# sec news digest URKARY

Issue 92-125

June 29, 1992

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# ADMINISTRATIVE PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS AGAINST CAPITAL GENERAL CORPORATION. ET AL.

The Commission today announced the institution of an administrative proceeding on June 22 pursuant to Section 8A(a) of the Securities Act of 1933 and Sections 12(j) and 21C(a) of the Securities Exchange Act of 1934 (Exchange Act). The proceedings will determine whether an order should be entered requiring David R. Yeaman and Capital General Corporation (Capital General) to cease and desist from committing or causing further violations of Sections 5(a) and (c) and 17(a) of the Securities Act of 1933 (Securities Act) and Sections 10(b) and 13(g) of the Securities Exchange Act of 1934 (Exchange Act) and Rules 10b-5, 12b-20, and 13d-1(c) thereunder. will also determine whether an order should be entered requiring Krista Castleton to cease and desist from committing or causing further violations of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Further, the proceedings will determine whether, pursuant to Section 12(j) of the Exchange Act, the registration of the common stock of 25 issuers that were incorporated by Capital General that have filed registration statements with the Commission pursuant to Section 12(g) of the Exchange Act should be revoked. (Rel. 34-30845)

# INVESTMENT COMPANY ACT RELEASES

AEGON USA MANAGED PORTFOLIOS, INC., ET AL.

An order has been issued on an application filed by AEGON USA Managed Portfolios, Inc. et al. under Section 17(b) of the Investment Company Act granting an exemption from Section 17(a) of the Act and under Section 17(d) of the Act and Rule 17d-1 thereunder. The order permits each portfolio of the IDEX II Series Fund to acquire substantially all of the assets of corresponding portfolios of AEGON USA Managed Portfolios, Inc. in exchange for shares of the applicable portfolio of the IDEX II Series Fund. (Rel. IC-18809 - June 25)

# PALM SERIES TRUST

A notice has been issued giving interested persons until July 20, 1992 to request a hearing on an application filed by Palm Series Trust for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-18810 - June 25)

# HARTFORD LIFE & ACCIDENT INSURANCE COMPANY, ET AL.

An order has been issued pursuant to Section 6(c) of the Investment Company Act exempting Hartford Life & Accident Insurance Company, Hartford Life & Accident Insurance Company/Putnam Capital Manager Separate Account One (Separate Account) and Hartford Equities Sales Company, Inc. from Sections 26(a)(2)(C) and 27(c)(2) of the Act. The exemptions apply to the extent necessary to permit the deduction of a mortality and expense risk charge from the assets of the Separate Account. (Rel. IC-18811 - June 25)

# HARTFORD LIFE & ACCIDENT INSURANCE COMPANY, ET AL.

An order has been issued pursuant to Section 6(c) of the Investment Company Act exempting Hartford Life & Accident Insurance Company, Hartford Life & Accident Insurance Company/Separate Account One (Account) and Hartford Equity Sales Company, Inc. from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. The exemptions apply to the extent necessary to permit the deduction of mortality and expense risk charges from the assets of the Account under certain variable annuity contracts. (Rel. IC-18812 - June 25)

# AETNA SERIES FUND, INC., ET AL.

A notice has been issued giving interested persons until July 20, 1992 to request a hearing on an application filed by Aetna Series Fund, Inc., et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from the provisions of Section 12(d)(3) of the Act and Rule 12d3-1 thereunder. The exemptions would apply to the extent necessary to permit them to invest in equity or convertible debt securities issued by foreign issuers that derived more than 15% of their gross revenues from their activities as a broker, dealer, underwriter or investment adviser, provided such investments meet the conditions described in proposed amended Rule 12d3-1. (Rel. IC-18813; International Series Rel. 403 - June 25)

#### HOLDING COMPANY ACT RELEASES

#### LOUISIANA POWER & LIGHT COMPANY

A supplemental order has been issued authorizing Louisiana Power & Light Company, a public-utility subsidiary company of Entergy Corporation, a registered holding company, to acquire the utility assets of the electric system of the City of Monroe, Louisiana. (Rel. 35-25561)

# GEORGIA POWER COMPANY

An order has been issued authorizing Georgia Power Company to create a program to provide a source of financing for residential, commercial and industrial consumers' acquisition and installation of weatherization products. (Rel. 35-25562)

#### LISTING, DELISTING AND UNLISTED TRADING ACTIONS

# WITHDRAWALS GRANTED

An order has been issued granting the application of Graham-Field Health Products, Inc. to withdraw from listing and registration its Common Stock, \$.025 Par Value, on the <u>American Stock Exchange</u>. (Rel. 34-30860)

