

# SEC NEWS DIGEST

Issue 98-142

July 24, 1998

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## COMMISSION ANNOUNCEMENTS

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### VALERIE CAPRONI NAMED HEAD OF THE SEC'S PACIFIC REGIONAL OFFICE

Securities and Exchange Commission Chairman Arthur Levitt announced today the selection of Valerie Caproni as Regional Director of the Commission's Pacific Regional Office. Ms. Caproni, 42, succeeds Elaine Cacheris. Ms. Caproni comes to the Commission from the U.S. Attorney's Office in the Eastern District of New York where she currently serves as Chief of the Criminal Division. Ms. Caproni will assume her new post at the beginning of September 1998.

Chairman Levitt said, "I am very pleased that Valerie Caproni has agreed to serve as Director of our Pacific Regional Office. Her considerable experience as a prosecutor of white collar crime will bolster our efforts as we work with the criminal authorities to fight securities fraud. The Commission will benefit from her considerable legal skills, intelligence, and experience. On behalf of the Commission I welcome her to our team and I look forward to working with her."

Richard H. Walker, the Director of the Division of Enforcement, said, "The Regional Offices are instrumental in carrying out the Commission's oversight and regulatory duties. Valerie's leadership will help us effectively achieve those goals in an especially important part of the country." (Press Rel. 98-66)

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## ENFORCEMENT PROCEEDINGS

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### ADMINISTRATIVE PROCEEDINGS AGAINST EUGENE LAFF, STANLEY ASLANIAN JR., AND LAWRENCE CAITO

The Commission announced today that on July 23 it instituted administrative proceedings against Eugene K. Laff, Stanley Aslanian, Jr., and Lawrence Caito to determine whether an order should be issued pursuant to Sections 15(b)(6) and 19(h) of the Securities Exchange Act barring them from association with any broker, dealer,

municipal securities dealer, investment adviser and investment company for their role in a \$644 million market manipulation of the stocks of seven companies during the Market Break of 1987. (Rel. 34-40256; File No. 3-9654)

#### **ADMINISTRATIVE PROCEEDINGS AGAINST ROSARIO RUGGIERO**

The Commission announced today that on July 23 it instituted administrative proceedings against Rosario Russell Ruggiero to determine whether an order should be issued pursuant to Sections 15(b)(6) and 19(h) of the Securities Exchange Act barring him from association with any broker, dealer, municipal securities dealer, investment adviser and investment company for his role in a \$644 million market manipulation of the stocks of several companies during the Market Break of 1987. Simultaneously, the Commission has accepted his offer of settlement in which he consented to such a bar. (Rel. 34-40259; File No. 3-9655)

#### **FINAL JUDGEMENT AGAINST CORNEL PLEBANI**

The Commission announced today that on July 14 the Honorable Loretta A. Preska of the United States District Court for the Southern District of New York entered a final judgement of disgorgement against relief defendant Cornel D. Plebani in SEC v. Stewart, et al. Plebani consented to the entry of an order requiring him to pay \$10,597, representing the proceeds that he received from securities law violations committed by others as alleged in the complaint in this action plus prejudgment interest thereon.

On April 14, 1998, the Commission filed a complaint alleging that five individuals and their five related entities fraudulently obtained more than \$1.7 million from at least three investors, by offering and selling securities in the form of participations in investment programs purportedly to trade "prime bank" instruments. The complaint alleged that the investment programs were scams, the instruments themselves bogus. Instead of using the money as promised, the defendants misappropriated the investors' funds for their own benefit, transferring portions of the money to Plebani and three entities also named as relief defendants.

Litigation continues as to the remaining nine defendants and three relief defendants. [SEC v. Stewart, et al., Civil Action No. 98 CIV 2636, LAP, S.D.N.Y.] (LR-15819)

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

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#### **THE EVERGREEN EQUITY TRUST, ET AL.**

An order has been issued on an application filed by The Evergreen Equity Trust, Evergreen Select Equity Trust, Evergreen International Trust, Evergreen Fixed Income Trust, Evergreen Select Fixed Income

Trust, Evergreen Municipal Trust, Evergreen Money Market Trust, Evergreen Select Money Market Trust (together with their series, the Evergreen Funds), CoreFunds, Inc. (with its series, the CoreFunds), and First Union National Bank under Section 17(b) of the Investment Company Act granting relief from Section 17(a) of the Act. The order permits certain series of the Evergreen Funds to acquire all of the assets and certain stated liabilities of certain series of CoreFunds. Because of certain affiliations, applicant may not rely on Rule 17a-8 under the Act. (Rel. IC-23327 - July 22)

#### **PHOENIX HOME LIFE MUTUAL INSURANCE COMPANY, ET AL.**

An order has been issued pursuant to Section 26(b) of the Investment Company Act to Phoenix Home Life Mutual Insurance Company and Phoenix Home Life Variable Accumulation Account (collectively, Applicants) approving the substitution of shares of the Phoenix Money Market Series of the Phoenix Edge Series Fund (Substitute Fund) for shares of the Templeton Money Market Series of the Templeton Variable Products Series Fund (Current Fund). An order has also been issued pursuant to Section 17(b) of the Act granting exemptions from the provisions of Section 17(a) of the Act to permit Applicants to (1) effect the substitution by redeeming shares of the Current Fund in-kind and using the proceeds to purchase shares of the Substitute Fund, and (2) merge two investment divisions of Phoenix Home Life Variable Accumulation Account which will be holding shares of the same Substitute Fund as a result of the substitution. (Rel. IC-23328 - July 22)

#### **THE GOLDMAN SACHS GROUP, L.P.**

A notice has been issued giving interested persons until August 13, 1998, to request a hearing on an application filed by The Goldman Sachs Group, L.P. (Goldman Sachs) for an order under Sections 6(b) and (6)(e) of the Investment Company Act in connection with the formation of investment vehicles (Partnerships) to be offered to certain limited partners, officers, employees, and consultants of Goldman Sachs and affiliated companies. Each Partnership will be an "employees' securities company" within the meaning of Section 2(a)(13) of the Act. (Rel. IC-23329 - July 22)

