

sec news digest

Issue 94-184

September 27, 1994

COMMISSION ANNOUNCEMENTS

CHAIRMAN LEVITT TO TESTIFY

On Wednesday, September 28, Chairman Levitt will testify at 10:00 a.m. before the Committee on Banking, Housing and Urban Affairs. The testimony concerns "International Markets and Individual Investors." The hearing will be held in Room 538 of the Dirksen Senate Office Building.

ENFORCEMENT PROCEEDINGS

CEASE AND DESIST ORDER ENTERED AGAINST LARRY LAVERCOMBE

The Commission announced the entry of an Order Instituting Proceedings, Making Findings and Imposing a Cease and Desist Order (Order) against Larry LaVercombe. LaVercombe was Chairman, Chief Executive Officer, President and Treasurer of Telephone Specialists, Inc. (TSI) and owned 19% of its stock. LaVercombe consented to the entry of the Order without admitting or denying its findings.

The Order arises out of TSI's filing of materially misstated financial statements in 1989 and 1990, resulting from its controller's falsification of TSI's accounting records. The Order finds that LaVercombe caused TSI's filing of false financial statements by, among other things, signing TSI's financial statements, failing to maintain an adequate system of internal accounting controls, failing to supervise the controller and failing to respond to warnings and signs of problems.

The Commission ordered LaVercombe to cease and desist from committing or causing any violation and any future violations of the reporting and recordkeeping provisions of the securities laws. (Rel. 34-34687; AAE Rel. 594)

ADMINISTRATIVE PROCEEDINGS AGAINST MARK MCLAUGHLIN

The Commission, pursuant to Section 21C of the Securities Exchange Act of 1934 (Exchange Act), instituted public administrative proceedings against Mark W. McLaughlin (McLaughlin) of San Francisco, California. The Order Instituting Proceedings, Making Findings and Cease and Desist Order (Order) alleges that McLaughlin violated Sections 13(d) and 16(a) of the Exchange Act and Rules 13d-1 and 16a-3. Specifically, the Order alleges that, from 1988 through 1994, McLaughlin acquired and held more than ten percent of the outstanding shares of Arlen Corporation, but did not file a report of his holdings on either Schedule 13D or on Forms 3, 4 or 5 with the Commission. In settlement of the proceedings, McLaughlin has consented to an Order which orders McLaughlin to cease and desist from committing or causing any violation and any future violation of Sections 13(d) and 16(a) of the Exchange Act and Rules 13d-1 and 16a-3 thereunder. (Rel. 34-34689)

IN THE MATTER OF MERIS LABORATORIES, INC., ET AL.

The Commission instituted proceedings against Meris Laboratories, Inc., its Chief Operating Officer, Stephen Kass, and its Chief Financial Officer, John DiPietro. Simultaneously, the Commission accepted Offers of Settlement wherein, without admitting or denying the findings, the respondents consented to the issuance of a cease and desist order.

The Order finds that Meris failed to provide audited financial statements and pro forma information in connection with the acquisition of a business that occurred just prior to a public offering of securities. It also finds that Meris improperly accounted for expenses incurred in connection with that offering and improperly capitalized certain other expenses. The Order finds that through such conduct, Meris violated Sections 17(a)(2) and (3) of the Securities Act, Section 13(a) of the Securities Exchange Act and Rules 12b-20, 13a-1, and 13a-13; that DiPietro caused Meris's violations of those provisions; and that Kass caused Meris's violations of Section 17(a)(2) and (3) of the Securities Act, Section 13(a) of the Securities Exchange Act, and Rules 12b-20 and 13a-1 thereunder. It also orders that each of the respondents cease and desist from committing or causing any violation, or any future violation, of those provisions. (Rels. 33-7095; 34-34722; AAE Rel. 598)

PERMANENT INJUNCTION ENTERED AGAINST RICHARD SHANNON AND RICHARD SHANNON
D/B/A CONCEPT MANAGEMENT GROUP

The Commission announced that on September 20 a Final Judgment of Permanent Injunction and Other Relief was entered by consent against Richard E. Shannon and Richard E. Shannon d/b/a Concept Management Group in the United States District Court for the Northern District of New York enjoining them from future violations of the broker-dealer registration and antifraud provisions of the federal securities laws.

