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U.S. SECURITIES
EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDINGS

NYSE ACTION AGAINST CLYDE BRUFF AFFIRMED

The Commission has affirmed sanctions imposed by the New York Stock Exchange on Clyde J. Bruff of Oakland, California. Bruff was formerly associated with Morgan, Olmstead, Kennedy & Gardner, Incorporated, a NYSE member. The NYSE censured Bruff and barred him for 18 months from membership, allied membership, approved person status, and employment or association with any NYSE member or member organization.

The Commission found, as had the NYSE, that Bruff improperly recommended opening options transactions in the account of two customers when he had no reasonable basis for believing that one customer was sufficiently knowledgeable and experienced in financial matters to be capable of evaluating the risks involved, and that both customers were financially able to bear those risks. (Rel. 34-31141)

ADMINISTRATIVE PROCEEDING AGAINST ZZZZ BEST ATTORNEY

The Commission issued an Order Instituting Proceedings and Opinion and Order Pursuant to Rule 2(e) of the Commission's Rules of Practice against Harold Fischman, a New York attorney who acted as general counsel of ZZZZ Best Co., Inc. (Z Best), a company based in Southern California from approximately November 1985 to July or August 1986. The Order, by which Fischman is permanently denied the privilege of appearing or practicing before the Commission, was issued following the Commission's acceptance of Fischman's Offer of Settlement. The Order states that Fischman participated in a fraudulent scheme to inflate the value of Z Best's assets in its fiscal 1986 and first quarter fiscal 1987 financial statements included in Form S-1 registration statements filed by Z Best in October and November 1986. The scheme was in violation of the antifraud provisions of Sections 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The registration statements were filed in connection with a \$15 million public securities offering. Fischman previously consented to entry of a permanent injunction without admitting or denying the allegations [LR-13353, AAER No. 411, August 25, 1992]. (Rel. 34-31142)

ORDER INSTITUTING PROCEEDINGS, MAKING FINDINGS AND IMPOSING REMEDIAL SANCTIONS ENTERED AGAINST SCOTT SEGAL

The Commission has instituted public administrative proceedings pursuant to Section 15(b) and 19(h) of the Securities Exchange Act of 1934 against Scott Segal of Miami, Florida. Simultaneously, the Commission accepted Segal's Offer of Settlement in which he consented to the entry of an Order without admitting or denying the findings contained therein, except that he admitted the jurisdiction of the Commission over him and the finding that a final judgment of permanent injunction was entered against him. At various times between approximately October 1986 and approximately April

1989, Segal was employed as a registered representative, branch manager, national sales manager and/or a principal of a broker-dealer registered with the Commission throughout that period.

The Order Instituting Proceedings, Making Findings and Imposing Remedial Sanctions alleges that on August 13, 1992 a Final Judgment of Permanent Injunction was entered against Segal in the United States District Court for the Southern District of Florida. The Final Judgment enjoins Segal from further violating or aiding and abetting violations of Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Exchange Act and Rules 10b-5 and 10b-6, thereunder. The alleged violations took place from approximately November 1988 to March 1989. (Rel. 34-31144)

MONTANA STATE CERTIFIED PUBLIC ACCOUNTANT SANCTIONED

The Securities and Exchange Commission announced that on September 3 the Commission instituted public administrative proceedings against Mark Baker of Missoula, Montana, a certified public accountant.

Simultaneously with the institution of the proceedings, the Commission accepted Baker's offer of settlement in which he was denied the privilege of appearing or practicing before the Commission.

The administrative proceedings were based on a finding that Baker had been enjoined in the United States District Court for the District of Montana, Missoula Division, from violating Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. Baker was also enjoined from aiding and abetting violations of Sections 13(a) and 13(b)(2)(A) and (B) of the Exchange Act and Rules 13a-1, 13a-13 and 12b-20 thereunder [SEC v. Montana Naturals Int'l., Inc. et al., D. Mt., Civil Action No. CV91-135-M-CCL]. (Rel. 34-31146)

ORDER INSTITUTING PROCEEDINGS, MAKING FINDINGS AND IMPOSING REMEDIAL SANCTIONS ENTERED AGAINST ROBERT SCHLIEN

The Commission has instituted public administrative proceedings pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934 against Robert Schlien of Miami, Florida. Simultaneously, the Commission accepted Schlien's Offer of Settlement in which he consented to the entry of an Order without admitting or denying the findings contained therein, except that he admitted the jurisdiction of the Commission over him and the finding that a final judgment of permanent injunction was entered against him. Between approximately July 1985 and August 1989, Schlien was the president and a principal of a broker-dealer registered with the Commission between July 1, 1985 and August 11, 1989.

