. to extend the fees currently charged under NASD Rule 7010(1) for the execution of transactions in SelectNet (SR-NASD-98-37) has become immediately effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of June 1. (Rel. 34-40050)

## WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until June 22 to comment on the application of The Parts Source, Inc. to withdraw its Common Stock, \$.001 Par Value, from listing and registration on the Boston Stock Exchange. (Rel. 34-40051)

## WITHDRAWALS GRANTED

An order has been issued granting the application of the Teletouch Communications, Inc. to withdraw its Common Stock, \$.001 Par Value, and Class A Redeemable Common Stock Purchase Warrants, from listing and registration on the Boston Stock Exchange. (Rel. 34-40052)

An order has been issued granting the application of the Rogers Cantel Inc. to withdraw its 10 1/2% Senior Secured Notes, due 2006; 9 3/8% Senior Secured Debentures, due 2008; 9 3/4% Senior Secured Debentures, due 2016, from listing and registration on the New York Stock Exchange. (Rel. 34-40053)

An order has been issued granting the application of Intercorp Excellence Inc. to withdraw its Common Stock, No Par Value, and Redeemable Common Stock Purchase Warrants, from listing and registration on the Boston Stock Exchange. (Rel. 34-40054)

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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.

Registration statements may be obtained in person or by writing to the Commission's Public Reference Branch at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the following e-mail box address: <public info @ sec>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

F-8 HOLLINGER INC, 1827 WEST 5TH AVE, VANCOUVER BRITISH COLUMBIA,  
CANADA V6J 1P5, A1 (416) 363-8721 - 2,290,816 (\$12,128,874.22)  
FOREIGN PREFERRED STOCK (FILE 333-8786 - MAY. 20) (BR. 5)

S-8 OPTIMAL ROBOTICS CORP, 4700 DE LA SAVANE, STE 101, MONTRAAAL QUEBEC, E6  
(514) 738-8885 - 3,180,000 (\$32,396,250) COMMON STOCK (FILE 333-8794 -  
MAY 21) (BR 3)

F-3 INSTRUMENTATION LABORATORY SPA, VIALE MONZA 338, 20128 MILANO, ITALY, L6  
- 28,099,165 (\$39,900,814 30) FOREIGN COMMON STOCK (FILE 333-8798 -  
MAY 22) (BR. 5)

F-1 STAV ELECTRICAL SYSTEMS LTD, RA ANANA INDUSTRIAL AREA, 4 HAMASGER ST,  
RA ANANA ISRAEL, L3 - 1,610,000 (\$8,050,000) COMMON STOCK 140,000 (\$140)  
WARRANTS, OPTIONS OR RIGHTS 140,000 (\$770,000) COMMON STOCK (FILE  
333-8800 - MAY 22) (BR 6 - NEW ISSUE)

F-6 TNT POST GROUP NV /ADR/, 111 WALL ST, C/O CITIBANK NA, NEW YORK, NY  
10043 (212) 657-7527 - 50,000,000 (\$2,500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK (FILE 333-8802 - MAY 22) (BR. 99  
- NEW ISSUE)

S-8 VISIBLE GENETICS INC, 700 BAY ST, SUITE 1000, TORONTO ONTARIO CANA, A6  
(212) 702-5700 - 600,000 (\$5,506,800) COMMON STOCK. (FILE 333-8804 -  
MAY. 22) (BR. 5)

S-4 GLENBOROUGH PROPERTIES L P, 400 SOUTH EL CAMINO REAL, 11TH FLOOR,  
SAN MATEO, CA 94402 (650) 343-9300 - 150,000,000 (\$150,000,000)  
STRAIGHT BONDS (FILE 333-8806 - MAY. 22) (BR. 8 - NEW ISSUE)

F-10 NEWCOURT CREDIT GROUP INC, STE 3500 BCE PLACE, 181 BAY ST P.O.BOX 827,  
TORONTO ONTARIO, A6 (416) 594-2400 - 8,668,446 (\$400,000,000) COMMON STOCK.  
(FILE 333-8816 - MAY 26) (BR 7)

