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U.S. SECURITIES AND
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Issue 82-231

ADMINISTRATIVE PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST JOSEPH S. AMUNDSEN AND RUSSELL G. DAVY

The Commission announced today that it has instituted public administrative proceedings against two California accountants, Joseph S. Amundsen and Russell G. Davy, pursuant to Rule 2(e) of the Commission's Rules of Practice to determine whether they should temporarily or permanently be denied the privilege of appearing and practicing before the Commission. The proceedings will determine whether Amundsen and Davy engaged in improper professional conduct or wilfully violated and aided and abetted violations of antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 in connection with their audits of certain financial statements of two issuers. The proceedings will also determine whether Amundsen engaged in unethical or improper professional conduct by making misrepresentations concerning the circumstances of his audit engagement when he was questioned on that subject during a Commission investigation. The Commission consolidated the two administrative proceedings for hearing. (Rel. 33-6440)

CIVIL PROCEEDINGS

CAPITAL BROKERAGE SERVICES, INC. ENJOINED, OTHER RELIEF OBTAINED

The Atlanta Regional Office announced that on November 18 the Honorable William Hoeverler, U.S. District Court Judge for the Southern District of Florida, entered an order permanently enjoining Capital Brokerage Services, Inc., formerly known as Barclay Financial Corp. (Capital), a Miami broker-dealer, from further violations of the antifraud provisions of the securities laws in the offer, sale and purchase of stocks and options and further ordered Capital to withdraw its broker-dealer registration within 30 days. Capital consented to the entry of the judgment without admitting or denying the allegations of the Commission's First Amended complaint, which alleged misrepresentations of material facts and omissions of material facts concerning, among other things, the use of customers' funds, rate of return and risks involved in the investments being offered.

Concomitantly with the entry of the final judgment, the Court entered Agreed Orders against Robert L. Ferman, president of Capital, and Richard Harris Sachs, vice-president of Capital, who were not named defendants in the District Court action, but were respondents, along with Capital and others, in a pending public administrative proceeding instituted by the Commission on May 20, 1982. Ferman and Sachs, without admitting or denying the allegations in the Commission's complaint or Order for Proceedings, each consented to entry of the Agreed Orders, to the personal jurisdiction of the Court and to become a party to the action for purposes of the entry and enforcement of the Agreed Orders.

Ferman was ordered not to become associated with or own any interest in any broker-dealer or municipal securities dealer for a period of one year from the effective date of Capital's withdrawal as a broker-dealer, and thereafter he may not become associated in any supervisory capacity or any proprietary capacity, except in certain prescribed respects. Sachs was ordered not to become associated with or own any interest in any broker-dealer for a period of six months from the effective date of Capital's withdrawal as a broker-dealer, and for a period of 12 months from such date he is ordered not to become associated in a supervisory or proprietary capacity, and may not thereafter become so associated unless and until he meets certain conditions of study and examination. He is further ordered not to become the primary compliance officer with any broker-dealer for a period of five years.

Upon effectiveness of Capital's withdrawal as a broker-dealer, the Commission will terminate, with prejudice, the pending administrative proceeding as to Capital, Ferman and Sacks inasmuch as it determined that the relief afforded by the Final Judgment and Agreed Orders was in lieu of that proceeding. (SEC v. Capital Brokerage Services, Inc., et al., Civil Action No. 81-708-Civ-WMH, USDC, S.D. Fla., Miami). (LR-9819)

KENNETH RUBINSTEIN ENJOINED

The New York Regional Office announced that on November 15 the Honorable Morris E. Lasker, U.S. District Judge for the Southern District of New York, signed a Final Judgment of Permanent Injunction and Order of Disgorgement by Consent against Kenneth Rubinstein, an attorney formerly employed at a law firm in New York City. Rubinstein was enjoined from violating the antifraud and tender offer provisions of the Securities Exchange Act of 1934. In addition, the Judgment requires him to disgorge monies, the amount to be determined at a future hearing, which represent profits he allegedly obtained from the securities transactions in question. Rubinstein consented to the entry of the Judgment without admitting or denying any of the allegations contained in the Commission's complaint. The Judgment was entered on November 16. (SEC v. Kenneth Rubinstein and Aaron Rubinstein, 82 Civil 4043, S.D.N.Y., MEL). (LR-9822)

