

sec news digest

Issue 94-165

August 30, 1994

COMMISSION ANNOUNCEMENTS

DIVISION OF CORPORATION FINANCE ANNOUNCES TERMINATION DATE FOR EARLY REVIEW PROXY PROGRAM

With the conclusion of the 1994 proxy season, the Division of Corporation Finance has established September 2, 1994 as the last day for submitting draft executive compensation disclosure for review prior to filing with the Commission. Until that date, drafts may continue to be submitted to the attention of John Bernas of the Division of Corporation Finance by facsimile to (202) 272-7546 or by mail to the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, mail stop 3-4. Issuers submitting the information on EDGAR should use the document tag <CORRESP> to ensure that the information remains non-public. Receipt of any drafts or related written communications should be confirmed by calling John Bernas at (202) 942-2920 and any questions about this procedure should also be directed to Mr. Bernas.

ENFORCEMENT PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS AGAINST PATRICIA CHANDLER

The Commission on August 23 barred Indianapolis stockbroker Patricia Barclay Chandler from associating with any broker, dealer, investment adviser, investment company or municipal securities dealer. The Commission found Chandler in default of the above-captioned administrative proceedings, which were instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934, to determine what remedial sanction, if any, is appropriate in the public interest to impose upon Chandler. The administrative proceedings followed the trial of the Commission's insider trading lawsuit against Chandler, Anacomp, Inc. CEO Louis Ferrero, Indianapolis businessman Michael Maio, and Darrin Duncan.

In the preceding lawsuit, the U.S. District Court for the Southern District of Indiana had found that Chandler, Maio and Duncan committed securities fraud by illegally trading Anacomp and Xidex Corporation common stock during June and July of 1988 while in possession of material, nonpublic information concerning Anacomp's planned tender offer for Xidex. The Court also had found that Ferrero tipped Maio who, in turn, tipped Chandler, Duncan and Maio's brother-in-law Francis Caito. The Court ordered Chandler to pay a total of \$229,410, representing disgorgement, a penalty, and interest, and enjoined her from violating certain antifraud provisions of the federal securities laws in the future. (Rel. 34-34578)

HOLDING COMPANY ACT RELEASES

ENTERGY CORPORATION

A notice has been issued giving interested persons until September 19 to request a hearing on a proposal by Entergy Corporation, a registered holding company, to acquire the securities of one or more subsidiary companies (collectively, Subsidiary Companies) which will be engaged directly or indirectly, and exclusively, in the business of owning and holding the securities of a new Argentine company (Newco); or seek an exemption for the Subsidiary Companies from all provisions of the Act subject to certain restrictive conditions. Newco will be formed to bid for the right to build, own and operate a proposed high voltage transmission line in Argentina. (Rel. 35-26113; International Series Rel. 705)

CENTRAL POWER AND LIGHT COMPANY, ET AL.

An order has been issued authorizing Central Power and Light Company, Public Service Company of Oklahoma, Southwestern Electric Power Company, and West Texas Utilities Company, all electric public-utility subsidiary companies of Central and South West Corporation, a registered holding company, to lease owned unit trains and railcars to nonaffiliates through July 1, 1999. (Rel. 35-26114)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE AND ACCELERATED APPROVAL OF AMENDMENTS

The Commission granted approval to a proposed rule change (SR-Phlx-94-12) and granted accelerated approval to Amendment Nos. 1 and 2 to a

proposed rule change filed by the Philadelphia Stock Exchange relating to enhanced specialist participation in parity equity options trades. Publication of the notice and order is expected in the Federal Register during the week of August 29. (Rel. 34-34606)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the American Stock Exchange (SR-Amex-93-15) to permit specialists in Portfolio Depositary Receipts and investment trust securities to participate in the Exchange's After-Hours Trading facility for a one-year pilot period. (Rel. 34-34611)

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-1 ENQUIRER STAR INC, 600 SOUTHEAST COAST AVE, LANTANA, FL 33462
(407) 586-1111 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. UNDERWRITER:
CHEMICAL SECURITIES INC, CS FIRST BOSTON, SALOMON BROTHERS INC. (FILE
33-83028 - AUG. 19) (BR. 12)