S-8 FAHNESTOCK VINER HOLDINGS INC, 20 EGLINTON AVENUE WEST,  
PO BOX 2015 SUITE 1110, TOTRONTO M4R 1K8, A6 (416) 364-3397 - 250,000  
(\$4,875,000) COMMON STOCK (FILE 333-53643 - MAY 27) (BR 7)

S-8 FAHNESTOCK VINER HOLDINGS INC, 20 EGLINTON AVENUE WEST,  
PO BOX 2015 SUITE 1110, TOTRONTO M4R 1K8, A6 (416) 364-3397 - 42,000  
(\$819,000) COMMON STOCK (FILE 333-53645 - MAY 27) (BR 7)

S-3 HSBC AMERICAS INC, ONE MARINE MIDLAND CTR, MARINE MIDLAND BANK 22ND FL,  
BUFFALO, NY 14203 (716) 841-2424 (FILE 333-53647 - MAY. 27) (BR. 7)

S-3 PLC SYSTEMS INC, 10 FORGE PK, FRANKLIN, MA 02038 (508) 478-5991 -  
821,190 (\$10,120,498) COMMON STOCK. (FILE 333-53649 - MAY. 27) (BR. 5)

S-11 JER ASIA CORP, 1650 TYSONS BOULEVARD SUITE 1600, MCLEAN, VA 22102 -  
5,750,000 (\$115,000,000) COMMON STOCK (FILE 333-53651 - MAY. 27) (BR. 6  
- NEW ISSUE)

S-8 GROVE PROPERTY TRUST, 598 ASYLUM AVE, HARTFORD, CT 06105 (860) 246-1126  
- 900,000 (\$9,112,500) COMMON STOCK (FILE 333-53653 - MAY 27) (BR. 8)

S-8 GROVE PROPERTY TRUST, 598 ASYLUM AVE, HARTFORD, CT 06105 (860) 246-1126  
- 118,120 (\$1,195,965) COMMON STOCK. (FILE 333-53655 - MAY 27) (BR. 8)

S-3 MARKETSPAN CORP, 175 EAST OLD COUNTRY ROAD, HICKSVILLE, NY 11801  
(516) /75-5-65 - 5,000,000 (\$175,000,000) COMMON STOCK (FILE 333-53657 -  
MAY 27) (BR 4)

S-8 ASA HOLDINGS INC, 100 HARTSFIELD CENTRE PARKWAY SUITE 800, ATLANTA, GA  
30354 (404) 766-1400 - 250,000 (\$9,015,625) COMMON STOCK (FILE 333-53659  
- MAY. 27) (BR. 5)

S-3 DURA AUTOMOTIVE SYSTEMS INC, 4508 IDS CENTER, MINNEAPOLIS, MN 55402  
(612) 342-2311 - 5,074,950 (\$193,482,469) COMMON STOCK. (FILE 333-53661 -  
MAY. 27) (BR 6)

S-8 CARDIOTHORACIC SYSTEMS INC, 10600 NORTH TANTAU AVENUE, CUPERTINO, CA  
95014 (408) 342-1700 - 750,000 (\$3,703,125) COMMON STOCK. (FILE 333-53663  
- MAY 27) (BR. 5)

S-8 NEW CENTURY FINANCIAL CORP, 18400 VON KARMAN, SUITE 1000, IRVINE, CA  
92612 (714) 863-7243 - 500,000 (\$5,000,000) COMMON STOCK. (FILE 333-53665  
- MAY. 27) (BR 7)

S-8 I2 TECHNOLOGIES INC, 909 E LAS COLINAS BLVD, 16TH FL, IRVING, TX 75039  
(214) 860-6000 - 3,575,314 (\$214,033,638 22) COMMON STOCK. (FILE  
333-53667 - MAY 27) (BR 3)

S-8 TOWN & COUNTRY TRUST, 100, 100 SOUTH CHARLES STREET, BALTIMORE, MD 21201  
(410) 539-7600 - 1,200,000 (\$19,308,000) COMMON STOCK (FILE 333-53669 -  
MAY. 27) (BR. 8)

S-8 RUDDICK CORP, 2000 TWO FIRST UNION CTR, CHARLOTTE, NC 28282  
(704) 372-5404 - 700,000 (\$12,712,000) COMMON STOCK. (FILE 333-53671 -  
MAY 27) (BR 2)

