

# sec news digest

JUL 22 1993

U.S. SECURITIES  
EXCHANGE COMMISSION

Issue 93-138

July 20, 1993

---

## ADMINISTRATIVE PROCEEDINGS

---

### ROBERT BERTI, CPA, BARRED FROM PRACTICE BEFORE THE COMMISSION FOR FIVE YEARS IN CONNECTION WITH CONVENIENT FOOD MART AUDIT

Robert R. Berti, former partner in the Chicago office of the accounting firm of Laventhol and Horwath, has consented to be censured and barred from practice before the Commission with the right to reapply after five years, pursuant to Rule 2(e) of the Commission's Rules of Practice. The sanctions are due to his improper professional conduct as the engagement partner and partner in charge of the 1987 audit of Convenient Food Mart, a national franchisor and owner of retail convenience food stores, with its principal place of business located in Rosemont, Illinois.

Berti unjustifiably accepted management's representations with respect to an approximately \$4,100,000 difference between credits and debits in intercompany accounts. Berti also did not obtain adequate documentation to support \$2,256,000 in unsubstantiated entries. Berti used various methods including shifting reserves, changing the materiality level, accepting management representations that documentation had been misplaced and that unidentified receivables could be collected, and concluding simply from the cash balances of stores that the receivables existed, all in order to accept the out-of-balance accounts and give Convenient an unqualified audit opinion.

In 1989 Convenient restated its 1987 financial statements by decreasing revenues by \$2,203,000 and increasing costs and expenses by \$10,579,000. Reported income of \$4,304,000 became a loss of \$9,314,000. (Rel. 34-32620; AAE Rel. 465)

### CEASE AND DESIST ORDER ISSUED AGAINST BOSTON TECHNOLOGY, INC. AND GREGORY CARR

On July 13, the Commission announced the issuance of an Order instituting cease and desist proceedings pursuant to Section 21C(a) of the Securities Exchange Act of 1934 (Exchange Act) against Boston Technology, Inc. (BTI), a company engaged in the business of developing, manufacturing and marketing telephone voice messaging systems, and Gregory C. Carr (Carr), formerly BTI's President and Chief Executive Officer. Simultaneously, the Commission accepted offers of settlement of BTI and Carr in which they consented, without admitting or denying the Commission's findings, to issuance of the Commission's Order.

The Commission's Order finds that BTI violated Sections 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 13a-13 and 12b-20 thereunder in connection with the material overstatement of revenues and net income for the quarter ended April 30, 1990. The Order further finds that Carr was a cause of BTI's violations. The overstatements resulted from improper recognition of revenue under a field trial agreement at a time when a BTI customer had not accepted equipment. The Order also requires BTI to comply with its undertaking to revise, where appropriate, its policies and procedures, and to file restated financial statements for the quarters ended April 30, July 31 and October 31, 1990 within 30 days of the date of the Order. (Rel. 34-32622); AAE Rel. 466)

#### HARRY HAGERTY, JR. ORDERED TO CEASE AND DESIST

On July 19, the Commission issued an Order Instituting Cease and Desist Proceedings under Section 21C of the Securities Exchange Act of 1934 and Findings and Order against Harry E. Hagerty, Jr. (Hagerty) of Washington, D.C. The Order requires Hagerty to permanently cease and desist from committing or causing any violation of or any future violation of Section 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 promulgated thereunder and to adopt, implement and maintain policies and procedures reasonably designed to ensure compliance with those provisions. Simultaneously, the Commission accepted Hagerty's Offer of Settlement in which, without admitting or denying the matters set forth in the Order, he consented to the issuance of the Order. The Order finds that during the period from March 11, 1985 through November 23, 1993 Hagerty failed to file timely thirty-three Forms 4 and 5, required to be filed by Section 16(a) of the Exchange Act and the rules thereunder, reporting his transactions with respect to the registered equity securities of two public companies, which transactions had a total value of over \$2.76 million.

In a related matter, Hagerty consented to entry of a federal court order requiring him to pay a civil penalty of \$15,000 for violations of Section 16(a) of the Exchange Act and the rules thereunder (SEC v. Harry E. Hagerty, Jr., Civil Action 93-1484, SSH, D.D.C., July 19, LR-13714). (Rel. 34-32657)

---

#### CIVIL PROCEEDINGS

---

#### PRELIMINARY INJUNCTION ORDER ISSUED AGAINST HENRY KYLE, JR., GALATIN FINANCIAL CORPORATION AND HJK & ASSOCIATES, INC.

The Commission announced that on July 6 the Honorable Richard A. Gadbois, Jr., U.S. District Judge for the Central District of California, issued a preliminary injunction enjoining Henry James Kyle, Jr. (Kyle) and his two companies, Galatin Financial Corporation (Galatin) and HJK & Associates, Inc. (collectively, Defendants) from future violations of the antifraud provisions of the federal securities laws. The order also enjoins Kyle and Galatin from future violations of the registration provisions of the Securities Act. Finally, the order continues a freeze imposed on the assets of the Defendants and Pioneer Music Systems, Inc., which was named as a relief defendant and is Galatin's parent company, and other relief granted by the Court on June 28. The preliminary injunction was granted following the Court's entry on June 28, 1993 of a temporary restraining order restraining and enjoining the Defendants from the fraudulent offer and sale of unregistered securities.

