

sec news digest

Issue 94-152

August 11, 1994

ENFORCEMENT PROCEEDINGS

PRELIMINARY INJUNCTION ENTERED AGAINST JOSEPH CASPERSON AND TIM EPPS

On August 8, the Honorable Edward Rafeedie, United States District Judge for the Central District of California, entered an order preliminarily enjoining Joseph L. Casperson (Joseph C.) and Tim L. Epps (Epps) from further violations of the antifraud provisions of the Securities Act and Exchange Act. The Order also provides that a previously ordered asset freeze will continue in full force and effect prohibiting Joseph C. and Epps from transferring assets and destroying documents. The Court denied Joseph C.'s and Epps's requests to modify the asset freeze to provide for living expenses, attorney's fees and Epps's cattle ranch expenses.

The Commission previously obtained a Temporary Restraining Order Freezing Assets and Granting Other Relief against Joseph C., Epps and nine other defendants.

The Commission's complaint alleges that from approximately mid-1989 to mid-1994, the defendants engaged in the fraudulent offer and sale of oil and gas investments issued by Southwest. The limited partnerships and trusts in some cases did not own the wells as represented and returns to investors were preset rather than based on actual well production. The defendants raised approximately \$40 million from over 1,000 investors, most of whom are elderly. [SEC v. American Business Securities, Inc., et al., Civil Action No. 94-4866 ER, JRx, C.D. Cal.] (LR-14190)

CIVIL ACTION AGAINST SEAHAWK DEEP OCEAN TECHNOLOGY, INC., JOHN MORRIS, GREGORY STEMM AND DANIEL BAGLEY

The Commission announced the filing of a complaint in the U.S. District Court for the Middle District of Florida seeking a permanent injunction against Seahawk Deep Ocean Technology, Inc., John C. Morris, Gregory H.

Stemm and Daniel S. Bagley. The complaint alleges that the Florida-based treasure hunting company and three of its former directors violated the antifraud provisions of the federal securities laws by making numerous materially false and misleading statements over an extended period of time about the identity and cargo of a shipwreck discovered by Seahawk and about the potential value of the shipwreck's cargo. The company's stock price rose dramatically following publication of the defendants' false statements and the three individual defendants profited illegally by selling over \$2 million worth of their personal Seahawk securities into the market which they had inflated.

Seahawk, without admitting or denying the allegations of the complaint, consented to the entry of a final judgment of permanent injunction against violations of the antifraud, reporting, and books and records provisions of the securities laws. As to Morris, Stemm and Bagley, the complaint seeks final judgments of permanent injunction from violations of the antifraud provisions of the securities laws, disgorgement of illegal trading profits, prejudgment interest, penalties under the Insider Trading Sanctions Act of 1984 and penalties under the Securities Enforcement Remedies and Penny Stock Reform Act of 1990. [SEC v. Seahawk Deep Ocean Technology, Inc., John C. Morris, Gregory H. Stemm and Daniel S. Bagley, USDC, MDFL Docket Number 94-1249 CIV-T17B] (LR-14191)

INVESTMENT COMPANY ACT RELEASES

TRANSAMERICA OCCIDENTAL LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by Transamerica Occidental Life Insurance Company, First Transamerica Life Insurance Company, Separate Account VA-2NL of Transamerica Occidental, Separate Account VA-2L of Transamerica Occidental, Separate Account VA-2NLNY of First Transamerica, Separate Account VA-2LNY of First Transamerica (collectively, Separate Accounts), and Transamerica Insurance Securities Sales Corporation (TISSC) (collectively, Applicants) to amend an order under Section 6(c) of the Investment Company Act exempting Applicants from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. The amended order would provide exemptions to the extent necessary to permit the deduction of a mortality and expense risk charge from the assets of the Separate Accounts in connection with the issuance and sale of certain variable annuity contracts (Contracts). Applicants propose that TISSC replace Dreyfus Service Corporation as principal underwriter

for the Contracts, and that the amended order extend to TISSC, and to any National Association of Securities Dealers, Inc. member broker-dealer that may in the future serve as principal underwriter for the Contracts, the same exemptions currently granted to Dreyfus. (Rel. IC-20452 - August 9)

THOMSON FUND GROUP, ET AL.

