

sec news digest

Issue 91-224

November 20, 1991

COMMISSION ANNOUNCEMENTS

CHAIRMAN BREEDEN TO TESTIFY

Chairman Breeden will testify on Thursday, November 21, at 9:00 a.m. before the Subcommittee on Telecommunications and Finance. The hearing will be held in Room 2322 of the Rayburn House Office Building. The subject matter will be the Securities Investors Legal Rights Act of 1991, H.R. 3185.

SEC WILL REPROPOSE PROXY INITIATIVES

Chairman Richard C. Breeden announced today that the Commission will revise its proxy proposals and seek further public comment prior to going forward with final action on the initiatives. (Press Rel. 91-68)

ADMINISTRATIVE PROCEEDINGS

INITIAL DECISION CENSURES KINGSLEY, JENNISON FIRM AND RICHARD KINGSLEY

Administrative Law Judge Max O. Regensteiner has issued an initial decision censuring Kingsley, Jennison, McNulty & Morse, a San Francisco investment advisory firm, and Richard Kingsley, Chairman and former President of the firm, for violations of the Investment Advisers Act. In 1985 the firm obtained certain services in return for so-called "soft dollars," i.e. payments derived from brokerage commissions paid in connection with securities transactions entered into by the firm for its clients' accounts. According to the decision, the services obtained did not fall within the "safe harbor" for research services under Section 28(e) of the Securities Exchange Act, and the services and soft dollar arrangements and resulting conflicts of interest were not properly disclosed to the firm's clients or to the Commission. The decision is subject to Commission review on petition of a party or on the Commission's own initiative. (Initial Decision Rel. No. 24)

CIVIL PROCEEDINGS

CIVIL ACTION AGAINST CAPT. CRAB, INC., ET AL.

On November 5, the U.S. District Court for the Southern District of Florida entered a final judgment against Joseph A. Lugo, a former registered representative, permanently enjoining him from violating Sections 5 and 17(a) of the Securities Act

and Section 10 of the Exchange Act and Rules 10b-5 and 10b-6 thereunder. The Commission's suit had alleged that Lugo and others manipulated the market for the securities of Capt. Crab Take-Away, Inc. and made untrue statements and omissions of material facts in the purchase and sale of such securities. The Commission also alleged that Lugo and others sold such securities without a registration statement in effect and purchased securities while participating in a distribution. Lugo consented to the judgment without admitting or denying the Commission's allegations. Previously, Lugo was enjoined in the District of Kansas by default from violating Sections 5(a), 5(c) and 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Lugo was also previously permanently barred by the Commission from association with a broker-dealer or other registered entity. [SEC v. Capt. Crab, Inc., et al., USDC, SD Fla., CA 87-0100-ATKINS] (LR-13093)

HOLDING COMPANY ACT RELEASES

NORTHEAST UTILITIES

An order has been issued authorizing Northeast Utilities (NU), a registered holding company, to issue and sell from time to time through December 31, 1992 up to 11 million 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 \$220 million. (Rel. 35-25411)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING PRIVILEGES GRANTED

An order has been issued granting the application of the Pacific Stock Exchange for unlisted trading privileges in ten issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. (Rel. 34-29923)

DELISTINGS GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Builders Design, Inc., Common Stock, \$.01 Par Value. (Rel. 34-29924)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration PAN AM CORPORATION, Common Stock, \$.25 Par Value, and Warrants, expiring May 1, 1993; and PAN AMERICAN WORLD AIRWAYS, INC. (subsidiary), 11 1/2% Secured Equipment Certificates, due May 15, 1994, Series B, 13 1/2% Senior Debentures, due May 1, 2003, 15% Senior Debentures, due April 15, 2004, and 9% Convertible Senior Subordinated Debentures, due September 1, 2010. (Rel. 34-29956)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration On-Line Software International, Inc., Common Stock, \$.01 Par Value. (Rel. 34-29957)

UNLISTED TRADING PRIVILEGES SOUGHT

Notices have been issued giving interested persons until December 3 to comment on the applications of two exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Pacific Stock Exchange - 1 issue (Rel. 34-29925); and Midwest Stock Exchange - 3 issues (Rel. 34-29926).

SELF-REGULATORY ORGANIZATIONS

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission has granted accelerated approval to a proposed rule change (SR-MSE-91-15) filed by the Midwest Stock Exchange. The proposed rule change would extend its pilot program whereby the guaranteed execution price of small agency market orders received over the Midwest Automated Execution System (MAX) will be improved from the consolidated best bid or offer according to predefined criteria (SuperMAX) until May 14, 1992. Publication of the proposal is expected in the Federal Register during the week of November 18. (Rel. 34-29949)

PROPOSED RULE CHANGES

The Pacific Stock Exchange filed a proposed rule change (SR-PSE-91-25) pursuant to Rule 19b-4 to list and trade index warrants based on the Europe-Australia-Far East Index, a broad-based stock market index based on 1,068 stocks located in Australia, Japan and 16 other countries throughout Europe and the Far East. Publication of the notice is expected in the Federal Register during the week of November 18. (Rel. 34-29950)

