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September 6, 1991

U.S. SECURITIES
EXCHANGE COMMISSION

CIVIL PROCEEDINGS

ARTHUR DEMARTINE SENTENCED

The Commission announced that on July 15, 1991, the Honorable Susan H. Black, United States District Judge for the Middle District of Florida, sentenced Arthur L. DeMartine (DeMartine) to twenty-one months imprisonment and three years supervised release. DeMartine was also ordered to pay \$470,596 in restitution upon commencement of his supervised release. On April 16, 1991, DeMartine pled guilty to one count of wilfully and unlawfully transporting and causing to be transported in interstate commerce checks, knowing said checks contained \$5,000 or more of funds that had been stolen, converted and taken by fraud.

DeMartine previously consented to a Final Judgment of Permanent Injunction in a civil action brought by the Commission. The Commission's complaint alleged that while DeMartine was a branch manager for Raymond James Associates, Inc., a registered broker-dealer, he misappropriated funds from his customers' securities accounts. The Final Judgment was entered against DeMartine on July 5, 1991, and enjoins DeMartine from violating the antifraud provisions of the securities laws. [SEC v. Arthur L. DeMartine, M.D. Fla. Civil Action No. 91-495-CIV-J-14] (LR-12964)

CRIMINAL PROCEEDINGS

GUILTY PLEA BY PATRICK MURRAY IN COLORADO TASK FORCE CASE

The U.S. Attorney's Office for the District of Colorado and the Securities and Exchange Commission announced that on August 6, 1991, Patrick Murray of Denver, Colorado pleaded guilty to a two-count felony information. The information charged one count of conspiracy to structure transactions to evade reporting requirements and one count of causing Lakeside National Bank, located in Denver, Colorado, and Omnibank Southeast, located in Aurora, Colorado, to fail to file a Currency Transaction Report.

Murray directed trades in nominee accounts at Otra Clearing, Inc., a broker-dealer registered with the Commission. Thereafter, Murray caused Otra Clearing, Inc. to disburse the proceeds from those nominee accounts in individual checks in amounts less than \$10,000 when, in fact, the proceeds totalled more than \$10,000. The checks were disbursed in this manner in order to avoid reporting requirements and the filing of Currency Transaction Reports as required by the Internal Revenue Service. This procedure is known as "structuring."

This case evolved from the Securities Fraud (Colorado) Task Force which was organized to prosecute abuses in the penny stock market. Murray is awaiting sentencing. [U.S. v. Patrick Murray, U.S.D.C. Colo., 91-CR-130] (LR-12960)

GUILTY PLEA BY LINDA REES IN COLORADO TASK FORCE CASE

The U.S. Attorney's Office for the District of Colorado and the Securities and Exchange Commission announced that on August 5, 1991, Linda K. Rees of Denver, Colorado pleaded guilty to a one-count information. The information charged one count of causing false records to be kept concerning the beneficial owner of a cash account with a registered broker-dealer.

Rees admitted that, while an employee of First Eagle, Inc., located in Denver, Colorado, she opened two accounts in nominee names for her personal benefit. Rees is awaiting sentencing.

This case evolved from the Securities Fraud (Colorado) Task Force which was organized to prosecute abuses in the penny stock market. [U.S. v. Linda K. Rees, U.S.D.C. Colo., 91-CR-250] (LR-12961)

SENTENCING OF GEORGE SKORDOS IN COLORADO TASK FORCE CASE

The U.S. Attorney's Office for the District of Colorado and the Securities and Exchange Commission announced that on August 6, 1991, George Skordos of Denver, Colorado pleaded guilty to a one-count felony information. The information charged one count of causing Lakeside National Bank, located in Denver, Colorado, and Omnibank Southeast, located in Aurora, Colorado, to fail to file a Currency Transaction Report.

Skordos admitted that he acted as a nominee and participated in trades in a nominee account at Otra Clearing, Inc., a broker-dealer registered with the Commission. Skordos further admitted that, thereafter, he received from Otra Clearing, Inc. the proceeds from that nominee account in individual checks in amounts less than \$10,000 when, in fact, the proceeds totalled more than \$10,000.

This case evolved from the Securities Fraud (Colorado) Task Force which was organized to prosecute abuses in the penny stock market. On July 8, 1991, Skordos was sentenced to a suspended 36-month imprisonment and placed on probation for three years. A special condition of the probation is that Skordos perform 200 hours of community service. [U.S. v. George Skordos, U.S.D.C. Colo., 91-CR-163] (LR-12962)

SENTENCING OF MENDEL KUPETZ IN COLORADO TASK FORCE CASE

The U.S. Attorney's Office for the District of Colorado and the Securities and Exchange Commission announced that on August 6, 1991, Mendel Kupetz of Denver, Colorado pleaded guilty to a one-count felony information. The information charged one count of causing Lakeside National Bank, located in Denver, Colorado, and Omnibank Southeast, located in Aurora, Colorado, to fail to file a Currency Transaction Report.

Kupetz admitted that he directed trades in nominee accounts at Otra Clearing, Inc., a broker-dealer registered with the Commission. Kupetz further admitted that, thereafter, he caused Otra Clearing, Inc. to disburse the proceeds from those nominee accounts in individual checks in amounts less than \$10,000 when, in fact, the proceeds totalled more than \$10,000.