The Commission's complaint, filed on February 11, 1993, alleged, among other things that, from in or about August 1987 to in or about July 1992, Shannon and Concept held themselves out as broker-dealers and, in connection therewith, solicited at least seven investors and raised more than \$200,000 for the purpose of investing in securities through Concept. The complaint further alleged that neither Shannon nor Concept was registered with the Commission as a broker-dealer.

The complaint further alleged that the defendants knowingly or recklessly made materially false and misleading statements to investors, in that, among other things, they represented to investors that they would purchase securities with investors' funds when, in fact, no securities were purchased; sent false and misleading confirmation statements to investors which reflected the purchase and sale of securities for customer accounts when, in fact, no securities were purchased or sold; and held themselves out to investors as registered broker-dealers when, in fact, neither Shannon nor Concept was registered with the Commission as a broker-dealer. The complaint further alleged that the defendants used investors' funds for defendants' personal benefit. [SEC v. Richard E. Shannon and Richard E. Shannon D/B/A Concept Management Group, 93-CIV. 0199, FJS/DNH, NDNY] (LR-14250)

CIVIL ACTION AGAINST TED WESTERFIELD

On September 26, the Commission filed a complaint in the United States District Court for the Southern District of New York against Ted Harold Westerfield seeking a permanent injunction, disgorgement and a civil penalty. The complaint alleges that Westerfield, formerly a registered representative with a New York Stock Exchange member firm, violated Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, aided and abetted violations of Section 204 of the Investment Advisers Act of 1940 and Rule 204-1 thereunder and conspired to violate Section 17(e)(1) of the Investment Company Act of 1940.

The complaint alleges that Westerfield entered into a secret fraudulent scheme with an analyst/assistant portfolio manager (Analyst) for an investment adviser to registered mutual funds (Funds). Pursuant to the alleged scheme the Analyst placed orders for the purchase of securities on behalf of the Funds with Westerfield in return for a portion of Westerfield's commissions. The complaint alleges that Westerfield received over \$200,000 in commissions pursuant to these transactions and paid the Analyst approximately \$40,000 in kickbacks. [SEC v. Ted Harold Westerfield, USDC/SDNY, Civil Action No. 94-CIV 6997] (LR-14254)

CIVIL INJUNCTIVE ACTION FILED AGAINST KEVIN SAMSON AND SAMSON FINANCIAL GROUP, INC.

On September 27, the Commission filed a complaint in the U.S. District Court for the District of Columbia against Kevin C. Samson (Samson) and Samson Financial Group, Inc. (SFG) seeking permanent injunctions, disgorgement and prejudgment interest, and civil penalties based on violations of the antifraud, securities registration and broker-dealer registration provisions of the federal securities laws.

The Commission alleges that, between October 1988 and November 1993, SFG and Samson fraudulently offered and sold to approximately 450 investors over \$20 million worth of securities representing interests in pools of promissory notes secured by real estate. The complaint charges that SFG and Samson, as SFG's president, chief executive officer, chairman of the board and principal shareholder, made false and misleading representations about the risks associated with the investments, and that, from April 1990 until November 1993, Samson and SFG engaged in a scheme to conceal information concerning pool performance, and to generate \$994,775 in undisclosed income. The complaint also charges that five offerings were improperly made without being registered with the Commission; that SFG and Samson offered and sold securities without being registered with the Commission as a broker-dealer or as a person associated with a broker-dealer; and that Samson personally earned approximately \$85,000 in sales commissions. [SEC v. Kevin C. Samson, et al., Civil Action No. 94-2081, TFH, D.D.C.] (LR-14256)

INVESTMENT COMPANY ACT RELEASES

LANDMARK FUNDS I, ET AL.

A notice has been issued giving interested persons until October 18 to request a hearing on an application filed by Landmark Funds I, et al. for a conditional order under Section 6(c) of the Investment Company Act that would exempt applicants from Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i), and 22(d) of the Act and Rule 22c-1 thereunder. The order would permit applicants to issue an unlimited number of classes of shares representing interests in the same portfolio of securities, and to assess and, under certain circumstances, waive, defer or reduce a contingent deferred sales charge on redemptions of the shares. (Rel. IC-20572 - September 23)

HOLDING COMPANY ACT RELEASES

GENERAL PUBLIC UTILITIES CORPORATION, ET AL.

