

# sec news digest

Issue 92-239

December 11, 1992

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## ADMINISTRATIVE PROCEEDINGS

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### PROCEEDINGS INSTITUTED AND SANCTIONS IMPOSED AGAINST ROYCE INVESTMENT GROUP, INC.

The Commission instituted public administrative proceedings pursuant to Section 8A of the Securities Act of 1933 (Securities Act) and Sections 15(b) and 19(h) of the Securities Exchange Act of 1934 against Royce Investment Group, Inc. (RIG), a registered broker-dealer. Simultaneously with the institution of these proceedings, RIG submitted an Offer of Settlement, which the Commission has accepted.

RIG, without admitting or denying the findings, consented to the entry of an Order by the Commission which finds that RIG willfully solicited and received payment for securities in two firm commitment public offerings, prior to the registration statements for those securities being declared effective by the Commission, in violation of Section 5 of the Securities Act.

The Order censures RIG, orders it to comply with certain undertakings, and orders it to permanently cease and desist from committing violations of Section 5 of the Securities Act. (Rel. 34-31559)

### PROCEEDINGS INSTITUTED AGAINST MARVIN KANOFSKY AND JOHN MARCIANO

The Commission instituted public administrative proceedings pursuant to Section 8A of the Securities Act of 1933 (Securities Act) and Sections 15(b) and 19(h) of the Securities Exchange Act of 1934, against Marvin Kanofsky (Kanofsky), Sales Manager of Royce Investment Group, Inc. (RIG), a registered broker-dealer, and John Marciano (Marciano), RIG's Compliance Officer.

The Commission alleges that Kanofsky violated Section 5 of the Securities Act, and that Marciano aided and abetted RIG's violations of Section 5 of the Securities Act. Specifically, the Commission alleges that Kanofsky was a necessary participant in RIG's sales of securities in two firm commitment public offerings, prior to the registration statements for those securities being declared effective by the Commission, and that Marciano failed to prevent these sales, which he knew were occurring.

A hearing will be scheduled to determine whether the allegations against Kanofsky and Marciano are true and, if so, what remedial action, if any, is appropriate. (Rel. 34-31560)

## ADMINISTRATIVE PROCEEDINGS AGAINST CAPITAL GENERAL CORPORATION

The Commission announced on December 4 that it had ordered the revocation of the registration of the common stock of Associated Trades, Inc. (Associated), Batiste International, Inc., (Batiste) and U.S. Card Investors, Inc. (U.S. Card), pursuant to Section 12(j) of the Securities Exchange Act of 1934 (Exchange Act). The Commission found that the predecessor corporations of these three entities had filed registration statements on Forms 10 that contained materially false and misleading statements in violation of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

Associated, Batiste and U.S. Card had each submitted Offers of Settlement consenting to the entry of the Order without admitting or denying the allegations in the Order. (Rel. 34-31567)

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## CIVIL PROCEEDINGS

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### PERMANENT INJUNCTIONS ISSUED AGAINST GLENN ALBERT, GERALD ZUCKER AND GARY POLYVIU

On December 9, the Honorable Constance Motley of the U.S. District Court for the Southern District of New York permanently enjoined Glenn Albert, Gerald Zucker and Gary Polyviou from violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

The Commission's complaint alleges that the defendants raised over \$28 million through the offer and sale of securities issued by 35 real estate investment vehicles (investment vehicles) which they managed and controlled through Universal Realty Corporation (URC). The complaint alleges that the defendants also offered and sold unregistered promissory notes to investors issued by B.H.C. Associates (BHC). Between 1986 and 1989, the total value of the B.H.C. notes outstanding ranged from \$2 to \$7 million.

The complaint further alleges that the defendants made material misrepresentations and omissions in connection with the offers and sales of the interests in the URC investment vehicles and the BHC promissory notes.

Without admitting or denying the allegations in the complaint, the defendants consented to the entry of final judgments permanently enjoining them from violations of the above provisions of the federal securities laws and ordering them to disgorge \$25,660,000, plus prejudgment interest. However, payment of disgorgement will be waived based upon the defendants' inability to pay. [SEC v. Glenn Albert, et al., 92 Civ. 8764, CBM, USDC, SDNY] (LR-13462)

### PRELIMINARY INJUNCTION AND OTHER EQUITABLE RELIEF ISSUED AGAINST TELFRAN ASSOCIATES LTD., TELFRAN ASSOCIATES CORP., STEVEN MENDELOW AND EDWARD GLANTZ

The Commission announced today that on November 25, 1992 the Honorable Kenneth Conboy, District Judge for the Southern District of New York, entered an Order of Preliminary Injunction and Other Equitable Relief on Consent (Order) against Telfran Associates Ltd. (Telfran Ltd.), Telfran Associates Corp. (Telfran Corp.), Steven Mendelow (Mendelow) and Edward Glantz (Glantz). The Order preliminarily enjoined Telfran Ltd.

from violating the securities registration provisions of the Securities Act of 1933 (Securities Act) and the investment company registration provisions of the Investment Company Act of 1940 (Investment Company Act). The Order also preliminarily enjoined Telfran Corp., Mendelow and Glantz from violating the securities registration provisions of the Securities Act and aiding and abetting violations of the investment company registration provisions of the Investment Company Act. In addition, the Order appointed a Trustee to make a complete redemption of Telfran Ltd. notes and an accounting firm to conduct an audit of A&B's financial statements.