This case evolved from the Securities Fraud (Colorado) Task Force which was organized to prosecute abuses in the penny stock market. On July 8, 1991, Kupetz was sentenced to a term of five years which was suspended on the condition that he serve thirty days imprisonment and five months home detention, that he pay a fine of \$10,000 and that

he file amended tax returns which accurately reflect the income Kupetz received for 1987-1989. [U.S. v. Mendel Kupetz, U.S.D.C. Colo., 91-CR-186] (LR-12963)

PENNY STOCK BROKER CHARGED

The U.S. Attorney's Office for the District of Colorado and the Securities and Exchange Commission announced that on August 19, 1991, an indictment was returned against Robert Valerius, a registered representative of First Eagle, a brokerage firm formerly located in Aurora, Colorado.

The one-count indictment charged that Valerius knowingly and wilfully conspired to commit securities, wire and mail fraud by manipulating the price of the common stock of Oxford Financial, Inc. through a series of trades in controlled accounts. The manipulation was also to be furthered through a prearranged merger with 21 Entertainment Group, Inc., a Delaware corporation.

The case was investigated by the Securities Fraud (Colorado) Task Force which was organized to prosecute abuses in the penny stock market. [U.S. v. Robert Valerius, U.S.D.C. Colo., 91-CR-271] (LR-12965)

GUILTY PLEA BY ELDON WEBER IN PENNYCON UNDERCOVER OPERATION

The U.S. Attorney's office for the District of Colorado and the Securities and Exchange Commission announced that on July 10, 1991, Eldon Weber of Farmington, Utah pleaded guilty to one count of securities fraud stemming from a ten-count indictment dated April 3, 1991. The case evolved from a nearly two-year undercover investigation into fraud and abuse in the penny stock market by the Colorado United States Attorney's Securities and Commodities Fraud Task Force. The undercover operation was code-named "Pennycon."

Weber participated in a scheme which involved the fraudulent and fictitious revival of a defunct corporation for the purpose of creating a vehicle for fraudulent public trading in unregistered securities. Weber is awaiting sentencing. [U.S. v. Eldon Weber, Criminal Action No. 91-CR-122, U.S.D.C. Colo.] (LR-12966)

GUILTY PLEA BY PETER SCHWARTZ IN PENNYCON UNDERCOVER OPERATION

The U.S. Attorney's Office for the District of Colorado and the Securities and Exchange Commission announced that on June 5, 1991, Peter Schwartz of Englewood, Colorado pleaded guilty to one count of securities fraud stemming from a ten-count indictment dated April 3, 1991. The case evolved from a nearly two-year undercover investigation into fraud and abuse in the penny stock market by Colorado United States Attorney's Securities and Commodities Fraud Task Force. The undercover operation was code-named "Pennycon."

Schwartz admitted that he acted with others to artificially increase the price of the common stock of Monarch Acquisitions, Inc., located in Denver, Colorado. Schwartz engaged in a series of trades in securities accounts controlled by the principals of Monarch and related persons. The indictment had also charged Schwartz with one count of false broker-dealer books and records relating to the establishment of a nominee account. Schwartz is awaiting sentencing. [United States v. Peter Schwartz, Criminal Action No. 91-CR-122, U.S.D.C. Colo.] (LR-12967)

GUILTY PLEA BY HAROLD FISHER IN PENNYCON UNDERCOVER OPERATION

The U.S. Attorney's Office for the District of Colorado and the Securities and Exchange Commission announced that on July 12, 1991, Harold Fisher of Sarasota, Florida, President of Roth Securities, a brokerage firm also of Sarasota, Florida, pleaded guilty to one count of securities fraud stemming from a ten-count indictment dated April 3, 1991. The case evolved from a nearly two-year undercover investigation into fraud and abuse in the penny stock market by the Colorado United States Attorney's Securities and Commodities Fraud Task Force. The undercover operation was code-named "Pennycon."

Fisher admitted that he acted with others to artificially increase the price of the common stock of Monarch Acquisitions, Inc., located in Denver, Colorado. Fisher engaged in a series of trades between securities accounts controlled by the principals of Monarch and related persons. Fisher is awaiting sentencing. [United States v. Harold Fisher, Criminal Action No. 91-CR-122, U.S.D.C. Colo.] (LR-12968)

BARRY FORTNER ENTERS GUILTY PLEA TO TWO-COUNT INFORMATION

Michael J. Norton, U.S. Attorney for the District of Colorado, and the Securities and Exchange Commission, along with other members of the U.S. Attorney's Securities Fraud Task Force, jointly announced on August 21, 1991, that Barry Fortner (Fortner), a Denver area penny stock broker, pleaded guilty to a two-count information. The information charges conspiracy to commit securities fraud and making a false statement in a loan application. The information alleges that Fortner and his now-defunct Denver based broker-dealer firm, First Eagle, Inc. (First Eagle), acted as primary underwriter and market maker for Oxford Financial, Inc. (Oxford) in its "blind pool" offering in May, 1986. The information alleges a conspiracy to control placement of the Oxford offering into almost exclusively controlled or nominee accounts to conceal the prearranged merger between Oxford and an entity called 21 Entertainment. The conspiracy was also designed to manipulate aftermarket trading from the \$.01 per unit public offering price to about \$.07 per unit. Further, the information charges that Fortner falsely represented in a loan application to a federal credit union that he was a retired military officer. The August 21 announcement stated that, based on this misrepresentation, Fortner obtained a \$25,000 loan. [U.S. v. Barry W. Fortner, Crim. No. 91-CR-261, U.S.D.C. Colorado] (LR-12969)

JAMES DONAHUE CHARGED IN 114-PAGE INFORMATION

Michael J. Norton, U.S. Attorney for the District of Colorado, and the Securities and Exchange Commission, along with other members of the U.S. Attorney's Securities Fraud Task Force, announced on August 22, 1991, that James D. Donahue of Englewood, Colorado has agreed to plead guilty to a one-count, 114-page information charging complex antifraud violations in operating his options investment program.

