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U.S. SECURITIES
EXCHANGE COMMISSION

November 4, 1992

Issue 92-214

CIVIL PROCEEDINGS

CIVIL ACTION FILED AGAINST ETTORE PETRINI

The Commission today announced the filing of a civil action in the U.S. District Court for the Southern District of New York against Ettore Petrini (Petrini). Without admitting or denying the complaint's allegations, Petrini consented to the entry of a Final Judgment enjoining him from violating Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 and Rules 10b-5 and 14e-3 thereunder. Petrini further agreed to disgorge \$239,500, representing his trading profits, plus interest, and to pay a civil penalty of \$239,500. [SEC v. Ettore Petrini, USDC SDNY Civil Action No. 92-8039] (LR-13425)

HOLDING COMPANY ACT RELEASES

MASSACHUSETTS ELECTRIC CO.

A notice has been issued giving interested persons until November 23 to request a hearing on a proposal by the Massachusetts Electric Company (Mass Electric), an electric public-utility subsidiary company of New England Electric System, a registered holding company. Mass Electric proposes to amend its Articles of Organization and By-laws to provide for a new class of preferred stock (Preferred Stock-Cumulative) and to authorize additional shares of its existing class of preferred stock such that the aggregate combined outstanding par value of all series thereof would not exceed \$120 million. Mass Electric has been authorized to solicit proxies from holders of its preferred and common stock, as its By-laws require for approval of the proposal. (Rel. 35-25664)

THE NARRAGANSETT ELECTRIC COMPANY

A notice has been issued giving interested persons until November 23 to request a hearing on a proposal by The Narragansett Electric Company (Narragansett), an electric public-utility subsidiary company of New England Electric System, a registered holding company. Narragansett proposes to amend its preferred stock preference provisions to allow for one or more additional series or classes of preferred stock with different par values and to authorize the issuance of additional preferred stock. The new preferred stock would rank pari passu with and have the same preferences and rights as the existing class of preferred stock, \$50 par value (Cumulative Preferred Stock), but would have varying par values. Narragansett has been authorized to solicit proxies from holders of its Cumulative Preferred Stock as is required for approval of the proposal. (Rel. 35-25665)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTINGS GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration BPI Environmental, Inc., Common Stock, \$.01 Par Value. (Rel. 34-31372)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Ames Department Stores, Inc., Common Stock, \$.50 Par Value; 7 1/2% Convertible Subordinated Debentures, due October 1, 2014; and 10% Subordinated Debentures, due January 15, 1995. (Rel. 34-31373)

UNLISTED TRADING PRIVILEGES SOUGHT

Notices have been issued giving interested persons until November 20 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 exchanges and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Boston Stock Exchange - 9 issues (Rel. 34-31374); Pacific Stock Exchange - 1 issue (Rel. 34-31375); Philadelphia Stock Exchange - 25 issues (Rel. 34-31376); Cincinnati Stock Exchange - 54 issues (Rel. 34-31377); and Midwest Stock Exchange - 13 issues (Rel. 34-31378).

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The Options Clearing Corporation filed a proposed rule change (SR-OCC-92-23) to permit OCC to cross-margin options on the Wilshire Small Cap Index (Wilshire) with the futures and the options on the futures on the Wilshire. Publication of the proposal is expected in the Federal Register during the week of November 4. (Rel. 34-31379)

ACCELERATED APPROVAL ON A TEMPORARY BASIS OF PROPOSED RULE CHANGES

The Government Securities Clearing Corporation filed a proposed rule change (SR-GSCC-92-09) requesting an extension of its authority to net zero coupon Government securities. The Commission issued a notice of filing and an order temporarily approving the proposed rule change on an accelerated basis through March 31, 1993. The order will allow GSCC to continue to include in its netting system book-entry zero coupon Government securities. Publication of the proposal is expected in the Federal Register during the week of November 2. (Rel. 34-31383)

The Government Securities Clearing Corporation filed a proposed rule change (SR-GSCC-92-10) requesting an extension of its authority to net forward-settling trades in government securities. The Commission has issued a notice of filing and an order temporarily approving the proposed rule change on an accelerated basis through March 31, 1993. Publication of the proposal is expected in the Federal Register during the week of November 2. (Rel. 34-31384)

The Government Securities Clearing Corporation filed a proposed rule change (SR-GSCC-92-11) requesting an extension of its authority to maintain its current clearing fund formula. The Commission has issued a notice of filing and an order granting accelerated approval on a temporary basis of a proposed rule change through March 31, 1993. Publication of the proposal is expected in the Federal Register during the week of November 2. (Rel. 34-31385)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed change which deletes Section 11 of Schedule A of the NASD By-Laws thereby eliminating the 10% service charge levied by the NASD on monetary penalties paid on an installment basis. The NASD proposes to replace the 10% service charge with an assessment against the balance of the penalty due at a market rate of interest to be determined periodically by the NASD Board of Governors. The proposed rule change became effective upon filing with the Commission. Publication of the proposal is expected in the Federal Register during the week of November 2. (Rel. 34-31380)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change (SR-CBOE-92-02) filed by the Chicago Board Options Exchange to allow the CBOE to list for trading options on the Russell 2000 Index (Russell). The Russell is a capitalization-weighted index composed of 2000 domestic stocks designed to track the performance of small to mid-sized companies. The Commission granted accelerated approval to amendments providing for, among other things, the listing of capped-style options on the Russell, long-term options on the Russell and the settlement of Russell options based on the opening prices of the component stocks of the Index. Publication of the proposal is expected in the Federal Register during the week of November 2. (Rel. 34-31382)

