

# sec news digest

Issue 94-88

May 11, 1994

---

## COMMISSION ANNOUNCEMENTS

---

### CHAIRMAN LEVITT TO TESTIFY

Chairman Levitt will testify on Thursday, May 12, 1994, before the Subcommittee on Securities of the Senate Banking Committee. The testimony concerns the Central Bank of Denver case and is scheduled for 2:30 p.m. in Room 538 of the Dirksen Senate Office Building.

### CHANGE IN THE MEETING: Change of Time/Additional Item

The time of the closed meeting scheduled for Monday, May 9, 1994, was changed from 10:00 a.m. to 11:00 a.m. The following additional item was considered at the closed meeting held on Monday, May 9, 1994, at 11:00 a.m.: Regulatory matter bearing enforcement implications.

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: John Walsh at (202) 942-0100.

---

## ENFORCEMENT PROCEEDINGS

---

### IN THE MATTER OF UDC HOMES, INC. AND REX MANZ

The Commission today issued an Order Instituting Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Cease and Desist Order against UDC Homes, Inc. (UDC) and Rex H. Manz, UDC's chief accounting officer during the relevant time period. The Commission accepted Offers of Settlement from UDC and Manz pursuant to which, without admitting or denying the Commission's findings, the respondents consented to the entry of the Order, which requires that UDC permanently cease and desist from committing or causing any violation, and any future violation, of Section 13(a) and the rules thereunder, and

R.

Sections 13(b)(2)(A) & (B) of the Exchange Act, and that Manz permanently cease and desist from causing any violation, or any future violation, of the same provisions. The Commission found that UDC materially misstated its net income reported in its quarterly report on Form 10-Q for the period ended September 31, 1991. For the nine-month period then ended, UDC reported net income of \$3,192,000 when it should have reported a loss of \$13,145,000, and reported net income of \$2,335,000 for the three month period ended September 31, 1991, when it should have reported a loss of \$14,002,000. The misstatement resulted from UDC's failure to write down its real estate holdings to net realizable value and to adjust the absorption rate for its indirect costs overhead pool on a timely basis, as required under Generally Accepted Accounting Principles. (Rel. 34-34038; AAE Rel. 560)

#### **INDICTMENT RELEASED ALLEGING FRAUDULENT PRIME BANK OFFERING**

The Commission announced that on February 18, 1994, David D. Freudenthal, United States Attorney for the District of Wyoming released an indictment which was returned against Stephen T. Cross, Stewart W. Cross, James G. Hands III and Delton Olson. The indictment charges the defendants with conspiracy to launder money, mail fraud, and wire fraud in a scheme involving the offer and sale of investments in a "prime bank letter of credit program." On November 22, 1993, the Commission announced the filing of its complaint against Northstar Investors Trust, SLM Corp., Cross & Associates, Stephen Cross, Stewart Cross, James G. Hands III and Delton Olson alleging violations of the securities antifraud provisions related to the same investment program. [U.S. v. Stephen T. Cross, Stewart W. Cross, Delton Owen Olson and James G. Hands III, 94CR 031J, District of Wyoming] (LR-14077)

#### **THOMAS QUINN MUST PAY \$26 MILLION**

The Commission announced that on May 2 the Honorable Milton Shadur, United States District Judge for the Northern District of Illinois, entered an Order of Disgorgement (Order) against Thomas Quinn (Quinn). The Order requires Quinn to disgorge \$25,990,763.98, inclusive of prejudgment interest of \$13,595,605.01, within 90 days of the date of the Order. Judge Shadur ordered Quinn to make the disgorgement in order to strip Quinn of the ill-gotten gains that Quinn received from his participation in a massive fraud in the sale of the securities, of GSS Venture Capital Corporation (GSS) and Max, Inc. (Max). Quinn has previously been permanently enjoined as a result of his participation in the scheme involving GSS and Max. The Court also ordered that approximately \$500,000 held in a money market account under a Quinn alias be turned over to the Receiver appointed in this case.