A notice has been issued giving interested persons until October 17 to request a hearing on a proposal by General Public Utilities Corporation (GPU) and its public-utility subsidiary companies Jersey Central Power & Light Company, Metropolitan Edison Company and Pennsylvania Electric Company (GPU Companies), to issue and sell short-term unsecured debt by various means through December 31, 1997. In no event, however, would the total amount of such unsecured debt of any GPU Company outstanding at any one time exceed the limitation on such indebtedness imposed by such company's charter and, in the case of GPU, \$200 million. (Rel. 35-26130)

CENTRAL AND SOUTH WEST SERVICES, INC., ET AL.

A notice has been issued giving interested persons until October 17 to request a hearing on a proposal by Central and South West Corporation (CSW), a registered holding company, and its service company subsidiary, Central and South West Services, Inc. (CSWS), whereby CSW will guarantee CSWS' issuance of up to \$60 million of long-term notes to banks or institutional investors, through December 31, 1996. (Rel. 35-26130)

ALABAMA COMPANY, ET AL.

A notice has been issued giving interested persons until October 17 to request a hearing on a proposal by Alabama Power Company (Alabama), Georgia Power Company (Georgia), Gulf Power Company (Gulf), Mississippi Power Company (Mississippi), and Savannah Electric and Power Company (Savannah) (collectively, Operating Companies), electric public utility subsidiary companies of The Southern Company, a registered holding company, whereby each Operating Company will, among other things, borrow money from and make equity capital contributions to newly organized subsidiaries formed solely to issue preferred securities for Alabama, Georgia, Gulf, Mississippi and Savannah in respective aggregate amounts of \$175 million, \$300 million, \$15 million, \$15 million and \$10 million, through December 31, 1997. (Rel. 35-26130)

COLUMBUS SOUTHERN POWER CO., ET AL.

A notice has been issued giving interested persons until October 17 to request a hearing on a proposal by Columbus Southern Power Co. (Columbus), an electric utility subsidiary company of American Electric Power Co., Inc., a registered holding company, and Simco, Inc. (Simco), a non-utility subsidiary company of Columbus, under which Columbus and Simco request an authorization for Simco to return excess capital to Columbus through a declaration of dividends on its common shares of stock out of paid-in capital surplus to be paid on a periodic basis until the amount of dividends equals \$500,000. (Rel. 35-26130)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-PTC-94-03) filed by the Participants Trust Company eliminating Deliverer's Security Interest and adding Participant's Intraday Collateral Lien. Publication of the approval order is expected in the Federal Register during the week of September 26. (Rel. 34-34701)

PROPOSED RULE CHANGE

The Pacific Stock Exchange filed a proposed rule change (SR-PSE-94-18) to amend PSE Rule 6.87, "Automatic Execution System," to allow the PSE's Options Floor Trading Committee to be authorized to increase, on an issue-by-issue basis, the size of the equity option orders that may be eligible to be executed through the PSE's Automatic Execution System (Auto-Ex) up to a maximum of 20 contracts. Publication of the notice is expected in the Federal Register during the week of June 26. (Rel. 34-34702)

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 CORAM HEALTHCARE CORP, 4675 MACARTHUR CT STE 1250, NEWPORT BEACH, CA
92660 - 2,751,311 (\$83,546,138.69) COMMON STOCK. (FILE 33-55547 - SEP. 20)
(BR. 6)

SB-2 MEGASPECTOR INC, 23062 LA CADENA DR, LAGUNA HILLS, CA 92653
(714) 859-4011 - 1,220,000 (\$5,900,000) COMMON STOCK. (FILE 33-83814-LA -
SEP. 08) (BR. 10 - NEW ISSUE)