The Commission granted accelerated approval to a proposed rule change submitted by the New York Stock Exchange (SR-NYSE-92-30) to extend a pilot program relating to market-at-the-close order procedures until October 31, 1993. (Rel. 34-31386)

The Commission approved on an accelerated basis proposed rule changes (SR-Amex-92-38, SR-MSE-92-11, SR-NYSE-92-19 and SR-PHLX-92-29) filed by the American, Midwest, New York and Philadelphia Stock Exchanges that extend until October 31, 1993 circuit breaker rules that will be activated during volatile market conditions. Publication of the proposal is expected in the Federal Register during the week of November 2. (Rel. 34-31387)

SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

INTERPRETATION OF NEW RULES UNDER SECTION 16 OF THE EXCHANGE ACT

The Division of Corporation Finance has announced the publication of significant staff correspondence interpreting the new Section 16 rules. Copies of the letter may be obtained by writing to, or by making a request in person at, the Public Reference Room, Securities and Exchange Commission, 450 5th Street, N.W., Room 1024, Washington, D.C. 20549. Each request must state the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

Letter

Availability
Date

Subject

EnergyNorth, Inc.

November 4, 1992

Rule 16a-1(a)(2)(ii)(C)

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.

- N-1A SAFECO INTERMEDIATE TERM BOND FUND INC, SAFECO PLZ S-2, SEATTLE, WA 98185
(206) 545-5176 - INDEFINITE SHARES. (FILE 33-53528 - OCT. 21) (BR. 16)
- N-1A SAFECO WASHINGTON STATE MUNICIPAL BOND FUND INC, SAFECO PLAZA, SEATTLE, WA 98185
(206) 545-5000 - INDEFINITE SHARES. UNDERWRITER: SAFECO SECURITIES INC. (FILE 33-53530 - OCT. 21) (BR. 16 - NEW ISSUE)
- N-1A SAFECO INSURED MUNICIPAL BOND FUND INC, SAFECO PLAZA, SEATTLE, WA 98185
(206) 545-5000 - INDEFINITE SHARES. (FILE 33-53532 - OCT. 21) (BR. 16 - NEW ISSUE)
- S-6 FIRST TRUST COMBINED SERIES 170, 1001 WARRENVILLE RD, LISLE, IL 60532 -
INDEFINITE SHARES. (FILE 33-53574 - OCT. 21) (BR. 18 - NEW ISSUE)
- S-6 FIRST TRUST COMBINED SERIES 171, 1001 WARRENVILLE RD, LISLE, IL 60532 -
INDEFINITE SHARES. (FILE 33-53576 - OCT. 21) (BR. 18 - NEW ISSUE)
- N-1A NORTH AMERICAN GOVERNMENT BOND FUND INC, 717 FIFTH AVENUE, NEW YORK, NY 10022
(212) 446-5600 - INDEFINITE SHARES. (FILE 33-53598 - OCT. 22) (NEW ISSUE)
- N-2 MUNIYIELD INSURED FUND II INC, 800 SCUDDERS MILL RD, PLAINSBORO, NJ 08536
(609) 282-2800 - 20 (\$1,000,000) PREFERRED STOCK. (FILE 33-53604 - OCT. 22) (BR. 17)
- S-8 COMMUNICATIONS SATELLITE CORP, 950 LENFANT PLZ SW, WASHINGTON, DC 20024
(202) 863-6000 - 500,000 (\$20,687,500) COMMON STOCK. (FILE 33-53610 - OCT. 22)
(BR. 7)
- S-4 JACOR COMMUNICATIONS INC, 1300 CENTRAL TRUST CTR, 201 E FIFTH ST, CINCINNATI, OH
45202 (513) 621-1300 - 11,140,929 (\$69,839,444) COMMON STOCK. (FILE 33-53612 -
OCT. 22) (BR. 7)
- N-2 MUNIYIELD MICHIGAN INSURED FUND INC, 800 SCUDDERS MILL RD, PLAINSBORO, NJ 08536
(609) 282-2800 - 20 (\$1,000,000) PREFERRED STOCK. (FILE 33-53614 - OCT. 23) (BR. 17)
- N-2 MUNIYIELD PENNSYLVANIA FUND, 800 SCUDDERS MILL RD, PLAINSBORO, NJ 08536
(609) 282-2800 - 20 (\$1,000,000) PREFERRED STOCK. (FILE 33-53616 - OCT. 23) (BR. 17)
- F-6 CEMEX S A /FI,
AVENUE CONSTITUCION 444 PTE, APDO POSTAL 392 CP 6400, MONTERREY N L MEXICO, 05 -
20,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-53620 -
OCT. 23) (NEW ISSUE)

FILE 33-53620 - OCT. 23 (NEW ISSUE)

