

# sec news digest

Issue 94-78

April 26, 1994

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## COMMISSION ANNOUNCEMENTS

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### DAY OF MOURNING

President Clinton has declared Wednesday, April 27, 1994, as a Day of Mourning for former President Richard M. Nixon, who died Friday evening. Executive Order 12910 provides that all Federal Government Offices, including the SEC, shall be closed. The Executive Order, however, indicates that offices essential for the public business are excepted from the order. Accordingly, the Commission will accept filings and the public reference room in Washington, D.C., will be open. The SEC's International Institute activities will proceed as scheduled. (Press Rel. 94-33)

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## ENFORCEMENT PROCEEDINGS

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### IN THE MATTER OF JOEL ZBAR

The Commission announced the settlement of an administrative cease-and-desist proceeding against Joel Zbar, the chief financial officer of Del-Val Financial Corp. (Del-Val). The proceeding, instituted on November 16, 1993 pursuant to Section 21C of the Exchange Act, was based on allegations that Zbar violated or caused violations of Sections 10(b) and 13(a) of the Exchange Act and Rules 10b-5, 12b-20, 13a-1 and 13a-13 thereunder. The order instituting the proceeding alleged that Zbar had been aware of Del-Val's serious liquidity problems from October 1989 through October 1990 and caused Del-Val to make false and misleading statements concerning its liquidity in its filings with the Commission. (Rel. 34-33916)

**COMMISSION SUSTAINS NASD ACTION AGAINST KENNETH LUCAS AND JEFFREY MODESITT AND REMANDS DISGORGEMENT ORDER**

The Commission has sustained NASD disciplinary action taken against Kenneth L. Lucas and Jeffrey E. Modesitt, formerly president and chairman, respectively, of MLB Investments, Ltd., a former member of the NASD. The NASD censured Lucas and Modesitt, fined them \$15,000, jointly and severally, suspended each for one month from association in a principal capacity with any NASD member and ordered them to disgorge \$100,048.74, jointly and severally, with other respondents.

The Commission found that Lucas and Modesitt failed reasonably to supervise certain MLB employees who charged customers unfair, fraudulent markups in the sale of securities. The Commission stated that the NASD is empowered to order disgorgement in appropriate situations. The Commission, however, remanded the disgorgement order to the NASD for further findings, noting that the record did not reflect to what extent Lucas and Modesitt had been unjustly enriched. (Rel. 34-33922)

**NASD DISCIPLINARY ACTION AGAINST SHERMAN, FITZPATRICK & CO., INC., JACK WEINBERG AND SHELDON PRAGER SUSTAINED**

The Commission has sustained NASD disciplinary action against Sherman Fitzpatrick & Co., Inc., of Mineola, New York, a former NASD member firm, and Jack Weinberg and Sheldon Paul Prager, who were officers of the firm. The Commission found, as had the NASD, that applicants failed to comply with net capital requirements, charged customers unfair prices in the sale of securities, and violated the NASD's free-riding and withholding requirements. Applicants were each censured, and fined \$15,000, jointly and severally, by the NASD.

The Commission found that the computation of credits under the Reserve Requirement Formula requires the inclusion of customer securities that the firm had prepaid but failed to receive (prepaid fails to receive) unless the securities are the subject of an accommodation transfer arrangement that has been approved by the Commission. However, the Commission set aside the NASD's findings of violation because a prior Commission decision may have conveyed the impression that prepaid fails to receive were excludable from such computations. The Commission overruled the prior decision.

Finally, the Commission set aside the NASD's findings that applicants violated Section 5 of the Securities Act in the sale of unregistered securities. (Rel. 34-33923)

## **NYSE DISCIPLINARY ACTION AGAINST VANDEN JOSEPH CATLI SUSTAINED**

The Commission has sustained NYSE disciplinary action against Vanden Joseph Catli of Allendale, New Jersey, who was employed by NYSE members. The NYSE censured Catli, and permanently barred him from membership, allied membership, and approved person status, and from employment or association in any capacity with any member or member organization.

