

# 3 sec news digest

Issue 94-64

April 6, 1994

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## COMMISSION ANNOUNCEMENTS

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### OPEN MEETING - TUESDAY, APRIL 12, 1994 - 11:00 A.M.

The subject matter of the April 12 open meeting will be:

As part of its ongoing effort to address the special needs of foreign companies entering the U.S. public markets, the Commission will consider whether to adopt proposals to streamline reporting and registration requirements for foreign private issuers; to address certain issues raised by communications in connection with offerings by foreign companies and exempt and offshore offerings by U.S. companies; and to expand safe harbor protection for certain analyst reports. For further information, please contact Sandra F. Kinsey or Annemarie Tierney at (202) 272-3246.

The Commission will also consider proposals to streamline financial statement requirements for U.S. issuers relating to significant foreign equity investees and business acquisitions, proposals to streamline financial schedule requirements for all issuers and proposals with respect to foreign issuers reporting currency and operations in hyperinflationary economies. For further information, please contact Wayne Carnall at (202) 272-2553.

### CLOSED MEETING - THURSDAY, APRIL 14, 1994 - 2:30 P.M.

The subject matter of the April 14 closed meeting will be: Institution of injunctive actions; Settlement of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; and Opinions.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: Michael Schlein (202) 272-2000.

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**ENFORCEMENT PROCEEDINGS**

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**ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST MERRITT BRADT**

The Commission instituted public administrative proceedings against Merritt L. Bradt of Port St. Lucie, Florida based upon the final judgment of permanent injunction (Final Judgment) entered against Bradt, by consent, on October 13, 1993 by the U.S. District Court for the Southern District of Florida in SEC v. Bradt, et al., Case No. 93-8521-CIV-GONZALEZ, S.D. Fla. The Final Judgment enjoins Bradt from violating Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, 15 U.S.C. §§ 77e(a), 77e(c) and 77q(a), and Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act), 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, promulgated thereunder. The Final Judgment also enjoins Bradt from aiding and abetting violations of Sections 15(a) and 15(c) of the Exchange Act, 15 U.S.C. §§ 78o(a)(1) and 78o(c), and Rule 15c1-2, 17 C.F.R. § 240.15c1-2, promulgated thereunder. For further information, see LR-13843.

A hearing will be scheduled to determine what remedial sanctions, if any, will be imposed against Bradt. (Rel. 34-33832)

**CURTIS IVEY AND GREGG KAPLAN CONSENT TO PERMANENT INJUNCTION AND PAYMENT OF DISGORGEMENT, AND PREJUDGMENT INTEREST THEREON**

On April 5, the Commission announced that it filed a complaint in the United States District Court for the Southern District of New York against Curtis Ivey (Ivey) and Gregg Kaplan (Kaplan) alleging violations of Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-21 originally enacted as Rule 10b-21(T) (Rule 10b-21) thereunder. Simultaneously, and without admitting or denying the allegations, both Ivey and Kaplan consented to the entry of a Final Judgment enjoining them from future violations of Section 10(b) of the Exchange Act and Rule 10b-21 thereunder, and ordering them jointly and severally to disgorge \$80,365, with prejudgment interest thereon.

The complaint alleges that on four separate occasions, Ivey and Kaplan who traded securities together in an informal partnership sold securities short during the period after the registration statement was filed, but before the offered shares were publicly available. They subsequently covered their short position with securities purchased in the public offering, thereby obtaining illegal profits of \$80,365 and violating Rule 10b-21. Rule 10b-21 prohibits selling a security short during the time period beginning when the registration statement is filed and ending at the time that sales may be made pursuant to a registration statement, and then covering the short sale with a purchase from the public offering. [SEC v. Curtis Ivey and Gregg Kaplan, Civil Action No. 94-2389, LAP, SDNY] (LR-14042)

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**INVESTMENT COMPANY ACT RELEASES**

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**HOME INVESTORS GOVERNMENT GUARANTEED INCOME FUND, INC.**

A notice has been issued giving interested persons until April 26 to request a hearing on an application filed by Home Investors Government Guaranteed Income Fund, Inc. (doing business as SunAmerica Federal Securities Fund) for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20185 - April 1)