The Order Instituting Proceedings, Making Findings and Imposing Remedial Sanctions alleges that on August 13, 1992, a Final Judgment of Permanent Injunction was entered against Schlien in the United States District Court for the Southern District of Florida. The Final Judgment enjoins Schlien from further violating or aiding and abetting violations of Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Exchange Act and Rules 10b-5 and 10b-6 thereunder. The alleged violations took place from approximately November 1988 to March 1989. (Rel. 34-31147)

FIRST AMERICAN FINANCIAL CONSULTANTS, INC. REGISTRATION REVOKED

The Commission announced that on September 3 an Order Making Findings and Imposing Remedial Sanctions by Default (Order) as to First American Financial Consultants, Inc. was issued. The Order revoked the registration of First American Financial Consultants, Inc. (Registrant), an investment adviser registered with the Commission. The Order Instituting Proceedings (Order Instituting) found that Registrant violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and Sections 206(1) and 206(2) of the Investment Advisers Act in connection with the fraudulent inducement of Registrant's advisory clients to invest in a blind pool gold company. In addition, the Order Instituting found that Registrant violated various antifraud and recordkeeping provisions of Sections 206(4) and 204 of the Advisers Act (LR-12616, LR-13069, Rel. IA-1288 and Rel. IA-1289). (Rel. IA-1333)

INVESTMENT COMPANY ACT RELEASES

UNISON INVESTMENT TRUSTS LTD., ET AL.

A notice has been issued giving interested parties until September 29 to request a hearing on an application filed by Unison Investment Trusts Ltd. and 21st Century Trust, Series 1, on behalf of themselves and any series of 21st Century Trust, for an order under Section 6(c) of the Investment Company Act exempting applicants from Sections 14(a) and 19(b) and Rule 19b-1. (Rel. IC-12930 - September 4)

CO-OPERATIVE BANK INVESTMENT FUND

A notice has been issued giving interested persons until September 29 to request a hearing on an application filed by Co-operative Bank Investment Fund for an order under Section 6(c) of the Investment Company Act that would exempt applicant from the provisions of Sections 13(a), 15(a), 16(a) and (b), 18(i), 22(d), and 32(a)(2) and (3) of the Act. The order would amend applicant's existing orders by expanding the types of investors to whom applicant's securities may be offered. (Rel. IC-18931 - September 4)

PUTNAM ARIZONA TAX EXEMPT INCOME FUND, ET AL.

A notice has been issued giving interested persons until October 2 to request a hearing on an application filed by Putnam Arizona Tax Exempt Income Fund, et al. for an order pursuant to Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder that would permit the operation of a joint trading account in repurchase agreements and short-term money market instruments. (Rel. IC-18932 - September 8)

CITIUS-ALPHA FUND, INC.

A notice has been issued giving interested persons until October 5 to request a hearing on an application filed by Citius-Alpha Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-18933 - September 8)

KEENE CORPORATION

A conditional order has been issued under Sections 6(c) and 6(e) of the Investment Company Act exempting Keene Corporation from all provisions of the Investment Company Act except Sections 9(a), 17(a), 17(d), 17(e), 17(f), and 36-53 as if it were a registered investment company. The order will exempt applicant until the earlier of September 9, 1993 or such time as applicant would no longer be considered an investment company. (Rel. IC-18934 - September 9)

SEAHAWK CAPITAL CORPORATION

An order has been issued under Section 8(f) of the Investment Company Act declaring that the registration under the Act of Seahawk Capital Corporation has ceased to be in effect. (Rel. IC-18935 - September 9)

JUPITER INDUSTRIES, INC.