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#### **SELF-REGULATORY ORGANIZATIONS**

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#### **PROPOSED RULE CHANGES**

The Stock Clearing Corporation of Philadelphia filed a proposed rule change (File No. SR-SCCP-98-03) under Section 19(b)(3)(A) of the Securities Exchange Act. The proposed rule change, which became effective upon filing, amends SCCP's fee schedule for a trade recording. Publication of the proposal is expected in the Federal Register during the week of July 27, 1998. (Rel. 34-40247)

The Pacific Exchange has filed a proposed rule change (SR-PCX-98-32) under Rule 19b-4 of the Securities Exchange Act to amend its listing and maintenance fees for certain issues listed on both the PCX and the Nasdaq Stock Market, Inc. Publication of the proposal is expected to be made in the Federal Register during the week of July 27, 1998. (Rel. 34-40249)

A proposed rule change filed by the Chicago Board of Options Exchange relating to the schedule of fees and providing for a new means for receipt of the Exchange Bulletin (SR-CBOE-98-28) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act as it applies to members of the Exchange. The proposed rule change also affected non-members, and such changes have been granted accelerated approval by the Commission pursuant to Section 19(b)(2) of the Act. Publication of the proposal is expected to be made in the Federal Register during the week of July 27, 1998. (Rel. 34-40250)

The Commission is proposing, on its own initiative pursuant to Rule 11Aa3-2 under the Exchange Act, to amend the ITS Plan to expand the ITS/CAES linkage to all listed securities, including non-Rule 19c-3 securities. The proposed amendments would also eliminate the requirement that amendments to the ITS Plan be approved by a unanimous vote of all participants. (Rel. 34-40260)

#### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change submitted under Rule 19b-4 by the American Stock Exchange (SR-AMEX-98-16) to permit closing rotations in equity and narrow-based index options to be announced after 4:02 p.m. (Rel. 34-40240)

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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>.

S-8 CHECK POINT SOFTWARE TECHNOLOGIES LTD, 3A JABOTINSKY ST,  
RAMAT GAN 52520, ISRAEL, L3 - 3,600,709 (\$104,259,637 88)  
FOREIGN COMMON STOCK (FILE 333-9136 - JUL 15) (BR 3)

F-3 CHECK POINT SOFTWARE TECHNOLOGIES LTD, 3A JABOTINSKY ST,  
RAMAT GAN 52520, ISRAEL, L3 - 582,381 (\$17,289,435.93)  
FOREIGN COMMON STOCK. (FILE 333-9138 - JUL. 15) (BR 3)

S-1 LIFECODES CORPORATION, 550 WEST AVENUE, STAMFORD, CT 06902  
(203) 328-9500 - 4,361,818 (\$52,341,816) COMMON STOCK. (FILE 333-59271 -  
JUL 17) (BR. 1)

S-8 BOISE CASCADE CORP, 1111 WEST JEFFERSON STREET, P O BOX 50, BOISE, ID  
83728 (208) 384-6161 - 1,500,000 (\$46,125,000) COMMON STOCK (FILE  
333-59273 - JUL 17) (BR 4)

S-8 ARXA INTERNATIONAL ENERGY INC, 110 CYPRESS STATION DRIVE, SUITE 280,  
STE 280, HOUSTON, TX 77090 (281) 444-1088 - 25,000 (\$21,000) COMMON STOCK  
(FILE 333-59275 - JUL. 17) (BR 2)

S-8 HERITAGE COMMERCE CORP, 150 ALMADEN BOULEVARD, SAN JOSE, CA 95113  
(408) 947-6900 - 1,131,169 (\$17,533,120) COMMON STOCK (FILE 333-59277 -  
JUL. 17) (BR. 7)

S-8 DUKE ENERGY CORP, 422 S CHURCH ST, CHARLOTTE, NC 28242 (704) 594-0887 -  
4,400,000 (\$256,713,600) COMMON STOCK (FILE 333-59279 - JUL 17) (BR 2)

S-8 L 3 COMMUNICATIONS HOLDINGS INC, 600 THIRD AVENUE, 34TH FLOOR, NEW YORK,  
NY 10016 (121) 697-1111 - 3,798,673 (\$58,382,285 20) COMMON STOCK. (FILE  
333-59281 - JUL 17) (BR 3)

S-1 SYSTEMS COMMUNICATIONS INC, 4707 140TH AVENUE, SUITE 107, CLEARWATER, FL  
33762 (813) 530-4800 - 24,875,552 (\$3,552,404) COMMON STOCK (FILE  
333-59283 - JUL 17) (BR 7)

SB-2 DECTRON INTERNATIONALE INC, 4300 POIRIER BLVD, MONTREAL QUEBEC, H4R 2C5,  
(514) 334-9609 - 3,750,000 (\$21,778,125) COMMON STOCK (FILE 333-59285 -  
JUL 17) (BR. 9 - NEW ISSUE)

S-4 DONNELLEY R H INC, 1 MANHATTANVILLE ROAD, PURCHASE, NY 10577 -  
150,000,000 (\$150,000,000) STRAIGHT BONDS (FILE 333-59287 - JUL 17)  
(BR 5 - NEW ISSUE)

SB-2 NEW FRONTIER MEDIA INC /CO/, 1050 WALNUT ST, STE 301, BOULDER, CO 80302  
(303) 444-0632 - 1,505,293 (\$5,362,606 31) COMMON STOCK (FILE 333-59289 -  
JUL 17) (BR 5)

S-8 CYTYC CORP, 237 CEDAR HILL ST, MARLBOROUGH, MA 01752 (508) 263-8000 -  
454,115 (\$8,174,070) COMMON STOCK (FILE 333-59291 - JUL 17) (BR 5)

S-3 WFS FINANCIAL 1998-C OWNER TRUST, C/O CHASE MANHATTAN BANK DELAWARE,  
1201 MARKET STREET, WILMINGTON, DE 19801 (949) 727-1624 - 1,000,000  
(\$1,000,000) EQUIPMENT TRUST CERTIFICATES (FILE 333-59293 - JUL 17)  
(BR 38 - NEW ISSUE)