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by Thomson Fund Group, et al. for a conditional order under Section 6(c) of the Investment Company Act that would exempt applicants from Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i) and 22(d) and the Act and Rule 22c-1 thereunder. The order would permit applicants to issue an unlimited number of classes of shares representing interests in the same portfolio of securities, and to assess and, under certain circumstances, waive a contingent deferred sales charge (CDSC) on certain redemptions of the shares. The requested order would supersede several prior orders. (Rel. IC-20453 - August 9)

U.S. GOVERNMENT INCOME PORTFOLIO A

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by U.S. Government Income Portfolio A for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20454 - August 9)

MASSMUTUAL INSTITUTIONAL FUNDS, ET AL.

A conditional order has been issued on an application by MassMutual Institutional Funds (Trust), Massachusetts Mutual Life Insurance Company (Adviser) and Oppenheimer Funds Distributor, Inc., granting exemptions, pursuant to Section 6(c) of the Investment Company Act, from the provisions of Sections 18(f)(1), 18(g) and 18(i) of the Act. The conditional order provides exemptions to the extent necessary to permit the Trust to issue and sell multiple classes of securities representing interests in some or all of the Trust's existing and future investment portfolios and, pursuant to Section 17(b) granting exemption from Section 17(a) of the Act to permit the transfer of assets of seven unregistered separate accounts of the Adviser to corresponding series of the Trust in exchange for shares of a certain class of each such series. (Rel. IC-20455 - August 9)

THE PNC FUND, ET AL.

A conditional order has been issued under Section 6(c) of the Investment Company Act exempting applicants and certain other registered open-end management investment companies 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 the investment companies to issue multiple classes of shares representing interests in the same portfolio of securities, and assess and, under certain circumstances, waive a contingent deferred sales charge on certain redemptions of shares. (Rel. IC-20456 - August 9)

PRUCO LIFE INSURANCE COMPANY, ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting Pruco Life Insurance Company, Pruco Life Individual Variable Annuity Account (Variable Account) and Pruco Securities Corporation from the provisions of Sections 26(a)(2) and 27(c)(2) of the Act. The order provides exemptions to the extent necessary to permit the deduction of a mortality and expense risk charge from the assets of the Variable Account in connection with the issuance and sale of certain flexible premium combination fixed/variable annuity contracts. (Rel. IC-20457 - August 9)

TAX-EXEMPT INCOME PORTFOLIO A

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by Tax-Exempt Income Portfolio A for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20458 - August 9)

TAX-EXEMPT INCOME PORTFOLIO B

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by Tax-Exempt Income Portfolio B for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20459 - August 9)

**EQUITY INCOME PORTFOLIO
EQUITY PORTFOLIO**

Notices have been issued giving interested persons until September 6 to request a hearing on applications filed by Equity Income Portfolio and Equity Portfolio for orders pursuant to Section 8(f) of the Investment Company Act declaring that applicants have ceased to be investment companies. (Rels. IC-20460 and IC-20461, respectively - August 9)

HARTFORD LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by Hartford Life Insurance Company, Hartford Life Insurance Company/Separate Account Three (Separate Account), and Hartford Equity Sales Company, Inc. for an order

that would permit Applicants to deduct a mortality and expense risk charge from the assets of the Separate Account, which funds certain deferred variable annuity contracts. (Rel. IC-20462 - August 9)

ITT HARTFORD LIFE AND ANNUITY INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by ITT Hartford Life and Annuity Insurance Company, ITT Hartford Life and Annuity Insurance Company/Separate Account Three (Separate Account) and Hartford Equity Sales Company, Inc. for an order that would permit Applicants to deduct a mortality and expense risk charge from the assets of the Separate Account, which funds certain flexible premium deferred variable annuity contracts. (Rel. IC-20463 - August 9)

YANKEE FUNDS

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by Yankee Funds for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20464 - August 9)

U.S. GOVERNMENT INCOME PORTFOLIO B

A notice has been issued giving interested persons until September 6 to request a hearing on an application filed by U.S. Government Income Portfolio B for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20465 - August 9)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the Chicago Stock Exchange (SR-CHX-93-31) to adopt provisions related to short sales, summary suspensions, standard of review, and Exchange liability. (Rel. 34-34505)

