

sec news digest

Issue 84-199

October 12, 1984

RULES AND RELATED MATTERS

RULES RELATING TO CERTAIN PERSONS NOT DEEMED INTERESTED PERSONS AND THE DEFINITION OF A REGULAR BROKER OR DEALER

The Commission adopted rule amendments to Rule 2a-5 (to be renumbered Rule 2a19-1) under the Investment Company Act of 1940, that will conditionally exempt certain persons who are registered brokers or dealers or affiliated persons of registered brokers or dealers from being considered "interested persons" of an investment company, its investment adviser or principal underwriter. The amendments are intended to expand the pool from which directors who are not considered interested persons of the investment company may be chosen. The Commission is also adopting Rule 10b-1 to define the term "regular broker or dealer." The rule is designed to provide an objective standard by which an investment company can determine whether a particular broker or dealer is a "regular broker or dealer." The Commission is also adopting technical amendments to investment company registration statement forms to reflect the adoption of a definition of "regular broker or dealer".

FOR FURTHER INFORMATION CONTACT: Brian M. Kaplowitz on (202) 272-3024.

CRIMINAL PROCEEDINGS

COLE, WEST AND FREEDSON INDICTED

The Fort Worth Regional Office announced that on October 3 a federal grand jury in Dallas returned a 23-count indictment against Glen Charles Cole, Ronald E. West and Ralph Freedson for conspiring with each other and others to defraud the United States by obstructing the Internal Revenue Service in the ascertainment of the income taxes of more than 805 investors. Cole, of Dallas, and West, of Costa Mesa, California, formed numerous limited partnerships to purportedly invest in distressed real properties. Investors derived \$50 million in tax deductions for their personal income tax returns during 1977 and 1978. Cole and West formed 60 partnerships with over 1,400 investors contributing more than \$30 million. Freedson, a former attorney in Houston, Texas, helped operate several partnerships.

The indictment charges that the defendants were aware that: the tax deductions of many of these partnerships were false and fraudulent; over \$18 million in tax losses were false and arose from fraudulent deductions; and the investors/limited partners would claim such false partnership losses on their personal income tax returns.

On April 16, 1981, Cole and West and certain of their affiliated companies were permanently enjoined, by consent, from further violations of the registration and antifraud provisions of the securities laws. (U.S. v. Glen Charles Cole, et al., USDC ND TX, Dallas Division, CR-3-84-239F). (LR-10557)

STEVEN CROW, OTHERS SENTENCED

The New York Regional Office announced that on October 4 Steven Crow, Kenneth Petricig and Alfred T. Salvatore, Jr. were sentenced by Judge Whitman Knapp in criminal actions which charged them with participation in an insider trading scheme involving the misappropriation of material non-public information from the New York City law firm of Skadden, Arps, Slate, Meagher & Flom. Crow, Petricig and Salvatore, former Skadden Arps' employees, worked in the word processing and/or proofreading departments. Judge Knapp sentenced each defendant to 150 hours of annual community service for three years, to be served concurrently with three years probation. Crow, Petricig and Salvatore have also consented to permanent injunctions and orders of disgorgement in a related civil injunctive action [SEC v. Stephen G. Karanzalis, et al., 84 Civil 2070 (CLB) SDNY]. (LR-10558)

OIL PROMOTERS PLEAD GUILTY

The Fort Worth Regional Office announced that on October 1, at Shreveport, Louisiana, U.S. District Judge Tom Stagg accepted a plea of guilty from: William Donald Freese to one felony count of securities fraud; and Joe Lee Wells to one felony count each of securities, mail and wire fraud. Sentencing has been set for November 8, 1984.

