Issue 92-33

FEB 2 1 1992

February 19, 1992

U.S. SECURITIES EXCHANGE COMMISSION

COMMISSION ANNOUNCEMENTS

CHAIRMAN BREEDEN TO TESTIFY

Chairman Breeden will testify before the Senate Subcommittee on Securities on Thursday, February 20, at 9:30 a.m. The hearing will be held in Room 538 of the Dirksen Senate Office Building. The subject is proposed legislation to increase supervision of investment advisers.

INVESTMENT COMPANY ACT RELEASES

LIFETIME GOLD & PRECIOUS METALS TRUST ET AL.

A notice has been issued giving interested persons until March 10 to request a hearing on an application filed by Lifetime Gold & Precious Metals Trust et al. for an amended order under Section 6(c) of the Investment Company Act. The amended order would exempt applicants from Sections 2(a)(32), 2(a)(35), 22(c) and 22(d) of the Act and Rule 22c-1 thereunder so that they may offer a waiver and credit of the contingent deferred sales charge under certain circumstances. (Rel. IC-18554 - February 14)

HOLDING COMPANY ACT RELEASES

OLS ENERGY-BERKELEY

A notice has been issued giving interested persons until March 9 to request a hearing on a proposal by OLS Energy-Berkeley (Berkeley), an indirect subsidiary company of General Public Utilities Corporation, a registered holding company. Berkeley proposes to borrow under its Credit Agreement and Note until December 31, 1992. (Rel. 35-25476)

NORTHEAST UTILITIES

A notice has been issued giving interested persons until March 9 to request a hearing on a proposal by Northeast Utilities (NU), a registered holding company, to issue and sell from time to time through December 31, 1992 up to 3,391,305 shares of its common stock to its proposed Employee Stock Ownership Plan (ESOP). In connection with the funding of the ESOP, NU proposes to borrow and lend to the ESOP, or guarantee borrowing by the ESOP, principal amounts of up to \$75 million. (Rel. 35-25476)

An order has been issued concerning Central and South West Corporation, a registered holding company, and three of its nonutility subsidiaries, CSW Energy, Inc. (Energy) (Energy Sub) and ARK/CSW Development Partnership Development-I, Inc. (collectively, Applicants). The order authorizes Applicants to acquire a 122.2 megawatt gas-fired cogeneration facility (Project). The total cost of the Project located near Bartow in Polk County, Florida, is expected to be approximately \$140 million. The Applicants propose to create a new subsidiary (Partnership) to own and operate the Project. The Applicants also propose to organize and acquire for \$1,000 all of the common stock of a new subsidiary which would be the general partner of the Partnership. The Applicants further propose to borrow under a credit facility an aggregate amount not to exceed \$120 million in order to finance construction of the Project and arrange for letters of credit to be issued by third party lenders. Finally the Applicants propose to make capital contributions to Partnership in an aggregate amount of up to \$11 million. (Rel. 35-25477)

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.

- S-3 DUKE POWER CO /NC/, 422 S CHURCH ST, CHARLOTTE, NC 28242 (704) 373-4011 200,000,000 (\$200,000,000) MORTGAGE BONDS. (FILE 33-45501 FEB. 11) (BR. 7)
- S-3 DUKE POWER CO /NC/, 422 S CHURCH ST, CHARLOTTE, NC 28242 (704) 373-4011 225,000,000 (\$225,000,000) MORTGAGE BONDS. (FILE 33-45502 FEB. 11) (BR. 7)
- S-3 CENTRAL ILLINOIS PUBLIC SERVICE CO, 607 E ADAMS ST, SPRINGFIELD, IL 62739 (217) 523-3600 200,000,000 (\$202,000,000) MORTGAGE BONDS. (FILE 33-45506 FEB. 11) (BR. 8)
- S-3 SPINNAKER SOFTWARE CORP/MN, 201 BROADWAY, CAMBRIDGE, MA 02139 (617) 494-1200 1,861,000 (\$10,468,125) COMMON STOCK. (FILE 33-45601 FEB. 07) (BR. 9)
- S-8 RESPONSE TECHNOLOGIES INC, 1775 MORIAH WOODS BLVD, MEMPHIS, TN 38117 (615) 320-7300 1,500,000 (\$11,343,750) COMMON STOCK. (FILE 33-45616 FEB. 11) (BR. 6)
- S-8 MICROSOFT CORP, ONE MICROSOFT WAY, REDMOND, WA 98052 (206) 882-8080 100,000 (\$12,600,000) COMMON STOCK. (FILE 33-45617 FEB. 11) (BR. 9)
- S-8 KANSAS CITY POWER & LIGHT CO, 1330 BALTIMORE AVE, KANSAS CITY, MO 64105 (816) 556-2200 1,500,000 (\$66,000,000) COMMON STOCK. (FILE 33-45618 FEB. 11) (BR. 8)
- S-3 LAM RESEARCH CORP, 4650 CUSHING PKWY, FREMONT, CA 94538 (415) 659-0200 3,300,000 (\$45,375,000) COMMON STOCK. (FILE 33-45619 FEB. 12) (BR. 10)