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-8 INTER REGIONAL FINANCIAL GROUP INC, DAIN BOSWORTH PLAZA,
60 SOUTH SIXTH ST, MINNEAPOLIS, MN 55402 (612) 371-7750 - 100,000
(\$2,012,500) COMMON STOCK. (FILE 33-54907 - AUG. 04) (BR. 12)
- S-6 MUNICIPAL INVT TR FD INSURED SERIES 210 DEFINED ASSET FUNDS,
450 LEXINGTON AVENUE, C/O DAVIS POLK & WARDMELL, NEW YORK, NY 10017
(MUL) L - - INDEFINITE SHARES. (FILE 33-54911 - AUG. 04) (NEW ISSUE)
- S-4 PHILLIPS & JACOBS INC, 4350 HADDONFIELD RD, SUITE 222, PENNSAUKEN, NJ
08109 (609) 488-4888 - 3,539,266 (\$25,659,678.50) COMMON STOCK. (FILE
33-54913 - AUG. 04) (BR. 12)
- S-6 MUNICIPAL INVT TR FD MULTISTATE SER 72 DEFINED ASSET FUNDS,
450 LEXINGTON AVE, C/O DAVIS POLK & WARDMELL, NEW YORK, NY 10017
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-54915 - AUG. 04) (BR. 22
- NEW ISSUE)
- S-6 EQUITY INCOME FUND SEL TEN PORT 1994 AUT SER DEF ASSET FDS,
C/O DAVIS POLK & WARDMELL, 450 LEXINGTON AVE, NEW YORK, NY 10017
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-54917 - AUG. 04) (NEW ISSUE)
- S-6 EQUITY INCOME FUND SEL TEN PORT AUT 1994 INTL SER DEF ASSET,
C/O DAVIS POLK & WARDMELL, 450 LEXINGTON AVE, NEW YORK, NY 10017
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-54919 - AUG. 04) (NEW ISSUE)
- M-2 MERRILL LYNCH KECALP L P 1994, WORLD FINANCIAL CENTER SOUTH TOWER,
225 LIBERTY STREET, NEW YORK, NY 10080 (212) 236-7302 - 11,300
(\$11,300,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-54921 - AUG. 04)
(BR. 17)
- S-8 GENERAL INSTRUMENT CORP /DE/, NEW JERSEY CORPORATE OFFICE,
ARBOR CIRCLE SOUTH- 8 CAMPUS DR., PARSIPPANY, NJ 07054 (212) 207-6200 -
2,500,000 (\$148,437,500) COMMON STOCK. (FILE 33-54923 - AUG. 04) (BR. 7)
- S-3 UNITED INNS INC, 5100 POPLAR AVE STE 2300, MEMPHIS, TN 38137
(901) 767-2880 - 60,000 (\$855,000) COMMON STOCK. (FILE 33-54925 - AUG. 04)
(BR. 12)
- S-3 MATTEL INC /DE/, 333 CONTINENTAL BLVD, EL SEGUNDO, CA 90245
(310) 524-4600 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE
33-54927 - AUG. 04) (BR. 11)
- S-3 SALOMON INC, SEVEN WORLD TRADE CNTR, 29TH FLOOR, NEW YORK, NY 10048
(212) 783-7000 - 5,000,000,000 (\$5,000,000,000) STRAIGHT BONDS. (FILE
33-54929 - AUG. 04) (BR. 12)
- SB-2 BRIDGE CITY TOOLS WORKS INC, 1104 ME 28TH AVE, PORTLAND, OR 97232
(503) 282-6997 - 400,000 (\$2,400,000) COMMON STOCK. (FILE 33-81794-LA -
JUL. 20) (BR. 9 - NEW ISSUE)

REGISTRATIONS CONT.