**THE LAUREL FUNDS, INC., ET AL.**

A notice has been issued giving interested persons until April 26 to request a hearing on an application filed by The Laurel Funds, Inc., et al. for an order under Section 17(b) of the Investment Company Act granting an exemption from Section 17(a) and (b) permitting certain joint transactions under Section 17(d) of the Act and Rule 17d-1 thereunder. The requested order would permit certain series of The Laurel Funds, Inc. to acquire all or substantially all of the assets of corresponding series of The Boston Company Investment Series, The Boston Company Fund, and The Boston Company Tax-Free Municipal Funds, in exchange for shares of the series of The Laurel Funds, Inc. (Rel. IC-20186 - April 1)

**PFL LIFE INSURANCE COMPANY, ET AL.**

A notice has been issued giving interested persons until April 26 to request a hearing on an application by PFL Life Insurance Company, PFL Endeavor Variable Annuity Account (Variable Account), and AEGON USA Securities, Inc. (collectively, Applicants) for an amended order pursuant to Section 6(c) of the Investment Company Act granting exemptions from Sections 26(a) (2) and 27(c) (2) of the Act. The exemptions apply to the extent necessary to permit the deduction from the assets of the Variable Account of a mortality and expense risk charge and a distribution charge under certain individual flexible premium variable annuity contracts. (Rel. IC-20187 - April 1)

**NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY, ET AL.**

An order has been issued under Section 6(c) of the Investment Company Act exempting Northwestern National Life Insurance Company, Northstar/NWNL Variable Account (Variable Account), and NWNL Northstar Distributors, Inc. from the provisions of Sections 26(a)(2) and 27(c)(2) of the Act to the extent necessary to permit the deduction of mortality and expense risks charges from the assets of the Variable Account in connection with the offer and sale of certain flexible premium individual deferred variable annuity contracts. (Rel. IC-20188 - April 4)

**NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY, ET AL.**

A notice has been issued giving interested persons until April 29 to request a hearing on an application filed by Northwestern Mutual Life Insurance Company (Northwestern), Northwestern Mutual Index 500 Stock Fund, Inc., Northwestern Mutual Select Bond Fund, Inc., Northwestern Mutual Money Market Fund, Inc., Northwestern Mutual Balanced Fund,

Inc., Northwestern Mutual Aggressive Growth Stock Fund, Inc., Northwestern Mutual International Equity Fund, Inc. (together, Variable Annuity Funds), Northwestern Mutual Variable Life Series Fund, Inc. (Series Fund), NML Variable Annuity Account B, Northwestern Mutual Variable Life Account (Variable Life Account) and Northwestern Mutual Investment Services, Inc. The application is for an order under Section 17(b) of the Investment Company Act exempting from Section 17(a)(1) and 17(a)(2) the proposed combination of each of the Variable Annuity Funds into the Series Fund. Northwestern, the Series Fund and the Variable Life Account also seek an order pursuant to Section 6(c) of the Act granting exemptions from Sections 9(a), 13(a), 15(a), and 15(b) of the Act and Rule 6e-2(b)(15) thereunder. The exemptions apply to the extent necessary to permit the shares of the Series Fund to be purchased and held after the proposed combination by the Variable Life Account as well as by any flexible premium variable life insurance separate account that Northwestern may establish in the future. (Rel. IC-20189 - April 4)

#### THE LIFE INSURANCE COMPANY OF VIRGINIA, ET AL.

A notice has been issued giving interested persons until April 29 to request a hearing on an application filed by The Life Insurance Company of Virginia, Life of Virginia Separate Account 4, and Forth Financial Securities Corporation for an order that would allow Applicants to assess a 1.25% mortality and expense risk charge and a maximum enhanced death benefit charge equal to .35% of the Average Guaranteed Minimum Death Benefit. (Rel. IC -20190 - April 4)

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#### HOLDING COMPANY ACT RELEASES

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#### NEW ENGLAND ELECTRIC SYSTEM, ET AL.

