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U.S. SECURITIES
ADMINISTRATIVE PROCEEDINGS EXCHANGE COMMISSION

ALLEN ASKER BARRED

Administrative Law Judge Jerome K. Soffer has issued an initial decision barring Allen R. Asker of Dana Point, California and Logan, Utah, from association with any broker or dealer. The initial decision further provides that after two years Asker may apply to again become so associated in a non-proprietary and non-supervisory capacity upon a satisfactory showing to the Commission that he will be adequately supervised.

The sanction imposed is based upon findings that Asker had violated the antifraud provisions of the securities laws in connection with the offer and sale of the notes and common stock of Phoenix Aviation, Inc. The sanction imposed is also based upon findings that Asker had engaged in the sale of unregistered securities and that he was permanently enjoined on July 16, 1990 by order of the U.S. District Court for the District of Utah from further such violations of the securities laws. (Initial Decision Rel. 26)

CIVIL PROCEEDINGS

CIVIL ACTION AGAINST THE RIVERVIEW CORPORATION, ET AL.

The Commission announced that on February 3 a complaint was filed in the U.S. District Court for the Eastern District of Tennessee seeking a temporary restraining order, preliminary and permanent injunctions and other equitable relief against The Riverview Corporation (Riverview), a registered broker-dealer in Knoxville, Tennessee and its principals, Andrew E. Cafferky, Jr. (Cafferky) and John Mark Hancock (Hancock). The complaint alleges that Riverview is currently operating while failing to maintain required net capital; has failed to make, keep current and preserve books and records as required; and failed to promptly transmit all customers funds to its clearing broker. The complaint further alleges that Cafferky and Hancock violated the antifraud provisions of the federal securities laws by misappropriating customer funds for use in the general operations of Riverview.

The Honorable Judge James H. Jarvis issued a temporary restraining order against all defendants, and among other things, ordered and appointed a SIPC Trustee and froze the assets of Cafferky and Hancock.

The Commission staff would like to acknowledge the assistance of District No. 5 of the National Association of Securities Dealers, Inc., the Securities Division for the State of Tennessee and the Securities Investor Protection Corporation, in this matter. [SEC v. The Riverview Corporation, Andrew E. Cafferky, Jr. and John Mark Hancock, Civil Action No. 3-92-0063, USDC, E.D. Tenn.] (LR-13166)

OXFORD CAPITAL DEFENDANTS CONSENT TO PERMANENT INJUNCTIONS

The Commission announced that Oxford Capital Securities, Inc., Oxford Consolidated Corporation, James A. Sehn, Samuel O. Forson, Leonard C. Donner and Guillermo P. Tolosa, without admitting or denying the allegations in the Commission's complaint, were permanently enjoined by consent. Defendants were permanently enjoined by consent from violations of Sections 5 and 17(a) of the Securities Act of 1933 (Securities Act), and Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5 thereunder. Oxford Capital was permanently enjoined by consent from violations of Section 15(c)(1) of the Exchange Act and Rule 15c1-2 thereunder, and Sehn, Forson, Donner and Tolosa were permanently enjoined by consent from aiding and abetting such violations. Oxford Capital was also permanently enjoined by consent from violations of Section 17(a) of the Exchange Act and Rule 17a-5 thereunder and Sehn was permanently enjoined by consent from aiding and abetting such violations. Judge Conner also ordered that the defendants' assets remain frozen and that they are prevented from altering or destroying any relevant documents. The issues of disgorgement and civil penalties sought by the Commission have been reserved. [SEC v. Oxford Capital Securities, Inc., Oxford Consolidated Corporation, James A. Sehn, Samuel O. Forson, Leonard C. Donner, Guillermo P. Tolosa a/k/a Willie Tolosa, 92 Civ. 0935, WCC] (LR-13168)

FINAL JUDGMENT OF PERMANENT INJUNCTION ENTERED AGAINST MICHAEL CLARK

The Commission announced the entry of a final judgment of permanent injunction on February 6 in the U.S. District Court for the Southern District of California against Michael A. Clark, an attorney. The injunction permanently enjoins Clark from violating the registration requirements of Section 5(a) of the Securities Act of 1933. From mid-1982 to February 1984, Clark sold, and assisted Jerry David Dominelli and the corporations Dominelli controlled in selling an unregistered security in the form of an investment contract called the Interbank Program. Clark consented to the injunction without admitting or denying the allegations in the Commission's complaint. [SEC v. Michael A. Clark, Civil Action No. 91-1351 GT, LSP, S.D. Cal.] (LR-13169)

CIVIL ACTION AGAINST BFMF CORPORATION, ET AL.