Anyone with any knowledge of the location of any assets owned or controlled by Quinn are asked to contact Stanley Whitten or Gregory von Schaumburg at the Midwest Regional Office at (312) 353-7390. [SEC v. Arnold Kimmes, et al., Civil Action No. 89 C 5942, USDC, ND Ill.] (LR-14078)

#### CRIMINAL ACTION AGAINST JOHN FAULS III AND ROBERT BURSTEIN

The Commission and the United States Attorney for the Northern District of Illinois announced that on May 3 John L. Fauls III was found guilty of securities fraud, mail fraud, bribing a pension fund official, and racketeering following a two week jury trial. Fauls, a former stockbroker, and Robert Burstein, a pension fund manager and a director of a bank, engaged in a scheme to rig securities transactions, executed through Fauls, to insure a profit to the bank of which Burstein was a director, at the expense of the pension fund. Burstein had previously entered a guilty plea. The scheme involved interpositioning the bank between the fund and the market and also allocating profitable trades to the bank instead of the pension fund. The pension fund was defrauded out of a total of approximately \$3,500,000. Fauls also bribed Burstein to direct securities trades through Fauls to enable Fauls to earn compensation for executing those transactions. Fauls received payments for his brokerage firm totaling approximately \$2,500,000 for executing transactions for the pension fund. The Midwest Regional Office of the Securities and Exchange Commission participated in the criminal investigation. [U.S. v. John L. Fauls III and Robert Burstein, Criminal No. 93 CR 80, N.D. Ill.] (LR-14079)

---

#### HOLDING COMPANY

---

#### GULF POWER COMPANY

An order has been issued authorizing Gulf Power Company, an electric public utility subsidiary company of The Southern Company, a registered holding company, to issue and sell up to \$150 million of term-loan notes prior to January 1, 1997 and/or \$100 million of unsecured short-term and/or commercial paper notes through March 31, 1995 such that the aggregate principal amount at any one time outstanding does not exceed \$150,000,000. (Rel. 35-26049)

#### PENN FUEL GAS, INC., ET AL.

An order has been issued granting an application by Penn Fuel Gas, Inc. (PFG), a Pennsylvania holding company exempt from registration under Section 3(a)(1) of the Act pursuant to Rule 2, and Carol Ware Gates, Marilyn Ware Lewis, John H. Ware IV and Paul W. Ware. Applicants have

received authorization under Sections 9(a)(2) and 10 for acquisitions of common shares of PFG, and related transactions, pursuant to certain trust and voting agreements. Applicants' request for an order under Section 3(a)(1) exempting PFG from all provisions of the Act, except Section 9(a)(2), has also been granted. (Rel. 35-26050)

---

## SELF-REGULATORY ORGANIZATIONS

---

### PROPOSED RULE CHANGE

The Pacific Stock Exchange filed a proposed rule change (SR-PSE-94-3) amending its net capital rules for specialists. Publication of the proposal is expected in the Federal Register during the week of May 16. (Rel. 34-34026)

### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-MSRB-94-4) filed by the Municipal Securities Rulemaking Board to provide procedures for submitting information on political contributions pursuant to Rule G-37. The Commission granted accelerated approval of the proposed rule change to allow for the timely submission of, and public access to, information concerning political contributions. The Commission also published notice to solicit comments on the proposed rule change from interested persons. Publication of the order in the Federal Register is expected during the week of May 16. (Rel. 34-34027)

---

## 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.

SB-2 MOUNTBATTEN INC, 33 ROCK HILL RD, BALA CYNWYD, PA 19004 (215) 664-2259  
- 1,150,000 (\$6,325,000) COMMON STOCK. 100,000 (\$100)  
WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$660,000) COMMON STOCK.  
UNDERWRITER: BLAIR DH INVESTMENT BANKING CORP. (FILE 33-78336 - APR. 29)  
(BR. 9 - NEW ISSUE)

S-3 WESTCOTT COMMUNICATIONS INC, GALLERIA TOWER TWO, 13455 NOEL RD, DALLAS,  
TX 75240 (214) 417-4100 - 875,758 (\$13,836,976.40) COMMON STOCK. (FILE  
33-78338 - MAY. 02) (BR. 7)

REGISTRATIONS CONT.