- S-1 MAHASKA INVESTMENT CO, 222 FIRST AVE EAST, OSKALOOSA, IA 52577
(515) 673-8440 - 805,000 (\$12,880,000) COMMON STOCK. UNDERWRITER:
DAVID A NOYES & CO, HOME BARNES INVESTMENTS INC. (FILE 33-81922 - JUL. 25)
(BR. 1)
- S-1 ATEL CASH DISTRIBUTION FUND VI LP, 235 PINE ST, 6TH FLR, SAN FRANCISCO,
CA 94104 (415) 989-8800 - 12,500,000 (\$125,000,000)
LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-81952 - JUL. 26) (BR. 5
- NEW ISSUE)
- N-2 SCUDDER NEW LATIN AMERICA FUND INC, 345 PARK AVE,
C/O SCUDDER STEVENS & CLARK INC, NEW YORK, NY 10154 (212) 326-6200 -
4,600,000 (\$69,000,000) COMMON STOCK. UNDERWRITER:
MOMURA SECURITIES INTERNATIONAL INC. (FILE 33-81960 - JUL. 26) (BR. 18
- NEW ISSUE)
- S-11 HOSPITALITY INVESTMENT TRUST INC, 60 SOUTH SIXTH ST, STE 3650,
MINNEAPOLIS, MN 55402 (612) 375-1818 - 11,816,500 (\$233,609,800)
COMMON STOCK. UNDERWRITER: MORGAN STANLEY & CO INC,
MORGAN STANLEY & CO INTERNATIONAL LTD. (FILE 33-81964 - JUL. 26) (BR. 5
- NEW ISSUE)
- S-3 US TRADE FUNDING CORP, TWO WALL ST, NEW YORK, NY 10005 (212) 346-9000 -
10,000,000 (\$10,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-82000 -
JUL. 26) (BR. 12 - NEW ISSUE)
- SB-2 ORANGE COUNTY BREWING CO, 2000 S MAIN ST,
C/O MCCORMICK & SCHMICKS SEAFOOD RESTAUR, IRVINE, CA 92714 (800) 498-2739
- 1,550,000 (\$1,860,000) COMMON STOCK. (FILE 33-82208-LA - JUL. 29)
(BR. 11 - NEW ISSUE)
- F-1 FIRST INTERNATIONAL PETROLEUM TRANSPORT CORP LTD,
THIRD FL POLLET HOUSE THE POLLET, ST PETER PORT, GUERNSEY CHANNEL ISLANDS,
CS (212) 574-1200 - 149,500,000 (\$149,500,000)
FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-82300 - AUG. 02) (BR. 4
- NEW ISSUE)
- S-8 SKY SCIENTIFIC INC, 1515 N FEDERAL HWY STE 310, BOCA RATON, FL 33432
(407) 362-9494 - 400,000 (\$190,000) COMMON STOCK. (FILE 33-82326 -
AUG. 03) (BR. 8)
- S-8 INSITUFORM MID AMERICA INC, 424 WOOD MILL ROAD, CHESTERFIELD, MO 63017
(314) 532-6137 - 333,333 (\$3,374,996.63) COMMON STOCK. (FILE 33-82328 -
AUG. 03) (BR. 10)
- S-8 FIBERCHEM INC, 1181 GRIER DR STE B, LAS VEGAS, NV 89119 (702) 361-9873
- 1,000,000 (\$1,472,544.25) COMMON STOCK. (FILE 33-82330 - AUG. 03)
(BR. 8)
- S-8 MONOCACY BANCSHARES INC, 222 E BALTIMORE ST, TANEYTOWN, MD 21878
(410) 756-2655 - 65,000 (\$1,511,250) COMMON STOCK. (FILE 33-82332 -
AUG. 03) (BR. 1)
- S-8 NYLEX CORP, 34551 ARDENWOOD BLVD, FREMONT, CA 94555 (510) 796-6100 -
625,000 (\$3,475,000) COMMON STOCK. (FILE 33-82334 - AUG. 03) (BR. 10)
- S-8 NOVAMETRIX MEDICAL SYSTEMS INC, 1 BARNES INDUSTRIAL PARK RD,
WALLINGFORD, CT 06492 (203) 265-7701 - 300,000 (\$1,668,750) COMMON STOCK.
(FILE 33-82336 - AUG. 03) (BR. 8)

REGISTRATIONS CONT.

