

sec news digest

Issue 92-115

June 15, 1992

ADMINISTRATIVE PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS AGAINST JOSEPH GAITHER

The Commission announced that on June 8 administrative proceedings under the Securities Act of 1934 (Exchange Act) and the Investment Advisers Act of 1940 (Advisers Act) were instituted against Joseph L. Gaither. Simultaneously with the institution of these proceedings, the Commission accepted Gaither's Offer of Settlement in which he consented to the entry of an order that he cease and desist from committing or causing any future violation of Section 10(b) of the Exchange Act, Rule 10b-5 promulgated thereunder, Sections 206(1), 206(2) and 206(4) of the Advisers Act and Rule 206(4)-2 promulgated thereunder. In addition, Gaither agreed to the entry of an order suspending him for nine months from association with any broker, dealer, municipal securities dealer, investment adviser or investment company. (Rel. 34-30786)

NASD ACTION AGAINST RONALD SMITS AFFIRMED

The Commission has affirmed NASD disciplinary action against Ronald Earl Smits of Grandville, Michigan. Smits was a registered representative of Centennial Securities Company, an NASD member firm. The NASD censured Smits, fined him \$5,000 and barred him from association with any NASD member in any capacity.

The Commission found that Smits engaged in an elaborate scheme to defraud an elderly widow for his own pecuniary benefit. Smits was told that the widow wanted to invest in a bank certificate of deposit. Instead, Smits obtained her signature on a subscription agreement for a real estate limited partnership, without her realizing what she was signing. He then concealed the existence of the limited partnership investment from the widow and her son, who managed her financial affairs. In affirming the NASD's sanctions against Smits, the Commission stated that Smits' deliberate fraud necessitated his exclusion from the securities business for the protection of public investors. (Rel. 34-30787)

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JUN 16 1992

U.S. SECURITIES
EXCHANGE COMMISSION

INVESTMENT COMPANY ACT RELEASES

FIRST NORTH AMERICAN LIFE ASSURANCE COMPANY, ET AL.

An order has been issued pursuant to Section 6(c) of the Investment Company Act exempting First North American Life Assurance Company, FNAL Variable Account (Account), NASL Financial Services, Inc. and Wood Logan Associates, Inc. from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. The exemptions apply to the extent necessary to permit the deduction of mortality and expense risk charges from the assets of the Account under certain variable annuity contracts. (Rel. IC-18766 - June 10)

PAINWEBBER PATHFINDERS TRUST, ET AL.

A conditional order has been issued on an application filed by the PaineWebber Pathfinders Trust (Trust) and certain series of the Trust (Trusts), Mitchell Hutchins Asset Management, Inc. (Mitchell Hutchins), PaineWebber Incorporated (PaineWebber), as sponsor of the Trusts, PaineWebber Investment Series, PaineWebber Olympus Fund, PaineWebber Atlas Fund, and any open-end management investment company (other than a money market fund) that may in the future be advised or have as a principal underwriter Mitchell Hutchins, PaineWebber, or any of their affiliates (Funds). The order has been issued under Section 6(c) exempting applicants from Section 12(d)(1) to permit the Trusts to invest in portfolios consisting of zero-coupon obligations and shares of the Funds, and from Section 19(b) and Rule 19b-1 thereunder to permit the Trusts to distribute capital gains quarterly or with other periodic distributions of the Trust. The order also approves certain affiliated transactions under Section 17(d) and Rule 17d-1 thereunder and approves certain affiliated transactions under Sections 11(a) and 11(c). (Rel. IC-18767 - June 10)

STARTRADE FUND, INC.

A notice has been issued giving interested persons until July 6, 1992 to request a hearing on an application filed by StarTrade Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that it has ceased to be an investment company. (Rel. IC-18768 - June 10)

RXR DYNAMIC GOVERNMENT FUND, INC.

A notice has been issued giving interested persons until July 7, 1992 to request a hearing on an application filed by RXR Dynamic Government 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-18769 - June 11)

THE WILLIAMSBURG FUND, INC.

A notice has been issued giving interested persons until July 6, 1992 to request a hearing on an application filed by The Williamsburg Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that it has ceased to be an investment company. (Rel. IC-18771 - June 11)

FIRST UNUM LIFE INSURANCE COMPANY, ET AL.