The complaint alleges that from 1989 through November 1992 the defendants sold unregistered securities to the public in the form of notes and from 1989 through November 1992 Telfran Ltd., aided and abetted by Telfran Corp., Mendelow and Glantz, operated as an unregistered investment company. The complaint alleges that the defendants accepted funds from customers and guaranteed those customers fixed interest rates, usually 15%. The money the defendants raised was then used to purchase notes paying 15% to 19% fixed interest. The complaint alleges that as of November 16, 1992 more than 800 investors had purchased Telfran Ltd. notes and Telfran Ltd. had raised in excess of \$88 million through the sale of these unregistered notes. (SEC v. Telfran Associates Ltd., Telfran Associates Corp., Steven Mendelow and Edward Glantz, Civil Action No. 92-8564, SDNY] (LR-13463)

COMPLAINT NAMES LLOYD WILLIAM SAHLEY, CERAMICS TECHNOLOGY, INC., SUPERMATERIALS MANUFACTURING CO., SUPERMATERIALS RESEARCH AND DEVELOPMENT CO AND CERAMICS CORPORATION OF AMERICA

On December 9, the Commission filed a complaint against Lloyd William Sahley (Sahley), Ceramics Technology, Inc., Supermaterials Manufacturing Co., Supermaterials Research and Development Co. and Ceramics Corporation of America (collectively, defendants) in federal court in New York, seeking temporary, preliminary and permanent injunctive relief, an asset freeze, an accounting and other equitable relief.

The complaint alleges that the defendants violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 by distributing documents to the public which contain misstatements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

Among other things, the defendants have in the past and currently are misrepresenting that they owned a former plant and surrounding land in Ohio (GE property), when they merely hold a leasehold interest in the GE property and reporting the GE property as an asset on their financial statements. Also, the defendants have in the past and are currently misrepresenting other assets and omitting to disclose liabilities and are misrepresenting that Ceramics Technology is an active, operational business, which designs, manufactures and markets certain products, when, in fact, it is similar to a start-up company in a development stage. In addition, the defendants have in the past and are currently misrepresenting Sahley's professional background. At one point the defendants falsely claimed ownership of \$2.5 million of U.S. Government Securities. Finally, the defendants have failed to disclose Sahley's two prior SEC injunctions and Administrative bar and his several criminal convictions. [SEC v. Lloyd William Sahley, Ceramics Technology, Inc., Supermaterials Manufacturing Co., Supermaterials Research and Development Co. and Ceramics Corporation of America, 92 Civ. 8842, JSM, SDNY] (LR-13464)

CIVIL INJUNCTIVE ACTION FILED AGAINST JONATHAN SHEINBERG, RICHARD URSITTI, BARRYFOGEL,  
AND RICHARD SHEPHARD

On December 10, the Commission announced the filing of a civil injunctive action against Jonathan J. Sheinberg (Sheinberg), Richard G. Ursitti (Ursitti), Barry C. Fogel (Fogel) and Richard E. Shephard (Shephard), all from the Los Angeles area. The complaint alleges that each violated the antifraud provisions of the Securities Exchange Act of 1934 by engaging in a scheme to purchase securities of MCA Inc. (MCA) while in possession of material, non-public information concerning Matsushita Electrical Industrial Co., Ltd.'s acquisition of MCA. Sheinberg allegedly misappropriated this information from his father, MCA's president, by communicating that information to the other defendants, who are, respectively, his current father-in-law, a family friend, and his business manager, each of whom then purchased securities of MCA. The complaint seeks permanent injunctive relief, disgorgement of over \$417,000 in trading profits, pre-judgment interest and civil penalties.

Simultaneously with the filing of the complaint, Sheinberg, Ursitti, Fogel and Shephard consented, without admitting or denying the allegations in the complaint, to the entry of Final Judgments permanently enjoining each of them from violating the antifraud provisions of the federal securities laws. The complaint ordered Ursitti, Fogel and Shephard to disgorge their illicit trading profits, plus prejudgment interest, and to pay an ITSFEA penalty equal to their illicit profits. The complaint also ordered Sheinberg to pay an ITSFEA penalty in an amount equal to Ursitti's, Fogel's and Shephard's profits.