The Pacific Stock Exchange filed a proposed rule change (SR-PSE-91-26) pursuant to Rule 19b-4 to list and trade index warrants based on the FT-SE Eurotrack 100 Index, a broad-based stock market index based on 100 stocks from 11 non-British European countries. Publication of the proposal is expected in the Federal Register during the week of November 18. (Rel. 34-29951)

The Depository Trust Company filed a proposed rule change (SR-DTC-91-16) under Rule 19b-4 relating to DTC's proposed Deposit and Withdrawal at Custodian service. Publication of the proposal is expected in the Federal Register during the week of November 18. (Rel. 34-29952)

The New York Stock Exchange filed a proposed rule change (SR-NYSE-91-38) under Rule 19b-4 to add NYSE Rule 704, 705, 780.10(b), 80A(c) and (d), and 116.30 to the List of Exchange Rule Violations and Fines under Rule 476A. The NYSE also proposed to amend its minor rule violation enforcement and reporting plan to include the above-named rules. Publication of the proposal is expected in the Federal Register during the week of November 18. (Rel. 34-29955)

The Midwest Stock Exchange filed a proposed rule change (SR-MSE-91-10) pursuant to Rule 19b-4 to amend MSE Article XX, Rule 37 to establish a pilot program for stopped orders in minimum variation markets. Publication of the proposal is expected in the Federal Register during the week of November 18. (Rel. 34-29958)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the Pacific Stock Exchange (SR-PSE-91-37) to adopt registration fees for Registered Representatives and Registered Options Principals has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. A \$10.00 fee is to be implemented for each new application or transfer of registration, as well as to maintain an existing registration. Publication of the proposal is expected in the Federal Register during the week of November 18. (Rel. 34-29954)

SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

INTERPRETATION OF NEW RULES UNDER SECTION 16 OF THE EXCHANGE ACT

The Division of Corporation Finance has announced the publication of significant staff correspondence interpreting the new Section 16 rules. Copies of the letter may be obtained by writing to, or by making a request in person at, the Public Reference Room, Securities and Exchange Commission, 450 5th Street, N.W., Room 1024, Washington, D.C. 20549. Each request must state the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

<u>Letter</u>	<u>Availability Date</u>	<u>Subject</u>
Teradata Corporation	November 20, 1991	Rules 16b-3(c)(2)(i) and 16b-3(c)(2)(ii)

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.