- S-3 ATRIX LABORATORIES INC, 2579 MIDPOINT DR, FORT COLLINS, CO 80525 (303) 482-5868 120,889 (\$1,706,953) COMMON STOCK. (FILE 33-45627 FEB. 07) (BR. 8)
- N-2 VAN KAMPEN MERRITT TRUST FOR INVESTMENT GRADE MUNICIPALS, ONE PARKVIEW PLAZA, OAKBROOK TERRACE, IL 60181 (800) 225-2222 5,300 (\$265,000,000) PREFERRED STOCK. (FILE 33-45628 FEB. 07) (BR. 18)
- N-1A MERRILL LYNCH MINNESOTA LTD MAT MUNI BD FD OF MERRILL LYNCH, 800 SCUDDERS MILL RD, PLAINSBORO, NJ 08536 (609) 282-2800 INDEFINITE SHARES. (FILE 33-45634 FEB. 10) (BR. 17 NEW ISSUE)
- S-3 FMC CORP, 200 E RANDOLPH DR, CHICAGO, IL 60601 (312) 861-6000 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-45648 FEB. 11) (BR. 13)
- S-1 AUTOZONE INC, 3030 POPLAR AVE, MEMPHIS, TN 38111 (901) 325-4600 5,200,000 (\$208,000,000) COMMON STOCK. (FILE 33-45649 FEB. 12) (BR. 1)
- S-3 CABLEVISION SYSTEMS CORP, ONE MEDIA CROSSWAYS, WOODBURY, NY 11797 (516) 364-8450 720,793 (\$23,913,520) COMMON STOCK. 2,213,818 (\$72,640,903) COMMON STOCK. (FILE 33-45650 FEB. 12) (BR. 8)
- S-3 CABLEVISION SYSTEMS CORP, ONE MEDIA CROSSWAYS, WOODBURY, NY 11797 (516) 364-8450 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-45651 FEB. 12) (BR. 8)
- S-8 ARCH COMMUNICATIONS GROUP INC, 110 TURNPIKE RD STE 210, WESTBOROUGH, MA 01581 (508) 898-0962 106,032 (\$331,350) COMMON STOCK. 173,152 (\$1,028,090) COMMON STOCK. 56,000 (\$428,750) COMMON STOCK. 143,760 (\$1,163,558) COMMON STOCK. 250,000 (\$2,906,250) COMMON STOCK. (FILE 33-45652 FEB. 12) (BR. 7)
- S-6 TAX EXEMPT SECURITIES TRUST SERIES 355, 1345 AVENUE OF THE AMERICAS, NEW YORK, NY 10105 1,600 (\$1,600,000) UNIT INVESTMENT TRUST. (FILE 33-45653 FEB. 12) (BR. 16 NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST SERIES 356, 1345 AVENUE OF THE AMERICAS, NEW YORK, NY 10105 1,600 (\$1,600,000) UNIT INVESTMENT TRUST. (FILE 33-45654 FEB. 12) (BR. 16 NEW ISSUE)
- S-8 UNIONFED FINANCIAL CORP, 330 E LAMBERT RD, BREA, CA 92621 (714) 255-8100 3,000 (\$3.750) COMMON STOCK. (FILE 33-45657 FEB. 12) (BR. 1)
- S-2 INTERCARGO CORP, 1450 EAST AMERICAN LN, 20TH FLOOR, SCHAUMBURG, IL 60173 (708) 517-2510 150,000 (\$2,550,000) COMMON STOCK. 1,517,500 (\$25,797,500) COMMON STOCK. (FILE 33-45658 FEB. 12) (BR. 9)
- S-2 REDWOOD EMPIRE BANCORP, 111 SANTA ROSA AVE, SANTA ROSA, CA 95404 (707) 573-4800 775,000 (\$6,734,750) COMMON STOCK. (FILE 33-45661 FEB. 12) (BR. 1)
- S-8 SHL SYSTEMHOUSE INC, 50 OCONNOR ST STE 501, OTTAWA ONTARIO CANADA K1P 6L2, A6 (613) 236-1428 716,500 (\$3,851,187.50) COMMON STOCK. (FILE 33-45672 FEB. 11) (BR. 9)
- S-8 AMERICAN GREETINGS CORP, 10500 AMERICAN RD, CLEVELAND, OH 44144 (216) 252-7300 200,000 (\$7,926,000) COMMON STOCK. (FILE 33-45673 FEB. 12) (BR. 11)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 643, 333 WEST WACKER DR, C/O JOHN NUVEEN & CO INC, CHICAGO, IL 60606 INDEFINITE SHARES. (FILE 33-46647 FEB. 11) (BR. 22 NEW ISSUE)