- S-1 VALUJET AIRLINES INC, 1800 PHOENIX BLVD STE 126, ATLANTA, GA 30349
(404) 907-2580 - 5,543,970 (\$46,500,317) COMMON STOCK. 3,500,000
(\$79,625,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-83048 - AUG. 19)
(BR. 3)

- S-3 COCENSYS INC, 213 TECHNOLOGY DR, IRVINE, CA 92718 (714) 753-6100 -
438,543 (\$1,863,807.75) COMMON STOCK. (FILE 33-83050 - AUG. 19) (BR. 4)

- F-1 BUSINESS OBJECTS SA, TOUR CHANTECOQ, 5 RUE CHANTECOQ, PUTEAUX 92800, 10
- 4,600,000 (\$36,800,000) FOREIGN COMMON STOCK. UNDERWRITER:
ALEX BROWN & SONS INC, GOLDMAN SACHS & CO. (FILE 33-83052 - AUG. 19)
(BR. 10 - NEW ISSUE)

- S-8 GABLES RESIDENTIAL TRUST, 2859 PACES FERRY RD, SUITE 1450, ATLANTA, GA
30339 (404) 436-4600 - 820,000 (\$18,761,600)
COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-83054 - AUG. 19) (BR. 5)

- S-8 PANWORLD MINERALS INTERNATIONAL INC /UT, 4516 S 700 E STE 260,
SALT LAKE CITY, UT 84107 (801) 261-3888 - 30,000,000 (\$1,875,000)
COMMON STOCK. (FILE 33-83056 - AUG. 19) (BR. 1)

- S-8 LCS INDUSTRIES INC, 120 BRIGHTON RD, CLIFTON, NJ 07012 (201) 778-5588 -
150,000 (\$1,050,000) COMMON STOCK. (FILE 33-83058 - AUG. 19) (BR. 6)

REGISTRATIONS CONT.

- S-8 EMCON, 400 S EL CAMINO REAL STE 1200, SAN MATEO, CA 94402 (415) 375-1522 - 750,000 (\$4,500,000) COMMON STOCK. (FILE 33-83060 - AUG. 19) (BR. 9)
- S-8 DURA PHARMACEUTICALS INC/CA, 5880 PACIFIC CENTER BLVD, SAN DIEGO, CA 92121 (619) 457-2553 - 375,000 (\$4,031,250) COMMON STOCK. (FILE 33-83062 - AUG. 19) (BR. 4)
- S-8 TARGETED GENETICS CORP /WA/, 1100 OLIVE WAY, STE 100, SEATTLE, WA 98101 (206) 623-7612 - 1,520,000 (\$6,156,000) COMMON STOCK. (FILE 33-83064 - AUG. 19) (BR. 4)
- S-8 PRESTIGE FINANCIAL CORP, 1 ROYAL RD, PO BOX 2480, FLEMINGTON, NJ 08822 (908) 806-6200 - 186,245 (\$1,536,521.25) COMMON STOCK. (FILE 33-83066 - AUG. 19) (BR. 1)
- S-8 FUEL TECH N V, DAPHNEWEG 29A, CURACAO NETHERLANDS ANTILLES, P7 - 1,000,000 (\$7,930,000) COMMON STOCK. (FILE 33-83068 - AUG. 19) (BR. 2)
- S-2 NORTH AMERICAN BIOLOGICALS INC, 1111 PARK CENTRE BLVD, STE 322, MIAMI, FL 33169 (305) 625-5303 - 4,829,680 (\$28,676,225) COMMON STOCK. UNDERWRITER: JAMES RAYMOND & ASSOCIATES INC, NATWEST SECURITIES LTD. (FILE 33-83096 - AUG. 19) (BR. 4)
- S-3 ENQUIRER STAR GROUP INC, 600 SOUTHEAST COAST AVE, LANTANA, FL 33462 (407) 586-1111 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. UNDERWRITER: CHEMICAL SECURITIES INC, CS FIRST BOSTON, SALOMON BROTHERS INC. (FILE 33-83098 - AUG. 19) (BR. 12)
- S-3 KIMCO REALTY CORP, 1044 NORTHERN BLVD, ROSLYN, NY 11576 (516) 484-5858 (FILE 33-83102 - AUG. 19) (BR. 6)
- S-8 AGCO CORP /DE, 4830 RIVER GREEN PKWAY, DULUTH, GA 30136 (404) 813-9200 - 600,000 (\$28,536,000) COMMON STOCK. (FILE 33-83104 - AUG. 19) (BR. 3)
- S-3 AGCO CORP /DE, 4830 RIVER GREEN PKWAY, DULUTH, GA 30136 (404) 813-9200 - 500,000 (\$23,780,000) COMMON STOCK. (FILE 33-83106 - AUG. 19) (BR. 3)
- S-4 FIRST LIBERTY FINANCIAL CORP, 201 SECOND ST, MACON, GA 31297 (912) 743-0911 - 200,000 (\$2,894,000) PREFERRED STOCK. (FILE 33-83108 - AUG. 19) (BR. 1)
- S-3 COMMERCIAL NET LEASE REALTY INC, 400 E SOUTH ST STE 500, ORLANDO, FL 32801 (407) 422-1574 - 5,980,000 (\$80,730,000) COMMON STOCK. UNDERWRITER: BRADFORD JC INC, LEGGS MASON WOOD WALKER INC, RAYMOND JAMES & ASSOCIATES INC, SMITH BARNEY INC. (FILE 33-83110 - AUG. 19) (BR. 5)
- S-8 INDEPENDENT BANKSHARES INC, 547 CHESTNUT ST, PO BOX 3296, ABILENE, TX 79604 (915) 677-5550 - 7,500 (\$71,250) COMMON STOCK. (FILE 33-83112 - AUG. 22) (BR. 2)
- S-8 OLIN CORP, 120 LONG RIDGE RD, STAMFORD, CT 06904 (203) 356-2000 - 90,000 (\$5,091,300) COMMON STOCK. (FILE 33-55187 - AUG. 23) (BR. 2)