- S-8 J&E BEAUTY SUPPLY INC, 380 TOTOMA RD, TOTOMA, NJ 07512 (201) 904-0004 - 24,000,000 (\$1,440,000) COMMON STOCK. (FILE 33-82338 - AUG. 03) (BR. 2)
- S-8 BIRD MEDICAL TECHNOLOGIES INC, 1100 BIRD CENTER DRIVE, PALM SPRINGS, CA 92262 (619) 778-7200 - 250,000 (\$875,000) COMMON STOCK. (FILE 33-82340 - AUG. 03) (BR. 8)
- S-8 SUNDOWNER OFFSHORE SERVICES INC, 2707 N LOOP WEST, STE 510, HOUSTON, TX 77008 (713) 868-1294 - 420,000 (\$5,565,000) COMMON STOCK. (FILE 33-82344 - AUG. 03) (BR. 3)
- S-8 SERENPET INC, 421 7TH AVENUE S W STE 2300, CALGARY ALBERTA CANADA T2P 4K9, AD (403) 262-7633 - 696,883 (\$2,860,170) COMMON STOCK. (FILE 33-82346 - AUG. 03) (BR. 3)
- S-8 MORRELL CORP, 3535 PIEDMONT RD N.E., ATLANTA, GA 30305 (404) 240-3000 - 586,667 (\$8,360,005) COMMON STOCK. (FILE 33-82348 - AUG. 03) (BR. 6)
- S-8 MORRELL CORP, 3535 PIEDMONT RD N.E., ATLANTA, GA 30305 (404) 240-3000 - 150,000 (\$2,137,500) COMMON STOCK. (FILE 33-82350 - AUG. 03) (BR. 6)
- S-8 ADAC LABORATORIES, 540 ALDER DR, MILPITAS, CA 95035 (408) 321-9100 - 120,000 (\$765,000) COMMON STOCK. (FILE 33-82352 - AUG. 03) (BR. 8)
- N-1A WARBURG PINCUS JAPAN OTC FUND INC, 466 LEXINGTON AVE, NEW YORK, NY 10017 (212) 878-0600 - INDEFINITE SHARES. (FILE 33-82362 - AUG. 03) (BR. 16 - NEW ISSUE)
- S-8 IMPERIAL BANCORP, 9920 S LA CIENEGA BLVD, INGLEWOOD, CA 90301 (310) 417-5600 - 2,175,988 (\$37,535,793) COMMON STOCK. (FILE 33-82364 - AUG. 03) (BR. 1)
- S-1 TELIOS PHARMACEUTICALS INC, 4757 NEXUS CENTRE DR, SAN DIEGO, CA 92121 (619) 622-2600 - 3,000,000 (\$7,500,000) PREFERRED STOCK. 3,000,000 (\$10,500,000) COMMON STOCK. (FILE 33-82368 - AUG. 03) (BR. 4)
- F-9 NOVA GAS TRANSMISSION LTD, 801 7TH AVE SW, CALGARY ALBERTA CANADA T2P 3P7, AD (403) 290-6000 - 150,000,000 (\$150,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-82372 - AUG. 03) (BR. 2)
- S-3 EQUIFAX INC, 1600 PEACHTREE ST NW, P O BOX 4081, ATLANTA, GA 30302 (404) 885-8000 - 349,492 (\$10,330,983.52) COMMON STOCK. (FILE 33-82374 - AUG. 03) (BR. 6)
- S-11 SUN COMMUNITIES INC, 31700 MIDDLEBELT RD, STE 145, FARMINGTON HILLS, MI 48334 (313) 932-3100 - 525,000 (\$11,845,312.50) COMMON STOCK. (FILE 33-82380 - AUG. 03) (BR. 5)
- S-8 SMITH CHARLES E RESIDENTIAL REALTY INC, 2345 CRYSTAL DR, CRYSTAL CITY ARLINGTON, VA 22202 (703) 920-8500 - 2,110,000 (\$53,024,300) COMMON STOCK. 2,050,000 LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-82382 - AUG. 03) (BR. 6)
- N-1A VCM FUNDS INC, 125 WEST 55TH STREET, NEW YORK, NY 10019 - INDEFINITE SHARES. (FILE 33-82384 - AUG. 03) (BR. 16 - NEW ISSUE)

REGISTRATIONS CONT.