The complaint alleges that from about May 1990 through at least May 1993 the Defendants raised over \$3 million from 150 investors in three allegedly risk-free investment programs. In offering these investments, the Defendants misrepresented the safety of the investment and use of investor funds. In fact, investor funds were misused and diverted by Kyle. [SEC v. Henry Kyle, Jr. Galatin Financial Corporation, HJK & Associates, Inc., et al., Civil Action No. 93-3800, RG, CTx, CD Cal.] (LR-13712)

#### JUDGMENT ENTERED AGAINST RICHARD ENGLISH

The Commission announced that on July 13 Judge Robert L. Vining of U.S. District Court for the Northern District of Georgia entered final judgment against Richard English. In the judgment the Court permanently enjoined English from future violations of the federal securities laws, permanently barred English from serving as an officer or director of a public company, and noted the appropriateness of civil penalties, although the payment of the penalties was not imposed based on English's inability to pay. English consented to the entry of the judgment without admitting or denying the Commission's allegations. In the suit filed against English, Zenox, Inc. and Charles Ferguson in February 1993, the Commission alleged that from 1989 through 1992, English, on behalf of Zenox, Inc., prepared and filed numerous untimely annual, quarterly and current reports with the Commission that were materially false and misleading, disseminated press releases and a proxy statement that were false and misleading, and did not maintain adequate books and records. The suit alleged that the filings of Zenox, Inc. materially overstated its assets and stockholder's equity on many of its financial statements during this time period by overstating the value of its mergers and acquisitions. [SEC v. Richard G. English, et al., Civil Action No. 1:93-CV-332-RLV, ND Ga., Atlanta Division] (LR-13713)

#### HARRY HAGERTY, JR. CONSENTS TO \$15,000 FINE

The Commission announced that on July 19, 1993, it filed a complaint against Harry E. Hagerty, Jr. (Hagerty) in the U.S. District Court for the District of Columbia seeking entry of an order requiring him to pay a civil penalty of \$15,000. Simultaneous with the filing of the Commission's complaint, Hagerty, without admitting or denying the allegations of the complaint, consented to entry of an order requiring him to pay a \$15,000 civil penalty. The Commission in its complaint alleges that from March 11, 1985 through November 23, 1992 Hagerty failed to file timely thirty-three Forms 4 and 5, required to be filed by Section 16(a) of the Exchange Act and the rules thereunder, reporting holdings and transactions with respect to the registered equity securities of two public companies. The complaint alleges that the transactions had a total value of over \$2.76 million and that twenty-three of the violations involved Forms 4 and 5 which were required to be filed after October 15, 1990. [SEC v. Harry E. Hagerty, Jr., Civil Action 93-1484, SSH, D.D.C., July 19] (LR-13714)

#### INSIDER TRADING COMPLAINT FILED AGAINST MALCOLM JOZOFF AND ELLEN MILLMAN

The Commission announced the filing of a complaint which alleged insider trading by Malcolm Jozoff (Jozoff) and Ellen J. Millman (Millman). Simultaneous with the filing of the complaint, Jozoff and Millman consented, without admitting or denying the allegations in the complaint, to the entry of injunctions against them, disgorgement of Millman's profits of \$23,178 and penalties and interest. The complaint alleged that Jozoff communicated material non-public information obtained from his employer,

The Procter and Gamble Company (P&G), concerning the nature of ongoing negotiations between Noxell Corporation (Noxell) and P&G, to Millman. The complaint further alleged that while in possession of this material non-public information, which Millman knew or was reckless in not knowing had been obtained from P&G, Millman traded in the securities of Noxell. [SEC v. Malcolm Jozoff and Ellen J. Millman, USDC N.D. Illinois, Civil Action No. 93 C 4268, filed July 16] (LR-13715)

---

## HOLDING COMPANY ACT RELEASES

---

### THE CONNECTICUT LIGHT AND POWER COMPANY, ET AL.

A notice has been issued giving interested persons until August 9, 1993 to request a hearing on a proposal by The Connecticut Light and Power Company (CL&P) and Western Massachusetts Electric Company (WMECO), both wholly-owned electric utility subsidiaries of Northeast Utilities, a registered holding company. The applicants propose that the Connecticut Development Authority (CDA) issue pollution control revenue refunding bonds in the aggregate principal amounts of not more than \$315,516,500 on behalf of CL&P and \$53,853,500 on behalf of WMECO, and loan the proceeds thereof to the applicants. The proceeds will be used by the applicants to refund certain pollution control revenue bonds that were previously issued by the CDA. (Rel. 35-25855)

### NORTHEAST NUCLEAR ENERGY COMPANY

A notice has been issued giving interested persons until August 9, 1993 to request a hearing on a proposal by Northeast Nuclear Energy Corporation (NNEC), an electric public-utility subsidiary company of Northeast Utilities, a registered holding company. NNEC requests a finding that it is so organized and conducted so as to meet the requirements of Section 13(b) of the Public Utility Holding Company Act of 1935. NNEC also seeks authority through July 31, 1995 to incur up to \$30 million in unsecured debt to finance the construction of a new building to be used in connection with NNEC's operation of three nuclear generating units. (Rel. 35-25855)