Orders have been issued under Section 6(c) of the Investment Company Act exempting First UNUM Life Insurance Company, VA-I Separate Account (VA-I) and UNUM Sales Corporation from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. The exemptions apply to the extent necessary to permit the assessment of a mortality and expense risk charge from the assets of VA-I under certain group variable annuity contracts. (Rel. IC-18772; 812-7873 and IC-18773; 812-7876, respectively - June 11)

UNUM LIFE INSURANCE COMPANY OF AMERICA, ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting UNUM Life Insurance Company of America, VA-I Separate Account (VA-I) and UNUM Sales Corporation from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. The exemptions apply to the extent necessary to permit the assessment of a mortality and expense risk charge from the assets of VA-I under certain group variable annuity contracts. (Rel. IC-18774 - June 11)

COLONIAL/HANCOCK LIBERTY TRUST

An order has been issued pursuant to Section 8(f) of the Investment Company Act declaring that Colonial/Hancock Liberty Trust has ceased to be an investment company. (Rel. IC-18775 - June 11)

SANTA BARBARA FUND

An order has been issued under Section 8(f) of the Investment Company Act declaring that Santa Barbara Fund has ceased to be an investment company. (Rel. IC-18776 - June 11)

WADDELL & REED FUNDS, INC., ET AL.

A notice has been issued giving interested persons until July 6, 1992 to request a hearing on an application filed by Waddell & Reed Funds, Inc., et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from the provisions of Sections 2(a)(32), 2(a)(35), 22(c) and 22(d) of the Act and Rule 22c-1 thereunder. The order would permit certain investment companies to impose a contingent deferred sales load and to waive the load in certain instances. (Rel. IC-18777 - June 11)

FIRST INVESTORS CORPORATION, ET AL.

A conditional temporary order has been issued under Section 9(c) of the Investment Company Act granting an exemption requested by First Investors Corporation, First Investors Management Company, Inc., Executive Investors Corporation, Executive Investors Management Company, Inc. and First Investors Life Insurance Company from Section 9(a) until the earlier of the date on which the Commission takes final action on the application for a permanent order exempting applicants from the prohibitions of Section 9(a), or one year from the date of this order. The temporary order will relieve applicants from any ineligibility resulting from a permanent injunction entered by the U.S. District Court for the Southern District of New York restraining applicants from violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and Section 17(a) of the Securities Act of 1933. Interested persons may request a hearing on the application for permanent exemption by submitting a request no later than the date specified in a notice in the Federal Register of the filing with the Commission of the report of the Special Reviewer, as described in the notice and application. (Rel. IC-18778 - June 12)

HOLDING COMPANY ACT RELEASES

CENTRAL AND SOUTH WEST CORPORATION ET AL.

A supplemental order has been issued authorizing Central and South West Corporation, a registered public-utility holding company, and certain of its subsidiaries to acquire interests in and finance the Brush Cogeneration Project, a qualifying cogeneration facility, and a related entity. (Rel. 35-25553)

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-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 654, IL (FILE 33-48262 - JUN. 05) (BR. 22
- NEW ISSUE)

S-11 CITICORP MORTGAGE SECURITIES INC, 900 THIRD AVE, NEW YORK, NY 10043 (212) 750-0341
- 4,000,000,000 (\$4,000,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-48263 -
JUN. 08) (BR. 11)