ACQUISITION OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column - 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER	,	FORM	EVENT DATE	SHRS(000)/ %OWNED	-	
ARGONAUT GROUP SINGLETON HENRY E	COM	13D	2/12/92	4,663 17.5	0401571) NEW
CHOCK FULL O NUTS CORP BOYAR ASSET MGMT ET AL	COM	13D	2/10/92		17026810 4.6	_
COMMERCIAL FEDERAL CORP CAI CORP	COM	13D	3/30/90		20164710	NEW
ELECTRO-SENSORS INC PETERSON PETER R	COM	1 3 D	1/14/92		28523310 50.2	O UPDATE
ELECTRO-SENSORS INC SLATTERY JAMES P JR	COM	13 0	1/21/92		28523310 18.0	
ENVIROQ CORP PARKWOOD LTD ET AL	COM	13D	4/11/91		29394110 7.7	=
GENEX CORP NEW ENTERPRISE ASSOC IV E	COM T AL	13D	10/31/91		37227510 N/A	
GRASSO CORP WELLS STEPHEN A	COM	13D	1/31/92		38881710 5.2	
HABERSHAM BANCORP APRENDALE NELLE	COM	13D	2/ 5/92	•	40448699	
HALLWOOD GROUP INC HALLWOOD ENERGY CORP	COM	NEW 13D	2/10/92		40636430	
HARMAN INTL INDS INC NEW 21 INTL INC	COM	13D	2/12/92	500 5.7	41308610 6.4	UPDATE

NAME AND CLASS OF STOCK/OWNE	R	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
HINTUAY PARTNERS ID	11 T 1	DEN ITN	DTCU	36/	44730020	,
HUNTWAY PARTNERS LP DANESH ANDRE ET AL	· · ·	13D	2/12/92	3.1	0.0	NEW
I-FLOW CORP	COM				44952010	
WALNUT CAPITAL CORP		130	2/10/92	6.3	4.1	UPDATE
INDUSTRIAL HLDGS INC	COM			116	45616010)
RAY JIMMY W		13D	1/24/92	5.2	0.0	NEW
TURNICIPIAL III DOC THE	2011					
INDUSTRIAL HLDGS INC TERRY REX W	COM	170	1/24/92		45616010 0.0	
IERNI NEA W		130	1/24/92	٦.٤	0.0	MEM
KENNAMETAL INC	COM			533	48917010)
PHILLIPS & DREW FD MGMT	ET AL	13D	1/13/92	5.0	5.0	NEW
KENNAMETAL INC	COM			577	48917010	,
PHILLIPS & DREW FD MGMT		13D	1/13/92		5.0	
	_,		1, 12, 12			
L & N HSG CORP	COM				50162010	
EASTGROUP PROPERTIES ET	AL	13D	2/12/92	23.1	7.1	UPDATE
LOCTITE CORP	COM			3 587	54013710	3
KRIEBLE ROBERT H ET AL	55.1	13D	2/16/92		9.9	
MAGNETIC TECH CORP	COM	PAR \$0			55949220	
DIAMOND ISADORE ET AL		13D	2/ 3/92	3.3	2.7	UPDATE
MAGNETIC TECH CORP	COM	PAR \$0.	.15	65	55949220)
HALL RICHARD S		13D	2/ 3/92	6.7	5.4	UPDATE
MERCHANIE CAR CORD MICC				/3	E0057700	
MERCHANTS CAP CORP MISS BLACKBURN JAMES E	COM	13D	2/11/92		58853399 0 0	NEW
DENORSONN DAILED E		130	2, 11, 12	7.0	0.0	
MERCHANTS CAP CORP MISS	COM			46	58853399	>
GAGE HOWELL N JR TRUSTEE	•	13D	2/11/92	11.1	6.6	UPDATE
MILLER & BENSON INTL LTD	COM			0	60036810	1
BORSANO GIAN MAURO	COM	13D	2/ 4/92			NEW
			-, -,			
	COM				60036810	
BORSANO REMO		13D	2/ 4/92	6.1	0.0	NEW
MILLER & BENSON INTL LTD	COM			0	60036810)
BOZZOLINI PAULA		13D	2/ 4/92	0.0		NEW
MILLER & BENSON INTL LTD	COM		27.7.02	379	60036810	
LIVIA CASTIGLIONI		13D	2/ 4/92	7.1	0.0	NEW
MILLER & BENSON INTL LTD	COM			379	60036810)
DE FILIPPI ANNA TULLIA		13D	2/ 4/92	7.1	0.0	NEW
MILLED & BENGON THE				4 /35	40074946	,
MILLER & BENSON INTL LTD GIMA S P A	COM	13D	2/ 4/92	1,625 30.6	60036810	NEW
			-, -, , , ,	50.5		