S-8 MOSAIX INC, 6464 185TH AVE NE, REDMOND, WA 98052 (206) 881-7544 -  
800,000 (\$8,752,000) COMMON STOCK (FILE 333-53677 - MAY 27) (BR 3)

S-3 MAIL WELL INC, 23 INVERNESS WAY EAST, STE 160, ENGLEWOOD, CO 80112  
(303) 790-8023 - 143,330 (\$6,713,577) COMMON STOCK (FILE 333-53679 -  
MAY 27) (BR 4)

S-4 FIRST AMERICAN FINANCIAL CORP, 114 E FIFTH ST, SANTA ANA, CA 92701  
(714) 558-3211 - 1,000,000 (\$78,437,500) COMMON STOCK (FILE 333-53681 -  
MAY 27) (BR 1)

S-2 TELEBANC FINANCIAL CORP, 1111 N HIGHLAND STREET, ARLINGTON, VA 22201  
(703) 247-3700 - 1,000,000 (\$25,000,000)  
OTHER SECURITIES INCLUDING VOTING TRUST (FILE 333-53689 - MAY 27)  
(BR 7)

S-3 AVNET INC, 80 CUTTER MILL RD - 5TH FL, GREAT NECK, NY 11021  
(516) 466-7000 - 400,000,000 (\$400,000,000) STRAIGHT BONDS (FILE  
333-53691 - MAY 27) (BR 5)

S-8 PALEX INC, 1360 POST OAK BLVD STE 800, HOUSTON, TX 77056 (713) 826-5111  
- 1,301,485 (\$13,704,637 05) COMMON STOCK (FILE 333-53693 - MAY 27)  
(BR 6)

S-8 LOUISIANA PACIFIC CORP, 111 SW FIFTH AVE, SUITE 4200, PORTLAND, OR 97204  
(503) 221-0800 - 1,500,000 (\$30,660,000) COMMON STOCK (FILE 333-53695 -  
MAY. 27) (BR 6)

S-8 MIAMI COMPUTER SUPPLY CORP, 4750 HEMPSTEAD STATION DR, DAYTON, OH 45429  
(513) 429-5211 - 450,000 (\$7,903,125) COMMON STOCK (FILE 333-53699 -  
MAY 27) (BR 2)

S-8 SUPERIOR SERVICES INC, 10150 W NATIONAL AVE, STE 350, WEST ALLIS, WI  
53227 (414) 328-2800 - 2,000,000 (\$60,760,000) COMMON STOCK (FILE  
333-53701 - MAY. 27) (BR 6)

S-8 TRIMBLE NAVIGATION LTD /CA/, 645 N MARY AVE, SUNNYVALE, CA 94088  
(408) 481-8000 - 1,250,000 (\$21,393,500) COMMON STOCK. (FILE 333-53703 -  
MAY 27) (BR. 5)

S-8 BANYAN SYSTEMS INC, 120 FLANDERS ROAD, WESTBORO, MA 01581 (508) 898-1000  
- 800,000 (\$6,475,000) COMMON STOCK (FILE 333-53705 - MAY 27) (BR. 3)

S-8 BANYAN SYSTEMS INC, 120 FLANDERS ROAD, WESTBORO, MA 01581 (508) 898-1000  
- 300,000 (\$2,428,125) COMMON STOCK. (FILE 333-53707 - MAY 27) (BR 3)

S-4 ISP HOLDINGS INC, 818 WASHINGTON STREET, WILMINGTON, DE 19801  
(201) 628-3520 - 70,980,228 (\$1,736,288,699) COMMON STOCK (FILE  
333-53709 - MAY 27) (BR 6)

S-8 ALEXANDERS INC, PARK 80 WEST, PLAZA II, SADDLEBROOK, NJ 07663  
(212) 560-2121 - 700,000 (\$61,862,500) COMMON STOCK (FILE 333-53711 -  
MAY 27) (BR 8)

S-3 HARKEN ENERGY CORP, 5605 N MACARTHUR STE 400, IRVING, TX 75038  
(972) 753-6900 - 5,751,073 (\$30,912,018) COMMON STOCK (FILE 333-53713 -  
MAY 27) (BR 4)