REGISTRATIONS CONTINUED

- S-1 ALAMAR BIOSCIENCES INC, 4110 N FREEWAY BLVD, SACRAMENTO, CA 95834 (916) 567-3475 - 977,500 (\$5,865,000) COMMON STOCK. 977,500 (\$8,797,500) COMMON STOCK. 85,000 (\$612,000) COMMON STOCK. 85,000 (\$765,000) COMMON STOCK. (FILE 33-48302 - JUN. 03) (BR. 9 - NEW ISSUE)
- S-8 IG LABORATORIES INC, ONE MOUNTAIN RD, FRAMINGHAM, MA 01701 (508) 872-8400 - 5,000 (\$35,000) COMMON STOCK. 6,000 (\$54,780) COMMON STOCK. (FILE 33-48327 - JUN. 03) (BR. 6)
- S-1 CENTRAL RESOURCE GROUP INC, 606 WALNUT ST, DES MOINES, IA 50309 (515) 281-2884 - 28,750,000 (\$28,750,000) STRAIGHT BONDS. (FILE 33-48359 - JUN. 04) (BR. 1 - NEW ISSUE)
- S-1 ON GARD SYSTEMS INC, 1800 FIFTEENTH ST STE 100, DENVER, CO 80202 (303) 825-5210 - 862,500 (\$4,312,500) COMMON STOCK. 75,000 (\$450,000) COMMON STOCK. 862,500 (\$5,821,875) COMMON STOCK. 75,000 (\$506,250) COMMON STOCK. (FILE 33-48372 - JUN. 04) (BR. 9 - NEW ISSUE)
- S-8 CROWLEY MILNER & CO, 2301 W LAFAYETTE BLVD, DETROIT, MI 48216 (313) 961-3070 - 50,000 (\$662,500) COMMON STOCK. (FILE 33-48389 - JUN. 05) (BR. 2)
- S-8 MACLAND INC, 4685 S ASH AVE STE H-5, TEMPE, AZ 85282 (602) 820-5802 - 100,000 (\$45,300) COMMON STOCK. (FILE 33-48390 - JUN. 05) (BR. 1)
- S-8 WHOLE FOODS MARKET INC, 2525 WALLINGWOOD DR, STE 1400, AUSTIN, TX 78746 (512) 328-7541 - 472,500 (\$10,276,875) COMMON STOCK. (FILE 33-48392 - JUN. 05) (BR. 1)
- S-8 VIDEOCART INC, 300 SOUTH WACKER DRIVE, CHICAGO, IL 60606 (312) 987-5000 - 2,000,000 (\$14,250,000) COMMON STOCK. (FILE 33-48393 - JUN. 05) (BR. 5)
- S-8 MIRAGE RESORTS INC, 3400 LAS VAGAS BLVD SOUTH, LAS VEGAS, NV 89109 (702) 791-7111 - 2,600,000 (\$79,462,760) COMMON STOCK. (FILE 33-48394 - JUN. 05) (BR. 12)
- S-8 NOVELL INC, 122 EAST 1700 SOUTH, PROVO, UT 84606 (801) 429-7000 - 10,000,000 (\$528,831,974.72) COMMON STOCK. (FILE 33-48395 - JUN. 05) (BR. 9)
- S-8 COOKER RESTAURANT CORP /OH/, 1530 BETHEL ROAD, COLUMBUS, OH 43220 (614) 222-3050 - 200,000 (\$3,200,000) COMMON STOCK. (FILE 33-48396 - JUN. 05) (BR. 12)
- S-8 COOKER RESTAURANT CORP /OH/, 1530 BETHEL ROAD, COLUMBUS, OH 43220 (614) 222-3050 - 600,000 (\$9,600,000) COMMON STOCK. (FILE 33-48397 - JUN. 05) (BR. 12)
- S-1 JONES UNITED KINGDOM FUND LTD, 9697 E MINERAL AVE, P O BOX 3309, ENGLEWOOD, CO 80122 (303) 792-3111 - 75,000 (\$75,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-48400 - JUN. 08) (BR. 7)
- S-1 SIERRA PACIFIC POWER CO, 6100 NEIL RD, RENO, NV 89520 (702) 689-4011 - 115,000,000 (\$115,000,000) STRAIGHT BONDS. (FILE 33-48414 - JUN. 04) (BR. 8)