REGISTRATIONS

- S-8 RICHFOOD HOLDINGS INC, 2000 RICHFOOD RD, P O BOX 26967, RICHMOND, VA 23261
(804) 746-6000 - 450,000 (\$5,935,500) COMMON STOCK. (FILE 33-43652 - NOV. 08) (BR. 3)
- S-3 INTEGRA FINANCIAL CORP, FOUR PPG PLACE, PITTSBURGH, PA 15222 (412) 644-7669 -
200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-43653 - NOV. 08) (BR. 2)
- S-3 MONTANA POWER CO /MT/, 40 E BROADWAY, BUTTE, MT 59701 (406) 723-5421 - 210,000,000
(\$210,000,000) MORTGAGE BONDS. (FILE 33-43655 - NOV. 08) (BR. 8)
- S-1 SYQUEST TECHNOLOGY INC, 47071 BAYSIDE PKWY, FREMONT, CA 94538 (510) 226-4000 -
800,000 (\$8,000,000) COMMON STOCK. 1,845,000 (\$18,450,000) COMMON STOCK. UNDERWRITER:
LEHMAN BROTHERS, NEEDHAM & CO INC, ROBERTSON STEPHENS & CO. (FILE 33-43656 - NOV. 08)
(BR. 9 - NEW ISSUE)
- S-8 MINE SAFETY APPLIANCES CO, P O BOX 426, PITTSBURGH, PA 15238 (412) 967-3000 - 1,200
(\$66,000) COMMON STOCK. 48,800 (\$2,293,600) COMMON STOCK. (FILE 33-43696 - NOV. 08)
(BR. 8)
- S-8 GENERAL MOTORS CORP, 3044 W GRAND BLVD, DETROIT, MI 48202 (313) 556-5000 - 200,000
(\$6,700,000) COMMON STOCK. (FILE 33-43746 - NOV. 08) (BR. 13)
- S-8 GENERAL MOTORS CORP, 3044 W GRAND BLVD, DETROIT, MI 48202 (313) 556-5000 - 200,000
(\$6,700,000) COMMON STOCK. 100,000 (\$5,550,000) COMMON STOCK. 100,000 (\$1,587,500)
COMMON STOCK. (FILE 33-43747 - NOV. 08) (BR. 13)
- S-1 EMBASSY SUITES INC, 222 LAS COLINAS BLVD STE 1700, XEROX CENTRE, IRVING, TX 75039
(214) 556-1133 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-43748 - NOV. 08)
(BR. 13)
- S-4 STORAGE EQUITIES INC, 600 N BRAND BLVD, GLENDALE, CA 91203 (818) 244-8080 -
2,871,000 (\$52,625,430) COMMON STOCK. 2,216,887 (\$38,041,781) COMMON STOCK.
1,091,946 (\$20,736,055) COMMON STOCK. (FILE 33-43750 - NOV. 12) (BR. 6)
- S-4 HEALTH PROFESSIONALS INC /DE, 125 EAST BETHPAGE RD, PLAINVIEW, NY 11803
(516) 694-8700 - 1,191,508 (\$22,042,898) COMMON STOCK. (FILE 33-43751 - NOV. 12)
(BR. 6)
- N-1A AMERICAN EXPRESS FMA TRUST, TWO WORLD TRADE CENTER, NEW YORK, NY 10048
(212) 464-8068 - INDEFINITE SHARES. UNDERWRITER: SHEARSON LEHMAN BROTHERS INC. (FILE
33-43753 - NOV. 12) (BR. 18 - NEW ISSUE)
- S-18 BNB BANCORP, 333 N GLENOAKS BLVD, BURBANK, CA 91502 (818) 842-9191 - 535,000
(\$1,498,000) COMMON STOCK. 535,000 (\$1,605,000) COMMON STOCK. (FILE 33-43754 -
NOV. 12) (BR. 1)
- S-8 LAC MINERALS LTD, ROYAL BANK PLZ - 21ST FL - N TOWER, P O BOX 156,
TORONTO ONTARIO CANADA M5J 2J4, A6 (416) 865-0722 - 387,624 (\$5,667,062.80)
FOREIGN COMMON STOCK. (FILE 33-43755 - NOV. 12) (BR. 2)
- S-3 ENERGY SERVICE COMPANY INC, 2700 FOUNTAIN PL, 1445 ROSS AVE, DALLAS, TX 75202
(214) 922-1500 - 13,509,726 (\$26,175,094) COMMON STOCK. (FILE 33-43756 - NOV. 12)
(BR. 3)
- N-1A FIDELITY UNION STREET TRUST II, 1201 NORTH MARKET STREET PO BOX 1347, WILMINGTON, DE
19895 - INDEFINITE SHARES. (FILE 33-43757 - NOV. 12) (BR. 17 - NEW ISSUE)
- N-1A FIDELITY COURT STREET TRUST II, 1201 NORTH MARKET ST PO BOX 1347, WILMINGTON, DE
19895 (617) 570-7000 - INDEFINITE SHARES. (FILE 33-43758 - NOV. 12) (BR. 17
- NEW ISSUE)
- S-1 CHIPCOM CORP, SOUTHBOROUGH OFFICE PARK, 118 TURNPIKE ROAD, SOUTHBOROUGH, MA 01772
(508) 460-8900 - 181,000 (\$3,371,125) COMMON STOCK. 832,150 (\$15,498,794)
COMMON STOCK. (FILE 33-43759 - NOV. 12) (BR. 10)

