

sec news digest

Issue 89-111

June 13, 1989

COMMISSION ANNOUNCEMENTS

CORRECTION RE FRIEND-OF-THE-COURT BRIEF

The June 6th News Digest should have stated that a friend-of-the-court brief in Beneficial Corp. v. Deutschman was filed.

CIVIL PROCEEDINGS

CIVIL INJUNCTIVE ACTION FILED AGAINST PETER KOLOKOURIS AND NORTH ATLANTIC FISHERIES, INC.

The New York Regional Office announced that on June 12 the Federal District Court for the Western District of New York granted the Commission's application for a temporary restraining order, an asset freeze, and other interim relief against Peter Kolokouris and North Atlantic Fisheries, Inc. (NAF), of which Kolokouris is president and a director. The Complaint, which was filed on June 12, also seeks preliminary and permanent injunctions, a receiver for NAF, an order that NAF comply with periodic reporting requirements, an order barring NAF and Kolokouris from destroying records, an accounting from Kolokouris, and disgorgement of \$1,420,981.20 from Kolokouris.

The Complaint charges Kolokouris and NAF with violations of the antifraud and other provisions of the securities laws arising out of a scheme by Kolokouris to misappropriate proceeds from the initial public offering (IPO) of NAF's securities, which closed in June 1985, through a series of undisclosed transfers and related-party transactions. It further charges them with violations of the reporting, recordkeeping, internal control, and other provisions of the securities laws arising out of attempts by Kolokouris during the IPO and afterwards to cover up the diversions. (SEC v. Peter Kolokouris and North Atlantic Fisheries, Inc., USDC WDNY, Civil Action No. 89-0682-T). (LR-12125)

INVESTMENT COMPANY ACT RELEASES

CROWN AMERICA LIFE INSURANCE COMPANY

An order has been issued exempting Crown America Life Insurance Company (Crown America); Crown America Separate Account B of Crown America (Account B); American Crown Life Insurance Company (American Crown); American Crown Separate Account B of American Crown (Account BA) (Account B and Account BA, collectively, the Accounts); C.A.L. Investment Services, Inc.; and Dreyfus Service Corporation from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Investment Company Act to permit the deduction of a mortality and expense risk charge from the assets of the Accounts under a deferred variable annuity contract and an immediate variable annuity certain contract, and to permit payment to Crown America and American Crown of a guaranteed death benefit charge from the accumulation value in the respective account under the deferred variable annuity contract. (Rel. IC-16991 - June 8)

PACIFIC FIDELITY LIFE INSURANCE COMPANY

A notice has been issued giving interested persons until July 3 to request a hearing on an application filed by Pacific Fidelity Life Insurance Company, PFL Endeavor Variable Annuity Account, and MidAmerica Management Corporation for an order granting exemptions from the provisions of Sections 26(a)(2) and 27(c)(2) of the Investment Company Act to permit the deduction of mortality and expense risk charges from the assets of the Account. (Rel. IC-16992 - June 8)

THE RODNEY SQUARE BENCHMARK U.S. TREASURY FUND

A notice has been issued giving interested persons until July 3 to request a hearing on an application filed by The Rodney Square Benchmark U.S. Treasury Fund, The Rodney Square International Securities Fund, Inc., The Rodney Square Multi-Manager Fund, The Rodney Square Fund, The Rodney Square Tax-Exempt Fund (collectively, the Funds), Scudder Fund Distributors, Inc., Wilmington Trust Company, and Rodney Square Management Corp. for approval under Section 11(a) of the Investment Company Act to permit exchanges of shares among the Funds. (Rel. IC-16993 - June 8)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the National Association of Securities Dealers (SR-NASD-89-15) amending Schedule C of its By-Laws to require members to submit applications for and maintain the registrations of only such persons who intend to engage, or are engaged, in the investment banking or securities business for the members. (Rel. 34-26907)

NOTICE OF PROPOSED RULE CHANGE

The New York Stock Exchange filed a proposed rule change under Rule 19b-4 (SR-NYSE-89-5) to provide a mechanism for the trading of standardized baskets of equity securities at a single, aggregate price in a single execution on its stock floor. Publication of the proposal is expected to be made in the Federal Register during the week of June 12. (Rel. 34-26908)