### GEORGIA POWER COMPANY

A notice has been issued giving interested persons until August 9, 1993 to request a hearing on a proposal by Georgia Power Company (Georgia Power), a public-utility subsidiary company of The Southern Company (Southern), a registered holding company, to amend Georgia Power's charter in order to issue more unsecured debt without first obtaining an affirmative vote of the majority of the number of preferred shares outstanding (Proposal 1). Should Proposal 1 fail to receive the requisite number of votes, Georgia Power proposes to waive a charter provision in order to issue or assume, until July 1, 2003, securities representing unsecured debt having maturities of less than ten years in excess of 10% of capital, surplus, and secured debt, provided that the amount of securities representing unsecured debt having maturities of less than ten years outstanding on January 1, 2004, shall not exceed such 10% limitation, and Georgia Power's total indebtedness represented by unsecured securities

shall not exceed 20% of capital, surplus, and secured debt. Both proposals require approval from Georgia Powers' preferred shareholders. In addition, Proposal 1 requires the approval of Southern as Georgia Power's sole common shareholder. The Commission has authorized Georgia Power to solicit proxies from its preferred shareholders to effect both proposals. (Rel. 35-25856)

#### GULF POWER COMPANY

A supplemental order has been issued authorizing a proposal by Gulf Power Company, in connection with the issuance of \$60 million principal amount of proposed new first mortgage bonds, in one or more series and with terms of up to five years, that it have the flexibility to deviate from the Commission's Statement of Policy Regarding First Mortgage Bonds (HCAR No. 13105, February 16, 1956, as amended by HCAR No. 16369, May 8, 1969) with respect to redemption and refunding provisions. Gulf believes that cost savings might be realized if it prohibits redemptions of the proposed new Bonds for a specified period of time, which could be as long as the life of a series with a term of five years. (Rel. 35-25857)

---

### SELF-REGULATORY ORGANIZATIONS

---

#### APPROVAL OF PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-92-48) to establish requirements for real-time trade reporting of NASD members' over-the-counter transactions in equity securities that are not currently reportable on a real-time basis. The proposal concerns those securities for which members now submit, on a daily basis, aggregate volume data and price ranges pursuant to Schedule H to the NASD By-Laws. The proposed reporting requirements are patterned after those established for Nasdaq listed securities. The Commission has approved the proposed rule change upon filing. (Rel. 34-32647)

---

### 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.

SB-2 BRIDGEVIEW INC, CHESTNUT HILL RD, R R 1 BOX 364, MORGANTOWN, PA 19543 (215) 286-6996  
- 700,000 (\$8,400,000) COMMON STOCK. (FILE 33-65308-NY - JUN. 30) (BR. 8 - NEW ISSUE)

S-8 STERLING SOFTWARE INC, 8080 N CENTRAL EXPWY STE 1100, DALLAS, TX 75206  
(214) 891-8600 - 1,597,300 (\$29,250,556) COMMON STOCK. (FILE 33-65402 - JUL. 02)  
(BR. 10)

N-1A MINERVA FUND INC, 237 PARK AVENUE, NEW YORK, NY 10017 (800) 845-8406 -  
INDEFINITE SHARES. UNDERWRITER: FURMAN SELZ. (FILE 33-65568 - JUL. 02) (BR. 16  
- NEW ISSUE)

REGISTRATIONS CONTINUED

- S-8 AUDIOVOX CORP, 150 MARCUS BLVD, HAUPPAUGE, NY 11788 (516) 231-7750 - 1,000,000 (\$12,312,500) COMMON STOCK. (FILE 33-65580 - JUL. 06) (BR. 3)
- S-4 COHO ENERGY INC, 14785 PRESTON RD, STE 860, DALLAS, TX 75240 (214) 991-9493 - 3,846,775 (\$25,965,731) COMMON STOCK. (FILE 33-65620 - JUL. 06) (BR. 3 - NEW ISSUE)
- N-1A WSIS SERIES TRUST, 787 SEVENTH AVE, NEW YORK, NY 10019 (212) 492-6000 - INDEFINITE SHARES. UNDERWRITER: WERTHEIM SCHRODER & CO. (FILE 33-65632 - JUL. 06) (BR. 17 - NEW ISSUE)
- S-8 DEVELOPED TECHNOLOGY RESOURCE INC, 6409 CITY W PKWY STE 200, EDEN PRAIRIE, MN 55344 (612) 828-0858 - 200,000 (\$1,600,000) COMMON STOCK. (FILE 33-65634 - JUL. 06) (BR. 6)
- S-8 NETWORK COMPUTING DEVICES INC, 350 N BERNARDO AVE, MOUNTAIN VIEW, CA 94043 (415) 694-0650 - 1,650,000 (\$16,293,750) COMMON STOCK. (FILE 33-65638 - JUL. 06) (BR. 10)
- S-8 INVITRO INTERNATIONAL, 16632 MILLIKEN AVE, IRVINE, CA 92814 (714) 851-8356 - 1,000,000 (\$10,875,000) COMMON STOCK. (FILE 33-65640 - JUL. 06) (BR. 4)
- N-1A HANCOCK JOHN EMPLOYER TRUST, 101 HUNTINGTON AVE, BOSTON, MA 02199 (617) 375-1760 - INDEFINITE SHARES. (FILE 33-65642 - JUL. 06) (BR. 17 - NEW ISSUE)
- S-6 FIRST TRUST COMBINED SERIES 193, 1001 WARRENVILLE RD, C/O NIKE SECURITIES L P, LISLE, IL 60532 - INDEFINITE SHARES. DEPOSITOR: NIKE SECURITIES L P. (FILE 33-65644 - JUL. 06) (BR. 18 - NEW ISSUE)
- S-6 FIRST TRUST COMBINED SERIES 195, 1001 WARRENVILLE RD, C/O NIKE SECURITIES L P, LISLE, IL 60532 - INDEFINITE SHARES. DEPOSITOR: NIKE SECURITIES L P. (FILE 33-65646 - JUL. 06) (BR. 18 - NEW ISSUE)
- S-6 FIRST TRUST COMBINED SERIES 194, 1001 WARRENVILLE RD, C/O NIKE SECURITIES L P, CHICAGO, IL 60532 - INDEFINITE SHARES. DEPOSITOR: NIKE SECURITIES L P. (FILE 33-65650 - JUL. 06) (BR. 18 - NEW ISSUE)
- S-8 WILLIAMS SONOMA INC, 100 N POINT ST, SAN FRANCISCO, CA 94133 (415) 421-7900 - 1,000,000 (\$15,250,000) COMMON STOCK. (FILE 33-65656 - JUL. 06) (BR. 1)
- S-8 BRODERBUND SOFTWARE INC /DE/, 500 REDWOOD BLVD, NOVATO, CA 94947 (415) 382-4400 - 1,000,000 (\$37,500,000) COMMON STOCK. (FILE 33-65662 - JUL. 06) (BR. 10)
- S-8 IMMUNE RESPONSE CORP, 5935 DARWIN COURT, CARLSBAD, CA 92008 (619) 431-7080 - 150,000 (\$1,893,750) COMMON STOCK. (FILE 33-65666 - JUL. 06) (BR. 4)
- S-8 IMMUNE RESPONSE CORP, 5935 DARWIN COURT, CARLSBAD, CA 92008 (619) 431-7080 - 600,000 (\$7,575,000) COMMON STOCK. (FILE 33-65668 - JUL. 06) (BR. 4)
- S-8 MORELLIS NONA II INC, 2 PARK PLZ STE 730, IRVINE, CA 92714 (719) 833-2094 - 3,750,000 (\$3,064,180) COMMON STOCK. (FILE 33-65670 - JUL. 06) (BR. 3)
- S-3 MUELLER INDUSTRIES INC, 2959 N ROCK RD, WICHITA, KS 67226 (316) 636-6300 - 3,737,500 (\$120,300,782) COMMON STOCK. UNDERWRITER: BEAR STEARNS & CO INC, DONALDSON LUFKIN & JENRETTE SECURITIES C, MERRILL LYNCH & CO. (FILE 33-65672 - JUL. 07) (BR. 6)
- S-3 SHEARSON LEHMAN BROTHERS HOLDINGS INC, AMERICAN EXPRESS TWR, WORLD FINANCIAL CNTR, NEW YORK, NY 10285 (212) 298-2000 - 3,500,000,000 (\$3,500,000,000) STRAIGHT BONDS. (FILE 33-65674 - JUL. 07) (BR. 12)