The Commission announced the entry of Final Judgment in its civil action in the U.S. District Court for the Southern District of Texas, Houston Division against Abraham Greenspan and World Trading Corporation of Houston, Inc. (World Trading). Pursuant to the settlement, Greenspan and World Trading consented to entry of final judgment imposing a \$200,000 civil penalty under the Securities Enforcement Remedies and Penny Stock Reform Act of 1990 (Remedies Act). The final judgment also permanently bars Greenspan from serving as an officer or director of any public company.

The Commission brought this civil action on December 5, 1990 alleging that defendants BFMF Corporation d/b/a FMF Corporation (FMF), Abraham Greenspan, B.F. Winborn, and Charles Brandes violated Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder and Sections 5 and 17(a) of the Securities Act of 1933. These violations involve engaging in a scheme to sell interests to investors in FMF, a wholly fraudulent entity. The Commission alleged that the defendants, in connection with the sale of FMF securities, falsely told would-be investors that FMF was in the business of arranging for the shipment of low-level radioactive waste to the Republic of Equatorial Guinea and had obtained a concession from Equatorial Guinea to bury such waste on its territory, as well as a contract with Eli Lilly and Company (Lilly) to dispose of Lilly's waste. The Commission further alleged that none of these or the other representations made by defendants to investors were true. The Commission subsequently amended its complaint to add World Trading as a defendant. [SEC v. BFMF Corporation D/B/A FMF Corporation, Abraham Greenspan, B.F. Winborn, Charles Brandes and World Trading Corporation of Houston, Inc., Civil Action No., H-90-3706, USDC, SD Tx, Houston Division] (LR-13170)

COMPLAINT NAMES DEEPAK GULATI, DTI FINANCIAL, INC. AND D. GULATI & ASSOCIATES, INC.

The Commission today announced the filing of a complaint against Deepak Gulati (Gulati), DTI Financial, Inc. (DTI) and D. Gulati & Associates, Inc. (Gulati & Associates) in federal court in New York seeking temporary and permanent injunctive relief, an asset freeze, an accounting, other interim relief, disgorgement, prejudgment interest and penalties.

The complaint alleges that Gulati and Gulati and Associates, using the broker-dealer apparatus of DTI, sold, by means of false and misleading statements, unregistered securities in the form of promissory notes with a purported term of 4 months, paying simple interest of 12% per annum, to more than 100 clients who invested more than \$2,000,000.

The complaint further alleges that the defendants also sold more than \$2,000,000 of a limited partnership controlled by Gulati to more than 50 investors by means of materially false and misleading statements and omissions. [SEC v. Deepak Gulati, DTI Financial, Inc. and D. Gulati & Associates Inc., 92 Civ., SDNY] (LR-13171)

INVESTMENT COMPANY ACT RELEASES

BULL & BEAR OVERSEAS FUND LTD., ET AL.

A conditional order has been issued on an application filed by Bull & Bear Overseas Fund Ltd. (Overseas), Bull & Bear Equity-Income Fund, Inc. (Equity-Income), Bull & Bear International Advisers, Inc., Bull & Bear Equity Advisers, Inc. and Bull & Bear Group, Inc. under Section 17(b) of the Investment Company Act. The order seeks an exemption from the provisions of Section 17(a) and 17(d) of the Act and Rule 17d-1 thereunder. Applicants seek relief to permit Overseas to acquire substantially all of the assets of Equity-Income in exchange for shares of Overseas, which will then be distributed to Equity-Income shareholders. (Rel. IC-18557 -February 19)

THE GALAXY FUND, ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting The Galaxy Fund, et al. from the provisions of Section 18(f), 18(g) and 18(i) of the Act. The exemptions apply to the extent necessary to permit certain open-end management investment companies to issue and sell separate classes of shares representing interests in the same investment portfolio. (Rel. IC-18558 - February 19)

