

sec news digest

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Issue 92-240

December 14, 1992

CIVIL PROCEEDINGS

RANDALL HUTCHENS AND LAGUNA EQUITIES, INC. ENJOINED AND ORDERED TO PAY DISGORGEMENT

The Commission announced that on December 3 a Final Judgment of Permanent Injunction and Other Relief (Final Judgment) was entered against Randall C. Hutchens (Hutchens), an investment adviser formerly doing business in Orange County, California, and his company, Laguna Equities, Inc. (Laguna).

The Final Judgment provides that Hutchens and Laguna are permanently enjoined from future violations of the antifraud provisions of the Securities Act, Exchange Act and Advisers Act and orders that they disgorge \$1,042,332.65, payment of which is partially waived. The assets to be disgorged by the defendants have an estimated value of \$480,000. The Final Judgment also notes the appropriateness of maximum civil penalties against the defendants.

The Commission's complaint filed on June 25, 1992 alleged that Hutchens and Laguna engaged in a fraudulent scheme involving the offer and sale of nonexistent securities known as Secured Collateralized Notes. On June 25, the Court issued a temporary restraining order, an asset freeze and other relief. A preliminary injunction was issued on July 15, 1992.

After all funds subject to the disgorgement order have been transferred into an escrow account, the Commission will submit its proposed Plan of Distribution for approval by the Court. [SEC v. Randall C. Hutchens and Laguna Equities, Inc., Civil Action No. 92-3792 RMT, CTx, C.D. Cal.] (LR-13466)

MARC JOSEPH, MARC JOSEPH d/b/a FIRST FIDELITY FINANCIAL CORP. AND RICHARD MALLION PERMANENTLY ENJOINED

The Commission announced that on November 23, 1992 the Honorable K Michael Moore, U.S. District Judge for the Southern District of Florida, entered a Final Judgment of Permanent Injunction and Other Relief (Final Judgment) enjoining defendants Marc Joseph (Joseph), Marc Joseph d/b/a First Fidelity Financial Corp. (First Fidelity) and Richard Mallion (Mallion) from further violations of the broker/dealer registration provisions of the federal securities laws. The Final Judgment also enjoins Mallion from further violations of the antifraud provisions of the federal securities laws and orders Joseph, First Fidelity and Mallion to disgorge \$560,000 in ill-gotten gains, together with prejudgment interest, and to pay civil penalties in an amount to be determined in the future

The complaint filed on August 19, 1991 alleges that Joseph, First Fidelity, Mallion and others operated an unregistered broker/dealer and engaged in fraudulent sales practices. Joseph, First Fidelity and Mallion consented to the Final Judgment without admitting or denying the allegations of the complaint. [SEC v. Marc Joseph, et al., Civil Action No. 91-6644-Moore] (LR-13467)

CIVIL ACTION AGAINST RAYMOND GOULET AND PATRICIA BEATTY, INDIVIDUALLY AND DOING BUSINESS AS GULFSHORE ENTREPRENEUR INVESTMENT CLUB

The Commission announced that on September 25, 1992 the U.S. District Court for the Middle District of Florida entered a Temporary Restraining Order and a Freeze of Assets and other relief against Raymond Goulet (Goulet) and Patricia Beatty (Beatty), individually and doing business as Gulfshore Entrepreneur Investment Club (GEIC), all of Naples, Florida.

The Commission's complaint alleges that GEIC is an ongoing pyramid scheme that has been offering and selling unregistered securities in violation to Sections 5(a) and 5(c) of the Securities Act of 1933 (Securities Act). The Commission alleged that GEIC received at least \$1 million in fees for administering the pyramid. The complaint alleges Goulet and Beatty, through GEIC, made false and misleading statements in violation of Section 17(a) of the Securities Act and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder about the legality of GEIC under the wire and mail fraud statutes, its projected future earnings upon investment, and that GEIC was operating as a pyramid scheme that only benefits early members. [SEC v. Raymond Goulet and Patricia A. Beatty, individually and doing business as Gulfshore Entrepreneur Investment Club, Civil Action Number 92-293-CIV-FTM-15D] (LR-13468)

INVESTMENT COMPANY ACT RELEASES

THE SALEM FUNDS, ET AL.