SB-1 WESTVIEW HEALTH CARE ASSOCIATES LP, 15455 CONWAY RD, STE 310,
CHESTERFIELD, MO 63017 (314) 532-8443 - 2,450,000 (\$2,450,000)
STRAIGHT BONDS. (FILE 33-83924-C - SEP. 09) (BR. 6 - NEW ISSUE)

S-3 PLAINS RESOURCES INC, 1600 SMITH ST STE 1500, HOUSTON, TX 77002
(713) 654-1414 - 6,920,866 (\$49,311,170.25) COMMON STOCK. (FILE 33-84064 -
SEP. 19) (BR. 3)

S-3 WRT ENERGY CORP, 4200 RESEARCH FOREST DR, WOODLANDS, TX 77380
(713) 363-0030 - 1,850,150 (\$17,923,563) COMMON STOCK. (FILE 33-84066 -
SEP. 16) (BR. 3)

REGISTRATIONS CONT.

- SB-2 DIASYS CORP, 49 LEAVENWORTH ST, WATERBURY, CT 06702 (203) 755-5083 - 1,435,000 (\$11,085,000) COMMON STOCK. UNDERWRITER: MORSE LESTER. (FILE 33-84068 - SEP. 19) (BR. 8 - NEW ISSUE)
- S-3 ZOLTEK COMPANIES INC, 3101 MCKELVEY RD, ST LOUIS, MO 63044 (314) 291-5110 - 51,502 (\$558,996.75) COMMON STOCK. (FILE 33-84070 - SEP. 14) (BR. 8)
- S-8 INTEGRATED RESOURCES TECHNOLOGIES INC /DE/, 72-B CABOT STRREET, W BABYLON, NJ 07306 (516) 694-7060 - 1,078,000 (\$1,015,300) COMMON STOCK. (FILE 33-84072 - SEP. 19) (BR. 11)
- S-8 WEATHERFORD INTERNATIONAL INC, 1360 POST OAK BLVD STE 1000, HOUSTON, TX 77056 (713) 439-9400 - 43,600 (\$545,000) COMMON STOCK. (FILE 33-84076 - SEP. 19) (BR. 3)
- F-6 ARJO AB /ADR/, 111 WALL ST, C/O CITIBANK NA, NEW YORK, NY 10043 (212) 657-7691 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-84078 - SEP. 14) (BR. 99 - NEW ISSUE)
- S-8 WALSHIRE ASSURANCE COMPANY, 3350 WHITEFORD RD, YORK, PA 17402 (717) 757-0000 - 100,000 (\$1,175,000) COMMON STOCK. (FILE 33-84080 - SEP. 19) (BR. 9)
- S-8 FIRST CENTRAL FINANCIAL CORP, 266 MERRICK RD, LYNBROOK, NY 11563 (516) 593-7070 - 50,000 (\$265,500) COMMON STOCK. (FILE 33-84082 - SEP. 19) (BR. 9)
- S-4 WEBSTER FINANCIAL CORP, FIRST FEDERAL PLZ, 145 BANK ST, WATERBURY, CT 06702 (203) 753-2921 - 266,531 (\$3,806,062.68) COMMON STOCK. (FILE 33-84134 - SEP. 16) (BR. 2)
- S-3 COPELCO CAPITAL FUNDING CORP II, 1700 SUCKLE PLAZA, PENNSAUKEN, NJ 08110 (609) 665-6400 - 1,000,000 (\$1,000,000) STRAIGHT BONDS. UNDERWRITER: DEWEY BALLANTINE, PRUDENTIAL SECURITIES INC. (FILE 33-84148 - SEP. 19) (BR. 11 - NEW ISSUE)
- S-4 TELE-MEDIA BROADCASTING CO, 804 JACKSONVILLE RD, PO BOX 39, BELLEFONTE, PA 16823 (814) 355-8355 - 42,451,000 (\$24,248,860.22) STRAIGHT BONDS. (FILE 33-84150 - SEP. 19) (BR. 7 - NEW ISSUE)
- S-8 GEOWORKS /CA/, 960 ATLANTIC AVE, ALAMEDIA, CA 94501 (510) 814-1660 - 3,159,842 (\$12,252,738.01) COMMON STOCK. (FILE 33-84152 - SEP. 19) (BR. 9)
- F-6 KLOOF GOLD MINING CO LTD /ADR/, 1 CHASE MANHATTAN PLAZA, C/O CHASE MANHATTAN BANK, NEW YORK, NY 10081 (212) 552-1305 - 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-84154 - SEP. 19) (BR. 99)
- F-6 NEDCOR LTD /ADR/, 60 WALL STREET, NEW YORK, NY 10017 - 20,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-84156 - SEP. 19) (NEW ISSUE)

REGISTRATIONS CONT.

