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U.S. SECURITIES AND
EXCHANGE COMMISSION

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COMMISSION ANNOUNCEMENTS

FOIA OFFICER'S DETERMINATION IN PART AFFIRMED, IN PART REVERSED

The General Counsel sent a letter to Sheldon Flateman affirming in part and reversing in part the FOIA Officer's determination to deny access to certain information in response to an FOIA request for information concerning USA Medical Corporation, Icarus Trading Ltd., and Pacific Trading. The General Counsel affirmed in part the FOIA Officer's assertion of Exemption 7(A), 5 U.S.C. 552(b)(7)(A), and reversed in part and granted access to certain information. (Rel. FOIA-151)

FOIA OFFICER'S DENIAL REMANDED FOR RE-EVALUATION

The General Counsel sent a letter to David Bohan, Esq., in response to his appeal of the FOIA Officer's determination, under FOIA Exemption 7(A), to deny access to information relating to trading of RJR Nabisco call options in October 1988. The General Counsel determined that Exemption 7(A) no longer applies, but remanded the request to the FOIA Officer to determine the extent to which, if any, other FOIA exemptions may apply. (Rel. FOIA-152)

CIVIL PROCEEDINGS

DEFAULT JUDGMENT ENTERED AGAINST BANCO RESOURCES, LTD., EURRELL V. POTTS

The Atlanta Regional Office announced that, on April 19, U.S. District Judge John Nixon, Middle District of Tennessee, issued a Final Judgment of Permanent Injunction by default against Banco Resources, Ltd. (Banco) and Eurrell V. Potts (Potts), enjoining them from future violations of the registration and antifraud provisions of the Securities Act and the antifraud provisions of the Securities Exchange Act. Additionally, Potts was ordered to disgorge \$2,447,402, which represents profits resulting from his purchases and sales of Banco common stock.

The Complaint alleged that the defendants and others, beginning in 1985 and continuing until November 7, 1986, manipulated the price of Banco common stock through deceptive trading practices and the issuance of numerous false and misleading news releases. Potts was previously enjoined in 1980 from violating the federal securities laws (See SEC v. Eurrell v. Potts, et al., Civil Action No. 80-0900, DCDC 1980). [SEC v. Banco Resources, Ltd., et al., Civil Action No. 3-88-0586-Nixon, USDC MD Tenn.] (LR-12478)

COMPLAINT NAMES JOHN E. PARIGIAN

The Boston Regional Office filed a complaint, on May 15, against John E. Parigian, former Treasurer and Director of Capitol Bancorporation and of its subsidiary, Capitol Bank and Trust. The complaint alleges that Parigian aided and abetted the issuer's filing of false and misleading quarterly filings for the second and third quarters of 1986 and the issuer's violations of books and records and internal control provisions. The reports allegedly materially overstated operating results due to a failure to establish sufficient loan loss reserves and adequately to disclose the extent of trading losses incurred during those quarters. Under Parigian's direction, Capitol suffered \$34 million in losses from government securities trading. Parigian allegedly took steps to prevent the timely recording of the government securities trading activity and failed adequately to inform Capitol's independent accountants of the full extent of the trading activity. The complaint also charges Parigian with violating general antifraud provisions. Parigian, without admitting or denying the allegations of the complaint, consented to the entry of a permanent injunction. [SEC v. John E. Parigian, USDC Mass., Civil Action 90-11287-WD] (LR-12479)

LEARNING ANNEX ENJOINED

The Commission announced that, on May 21, the U. S. District Court for the District of Columbia entered a Final Judgment of Permanent Injunction (Judgment) by consent against Learning Annex, Inc. (LAI) of 2330 Broadway, New York, New York. The Judgment requires LAI to file its delinquent reports and permanently enjoins it from failing to file timely and complete Annual and Quarterly Reports and Notifications of Late Filing in the future.

In its Consent, LAI admitted that it had failed to file its Annual Report on Form 10-K for its fiscal year ended June 30, 1989, and its Quarterly Reports on Form 10-Q for its fiscal quarters ended September 30, and December 31, 1989, had failed to file timely a complete Form 10-K for its fiscal year ended June 30, 1988, and had failed to file, when due, two Notifications of Late Filing on Form 12b-25.