PERMANENT INJUNCTIONS ORDERED AGAINST HERMAN B. ROTHBARD AND HERBERT A. SCHLEY

The San Francisco Branch Office announced that on November 19 the Honorable Martin Pence, U.S. Judge for the District of Hawaii, ordered that Herman B. Rothbard of Las Vegas, Nevada and Herbert A. Schley of Honolulu, Hawaii, be permanently enjoined from further violations of the registration, antifraud and broker-dealer registration provisions of the securities laws. Judge Pence's orders were entered by consents in which the defendants neither admitted nor denied the allegations of the complaint. (SEC v. Herman B. Rothbard, et al., Civil Action No. 81-0176, District of Hawaii). (LR-9823)

CRIMINAL PROCEEDINGS

BRIAN PATRICK SMITH INDICTED

The U.S. Attorney for the Eastern District of New York and the New York Regional Office announced the return of a 17-count indictment on November 10 charging Brian Patrick Smith with violating the securities fraud and wire fraud statutes by engaging in fraudulent transactions in the securities of Jupiter Development Corporation, a publicly-owned Canadian company.

The indictment charges that from 1979 through June 1980, Smith devised and executed a "free riding" scheme to enrich himself at the expense of certain individuals and broker-dealers in the United States and Canada. The net losses to the three broker-dealers from Smith's fraudulent scheme are alleged to exceed \$400,000. As part of the "free-riding" scheme, the indictment alleges Smith placed purchase orders for the securities of Jupiter in his and other individuals' accounts and misrepresented his ability to pay for these purchases. The indictment also charges that in purported payment for his purchases, Smith tendered checks drawn on Canadian bank accounts that lacked sufficient funds to pay the stated amounts.

As a result of a prior civil action brought by the Commission predicated upon similar allegations, Smith was permanently enjoined, by default, from further violations of the antifraud provisions of the securities laws. (U.S. v. Brian Patrick Smith, E.D.N.Y., 82 Cr. 536, EHN). (LR-9824)

R. JACK BERNHARDT SENTENCED

The Chicago Regional Office announced that on November 18 R. Jack Bernhardt of Wilmette, Illinois was sentenced to ten years in prison resulting from his conviction on nine counts of mail fraud and 12 counts of securities fraud. Bernhardt was convicted of, among other things, engaging in a scheme to manipulate, dominate and control the markets in the common stocks of Olympia Brewing Company and Stange Co. while he was employed as a registered representative with Swift, Henke & Co., Inc. and Loeb Rhoades and Co., Inc. and its predecessor firm, Loeb Rhoades and Co. (U.S. v. R. Jack Bernhardt, U.S.D.C. N.D. Ill., Eastern Division, Criminal File No. 81 CR 303). (LR-9825)

INVESTMENT COMPANY ACT RELEASES

MAXIM ACCOUNT B OF INSURAMERICA CORPORATION; MAXIM ACCOUNT C OF INSURAMERICA CORPORATION

Orders have been issued pursuant to Section 8(f) of the Investment Company Act of 1940 declaring that Maxim Account B of Insuramerica Corporation; and Maxim Account C of Insuramerica Corporation have ceased to be investment companies. (Rel. IC-12852; IC-12853 - Nov. 26)

NATIONWIDE LIFE INSURANCE COMPANY

A notice has been issued on an application filed by Nationwide Life Insurance Company, Nationwide Variable Account and Heritage Securities, Inc. (Applicants), for an order, pursuant to Section 11 of the Investment Company Act of 1940, approving the terms of certain offers of exchange in connection with certain variable annuity contracts to be offered by Applicants. (Rel. IC-12854 - Nov. 26)

CASH RESERVE MANAGEMENT, INC.