REGISTRATIONS CONT.

- S-8 AMERICAN ANNUITY GROUP INC, 250 E FIFTH ST, 10TH FL, CINCINNATI, OH 45202 (513) 357-3300 - 1,000,000 (\$9,500,000) COMMON STOCK. (FILE 33-55189 - AUG. 23) (BR. 9)
- S-8 UNC INC, 175 ADMIRAL COCHRANE DR, ANNAPOLIS, MD 21401 (410) 266-7333 - 100,000 (\$550,000) COMMON STOCK. (FILE 33-55193 - AUG. 23) (BR. 12)
- S-3 MERISEL INC /DE/, 200 CONTINENTAL BLVD, EL SEGUNDO, CA 90245 (310) 615-3080 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 33-55195 - AUG. 23) (BR. 10)
- S-4 FIRST OF AMERICA BANK CORP /MI/, 108 EAST MICHIGAN AVE, KALAMAZOO, MI 49007 (616) 376-9000 - 2,157,032 (\$69,543,853.25) COMMON STOCK. (FILE 33-55197 - AUG. 24) (BR. 2)
- S-4 SOVEREIGN BANCORP INC, 1130 BERKSHIRE BLVD, WYOMISSING, PA 19610 (610) 320-8400 - 8,435,844 (\$71,593,677.75) COMMON STOCK. (FILE 33-82846 - AUG. 15) (BR. 1)
- SB-2 DIGITAL RECORDERS INC, P O BOX 14068, RESEARCH TRIANGLE PARK, NC 27709 (919) 361-2155 - 2,300,000 (\$16,100,000) COMMON STOCK. 115,000 WARRANTS, OPTIONS OR RIGHTS. 115,000 (\$897,000) COMMON STOCK. UNDERWRITER: ROYCE INVESTMENT GROUP INC. (FILE 33-82870-A - AUG. 15) (NEW ISSUE)
- S-1 THOMAS GROUP INC, 5215 N OCONNOR BLVD SUITE 2500, IRVING, TX 75039 (214) 869-3400 - 299,225 (\$3,665,506.25) COMMON STOCK. (FILE 33-83070 - AUG. 22) (BR. 5)
- SB-2 ALFACELL CORP, 225 BELLEVILLE AVE, BLOOMFIELD, NJ 07003 (201) 748-8082 - 2,677,014 (\$8,700,295) COMMON STOCK. (FILE 33-83072 - AUG. 22) (BR. 4)
- S-8 SURGICAL LASER TECHNOLOGIES INC /DE/, 200 CRESSON BLVD PO BOX 880, OAKS, PA 19456 (610) 650-0700 - 878,500 (\$3,471,924.06) COMMON STOCK. (FILE 33-83074 - AUG. 19) (BR. 8)
- S-8 APPLETREE COMPANIES INC, 2255 GLADES RD STE 200 E, BOCA RATON, FL 33431 (407) 995-0605 - 3,000,000 (\$1,437,500) COMMON STOCK. (FILE 33-83076 - AUG. 22) (BR. 5)
- S-3 SONIC ENVIRONMENTAL SYSTEMS INC, 141 NEW RD, PARSIPPANY, NJ 07054 (201) 882-9288 - 998,814 (\$6,242,588) COMMON STOCK. (FILE 33-83080 - AUG. 22) (BR. 10)
- S-8 LUKENS MEDICAL CORP, 500 LASER RD, RIO RANCHO, NM 87124 (505) 892-4118 - 250,000 (\$422,500) COMMON STOCK. (FILE 33-83082 - AUG. 22) (BR. 8)
- S-8 WORKFORCE SYSTEMS CORP, 269 CUSICK ROAD STE 203, ALCOA, TN 37701 (305) 783-0505 - 228,334 (\$335,650.98) COMMON STOCK. (FILE 33-83084 - AUG. 22) (BR. 6)
- S-8 REHABILITATION CORP, 111 WESTWOOD STE 210, BRENTWOOD, TN 37027 (615) 377-2937 - 100,000 (\$850,000) COMMON STOCK. (FILE 33-83086 - AUG. 22) (BR. 6)