- F-1 ANJAY JAPAN LTD, ARCO TOWER, 8-1 SHIMONEGURO 1 CHOME, NEGURO-KU TOKYO, MD (813) 543-4848 - 6,500,000 (\$246,870,000) FOREIGN COMMON STOCK. UNDERWRITER: MERRILL LYNCH & CO, MORGAN J P SECURITIES INC, SALOMON BROTHERS INC, YAMAICHI INTERNATIONAL AMERICA INC. (FILE 33-78400 - MAY. 02) (BR. 7 - NEW ISSUE)
- S-4 FIRST TRUST HOLDINGS INC, 120 EAST WALNUT ST, WATSEKA, IL 60970 (815) 432-2494 - 44,500 (\$10,811,275) COMMON STOCK. (FILE 33-78456 - MAY. 02) (BR. 2 - NEW ISSUE)
- S-6 CONNECTICUT MUTUAL VARIABLE LIFE SEPARATE ACCOUNT 1, 140 GARDEN ST, HARTFORD, CT 06154 - INDEFINITE SHARES. (FILE 33-78488 - MAY. 02) (BR. 20 - 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/ PRIORITY	FILING STATUS
ALPINE GAMING INC HAITZMANN ERWIN ET AL	CON 13D	3/31/94	4,800 57.3	02082410 0.0	RVSION
ALPINE MEADOWS TANGE INC PONDY MERGER CORP ET AL	CON 14D-1	5/ 9/94	2,288 59.7	02083910 59.7	UPDATE
ALPHA 1 BIOMEDICALS INC SCICLONE PHARMACEUTICALS INC	CON 13D	4/28/94	1,420 15.8	02091010 0.0	NEW
BNC COMMUNICATIONS INC GAMCO INVESTORS INC ET AL	CL A 13D	5/ 4/94	1,496 5.8	05544810 5.6	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR% STATUS
BETA WELL SVC INC MCGRAIN JOHN P	COM 13D	5/ 2/94	992 12.0	08659410 8.7 UPDATE
BOUTON CORP FLAHERTY ARTHUR F	COM 13D	4/18/94	2,619 100.0	10210910 100.0 UPDATE
BOUTON CORP KIMBERLY OLIVER A JR	COM 13D	4/19/94	13,444 100.0	10210910 100.0 UPDATE
BOUTON CORP MILLER DAVID F III	COM 13D	4/18/94	3,431 100.0	10210910 0.0 NEW
CVD FINL CORP CONVERSION INDS INC	COM 13D	5/ 2/94	1,147 27.1	12999510 38.9 UPDATE
CVD FINL CORP MCGRAIN JOHN P	COM 13D	4/28/94	314 7.4	12999510 5.6 UPDATE
CAPUCINOS INC CHAPDELAIN GEORGE R ET AL	COM 13D	4/29/94	13,826 100.0	14099510 0.0 NEW
CELEBRITY RESORTS INC IDIICO INC	COM 13D	4/30/94	100 27.2	15100510 13.6 UPDATE
CHALOME WINE GROUP LTD WOODWARD WILLIAM PHILIP	COM 13D	4/25/94	406 9.1	15763910 7.0 UPDATE
CHILDRENS DISCOVERY CTRS INC CONNELLY MICHAEL J ET AL	COM NEW 13D	4/14/94	613 19.3	16875720 23.4 UPDATE
CITADEL HLDG CORP CRAIG CORP	COM 13D	5/ 5/94	593 9.0	17286210 4.5 UPDATE
COMPUTER TASK GROUP INC KASTANJE PLANTAGE NV	COM 13D	5/ 3/94	1,184 12.7	20547710 12.7 UPDATE
DICEON ELECTRS INC MANDARIC MILAN	COM 13D	5/ 6/94	754 14.7	25302610 13.1 UPDATE