Donahue allegedly was the controlling person of Hedged-Investments Associates, Inc. (HIA) which owned Broker Services, Inc. (BSI), a registered investment adviser. Both were headquartered in Englewood, Colorado. Donahue conducted his stock option business through HIA and operated under numerous unregistered limited partnerships. The information alleges that approximately 1,590 accounts invested approximately \$316,511,491.65 with Donahue for stock and options trading. Allegedly, to induce investors to make such investments, Donahue falsely represented, among other things, that he traded on a hedged basis, that investors had never realized an annual return less than 19.7%, and that Donahue would not charge his 29% management fee unless investors received a guaranteed minimum 15% return. The information charges that

Donahue lost approximately \$134,468,586 of investors' funds from approximately 1980 to August 1990, which losses he concealed. He also caused to be reported to investors that their annual returns exceeded 19%. [U.S. v. James D. Donahue, Crim. No. 91-CR-278, U.S.D.C. Colorado] (LR-12970)

JACK JOHNSTON CHARGED IN 25-COUNT INDICTMENT

Michael J. Norton, U.S. Attorney for the District of Colorado, and the Securities and Exchange Commission, along with other members of the U.S. Attorney's Securities Fraud Task Force, jointly announced on August 22, 1991 a Denver federal grand jury 25-count indictment. The indictment charges Jack M. Johnston of Englewood, Colorado and Houston, Texas with conspiracy, securities fraud, mail fraud, wire fraud, money laundering and failure to disclose foreign bank accounts. The British government's Serious Fraud Office gave substantial assistance regarding Channel Islands corporations and bank accounts, allegedly used to further the conspiracy.

The indictment charges that, from about September 1986 to about October 1988, Johnston secretly controlled Duralite Manufacturing Company, Inc., a pre-1933 Act company, and Mamba, Inc., Sable, Inc. and Warowl, Inc., all blind pools. Johnston allegedly caused nominee accounts to be established at various broker-dealer firms and caused sales of the four corporations' securities. The securities were sold to various customers, including Postel Investment Management, an investment management company in London, England responsible for investing holdings of various pension funds, including the pension funds of British postal workers. Allegedly, nominee bank accounts were opened in the United States and Channel Islands to conceal receipt of proceeds from sale of these securities. According to the indictment, Johnston's net proceeds from sales of the companies' stock were about \$15,067,267.61. [U.S. v. Jack M. Johnston, Crim. No. 91-CR-277, U.S.D.C. Colorado] (LR-12971)

INVESTMENT COMPANY ACT RELEASES

MERRILL LYNCH LIFE INSURANCE COMPANY

A notice has been issued giving interested persons until September 27 to request a hearing on an application by Merrill Lynch Life Insurance Company (Merrill Lynch Life), Merrill Lynch Variable Life Separate Account (the Merrill Life Account) and Merrill Lynch Variable Annuity Separate Account (the Merrill Annuity Account). The application is also being made by Tandem Insurance Group, Inc. (Tandem), Tandem Variable Life Separate Account (the Tandem Life Account), Tandem Variable Annuity Separate Account (the Tandem Annuity Account) and Merrill Lynch, Pierce, Fenner & Smith Incorporated. The application, pursuant to Section 17(b) of the Investment Company Act (Act), is for an exemption from the provisions of Section 17(a) of the Act. The exemption would permit the combination of the Merrill Life Account with the Tandem Life Account and the Tandem Annuity Account with the Merrill Annuity Account in connection with a merger of Tandem into Merrill Lynch Life. (IC-18295 - September 4)

GOVERNMENT SECURITIES EQUITY TRUST

A conditional order has been issued under Sections 6(c) and 17(d) of the Investment Company Act and Rule 17d-1 thereunder on an application filed by Government Securities Equity Trust, Series I and Subsequent Series (the "Trust Series"), et al. The order amends a prior order that permitted the Trust Series to invest in shares of certain

open-end investment companies and zero coupon obligations. The order deletes a condition of the prior order which prohibited the Trust Series from purchasing shares of certain open-end investment companies that had established multiple classes of shares and prohibited these investment companies from establishing additional classes if their shares were held by any of the Trust Series. (IC-18296 - September 4)