An order has been issued on an application filed by Jupiter Industries, Inc. under Section 61(a)(3)(B) of the Investment Company Act approving applicant's Stock Option Plan for Non-Employee Directors and the grant of certain stock options thereunder. (Rel. IC-18936 - September 9)

SUNAMERICA FUND GROUP II

A notice has been issued giving interested persons until October 5, 1992 to request a hearing on an application filed by SunAmerica Fund Group II for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-18937 - September 9)

NUVEEN INCOME TRUST, SERIES 1 CHECK-A-MONTH PLAN

An order has been issued under Section 8(f) of the Investment Company Act declaring that Nuveen Income Trust, Series 1 Check-A-Month Plan has ceased to be an investment company. (Rel. IC-18938 - September 9)

THOMSON FUND GROUP, ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting Thomson Fund Group ("TFG"), Cash Accumulation Trust ("CAT"), and Thomson Advisory Group, L.P. from Sections 13(a)(2), 17(a)(1), 18(f)(1), 22(f), and 22(g), and Rule 2a-7 thereunder, and under Section 17(d) and Rule 17d-1 thereunder, to permit TFG and CAT to offer deferred compensation agreements to their trustees who are not interested persons within the meaning of Section 2(a)(19). To enable TFG and CAT to meet their obligations under the deferred compensation agreements, the order permits them to purchase their own shares and shares of affiliated investment companies. The order also exempts one series of TFG from Section 13(a)(3) to enable it, without a shareholder vote, to purchase shares of affiliated investment companies to fulfill its obligations under the deferred compensation agreements, notwithstanding an investment policy that would not permit such purchases. (Rel. IC-18939 - September 9)

HOLDING COMPANY ACT RELEASES

NEW ENGLAND ELECTRIC SYSTEM, ET AL.

An order has been issued authorizing a proposal by New England Electric System (NEES), a registered holding company, and New England Power Service Company (NEPSCO), its service company subsidiary. NEES proposes to acquire from time to time through December 31, 1997 common stock and to provide initial financing up to \$1 million for a new nonutility subsidiary company, New England Electric Resources, Inc. (NEERI). NEERI seeks authorization through December 31, 1997 to provide consulting services on electric utility matters to nonaffiliates at market rates. Accounting, office space, and financial services will be provided to NEERI by NEPSCO. (Rel. 35-25621)

NATIONAL FUEL GAS COMPANY, ET AL.

An order has been issued authorizing a proposal by National Fuel Gas Company, a registered holding company, and its subsidiary companies, Seneca Resources Corporation, National Fuel Gas Distribution Corporation, Empire Exploration, Inc. and National Fuel Gas Supply Corporation. According to the proposal National will issue and sell up to 2.5 million shares of its common stock and use the proceeds to reimburse its treasury and to make loans and capital contributions to the Subsidiaries through April 30, 1994. (Rel. 35-25622)

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE

An order has been issued authorizing a proposal by Public Service Company of New Hampshire (PSNH), an electric utility subsidiary company of Northeast Utilities, a registered public-utility holding company. PSNH proposes to replace an existing letter of credit issued by Citibank, N.A. with a substitute letter of credit issued by Barclays Bank PLC, New York Branch. The Citibank letter of credit has been and the Barclays letter of credit will be used to improve the credit ratings and stabilize the remarketing of certain outstanding taxable pollution control revenue bonds. (Rel. 35-25623)

SOUTHWESTERN ELECTRIC POWER COMPANY

An order has been issued authorizing Southwestern Electric Power Company (SWEPCO), an electric public-utility subsidiary company of Central and South West Corporation, a registered holding company, to issue and sell up to \$320,000,000 First Mortgage Bonds in one or more series through December 31, 1994. Proceeds from the sale of the Bonds will be used to redeem previously issued and outstanding First Mortgage Bonds and/or to repay all or a portion of SWEPCO's outstanding \$50 Million Variable Rate Bank Loan due June 15, 1997. (Rel. 35-25624)

KENETECH CORPORATION

An order has been issued granting an exemption under Section 3(a)(5) from all provisions of the Public Utility Holding Company Act except Section 9(a)(2) to Kenetech Corporation and its wholly owned subsidiary company, U.S. Windpower Inc. The applicants intend to engage in the ownership and operation of wind turbine electric generating plants to be built outside the United States. (Rel. 35-25625)

CONSOLIDATED NATURAL GAS COMPANY

A supplemental order has been issued authorizing Consolidated Natural Gas Company, a registered holding company, to extend its authorization from March 31, 1994 to March 31, 1996, to issue and sell up to an aggregate principal amount at any one time outstanding of \$300 million of notes to the Chase Manhattan Bank acting for itself and as agent for certain other banks under revolving credit agreements. (Rel. 35-25626)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

An order has been issued granting the application of the Pacific Stock Exchange for unlisted trading privileges in seven issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31148)

An order has been issued granting the application of the Philadelphia Stock Exchange for unlisted trading privileges in 13 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31149)