REGISTRATIONS CONTINUED

- S-1 ACCLAIM ENTERTAINMENT INC, 71 AUDREY AVE, OYSTER BAY, NY 11771 (516) 922-2400 - 4,600,000 (\$21,706,250) COMMON STOCK. (FILE 33-43826 - NOV. 07) (BR. 10)
- S-18 HARMONY PRODUCTS INC, 2121 OLD GREENBRIER RD, CHESAPEAKE, VA 23320 (804) 523-2849 - 600,000 (\$3,900,000) COMMON STOCK. (FILE 33-43827 - NOV. 07) (BR. 1 - NEW ISSUE)
- S-1 ALL COPY CORP, 5515 SE MILWAUKIE AVE, PORTLAND, OR 97202 (503) 231-0230 - 601,675 (\$5,114,238) COMMON STOCK. 1,782,500 (\$15,151,250) COMMON STOCK. UNDERWRITER: MONTGOMERY SECURITIES, PIPER JAFFRAY & HOPWOOD INC. (FILE 33-43829 - NOV. 08) (BR. 10 - NEW ISSUE)
- S-3 SEAGULL ENERGY CORP, 1001 FANNIN - STE 1700, HOUSTON, TX 77002 (713) 951-4700 - 2,300,000 (\$70,006,250) COMMON STOCK. (FILE 33-43830 - NOV. 08) (BR. 7)
- S-6 INSURED MUN INCOME TR & INV QUA TAX EX TR MUL SER 165, ONE PARKVIEW PLAZA, OAKBROOK TERRANCE, IL 60181 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. (FILE 33-43831 - NOV. 01) (BR. 18 - NEW ISSUE)
- S-3 LIMITED INC, TWO LIMITED PKWY, P O BOX 16000, COLUMBUS, OH 43216 (614) 479-7000 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 33-43832 - NOV. 08) (BR. 2)
- S-4 MESA INC, 2600 TRAMMELL CROW CENTER, 2001 ROSS AVE, DALLAS, TX 75201 (214) 969-2200 - 1,748,649 (\$14,426,354) COMMON STOCK. 38,826,330 (\$320,317,223) COMMON STOCK. (FILE 33-43833 - NOV. 08) (BR. 4)
- S-1 PERRIGO CO, 117 WATER ST, ALLEGAN, MI 49010 (616) 673-8451 - 986,981 (\$15,791,696) COMMON STOCK. 8,213,019 (\$131,408,304) COMMON STOCK. UNDERWRITER: MORGAN STANLEY & CO INC, MORGAN J P SECURITIES INC. (FILE 33-43834 - NOV. 08) (BR. 4)
- S-4 MAXCO INC, 1118 CENTENNIAL WAY, LANSING, MI 48917 (517) 321-3130 - 50,000 (\$2,500,000) PREFERRED STOCK. (FILE 33-43835 - NOV. 08) (BR. 9)
- S-8 ATLANTIC RICHFIELD CO /DE/, 515 S FLOWER ST, LOS ANGELES, CA 90071 (213) 486-3511 - 40,000 (\$4,760,000) COMMON STOCK. (FILE 33-43836 - NOV. 08) (BR. 12)
- S-11 RYLAND MORTGAGE SECURITIES CORP /VA/, 10221 WINCOPIN CIRCLE, P O BOX 1110, COLUMBIA, MD 21044 (301) 964-8260 - 1,000,000,000 (\$1,000,000,000) MORTGAGE BONDS. (FILE 33-43837 - NOV. 08) (BR. 11)
- S-2 UNIMED INC, 35 COLUMBIA RD, BRANCHBURG TOWNSHIP, SOMERVILLE, NJ 08876 (908) 526-6894 - 497,332 (\$2,191,095.59) COMMON STOCK. (FILE 33-43838 - NOV. 08) (BR. 2)
- S-3 GOLDEN WEST FINANCIAL CORP /DE/, 1901 HARRISON ST, OAKLAND, CA 94612 (415) 446-3420 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-43848 - NOV. 08) (BR. 2)
- S-8 SYBASE INC, 6475 CHRISTIE AVE, EMERYVILLE, CA 94608 (415) 596-3500 - 3,703,045 (\$25,698,115.28) COMMON STOCK. (FILE 33-43849 - NOV. 08) (BR. 9)
- S-8 NATIONAL EDUCATION CORP, 18400 VON KARMAN AVE, IRVINE, CA 92715 (714) 474-9400 - 400,000 (\$3,650,000) COMMON STOCK. (FILE 33-43850 - NOV. 08) (BR. 5)
- S-1 TERRANO CORP, 245 S 84TH ST, LINCOLN, NE 68510 (402) 483-7831 - 1,050,000 (\$3,543,750) COMMON STOCK. 450,000 (\$1,518,750) COMMON STOCK. \$50 WARRANTS, OPTIONS OR RIGHTS. 35,000 (\$151,200) COMMON STOCK. (FILE 33-43851 - NOV. 08) (BR. 9)
- S-1 WEST JERSEY BANCSHARES INC, 165 PASSAIC AVE, FAIRFIELD, NJ 07004 (201) 808-0007 - 1,750,000 (\$8,750,000) COMMON STOCK. 1,750,000 (\$12,250,000) COMMON STOCK. 329,041 (\$1,645,205) COMMON STOCK. (FILE 33-43852 - NOV. 08) (BR. 1)
- S-3 CONCORD CAMERA CORP, 35 MILEED WAY, AVENEL, NJ 07001 (201) 499-8280 - 1,061,074 (\$8,289,640.63) COMMON STOCK. (FILE 33-43853 - NOV. 08) (BR. 12)