The Commission found, as had the NYSE, that Catli misappropriated customer funds, engaged in unauthorized trading in customer accounts, effected unsuitable transactions for customers, made misstatements to customers, improperly advised customers to ignore margin calls, and opened an account for a customer without his prior authorization. The Commission further found, as had the NYSE, that Catli failed to supply correct information on new account forms, caused his employer to carry an account in the name of a person other than the customer, engaged in outside business activities without his employer's written consent, made misrepresentations to the NYSE and failed to furnish it with requested information. (Rel. 34-33929)

## **CIVIL ACTION AGAINST SHERI COHEN AND JOSEPH PERGOLA**

The Commission today announced that Sheri Cohen has consented, without admitting or denying the allegations in the complaint filed previously by the Commission, to entry of a final judgment permanently restraining and enjoining her from violating Section 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 final judgment requires Cohen to disgorge \$513,185.69, including prejudgment interest, but waives such payment based upon Cohen's demonstrated inability to pay, and notes the appropriateness of a civil penalty but orders that no penalty be imposed based on Cohen's demonstrated inability to pay.

The Commission's complaint, filed on September 14, 1993, alleged that from August 1990 until February 1992, Cohen and her top salesman, operating as Distribution International, Inc. (DII), engaged in fraud in the purchase and sale of securities by soliciting investments in credit card-operated fax machines, to be installed, operated, maintained and promoted by DII. The complaint alleges that Cohen made material misrepresentations regarding, among other things, the revenues to be derived from operation of the fax machines. [SEC v. Sheri Joy Cohen and Joseph R. Pergola, Civil Action No. 93-4393]. (LR-14060)

## **CIVIL ACTION AGAINST CHARLES KEATING, JR., ET AL.**

Charles Keating, Jr. has consented to be enjoined from violating, directly or indirectly, Section 17(a) of the Securities Act of 1933, Sections 10(b), 13(a), 13(b)(2)(A), 14(a), and 15(a) of the Securities Exchange Act of 1934, and Rules 10b-5, 12b-20, 13a-1, 13a-13, 13b2-2, and 14a-9 thereunder, and to be permanently prohibited from acting as

an officer or director of any company whose securities are registered with the Commission or which is required to file reports with the Commission, in an action relating to the operations of American Continental Corporation and its subsidiary, Lincoln Savings and Loan Association. The complaint alleged that Keating violated these provisions in connection with the promulgation of false and misleading financial statements and disclosures; fraudulent practices and unregistered broker-dealer operations in connection with the sale of ACC debentures; a fraudulent press release relating to the sale of Lincoln; and insider trading based upon sales of securities of ACC while in possession of material, nonpublic information regarding ACC's true financial condition.

In light of Keating's demonstrated lack of assets and the existence of more than \$2 billion in judgments against him, the Commission determined not to seek imposition of disgorgement or a civil penalty based on the insider trading allegation in the complaint. [SEC v. Charles Keating, Jr., et al., Civ. Action No. 91-6785, SVW, Bx, CD Cal.] (LR-14061)

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#### INVESTMENT COMPANY ACT RELEASES

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##### DREYFUS ADJUSTABLE RATE SECURITIES FUND, INC.

A notice has been issued giving interested persons until May 16 to request a hearing on an application filed by Dreyfus Adjustable Rate Securities Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20240 - April 21)

##### DREYFUS INVESTORS APPRECIATION FUND, INC.

A notice has been issued giving interested persons until May 16 to request a hearing on an application filed by Dreyfus Investors Appreciation Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20241 - April 21)

##### DREYFUS M&G INTERNATIONAL EQUITY TRUST

A notice has been issued giving interested persons until May 16 to request a hearing on an application filed by Dreyfus M&G International Equity Trust for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20242 - April 21)

#### **DREYFUS MASTER APPRECIATION PORTFOLIO**

A notice has been issued giving interested persons until May 16 to request a hearing on an application filed by Dreyfus Master Appreciation Portfolio for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20243 - April 21)

#### **DREYFUS OVERSEAS EQUITY RETIREMENT FUND, INC.**

A notice has been issued giving interested persons until May 16 to request a hearing on an application filed by Dreyfus Overseas Equity Retirement Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20244 - April 21)

#### **DREYFUS SHORT-TERM FUND, INC.**

A notice has been issued giving interested persons until May 16 to request a hearing on an application filed by Dreyfus Short-Term Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20245 - April 21)

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#### **HOLDING COMPANY ACT RELEASES**

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#### **METROPOLITAN EDISON COMPANY**