- S-11 CHEVY CHASE BANK FSB, 8401 CONNECTICUT AVE, CHEVY CHASE, MD 20815
(301) 986-7000 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES.
(FILE 33-82386 - AUG. 03) (BR. 11)
- S-3 ALDEN JOHN FINANCIAL CORP, 7300 CORPORATE CTR DR, MIAMI, FL 33126
(305) 715-3767 - 5,520,000 (\$190,440,000) COMMON STOCK. UNDERWRITER:
ALEX BROWN & SONS INC, CS FIRST BOSTON, MERRILL LYNCH & CO,
ROBINSON HUMPHREY CO INC. (FILE 33-82388 - AUG. 03) (BR. 9)
- S-1 EZ COMMUNICATIONS INC /VA/, 10800 MAIN ST, FAIRFAX, VA 22030
(703) 591-1000 - 110,000,000 (\$110,000,000) STRAIGHT BONDS. UNDERWRITER:
CHASE SECURITIES INC, CS FIRST BOSTON,
DONALDSON LUFKIN & JENRETTE SECURITIES C, SMITH BARNEY INC. (FILE
33-82392 - AUG. 03) (BR. 8)
- S-8 INFODYNAMX CORP, P O BOX 6408, DENVER, CO 80206 (303) 575-1353 - 95,500
(\$453,625) COMMON STOCK. (FILE 33-82394 - AUG. 03) (BR. 11)
- S-8 GRAHAM CORP, 20 FLORENCE AVE, POST OFFICE BOX 719, BATAVIA, NY 14020
(716) 343-2216 - 125,800 (\$1,525,325) COMMON STOCK. (FILE 33-82396 -
AUG. 04) (BR. 9)
- S-8 GRAHAM CORP, 20 FLORENCE AVE, POST OFFICE BOX 719, BATAVIA, NY 14020
(716) 343-2216 - 54,200 (\$657,175) COMMON STOCK. (FILE 33-82398 - AUG. 04)
(BR. 9)
- S-3 PCI SERVICES INC/DE, 1403 FOULK RD STE 102, WIMINGTON, DE 19803
(302) 479-0281 - 2,875,000 (\$23,000,000) COMMON STOCK. (FILE 33-82400 -
AUG. 04) (BR. 6)
- S-8 ADAC LABORATORIES, 540 ALDER DR, MILPITAS, CA 95035 (408) 321-9100 -
1,640,602 (\$4,245,750) COMMON STOCK. (FILE 33-82406 - AUG. 03) (BR. 8)

ACQUISITIONS 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 |
|--|-----------------------|------------|----------------------|------------------|---------------|
| AER ENERGY RES INC LINDSETH JON A ET AL | COM 13D | 7/ 8/94 | 5,285 36.6 | 00094410 36.5 | UPDATE |
| AMRE INC BEDOWITZ STEVEN D | COM 13D | 8/ 4/94 | 1,893 14.7 | 03215310 17.8 | UPDATE |
| BALLYS GRAND INC BALLY ENTERTAINMENT CORP ET AL | COM 13D | 7/29/94 | 5,978 62.2 | 05899110 0.0 | NEW |
| BALLYS GRAND INC MUGGET PARTNERS LP | COM 13D | 7/29/94 | 787 8.2 | 05899110 0.0 | NEW |
| CANTEL INDS INC BLOCH RICHARD ET AL | COM 13D | 7/29/94 | 392 25.3 | 13809810 9.4 | UPDATE |
| CANTEL INDS INC DIKER CHARLES M ET AL | COM 13D | 7/29/94 | 972 62.9 | 13809810 44.4 | UPDATE |
| CANTEL INDS INC HIRSCHFIELD ALAN J | COM 13D | 7/29/94 | 211 13.7 | 13809810 11.3 | UPDATE |
| EIF HOLDINGS INC VONDERAHE KENNETH | COM 13D | 7/27/94 | 1,096 7.4 | 26852410 0.0 | NEW |
| FRAWLEY CORP TWEEDY BROWNE CO L P ET AL | COM NEW 13D | 7/25/94 | 2 0.2 | 35554020 6.1 | UPDATE |
| GC COS INC GANCO INVESTORS INC ET AL | COM 13D | 8/ 3/94 | 475 6.1 | 36499710 5.1 | UPDATE |
| GRACECARE HEALTH SYS INC COURTLAND II INC | COM 13D | 7/25/94 | 533 9.7 | 38405510 0.0 | NEW |
| GRACECARE HEALTH SYS INC ETEL CORP | COM 13D | 7/25/94 | 1,161 21.0 | 38405510 0.0 | NEW |
| GRACECARE HEALTH SYS INC LUNDQUIST ADVISORY CO | COM 13D | 7/25/94 | 400 7.2 | 38405510 0.0 | NEW |
| INTERTAN INC LANCASTER FINANCIAL ET AL | COM 13D | 8/ 3/94 | 302 3.1 | 46112010 5.6 | UPDATE |
| KAISER RES INC PACHOLDER ASSOC | COM PAR \$0.03 13D | 8/ 4/94 | 2,097 20.1 | 48308810 19.9 | UPDATE |
| LAZER TRON CORP WILLIAMS III ROBERT K | COM 13D | 5/26/94 | 208 6.5 | 52108510 0.0 | NEW |