S-8 LOUISIANA PACIFIC CORP, 111 SW FIFTH AVE, SUITE 4200, PORTLAND, OR 97204  
(503) 221-0800 - 5,000,000 (\$101,126,841) COMMON STOCK. (FILE 333-53715 -  
MAY. 27) (BR 6)

S-3 NATIONAL OILWELL INC, 5555 SAN FELIPE, HOUSTON, TX 77056 (713) 960-5100  
- 5,750,000 (\$194,580,000) COMMON STCOCK (FILE 333-53717 - MAY. 27)  
(BR 6)

- S-3 CATERPILLAR FINANCIAL FUNDING CORP, GREENVIEW PLAZA,  
2950 EAST FLAMINGO RD STE C-3B, LAS VEGAS, NV 89121 (702) 735-2514 -  
1,000,000,000 (\$1,000,000,000) EQUIPMENT TRUST CERTIFICATES (FILE  
333-53721 - MAY 27) (BR 8)
- S-4 MAINSTREET BANKGROUP INC, 200 EAST CHURCH ST, MARTINSVILLE, VA 24112  
(540) 666-6724 - 796,781 (\$8,314,843) COMMON STOCK (FILE 333-53725 -  
MAY. 27) (BR. 7)
- S-8 SKYTEL COMMUNICATIONS INC, 200 S LAMAR ST, SECURITY CENTRE S BUILDING,  
JACKSON, MS 39201 (601) 944-1300 - 1,000,000 (\$24,410,000) COMMON STOCK.  
(FILE 333-53727 - MAY. 28) (BR. 7)
- SB-2 GOLF ONE INDUSTRIES INC, 2811 AIRPARK DRIVE, SANTA MARIA, CA 93455  
(805) 346-1600 - 1,955,000 (\$15,640,000) COMMON STOCK 170,000 (\$170)  
WARRANTS, OPTIONS OR RIGHTS. 170,000 (\$2,244,000) COMMON STOCK. (FILE  
333-53729 - MAY 27) (NEW ISSUE)
- S-8 SKYTEL COMMUNICATIONS INC, 200 S LAMAR ST, SECURITY CENTRE S BUILDING,  
JACKSON, MS 39201 (601) 944-1300 - 555,000 (\$13,547,550) COMMON STOCK.  
(FILE 333-53733 - MAY 28) (BR 7)
- SB-2 MCHENRY METALS GOLF CORP /CA, 1945 CAMINO VIDA ROBLE SUITE J,  
760-929-0015, CARLSBAD, CA 92008 (760) 929-0015 - 2,571,094 (\$9,614,188)  
COMMON STOCK (FILE 333-53737 - MAY 28)
- S-8 FBL FINANCIAL GROUP INC, 5400 UNIVERSITY AVE, WEST DES MOINES, IA 50266  
(515) 225-5400 - 920,000 (\$539,375) COMMON STOCK (FILE 333-53739 -  
MAY 28) (BR 1)
- S-8 ROUGE INDUSTRIES INC, 3001 MILLER ROAD, P O BOX 1639, DEARBORN, MI 48121  
(313) 317-8900 - 500,000 (\$6,937,500) COMMON STOCK. (FILE 333-53741 -  
MAY 28) (BR 6)
- S-8 ROUGE INDUSTRIES INC, 3001 MILLER ROAD, P O BOX 1639, DEARBORN, MI 48121  
(313) 317-8900 - 500,000 (\$6,937,500) COMMON STOCK. (FILE 333-53743 -  
MAY 28) (BR. 6)

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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 CODE	8K ITEM NO.									DATE	COMMENT	
		1	2	3	4	5	6	7	8	9			
AAON INC	NV	X										05/12/98	
AIRTOUCH COMMUNICATIONS INC	DE							X				05/29/98	