REGISTRATIONS CONT.

- S-8 GLENDALE BANCORPORATION/NJ, 1099 WHITE HORSE RD, VOORHEES TOWNSHIP, NJ 08043 (609) 346-8400 - 55,810 (\$300,257.80) COMMON STOCK. (FILE 33-83088 - AUG. 22) (BR. 1)
- S-8 SPORTS MEDIA INC, 101 E 52ND ST 9TH FL, NEW YORK, NY 10022 (212) 308-6666 - 600,000 (\$1,800,000) COMMON STOCK. (FILE 33-83090 - AUG. 22) (BR. 11)
- S-8 TRENWICK GROUP INC, ONE STATION PL, METRO CENTER, STAMFORD, CT 06902 (203) 353-5500 - 450,000 (\$17,325,000) COMMON STOCK. (FILE 33-83092 - AUG. 22) (BR. 10)
- S-8 TRENWICK GROUP INC, ONE STATION PL, METRO CENTER, STAMFORD, CT 06902 (203) 353-5500 - 50,000 (\$1,925,000) COMMON STOCK. (FILE 33-83094 - AUG. 22) (BR. 10)
- S-8 EVERGREEN MEDIA CORP, 433 EAST LAS COLINAS, IRVING, TX 75039 (214) 869-9020 - 885,000 (\$6,604,850) COMMON STOCK. (FILE 33-83124 - AUG. 22) (BR. 8)
- S-8 BLOWHITTAKER INC, 8830 BIGGS FORD RD, WALKERSVILLE, MD 21793 (301) 898-7025 - 50,000 (\$331,250) COMMON STOCK. (FILE 33-83128 - AUG. 22) (BR. 4)
- S-4 CADE INDUSTRIES INC, 5640 ENTERPRISE DR, LANSING, MI 48911 (517) 394-1333 - 5,601,188 (\$2,576,546.48) COMMON STOCK. UNDERWRITER: POLLUX CORP. (FILE 33-83130 - AUG. 22) (BR. 12)
- SB-2 CPI AEROSTRUCTURES INC, 1900 OCEAN AVENUE, RONKONKOMA, NY 11779 (516) 737-4700 - 1,190,000 (\$2,975,000) COMMON STOCK. 200,000 (\$600,100) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$250,000) COMMON STOCK. (FILE 33-83150 - AUG. 22) (BR. 12)
- S-8 BELDEN INC, 7701 FORSYTH BLVD STE 800, ST LOUIS, MO 63105 (314) 854-8000 - 1,300,000 (\$23,481,250) COMMON STOCK. (FILE 33-83154 - AUG. 23) (BR. 6)
- S-8 US BANCORP /OR/, 111 SW FIFTH AVE, SUITE 3500, PORTLAND, OR 97204 (503) 275-6111 - 6,229,057 (\$168,184,539) COMMON STOCK. (FILE 33-83158 - AUG. 23) (BR. 2)