- N-2 MUNIYIELD CALIFORNIA INSURED FUND II INC, 800 SCUDDERS MILL RD, PLAINSBORO, NJ 08536 (609) 282-2800 - 66,666 (\$1,000,000) COMMON STOCK. (FILE 33-48416 - JUN. 05) (BR. 17 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-11 HOME EQUITY LOAN ASSET BACKED SECURITIES CORP, 12 EAST 49TH ST, NEW YORK, NY 10017 (212) 909-4410 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: FIRST BOSTON CORP. (FILE 33-48417 - JUN. 05) (BR. 11 - NEW ISSUE)
- S-3 BANK OF BOSTON CORP, 100 FEDERAL ST, BOSTON, MA 02110 (617) 434-2200 - 750,000,000 (\$750,000,000) STRAIGHT BONDS. 300,000,000 (\$300,000,000) PREFERRED STOCK. (FILE 33-48418 - JUN. 05) (BR. 1)
- S-4 FARMERS STATE BANCSHARES INC, 100 MAIN ST, MOUNTAIN CITY, TN 37683 (615) 727-8121 - 59,317 (\$7,936,021.43) COMMON STOCK. (FILE 33-48419 - JUN. 04) (BR. 1 - NEW ISSUE)
- N-2 NUVEEN SELECT TAX FREE INCOME PORTFOLIO 3, 333 W WACKER DR, CHICAGO, IL 60606 (312) 917-7810 - 10,000,000 (\$150,000,000) COMMON SHARES OF BENEFICIAL INTEREST. UNDERWRITER: BROWN ALEX & SONS & INC, NUVEEN JOHN & CO INC. (FILE 33-48420 - JUN. 05) (BR. 18 - NEW ISSUE)
- S-4 ROCHESTER TELEPHONE CORP, ROCHESTER TEL CENTER, 180 S CLINTON AVE, ROCHESTER, NY 14646 (716) 777-7100 - 2,464,316 (\$28,931,069.84) COMMON STOCK. (FILE 33-48421 - JUN. 05) (BR. 7)
- S-4 CORESTATES FINANCIAL CORP, PNB BLDG BROAD & CHESTNUT STS, P O BOX 7618, PHILADELPHIA, PA 19101 (215) 973-3504 - 2,558,599 (\$127,443,816.19) COMMON STOCK. (FILE 33-48422 - JUN. 05) (BR. 1)
- S-3 WABAN INC, ONE MERCER ROAD, NATICK, MA 01760 (508) 651-6500 - 115,000,000 (\$115,000,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-48423 - JUN. 05) (BR. 9)
- S-8 BOSTON EDISON CO, 800 BOYLSTON ST, BOSTON, MA 02199 (617) 424-2000 - 500,000 (\$12,345,000) COMMON STOCK. (FILE 33-48424 - JUN. 05) (BR. 7)
- S-8 BOSTON EDISON CO, 800 BOYLSTON ST, BOSTON, MA 02199 (617) 424-2000 - 200,000 (\$4,938,000) COMMON STOCK. (FILE 33-48425 - JUN. 05) (BR. 7)
- S-8 INTER CITY PRODUCTS CORP, 20 QUEEN ST W, BOX 32, TORONTO ONTARIO CANADA M5H 3R3, A6 (416) 598-0101 - 1,500,000 (\$11,925,000) FOREIGN COMMON STOCK. (FILE 33-48426 - JUN. 05) (BR. 9)
- S-8 SEPRACOR INC /DE/, 33 LOCKE DRIVE, MARLBOROUGH, MA 01752 (617) 742-9100 - 600,000 (\$4,725,000) COMMON STOCK. (FILE 33-48427 - JUN. 05) (BR. 4)
- S-8 SEPRACOR INC /DE/, 33 LOCKE DRIVE, MARLBOROUGH, MA 01752 (617) 742-9100 - 50,000 (\$393,750) COMMON STOCK. (FILE 33-48428 - JUN. 05) (BR. 4)
- S-3 ORION CAPITAL CORP, 30 ROCKFELLER PLZ, NEW YORK, NY 10112 (212) 332-8080 - 110,000,000 (\$110,000,000) STRAIGHT BONDS. UNDERWRITER: LEHMAN BROTHERS, MERRILL LYNCH & CO. (FILE 33-48430 - JUN. 05) (BR. 10)
- S-3 NORTHERN ILLINOIS GAS CO /IL/ /NEW/, 1700 W FERRY RD, NAPERVILLE, IL 60563 (708) 983-8888 - 75,000,000 (\$75,000,000) MORTGAGE BONDS. (FILE 33-48433 - JUN. 05) (BR. 7)