An order, pursuant to Section 6(c) of the Investment Company Act of 1940, has been issued on an application by Cash Reserve Management, Inc. (Applicant), an open-end, diversified, management investment company, exempting Applicant from the provisions of Section 2(a)(41) of the Act and Rules 2a-4 and 22c-1 thereunder to the extent necessary to permit Applicant's price per share for purposes of sales, redemptions and repurchase to be calculated by using the amortized cost method of valuation. (Rel. IC-12856 - Nov. 30)

HOLDING COMPANY ACT RELEASES

WHEELING ELECTRIC COMPANY

A notice has been issued giving interested persons until December 20 to request a hearing on a proposal by Wheeling Electric Company, subsidiary of American Electric Power Company, Inc., to raise the maximum allowable interest rate in connection with the previously authorized issuance and sale, through December 31, 1983, of up to \$22 million of long-term notes to one or more commercial banks. Wheeling intends to refinance a like amount of long-term unsecured notes bearing a fluctuating interest rate at the prime rate until October 31, 1983 and 104% of prime thereafter. (Rel. 35-22738 - Nov. 24)

NORTHEAST UTILITIES SERVICE COMPANY

A notice has been issued giving interested persons until December 17 to request a hearing on a proposal by Northeast Utilities Service Company (NUSCO), subsidiary of Northeast Utilities, to acquire up to 6,250 shares of preferred stock of Technology Finance Group, Inc. (TFG) and a promissory note of TFG and two of TFG's subsidiaries in an amount of up to \$175,000. The proposed acquisition is in connection with settlement of litigation involving NUSCO and TFG. (Rel. 35-22739 - Nov. 26)

GENERAL PUBLIC UTILITIES

A supplemental notice has been issued giving interested persons until December 10 to request a hearing on a proposal by General Public Utilities Company, a registered holding company, and three of its subsidiaries, to issue and sell notes. (Rel. 35-22740 - Nov. 26)

NEW ENGLAND ENERGY INCORPORATED

A notice has been issued giving interested persons until December 20 to request a hearing on a proposal by New England Energy Incorporated, subsidiary of New England Electric System, to invest up to \$12 million in oil and gas exploration and development in the calendar year 1983. (Rel. 35-22741 - Nov. 26)

WEST PENN POWER COMPANY

A supplemental notice has been issued giving interested persons until December 20 to request a hearing on a proposal by West Penn Power Company, subsidiary of Allegheny Power System, Inc., to enter into pollution control financing for its Mitchell Power Station located in Washington County, Pennsylvania. (Rel. 35-22742 - Nov. 26)

KINGSPORT POWER COMPANY

A notice has been issued giving interested persons until December 21 to request a hearing on a proposal by the Kingsport Power Company, subsidiary of American Electric Power Company, to issue up to \$17 million of unsecured notes at a fixed rate of interest up to 200 basis points above the prime rate at the time such notes are issued, for terms of not less than two nor more than ten years. Authority is requested to issue such notes at any time until December 31, 1983 in order to refinance a like amount of unsecured notes bearing a fluctuating interest rate equal to the prime rate. (Rel. 35-22743 - Nov. 26)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

WITHDRAWALS GRANTED

Orders have been issued granting the application of the following companies to withdraw the specified securities from listing and registration on the following stock exchanges: American Stock Exchange, Inc. - Metpath, Inc., 13-1/4% subordinated debentures, due August 1, 2000. (Rel. 34-19278); and the Pacific Stock Exchange, Inc. - Xonics Inc., Class A common stock (\$.10 par value). (Rel. 34-19279)

UNLISTED TRADING SOUGHT

A notice has been issued giving interested persons until December 21 to comment on the applications of the Midwest Stock Exchange, Inc. for unlisted trading privileges in two issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. (Rel. 34-19281)