A notice has been issued giving interested persons until May 16 to request a hearing on a proposal by Metropolitan Edison Company, to organize and acquire one or more special purpose finance subsidiary companies or a limited partnership which will issue and sell, through June 30, 1996, up to \$125 million of Monthly Income Preferred Stock. (Rel. 35-26034)

#### **PENNSYLVANIA ELECTRIC COMPANY**

A notice has been issued giving interested persons until May 16 to request a hearing on a proposal by Pennsylvania Electric Company, to organize and acquire one or more special purpose finance subsidiary companies or a limited partnership which will issue and sell, through June 30, 1996, up to \$125 million of Monthly Income Preferred Stock. (Rel. 35-26034)

## ARKANSAS POWER & LIGHT COMPANY

A notice has been issued giving interested persons until May 16 to request a hearing on a proposal by Arkansas Power & Light Company (AP&L), an electric utility subsidiary company of Entergy Corporation, a registered holding company. AP&L proposes to enter into arrangements for the issuance and sale, through December 31, 1996, by one or more governmental authorities, of tax-exempt bonds (Tax-Exempt Bonds) in an aggregate principal amount not to exceed \$200 million. In order to obtain a more favorable rating on the Tax-Exempt Bonds, AP&L may arrange for one or more irrevocable letter(s) of credit for an aggregate amount up to \$226 million from a bank (Bank). In order to induce the Bank to issue such letter of credit, AP&L would enter into a Letter of Credit and Reimbursement Agreement with the Bank pursuant to which AP&L would agree to reimburse the Bank for all amounts drawn under such letter of credit within a specified period after the date of the draw and with interest thereon. AP&L may also provide an insurance policy for the payment of the principal of and/or interest and/or premium on the Tax-Exempt Bonds, and/or pledge first mortgage bonds as security for holders of Tax-Exempt Bonds and/or the Bank. (Rel. 35-26034)

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## SELF REGULATORY ORGANIZATIONS

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## UNLISTED TRADING PRIVILEGES SOUGHT

Notices have been issued giving interested persons until May 11 to comment on the applications of five exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange. The exchanges and number of issues are: Cincinnati Stock Exchange - 3 issues (Rel. 34-33941); Chicago Stock Exchange - 10 issues (Rel. 34-33942); Philadelphia Stock Exchange - 14 issues (Rel. 34-33943); Boston Stock Exchange - 3 issues (Rel. 34-33944); and Pacific Stock Exchange - 9 issues (Rel. 34-33945).

## IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change (SR-PHLX-94-19) filed by the Philadelphia Stock Exchange to adopt a monthly credit of 50 percent on the fees charged for each stock execution machine operated by a member per each 2,500 trades executed by a member on the PHLX has become effective upon filing. (Rel. 34-33954)

## PROPOSED RULE CHANGES

The Pacific Stock Exchange filed a proposed rule change (SR-PSE-93-31) and Amendment No. 1 to the proposed rule change to amend its Minor Rule Plan by adding certain violations to the list of those subject to expedited disciplinary procedures. Publication of the notice is expected in the Federal Register during the week of April 25. (Rel. 34-33956)

The Philadelphia Stock Exchange filed a proposed rule change (SR-PHLX-94-11) relating to adoption of a customized strike facility for foreign currency options. Publication of the notice is expected in the Federal Register during the week of April 25. (Rel. 34-33959; International Series Rel. 660)

## APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the American Stock Exchange to amend Rule 170 to establish a one-year pilot program for specialists' liquidating transactions. (Rel. 34-33957)

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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-8 CHAMBERS DEVELOPMENT CO INC, 10700 FRANKSTOWN RD, PITTSBURGH, PA 15235  
(412) 242-6237 - 2,500,000 (\$8,906,250) COMMON STOCK. (FILE 33-53175 -  
APR. 19) (BR. 8)

S-2 COLLINS & AIKMAN HOLDINGS CORP/DE,  
8320 UNIVERSITY EXECUTIVE PARK, SUITE 102, P O BOX 4056, CHARLOTTE, NC 28262  
(704) 548-2350 - 23,000,000 (\$414,000,000) COMMON STOCK. (FILE 33-53179 -  
APR. 19) (BR. 10)

SB-2 CAPTEC FRANCHISE CAPITAL PARTNERS LP III, 24 FRANK LLOYD WRIGHT DR,  
PO BOX 544, ANN ARBOR, MI 48106 (800) 522-7832 - 20,000 (\$20,000,000)  
LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-77510-C - APR. 07) (BR. 5  
- NEW ISSUE)

S-1 FAMILY BARGAIN CORP, 315 EAST 62ND ST, NEW YORK, NY 10021 (212) 980-9670  
- 1,626,035 (\$7,463,500.65) COMMON STOCK. (FILE 33-77760 - APR. 14)  
(BR. 3)

REGISTRATIONS CONT.