S-3 MADDEN STEVEN LTD, 52-16 BARNETT AVE, LONG ISLAND CITY, NY 11104  
(718) 446-1800 - 64,520 (\$709,720) COMMON STOCK (FILE 333-59295 -  
JUL 17) (BR 2)

S-11 PINNACLE HOLDINGS INC, 1549 RINGLING BLVD , 3RD FLOOR, SARASOTA, FL  
34236 (941) 364-8886 - \$230,000,000 COMMON STOCK (FILE 333-59297 -  
JUL 17) (BR 7)

S-3 SUNRISE INTERNATIONAL LEASING CORP, 5500 WAYZATA BLVD STE 725,  
GOLDEN VALLEY, MN 55416 (612) 593-1904 - 143,850 (\$512,465.62)  
COMMON STOCK (FILE 333-59299 - JUL 17) (BR 3)

S-8 EFFECTIVE MANAGEMENT SYSTEMS INC, 12000 WEST PARK PL, MILWAUKEE, WI  
53224 (414) 359-9800 - 100,000 (\$388,000) COMMON STOCK (FILE 333-59301 -  
JUL 17) (BR. 3)

S-8 EFFECTIVE MANAGEMENT SYSTEMS INC, 12000 WEST PARK PL, MILWAUKEE, WI  
53224 (414) 359-9800 - 375,000 (\$1,455,000) COMMON STOCK (FILE 333-59303  
- JUL 17) (BR 3)

S-8 CARDIOVASCULAR DYNAMICS INC, 13700 ALTON PARKWAY, STE 160, IRVINE, CA  
92618 (714) 457-9546 - 200,000 (\$1,125,000) COMMON STOCK. (FILE 333-59305  
- JUL 17) (BR. 5)

S-8 NOTIFY TECHNOLOGY CORP, 1054 S DE ANZA BLVD , STE 105, SAN JOSE, CA  
95129 (408) 777-7927 - 200,000 (\$487,500) COMMON STOCK (FILE 333-59307 -  
JUL 17) (BR 9)

S-3 MOTHERS WORK INC, 456 N 5TH ST, PHILADELPHIA, PA 19123 (215) 873-2200 -  
26,784 (\$202,487) COMMON STOCK. (FILE 333-59309 - JUL 17) (BR 2)

S-3 WIND RIVER SYSTEMS INC, 1010 ATLANTIC AVE, ALAMEDA, CA 94501  
(510) 748-4100 - 226,211 (\$7,557,709.51) COMMON STOCK (FILE 333-59311 -  
JUL 17) (BR 3)

S-4 NEFF CORP, 3750 NW 87TH AVE, SUITE 400, MIAMI, FL 33178 (305) 513-3350  
- 100,000,000 (\$100,000,000) STRAIGHT BONDS (FILE 333-59313 - JUL 17)  
(BR. 6)

S-4 LODGIAN INC, 1601 BELVEDERE RD, WEST PALM BEACH, FL 33406 (561) 689-9970  
- 29,951,695 (\$381,205,867) COMMON STOCK (FILE 333-59315 - JUL. 17)  
(BR 8 - NEW ISSUE)

S-8 KRAUSES FURNITURE INC, 200 N BERRY ST, STE 109, BREA, CA 92821  
(714) 990-3100 - 2,000,000 (\$4,455,810) COMMON STOCK. (FILE 333-59317 -  
JUL 17) (BR 6)

S-4 DERMA SCIENCES INC, 214 CARNEGIE CENTER, SUITE 100, PRINCETON, NJ 08540  
(609) 514-4744 - 1,683,000 (\$1,202,075) COMMON STOCK (FILE 333-59319 -  
JUL 17) (BR. 1)

S-8 ARM FINANCIAL GROUP INC, 515 W MARKET STREET, 12TH FL, LOUISVILLE, KY  
40202 (502) 582-7900 - 100,000 (\$2,301,216) COMMON STOCK (FILE 333-59321  
- JUL 17) (BR 1)

S-3 CINERGY CORP, 139 E FOURTH ST, CINCINNATI, OH 45202 (513) 381-2000 -  
771,258 (\$24,993,579 56) COMMON STOCK. (FILE 333-59323 - JUL 17) (BR. 2)

S-8 HUBCO INC, 1000 MACARTHUR BLVD, MAHWAH, NJ 07430 (201) 236-2200 -  
75,381 (\$2,734,823) COMMON STOCK (FILE 333-59325 - JUL 17) (BR 7)

S-3 DUKE ENERGY CORP, 422 S CHURCH ST, CHARLOTTE, NC 28242 (704) 594-0887 -  
3,500,000 (\$201,141,500) COMMON STOCK (FILE 333-59327 - JUL 17) (BR 2)

S-8 EXCITE INC, 555 BROADWAY, REDWOOD, CA 94063 (650) 568-6000 - 3,600,000  
(\$295,200,000) COMMON STOCK (FILE 333-59329 - JUL. 17) (BR 3)

S-3 DOCUMENTUM INC, 5671 GIBRALTER DR, PLEASANTON, CA 94588 (510) 463-6800  
- 521,031 (\$27,028,483) COMMON STOCK (FILE 333-59331 - JUL 17) (BR. 3)

S-3 FIRSTCITY FINANCIAL CORP, 6400 IMPERIAL DRIVE, WACO, TX 76712  
(254) 751-1750 - 250,000,000 (\$250,000,000) STRAIGHT BONDS (FILE  
333-59333 - JUL 17) (BR 7)

S-4 ZIONS BANCORPORATION /UT/, ONE SOUTH MAIN STREET, SUITE 1380,  
SALT LAKE CITY, UT 84111 (801) 524-4787 - 2,020,791 (\$22,279,000)  
COMMON STOCK (FILE 333-59335 - JUL 17) (BR 7)

S-8 CANADIAN NATIONAL RAILWAY CO, 935 DE LA GAUCHETIERE ST W,  
MONTREAL QUEBEC CANA, A8 00000 (514) 399-6569 - 1,508,933 (\$68,196,613)  
COMMON STOCK (FILE 333-59337 - JUL. 17) (BR 5)