An order has been issued granting the application of the Boston Stock Exchange for unlisted trading privileges in 5 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31150)

An order has been issued granting the application of the Midwest Stock Exchange for unlisted trading privileges in 6 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31151)

A notice has been issued giving interested persons until September 28 to comment on the application of the Cincinnati Stock Exchange for unlisted trading privileges in 78 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31152)

A notice has been issued giving interested persons until September 28 to comment on the application of the Philadelphia Stock Exchange for unlisted trading privileges in 4 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31153)

A notice has been issued giving interested persons until September 28 to comment on the application of the Midwest Stock Exchange for unlisted trading privileges in 5 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31154)

A notice has been issued giving interested persons until September 28 to comment on the application of the Boston Stock Exchange for unlisted trading privileges in 6 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31155)

A notice has been issued giving interested persons until September 28 to comment on the application of the Pacific Stock Exchange for unlisted trading privileges in 10 issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. (Rel. 34-31156)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission has approved a proposed rule change (SR-NSCC-90-21) of the National Securities Clearing Corporation under Section 19(b) of the Securities Exchange Act. The proposal authorizes NSCC to use intra-bank transfers of funds for settlement obligations. (Rel. 34-31157)

The Commission has approved a proposed rule change (SR-NASD-91-66) filed by the National Association of Securities Dealers. The rule change would codify NASD's procedures for processing when-issued and when-distributed securities. (Rel. 34-31159)

The Commission approved a proposed rule change submitted by the National Association of Securities Dealers (SR-NASD-92-30) which amends Part III, Section 13(f) of the NASD Code of Arbitration Procedure. The approved amendment codifies the NASD's policy of appointing a public arbitrator as the single arbitrator in small claims cases involving public customers. Publication of the order approving the proposal is expected in the Federal Register during the week of September 14. (Rel. 34-31161)

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 BOWNE & CO INC, 345 HUDSON ST, NEW YORK, NY 10014 (212) 924-5500 - 850,000
(\$13,228,125) COMMON STOCK. (FILE 33-48831 - JUL. 15) (BR. 13)