The disgorgement and prejudgment interest will be paid into court by the defendants and will be held for one year, for the benefit of those making valid claims. [SEC v. Jonathan J. Sheinberg, Richard G. Ursitti, Barry C. Fogel and Richard E. Shephard, Civ No. 92-7293, C.D. Cal., HLH, EEX] (LR-13465)

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**INVESTMENT COMPANY ACT RELEASES**

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CRESTFUNDS, INC., ET AL.

A notice has been issued giving interested persons until January 4, 1993 to request a hearing on an application filed by Crestfunds, Inc., et al. for an order under Section 6(c) of the Investment Company Act granting an exemption from Sections 18(f), 18(g), and 18(i) of the Act. The order would permit applicants to issue separate classes of shares representing interests in the same portfolio of securities. (Rel. IC-19149 - December 8)

THE FRANCE GROWTH FUND, INC.

An order has been issued under Section 10(f) of the Investment Company Act on an application by The France Growth Fund, Inc. for exemptive relief from Section 10(f) permitting the Fund to purchase securities in underwritten public offerings in the Republic of France in which Banque Indosuez, an affiliate of the Fund's investment adviser, participates as a principal underwriter. (Rel. IC-19151; International Series Rel. 507 - December 9)

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## HOLDING COMPANY ACT RELEASES

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### EUA COGENEX CORPORATION

An order has been issued authorizing a proposal by EUA Cogenex Corporation (Cogenex), a wholly-owned subsidiary of Eastern Utilities Associates, a registered holding company. Cogenex proposes to acquire all of the outstanding shares of common stock of New England Sun Control, Inc., a Rhode Island corporation, which is currently engaged in the business of among other things demand side management with respect to lighting and energy conservation, distribution and installation of energy efficient lighting products and manufacturing of light reflectors. (Rel. 35-25697)

### CSW CREDIT, INC., ET AL.

An order has been issued authorizing a proposal by CSW Credit, Inc. (Credit), a nonutility subsidiary company of Central and South West Corporation, a registered electric utility holding company. CSW Credit proposes to extend through December 31, 1993 its existing authorization to borrow funds and for CSW to make equity investments in CSW Credit to finance the factoring of receivables of associate and non-affiliated electric utility companies. (Rel. 35-25698; 70-7113 and 70-7218)

### ENTERGY CORPORATION

A supplemental order has been issued authorizing Entergy Corporation, a registered holding company, to extend its period of authorization, from December 31, 1992 to December 31, 1994, to acquire 9,589,418 shares of its common stock (Common Stock). In addition, Entergy proposes to acquire through December 31, 1994 up to an additional amount of 17,513,739 shares of Common Stock. (Rel. 35-25699)

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## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

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### UNLISTED TRADING PRIVILEGES GRANTED

Orders have been issued granting the applications of five exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Philadelphia Stock Exchange - 15 issues (Rel. 34-31574); Pacific Stock Exchange - 6 issues (Rel. 34-31575); Boston Stock Exchange - 2 issues (Rel. 34-31576); Cincinnati Stock Exchange - 48 issues (Rel. 34-31577); and Midwest Stock Exchange - 13 issues (Rel. 34-31578).

### UNLISTED TRADING PRIVILEGES SOUGHT

Notices have been issued giving interested persons until December 31 to comment on the applications of three exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Midwest Stock Exchange - 3 issues (Rel. 34-31580); Cincinnati Stock Exchange - 20 issues (Rel. 34-31581); and Philadelphia Stock Exchange - 9 issues (Rel. 34-31582).

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## SELF-REGULATORY ORGANIZATIONS

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### PROPOSED RULE CHANGE

The Options Clearing Corporation filed a proposed rule change (SR-OCC-92-34) that would permit OCC to operate a centralized facility for administering stock loan and borrow transactions between OCC clearing members and to allow certain of the stock loan and borrow positions resulting from such transactions to serve as hedges against stock option positions overlying the same stocks. Publication of the proposal is expected in the Federal Register during the week of December 7. (Rel. 34-31572)