REGISTRATIONS CONTINUED

- S-11 VAN GUARD EXPRESS STORAGE INCOME FUND LP, 2100 E COLFAX AVE, DENVER, CO 80206 - 20,000 (\$20,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-65676 - JUL. 07) (BR. 5 - NEW ISSUE)
- S-8 WISCONSIN CENTRAL TRANSPORTATION CORP, 6250 N RIVER RD STE 9000, P O BOX 5062, ROSEMONT, IL 60018 (708) 318-4600 - 315,390 (\$10,526,445) COMMON STOCK. (FILE 33-65678 - JUL. 06) (BR. 5)
- S-8 MOLTEN METAL TECHNOLOGY INC /DE/, 950 WINTER ST BAY COLONY, STE 4100, NORTH WALTHAM, MA 02154 (617) 487-9700 - 7,208,634 (\$44,646,022.80) COMMON STOCK. (FILE 33-65688 - JUL. 06) (BR. 8)
- N-1A PARKSTONE ADVANTAGE FUND, 700 HARRISON ST, TOPEKA, KS 66636 (913) 295-3000 - INDEFINITE SHARES. UNDERWRITER: SECURITY DISTRIBUTORS INC. (FILE 33-65690 - JUL. 06) (BR. 16 - NEW ISSUE)
- S-4 SOVEREIGN BANCORP INC, 1130 BERKSHIRE BLVD, WYOMISSING, PA 19610 (215) 320-8400 - 3,497,277 (\$26,929,032.90) COMMON STOCK. (FILE 33-65694 - JUL. 06) (BR. 1)
- N-2 AMERICAN SELECT PORTFOLIO INC, PIPER JAFFRAY TOWER, 222 S NINTH ST, MINNEAPOLIS, MN 55402 (612) 342-6387 - 4,600,000 (\$69,000,000) COMMON STOCK. (FILE 33-65696 - JUL. 07) (BR. 16 - NEW ISSUE)
- S-8 BIOMET INC, AIRPORT INDUSTRIAL PARK, P O BOX 587, WARSAW, IN 46581 (219) 267-6639 - 3,000,000 (\$31,125,000) COMMON STOCK. (FILE 33-65700 - JUL. 06) (BR. 8)
- S-1 SULLIVAN COMMUNICATIONS INC, 100 WINNERS CIRCLE, BRENTWOOD, TN 37027 (615) 377-0377 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-65702 - JUL. 07) (BR. 11 - NEW ISSUE)
- S-4 IVAX CORP /DE/, 8800 NW 36TH ST, MIAMI, FL 33178 (305) 590-2200 - 6,340,168 (\$63,252,030) COMMON STOCK. (FILE 33-65704 - JUL. 07) (BR. 4)
- S-8 IGI INC, WHEAT RD & LINCOLN AVE, BUENA, NJ 08310 (609) 697-1441 - 547,770 (\$5,683,113.75) COMMON STOCK. (FILE 33-65706 - JUL. 07) (BR. 4)
- S-8 AMTRAN INC, 7337 W WASHINGTON ST, INDIANAPOLIS, IN 46231 (317) 247-4000 - 900,000 (\$12,429,000) COMMON STOCK. (FILE 33-65708 - JUL. 07) (BR. 3)
- S-8 CURATIVE TECHNOLOGIES INC /MN, 14 RESEARCH WAY BOX 9052, EAST SETAUKET, NY 11733 (516) 689-7000 - 120,000 (\$727,200) COMMON STOCK. (FILE 33-65710 - JUL. 07) (BR. 4)
- S-8 CURATIVE TECHNOLOGIES INC /MN, 14 RESEARCH WAY BOX 9052, EAST SETAUKET, NY 11733 (516) 689-7000 - 500,000 (\$3,030,000) COMMON STOCK. (FILE 33-65712 - JUL. 07) (BR. 4)
- S-8 ARC INTERNATIONAL CORP, 4000 CHESSWOOD DR, DOWNSVIEW, ONTARIO CANADA M3J 2B9, A6 (416) 630-0200 - 100,000 (\$134,375) COMMON STOCK. (FILE 33-65716 - JUL. 07) (BR. 11)
- S-3 IDAHO POWER CO, 1221 W IDAHO ST, PO BOX 70, BOISE, ID 83707 (208) 383-2200 - 1,500,000 (\$46,875,000) PREFERRED STOCK. (FILE 33-65720 - JUL. 07) (BR. 8)
- S-8 ROOSEVELT FINANCIAL GROUP INC, 900 ROOSEVELT PKWY, CHESTERFIELD, MO 63017 (314) 532-6200 - 24,000 (\$504,000) COMMON STOCK. (FILE 33-65722 - JUL. 07) (BR. 1)
- S-4 UNION PLANTERS CORP, 7130 GOODLETT FARMS PKWY, CORDOVA, TN 38018 (901) 383-6000 - 795,454 (\$17,499,988) COMMON STOCK. (FILE 33-65726 - JUL. 07) (BR. 1)
- N-2 TCW CONVERTIBLE SECURITIES FUND INC, 865 S FIGUEROA ST STE 1800, LOS ANGELES, CA 90071 (213) 244-0000 - 5,163,159 (\$50,340,800.25) COMMON STOCK. (FILE 33-65730 - JUL. 08) (BR. 16)