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-3 BERKSHIRE GAS CO /MA/, 115 CHESHIRE RD, PITTSFIELD, MA 01201 (413) 442-1511 (FILE 33-27785 - MAR. 28) (BR. 7)
- S-18 WARNER TECHNOLOGIES INC /LA/, 1801 S LA CIENEGA BLVD STE 208, LOS ANGELES, CA 90035 (213) 838-1500 - 4,000,000 (\$800,000) COMMON STOCK. (FILE 33-28884-LA - MAY. 30) (BR. 12)
- S-18 AUBURN EQUITIES INC, 384 INVERNESS DR SOUTH RD 159, ENGLEWOOD, CO 80112 (303) 792-0079 - 50,000 (\$500,000) COMMON STOCK. 50,000,000 (\$1,000,000) COMMON STOCK. 50,000,000 (\$2,500,000) COMMON STOCK. 1,666,667 (\$100) COMMON STOCK. UNDERWRITER: TRI BRADLEY INVESTMENTS INC. (FILE 33-28952-D - MAY. 25) (BR. 11 - NEW ISSUE)
- S-18 LAKEFRONT LAND LTD, 9535 FOREST LN, STE 100, DALLAS, TX 75243 (214) 644-4101 - 228 (\$1,710,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-28970-FW - MAY. 26) (BR. 5 - NEW ISSUE)
- S-18 LITETRON CORP, 2700 W CYPRESS CREEK RD STE C-111, FT LAUDERDALE, FL 33309 (305) 749-1000 - 50,000 (\$300,000) COMMON STOCK. 2,000,000 (\$800,000) COMMON STOCK. 100,000 (\$10) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$36,000) COMMON STOCK. (FILE 33-28585-A - MAY. 26) (BR. 3)
- S-1 GANTOS INC, 3260 PATTERSON SE, GRAND RAPIDS, MI 49508 (616) 949-7000 - 700,000 (\$14,700,000) COMMON STOCK. 1,025,000 (\$21,525,000) COMMON STOCK. (FILE 33-29003 - JUN. 02) (BR. 2)
- S-8 KETEMA INC, 2233 STATE RD, BENSLEM, PA 19020 (215) 639-2255 - 420,000 (\$7,245,000) COMMON STOCK. (FILE 33-29004 - JUN. 02) (BR. 8)
- S-2 AL LABORATORIES INC, ONE EXECUTIVE DR, P O BOX 1399, FORT LEE, NJ 07024 (201) 947-7774 - 50,000,000 (\$50,000,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-29005 - JUN. 02) (BR. 4)

S-8 CML GROUP INC, 524 MAIN ST, ACTON, MA 01720 (508) 264-4155 - 500,000 (\$9,812,500) COMMON STOCK. (FILE 33-29007 - JUN. 02) (BR. 2)

S-8 BRENNER INTERNATIONAL INC, 1130 INWOOD RD, DALLAS, TX 75247 (214) 634-0311 - 1,085,000 (\$811,625) COMMON STOCK. (FILE 33-29008 - JUN. 02) (BR. 8)

S-8 ELJER INDUSTRIES INC, 901 TENTH ST, PLANO, TX 75074 (214) 881-7177 - 115,906 (\$2,760,000) COMMON STOCK. (FILE 33-29009 - JUN. 02) (BR. 9 - NEW ISSUE)

S-1 FILENES BASEMENT INC, 40 WALNUT ST, WELLESLEY, MA 02181 (617) 348-7000 - 61,638,631 (\$61,638,631) STRAIGHT BONDS. (FILE 33-29010 - JUN. 02) (BR. 2 - NEW ISSUE)

N-2 MFS PRINCIPAL INCOME TRUST, 500 BOYLSTON ST, BOSTON, MA 02116 (617) 954-5000 - 750,000 (\$9,000,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-29012 - JUN. 02) (BR. 16 - NEW ISSUE)

N-2 HYPERION TOTAL RETURN & INCOME FUND INC, ONE SEAPORT PLZ, PRUDENTIAL MUTUAL FUND MANAGEMENT INC, NEW YORK, NY 10292 (212) 214-3334 - 11,500,000 (\$138,000,000) COMMON STOCK. UNDERWRITER: PRUDENTIAL BACHE SECURITIES INC. (FILE 33-29017 - JUN. 02) (BR. 17 - NEW ISSUE)