S-3 STEWART ENTERPRISES INC, 110 VETERANS MEMORIAL BLVD, METAIRIE, LA 70005  
(504) 837-5880 - 500,000,000 (\$500,000,000) COMMON STOCK (FILE 333-59339  
- JUL 17) (BR 8)

S-8 ADVANCED MARKETING SERVICES INC, 5880 OBERLIN DR STE 400, SAN DIEGO, CA  
92121 (619) 457-2500 - 100,000 (\$1,530,000) COMMON STOCK (FILE 333-59341  
- JUL 17) (BR 2)

S-8 ADVANCED MARKETING SERVICES INC, 5880 OBERLIN DR STE 400, SAN DIEGO, CA 92121 (619) 457-2500 - 250,000 (\$4,500,000) COMMON STOCK (FILE 333-59343 - JUL 17) (BR 2)

S-3 AMERICAN BIOGENETIC SCIENCES INC, 1375 AKRON STREET, P O BOX 1001, COPIAGUE, NY 11726 (516) 789-2600 - 4,261,228 (\$4,527,555) COMMON STOCK (FILE 333-59345 - JUL. 17) (BR 1)

S-8 WORLD ACCESS INC, 945 E PACES FERRY ROAD, SUITE 2240, ATLANTA, GA 30326 (404) 231-2025 - 847,129 (\$23,454,884) COMMON STOCK (FILE 333-59347 - JUL. 17) (BR 5)

S-8 SOUTHDOWN INC, 1200 SMITH ST STE 2400, HOUSTON, TX 77002 (713) 650-6200 - 3,521,752 (\$248,394,452) COMMON STOCK (FILE 333-59349 - JUL 17) (BR. 6)

S-8 AMERICAN BIOGENETIC SCIENCES INC, 1375 AKRON STREET, P O BOX 1001, COPIAGUE, NY 11726 (516) 789-2600 - 1,000,000 (\$1,062,500) COMMON STOCK. (FILE 333-59351 - JUL 17) (BR 1)

S-8 DOCUMENTUM INC, 5671 GIBRALTER DR, PLEASANTON, CA 94588 (510) 463-6800 - 73,609 (\$133,074) COMMON STOCK (FILE 333-59353 - JUL 17) (BR 3)

S-3 XEROX CORP, P O BOX 1600, 800 LONG RIDGE ROAD, STAMFORD, CT 06904 (203) 968-3000 - 1,012,198,000 (\$586,447,278) CONVERTIBLE DEBENTURES AND NOTES (FILE 333-59355 - JUL 17) (BR. 3)

S-8 PNB FINANCIAL GROUP, 4665 MACARTHUR COURT, NEWPORT BEACH, CA 92660 (714) 851-1033 - 50,000 (\$1,815,625) COMMON STOCK (FILE 333-59357 - JUL 17) (BR. 7)

S-4 FINE AIR SERVICES CORP, 2261 N W 67TH AVE , BULD 700, MIAMI, FL 33122 (305) 871-6606 - 200,000,000 (\$200,000,000) STRAIGHT BONDS (FILE 333-59359 - JUL 17) (NEW ISSUE)

SB-2 COMPUTER LITERACY INC, 1308 ORLEANS DR, SUNNYVALE, CA 94089 (408) 541-2020 - \$34,500,000 COMMON STOCK (FILE 333-59361 - JUL. 17) (NEW ISSUE)

S-1 PANAVISION INC, 6219 DE SOTO AVE, WOODLAND HILLS, CA 91367 (818) 316-1000 - 217,903,000 (\$150,000,000) STRAIGHT BONDS (FILE 333-59363 - JUL. 17) (BR 5)

N-2 INVESCO GLOBAL FINANCIAL SERVICES FUND, 7800 E UNION AVE, C/O INVESCO FUNDS, DENVER, CO 80237 (303) 930-6300 - 4,600,000 (\$69,000,000) CONVERTIBLE PREFERRED SHARE OF BENEFICIAL INTEREST (FILE 333-59365 - JUL 17)

S-8 CANARGO ENERGY CORP, 1400 BROADFIELD BLVD, SUITE 100, HOUSTON, TX 77084 (713) 492-6992 - 988,000 (\$1,836,420 30) COMMON STOCK (FILE 333-59367 - JUL. 17) (BR 6)

S-3 LASERSIGHT INC /DE, 3300 UNIVERSITY BLVD, SUITE 140, ORLANDO, FL 32792 (407) 678-9900 - 4,105,820 (\$19,954,285) COMMON STOCK (FILE 333-59369 - JUL 17) (BR. 5)

S-1 MIIX GROUP INC, 2 PRINCESS ROAD, LAWRENCEVILLE, NJ 08648 (609) 896-2404 - \$325,000,000 COMMON STOCK (FILE 333-59371 - JUL 17) (NEW ISSUE)

S-8 AFC CABLE SYSTEMS INC, 55 SAMUEL BARNET BLVD, NEW BEDFORD, MA 02745 (508) 998-1131 - 600,000 (\$22,278,000) COMMON STOCK (FILE 333-59373 - JUL 17) (BR. 6)

S-1 SMART CHOICE AUTOMOTIVE GROUP INC, 5200 S WASHINGTON AVE, TITUSVILLE, FL 32780 (407) 269-9680 - 5,750,000 (\$32,142,500) COMMON STOCK (FILE 333-59375 - JUL 17) (BR. 9)

S-4 US XPRESS ENTERPRISES INC, 2931 SOUTH MARKET ST, CHATTANOOGA, TN 37410 (615) 696-7377 - 1,100,000 (\$27,351,369) COMMON STOCK (FILE 333-59377 - JUL 17) (BR 5)

S-8 ARTHROCARE CORP, 595 N PASTORIA AVE, SUNNYVALE, CA 94086 (408) 736-0224 - 750,000 (\$12,867,225) COMMON STOCK (FILE 333-59379 - JUL 17) (BR 5)