The June 4, 1984 indictment charged that: from April 1982 until March 1983, Wells and Freese raised \$421,935 from public investors through the sale of fractional undivided working interests in oil and gas wells; and funds were collected for drilling, testing and completing the wells with no intention to drill them. (U.S. v. William Donald Freese and Joe Lee Wells, WD LA, October 1, 1984, CR 84-50023-01, 02). (LR-10559)

THREE INDIVIDUALS PLEAD GUILTY TO AN INFORMATION

The New York Regional Office announced that on September 20 Howard Rossman, Robert D'Elia and Albert D'Elia waived indictment and pleaded guilty in federal court in Manhattan to an Information charging a scheme to trade in securities based on material non-public information stolen from the New York financial printing concern of Bowne of New York City, Inc. Rossman and R. D'Elia each pleaded guilty to three counts of criminal conspiracy, fraud in the purchase of securities, and fraud in connection with tender offers. A. D'Elia pled guilty to the conspiracy charge. (U.S. v. Howard Rossman, et al.). (LR-10560)

INVESTMENT COMPANY ACT RELEASES

JOHN HANCOCK U.S. GOVERNMENT GUARANTEED MORTGAGES TRUST

An order has been issued exempting John Hancock U.S. Government Guaranteed Mortgages Trust and John Hancock Distributors, Inc. from the provisions of Section 22(d) of the Investment Company Act to permit the proceeds of certain insurance policies to be applied to the purchase of fund shares at a reduced sales charge. (Rel. IC-14188 - Oct. 10)

APPA - GREAT CENTURY MONEY MARKET FUND, INC.

An order has been issued declaring that APPA - Great Century Money Market Fund, Inc. has ceased to be an investment company. (Rel. IC-14189 - Oct. 10)

CORRECTION RE THE CHASE MANHATTAN BANK, N.A.

In the News Digest of October 10 under "Investment Company Act Releases, the release number for The Chase Manhattan Bank, N.A. was incorrectly stated. The correct release number is IC-14184, not IC-14182.

HOLDING COMPANY ACT RELEASES

ALABAMA POWER COMPANY

A notice has been issued giving interested persons until November 2 to request a hearing on a proposal by Alabama Power Company, subsidiary of The Southern Company, to supplement Installment Sales Agreements in the issuance of \$250 million of pollution control bonds. (Rel. 35-23447 - Oct. 10)

GULF POWER COMPANY

An order has been issued authorizing Gulf Power Company to purchase from Georgia Power Company, each a subsidiary of The Southern Company, a 25% interest in Unit 3 of the Robert W. Scherer coal-fired generating plant now under construction in Monroe County, Georgia. The purchase includes a 50% undivided interest in the property and facilities to be used in common by Scherer Units 3 and 4. A request for hearing made by both the Georgia Consumers' Utility Advocate and by Ratewatch has been denied. (Rel. 35-23448 - Oct. 10)

AMERICAN ELECTRIC POWER COMPANY, INC.

A supplemental order has been issued releasing jurisdiction over terms in connection with American Electric Power Company, Inc. (AEP), a registered holding company, and its subsidiary, AEP Generating Company, financing the disposal and acquisition of pollution control facilities guaranteed by AEP. (Rel. 35-23449 - Oct. 10)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange, Inc. to strike the common stock of Refinement International Company from listing and registration thereon. (Rel. 34-21388)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The Municipal Securities Rulemaking Board filed a proposed rule change which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934 (SR-MSRB-84-17) to amend rule G-6, to require municipal securities brokers and dealers that are NASD members to meet the fidelity bonding requirements of the NASD. The proposed rule change would delete the reference in rule G-6 to SECO firms and to SEC Rule 15b10-11 which was rescinded in 1983. Publication of the proposal is expected to be in the Federal Register during the week of October 15. (Rel. 34-21389)

NOTICE OF PROPOSED RULE CHANGES

The Philadelphia Stock Exchange, Inc. has filed the following proposed rule changes under Rule 19b-4 of the Securities Exchange Act of 1934: (SR-Phlx-84-20) concerning cabinet trading that would permit specialists, market makers and customers to effect opening transactions against closing cabinet bids or offers in cases where there is no matching closing cabinet order (Rel. 34-21390); (SR-Phlx-84-21) to permit the listing of series of foreign currency options that expire in 12 months (Rel. 34-21391); and (SR-Phlx-84-19) to trade options on the Value Line Average Stock Index, an unweighted index composed of 1,693 stocks listed on either the New York or American Stock Exchanges. (Rel. 34-21392).