S-1 OWENS ILLINOIS INC /DE/, ONE SEAGATE, TOLEDO, OH 43666 (419) 247-5000 - 602,350,000 (\$602,350,000) STRAIGHT BONDS. 122,500,000 (\$122,500,000) STRAIGHT BONDS. 250,750,000 (\$250,750,000) STRAIGHT BONDS. 394,400,000 (\$394,400,000) STRAIGHT BONDS. 130,000,000 (\$130,000,000) STRAIGHT BONDS. (FILE 33-29019 - JUN. 02) (BR. 10)

S-4 WHITTAKER CORP, 10880 WILSHIRE BLVD STE 800, LOS ANGELES, CA 90024 (213) 475-9411 - COMMON STOCK. (FILE 33-29028 - JUN. 05) (BR. 6)

S-8 TIME INC /DE/, TIME & LIFE BLDG, ROCKEFELLER CTR, NEW YORK, NY 10020 (212) 522-1212 - 3,487,500 (\$438,553,125) COMMON STOCK. (FILE 33-29029 - JUN. 06) (BR. 11)

S-8 TIME INC /DE/, TIME & LIFE BLDG, ROCKEFELLER CTR, NEW YORK, NY 10020 (212) 522-1212 - 346,220 (\$43,537,165) COMMON STOCK. (FILE 33-29030 - JUN. 06) (BR. 11)

S-3 TIME INC /DE/, TIME & LIFE BLDG, ROCKEFELLER CTR, NEW YORK, NY 10020 (212) 522-1212 - 49,481 (\$6,222,235.75) COMMON STOCK. (FILE 33-29031 - JUN. 06) (BR. 11)

S-8 ENSR CORP, 3000 RICHMOND AVE, HOUSTON, TX 77098 (713) 520-9494 - 400,000 (\$2,850,000) COMMON STOCK. (FILE 33-29068 - JUN. 01) (BR. 10)

S-1 SKCLNIKS INC, 10801 ELECTRON DR STE 308, LOUISVILLE, KY 40299 (502) 267-7667 - 4,600,000 (\$4,600,000) CONVERTIBLE DEBENTURES AND NOTES. 480,000 (\$480,000) STRAIGHT BONDS. 500,000 (\$2,750,000) COMMON STOCK. 800,000 (\$4,400,000) COMMON STOCK. (FILE 33-29069 - JUN. 02) (BR. 11)

N-1A QUEST CASH RESERVES INC, WORLD FINANCIAL CENTER, OPPENHEIMER TOWER, NEW YORK, NY 10281 (212) 667-7587 - INDEFINITE SHARES. (FILE 33-29070 - JUN. 02) (BR. 18 - NEW ISSUE)

S-18 INCIGO VENTURES LTD, 1200 NORTH TUSTIN AVENUE SUITE 110, SANTA ANA, CA 92705 (714) 973-1492 - 5,000,000 (\$250,000) COMMON STOCK. 15,000,000 (\$1,500,000) COMMON STOCK. 15,000,000 (\$2,250,000) COMMON STOCK. 15,000,000 (\$3,000,000) COMMON STOCK. (FILE 33-29073 - JUN. 02) (BR. 12 - NEW ISSUE)

S-8 PACE MEMBERSHIP WAREHOUSE INC /CO/, 3350 PEDIATA ST, AURORA, CO 80010 (303) 364-0700 - 15,000,000 (\$15,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. 500,000 (\$8,875,000) COMMON STOCK. (FILE 33-29079 - JUN. 05) (BR. 1)

S-8 WEST ONE BANCORP, 101 S CAPITOL BLVD, P O BOX 8247, BOISE, ID 83733 (208) 383-7000 - 12,000,000 (\$12,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. 100,000 COMMON STOCK. (FILE 33-29080 - JUN. 05) (BR. 1)

S-8 AMERICAN HERITAGE LIFE INVESTMENT CORP, 11 E FORSYTH ST, JACKSONVILLE, FL 32202 (904) 354-1776 - 100,000 (\$2,675,000) COMMON STOCK. (FILE 33-29081 - JUN. 05) (BR. 10)