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT DATE	SHRS(000)/ %OWNED		FILING STATUS
MILLER & BENSON INTL LTD LILY INTL S A	COM	130	2 / 4/92	488 9.2	60036810 0.0	NEW
MILLER & BENSON INTL LTD LUCATTINI ADRIANO	COM	130	2/ 4/92	433 8.2	60036810 0.0	NEW
MILLER & BENSON INTL LTD MAZZEO ANNA MARIA	COM	130	2/ 4/92	488 9.2	60036810 0.0	NEW
MILLER & BENSON INTL LTD MORK DEMPSEY	COM	1 3 0	2/ 4/92	0.0	60036810 0.0	NEW
MILLER & BENSON INTL LTD MORTARA RICCARDO	COM	130	2/ 4/92	0.0	60036810 0.0	NEW
MILLER & BENSON INTL LTD TRAPANI LEO LUCA	COM	1 3 0	2/ 4/92	433 8.2	60036810 0.0	NEW
MINVEN GOLD CORP TAMARACK MNG INC ET AL	COM	130	2/ 3/92	25,622 68.8	60499410 53.4	UPDATE
MOORE PRODS CO CUNDILL PETER & ASSOC LTD	COM	130	2/ 2/92	157 7.5		UPDATE
OMNI EXPL INC CAIRN ENERGY USA INC	COM	130	2/ 6/92	14,175 64.1	68190510 0.0	
PAGE AMERICA GROUP INC DOHERTY J B ET AL	COM	PAR \$0.10 130	2/ 7/92	171 4.7	69546530 6.8	UPDATE
PARLUX FRAGRANCES INC LEKACH ILIA ET AL	COM	1 3 0	2/ 7/92	875 3 6.3	70164510 34.9	UPDATE
ROSS STORES INC GENERAL ELEC PENSION TR	COM	1 3 0	11/15/91	1,028 4.3	77829610 5.2	UPDATE
SHL SYSTEMHOUSE INC BCE INC	COM	1 3 D	2/ 6/92	9,696 25.6	78499010 12.3	UPDATE
SHL SYSTEMHOUSE INC ROYAL BK OF CANADA	COM	1 3 D	2/12/92	11,160 29.5	78499010 29.5	UPDATE
TUBBYS INC WASHAWANNY WILLIAM J	COM	1 3 D	1/20/92	831 4.9	89855110 0.0	
TULTEX CORP SIMON MELVIN ET AL	CUM	CONV PFD 1	1/31/92	150 99.9	89990099 0.0	
UNIVAX BIOLOGICS INC CHARTER VENTURES	COM	1 3 D	2/ 3/92	1,930 17.3	91399410 0.0	
WORLDWIDE COMPUTER SVC DEANGELIS PETER ET AL	COM	130	2/ 3/92	627 32.6	98155610 0.0	
XTRA CORP VALUE EQUITY ASSOC ET AL	COM	1 3 0	2/12/92	1,131 19.3		UPDATE

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.