A supplemental order has been issued authorizing a proposal by New England Electric System (NEES), a registered holding company, New England Electric Resources, Inc. (NEERI), its nonutility subsidiary company, and New England Power Service Company. NEERI seeks authorization through December 31, 1997 to expand its consulting services to nonaffiliates at market rates to include the performance of electrical related services. NEES proposes from time to time, through December 31, 1997, to make additional capital contributions of up to \$1 million to NEERI. (Rel. 35-26017)

#### CENTRAL AND SOUTH WEST CORPORATION

A notice has been issued giving interested persons until April 25 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company. CSW proposes to acquire El Paso Electric Company (EPE), a Texas electric utility company and a debtor-in-possession in bankruptcy reorganization proceedings, through a merger with a to-be-formed subsidiary company of CSW. As part of the reorganization and merger, in exchange for existing EPE securities and claims against EPE, EPE's current stockholders and creditors will receive shares of CSW common stock, \$3.50 par value, securities of reorganized EPE and/or cash. The total transaction consideration will be approximately \$2.1 billion. CSW also proposes to add EPE to the existing CSW system service agreement and acquire certain utility assets. (Rel. 35-26018)

#### OCEAN STATE POWER, ET AL.

A notice has been issued giving interested persons until April 25 to request a hearing on a proposal by Ocean State Power and Ocean State Power II (collectively, Applicants) to engage in financing. The Applicants propose to borrow up to \$25 million aggregate principal amount of secured revolving debt (Revolver). As evidence of the Revolver, Applicants further propose to issue, through June 1, 1995, notes with maturities not in excess of ten years from the date of the initial borrowing. (Rel. 35-26018)

#### CONSOLIDATED NATURAL GAS CO., ET AL.

A notice has been issued to provide all interested persons until April 25 to request a hearing on a proposal by Consolidated Natural Gas Co., a registered holding company, The East Ohio Gas Co. (Ohio), a local distribution company and a subsidiary company of CNG, and The River Gas Company (River), also a local distribution company and a subsidiary company of CNG, under which proposal Ohio would be merged with River. (Rel. 35-26018)

#### PUBLIC SERVICE CO. OF OKLAHOMA

A notice has been issued to provide all interested persons until April 25 to request a hearing on a proposal by Public Service Company of Oklahoma, an electric utility subsidiary company of Central and South West Corporation, a registered holding company, to sell certain electrical distribution facilities to St. Francis Hospital, Inc., a non-profit Oklahoma corporation and a commercial customer. (Rel. 35-26018)

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#### SELF-REGULATORY ORGANIZATIONS

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#### UNLISTED TRADING PRIVILEGES SOUGHT

Notices have been issued giving interested persons until April 25 to comment on the applications of four exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. The exchanges and number of issues are: Philadelphia Stock Exchange - 14 issues (Rel. 34-33857); Cincinnati Stock Exchange - 21 issues (Rel. 34-33858); Chicago Stock Exchange - 8 issues (Rel. 34-33859); Boston Stock Exchange - 4 issues (Rel. 34-33860).

#### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change (SR-NASD-94-08) filed by the National Association of Securities Dealers to codify an amendment to its Rules concerning OTC Bulletin Board Service eligibility of securities listed on regional stock exchanges, the substance of which was previously approved by the Commission, has become effective upon filing. Publication of the proposal is expected in the Federal Register during the week of April 4. (Rel. 34-33848)

#### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the Midwest Clearing Corporation (SR-MCC-94-01) relating to the processing of basket trades. (Rel. 34-33851)

#### AMENDMENT TO PROPOSED RULE CHANGE

The Chicago Board Options Exchange filed Amendment No. 1 to a proposed rule change (SR-CBOE-93-19) which modifies the CBOE's proposal by providing that favorable margin and capital treatment will be available to market makers who enter at least 80% of their total transactions in person and not through the use of orders. Publication of the notice is expected in the Federal Register during the week of April 4. (Rel. 34-33853)

#### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change filed by the Chicago Board Options Exchange (SR-CBOE-94-11) relating to an extension to and amendment of the pilot program for fees due for post-trade date submission of trade information. Publication of the order is expected in the Federal Register during the week of April 11. (Rel. 34-33855)

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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.

- S-8 ARKANSAS BEST CORP /DE/, 1000 SOUTH 21 ST, FORT SMITH, AR 72901  
(501) 785-6000 - 500,000 (\$6,440,000) COMMON STOCK. (FILE 33-52877 - MAR. 30) (BR. 4)
- S-4 SHAMNUT NATIONAL CORP, 777 MAIN ST, HARTFORD, CT 06115 (203) 728-2000 -  
14,451,799 (\$163,753,344.56) COMMON STOCK. (FILE 33-52879 - MAR. 30)  
(BR. 1)
- S-8 STEWART & STEVENSON SERVICES INC, 2707 H LOOP W, HOUSTON, TX 77008  
(713) 868-7700 - 115,000 (\$5,505,625) COMMON STOCK. (FILE 33-52881 - MAR. 30) (BR. 9)
- S-8 OLD KENT FINANCIAL CORP /MI/, ONE VANDENBERG CTR, GRAND RAPIDS, MI 49503  
(616) 771-5000 - 2,000,000 (\$2,000,000)  
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-52883 - MAR. 30)  
(BR. 1)

REGISTRATIONS CONT.