A notice has been issued giving interested persons until December 30 to request a hearing on an application filed by The Salem Funds, et al. for a conditional order under Section 6(c) of the Investment Company Act exempting applicants from the provisions of Sections 2(a)(32), 2(a)(35), 22(c) and 22(d) of the Act and Rule 22c-1 thereunder. The order would permit applicants to impose a contingent deferred sales charge (CDSC) on certain redemptions of shares and to waive the CDSC under certain circumstances. (Rel. IC-19150 - December 9)

UST MASTER FUNDS, INC., ET AL

A notice has been issued giving interested persons until January 5, 1993 to request a hearing on an application filed by UST Master Funds, Inc., UST Master Tax-Exempt Funds, Inc., United States Trust Company of New York and UST Distributors, Inc. The application is for an order amending a prior order of exemption from Sections 18(f), 18(g) and 18(i) of the Act to enable UST Master Funds, Inc. and UST Master Tax-Exempt Funds, Inc. to issue and sell three separate classes of shares in each of their respective investment portfolios (Rel. IC-19152 - December 10)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTING GRANTED

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Emerald Homes, L.P., Depository Receipts. (Rel. 34-31584)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-NSCC-92-13) filed by the National Securities Clearing Corporation to provide for the automation of payments of commissions associated with mutual fund transactions. Publication of the order is expected in the Federal Register during the week of December 14. (Rel. 34-31579)

PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-92-50) that would amend Part VI, Section 2 of Schedule D to the NASD-By-Laws to reduce excess spread parameters. (Rel. 34-31583)

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-8 MANPOWER INC /WI/, 5301 N IRONWOOD RD, MILWAUKEE, WI 53217 (414) 961-1000 - 780,000 (\$11,456,250) COMMON STOCK. (FILE 33-55264 - DEC. 03) (BR. 6)
- S-8 REPUBLIC BANCORP INC, 1070 EAST MAIN ST, OWOSSO, MI 48867 (517) 725-7337 - 750,000 (\$6,843,750) COMMON STOCK. (FILE 33-55336 - DEC. 04) (BR. 2)
- S-8 UNITEL VIDEO INC/DE, 515 W 57TH ST, NEW YORK, NY 10019 (212) 265-3600 - 350,000 (\$4,223,790) COMMON STOCK. (FILE 33-55338 - DEC. 04) (BR. 12)
- S-3 ADVANTAGE LIFE PRODUCTS INC / CO, 26052 MERIT CIRCLE STE 106, LAGUNA HILLS, CA 92653 (714) 582-0035 - 2,102,011 (\$1,839,259.63) COMMON STOCK. (FILE 33-55340 - DEC. 04) (BR. 11)
- S-3 OCTEL COMMUNICATIONS CORP, 890 TASMAN DR, MILPITAS, CA 95035 (408) 321-2000 - 262,488 (\$6,037,244) COMMON STOCK. (FILE 33-55342 - DEC. 04) (BR. 8)