ENQUIRER/STAR GROUP INC MACFADDEN HLDGS LP ET AL	CL A 13D	4/28/94	22,252 53.3	29355410 53.3 UPDATE
ENQUIRER/STAR GROUP INC SALOMON INC	CL A 13D	4/28/94	1,155 2.8	29355410 4.0 UPDATE
EQUIVEST FINANCE INC BENNETT MGMT DEVELOP ET AL	COM NEW 13D	4/21/94	7,121 100.0	29799840 100.0 UPDATE
FIRST MID ILLINOIS BANCSHARE ADAMS CHARLES A	COM 13D	7/ 1/92	51 5.6	32086610 0.0 NEW
FISCHER & PORTER CO PA TOLSON JAY H	COM 13D	4/11/94	1,600 30.6	33769310 34.8 UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
HILLS STORES CO NEW DICKSTEIN MARK ET AL	COM 13D	4/29/94	521 5.8	43169210 0.0	NEW
INCOMNET INC GREENBERG JOEL W	COM NEW 13D	5/ 9/94	1,240 15.2	45336520 17.2	UPDATE
INTL FAMILY ENTMT INC GAMCO INVESTORS INC ET AL	CL B 13D	5/ 6/94	2,173 7.4	48099510 7.3	UPDATE
KETEMA INC AMER SECURITIES CORP, CLIENTS	COM 13D	5/ 9/94	923 26.5	49265310 29.7	UPDATE
INTELCOM GROUP INC PACIFIC TELECOM ET AL	COM 13D	4/29/94	1,183 8.3	49299510 0.0	NEW
LANDMARK BANCSHARES INC HALIS JEFFREY S	COM 13D	5/ 3/94	165 5.8	51492810 4.4	UPDATE
LYONDELL PETROCHEMICAL CO ATLANTIC RICHFIELD CO	COM 13D	5/ 5/94	39,921 49.9	55207810 50.0	UPDATE
MAXSERV INC SEARS ROEBUCK & CO	COM 13D	5/ 6/94	2,900 38.8	57791710 38.8	UPDATE
MYERS L E CO GROUP GRUBER JON D ET AL	COM 13D	3/22/94	73 3.0	62845610 5.7	UPDATE
NFO RESH INC LIPNER WILLIAM E	COM 13D	5/ 6/94	474 7.9	62910310 7.9	UPDATE
NEW MEXICO & ARIZ LD CO SUN NZ L L C ET AL	COM 13D	4/28/94	1,246 50.2	64707210 0.0	NEW
NEW VALLEY CORP VERITOVTRADE INC ET AL	PFD CL B CV \$3 13D	5/ 4/94	151 5.4	64908030 30.8	UPDATE
ORION DIVERSIFIED TECH INC MICHAEL ASSOCIATES	COM 13D	2/25/93	500 22.0	68627020 0.0	NEW
POLICY MGMT SYS CORP GENERAL ATLANTIC PRTRNS ET AL	COM 13D	4/26/94	1,519 6.7	73110810 0.0	NEW
PRECISION AEROTECH INC FOOTHILL CAPITAL CORP	COM 13D	4/28/94	533 67.5	74018720 0.0	NEW
R2 MEDICAL SYS INC CARDIOTRONICS SYSTEMS INCORP	COM 13D	4/28/94	176 6.5	74991610 0.0	NEW
REGAL INTL INC MARLEQUIN INVT HLDGS LTD ETAL	COM 13D	5/ 6/94	26,500 27.9	75881910 27.4	UPDATE
SCANSOURCE INC SCHEUER WALTER ET AL	COM 13D	5/ 2/94	264 12.3	80603710 7.6	UPDATE
SCANSOURCE INC SCHEUER WALTER ET AL	WARRANT 13D	5/ 2/94	150 13.0	80603711 0.0	NEW