- S-4 MARINER HEALTH GROUP INC, 47 WATER ST, MYSTIC, CT 06355 (203) 572-7744 - 5,483,871 (\$24,618,000) COMMON STOCK. (FILE 33-77762 - APR. 14) (BR. 6)
- S-3 STRATUS COMPUTER INC, 55 FAIRBANKS BLVD, MARLBOROUGH, MA 01752 (508) 460-2000 - 410,607 (\$10,495,114.92) COMMON STOCK. (FILE 33-77764 - APR. 15) (BR. 9)
- S-8 ROME FURNITURE CORP, 239 ROMAN ST, SALEM, VA 24153 (703) 389-8671 - 200,000 (\$2,138,000) COMMON STOCK. (FILE 33-77766 - APR. 15) (BR. 6)
- S-8 ROME FURNITURE CORP, 239 ROMAN ST, SALEM, VA 24153 (703) 389-8671 - 200,000 (\$2,138,000) COMMON STOCK. (FILE 33-77768 - APR. 15) (BR. 6)
- S-8 ROPER INDUSTRIES INC /DE/, 160 BEN BURTON ROAD, P O BOX 269, BOGART, GA 30622 (706) 369-7170 - 150,000 (\$4,065,000) COMMON STOCK. (FILE 33-77770 - APR. 14) (BR. 9)
- S-8 E Z SERVE CORPORATION, 2550 N LOOP W STE 600, HOUSTON, TX 77092 (713) 684-4300 - 600,000 (\$852,000) COMMON STOCK. (FILE 33-77772 - APR. 15) (BR. 1)
- S-3 ALL AMERICAN COMMUNICATIONS INC, 2114 PICO BLVD, SANTA MONICA, CA 90405 (310) 450-3193 - 2,319,643 (\$21,456,697.75) COMMON STOCK. (FILE 33-77782 - APR. 15) (BR. 11)
- S-1 NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/, 2201 COOPERATIVE WAY, HERNDON, VA 22071 (703) 709-6700 - 72,250,000 (\$72,250,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-77784 - APR. 15) (BR. 11)
- S-1 SUNGLASS HUT INTERNATIONAL INC, 255 ALHAMBRA CIRCLE, CORAL GABLES, FL 33134 (305) 461-6100 - 75,000 (\$2,662,500) COMMON STOCK. (FILE 33-77792 - APR. 15) (BR. 1)
- S-8 NOVACARE INC, 1016 W NINTH AVE, P O BOX 928, KING OF PRUSSIA, PA 19046 (215) 992-7200 - 111,968 (\$1,917,452) COMMON STOCK. (FILE 33-77796 - APR. 15) (BR. 6)
- N-1A AMERICAN CAPITAL REAL ESTATE SECURITIES FUND INC, 2800 POST OAK BLVD, HOUSTON, TX 77056 (713) 993-0500 - INDEFINITE SHARES. (FILE 33-77800 - APR. 15) (BR. 17 - NEW ISSUE)
- S-1 ANTEC CORP, 2850 W GOLF RD, ROLLING MEADOWS, IL 60008 (708) 439-4444 - 4,000,000 (\$83,500,000) COMMON STOCK. (FILE 33-77806 - APR. 18) (BR. 8)
- S-8 IRVINE APARTMENT COMMUNITIES INC, 550 NEWPORT CENTER DR, NEWPORT BEACH, CA 92658 (714) 720-2000 - 100,000 (\$1,975,000) COMMON STOCK. (FILE 33-77808 - APR. 18) (BR. 5)
- S-8 IRVINE APARTMENT COMMUNITIES INC, 550 NEWPORT CENTER DR, NEWPORT BEACH, CA 92658 (714) 720-2000 - 1,000,000 (\$19,750,000) COMMON STOCK. (FILE 33-77810 - APR. 18) (BR. 5)

REGISTRATIONS CONT.