REGISTRATIONS CONTINUED

- S-8 BOEING CO, 7755 E MARGINAL WAY SOUTH, SEATTLE, WA 98108 (206) 655-2121 - 10,257,984 (\$506,487,960) COMMON STOCK. (FILE 33-43854 - NOV. 08) (BR. 12)
- S-8 AVNET INC, 80 CUTTER MILL RD, GREAT NECK, NY 11021 (516) 466-7000 - 1,000,000 (\$25,680,000) COMMON STOCK. (FILE 33-43855 - NOV. 08) (BR. 3)
- S-3 MAGNETEK INC, 11150 SANTA MONICA BLVD 15TH FL, LOS ANGELES, CA 90025 (213) 473-6681 - 143,750,000 (\$143,750,000) STRAIGHT BONDS. (FILE 33-43856 - NOV. 08) (BR. 7)
- S-8 LAM RESEARCH CORP, 4650 CUSHING PKWY, FREMONT, CA 94538 (415) 659-0200 - 850,000 (\$10,731,250) COMMON STOCK. (FILE 33-43857 - NOV. 08) (BR. 10)
- S-2 FIRST REPUBLIC BANCORP INC, 388 MARKET ST, SAN FRANCISCO, CA 94111 (415) 392-1400 - 298,068 (\$3,988,150) COMMON STOCK. 851,932 (\$11,398,850) COMMON STOCK. (FILE 33-43858 - NOV. 08) (BR. 2)
- S-1 PLAINS RESOURCES INC, 1600 SMITH ST STE 1500, HOUSTON, TX 77002 (713) 654-1414 - 590,000 (\$15,192,500) COMMON STOCK. 1,135,000 (\$29,226,250) COMMON STOCK. (FILE 33-43859 - NOV. 08) (BR. 3)
- S-8 NEORX CORP, 410 W HARRISON ST, SEATTLE, WA 98119 (206) 281-7001 - 2,080,000 (\$6,825,000) COMMON STOCK. (FILE 33-43860 - NOV. 08) (BR. 8)
- S-8 PIEDMONT MINING CO INC, 4215 STUART ANDREW BLVD, CHARLOTTE, NC 28217 (704) 523-6866 - 180,000 (\$180,000) COMMON STOCK. (FILE 33-43861 - NOV. 08) (BR. 2)
- S-3 BANKAMERICA CORP, BANK OF AMERICA CTR, 555 CALIFORNIA ST, SAN FRANCISCO, CA 94104 (415) 622-2091 - 3,000,000,000 STRAIGHT BONDS. \$3,000,000,000 STRAIGHT BONDS. PREFERRED STOCK. \$1,000,000 WARRANTS, OPTIONS OR RIGHTS. (FILE 33-43862 - NOV. 12) (BR. 1)
- S-3 HARKEN ENERGY CORP, 2505 NORTH HWY 360, STE 800, GRAND PRAIRIE, TX 75050 (817) 695-4900 - 14,171,451 (\$81,485,843.25) COMMON STOCK. (FILE 33-43864 - NOV. 12) (BR. 3)
- S-2 ELECTROMEDICS INC, 7337 S REVERE PKWY, ENGLEWOOD, CO 80155 (303) 790-8700 - 2,300,000 (\$17,250,000) COMMON STOCK. (FILE 33-43865 - NOV. 08) (BR. 8)
- S-3 BELMAC CORP /FL/, ONE URBAN CENTRE STE 548, 4830 W KENNEDY BLVD, TAMPA, FL 33609 (813) 286-4401 - 12,500 (\$185,938) COMMON STOCK. (FILE 33-43866 - NOV. 08) (BR. 4)
- N-2 NEW KOREA FUND INC, ONE WORLD TRADE CENTER, C/O TONG YANG SECURITIES CO LTD, NEW YORK, NY 10048 (212) 432-9500 - 5,000,000 (\$60,000,000) COMMON STOCK. (FILE 33-43867 - NOV. 08) (BR. 16 - NEW ISSUE)
- S-3 BELMAC CORP /FL/, ONE URBAN CENTRE STE 548, 4830 W KENNEDY BLVD, TAMPA, FL 33609 (813) 286-4401 - 1,591,061 (\$23,667,032) COMMON STOCK. (FILE 33-43868 - NOV. 08) (BR. 4)
- S-2 OVERSEAS PARTNERS LTD, CRAIG APPIN HOUSE, WESLEY ST, HAMILTON 5 BERMUDA, DO (809) 295-5454 - 1,850,000 (\$9,990,000) FOREIGN COMMON STOCK. (FILE 33-43869 - NOV. 08) (BR. 9)
- S-1 NYLIFE SECURED ASSET MANAGEMENT CO LTD, 51 MADISON AVE RM 1700, NEW YORK, NY 10010 (212) 576-7300 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 33-43870 - NOV. 08) (BR. 5 - NEW ISSUE)
- S-1 TRIDENT NGL INC, 1400 WOODLOCH FOREST DR STE 300, WOODLANDS, TX 77380 (713) 367-7600 - 65,000,000 (\$65,000,000) STRAIGHT BONDS. (FILE 33-43871 - NOV. 12) (BR. 3 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-1 BARRIE RICHARD FRAGRANCES INC, 66 NEWTOWN LN, EAST HAMPTON, NY 11937 (516) 324-0950