- S-3 ALUMINUM CO OF AMERICA, 425 SIXTH AVENUE, PITTSBURGH, PA 15219  
(412) 553-4707 - \$1,050,000,000 COMMON STOCK (FILE 333-59381 - JUL. 17)  
(BR 6)
- S-8 NEWFIELD EXPLORATION CO /DE/, 363 N SAM HOUSTON PKWY E, STE 2020,  
HOUSTON, TX 77060 (281) 847-6000 - 1,000,000 (\$21,750,000) COMMON STOCK  
(FILE 333-59383 - JUL 17) (BR 4)
- S-3 BUDGET GROUP INC, 125 BASIN ST STE 210, DAYTONA BEACH, FL 32114  
(904) 238-7035 - 320,206 (\$10,128,115) COMMON STOCK (FILE 333-59385 -  
JUL 17) (BR 5)
- S-1 TRAMMELL CROW CO, 3500 TRAMMELL CROW CENTER 2001 ROSE AVEN,  
214-863-3000, DALLAS, TX 75201 (214) 863-3000 - 5,750,000 (\$177,890,625)  
COMMON STOCK (FILE 333-59387 - JUL 17) (BR 8)
- S-1 HEADHUNTER NET INC, 6410 ATLANTIC BLVD, STE 160, ATLANTA, GA 30071  
(770) 300-9272 - \$37,375,000 COMMON STOCK (FILE 333-59389 - JUL 17)  
(NEW ISSUE)
- S-3 NEWFIELD EXPLORATION CO /DE/, 363 N SAM HOUSTON PKWY E, STE 2020,  
HOUSTON, TX 77060 (281) 847-6000 - \$250,000,000 COMMON STOCK (FILE  
333-59391 - JUL 17) (BR 4)
- S-4 RHYTHMS NET CONNECTIONS INC, 7337 S REVERE PKWY SUITE 100, ENGLEWOOD, CO  
80112 (303) 476-4200 - 150,910,200 (\$150,910,200) STRAIGHT BONDS (FILE  
333-59393 - JUL 17) (NEW ISSUE)
- SB-2 SPECTRASCIENCE INC, 3650 ANNAPOLIS LANE, STE 101, MINNEAPOLIS, MN 55447  
(612) 509-9999 - 2,875,000 (\$13,296,875) COMMON STOCK (FILE 333-59395 -  
JUL 17) (BR 5)
- S-3 WILLIAMS CONTROLS INC, 14100 SW 72ND AVENUE, PORTLAND, OR 97224  
(503) 684-8600 - 9,885,443 (\$29,544,215) COMMON STOCK (FILE 333-59397 -  
JUL 20) (BR 5)
- S-4 LIBERTY BANCSHARES INC /MO, 1414 EAST PRIMROSE, SPRINGFIELD, MO 65804 -  
355,160 (\$11,588,400) COMMON STOCK (FILE 333-59399 - JUL 20) (NEW ISSUE)
- S-3 UNIVIEW TECHNOLOGIES CORP, 10911 PETAL ST, STE 208, DALLAS, TX 75234  
(214) 503-8880 - 2,980,000 (\$6,436,800) COMMON STOCK (FILE 333-59401 -  
JUL 20) (BR 2)
- S-4 COLONIAL BANGROUP INC, ONE COMMERCE ST STE 800, P O BOX 1108,  
MONTGOMERY, AL 36104 (334) 240-5000 - 662,080 (\$7,454,265) COMMON STOCK  
(FILE 333-59403 - JUL 20) (BR 7)
- S-4 TRANS WORLD AIRLINES INC /NEW/, ONE CITY CENTRE, 515 N SIXTH ST,  
ST LOUIS, MO 63101 (314) 589-3000 - 14,500,000 (\$14,500,000)  
STRAIGHT BONDS (FILE 333-59405 - JUL 17) (BR 5)