REGISTRATIONS CONTINUED

- S-3 KENT ELECTRONICS CORP, 5600 BONHOMME RD, HOUSTON, TX 77036 (713) 780-7770 - 200,000 (\$4,000,000) COMMON STOCK. (FILE 33-48434 - JUN. 05) (BR. 3)
- S-1 FIRST CASH INC, 600 SIX FLAGS DRIVE SUITE 518, DALLAS, TX 76011 (871) 633-7296 - 500,000 (\$4,031,250) COMMON STOCK. 1,650,500 (\$13,307,156) COMMON STOCK. 450,000 (\$2,700,000) WARRANTS, OPTIONS OR RIGHTS. 50,000 (\$600,000) WARRANTS, OPTIONS OR RIGHTS. UNDERWRITER: RAUSCHER PIERCE REFSNES. (FILE 33-48436 - JUN. 05) (BR. 2)
- S-2 COMPLMED INC, 1230 ROSECRANS AVE STE 1000, MANHATTAN BEACH, CA 90266 (310) 643-5106 - 2,300,000 (\$5,750,000) COMMON STOCK. 200,000 (\$600,000) COMMON STOCK. 2,500,000 (\$9,375,000) COMMON STOCK. 50,000 (\$62,500) COMMON STOCK. UNDERWRITER: PAULSON INVESTMENT CO INC. (FILE 33-48437 - JUN. 05) (BR. 10)
- S-11 RESOLUTION TRUST CORP, 801 17TH ST NW, WASHINGTON, DC 20006 (202) 416-6900 - 5,000,000,000 (\$5,000,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-48441 - JUN. 05) (BR. 11)
- S-3 HECLA MINING CO/DE/, 6500 MINERAL DR, BOX C-8000, COEUR D ALENE, ID 83814 (208) 769-4100 - 184,862 (\$1,802,404.50) COMMON STOCK. (FILE 33-48443 - JUN. 05) (BR. 1)
- S-8 APPLIED IMMUNE SCIENCES INC/DE/, 200 CONSTITUTION DR, MENLO PARK, CA 94025 (415) 326-7302 - 500,000 (\$8,595,000) COMMON STOCK. (FILE 33-48445 - JUN. 05) (BR. 8)
- S-8 AMERICA ONLINE INC, 8619 WESTWOOD CENTER DR, C/O LENNERT J LEADER, C.F.O., VIENNA, VA 22182 (703) 448-8700 - 100,000 (\$1,175,000) COMMON STOCK. (FILE 33-48447 - JUN. 05) (BR. 9)
- S-8 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8380 - 25,000 (\$278,125) COMMON STOCK. (FILE 33-48449 - JUN. 05) (BR. 11)
- S-8 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8380 - 599,152 (\$6,665,566) COMMON STOCK. (FILE 33-48450 - JUN. 05) (BR. 11)
- S-8 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8380 - 795,130 (\$8,845,821.25) COMMON STOCK. (FILE 33-48451 - JUN. 05) (BR. 11)
- S-8 SANDY SPRING BANCORP INC, 17801 GEORGIA AVE, OLNEY, MD 20832 (301) 792-2450 - 21,080 (\$485,050) COMMON STOCK. (FILE 33-48453 - JUN. 05) (BR. 2)
- S-1 PRIME COMPUTER INC, PRIME PARK, NATICK, MA 01760 (508) 655-8000 - 18,170,000 (\$363,400,000) COMMON STOCK. (FILE 33-48455 - JUN. 05) (BR. 9)
- S-1 PRIME COMPUTER INC, PRIME PARK, NATICK, MA 01760 (508) 655-8000 - 125,000,000 (\$125,000,000) STRAIGHT BONDS. 175,000,000 (\$175,000,000) STRAIGHT BONDS. (FILE 33-48456 - JUN. 05) (BR. 9)
- S-3 PACIFICARE HEALTH SYSTEMS INC, 5995 PLAZA DR, CYPRESS, CA 90630 (714) 952-1121 - 3,000,000 (\$85,680,000) COMMON STOCK. 3,900,000 (\$111,384,000) COMMON STOCK. UNDERWRITER: DILLON READ & CO INC, PAINWEBBER INC, WITTER DEAN REYNOLDS INC. (FILE 33-48458 - JUN. 08) (BR. 9)
- S-3 UNITED WATER RESOURCES INC, 200 OLD HOOK RD, HARRINGTON PARK, NJ 07640 (201) 784-9434 - 1,500,000 (\$20,437,500) COMMON STOCK. (FILE 33-48461 - JUN. 08) (BR. 8)
- S-8 IDEXX LABORATORIES INC /DE, ONE IDEXX DR, WESTBROOK, ME 04092 (617) 742-9100 - 200,000 (\$4,850,000) COMMON STOCK. (FILE 33-48464 - JUN. 08) (BR. 4)