According to its most recent Annual Report, LAI is engaged in creating, developing and marketing courses and activities which provide an introduction to and training in various vocational skills, hobbies and other aspects of personal development. [SEC v. Learning Annex, Inc., Civil Action No. 90-1189-JGP, D.D.C., May 21, 1990] (LR-12481)

CRIMINAL PROCEEDINGS

PENNY STOCK PROMOTER RENE PHILIPPART SENTENCED

The Denver and Chicago Regional Offices and the U.S. Attorney for the District of Colorado jointly announced that, on May 14, Rene Philippart (Philippart) was sentenced by Chief Judge Sherman Finesilver of the U.S. District Court for the District of Colorado. Philippart pleaded guilty on April 12, 1990, to a two-count criminal felony information charging him with committing securities fraud (Count I) and conspiring with Arnold L. Kimmes (Kimmes), Michael D. Wright (Wright) and others to commit securities fraud and money laundering (Count II). Philippart received a three-year sentence on Count I and a three-year suspended sentence with five years probation on Count II. Philippart also was ordered to pay \$63,699 in restitution under Count II

to victims specifically identified by the U.S. Attorney. Payment terms are to be determined by the U.S. Probation Office.

Philippart was the president and 90% owner of Marshall Davis, Inc., a now defunct Denver-based broker-dealer that specialized in trading penny stocks. The charges against Philippart stem from his role in manipulating the after-market trading of stocks of Calico Corporation and of Dun Ventures, Inc., now known as VideoRated, Inc. [United States v. Rene Philippart, Criminal Action No. 90-CR-139, USDC Colorado] (LR-12477)

DENNIS L. ASTORRI SENTENCED

The Philadelphia Regional Office and the U.S. Attorney for the District of Delaware announced that, on April 23, U.S. District Court Judge Jane R. Roth sentenced Dennis L. Astorri, formerly of Wilmington, Delaware, to four and one-half years' incarceration and ordered him to pay \$361,317 in restitution. On January 23, Astorri had pleaded guilty to one count each of wire fraud and tax evasion, of a fifteen-count indictment charging him with a fraudulent scheme to sell worthless securities to investors. The indictment alleged that Astorri, ex-president and sole shareholder of 1st Securities of America, Inc., a registered broker-dealer located in Wilmington, used 1st Securities to fraudulently obtain in excess of \$361,000 from seven investors, then convert the funds to his own use.

On February 10, 1989, Astorri and 1st Securities were permanently enjoined by default from future violations of the antifraud and broker-dealer net capital provisions of the securities laws, and ordered to disgorge \$311,511 to investors, in an action brought by the Commission arising out of the same facts. [United States v. Astorri, Cr. No. 89-91-JRR, D.Del.] (LR-12480)

INVESTMENT COMPANY ACT RELEASES

BERKSHIRE PARTNERS III, L.P.

A notice has been issued giving interested persons until June 12 to request a hearing on an application filed by Berkshire Partners III, L.P. (Fund III), Berkshire Partners III (Retirement Fund), L.P. (Retirement Fund, and together with Fund III, the Funds), Berkshire Managers, L.P. (Managing General Partner), and BP III Advisers, Inc. (Advisory General Partner) for an order (i) under Sections 6(c), 17(d), and 57(i) of the Investment Company Act and Rule 17d-1 permitting the purchase of securities by the Funds and affiliates of the Managing General Partner in joint transactions otherwise prohibited by Sections 57(a)(4) and 17(d); and (ii) under Section 57(c) of the Act for exemption from Section 57(a)(1) and under Sections 17(d), 57(i) and Rule 17d-1 permitting the Funds to acquire one or more initial investments from affiliates of the Managing General Partner, the Advisory General Partner or an affiliate thereof. (Rel. IC-17496 - May 17)

AMERITAS VARIABLE LIFE INSURANCE COMPANY

A notice has been issued giving interested persons until June 11 to request a hearing on an application by Ameritas Variable Life Insurance Company, Ameritas Variable Life Insurance Company Separate Account V, and Ameritas Investment Corp., for an order under Sections 11(a) and 11(c) of the Investment Company Act approving an exchange offer of certain variable life insurance contracts and, under Section 26(b) of the

Act, approving the substitution of shares of certain portfolios of the Variable Insurance Products Fund for shares of the Sower Series Fund, Inc. (Rel. IC-17497 - May 17)