S-18 JANKCO HOLDING CORP, 7740 SW 104TH ST, MIAMI, FL 33156 (305) 665-9700 - 880,000

- (\$4,928,000) COMMON STOCK. UNDERWRITER: EURO ATLANTIC SECURITIES INC. (FILE 33-51262-A - AUG. 24) (BR. 14)
- N-2 TCW DW TERM TRUST 2002, TWO WORLD TRADE CENTER, NEW YORK, NY 10048 (212) 392-1600 - 11,500,000 (\$115,000,000) COMMON SHARES OF BENEFICIAL INTEREST. UNDERWRITER: WITTER DEAN REYNOLDS INC. (FILE 33-51482 - AUG. 31) (BR. 16 - NEW ISSUE)
- S-1 TKR CABLE I INC, 5619 DTC PARKWAY, ENGLEWOOD, CO 80111 (303) 267-5500 - 750,000,000 (\$750,000,000) STRAIGHT BONDS. UNDERWRITER: CITICORP SECURITIES MARKETS INC, FIRST BOSTON CORP, MERRILL LYNCH PIERCE FENNER & SMITH INC. (FILE 33-51526 - SEP. 01) (BR. 7 - NEW ISSUE)
- S-1 INNERSPACE MEDICAL CAPITAL CORP, 250 MUNOZ RIVERA AVENUE, HATO REY, PR 00918 (809) 250-2055 - 1,923,750 (\$21,411,337.50) COMMON STOCK. 641,250 (\$12,825,000) PREFERRED STOCK. 1,828,500 (\$6,412,500) COMMON STOCK. UNDERWRITER: PAINEWEBBER INC OF PUERTO RICO. (FILE 33-51530 - SEP. 01) (BR. 8 - NEW ISSUE)
- S-8 AMERICAN HEALTH SERVICES CORP /DE/, 4440 VON KARMAN STE 320, NEWPORT BEACH, CA 92660 (714) 476-0733 - 760,000 (\$1,323,700) COMMON STOCK. (FILE 33-51532 - SEP. 01) (BR. 6)
- S-8 HOOK SUPERX INC, 175 TRI COUNTY PKWY, CINCINNATI, OH 45246 (513) 782-3000 - 2,751,051 (\$29,464,581.52) COMMON STOCK. (FILE 33-51534 - SEP. 01) (BR. 4)
- S-4 GENZYME CORP, ONE KENDALL SQUARE, CAMBRIDGE, MA 02139 (617) 252-7500 - 1,145,832 (\$33,142,853) COMMON STOCK. (FILE 33-51536 - SEP. 01) (BR. 4)
- S-8 NEWBRIDGE NETWORKS CORP, 600 MARCH ROAD, PO BOX 13600, KANATA ONTARIO CANADA K2K 2E6, A6 (613) 591-3600 - 485,700 (\$7,771,200) COMMON STOCK. (FILE 33-51538 - SEP. 01) (BR. 7)
- S-3 SPECTRUM INFORMATION TECHNOLOGIES INC, 2710 STEMMONS FWY, 800 N TOWER, DALLAS, TX 75207 (214) 630-9825 - 6,099,081 (\$8,386,236.38) COMMON STOCK. (FILE 33-51540 - SEP. 01) (BR. 7)
- S-2 KUSHNER LOCKE CO, 11601 WILSHIRE BLVD 21ST FL, LOS ANGELES, CA 90025 (213) 445-1111 - 12,500 (\$12,700,000) CONVERTIBLE DEBENTURES AND NOTES. 2,300,000 (\$4,600,000) COMMON STOCK. UNDERWRITER: PAULSON INVESTMENT CO INC. (FILE 33-51544 - SEP. 01) (BR. 12)
- S-1 UNIVERSAL HEIGHTS INC, 4000 HOLLYWOOD BLVD, HOLLYWOOD, FL 33021 (305) 768-9467 - 900,000 (\$8,690,625) COMMON STOCK. 37,500 (\$37.50) WARRANTS, OPTIONS OR RIGHTS. 162,500 (\$1,245,000) COMMON STOCK. UNDERWRITER: NOBLE INVESTMENT CO OF PALM BEACH FL. (FILE 33-51546 - SEP. 02) (BR. 7 - NEW ISSUE)
- S-3 BEN & JERRYS HOMEMADE INC, DUXTOWN COMMON PLZ, JUNCTION OF RTS 2 & 100, NORTH MORETOWN, VT 05660 (802) 244-6957 - 1,265,000 (\$39,056,875) COMMON STOCK. UNDERWRITER: SMITH BARNEY HARRIS UPHAM & CO INC, TUCKER ANTHONY INC. (FILE 33-51550 - SEP. 02) (BR. 3)
- S-3 SAFEWAY INC, FOURTH & JACKSON STS, OAKLAND, CA 94660 (510) 891-3000 - 240,000,000 (\$240,000,000) STRAIGHT BONDS. (FILE 33-51552 - SEP. 02) (BR. 2)
- S-8 STANDARD PRODUCTS CO, 2170 W 110TH ST, CLEVELAND, OH 44102 (216) 281-8300 - 300,000 (\$8,700,000) COMMON STOCK. (FILE 33-51554 - SEP. 02) (BR. 4)
- S-8 STANDARD PRODUCTS CO, 2130 W 110TH ST, CLEVELAND, OH 44102 (216) 281-8300 - 200,000 (\$5,800,000) COMMON STOCK. (FILE 33-51556 - SEP. 02) (BR. 4)
- N-1A SHEARSON LEHMAN BROTHERS FLORIDA MUNICIPALS FUND, TWO WORLD TRADE CENTER 100TH FL, C/O SHEARSON LEHMAN BROTHERS INC, NEW YORK, NY 10048 (212) 464-8068 - INDEFINITE SHARES. UNDERWRITER: SHEARSON LEHMAN BROTHERS. (FILE 33-51558 - SEP. 02) (BR. 20 - NEW ISSUE)
- S-3 STORAGE EQUITIES INC, 600 N BRAND BLVD, GLENDALE, CA 91203 (818) 244-8080 - 3,450,000 (\$86,250,000) PREFERRED STOCK. UNDERWRITER: KEMPER SECURITIES INC, LEGG MASON WOOD WALKER INC, SALOMON BROTHERS INC,

WHEAT FIRST BUTCHER & SINGER CAPITAL MAR. (FILE 33-51562 - SEP. 02) (BR. 6)

