

# sec news digest

Issue 94-41

March 4, 1994

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## ENFORCEMENT PROCEEDINGS

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### COMMISSION REJECTS PROPOSAL BY CENTRAL AND SOUTH WEST CORP. TO EXPAND BUSINESS OF SUBSIDIARY

On March 2, the Commission rejected a proposal by Central and South West Corporation (CSW), a registered holding company under the Public Utility Holding Company Act of 1935, and its wholly owned non-utility subsidiary, CSW Credit, Inc. (CSW Credit), to increase CSW's investment in the subsidiary. The Commission had previously authorized CSW to form CSW Credit as a finance subsidiary to factor the holding company's own receivables, and subsequently authorized the subsidiary to factor receivables from non-affiliated utilities, up to a limit of 50% of the subsidiary's factoring business.

The proposal contemplated that CSW's increased investment would be used to expand the subsidiary's business to factor accounts receivable of non-affiliate utilities without regard to the level of factoring of accounts receivable of utilities that are associated with CSW. The Commission concluded that this expansion would be inconsistent with the statutory requirement that operations of public utility holding companies be limited to such other businesses as are "reasonably incidental, or economically necessary or appropriate" to the operations of the utility system. The Commission noted that, to meet this requirement, CSW must prove more than "that the utility system will benefit from the earnings of the factoring business. . . . The potential benefit to the utility system and its customers must be more immediate, at least involving the amortization of significant embedded costs legitimately incurred for utility-related purposes, before that benefit may be seen to legitimate straying so far from the statutory notion of "incidental" operations." (Rel. 34-25995)

### CIVIL ACTION AGAINST EDWIN KARGER

On March 3, the Commission filed a complaint in SEC v. Karger, United States District Court for the Southern District of New York, 94 Civ. 1444, alleging that Edwin V. Karger (Karger) and others engaged in an unlawful insider trading scheme that involved the misappropriation of confidential information from the law firm of Skadden, Arps, Slate, Meagher and Flom (Skadden) in violation of Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 (Exchange Act) and Rules 10b-5 and 14e-3 promulgated thereunder. The Commission's complaint alleges that Karger realized illegal trading profits of approximately \$660,415 based upon his purchase of securities issued by Norton Industries, Inc. (Norton) and Square D. Inc. (Square D).

Karger, without admitting or denying the allegations of the complaint, has consented to the entry of a Final Judgment of Permanent Injunction enjoining him from further violations of Sections 10(b) and 14(e) of Exchange Act and Rules 10b-5 and 14e-3 promulgated thereunder. Karger has also consented to the entry of a Final Judgment ordering the disgorgement of \$660,415, representing his illegal trading profits, plus prejudgment interest. Pursuant to the settlement, Karger has agreed to disgorge the amount of \$326,000. Based upon his demonstrated inability to pay, the payment of other funds constituting illegal trading profits has been waived. Similarly, based upon his demonstrated inability to pay, Karger will not be required to pay a civil penalty. [SEC v. Edwin V. Karger, USDC, SDNY, 94 Civ. 1444] (LR-13991)

#### CUSTOM TRADING INTERNATIONAL CORPORATION AND THREE OTHER CORPORATE DEFENDANTS ENJOINED IN TRADING TRANSACTION SCHEME

The Commission announced that on February 1 in U.S. District Court for the Western District of Texas, an Agreed Order of Permanent Injunction and Other Equitable Relief (Agreed Order) was entered against defendants Custom Trading International Corporation (Custom Trading), Executive Capital Securities, Inc. (Executive Capital), Custom Trading de Mexico, S.A. de C.V. (CT Mexico) and Custom Trading USA Corporation (Custom USA). All the defendants are permanently enjoined from future violations of the antifraud provisions of the federal securities laws, and Custom Trading and Custom USA are further enjoined from future violations of the securities registration provisions of the federal securities laws. Disgorgement and civil penalties were also ordered for all defendants in amounts to be determined at a later date. The defendants consented to the entry of the Agreed Order without admitting or denying the Commission's allegations.