- F-6 DEELKRAAL GOLD MINING CO LTD/ADR/, 60 WALL ST,
C/O DEELKRAAL GOLD MINING CO LTD, NEW YORK, NY 10260 (212) 648-3250 -
50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE
33-84158 - SEP. 19) (BR. 0)
- S-3 SPORTS & RECREATION INC, 4701 W HILLSBOROUGH AVE, TAMPA, FL 33614
(813) 886-9688 - 3,450,000 (\$87,112,500) COMMON STOCK. (FILE 33-84160 -
SEP. 19) (BR. 1)
- S-4 COASTAL HEALTHCARE GROUP INC, 2828 CROASDAILE DR, DURHAM, NC 27705
(919) 383-0355 - 2,097,000 (\$71,864,190) COMMON STOCK. (FILE 33-84162 -
SEP. 19) (BR. 6)

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/ PRIOR% | FILING STATUS |
|---|-------------|------------|----------------------|------------------|---------------|
| ADVANCED MED INC OLSHANSKY JACK ET AL | COM 13D | 8/ 4/94 | 1,356 9.6 | 00999310 25.8 | UPDATE |
| ADVACARE INC PAR INVMT PRTRNS ET AL | COM 13D | 8/18/94 | 1,000 8.3 | 01299810 5.9 | UPDATE |
| ALLSTATE FINL CORP VA VALUE PARTNERS LTD | COM 13D | 8/26/94 | 274 8.8 | 02001110 7.8 | UPDATE |
| ALPHA 1 BIOMEDICALS INC SCICLONE PHARMACEUTICALS INC | COM 13D | 9/12/94 | 1,305 14.5 | 02091010 15.6 | UPDATE |
| AMERCO SHOEN EDWARD J ET AL | COM 13D | 8/24/94 | 18,389 47.6 | 02359110 47.5 | UPDATE |
| AMERICA WEST AIRLS INC LEHMAN BROTHERS INC | COM 13D | 8/25/94 | 0 0.0 | 02365010 N/A | UPDATE |
| APPLIED PWR INC BRUMDER PHILIP G | CL A 13D | 8/17/94 | 627 4.8 | 03822510 5.6 | UPDATE |

ACQUISITIONS CONT.