REGISTRATIONS CONTINUED

- S-11 CARR REALTY CORP, 1700 PENNSYLVANIA AVE N W, WASHINGTON, DC 20006 (202) 624-1700 - 7,187,500 (\$154,531,250) COMMON STOCK. UNDERWRITER: LEGG MASON WOOD WALKER INC, LEHMAN BROTHERS, MERRILL LYNCH & CO. (FILE 33-53626 - OCT. 23) (BR. 6 - NEW ISSUE)
- S-8 MYERS L E CO GROUP, 2550 W GOLF RD STE 200, ROLLING MEADOWS, IL 60008 (708) 290-1891 - 250,000 (\$4,359,375) COMMON STOCK. (FILE 33-53628 - OCT. 23) (BR. 10)
- S-3 DUTY FREE INTERNATIONAL INC, 19 CATOONAH ST, RIDGEFIELD, CT 06877 (203) 431-6057 - 380,979 (\$9,810,209.25) COMMON STOCK. (FILE 33-53630 - OCT. 23) (BR. 2)
- S-11 STRUCTURED MORTGAGE SECURITIES CORP, 1345 AVENUE OF THE AMERICAS, NEW YORK, NY 10105 - 1,000,000 (\$1,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. UNDERWRITER: SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-53632 - OCT. 23) (BR. 11 - NEW ISSUE)
- S-8 BELL SPORTS CORP, RT 136 EAST, RANTOUL, IL 61866 (217) 893-9300 - 25,000 (\$521,875) COMMON STOCK. (FILE 33-53634 - OCT. 23) (BR. 11)
- S-8 BELL SPORTS CORP, RT 136 EAST, RANTOUL, IL 61866 (217) 893-9300 - 247,480 (\$5,166,145) COMMON STOCK. (FILE 33-53636 - OCT. 23) (BR. 11)
- S-8 BELL SPORTS CORP, RT 136 EAST, RANTOUL, IL 61866 (217) 893-9300 - 375,000 (\$7,828,125) COMMON STOCK. (FILE 33-53638 - OCT. 23) (BR. 11)
- S-3 OCEANEERING INTERNATIONAL INC, 16001 PARK TEN PLACE STE 600, HOUSTON, TX 77084 (713) 578-8868 - 960,001 (\$16,920,017.62) COMMON STOCK. (FILE 33-53640 - OCT. 23) (BR. 12)
- S-1 HRSI FUNDING INC, 4640 W CHARLESTON BLVD, HYDE PARK PLAZA, LAS VEGAS, NV 89102 (708) 564-6102 - 2,000,000 (\$2,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-53642 - OCT. 23) (BR. 11)
- F-6 COPENE PETROQUIMICA DO NORDESTE S A /ADR/, 48 WALL ST, NEW YORK, NY 10286 (212) 495-1727 - 100,000,000 (\$5,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-53644 - OCT. 23) (NEW ISSUE)
- S-8 AMERICAN RECREATION CENTERS INC, 11171 SUN CENTER DR. SUITE 120, RANCHO COROVA, CA 95670 (916) 852-8005 - 850,000 (\$5,950,000) COMMON STOCK. (FILE 33-53648 - OCT. 23) (BR. 12)
- S-8 AMERICAN RECREATION CENTERS INC, 11171 SUN CENTER DR. SUITE 120, RANCHO COROVA, CA 95670 (916) 852-8005 - 850,000 (\$5,950,000) COMMON STOCK. (FILE 33-53650 - OCT. 23) (BR. 12)
- S-1 COMPUWARE CORPORATION, 31440 NORTHWESTERN HWY, FARMINGTON HILLS, MI 48334 (313) 737-7300 - 8,395,000 (\$159,505,000) COMMON STOCK. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C, MORGAN STANLEY & CO INC, ROBERTSON STEPHENS & CO. (FILE 33-53652 - OCT. 23) (BR. 10 - NEW ISSUE)
- S-4 ALLSTAR INNS L P /DE/, 2020 DE LA VINA ST, SANTA BARBARA, CA 93130 (805) 687-3383 - 405,000 (\$2,879,550) COMMON STOCK. (FILE 33-53654 - OCT. 23) (BR. 12)
- S-1 BROAD NATIONAL BANCORPORATION, 905 BROAD ST, NEWARK, NJ 07102 (201) 624-2300 - 575,000 (\$5,750,000) PREFERRED STOCK. (FILE 33-53658 - OCT. 23) (BR. 1)
- S-8 INTERDIGITAL COMMUNICATIONS CORP, 2200 RENAISSANCE BLVD STE 105, KING OF PRUSSIA, PA 19406 (215) 278-7800 - 600,000 (\$3,750,000) COMMON STOCK. (FILE 33-53660 - OCT. 23) (BR. 8)
- S-3 WILLIAMS COMPANIES INC, ONE WILLIAMS CTR, TULSA, OK 74172 (918) 588-2000 - 9,400,000 (\$197,400,000) COMMON SHARES OF BENEFICIAL INTEREST. UNDERWRITER: MORGAN STANLEY & CO INC, PAINWEBBER INC, PRUDENTIAL SECURITIES INC, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-53662 - OCT. 23) (BR. 7)