 - 4,800,000 (\$1,950,000) COMMON STOCK. 1,600,000 WARRANTS, OPTIONS OR RIGHTS.
 1,600,000 (\$2,400,000) COMMON STOCK. 480,000 (\$201,600) COMMON STOCK. (FILE 33-43872
 - NOV. 12) (BR. 10)
- S-1 DIGICON INC, 3701 KIRBY DR, STE 112, HOUSTON, TX 77098 (713) 526-5611 - 7,762,500
 (\$35,901,562.50) COMMON STOCK. (FILE 33-43873 - NOV. 12) (BR. 4)
- S-1 VERTEX PHARMACEUTICALS INC / MA, 40 ALLSTON ST, CAMBRIDGE, MA 02139 (617) 576-3111
 - 2,300,000 (\$35,512,000) COMMON STOCK. PREFERRED STOCK. (FILE 33-43874 - NOV. 12)
 (BR. 4)
- S-4 BANC ONE CORP/OH/, 100 E BROAD ST, COLUMBUS, OH 43271 (614) 248-5944 - 5,813,236
 (\$186,314,213.80) COMMON STOCK. (FILE 33-43876 - NOV. 12) (BR. 2)
- S-1 COMMUNICATION INTELLIGENCE CORP, 275 SHORELINE DR, REDWOOD SHORES, CA 94065
 (415) 802-7888 - 2,015,000 (\$12,734,800) COMMON STOCK. (FILE 33-43879 - NOV. 12)
 (BR. 9)
- S-3 BAYLAKE CORP, 217 N FOURTH AVE, STURGEON BAY, WI 54235 (414) 743-5551 - 100,000
 (\$2,412,500) COMMON STOCK. (FILE 33-43880 - NOV. 12) (BR. 2)
- S-8 CAPITAL SOUTHWEST CORP, 12900 PRESTON RD STE 700, DALLAS, TX 75230 (214) 233-8242 -
 330,000 (\$7,425,000) COMMON STOCK. (FILE 33-43881 - NOV. 12) (BR. 16)
- S-8 TOP SOURCE INC, 2000 PGA BLVD STE 2202, PALM BEACH GARDEN, FL 33408 (407) 775-5756
 - 3,000,000 (\$7,890,000) COMMON STOCK. (FILE 33-43882 - NOV. 13) (BR. 12)
- S-4 PS GROUP INC, 4370 LA JOLLA VILLAGE DR STE 1050, SAN DIEGO, CA 92122 (619) 546-5001
 - 480,115 (\$7,273,742.25) COMMON STOCK. (FILE 33-43891 - NOV. 12) (BR. 4)
- S-8 HAWAIIAN ELECTRIC INDUSTRIES INC, 900 RICHARDS ST, HONOLULU, HI 96813 (808) 543-7750
 - 250,000 (\$9,218,750) COMMON STOCK. (FILE 33-43892 - NOV. 12) (BR. 7)
- S-8 ALLIED CLINICAL LABORATORIES INC, 2515 PARK PLAZA, NASHVILLE, TN 37203
 (615) 320-2283 - 150,000 (\$3,410,625) COMMON STOCK. (FILE 33-43893 - NOV. 12) (BR. 6)
- S-8 JAMES RIVER CORP OF VIRGINIA, 120 TREDEGAR ST, RICHMOND, VA 23219 (804) 644-5411 -
 150,000 (\$3,253,500) COMMON STOCK. PREFERRED STOCK. (FILE 33-43894 - NOV. 08)
 (BR. 8)
- F-6 EVN ENERGIE VERSONRGUNG NIEDEROSTERREICH AKTIENGESELLSHAFT, 111 WALL STREET,
 NEW YORK, NY 10043 (212) 657-7531 - 10,000,000 (\$500,000)
 DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-43895 - NOV. 12) (BR. 99 - NEW ISSUE)
- S-8 HEALTHDYNE INC, 1850 PKWY PL 12TH FL, MARIETTA, GA 30067 (404) 423-4500 - 500,000
 (\$11,062,500) COMMON STOCK. (FILE 33-43896 - NOV. 12) (BR. 6)
- S-6 MORTGAGE SECURITIES TRUST CMO SERIES 7, 245 PARK AVENUE, NEW YORK, NY 10167
 (212) 856-6858 - INDEFINITE SHARES. (FILE 33-43897 - NOV. 12) (BR. 16 - NEW ISSUE)
- S-8 WESTCORP /CA/, 23 PASTEUR RD, IRVINE, CA 92718 (714) 727-1000 - 3,000,000
 (\$32,580,000) COMMON STOCK. (FILE 33-43898 - NOV. 12) (BR. 2)
- S-1 GRANT TENSOR GEOPHYSICAL CORP, 10550 RICHMOND AVE STE 300, HOUSTON, TX 77042
 (713) 781-4000 - 1,600,000 (\$14,200,000) COMMON STOCK. (FILE 33-43899 - NOV. 12)
 (BR. 3)
- S-8 NEW ENGLAND BUSINESS SERVICE INC, 500 MAIN ST, GROTON, MA 01450 (508) 448-6111 -
 300,000 (\$5,175,000) COMMON STOCK. (FILE 33-43900 - NOV. 12) (BR. 12)