S-8 WEST ONE BANCORP, 101 S CAPITOL BLVD, P O BOX 8247, BOISE, ID 83733 (208) 383-7000 - 200,000 (\$7,150,000) COMMON STOCK. (FILE 33-29082 - JUN. 05) (BR. 1)

S-1 SMITH CORONA CORP, 65 LOCUST AVENUE, NEW CANAAN, CT 06840 (203) 972-1471 - 15,750,000 (\$393,750,000) COMMON STOCK. UNDERWRITER: MERRILL LYNCH CAPITAL MARKETS, SHEARSON LEHMAN HUTTON INC. (FILE 33-29101 - JUN. 05) (BR. 9 - NEW ISSUE)

- F-3 STANDARD OIL CO /OH/, 200 PUBLIC SQ, CLEVELAND, OH 44114 (216) 586-4141 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 33-29102 - JUN. 05) (BR. 13)
- S-3 JWP INC/DE/, 2975 WESTCHESTER AVE, PURCHASE, NY 10577 (914) 935-4000 - 2,300,000 (\$56,764,000) COMMON STOCK. (FILE 33-29103 - JUN. 05) (BR. 9)
- S-8 PLASMA THERM INC, 136 RTE 73, VOORHEES, NJ 08043 (609) 767-6120 - 850,000 (\$1,062,500) COMMON STOCK. (FILE 33-29104 - JUN. 05) (BR. 2)
- S-8 LUKENS INC /DE/, 50 S FIRST AVE, COATESVILLE, PA 19320 (215) 383-2000 - 450,000 (\$11,446,875) COMMON STOCK. (FILE 33-29105 - JUN. 05) (BR. 6)
- S-6 TAX EXEMPT SECURITIES TRUST SERIES 307, 1345 AVE OF THE AMERICAS, C/O SMITH BARNEY HARRIS UPHAM & CO INC, NEW YORK, NY 10105 - 2,400 (\$2,500,000) UNIT INVESTMENT TRUST. DEPOSITOR: KIDDER PEABODY & CO INC, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-29106 - JUN. 05) (BR. 16 - NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST INSURED SERIES 21, 1345 AVE OF THE AMERICAS, C/O SMITH BARNEY HARRIS UPHAM & CO INC, NEW YORK, NY 10105 - 2,400 (\$2,500,000) UNIT INVESTMENT TRUST. DEPOSITOR: KIDDER PEABODY & CO INC, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-29107 - JUN. 05) (BR. 16 - NEW ISSUE)
- S-2 NBT BANCORP INC, 52 S BROAD ST, NORWICH, NY 13815 (607) 335-6000 - 1,000,000 (\$27,000,000) COMMON STOCK. (FILE 33-29108 - JUN. 05) (BR. 2)
- S-3 NCNB CORP, ONE NCNB PLZ, CHARLOTTE, NC 28255 (704) 374-5000 - 928,230 (\$41,018,483.70) COMMON STOCK. 8,846,776 (\$390,938,766.30) COMMON STOCK. (FILE 33-29110 - JUN. 05) (BR. 1)
- S-1 GIDDINGS & LEWIS INC /WI/, 142 DCTY ST, FOND DU LAC, WI 54935 (414) 921-4100 - 11,500,000 (\$184,000,000) COMMON STOCK. UNDERWRITER: FIRST BOSTON CORP. (FILE 33-29111 - JUN. 05) (BR. 1)
- S-3 AUTODESK INC, 2320 MARINSHIP WAY, SAUSALITO, CA 94965 (415) 332-2344 - 1,265,000 (\$47,437,500) COMMON STOCK. (FILE 33-29112 - JUN. 05) (BR. 9)
- S-8 BTU INTERNATIONAL INC, 23 ESQUIRE ROAD, NORTH BILLERICA, MA 01862 (508) 667-4111 - 406,510 (\$1,999,955) COMMON STOCK. (FILE 33-29113 - JUN. 05) (BR. 10)
- S-1 SCCTSHAN INDUSTRIES INC, 775 CORPORATE WOODS PARKWAY, VERNON HILLS, IL 60061 (312) 215-4500 - \$1,000,000 COMMON STOCK. (FILE 33-29114 - JUN. 06) (BR. 9 - NEW ISSUE)
- S-8 CCNB CORP, 331 BRIDGE ST, NEW CUMBERLAND, PA 17070 (717) 774-7000 - 383,620 (\$6,195,463) COMMON STOCK. (FILE 33-29115 - JUN. 06) (BR. 1)
- S-3 PACIFIC TELESIS GROUP, 130 KEARNY ST, SAN FRANCISCO, CA 94108 (415) 394-3000 (FILE 33-29125 - JUN. 06) (BR. 13)
- S-6 MUNICIPAL INVT TR FD ONE HUNDRED FORTY FIFTH INSURED SER, 1 CHASE MANHATTAN PLAZA, DAVIS POLK & WARDWELL, NEW YORK, NY 10005 (FILE 33-29126 - JUN. 06) (BR. 22 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND MULTISTATE SERIES 6C (FILE 33-29127 - JUN. 06) (BR. 22 - NEW ISSUE)
- S-8 PACIFIC TELESIS GROUP, 130 KEARNY ST, SAN FRANCISCO, CA 94108 (415) 394-3000 (FILE 33-29128 - JUN. 06) (BR. 13)
- S-6 CORPORATE INCOME FUND HIGH YIELD SERIES 31 (FILE 33-29129 - JUN. 06) (BR. 22 - NEW ISSUE)
- S-6 CORPORATE INCOME FUND TWO HUNDRED NINETY FIFTH MON PYMT SER (FILE 33-29130 - JUN. 06) (BR. 17 - NEW ISSUE)
- S-6 INTERNATIONAL BOND FD AUSTRALIAN & NEW ZEALAND DOL BD SER 37 (FILE 33-29131 - JUN. 06) (BR. 22 - NEW ISSUE)