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-18 ROSECAP INC/NY, 236 BIRCHWOOD RD, MEDFORD, NY 11763 (516) 698-6914 - 50,000 (\$50,000) COMMON STOCK. 50,000 (\$250,000) COMMON STOCK. 50,000 (\$500,000) COMMON STOCK. (FILE 33-42408-NY - AUG. 26) (BR. 14 - NEW ISSUE)
- S-3 CSX TRANSPORTATION INC, 500 WATER ST J-160, C/O P J AFTOORA, JACKSONVILLE, FL 32202 (301) 237-2000 - 94,944,000 (\$94,944,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-42438 - AUG. 30) (BR. 13)
- S-1 GOVERNMENT TRUSTS PH-1 AND PH-2, 55 WATER ST, NEW YORK, NY 10041 (212) 820-5000 - 200,000 (\$200,000) OTHER SECURITIES INCLUDING VOTING TRUST. 200,000 (\$200,000) OTHER SECURITIES INCLUDING VOTING TRUST. UNDERWRITER: SHEARSON LEHMAN BROTHERS INC. (FILE 33-42479 - AUG. 28) (BR. 12 - NEW ISSUE)
- S-1 EMBREX INC/NC, 1035 SWABIA COURT, MORRISVILLE, NC 27560 (919) 941-5185 - 1,982,000 (\$17,838,000) COMMON STOCK. 1,982,000 (\$198,200) WARRANTS, OPTIONS OR RIGHTS. 170,000 (\$20,400) WARRANTS, OPTIONS OR RIGHTS. 2,322,000 (\$25,077,600) COMMON STOCK. UNDERWRITER: ROSENKRANTZ LYON & ROSS INC. (FILE 33-42482 - AUG. 29) (BR. 3 - NEW ISSUE)
- N-1A ADVISORS INNER CIRCLE FUND, 2 OLIVER ST, BOSTON, MA 02109 (800) 342-5734 - INDEFINITE SHARES. UNDERWRITER: SEI FINANCIAL SERVICES CO. (FILE 33-42484 - AUG. 29) (BR. 2 - NEW ISSUE)
- S-1 RIGHT START INC /CA, 5334 STERLING CENTER DR, WESTLAKE VILLAGE, CA 91361 (818) 707-7100 - 2,300,000 (\$16,100,000) COMMON STOCK. 200,000 (\$1,750,000) COMMON STOCK. 200,000 WARRANTS, OPTIONS OR RIGHTS. (FILE 33-42488 - AUG. 29) (BR. 1 - NEW ISSUE)
- S-1 VETERINARY CENTERS OF AMERICA INC, 1725 CLOVERFIELD BLVD, SANTA MONICA, CA 90404 (213) 829-7533 - 2,300,000 (\$14,950,000) COMMON STOCK. 2,300,000 (\$460,000) WARRANTS, OPTIONS OR RIGHTS. 2,500,000 (\$19,565,000) COMMON STOCK. 200,000 (\$48,000) WARRANTS, OPTIONS OR RIGHTS. 200,000 (\$1,560,000) COMMON STOCK. (FILE 33-42504 - AUG. 29) (BR. 3)
- S-6 KANSAS TAX EXEMPT TRUST SERIES 45, 120 SOUTH MARKET SUITE 610, WICHITA, KS 67202 - 1,010 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 33-42505 - AUG. 29) (BR. 17 - NEW ISSUE)
- S-4 KNOWLEDGEWARE INC, 3340 PEACHTREE ROAD N E, ATLANTA, GA 30326 (404) 231-8575 - 1,300,000 (\$24,929,147.46) COMMON STOCK. (FILE 33-42506 - AUG. 29) (BR. 10)
- S-8 RYDER SYSTEM INC, 3600 NW 82ND AVE, MIAMI, FL 33166 (305) 593-3726 - 10,000 (\$177,500) COMMON STOCK. (FILE 33-42507 - AUG. 29) (BR. 4)
- S-4 TUESDAY MORNING CORP/DE, 14621 INWOOD RD, DALLAS, TX 75244 - 3,588,993 (\$58,321,136.25) COMMON STOCK. (FILE 33-42508 - AUG. 29) (BR. 1 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-8 ETOWN CORP, 600 SOUTH AVE, P O BOX 788, WESTFIELD, NJ 07090 (908) 654-1234 - 100,000 (\$2,525,000) COMMON STOCK. (FILE 33-42509 - AUG. 29) (BR. 8)
- S-8 EMPI INC, 1275 GREY FOX RD, ST PAUL, MN 55112 (612) 636-6600 - 225,000 (\$3,712,500) COMMON STOCK. (FILE 33-42510 - AUG. 29) (BR. 8)
- S-8 NEW LINE CINEMA CORP, 575 EIGHTH AVE, NEW YORK, NY 10018 (212) 239-8880 - 600,000 (\$7,464,000) COMMON STOCK. (FILE 33-42511 - AUG. 29) (BR. 11)
- S-8 TERMINAL DATA CORP, 5898 CONDOR DR, MOORPARK, CA 93021 (805) 529-1500 - 600,000 (\$1,164,000) COMMON STOCK. (FILE 33-42512 - AUG. 29) (BR. 12)
- S-8 INTERA INFORMATION TECHNOLOGIES CORP, 101 6TH AVE SW STE 2500, CALGARY ALBERTA CANADA T2P 3P4, A0 (403) 266-0900 - 99,651 (\$984,551.88) COMMON STOCK. (FILE 33-42513 - AUG. 29) (BR. 5)
- S-3 VERTEX COMMUNICATIONS CORP /TX/, 2600 N LONGVIEW ST, KILGORE, TX 75662 (903) 984-0555 (FILE 33-42514 - AUG. 29) (BR. 7)
- S-6 KEMPER INSURED CORP TRUST SERIES 3, 120 S RIVERSIDE 6TH FL, CHICAGO, IL 60603 - INDEFINITE SHARES. (FILE 33-42515 - AUG. 30) (BR. 16 - NEW ISSUE)
- S-8 COMPUTER PRODUCTS INC, 7900 GLADES RD STE 500, BOCA RATON, FL 33434 (407) 451-1000 - 3,000,000 (\$7,186,500) COMMON STOCK. (FILE 33-42516 - AUG. 29) (BR. 3)
- S-8 DAWN CAPITAL CORP, 2001 W MAIN ST, STAMFORD, CT 06902 (203) 961-1928 - 550,000 (\$979,000) COMMON STOCK. (FILE 33-42517 - AUG. 29) (BR. 10)
- S-4 WEATHERFORD INTERNATIONAL INC, 1360 POST OAK BLVD STE 1000, HOUSTON, TX 77056 (713) 439-9400 - 12,822,500 (\$65,614,678) COMMON STOCK. (FILE 33-42527 - AUG. 29) (BR. 3)
- S-1 CARE GROUP INC, ONE HOLLOW LANE, LAKE SUCCESS, NY 11042 (516) 869-8383 - 200,000 (\$900,000) COMMON STOCK. 1,180,000 (\$5,310,000) COMMON STOCK. 120,000 (\$120) WARRANTS, OPTIONS OR RIGHTS. 120,000 (\$621,600) COMMON STOCK. (FILE 33-42528 - AUG. 29) (BR. 5)
- S-3 CIT GROUP HOLDINGS INC /DE/, 270 PARK AVE, NEW YORK, NY 10017 (212) 270-6000 - 1,500,000,000 (\$1,500,000,000) STRAIGHT BONDS. (FILE 33-42529 - AUG. 29) (BR. 12)
- S-1 REPUBLIC WASTE INDUSTRIES INC, 314 N POST OAK LANE, HOUSTON, TX 77024 (713) 956-1110 (FILE 33-42530 - AUG. 29) (BR. 8)
- S-2 CHILDRENS DISCOVERY CENTERS OF AMERICA INC, 1210 FIFTH AVE, SAN RAFAEL, CA 94901 (415) 459-1291 - 575,000 (\$3,450,000) COMMON STOCK. 40,000 (\$40) COMMON STOCK. 40,000 (\$288,000) COMMON STOCK. (FILE 33-42533 - AUG. 30) (BR. 6)
- S-1 CABLETRON SYSTEMS INC, 35 INDUSTRIAL WAY, EAST ROCHESTER, NH 03867 (603) 332-9400 (FILE 33-42534 - AUG. 30) (BR. 9)
- S-8 CARPENTER TECHNOLOGY CORP, 101 W BERN ST, READING, PA 19601 (215) 371-2000 - 90,000 (\$4,545,000) COMMON STOCK. (FILE 33-42536 - AUG. 30) (BR. 6)
- S-8 TELEPHONE & DATA SYSTEMS INC, 30 N LASALLE ST, CHICAGO, IL 60602 (312) 630-1900 - 160,000 (\$5,510,000) COMMON STOCK. (FILE 33-42538 - AUG. 30) (BR. 7)
- N-2 NUVEEN QUALITY INCOME MUNICIPAL FUND INC, 333 WEST WACKER DR, CHICAGO, IL 60606 (312) 917-7810 - 2,000 (\$100,000,000) PREFERRED STOCK. (FILE 33-42539 - AUG. 30) (BR. 18)
- N-2 NUVEEN QUALITY INCOME MUNICIPAL FUND INC, 333 WEST WACKER DR, CHICAGO, IL 60606 (312) 917-7810 - 3,000 (\$150,000,000) PREFERRED STOCK. (FILE 33-42540 - AUG. 30) (BR. 18)