REGISTRATIONS CONTINUED

- S-2 EXIDE CORP, 645 PENN ST, READING, PA 19612 (215) 378-0500 - 260,000,000 (\$216,000,000) STRAIGHT BONDS. UNDERWRITER: BROWN ALEX & SONS INC, MORGAN STANLEY & CO INC. (FILE 33-53666 - OCT. 23) (BR. 3)
- S-8 CAPITAL RE CORP, 787 SEVENTH AVE 27TH FL, NEW YORK, NY 10019 (212) 974-0100 - 696,000 (\$13,615,848) COMMON STOCK. (FILE 33-53668 - OCT. 23) (BR. 10)
- S-1 OLYMPIC FINANCIAL LTD, 7825 WASHINGTON AVE SOUTH, MINNEAPOLIS, MN 55439 (612) 942-9880 - 5,750,000 (\$40,250,000) COMMON STOCK. (FILE 33-53670 - OCT. 23) (BR. 12)
- S-11 CNL INCOME FUND XIII LTD, 400 EAST SOUTH ST STE 500, ORLANDO, FL 32801 (407) 422-1574 - 8,500,000 (\$85,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-53672 - OCT. 23) (BR. 6)
- N-2 EMERGING MARKETS INCOME FUND INC, SEVEN WORLD TRADE CENTER, NEW YORK, NY 10048 (212) 783-7000 - 400,000 (\$6,000,000) COMMON STOCK. UNDERWRITER: OPPENHEIMER & CO INC, SALOMON BROTHERS INC. (FILE 33-53674 - OCT. 26) (BR. 17)
- S-3 EMISPHERE TECHNOLOGIES INC, 15 SKYLINE DR, HAWTHORNE, NY 10532 (914) 347-2220 - 365,000 (\$6,410,312) COMMON STOCK. (FILE 33-53676 - OCT. 26) (BR. 8)
- S-8 COMMUNITY BANKSHARES INC /NH/, 43 N MAIN ST, CONCORD, NH 03301 (603) 224-1100 - 160,000 (\$920,000) COMMON STOCK. (FILE 33-53678 - OCT. 26) (BR. 2)
- F-1 BII ENTERPRISES INC, 5145 STEELES AVE WEST, WESTON ONTARIO M9L 1R5, A1 - 1,725,000 (\$12,506,250) COMMON STOCK. UNDERWRITER: GORDON CAPITAL INC, OHIO CO. (FILE 33-53680 - OCT. 26) (BR. 6)
- S-4 BIOSOURCE INTERNATIONAL INC, 950 FLYNN RD STE A, CAMARILLO, CA 93012 (805) 987-0086 - 5,371,173 (\$7,688,354.40) COMMON STOCK. (FILE 33-53682 - OCT. 22) (BR. 4 - NEW ISSUE)
- S-6 EMPIRE STATE MUN EXEMPT TRU SER 71 & GUARANTEED INTERM SER 1, 6 E 43RD ST, C/O GLICKENHAUS & CO, NEW YORK, NY 10017 - 320 (\$320,000) UNIT INVESTMENT TRUST. (FILE 33-53688 - OCT. 23) (BR. 16)
- S-6 SEPARATE ACCOUNT VL I OF HARTFORD LIFE INSURANCE CO, PO BOX 2999, HARTFORD, CT 06104 - INDEFINITE SHARES. (FILE 33-53692 - OCT. 22) (BR. 20)
- S-8 CEM CORP, 3100 SMITH FARM RD, MATTHEWS, NC 28106 (704) 821-7015 - 90,000 (\$697,500) COMMON STOCK. (FILE 33-53694 - OCT. 23) (BR. 8)
- S-3 INGERSOLL RAND CO, 200 CHESTNUT RIDGE RD, WOODCLIFF LAKE, NJ 07675 (201) 573-0123 - 125,000,000 (\$125,000,000) STRAIGHT BONDS. (FILE 33-53696 - OCT. 23) (BR. 9)
- S-8 IOWA FIRST BANCSHARES CORP, 300 E SECOND ST, MUSCATINE, IA 52761 (319) 263-4221 - 50,000 (\$1,250,000) COMMON STOCK. (FILE 33-53700 - OCT. 23) (BR. 2)
- S-8 FISHER BUSINESS SYSTEMS INC, 3939 ROSWELL RD STE 300, MARIETTA, GA 30062 (404) 578-1771 - 40,000 (\$10,000) COMMON STOCK. (FILE 33-53702 - OCT. 23) (BR. 10)
- S-8 FISHER BUSINESS SYSTEMS INC, 3939 ROSWELL RD STE 300, MARIETTA, GA 30062 (404) 578-1771 - 150,000 (\$37,500) COMMON STOCK. (FILE 33-53704 - OCT. 23) (BR. 10)
- S-3 PITNEY BOWES CREDIT CORP, 201 MERRITT SEVEN, NORWALK, CT 06856 (203) 846-5600 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-53736 - OCT. 26) (BR. 11)
- S-2 ACS ENTERPRISES INC, 2064 STATE RD, BENSALEM, PA 19020 (215) 245-4900 - 1,150,000 (\$10,421,875) COMMON STOCK. UNDERWRITER: GERARD KLAUER MATTISON & CO INC. (FILE 33-53738 - OCT. 26) (BR. 7)