REGISTRATIONS EFFECTIVE

May 10: Capital Mortgage Plus L.P., 33-26690; Caspen Oil, Inc., 33-27493; Chempower, Inc., 33-27710; Daisy Systems Corporation, 33-28589; Eureka Capital Corp. I, 33-26939; First Financial Bancorp, 33-28071; First Indiana Corporation, 33-27459; Gilbert/Robinson, Inc., 33-26975; McCaw Cellular Communications, Inc., 33-28539; Morgan Stanley Group, Inc., 33-28032; New Plan Realty Trust, 33-28206; Novell, Inc., 33-28470; Playtex Family Products Corporation, 33-28216-01; Playtex FP Group Incorporated, 33-28216; Related FI Buc\$ Associates, Inc., 33-26690-01; Repsol, S.A., 33-27880, 33-27881; Romney Bankshares, Inc., 33-28017; Strategic Acquisitions, Inc., 33-27494-FW; Technodyne, Inc., 33-27310; United Stationers Inc., 33-28251; Virginia Electric & Power Company, 33-28450; Western Digital Corporation, 33-28374; Zayre Corporation, 33-28619.

May 11: Advanta Corp., 33-28072; Alfa Industries, Inc., 33-26827; Andover Equities, Corp., 33-25646; BT Financial Corporation, 33-27068; Chandler Insurance Company, Ltd., 33-28436; The Davey Tree Expert Company, 33-28041; Duty Free International, Inc., 33-27842; Evergreen Resources, Inc., 33-26883; Extant Investments, Inc., 33-27437; Guardsman Products, Inc., 33-28380; The Home Depot, Inc., 33-28553; Horizon Industries Inc., 33-28303; Lake Shore Bancorp, Inc., 33-27015; Micro Merger, Inc., 33-27870; N.X.I., Inc., 33-27298; Nymagic, Inc., 33-27665; Putnam Tax-Free High Income Fund, 33-26921; Southwest Oil & Gas Income Fund IX-A L.P., 33-27568; Southwest Royalties Institutional Income Fund IX-B, L.P., 33-27616; T & F Management Associates, Inc., 33-26760-A; United Heritage Corporation, 33-27851; Unity Healthcare Holding Company, Inc., 33-27859-NY; VISX Incorporated, 33-26991; Woolworth Corporation, 33-28469.