REGISTRATIONS CONTINUED

- N-2 NUVEEN QUALITY INCOME MUNICIPAL FUND INC, 333 WEST WACKER DR, CHICAGO, IL 60606
(312) 917-7810 - 3,000 (\$150,000,000) PREFERRED STOCK. (FILE 33-42541 - AUG. 30) (BR. 18)
- S-8 COGNITRONICS CORP, 25 CRESCENT ST, STAMFORD, CT 06906 (203) 327-5307 - 100,000
(\$762,500) COMMON STOCK. (FILE 33-42543 - AUG. 30) (BR. 8)
- S-8 COGNITRONICS CORP, 25 CRESCENT ST, STAMFORD, CT 06906 (203) 327-5307 - 100,000
(\$762,500) COMMON STOCK. (FILE 33-42544 - AUG. 30) (BR. 8)
- S-8 COGNITRONICS CORP, 25 CRESCENT ST, STAMFORD, CT 06906 (203) 327-5307 - 125,000
(\$953,125) COMMON STOCK. (FILE 33-42545 - AUG. 30) (BR. 8)
- S-3 DOLLAR GENERAL CORP, ONE BURTON HILLS BLVD, STE 210, NASHVILLE, TN 37215
(615) 665-9102 - 2,096,620 (\$40,097,858) COMMON STOCK. (FILE 33-42548 - AUG. 30)
(BR. 1)