- S-2 UNITED STATES FILTER CORP, 73-710 FRED WARING DR STE 222, PALM DESERT, CA 92260 (619) 340-0098 - 1,437,500 (\$28,121,094) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC, SANDERS MORRIS MUNDY INC, SUTRO & COINC. (FILE 33-51564 - SEP. 02) (BR. 10)
- S-3 WESTERN PUBLISHING GROUP INC, 444 MADISON AVE, NEW YORK, NY 10022 (212) 688-4500 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 33-51568 - SEP. 02) (BR. 11)
- S-2 EUROPA CRUISES CORP, 909 E CERVANTES ST, STE A, PENSACOLA, FL 32501 (904) 438-9785 - 901,247 (\$3,379,677) COMMON STOCK. (FILE 33-51570 - AUG. 27) (BR. 4)
- S-6 KANSAS TAX EXEMPT TRUST SERIES 56, 120 SOUTH MARKET SUITE 450, RANSON CAPITAL CORP, WICHITA, KS 67202 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. DEPOSITOR: RANSON CAPITAL CORP. (FILE 33-51572 - SEP. 02) (BR. 17 - NEW ISSUE)
- S-B STATE OF ISRAEL, 350 FIFTH AVE, C/O YAIR SEROUSSI, NEW YORK, NY 10118 (212) 676-6000 - 100,000,000 (\$100,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. UNDERWRITER: DEVELOPMENT CORPORATION FOR ISRAEL. (FILE 33-51596 - SEP. 02) (BR. 9)
- S-8 JONES SPACELINK LTD, 9697 E MINERAL AVE, P O BOX 3309, ENGLEWOOD, CO 80155 (303) 792-9191 - 6,020,000 (\$5,349,290) COMMON STOCK. (FILE 33-51598 - SEP. 01) (BR. 8)
- S-8 U S LONG DISTANCE CORP, 9311 SAN PEDRO STE 300, SAN ANTONIO, TX 78216 (512) 525-9009 - 2,091,660 (\$9,916,746.92) COMMON STOCK. (FILE 33-51604 - SEP. 01) (BR. 7)
- N-1A SCHWARTZ INVESTMENT TRUST, 3707 WEST MAPLE ROAD, BLOOMFIELD HILLS, MI 48301 (313) 644-8500 - INDEFINITE SHARES. UNDERWRITER: SCHWARTZ GREGORY J & CO INC. (FILE 33-51626 - AUG. 31) (BR. 16 - NEW ISSUE)
- S-3 FORD MOTOR CO, THE AMERICAN RD, DEARBORN, MI 48121 (313) 322-3000 - 170,000,000 (\$170,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: GOLDMAN SACHS & CO. (FILE 33-51628 - SEP. 02) (BR. 4)
- S-1 CHIEFTAIN INTERNATIONAL FUNDING CORP, 1201 TORONTO DOMINION TOWER, EDMONTON CENTRE, EDMONTON ALBERTA CANADA T5J2Z1, A0 - 2,760,000 (\$69,000,000) PREFERRED STOCK. UNDERWRITER: BEAR STEARNS & CO INC, PRUDENTIAL SECURITIES INC. (FILE 33-51630 - SEP. 02) (BR. 3 - NEW ISSUE)
- S-3 KELLEY OIL CORP, 601 JEFFERSON ST STE 1100, HOUSTON, TX 77002 (713) 652-5200 - 6,460,641 (\$54,915,448.50) COMMON STOCK. (FILE 33-51632 - SEP. 03) (BR. 7)
- S-1 AMSCO INTERNATIONAL INC, ONE MELLON BANK CTR STE 5000, PITTSBURGH, PA 15219 (412) 338-6500 - 100,000,000 (\$100,000,000) CONVERTIBLE DEBENTURES AND NOTES. UNDERWRITER: BROWN ALEX & SONS INC, MORGAN J P SECURITIES INC. (FILE 33-51634 - SEP. 03) (BR. 8)
- S-1 TAKECARE INC, 2300 CLAYTON RD STE 1000, CONCORD, CA 94520 (510) 246-1300 - 1,840,000 (\$72,919,200) COMMON STOCK. UNDERWRITER: FIRST BOSTON CORP, KIDDER PEABODY & CO INC. (FILE 33-51636 - SEP. 03) (BR. 9)
- S-8 FIRST OF MICHIGAN CAPITAL CORP, 100 RENAISSANCE CTR, 26TH FL, DETROIT, MI 48243 (313) 259-2600 - 50,000 (\$575,000) COMMON STOCK. (FILE 33-51638 - SEP. 03) (BR. 12)
- S-8 FIRST OF MICHIGAN CAPITAL CORP, 100 RENAISSANCE CTR, 26TH FL, DETROIT, MI 48243 (313) 259-2600 - 500,000 (\$5,750,000) COMMON STOCK. (FILE 33-51640 - SEP. 03) (BR. 12)