UNLISTED TRADING GRANTED

An order has been issued granting the application of the Cincinnati Stock Exchange for unlisted trading privileges in the common stock (\$1 par value) of AMR Corporation which is listed and registered on one or more other national securities exchanges and is reported in the consolidated transaction reporting system. (Rel. 34-19282)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF FILING AND IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A rule change filed by Pacific Securities Depository Trust Company pursuant to Rule 19b-4 (SR-PSDTC-82-04) has become effective in accordance with Section 19(b)(3)(A) of the Securities Exchange Act of 1934. The rule change provides that certain administrative and clerical services related to the collection and deposit of dividend and interest checks issued by New York agents to Pacific & Co., PSDTC's nominee, will be performed by Midwest Clearing Corporation in New York City on behalf of PSDTC. Publication of the proposal is expected to be made in the Federal Register during the week of December 6. (Rel. 34-19283)

TRUST INDENTURE ACT RELEASES

DAYTON POWER & LIGHT COMPANY

An order has been issued under the Trust Indenture Act of 1939 on an application of the Dayton Power & Light Company that the trusteeship of Irving Trust, Inc. is not so likely to involve a material conflict of interest as to make it necessary to disqualify Irving Trust Co. from acting as trustee. (Rel. TI-777)

MISCELLANEOUS

REVISION OF FEES

The Commission is publishing a revision to the fees charged for "priority" records service, as announced by Disclosure, Inc., 5161 River Road, Bethesda, MD 20016, pursuant to the terms of their contract with the Commission. The schedule of fees charged for records services originally was published January 26, 1981 [46 FR 7951]. (Rel. 33-6439)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC pursuant to the Securities Act of 1933. The information noted below has been taken from the cover page and the facing sheet of the prospectus and registration statement and will appear as follows: Form, Name, address and phone number (if available) of the issuer of the security; Title and the number or face amount of the securities being offered; Name of the managing underwriter (if applicable); Whether the offering is a rights offering; File number and date filed; Assigned Branch; if the registration statement is a New Issue; and [S] denoting SHELF REGISTRATION pursuant to Rule 415.

- (S-8's) CORCOM, INC., 1600 Winchester Rd., Libertyville, IL 60048 (312) 680-7400 - 60,000; and 130,000 shares of common stock. (File 2-80622; 2-80623 - Nov. 30) (Br. 8)
- (S-8) TYLAN CORPORATION, 22301 South Wilmington Ave., Carson, CA 90745 (213) 518-3610 - 450,000 shares of common stock. (File 2-80624 - Nov. 30) (Br. 7)
- (S-11) LANDSING DIVERSIFIED PROPERTIES-II, 800 El Camino Real, Suite 400, Menlo Park, CA 94025 - 25,000 limited partnership units (\$1,000 per unit). (File 2-80625 - Nov. 30) (Br. 6)
- (S-1) LIZ CLAIRBORNE, INC., 1441 Broadway, New York, NY 10018 (212) 354-4900 - 400,000 shares of common stock. Underwriter: Merrill Lynch White Weld Capital Markets Group. The company designs, contracts for the manufacture of and markets an extensive range of women's clothing. (File 2-80626 - Nov. 30) (Br. 8)
- (S-1) NRM 81-82 INCOME/ROYALTY FUND, 600 West Illinois, Suite 1000, Midland, TX 79701 (915) 684-7871 - 1,000 limited partnership interests. (File 2-80627 - Nov. 30) (Br. 3 - New Issue)
- (S-3) ALCO STANDARD CORPORATION, P.O. Box 834, Valley Forge, PA 19482 (215) 296-8000 - \$50 million of $\frac{1}{2}$ convertible subordinated debentures, due 2007. Underwriters: The First Boston Corporation, Goldman, Sachs & Co. and Kidder, Peabody & Co. Incorporated. The company distributes paper, steel, health services products, wine and distilled spirits, among other things. (File 2-80628 - Nov. 30) (Br. 7)
- (S-3) JIM WALTER CORPORATION, 1500 North Dale Mabry Highway, Tampa, FL 33607 (813) 871-4811 - \$50 million of $\frac{1}{2}$ convertible subordinated debentures, due December 15, 2007. Underwriters: Merrill Lynch White Weld Capital Markets Group, Shearson/American Express Inc. and Warburg Paribas Becker. The company is engaged in the manufacture and distribution of a wide range of building materials. (File 2-80627 - Nov. 30) (Br. 10)
- (S-3) COMMONWEALTH EDISON COMPANY, 37th Floor, One First National Plaza, P.O. Box 767, Chicago, IL 60690 (312) 294-4321 - \$150 million of first mortgage bonds, Series 48. The company is engaged in the production, purchase, transmission, distribution and sale of electricity. (File 2-80630 - Nov. 30) (Br. 7)