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
ALPHA 1 BIOMEDICAL INC GOLDSTEIN ALLAN L	COM 13D	7/17/91	496 7.0	02091010 7.3	UPDATE
AMERICAN ENTERPRISES BROWN JAY	COM NEW 13D	8/26/91	2,020 18.1	02566420 9.4	UPDATE
AMERICAN MED HLDGS INC GRAY, KLEIN & PARTNERS	COM 13D	8/22/91	24,023 31.8	02742810 27.2	UPDATE
AMERON INC MILLS/DOWLING INVT CORP ET AL	COM 13D	8/27/91	360 9.5	03071010 8.5	UPDATE
BIOPLASTY INC NIELSEN HELMAR	COM 13D	4/ 5/91	302 7.8	09064810 0.0	NEW
BOND INTL GOLD INC LAC MINERALS LTD	ORD 13D	8/30/91	57,643 100.0	09788210 66.1	UPDATE
BUSINESS RECORDS CRP HLDG CO BUTTONWOOD CAP CORP ET AL	COM 13D	8/26/91	171 3.8	12329610 9.0	UPDATE
CHESAPEAKE LIFE INS CO UNITED INSURANCE COS INC ET AL	CL A 13D	8/26/91	423 87.6	16523110 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
CHESAPEAKE LIFE INS UNITED INSURANCE COS INC ET AL	CL B 13D	8/26/91	361 75.0	16523120 0.0	NEW
CLARK EQUIP CO STATE OF WISCONSIN INVEST BD	COM 13D	8/20/91	1,264 7.3	18139610 6.3	UPDATE
CONSUL RESTAURANT CORP TANNER R STEPHEN	COM 13D	3/31/91	844 5.5	21044510 0.0	NEW
FIRST UTD INC UNITED INSURANCE COS INC ET AL	COM 13D	8/26/91	3,276 77.2	33741510 0.0	NEW
GOODY PRODS INC NEWELL CO	COM 13D	8/26/91	873 13.4	38248610 11.4	UPDATE
GREAT FALLS BANCORP SOLDOVERI JOHN L	COM 13D	8/20/91	63 10.7	39038010 10.9	RVSION
GREENERY REHABILITATION GRP MARTIN GERARD M ET AL	COM 13D	8/26/91	4,215 51.0	39479710 51.8	UPDATE
HERITAGE BANCORP INC FOOTE DON L ET AL	COM 13D	8/21/91	0 0.0	42691310 5.2	UPDATE
INVITRON CORP CENTOCOR INC	COM 13D	5/29/91	0 0.0	46185610 N/A	UPDATE
K7 CAPITAL CORP FARAR SIM	COM 13D	6/30/91	21 6.2	48299710 0.0	NEW
LYNTON GROUP INC HANSON PLC ET AL	COM 13D	8/23/91	5,978 49.0	55175510 0.0	NEW
MAGNETIC TECH CORP DIAMOND ISADORE ET AL	COM PAR \$0.15 13D	8/10/91	27 3.5	55949220 3.6	UPDATE
MEDICUS SYS CORP JELINEK RICHARD C	COM 13D	8/ 1/91	2,724 53.9	58699410 0.0	NEW
OILTECH INC RESOURCE RECOVERY CORP	COM 13D	8/20/91	2,000 8.4	67805020 0.0	NEW
PINNACLE ENVIRONMENTAL INC CROSLAND REX	COM 13D	8/12/91	828 31.8	72345710 30.8	UPDATE
RAPITECH SYS INC SHEA EDMUND H JR	COM 13D	8/ 1/91	2,016 29.9	75381010 29.0	UPDATE
REALTY SOUTH INVS INC RAINBOW PARTNERS ET AL	COM 13D	8/28/91	147 6.9	75612710 5.0	RVSION
TSS LTD SHEA E & M REAL PPTY TR ET AL	COM 13D	8/23/91	1,535 10.3	87288910 9.6	UPDATE
VINLAND PPTY TR AMERICAN REALTY TRUST	SH BEN INT 13D	8/23/91	394 6.6	92744920 5.6	UPDATE
WMS INDUSTRIES INC NICASTRO LOUIS J	COM 13D	8/29/91	600 7.0	92929710 8.4	UPDATE