- S-8 OLD KENT FINANCIAL CORP /MI/, ONE VANDENBERG CTR, GRAND RAPIDS, MI 49503  
(616) 771-5000 - 5,000,000 (\$5,000,000)  
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-52885 - MAR. 30)  
(BR. 1)
- S-8 METROPOLITAN FINANCIAL CORP /DE/, 10700 FRANKSTOWN RD, PITTSBURG, PA  
15235 (412) 242-6237 - 275,000 (\$4,556,502.50) COMMON STOCK. (FILE  
33-52887 - MAR. 30) (BR. 1)
- S-8 METROPOLITAN FINANCIAL CORP /DE/, 10700 FRANKSTOWN RD, PITTSBURG, PA  
15235 (412) 242-6237 - 2,000,000 (\$32,379,312.50) COMMON STOCK. (FILE  
33-52889 - MAR. 30) (BR. 1)
- S-8 ITT RAYONIER INC, 1177 SUMNER ST, STAMFORD, CT 06904 (203) 348-7000 -  
383,000 (\$11,250,625) COMMON STOCK. (FILE 33-52891 - MAR. 30) (BR. 8)
- M-2 GREENWICH STREET INCOME FUND INC, 1345 AVENUE OF THE AMERICAS, NEW YORK,  
NY 10105 (212) 298-6266 - 5,520,000 (\$69,000,000) COMMON STOCK. (FILE  
33-52893 - MAR. 30)
- S-8 CONTINENTAL MEDICAL SYSTEMS INC /DE/, 600 WILSON LN, P O BOX 715,  
MECHANICSBURG, PA 17055 (717) 790-8300 - 500,000 (\$7,875,000) COMMON STOCK.  
(FILE 33-52895 - MAR. 30) (BR. 6)
- S-8 AMERICAN BUILDING MAINTENANCE INDUSTRIES INC, 50 FREMONT ST STE 2600,  
SAN FRANCISCO, CA 94105 (415) 597-4500 - 500,000 (\$8,937,500) COMMON STOCK.  
(FILE 33-52897 - MAR. 30) (BR. 5)
- S-8 CONTINENTAL MEDICAL SYSTEMS INC /DE/, 600 WILSON LN, P O BOX 715,  
MECHANICSBURG, PA 17055 (717) 790-8300 - 2,500,000 (\$27,968,750)  
COMMON STOCK. (FILE 33-52899 - MAR. 30) (BR. 6)
- S-2 PERRY DRUG STORES INC, 5400 PERRY DR, P O BOX 436021, PONTIAC, MI 48343  
(313) 334-1300 - 75,000,000 (\$75,000,000) STRAIGHT BONDS. (FILE 33-52901 -  
MAR. 30) (BR. 4)
- S-8 STEWART & STEVENSON SERVICES INC, 2707 N LOOP W, HOUSTON, TX 77008  
(713) 868-7700 - 30,000 (\$1,436,250) COMMON STOCK. (FILE 33-52903 -  
MAR. 31) (BR. 9)
- S-3 ATLANTA GAS LIGHT CO, 303 PEACHTREE ST NE, ONE PEACHTREE CENTER,  
ATLANTA, GA 30308 (404) 584-4000 - 800,000 (\$27,800,000) COMMON STOCK.  
(FILE 33-52905 - MAR. 31) (BR. 7)
- S-8 ATLANTA GAS LIGHT CO, 303 PEACHTREE ST NE, ONE PEACHTREE CENTER,  
ATLANTA, GA 30308 (404) 584-4000 - 700,000 (\$24,325,000) COMMON STOCK.  
(FILE 33-52907 - MAR. 31) (BR. 7)
- SB-2 POSITIVE RESPONSE TELEVISION INC, 14724 VENTURA BLVD, STE 600,  
SHERMAN OAKS, CA 91403 (818) 380-6900 - 1,150,000 (\$7,475,000)  
COMMON STOCK. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 100,000  
(\$780,000) COMMON STOCK. (FILE 33-74764-LA - MAR. 23) (BR. 12)
- SB-2 NITY LITE INC, 1301 W 400 NORTH, OREM, UT 84057 (801) 224-0589 -  
1,035,000 (\$5,692,500) COMMON STOCK. UNDERWRITER: DAVIDSON DA & CO,  
PACIFIC CREST SECURITIES INC. (FILE 33-76758-D - MAR. 24) (BR. 6  
- NEW ISSUE)

REGISTRATIONS CONT.