REGISTRATIONS CONTINUED

- S-8 AMERICAN EXPRESS CO, AMERICAN EXPRESS TWR, WORLD FINANCIAL CTR, NEW YORK, NY 10285
(212) 640-2000 - 1,500,000 (\$34,312,500) COMMON STOCK. (FILE 33-55344 - DEC. 04)
(BR. 12)
- S-3 UNION ELECTRIC CO, 1901 CHOUTEAU AVE, ST LOUIS, MO 63103 (314) 621-3222 - 3,200,000
(\$80,000,000) PREFERRED STOCK. (FILE 33-55346 - DEC. 04) (BR. 8)
- S-8 VALUE CITY DEPARTMENT STORES INC /OH, 3241 WESTERVILLE RD, COLUMBUS, OH 43224
(614) 471-4722 - 300,000 (\$6,018,750) COMMON STOCK. (FILE 33-55348 - DEC. 04) (BR. 2)
- S-8 VALUE CITY DEPARTMENT STORES INC /OH, 3241 WESTERVILLE RD, COLUMBUS, OH 43224
(614) 471-4722 - 50,000 (\$1,003,125) COMMON STOCK. (FILE 33-55350 - DEC. 04) (BR. 2)
- S-8 SCIMED LIFE SYSTEMS INC /MN, 6655 WEDGEWOOD RD, MAPLE GROVE, MN 55369 (612) 494-1700
- 500,000 (\$25,625,000) COMMON STOCK. (FILE 33-55352 - DEC. 04) (BR. 8)
- S-4 QUANTECH LTD, 1021 BANDANA BLVD EAST STE 212, SAINT PAUL, MN 55108 (612) 647-6370 -
9,550,200 (\$15,328,800) COMMON STOCK. 35,000 (\$35) WARRANTS, OPTIONS OR RIGHTS.
70,000 (\$189,000) COMMON STOCK. (FILE 33-55356 - DEC. 04) (BR. 8 - NEW ISSUE)
- S-3 DIAL CORP /DE/, DIAL TOWER 1850 NORTH CENTRAL AVE, PHOENIX, AZ 85004 (602) 207-4000
- 1,000,000 (\$40,812,500) COMMON STOCK. (FILE 33-55360 - DEC. 04) (BR. 2)
- S-8 KLA INSTRUMENTS CORP, 160 RIO ROBLES, SAN JOSE, CA 95134 (408) 434-4200 - 500,000
(\$4,700,000) COMMON STOCK. (FILE 33-55362 - DEC. 04) (BR. 8)
- S-8 FOURTH FINANCIAL CORP, 100 N BROADWAY, WICHITA, KS 67202 (316) 261-4444 - \$912,600
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-55364 - DEC. 04) (BR. 1)
- S-8 CST ENTERTAINMENT IMAGING INC, 6171 W CENTURY BLVD 2ND FL, LOS ANGELES, CA 90045
(213) 417-3444 - 2,400,000 (\$5,162,496) COMMON STOCK. (FILE 33-55366 - DEC. 04)
(BR. 12)
- N-1A PAINWEBBER SECURITIES TRUST, 1285 AVENUE OF THE AMERICAS, NEW YORK, NY 10019
(212) 713-2712 - INDEFINITE SHARES. (FILE 33-55374 - DEC. 03) (BR. 16 - NEW ISSUE)
- S-3 MEDITRUST INC, 128 TECHNOLOGY CTR, WALTHAM, MA 02154 (617) 736-1500 - 6,837,606
(\$200,000,000) COMMON SHARES OF BENEFICIAL INTEREST. 200,000,000
CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-55386 - DEC. 04) (BR. 6)
- S-6 FIRST TRUST SPE SIT TRUS SER 52 TRUS FOR TAX MUN INC SER 1,
1001 WARRENVILLE RD STE 300, LISLE, IL 60532 - INDEFINITE SHARES. UNDERWRITER:
FIRST MIAMI SECURITIES INC
DEPOSITOR: NIKE SECURITIES LP. (FILE 33-55398 - DEC. 03) (BR. 18 - NEW ISSUE)
- S-1 ACT III THEATRES INC, 1999 AVENUE OF THE STARS STE 500, LOS ANGELES, CA 90067
(310) 553-3636 - 85,000,000 (\$85,000,000) STRAIGHT BONDS. (FILE 33-55400 - DEC. 04)
(BR. 11 - NEW ISSUE)
- S-1 POWERSOFT CORP, 70 BLANCHARD RD, BURLINGTON, MA 01803 (617) 229-2200 - 2,127,500
(\$31,912,500) COMMON STOCK. UNDERWRITER: ALEX BROWN & SONS INC, GOLDMAN SACHS & CO.
(FILE 33-55418 - DEC. 04) (BR. 10 - NEW ISSUE)
- S-2 CABOT MEDICAL CORP, 2021 CABOT BLVD WEST, LANGHORNE, PA 19047 (215) 752-8300 -
67,000,000 (\$67,000,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-55420 - DEC. 03)
(BR. 8)