HOLDING COMPANY ACT RELEASES

CENTRAL AND SOUTH WEST CORPORATION

An order has been issued authorizing Central and South West Corporation (CSW) and its subsidiaries, Central Power and Life Company, Public Service Company of Oklahoma, Southwestern Electric Power Company, West Texas Utilities Company, Transok, Inc. and Central and South West Services, Inc. (CSWS), to amend their short-term borrowing program, through March 31, 1991, to permit CSWS to increase its short-term borrowings from the CSW system money pool and banks from \$25 million to \$35 million. (Rel. 35-25090)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGES

Notices of proposed rule changes have been filed by: Chicago Board Options Exchange (SR-CBOE-90-08) to expand the scope of its market by authorizing the trading on the Exchange of stocks, warrants, and other securities instruments and contracts (Rel. 34-28015); and National Association of Securities Dealers (SR-NASD-90-22) to amend Article III, Section 12, of the NASD Rules of Fair Practice to require that specific language concerning members' payment for order flow practices appear in bold typeface, in a prominent location on each customer confirmation where the transaction has been subject to a compensation plan (Rel. 34-28020).

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission has granted accelerated approval to proposed rule changes filed by: National Association of Securities Dealers (SR-NASD-90-29) to extend for 90 days the operation of the NASD's Pilot Program with the Stock Exchange of Singapore Limited (Rel. 34-28018); and New York Stock Exchange (SR-NYSE-90-16) to require NYSE transactions to be compared or closed out not later than two business days after the trade date (Rel. 34-28023).

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

The Commission has granted immediate effectiveness to proposed rule changes filed by: Municipal Securities Rulemaking Board (SR-MSRB-90-01) to amend the Board's rules to delete certain outdated information (Rel. 34-28019); Chicago Board Options Exchange (SR-CBOE-90-11) to clarify the circumstances under which a CBOT member may apply for membership on the CBOE without purchasing a CBOE issued membership (Rel. 34-28022); and National Securities Clearing Corporation (SR-NSCC-90-06) to provide temporary modifications to NSCC's fee schedule (Rel. 34-28024).