ACQUISITIONS CONT.

| NAME AND CLASS OF STOCK/OWNER | FORM | EVENT DATE | SHRS(000)/ %OWNED | CUSIP/ PRIOR% | FILING STATUS |
|--|----------------------------|------------|----------------------|-------------------|---------------|
| MDL INFORMATION SYS INC TUDOR INVMT CORP | COM 13D | 7/22/94 | 477 5.8 | 55899010 0.0 | NEW |
| MATTHEWS INTL CORP HAUBER WILLIAM M | COM CL B 13D | 7/20/94 | 547 6.2 | 57712899 0.0 | NEW |
| MATTHEWS INTL CORP PARKER JAMES L | COM CL B 13D | 7/20/94 | 830 9.4 | 57712899 0.0 | NEW |
| MCARTHUR / GLEN RLTY CORP COOPERMAN LEON G | COM 13D | 7/29/94 | 1,000 5.2 | 57918810 4.5 | UPDATE |
| MOTHERS WORK INC MATTHIAS REBECCA C ET AL | COM 13D | 6/ 8/94 | 1,335 42.9 | 61990310 49.7 | UPDATE |
| NATIONAL R V HLDGS INC RUEFFIAN FUND LP | COM 13D | 7/28/94 | 164 4.7 | 63727710 5.3 | RVISION |
| NATIONWIDE CELLULAR SVC INC SANDLER HARVEY | COM 13D | 8/ 4/94 | 563 6.5 | 63859510 5.6 | UPDATE |
| PS BUSINESS PKS INC HUGHES B WAYNE ET AL | CL A 13D | 7/26/94 | 32 5.1 | 69360910 3.8 | UPDATE |
| PS PARTNER III LTD CALIF PAR STORAGE EQUITIES | UTS LTD PARTS INT 14D-1 | 8/ 5/94 | 57 44.3 | 69362591 24.0 | UPDATE |
| PLAINS RES INC KAYNE RICHARD A ET AL | COM PAR \$0.10 13D | 7/14/94 | 2,201 19.0 | 72654050 0.0 | RVISION |
| SYSTEMED INC DEL NATIONAL INTERGROUP | COM PAR \$0.10 13D | 7/26/94 | 1,341 6.3 | 87185310 0.0 | NEW |
| TSX CORP MAGTEN ASSET MGMT CORP | COM 13D | 8/ 1/94 | 408 9.5 | 87302710 8.4 | UPDATE |
| ABIGAIL ADAMS NATL BANCORP CITIBANK M A ET AL | COM 13D | 7/29/94 | 203 71.3 | 00339010 71.3 | UPDATE |
| ACORN VENTURE CAP CORP OLLENDORFF STEPHEN A | COM 13D | 7/29/94 | 892 16.5 | 00490710 16.3 | UPDATE |
| AMERIHEALTH INC DEL GORDICH ALAN D | COM 13D | 8/ 2/94 | 1,150 8.7 | 03091210 0.0 | NEW |
| BALTIMORE BANCORP FIRST FIDELITY BANCORP | COM 13D | 8/ 4/94 | 3,847 23.0 | 05902910 21.9 | UPDATE |
| BOUTON CORP OKAY EDWARD J | COM 13D | 8/ 5/94 | 0 0.0 | 10210910 100.0 | UPDATE |
| BROADBAND TECHNOLOGIES INC GOLDMAN SACHS & CO ET AL | COM 13D | 8/ 3/94 | 839 6.4 | 11130910 7.5 | UPDATE |
| CHYRON CORP SEPA TECH LTD CO | COM 13D | 8/ 2/94 | 73,915 85.2 | 17160510 69.1 | UPDATE |
| CIRCLE FINE ART CORP MAGELBERG DAVID S ET AL | COM 13D | 6/29/94 | 267 7.9 | 17256510 0.0 | RVISION |