Publication of the above proposals are expected to be made in the Federal Register during the week of October 15.

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-18 SYSTEM WORKS INC - 15,000,000 (\$1,500,000) COMMON STOCK. 15,000,000 (\$1,800,000) COMMON STOCK. (FILE 2-93496-D - OCT. 04) (BR. 10 - NEW ISSUE)
- S-18 PETROLEUM TECHNOLOGY INVESTMENTS LTD 1984 - 5,000 (\$5,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 2-93587-FW - OCT. 04) (BR. 3 - NEW ISSUE)
- S-18 VIDEO IMAGE INC - 517,500 (\$2,587,500) COMMON STOCK. 517,500 (\$1,681,875) COMMON STOCK. 90,000 (\$90) COMMON STOCK. 90,000 (\$270,000) COMMON STOCK. (FILE 2-93588-FW - OCT. 02) (BR. 11 - NEW ISSUE)
- S-1 TRIMEDYNE BIOMEDICAL INC, 1815 E CARNEGIE AVE, SANTA ANA, CA 92705 (714) 261-9041 - 1,035,000 (\$5,175,000) COMMON STOCK. 90,000 (\$90) WARRANTS, OPTIONS OR RIGHTS. 90,000 (\$540,000) COMMON STOCK. (FILE 2-93606 - OCT. 03) (BR. 4 - NEW ISSUE)
- S-1 OUTDOOR WORLD CORP - 1,150,000 (\$11,500,000) COMMON STOCK. (FILE 2-93609 - OCT. 03) (BR. 11 - NEW ISSUE)
- S-14 HABERSHAM BANCORP, HGMY 441, P O BOX 1980, CORNELIA, GA 30531 (404) 778-1000 - 175,000 (\$6,253,215) COMMON STOCK. (FILE 2-93613 - OCT. 04) (BR. 2 - NEW ISSUE)
- S-6 HUTTON E F TAX EXEMPT TRUST NATIONAL SERIES 103, E F HUTTON & CO INC, ONE BATTERY PARK PLZ, NEW YORK, NY 10004 - 15,000 (\$15,450,000) UNIT INVESTMENT TRUST. (FILE 2-93616 - OCT. 04) (BR. 18 - NEW ISSUE)

SECURITIES ACT REGISTRATIONS, CONT.