NAME OF ISSUER	STATE	8K ITEM NO.									DATE	COMMENT
	CODE	1	2	3	4	5	6	7	8	9		
ALARMGUARD HOLDINGS INC	DE								X		03/17/98	AMEND
ALLIANCE ENTERTAINMENT CORP	DE					X	X				05/29/98	
ALLIANCE PHARMACEUTICAL CORP	NY					X	X				05/14/98	
ALLSTATE CORP	DE					X					05/19/98	
ALRENCO INC	IN					X	X				05/31/98	
AMERICAN BUSINESS PRODUCTS INC	GA					X	X				05/13/98	
AMERICAN COIN MERCHANDISING INC	DE					X	X				06/01/98	
AMERICAN GAMING & ENTERTAINMENT LTD /DE	DE	X									05/26/98	
AMERICAN HOME PRODUCTS CORP	DE					X	X				06/01/98	
AMERICAN OILFIELD DIVERS INC	LA					X					05/14/98	
AMERICAN SOUTHWEST FINANCIAL SECURI TIES CORP	AZ	X									03/25/98	
AMERICAN SOUTHWEST FINANCIAL SECURI TIES CORP	AZ	X									04/25/98	
AMERICAN SOUTHWEST FINANCIAL SECURI TIES CORP	AZ	X									05/25/98	
ANTIGUA FUNDING CORP	DE					X					05/08/98	
APPLEBEES INTERNATIONAL INC	DE	X					X				03/30/98	AMEND
ARCH COAL INC	DE					X	X				06/01/98	
ARM FINANCIAL GROUP INC	DE					X					05/29/98	
ASCENT PEDIATRICS INC	DE					X	X				06/01/98	
ASHLAND INC	KY					X	X				06/01/98	
AT&T UNIVERSAL FUNDING CORP	DE					X					04/02/98	
AT&T UNIVERSAL FUNDING CORP	DE	X									04/30/98	
AUREAL SEMICONDUCTOR INC	DE					X	X				03/11/98	AMEND
BA MASTER CREDIT CARD TRUST /							X				04/30/98	
BANK OF BOSTON CORP	MA					X	X				05/29/98	
BAYARD DRILLING TECHNOLOGIES INC	DE					X	X				05/26/98	
BLACK HAWK GAMING & DEVELOPMENT CO INC	CO					X	X				06/01/98	
BLONDER TONGUE LABORATORIES INC	DE	X					X				03/25/98	AMEND
BOMBARDIER CAPITAL MORTGAGE SECURIT IZATION CORP	VT	X									03/31/98	
BOMBARDIER CREDIT RECEIVABLES CORP	DE	X									03/31/98	
BRADLEY REAL ESTATE INC	MD					X	X				06/02/98	
BURNHAM PACIFIC PROPERTIES INC	CA					X	X				06/01/98	
CAPITA EQUIPMENT RECEIVABLES TRUST 1996-1						X					05/08/97	
CARNEGIE GROUP INC	DE						X				03/19/98	AMEND
CD RADIO INC	DE					X	X				05/27/98	
CHASE COMMERCIAL MORTGAGE SECURITIE S CORP	NY					X	X				05/18/98	
CINTAS CORP	WA	X									04/08/98	AMEND
CITIZENS BANCSHARES INC /OH/	OH	X					X				05/12/98	
CITYSCAPE FINANCIAL CORP	DE					X	X				06/01/98	
CMI INDUSTRIES INC	DE					X	X				06/01/98	
CNB BANCSHARES INC	IN	X									04/17/98	AMEND
COCA COLA ENTERPRISES INC	DE						X				05/13/98	
COGENTRIX ENERGY INC	NC						X				06/02/98	AMEND
COLONIAL BANGROUP INC	DE					X					02/02/98	
COMMUNITY FINANCIAL GROUP INC	TN					X					06/01/98	
COMMUNITY TRUST BANCORP INC/	KY	X									05/27/98	
CONSOLIDATED STAINLESS INC	DE					X	X				06/01/98	
CONTEMPRI HOMES INC	DE						X				05/14/98	
CONTIMORTGAGE HOME EQUITY TRUST 199 8-1	NY					X	X				05/15/98	
CONTINENTAL CHOICE CARE INC	NJ					X					05/21/98	AMEND
CONTINENTAL INFORMATION SYSTEMS COR P	NY					X	X				05/29/98	
CRESCENT CAPITAL INC / DE	DE					X					05/19/98	AMEND