MONY LEGACY VARIABLE ACCOUNT S
MONY LEGACY VARIABLE ACCOUNT A
RSVP VARIABLE LIFE ACCOUNT ONE
VARIABLE LIFE ACCOUNT ONE

Orders have been issued under Section 8(f) of the Investment Company Act declaring that MONY LEGACY VARIABLE ACCOUNT S, MONY LEGACY VARIABLE ACCOUNT A, RSVP VARIABLE LIFE ACCOUNT ONE and VARIABLE LIFE ACCOUNT ONE have ceased to be investment companies. (Rel. IC-18559; IC-18561; IC-18562 and IC-18563, respectively - February 20)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTINGS GRANTED

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Equitec Financial Group, Inc., Common Stock, \$.01 Par Value; 10% Convertible Subordinated Debentures, due September 1, 2004. (Rel. 34-30374)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Tacoma Boatbuilding Co., Common Stock, \$.10 Par Value. (Rel. 34-30375)

An order has been issued granting the application of the Pacific Stock Exchange to strike from listing and registration Clayton Silver Mines, Inc., Common Stock, \$.10 Par Value. (Rel. 34-30380)

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration BankAtlantic Financial Corporation, Common Stock, Par Value \$.01. (Rel. 34-30385)

UNLISTED TRADING PRIVILEGES GRANTED

An order has been issued granting the applications of the Pacific Stock Exchange and the Midwest Stock Exchange for unlisted trading privileges in 16 issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. (Rel. 34-30376)

UNLISTED TRADING PRIVILEGES SOUGHT

Notices have been issued giving interested persons until March 10 to comment on the applications of three exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Midwest Stock Exchange - 7 issues (Rel. 34-30382); Philadelphia Stock Exchange - 10 issues (Rel. 34-30383); and Boston Stock Exchange - 19 issues (Rel. 34-30384).

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-NYSE-91-44) submitted by the New York Stock Exchange to revise the composition of acceptability committees under NYSE Rule 308. (Rel. 34-30386)

PROPOSED RULE CHANGE

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-91-34) under Rule 19b-4 to add Options Floor Procedure Advice A-14 regarding opening price parameters for equity and index options. Publication of the proposal is expected in the Federal Register during the week of February 24. (Rel. 34-30387)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change (SR-MSE-92-04) filed by the Midwest Stock Exchange to amend its membership and registration fees has become effective upon filing with the Commission. Publication of the proposal is expected in the Federal Register during the week of February 24. (Rel. 34-30389)

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.

F-6 CIFRA SA DE CV /ADR/, 2 RECTOR ST CORP TR DIV (ADR),
C/O SECURITY PACIFIC NATIONAL TR CO NY, NEW YORK, NY 10006 (212) 978-5009 - 250,000
(\$12,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-45669 - FEB. 12) (BR. 99)