REGISTRATIONS CONTINUED

- S-8 TECHNOLOGY TRANSFER INC, 4225 EXECUTIVE SQ STE 370, LA JOLLA, CA 92037
(619) 729-3118 - 2,000,000 (\$375,000) COMMON STOCK. (FILE 33-43901 - NOV. 12) (BR. 12)
- S-8 GRAINGER W W INC, 5500 W HOWARD ST, SKOKIE, IL 60077 (708) 982-9000 - 4,028,414
(\$181,530,405.88) COMMON STOCK. (FILE 33-43902 - NOV. 12) (BR. 7)
- S-3 CIRCON CORP, 460 WARD DR, SANTA BARBARA, CA 93111 (805) 967-0404 (FILE 33-43904 -
NOV. 13) (BR. 8)
- S-3 ALABAMA POWER CO, 600 N 18TH ST, P O BOX 2641, BIRMINGHAM, AL 35291 (205) 250-1000
- 250,000,000 (\$250,000,000) MORTGAGE BONDS. 4,000,000 (\$100,000,000) PREFERRED STOCK.
(FILE 33-43917 - NOV. 12) (BR. 13)
- S-8 DUPONT E I DE NEMOURS & CO, 1007 MARKET ST, WILMINGTON, DE 19898 (302) 774-1000 -
13,000,000 (\$497,250,000) COMMON STOCK. (FILE 33-43918 - NOV. 12) (BR. 13)
- S-1 FPA CORP /DE/, 2507 PHILMONT AVE, HUNTINGDON VALLEY, PA 19006 (215) 947-8900 -
1,531,263 COMMON STOCK. 200,000 (\$100,000) COMMON STOCK. 1,944,704 (\$1,750,233.60)
COMMON STOCK. (FILE 33-43943 - NOV. 12) (BR. 9)
- S-8 IRELAND, 515 MADISON AVE, NEW YORK, NY 10022 (000) 000-0000 - 1,000,000,000
(\$1,000,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-43945 - NOV. 12)
(BR. 9)
- F-3 BRITISH TELECOMMUNICATIONS PLC, PARLIAMENT ST,
LORDS COMM'S OF HER MAJESTYS TREASURY, LONDON SW1P 3AG ENGLAND, XO (212) 297-2715 -
250,000,000 (\$1,615,000,000) FOREIGN COMMON STOCK. (FILE 33-43947 - NOV. 13) (BR. 7)
- S-8 SHOPKO STORES INC, 700 PILGRIM WAY, GREEN BAY, WI 54304 (414) 497-2211 - 2,400,000
(\$33,000,000) COMMON STOCK. (FILE 33-43952 - NOV. 12) (BR. 1)
- S-3 RECOGNITION EQUIPMENT INC, 2701 E GRAUWYLER RD, IRVING, TX 75061 (214) 579-6000 -
1,725,625 (\$13,050,039.06) COMMON STOCK. (FILE 33-43953 - NOV. 12) (BR. 10)
- S-2 TUESDAY MORNING CORP/DE, 14621 INWOOD RD, DALLAS, TX 75244 (214) 387-3562 - 400,000
(\$5,700,000) COMMON STOCK. 1,555,000 (\$22,158,750) COMMON STOCK. (FILE 33-43954 -
NOV. 13) (BR. 1)
- S-8 INSTRON CORP, 100 ROYALL ST, CANTON, MA 02021 (617) 828-2500 - 15,000 (\$155,625)
COMMON STOCK. 25,000 (\$200,000) COMMON STOCK. 10,971 (\$109,710) COMMON STOCK.
31,578 (\$299,991) COMMON STOCK. 267,451 (\$2,667,322.65) COMMON STOCK. (FILE 33-43955
- NOV. 12) (BR. 8)
- S-3 CONSECO INC, 11825 N PENNSYLVANIA ST, CARMEL, IN 46032 (317) 573-6100 - 2,300,000
(\$136,418,750) COMMON STOCK. (FILE 33-43956 - NOV. 13) (BR. 9)
- S-3 IOWA POWER INC, 666 GRAND AVE, DES MOINES, IA 50303 (515) 281-2900 - 125,000,000
(\$125,000,000) MORTGAGE BONDS. (FILE 33-43957 - NOV. 13) (BR. 8)
- S-3 MIDWEST RESOURCES INC, 666 GRAND AVE, P O BOX 9244, DES MOINES, IA 50306
(515) 242-4300 - 33,750,000 (\$74,531,250) COMMON STOCK. (FILE 33-43958 - NOV. 13)
(BR. 8)
- S-8 PENNSYLVANIA ENTERPRISES INC, 39 PUBLIC SQ, WILKES BARRE CENTER, WILKES BARRE, PA
18711 (717) 829-8843 - 200,000 (\$4,575,000) COMMON STOCK. (FILE 33-43962 - NOV. 08)
(BR. 7)
- S-8 BARNWELL INDUSTRIES INC, 2828 PAA ST STE 2085, HONOLULU, HI 96819 (808) 836-0136 -
86,500 (\$1,318,250.49) COMMON STOCK. (FILE 33-43963 - NOV. 12) (BR. 4)
- S-1 SOFTWARE SERVICES OF AMERICA INC, JEFFERSON OFFICE PARK, 790 TURNPIKE ST,
NORTH ANDOVER, MA 01845 (508) 681-0802 - 2,270,000 (\$2,882,900) COMMON STOCK. (FILE
33-43964 - NOV. 13) (BR. 10)