REGISTRATIONS CONTINUED

- S-3 SUPERCUTS INC /DE, 550 CALIFORNIA STREET, SAN FRANCISCO, CA 94104 (415) 472-1170 - 546,000 (\$7,917,000) COMMON STOCK. (FILE 33-65732 - JUL. 08) (BR. 11)
- S-3 PEOPLES TELEPHONE COMPANY INC, 8041 NW 14TH ST, MIAMI, FL 33126 (305) 593-9667 - 1,503,500 (\$21,800,750) COMMON STOCK. (FILE 33-65736 - JUL. 08) (BR. 7)
- S-6 INSURED MUNICIPALS INC TR & INV QUAL TAX EX TR MULTI SER 204, ONE PARKVIEW PLAZA, UIT ADMN, C/O VAN KAMPEN MERRITT INC, OAKBROOK TERRACE, IL 60181 (708) 684-6057 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. DEPOSITOR: VAN KAMPEN MERRITT INC. (FILE 33-65746 - JUL. 07) (BR. 22 - NEW ISSUE)
- S-8 RAMSAY HEALTH CARE INC, 639 LOYOLA AVE STE 1400, ONE POYDRAS PLZ, NEW ORLEANS, LA 70113 (504) 525-2505 - 500,000 (\$3,187,500) COMMON STOCK. (FILE 33-65748 - JUL. 07) (BR. 6)
- S-8 SEMICON TOOLS INC /NV/, 55 WEBSTER AVE, NEW ROCHELLE, NY 10801 (914) 636-4325 - 85,000 (\$595,000) COMMON STOCK. (FILE 33-65750 - JUL. 07) (BR. 2)
- S-3 ASSOCIATES FIRST CAPITAL CORP, 250 E CARPENTER FWY, IRVING, TX 75062 (214) 541-4000 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 33-65752 - JUL. 08) (BR. 11)
- S-8 MICROGRAFX INC, 1303 ARAPAHO, RICHARDSON, TX 75081 (214) 234-1769 - 750,000 (\$4,312,500) COMMON STOCK. (FILE 33-65754 - JUL. 08) (BR. 10)
- S-8 OPTI INC, 2525 WALSH AVE, SANTA CLARA, CA 95051 (408) 980-8178 - 7,266,478 (\$59,948,443.50) COMMON STOCK. (FILE 33-65756 - JUL. 08) (BR. 3)
- S-8 GRAFF PAY PER VIEW INC /DE/, 532 BROADWAY, NEW YORK, NY 10012 (212) 941-1434 - 2,850,000 (\$25,650,000) COMMON STOCK. (FILE 33-65760 - JUL. 08) (BR. 7)
- S-8 MEASUREX CORP /DE/, ONE RESULTS WAY, CUPERTINO, CA 95014 (408) 255-1500 - 5,110,240 (\$94,539,440) COMMON STOCK. (FILE 33-65762 - JUL. 08) (BR. 8)
- S-3 EAGLE FINANCIAL SERVICES INC, PO BOX 391, BERRYVILLE, VA 22611 (703) 955-2510 - 50,000 (\$755,000) COMMON STOCK. (FILE 33-65764 - JUL. 08) (BR. 2)
- SB-2 TOUCHSTONE APPLIED ASSOCIATES INC, FIELDS LANE, P O BOX 382, BREWSTER, NY 10509 (914) 277-8100 - 120,000 (\$256,800) COMMON STOCK. (FILE 33-65766 - JUL. 07) (BR. 5)
- S-8 ARMSTRONG WORLD INDUSTRIES INC, P O BOX 3001, LANCASTER, PA 17604 (717) 397-0611 - 4,300,000 (\$136,783,000) COMMON STOCK. (FILE 33-65768 - JUL. 08) (BR. 5)
- S-3 FIRST MONTAUK FINANCIAL CORP, 328 NEWMAN SPRINGS RD, PKWY 109 OFFICE CTR, RED BANK, NJ 07701 (908) 842-4700 - 654,358 (\$981,537) COMMON STOCK. (FILE 33-65770 - JUL. 09) (BR. 11)
- S-3 HALLIBURTON CO, 3600 LINCOLN PLZ, 500 N AKARD ST, DALLAS, TX 75201 (214) 978-2600 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-65772 - JUL. 09) (BR. 9)
- F-1 NAM TAI ELECTRONICS INC, 9/F HOUTEX INDUSTRIAL BLDG, 16 HUNG TO RD, KWUN TONG KOWLOON HONG KONG, K3 (852) 341-0273 - 123,800 (\$1,315,375) COMMON STOCK. (FILE 33-65774 - JUL. 09) (BR. 10)
- S-8 COASTAL CORP, COASTAL TWR, NINE GREENWAY PLZ, HOUSTON, TX 77046 (713) 877-1400 - 100,000,000 (\$100,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-65776 - JUL. 09) (BR. 7)
- S-8 TANKNOLOGY ENVIRONMENTAL INC /TX/, 5225 HOLLISTER, HOUSTON, TX 77040 (713) 690-8265 - 1,800,000 (\$9,112,500) COMMON STOCK. (FILE 33-65778 - JUL. 09) (BR. 9)