- S-6 HUTTON E F TAX EXEMPT TRUST NATIONAL INSURED SERIES 8, E F HUTTON & CO INC, ONE BATTERY PARK PLZ, NEW YORK, NY 10004 - 18,000 (\$18,540,000) UNIT INVESTMENT TRUST. (FILE 2-93617 - OCT. 04) (BR. 18 - NEW ISSUE)
- S-6 MULTISTATE TRUST SERIES 9, MOSELEY HALLGARTEN ESTABROOK & WEEDEN, ONE NEW YORK PLZ, NEW YORK, NY 10004 - 10,000 (\$10,000,000) UNIT INVESTMENT TRUST. (FILE 2-93619 - OCT. 04) (BR. 16 - NEW ISSUE)
- S-11 ELLISON RAY MORTGAGE ACCEPTANCE CORP, 4800 FREDERICKSBURG RD AT LOOP 410, SAN ANTONIO, TX 78229 - 200,000,000 (\$200,000,000) MORTGAGE BONDS. (FILE 2-93624 - OCT. 04) (BR. 11 - NEW ISSUE)
- S-3 BROOKLYN UNION GAS CO, 195 MONTAGUE ST, BROOKLYN, NY 11201 (212) 403-2000 - 300,000 (\$9,187,500) COMMON STOCK. (FILE 2-93629 - OCT. 05) (BR. 7)
- S-8 NEW YORK STATE ELECTRIC & GAS CORP, P O BOX 287, ITHACA, NY 14851 (607) 347-4131 - 10,000,000 (\$10,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. 500,000 COMMON STOCK. (FILE 2-93630 - OCT. 05) (BR. 7)
- S-8 BROOKLYN UNION GAS CO, 195 MONTAGUE ST, BROOKLYN, NY 11201 (212) 403-2000 - 250,000 (\$7,656,250) COMMON STOCK. (FILE 2-93631 - OCT. 05) (BR. 7)
- S-6 MUNICIPAL INVESTMENT TR FD THREE HUNDRED THIRTY SEVENTH MO - INDEFINITE SHARES. (FILE 2-93632 - OCT. 05) (BR. 17 - NEW ISSUE)
- S-8 MEDIPLEX GROUP INC, 2101 WASHINGTON ST, NEWTON, MA 02162 (617) 969-0480 - 250,000 (\$4,906,250) COMMON STOCK. (FILE 2-93633 - OCT. 05) (BR. 6)
- S-8 MEDIPLEX GROUP INC, 2101 WASHINGTON ST, NEWTON, MA 02162 (617) 969-0480 - 172,000 (\$3,375,500) COMMON STOCK. (FILE 2-93634 - OCT. 05) (BR. 6)
- S-14 SCB BANCORP INC - 100,000 (\$7,462,675) COMMON STOCK. (FILE 2-93635 - OCT. 05) (BR. 2 - NEW ISSUE)
- S-3 GTE CORP, ONE STAMFORD FORUM, STAMFORD, CT 06904 (203) 965-2000 - 1,000,000 (\$50,000,000) PREFERRED STOCK. (FILE 2-93637 - OCT. 05) (BR. 7)
- S-3 MONTGOMERY WARD CREDIT CORP, BANCROFT BLDG STE 100, CONCORD PLZ 3411 SILVERSIDE RD, WILMINGTON, DE 19810 (302) 478-9420 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 2-93638 - OCT. 05) (BR. 11)
- S-8 XICOR INC, 851 BUCKEYE CT, MILPITAS, CA 95035 (408) 946-6920 - 1,100,000 (\$11,275,000) COMMON STOCK. (FILE 2-93641 - OCT. 05) (BR. 7)
- S-3 NIAGARA MOHAWK POWER CORP, 300 ERIE BLVD WEST, SYRACUSE, NY 13202 (315) 474-1511 - 2,000,000 (\$30,750,000) COMMON STOCK. (FILE 2-93643 - OCT. 05) (BR. 7)
- S-8 MAGIC CHEF INC, 740 KING EDWARD AVE S E, CLEVELAND, TN 37311 (615) 472-3371 - 750,000 (\$23,053,140) COMMON STOCK. (FILE 2-93644 - OCT. 05) (BR. 10)
- S-8 VYQUEST INC, 925 CLIFTON AVE, P O BOX 1727, CLIFTON, NJ 07013 (201) 473-6550 - 200,000 (\$1,212,500) COMMON STOCK. (FILE 2-93645 - OCT. 05) (BR. 6 - NEW ISSUE)
- S-14 SUFFOLK BANCORP, 6 W SECOND ST, RIVERHEAD, NY 11901 (516) 727-2700 - 276,613 (\$20,745,975) COMMON STOCK. (FILE 2-93646 - OCT. 05) (BR. 1 - NEW ISSUE)
- S-8 QUESTAR CORP, 180 E FIRST SOUTH ST, SALT LAKE CITY, UT 84139 (801) 534-5000 - 25,326,319 (\$25,326,319.44) OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 2-93647 - OCT. 05) (BR. 7)
- S-8 SYNTECH INTERNATIONAL INC, 10864 AUDELIA RD, DALLAS, TX 75238 (214) 340-0379 - 250,000 (\$2,250,000) COMMON STOCK. (FILE 2-93648 - OCT. 05) (BR. 10)

REGISTRATIONS EFFECTIVE

September 25: Empire State Municipal Exempt Trust Series 65, 2-91831.
 September 26: First Women's Financial Corp., 2-91805-A.
 September 28: Baltimore Bancorp, 2-92922; Cracker Barrel Old Country Store, Inc., 2-93151; First Pennsylvania Corp., 2-93317; Houghton Mifflin Company, 2-93450; Humana, Inc., 2-93289; Jason-Northco Properties Limited Partnership - II, 2-91124A; Martin Lawrence Enterprises, 2-90561-LA; Norsk Data A.S., 2-93175 and 2-93272; Oxeco Inc., 2-93067; Public Service Company of New Hampshire, 2-92112; Shelter Properties VI, 2-93285; Southmark Income Investors, Ltd., 2-92376; Templeton Energy, Inc., 2-93267; United City Corp., 2-92917.