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
D&E COMMUNICATIONS INC	PA				X	X					05/14/98	
DAIMLER BENZ AUTO GRANTOR TRUST 199 5-A	DE				X	X					05/15/98	
DAIMLER BENZ AUTO GRANTOR TRUST 199 7 A	DE				X	X					05/20/98	
DAIMLER BENZ VEHICLE TRUST 1996-A	DE				X	X					05/20/98	*
DATA RACE INC	TX				X	X					06/01/98	
DELAWARE FIRST FINANCIAL CORP					X	X					05/26/98	
DELTEK SYSTEMS INC	VA				X	X					05/27/98	
DISCOVER CARD MASTER TRUST I	DE				X	X					05/15/98	
DLJ COMMERCIAL MORTGAGE CORP SERIES 1998-CF1	NY					X					05/15/98	
DOVER CORP	DE	X			X	X					05/29/98	
DUKE REALTY LIMITED PARTNERSHIP	IN					X					05/27/98	
DYNAMIC MATERIALS CORP	DE					X					03/18/98	AMEND
DYNATECH CORP	MA				X	X					05/21/98	
EFI ELECTRONICS CORP	DE					X					12/31/97	AMEND
ELCOM INTERNATIONAL INC	DE	X									06/02/98	
EMPIRE GOLD INC	IN				X						06/02/98	
ENSTAR INCOME PROGRAM IV-1 LP	GA				X	X					05/26/98	
ENTERTAINMENT INC	DE	X									06/01/98	
EQCC HOME EQUITY LOAN TRUST 1997 B	DE				X	X					01/15/98	AMEND
EQCC HOME EQUITY LOAN TRUST 1997 2	DE				X	X					01/15/98	AMEND
EQCC HOME EQUITY LOAN TRUST 1997-A	DE				X	X					01/15/98	AMEND
EQCC HOME EQUITY LOAN TRUST 1997-1	DE				X	X					01/15/98	AMEND
EQUITABLE RESOURCES INC /PA/	PA				X	X					06/02/98	
EVI WEATHERFORD INC	DE	X			X	X					05/27/98	
EXCALIBUR TECHNOLOGIES CORP	DE				X						05/15/98	
EXCITE INC	CA				X						05/21/98	
EXCO RESOURCES INC	TX				X	X					05/01/98	
F&M BANCORPORATION INC	WI	X									05/28/98	
F&M NATIONAL CORP	VA				X						06/01/98	
FINANCIAL ASSET SEC INC MORT PART S ECURITIES SER 1997-NAMC2					X	X					05/31/98	
FIRST HAWAIIAN INC	DE				X	X					05/28/98	
FIRST OMNI BANK CREDIT CARD MASTER TRUST						X					04/30/98	
FLORIDA POWER CORP /	FL				X						06/02/98	
FLORIDA PROGRESS CORP	FL				X						06/02/98	
FOAMEX CAPITAL CORP	DE	X				X					02/27/98	AMEND
FRUEHAUF TRAILER CORP	DE				X						05/29/98	
GE CAPITAL MORTGAGE SERVICES INC	NJ				X	X					05/26/98	
GEON CO	DE				X	X					06/01/98	
GEORGIA PACIFIC CORP	GA				X	X					03/31/98	
GIGA TRONICS INC	CA	X				X					05/18/98	
GIGA TRONICS INC	CA	X				X					05/18/98	AMEND
GREEN TREE FINANCIAL CORP	DE					X					05/28/98	
GREEN TREE FINANCIAL CORP	DE					X					05/28/98	
HALLIBURTON CO	DE				X	X					06/01/98	
HAWK CORP					X	X					05/29/98	
HEALTHDYNE INFORMATION ENTERPRISES INC	GA				X	X					06/01/98	
HOME PROPERTIES OF NEW YORK INC	MD				X	X					03/17/98	
HOUSEHOLD FINANCE CORP	DE				X	X					06/02/98	
HS RESOURCES INC	DE				X	X					06/02/98	
HUBCO INC	NJ	X				X					05/29/98	
INFORMIX CORP	DE				X	X					05/13/98	AMEND
INSIGHT HEALTH SERVICES CORP	DE	X				X					05/18/98	
INTEGRATED MEASUREMENT SYSTEMS INC /OR/	OR				X	X					05/27/98	