An order has been issued granting the application of Caretenders Health Corp. to withdraw from listing and registration its Common Stock, \$.02 Par Value, on the <u>Boston Stock Exchange</u>. (Rel. 34-30861)

An order has been issued granting the application of International Testing Systems, Inc. to withdraw from listing and registration its Common Stock, \$0.01 Par Value, on the <u>Pacific Stock Exchange</u>. (Rel. 34-30862)

#### SELF-REGULATORY ORGANIZATIONS

#### PROPOSED RULE CHANGE

The <u>Municipal Securities Rulemaking Board</u> filed a proposed rule change (SR-MSRB-92-4) for immediate effectiveness, pursuant to Section 19(b)(3)(A) of the Securities Exchange Act of 1934, to amend Form G-36 (OS) and Form G-36 (ARD). The proposed rule change revises form G-36 (OS) to collect certain additional information necessary for accurate invoicing of underwriting assessments. Other technical changes also were made to Form G-36 (OS) as well as technical changes to Form G-36 (ARD). The Board requests that the Commission delay the implementation of the proposed rule change until July 1, 1992, the date that the recent amendments to MSRB rule A-13, on underwriting assessments, will become effective. Publication of the Release in the <u>Federal Register</u> is expected during the week of June 29. (34-30845)

# 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 PRAXAIR INC, 39 OLD RIDGEBURY RD, DANBURY, CT 06817 (203) 794-2000 6,000,000 (\$90,000,000) COMMON STOCK. (FILE 33-48480 JUN. 16) (BR. 2)
- S-18 ANOVA CORPORATION /MN/, 18579 CENTRAL AVENUE NE, CEDAR, MN 55011 (612) 434-4116 222,272 (\$1,222,496) COMMON STOCK. UNDERWRITER: FIRST NEW ENGLAND SECURITIES CORP. (FILE 33-48517-C JUN. 09) (BR. 14 NEW ISSUE)