| NAME AND CLASS OF STOCK/OWNER | FORM | EVENT DATE | SHRS(000)/ %OWNED | CUSIP/ PRIOR% | FILING STATUS |
|---|-------------------|------------|----------------------|------------------|---------------|
| BRL ENTERPRISES INC CUNDILL PETER & ASSOC LTD ET A | COM 13D | 8/31/94 | 974 21.1 | 05592510 23.8 | UPDATE |
| BROCK CANDY CO ALPINE ASSOC LTD PRSHP | CL A 13D | 9/ 1/94 | 182 2.6 | 11162410 0.0 | NEW |
| BROCK CANDY CO BRACH MERGER SUB INC ET AL | CL A 13D | 8/31/94 | 3,755 54.0 | 11162410 0.0 | NEW |
| BROOKE GROUP LTD ALISSA SAAD A | COM 13D | 9/13/94 | 831 4.8 | 11252510 6.3 | UPDATE |
| CALPROP CORP ZACCAGLIN VICTOR ET AL | COM 13D | 8/24/94 | 4,203 88.3 | 13135210 88.0 | UPDATE |
| CATALYST VALVE SVCS INC CATALYST CAPITAL PART I ET AL | COM 13D | 8/31/94 | 47,649 64.0 | 14888299 0.0 | NEW |
| CATALYST VALVE SVCS INC CORMIER ANDREW ET AL | COM 13D | 8/31/94 | 10,210 13.7 | 14888299 0.0 | NEW |
| CHICAGO DOCK & CANAL TR CUNDILL PETER & ASSOC LTD ET A | SH BEN INT 13D | 8/31/94 | 345 6.0 | 16733910 6.8 | UPDATE |
| CITADEL HLDG CORP DILLON INVESTORS LP ET AL | COM 13D | 9/ 7/94 | 0 0.0 | 17286210 10.0 | UPDATE |
| CONTEL CELLULAR INC SANDLER ASSOC ET AL | CL A 13D | 9/ 9/94 | 182 1.8 | 21090410 5.4 | UPDATE |
| CONVEST ENERGY CORP TEX SANDERLING OIL CORP | COM 13D | 6/30/94 | 1,101 26.0 | 21257710 26.0 | UPDATE |
| COOPER COS INC MARX MOSES | COM 13D | 8/ 9/94 | 1,556 5.1 | 21664810 6.2 | UPDATE |
| DMI FURNITURE INC DREHER DONALD D | COM 13D | 9/ 9/92 | 391 13.2 | 23323010 0.0 | NEW |
| DART GROUP CORP HAFT RONALD S | CL A 13D | 9/14/94 | 120 6.9 | 23741510 6.9 | UPDATE |
| DETROIT DIESEL CORP DIESEL PROJECT DEV INC ET AL | COM 13D | 9/ 6/94 | 4,935 22.2 | 25083710 22.2 | UPDATE |
| DISCOVERY ZONE INC FLYNN BRIAN J ET AL | COM 13D | 9/ 1/94 | 2,610 6.9 | 25699410 0.0 | NEW |
| DISCOVERY ZONE INC FLYNN KEVIN F ET AL | COM 13D | 9/ 1/94 | 2,610 6.9 | 25699410 0.0 | NEW |
| EVANS INC CUNDILL PETER & ASSOC LTD | COM 13D | 8/31/94 | 1,208 24.6 | 29915510 26.0 | UPDATE |

ACQUISITIONS CONT.

| NAME AND CLASS OF STOCK/OWNER | FORM | EVENT DATE | SHRS(000)/ %OWNED | CUSIP/ PRIOR% | FILING STATUS |
|--|------------------------|------------|----------------------|-------------------|---------------|
| FINL SEC ASSURN HLDGS LTD FUND AMERICAN ENTR HLDGS | COM 13D | 9/14/94 | 15,561 59.3 | 32699510 49.2 | UPDATE |
| FLORIDA GAMING CORP FREEDOM FINL CORP | COM 13D | 8/26/94 | 2,729 100.0 | 34068910 100.0 | UPDATE |
| FRONTIER AIRLS INC NEW MERIDIAN FUND LTD | COM 13D | 9/ 8/94 | 250 7.3 | 35906510 0.0 | NEW |
| FRONTIER AIRLS INC NEW MERIDIAN FUND LTD | COM 13D | 9/ 8/94 | 250 7.3 | 35906510 0.0 | RVISION |
| GHIS INC MOORE CAPITAL MGMT INC ET AL | COM 13D | 9/ 1/94 | 500 6.2 | 36189710 0.0 | NEW |
| GENERAL ATLANTIC RES INC UNITED MERIDIAN CORP ET AL | COM 14D-1 | 9/14/94 | 4,749 47.2 | 36900210 20.0 | UPDATE |
| GENLYTE GROUP INC SCHWARTZ MARVIN C | COM 13D | 8/19/94 | 1,008 7.9 | 37230210 6.8 | UPDATE |
| GOLDEN QUAIL RES LTD TRUMP ROBERT S | COM 13D | 8/26/94 | 1,500 27.9 | 38092510 27.9 | UPDATE |
| GUARDSMAN PRODS INC JAMES L SADLER | COM 13D | 8/31/94 | 750 9.4 | 40148910 0.0 | NEW |
| GUARDSMAN PRODS INC SADLER JOHN H | COM 13D | 8/31/94 | 750 9.4 | 40148910 0.0 | NEW |
| HAMPTON RES CORP KNICKEL BRADLEY D ET AL | COM 13D | 9/ 7/94 | 1 0.0 | 40931710 10.1 | UPDATE |
| HOUSTON BIOTECHNOLOGY INC LEHMAN BROTHERS INC ET AL | COM 13D | 5/ 3/94 | 1,017 26.4 | 44184010 13.0 | NEW |
| IPS HEALTH CARE INC NORMAN R HAMES | COM 13D | 9/ 2/94 | 2,994 91.8 | 44983810 0.0 | NEW |
| INAMED CORP MCGHAN DONALD K ET AL | COM 13D | 8/30/94 | 929 12.5 | 45323510 12.3 | UPDATE |
| INCOME OPPORTUNITY RLTY TR AMERICAN RLTY TR ET AL | SH BEN INT NEW 13D | 9/ 1/94 | 325 41.1 | 45333720 36.9 | UPDATE |
| INDIANA UTD BANCORP BREEDEN DOUGLAS T | COM 13D | 9/ 8/94 | 93 7.6 | 45514910 0.0 | NEW |
| INSILCO CORP DICKSTEIN & CO LP ET AL | COM PAR \$0.001 13D | 9/ 9/94 | 740 7.5 | 45765970 8.6 | UPDATE |
| JAYARK CORP KOFFMAN BURTON I ET AL | COM 13D | 8/23/94 | 2,643 38.0 | 47207010 42.3 | UPDATE |