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
ALPHA 1 BIOMEDICALS INC	COM		1,420	02091010	
SCICLONE PHARMACEUTICALS INC	13D	8/19/94	15.8	15.8	UPDATE
AMERICA SVC GROUP INC	COM		0	02499810	
HAMBRO J O & PARTNERS ET AL	13D	2/28/94	0.0	4.8	UPDATE
AMES DEPT STORES INC	COM		1,436	03078920	
DICKSTEIN & CO LP ET AL	13D	8/16/94	7.1	3.8	UPDATE
BANYAN STRATEGIC LAND FD II	COM		1,379	06699810	
DICKSTEIN & CO LP ET AL	13D	8/22/94	7.7	6.4	UPDATE
BRIO INDS INC	COM		801	10999310	
SERIOUS INVESTMENTS LTD	13D	11/30/93	20.7	0.0	NEW
CII FINL INC	COM		1,256	12599910	
JETHIRA LTD	13D	8/17/94	17.5	15.5	UPDATE
CARDINAL BANCSHARES INC	COM		116	14147710	
GATTON CAROL M	13D	8/15/94	8.2	5.8	UPDATE
COMPUTER LANGUAGE RESH INC	COM		4,362	20519510	
DUNAWAY CAROL WINN	13D	8/16/94	31.4	0.0	NEW
COMPUTER LANGUAGE RESH INC	COM		4,362	20519510	
DUNAWAY JAMES R JR	13D	8/16/94	31.4	0.0	NEW
COMPUTER LANGUAGE RESH INC	COM		4,245	20519510	
WINN DAVID L	13D	8/16/94	30.6	0.0	NEW
COMPUTER LANGUAGE RESH INC	COM		1,538	20519510	
WINN FAMILY LTD	13D	8/16/94	11.1	0.0	NEW
COMPUTER LANGUAGE RESH INC	COM		4,235	20519510	
WINN STEPHEN T	13D	8/16/94	30.5	0.0	NEW
ENVIRODYNE INDS INC	COM		3,320	29403720	
GLAZER MALCOLM I ET AL	13D	8/16/94	24.6	12.9	UPDATE
FORUM RETIREMENT PRTRNS L P	PFD DEPOSITARY		8,637	34985110	
FORUM GROUP INC	13D	8/23/94	56.5	42.2	UPDATE
HARVARD INTL TECHNOLOGIES	COM		2,659	41799410	
KAISER EDGAR F JR	13D	6/28/94	62.4	24.5	UPDATE
KIRSCHNER MED CORP	COM		685	49766010	
BIOMEJ INC	13D	8/12/94	19.8	0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
MEGAFOODS STORES INC SMITH GARY M ET AL	COM 13D	8/16/94	839 9.8	58495110 0.0	NEW
NAM TAI ELECTRONICS INC TELE-ART INC	COM PAR \$0.02 13D	8/ 5/94	581 8.9	62986520 9.6	UPDATE
QUADREX CORP BEA ASSOCIATES INC	COM 13D	2/18/94	6,847 55.1	74730910 14.2	UPDATE
REPUBLIC SEC FINL CORP SC FUNDAMENTAL INC ET AL	COM 13D	8/19/94	224 5.8	76075810 7.3	UPDATE
SCANDINAVIA INC VIK ERIK MARTIN ET AL	COM 13D	7/25/94	3,766 64.9	80590010 0.0	NEW
STERLING SUGARS INC PATOUT M A & SON LTD	COM 13D	8/15/94	664 27.1	85960410 25.9	UPDATE
TRANSWORLD HOME HEALTHCARE PARIBAS PRINCIPAL ETAL	COM 13D	8/ 5/94	425 10.1	89408110 0.0	NEW
WAVEMAT INC SCHUSTER MONIS	COM 13D	8/ 9/94	4,900 69.9	94356110 14.5	UPDATE
WAVEMAT INC VENTURE FUNDING LTD	COM 13D	8/ 9/94	4,866 69.8	94356110 14.2	UPDATE