- SB-2 IBC PARTNERS LTD, 130 EAST TRAVIS, IBC CENTRE STE 550, SAN ANTONIO, TX 78205 (210) 518-2500 - 1,200,000 (\$12,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-76852-D - MAR. 25) (BR. 5 - NEW ISSUE)
- SB-2 ALFACELL CORP, 225 BELLEVILLE AVE, BLOOMFIELD, NJ 07003 (201) 748-8082 - 1,600,000 (\$6,200,000) COMMON STOCK. (FILE 33-76950 - MAR. 28) (BR. 4)
- S-11 HIGHWOODS PROPERTIES INC, 3100 SMOKETREE COURT, STE 700, RALEIGH, NC 27604 (919) 872-4924 - 8,556,000 (\$179,676,000) COMMON STOCK. UNDERWRITER: MERRILL LYNCH & CO, PRUDENTIAL SECURITIES INC, ROBINSON HUMPHREY CO INC, SCOTT & STRINGFELLOW INC. (FILE 33-76952 - MAR. 28) (BR. 5 - NEW ISSUE)
- S-3 CHILDRENS DISCOVERY CENTERS OF AMERICA INC, 1210 FIFTH AVE, SAN RAFAEL, CA 94901 (415) 257-4200 - 1,638,905 (\$21,408,196.57) COMMON STOCK. (FILE 33-76954 - MAR. 28) (BR. 6)
- S-8 BOSTON BANCORP, 460 W BROADWAY, SOUTH BOSTON, MA 02127 (617) 268-2500 - 250,000 (\$9,250,000) COMMON STOCK. (FILE 33-76958 - MAR. 28) (BR. 1)
- S-1 TF FINANCIAL CORP, 3 PENNS TRAIL, NEWTON, PA 18940 (215) 579-4000 - 4,813,848 (\$48,138,480) COMMON STOCK. (FILE 33-76960 - MAR. 28) (BR. 2 - NEW ISSUE)
- S-8 APPLIED DIGITAL ACCESS INC, 9855 SCRANTON RD, SAN DIEGO, CA 92121 - 2,582,435 (\$33,126,867) COMMON STOCK. (FILE 33-76962 - MAR. 28) (BR. 3)
- S-1 OMOSSO CORP, ONE TOWER BRIDGE, 100 FRONT ST, WEST CONSHOHOCKEN, PA 19428 (215) 834-0222 - 2,012,500 (\$26,162,500) COMMON STOCK. (FILE 33-76964 - MAR. 28) (BR. 7 - NEW ISSUE)
- N-2 NATIONS BALANCED TARGET MATURITY FUND INC, 101 SOUTH TRYON ST, ONE NATIONSBANK PLZ T39 5, CHARLOTTE, NC 28255 (704) 386-5000 - 12,500,000 (\$125,000,000) COMMON STOCK. (FILE 33-76966 - MAR. 28) (BR. 16 - NEW ISSUE)
- S-11 WMC CALIFORNIA HOUSING TAX CREDITS IV LP SERIES 4, 3158 REDHILL AVE, STE 120, COSTA MESA, CA 92626 (714) 662-5565 - 50,000 (\$50,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-76970 - MAR. 28) (BR. 5 - NEW ISSUE)
- S-8 CIATTIS INC /MM/, 5555 W 78TH ST, EDINA, MN 55439 (612) 941-0108 - 1,598,000 (\$371,500) COMMON STOCK. (FILE 33-76974 - MAR. 28) (BR. 11)
- S-8 NEUREX CORP/DE, 3760 HAVEN AVE, MENLO PARK, CA 94025 (415) 853-1500 - 153,846 (\$711,537.75) COMMON STOCK. (FILE 33-76976 - MAR. 28) (BR. 4)
- S-3 ATS MEDICAL INC, 3905 ANNAPOLIS LA, MINNEAPOLIS, MN 55447 (612) 553-7736 - 833,334 (\$3,645,836.25) COMMON STOCK. (FILE 33-76978 - MAR. 28) (BR. 8)
- S-8 FALCON PRODUCTS INC /DE/, 9387 DIELMAN INDUSTRIAL DR, ST LOUIS, MO 63132 (314) 991-9200 - 300,000 (\$3,262,500) COMMON STOCK. (FILE 33-76980 - MAR. 28) (BR. 6)
- S-8 TRACOR INC /DE, 6500 TRACOR LANE, AUSTIN, TX 78725 (512) 926-2800 - 500,000 (\$2,815,000) COMMON STOCK. (FILE 33-76982 - MAR. 28) (BR. 12)



REGISTRATIONS CONT.