ACQUISITION OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
AMERICAN METALS SVC INC	COM		1,055	02748710	
ASSET VALUE HLDGS INC	13D	9/ 3/92	52.5	52.5	UPDATE
APPLIED MICROBIOLOGY INC	COM		10,649	03899110	
BURNS PHILP TECH LTD ET AL	13D	8/31/92	63.3	8.0	UPDATE
ARCTIC ALASKA FISHERIES CORP	COM		4,830	03966810	
MILLER FRANCIS L ET AL	13D	8/27/92	29.0	20.3	UPDATE
ARCTIC ALASKA FISHERIES CORP	COM		16,707	03966810	
TYSON FOODS INC	13D	8/27/92	100.0	0.0	NEW
BARRYS JEWELERS INC NEW	COM		735	06889120	
SCOTT DIAMOND CO INC ET AL	13D	6/30/92	7.4	0.0	NEW
CHIQUITA BRANDS INTL INC	COM		23,841	17003210	
AMERICAN FINANCIAL CORP ET AL	13D	9/ 2/92	47.9	48.0	UPDATE
DENSE PAC MICROSYSTEMS INC	COM		1,763	24871930	
BENEVENTURE FOUNDERS RISICOKAP	13D	11/29/91	19.0	0.0	NEW
DENSE PAC MICROSYSTEMS INC	COM		3,907	24871930	
EUROVENTURES BENELUX B V ET AL	13D	11/29/91	42.0	27.8	UPDATE
DENSE PAC MICROSYSTEMS INC	COM		3,907	24871930	
EUROVENTURES BENELUX B V ET AL	13D	11/29/91	42.0	27.8	UPDATE
DYCOM INDS INC	COM		1,659	26747510	
STOVER WILLIAM T ET AL	13D	9/ 1/92	19.7	20.9	UPDATE
ELCOR CORP	COM		811	28444310	
GAMCO INVESTORS INC ET AL	13D	9/ 1/92	11.0	12.0	UPDATE
ELECTRO CATHETER CORP	COM		1,310	28506910	
T PARTNERSHIP	13D	8/18/92	23.2	9.9	UPDATE
ENVIRONMENTAL DIAGNOSTICS IN	COM PAR \$0.15		216	29390740	
LINDLEY J THOMAS SR	13D	8/28/92	6.1	6.6	UPDATE
GIANT INDS INC	COM		3,538	37450810	
ACRIDGE JAMES E	13D	9/ 3/92	28.9	29.9	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
GRAHAM CORP EHRMAN WILLIAM ET AL	COM 13D	8/24/92	106 10.2	38455610 10.4	UPDATE
GREAT AMERN MGMT & INVT INC EQUITY HOLDINGS	COM PAR \$0.01 13D	9/ 1/92	8,056 72.7	38989320 73.7	UPDATE
GROW GROUP INC CORIMON CORP ET AL	COM 13D	9/ 2/92	3,222 23.1	39982010 16.6	UPDATE
HEMDALE COMMUNICATIONS INC DALY JOHN	COM 13D	8/25/92	2,175 34.8	42351310 0.0	NEW
HEMDALE COMMUNICATIONS INC GIBSON DEREK	COM 13D	8/25/92	2,175 34.8	42351310 0.0	NEW
HEMDALE COMMUNICATIONS INC PARKINSON ERIC	COM 13D	8/25/92	1,088 17.4	42351310 0.0	NEW
JAMESWAY CORP AGLIALORO JOHN	COM 13D	8/24/92	733 5.3	47073610 0.0	NEW
LAMONTS CORP APOLLO RETAIL PRTS LP	COM 13D	8/24/92	8,712 98.0	51362810 0.0	NEW
LAMONTS CORP CURIALE SALVATORE R	COM 13D	8/24/92	8,712 98.0	51362810 0.0	NEW
MEDIA GEN INC GAMCO INVESTORS INC ET AL	CLASS A 13D	9/ 2/92	7,750 39.7	58440410 30.7	UPDATE
NATIONAL BANCSHARES CORP TX LUSTIG JAY H	COM 13D	8/28/92	2,636 9.9	63259330 0.0	NEW
NATIONAL HERITAGE EVERGREEN HEALTHCARE ET AL	COM 13D	8/24/92	3,000 17.8	63634610 0.0	NEW