REGISTRATIONS CONTINUED

- N-2 HEALTH CARE TRUST FOR INCOME PARTICIPATION FROM STOCKS, 101 BARCLAY ST, NEW YORK, NY 10007 (212) 815-5604 - 2,000,000 (\$30,000,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-45670 - FEB. 12) (BR. 18 - NEW ISSUE)
- N-1A STI CLASSIC FUNDS, 2 OLIVER ST, BOSTON, MA 02109 (800) 342-5734 - INDEFINITE SHARES. (FILE 33-45671 - FEB. 12) (BR. 18 - NEW ISSUE)
- S-1 USA TRUCK INC, 3108 INDUSTRIAL PARK RD, VAN BUREN, AK 72956 (501) 471-2500 - 1,200,000 (\$15,600,000) COMMON STOCK. UNDERWRITER: STEPHENS INC. (FILE 33-45682 - FEB. 13) (BR. 4 - NEW ISSUE)
- S-8 ALLIANCE PHARMACEUTICAL CORP, 3040 SCIENCE PARK RD, SAN DIEGO, CA 92121 (619) 558-4300 - 1,000,000 (\$36,750,000) COMMON STOCK. (FILE 33-45683 - FEB. 13) (BR. 4)
- S-8 SISKON GOLD CORP, 350 CROWN POINT CR STE 100, GRASS VALLEY, CA 95945 (916) 273-4311 - 120,000 (\$60,000) COMMON STOCK. (FILE 33-45684 - FEB. 13) (BR. 11)
- S-3 ENSERCH CORP, ENSERCH CTR RM 860, 300 S ST PAUL, DALLAS, TX 75201 (214) 651-8700 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-45688 - FEB. 14) (BR. 7)
- S-3 NATIONAL MEDICAL ENTERPRISES INC /NV/, 2700 COLORADO AVE, SANTA MONICA, CA 90404 (310) 315-8000 - 235,159,776 (\$235,159,776) FLOATING RATE NOTES. 2,234 PREFERRED STOCK. (FILE 33-45689 - FEB. 14) (BR. 5)
- S-8 PAGING NETWORK INC, 4965 PRESTON PARK BLVD STE 500, PLANO, TX 75093 (214) 985-4100 - 400,000 (\$9,100,000) COMMON STOCK. (FILE 33-45690 - FEB. 12) (BR. 7)
- S-3 BANKERS TRUST NEW YORK CORP, 280 PARK AVE, NEW YORK, NY 10017 (212) 250-2500 - 115,000,000 (\$115,000,000) STRAIGHT BONDS. 4,600,000 PREFERRED STOCK. 1,150,000 PREFERRED STOCK. (FILE 33-45699 - FEB. 12) (BR. 2)
- S-11 NTS MORTGAGE INCOME FUND, 10172 LINN STATION RD, LOUISVILLE, KY 40223 (502) 426-4800 - 280,000 (\$5,600,000) COMMON STOCK. (FILE 33-45700 - FEB. 13) (BR. 6)
- S-1 APPLEBEES INTERNATIONAL INC, 2 PERSHING SQ, 2300 MAIN STE 900, KANSAS CITY, MS 64108 (816) 421-2501 - 1,135,000 (\$19,295,000) COMMON STOCK. 2,085,000 (\$35,445,000) COMMON STOCK. (FILE 33-45701 - FEB. 13) (BR. 11)
- S-2 CROWN CRAFTS INC, P O BOX 12371, CALHOUN, GA 30703 (404) 629-7941 - 486,000 (\$8,565,750) COMMON STOCK. 1,469,000 (\$25,891,125) COMMON STOCK. (FILE 33-45702 - FEB. 13) (BR. 8)
- S-3 TOLL CORP, 3103 PHILMONT AVE, HUNTINGDON VALLEY, PA 19006 (215) 938-8000 - 75,000,000 (\$75,000,000) STRAIGHT BONDS. (FILE 33-45704 - FEB. 13) (BR. 10)
- S-3 CONSOLIDATED EDISON CO OF NEW YORK INC, 4 IRVING PL, NEW YORK, NY 10003 (212) 460-4600 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 33-45705 - FEB. 13) (BR. 7)
- S-8 AMERICAN BIOMED INC, 2408 D-5 TIMBERLOCH PL, WOODLANDS, TX 77380 (713) 367-3895 - 147,525 (\$33,930.75) COMMON STOCK. 19,355 (\$5,032.30) COMMON STOCK. 195,000 (\$1,633,125) COMMON STOCK. 68,226 (\$628,532.02) COMMON STOCK. (FILE 33-45706 - FEB. 13) (BR. 8)
- S-11 SUN LIFE INSURANCE CO OF AMERICA (000) 000-0000 - 1,000,000 (\$1,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-45707 - FEB. 13) (BR. 17)