AJAY SPORTS INC NEUMAN ROBERT D	COM 13D	8/15/94	1,600 18.1	00970410 0.0	NEW
ALLIANCE PHARMACEUTICAL CORP LONG DAVID MICHAEL JR ET AL	COM 13D	8/ 1/94	2,014 9.4	01877310 10.4	UPDATE
AMERICAN CYANAMID CO AMERICAN HOME PRODS CORP ET AL	COM 14D-1	8/25/94	0 0.0	02532110 0.0	UPDATE
BFS BANKORP INC GOULD INVESTORS L P	COM 13D	8/25/94	764 47.6	05540710 45.9	UPDATE
BHC COMMUNICATIONS INC GAMCO INVESTORS INC ET AL	CL A 13D	8/23/94	1,546 6.2	05544810 6.0	UPDATE
AMERICAN EAGLE GROUP INC KNOTT DAVID M	COM 13D	8/18/94	476 7.2	06499410 6.0	UPDATE
CWM MTG HLDGS INC SMITH THOMAS W ET AL	COM 13D	8/19/94	1,249 3.9	12669210 4.3	UPDATE
CANDYS TORTILLA FACTORY INC GRUMA CORP	COM 14D-1	8/26/94	3,474 96.5	13749310 69.4	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
CARE GROUP INC BELFORT ASSOCIATES INC	COM 13D	8/15/94	1,181 20.3	14165310 20.3	UPDATE
CARE GROUP INC BELFORT JORDAN ET AL	COM 13D	8/15/94	1,181 20.3	14165310 0.0	NEW
CAROLCO PICTURES INC PIONEER ELECTRONIC CORP ET AL	COM 13D	8/10/94	118,591 84.7	14376310 83.0	UPDATE
CATALINA LIGHTING INC GO GRO HOLDING LTD	COM 13D	7/30/94	478 7.8	14886510 0.0	NEW
CATALINA LIGHTING INC WAI CHECK LAU	COM 13D	7/30/94	668 10.9	14886510 0.0	NEW
CHIRON CORP CIBA GEIGY LTD	COM 13D	8/25/94	1,367 4.2	17004010 0.0	NEW
CONCORD HEALTH GRP INC ACHENBACH JESSE	COM 13D	8/16/94	495 7.0	20699310 0.0	NEW
CONCORD HEALTH GRP INC CASALE JAMES D	COM 13D	8/16/94	545 7.8	20699310 0.0	NEW
CONCORD HEALTH GRP INC CASALE MICHAEL J JR	COM 13D	8/16/94	584 8.4	20699310 0.0	NEW
CONCORD HEALTH GRP INC PEYAKOVICH ROBERT	COM 13D	8/16/94	392 5.6	20699310 0.0	NEW
CONCORD HEALTH GRP INC TWIGG RUSSELL W	COM 13D	8/16/94	1,291 18.3	20699310 0.0	NEW
CROWLEY MILNER & CO COUSINO JOANN S ET AL	COM 13D	8/18/94	392 38.5	22809310 77.0	UPDATE
DELPHI FINL GROUP INC SC FUNDAMENTAL INC ET AL	CL A 13D	8/18/94	324 2.8	24713110 0.0	NEW
EVANS WITHYCOMBE RESIDENTAL AEW INC ETAL	COM 13D	8/17/94	4,315 29.3	29921210 0.0	NEW
FIDELITY NAT FINL CORP DITO DEVCAR INC ET AL	COM 13D	8/ 9/94	851 5.5	31632610 0.0	NEW
FLEXTRONICS INC TODD ROBERT G JR	COM 13D	7/27/94	1,735 28.8	33938310 24.6	UPDATE
GATEWAY COMMUNICATIONS INC R II PARTNERS INC	COM NEW 13D	7/18/94	216 4.3	36759520 6.6	UPDATE
GATEWAY COMMUNICATIONS INC STEEL PARTNERS II L P	COM NEW 13D	8/23/94	956 18.8	36759520 16.6	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