May 12: Barclays West, Inc., 33-27348; Brunner Companies Income Properties L.P. III, 33-27407; California Dreaming, Ltd., 33-26676-LA; Circle Fine Art Corporation, 33-28051; Citibank (South Dakota), N.A./Citibank (Nevada), National Association/Citi Credit Card Trust 1981-1, 33-28213, 33-28213-01, 33-28213-02; Columbia Least Income Fund III-A thru III-D Limited Partnership, 33-24026; Cowest Incineration Corporation, 33-27000; The Enterprise Group of Funds, Inc., 33-28082, 33-28117; Epic Healthcare Group, Inc., 33-27855; Executive Office Group, Inc., 33-22570; Fifth Avenue Holdings, Inc., 33-25765-C; First Coast Holdings Corporation, 33-27139; First Community Bancshares, Inc., 33-27629; Gold Mines of Kalgoorlie Ltd., 33-28575; Home Mission Board of the Southern Baptist Convention, 33-28426; IDB Communications Group Inc., 33-28366; Imco Recycling, Inc., 33-27985; Intervest Corporation of New York, 33-27404-NY; Los Angeles Brewing Company, Inc., 33-27817-LA; Macintosh Video News, Inc., 33-27926-D; Magnetech Corporation, 33-27974-A; Mark I Enterprises, Inc., 33-27084; R.G. Barry Corporation, 33-28343; RJR Holdings Capital Corp., 33-27891, 33-27892, 33-28254; The R.O.C. Taiwan Fund, 33-23879; Sunrise Technologies, Inc., 33-27029-LA; Toronto Corp., 33-28154-FW; United Heritage Corporation, 33-27851; United Missouri Bancshares, Inc., 33-27630; Video Promotions, Inc., 33-26617-A.

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 prior 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	SHARES OWNED	PERCENT OWNED	CUSIP PRIOR	FILING STATUS
AEL INDI INC LOWIN LEEAM	CL A 13D	5/26/89	432 10.9	00102010 10.3		UPDATE
ACCEPTANCE INC HLDG INC STONERIDGE RESOURCES INC	COM 13D	6/2/89	149 8.5	00430910 4.7		UPDATE
ADAGE INC CORPORATE LIFE INC ET AL	COM 13D	5/25/89	1,714 19.9	00532010 19.9		UPDATE

ACQUISITIONS REPORTS CONT.

AMDURA CORP CILLUFFO FRANK J A ET AL	COM	13D	6/ 6/89	1,143 16.8	02342610 15.4	UPDATE
ANAREN MICROWAVE INC ENTWISTLE CO	COM	13D	6/ 5/89	1,473 34.0	03274410 32.9	UPDATE
ANGSTROM TECHNOLOGIES INC ANTEX INC	COM	13D	3/31/89	3,237 29.4	03520310 0.0	NEW
ANGSTROM TECHNOLOGIES INC CROSSMAN JOHN	COM	13D	1/24/89	912 8.3	03520310 0.0	NEW
AUSIMONT N V MONTEDISON S P A	COM	13D	6/ 1/89	26,568 91.3	05211510 74.3	UPDATE
BUCKEYE FINL CORP PETROPOULOS JAMES	COM	13D	5/26/89	261 9.9	11816610 7.3	UPDATE
C TEC CORP GAMCO INVESTORS INC ET AL	COM	13D	6/ 2/89	733 4.4	12650410 0.0	NEW
CARSON PIRIE SCOTT & CO NEW BERGNER P A & CO ET AL	COM	14D-1	6/ 6/89	14,644 100.0	14601610 4.8	UPDATE
CARSON PIRIE SCOTT & CO NEW GAMCO INVESTORS INC ET AL	COM	13D	6/ 2/89	0 0.0	14601610 6.7	UPDATE
CENTEL CABLE TELEVISION CO GAMCO INVESTORS INC ET AL	CL A	13D	6/ 2/89	1,921 41.8	15091210 40.7	UPDATE
COMDATA HLDGS CORP BUTTONWOOD CAP CORP ET AL	COM	13D	6/ 6/89	2,050 6.1	20032110 5.2	UPDATE
CORONA CORP GOODMAN NED ET AL	CL A SUB VTG	13D	5/18/89	4,186 3.3	21999210 3.3	UPDATE
CORONA CORP GOODMAN NED ET AL	CL B SUB SHR	13D	5/18/89	7,147 81.8	21999299 71.0	UPDATE
DECAIR CORP CHRISTOPHER TENNANT	COM	13D	5/ 2/89	11,675 55.6	24278410 0.0	NEW
DIVERSIFIED HUMAN RES GROUP FIRST CALIF PPTY & CAS INS	COM	13D	5/23/89	239 12.7	25525010 13.0	RVSION
FIRST FINANCIAL CORP/IND ROOT CHAPMAN S	COM	13D	4/19/89	132 5.7	32021810 5.4	RVSION
FISHER BUSINESS SYS INC NORTHERN UNION CLUB ET AL	COM	13D	6/ 1/89	274 6.5	33775310 0.0	NEW
FISHER BUSINESS SYS INC PUBENSTEIN BARRY ET AL	COM	13D	6/ 1/89	550 13.0	33775310 13.4	UPDATE
FORTUNE 44 CO PONDEROSA CAP CORP	CL A	13D	5/18/89	141 7.5	34999010 6.4	UPDATE
INTREX FINL SVCS INC CONSOL ELEC DIST EMP RET PL	COM	13D	5/31/89	300 7.0	46119610 5.3	UPDATE
MEDIA GEN INC BRYAN D TENNANT ET AL	CL A	13D	12/31/88	3,391 13.4	58440410 13.5	UPDATE
MORAN J T FINL CORP J T MORAN FINL ESOP	COM	13D	5/25/89	1,021 15.9	61647010 14.9	UPDATE
MUSTANG DRILLING & EXPL INC BUEHLER BRUCE W ET AL	COM	13D	5/26/89	615 5.9	62819010 0.0	NEW