- S-4 IWERKS ENTERTAINMENT INC, 4540 WEST VALERIO ST, BURBANK, CA 91505  
(818) 841-7766 - 1,312,641 (\$11,590,620.03) COMMON STOCK. (FILE 33-76984 -  
MAR. 28) (BR. 12)
- S-3 CALIFORNIA MICRO DEVICES CORP, 215 TOPAZ ST, MILPITAS, CA 95035  
(408) 263-3214 - 170,000 (\$3,570,000) COMMON STOCK. (FILE 33-76986 -  
MAR. 28) (BR. 3)
- S-8 SUNSHINE MINING CO /DE, 815 PARK BOULEVARD, SUITE 100, BOISE, ID 83712  
(204) 345-0660 - 2,000,000 (\$3,778,937.50) COMMON STOCK. (FILE 33-76988 -  
MAR. 28) (BR. 6)
- S-8 GARDEN STATE BANCSHARES INC, WEST COUNTY LINE & BENNETTS MILLS RD,  
JACKSON, NJ 08527 (908) 905-2200 - 50,000 (\$256,250) COMMON STOCK. (FILE  
33-76990 - MAR. 28) (BR. 2)
- S-8 PHOENIX ADVANCED TECHNOLOGY INC, 3310 N MAIN STREET, GAINESVILLE, FL  
32609 (904) 372-9585 - 55,130 (\$151,607.50) COMMON STOCK. (FILE 33-76992 -  
MAR. 28) (BR. 3)
- S-4 UNITED CAROLINA BANCSHARES CORP, 127 WEST WEBSTER ST, WHITEVILLE, NC  
28472 (919) 642-1531 - 674,553 (\$6,165,414.42) COMMON STOCK. (FILE  
33-76994 - MAR. 28) (BR. 2)
- S-8 PACIFIC PHYSICIAN SERVICES INC /DE, 1826 ORANGE TREE LANE, REDLAND, CA  
92374 (909) 825-4401 - 1,000,000 (\$15,613,750) COMMON STOCK. (FILE  
33-76996 - MAR. 29) (BR. 9)
- F-2 NAM TAI ELECTRONICS INC, 9/F HOUTEX INDUSTRIAL BLDG, 16 HUNG TO RD,  
KWUN TONG KOMLOON HONG KONG, K3 (852) 341-0273 - 279,111 (\$3,366,776.44)  
FOREIGN COMMON STOCK. (FILE 33-76998 - MAR. 29) (BR. 10)
- S-1 DEEPTech INTERNATIONAL INC, 7400 TEXAS COMMERCE TOWER, 600 TRAVIS ST,  
HOUSTON, TX 77002 (713) 224-7400 - 18,334,722 (\$247,518,747) COMMON STOCK.  
(FILE 33-76999 - MAR. 28) (BR. 3)
- F-6 SAO PAULO ALPARGATAS S A/ADR/, 48 WALL ST, NEW YORK, NY 10286  
(212) 495-1727 - 10,000,000 (\$500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-77000 - MAR. 29)  
(NEW ISSUE)
- S-8 BIORELEASE CORP, 8A INDUSTRIAL WAY, BLDG A, SALEM, NH 03079  
(603) 628-7400 - 600,000 (\$525,000) COMMON STOCK. (FILE 33-77002 -  
MAR. 29) (BR. 4)
- F-6 CTM CITRUS S A/ADR/, 48 WALL ST, NEW YORK, NY 10286 (212) 495-1727 -  
10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE  
33-77004 - MAR. 29) (NEW ISSUE)
- S-8 BIORELEASE CORP, 8A INDUSTRIAL WAY, BLDG A, SALEM, NH 03079  
(603) 628-7400 - 466,700 (\$350,025) COMMON STOCK. (FILE 33-77006 -  
MAR. 29) (BR. 4)
- S-8 ENERGY RESEARCH CORP /NY/, 3 GREAT PASTURE RD, DANBURY, CT 06813  
(203) 792-1460 - 400,000 (\$4,400,000) COMMON STOCK. (FILE 33-77008 -  
MAR. 29) (BR. 8)
- F-6 SAO PAULO ALPARGATAS S A /FI, RUA URUSSUI 300 ITAIMBIBI, BRAZIL, D5 - 10,000,000 (\$500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-77012 - MAR. 29)  
(NEW ISSUE)

REGISTRATIONS CONT.