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
VIE DE FRANCE CORP GRUBER JON D ET AL	CON 13D	4/21/94	1,040 7.6	92660410 6.5	UPDATE
MLR FOODS INC TYSONS FOODS INC	CON 14D-1	5/ 9/94	600 5.5	92928610 5.5	UPDATE
WESTERN ENERGY RESOURCES INC WALLACE EDWARD GREGG JR	CON 13D	4/28/94	1,000 12.0	95815510 0.0	NEW
ABLE TELCOM HOLDING TAYLOR GIDEON	CON 13D	5/ 9/94	1,229 16.5	00371230 21.0	UPDATE
ACE CASH EXPRESS INC PEAK INVESTMENT PRSHP ET AL	CON 13D	5/ 3/94	237 5.7	00440310 5.0	UPDATE
ACTION PERFORMANCE COS INC GILL V ANDREW	CON 13D	3/17/94	0 0.0	00493310 10.5	UPDATE
ALLIED CLINICAL LABS INC NATIONAL HEALTH LABS INC ET AL	CON 14D-1	5/10/94	2,769 33.0	01907610 0.0	NEW
AVONDALE INDUSTRIES INC CHESTNUT HILL CAP L P	CON 13D	5/ 5/94	635 4.4	05435010 5.5	UPDATE
BIOCRIST PHARMACEUTICALS JOHN AND MARY PAPPAJOHNN	CON 13D	4/21/94	868 11.1	09099310 11.0	UPDATE
CACHE INC SAUL ANDREW M ET AL	CON NEW 13D	4/28/94	6,160 74.6	12715030 77.2	UPDATE
CENTEX TELEMANAGEMENT INC SIEGLER GARY ET AL	CON 13D	5/ 6/94	1,221 6.9	15231510 8.5	UPDATE
CRYENCO SCIENCES INC GRUBER JON D ET AL	CL A NEW 13D	5/ 5/94	262 5.1	22899120 6.1	UPDATE
DATEQ INFORMATION NETWORK JACKSON & COKER INC	CON 13D	4/25/94	503 15.1	23791610 30.4	UPDATE
DIAMOND SHAROCK OFFSHORE PA DEP RCPT BURLINGTON RESOURCES INC	CON 13D	4/26/94	64,164 86.9	25274410 0.0	NEW
ELECTROMAGNETIC SCIENCES INC ROCKER DAVID A	CON 13D	5/ 4/94	494 7.4	28539710 6.3	UPDATE
ENEX 89 89 INCOME RET FD 6 ENEX RES CORP ET AL	LTD PART INTS 13D	4/30/94	0 0.0	29274290 0.0	NEW
ENEX OIL GAS INCOME PROG IV6 ENEX RES CORP ET AL	LTD PART INTS 13D	4/30/94	0 0.0	29274291 0.0	NEW
ENEX 88 89 INCOME RET FD 3 ENEX RES CORP ET AL	LTD PART INTS 13D	4/30/94	0 0.0	29274292 0.0	NEW



## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ENEX OIL GAS INCOME PROG IV7 LTD PART INTS ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274293 0.0	NEW
ENEX OIL GAS INCOME PROG IV7 LTD PART INTS ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274293 0.0	RVISION
ENEX OIL GAS INCOME PROG IV7 LTD PART INTS ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274293 0.0	RVISION
ENEX OIL GAS INCOME PROG IV7 LTD PART INTS ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274293 0.0	RVISION
ENEX 88 89 INCOME RET FD 7 LTD PART INTS ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274294 0.0	NEW
ENEX 90-91 INCOME RETIREMENT LTD PTRNSHP INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274295 0.0	NEW
ENEX 90-91 INCOME RETIREMENT LTD PTRNSHP INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274296 0.0	NEW
ENEX INCOME AND RETIREMENT LTD PART INTERESTS ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274297 0.0	NEW
ENEX INC & RET SER 2 LTD PART INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274298 N/A	UPDATE
ENEX OIL GAS INC PROG IV-3 LTD PART INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274371 N/A	UPDATE
ENEX OIL GAS INC PROG III-8 LTD PART INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274372 N/A	UPDATE
ENEX OIL GAS INC PROG III-6 LTD PART INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274373 N/A	UPDATE
ENEX OIL GAS INC PROG III-3 LTD PART INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274374 N/A	UPDATE
ENEX OIL GAS INC PROG IV-1 LTD PRMNSHIP INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274375 N/A	UPDATE
ENEX OIL GAS INC PROG II-7 INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274376 N/A	UPDATE
ENEX OIL GAS INC PROG II-10 LTD PART INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274377 N/A	UPDATE
ENEX OIL GAS INC PROG III-1 LTD PART INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274378 N/A	UPDATE
ENEX OIL GAS INC PROG III-5 LTD PTNSHP INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274379 N/A	UPDATE
ENEX OIL GAS INC PROG III-2 LTD PTNSHP INT ENEX RES CORP ET AL	13D	4/30/94	0 0.0	29274380 N/A	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ % OWNED	CUSIP/ PRIOR%	FILING STATUS
ENEX OIL & GAS INC II-6 ENEX RES CORP ET AL	LTD PRSHP INT 13D	4/30/94	0 0.0	29274383 N/A	UPDATE
ENEX OIL & GAS INC II-5 ENEX RES CORP ET AL	LTD PRT INT 13D	4/30/94	0 0.0	29274384 N/A	UPDATE
ENEX OIL GAS INC PROG II-4 ENEX RES CORP ET AL	LTD INT 13D	4/30/94	0 0.0	29274385 N/A	UPDATE
ENEX OIL GAS INC PROG II-2 ENEX RES CORP ET AL	LTD INT 13D	4/30/94	0 0.0	29274386 N/A	UPDATE
ENEX OIL GAS INC PROG II-1 ENEX RES CORP ET AL	LTD INT 13D	4/30/94	0 0.0	29274387 N/A	UPDATE
ENEX OIL GAS INCOME PROG I ENEX RES CORP ET AL	LTD INT 13D	4/30/94	0 0.0	29274388 N/A	UPDATE
ENEX OIL & GAS INC II-3 ENEX RES CORP ET AL	LTD PART INT 13D	4/30/94	0 0.0	29274392 N/A	UPDATE
ENEX OIL & GAS INC III-7 ENEX RES CORP ET AL	LTD PRT INT 13D	4/30/94	0 0.0	29274394 N/A	UPDATE
ENEX OIL & GAS INC II-8 ENEX RES CORP ET AL	LTD PRT INT 13D	4/30/94	0 0.0	29274395 N/A	UPDATE
ENEX OIL GAS INC PROG II-9 ENEX RES CORP ET AL	LTD PTRNSHP INT 13D	4/30/94	0 0.0	29274396 N/A	UPDATE
ENEX OIL AND GAS INCOME III-4 ENEX RES CORP ET AL	LTD PART INTERESTS 13D	4/30/94	0 0.0	29274397 0.0	NEW