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	CUSIP/ PRIOR%	FILING STATUS
AMERICAN BARRICK RES CORP HORSHAM CORP ET AL	COM 13D	11/14/91	28,734 21.1	02499010 22.5	UPDATE
BERLITZ INTL INC SHEARSON LEHMAN BROS INC	COM 13D	11/ 6/91	1,900 10.0	08490010 0.0	NEW
BIOENERGY INC SUZUKI INTERNATIONAL	COM 13D	11/ 8/91	5,909 39.1	09091710 39.1	UPDATE
BIO-ELECTRO SYS INC ALZA CORP	CL A 13D	11/11/91	3,246 100.0	09099710 100.0	UPDATE
CHILDRENS DISCOVERY CTRS AME PROSPECT GROUP INC ET AL	CL A 13D	10/17/91	493 28.5	16875720 26.2	UPDATE
CHRIS CRAFT INDS INC GAMCO INVESTORS INC ET AL	COM 13D	11/13/91	6,970 27.3	17052010 27.7	UPDATE
CLEARLY CDN BEVERAGE CORP BIL LTD	COM 13D	11/ 7/91	1,079 7.4	18490110 0.0	NEW
COLLECTIVE BANCORP INC TIGER ET AL	COM 13D	11/ 7/91	0 0.0	19390110 7.5	UPDATE
COLUMBUS ENERGY CORP FORD LARRY A	COM 13D	6/12/90	1,029 35.2	19906410 0.0	NEW
CURATIVE TECHNOLOGIES INC STATE OF WISCONSIN INVEST	COM BD 13D	10/17/91	605 6.4	23126410 7.5	UPDATE
CUSTOMEDIX CORP COHEN GORDON S	COM 13D	11/12/91	757 23.4	23203810 100.0	UPDATE
EVEREST & JENNINGS INTL JENNINGS SYBIL M ET AL	CLASS B 13D	10/10/91	10 0.1	29976710 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
EVEREST & JENNINGS INTL JENNINGS SYBIL M ET AL	CLASS A 13D	10/10/91	610 9.0	29976720 11.8	UPDATE
HENRY JACK & ASSOC INC HENRY JOHN W	COM 13D	8/29/91	1,275 36.1	42628110 18.2	UPDATE
HYTK INDS BECKSTEAD GORDON E	COM 13D	11/ 8/91	250 24.9	44918899 100.0	UPDATE
INVG MTG SECS CORP SCHNEIDER ELLIOT ET AL	COM WHEN ISSUED 13D	11/ 5/91	37 5.4	44977410 0.0	NEW
INTERNATIONAL BANKCARD SVCS IRANI SHARON	COM 13D	10/21/91	500 5.1	45909610 0.0	NEW
LSB INDS INC GOLSEN BARRY H	COM 13D	11/ 8/91	1,842 34.1	50216010 33.6	UPDATE
LSB INDS INC GOLSEN JACK E	COM 13D	11/ 8/91	3,653 67.7	50216010 66.0	UPDATE
LSB INDS INC GOLSEN PETROLEUM	COM 13D	11/ 8/91	1,590 29.4	50216010 28.4	UPDATE
LSB INDS INC GOLSEN STEVEN J	COM 13D	11/ 8/91	1,805 33.4	50216010 32.9	UPDATE
LSB INDS INC RAPPAPORT LINDA GOLSEN	COM 13D	11/ 8/91	1,671 31.0	50216010 29.9	UPDATE
LBM-US INC TRACO HLDGS INC ET AL	COM 13D	10/23/91	22,500 88.4	51536099 0.0	NEW
MAXXAM INC SIMMONS HAROLD C.ET AL	COM 13D	11/13/91	1,278 14.8	57791310 14.5	UPDATE
OPTICAL SPECIALTIES INC CAMBRIDGE INST CO PLC ET AL	COM 13D	11/18/91	0 0.0	68384910 N/A	UPDATE
PHLCORP INC PA LEUCADIA NATIONAL CORP ET AL	COM 13D	11/12/91	9,180 67.5	71879910 66.9	UPDATE
QUARTERDECK OFFICE SYS INC SEAFIRST VENTURE CAPITAL CORP	COM 13D	11/12/91	656 3.3	74771210 6.0	UPDATE
SAFEGUARD HEALTH ENTER INC EMERGING GROWTH PARTNERS ET AL	COM 13D	11/ 7/91	195 4.5	78644410 5.2	UPDATE
SANTA FE ENERGY PARTNERS L P DEPOSITARY UNIT SANTA FE ENERGY RES ET AL	COM 13D	11/ 1/91	58,175 96.4	80201010 93.4	UPDATE
STRUTHERS OIL GAS CORP INTERGROUP ET AL	COM 13D	11/ 6/91	355 7.9	86361510 0.0	NEW
TAYLOR DEVICES INC TAYCO DEVELOPMENTS INC	COM 13D	4/ 4/91	698 27.8	87716310 27.8	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ % OWNED	CUSIP/ PRIOR%	FILING STATUS
TELE COMMUNICATIONS INC LIBERTY MEDIA CORP	CL A 13D	10/24/91	2,988 0.8	87924010 0.8	RVSION
TELE COMMUNICATIONS INC LIBERTY MEDIA CORP	CL B 13D	10/24/91	2,738 4.9	87924020 6.3	RVSION
TESORO PETE CORP STONE JAMES H	COM 13D	11/ 7/91	751 5.3	88160910 7.4	UPDATE
THOMAS INDS INC GAMCO INVESTORS INC ET AL	COM 13D	11/13/91	1,161 11.6	88442510 12.7	UPDATE
TRITON ENERGY CORP SOROS GEORGE ET AL	COM 13D	11/ 7/91	1,342 4.2	89675010 8.1	UPDATE
UNITED FASHIONS INC CPO ASSOC L P ET AL	COM 13D	10/ 1/91	3,402 17.3	91024810 20.0	UPDATE