The companies listed below 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. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE	8K ITEM 1 2 3 4			DATE	COMMENT
ALIAS RESEARCH INC			X	X	01/31/92	
ARISTAR INC	DE			X	12/31/91	AMEND
ATRIX LABORATORIES INC	DE	X		X	01/29/92	
AVALON ENTERPRISES INC	NV		X	X	12/31/91	
BIRDSBORO CORP	PA	X			02/04/92	
CHASE MORTGAGE FINANCE CORP	DE	X		X	01/30/92	
COMMAND CREDIT CORP	NY	X		X	01/24/92	
COMMERCE GROUP INC /MA	MA		X		02/07/92	
DAUPHIN TECHNOLOGY INC	UT		X	X	02/07/92	
EXCEL REALTY TRUST INC	CA	X		X	06/21/91	
EXCEL REALTY TRUST INC	CA	X		X	01/24/92	
EXPRESS CASH INTERNATIONAL CORP	DE	X		X	02/03/92	
FEDERATED DEPARTMENT STORES INC	DE	X		X	02/04/92	
FIRST ILLINOIS CORP	DE		X	X	01/31/92	
FIRSTCORP INC	DE		X	X	01/28/92	
FLORIDA PROGRESS CORP	FL		X	X	01/31/92	
FOOTHILL GROUP INC	DE			X	02/10/92	
FOUNDERS FINANCIAL CORP /FL/	FL	X		X	02/05/92	
FUTURE NOW INC	ОН			X	12/02/91	AMEND
GRACE ENERGY CORP	DE		X		01/22/92	
HORIZON GOLD CORP	CO	X		X	02/07/92	
I FLOW CORP /CA/	CA		X		02/11/92	
INDIANA BANCSHARES INC /IN/	IN		X		01/30/92	AMEND
IOWA ELECTRIC LIGHT & POWER CO	IA			X	02/11/92	
MATTEL INC /DE/	DE		X	X	02/07/92	
MAXICARE HEALTH PLANS INC	CA		X	X	01/31/92	
MERIDIAN BANCORP INC	PA		X	X	02/03/92	
MORRISON KNUDSEN CORP	DE		X		02/07/92	
NAHAMA & WEAGANT ENERGY CO	CA	X		X	07/31/91	AMEND
NATIONAL ENTERPRISES INC	IN		X	X	02/06/92	
NEW LINE CINEMA CORP	DE		X	X	02/11/92	
ONE LIBERTY PROPERTIES INC	MD		X		02/03/92	
PAY N PAK STORES INC	WA	X		X	01/30/92	

NAME OF ISSUER	STATE	&K ITEM NO. 1 2 3 4 5 6	78	DATE	COMMENT
PAYLINE SYSTEMS INC	OR	x	X	01/31/92	
PENNSYLVANIA ENGINEERING CORP	DE	X		02/04/92	
PHILADELPHIA ELECTRIC CO	PA		X	01/27/92	
PUBLIC SERVICE CO OF NEW HAMPSHIRE	NH	x	X	02/10/92	
RCSB 1991-A GRANTOR TRUST	NY	X		02/15/92	
RCSB 1991-B GRANTOR TRUST	NY	x		02/15/92	
REGAN HOLDING CORP	CA	X	X	02/04/92	
RESOLUTION TRUST CORP		X	X	01/29/92	
ROBERTSON CECO CORP	DE	x x	X	02/03/92	
ROCHESTER COMMUNITY SAVINGS BANK	NY	×		02/15/92	
ROTHSCHILD L F HOLDINGS INC	DE	X	X	02/04/92	
RYLAND MORTGAGE SECURITIES CORP /VA/	VA	x	X	01/30/92	
SALVATORI OPHTHALMICS INC	FL	X		01/28/92	
SIGNET BANKING CORP	VA	X	X	02/07/92	
SOUTH FLORIDA BANK HOLDING CORPORATION	FL	x		02/01/92	
SPROUSE REITZ STORES INC	OR	X	X	02/07/92	
STRUCTURED MORTGAGE ASSET RESIDENTIAL TR	DE	X	X	01/25/92	
TELENETICS CORP	CA		X	01/29/92	
THOMAS INDUSTRIES INC	DE	X	X	02/07/92	
TJ SYSTEMS CORP	DE	X	X	02/05/92	
TOCOR II INC		X		01/28/92	
TOPRO INC	co	X	X	02/10/92	
UNILAB CORP	DE		X	09/01/91	AMEND
UNITED HEALTHCARE CORP	MN	×	X	02/12/92	
UTILICORP UNITED INC	DE		X	02/12/92	
WHIRLPOOL CORP /DE/	DE	x	X	02/10/92	