ACQUISITIONS CONT.

| NAME AND CLASS OF STOCK/OWNER | FORM | EVENT DATE | SHRS(000)/ %OWNED | CUSIP/ PRIOR% | FILING STATUS |
|--|------------------------|------------|----------------------|------------------|---------------|
| INNOTEK CORP TRUMP ROBERT S | COM 13D | 8/ 8/94 | 7,334 12.7 | 49299210 12.7 | UPDATE |
| KEY PRODTM INC ELLIOTT ASSOCIATES | COM 13D | 9/13/94 | 821 8.0 | 49313810 7.8 | UPDATE |
| LDB CORP BRINKMAN LLOYD DONALD ET AL | COM PAR \$5 13D | 9/12/94 | 1,301 69.6 | 50182320 63.2 | UPDATE |
| LSB INDS INC GOLSEN JACK E ET AL | COM 13D | 9/ 1/94 | 3,842 28.2 | 50216010 24.2 | UPDATE |
| LAC MINERALS LTD NEW AMERICAN BARRICK RES ET AL | COM 13D | 9/15/94 | 125,243 84.9 | 50545810 0.0 | RVSION |
| LIGAND PHARMACEUTICALS INC AMERICAN HOME PRODS CORP | CL A 13D | 9/ 6/94 | 432 3.1 | 53299710 0.0 | NEW |
| LUXCEL GROUP INC MONTELLARO LEE R | COM PAR \$.0005 13D | 8/17/94 | 709 55.5 | 55066510 39.1 | UPDATE |
| LYNCH CORP GABELLI MARIO J ET AL | COM 13D | 9/ 7/94 | 342 25.8 | 55113710 42.5 | NEW |
| LYNCH CORP GABELLI MARIO J ET AL | COM 13D | 9/ 7/94 | 342 25.8 | 55113710 42.5 | RVSION |
| LYNCH CORP GABELLI MARIO J ET AL | COM 13D | 9/ 7/94 | 342 25.8 | 55113710 42.5 | RVSION |
| LYNCH CORP GABELLI MARIO J ET AL | COM 13D | 9/ 7/94 | 342 25.8 | 55113710 42.5 | RVSION |
| MSB BANCORP INC CUNDILL PETER & ASSOC LTD | COM 13D | 8/31/94 | 75 4.3 | 55351710 5.7 | UPDATE |
| MANAGED HEALTH BENEFITS CORP INFINITY INVESTORS LTD | COM 13D | 6/30/94 | 212 4.6 | 56166010 0.0 | NEW |
| MATRITECH INC GROTECH PARTNERS LP ET AL | COM 13D | 9/ 2/94 | 972 33.1 | 57681810 11.1 | UPDATE |
| MEDICAL RES INC MRI PARTNERS ET AL | COM 13D | 8/ 3/94 | 4,521 100.0 | 58799310 87.8 | UPDATE |
| METROCALL INC GREFENSTETTE C G ET AL | COM 13D | 8/31/94 | 1,253 17.6 | 59164710 0.0 | NEW |
| MINERAL DEVELOPMENT FITZGERALD DAVID N | COM 13D | 8/31/94 | 617 18.3 | 60283020 14.3 | UPDATE |
| MOORE PRODS CO CUNDILL PETER & ASSOC LTD ET A | COM 13D | 8/31/94 | 196 9.4 | 61583610 11.5 | UPDATE |