REGISTRATIONS CONTINUED

- S-1 CORAL GABLES FEUCORP INC, 2511 PONCE DE LEON BLVD, CORAL GABLES, FL 33134
(305) 447-4711 - 17,192,500 (\$171,925,000) COMMON STOCK. (FILE 33-55422 - DEC. 04)
(BR. 1 - NEW ISSUE)
- S-3 FREMONT FUNDING INC, 2020 SANTA MONICA BLVD STE 500, SANTA MONICA, CA 90404
(310) 315-3988 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-55424 -
DEC. 04) (BR. 12 - NEW ISSUE)
- S-3 SEAGULL ENERGY CORP, 1001 FANNIN STE 1700, HOUSTON, TX 77002 (713) 951-4700 -
4,600,000 (\$146,912,500) COMMON STOCK. (FILE 33-55426 - DEC. 04) (BR. 7)
- N-2 PAINWEBBER PREMIER TAX FREE INCOME FUND INC, 1285 AVENUE OF TH AMERICAS, NEW YORK,
NY 10019 (212) 713-2000 - 1,600 (\$80,000,000) PREFERRED STOCK. (FILE 33-55428 -
DEC. 04) (BR. 16)
- S-1 AUTOIMMUNE INC, 128 SPRING STREET, LEXINGTON, MA 02173 (617) 860-0710 - 2,875,000
(\$31,625,000) COMMON STOCK. UNDERWRITER: HAMBRECHT & QUIST INC,
MONTGOMERY SECURITIES. (FILE 33-55430 - DEC. 04) (NEW ISSUE)
- S-8 PUBLIC SERVICE CO OF COLORADO, 1225 17TH ST STE 300, DENVER, CO 80202 (303) 571-7511
- 1,000,000 (\$27,625,000) COMMON STOCK. (FILE 33-55432 - DEC. 07) (BR. 8)
- S-8 COMMAND CREDIT CORP, 189 SUNRISE HWY, ROCKVILLE CENTRE, NY 11570 (516) 764-1117 -
200,062 (\$272,084) COMMON STOCK. (FILE 33-55434 - DEC. 07) (BR. 6)
- S-4 STI MERGER CO INC, 4 STAMFORD FORUM, PO BOX 120007, STAMFORD, CT 06912
(203) 964-8600 - 54,823,747 (\$339,358,993.93) COMMON STOCK. (FILE 33-55436 - DEC. 04)
(BR. 9 - NEW ISSUE)
- S-8 CELLULAR COMMUNICATIONS INTERNATIONAL INC, 150 EAST 58TH ST, NEW YORK, NY 10155
(212) 906-8480 - 49,792 (\$323,648) COMMON STOCK. (FILE 33-55440 - DEC. 07) (BR. 7)
- S-8 CELLULAR COMMUNICATIONS INTERNATIONAL INC, 150 EAST 58TH ST, NEW YORK, NY 10155
(212) 906-8480 - 75,000 (\$487,500) COMMON STOCK. (FILE 33-55442 - DEC. 07) (BR. 7)
- S-8 CELLULAR COMMUNICATIONS INC /DE, 150 EAST 58TH ST, NEW YORK, NY 10155 (212) 906-8440
- 75,000 (\$2,456,250) COMMON STOCK. (FILE 33-55444 - DEC. 07) (BR. 7)
- S-8 OCOM CORPORATION, 150 EAST 58TH ST, NEW YORK, NY 10155 (212) 906-8440 - 75,000
(\$351,750) COMMON STOCK. (FILE 33-55446 - DEC. 07) (BR. 7)
- S-8 OCOM CORPORATION, 150 EAST 58TH ST, NEW YORK, NY 10155 (212) 906-8440 - 54,792
(\$256,975) COMMON STOCK. (FILE 33-55448 - DEC. 07) (BR. 7)
- S-3 SERVICEMASTER INCORPORATED OF DELAWARE, ONE SERVICEMASTER WAY, DOWNERS GROVER, IL
60515 (708) 964-1300 - 3,450,000 (\$97,031,250) COMMON STOCK. UNDERWRITER:
GOLDMAN SACHS & CO, MERRILL LYNCH & CO. (FILE 33-55450 - DEC. 07) (BR. 5)
- S-8 DIEBOLD INC, P.O. BOX 8230, CANTON, OH 44711 (216) 489-4000 - 10,000 (\$583,125)
COMMON STOCK. (FILE 33-55452 - DEC. 07) (BR. 10)
- S-8 NICHOLS RESEARCH CORP /AL/, 4040 MEMORIAL PKWY SOUTH, HUNTSVILLE, AL 35802
(205) 883-1140 - 450,000 (\$7,537,500) COMMON STOCK. (FILE 33-55454 - DEC. 07) (BR. 9)
- S-8 AMERICAN HOME PRODUCTS CORP, 685 THIRD AVE, NEW YORK, NY 10017 (212) 878-5000 -
250,000 (\$17,812,500) COMMON STOCK. (FILE 33-55456 - DEC. 07) (BR. 4)

REGISTRATIONS CONTINUED

- S-4 HAWKEYE BANCORPORATION, 222 EQUITABLE BLDG 604 LOCUST ST, DES MOINES, IA 50309
(515) 284-1930 - 2,691,588 (\$31,249,125) COMMON STOCK. (FILE 33-55458 - DEC. 07)
(BR. 2)
- S-3 HARCOR ENERGY INC, 11766 WILSHIRE BLVD STE 720, LOS ANGELES, CA 90025 (310) 575-9599
- 827,279 (\$3,052,659.51) COMMON STOCK. (FILE 33-55466 - DEC. 07) (BR. 11)
- S-8 FILENES BASEMENT CORP, 40 WALNUT ST, WELLESLEY, MA 02181 (617) 348-7000 - 1,200,000
(\$22,800,000) COMMON STOCK. (FILE 33-55468 - DEC. 07) (BR. 2)
- S-2 STERLING FINANCIAL CORP /WA/, N 120 WALL ST, SPOKANE, WA 99201 (509) 458-2884 -
17,250,000 (\$17,250,000) STRAIGHT BONDS. (FILE 33-55480 - DEC. 07) (BR. 1)