The Commission's complaint, filed April 22, 1992, alleged that the Custom Trading and Custom USA participated in the fraudulent sale of unregistered securities in the form of investment contracts involving joint venture interests in an investment pool purported to be engaged in trade transactions involving the export and import of commodities, and raised at least \$10 million from at least 300 investors residing in 24 states. The complaint further alleged that defendants misrepresented the use of investor proceeds, the profits and earnings to be realized by investors, and the risks associated with the investment. [SEC v. Custom Trading International Corporation, et al., Civil Action No. SA 92-CA-0425, USDC, WD TX, San Antonio] (LR-13992)

#### LAWYER AND SALES CONSULTANT FOR OIL & GAS COMPANY SENTENCED

The Commission and the United States Attorney for the Northern District of Texas announced the sentencing on February 25 of Allen Landerman (Landerman) and David Dewayne Hanks (Hanks). Landerman was sentenced to 135 months imprisonment with three years supervisory release and fined \$50,000. Hanks was sentenced to 52 months imprisonment with three years supervisory release and fined \$10,000.

On December 9, 1993, after a jury trial, Landerman, a lawyer for Hartford Oil & Gas, Inc. (Hartford), and Hanks, a sales consultant for Hartford, were found guilty of criminal conspiracy for their activities in Hartford's investment scheme to offer and sell interests in several Texas oil and gas horizontal drilling programs to investors located throughout the United States. [U.S. v. Walter Humbert Cushman III, et al., 4:93-CR-015-A, USDC, ND TX, Fort Worth] (LR-13993)

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## INVESTMENT COMPANY ACT RELEASES

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### COMMON SENSE TRUST, ET AL.

A conditional order has been issued on an application filed by Common Sense Trust, et al., under Section 6(c) of the Investment Company Act for an exemption from Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The order permits applicants to issue multiple classes of shares representing interests in the same portfolio of securities, assess a contingent deferred sales charge (CDSC) on certain redemptions, and waive the CDSC in certain circumstances. (Rel. IC-20102 - March 1)

### THE MAINSTAY FUNDS, ET AL.

A conditional order has been issued on an application filed by The Mainstay Funds, et al. to amend certain prior orders issued under Section 6(c) of the Investment Company Act. The prior orders granted an exemption from Sections 2(a)(32), 2(a)(35), 22(c), and 22(d) of the Act, and Rule 22c-1 thereunder to permit the imposition or waiver of a contingent deferred sales charge (CDSC) on certain redemptions. The order amends the prior orders to permit applicants to alter the CDSC schedule described in the prior applications, and to add other instances in which the CDSC can be waived. (Rel. 20104 - March 1)

### METLIFE PORTFOLIOS, INC., ET AL.

A conditional order has been issued on an application filed by Metlife Portfolios, Inc., et al. under Section 6(c) of the Investment Company Act amending a prior order that granted an exemption from Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The amended order permits applicants to issue multiple classes of shares representing interests in the same portfolio of securities, impose a contingent deferred sales charge (CDSC) on certain redemption of their shares, and waive the CDSC in certain cases. (Rel. IC-20105 - March 1)

### JANUS ASPEN SERIES, ET AL.

An order has been issued pursuant to Section 6(c) of the Investment Company Act exempting Janus Aspen Series (Trust) and Janus Capital Corporation from the provisions of Sections 9(a), 13(a), 15(a), and 15(b) of the Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder. The exemptions apply to the extent necessary to permit shares of the Trust and certain other investment companies to be sold to and held by variable annuity and variable life insurance separate accounts of both affiliated and unaffiliated life insurance companies and to qualified pension and retirement plans. (Rel. IC-20108 - March 2)

#### EQUITABLE VARIABLE LIFE INSURANCE COMPANY, ET AL.

An order has been issued under Sections 17(b) and 26(b) of the Investment Company Act permitting Equitable Variable Life Insurance Company (Equitable Variable), Separate Accounts I and FP of Equitable Variable and The Hudson River Trust (Trust) to substitute shares of the Intermediate Government Securities Portfolio of the Trust for shares of the Short-Term World Income Portfolio of the Trust. (Rel. IC-20109 - March 3)

#### NORTHBROOK VARIABLE LIFE SEPARATE ACCOUNT

A notice has been issued giving interested persons until March 28 to request a hearing on an application filed by Northbrook Variable Life Separate Account (Applicant) for an order under Section 8(f) of the Investment Company Act declaring that the Applicant has ceased to be an investment company. (Rel. IC-20110 - March 3)

#### COMPOSITE BOND & STOCK FUND, INC., ET AL.

A notice has been issued giving interested persons until March 28 to request a hearing on an application filed by Composite Stock & Bond Fund, 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), 18(f), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The order would permit certain investment companies to issue and sell two classes of shares representing interests in the same investment portfolio and assess and, under certain circumstances, waive or defer a contingent deferred sales charge on certain redemptions of their shares. (Rel. IC-20111 - March 3)