REGISTRATIONS CONTINUED

- S-8 FIRST FINANCIAL BANCSHARES OF POLK COUNTY INC, ONE NORTH FIRST STREET, LAKE WALES, FL 33853 (813) 676-3431 - 59,237 (\$528,062.50) COMMON STOCK. (FILE 33-53750 - OCT. 26) (BR. 1)
- N-1A WEST ONE FUNDS, 2 OLIVER ST, BOSTON, MA 02109 (800) 342-5734 - INDEFINITE SHARES. (FILE 33-53646 - OCT. 23) (BR. 18 - NEW ISSUE)
- N-1A ARK FUND, 82 DEVONSHIRE ST, BOSTON, MA 02109 (617) 570-7000 - INDEFINITE SHARES. UNDERWRITER: NATIONAL FINANCIAL SERVICES CORP. (FILE 33-53690 - OCT. 23) (BR. 18 - NEW ISSUE)
- S-1 JOCKEY CLUB INC, 11111 BISCAYNE BLVD, MIAMI, FL 33161 (305) 893-3344 - 2,520,000 (\$7,560,000) COMMON STOCK. (FILE 33-53710 - OCT. 26) (BR. 12 - NEW ISSUE)
- N-1A PIPER INSTITUTIONAL FUNDS INC, 222 SOUTH NINTH ST, MINNEAPOLIS, MN 55402 (612) 342-6418 - INDEFINITE SHARES. (FILE 33-53718 - OCT. 26) (BR. 16 - NEW ISSUE)
- S-1 CALLAWAY GOLF CO /CA, 2285 RUTHERFORD RD, CARLSBAD, CA 92008 (619) 931-1771 - 1,610,000 (\$43,180,200) COMMON STOCK. UNDERWRITER: MONTGOMERY SECURITIES. (FILE 33-53732 - OCT. 27) (BR. 12)
- S-4 TIME WARNER ENTERTAINMENT CO L P, 75 ROCKEFELLER PLAZA, NEW YORK, NY 10019 (212) 484-8000 - 1,200,000,000 (\$1,200,000,000) STRAIGHT BONDS. (FILE 33-53742 - OCT. 26) (BR. 11 - NEW ISSUE)
- S-1 SEACOR HOLDINGS INC, 5005 RAILROAD AVE, MORGAN CITY, LA 70380 (504) 385-3475 - 2,070,000 (\$39,330,000) COMMON STOCK. UNDERWRITER: GOLDMAN SACHS & CO, HOWARD WEIL LABOUISSIE FRIEDRICH INC. (FILE 33-53744 - OCT. 26) (BR. 4 - NEW ISSUE)
- N-1A PIONEER INTERNATIONAL GROWTH FUND, 60 STATE ST, BOSTON, MA 02109 (617) 742-7825 - INDEFINITE SHARES. UNDERWRITER: PIONEER FUNDS DISTRIBUTOR INC. (FILE 33-53746 - OCT. 26) (BR. 16 - NEW ISSUE)
- S-3 PAINE WEBBER GROUP INC, 1285 AVE OF THE AMERICAS, NEW YORK, NY 10019 (212) 713-2000 - 100,000,000 (\$100,000,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-53776 - OCT. 27) (BR. 12)
- S-1 PUROLATOR PRODUCTS CO, 6120 SOUTH YALE AVE, TULSA, OK 74136 (918) 492-1800 - 11,500,000 (\$195,500,000) COMMON STOCK. (FILE 33-53778 - OCT. 27) (BR. 4)
- S-3 VARITY CORP, 672 DELAWARE AVE, BUFFALO, NY 14209 (716) 888-8000 - 5,175,000 (\$107,704,687) COMMON STOCK. UNDERWRITER: GOLDMAN SACHS & CO, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-53782 - OCT. 27) (BR. 4)
- S-4 RYMER FOODS INC, 4600 S PACKERS AVE STE 400, CHICAGO, IL 60609 (312) 927-7777 - 7,888,792 (\$11,358,191) COMMON STOCK. 39,300,000 (\$39,300,000) STRAIGHT BONDS. (FILE 33-53784 - OCT. 27) (BR. 4)
- S-1 WESTERN GAS RESOURCES INC, 12200 N PECOS ST STE 230, DENVER, CO 80234 (303) 452-5603 - 2,000,000 (\$50,000,000) PREFERRED STOCK. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C, MORGAN STANLEY & CO INC, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-53786 - OCT. 27) (BR. 8)
- S-8 COLUMBIA HOSPITAL CORP, 777 MAIN ST STE 2100, FORT WORTH, TX 76102 (817) 870-5900 - 40,626 (\$639,860) COMMON STOCK. (FILE 33-53788 - OCT. 27) (BR. 6)
- S-4 CAPSTEAD MORTGAGE CORP, 2001 BRYAN TOWER, DALLAS, TX 75201 (214) 746-8000 - 29,500,000 (\$389,031,250) PREFERRED STOCK. (FILE 33-53790 - OCT. 27) (BR. 5)
- S-8 CYPRUS MINERALS CO, 9100 E MINERAL CIRCLE, ENGLEWOOD, CO 80112 (303) 643-5000 - 600,000 (\$17,400,000) COMMON STOCK. (FILE 33-53792 - OCT. 27) (BR. 1)