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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-4 BB&T FINANCIAL CORP, 223 W WASH ST, WILSON, NC 27893 (919) 399-4291 - 2,116,646 (\$41,195,625) COMMON STOCK. (FILE 33-49215 - DEC. 04) (BR. 13)
- S-6 SEARS EQUITY INVESTMENT TRUST SELECTED OPPORTUNITY SER 15, TWO WORLD TRADE CENTER, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10048 (NUL) L - - INDEFINITE SHARES. (FILE 33-49217 - DEC. 04) (NEW ISSUE)
- N-1A TCW DW INCOME & GROWTH FUND, TWO WORLD TRADE CENTER, NEW YORK, NY 10048 (212) 392-1600 - INDEFINITE SHARES. UNDERWRITER: DEAN WITTER INTERCAPITAL INC. (FILE 33-55218 - DEC. 02) (BR. 16 - NEW ISSUE)
- S-1 ALTARA INTERNATIONAL INC, 3760 SOUTH HIGHLAND DR STE 300, SALT LAKE CITY, UT 84106 (801) 272-9283 - 48,000,000 (\$48,000) COMMON STOCK. (FILE 33-55254 - DEC. 02) (BR. 14)
- S-3 NORTHERN ILLINOIS GAS CO /IL/ /NEW/, 1844 FERRY RD, NAPERVILLE, IL 60563 (708) 983-8888 - 275,000,000 (\$275,000,000) MORTGAGE BONDS. (FILE 33-55256 - DEC. 03) (BR. 7)
- S-8 STERIS CORP, 9450 PINENEEDLE DR, MENTOR, OH 44060 (216) 354-2600 - 1,181,750 (\$18,612,562.50) COMMON STOCK. (FILE 33-55258 - DEC. 03) (BR. 8)
- S-1 LINCARE HOLDINGS INC, 19337 US 19 N STE 500, CLEARWATER, FL 34624 (813) 530-7700 - 1,725,000 (\$50,456,250) COMMON STOCK. (FILE 33-55260 - DEC. 03) (BR. 5)
- S-1 DR PEPPER SEVEN UP COMPANIES INC/DE/, 8144 WALNUT HILL LANE, DALLAS, TX 75231 (214) 360-7000 - 23,000,000 (\$322,000,000) COMMON STOCK. (FILE 33-55262 - DEC. 03) (BR. 11)
- S-1 CARE CONCEPTS INC, 3353 W OSBORN RD, PHOENIX, AZ 85017 (602) 274-1432 - 2,170,833 (\$6,950,000) COMMON STOCK. 57,500 (\$57.50) WARRANTS, OPTIONS OR RIGHTS. 57,500 (\$345,000) COMMON STOCK. UNDERWRITER: MCKEE WB SECURITIES INC. (FILE 33-55266 - DEC. 03) (BR. 11)