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-8 BETZ LABORATORIES INC, 4636 SOMERTON RD, TREVOSE, PA 19047 (215) 355-3300 - 380,228 COMMON STOCK. 25,000,000 (\$25,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-34812 - MAY. 09) (BR. 1)
- N-2 HANCOCK JOHN VARIABLE ANNUITY ACCOUNT U, JOHN HANCOCK PL, P O BOX 111, BOSTON, MA 02117 (617) 421-2172 - INDEFINITE SHARES. (FILE 33-34813 - MAY. 08) (BR. 20)
- S-8 DYANSEN CORP, 3 EAST 54TH ST, NEW YORK, NY 10022 (212) 644-5100 - 935,000 (\$1,954,150) COMMON STOCK. (FILE 33-34761 - MAY. 11) (BR. 1)
- S-3 MCDONALDS CORP, ONE MCDONALDS PLZ, OAK BROOK, IL 60521 (708) 575-3000 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 33-34762 - MAY. 14) (BR. 12)
- S-8 CENCOR INC, 1100 MAIN ST CITY CTR SQ STE 1050, KANSAS CITY, MO 64105 (816) 474-4750 - 950,000 (\$1,900,000) COMMON STOCK. (FILE 33-34763 - MAY. 11) (BR. 11)
- S-8 SCEPTRE RESOURCES LTD, 2000 400 3RD AVE SW, CALGARY ALBERTA CANADA T2P 4H2, A0 (403) 298-9800 - 2,075,000 (\$6,614,063) COMMON STOCK. (FILE 33-34764 - MAY. 14) (BR. 11)
- S-8 FIRST CHARTER CORP /NC/, 22 UNION ST N, CONCORD, NC 28025 (704) 786-3300 - 45,000 (\$400,050) COMMON STOCK. (FILE 33-34766 - MAY. 14) (BR. 1)
- S-8 ROBERTS PHARMACEUTICAL CORP, 6 INDUSTRIAL WAY W, MERIDIAN CENTER III, EATONTOWN, NJ 07724 (201) 389-1182 - 629,275 (\$3,580,575) COMMON STOCK. (FILE 33-34767 - MAY. 14) (BR. 4)
- S-4 COMPUTER & COMMUNICATIONS TECHNOLOGY CORP, 9177 SKYPARK CT, SAN DIEGO, CA 92123 (619) 279-8973 - 14,827,700 (\$8,726,000) COMMON STOCK. (FILE 33-34769 - MAY. 14) (BR. 3)
- S-8 ALLWASTE INC, 3040 POST OAK BLVD STE 1300, HOUSTON, TX 77056 (713) 628-8777 - 786,522 (\$7,458,215) COMMON STOCK. (FILE 33-34774 - MAY. 14) (BR. 8)
- S-1 SHO ME FINANCIAL CORP, 109 W HICKORY, MT VERNON, MD 65712 (417) 466-2171 - 859,625 (\$8,596,250) COMMON STOCK. (FILE 33-34826 - MAY. 10) (BR. 1 - NEW ISSUE)
- S-1 HUNTER ENVIRONMENTAL SERVICES INC, 2960 POST RD, SOUTHPORT, CT 06490 (203) 255-8777 - 2,478,285 (\$10,222,925) COMMON STOCK. (FILE 33-34831 - MAY. 11) (BR. 9)
- S-8 TEKELEC, 26580 W AGOURA RD, CALABASAS, CA 91302 (818) 880-5656 - 30,000 (\$375,000) COMMON STOCK. (FILE 33-34835 - MAY. 11) (BR. 8)
- S-8 TEXFI INDUSTRIES INC, 5400 GLENWOOD AVE STE 318, RALEIGH, NC 27612 (919) 783-4736 - 150,000 (\$956,250) COMMON STOCK. (FILE 33-34836 - MAY. 11) (BR. 8)
- S-8 UNITRIN INC, ONE EAST WACKER DR, CHICAGO, IL 60601 (312) 661-4600 - \$8,847,887 OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-34837 - MAY. 11) (BR. 9 - NEW ISSUE)
- S-4 ETHITEK CORP, 250 VESEY ST 18TH FL, NEW YORK, NY 10281 (212) 449-3184 - 2,272,727 (\$14,720,344) COMMON STOCK. (FILE 33-34862 - MAY. 11) (BR. 6 - NEW ISSUE)
- S-8 AYDIN CORP, 700 DRESHER RD, HORSHAM, PA 19044 (215) 657-7510 - 32,000 (\$478,080) COMMON STOCK. (FILE 33-34863 - MAY. 11) (BR. 7)
- S-1 AICORP INC, 100 FIFTH AVE, WALTHAM, MA 02254 (617) 890-8400 - 750,000 (\$6,750,000) COMMON STOCK. 1,837,500 (\$16,537,500) COMMON STOCK. UNDERWRITER: ALEX BROWN AND SONS, DONALDSON LUFKIN AND JENRETTE. (FILE 33-34864 - MAY. 11) (BR. 10 - NEW ISSUE)

REGISTRATIONS CONT.