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 INTERNATIONALE NEDERLANDER BK	COM NEW 13D	6/10/92	2,206 17.6	02342670 17.6	NEW
AMDURA CORP INTERNATIONALE NEDERLANDER BK	COM NEW 13D	6/10/92	2,206 17.6	02342670 17.6	RVISION
AMERICAN FRANCHISE GRP LEVINE BILL	COM 13D	5/ 7/92	423 13.6	02629130 0.0	NEW
AMERICAN FUNERAL SVCS CORP SERVICE CORP INTL	COM 13D	6/10/92	669 17.4	02630210 13.9	UPDATE
APPLIED BIOSCIENCE INTL INC HAWKINS RICHARD J	COM 13D	6/ 5/92	1,298 4.6	03791710 7.0	UPDATE
APPLIED BIOSCIENCE INTL INC NILAND NONA F	COM 13D	6/ 5/92	1,295 4.6	03791710 7.0	UPDATE
CECO FILTERS INC API ENTERPRISES INC ET AL	COM 13D	5/30/92	1,667 24.5	15003410 0.0	NEW
COMPUTER MEMORIES INC NASHER NANCY A	COM 13D	6/ 2/92	1,000 8.4	20491310 0.0	NEW
CONTINENTAL MED SYS INC FIDELITY INTL LTD	COM 13D	5/31/92	3,940 11.5	21164210 11.5	UPDATE
CONTINENTAL MED SYS INC FMR CORP	COM 13D	5/31/92	3,940 11.5	21164210 11.5	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
CORRECTIONS CORP AMER	COM		545	22025610	
MASSEY BURCH INVMT GRP ET AL	13D	6/ 1/92	5.9	18.3	UPDATE
DIMENSIONAL VISIONS GROUP LT	COM		2,708	25499710	
SMITH GEORGE S	13D	4/20/92	18.3	0.0	NEW
FERROFLUIDICS CORP	COM NEW \$0.004		410	31541420	
MOODY BRUCE	13D	5/22/92	9.6	12.4	UPDATE
FIRST AMERN FINL CORP CALIF	CL A		175	31852210	
MUTUAL LIFE ASSUR/CANADA ET AL	13D	4/30/92	1.9	0.0	NEW
FIRST BANCORP IND INC	COM		82	31899710	
REILING ROBERT C	13D	6/ 4/92	7.6	0.0	NEW
FORSCHNER GROUP INC	COM		520	34659010	
KELSO MANAGEMENT CO ET AL	13D	6/ 2/92	8.7	10.4	UPDATE
GENCOR INDS INC	COM		79	36867810	
HOUTKIN HARVEY	13D	5/11/92	6.8	6.8	UPDATE
GERRITY OIL & GAS CORP	COM		843	37423010	
FIDELITY INTL LTD	13D	5/31/92	8.9	7.5	UPDATE
GERRITY OIL & GAS CORP	COM		843	37423010	
FMR CORP	13D	5/31/92	8.9	7.5	UPDATE
GODDARD INDS	COM		458	38026210	
HUMPHREYS ROBERT E ET AL	13D	6/ 1/92	24.0	15.6	UPDATE
HABERSHAM ENERGY CO	COM		1,078	40448910	
CURTIS HENRY	13D	12/11/91	24.7	0.0	NEW
HALLWOOD GROUP INC	COM NEW		545	40636430	
FMR CORP	13D	5/31/92	10.0	9.2	UPDATE
HOLLYWOOD PK INC NEW	PAIRED CTF		985	43625510	
EVERETT MARJORIE L	13D	6/ 9/92	10.6	16.7	UPDATE
HOOK SUPERX INC	COM		5,125	43900610	
KROGER CO	13D	6/10/92	24.7	0.0	NEW
HYDE ATHLETIC INDS INC	COM		278	44863210	
KELSO MANAGEMENT CO ET AL	13D	6/ 4/92	10.7	12.5	UPDATE
INFORMATION AMER INC	COM		337	47999010	
GOULD JEFFREY R ET AL	13D	6/ 1/92	7.2	0.0	NEW
LANGER BIOMECHANICS GROUP	COM		151	51570710	
PETTI LOUIS G	13D	5/21/92	5.9	0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