ACQUISITIONS CONT.

| NAME AND CLASS OF STOCK/OWNER | FORM | EVENT DATE | SHRS(000)/ %OWNED | CUSIP/ PRIOR% | FILING STATUS |
|---|----------------|---------------|----------------------|------------------|---------------|
| DEMOVO CORP HERMAN MICHAEL D | COM 13D | 6/26/94 | 6,265 100.0 | 24890210 0.0 | NEW |
| ELBIT LTD LEUMI PIA TRUST MGMT | ORD 13D | 7/13/94 | 909 5.1 | 28427510 5.7 | UPDATE |
| ELROM ELECTR IMDS LTD LEUMI PIA TRUST MGMT | ORD 13D | 7/18/94 | 1,428 8.2 | 29016010 9.4 | UPDATE |
| FLORIDA WEST AIRLS INC SWIRNOW AIRWAYS CORP ET AL | COM 13D | 7/26/94 | 503 9.2 | 34324710 10.6 | UPDATE |
| FORTUNE PETE CORP BLANK BARRY W ET AL | COM NEW 13D | 9/28/93 | 641 24.3 | 34968730 0.0 | NEW |
| GATEWAY COMMUNICATIONS INC STEEL PARTNERS II L P | COM NEW 13D | 8/ 2/94 | 840 16.6 | 36759520 13.7 | UPDATE |
| GENERAL CELLULAR CORP WESTERN WIRELESS CORP | COM 13D | 7/29/94 | 7,995 94.8 | 36932020 0.0 | NEW |
| GLENDALE BANCORPORATION BEAR STEARNS & CO | COM 13D | 7/29/94 | 112 6.0 | 37836110 0.0 | NEW |
| KBL HEALTHCARE ACQUIS CORP RUBENSTEIN BARRY ET AL | COM 13D | 8/ 3/94 | 172 4.9 | 48241310 7.8 | UPDATE |
| KLH ENGR GRP INC WOLFSON ALLEN Z ET AL | COM 13D | 7/28/94 | 17,196 100.0 | 48248910 0.0 | NEW |
| KEPTEL INC ANTEC CORP | COM 13D | 7/28/94 | 1,231 26.4 | 49205610 0.0 | NEW |
| KEPTEL INC LAIRD RICHARD K | COM 13D | 7/28/94 | 242 5.2 | 49205610 0.0 | NEW |
| KEPTEL INC SCHNEIDER PINA R | COM 13D | 7/28/94 | 234 5.0 | 49205610 0.0 | NEW |
| KEY PRODTN INC APACHE CORP | COM 13D | 7/26/94 | 1,052 10.3 | 49313810 12.2 | UPDATE |
| LAC MINERALS LTD NEW AMERICAN BARRICK RES ET AL | COM 14D-1 | 8/ 8/94 | 0 0.0 | 50545810 0.0 | UPDATE |
| MEASUREMENT SPECIALTIES INC LIFESCIENCES TECH PRTNRS | COM 13D | EC 7/ 1/94 | 175 5.0 | 58342110 0.0 | NEW |
| MELLON PART MTG TR COML PPTY AMERICAN RLTY TR ET AL | COM 13D | 7/29/94 | 442 5.1 | 58552310 0.0 | NEW |
| MR COFFEE INC ALPINE ASSOC LTD PRSHP | COM 13D | 8/ 1/94 | 617 7.4 | 60646010 6.3 | UPDATE |
| NORTHCORP REALTY ADVISORS IN ROARK RONALD E | COM 13D | 7/29/94 | 4,208 51.0 | 66401510 0.0 | NEW |