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#### SELF-REGULATORY ORGANIZATIONS

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#### WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until March 24 to comment on the application of Cheyenne Software, Inc. to withdraw its Common Stock, \$0.01 Par Value, from listing and registration on the Pacific Stock Exchange. (Rel. 34-33710)

A notice has been issued giving interested persons until March 24 to comment on the application of Rowe Furniture Corporation to withdraw its Common Stock, \$1.00 Par Value, from listing and registration on the American Stock Exchange. (Rel. 34-33711)

#### DELISTING GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Aero Services International, Inc., Common Stock, No Par Value. (Rel. 34-33712)

## PROPOSED RULE CHANGES

The Depository Trust Company filed a proposed rule change (SR-DTC-94-01) relating to the Standing Instruction Database feature of the enhanced Institutional Delivery system. Publication of the proposal is expected in the Federal Register during the week of February 28. (Rel. 34-33679)

The Midwest Clearing Corporation filed a proposed rule change (SR-MCC-93-09) to redefine "settlement price" for the purpose of MCC's rules in a manner consistent with how the term is defined at other clearing corporations. (Rel. 34-33685)

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-94-04) amending the net capital requirements in Rule 703. Publication of the proposal is expected in the Federal Register during the week of March 7. (Rel. 34-33692)

## APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the New York Stock Exchange (SR-NYSE-92-37) to amend its Rule 13 to permit the entry of a limit at the close order. (Rel. 34-33706)

## IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The Midwest Clearing Corporation filed a proposed rule change (SR-MCC-94-02), which became effective upon filing with the Commission, to add a fee for certain uses of MCC's Automatic Securities Loan Program. (Rel. 34-33707)

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## SECURITIES ACT REGISTRATIONS

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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-3 HEALTHTRUST INC THE HOSPITAL CO, 4525 HARDING RD, NASHVILLE, TN 37205  
(615) 383-4444 - 9,394,311 (\$268,912,152) COMMON STOCK. (FILE 33-52401 -  
FEB. 25) (BR. 5)

S-3 HEALTHTRUST INC THE HOSPITAL CO, 4525 HARDING RD, NASHVILLE, TN 37205  
(615) 383-4444 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE  
33-52403 - FEB. 25) (BR. 5)

## REGISTRATIONS

- S-8 BASSETT FURNITURE INDUSTRIES INC, MAIN ST, P O BOX 626, BASSETT, VA  
24055 (703) 629-6000 - 450,000 (\$13,302,000) COMMON STOCK. (FILE 33-52405  
- FEB. 25) (BR. 6)
- S-8 BASSETT FURNITURE INDUSTRIES INC, MAIN ST, P O BOX 626, BASSETT, VA  
24055 (703) 629-6000 - 75,000 (\$2,217,000) COMMON STOCK. (FILE 33-52407 -  
FEB. 25) (BR. 6)
- S-8 NEW JERSEY RESOURCES CORP, 1350 CAMPUS PKWY, PO BOX 1468, WALL, NJ 07719  
(908) 938-1491 - 150,000 (\$3,984,000) COMMON STOCK. (FILE 33-52409 -  
FEB. 25) (BR. 7)
- S-8 FIRST NATIONAL BANK CORP, 18800 HALL RD, CLINTON TOWNSHIP, MI 48038  
(313) 465-2400 - 40,000 (\$912,500) COMMON STOCK. (FILE 33-52411 - FEB. 25)  
(BR. 1)
- S-4 BANC ONE CORP/OH/, 100 E BROAD ST, COLUMBUS, OH 43271 (614) 248-5944 -  
433,850 (\$7,375,450) COMMON STOCK. (FILE 33-52413 - FEB. 25) (BR. 2)
- S-3 CAPSTEAD MORTGAGE CORP, 2001 BRYAN TOWER, STE 3300, DALLAS, TX 75201  
(214) 999-2350 - 1,000,000 (\$40,187,500) COMMON STOCK. (FILE 33-52415 -  
FEB. 28) (BR. 5)
- S-4 IVAX CORP /DE, 8800 NW 36TH ST, MIAMI, FL 33178 (305) 590-2200 -  
22,506,420 (\$434,303,573.43) COMMON STOCK. (FILE 33-75552 - FEB. 22)  
(BR. 4)
- S-1 FACELIFTERS HOME SYSTEMS INC, 800 SNEDIKER AVE, BROOKLYN, NY 11207  
(718) 257-9700 - 125,000 (\$500,000) COMMON STOCK. (FILE 33-75562 -  
FEB. 22) (BR. 9)
- S-1 INTELCOM GROUP INC, 4245 97 ST STE 200, EDMONTON,  
ALBERTA CANADA T6E 5Y7, A0 - 54,435,000 (\$54,435,000)  
CONVERTIBLE DEBENTURES AND NOTES. 4,541,617 (\$95,090,094) COMMON STOCK.  
(FILE 33-75636 - FEB. 24) (BR. 7)