REGISTRATIONS CONTINUED

- S-8 FIDELITY NATIONAL FINANCIAL INC /DE/, 2100 S E MAIN ST STE 400, IRVINE, CA 92714 (714) 852-9770 - 245,000 (\$5,726,875) COMMON STOCK. (FILE 33-45709 - FEB. 13) (BR. 9)
- F-1 INTERTAPE POLYMER GROUP INC, 110E MONTEE DE LIESSE, ST LAURENT, QUEBEC H4T 1N4 CANADA, A8 (514) 731-0731 - 345,000 (\$3,105,000) FOREIGN COMMON STOCK. (FILE 33-45710 - FEB. 13) (BR. 5)
- S-3 MARRIOTT CORP, 10400 FERNWOOD RD, BETHESDA, MD 20058 (301) 380-7550 - 1,500,000 (\$26,250,000) COMMON STOCK. (FILE 33-45711 - FEB. 13) (BR. 12)
- S-6 KANSAS TAX EXEMPT TRUST SERIES 50, 120 SOUTH MARKET, SUITE 450, WICHITA, KS 67202 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 33-45712 - FEB. 13) (BR. 17 - NEW ISSUE)
- S-1 KENDALL SQUARE RESEARCH CORP/DE, 170 TRACER LANE, WALTHAM, MA 02154 (617) 895-9400 - 3,450,000 (\$37,950,000) COMMON STOCK. 230,000 (\$2,530,000) COMMON STOCK. UNDERWRITER: ALEX BROWN & SONS INC, KIDDER PEABODY & CO INC. (FILE 33-45713 - FEB. 13) (BR. 9 - NEW ISSUE)
- S-3 FIRST ALABAMA BANCSHARES INC, P O BOX 1448, MONTGOMERY, AL 36102 (205) 832-8450 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-45714 - FEB. 13) (BR. 1)
- S-8 BROWN ALEX INC, 135 E BALTIMORE ST, BALTIMORE, MD 21202 (301) 727-1700 - 24,345 (\$550,805.62) COMMON STOCK. (FILE 33-45715 - FEB. 13) (BR. 11)
- S-8 MITEL CORP, 350 LEGGET DR, PO BOX 13089, KANATA ONTARIO CANADA K2K 1X3, A6 (613) 592-2122 - 2,800,000 (\$3,500,000) FOREIGN COMMON STOCK. 700,000 (\$742,000) FOREIGN COMMON STOCK. (FILE 33-45716 - FEB. 13) (BR. 7)
- S-3 SHALMUT NATIONAL CORP, 777 MAIN ST, HARTFORD, CT 06115 (203) 728-2000 - 10,350,000 (\$124,200,000) COMMON STOCK. (FILE 33-45718 - FEB. 13) (BR. 1)
- S-1 BRAUNS FASHIONS CORP, 10000 VALLEY VIEW RD, EDEN PRAIRIE, MN 55344 (612) 941-9590 - 625,000 (\$5,625,000) COMMON STOCK. 1,531,250 (\$13,781,250) COMMON STOCK. UNDERWRITER: PIPER JAFFRAY & HOPWOOD INC, WESSELS ARNOLD & HENDERSON. (FILE 33-45719 - FEB. 13) (BR. 2 - NEW ISSUE)
- S-1 NETWORK IMAGING CORP, 11150 SUNSET HILLS ROAD, SUITE 200, RESTON, VA 22090 (703) 318-8201 - 1,725,000 (\$10,350,000) COMMON STOCK. 1,725,000 (\$15,525,000) COMMON STOCK. 150,000 (\$15) WARRANTS, OPTIONS OR RIGHTS. 150,000 (\$1,080,000) COMMON STOCK. 150,000 (\$1,350,000) COMMON STOCK. (FILE 33-45721 - FEB. 13) (BR. 10 - NEW ISSUE)
- S-3 KAUFMAN & BROAD HOME CORP, 10877 WILSHIRE BLVD, LOS ANGELES, CA 90024 (310) 443-8000 - 7,500,000 (\$173,437,500) COMMON STOCK. (FILE 33-45722 - FEB. 13) (BR. 9)
- S-1 LIPOSOME CO INC, ONE RESEARCH WAY, PRINCETON FORRESTAL CTR, PRINCETON, NJ 08540 (609) 452-7060 - 3,450,000 (\$61,886,100) COMMON STOCK. (FILE 33-45723 - FEB. 14) (BR. 8)
- S-8 HAVERTY FURNITURE COMPANIES INC, 866 W PEACHTREE ST NW, ATLANTA, GA 30308 (404) 881-1911 - 500,000 (\$5,062,500) COMMON STOCK. (FILE 33-45724 - FEB. 13) (BR. 1)
- S-3 WISCONSIN POWER & LIGHT CO, 222 W WASHINGTON AVE, MADISON, WI 53703 (608) 252-3311 - 284,400,000 (\$284,400,000) MORTGAGE BONDS. (FILE 33-45726 - FEB. 14) (BR. 8)
- S-3 EMPIRE DISTRICT ELECTRIC CO, 602 JOPLIN ST, JOPLIN, MO 64801 (417) 623-4700 - 75,000,000 (\$75,000,000) MORTGAGE BONDS. (FILE 33-45727 - FEB. 14) (BR. 8)