REGISTRATIONS CONTINUED

- S-4 MERIDIAN BANCORP INC, 35 N SIXTH ST, READING, PA 19603 (215) 655-2000 - 18,784,078 (\$344,180,305.50) COMMON STOCK. (FILE 33-65780 - JUL. 09) (BR. 1)
- S-3 PARACELSIAN INC /DE/, 300 BABCOCK HALL TERRACE HILL, 112 PROSPECT ST, ITHACA, NY 14850 (607) 272-7805 - 1,937,388 (\$6,296,511) COMMON STOCK. (FILE 33-65782 - JUL. 09) (BR. 4)
- S-8 TRICORD SYSTEMS INC /DE/, 3750 ANNAPOLIS LANE, PLYMOUTH, MN 55447 (612) 557-9005 - 1,746,597 (\$11,527,540) COMMON STOCK. (FILE 33-65784 - JUL. 09) (BR. 10)
- S-3 CCB FINANCIAL CORP, 111 CORCORAN ST, PO BOX 931, DURHAM, NC 27701 (919) 683-7777 - 500,000 (\$15,570,000) COMMON STOCK. (FILE 33-65788 - JUL. 09) (BR. 2)
- S-8 ENERGY VENTURES INC /DE/, 5 POST OAK PARK, STE 1760, HOUSTON, TX 77027 (713) 297-8400 - 145,000 (\$2,447,600) COMMON STOCK. (FILE 33-65790 - JUL. 08) (BR. 4)
- S-8 ALLIED SIGNAL INC, 101 COLUMBIA RD, PO BOX 4000, MORRISTOWN, NJ 07962 (201) 455-2000 - 6,000,000 (\$389,628,000) COMMON STOCK. (FILE 33-65792 - JUL. 08) (BR. 12)
- S-3 BEAR STEARNS COMPANIES INC, 245 PARK AVE, NEW YORK, NY 10167 (212) 272-2000 UNDERWRITER: BEAR STEARNS & CO INC. (FILE 33-65796 - JUL. 08) (BR. 12)
- S-1 CONTINENTAL CABLEVISION INC, THE PILOT HOUSE, LEWIS WHARF, BOSTON, MA 02110 (617) 742-9500 - 350,000,000 (\$350,000,000) STRAIGHT BONDS. UNDERWRITER: JP MORGAN SECURITIES INC, LAZARD FRERES & CO, MORGAN STANLEY & CO INC. (FILE 33-65798 - JUL. 08) (BR. 7)
- S-8 AQUANATURAL CO, 910 GEMINI AVE, HOUSTON, TX 77058 (800) 624-7030 - 32,500 (\$156,000) COMMON STOCK. (FILE 33-65800 - JUL. 08) (BR. 10)
- S-4 F&M NATIONAL CORP, 38 ROUSS AVE, PO BOX 2800, WINCHESTER, VA 22601 (703) 665-4200 - 570,000 (\$16,313,400) COMMON STOCK. (FILE 33-65802 - JUL. 08) (BR. 2)
- S-8 FIRST REPUBLIC BANCORP INC, 388 MARKET ST, 2ND FL, SAN FRANCISCO, CA 94111 (415) 392-1400 - 80,413 (\$1,110,704.56) COMMON STOCK. (FILE 33-65806 - JUL. 09) (BR. 2)
- S-1 LEVEL ONE COMMUNICATIONS INC /CA/, 105 LAKE FOREST WAY, FOLSOM, CA 95630 (916) 958-3670 - 2,300,000 (\$34,500,000) COMMON STOCK. UNDERWRITER: ALEX BROWN & SONS INC, ROBERTSON STEPHENS & CO. (FILE 33-65810 - JUL. 09) (BR. 3 - NEW ISSUE)
- S-2 EQUIPMENT LEASING CORPORATION OF AMERICA, SILVERSIDE CARR EXECUTIVE CTR STE 76, 501 SILVERSIDE RD, WILMINGTON, DE 19809 (302) 798-2335 - 39,000,000 (\$39,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: WELCO SECURITIES INC. (FILE 33-65814 - JUL. 09) (BR. 12)
- S-11 BEAR STEARNS COMMERCIAL MORTGAGE SECURITIES INC, 245 PARK AVE, NEW YORK, NY 10167 (212) 272-2000 - 1,000,000 (\$1,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. UNDERWRITER: BEAR STEARNS & CO INC. (FILE 33-65816 - JUL. 09) (BR. 12 - NEW ISSUE)
- N-1A ING MONEY MARKET SERIES TRUST, 901 E BYRD ST, RICHMOND, VA 23219 (804) 782-3647 - INDEFINITE SHARES. UNDERWRITER: CAMBRIDGE DISTRIBUTORS INC. (FILE 33-65818 - JUL. 07) (BR. 17 - NEW ISSUE)
- N-1A PIONEER WINTHROP REAL ESTATE INVESTMENT FUND, 60 STATE ST, BOSTON, MA 02109 (617) 742-7825 - INDEFINITE SHARES. UNDERWRITER: PIONEER WINTHROP DISTRIBUTOR INC. (FILE 33-65822 - JUL. 09) (BR. 16 - NEW ISSUE)