LIBERTY BANCORP INC OKLA HELMERICH & PAYNE INC	COM PAR 0.10 13D	6/ 9/92	783 8.9	53017510 10.3	NEW
LIBERTY BANCORP INC OKLA HELMERICH & PAYNE INC	COM PAR 0.10 13D	6/ 9/92	783 8.9	53017510 10.3	UPDATE
LIFECO INVESTMENT GRP TRI ATLANTIC HLDGS LTD	COM 13D	5/27/92	2,499 54.7	53218399 94.3	UPDATE
MARIETTA CORP FIDELITY INTL LTD	COM 13D	5/31/92	255 7.1	56763410 5.3	UPDATE
MARIETTA CORP FMR CORP	COM 13D	5/31/92	255 7.1	56763410 5.3	UPDATE
NATIONAL MICRONETICS INC WOOSUNG CORP	COM 13D	5/31/92	0 0.0	63690410 N/A	UPDATE
OAKWOOD HOMES CORP FMR CORP	COM 13D	5/31/92	640 4.9	67409810 5.0	UPDATE
PHYCOR INC MCLEMORE J DONALD JR ET AL	COM 13D	6/ 1/92	789 12.5	71999710 0.0	NEW
PRICOR INC MASSEY BURCH INVMNT GRP ET AL	COM 13D	6/ 1/92	394 6.4	74153210 20.6	UPDATE
PYSCEMDICS CORP ALLEN A CLINTON III	COM 13D	5/28/92	1,787 11.1	74437510 0.0	NEW
PYSCEMDICS CORP FLYNN DONALD F ET AL	COM 13D	5/29/92	1,933 12.3	74437510 0.0	NEW
PYSCEMDICS CORP FLYNN PATRICIA A TRUSTEE	COM 13D	5/29/92	978 6.2	74437510 0.0	NEW
PYSCEMDICS CORP HUIZENGA H WAYNE ET AL	COM 13D	5/29/92	2,836 17.4	74437510 60.6	UPDATE
PYSCEMDICS CORP MW PARTNERS	COM 13D	5/29/92	2,440 15.1	74437510 0.0	NEW
REGENCY-CRUISES INC LELAKIS ANTONIOS E ET AL	COM 13D	6/10/92	7,654 35.3	75884810 39.7	UPDATE
RESPONSE TECHNOLOGIES INC SEAFIELD CAPITAL CORP ET AL	COM 13D	5/28/92	18,735 57.8	76123210 36.2	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/%OWNED	CUSIP/ PRIORITY	FILING STATUS
REVCO D S INC NEW	COM		5,753	76133910	
EMBRY TALTON R ET AL	13D	6/ 1/92	16.5	0.0	NEW
ROOSEVELT FINL GROUP INC	COM		340	77649310	
CUNDILL PETER & ASSOC LTD	13D	5/22/92	6.4	9.1	UPDATE
VALUE MERCHANTS INC	COM		365	92046910	
PACIFIC INVESTMENT GRP ET AL	13D	6/ 5/92	5.0	0.0	NEW
VOLUNTEER CAP CORP NEW	COM		199	92875310	
INVESTORS MGMT CORP	13D	6/ 5/92	4.9	6.7	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 ORTHOPEDIC TECHNOLOGIES INC	NV								X	05/06/92	AMEND
ADVANTA HOME EQUITY LOAN TRUST 1992-1	DE			X	X					04/27/92	
AEI REAL ESTATE FUND XVI LTD PARTNERSHIP	MN				X					05/15/92	
ALLIANT COMPUTER SYSTEMS CORP /DE/	DE		X	X	X					05/26/92	
ASSOCIATED HEALTHCARE INDUSTRIES INC	NV									12/31/91	AMEND
CCC CODED COMMUNICATIONS CORP								X		05/29/92	
CCC FRANCHISING CORP	NY		X					X		05/22/92	
CENTURY HILLCRESTE APARTMENT INVESTORS L	CA	X	X							01/28/92	AMEND
CHRISTIAN PURCHASING NETWORK INC	FL				X	X				05/27/92	
CITIZENS & SOUTHERN 1989 A GRANTOR TRUST	GA				X	X				06/08/92	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
DIAGNOSTIC PRODUCTS CORP	CA	X						X		05/27/92	