- S-3 NORTHERN ILLINOIS GAS CO /IL/ /NEW/, 1844 FERRY RD, NAPERVILLE, IL 60563  
(708) 983-8888 - 225,000,000 (\$225,000,000) MORTGAGE BONDS. (FILE  
33-77812 - APR. 18) (BR. 7)
- S-8 BUSH INDUSTRIES INC, ONE MASON DR, P O BOX 460, JAMESTOWN, NY 14702  
(716) 665-2000 - 57,000 (\$1,403,625) COMMON STOCK. (FILE 33-77814 -  
APR. 15) (BR. 6)
- S-8 IWERKS ENTERTAINMENT INC, 4540 WEST VALERIO ST, BURBANK, CA 91505  
(818) 841-7766 - 2,755,530 (\$42,172,292) COMMON STOCK. (FILE 33-77816 -  
APR. 15) (BR. 12)
- S-1 THERMO REMEDIATION INC, 1964 SOUTH ORANGE BLOSSOM TRAIL, APOPKA, FL  
32703 (407) 886-2000 - 1,078,708 (\$14,562,558) COMMON STOCK. (FILE  
33-77818 - APR. 15) (BR. 8)
- S-8 BUSH INDUSTRIES INC, ONE MASON DR, P O BOX 460, JAMESTOWN, NY 14702  
(716) 665-2000 - 63,352 (\$1,560,043) COMMON STOCK. (FILE 33-77820 -  
APR. 15) (BR. 6)
- SB-2 GOLDEN ISLES FINANCIAL HOLDINGS INC, 2812 CYPRESS MILL RD, BRUNSWICK, GA  
31520 (912) 264-9225 - 24,615,392 (\$24,615,392) COMMON STOCK. (FILE  
33-77822 - APR. 15) (BR. 1)
- M-2 RAND CAPITAL CORP, 1300 RAND BLDG, BUFFALO, NY 14203 (716) 853-0802 -  
1,132,297 (\$9,766,061.62) COMMON STOCK. (FILE 33-77824 - APR. 15) (BR. 18)
- S-3 MTN COMMUNICATIONS INC, 2121 PALOMAR AIRPORT RD STE 305, CARLSBAD, CA  
92009 (619) 438-7400 - 2,107,500 (\$11,064,375) COMMON STOCK. 1,595,000  
WARRANTS, OPTIONS OR RIGHTS. (FILE 33-77826 - APR. 18) (BR. 7)
- S-1 EAGLE FINANCE CORP, 1509 NORTH MILWAUKEE AVE, LIBERTYVILLE, IL 60048  
(708) 680-4555 - 1,840,000 (\$24,840,000) COMMON STOCK. (FILE 33-77828 -  
APR. 18) (BR. 11 - NEW ISSUE)
- S-4 PAGE AMERICA GROUP INC, 125 STATE ST STE 100, HACKENSACK, NJ 07601  
(201) 342-6676 - 13,000,000 (\$13,000,000) STRAIGHT BONDS. (FILE 33-77832 -  
APR. 18) (BR. 7)
- S-8 LANCIT MEDIA PRODUCTIONS LTD, 601 W 50TH ST, NEW YORK, NY 10019  
(212) 977-9100 - 250,000 (\$3,235,000) COMMON STOCK. (FILE 33-77834 -  
APR. 18) (BR. 12)
- S-8 CHARIOT ENTERTAINMENT INC, 450 E 1000 N, STE 318, NORTH SALT LAKE, UT  
84054 (801) 299-1955 - 1,270,000 (\$952,500) COMMON STOCK. (FILE 33-77836 -  
APR. 18) (BR. 12)
- S-8 FIRST INTER BANCORP INC, MID HUDSON SUMMIT CORP PARK 1 SUMMIT CT,  
RT 52 PO BOX M, FISHKILL, NY 12524 (914) 896-6215 - 22,500 (\$403,312.50)  
COMMON STOCK. (FILE 33-77838 - APR. 15) (BR. 2)
- S-8 FIRST INTER BANCORP INC, MID HUDSON SUMMIT CORP PARK 1 SUMMIT CT,  
RT 52 PO BOX M, FISHKILL, NY 12524 (914) 896-6215 - 221,417  
(\$2,081,761.37) COMMON STOCK. (FILE 33-77840 - APR. 15) (BR. 2)

REGISTRATIONS CONT.