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.

| | FORM | EVENT DATE | SHRS (000) / % OWNED | CUSIP / PRIOR % | FILING STATUS |
|--|------------|------------|-------------------------|--------------------|---------------|
| AMERICAN SOLAR KING CORP WESTERN CAPITAL CORP ET AL | COM 13D | 7/31/84 | 970 11.7 | 02968510 0.0 | NEW |
| BKLA BANCORP ANDELSON SHELDON W | COM 13D | 9/19/84 | 72 9.0 | 05548310 0.0 | NEW |
| BLUEFIELD SUPPLY CO CUNDILL PETER & ASSOC LTD | COM 13D | 9/14/84 | 61 5.5 | 09616710 0.0 | NEW |
| CECO INDS INC HARRIS ASSOCIATES INC | COM 13D | 9/26/84 | 363 7.8 | 15003610 6.7 | UPDATE |
| CITIZENS TR CO PORTSMOUTH VA BANK OF VIRGINIA CO | COM 13D | 9/28/84 | 140 26.8 | 17725310 0.0 | NEW |
| CONNECTICUT BANCSHARES CORP WIENER MAURICE | COM 13D | 8/ 1/84 | 17 5.2 | 20753610 4.9 | UPDATE |
| CUSTOM CREAMERY SYS INC CONSOLIDATED HOLDINGS LTD | COM 13D | 9/24/84 | 2,949 47.0 | 23202410 0.0 | NEW |
| DAVID JAMISON CARLYLE CORP LEX SERVICE INC ET AL | COM 13D | 10/ 1/84 | 20,023 83.7 | 23856310 80.6 | UPDATE |
| DIGICON INC NL INDUSTRIES INC | COM 13D | 9/26/84 | 3,125 78.3 | 25380410 17.5 | UPDATE |
| FAIRMOUNT CHEM INC PHOENIX CHEMICAL CORP | COM 13D | 9/28/84 | 832 53.3 | 30547710 41.7 | UPDATE |
| FIFTH AVENUE CARD SHOPS INC HERRICK EDWARD D ET AL | COM 13D | 8/15/84 | 533 28.7 | 31665730 0.0 | NEW |
| FIRST CITY BANCORP INC FEDERATED GRNTY LIFE INS ET AL | COM 13D | 10/ 5/84 | 0 N/A | 31948890 N/A | NEW |
| FIRST UNITED INC BENEFICIAL MORTGAGE CO | COM 13D | 9/28/84 | 2,823 66.5 | 33741510 0.0 | NEW |
| FLORIDA PARTNERS CORP LEVAN ALAN B ET AL | COM 13D | 10/ 1/84 | 147 12.6 | 34107210 10.9 | UPDATE |
| HEALTH CARE & RETIREMENT CP OWENS ILLINOIS ET AL | COM 13D | 9/26/84 | 2,342 52.1 | 42190110 44.2 | UPDATE |
| HON INDS INC STANLEY C MAXWELL ESTATE OF | COM 13D | 9/27/84 | 1,190 10.8 | 43809210 19.5 | UPDATE |
| HOUSTONIAN INC UNITED FINL CORP TEXAS ET AL | COM 13D | 9/28/84 | 2,700 27.0 | 44244310 0.0 | NEW |

ACQUISITIONS OF SECURITIES, cont.