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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		
AAMES CAPITAL ACCEPTANCE CORP	DE	X									07/15/98	
AAMES CAPITAL CORP	CA	X									07/15/98	
ADELPHIA COMMUNICATIONS CORP	DE			X	X						07/02/98	
ADVANCED MICRO DEVICES INC	DE			X	X						07/20/98	
ADVANTA CORP	DE			X	X						06/30/98	
ADVANTA REVOLVING HOME EQUITY LOAN TRUST 1996-A	NY			X	X						05/31/98	
AHMANSON H F & CO /DE/	DE			X	X						07/21/98	
AIM GROUP INC	DE		X		X						06/24/98	
AIR PRODUCTS & CHEMICALS INC /DE/	DE			X							07/23/98	
AIRTOUCH COMMUNICATIONS INC	DE			X	X						07/22/97	
ALPINE GROUP INC /DE/	DE					X					05/05/98	AMEND
AMEDISYS INC	DE		X			X					01/01/98	
AMERICAN PAD & PAPER CO	DE			X	X						07/09/98	
AMERICAN TELECASTING INC/DE/	DE	X									07/21/98	
AMERISERVE FOOD DISTRIBUTION INC /D E/	DE			X							07/22/98	
AMERISERVE TRANSPORTATION INC	NE			X							07/22/98	
AMRESKO RESIDENTIAL SECURITIES CORP MORTGAGE LOAN TR 1998-2	DE		X			X					07/17/98	
APPLIED CAPITAL FUNDING INC				X							07/20/98	
ARCH COAL INC	DE			X							07/22/98	
ARCH COMMUNICATIONS GROUP INC /DE/	DE			X							06/26/98	
ARCH COMMUNICATIONS INC	DE			X							08/26/98	
ARISTAR INC	DE					X					11/06/97	
ARTERIAL VASCULAR ENGINEERING INC	DE			X							07/23/98	
ASSOCIATES HOME EQUITY LOAN TRUST 1 998-1	TX			X	X						07/15/98	
ASTORIA FINANCIAL CORP	DE			X	X						07/09/98	
AT&T UNIVERSAL FUNDING CORP	DE	X									06/30/98	
AUBURN NATIONAL BANCORPORATION INC	DE			X	X						05/12/98	
AUTOBOND ACCEPTANCE CORP	TX			X							07/15/98	
AUTONOMOUS TECHNOLOGIES CORP	FL			X							04/16/98	
BA MASTER CREDIT CARD TRUST /						X					06/30/98	
BANC ONE CORP /OH/	OH			X	X						07/21/98	
BARD C R INC /NJ/	NJ			X							07/23/98	
BAY NETWORKS INC	DE			X	X						07/20/98	
BEAR STEARNS COMPANIES INC	DE			X	X						06/30/98	
BION ENVIRONMENTAL TECHNOLOGIES INC	CO			X							07/01/98	
BLOCK MORTGAGE FINANCE INC	DE					X					07/22/98	
BLUEGREEN CORP	MA			X	X						06/26/98	
BONNEVILLE PACIFIC CORP	DE		X	X							06/15/98	
BOSTON CHICKEN INC	DE			X							07/15/98	
BSB BANCORP INC	DE			X							07/23/98	
CAPITAL ONE FINANCIAL CORP	DE			X	X						07/22/98	
CARROLS CORP	DE	X									07/08/98	
CELGENE CORP /DE/	DE			X	X						07/16/98	
CENTURY HILLCRESTE APARTMENT INVESTORS L P	CA			X							02/12/98	
CERPLEX GROUP INC/DE	DE		X								04/30/98	
CERUS CORP	DE			X	X						06/30/98	
CHARTER ONE FINANCIAL INC	DE			X	X						07/22/98	
CHASE CREDIT CARD MASTER TRUST	NY			X	X						07/15/98	
CHASE CREDIT CARD MASTER TRUST	NY			X	X						07/15/98	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
CHASE MANHATTAN BANK /NY/	NY				X	X					07/15/98	
CHASE MANHATTAN BANK /NY/	NY				X	X					07/15/98	
CHASE MORTGAGE FINANCE CORP	DE				X	X					07/23/98	
CHASE MORTGAGE FINANCE CORP	DE				X	X					07/23/98	
CHEVY CHASE AUTO RECEIVABLES TRUST 1996-1	MD				X						06/30/98	
CHEVY CHASE AUTO RECEIVABLES TRUST 1997-1	MD				X						06/30/98	
CHEVY CHASE AUTO RECEIVABLES TRUST 1997-2	MD				X						06/30/98	
CHEVY CHASE AUTO RECEIVABLES TRUST 1997-3	MD				X						06/30/98	
CHEVY CHASE AUTO RECEIVABLES TRUST 1998-1	MD				X						06/30/98	
CHEVY CHASE BANK FSB	MD				X	X					12/09/97	
CHEVY CHASE HOME LOAN TRUST 1996-1	MD				X						06/30/98	
CHEVY CHASE HOME LOAN TRUST 1997-1	MD				X						06/30/98	
CHEVY CHASE MASTER CREDIT CARD TRUS T	MD				X						06/30/98	
CHEVY CHASE MASTER CREDIT CARD TRUS T II	MD				X						06/30/98	
CHICAGO CONSOLIDATED CORP	IL				X						07/22/98	
CHRYSLER FINANCIAL CORP	MI				X	X					07/22/98	
CITICORP	DE				X	X					07/21/98	
CITICORP MORTGAGE SECURITIES INC	DE					X					07/22/98	
CMI INDUSTRIES INC	DE				X	X					07/23/98	
COCA COLA ENTERPRISES INC	DE		X			X					07/03/98	
COMDISCO INC	DE				X						07/22/98	
COMMONWEALTH BANCORP INC	PA				X	X					07/21/98	
COMMUNITY BANKS INC /PA/	PA				X						07/08/98	
COMPOST AMERICA HOLDING CO INC	NJ			X		X					07/20/98	
COMPUTER MARKETPLACE INC	DE				X						07/20/98	
COOPER INDUSTRIES INC	OH				X	X					07/23/98	
CORTLAND FIRST FINANCIAL CORP	NY				X	X					07/10/98	
COVOL TECHNOLOGIES INC	DE				X						07/15/98	
CRESTAR FINANCIAL CORP	VA				X	X					07/20/98	
CRESTED CORP	CO	X									07/20/98	
CWMBS INC MORTGAGE PASS THRU CERTIF ICATES SERIES 1998-A	DE				X	X					04/25/98	
CWMBS INC MORTGAGE PASS THRU CERTIF ICATES SERIES 1998-A	DE				X	X					05/26/98	
CWMBS INC MORTGAGE PASS THRU CERTIF ICATES SERIES 1998-A	DE				X	X					06/25/98	
DATASTREAM SYSTEMS INC	DE				X	X					12/31/98	
DAVEL COMMUNICATIONS GROUP INC	IL				X	X					07/05/98	
DELTA TRANSPORTATION LTD	WI				X						07/22/98	
DENALI INC	DE			NO ITEMS							05/08/98	AMEND
DIAMOND ENTERTAINMENT CORP	NJ				X	X					07/23/98	
DIGI INTERNATIONAL INC	DE		X			X					07/08/98	
DIPLOMAT DIRECT MARKETING CORP	DE			X		X					07/15/98	
DISCOVER CARD MASTER TRUST I	DE				X	X					07/22/98	
DRUG EMPORIUM INC	DE				X	X					07/14/98	
DUPONT E I DE NEMOURS & CO	DE					X					07/22/98	
EDNET INC	CO	X									07/10/98	
EMPIRE FUNDING HOME LOAN OWNER TRUS T 1998-1	DE				X	X					07/31/98	
ENESCO GROUP INC	MA				X	X					07/22/98	
EQUITY RESIDENTIAL PROPERTIES TRUST	MD				X						07/22/98	
EQUIVEST FINANCE INC	FL				X	X					07/17/98	
ERP OPERATING LTD PARTNERSHIP	IL				X						07/22/98	