- (S-8) PETROLITE CORPORATION, 100 North Broadway, St. Louis, MO 63102 (314) 241-8370 - 250,000 shares of capital stock. (File 2-80631 - Nov. 30) (Br. 6)
- (S-1) FARMLAND INDUSTRIES, INC., 3315 N. Oak Trafficway, Kansas City, MO 64116 (816) 459-6000 - 588,8000 shares of common stock. (File 2-80632 - Nov. 30) (Br. 7)
- (S-2) OEA, INC., 34501 East Quincy Ave., P.O. Box 10488, Denver, CO 80210 (303) 693-1248 - 660,000 shares of common stock. Underwriter: Dean Witter Reynolds Inc. The company is engaged in the design, development, testing and manufacture of explosive actuated devices. (File 2-80633 - Nov. 30) (Br. 2)
- (S-3) THE DORSEY CORPORATION, 400 West 45th St., Chattanooga, TN 37410 (615) 821-6566 - 300,000 shares of common stock. (File 2-80634 - Nov. 30) (Br. 5)
- (S-2) TIMEPLEX, INC., One Communications Plaza, Rochelle Park, NJ 07662 (201) 368-1113 - 1,100,000 shares of common stock. Underwriter: Montgomery Securities. The company is engaged in the development, manufacture, sale, lease, and after-sales service of data communications equipment and systems. (File 2-80635 - Nov. 30) (Br. 9)
- (S-8) ORION CAPITAL CORPORATION, 30 Rockefeller Plaza, New York, NY 10112 (212) 541-4646 - 300,000 shares of common stock. (File 2-80636 - Nov. 30) (Br. 10)
- (S-8) R. P. SCHERER CORPORATION, 2075 West Big Beaver Rd., Troy, MI 48084 (313) 649-0900 - 400,000 shares of common stock. (File 2-80637 - Nov. 30) (Br. 2)
- (S-6) AMERICAN TAX-EXEMPT BOND TRUST, SERIES 65, 215 North Main St., West Bend, WI 53095 - 6,000 units. Depositor: B. C. Ziegler and Company. (File 2-80638 - Nov. 30) (Br. 16 - New Issue)
- (S-14) 795 FIFTH AVENUE CORPORATION AND 795 FIFTH AVENUE LIMITED PARTNERSHIP, 2 East 61st St., New York, NY 10021 (212) 838-8000 - 130,065 units. (File 2-80639 - Nov. 30) (Br. 5)
- (S-2) FORUM GROUP, INC., 8900 Keystone Crossing, Suite 1200, Indianapolis, IN 46240 (317) 846-0700 - 1,000,000 units. Underwriters: Prudential-Bache Securities and Janney Montgomery Scott Inc. The company provides acute and long-term health care services. (File 2-80641 - Nov. 30) (Br. 6)
- (S-1) COMPUTER MEMORIES INCORPORATED, 9216 Eton Ave., Chatsworth, CA 91311 (213) 709-6445 - 845,624 shares of common stock. Underwriter: Ladenburg, Thalmann & Co. Inc. The company designs, assembles and markets 5-1/4 inch Winchester technology magnetic rigid disk drives. (File 2-80643 - Nov. 30) (Br. 9)
- (S-2) CLIFTON FORGE-WAYNESBORO TELEPHONE COMPANY, P.O. Box 2008, 54 Woodlee Rd., Staunton, VA 24401 (703) 886-6205 - 40,000 shares of common stock. (File 2-80644 - Nov. 29) (Br. 7) [S]
- (N-1) MASTER RESERVES INCOME FUND, 99 High St., Boston, MA 02110 (617) 338-3675 - an indefinite number of securities. (File 2-80646 - Dec. 1) (Br. 18 - New Issue)
- (S-14) AMERICAN CAN COMPANY, American Lane, P.O. Box 2610, Greenwich, CT 06836-3610 (203) 552-2000 - 2,542,929 shares of \$3.00 Series convertible preferred stock, 1,959,716 shares of \$13.75 Series preferred stock, and \$96,950,500 of 13-1/4% notes, due 1993. (File 2-80661 - Dec. 1) (Br. 9)
- (S-11) THE NAPLES FUND, LTD., 1400 Gulf Shore Blvd. North, Suite 214, Naples, FL 33940 - 10,000 units of limited partnership interest, \$1,000 per unit. Underwriter: Heritage Investment Securities Inc. (File 2-80662 - Dec. 1) (Br. 6 - New Issue)
- (S-3) GENERAL FOODS FINANCIAL CORPORATION; GENERAL FOODS CORPORATION, 250 North St., White Plains, NY 10625 (914) 335-2500 - \$200 million of guaranteed debt securities. (File 2-80668; 2-80668-01 - Dec. 1) (Br. 1 - New Issue) [S]
- (S-8) AMERICAN STERILIZER COMPANY, 2222 W. Grandview Blvd., Erie, PA 16506 (814) 452-3100 - 350,000 shares of common stock. (File 2-80670 - Dec. 1) (Br. 8)
- (S-8) NORTH FORK BANCORPORATION, INC., 345 Love Lane, Mattituck, NY 11952 (516) 298-8366 - 40,000 shares of common stock. (File 2-80676 - Dec. 1) (Br. 1)
- (S-14) AMERICAN BANCORP, INC., 35 North Sixth St., Reading, PA 19601 (215) 320-2000; CENTRAL PENN NATIONAL CORP., Five Penn Center Plaza, Philadelphia, PA 19103 (215) 854-3900 - 7,000,000 shares of common stock. (File 2-80678; 2-80678-01 - Dec. 1) (Br. 1 - New Issue)