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|--|----------------|-------|----------|---------------|------------------|--------|
| KING RADIO CORP AC ACQUISITION ET AL | COM | 13D | 9/26/84 | 1,457 53.7 | 49562010 0.0 | NEW |
| MAYS J W INC GOLDMAN SOL | COM | 13D | 10/ 4/84 | 224 10.3 | 57847310 6.7 | UPDATE |
| MAYS J W INC J J J FINANCIAL ASSOC | COM | 13D | 10/ 4/84 | 228 10.5 | 57847310 7.4 | UPDATE |
| NATIONAL MTG FD PARKWAY CO ET AL | SBI | 13D | 9/27/84 | 1,079 29.1 | 63700310 26.6 | UPDATE |
| NATPAC INC DEL SCHWARTZ MARTIN | COM | 13D | 9/26/84 | 247 25.6 | 63877710 26.7 | UPDATE |
| NEW YORKER MAGAZINE INC PAINWEBBER INC | COM | 13D | 9/25/84 | 42 5.1 | 65014510 0.0 | NEW |
| NORTH CANADIAN OILS LTD GIBRALTAR PARI-MUTUEL | COM | 13D | 9/28/84 | 584 10.1 | 65813620 0.0 | NEW |
| PARK CHEM CO SMILLIE BETTY JEAN ET AL | COM | 13D | 9/25/84 | 0 0.0 | 70017810 20.7 | UPDATE |
| REPUBLIC CORP GUERIN J P ET AL | COM PAR \$2.50 | 13D | 9/25/84 | 0 0.0 | 76035420 0.0 | NEW |
| REPUBLIC CORP MUNGER CHARLES T | COM PAR \$2.50 | 13D | 9/25/84 | 0 0.0 | 76035420 0.0 | NEW |
| RIVERSIDE PROPERTIES INC BROWN NORMAN K TRUSTEE ET AL | COM | 13D | 9/24/84 | 28 14.3 | 76926010 13.7 | UPDATE |
| SFN CDS INC NEW SFN CORP | COM | 13D | 10/ 1/84 | 0 0.0 | 78415010 0.0 | NEW |
| SCRIPPS HOWARD BROADCASTING SCRIPPS E W CO | COM | 14D-1 | 10/ 5/84 | 8,302 80.4 | 81104610 77.0 | UPDATE |
| SMART & FINAL IRIS CORP CASINO USA INC ET AL | PART CL A 5% | 13D | 10/ 4/84 | 128 17.5 | 83168410 8.0 | UPDATE |
| SMART & FINAL IRIS CORP CASINO USA INC ET AL | PART CL A 5% | 13D | 10/ 4/84 | 128 17.5 | 83168410 8.0 | UPDATE |
| SOUTHLAND FINL CORP CARPENTER BEN H | COM | 13D | 10/ 5/84 | 2,911 17.4 | 84444710 7.6 | UPDATE |
| SOUTHLAND FINL CORP HALL CRAIG ET AL | COM | 13D | 10/ 5/84 | 1,650 9.9 | 84444710 9.9 | UPDATE |
| TACA INTERNATIONAL AIRLS SA EQUIS INVERSIONES S A | COM | 14D-1 | 10/ 5/84 | N/A N/A | 87339710 N/A | NEW |
| TEXAS ENERGIES INC FELLERS W J) | COM | 13D | 9/29/84 | 215 7.8 | 88241110 7.8 | UPDATE |
| TEXAS ENERGIES INC GEOFFROY LLOYD E JR | COM | 13D | 9/29/84 | 373 13.5 | 88241110 13.5 | UPDATE |
| TEXAS ENERGIES INC GEOFFROY LLOYD E SR | COM | 13D | 9/29/84 | 321 12.4 | 88241110 0.0 | NEW |
| TEXAS ENERGIES INC SUNSHINE MINING CO | COM | 13D | 9/29/84 | 2,194 55.0 | 88241110 0.0 | NEW |
| TOPSYS INTL INC TWENTIETH CENT FINL CORP ET AL | CL A | 13D | 10/ 4/84 | 218 24.6 | 89083910 5.6 | UPDATE |
| TRANSCO REALTY TR GRAY LEE | SH BEN INT | 13D | 9/30/84 | 151 N/A | 89353510 N/A | UPDATE |
| U S HOME CORP SOCIETE DES MAISONS PHENIX | COM | 13D | 9/17/84 | 4,399 12.7 | 91206110 14.5 | UPDATE |

ACQUISITIONS OF SECURITIES, cont.