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		1	2	3	4	5	6	7	8	9		
FACTORY CARD OUTLET CORP	DE				X	X					07/21/98	
FDIC REMIC TRUST 1996-C1	NY	X									05/25/97	
FDIC REMIC TRUST 1996-C1	NY	X									06/25/97	
FDIC REMIC TRUST 1996-C1	NY	X									07/25/97	
FDIC REMIC TRUST 1996-C1	NY	X									08/25/97	
FDIC REMIC TRUST 1996-C1	NY	X									09/25/97	
FDIC REMIC TRUST 1996-C1	NY	X									10/25/97	
FDIC REMIC TRUST 1996-C1	NY	X									11/25/97	
FDIC REMIC TRUST 1996-C1	NY	X									12/25/97	
FDIC REMIC TRUST 1996-C1	NY	X									01/25/98	
FDIC REMIC TRUST 1996-C1	NY	X									02/25/98	
FDIC REMIC TRUST 1996-C1	NY	X									03/25/98	
FDIC REMIC TRUST 1996-C1	NY	X									04/25/98	
FDIC REMIC TRUST 1996-C1	NY	X									05/25/98	
FDIC REMIC TRUST 1996-C1	NY	X									06/25/98	
FINANCIAL BANCORP INC	DE				X	X					07/18/98	
FIRST OMNI BANK CREDIT CARD MASTER TRUST									X		06/30/98	
FPA MEDICAL MANAGEMENT INC	DE		X			X					07/19/98	
FRANKLIN RESOURCES INC	DE				X	X					07/23/98	
FRUIT OF THE LOOM INC /DE/	DE				X						07/23/98	
GENERAL CREDIT CORP	NY				X	X					06/30/98	
GENERAL SEMICONDUCTOR INC	DE				X	X					07/22/98	
GENERAL SIGNAL CORP	NY				X	X					07/21/98	
GENESEE CORP	NY		X								07/21/98	
GEOLOGISTICS CORP	DE		X			X					07/13/98	
GEOTEK COMMUNICATIONS INC	DE				X						07/02/98	
GEOTEK COMMUNICATIONS INC	DE				X						07/21/98	
GLENBOROUGH REALTY TRUST INC	MD				X	X					06/30/98	
GRADCO SYSTEMS INC	CA				X						07/13/98	
GRAND CASINOS INC	MN				X	X					07/21/98	
GREAT WEST LIFE & ANNUITY INSURANCE CO	CO				X						07/08/98	
GREEN TREE FINANCIAL CORP	MN					X					07/21/98	
GT INTERACTIVE SOFTWARE CORP	DE				X	X					07/22/98	
HARDING LAWSON ASSOCIATES GROUP INC	DE					X					05/08/98	AMEND
HASBRO INC	RI					X					07/14/98	
HELISYS INC	DE				X	X					07/16/98	
HELLER FINANCIAL INC	DE				X	X					07/20/98	
HIGHWOODS PROPERTIES INC	MD		X		X	X					07/03/98	
HIGHWOODS REALTY LTD PARTNERSHIP	NC		X			X					07/03/98	
HILTON HOTELS CORP	DE				X	X					07/22/98	
HSB GROUP INC	CT				X						07/23/98	
HUBCO INC	NJ				X	X					07/17/98	
IBM CREDIT CORP	DE				X						06/30/98	
IBM CREDIT RECEIVABLES INC	DE				X	X					07/15/98	
IBM CREDIT RECEIVABLES LEASE ASSET MASTER TRUST	DE				X	X					07/15/98	
IMC HOME EQUITY LOAN TRUST 1998-1	DE				X	X					06/22/98	
INCONTROL INC	DE				X	X					04/20/98	AMEND
INFONAUTICS INC	PA				X	X					07/22/98	
INSITUFORM TECHNOLOGIES INC	DE				X	X					07/15/98	
INTERNATIONAL META SYSTEMS INC/DE/	DE				X	X					06/26/98	
ITEX CORPORATION	NV		X			X					07/23/98	
JENNIFER CONVERTIBLES INC	DE				X						07/16/98	
KEY CONSUMER ACCEPTANCE CORP	DE				X	X					07/15/98	
KEY CONSUMER ACCEPTANCE CORP	DE				X	X					07/15/98	
KEYSTONE FINANCIAL INC	PA				X						07/17/98	
LEHMAN ABS CORP	DE				X	X					07/22/98	
LEHMAN BROTHERS HOLDINGS INC	DE				X						07/21/98	
LILLY ELI & CO	IN				X	X					07/20/98	