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## ACQUISITIONS OF SECURITIES

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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)/<br>%OWNED | CUSIP/<br>PRIOR% | FILING STATUS |
|--|-------------------|------------|----------------------|------------------|---------------|
| ALLIED BK CAP INC<br>HALIS JEFFREY S                 | COM               | 130        | 84<br>10.7           | 01887110<br>8.9  | UPDATE        |
| APCO ARGENTINA INC CAYMAN IS<br>MORRIS I WISTAR III  | COM               | 130        | 714<br>10.4          | 03748910<br>10.3 | UPDATE        |
| AZTAR CORP<br>GAMCO INVESTORS INC ET AL              | COM               | 130        | 3,609<br>9.7         | 05480210<br>8.7  | UPDATE        |
| BARRIE RICHARD FRAGRANCES<br>SILVERMAN ANTHONY ET AL | COM               | 130        | 723<br>5.3           | 06850110<br>4.0  | UPDATE        |
| BETHEL BANCORP ME<br>SQUARE LAKE HLDG CORP           | COM               | 130        | 244<br>40.5          | 08673510<br>12.5 | RVISION       |
| CME INC<br>ROSS RHONDA                               | COM PAR\$ .026665 | 130        | 139<br>6.5           | 12667420<br>0.0  | NEW           |
| CONDIAL CORP<br>ALLTEL CORP                          | COM               | 130        | 1,667<br>9.3         | 20033210<br>9.3  | UPDATE        |
| COMPUFLIGHT INC<br>GLOBAL WEATHER DYNAMICS INC       | COM PAR \$0.01    | 130        | 746<br>100.0         | 20480550<br>0.0  | NEW           |
| DYNATRONICS LASER CORP<br>CULLINORE KELVYN H JR      | COM               | 130        | 756<br>9.8           | 26790810<br>10.8 | UPDATE        |
| EASEL CORP<br>EICHHORST HANS PETER                   | COM               | 130        | 210<br>3.5           | 27033410<br>9.5  | UPDATE        |
| FARM & HOME FINL CORP<br>CUNDILL PETER & ASSOC LTD   | COM               | 130        | 300<br>4.5           | 30799110<br>5.0  | UPDATE        |
| FERROFLUIDICS CORP<br>COHEN STEVEN A ET AL           | COM NEW \$0.004   | 130        | 259<br>4.8           | 31541420<br>5.8  | UPDATE        |
| HALL FINL GROUP INC<br>HALL KATHRYN W                | COM               | 130        | 4,000<br>9.6         | 40606010<br>9.6  | UPDATE        |
| HALL FINL GROUP INC<br>HFGI ACQUISITION              | COM               | 140-1      | 39,458<br>94.3       | 40606010<br>0.0  | UPDATE        |
| HORIZON HEALTHCARE CORP<br>MARTIN GERARD M ET AL     | COM               | 130        | 1,054<br>5.7         | 44099210<br>0.0  | NEW           |
| INTERNATIONAL POST LTD<br>VIDEO SVCS CORP            | COM               | 130        | 739<br>12.3          | 46018110<br>0.0  | NEW           |