PCA INTL INC REICH JOSEPH H ET AL	COM 13D	8/26/92	2,594 35.7	69318010 41.7	UPDATE
PRIME MTR INNS LTD PRTRNSHP EDGE PARTNERS ET AL	DEPOSITARY RCPT 13D	9/ 1/92	374 9.4	74156320 10.4	UPDATE
RIGGS NATL CORP WASH D C ALLBRITTON JOE L	COM 13D	7/ 2/92	8,640 34.3	76657010 19.6	UPDATE
SECURITY TAG SYS INC AUTOMATED SECURITY PLC	COM 13D	7/30/92	0 0.0	81512610 30.3	UPDATE
SPEAR FINL SVCS INC MITCHELL JAMES K	COM 13D	9/ 1/92	694 9.4	84731010 8.7	UPDATE
STARMARK INC ROSENTHAL ABE	COM 13D	8/25/92	580 7.8	85554510 0.0	NEW
VARIETY CORP GAMCO INVESTORS INC ET AL	PFD I-A CV\$1.3 13D	9/ 1/92	2,713 23.0	92299250 24.0	UPDATE
VICOM INDS INC KATZ MICHAEL DAVID ET AL	COM 13D	8/31/92	185 6.7	92581110 5.6	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/%OWNED	CUSIP/PRIOR%	FILING STATUS
VIDEO JUKEBOX NETWORK INC MORAN ASSET MGMT ET AL	COM 13D	8/17/92	1,643 15.5	92699410 16.4	UPDATE
WORTH CORP WORMS M M & CIE ET AL	COM 13D	8/24/92	2,930 43.0	98164510 42.2	UPDATE
ZAPATA CORP GLAZER MALCOLM I	COM 13D	8/31/92	51,977 41.0	98907010 38.8	UPDATE
ADAC LABS HAMBRECHT & QUIST GROUP	COM 13D	8/18/92	955 2.1	00531310 6.4	UPDATE
AMITY BANCORP NEW HAVEN CONN LENZ RANDOLPH W	COM 13D	8/25/92	5,730 81.3	03157810 77.9	UPDATE
COSTAR CORP STAR ASSOC LTD PRTN SHP	COM 13D	8/19/92	900 13.1	22160610 14.6	UPDATE
GENERAL MTRS CORP HUGHES HOWARD MEDICAL INST	CL H 13D	9/ 4/92	32,904 45.9	37044250 47.1	UPDATE
HYDE ATHLETIC INDS INC KELSO MANAGEMENT CO ET AL	COM 13D	8/25/92	138 5.2	44863210 7.7	UPDATE
LAMONTS CORP PRICE T ROWE ASSOC INC ET AL	COM 13D	8/24/92	330 3.7	51362810 0.0	NEW
NEWPARK RES INC COLE JAMES D	COM PAR\$0.01 13D	NEW 8/20/92	326 3.6	65171850 0.0	NEW
ROSS COSMETICS DISTR CTRS SHETH MAHENDRA ET AL	COM 13D	3/25/92	4,420 67.9	77824210 0.0	NEW
SCIENTIFIC INDS INC KLEIMAN LOWELL A	COM 13D	2/11/92	139 16.1	80875710 0.0	NEW
SCIENTIFIC INDS INC KNOWLES ROGER B	COM 13D	2/11/92	60 7.2	80875710 0.0	NEW
STARMARK INC GROSS CHAIM	COM 13D	8/25/92	700 9.5	85554510 0.0	NEW
WESTERN CANADA BEVERAGE CORP DEBARTOLO EDWARD J JR ET AL	COM 13D	9/ 4/92	48,914 42.2	95791810 42.2	UPDATE
AMERICAN NUCLEAR CORP COLO CYCLE RESOURCE INV MNT CORP	COM 13D	8/20/92	2,300 32.2	02866310 0.0	NEW
ARCTCO INC GLAZER MALCOLM I ET AL	COM 13D	8/19/92	0 0.0	03966510 6.4	UPDATE
C F BANCORP INC FIRST SAVE ASSOCIATES ET AL	COM 13D	8/24/92	74 8.2	12520110 7.1	UPDATE
CAMI Z INC FORSHPAN MORTON	COM NEW 13D	8/31/92	3,731 75.5	13367520 32.4	UPDATE
CENCOR INC BROZMAN JACK L	COM PAR \$1.00 13D	6/10/92	631 46.4	15131040 0.0	NEW