REGISTRATIONS CONTINUED

- S-1 MERIT MEDICAL SYSTEMS INC, 79 WEST 4500 SOUTH SUITE 9, SALT LAKE CITY, UT 84107
(801) 263-9300 - 71,250 (\$1,068,750) COMMON STOCK. 1,078,750 (\$16,181,250)
COMMON STOCK. (FILE 33-45733 - FEB. 14) (BR. 8)
- F-1 SINGER CO N V, CHEKIANG FIRST BANK BLDG 16YHT FLR, 60 GLOUCESTER RD,
WANCHAI HONG KONG, K3 - 8,050,000 (\$166,554,500) FOREIGN COMMON STOCK. (FILE 33-45744
- FEB. 14) (BR. 9)
- S-1 REGAN HOLDING CORP, 1179 N MCDOWELL BLVD, PETALUMA, CA 94954 (707) 778-8638 -
5,000,000 (\$20,000,000) COMMON STOCK. 2,500,000 COMMON STOCK. (FILE 33-45746 -
FEB. 14) (BR. 10 - NEW ISSUE)
- N-2 BRAZILIAN EQUITY FUND INC, 153 EAST 53RD ST, NEW YORK, NY 10022 (212) 832-2626 -
4,600,000 (\$69,000,000) COMMON STOCK. (FILE 33-45855 - FEB. 11) (BR. 17 - NEW ISSUE)