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		1	2	3	4	5	6	7	8	9		
LINCOLN NATIONAL CORP	IN	X									09/30/98	
LOEWEN GROUP INC					X	X					07/21/98	
MARCUM NATURAL GAS SERVICES INC/NEW	DE		X			X					05/04/98	AMEND
MATHSOFT INC	MA				X						07/22/98	
MEDIALINK WORLDWIDE INC	DE		X			X					07/08/98	
MELLON BANK CORP	PA				X	X					07/21/98	
MERCURY FINANCE CO	DE		X			X					07/15/98	
METAMOR WORLDWIDE INC	DE		X			X					07/08/98	
MICRO WAREHOUSE INC	DE				X	X					07/22/98	
MID AMERICA REALTY INVESTMENTS INC	MD				X	X					07/22/98	
MLH INCOME REALTY PARTNERSHIP VI	NY				X						07/06/98	
MOBIL CORP	DE				X	X					07/22/98	
MONEY STORE HOME EQUITY LOAN TRUST 1998-A	NJ				X	X					07/15/98	
MONEY STORE RESIDENTIAL TRUST 1998- I	NJ				X						07/15/98	
MONEY STORE SBA ADJUSTABLE RATE CER TIFICATES 1998-1	NJ				X						07/15/98	
NAL FINANCIAL GROUP INC	DE				X						07/20/98	
NATIONAL EQUITIES HOLDINGS INC /DE/	DE		X	X	X						06/17/98	
NATIONAL TAX CREDIT INVESTORS II	CA				X						03/15/98	
NATIONAL TAX CREDIT PARTNERS L P	CA				X						03/15/98	
NATIONSBANK CORP	NC				X	X					07/14/98	
NEBCO EVANS HOLDING CO	DE				X						07/22/98	
NEUREX CORP/DE	DE				X						07/21/98	
NEXTLINK COMMUNICATIONS LLC	WA				X	X					07/18/98	
NITINOL MEDICAL TECHNOLOGIES INC	DE		X			X					07/08/98	
NL INDUSTRIES INC	NJ				X	X					07/22/98	
NORTHLAND TRANSPORTATION SERVICES I NC	NE				X						07/22/98	
NORWEST ASSET SECURITIES CORP	DE				X	X					07/22/98	
NORWEST ASSET SECURITIES CORP	DE				X	X					07/23/98	
NORWEST CORP	DE				X						07/22/98	
NUTRITION MANAGEMENT SERVICES CO/PA	PA			X		X					07/16/98	
OCEAN OPTIQUE DISTRIBUTORS INC	FL			X							07/20/98	
ONCORMED INC	DE				X	X					07/06/98	
ONEOK INC /NEW/	OK				X						07/22/98	
ORBITAL SCIENCES CORP /DE/	DE				X						07/21/98	
PEGASUS GOLD INC	AL				X	X					07/21/98	
PEOPLES BANK CREDIT CARD MASTER TRU ST	CT				X						06/30/98	
PEOPLES HERITAGE FINANCIAL GROUP IN C	ME				X	X					07/23/98	
PHYCOR INC/TN	TN				X	X					07/23/98	
POLYCOM INC	DE				X	X					07/15/98	
PUBLIC SERVICE CO OF NEW MEXICO	NM				X						07/23/98	
QUEEN SAND RESOURCES INC	DE				X	X					07/08/98	
QUINTILES TRANSNATIONAL CORP	NC				X	X					07/21/98	
QUIXOTE CORP	DE				X						06/30/98	
RCM TECHNOLOGIES INC	NV		X			X					10/31/98	
REGENT TECHNOLOGIES INC	CO		X								07/23/98	
RENT WAY INC	PA				X						07/22/98	
RENT WAY INC	PA				X						07/22/98	
REPUBLIC INDUSTRIES INC	DE				X	X					07/22/98	
RICHMAN GORDMAN 1/2 PRICE STORES IN C	DE				X	X					07/15/98	
RIGHTCHOICE MANAGED CARE INC	MO				X						07/17/98	
RIO GRANDE INC /DE/	DE				X	X					07/23/98	
ROANOKE ELECTRIC STEEL CORP	VA		X								07/22/98	
ROSLYN BANCORP INC	DE				X						07/22/98	

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	CODE	1	2	3	4	5	6	7	8	9		
RUSSELL CORP	AL				X	X					07/22/98	
SALOMON BROS MORT SEC VII INC MORT PA THR CERT SER 1998-WFC1	DE		X				X				06/26/98	
SALOMON SMITH BARNEY HOLDINGS INC	DE					X					07/17/98	
SCICLONE PHARMACEUTICALS INC	CA				X	X					06/30/98	
SDC INTERNATIONAL INC \DE\	DE				X						07/22/98	
SEAGRAM CO LTD	CA				X	X					07/20/98	
SEEC INC	PA				X	X					07/20/98	
SNAP ON INC	DE		X			X					06/01/98	
SOLAR SATELLITE COMMUNICATION INC	CO	X			X	X					07/08/98	
SONAT INC	DE				X						07/23/98	
STAGE II APPAREL CORP	NY				X	X					07/15/98	
STANLEY WORKS	CT				X	X					07/22/98	
SUPERIOR TELECOM INC	DE					X					05/05/98	AMEND
TAVA TECHNOLOGIES INC	CO				X	X					07/23/98	
TEPPCO PARTNERS LP	DE				X	X					07/21/98	
THERMA WAVE INC	DE			X		X					07/16/98	
THERMO ELECTRON CORP	DE				X	X					07/21/98	
THERMO INSTRUMENT SYSTEMS INC	DE				X	X					07/21/98	
THERMOQUEST CORP \DE\	DE				X	X					07/21/98	
THOMAS INDUSTRIES INC	DE				X	X					07/23/98	
TIMES MIRROR CO /NEW/	DE				X	X					07/22/98	
TRAVELERS GROUP INC	DE				X						07/20/98	
TUCSON ELECTRIC POWER CO	AZ				X						07/21/98	
UCFC ACCEPTANCE CORP	LA				X	X					07/15/98	
UNION PACIFIC CORP	UT		X								07/23/98	
UNION PACIFIC RAILROAD CO/DE	DE		X								07/23/98	
UNISOURCE ENERGY CORP	AZ				X						07/21/98	
UNITED COMPANIES FINANCIAL CORP	LA				X	X					07/21/98	
UNITED SECURITY BANCORPORATION	WA		X								07/22/98	
UNITED STATES ANTIMONY CORP	MT				X						07/15/97	
URCGEN CORP	DE		X			X					07/08/98	
US AIRWAYS GROUP INC	DE				X	X					06/30/98	
US AIRWAYS INC	DE				X	X					06/30/98	
US ENERGY CORP	WY	X									07/20/98	
VALHI INC /DE/	DE				X	X					07/23/98	
VERDANT BRANDS INC	MN				X	X					07/15/98	
VISIO CORP	WA		X			X					07/10/98	
VOLKSWAGEN CREDIT AUTO RECEIVABLES CORP	DE				X	X					07/15/98	
WALL STREET FINANCIAL CORP /DE/	DE					X					07/21/98	
WASHINGTON MUTUAL INC	WA					X					07/21/98	
WEBSTER FINANCIAL CORP	DE				X	X					12/31/97	
WERNER ENTERPRISES INC	NE				X	X					07/16/98	
WESTERN WIRELESS CORP	WA				X						07/23/98	
WHITE PINE SOFTWARE INC			X			X	X				07/08/98	
WILLIAMS COMPANIES INC	DE				X	X					07/22/98	
WINSTAR COMMUNICATIONS INC	DE				X						07/13/98	
WISCONSIN PUBLIC SERVICE CORP	WI		X								07/02/98	
WNC HOUSING TAX CREDIT FUND VI LP S ERIES 5	CA		X								04/30/98	AMEND
WPS RESOURCES CORP	WI		X								07/02/98	
ZAPATA CORP	DE				X	X					07/06/98	