REGISTRATIONS CONTINUED

- S-8 CYPRUS MINERALS CO, 9100 E MINERAL CIRCLE, ENGLEWOOD, CO 80112 (303) 643-5000 - 1,500,000 (\$43,500,000) COMMON STOCK. (FILE 33-53794 - OCT. 27) (BR. 1)
- S-8 VALERO ENERGY CORP, 530 MCCULLOUGH AVE, SAN ANTONIO, TX 78215 (512) 246-2000 - 300,000 (\$6,750,000) COMMON STOCK. (FILE 33-53796 - OCT. 27) (BR. 4)
- S-8 TELETEK INC, 10200 E GIRARD AVE BLDG A STE 309, DENVER, CO 80231 (303) 696-6956 - 875,000 (\$612,500) COMMON STOCK. (FILE 33-53798 - OCT. 27) (BR. 8)
- S-2 MASCOTT CORP, 304 REGENT ST, LIVINGSTON, NJ 07039 (201) 535-1000 - 4,312,500 (\$19,751,250) COMMON STOCK. 125,000 (\$125) WARRANTS, OPTIONS OR RIGHTS. 375,000 (\$1,917,500) COMMON STOCK. (FILE 33-53840 - OCT. 28) (BR. 11)
- F-3 BROKEN HILL PROPRIETARY CO LTD, 600 BOURKE ST, MELBOURNE 3000, VICTORIA AUSTRALIA, C3 (415) 981-1515 - 750,000,000 (\$750,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-53844 - OCT. 28) (BR. 3)
- S-8 DANSKIN INC, 111 WEST 40TH ST, NEW YOK, NY 10018 (212) 764-4630 - 200,000 (\$2,100,000) COMMON STOCK. (FILE 33-53852 - OCT. 28) (BR. 7)
- S-3 BOSTON GAS CO, ONE BEACON ST, BOSTON, MA 02108 (617) 742-8400 - 50,000,000 (\$50,000,000) STRAIGHT BONDS. (FILE 33-53858 - OCT. 28) (BR. 7)
- S-1 POOL ENERGY SERVICES CO, 10375 RICHMOND AVE, HOUSTON, TX 77042 (713) 954-3000 - 3,750,000 (\$30,000,000) COMMON STOCK. UNDERWRITER: HOWARD WEIL LABOUISSIE FRIEDRICH INC, LEHMAN BROTHERS. (FILE 33-53860 - OCT. 28) (BR. 4)

ACQUISITION OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/%OWNED	CUSIP/ PRIOR%	FILING STATUS
AGNICO EAGLE MINES LTD	COM		2,507	00847410	
MENTOR EXPLORATION & DEVL CO	13D	10/30/92	8.2	8.0	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ALBERTO CULVER CO	CL A		722	01306820	
MUTUAL LIFE ASSUR/CANADA ET AL	13D	10/ 6/92	6.1	0.0	NEW
CALLAWAY GOLF CO	COM		2,771	13119310	
GENERAL ELEC PENS TR ET AL	13D	10/28/92	39.0	42.7	UPDATE
CHEVRON CORP	COM		17,194	16675110	
PENNZOIL CO	13D	10/30/92	5.0	9.7	UPDATE
COCA COLA BOTTLING CO CONS	COM		2,455	19109810	
COCA COLA CO	13D	10/30/92	26.7	14.8	UPDATE
DIGITAL PRODS CORP	COM PAR \$0.025		816	25386730	
MARINO MICHAEL F	13D	10/22/92	8.6	0.0	NEW
ENVIRONMENTAL DIAGNOSTICS IN	COM PAR \$0.15	EC	408	29390740	
LINDLEY J THOMAS SR	13D	10/23/92	11.9	12.0	UPDATE
ENVIROGEN INC	COM		935	29404010	
BLECH DAVID ET AL	13D	10/21/92	15.6	0.0	NEW
JOE FRANKLIN PRODUCTIONS	COM		13,000	35499110	
COMMONWEALTH ASSET MGMT CORP	13D	10/21/92	53.9	0.0	NEW
GRANGES INC	COM		75	38799010	
ANGEL TRYGGVE G	13D	10/20/92	0.2	6.8	UPDATE
IMPACT SYS INC	COM		2,365	45291310	
FINMECCANICA S P A ET AL	13D	10/23/92	20.1	19.9	UPDATE
JUDICATE INC	COM		0	48127810	
BELFORT JORDAN	13D	10/19/92	0.0	N/A	UPDATE
L A ENTERTAINMENT INC	COM		16,450	50169910	
BERNARD JONATHAN	13D	9/ 2/92	18.0	0.0	NEW
LAMSON & SESSIONS CO	COM		1,257	51369610	
GAMCO INVESTORS INC ET AL	13D	10/30/92	9.5	8.5	UPDATE
LIMITED INC	COM		100,233	53271610	
WEXNER LESLIE H ET AL	13D	10/22/92	27.7	26.4	UPDATE
MASSBANK CORP READING MASS	COM		146	57615210	
PRIVATE CAP MGMT ET AL	13D	10/26/92	6.6	5.9	UPDATE
MEDALIST INDS INC	COM		1,340	58402010	
CODE, HENNESSEY & SIMMONS ET AL	13D	10/30/92	36.6	36.6	UPDATE
MEDICIS PHARMACEUTICAL CORP	CL A		2,740	58469010	
DEPRENYL RESEARCH LTD	13D	11/ 2/92	6.5	8.5	UPDATE
NATIONAL INCOME RLTY TR	SH BEN INT NEW		954	63699220	
FRIEDMAN WILLIAM S ET AL	13D	10/23/92	28.9	29.0	UPDATE

QUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/%OWNED	CUSIP/PRIOR%	FILING STATUS
NORTEK INC	COM		2,056	65655910	
GAMCO INVESTORS INC ET AL	13D	10/29/92	16.5	15.5	UPDATE
REXENE CORP NEW	COM		658	76168310	
BENNETT JAMES D ET AL	13D	10/22/92	6.3	0.0	NEW
RYAN BECK & CO INC	COM		1,625	78348310	
GARVEY FENWICK H	13D	10/22/92	46.3	46.6	UPDATE
SCHERER R P CORP DEL	COM		7,024	80652810	
SHEARSON LEHMAN BROS GRP ET AL	13D	10/23/92	30.3	45.4	UPDATE
SEVENSON ENVIRONMENTAL SVCS	COM		185	81806310	
FOYSTON GORDON & PAYNE	13D	4/20/92	2.9	2.0	NEW
SEVENSON ENVIRONMENTAL SVCS	COM		185	81806310	
FOYSTON GORDON & PAYNE	13D	4/20/92	2.9	2.0	UPDATE
STUARTS DEPT STORES INC	COM		968	86383910	
WALKER WIRT D III ET AL	13D	10/19/92	22.2	15.4	UPDATE

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		
AMERICAN BIOMED INC	DE								X	04/30/92	AMEND
AMERICAN COMPLEX CARE INC	NY				X	X				10/27/92	
AMERICAN EXP REC FIN COR AME EXP MAS TR					X	X				09/08/92	
AMERICAN HOUSING TRUST V	NY				X					10/20/92	
ANCHOR BANCORP INC	DE				X					10/20/92	
ARISTA INVESTORS CORP	DE		X				X			04/29/92	
BANKAMERICA CORP	DE		X				X			10/09/92	

3K REPORTS CONT.

BAROID CORPORATION /DE	DE		X	X	10/23/92	
BAXTER INTERNATIONAL INC	DE		X		10/28/92	
BOSTON SCIENTIFIC CORP	DE		X		10/05/92	
BUCKEYE COMMUNICATIONS INC	DE			X	05/01/91	AMEND
CCI CODED COMMUNICATIONS INC				X	10/21/92	
CENTRUM INDUSTRIES INC	DE	X	X	X	10/12/92	
COBB RESOURCES CORP	NM		X	X	10/19/92	
CROMPTON & KNOWLES CORP	MA		X		10/28/92	
DIAL REIT INC	MD		X	X	10/27/92	
DIXIE YARNS INC	TN	X	X	X	10/15/92	
DRECO ENERGY SERVICES LTD			X		10/26/92	
EL PASO ELECTRIC CO /TX/	TX		X		10/16/92	
EMPLOYEE BENEFIT PLANS INC	DE		X	X	10/15/92	
EQUITEC FINANCIAL GROUP INC	CA			X	09/30/92	
FIRST COASTAL CORP	DE		X		10/28/92	
FOOTHILL GROUP INC	DE			X	10/28/92	
GOTTSCHALKS INC	DE		X		10/21/92	
GRACECARE HEALTH SYSTEMS INC	DE	X		X	10/13/92	
HAMPTON RESOURCES CORP	DE	X		X	10/28/92	
HEXCEL CORP /DE/	DE		X		10/28/92	
HJELMS JIM PRIVATE COLLECTION LTD /DE/	DE		X		10/27/92	
IMPERIAL FEDERAL SAVINGS ASSO MOR PA TH	CA			X	09/30/92	
IMPERIAL FEDERAL SAVINGS ASSO MOR PAS TH	CA			X	09/30/92	
IMPERIAL FEDERAL SAVINGS ASSO MOR PAS TH	CA			X	09/30/92	
IMPERIAL FEDERAL SAVINGS ASSO MOR PAS TH	CA			X	09/30/92	
INTERNATIONAL LEASE FINANCE CORP	CA			X	10/21/92	
JAMESWAY CORP	NY		X		09/17/92	AMEND
KITCHEN BAZAAR INC	DE	X			10/27/92	
MARK CORRECTIONAL SYSTEMS INC /DE/	DE		X		10/16/92	
MCDONALDS CORP	DE		X		10/28/92	
NEWELL CO	DE		X	X	10/21/92	
NL INDUSTRIES INC	NJ		X	X	10/28/92	
PARIS BUSINESS FORMS INC	PA		X		08/22/92	
PHCA CORP	FL	X		X	10/14/92	
PROTECTIVE LIFE CORP	DE		X		10/27/92	
PSS INC	DE		X		10/27/92	
RAILROAD FINANCIAL CORP	DE		X	X	10/23/92	
RJO BIOLOGICALS INC	CO	X		X	10/15/92	
SAFEWAY INC	DE		X	X	10/27/92	
SHOWCASE COSMETICS INC	DE		X		10/16/92	
SMITHFIELD FOODS INC	DE		X		10/21/92	
SPINNAKER SOFTWARE CORP/MN	MN	NO ITEMS			10/16/92	AMEND
STAR MULTI CARE SERVICES INC	NY			X	05/26/92	AMEND
STUARTS DEPARTMENT STORES INC	DE	X	X	X	10/13/92	
SUN CO INC	PA				10/30/92	
UJB FINANCIAL CORP /NJ/	NJ		X	X	10/15/92	
UNION TEXAS PETROLEUM HOLDINGS INC	DE		X	X	10/27/92	
UNIVERSAL MANUFACTURING CO	NE	NO ITEMS			10/16/92	
WASHINGTON ENERGY CO	WA				10/29/92	
WASHINGTON NATURAL GAS CO	WA				10/29/92	
WINNEBAGO INDUSTRIES INC	IA		X	X	10/26/92	
AFC HOME EQUITY LOAN TRUST 1992-4			X	X	10/15/92	
AMERICAN PLASTICS & CHEMICALS INC	DE		X		10/27/92	
BANK OF NEW YORK CO INC	NY		X	X	10/30/92	
BARRIER SCIENCE & TECHNOLOGY INC	DE	NO ITEMS			09/15/92	AMEND
BELL ATLANTIC CORP	DE	NO ITEMS			11/03/92	
BERKSHIRE REALTY CO INC /DE	MA	X		X	10/14/92	
BORDEN INC	NJ		X	X	10/28/92	
BOUNTY GROUP INC	DE		X	X	10/28/92	
CALIFORNIA ENERGY CO INC	DE		X	X	10/29/92	
CHAMBERS DEVELOPMENT CO INC	DE		X	X	10/20/92	