- S-18 RECLAIM INC /FL/, 8001 N DALE MABRY HWY STE 601-A, TAMPA, FL 33614 (813) 935-8533 1,000,000 (\$5,000,000) COMMON STOCK. UNDERWRITER: GREENWAY CAPITAL CORP. (FILE 33-48600-A JUN. 15) (BR. 9 NEW ISSUE)
- S-6 DEFINED ASSET FUNDS MUN INVT TR FD MULTISTATE SERIES 9, NEW YORK, NY 10005 INDEFINITE SHARES. (FILE 33-48652 JUN. 19) (NEW ISSUE)
- S-8 RENTRAK CORP, 7227 N E 55TH AVE, PORTLAND, OR 97218 (503) 284-7581 200,000 (\$1,025,000) COMMON STOCK. (FILE 33-48657 JUN. 22) (BR. 12)
- S-1 XEROGRAPHIC LASER IMAGES CORP /DE/, 800 W CUMMINGS PARK STE 6650, WOBURN, MA 01801 (617) 932-9199 891,250 (\$5,793,125) COMMON STOCK. 891,250 (\$6,238,750) COMMON STOCK. 77,500 (\$5) WARRANTS, OPTIONS OR RIGHTS. 77,500 (\$604,500) COMMON STOCK. 77,500 (\$542,500) COMMON STOCK. UNDERWRITER: THOMAS JAMES ASSOCIATES INC. (FILE 33-48684 JUN. 18) -BR. 9 NEW ISSUE)
- S-1 ACORDIA INC /DE/, 120 WEST MARKET ST, INDIANAPOLIS, IN 46204 (317) 263-4495 3,200,000 (\$67,200,000) COMMON STOCK. 2,320,000 (\$48,720,000) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC, FIRST BOSTON CORP, MERRILL LYNCH & CO, RAFFENSPERGER HUGHES & CO INC. (FILE 33-48691 JUN. 19) (BR. 10 NEW ISSUE)
- S-3 WETTERAU PROPERTIES INC, 8920 PERSHALL RD, HAZELWOOD, MO 63042 (314) 595-4614 100,000 (\$1,750,000) COMMON STOCK. (FILE 33-48703 JUN. 19) (BR. 6)
- S-8 CYTRX CORP, 150 TECHNOLOGY PKWY, TECHNOLOGY PARK/ATLANTA, NORCROSS, GA 30092 (404) 368-9500 100,000 (\$512,500) COMMON STOCK. (FILE 33-48706 JUN. 19) (BR. 4)
- S-8 OWENS CORNING FIBERGLAS CORP, FIBERGLASS TOWER, TOLEDO, OH 43659 (419) 248-8000 4,000,000 (\$124,750,000) COMMON STOCK. (FILE 33-48707 JUN. 19) (BR. 9)
- S-8 CALIFORNIA BANCSHARES INC, 2320 BLANDING AVE, ALAMEDA, CA 94501 (510) 814-3400 1,182,870 (\$13,750,864) COMMON STOCK. (FILE 33-48708 JUN. 19) (BR. 1)
- S-4 WORTH CORP, 1731 TECHNOLOGY DR STE 690, SAN JOSE, CA 95110 (408) 436-7467 1,448,480 (\$1,448,480) COMMON STOCK. (FILE 33-48725 JUN. 19) (BR. 6)
- S-1 CARBIDE GRAPHITE GROUP INC /DE/, ONE GATEWAY CENTER 19TH FL, PITTSBURGH, PA 15222 (412) 562-3700 200,000 (\$2,400,000) COMMON STOCK. 3,480,000 (\$41,760,000) COMMON STOCK. UNDERWRITER: BEAR STEARNS & CO INC, LAZARD FRERES & CO. (FILE 33-48727 JUN. 19) (BR. 8)
- S-1 D & K WHOLESALE DRUG INC/DE/, 8000 MARYLAND AVE STE 1190, ST LOUIS, MO 63105 (313) 727-3485 150,000 (\$1,200,000) COMMON STOCK. 1,172,500 (\$9,380,000) COMMON STOCK. UNDERWRITER: PAULI & CO INC. (FILE 33-48730 JUN. 19) (BR. 4 NEW ISSUE)
- S-1 RCG INTERNATIONAL INC/DE/, 111 WEST 40TH ST, NEW YORK, NY 10018 (212) 642-6000 3,875,000 (\$46,500,000) COMMON STOCK. 1,415,000 (\$16,980,000) COMMON STOCK. UNDERWRITER: PAINEWEBBER INC, RAYMOND JAMES & ASSOCIATES INC. (FILE 33-48731 JUN. 19) (BR. 6 NEW ISSUE)
- S-1 TRICORD SYSTEMS INC /DE/, 3750 ANNAPOLIS LANE, PLYMOUTH, MN 55447 (612) 557-9005 500,000 (\$4,500,000) COMMON STOCK. 3,525,000 (\$31,725,000) COMMON STOCK. UNDERWRITER: ROBERTSON STEPHENS & CO, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-48733 JUN. 19) (BR. 10 NEW ISSUE)
- S-11 RYLAND MULTIFAMILY SECURITIES CORPORATION ONE, 7202 GLEN FOREST DR STE 202, RICHMOND, VA 23226 (804) 288-2291 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-48734 JUN. 19) (BR. 5 NEW ISSUE)