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
AMDURA CORP	COM NEW		0	02342670	
UNION BANK/LOS ANGELES	13D	11/23/92	0.0	3.1	UPDATE
AMERICA SVC GROUP INC	COM		251	02499810	
SECOND CONSOLIDATED TR ET AL	13D	11/30/92	8.1	0.0	NEW
AMERICAN SHIP BLDG CO	COM		2,011	02960910	
STEINBRENNER GEORGE M III	13D	11/20/92	29.6	51.2	UPDATE
CALDOR CORP	COM		893	12878710	
DONALDSON LUFKIN & JENRETTE	13D	11/17/92	6.3	12.9	UPDATE
CASEYS GEN STORES INC	COM		1,779	14752810	
LAMBERTI DONALD F	13D	12/ 4/92	16.1	16.3	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/%OWNED	CUSIP/PRIOR%	FILING STATUS
CENTRAL CORP CUDD ROBERT C III	COM 13D	11/30/92	110 12.2	15290010 11.8	UPDATE
CHANCELLOR CORP BRUNCOR INC	COM 13D	12/ 4/92	2,122 54.8	15882810 53.3	UPDATE
CHATTAHOOCHEE BANCORP FELKER RICHARD R	COM 13D	6/26/92	357 9.2	16233210 15.8	UPDATE
CHRIS CRAFT INDS INC GAMCO INVESTORS INC ET AL	COM 13D	12/ 9/92	6,430 24.8	17052010 25.4	UPDATE
CONTINENTAL MED SYS INC FMR CORP	COM 13D	12/ 4/92	2,061 6.0	21164210 7.1	UPDATE
DUCOMMUN INC DEL DUCOMMUN ROBERT C ET AL	COM 13D	11/18/92	524 11.8	26414710 13.0	UPDATE
EMISPHERE TECHNOLOGIES INC TREGGAR INVESTMENTS	COM 13D	12/ 4/92	683 15.5	29134510 17.2	UPDATE
EMULEX CORP ADVENT VI LP ET AL	COM 13D	12/10/92	1,275 11.9	29247510 12.5	UPDATE
ENEX OIL & GAS INC II-5 ENEX RES CORP ET AL	LTD PRT INT 13D	11/30/92	N/A N/A	29274384 0.0	UPDATE
ENEX OIL & GAS INC II-10 ENEX RES CORP ET AL	LTD PRT INT 13D	11/30/92	N/A N/A	29274393 0.0	NEW
ENEX OIL & GAS INC II-8 ENEX RES CORP ET AL	LTD PRT INT 13D	11/30/92	N/A N/A	29274395 N/A	UPDATE
FI-TEK III INC NORO-MOSELEY PARTNERS	COM 13D	12/ 7/92	1,030 7.1	31599010 100.0	UPDATE
GAMMA INTL LTD ANJOORIAN PAUL V ET AL	COM 13D	11/30/92	625 14.3	36490710 0.0	NEW
GERRITY OIL & GAS CORP FMR CORP	COM 13D	12/ 3/92	635 5.0	37423010 5.1	UPDATE
HEALTHCARE TECHNOLOGIES LTD ATHENA VENTURE PRTS ET AL	ORD 13D	12/ 7/92	411 5.0	42193210 11.6	UPDATE
HELIAN HEALTH GROUP INC RUBENSTEIN BARRY ET AL	COM 13D	11/30/92	722 13.5	42326410 14.6	UPDATE
HOME PORT BANCORP INC MEYER KARL L	COM 13D	11/18/92	134 6.9	43730410 5.3	UPDATE
IMAGINE FILMS ENTMT INC GRAZER BRIAN	COM 13D	12/ 9/92	1,547 29.5	45291110 29.5	UPDATE