CHASE MANHATTAN CREDIT CARD MASTER TRUST	DE		X	X	10/15/92	
CHASE MANHATTAN CREDIT CARD MASTER TRUST			X	X	10/15/92	
CHASE MANHATTAN CREDIT CARD MASTER TRUST	DE		X	X	10/15/92	
CHASE MANHATTAN CREDIT CARD TRUST 1990-A	DE		X	X	10/15/92	
CHASE MANHATTAN CREDIT CARD TRUST 1991-A	DE		X		10/15/92	
CITIBANK SOUTH DAKOTA NA NATIONAL CREDIT				X	08/18/92	
CITICORP MOR SEC INC REMIC PAS THR CITI		X			10/27/92	
COMPUTERVISION CORP /DE/	DE		X	X	10/22/92	
CONCEPT GOLD INC	NV	X	X	X	10/13/92	
COOPER COMPANIES INC	DE		X	X	10/26/92	
DEKALB ENERGY CO	DE	X		X	10/16/92	
EASTERN UTILITIES ASSOCIATES	MA		X	X	10/30/92	
EDISON BROTHERS STORES INC	DE		X	X	10/28/92	
EUA POWER CORP /NH/	NH		X	X	10/30/92	
EXCALIBUR TECHNOLOGIES CORP	DE		X	X	10/28/92	
FIRST USA BANK	DE		X	X	10/15/92	
FIRST USA BANK FIRST USA CREDIT CARD TRU	DE		X	X	10/15/92	
FIRST USA BANK FIRST USA CREDIT CARD TRU	DE		X	X	10/15/92	
FIRST USA CREDIT CARD BACKED NOTES SERIE	DE		X	X	10/15/92	
FOUNDATION HEALTH CORPORATION	DE		X	X	10/15/92	
GAYLORD CONTAINER CORP /DE/	DE	X		X	10/16/92	
GOTTSCHALKS INC	DE		X		10/21/92	AMEND
HFC HOME EQUITY LOAN TRUST SERIES 1991-1	DE			X	09/21/92	
HFC HOME EQUITY LOAN TRUST SERIES 1991-2	DE			X	09/21/92	
HFC HOME EQUITY LOAN TRUST SERIES 1992-1				X	09/21/92	
HOME CENTERS INC	OH		X	X	10/27/92	
HOUSEHOLD CREDIT CARD TRUST 1991-1	NV			X	09/15/92	
HOUSEHOLD CREDIT CARD TRUST 1991-2	DE			X	09/15/92	
INTERMARK INC /DE/	DE		X	X	10/19/92	
INVACARE CORP	OH	X		X	10/29/92	
JG INDUSTRIES INC/IL/	IL		X	X	10/13/92	
KINDER CARE LEARNING CENTERS INC /DE	DE			X	10/30/92	
KLEER VU INDUSTRIES INC/DE/	DE		X		10/14/92	
MARINE DRILLING COMPANIES INC	TX		X	X	10/30/92	
MONEY STORE INC TMS EQUITY LOAN ASS BAK				X	10/15/92	
MONEY STORE INC TMS EQUITY LOAN ASS BAK				X	10/15/92	
MORTGAGE BANKERS FINANCIAL CORP I	DE		X	X	10/25/92	
NATIONAL CREDIT CARD TRUST 1989-2				X	08/18/92	
NATIONAL CREDIT CARD TRUST 1989-4				X	08/18/92	
NETWORK IMAGING CORP	DE			X	09/21/92	AMEND
PRIVATE LABEL CREDIT CARD MASTER TRUST 1	DE			X	09/15/92	
STANDARD CREDIT CARD TRUST 1990 4	DE			X	08/18/92	
STANDARD CREDIT CARD TRUST 1990-8	DE			X	08/18/92	
SUNRISE ENERGY SERVICES INC	DE	X	X	X	10/16/92	
TECHNOLOGY SOLUTIONS COMPANY	DE			X	10/29/92	
TOUCHSTONE SOFTWARE CORP /CA/	CA		X	X	10/12/92	AMEND
TREMONT CORPORATION	DE			X	10/23/92	
U S PHYSICAL THERAPY INC /NV	NV			X	08/19/92	AMEND
UTILICORP UNITED INC	DE			X	10/29/92	
VALLEY NATIONAL CREDIT CARD TRUST 1990-A	NY			X	10/09/92	
VALLEY SYSTEMS INC	DE		X	X	10/29/92	
VMS NATIONAL HOTEL PARTNERS	IL		X	X	09/24/92	
VSE CORP	DE	X X		X	10/31/92	
WENDT BRISTOL HEALTH SERVICES CORP	DE		X		10/27/92	
WESTERN FEDERAL SAVINGS & LOAN ASSOCIATI				X	10/26/92	
WM BANCORP	MD		X		10/22/92	
WOLF FINANCIAL GROUP INC	NY		X	X	10/16/92	