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
AMDURA CORP	COM NEW		388	02342670	
UNION BANK/LOS ANGELES	13D	2/ 7/92	3.1	0.0	NEW
AMER BODY ARMOUR & EQUIP INC	COM		564	02463510	
COMMONWEALTH ASSOC ET AL	13D	11/26/91	5.7	5.8	UPDATE
AMERN CLAIMS EVALUATION INC	COM		510	02514410	
DAVIS J MORTON ET AL	13D	1/31/92	12.3	11.6	UPDATE
AMERICAN LIST CORP	COM		1,318	02725810	
DAVIS J MORTON ET AL	13D	1/31/92	47.7	48.8	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ASTROCOM CORP HANSER S ALBERT D ET AL	COM 13D	11/18/91	990 29.8	04639010 27.7	UPDATE
AUTOMOBILE PROTN CORP-APCO DAVIS J MORTON ET AL	COM 13D	1/31/92	1,444 22.9	05290510 23.4	UPDATE
CELLULAR COMMUN INC PACTEL CORP	COM SER A 13D	2/ 7/92	275 21.6	15091710 0.0	NEW
CELUTEL INC CONTINENTAL BK CORP ET AL	CL A 13D	11/14/91	4,369 100.0	15120320 100.0	UPDATE
CENTRAL COAL & COKE CORP WOOD PHELPS M	COM 13D	1/28/92	62 16.6	15314110 14.6	UPDATE
CORVAS INTL INC CENTOCOR INC	COM 13D	2/ 6/92	1,269 13.7	22100510 0.0	NEW
EMONS HLDGS INC GROSSMAN ROBERT	COM 13D	12/19/91	472 8.0	29157210 0.0	NEW
ENZO BIOCHEM INC DAVIS J MORTON	COM 13D	1/31/92	1,122 9.9	29410010 9.1	UPDATE
EVEREST & JENNINGS INTL JENNINGS GERALD M ET AL	CLASS B 13D	10/10/91	0 0.0	29976710 6.8	UPDATE
EVEREST & JENNINGS INTL JENNINGS GERALD M ET AL	CLASS A 13D	10/10/91	1,149 16.9	29976720 7.7	UPDATE
FALCON PRODS INC JACOBS FRANKLIN A	COM 13D	1/28/92	1,687 36.8	30607510 44.1	UPDATE
FIRST KNOX BANC CORP RAMSER RUSSELL E JR	COM 13D	2/10/92	81 5.2	32065610 5.2	UPDATE
FIRST NATL CORP CALIF KLINGEL MARTIN A	COM 13D	2/10/92	203 5.7	33590110 0.0	NEW
HOUSE FABRICS INC FMR CORP	COM 13D	2/ 7/92	1,114 7.8	44175810 8.8	UPDATE
I-FLOW CORP ABELES JOHN	COM 13D	2/10/92	1,527 7.0	44952010 6.5	UPDATE
I-FLOW CORP WALNUT CAPITAL CORP	COM 13D	2/10/92	1,329 6.3	44952010 4.1	RVISION
INSIGNIA FINANCIAL GROUP METROPOLITAN ACQU PRT IV ET AL	COM CL A 13D	1/10/92	7,500 66.2	45795610 66.2	UPDATE
INSIGNIA FINANCIAL GROUP METROPOLITAN ACQU PRT V ET AL	COM CL A 13D	1/10/92	9,500 51.8	45795610 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SMRS(000)/ XOWNED	CUSIP/ PRIORITY	FILING STATUS
INVESTMENT TECHNOLOGIES UTS DAVIS J MORTON ET AL	U 4COMB4WT 13D	1/29/88 1/31/92	13,704 20.5	46144920 20.2	UPDATE
KIMCO RLTY CORP ORENTREICH ROSLYN	COM 13D	2/ 4/92	1,055 7.6	49499410 0.0	NEW
MERCOM INC C TEC CORP	COM 13D	2/ 7/92	506 21.1	58999010 19.8	UPDATE
MICRO GENERAL CORP PICKUP RICHARD HADLEY	COM 13D	2/10/92	1,200 12.7	59483810 9.8	UPDATE
MULTIVEST REAL ESTATE FMD IV LTD PRT INT LIQUIDITY FUNDS ET AL	13D	1/31/92	12 29.0	62499910 28.3	UPDATE
NATURADE INC KOWALSKI LEON J	COM 13D	10/ 3/91	28 1.2	63891010 0.0	NEW
O I CORP BOTTS WILLIAM W	COM 13D	1/28/92	236 7.2	67084110 6.9	UPDATE
OAK INDS INC INVESCO MIM INC ET AL	COM 13D	2/11/92	20,262 24.6	67140010 25.8	UPDATE
OGLEBAY NORTON CO WEIL JOHN D	COM 13D	2/14/92	231 9.2	67700710 9.1	UPDATE
PACIFICARE HEALTH SYS INC UNIHEALTH AMERICA	COM 13D	5/ 2/91	6,485 57.0	69511010 61.4	UPDATE
PAINE WEBBER GROUP INC YASUDA MUTUAL LIFE INS CO	COM 13D	2/13/92	16,202 39.8	69562910 0.0	NEW
PAUL HARRIS STORES INC CHEZ RONALD L, I R A	COM 13D	2/13/92	469 5.2	70355510 5.2	UPDATE
PEOPLES BANCTRUST CO INC MORTHLAND ANN P ET AL	COM 13D	7/ 5/91	115 13.9	70979610 0.0	NEW
PEOPLES BANCTRUST CO INC MORTHLAND RICHARD P	COM 13D	11/30/91	175 21.2	70979610 0.0	NEW