GRANGES INC ATLAS CORPORATION	COM 13D	8/15/94	12,694 37.2	38799010 0.0	NEW
GREAT FALLS BANCORP SIMONELLI YOLANDA ET AL	COM 13D	6/ 6/94	68 7.6	39038010 6.3	UPDATE
HOLLYWOOD TRENZ INC SHOWALTER EDWARD R ET AL	COM 13D	5/26/94	29,145 36.2	43626810 0.0	NEW
JOHNSTON INDS INC GRM INDS INC	COM 13D	2/ 4/92	9,934 92.6	47936810 0.0	NEW
KEY ENERGY GROUP INC COHN MORTON ALLAN	COM 13D	8/12/94	626 11.9	49291410 11.9	UPDATE
KLEINERTS INC SALTZ MORRIS	COM 13D	7/30/94	274 7.4	49855210 0.0	NEW
LXR BIOTECHNOLOGY INC MADONIA NICHOLAS ET AL	COM 13D	8/12/94	1,249 16.4	50246810 14.5	UPDATE
LESLIE BLDG PRODS INC ABRAMS LEIGH J ETAL	COM 13D	8/ 4/94	2,058 42.9	52687510 42.9	UPDATE
LIVE ENTMT INC PIONEER ELECTRONIC CORP ET AL	COM 13D	8/10/94	9,277 76.7	53803210 74.0	UPDATE
MEGAFOODS STORES INC MORGENS EDWIN H ET AL	COM 13D	8/19/94	840 9.8	58495110 13.0	UPDATE
MESA INC PICKENS BOONE	COM 13D	8/17/94	6,842 10.7	59091110 10.7	UPDATE
MICROBYX CORP ANDRESEN CONSTANCE K	COM 13D	8/26/94	280 7.9	59501410 0.0	NEW
MICROBYX CORP ANDRESEN JOHN A	COM 13D	8/26/94	598 16.9	59501410 0.0	NEW
MONARCH MACH TOOL CO TWEEDY BROWNE CO L P ET AL	COM 13D	8/16/94	271 7.2	60915010 5.1	UPDATE
NORTH AMERN MTG CO SC FUNDAMENTAL INC ET AL	COM 13D	8/22/94	898 5.9	65703710 7.7	UPDATE
NORTH AMERN VACCINE INC BIOCHEM PHARMA INC	COM 13D	8/ 1/94	11,237 38.9	65720110 43.3	UPDATE
PS PARTNERS VII STORAGE EQUITIES	UTS LTD PRT INT 14D-1	8/26/94	35 32.0	69362594 31.5	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PACIFIC GATEWAY PPTYS INC COBEY H TODD JR	COM 13D	7/29/94	371 9.6	69432910 7.3	UPDATE
PAC RIM HLDG CO DITO DEVCAR INC ET AL	COM 13D	8/16/94	952 10.0	69699910 10.0	UPDATE
PLANTS FOR TOMORROW INC POWER JOHN C	COM 13D	8/ 5/94	921 6.3	72799310 3.7	UPDATE
READING CO TWEEDY BROWNE CO L P ET AL	CL A 13D	8/23/94	306 5.9	75533250 0.0	NEW
SALOMON PHIBRO OIL TR CRANDALL J TAYLOR ET AL	UNIT BEN INT 13D	8/23/94	1,428 8.7	79599510 7.5	UPDATE
SCOTT MILLS INC SALTZ MORRIS	COM 13D	3/15/94	274 8.1	80981810 0.0	NEW
SUFFOLK BANCORP TWEEDY BROWNE CO L P ET AL	COM 13D	8/26/94	212 6.2	86473910 0.0	NEW
SYNTEX CORP ROCHE CAPITAL CORP	COM 14D-1	5/26/94	0 0.0	87161610 0.0	RVSION
UNIVERSAL MFG CO RASMUSSEN PATRICIA ANN	COM 13D	1/ 1/70	92 5.8	91370810 0.0	NEW
UNIVERSAL MFG CO RASMUSSEN THOMAS	COM 13D	11/ 1/92	99 12.4	91370810 0.0	NEW