- S-1 STRATUM CORP, 1000 W BONANZA RD, LAS VEGAS, NV 89106 (702) 870-8227 - 1,333,334 (\$12,000,000) COMMON STOCK. 1,333,334 (\$4,000,000) COMMON STOCK. (FILE 33-34867 - MAY. 11) (BR. 6 - NEW ISSUE)
- S-8 MID ATLANTIC MEDICAL SERVICES INC, 4 TAFT COURT, ROCKVILLE, MD 20850 (301) 294-5140 - 300,000 (\$2,362,500) COMMON STOCK. (FILE 33-34868 - MAY. 11) (BR. 6)
- S-8 QUANTUM CHEMICAL CORP, 99 PARK AVE, NEW YORK, NY 10016 (212) 949-5000 - 25,000,000 (\$25,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. 150,000 (\$3,356,250) COMMON STOCK. (FILE 33-34869 - MAY. 11) (BR. 1)
- S-3 APACHE CORP, 1700 LINCOLN ST, DENVER, CO 80203 (303) 897-5000 - 980,256 (\$14,336,244) COMMON STOCK. (FILE 33-34870 - MAY. 11) (BR. 11)
- S-8 PENN CENTRAL CORP, 1 EAST 4TH ST, CINCINNATI, OH 45202 (513) 579-6600 - 3,000,000 (\$58,020,000) COMMON STOCK. (FILE 33-34871 - MAY. 11) (BR. 6)
- S-8 PRIMERICA CORP /NEW/, 65 E 55TH ST, NEW YORK, NY 10022 (212) 891-8900 - 49,318,000 (\$44,247,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-34872 - MAY. 11) (BR. 12)
- S-1 APA HOLDINGS INC, 716 JERSEY AVE, JERSEY CITY, NJ 07302 (201) 798-5000 - 987,500 (\$19,750,000) COMMON STOCK. (FILE 33-34873 - MAY. 11) (BR. 9 - NEW ISSUE)
- S-2 ENZON INC, 40 CRAGWOOD RD, SOUTH PLAINFIELD, NJ 07080 (201) 668-1800 - 3,424,667 (\$32,962,419) COMMON STOCK. (FILE 33-34874 - MAY. 11) (BR. 4)
- S-3 STORAGE TECHNOLOGY CORP, 2270 S 88TH ST, LOUISVILLE, CO 80028 (303) 673-5151 - 143,750,000 (\$143,750,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-34876 - MAY. 11) (BR. 9)
- S-8 USAIR GROUP INC, CRYSTAL PARK FOUR, 2845 CRYSTAL DR, ARLINGTON, VA 22227 (703) 418-5305 - 750,000 (\$18,646,875) COMMON STOCK. (FILE 33-34877 - MAY. 11) (BR. 3)
- S-1 CEL SCI CORP, 601 WYTHE ST STE 202, ALEXANDRIA, VA 22314 (703) 549-5293 - 2,500,000 (\$5,000,000) COMMON STOCK. 2,500,000 (\$6,250,000) COMMON STOCK. 250,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 250,000 (\$600,000) COMMON STOCK. 1,500,000 (\$3,000,000) COMMON STOCK. (FILE 33-34878 - MAY. 11) (BR. 4)
- S-8 POGO PRODUCING CO, 600 TRAVIS ST, PO BOX 61289, HOUSTON, TX 77002 (713) 651-4300 - 1,000,000 (\$7,062,500) COMMON STOCK. (FILE 33-34879 - MAY. 11) (BR. 8)
- S-3 PANHANDLE EASTERN CORP /DE/, 5400 WESTHEIMER CT, P O BOX 1642, HOUSTON, TX 77251 (713) 627-5400 - 3,000,000 (\$78,930,000) COMMON STOCK. (FILE 33-34880 - MAY. 14) (BR. 8)
- S-1 ATRIX LABORATORIES INC, 1625 SHARP POINT DR, FORT COLLINS, CO 80525 (303) 482-5868 - 646,875 WARRANTS, OPTIONS OR RIGHTS. 646,875 (\$1,293,750) COMMON STOCK. (FILE 33-34882 - MAY. 14) (BR. 9)
- S-8 BRADLEY REAL ESTATE TRUST, 250 BOYLSTON ST, BOSTON, MA 02116 (617) 421-0750 - 150,000 (\$1,482,161.20) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-34884 - MAY. 11) (BR. 6)
- S-3 WESTERN MASSACHUSETTS ELECTRIC CO, 174 BRUSH HILL AVE, WEST SPRINGFIELD, MA 01090 (413) 785-5871 - 175,000,000 (\$175,000,000) MORTGAGE BONDS. (FILE 33-34886 - MAY. 11) (BR. 7)
- S-1 PRINCETON FINE ART INC, 900 GRIER DR BLDG B, LAS VEGAS, NV 89119 (702) 897-2122 - 765,000 (\$3,825,000) COMMON STOCK. (FILE 33-34887 - MAY. 14) (BR. 11)
- S-8 CADENCE DESIGN SYSTEMS INC, 555 RIVER OAKS PKWY, SAN JOSE, CA 95134 (408) 943-1234 - 1,568,187 (\$39,408,539.31) COMMON STOCK. 751,818 (\$9,194,672.99) COMMON STOCK. (FILE 33-34910 - MAY. 14) (BR. 10)
- S-3 CARE PLUS INC, 6700 N ANDREWS AVE STE 700, FT LAUDERDALE, FL 33309 (305) 493-6464 - 28,571 (\$419,636.56) COMMON STOCK. (FILE 33-34911 - MAY. 11) (BR. 6)