DUKE POWER CO /NC/	NC					X				05/29/92	
E Z SERVE CORPORATION	DE							X		03/25/92	AMEND
ELLISON RAY MORTGAGE ACCEPTANCE CORP	TX	X								05/28/92	
ENERGYNORTH INC	NH				X	X				06/05/92	
ENVIRONMENTAL RECOVERY SYSTEMS INC	FL			X	X					05/01/92	AMEND
FONE AMERICA INC	NV				X					06/10/92	
GREASE MONKEY HOLDING CORP	UT				X					06/03/92	
GULF STATES UTILITIES CO	TX				X	X				06/05/92	
HARRIS & HARRIS GROUP INC	NY	X				X				06/04/92	
INTERNATIONAL LEASE FINANCE CORP	CA					X				06/03/92	
KEOKUK BANCSHARES INC	DE				X	X				06/09/92	
LOWE STAR INDUSTRIES INC	DE				X	X				06/02/92	
MEDCROSS INC	FL				X	X				06/01/92	
MICRO SECURITY SYSTEMS INC	UT				X	X				06/09/92	
MPTV INC	NV				X	X				05/08/92	
NATIONAL BANCSHARES CORP OF TEXAS	TX	NO ITEMS								05/15/92	AMEND
NORTH EAST INSURANCE CO	ME				X					05/27/92	
PAN AM CORP/DE	DE				X	X				06/02/92	
PAN AMERICAN WORLD AIRWAYS INC	DE				X	X				06/02/92	
PENNSYLVANIA POWER & LIGHT CO /PA	PA					X				05/19/92	
PINNACLE BANC GROUP INC	IL					X				03/27/92	AMEND
PLAINS PETROLEUM CO	DE				X					06/10/92	
QUORUM HEALTH GROUP INC	DE	X				X				06/01/92	
RALLY VENTURES LTD	NY				X					05/26/92	
RESIDENTIAL FUNDING MORTGAGE SECURITIES	DE				X					05/26/92	
RESOLUTION TRUST CORP MORTGAGE PASS THRO					X	X				05/25/92	
RESOLUTION TRUST CORP MOR PASS THRO CERT					X	X				05/25/92	
RESOLUTION TRUST CORP MORTGAGE PASS THR					X	X				05/25/92	
RESOLUTION TRUST CORP MORTGAGE PASS THRO					X	X				05/25/92	
RESOLUTION TRUST CORP MORTGAGE PASS THRO					X	X				05/25/92	
RESOLUTION TRUST CORP MORTGAGE PASS THRO	DE				X	X				05/25/92	
RESOLUTION TRUST CORP MULTIFAMILY MRT PA					X	X				05/25/92	
RMSC LIBOR ARM TRUST SERIES 1992-1	VA				X	X				05/25/92	
RYLAND MORTGAGE SECURITIES CORP FBS SERI	VA				X	X				05/25/92	
RYLAND MORTGAGE SECURITIES CORP SERIES 1	VA				X	X				05/25/92	
RYLAND MORTGAGE SECURITIES CORPORATION L	VA				X	X				05/25/92	
RYLAND MORTGAGE SECURITIES CORPORATION L					X	X				05/25/92	
RYLAND MORTGAGE SECURITIES CORPORATION S	VA				X	X				05/25/92	
RYLAND MORTGAGE SECURITIES CORPORATION S	VA				X	X				05/25/92	
RYLAND MORTGAGE SECURITIES CORPORATION T	VA				X	X				05/25/92	
SEARS MOR SEC CORP IND RT ADJ RT MOR PA	DE				X	X				05/31/92	
SEARS MOR SEC CORP IND RT ADJ RT MOR PAS	DE				X	X				05/31/92	
SEARS MOR SEC CORP INDI RT ADJ RT MOR PA	DE				X	X				05/31/92	
SEARS MOR SEC CORP INDV RT ADJ RT MOR PA	DE				X	X				05/31/92	
SEARS MOR SEC CORP MUL CLASS MOR PASS TH	DE				X	X				05/31/92	
SEARS MOR SECURITIES CORP LIBOR MOR PASS	DE				X	X				05/31/92	