REGISTRATIONS CONTINUED

- S-1 CITIBANK MARYLAND NATIONAL ASSOCIATION, 7720 YORK RD, TOWSON, MD 21204  
(410) 337-2600 - 1,102,000,000 (\$1,102,000,000) EQUIPMENT TRUST CERTIFICATES.  
UNDERWRITER: BEAR STEARNS & CO INC, CITIBANK, FIRST BOSTON CORP, GOLDMAN SACHS & CO,  
KIDDER PEABODY & CO INC, LEHMAN BROTHERS, MERRILL LYNCH INTERNATIONAL LTD,  
MORGAN J P SECURITIES INC, MORGAN STANLEY & CO INC, NATIONS Banc CAPITAL MARKETS INC,  
PRUDENTIAL SECURITIES INC, SALOMON BROTHERS INC, SWISS BANK CORP, UBS CORP INC,  
UBS SECURITIES INC. (FILE 33-55268 - DEC. 03) (BR. 11)
- F-9 TRANSCANADA PIPELINES LTD, 111 FIFTH AVE SW, P O BOX 1000 STATION M,  
CALGARY ALBERTA CANADA T2P 4K5, AO (403) 267-6100 - 500,000,000 (\$500,000,000)  
FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-55292 - DEC. 03) (BR. 8)
- S-8 NOEL GROUP INC, 667 MADISON AVE, NEW YORK, NY 10021 (212) 371-1400 - 2,000,000  
(\$13,750,000) COMMON STOCK. (FILE 33-55296 - DEC. 03) (BR. 12)
- S-8 SYMANTEC CORP, 10201 TORRE AVE, CUPERTINO, CA 95014 (408) 253-9600 - 507 (\$25.35)  
COMMON STOCK. (FILE 33-55300 - DEC. 03) (BR. 10)
- S-8 REPUBLIC BANCORP INC, 1070 EAST MAIN ST, OWOSSO, MI 48867 (517) 725-7337 -  
1,500,000 (\$13,687,500) COMMON STOCK. (FILE 33-55304 - DEC. 03) (BR. 2)
- S-8 SA HOLDINGS INC, 1912 AVE K STE 100, PLANO, TX 75074 (214) 516-0662 - 700,000  
(\$459,375) COMMON STOCK. (FILE 33-55308 - DEC. 03) (BR. 6)
- S-8 CYANOTECH CORP, PO BOX 4384 KEAHOLE POINT, KAILUA KONA, HI 96745 (808) 326-1353 -  
200,000 (\$400,000) COMMON STOCK. (FILE 33-55310 - DEC. 03) (BR. 4)
- S-8 BOK FINANCIAL CORP, BANK OF OKLAHOMA TOWER, PO BOX 2300, TULSA, OK 74192  
(918) 584-1471 - 250,000 (\$3,750,000) COMMON STOCK. (FILE 33-55312 - DEC. 03) (BR. 2)
- S-4 COMMUNITY BANKSHARES INC /SC/, 1820 COLUMBIA RD, ORANGEBURG, SC 29115 (803) 533-3400  
- 425,019 (\$5,308,487) COMMON STOCK. (FILE 33-55314 - DEC. 03) (BR. 2 - NEW ISSUE)
- S-3 CAMBRIDGE BIOTECH CORP, 365 PLANTATION ST, BIOTECHNOLOGY RESEARCH PARK, WORCESTER,  
MA 01605 (508) 797-5777 - \$100,000,000 STRAIGHT BONDS. (FILE 33-55316 - DEC. 03)  
(BR. 4)
- S-8 AMP INC, 470 FRIENDSHIP RD, HARRISBURGH, PA 17111 (717) 780-4378 - 1,500,000  
(\$86,906,250) COMMON STOCK. (FILE 33-55318 - DEC. 03) (BR. 3)
- S-1 CATHERINES STORES CORP, 1878 E BROOKS RD, MEMPHIS, TN 38116 (901) 398-9500 -  
697,000 (\$14,114,250) COMMON STOCK. (FILE 33-55320 - DEC. 03) (BR. 1)
- S-3 HEI INC, 1495 STEIGER LAKE LN, PO BOX 5000, VICTORIA, MN 55386 (612) 443-2500 -  
103,275 (\$490,556.25) COMMON STOCK. (FILE 33-55322 - DEC. 03) (BR. 3)
- S-8 CHEMTRAK INC/DE, 929 E ARQUES AVE, SUNNYVALE, CA 94086 (408) 773-8156 - 50,000  
(\$556,250) COMMON STOCK. (FILE 33-55324 - DEC. 03) (BR. 4)
- S-8 CHEMTRAK INC/DE, 929 E ARQUES AVE, SUNNYVALE, CA 94086 (408) 773-8156 - 300,000  
(\$3,337,500) COMMON STOCK. (FILE 33-55326 - DEC. 03) (BR. 4)
- S-8 SPORTMART INC, 7233 W DEMPSTER ST, NILES, IL 60714 (708) 966-1700 - 200,000  
(\$3,325,000) COMMON STOCK. (FILE 33-55328 - DEC. 03) (BR. 1)
- S-8 SPORTMART INC, 7233 W DEMPSTER ST, NILES, IL 60714 (708) 966-1700 - 150,000  
(\$2,493,750) COMMON STOCK. (FILE 33-55330 - DEC. 03) (BR. 1)
- S-8 SPORTMART INC, 7233 W DEMPSTER ST, NILES, IL 60714 (708) 966-1700 - 625,000  
(\$10,390,625) COMMON STOCK. (FILE 33-55332 - DEC. 03) (BR. 1)