ACQUISITIONS

| NAME AND CLASS OF STOCK/OWNER                       | FORM            | EVENT DATE | SHRS(000)/<br>%OWNED | CUSIP/<br>PRIOR% | FILING STATUS |
|---|-----------------|------------|----------------------|------------------|---------------|
| INTL DYNAMIC PICTURES INC<br>GOLAN MENAHEM          | COM CL A<br>13D | 12/ 8/93   | 8,500<br>85.0        | 49799910<br>0.0  | NEW           |
| MENTOR CORP MINN<br>FMR CORP                        | COM<br>13D      | 2/ 4/94    | 1,725<br>16.2        | 58718810<br>14.5 | UPDATE        |
| METRO AIRLS INC<br>HENDERSON EDMOND A               | COM<br>13D      | 12/28/93   | 92<br>1.5            | 59190510<br>0.0  | NEW           |
| MICRODYNE CORP<br>CUNNINGHAM PHILIP T               | COM<br>13D      | 2/18/94    | 7,517<br>53.5        | 59506710<br>64.4 | UPDATE        |
| NATIONAL GYPSUM CO<br>GOLDEN EAGLE INDS INC         | COM<br>13D      | 2/17/94    | 3,996<br>20.0        | 63631710<br>20.0 | UPDATE        |
| NOBLE ROMANS INC<br>MOBLEY PAUL W ET AL             | COM<br>13D      | 2/17/94    | 868<br>57.4          | 65510710<br>70.4 | UPDATE        |
| NOBLE ROMANS INC<br>M R EAST INC                    | COM<br>13D      | 2/17/94    | 28<br>1.8            | 65510710<br>15.8 | UPDATE        |
| ORND A HEALTHCORP<br>PEARCE M LEE                   | COM<br>13D      | 2/18/94    | 940<br>5.1           | 68685710<br>5.1  | UPDATE        |
| OSHKOSH B GOSH INC<br>HYDE DOUGLAS W                | CL B<br>13D     | 12/31/93   | 146<br>1.0           | 68822230<br>0.0  | RVISION       |
| OSHKOSH B GOSH INC<br>HYDE THOMAS R                 | CL B<br>13D     | 12/31/93   | 103<br>0.7           | 68822230<br>0.0  | RVISION       |
| OSHKOSH B GOSH INC<br>WACHTEL MICHAEL D ET AL       | CL B<br>13D     | 12/31/93   | 118<br>0.8           | 68822230<br>0.0  | RVISION       |
| OSHKOSH B GOSH INC<br>WYMAN WILLIAM F               | CL B<br>13D     | 12/31/93   | 198<br>1.4           | 68822230<br>0.0  | RVISION       |
| PS GROUP INC<br>ESL PARTNERS L P                    | COM<br>13D      | 2/17/94    | 508<br>8.4           | 69362410<br>6.9  | UPDATE        |
| RESOURCE RECYCLING TECH INC<br>ALLEN & CO INC ET AL | COM<br>13D      | 2/14/94    | 815<br>30.9          | 76093010<br>34.7 | UPDATE        |
| RESOURCE GENERAL CORP<br>BINSKY BOB                 | COM<br>13D      | 11/26/93   | 106<br>9.7           | 76121010<br>0.0  | NEW           |
| RESOURCE GENERAL CORP<br>T R SPORT INC ET AL        | COM<br>13D      | 11/26/93   | 0<br>0.0             | 76121010<br>N/A  | UPDATE        |
| ROCHESTER TEL CORP<br>CENTEL                        | COM<br>13D      | 2/15/94    | 0<br>0.0             | 77175810<br>8.0  | UPDATE        |
| ST FRANCOIS CNTY FINANCIAL<br>HUTSON KEITH & KAREN  | COM<br>13D      | 2/ 9/94    | 23<br>5.0            | 78951910<br>0.0  | NEW           |