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
ADVANCED COMPUTER TECHNIQUES COM INTERGROUP ET AL	COM	13D	5/ 4/90	135 7.2	00751810 0.0 RVSION
ARIZONA INSTRUMENT CORP BRIDGE CAPITAL INVESTORS	COM	13D	3/31/90	715 23.2	04090310 19.5 UPDATE
AVALON CORP CORONA CORP	COM	13D	4/30/90	15,078 100.0	05343510 100.0 UPDATE
AVALON CORP CORONA CORP	WTS	13D	4/30/90	5,251 87.6	05343511 0.0 NEW
AVALON CORP CORONA CORP	\$7.50 PFD	13D	4/30/90	1,262 83.8	05343520 92.1 UPDATE
BMR FINL GROUP INC GREENE JAMES L	COM	13D	4/25/90	405 16.1	05561010 10.7 UPDATE
BSB BANCORP TWEEDY BROWNE CO L P ET AL	COM	13D	5/10/90	163 5.2	05565210 0.0 NEW
BAKER HUGHES INC GOLDMAN SACHS & CO	COM	13D	5/10/90	8,002 6.1	05722410 0.0 NEW
BASIC PETE INTL LTD ENDERBURY LTD ET AL	COM	13D	4/ 2/90	214 11.7	07003610 100.0 UPDATE
BATTERY ONE-STOP INC ALLEN F STEPHEN ET AL	COM	13D	5/15/90	1,526 14.2	07199010 0.0 NEW
CAERE CORP KAHN S SIDNEY	COM	13D	4/19/90	264 5.3	12764610 0.0 NEW
COMMUNITY FINL CORP VA BAUPOST LTD PARTNERSHIP	COM	13D	5/ 8/90	29 4.4	20399410 5.9 UPDATE
CREATIVE TECHNOLOGIES CORP SEPTIMUS BONNIE	COM	13D	3/31/90	3,048 42.4	22529010 13.5 UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ % OWNED	CUSIP/ PRIOR%	FILING STATUS
DENSE PAC MICROSYSTEMS INC TURNER JAMES G	COM 13D	5/10/90	907 17.7	24871930 18.8	UPDATE
ELECTRONIC CLEARING HOUSE IN BARRY JOEL M ET AL	COM 13D	2/ 9/90	13,653 36.0	28556210 31.8	NEW
ELECTRONIC CLEARING HOUSE IN BARRY JOEL M ET AL	COM 13D	2/ 9/90	13,653 36.0	28556210 31.8	UPDATE
ENEX RES CORP COLO ECKLEY GERALD B	COM PAR \$0.05 13D	4/18/90	228 14.9	29274420 0.0	NEW
GRAPHIC SCANNING CORP MCCAW CELLULAR COMM ET AL	COM 13D	5/14/90	1,711 5.3	38868610 6.3	UPDATE
HOSPOSABLE PRODS INC WYANT & CO LTD	COM 13D	4/ 9/90	157 13.7	44106910 0.0	RVSION
ICM PROPERTY INVESTORS INC BEDFORD PETER B	COM 13D	5/16/90	1,566 28.6	44928010 26.5	UPDATE
JUSTIN INDS INC CHOCTAW SECS L P ET AL	COM 13D	5/15/90	963 11.3	48217110 11.2	UPDATE
NEOTERIK HEALTH TECHNOLOGIES NEW YORK & FOREIGN SECS CORP	COM 13D	5/ 1/90	106 6.0	64065410 0.0	NEW
NUMERICA FINL CORP PIKE MILO L	COM 13D	5/ 3/90	303 6.8	67099110 9.4	UPDATE
PITTSWAY CORP DEL GAMCO INVESTORS INC ET AL	CL A 13D	5/14/90	3,297 29.5	72579020 28.3	UPDATE
QUAKER CHEM CORP BENOLIEL LESLIE H	COM 13D	5/31/89	350 5.5	74731610 0.0	NEW
REGAL INTL INC SMITH CLIVE ET AL	COM 13D	5/ 2/90	0 0.0	75881910 57.6	UPDATE
SIKES CORP GABELLI GRP ET AL	CL A 13D	5/14/90	934 11.5	82675010 10.2	UPDATE
TALLEY INDS INC CHESAPEAKE INS CO ET AL	COM 13D	5/11/90	653 7.4	87468710 5.6	UPDATE
TIME WARNER INC CHRIS CRAFT INDS INC ET AL	COM 13D	5/ 9/90	4,497 7.8	88731510 0.0	NEW
WASHINGTON BANCORP WASH DC DRIGGS JOHN	COM PAR \$2.50 13D	5/14/90	0 0.0	93727020 2.5	UPDATE