REGISTRATIONS CONTINUED

- S-4 SUNTRUST BANKS INC, 25 PARK PL NE, ATLANTA, GA 30303 (404) 588-7711 - 1,272,986 (\$36,954,783) COMMON STOCK. (FILE 33-55334 - DEC. 04) (BR. 1)
- S-8 HENRY JACK & ASSOCIATES INC, WEST HWY 60, P O BOX 807, MONETT, MO 65708 (417) 235-6652 - 60,000 (\$922,500) COMMON STOCK. (FILE 33-55354 - DEC. 04) (BR. 10)
- S-8 HENRY JACK & ASSOCIATES INC, WEST HWY 60, P O BOX 807, MONETT, MO 65708 (417) 235-6652 - 1,050,000 (\$16,143,750) COMMON STOCK. (FILE 33-55358 - DEC. 04) (BR. 10)
- S-3 LIPOSOME CO INC, ONE RESEARCH WAY, PRINCETON FORRESTAL CTR, PRINCETON, NJ 08540 (609) 452-7060 - 2,760,000 (\$69,000,000) PREFERRED STOCK. 69,000,000 STRAIGHT BONDS. (FILE 33-55376 - DEC. 03) (BR. 4)
- S-4 DIXIE YARNS INC, 1100 S WATKINS ST, CHATTANOOGA, TN 37404 (615) 698-2501 - 2,561,311 (\$31,976,879) COMMON STOCK. (FILE 33-55382 - DEC. 03) (BR. 8)
- S-8 NATIONAL GAS & OIL CO, 1500 GRANVILLE RD, P O DRAWER AF, NEWARK, OH 43055 (614) 344-2102 - 30,000 (\$390,000) COMMON STOCK. (FILE 33-55388 - DEC. 04) (BR. 7)
- S-8 NATIONAL GAS & OIL CO, 1500 GRANVILLE RD, P O DRAWER AF, NEWARK, OH 43055 (614) 344-2102 - 100,000 (\$1,300,000) COMMON STOCK. (FILE 33-55390 - DEC. 04) (BR. 7)
- S-3 GRACE W R & CO /NY/, ONE TOWN CENTER RD, BOCA RATON, FL 33486 (407) 362-2000 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 33-55392 - DEC. 04) (BR. 1)
- S-3 UNITED MISSOURI BANCSHARES INC, 1010 GRAND AVE, KANSAS CITY, MO 64106 (816) 860-7000 - 50,000,000 (\$50,000,000) STRAIGHT BONDS. (FILE 33-55394 - DEC. 04) (BR. 2)
- S-3 BOISE CASCADE CORP, ONE JEFFERSON SQ, P.O.BOX 50, BOISE, ID 83702 (208) 384-6161 - 1,500,000 (\$150,000,000) PREFERRED STOCK. (FILE 33-55396 - DEC. 04) (BR. 8)
- S-3 MORRISON KNUDSEN CORP, ONE MORRISON KNUDSEN PLAZA, 720 PARK BLVD, BOISE, ID 83729 (208) 386-8000 - 800,000 (\$17,500,000) COMMON STOCK. (FILE 33-55402 - DEC. 04) (BR. 9)
- S-8 PHYSICIANS CLINICAL LABORATORY INC, 3301 C ST STE 100E, SACRAMENTO, CA 95816 (916) 444-3500 - 590,649 (\$6,573,923.37) COMMON STOCK. (FILE 33-55404 - DEC. 04) (BR. 5)
- S-8 LINCOLN ELECTRIC CO, 22801 ST CLAIR AVE, CLEVELAND, OH 44117 (216) 481-8100 - 50,000 (\$12,375,000) COMMON STOCK. (FILE 33-55406 - DEC. 04) (BR. 1)
- S-3 TEXAS UTILITIES CO, 2001 BRYAN TWR STE 1350, DALLAS, TX 75201 (214) 812-4600 - 7,000,000 (\$291,375,000) COMMON STOCK. (FILE 33-55408 - DEC. 04) (BR. 8)
- S-8 ALLIED SIGNAL INC, 101 COLUMBIA RD, PO BOX 4000, MORRISTOWN, NJ 07962 (201) 455-2000 - 8,000,000 (\$328,074,761.10) COMMON STOCK. (FILE 33-55410 - DEC. 04) (BR. 12)
- S-8 FEDERAL BUSINESS DEVELOPMENT BANK, 800 VICTORIA SQ, MONTREAL CANADA H4Z 1L4, A8 - 200,000,000 (\$200,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-55412 - DEC. 04) (BR. 9)
- F-3 COLES MYER LTD, 800 TOORAK RD, TOORONGA, VICTORIA 3146 AUSTRALIA, C3 (613) 829-1111 - 500,000,000 (\$500,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-55414 - DEC. 04) (BR. 1)
- S-4 MCCAW CELLULAR COMMUNICATIONS INC, 5400 CARILLON POINT, KIRKLAND, WA 98033 (206) 827-4500 - 2,000,000 (\$3,108,000) COMMON STOCK. (FILE 33-55416 - DEC. 04) (BR. 7)