REGISTRATIONS EFFECTIVE

Oct. 26: Pan Exploration 1983 Income Program, 2-79700.
 Nov. 9: Hackensack Water Company, 2-80017.
 Nov. 16: Double R. Fast Foods, Inc., 2-79454-NY.
 Nov. 17: INB Bancorp, Inc., 2-78781-LA.
 Nov. 19: Eagle 82 Charlie, Eagle 83 Delta & Eagle 83 Echo Limited Partnership, 2-79675; Fingermatrix, Inc., 2-79906; Ultra Bancorporation, 2-80065.
 Nov. 21: Pan Exploration 1983 Oil and Gas Program, 2-80137.
 Nov. 22: Glaxo Holdings P.L.C., 2-80496.
 Nov. 23: Printronix, Inc., 2-77703.
 Nov. 24: Automatix Incorporated, 2-79652-B; The Biltrite Corp., 2-80563; McDermott International, Inc., 2-80072.
 Nov. 26: Triangle Microwave, Inc., 2-79832-NY.
 Nov. 29: Bionomic Sciences International, Inc., 2-79669-D; Capital Holding Corporation, 2-80371; First National Boston Corporation, 2-76303; Liquidation Control, Inc., 2-79964-W; National Medical Enterprises, Inc., 2-80461; The St. Paul Companies, Inc., 2-80525; Tenneco Offshore Company, Inc., 2-80512; Warner Communications Inc., 2-80454.
 Nov. 30: Bath National Corporation, 2-80325; The Boeing Company, 2-80388; CNB Capital Corp., 2-79535; Centex Corporation, 2-80587; The Coca-Cola Company, 2-79973; Corning Glass Works, 2-80482; Hawkins Exploration 1983 Program, 2-79296; Helionetics, Inc., 2-79319; Ohio Edison Company, 2-80419; Ryobi Limited, 2-80171; Tennessee Eastern Bancshares, Inc., 2-80277; Trans World Airlines, Inc., Trans World Corporation, 2-80128, 2-80128-01; Williamson County Bancorp, Inc., 2-80337.