ACQUISITIONS CONT

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
IMAGINE FILMS ENTMT INC HOWARD RON	COM 13D	12/ 9/92	1,546 29.5	45291110 29.5	UPDATE
INTL COLIN ENERGY CORP STROME PARTNERS	COM 13D	12/ 7/92	301 3.6	46699510 5.8	UPDATE
JAN BELL MARKETING INC MARBELLA RESOURCES ET AL	COM 13D	12/ 4/92	2,023 8.2	47076010 9.2	UPDATE
INTERACTIVE NETWORK INC GANNETT CO INC	COM 13D	12/ 2/92	1,625 22.5	47999210 0.0	NEW
LATSHAW ENTPRS INC LATSHAW JOHN	COM 13D	11/ 9/92	573 59.8	51839910 21.8	UPDATE
MEDIA GEN INC GAMCO INVESTORS INC ET AL	CLASS A 13D	12/ 9/92	4,035 15.4	58440410 29.7	UPDATE
OAK INDS INC INVESCO MIM PLC ET AL	COM 13D	11/30/92	18,708 22.7	67140010 0.0	NEW
PHYSICIAN COMPUTER NETWORK PICOWER JEFFRY ET AL	COM 13D	11/29/92	2,643 24.4	71999610 19.9	UPDATE
QUANTUM CORP FMR CORP	COM 13D	12/ 4/92	4,824 11.1	74790610 8.5	UPDATE
REFAC TECHNOLOGY DEV CORP LANG EUGENE M	COM 13D	12/ 8/92	2,023 38.0	75865510 37.9	UPDATE
ROADMASTERS INDS INC ITIN THOMAS W ET AL	COM 13D	11/ 2/92	2,624 9.1	76972710 7.4	UPDATE
RYAN BECK & CO INC CHODASH BRUCE M	COM 13D	12/ 8/92	487 13.9	78348310 13.9	UPDATE
RYAN BECK & CO INC GARVEY FENWICK H	COM 13D	12/ 8/92	1,600 45.6	78348310 46.3	UPDATE
RYAN BECK & CO INC NAULA MATTHEW R	COM 13D	12/ 8/92	500 14.2	78348310 13.8	UPDATE
ST GEORGE METALS INC HUNTON RICHARD O	COM 13D	11/ 1/92	1,677 10.9	78955410 9.9	UPDATE
SYNERCOM TECHNOLOGY INC STEEL PARTNERS LP ET AL	COM 13D	12/ 2/92	362 6.3	87191010 0.0	NEW
SYBRON CORP DEL AXA ET AL	COM 13D	12/ 3/92	3,580 18.5	87199810 19.8	UPDATE
TECHNICLONE INTL CORP LEGERE DAVID ET AL	COM NEW 13D	11/11/92	2,000 14.5	87851730 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/%OWNED	CUSIP/PRIOR%	FILING STATUS
TELXON CORP ROCKER DAVID A	COM 13D	11/27/92	946 6.6	87970010 7.9	UPDATE
USA CLASSIC INC ORBIT INTL CORP ET AL	COM 13D	11/30/92	2,511 44.0	90292810 0.0	NEW
VARITY CORP AURORA L P	CONV PFD CL II 13D	12/ 2/92	167 8.3	92299299 0.0	NEW
VARITY CORP STARK INVESTMENTS	CONV PFD CL II 13D	12/ 2/92	560 28.0	92299299 0.0	NEW
VIROLOGY TESTING SCIENCES TRAVIS PARTNERS G P ET AL	COM 13D	11/17/92	3,892 58.4	92823610 41.4	UPDATE
WEATHERFORD INTL INC JOHNSON DAVID M ET AL	COM 13D	11/10/92	3,352 8.4	94707610 8.7	UPDATE
WESTERN CAP INVT CORP BENSON BRUCE D	COM 13D	11/30/92	1,098 11.7	95787810 11.4	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		
ADVANCED TELECOMMUNICATIONS CORP	DE					X				12/02/92	
AIRBORNE RECORDS INC /DE/	DE			X						11/24/92	
ALFIN INC	NY	X						X		11/24/92	
ALLIANCE WELL SERVICE INC	NV	X	X					X		11/20/92	
AMAX INC /NY/	NY					X		X		12/03/92	