## REGISTRATIONS EFFECTIVE:

<u>NAME OF ISSUER</u>	<u>FILE NO.</u>	<u>DISPOSITION DATE</u>
ALLIED SIGNAL INC	33-55410	12/04/92
AMERICAN EXPRESS CO	33-55344	12/04/92
AMERICAN HOME PRODUCTS CORP	33-55456	12/07/92
AMP INC	33-55318	12/03/92
BOK FINANCIAL CORP	33-55312	12/03/92
CAROLINA POWER & LIGHT CO	33-55060	12/07/92
CELLULAR COMMUNICATIONS INC /DE	33-55444	12/07/92
CELLULAR COMMUNICATIONS INTERNATIONAL IN	33-55440	12/07/92
CENTRAL MAINE POWER CO	33-55016	12/07/92
CHART INDUSTRIES INC	33-52754	12/03/92
CHEMTRAK INC/DE	33-55324	12/03/92
CHEMTRAK INC/DE	33-55326	12/03/92
CINCINNATI BELL INC /OH/	33-54750	12/07/92
COEUR D ALENE MINES CORP	33-52966	12/04/92
COMMAND CREDIT CORP	33-55434	12/07/92
CST ENTERTAINMENT IMAGING INC	33-55366	12/04/92
CYANOTECH CORP	33-55310	12/03/92
DIEBOLD INC	33-55452	12/07/92
EARLY BANCSHARES INC	33-54628	12/06/92
ENRON CORP	33-54132	12/04/92
ESSEX COUNTY GAS COMPANY	33-54498	12/07/92
FILENES BASEMENT CORP	33-55468	12/07/92
FOURTH FINANCIAL CORP	33-55364	12/04/92
HENRY JACK & ASSOCIATES INC	33-55354	12/04/92
HENRY JACK & ASSOCIATES INC	33-55358	12/04/92
INVESTORS SAVINGS CORP	33-54646	12/04/92
ISP CHEMICALS INC	33-52912	12/04/92
ITHACA INDUSTRIES INC	33-52852	12/03/92
KLA INSTRUMENTS CORP	33-55362	12/04/92
LINCOLN ELECTRIC CO	33-55406	12/04/92
MANPOWER INC /WI/	33-55264	12/03/92
MEDA INC	33-50580	12/04/92
MILES HOMES INC	33-50696	12/03/92
MOTOROLA INC	33-55080	12/07/92
MRV COMMUNICATIONS INC	33-48003	12/07/92
NATIONAL GAS & OIL CO	33-55388	12/04/92
NATIONAL GAS & OIL CO	33-55390	12/04/92
NETFRAME SYSTEMS INC	33-54806	12/03/92
NICHOLS RESEARCH CORP /AL/	33-55454	12/07/92
NOEL GROUP INC	33-55296	12/03/92
NORTHWEST NATURAL GAS CO	33-52968	12/07/92
NORWEST CORP	33-53112	12/03/92
OCOM CORPORATION	33-55446	12/07/92
OCOM CORPORATION	33-55448	12/07/92
OFFICE DEPOT INC	33-54574	12/04/92

REGISTRATIONS EFFECTIVE CONT.

<u>NAME OF ISSUER</u>	<u>FILE NO.</u>	<u>DISPOSITION DATE</u>
PENNSYLVANIA GAS & WATER CO	33-54278	12/04/92
PEOPLES HERITAGE FINANCIAL GROUP INC	33-53236	12/03/92
PHYSICIANS CLINICAL LABORATORY INC	33-55404	12/04/92
PUBLIC SERVICE CO OF COLORADO	33-55432	12/07/92
QUORUM HEALTH GROUP INC	33-52910	12/07/92
REPUBLIC BANCORP INC	33-55304	12/03/92
REPUBLIC BANCORP INC	33-55336	12/04/92
SA HOLDINGS INC	33-55308	12/03/92
SALOMON INC	33-55250	12/03/92
SCIMED LIFE SYSTEMS INC /MN	33-55352	12/04/92
SPORTMART INC	33-55328	12/03/92
SPORTMART INC	33-55330	12/03/92
SPORTMART INC	33-55332	12/03/92
STERIS CORP	33-55258	12/03/92
SYMANTEC CORP	33-55300	12/03/92
SYNTHETIC INDUSTRIES INC	33-51206	12/04/92
TEXAS UTILITIES CO	33-55408	12/04/92
UNITEL VIDEO INC/DE	33-55338	12/04/92
VALUE CITY DEPARTMENT STORES INC /OH	33-55348	12/04/92
VALUE CITY DEPARTMENT STORES INC /OH	33-55350	12/04/92
VARIETY CORP	33-53782	12/04/92

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**ACQUISITION 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.