## REGISTRATIONS CONTINUED

- S-1 DELPHI FINANCIAL GROUP INC/DE, 1105 N MARKET ST STE 1230, WILMINGTON, DE 19899  
(302) 478-5142 - 2,875,000 (\$56,781,250) COMMON STOCK. UNDERWRITER:  
MERRILL LYNCH & CO, OPPENHEIMER & CO INC. (FILE 33-65830 - JUL. 09) (BR. 10  
- NEW ISSUE)
- N-2 VAN KAMPEN MERRITT ADVANTAGE MUNICIPAL INCOME TRUST II, ONE PARKWAY PLAZA,  
OAKBROOK TERRACE, IL 60181 (800) 225-2222 - 100,000 (\$1,500,000)  
COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-65834 - JUL. 09) (BR. 18 - NEW ISSUE)
- S-1 NEM PHARMACEUTICALS CORP, ONE PENN CENTER STE 660, 1617 JFK BLVD, PHILADELPHIA, PA  
19103 (215) 988-0080 - 3,450,000 (\$31,050,000) COMMON STOCK. (FILE 33-65840 - JUL. 09)  
(BR. 4 - NEW ISSUE)
- S-8 SCOTT INSTRUMENTS CORP, 1111 WILLOW SPRINGS DR, DENTON, TX 76205 (817) 387-9514 -  
878,722 (\$1,977,124) COMMON STOCK. (FILE 33-65842 - JUL. 09) (BR. 11)
- S-8 MGI PROPERTIES, 30 ROWES WHARF, BOSTON, MA 02110 (617) 330-5335 - 36,944  
(\$488,418.50) COMMON STOCK. (FILE 33-65844 - JUL. 09) (BR. 5)
- SB-2 FIBERCORP INTERNATIONAL INC, 5300 W ATLANTIC AVE STE 502, DELRAY BEACH, FL 33484  
(407) 495-5568 - 280,090 (\$1,026,326) COMMON STOCK. (FILE 33-65884 - JUL. 09) (BR. 6)
- S-1 PRESIDENT BAKING CO INC, TWO RAVINIA DR, STE 1720, ATLANTA, GA 30346 (404) 390-1700  
- 200,000,000 (\$200,000,000) STRAIGHT BONDS. UNDERWRITER: CHASE SECURITIES INC,  
MORGAN STANLEY & CO INC, SALOMON BROTHERS INC. (FILE 33-65894 - JUL. 09) (BR. 3  
- NEW ISSUE)
- S-1 GULFTECH INTERNATIONAL INC, 1 ATLAS AVE, PO BOX 500, PUEBLO, CO 81001 (719) 948-3040  
- 85,000,000 (\$85,000,000) STRAIGHT BONDS. UNDERWRITER: CHASE SECURITIES INC,  
MERRILL LYNCH & CO. (FILE 33-65896 - JUL. 09) (BR. 9 - NEW ISSUE)
- S-1 ORIX CREDIT ALLIANCE RECEIVABLES CORP, 300 LIGHTING WAY, SECAUCUS, NJ 07096  
(201) 601-8069 - 1,000,000 (\$1,000,000) STRAIGHT BONDS. UNDERWRITER:  
GOLDMAN SACHS & CO, MERRILL LYNCH PIERCE FENNER & SMITH INC. (FILE 33-65900 - JUL. 09)  
(BR. 11 - 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.