- F-6 UNICORN SERVICES PLC/ADR/, 48 WALL ST, NEW YORK, NY 10286 (212) 495-1727  
- 10,000,000 (\$500,000) DEPOSITORY RECEIPTS FOR COMMON STOCK. (FILE 33-77014 - MAR. 29) (NEW ISSUE)
- S-3 CASINO MAGIC CORP, 711 CASINO MAGIC DRIVE, BAY ST LOUIS, MO 39520  
(601) 467-9257 - 4,693,500 (\$20,658,150) COMMON STOCK. (FILE 33-77020 - MAR. 29) (BR. 11)
- F-3 INTERPROVINCIAL PIPE LINE SYSTEM INC, IPL TOWER, 10201 JASPER AVE,  
EDMONTON ALBERTA T5J, A0 (403) 420-5210 - 500,000 (\$11,565,000)  
FOREIGN COMMON STOCK. (FILE 33-77022 - MAR. 29) (BR. 7)
- S-8 COMMAND CREDIT CORP, 189 SUNRISE HWY, ROCKVILLE CENTRE, NY 11570  
(516) 764-1117 - 4,500,000 (\$2,025,000) COMMON STOCK. (FILE 33-77026 - MAR. 29) (BR. 6)
- S-3 DELPHI FINANCIAL GROUP INC/DE, 1105 N MARKET ST STE 1230, WILMINGTON, DE  
19899 (302) 478-5142 (FILE 33-77028 - MAR. 29) (BR. 10)
- S-1 DOEHLER JARVIS INC, 5400 NORTH DETROIT AVE, TOLEDO, OH 43612  
(419) 470-8020 - 85,000,000 (\$85,000,000) STRAIGHT BONDS. UNDERWRITER:  
BT SECURITIES CORP, GOLDMAN SACHS & CO. (FILE 33-77032 - MAR. 29) (BR. 6  
- NEW ISSUE)
- S-1 PENSKE TRUCK LEASING CO LP, ROUTE 10 GREEN HILLS, PO BOX 563, READING,  
PA 19603 (610) 775-6000 - 150,000,000 (\$150,000,000) STRAIGHT BONDS.  
(FILE 33-77036 - MAR. 29) (BR. 4 - NEW ISSUE)