<u>NAME AND CLASS OF STOCK/OWNER</u>	<u>FORM</u>	<u>EVENT DATE</u>	<u>SHRS(000)/% OWNED</u>	<u>CUSIP/ PRIOR%</u>	<u>FILING STATUS</u>
HASBRO INC	COM		12,058	41805610	
WARNER COMMUNICATIONS ET AL	13D	12/ 7/92	13.9	13.9	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
HAUSER CHEM RESH INC INTL NETWORK FD LP ET AL	COM NEW 13D	10/16/92	824 8.5	41914130 26.9	UPDATE
WOMESTAKE ROYALTY CORP HOME STAKE OIL GAS CO	COM 14D-1	12/ 8/92	7 10.0	43750088 0.0	NEW
WOME STAKE OIL GAS CO HOME STAKE ROYALTY CORP	COM 14D-1	12/ 8/92	19 21.6	43750099 0.0	NEW
MORSHAM CORP NOVELLY P A ET AL	SUB VTG 13D	10/ 2/92	3,144 3.5	44090710 0.0	NEW
IDB COMMUNICATIONS GROUP INC TELEGLOBE INTL	COM 13D	11/19/92	602 5.6	44935510 0.0	RVISION
INVITRO INTL MAX NEGRI TRUST	COM 13D	11/18/92	242 3.3	46185310 0.0	NEW
LANDMARK GRAPHICS CORP CENTENNIAL ASSOC	COM 13D	12/ 3/92	521 5.0	51491310 0.0	NEW
MCDANIEL AUSTIN CORP PAUL BRUCE	COM 13D	11/30/92	118 7.6	58003010 1.5	UPDATE
NATIONWIDE CELLULAR SVC INC ADELSON MERV	COM 13D	11/11/92	1,626 22.6	63859510 30.6	UPDATE
OAK INDS INC INVESCO MIM INC ET AL	COM 13D	11/30/92	18,708 22.7	67140010 22.7	UPDATE
PACKAGE MACHY CO MACADO PARTNERS	COM 13D	11/13/92	77 6.8	69512210 6.3	UPDATE
PARTNERS OIL CO PANELLA EUGENE J	CL A 13D	12/ 4/92	192 8.7	70212520 7.5	UPDATE
PITTSTON CO CHASE MANHATTAN BANK NA	COM 13D	12/ 7/92	4,000 10.8	72570110 0.0	NEW
ROADWAY SVCS INC CHENOWETH RICHARD ETAL TRSTEEES	COM 13D	11/ 1/92	7,150 18.2	76974810 22.2	UPDATE
ST GEORGE METALS INC POLLARD FRED G	COM 13D	11/ 4/92	2,330 14.5	78955410 9.0	UPDATE
SNYDER OIL CORP SNYDER JOHN C	COM 13D	11/19/92	2,307 10.2	83348210 11.8	UPDATE
SOLAR FINL SVCS INC VANDER CORP	COM NEW 13D	11/26/92	330 8.6	83499820 0.0	NEW
SOUTHLAND CORP IYG HOLDING CO ET AL	COM NEW 13D	12/ 7/92	263,556 64.3	84443640 64.3	UPDATE
STERLING SOFTWARE INC LORNE HOUSE TR LTD	COM 13D	12/ 7/92	1,452 14.5	85954710 16.8	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ OWNED	CUSIP/ PRIOR%	FILING STATUS
U S ALCOHOL TESTING AMER INC COM BROOKS JEFFREY	13D	12/ 7/92	928 9.2	91199510 0.0	NEW
U S ALCOHOL TESTING AMER INC COM NADELMAN GARY	13D	12/ 7/92	550 5.5	91199510 0.0	NEW
WESTPORT BANCORP INC AUSTIN JOSIAH T ET AL	COM 13D	10/ 1/92	1,260 39.7	96124310 37.3	UPDATE
WESTPORT BANCORP INC ROBOW DAVID A ET AL	COM 13D	11/30/92	1,333 41.2	96124310 6.9	UPDATE
AUTOTOTE CORP WEIL A LORNE	CL A 13D	11/20/92	606 11.6	05332310 10.2	RVISION
BSN CORP BLUMENFELD MICHAEL J ET AL	COM 13D	12/ 4/92	457 12.3	05571630 15.6	UPDATE
CUSTOMEDIX CORP COHEN GORDON S	COM NEW 13D	12/ 5/92	1,301 35.1	23203820 33.0	UPDATE
ENVIRONMENTAL DIAGNOSTICS IN COM PAR \$0.15 LINDLEY W CLARKE	COM 13D	EC 12/ 4/92	296 8.6	29390740 8.8	UPDATE
ENVIRONMENTAL DIAGNOSTICS IN COM PAR \$0.15 LINDLEY W CLARKE	COM 13D	EC 12/ 4/92	296 8.6	29390740 8.8	RVISION
HELEN OF TROY CORP RUBIN GERALD J	COM 13D	11/11/92	1,096 16.1	42308810 12.3	UPDATE
MAGELLAN TECH INC BALLARD INVT COMPANY	COM 13D	11/30/92	4,886 9.9	55909210 0.0	NEW
MAGELLAN TECH INC FRESH WILLIAM A	COM 13D	11/30/92	5,008 10.2	55909210 7.6	UPDATE
NOWSCO WELL SVC LTD HAMBLIN WATSA INVMT COUNSEL	COM 13D	12/ 1/92	2,128 13.2	67012210 11.6	UPDATE
PARLUX FRAGRANCES INC LEKACH ILIA ET AL	COM 13D	11/17/92	972 40.5	70164510 36.4	UPDATE
PROVIDENT BANCORP INC LINDNER KEITH E	COM PAR \$6 13D	12/ 1/92	509 5.1	74383420 5.1	UPDATE
RIDDELL SPORTS INC BSN CORP ET AL	COM 13D	12/ 1/92	1,364 17.6	76567010 19.4	UPDATE
SPECTRAN CORP ALLEN & CO INC ET AL	COM 13D	12/ 7/92	653 11.9	84759810 13.1	UPDATE
VICON INDS INC KATZ MICHAEL DAVID ET AL	COM 13D	11/30/92	219 7.9	92581110 6.7	UPDATE