- S-1 SWING N SLIDE CORP /DE/, 1212 BARBERRY DRIVE, JANESVILLE, WI 53545 (608) 755-4777 600,000 (\$8,400,000) COMMON STOCK. 3,080,000 (\$43,120,000) COMMON STOCK. UNDERWRITER: BLAIR WILLIAM & CO, SALOMON BROTHERS INC. (FILE 33-48735 JUN. 19) (BR. 12 NEW ISSUE)
- S-1 HCC INSURANCE HOLDINGS INC/DE/, 13403 NORTHWEST FREEWAY, HOUSTON, TX 77040 (713) 690-7300 55,000 (\$770,000) COMMON STOCK. 1,445,750 (\$20,240,500) COMMON STOCK. UNDERWRITER: BLAIR WILLIAM & CO. (FILE 33-48737 JUN. 19) (BR. 9 NEW ISSUE)
- S-3 ALBERTO CULVER CO, 2525 ARMITAGE AVE, MELROSE PARK, IL 60160 (708) 450-3000 212,500 (\$4,409,375) COMMON STOCK. (FILE 33-48739 Jun. 19) (BR. 9)
- S-3 FORD HOLDINGS INC, AMERICAN ROAD, DEARBORN, MI 48121 (313) 322-3000 375 (\$37,500,000) PREFERRED STOCK. (FILE 33-48743 JUN. 19) (BR. 12)
- S-1 F & M DISTRIBUTORS INC, 25800 SHERWOOD AVE, WARREN, MI 48091 (313) 396-4200 1,100,000 (\$19,800,000) COMMON STOCK. 2,925,000 (\$52,650,000) COMMON STOCK. UNDERWRITER: MERRILL LYNCH & CO. (FILE 33-48744 JUN. 19) (BR. 4 NEW ISSUE)
- S-1 RES CARE INC /KY/, 1300 EMBASSY SQUARE, LOUISVILLE, KY 40299 (502) 491-3464 1,610,000 (\$16,905,000) COMMON STOCK. UNDERWRITER: BRADFORD J C & CO, HILLIARD JJB LYONS WL INC. (FILE 33-48749 JUN. 19) (BR. 5 NEW ISSUE)
- S-8 NORTH AMERICAN VACCINE INC, 10900 HAMON ST, MONTREAL QUEBEC CANADA H3M 3A2, A8 20705 (514) 956-5855 350,000 (\$3,762,500) FOREIGN COMMON STOCK. (FILE 33-48752 JUN. 19) (BR. 4)
- S-8 NORTH AMERICAN VACCINE INC, 10900 HAMON ST, MONTREAL QUEBEC CANADA H3M 3A2, A8 20705 (514) 956-5855 1,650,000 (\$17,737,500) FOREIGN COMMON STOCK. (FILE 33-48753 JUN. 19) (BR. 4)
- S-1 PACO PHARMACEUTICAL SERVICES INC, 1200 PACO WAY, LAKEWOOD, NJ 08701 (201) 367-9000 4,025,000 (\$48,300,000) COMMON STOCK. UNDERWRITER: PAINEWEBBER INC, SHEARSON LEHMAN BROTHERS INC, WERTHEIM SCHRODER & CO INC. (FILE 33-48754 JUN. 19) (BR. 6)
- S-1 HILLHAVEN CORP, 1148 BROADWAY PLZ, TACOMA, WA 98402 (206) 572-4901 74,750,000 (\$74,750,000) CONVERTIBLE DEBENTURES AND NOTES. UNDERWRITER: DAIN BOSWORTH INC, DONALDSON LUFKIN & JENRETTE SECURITIES C, MERRILL LYNCH & CO. (FILE 33-48755 JUN. 19) (BR. 6)
- S-2 PENNSYLVANIA GAS & WATER CO, 39 PUBLIC SQ, WILKES BARRE CTR, WILKES-BARRE, PA 18711 (717) 829-8843 1,000,000 (\$25,000,000) PREFERRED STOCK. (FILE 33-48757 JUN. 22) (BR. 7)

# 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)/	CUSIP/ PRIOR%	
JMB INCOME PPTYS LTD IV LIQUIDITY FUNDS ET AL	LTD	PRTN INT 13D	5/31/92	11.3	46621398 12.0	UPDATE
LDB CORP	COM	PAR \$5		1,181	50182320	}
BRINKMAN LLOYD DONALD	0011	13D	6/19/92	64.0	63.6	
LIVE ENTERTAINMENT INC	COM			6,141	53803210	)
CANAL+ S A ET AL		13D	6/12/92	50.8	52.9	UPDATE
MANAGEMENT TECHNOLOGIES INC	COM			1,126	56170410	)
MANAGEMENT TECHS STOCK TR		130	6/10/92	10.9		NEW
METRO BANCSHARES INC	COM			139	59199510	)
HEROLD DAVID G ET AL		130	5/22/92	6.2	5.1	UPDATE
MINVEN GOLD CORP	COM			12,321	60499410	)
VENTURESTRIDENT II	0011	130	6/10/92	33.1		NEW
NICOLET INSTR CORP	COM	i		659	65406110	1
THERMO ELECTRON	001	13D	6/19/92	8.3	8.0	UPDATE
NONA MORELLIS II INC	COM			308	65536820	)
A Z EQUIPMENT CO INC	•	13D	5/13/92	8.2		NEW
NYCOM INFORMATION SVCS INC	COM	NEW		2,400	67066120	)
FRIEDLI INVESTMENT SVCS L		13D	3/27/92	11.6	0.0	
PACER TECHNOLOGY	COM			690	69390510	)
GASKIN E REED		130	5/ 8/92	6.3	7.5	UPDATE
PARK OHIO INDS INC OHIO	COM			243	70067710	)
OSBORNE RICHARD M		13D	6/18/92	4.3	5.0	UPDATE
PIONEER FED BANCORP INC	COM			252	72367010	)
CLARK HENRY BENJAMIN JR		13D	6/12/92	9.8	8.6	UPDATE
QUANTUM CORP	COM			5,108	74790610	)
FIDELITY INTL LTD		130	6/ 9/92	12.2	13.7	UPDATE
REVCO D S INC NEW	COM			6,808	76133910	<b>;</b>
ZELL/CHILMARK FUND LP		130	6/18/92	19.5	18.4	UPDATE
REXON INC	COM			1,878	76190110	1
HAMBRECHT & QUIST GROUP		13D	1/ 1/92	21.2		UPDATE
STERLING BANCORP	COM			706	85915810	1
NEWMAN LAWRENCE		13D	6/11/92	11.2		NEW