- S-8 SKY SCIENTIFIC INC, 1515 N FEDERAL HWY STE 310, BOCA RATON, FL 33432  
(407) 362-9494 - 1,000,000 (\$440,000) COMMON STOCK. (FILE 33-77862 -  
APR. 18) (BR. 8)
- F-3 BOW VALLEY ENERGY INC, 1800 321 6TH AVE SW,  
CALGARY ALBERTA CANADA T2P 3R2, AO (702) 825-4300 - 144,144 (\$1,405,404)  
COMMON STOCK. (FILE 33-77866 - APR. 18) (BR. 4)
- S-1 SUN HEALTHCARE GROUP INC, 5600 WYOMING BLVD N E, STE 140, ALBUQUERQUE,  
NM 87109 (505) 821-3355 - 590,909 (\$14,551,134.13) COMMON STOCK. (FILE  
33-77870 - APR. 18) (BR. 5)
- SB-2 NOVAMETRIX MEDICAL SYSTEMS INC, 1 BARNES INDUSTRIAL PARK RD,  
WALLINGFORD, CT 06492 (203) 265-7701 - 2,190,000 (\$15,345,000)  
COMMON STOCK. 60,000 WARRANTS, OPTIONS OR RIGHTS. 60,000 (\$660,000)  
COMMON STOCK. UNDERWRITER: KEAME SECURITIES CO INC. (FILE 33-77872 -  
APR. 18) (BR. 8)
- S-8 CINFLEX TEKNOLEDGE CORP, 1810 ENBARCADERO ROAD, PALO ALTO, CA 94303  
(415) 424-0500 - 3,000,000 (\$345,000) COMMON STOCK. (FILE 33-77874 -  
APR. 18) (BR. 10)
- S-4 GENERAL PHYSICS CORP, 6700 ALEXANDER BELL DR, COLUMBIA, MD 21046  
(410) 290-2300 - 3,500,000 (\$14,000,000) COMMON STOCK. 15,000,000  
(\$15,000,000) STRAIGHT BONDS. 1,475,664 (\$9,329,648)  
WARRANTS, OPTIONS OR RIGHTS. (FILE 33-77876 - APR. 18) (BR. 5)
- S-8 DT INDUSTRIES INC, 441 W ELM ST, LABANON, MD 65536 (417) 532-2141 -  
379,134 (\$5,307,876) COMMON STOCK. (FILE 33-77882 - APR. 18) (BR. 9)
- S-8 DT INDUSTRIES INC, 441 W ELM ST, LABANON, MD 65536 (417) 532-2141 -  
100,000 (\$1,400,000) COMMON STOCK. (FILE 33-77884 - APR. 18) (BR. 9)
- S-8 DT INDUSTRIES INC, 441 W ELM ST, LABANON, MD 65536 (417) 532-2141 -  
900,000 (\$12,600,000) COMMON STOCK. (FILE 33-77888 - APR. 18) (BR. 9)
- S-8 SAUL CENTERS INC, 8401 CONNECTICUT AVE, CHEVY CHASE, MD 20815  
(301) 986-6207 - 400,000 (\$8,000,000) COMMON STOCK. (FILE 33-77890 -  
APR. 18) (BR. 5)
- S-8 SAUL CENTERS INC, 8401 CONNECTICUT AVE, CHEVY CHASE, MD 20815  
(301) 986-6207 - 20,000 (\$377,500) COMMON STOCK. (FILE 33-77892 - APR. 18)  
(BR. 5)