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	CODE	1	2	3	4	5	6	7	8	9		
INTELLICELL CORP	DE				X		X				05/20/98	AMEND
INTERPUBLIC GROUP OF COMPANIES INC	DE	X									05/25/98	
ITHACA INDUSTRIES INC	DE						X				04/08/98	AMEND
JAVELIN SYSTEMS INC	DE				X		X				05/28/98	
JEFFERSON SAVINGS BANCORP INC	DE					X	X				05/18/98	
JTS CORP							X				05/11/98	
LASER PACIFIC MEDIA CORPORATION	DE		X								06/01/98	
LINCOLN ELECTRIC CO	OH	X					X				06/02/98	
LOUISIANA CASINO CRUISES INC	LO					X					06/01/98	
M&T BANK CORP	NY					X					05/29/98	
MANUGISTICS GROUP INC	DE					X	X				06/01/98	
MEASUREMENT SPECIALTIES INC	NJ					X	X				06/30/98	
MERIT SECURITIES CORP	VA					X	X				05/31/98	
MERIT SECURITIES CORP	VA					X	X				05/31/98	
MERIT SECURITIES CORP	VA					X	X				05/31/98	
MERRILL LYNCH MORTGAGE INVESTORS IN	DE					X	X				06/01/98	
C												
MERRILL LYNCH MORTGAGE INVT INC MOR	NY						X				05/15/98	
PA THR CR SR 1998-C1-CTL												
MERRILL LYNCH MORTGAGE INVT INC MOR	NY						X				05/15/98	
PA THR CR SR 1998-C2												
METLIFE CAPITAL EQUIPMENT LOAN TRUS	DE					X	X				05/20/98	
TS												
MICROS TO MAINFRAMES INC	NY						X				05/15/98	
MICROSEMI CORP	DE		X					X			05/15/98	
MID AMERICA REALTY INVESTMENTS INC	MD					X	X				05/30/98	
MIDAMERICAN ENERGY CO	IA					X	X				05/29/98	
MIDAMERICAN ENERGY HOLDINGS CO	IA					X	X				05/29/98	
MOBILEMEDIA COMMUNICATIONS INC	DE					X					04/30/98	
MOBILEMEDIA CORP	DE					X	X				04/30/98	
MONSANTO CO	DE					X	X				05/31/98	
MORGAN JP COMMERCIAL MOR FIN CORP M	DE	X									03/15/98	
OR PAS THR CE SER 1997 C5												
MORGAN JP COMMERCIAL MOR FIN CORP M	DE	X									04/15/98	
OR PAS THR CE SER 1997 C5												
MORGAN JP COMMERCIAL MOR FIN CORP M	DE	X									05/15/98	
OR PAS THR CE SER 1997 C5												
MORGAN STANLEY CAPITAL I INC	DE	X									03/03/98	
MORGAN STANLEY CAPITAL I INC	DE	X									04/03/98	
MORGAN STANLEY CAPITAL I INC	DE	X									05/03/98	
MORGAN STANLEY CAPITAL I INC	DE					X	X				06/01/98	
MORTGAGE PARTICIPATION SECURITIES S	VA					X	X				05/26/98	
ERIES 1997 NAMC1												
MUSTANG SOFTWARE INC	CA					X					06/02/98	
NEOTHERAPEUTICS INC	DE					X	X				06/01/98	
NETWORK SYSTEMS INTERNATIONAL INC	NV					X					06/01/98	
NEW CENTURY ASSET BACKED FLOATING R	DE					X	X				05/31/98	
ATE CERT SER 1998-NC1												
NGC CORP	DE					X	X				05/20/98	
NORD RESOURCES CORP	DE					X	X				05/15/98	
NORWEST ASSET SECURITIES CORP	DE					X	X				06/02/98	
NORWEST ASSET SECURITIES CORP MOR P							X				04/27/98	
AS THR CERT SER 1998-6 TR												
NORWEST ASSET SECURITIES CORP MOR P						X	X				03/30/98	
AS THR CERT SER 1998-9 TR												
NTL INC /DE/	DE					X	X				05/29/98	
NTS PROPERTIES V	MD					X					06/02/98	
NTS PROPERTIES VII LTD/FL	FL					X					06/02/98	
NUMEREX CORP /PA/	PA					X	X				05/15/98	
ODWALLA INC	CA					X	X				05/19/98	
PAYLESS SHOESOURCE HOLDINGS INC	DE					X	X				06/01/98	