ACQUISITIONS

| NAME AND CLASS OF STOCK/OWNER                          | FORM                        | EVENT DATE | SHRS(000)/<br>%OWNED | CUSIP/<br>PRIOR% STATUS | FILING STATUS |
|--|-----------------------------|------------|----------------------|-------------------------|---------------|
| SHURGARD INC PROP III<br>SHURGARD STORAGE CTRS INC     | UTS LTD PRTSHP INT<br>14D-1 | 2/24/94    | 0<br>0.0             | 82567020<br>0.0         | UPDATE        |
| SHURGARD MINI STORAGE LTD<br>SHURGARD STORAGE CTRS INC | UTS LTD PRTSHP INT<br>14D-1 | 2/24/94    | 0<br>0.0             | 82567110<br>0.0         | UPDATE        |
| SUBURBFED FINL CORP<br>CALLUMET BANCORP INC ET AL      | COM<br>13D                  | 2/11/94    | 30<br>3.2            | 86499310<br>4.3         | UPDATE        |
| THORN APPLE VY INC<br>ROCKER DAVID A                   | COM<br>13D                  | 2/ 9/94    | 534<br>9.0           | 88518410<br>6.1         | UPDATE        |
| URANIUM RES INC<br>ANTHONY HARRY L IV                  | COM NEW<br>13D              | 2/16/94    | 538<br>8.1           | 91690130<br>8.0         | UPDATE        |
| URANIUM RES INC<br>ANTHONY JUDITH A                    | COM NEW<br>13D              | 2/16/94    | 505<br>7.6           | 91690130<br>7.6         | UPDATE        |
| URANIUM RES INC<br>BARTELS CRAIG                       | COM NEW<br>13D              | 2/16/94    | 234<br>3.5           | 91690130<br>3.5         | UPDATE        |
| URANIUM RES INC<br>BIDDLE KELLY L                      | COM NEW<br>13D              | 2/16/94    | 336<br>5.1           | 91690130<br>5.0         | UPDATE        |
| URANIUM RES INC<br>CLEMENT RICHARD F JR                | COM NEW<br>13D              | 2/16/94    | 360<br>5.4           | 91690130<br>5.3         | UPDATE        |
| URANIUM RES INC<br>CONCORD INTL MINING MGMT CORP       | COM NEW<br>13D              | 2/17/94    | 0<br>0.0             | 91690130<br>53.3        | UPDATE        |
| URANIUM RES INC<br>GARZA SERGIO                        | COM NEW<br>13D              | 2/ 5/94    | 53<br>0.8            | 91690130<br>0.8         | UPDATE        |
| URANIUM RES INC<br>LARSON RAYMOND G                    | COM NEW<br>13D              | 2/16/94    | 869<br>13.1          | 91690130<br>12.9        | UPDATE        |
| URANIUM RES INC<br>MCKNIGHT WILLIAM M JR               | COM NEW<br>13D              | 2/16/94    | 915<br>13.8          | 91690130<br>13.6        | UPDATE        |
| URANIUM RES INC<br>PELIZA MARK                         | COM NEW<br>13D              | 2/16/94    | 264<br>4.0           | 91690130<br>3.9         | UPDATE        |
| URANIUM RES INC<br>RUSSELL JAMES M                     | COM NEW<br>13D              | 2/16/94    | 80<br>1.2            | 91690130<br>1.2         | UPDATE        |
| WALSHIRE ASSURN CO<br>MORRIS I WISTAR III              | COM<br>13D                  | 12/31/93   | 273<br>12.0          | 93313210<br>8.1         | UPDATE        |
| WESTERN PUBG GROUP INC<br>GAMCO INVESTORS INC ET AL    | COM<br>13D                  | 2/14/94    | 3,577<br>17.1        | 95926310<br>18.1        | RVISION       |
| ADVANCED MED INC<br>OLSHANSKY JACK ET AL               | COM<br>13D                  | 4/ 6/93    | 3,628<br>25.8        | 00999310<br>26.1        | UPDATE        |
| AMBASSADOR FOOD SVCS CORP<br>BERLIN THOMAS G           | COM<br>13D                  | 2/ 1/94    | 85<br>8.4            | 02290910<br>0.0         | NEW           |