8K REPORTS CONT

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
AMERICAN EXP REC FIN COR AME EXP MAS TR					X	X				11/06/92	
AMERICAN EXP REC FIN COR AMER EXP MAS TR					X	X				11/06/92	
ANGELES CORP /CA/	CA	X				X				12/07/92	
ANGELES MORTGAGE INVESTMENT TRUST	CA				X	X				11/24/92	
BASIN EXPLORATION INC	DE				X					12/01/92	
BERLITZ INTERNATIONAL INC	NY				X	X				12/02/92	
BIOMEDICAL WASTE SYSTEMS INC	DE					X				11/16/92	AMEND
BOSTON CAPITAL TAX CREDIT FUND II LTD PA	DE	X				X				11/09/92	
BOSTON CAPITAL TAX CREDIT FUND II LTD PA	DE	X				X				11/09/92	
BOSTON CELTICS COMMUNICATIONS LTD PARTNE	DE				X					12/09/92	
BOSTON CELTICS LIMITED PARTNERSHIP	DE				X					12/09/92	
BOSTON FINANCIAL TAX CREDIT FUND PLUS	MA	X				X				12/04/92	
CACI INTERNATIONAL INC /DE/	DE				X					12/09/92	
CAROLINA POWER & LIGHT CO	NC				X					12/09/92	
CARRIAGE INDUSTRIES INC	GA	X				X				12/04/92	
CF BANCORP INC	DE				X	X				12/07/92	
CHESAPEAKE UTILITIES CORP	DE				X					12/04/92	
CHILES OFFSHORE CORP	DE				X	X				12/08/92	
CHOICES ENTERTAINMENT CORP	DE				X	X				12/04/92	
CITICORP MORT SEC INC REMIC PASS THR CIT					X					11/30/92	
CITIZENS BANKING CORP	MI				X	X				11/24/92	
CMC SECURITIES CORP	DE	NO ITEMS								11/30/92	AMEND
COLLAGEN CORP /DE	DE	X				X				11/25/92	
COLONIAL COMPANIES INC	DE				X	X				12/03/92	
COLORADO NATIONAL BANKSHARES INC	CO				X					12/08/92	
COMERICA INC /NEW/	DE				X					06/18/92	
CONNECTICUT NATURAL GAS CORP	CT									11/23/92	
CRYOTECH INDUSTRIES INC	FL	X	X			X				11/13/92	
DATA I/O CORP	WA					X				09/25/92	AMEND
DAYLIGHT INDUSTRIES INC	DE	NO ITEMS								08/31/92	
DEERE & CO	DE					X				12/08/92	
DEERE JOHN CAPITAL CORP	DE				X	X				12/08/92	
DELTA AIR LINES INC /DE/	DE				X	X				12/04/92	
DELTA PETROLEUM CORP/CO	CO				X	X				12/04/92	
DEVLIEG BULLARD INC	DE	X				X				11/24/92	
DIXIE NATIONAL CORP	MS				X					12/02/92	
DYNATRONICS LASER CORP	UT				X	X				05/07/00	
EASTERN UTILITIES ASSOCIATES	MA				X	X				12/08/92	
ELECTRONIC SYSTEMS TECHNOLOGY INC	WA				X					11/13/92	
ENZON INC	DE				X					11/25/92	
EQK REALTY INVESTORS I	MA	X				X				11/23/92	
EUA POWER CORP /NH/	NH				X					12/08/92	
FASTCOMM COMMUNICATIONS CORP	VA				X					11/30/92	AMEND
FINGERHUT COMPANIES INC	MN				X	X				12/08/92	
FLEET FINANCIAL GROUP INC /RI/	RI	NO ITEMS								11/30/92	
FLEET MORTGAGE SECURITIES INC	RI	X				X				11/25/92	
FLEET MORTGAGE SECURITIES TRUST 1992-1	RI				X	X				11/25/92	
FLEET MORTGAGE SECURITIES TRUST 1992-2	DE				X	X				11/25/92	
FLEET MORTGAGE SECURITIES TRUST 1992-3	RI				X	X				11/25/92	
FLEET MORTGAGE SECURITIES TRUST 1992-4		X				X				11/25/92	
FLORIDA POWER & LIGHT CO	FL				X					11/30/92	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
FPL GROUP INC	FL				X					11/30/92	
FRENCHTEX INC	FL		X							12/03/92	
GB FOODS CORP	DE			X	X					11/23/92	
GE CAPITAL MORTGAGE SERVICES INC	NJ			X	X					11/25/92	
GEORESOURCES INC	CO			X						12/01/92	
GOODYEAR TIRE & RUBBER CO /OH/	OH			X	X					12/07/92	
GRACE W R & CO /NY/	NY			X	X					12/02/92	
HEALTH MANAGEMENT INTERNATIONAL INC	DE	X		X	X					11/24/92	
HEEKIN CAM INC	DE			X	X					12/01/92	
HERITAGE BANCORP INC /DE/	DE		X							12/04/92	
HOUSING SECURITIES INC ADJ RA MOR PASS T	NY			X	X					10/25/92	
HOUSING SECURITIES INC MOR PAS THRO CERT				NO ITEMS						10/25/92	
HOUSING SECURITIES INC MOR PAS THRO CERT			X							11/30/92	