ENEX OIL AND GAS INCOME IV 2 ENEX RES CORP ET AL	LTD PART INTERESTS 13D	4/30/94	0 0.0	29274398 0.0	NEW
ENEX OIL AND GAS INCOM IV ENEX RES CORP ET AL	LTD PART INTERESTS 13D	4/30/94	0 0.0	29274399 0.0	NEW
ENEX OIL AND GAS INCOME PROG ENEX RES CORP ET AL	LTD PART INTERESTS 13D	4/30/94	0 0.0	29274400 0.0	NEW
EQUIVEST FINANCE INC ATLANTIC INVESTMENT PART ET AL	COM NEW 13D	4/21/94	0 0.0	29799840 0.0	NEW
GOLDEN PHARMACEUTICALS INC DRUMMOND CHARLES R	COM 13D	3/ 4/94	34,000 51.8	38114510 0.0	NEW
GREY ADVERTISING INC MEYER EDWARD H	COM 13D	4/ 7/94	106 8.6	39783810 10.5	UPDATE
HAMBURGER HAMLET RESTAURANTS ARNOLD E H PERSONAL PROP TR	COM 13D	4/13/94	617 14.7	40676410 14.7	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
HAMBURGER HAMLET RESTAURANTS COM KECSEG ROBERT J	13D	4/13/94	20 0.5	40676410 0.5	UPDATE
HAMBURGER HAMLET RESTAURANTS COM RECCA MICHAEL E	13D	4/13/94	27 0.6	40676410 0.6	UPDATE
HEALTH RISK MGMT INC KISTLER WILLIAM L III	COM 13D	3/ 8/94	247 6.3	42193510 0.0	NEW
MEMASURE INC MADONIA NICK TRUSTEE	COM 13D	4/28/94	489 9.5	42350410 7.5	UPDATE
HOMEDCO GROUP INC ARGYROS GEORGE L ET AL	COM 13D	4/28/94	1,703 13.3	43799910 13.3	UPDATE
IBAH INC CHURCHILL WINSTON J ET AL	COM 13D	4/27/94	1,308 25.0	45073110 18.8	UPDATE
IBAH INC HAMILL STUART J	COM 13D	4/27/94	1,340 25.6	45073110 0.0	NEW
IBAH INC HENWOOD GERALDINE A ET AL	COM 13D	4/24/94	3,473 66.3	45073110 0.0	NEW
IBAH INC NEW ENTERPRISE ASSOC V ET AL	COM 13D	4/27/94	866 16.5	45073110 0.0	NEW
IBAH INC SANTORO JOHN L	COM 13D	4/27/94	938 17.9	45073110 0.0	NEW
IBAH INC SMITHKLINE BEECHAM CORP ET AL	COM 13D	4/27/94	1,158 22.1	45073110 0.0	NEW
INTL ENVIRONMENTAL HLDGS INC ZERBIB JOSEPH W	COM 13D	4/11/94	13,483 46.4	49699510 46.4	UPDATE
INNERDYNE INC BURR EGAN DELEAGE & CO	COM 13D	4/28/94	2,218 12.9	50399710 0.0	NEW
LONE STAR CASINO CORP HILL GEORGE B TRUSTEE	COM 13D	3/31/94	602 5.7	54225210 5.7	RVS10M
M S E CABLE SYSTEMS INC DOYLE INVESTMENT GRP L L C	COM 13D	4/30/94	2,078 31.6	55354820 0.0	NEW
MARK CTLS CORP NEW SLIFKA ALAN B	COM 13D	4/26/94	0 0.0	57099310 7.4	UPDATE
MEDICORE INC LANGBEIN THOMAS K	COM 13D	4/13/94	662 14.5	58493110 10.3	UPDATE
NORTH BAMCSHARES INC HASS MARY ANN ET AL	COM 13D	4/27/94	90 6.1	65746710 0.0	NEW
ORCHARD SUPPLY HARDWARE STRS COM FS EQUITY PARTNERS III ET AL	COM 13D	3/16/94	3,979 57.5	68569110 46.4	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PACE AMERN GROUP INC PACE DON H	COM 13D	4/28/94	889 21.0	69371910 18.9	UPDATE
RHI ENTMT INC HC CROMM CORP ET AL	COM 14D-1	5/10/94	0 0.0	74955910 0.0	UPDATE
REHABILITY CORP NATIONS FINL CAPITAL CORP	COM 13D	5/ 3/94	416 5.6	75893810 6.3	UPDATE
SCANFORMS INC BRIDGE CAPITAL INVESTORS ET AL	COM PAR \$0.01 13D	4/18/94	398 12.6	80601130 14.1	UPDATE
SELAS CORP AMER MUGGET PARTNERS LP	COM 13D	5/ 9/94	169 4.9	81611910 5.9	UPDATE
SYNTEX CORP ROCHE HLDGS INC	COM 14D-1	5/10/94	0 0.0	87161610 0.0	NEW
TEJAS GAS CORP DEL BLEICHROEDER ARNHOLD & S ET AL	COM 13D	4/25/94	1,111 10.7	87907510 9.5	UPDATE
VENEZUELAN GOLDFIELDS LTD STEPHENS PAUL H ET AL	COM 13D	4/26/94	2,975 13.6	92499310 8.5	UPDATE
VIDEO JUKEBOX NETWORK INC CEA INVESTORS INC ET AL	COM 13D	5/ 1/94	11,879 75.7	92699410 72.9	UPDATE
MEYCO GROUP INC FLORSHEIN THOMAS W ET AL	COM 13D	5/ 6/94	684 32.3	96214910 31.8	UPDATE