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|--|-----|-------|----------|---------------|------------------|--------|
| VICTORIA STA INC AMERICAN VALUES NV ET AL | COM | 13D | 10/ 8/84 | 455 12.9 | 92628610 16.0 | UPDATE |
| VICTORIA STA INC AMERICAN VALUES NV ET AL | COM | 13D | 10/ 8/84 | 455 12.9 | 92628610 16.0 | RYSION |
| VIDEO CORP AMERICA HAVEN CAPITAL MGT ET AL | COM | 13D | 10/ 1/84 | 175 10.5 | 92654910 10.5 | UPDATE |
| VIDEO CORP AMERICA MACANDREWS & FORBES HLDG ET AL | COM | 13D | 9/25/84 | 201 12.1 | 92654910 0.0 | NEW |
| VIDEO CORP AMERICA REICH & TANG INC ET AL | COM | 13D | 10/ 1/84 | 258 15.5 | 92654910 15.2 | UPDATE |
| VIDEO CORP AMERICA REICH & TANG PRF SHRG TR ET AL | COM | 13D | 10/ 1/84 | 105 6.3 | 92654910 6.6 | UPDATE |
| WINSTON MLS INC ROSEN DAVID ET AL | COM | 13D | 9/26/84 | 710 51.3 | 97563010 51.3 | UPDATE |
| ADAMS DRUG INC ADAMCORP/PANTRY PRIDE | COM | 14D-1 | 10/ 9/84 | 2,823 68.9 | 00620310 0.0 | NEW |
| ALLIANCE WELL SERVICE INC FOURTICO GREGORY E ET AL | COM | 13D | 9/28/84 | 1,210 7.8 | 01879410 0.0 | NEW |
| ALLIANCE WELL SERVICE INC GULF APPLIED TECHNOLOGY ET AL | COM | 13D | 6/30/83 | 776 5.2 | 01879410 0.0 | NEW |
| AXIA INC NEW ABLE HOLDING ET AL | COM | 13D | 10/ 4/84 | 1,802 28.2 | 05459510 18.5 | UPDATE |
| BMC IND MEARS HELLA L | COM | 13D | 6/15/83 | 348 6.7 | 05560710 6.9 | UPDATE |
| DISNEY WALT PRODTNS DISNEY LILLIAN B ET AL | COM | 13D | 10/ 1/84 | 1,863 5.5 | 25468710 0.0 | NEW |
| EAGLE TELEPHONICS INC ROMAND HARRIET RAE ET AL | COM | 13D | 9/28/84 | 1,223 9.7 | 27000510 0.0 | NEW |
| ECHO BAY MINES LTD CRISSIE DE DEPOT DU QUEBEC | COM | 13D | 9/ 4/84 | 1,870 5.3 | 27875110 0.0 | NEW |
| FIRST CAP CORP HEARIN ROBERT M | COM | 13D | 9/29/84 | 127 6.8 | 31941410 0.0 | NEW |
| FIRST CAP CORP LAMAR LIFE CORP | COM | 13D | 9/29/84 | 123 6.6 | 31941410 5.2 | UPDATE |
| FLORAFAX INTL INC FIRST WILSHIRE SEC MGMT ET AL | COM | 13D | 10/ 4/84 | 1,203 33.5 | 33982510 33.4 | UPDATE |
| MEDFORD CORP AMALGAMATED SUGAR CO ET AL | COM | 14D-1 | 10/ 9/84 | 2,258 91.1 | 58413910 61.6 | UPDATE |
| MEDIFLEX SYS CORP STEPHENS INC | COM | 13D | 9/28/84 | 503 11.4 | 58491410 0.0 | NEW |
| NORLIN CORP NORLIN CORP ET AL | COM | 13D | 9/27/84 | 227 13.2 | 65604110 24.0 | UPDATE |
| NORTH AMER COIN & CURRENCY PITTOCK EDWIN J ET AL | COM | 13D | 10/ 1/84 | 247 7.0 | 65678410 6.7 | UPDATE |
| OUTBACK OIL & MINERAL EXPL KAMON ROBERT BURTON | COM | 13D | 9/28/84 | 899 10.9 | 68989810 0.0 | NEW |
| PACIFIC RES INC HAWAII ALEXANDER & BALDWIN INC | COM | 13D | 9/28/84 | 3,500 24.6 | 69479210 24.6 | UPDATE |