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 prior percent owned; and Column 7 - the status of the filing, i.e., new, update, or revision.

		FORM	EVENT DATE	SHRS(000)/%OWNED	CUSIP/PRIOR%	FILING STATUS
REICOR INC	PFD CUM \$6.00 A			115	00102920	
MARX HELEN WINTER ET AL		13D	9/28/82	34.0	32.8	UPDATE
ALL AMERN ASSURN CO	COM			1,510	01646410	
GRT COMMONWEALTH LF INS ET AL		13D	11/19/82	100.0	82.9	UPDATE
BDMARKO INC	COM			88	09790610	
AZZAR JAMES D ET AL		13D	11/23/82	10.3	11.5	UPDATE
DELTA PETE & ENERGY CORP	COM			392	24779010	
ERBEN JESSE J		13D	11/ 1/82	9.2	0.0	NEW
DILLON COS INC	COM			3,922	25416510	
DILLON STELLA A.ET AL		13D	11/15/82	20.2	0.0	NEW
DILLON COS INC	COM			6,150	25416510	
KROGER CO		13D	11/15/82	31.7	0.0	NEW
ENERGY EXCHANGE CORP	COM CL A			5,926	29268790	
GUERNSEY PETROLEUM CORP		13D	11/ 5/82	19.0	0.0	NEW
EQUITY OIL CO	COM			922	29474910	
CONSOLIDATED OIL & GAS INC		13D	11/22/82	7.8	0.0	NEW
EQUITY OIL CO	COM			0	29474910	
MESA PETROLEUM CO		13D	11/22/82	0.0	5.2	UPDATE

ACQUISITION REPORTS CONT.

FOX STANLEY PHOTO PRODS INC BECKER DONALD W ET AL	COM	13D	11/18/82	183 5.2	35158610 11.8	UPDATE
GREATER BAY CASINO CORP WILLIAMS ELECTRONICS	CL A	13D	11/19/82	1,309 24.8	39154110 24.6	UPDATE
ISC FINANCIAL CORP HENTZEN JAMES H	COM	14D-1	11/29/82	97 5.8	45010010 0.0	NEW
JAMAICA WTR PPTYS INC CASTLE ROBERT JAY	COM	13D	11/15/82	83 3.0	47021910 0.0	NEW
JAMAICA WTR PPTYS INC VAN KIRK JOHN H	COM	13D	11/15/82	167 6.1	47021910 5.6	UPDATE
JUNIPER PETE CORP DAMSON OIL CORP	COM	14D-1	11/26/82	2,638 59.1	48203110 54.4	UPDATE
MCCLOUTH STL CORP SUN COMPANY	COM	13D	11/15/82	0 N/A	58227310 N/A	NEW
SEISCOM DELTA INC SMITH L.S. ET AL	COM	13D	11/ 8/82	344 8.6	81606810 5.9	UPDATE
SOLARCELL CORP M.D.C. CORP	COM	13D	4/30/81	8,881 10.1	83490110 0.0	NEW
SUBURBAN PROPANE GAS CORP FIRST CITY FIN CORP LTD ET AL	COM	13D	11/24/82	616 11.7	86447310 8.9	UPDATE
SWANK INC SWANK INC ESOT	COM	13D	11/16/82	582 16.9	86971610 0.0	NEW
TELEPICTURES CORP SALZMAN DAVID E	COM	13D	9/15/82	302 5.4	87946210 0.0	NEW
VETA GRANDE COS INC NATIONAL RESOURCE ENTERPRISES	COM	13D	11/14/82	3,499 43.5	92549410 51.1	UPDATE
WARDS INC ROUSSIL THEODORE A	COM	13D	11/18/82	77 4.2	93413610 5.4	UPDATE
WASHINGTON CORP BERKELEY BIO MEDICAL INC	COM	13D	11/12/82	0 N/A	93747910 N/A	UPDATE
WESTLAND CAPITAL PHILLIPS MORTON B	COMMON STOCK	14D-1	11/26/82	143 71.7	96050410 28.5	UPDATE