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT DATE		CUSIP/ PRIOR%	
TESCORP INC KRASOVEC FRANK P	COM	13D	6/12/92		88158410 0.0	
THERATECH INC STATE OF WISCONSIN INVEST	COM BD	130	6/ 1/92		88338310 5.8	UPDATE
TRIMBLE NAV LTD STATE OF WISCONSIN INVEST	COM BD	13D	6/ 3/92		89623910 5.4	UPDATE
VALLEY SYS INC ROLLINS INVESTMENT FD ET	COM AL	13D	12/16/91		9201 <b>3</b> 510 20.8	RVSION
WESTERN GAS RES INC BROWN BROS HARRIMAN & CO	СОМ	13D	6/10/92	•	95825910 8.2	UPDATE
ACQUA GROUP INC ARCHER VIRGIL LEE	СОМ	13D	6/15/92	880 18.8	00492610 12.8	
ARCTIC ALASKA FISHERIES CORP MILLER FRANCIS L ET AL	COM	130	6/15/92	•	03966810 44.6	UPDATE
ARIMATHAEA RES INC MCALPINE CHARLES LOCKHART	COM	13D	4/ 8/92		04099410 12.2	UPDATE
BIO REFERENCE LABS INC MENCZ ANDRE	COM	13D	6/19/92	350 5.8	09199250 0.0	
CAMBREX CORP SOCHET IRA	COM	13D	6/16/92	363 7.7		UPDATE
DANIELSON HLDG CORP JUNKYARD PARTNERS LP ET A	COM L	130	6/18/92		23627410 12.0	UPDATE
HEALTHCARE INTL INC GREENERY REHAB GRP ET AL	CL A	130	6/ 9/92		42192010 15.3	
INSIGNIA FINANCIAL GROUP FARKAS ANDREW L	COM CL		6/ 2/92		45795610 0.0	RVSION
INSIGNIA FINANCIAL GROUP METROPOLITAN ACQU PRT IV I		A 13D	6/ 2/92	7,500 43.1	45795610 43.1	
INSIGNIA FINANCIAL GROUP METROPOLITAN ACQU PRT V E		A 13D	6/ 2/92	3,598 20.7	45795610 54.7	UPDATE
INTERNEURON PHARMACEUTICALS DAVIS J MORTON	COM	13D	5/21/92	· · · · · · · · · · · · · · · · · · ·	46057310 67.6	UPDATE
NDE ENVIRONMENTAL CORP GRUBER JON D ET AL	COM	13D	3/ 6/92	-	62888210 0.0	
NEOGEN CORP HERBERT JAMES L	CON	130	6/15/92	211 5.3	64049110 0.0	NEW

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	
PINELANDS INC	COM			2,514	72308910	)
GAMCO INVESTORS INC ET AL		130	6/19/92	14.6	13.6	UPDATE
TEREX CORP NEW	СОМ			593	88077910	)
FIDELITY INTL LTD		13D	6/21/92	6.0	10.2	UPDATE
TOSCO CORP	COM NEI	u		6.547	89149030	)
ARGUS ENERGY ET AL		130	6/22/92	21.9		UPDATE
VAN DORN CO	СОМ			353	92103310	ì
SPEAR LEEDS & KELLOGG ET		130	6/25/92			NEW
WEDGSTONE FINCL	SH BEN	INT		1.614	94890010	)
PINTO JAMES J ET AL	J., J.	13D		23.8		NEW
WORLDCORP INC	COM			2 036	98190410	<b>)</b>
ANDREWS T COLEMAN III		13D	5/26/92	•	14.9	
ZENITH LABS INC	COM NEV	J		512	98936520	1
FIDELITY INTL LTD	CON NE	13D	6/17/92			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.

	STATE	8K ITI	EM NO			
NAME OF ISSUER	CODE	123	4 5	678	DATE	COMMENT
AAON INC	NV		X		04/22/92	
ADM TRONICS UNLIMITED INC/DE	DE	X	X	X	06/09/92	
ALTA ENERGY CORP	TX	X		X	06/11/92	
ASPEN EXPLORATION CORP	DE		X	X	06/17/92	