## ACQUISITIONS

| NAME AND CLASS OF STOCK/OWNER                               | FORM                   | EVENT DATE | SNRS(000)/<br>XOMED | CUSIP/<br>PRIOR%  | FILING STATUS |
|---|------------------------|------------|---------------------|-------------------|---------------|
| APROGENEX INC<br>W S FARISH CO                              | COM<br>13D             | 2/11/94    | 479<br>10.8         | 03833310<br>0.0   | NEW           |
| BFS BANKORP INC<br>GOULD INVESTORS ET AL                    | COM<br>13D             | 2/18/94    | 659<br>41.0         | 05540710<br>39.4  | UPDATE        |
| BENCHMARK ENT INC<br>EMPEY HAROLD C                         | COM<br>13D             | 2/11/94    | 1,112<br>27.4       | 08199410<br>0.0   | NEW           |
| BENCHMARK ENT INC<br>SCOTT DENNIS K                         | COM<br>13D             | 2/11/94    | 1,159<br>28.6       | 08199410<br>0.0   | NEW           |
| BLUE RIDGE REAL ESTATE CO<br>FINSBURY ASSET MGMT ET AL      | UT 1BR 1BB<br>13D      | 2/22/94    | 146<br>6.8          | 09600510<br>6.8   | UPDATE        |
| BLUE RIDGE REAL ESTATE CO<br>REA BROTHERS LTD ET AL         | UT 1BR 1BB<br>13D      | 2/22/94    | 272<br>12.7         | 09600510<br>8.9   | UPDATE        |
| CME INC<br>SCHACHTER NYLES                                  | COM PARS.026665<br>13D | 2/11/94    | 139<br>6.5          | 12667420<br>0.0   | NEW           |
| CADIZ LD INC<br>QUEEN ANNES GATE ASSET MGMT                 | COM<br>13D             | 1/28/94    | 1,086<br>29.7       | 12754910<br>24.2  | UPDATE        |
| CHROMATICS COLOR SCIENCES<br>MACFARLANE DARBY SIMPSON ET AL | COM<br>13D             | 12/28/93   | 1,180<br>41.0       | 17111610<br>36.5  | UPDATE        |
| CIRO INC<br>GOLD ABRAHAM ET AL                              | COM<br>13D             | 12/16/93   | 6,748<br>100.0      | 17275210<br>100.0 | UPDATE        |
| CITY NATL BANCSHARES<br>GISCOMBE EUGENE                     | COM<br>13D             | 12/22/93   | 6<br>5.4            | 17800210<br>4.1   | UPDATE        |
| CLEARLY CON BEVERAGE CORP<br>BIL LTD                        | COM<br>13D             | 2/16/94    | 1,504<br>10.1       | 18490110<br>9.1   | UPDATE        |
| COLONIAL BANCGROUP INC<br>LOWDER ROBERT E ET AL             | CL B CV<br>13D         | 2/18/94    | 182<br>28.6         | 19549310<br>0.0   | NEW           |
| COLONIAL BANCGROUP INC<br>LOWDER ROBERT E ET AL             | CLA<br>13D             | 2/18/94    | 233<br>3.2          | 19549320<br>0.0   | NEW           |
| COLUMBIA / HCA HEALTHCARE CP<br>MORGAN J P & CO ET AL       | COM<br>13D             | 2/10/94    | 22,574<br>15.0      | 19767710<br>0.0   | NEW           |
| DIVERSICARE INC<br>COUNSEL CORP ET AL                       | COM<br>13D             | 2/ 7/94    | 3,744<br>73.0       | 25510510<br>72.0  | UPDATE        |
| DURAMED PHARMACEUTICALS INC<br>INVAMED INC                  | COM<br>13D             | 12/20/93   | 435<br>6.9          | 26635410<br>0.0   | NEW           |
| FIFTH DIMENSION INC<br>GILBERT EDWARD M ET AL               | COM<br>13D             | 2/ 1/94    | 291<br>26.6         | 31671110<br>25.6  | UPDATE        |