ACQUISITIONS REPORTS CONT.

PERCEPTION TECHNOLOGY CORP PORTER FELLEMAN INC	COM	13D	5/31/89	151 4.6	71360810 6.0	UPDATE
TRANS LUX CORP GOLDOME ET AL	COM	13D	5/31/89	0 0.0	89324710 7.4	UPDATE
TRI CT MTP TRAN CD DEL CONCORD FINANCIAL GRP ET AL	COM	13D	6/ 5/89	207 17.0	89569210 14.7	UPDATE
UNION VY CORP WICHNICK HERBERT	COM	13D	6/ 1/89	1,524 32.0	90902910 25.0	UPDATE
WEDGESTONE FINL KROCK RICHARD H	SH BEN INT	13D	4/18/89	764 13.2	94890010 10.9	UPDATE
ALLIANCE BANCORPORATION HALLWOOD GFP INC	COM	13D	5/26/89	975 10.0	01899110 82.3	UPDATE
AMBIT INC EMPIRE OF CAROLINA INC ET AL	COM	13D	6/ 2/89	1,098 6.2	02336310 6.0	UPDATE
AMERICAN FIRST CORP OKLA EDWARDS GREGORY J	COM	13D	5/ 1/89	536 9.6	02616110 9.6	UPDATE
AMERICAN MED INTL INC CHAMPOCK INVESTMENTS ET AL	COM	13D	6/ 2/89	7,055 10.3	02742910 10.3	UPDATE
AMPCO-PITTSBURGH CORP GAMCO INVESTORS INC ET AL	COM	13D	6/ 7/89	1,873 19.6	03203710 18.6	UPDATE
APACHE PETE PARTSHPS APACHE CORP	UTS PRT INT	14D-1	6/ 8/89	3 N A	03746399 N A	UPDATE
C N W CORP JAPONICA PARTNERS ET AL	COM	13D	6/ 6/89	500 3.1	12613710 8.9	PVCLDN
C3 INC KNOLL FRED ET AL	COM	14D-1	6/ 8/89	7,954 80.9	12652010 78.1	UPDATE
CANANDAIGUA WINE INC GAMCO INVESTORS INC ET AL	CL A	13D	6/ 5/89	200 6.8	13721920 5.9	UPDATE
CAROLIN MINES LTD BERNC MICHAEL	CL A	13D	5/24/89	3,300 10.7	14376620 10.7	UPDATE
CLABIR CORP EMPIRE OF CAROLINA INC ET AL	CL B	13D	6/ 2/89	1,492 71.8	17887220 87.5	UPDATE
CLABIR CORP EMPIRE OF CAROLINA INC ET AL	PFD STK	13D	6/ 2/89	2,447 61.3	17897230 71.4	UPDATE
D & N FINL CORP RCM PPTH LTD ET AL	COM	13D	5/30/89	327 9.0	23286410 7.5	UPDATE
DCNY CORP GENEVE CORP ET AL	COM	13D	6/ 2/89	624 7.7	23311610 8.8	UPDATE
DEP CORP EMERGING GROWTH PARTNERS ET AL	COM	13D	5/31/89	195 3.3	23320210 4.9	UPDATE
DANIEL INDS DEL OPION CAP CORP ET AL	COM	13D	6/ 1/89	0 0.0	23623510 6.1	UPDATE
DIAMOND SHAMPOCK OFFSHORE PT DEP RCPT MAYUS EXPLORATION CD ET AL		13D	6/ 1/89	49,513 87.0	25274410 82.8	UPDATE