ACQUISITIONS 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/ PREFIX	FILING STATUS
AIR & WTR TECHNOLOGIES CORP COMPAGNIE GENERALE DES EAUX	CL A 13D	3/30/94	6,203 25.0	00905810	23.0 UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ALLMERICA PPTY & CAS COS INC STATE MUTUAL LIFE ASSUR	COM 13D	3/31/94	35,473 57.4	01999410 57.4	UPDATE
ALPHA MICROSYSTEMS ISC INTL SYS ET AL	COM 13D	1/26/94	586 8.9	02090310 0.0	NEW
AMERICAN EQUITY BANCORP INC BUSHMAN JEROME ET AL	COM 13D	2/15/94	23 5.8	02899610 4.7	UPDATE
AMERICAN REAL ESTATE PRMRS ICAHN CARL C ET AL	COM LP 13D	DEP UNIT 3/24/94	1,290 9.2	02916910 9.2	UPDATE
AMRE INC LEVIN ROBERT	COM 13D	3/30/94	719 5.6	03215310 7.1	UPDATE
ARTISOFT INC SCHEUER WALTER ET AL	COM 13D	3/23/94	1,368 9.7	04399710 8.5	UPDATE
ASSIX INTL INC ASX INVT ETAL	COM 13D	3/22/94	85 7.0	04543330 0.0	NEW
BALTIMORE BANCORP FIRST FIDELITY BANCORP	COM 13D	3/22/94	3,300 19.8	05902910 0.0	NEW
BAY MEADOWS OPERATING CO GAMCO INVESTORS INC ET AL	PAIRED CTF 13D	3/22/94	300 5.2	07244320 0.0	NEW
BIG SKY TRANSM CO MARCHI JON	CL A 13D	10/ 4/93	1,150 21.7	08953910 0.0	NEW
BIG SKY TRANSM CO MARSHALL TERRY D	CL A 13D	10/ 4/93	1,078 20.3	08953910 0.0	NEW
BIOTECHNICA INTL INC SEAGRAM CO LTD ET AL	COM 13D	3/ 7/94	1,000 4.2	09091510 4.2	UPDATE
BOUNTY GROUP INC MORSE PETROLEUM (US) INC	COM NEW 13D	3/23/94	1,078 95.8	10178320 63.0	UPDATE
BULL BEAR GRP INC MAXUS INVESTMENT GRP ET AL	COM CL A 13D	4/ 1/94	358 30.0	12099100 0.0	NEW
CAGY INDS INC BELL ROGER D	COM 13D	3/21/94	77 N/A	12476699 0.0	NEW
CARDINAL RLTY SVCS INC OSBORNE RICHARD M ET AL	COM 13D	3/29/94	214 8.2	14153810 6.4	UPDATE
CLINTRIALS RESH INC ESKIND IRWIN B	COM 13D	12/10/93	1,143 13.1	18876010 0.0	NEW
CLINTRIALS RESH INC ESKIND RICHARD J	COM 13D	12/10/93	1,140 13.1	18876010 0.0	NEW
CLINTRIALS RESH INC SCHULMAN HERBERT J	COM 13D	12/10/93	789 9.0	18876010 0.0	NEW

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
CONSTELLATION BANCORP CORESTATES FINANCIAL CORP	COM 13D	3/16/94	0 0.0	21036910 19.5	UPDATE
CROWN RES CORP MERCURY ASSET MGMT	COM 13D	3/25/94	792 6.3	22856910 0.0	NEW
CUSTOMEDIX CORP COHEN GORDON S	COM NEW 13D	4/ 1/94	1,642 44.6	23203820 43.2	UPDATE
ENNET INC FREDERICK STUART FARQUAR III	COM 13D	6/ 8/93	27,605 5.6	29145710 0.0	NEW
EVERGREEN MEDIA CORP COOPERMAN LEON G	CL A 13D	3/29/94	737 8.6	30024810 7.0	UPDATE
FOREMOST CORP AMER FREY FOUNDATION ET AL	COM 13D	2/22/94	570 5.3	34546910 7.1	UPDATE
FULL HOUSE RESORTS INC PAULSON ALLEN E	COM 13D	3/24/94	1,500 17.8	35967810 0.0	NEW
GARDEN STATE BANCSHARES 1994 GARDEN STATE TRUST ETAL	COM 13D	3/24/94	473 20.1	36542010 0.0	NEW
GENERAL KINETICS INC GUTZWILLER PARTNER AG	COM 13D	3/ 2/94	3,026 60.1	37017210 0.0	NEW
GOLDEN EAGLE GROUP INC COMPAGNIE DAHER ET AL	COM 13D	3/ 9/94	2,660 100.0	38100010 0.0	RVISION
GRUBB & ELLIS CO WARBURG PINCUS & CO ET AL	COM PAR \$0.01 13D	3/30/94	5,067 100.0	40009520 100.0	UPDATE
HADSON CORP ELLIOTT ASSOCIATES	COM NEW 13D	12/14/93	2,147 9.4	40599410 5.0	RVISION
HALTER VENTURE CORP STEPHEN CHERNER	COM 13D	3/22/94	675 8.9	40643030 0.0	NEW
HALTER VENTURE CORP DONALD GRAMATSTEIN	COM 13D	3/22/94	500 6.3	40643030 0.0	NEW
HALTER VENTURE CORP DEBBIE REYNOLDS	COM 13D	3/22/94	2,351 30.8	40643030 0.0	NEW
HALTER VENTURE CORP WEINER MICHAEL	COM 13D	3/22/94	856 11.2	40643030 0.0	NEW
HELIOMETICS INC AYRES SOPHIE B ET AL	COM NEW 13D	3/29/94	1,744 11.6	42327640 13.0	UPDATE
HUGHES SUPPLY INC HUGHES DAVID H	COM 13D	12/30/93	333 7.3	44448210 7.5	UPDATE