SUGARLOAF MTN CORP BROWNE KINGSBURY ET AL	CL B COM 13D	10/11/91	116 27.9	86503910 0.0	NEW
SUNLITE INC NYCAL CORP	COM 13D	2/14/92	1,359 55.0	86738410 53.8	UPDATE
TRANS FINL BANCORP INC GARVIN DAVID B	COM 13D	1/31/92	129 3.9	89399110 3.7	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ XOMMED	CUSIP/ PRIORX	FILING STATUS
TRIAD SYS CORP	COM PAR \$.001		1,534	89581820	
GAMCO INVESTORS INC ET AL	13D	2/14/92	14.0	14.7	UPDATE
TUCSON ELEC PMR CO	COM		1,185	89881310	
TORRAY ROBERT E ET AL	13D	1/17/92	4.6	6.1	UPDATE
USF&G CORP	COM		8,462	90329010	
GENERAL ELEC PENS TR ET AL	13D	6/ 3/91	10.0	0.0	NEW
U S BANKNOTE CORP NEW	COM		920	91162310	
MERRILL LYNCH INTERFUNDING	13D	2/ 5/92	8.1	11.0	UPDATE
U S TR CORP	COM		788	91288310	
CENTRAL CAPITAL CORP	13D	1/11/92	8.6	9.9	UPDATE
UNIVERSITY RL EST FD-73	LTD PTNSHP INT		1	91496398	
LIQUIDITY FUNDS ET AL	13D	1/31/92	5.9	10.3	UPDATE
VIDEO COMMUNICATIONS&RADIO I	COM		185	92699610	
HOBSON TIMOTHY	13D	12/31/91	9.9	11.6	UPDATE
WESTERN NAT GAS CO	COM NEW		380	95885120	
FOUR O ONE CORP	13D	3/22/91	9.9	0.0	NEW
WESTWOOD GROUP INC	COM		75	96175410	
DREXEL BURNHAM LAMBERT GROUP	13D	2/14/92	16.2	16.2	UPDATE
WILDEY INC	COM		152	96811410	
BROWN MARCUS	13D	1/28/92	7.8	6.7	UPDATE
WORTHEN BKG INC	COM		1,200	98180110	
ONE NATL BANCSHARES INC	13D	1/31/92	9.9	0.0	NEW
ZENITH LABS INC	COM NEW		445	98936520	
FIDELITY INTL LTD	13D	2/ 7/92	7.9	6.8	UPDATE
ZENITH LABS INC	COM NEW		445	98936520	
FMR CORP	13D	2/ 7/92	7.9	6.8	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		
ALGOREX CORP	DE		X						X	02/03/92	
ALLIED WASTE INDUSTRIES INC	DE								X	12/05/91	AMEND
ALLIED WASTE INDUSTRIES INC	DE		X		X		X			01/28/92	
ALN RESOURCES CORPORATION	OK								X	12/13/91	AMEND
AMERICAN PLASTICS & CHEMICALS INC	DE				X		X			01/10/92	AMEND
AMERITECH CORP /DE/	DE								X	01/31/92	
AMWEST INSURANCE GROUP INC	DE					X	X			02/14/92	
ARIX CORP	DE			X			X			02/03/92	
ASPEN LEAF INC	CO								X	02/01/92	
ASSOCIATED TRADES INC	NV		X							10/04/91	
ASSOCIATED TRADES INC	NV		X							12/01/91	
ATC INC	DE		X				X			01/29/92	
AUDIOVOX CORP	DE					X				02/07/92	
BERLITZ INTERNATIONAL INC	NY					X	X			02/05/92	
BLOCKBUSTER ENTERTAINMENT CORP	DE		X				X			02/05/92	
BLUE GRASS BREEDERS INC	CO		X				X			02/10/92	
BOSTON CAPITAL TAX CREDIT FUND II LTD PA	DE					X	X			07/31/91	
BOSTON CAPITAL TAX CREDIT FUND II LTD PA	DE					X	X			01/31/92	
BROADWAY FINANCIAL CORP	NJ					X				02/07/92	
BUSINESS BANCORP	CA					X	X			02/12/92	
C COR ELECTRONICS INC	PA				X					01/31/92	AMEND
CAR MART INC	CO				X					02/06/92	
CAROLCO PICTURES INC	DE					X	X			01/28/92	
CAROLINA FIRST BANCSHARES INC	NC		X				X			01/30/92	
CEDAR GROUP INC	DE			X			X			01/24/92	AMEND
CENTRAL LIFE ASSURANCE CO	IA				X		X			02/01/92	
CHARGE INC	WA					X				02/12/92	
CHASE MANHATTAN CORP	DE					X	X			02/11/92	
CHECK EXPRESS INC	FL				X					12/27/91	AMEND
CHILD WORLD INC	MA				X		X			02/01/92	
CITIZENS & SOUTHERN 1989 A GRANTOR TRUST	GA				X					02/12/92	
COCA COLA ENTERPRISES INC	DE				X		X			02/12/92	
COLLATERALIZED MORTGAGE SECURITIES CORP	MD				X		X			01/30/92	
COMMUNICATIONS SYSTEMS INC/MN	MN		X				X			01/29/92	
CONSOLIDATED RESOURCES HEALTH CARE FUND	GA				X					12/03/91	
CONSOLIDATED RESOURCES HEALTH CARE FUND	GA				X					12/03/91	