ACQUISITIONS CONT.

| NAME AND CLASS OF STOCK/OWNER | FORM | EVENT DATE | SHRS(000)/ %OWNED | CUSIP/ PRIOR% | FILING STATUS |
|--|----------------|------------|----------------------|------------------|---------------|
| MOVIEFONE INC ELIASOPH EUGENE | CL A 13D | 8/29/94 | 1,483 11.6 | 62459810 0.0 | NEW |
| NATIONAL R V HLDGS INC ETHOS CAPITAL MGMT ETAL | COM 13D | 8/19/94 | 71 2.0 | 63727710 7.9 | UPDATE |
| NEO LENS INC RUBIN JEFFREY ET AL | COM 13D | 8/ 8/94 | 3,480 17.3 | 64090310 15.7 | UPDATE |
| NEUROGENA CORP JOHNSON & JOHNSON ET AL | COM 14D-1 | 9/21/94 | 9,869 38.4 | 64124610 38.4 | UPDATE |
| NEW WORLD PWR CORP WESTINGHOUSE ELEC CORP | COM NEW 13D | 9/ 9/94 | 791 11.6 | 64929020 10.2 | UPDATE |
| NEW WORLD COMMUN GROUP INC CITICASTER INC | CL A 13D | 9/15/94 | 5,000 21.2 | 64999610 21.2 | NEW |
| NOBILITY HOMES INC TREXLER TERRY EARL | COM 13D | 9/ 9/94 | 628 55.1 | 65489210 55.1 | UPDATE |
| NOBILITY HOMES INC THOMAS W TREXLER | COM 13D | 9/ 9/94 | 70 6.2 | 65489210 0.0 | NEW |
| NORTH AMERN MTG CO SC FUNDAMENTAL INC ET AL | COM 13D | 9/ 8/94 | 670 4.4 | 65703710 5.9 | UPDATE |
| OKLAHOMA SVGS INC YANAICHI INTERNATIONAL | COM 13D | 4/22/94 | 35 8.8 | 67907210 0.0 | NEW |
| OLD YORK RD BANCORP INC ROYAL BANK OF PENNSYLVANIA | COM 13D | 8/30/94 | 230 16.0 | 68042110 0.0 | NEW |
| OLDE WINDSOR BANCORP COCCOMO JOHN A SR | COM 13D | 5/16/94 | 198 N/A | 68043010 N/A | UPDATE |
| PS PARTNER III LTD CALIF PAR UTS LTD PARTS INT STORAGE EQUITIES | 14D-1 | 9/13/94 | 63 49.3 | 69362591 44.4 | UPDATE |
| PACIFIC SUNWEAR CALIF INC MORGAN GRENFELL ASSET MGMT LTD | COM 13D | 9/ 1/94 | 452 9.2 | 69487310 11.2 | NEW |
| PETERSBURG LONG DISTANCE INC DOMINION CAPITAL INC ET AL | COM 13D | 11/24/93 | 1,572 24.5 | 71799210 22.7 | UPDATE |
| PHOTOCOMM INC NEW WORLD POWER CORP | COM 13D | 8/30/94 | 11,672 100.0 | 71931910 0.0 | NEW |
| PIONEER GROUP INC MERCURY ASSET MGMT | COM 13D | 9/ 2/94 | 902 7.3 | 72368410 6.2 | UPDATE |
| PROVIDENTIAL CORP CUNDILL PETER & ASSOC LTD ET A | COM 13D | 8/31/94 | 746 12.7 | 74394210 11.4 | UPDATE |