ACQUISITIONS

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ACS ENTERPRISES INC KINGDON CAPITAL MGMT CORP	COM PAR \$0.05 13D	6/29/93	147 7.8	00087230 0.0	NEW
ACS ENTERPRISES INC KINGDON CAPITAL MGMT CORP	COM PAR \$0.05 13D	6/29/93	147 7.8	00087230 0.0	RVISION
ALASKA APOLLO GOLD MINES LTD GRACECHURCH SECURITIES ET AL	COM 13D	7/12/93	1,553 34.2	01190060 24.3	UPDATE
ALASKA APOLLO GOLD MINES LTD GRACECHURCH SECURITIES ET AL	COM 13D	7/12/93	1,553 34.2	01190060 24.3	RVISION
ALPINE GROUP INC HERMES IMPERIAL INVNTS ET AL	COM 13D	6/14/93	803 7.7	02082510 7.7	UPDATE
ALTER SALES INC OSHEROFF MARC A	COM NEW 13D	7/ 6/93	666 15.0	02199320 0.0	NEW
ALTER SALES INC OSHEROFF MARC A	COM NEW 13D	7/ 6/93	666 15.0	02199320 0.0	RVISION
AMAX GOLD INC VENTURESTRIDENT II	COM 13D	7/ 8/93	3,621 4.7	02312010 5.5	UPDATE
ASARCO INC M I M HOLDINGS LTD	COM 13D	7/15/93	10,353 25.0	04341310 14.7	UPDATE
ASARCO INC M I M HOLDINGS LTD	COM 13D	7/15/93	10,353 25.0	04341310 14.7	RVISION
BOSTON PAC MED INC LIFESCENCES TECH PRTRNS ET AL	UT 1C & 1W 1995 13D	6/25/93	542 27.5	10105420 27.2	UPDATE
CAVALIER HOMES INC DONNELL BARRY B	COM 13D	3/23/93	227 8.3	14950710 10.1	UPDATE
CAVALIER HOMES INC DONNELL BARRY B	COM 13D	3/23/93	227 8.3	14950710 10.1	RVISION
COMMUNITY BANCSHARES INC WEDELL HENRI L ET AL	COM 13D	7/ 6/93	263 10.0	20343310 7.6	UPDATE
COSTAR CORP CORNING INC	COM 13D	7/15/93	2,201 32.0	22160610 32.0	UPDATE
COSTAR CORP CORNING INC	COM 13D	7/15/93	2,201 32.0	22160610 32.0	RVISION
DELPHI FINL GROUP INC GENERAL ELEC CAPITAL CORP	CL A 13D	7/ 9/93	95 1.0	24713110 1.5	UPDATE
DELPHI FINL GROUP INC GENERAL ELEC CAPITAL CORP	CL A 13D	7/ 9/93	95 1.0	24713110 1.5	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
DURAMED PHARMACEUTICALS INC	COM		347	26635410	
PROVIDENT BANCORP INC	13D	7/ 8/93	5.0	0.0	NEW
FIFTH DIMENSION INC	COM		214	31671110	
GILBERT EDWARD M ET AL	13D	7/12/93	19.6	18.1	UPDATE
FIRST KNOX BANC CORP	COM		91	32065610	
RAMSER RUSSELL E JR TRUSTEE	13D	7/ 6/93	5.5	5.5	UPDATE
GENZYME TRANSGENICS CORP	COM		4,000	37399910	
GENZYME CORP	13D	7/ 9/93	73.0	0.0	NEW
HADSON ENERGY RES CORP	COM		4,231	40501910	
APACHE CORP	13D	7/16/93	69.0	69.0	UPDATE
HORNBECK OFFSHORE SVCS INC	COM		1,401	44054210	
HOS PARTNERS L P ET AL	13D	7/14/93	14.0	44.6	UPDATE
INLAND RES INC WASH	COM		3,362	45746910	
ANSTALT TAMARIS ET AL	13D	7/15/93	24.8	0.0	NEW
LINCOLN N C RLTY FD INC	COM		36	53404010	
WHITAKER DON C	13D	7/ 2/93	1.8	10.0	UPDATE
LORAL CORP	COM		3,157	54385910	
LEHMAN BROS MERCHANT BKG ET AL	13D	7/ 1/93	7.7	14.9	UPDATE
LORAL CORP	COM		3,157	54385910	
LEHMAN BROS MERCHANT BKG ET AL	13D	7/ 1/93	7.7	14.9	RVISION
MICRON TECHNOLOGY INC	COM		8,604	59511210	
SIMPLOT J R ET AL	13D	6/14/93	21.9	19.9	RVISION
MICRON TECHNOLOGY INC	COM		8,604	59511210	
SIMPLOT J R ET AL	13D	6/14/93	21.9	19.9	RVISION
MIDSOUTH BANCORP INC	COM	EC	75	59803910	
HARGRODER J B	13D	4/29/93	12.5	0.0	RVISION
NEW WORLD PWR CORP	COM NEW		485	64929020	
SUNDIAL INTL FUND LTD	13D	5/24/93	11.3	8.7	UPDATE
PHOENIX NETWORK INC	COM		533	71891010	
TETON PARTNERS LP ET AL	13D	7/ 9/93	5.6	0.0	NEW
PRIME MTR INNS LTD PRTRNSHP	DEPOSITARY RCPT		183	74156320	
BOND & SHARE LTD	13D	7/14/93	4.6	0.0	NEW
PRU-BACHE ENERGY INC FDS	LP INTS		110	74410399	
PARKER & PARSLEY PETE ET AL	14D-1	7/16/93	60.8	60.2	UPDATE
PRU-BACHE ENERGY INC FDS	LP INTS		110	74410399	
PARKER & PARSLEY PETE ET AL	14D-1	7/16/93	60.8	60.2	RVISION