ACQUISITIONS REPORTS CONT.

DISNEY WALT CO DEL BASS SID R. ET AL	COM	13D	6/ 7/89	20,455 15.2	25468710 15.2	UPDATE
DOVER REGIONAL FINANCIAL SHA BULL & BEAR GRP ET AL	SH BEN INT	13D	6/ 6/89	107 14.4	26040910 12.3	UPDATE
EMPIRE FINL CORP N J SIKORA WILLIAM	COM	13D	4/26/89	71 9.4	29166110 0.0	NEW
GENERAL AUTOMATION INC CALIF SANDERSON ELECTRONICS	COM	13D	6/ 1/89	5,822 65.8	36903210 100.0	UPDATE
GO VIDEO INC GO VIDEO INC SHAREHOLDERS	COM COMM	13D	6/ 2/89	503 7.6	38019810 7.4	UPDATE
GRAPHIC SCANNING CORP GAMCO INVESTORS INC ET AL	COM	13D	6/ 5/89	7,989 24.8	38868610 23.7	UPDATE
GRAPHIC SCANNING CORP MCCAW CELLULAR COMM ET AL	COM	13D	6/ 5/89	2,489 7.7	38868610 7.5	UPDATE
HERITAGE BANCORP INC DEL MITCHELL LOUIS A ET AL	COM	13D	5/26/89	0 0.0	42720710 13.5	UPDATE
HIGH PLAINS CORP FCMI FINL CORP ET AL	COM	13D	5/31/89	170 8.6	42970110 0.0	NEW
INTERNATIONAL BROADCASTING C JOHNSON ROBERT E JR ET AL	COM NEW	13D	6/ 5/89	120 3.4	45917320 3.4	UPDATE
LAMSON & SESSIONS CO GAMCO INVESTORS INC ET AL	COM	13D	5/ 8/89	517 4.7	51369610 6.2	RVSION
LIN BROADCASTING CORP MCCAW CELLULAR COMM ET AL	COM	14D-1	6/ 8/89	5,089 9.9	53276310 9.8	UPDATE
MAJOR RLTY CORP SAMELSON REAL ESTATE PTN ET AL	COM	13D	6/ 6/89	1,858 25.3	56084010 23.9	UPDATE
MORRISON KNUDSEN CORP HEIL EDWARD F	COM	13D	6/ 1/89	292 2.6	61844710 5.1	UPDATE
MUSCOCHO EXPLS LTD ECHO BAY MINES	COM	13D	5/17/89	11,212 36.2	62738910 34.9	UPDATE
NABORS INDS INC BERMAN WARREN S	COM	13D	5/19/89	1,696 3.9	62956810 3.5	UPDATE
NABORS INDS INC ISENBERG EUGENE M ET AL	COM	13D	5/19/89	4,098 9.4	62956810 8.9	UPDATE
NEW WORLD ENTMT LTD ANDREWS GROUP INC ET AL	COM	14D-1	6/ 7/89	6,513 61.9	64927610 60.4	UPDATE
NORTEK INC GAMCO INVESTORS INC ET AL	COM	13D	6/ 5/89	1,438 9.7	65655910 8.5	UPDATE
PANNILL KNITTING INC SARA LEE CORP	COM	13D	6/ 5/89	7,500 50.0	69850010 35.5	UPDATE
PRAXIS BIOLOGICS INC SMITH DAVID H	COM	13D	6/ 4/89	6,422 46.6	74005610 49.7	UPDATE
TIME INC PARAMOUNT COMMUNICATIONS ET AL	COM	14D-1	6/12/89	0 0.0	88722410 0.0	NEW