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
ADVANCED MICRO DEVICES INC	DE				X					09/03/91	
ADVANTA HOME EQUITY LOAN TRUST 1991-1	NY				X	X				08/26/91	
ADVANTA HOME EQUITY LOAN TRUST 1991-2	NY				X	X				07/25/91	
ADVANTA HOME EQUITY LOAN TRUST 1991-2	NY				X	X				08/26/91	
AHMANSON H F & CO /DE/	DE				X	X				09/05/91	
AMERIBANC INVESTORS GROUP	MD				X	X				09/03/91	
AMERICAN BIODYNE INC	DE				X	X				09/03/91	
AMERICAN HOUSING TRUST V	NY				X					08/29/91	
AMERICAN HOUSING TRUST VII	NY				X					08/26/91	
AMERICAN HOUSING TRUST VIII					X	X				08/26/91	
AMERICAN TELEPHONE & TELEGRAPH CO	NY					X				05/06/91	AMEND
APACHE CORP	DE					X				07/01/91	AMEND
APACHE PETROLEUM PARTNERSHIP 1980-III LT	DE				X	X				08/30/91	
APACHE PETROLEUM PARTNERSHIP 1985 L P	DE				X	X				08/30/91	
ARISTAR INC	DE						X			08/22/91	
ATLANTA GOLD CORP						X				08/27/91	
AURA SYSTEMS INC	DE				X	X				08/16/91	
BALLISTIVET INC/MN	MN				X					08/21/91	
BANC ONE CORP/OH/	OH					X				08/29/91	
BANK OF NEW ENGLAND CORP	MA				NO ITEMS					08/27/91	
BANPONCE CORP					NO ITEMS					08/23/91	
BARRIE RICHARD FRAGRANCES INC	NV				X	X				08/20/91	
BAYLY CORP	DE				X	X				08/19/91	
BEAR STEARNS MORTGAGE CAPITAL CORP	DE				X					08/26/91	
BELL W & CO INC	DC				X					08/22/91	
BEMIS CO INC	MO				X					08/28/91	
BERKSHIRE REALTY CO INC /DE	MA						X			06/27/91	AMEND
BETA PHASE INC /DE/	DE					X				05/28/91	
BIG SKY TRANSPORTATION CO	MT					X				08/30/91	
BLACK WARRIOR WIRELINE CORP	DE				X		X			08/03/91	AMEND
BONNEVILLE PACIFIC CORP	DE				NO ITEMS					07/16/91	AMEND
BOSTON CAPITAL TAX CREDIT FUND II LTD PA	DE				X		X			08/21/91	
BROWNING FERRIS INDUSTRIES INC	DE					X				08/30/91	
C&S SOVRAN CORP	DE					X	X			08/30/91	
CAMELOT CORP	CO						X			03/07/91	AMEND
CAPITAL SOURCE II L P A	DE					X				08/22/91	
CAPITAL SOURCE L P	DE					X				08/22/91	
CAPSTEAD SECURITIES CORP III	DE				X		X			08/29/91	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
CARDIAC CONTROL SYSTEMS INC	DE					X				08/29/91	
CELEREX CORP	WA					X				08/28/91	
CENVILL DEVELOPMENT CORP	DE					X	X			08/16/91	
CFC INDUSTRIES INC						X	X			08/19/91	
CHASE LINCOLN FIRST BANK N A						X	X			08/15/91	
CHIPPEWA RESOURCES CORP/CO	CO					X				08/30/91	
CIS TECHNOLOGIES INC	DE					X	X			08/21/91	
CITADEL ASSET MANAGEMENT LTD	CO					NO ITEMS				04/24/91	AMEND
CITICORP MORT SEC INC REMIC PAS THRO CIT	DE					X				08/29/91	
CITIZENS UTILITIES CO	DE						X			08/30/91	
CITY NATIONAL CORP	DE						X			08/28/91	
CIVIC BANCORP	CA						X			08/27/91	
COCA COLA ENTERPRISES INC	DE					X	X			08/29/91	
COLLATERALIZED MORTGAGE OBLIGATION TRUST							X	X		06/24/91	
COMMUNITY BANCORP INC /PA/	PA						X	X		08/19/91	
COMPRESSION TECHNOLOGIES INC /DE/	DE						X			08/20/91	
COMPUTERIZED BUYING NETWORK INC	DE						X			07/19/91	AMEND
CONSOLIDATED CAPITAL OF NORTH AMERICA IN	DE						X			07/12/91	
CONTINENTAL BANK CORP	DE						X	X		08/30/91	
COUNTRYWIDE CREDIT INDUSTRIES INC	DE						X	X		09/05/91	
CRESCOTT INC	DE						X			08/26/91	
CTS HOME EQUITY LOAN TRUST 1991-1	NY						X	X		07/15/91	
CTS HOME EQUITY LOAN TRUST 1991-1	NY						X	X		08/15/91	
DAVIN ENTERPRISES INC	DE						X			08/21/91	
DEPRENYL ANIMAL HEALTH INC	MO						X			08/29/91	
DR HOLDINGS INC OF DELAWARE	DE						X	X		08/27/91	
ELECTROMEDICS INC	CO							X		08/19/91	
ENVIROFIL INC	NV					X				07/02/91	
EUA POWER CORP /NH/	NH							X		08/30/91	
FAMILY STEAK HOUSES OF FLORIDA INC	FL						X			08/27/91	AMEND
FINANCIAL INSTITUTIONS INSURANCE GROUP L	DE					X			X	08/23/91	
FIREMANS FUND MORTGAGE CORP	DE								X	08/26/91	
FIRST FLORIDA BANKS INC	FL							X		08/30/91	
FIRST HUNTSVILLE CORP	DE							X		08/21/91	
FIRST OF AMERICA BANK CORP /MI/	MI						X	X		08/28/91	
FOOD 4 LESS SUPERMARKETS INC	DE							X		06/19/91	
FORUM RETIREMENT PARTNERS L P	DE							X		06/13/91	
FREEPORT MCMORAN INC	DE							X	X	08/30/91	
FUTURE TECH INC	NV		X	X		X	X	X	X	01/10/91	
GAMMA ELECTRONIC SYSTEMS INC	CO								X	07/08/91	
GENERAL DEVELOPMENT CORP	DE						X	X		09/03/91	
GEODYNAMICS CORP	CA						X	X		08/21/91	
GIBRALTAR FINANCIAL CORP	DE						X	X		08/21/91	
GLENMORE DISTILLERIES CO	DE					X				08/19/91	
HANNA M A CO/DE	DE					X			X	08/20/91	
HARCOURT BRACE JOVANOVICH INC	NY						X	X		08/22/91	
HELLER FINANCIAL INC	DE						X	X		09/03/91	
HOME INTERSTATE BANCORP	CA						X	X		08/27/91	
HOME SAVINGS OF AMERICA FA								X	X	08/26/91	
HOSPOSABLE PRODUCTS INC	NY					NO ITEMS				08/08/91	
HOUSING SECURITIES INC /NY/	NY							X	X	07/25/91	
HUFFY CORP	OH							X	X	07/23/91	
INDEPENDENT BANK CORP /MA/	MA					X			X	08/26/91	
INNOVO GROUP INC	DE					X			X	08/19/91	
INTEGRATED SYSTEMS INC	CA					X				08/20/91	
INTERMARK GAMING INTERNATIONAL INC/DE/	DE		X	X					X	08/29/91	
INTERNATIONAL BROADCASTING CORP /MN/	MN						X			08/30/91	
INTERNATIONAL GAMING MANAGEMENT INC	DE						X		X	08/28/91	

REPORTS CONT.