## ACQUISITIONS

| NAME AND CLASS OF STOCK/OWNER                              | FORM                       | EVENT DATE | SHRS(000)/<br>%OWNED | CUSIP/<br>PRIOR% | FILING STATUS |
|--|----------------------------|------------|----------------------|------------------|---------------|
| FLEMING COS INC<br>STATE OF MICH STATE TREASURER           | COM<br>13D                 | 2/17/94    | 0<br>0.0             | 33913010<br>5.1  | UPDATE        |
| GOTTSCHALKS INC<br>BLUM GERALD H ET AL                     | COM<br>13D                 | 2/ 9/94    | 3,616<br>34.5        | 38349510<br>0.0  | NEW           |
| HARVARD INTL TECHNOLOGIES<br>DAWSON-SAMBERG CAP MGMT ET AL | COM<br>13D                 | 2/11/94    | 0<br>0.0             | 41799410<br>8.5  | UPDATE        |
| HI SHEAR INDS INC<br>GAMCO INVESTORS INC ET AL             | COM<br>13D                 | 2/16/94    | 1,944<br>33.2        | 42839910<br>32.2 | UPDATE        |
| I C H CORP<br>STEPHENS INC                                 | COM<br>13D                 | 2/11/94    | 4,662<br>9.7         | 44926410<br>0.0  | NEW           |
| IMMUCELL CORP<br>HATCH THOMAS C                            | COM PAR \$0.10<br>13D      | 2/11/94    | 184<br>7.9           | 45252530<br>0.0  | NEW           |
| MENTOR GRAPHICS CORP<br>CRABBE HUSON CO ET AL              | COM<br>13D                 | 2/ 4/94    | 2,131<br>4.5         | 58720010<br>5.4  | UPDATE        |
| NEW WORLD PWR CORP<br>NEW WORLD POWER CORP                 | COM NEW<br>13D             | 11/10/93   | 9,512<br>100.0       | 64929020<br>0.0  | NEW           |
| NORTH PITTSBURGH TEL CO<br>SEDWICK JAY L ET AL             | COM<br>13D                 | 2/22/94    | 655<br>8.5           | 66156410<br>4.3  | UPDATE        |
| NOSTALGIA NETWORK INC<br>CROWN COMMUNICATIONS CRP ET AL    | COM NEW<br>13D             | 2/22/94    | 13,608<br>100.0      | 66975230<br>96.1 | UPDATE        |
| NOSTALGIA NETWORK INC<br>WINNICK GARY ET AL                | COM NEW<br>13D             | 2/20/94    | 0<br>0.0             | 66975230<br>69.0 | UPDATE        |
| OPTICAL RADIATION CORP<br>BENSON PARTNERS I L P ET AL      | COM<br>13D                 | 2/18/94    | 486<br>8.0           | 68383610<br>6.2  | UPDATE        |
| PSYCHEMEDICS CORP<br>ALLEN & CO INC ET AL                  | COM<br>13D                 | 2/11/94    | 703<br>4.7           | 74437510<br>7.2  | UPDATE        |
| QVC NETWORK INC<br>LIBERTY MEDIA CORP ET AL                | COM<br>13D                 | 2/15/94    | 22,884<br>57.4       | 74726210<br>57.4 | UPDATE        |
| SECURITY LAND DEVELOPMENT<br>CROWELL & CO INC              | COM<br>14D-1               | 2/22/94    | 0<br>0.0             | 81470099<br>0.0  | UPDATE        |
| SHURGARD GRW CAP FD 15 LTD<br>SHURGARD STORAGE CTRS INC    | UTS LTD PRSHP INT<br>14D-1 | 2/24/94    | 0<br>0.0             | 82566910<br>0.0  | UPDATE        |
| SHURGARD GRW CAP FD 15 LTD<br>SHURGARD STORAGE CTRS INC    | UTS LTD PRSHP INT<br>14D-1 | 2/24/94    | 0<br>0.0             | 82566910<br>0.0  | RVISION       |
| SHURGARD GRW CAP FD 15 LTD<br>U H ACQUISITION CO           | UTS LTD PRSHP INT<br>14D-1 | 2/24/94    | 0<br>0.0             | 82566910<br>0.0  | UPDATE        |
| SHURGARD GRW CAP FUND 17<br>SHURGARD STORAGE CTRS INC      | UTS LTD PRSHP INT<br>14D-1 | 2/24/94    | 0<br>0.0             | 82566920<br>0.0  | UPDATE        |

## ACQUISITIONS

| NAME AND CLASS OF STOCK/OWNER                         | FORM                    | EVENT DATE     | SHRS(000)/<br>%OWNED | CUSIP/<br>PRIOR% | FILING STATUS |
|---|-------------------------|----------------|----------------------|------------------|---------------|
| SHURGARD GRW CAP FUND 17<br>SHURGARD STORAGE CTRS INC | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82566920<br>0.0  | RVISION       |
| SHURGARD GRW CAP FUND 17<br>U H AQUISITION CO         | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82566920<br>0.0  | UPDATE        |
| SHURGARD INCOME PROP II<br>SHURGARD STORAGE CTRS INC  | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567010<br>0.0  | UPDATE        |
| SHURGARD INCOME PROP II<br>SHURGARD STORAGE CTRS INC  | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567010<br>0.0  | RVISION       |
| SHURGARD INCOME PROP II<br>U H AQUISITION CO          | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567010<br>0.0  | UPDATE        |
| SHURGARD INC PROP III<br>SHURGARD STORAGE CTRS INC    | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567020<br>0.0  | UPDATE        |
| SHURGARD INC PROP III<br>SHURGARD STORAGE CTRS INC    | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567020<br>0.0  | RVISION       |
| SHURGARD INC PROP III<br>U H AQUISITION CO            | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567020<br>0.0  | UPDATE        |
| SHURGARD INC PROP FIVE<br>SHURGARD STORAGE CTRS INC   | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567030<br>0.0  | UPDATE        |
| SHURGARD INC PROP FIVE<br>SHURGARD STORAGE CTRS INC   | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567030<br>0.0  | RVISION       |
| SHURGARD INC PROP FIVE<br>U H AQUISITION CO           | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567030<br>0.0  | UPDATE        |
| SHURGARD INC PROP SIX<br>SHURGARD STORAGE CTRS INC    | UTS LTD PRTSHP<br>14D-1 | INT<br>2/24/94 | 0<br>0.0             | 82567040<br>0.0  | UPDATE        |