INDIANA GAS CO INC	IN					X				12/01/92	
INTERNATIONAL MERCANTILE CORP	MO		X							11/24/92	
JAYARK CORP	NY		X		X					11/23/92	
KAL O MINE INDUSTRIES INC	UT			X	X					09/11/92	
KEMPER CYMROT REAL ESTATE INVESTMENT FUN	DE			X						12/02/92	
KEMPER CYMROT REAL ESTATE INVESTMENT FUN	DE			X						11/23/93	
LEHMAN PASS THROUGH SECURITIES INC	DE	X			X					11/25/92	
LINCARE HOLDINGS INC	DE				X					10/02/92	AMEND
LOCKHEED CORP	DE									12/09/92	
MEDIA VISION TECHNOLOGY INC	DE			X	X					12/03/92	
MERRILL LYNCH MORTGAGE CAPITAL INC	DE			X						09/15/92	
MERRILL LYNCH MORTGAGE INVESTORS INC	DE			X						10/15/92	
MIKROS SYSTEMS CORP	DE				X					11/24/92	AMEND
MORTGAGE BANKERS FINANCIAL CORP I	DE			X	X					12/01/92	
NAC RE CORP	DE			X						12/07/92	
NATIONAL REHABILITATION CENTERS INC /TN	TN				X					10/31/92	AMEND
NAVISTAR INTERNATIONAL CORP /DE/NEW	DE									12/09/92	
NAVISTAR INTERNATIONAL CORP /DE/NEW	DE									12/09/92	
NAVISTAR INTERNATIONAL TRANSPORTATION CO	DE									12/09/92	
NAVISTAR INTERNATIONAL TRANSPORTATION CO	DE									12/09/92	
NESB CORP	DE				X					11/30/92	
NETWORK LONG DISTANCE INC	DE	X			X					12/02/92	
NL INDUSTRIES INC	NJ			X	X					12/07/92	
NORWEST CORP	DE			X						12/07/92	
NORWEST MASTER TRUST				X	X					12/08/92	
NORWEST MASTER TRUST				X	X					12/08/92	
NYCOR INC /DE/	DE			NO ITEMS						09/25/92	AMEND
OAKRIDGE ENERGY INC	UT			X	X					12/01/92	
OCEANIC EXPLORATION CO	DE			X						12/07/92	
OSCC HOME EQUITY LOAN TRUST 1992-4				X	X					11/25/92	
OSPREY HOLDING INC	TX			X	X					12/07/92	
PACIFIC ENTERPRISES INC	CA			X						11/24/92	
PAY N PAK STORES INC	WA		X	X						11/25/92	
PITTSTON CO	VA			X	X					12/07/92	
PIZZA INN INC /MO/	MO			X						12/02/92	
PNP PRIME CORP	DE		X	X						11/25/92	
POCI INC	DE			X						11/17/92	
PONTUS INDUSTRIES INC	CO			X	X					12/07/92	
POTOMAC ELECTRIC POWER CO	VA			X						12/04/92	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
PRIMARK CORP	MI							X		10/07/92	AMEND
RESOLUTION TRUST CORP COMM MOR PAS THR C						X	X			10/30/92	
RESOLUTION TRUST CORP COMM MOR PAS THR C						X	X			11/24/92	
RESOLUTION TRUST CORP COMM MOR PAS THR C						X	X			11/25/92	
RESOLUTION TRUST CORP COMM MOR PAS THR C						X	X			11/25/92	
RESOLUTION TRUST CORP COMM MORT PAS THR						X	X			11/25/92	
RESOLUTION TRUST CORP COMM MORT PAS THR						X	X			11/25/92	
RIGHT START INC /CA	CA							X		09/11/92	AMEND
RUBICON CORP	TX					X	X			12/07/92	
RYAN BECK & CO INC	NJ					X	X			12/08/92	
RYKA INC	DE					X	X			12/01/92	
SAN DIEGO GAS & ELECTRIC CO	CA					X	X			12/08/92	
SECURITY PAC ACC COR MAN HOU CON SR SUB	DE							X		10/31/92	
SHAWMUT NATIONAL CREDIT CARD TRUST 1990						X	X			12/08/92	
SHERWIN WILLIAMS CO	OH							X		12/03/92	
SIMTEK CORP	CO	NO ITEMS								12/07/92	
SOUTHERN CALIFORNIA GAS CO	CA					X				12/07/92	
TELE COMMUNICATIONS INC	DE					X	X			12/07/92	
TERMINAL APPLICATIONS GROUP INC	NY					X				12/04/92	
THERMOTREX CORP	DE							X		11/17/92	AMEND
TRAVELERS CORP	CT									11/06/92	
TRISTATE BANCORP INC	OH					X	X			12/08/92	
UAL CORP /DE/	DE					X				12/08/92	
UNIQUE MOBILITY INC	CO					X	X			12/03/92	
UNUM CORP	DE					X	X			12/03/92	
USAIR GROUP INC	DE					X				12/09/92	
USAIR INC /NEW/	DE					X				12/09/92	
UTILICORP UNITED INC	DE							X		12/08/92	
WESTAM MORTGAGE FINANCIAL CORP	AR					X	X			11/24/92	
WESTMORELAND COAL CO	DE					X				12/03/92	
YUBA WESTGOLD INC	DE					X	X			12/04/92	