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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)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ALL QUOTES INC CONRAD BRONSON	COM 13D	4/13/94	1,237 35.6	01663210 13.0	UPDATE
AMERCO SHOEN EDWARD J ET AL	COM 13D	2/ 4/94	18,364 47.5	02359110 50.2	UPDATE
FMS FINANCIAL CORP YATES FRANCES E ET AL	COM 13D	4/11/94	66 5.1	30250910 0.0	NEW
FIRST PATRIOT BANKSHARES CP BARLOW ROBERT M	COM 13D	10/15/93	186 11.9	33604910 0.0	RVISION
HABERSHAM ENERGY CO ARNOLD H ROSS III	COM 13D	4/14/94	1,019 22.1	40448910 20.3	UPDATE
KINERET ACQUISITION CORP NETWORK CO II LTD ET AL	COM 13D	4/14/94	1,100 18.6	49999210 0.0	NEW
LIFEQUEST MED INC MILLER LARRY J ET AL	COM 13D	4/18/94	263 8.1	53192810 8.4	UPDATE
NAM TAI ELECTRS INC KOO NING KOON	COM PAR \$0.02 13D	4/21/94	2,703 51.3	62986520 56.0	UPDATE
ORMDA HEALTHCORP MARSAL BRYAN P ET AL	COM 13D	4/ 1/94	613 3.3	68685710 6.0	UPDATE
PACE AMERN GROUP INC WERDESHEIM RICHARD ET AL	COM 13D	4/18/94	555 13.1	69371910 12.5	UPDATE
PAC RIM HLDG CO DITO-DEVCAR INC	CONS 13D	4/22/94	952 10.0	69699910 10.0	UPDATE
PETROL INDS INC RODANO JOSEPH M	COM 13D	4/19/94	210 12.5	71650210 9.5	UPDATE
SECURITY LAND DEVELOPMENT FLAMAGIN T GREENLEE	COM 14D-1	4/25/94	790 15.1	81470099 9.8	UPDATE
SUNSHINE MNG CO ELLIOTT ASSOCIATES	PFD \$11.94 13D	4/25/94	536 7.5	86783320 7.4	UPDATE
UNILAB CORP NEW UNILABS HOLDINGS S A	COM 13D	4/14/94	3,580 7.8	90476310 0.0	NEW

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
NEW WORLD COMMUNICATIONS GROUP INC	DE								X	03/09/94	AMEND
NORTHWEST ILLINOIS BANCORP INC	DE				X				X	04/09/94	
NOVA GROUP INC	DE			X					X	03/01/94	AMEND
NJI CORP	NJ		X						X	04/19/94	
NVF CO	DE				X			X		04/13/94	
OCCIDENTAL PETROLEUM CORP /DE/	DE				X					04/20/94	
OLDE WINDSOR BANCORP INC	DE				X					04/12/94	
OMEGA ENVIRONMENTAL INC	DE								X	09/29/93	
OMEGA ENVIRONMENTAL INC	DE		X						X	03/31/94	
PACIFIC GAS & ELECTRIC CO	CA					X				04/21/94	
PACKAGE MACHINERY CO	DE					X				04/11/94	
PAINEBECKER MORT ACCEP CORP IV MORT PA T			X							03/29/94	
PALOMAR MEDICAL TECHNOLOGIES INC	DE								X	02/09/94	
PANTHEON INDUSTRIES INC	CO		X						X	03/29/94	
PEERLESS TUBE CO	NJ				X			X		04/16/94	
PEOPLES BANK	CT				X			X		04/15/94	
PHYSICIANS CLINICAL LABORATORY INC	DE		X		X			X		04/04/94	
PRIME RETAIL INC						X		X		04/18/94	
PRINCETON DENTAL MANAGEMENT CORP	DE		X						X	04/14/94	
PROFFITTS INC	TN		X						X	03/31/94	
PRUDENTIAL HOME MORTGAGE SECURITIES COMP	DE				X			X		03/23/94	
PRUDENTIAL HOME MORTGAGE SECURITIES COMP	DE				X			X		03/28/94	
PRUDENTIAL HOME MORTGAGE SECURITIES COMP	DE				X			X		03/30/94	
PRUDENTIAL HOME MORTGAGE SECURITIES COMP	DE				X			X		03/31/94	
PRUDENTIAL HOME MORTGAGE SECURITIES COMP	DE				X			X		04/14/94	
PSB HOLDINGS CORP								X	X	04/18/94	
QUADRA LOGIC TECHNOLOGIES INC										NO ITEMS	04/17/94
RATIONAL SOFTWARE CORP	DE		X						X	03/31/94	
READING & BATES CORP	DE								X	04/21/94	
RECONVERSION TECHNOLOGIES INC	DE		X		X			X		01/28/94	
REGAL COMMUNICATIONS CORP	NJ					X		X		04/14/94	
RESORT INCOME INVESTORS INC	DE							X		04/06/94	
RETIREMENT CARE ASSOCIATES INC /CO/	CO								X	02/03/94	AMEND