UNITED STATES PAGING CORP LAIFER ET AL	COM 13D	8/18/94	114 3.1	91399910 5.2	UPDATE
WPP GROUP PLC CRANDALL J TAYLOR ET AL	CONV CUM RED PREF 13D	7/28/94	5,048 2.8	92930498 0.0	NEW
ZING TECHNOLOGIES INC NEWBY STEVEN T	COM 13D	8/23/94	1 0.0	98960110 6.6	UPDATE
APPLIED CARBON TECHNOLOGY UNIVERSAL CANADIAN RESOURCE FD	COM 13D	7/21/94	2,698 28.5	03793010 22.1	UPDATE
ASTRO STREAM CORP PURJES DAN ET AL	COM 13D	8/10/94	797 72.6	04638610 33.0	UPDATE
ATLAS CORP M I M HOLDINGS LTD	COM NEW 13D	8/17/94	3,000 32.1	04926730 0.0	NEW
CODE-ALARM INC MUELLER RAND W ET AL	COM 13D	8/29/94	831 35.4	19189310 37.5	UPDATE
ELECTROMAGNETIC OIL RECOVERY MEYERS EUGENE J	COM 13D	8/17/94	13,193 37.0	28539210 24.0	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
EVERGREEN MEDIA CORP EQUITABLE COMPANIES INC	CL A 13D	8/23/94	1,394 16.2	30024810 15.3	UPDATE
FORTUNE PETE CORP NORAMCO CAPITAL CORP ET AL	COM NEW 13D	8/23/94	140 5.3	34968730 0.0	NEW
GERBER PRODS CO SL SUB CORP ET AL	COM 14D-1	8/29/94	0 0.0	37371210 0.0	UPDATE
GRANGES INC M I M HOLDINGS LTD	COM 13D	8/15/94	0 0.0	38799010 37.2	UPDATE
GROUND ROUND RESTAURANTS INC HANSON PLC ET AL	COM 13D	8/23/94	3,680 33.1	39942710 28.6	UPDATE
HANSEN NAT CORP SCHLOSBERG HILTON HILLER ET AL	COM 13D	12/31/93	5,614 83.9	41131010 85.9	UPDATE
LAC MINERALS LTD NEW AMERICAN BARRICK RES ET AL	COM 14D-1	8/29/94	0 0.0	50545810 0.0	UPDATE
LAC MINERALS LTD NEW ROYAL OAK MINES	COM 14D-1	7/11/94	0 0.0	50545810 0.0	RVISION
LYNTON GROUP INC HANSON PLC ET AL	COM 13D	8/12/94	1,096 56.1	55175530 56.3	UPDATE
MANAGEMENT TECHNOLOGIES INC BAKER S W	COM 13D	7/ 8/94	0 0.0	56170410 0.0	NEW
MATLACK SYS INC CRANDALL J TAYLOR ET AL	COM 13D	8/25/94	858 14.8	57690110 13.7	UPDATE
NATURE FOOD CTRS INC G N ACQUISITION CORP ET AL	COM 14D-1	8/26/94	4,551 89.4	63901610 46.1	UPDATE
NEUTROGENA CORP JOHNSON & JOHNSON ET AL	COM 14D-1	8/22/94	9,869 38.4	64124610 0.0	NEW
OSF INC BENAYON JAIME ET AL	COM 13D	8/19/94	2,650 39.4	71099110 0.0	NEW
PHOTOCOMM INC WESTINGHOUSE ELEC CORP	COM 13D	8/25/94	0 0.0	71931910 22.3	UPDATE
POLARIS INDS PARTNERS LP W HALL WENDEL JR	UN BEN ASS CL A 13D	8/23/94	861 5.4	73106910 0.0	NEW
QVC INC COMCAST CORP	COM 14D-1	8/27/94	23,217 47.7	74726210 47.1	UPDATE
SYSTEMIX INC MORGAN GUARANTY TRUST CO	COM 13D	8/18/94	1,252 12.8	87187210 0.0	NEW
WSFS FINL CORP ROLLINS JOHN W	COM 13D	6/23/94	2,169 40.9	92932810 10.1	UPDATE