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PEOPLES SIDNEY FINANCIAL CORP	DE				X	X					05/28/98	
PIONEER NATURAL RESOURCES CO	DE				X						05/29/98	
PREFERRED EMPLOYERS HOLDINGS INC	DE				X	X					05/04/98	
PREMIER LASER SYSTEMS INC	CA				X						05/22/98	
PROVIDENCE ENERGY CORP	RI				X						05/22/98	
PROXYMED INC /FT LAUDERDALE/	FL		X		X	X					05/19/98	
ROSS TECHNOLOGY INC	DE				X						06/01/98	
SALOMON BROTHERS MORTGAGE SECURITIE S VII INC	DE				X	X					05/28/98	
SAUCONY INC	MA				X						05/21/98	
SAXON ASSET SECURITIES TRUST 1998-1	VA	X									05/26/98	
SEAL HOLDINGS CORP	DE				X						06/02/98	
SFX ENTERTAINMENT INC	OH				X	X					05/29/98	
SITEL CORP	MN								X		05/26/98	
SNYDER OIL CORP	DE				X						05/22/98	
SOFTNET SYSTEMS INC	NY				X	X					06/01/98	
SOUTHWESTERN ENERGY CO	AR				X						05/27/98	
SPRINT CORP	KS				X	X					05/26/98	
STERLING FINANCIAL CORP /PA/	PA	X									05/29/98	
STRUCTURED ASSET SECURITIES CORP SE RIES 1997 LL I	DE	X									03/15/98	
STRUCTURED ASSET SECURITIES CORP SE RIES 1997 LL I	DE	X									04/15/98	
STRUCTURED ASSET SECURITIES CORP SE RIES 1997 LL I	DE	X									05/15/98	
SUIZA FOODS CORP	DE		X		X	X					05/29/98	
SUMMA FOUR INC	DE				X						06/02/98	
SUMMIT PROPERTIES INC	DE				X						05/29/98	
SUMMIT PROPERTIES PARTNERSHIP L P	DE				X						05/29/98	
SUN COMMUNITIES INC	MD				X	X					04/24/98	
SUPERIOR BANK FSB	IL				X	X					05/28/98	
SURETY CAPITAL CORP /DE/	DE				X	X					05/21/98	
TAPISTRON INTERNATIONAL INC	GA				X	X					06/01/98	
TEMPLE INLAND INC	DE				X						06/02/98	
TRANSACT INTERNATIONAL INC	CT				X		X				06/01/98	
TRANSMEDIA EUROPE INC	DE		X				X				05/15/98	
TREEV INC	DE				X	X					05/18/98	
TROPICAL SPORTSWEAR INTERNATIONAL C ORP	FL				X	X					06/02/98	
U S LIQUIDS INC	DE					X					04/21/98	AMEND
U S WEST COMMUNICATIONS INC	CO				X	X					06/02/98	
UNICAPITAL CORP	DE		X				X				05/27/98	
UNITED STATES FILTER CORP	DE				X	X					05/19/98	
USW-C INC	DE				X	X					06/02/98	
WANG LABORATORIES INC	DE					X					03/17/98	AMEND
WASHINGTON MUTUAL INC	WA					X					05/27/98	
WAYNE BANCORP INC /DE/	DE				X	X					05/29/98	
WEEKS CORP	GA				X	X					05/20/98	
WEINERS STORES INC	DE				X		X				06/02/98	AMEND
WHITTAKER CORP	DE				X	X					05/28/98	
WINDY HILL PET FOOD CO INC					X	X					05/28/98	
YORK INTERNATIONAL CORP /DE/	DE				X	X					05/28/98	
1ST BERGEN BANCORP	NJ				X	X					02/05/98	
1ST BERGEN BANCORP	NJ				X	X					05/19/98	
1ST BERGEN BANCORP	NJ				X	X					05/27/98	