ACQUISITIONS OF SECURITIES, cont.

| | | | | | | |
|---|-----------------------|-----|----------|---------------|------------------|--------|
| PUERTO RICAN CEM INC MONTGOMERY RICHARD CORWIN | COM | 13D | 9/25/84 | 216 10.9 | 74507510 N/A | UPDATE |
| RMS ELECTRS INC BRADWAY JOSEPH F JR | COM | 13D | 10/ 1/84 | 209 12.8 | 74961010 0.0 | NEW |
| ROWE FURNITURE CORP SILVER SIDNEY J | COM | 13D | 9/ 7/84 | 195 7.9 | 77952810 16.1 | UPDATE |
| SMART & FINAL IRIS CORP CASINO USA INC ET AL | PART CL A 5% 14D-1 | | 10/ 9/84 | 128 17.5 | 83168410 8.0 | UPDATE |
| SPERTI DRUG PRODS INC HANNA MARK J | COM | 13D | 9/25/84 | 53 5.4 | 84837410 5.4 | UPDATE |
| SPERTI DRUG PRODS INC YOCUM JOSEPH ET AL | COM | 13D | 9/25/84 | 90 9.1 | 84837410 13.5 | UPDATE |
| SUN GROUP INC SILLERMAN MORROW BROADCASTING | COMMON STOCK | 13D | 10/ 2/84 | 30 4.1 | 86736410 0.0 | NEW |
| TRIBUNE/SWAB-FOX CO INC BARNETT FLORENCE L JONES | COM | 13D | 10/ 1/84 | 8,808 26.0 | 89608599 0.0 | NEW |
| TRIBUNE/SWAB-FOX CO INC BARNETT HOWARD G | COM | 13D | 10/ 1/84 | 9,316 27.6 | 89608599 0.0 | NEW |
| TRIBUNE/SWAB-FOX CO INC JONES DAVID LLOYD | COM | 13D | 10/ 1/84 | 3,008 8.9 | 89608599 0.0 | NEW |
| TRIBUNE/SWAB-FOX CO INC JONES JENKIN LLOYD JR | COM | 13D | 10/ 1/84 | 2,577 7.6 | 89608599 0.0 | NEW |
| TRIBUNE/SWAB-FOX CO INC JONES JENKIN LLOYD SR | COM | 13D | 10/ 1/84 | 4,318 12.7 | 89608599 0.0 | NEW |
| TRIBUNE/SWAB-FOX CO INC KISER HAYDEN ANN B | COM | 13D | 10/ 1/84 | 2,094 6.2 | 89608599 0.0 | NEW |
| TRIBUNE/SWAB-FOX CO INC SNOKE GEORGIA LLOYD J | COM | 13D | 10/ 1/84 | 2,723 8.0 | 89608599 0.0 | NEW |
| TRIBUNE/SWAB-FOX CO INC TULSA TRIBUNE FOUNDATION | COM | 13D | 10/ 1/84 | 2,068 6.1 | 89608599 0.0 | NEW |
| U S LEASING INTL INC ORIENT LEASING CO LTD | COM | 13D | 9/26/84 | 1,017 14.1 | 91212910 13.1 | UPDATE |
| VICTORIA STA INC AMERICAN VALUES NV ET AL | COM | 13D | 10/ 8/84 | 455 12.9 | 92628610 16.0 | RYSION |