NAME OF ISSUER	STATE CODE	BK ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
INTERWEST COMMUNICATIONS CORP	DE	X	X							05/30/91	
ITEL CORP	DE	X						X		08/16/91	
JOHNSTON COCA COLA BOTTLING GROUP INC	DE			X						08/27/91	
KOGER EQUITY INC	FL			X	X					08/30/91	
KRUPP REALTY LTD PARTNERSHIP IV	MA	X						X		08/19/91	
LASER PRECISION CORP	NY			X						08/30/91	
LEOS INDUSTRIES INC	DE			X						08/22/91	
LLOYDS ACCEPTANCE CORP	NV	X								08/23/91	
MAGNETEK INC	DE			X						09/03/91	
MARKETING EDUCATIONAL CORP	FL			X						08/26/91	
MASADA CORP	WA	X								08/08/91	
MEDECI CORP	NV			X	X					08/01/91	
MEDIA GENERAL INC	VA			X		X				08/21/91	
MEDICAL MARKETING GROUP INC	DE			X	X					08/30/91	
MELLON BANK CORP	PA					X				08/29/91	
MERCHANT CAPITAL ENTERPRISES INC	DE			X						08/15/91	
MICROGRAFX INC	TX			X	X					08/22/91	
MILGRAY ELECTRONICS INC	NY							X		08/28/91	
MIRAMAR RESOURCES INC	DE	X	X							08/20/91	
MONT ROUGE RESOURCES INC	NY	X	X	X	X	X				04/12/91	
MONTANA NATURALS INTERNATIONAL INC	MT			X						09/03/91	
MORTGAGE BANKERS FINANCIAL CORP I	DE			X	X					08/20/91	
MORTGAGE BANKERS FINANCIAL CORP I	DE			X	X					09/01/91	
MOVIE SUPERSTORE INC /AZ/	AZ			X						08/30/91	
MUELLER INDUSTRIES INC	DE			X						08/28/91	
MYO TECH CORP	DE	X		X	X					08/23/91	
NATIONAL RURAL UTILITIES COOPERATIVE FIN	DC							X		09/01/91	
NATIONWIDE CELLULAR SERVICE INC	DE			X						08/27/91	
NCR CORP	MD			X	X					08/19/91	
NETWORD INC	DE			X	X					08/21/91	
NEW ENGLAND BANCORP INC	MA					X				08/20/91	
NORTH AMERICAN VACCINE INC				X						08/23/91	
NORTHERN ILLINOIS GAS CO /IL/ /NEW/	IL			X	X					08/29/91	
NOVAMATRIX MEDICAL SYSTEMS INC	DE			X						08/29/91	
PATHE COMMUNICATIONS CORP	DE			X						08/21/91	
PHOENIX RESOURCE COMPANIES INC	DE			X	X					09/04/91	
PIONEER BANCORP INC/NC	NC			X						08/23/91	
PREMIUM ENTERPRISES INC	CO			X		X				08/01/91	
PRIME BANCORP INC	DE			X			X			08/21/91	
PRUDENTIAL HOME MORTGAGE SECURITIES COMP	DE			X	X					08/15/91	
RAYCOMM TRANSWORLD INDUSTRIES INC	DE			X	X					08/19/91	
RESIDENTIAL FUNDING MORTGAGE SECURITIES	DE	X								08/28/91	
RESIDENTIAL FUNDING MORTGAGE SECURITIES	DE	X								08/29/91	
RESIDENTIAL FUNDING MORTGAGE SECURITIES	DE	X								08/29/91	
RIO GRANDE INC /DE/	DE	X	X							08/28/91	
RURAL HOUSING TRUST 1987-1	DE			X						09/03/91	
RYAN BECK & CO INC	NJ			X						08/26/91	
SAFECARD SERVICES INC	DE			X	X					09/03/91	
SALOMON INC	DE			X						09/03/91	
SECURITY ENVIRONMENTAL SYSTEMS INC	DE					X				07/25/91	AMEND
SHARED TECHNOLOGIES INC	DE					X				06/20/91	AMEND
SHORT TAKES INC	MN			X						08/31/91	
SIERRA CAPITAL REALTY TRUST VII CO	MO			X	X					08/27/91	
SIERRA CAPITAL REALTY TRUST VIII CO	MO			X	X					08/27/91	
SILVERCREST INDUSTRIES INC	CA			X						08/22/91	
SOUTHEASTERN INCOME PROPERTIES II LIMITE	VA	X				X				08/16/91	
SOUTHEASTERN INCOME PROPERTIES LIMITED P	VA	X				X				08/16/91	
SURE HAIR INC	CO	X								08/12/91	