

sec news digest

Issue 93-99

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May 25, 1993

MAY 20 1993

U.S. SECURITIES

EXCHANGE COMMISSION

NOTICE OF COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday mornings. Meetings on Wednesdays, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration.

CLOSED MEETING - TUESDAY, JUNE 1, 1993 - 10:00 A.M.

The subject matter of the June 1 closed meeting will be: Institution of injunctive actions. Institution of administrative proceedings of an enforcement nature; Settlement of administrative proceedings of an enforcement nature; and Opinions.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Kaye Williams at (202) 272-2400.

ADMINISTRATIVE PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS ORDERED AGAINST WILLIAM GOEBELBECKER

The Commission today announced the institution of administrative proceedings pursuant to Sections 15(b)(6) and 21B of the Securities Exchange Act of 1934 and cease and desist proceedings pursuant to Section 9(f) of the Investment Company Act of 1940 (Investment Company Act) against William J. Goebelbecker (Goebelbecker), a registered representative. The Commission's order, to which the respondent consented without admitting or denying the matters set forth therein, finds that Goebelbecker willfully aided and abetted and caused a violation of Section 17(e)(1) by a bond analyst/assistant portfolio manager (Bond Analyst) employed by an investment adviser registered with the Commission by improperly providing the Bond Analyst with compensation under circumstances where Goebelbecker knew or should have known that providing the Bond Analyst with such compensation was improper. The Commission's order censures Goebelbecker, orders him to cease and desist from future violations of the above statute and imposes a civil penalty of \$15,000. (Rel. 34-32345; IC-19486)

CIVIL PROCEEDINGS

CIVIL ACTION AGAINST PROFIT ENTERPRISES, INC. A/K/A PROFIT INTERNATIONAL ENTERPRISES, INC., JERRY SAVAGE AND DIXIE SAVAGE

Judge Norma Holloway Johnson of the United States District Court for the District of Columbia has ordered defendants Jerry Savage and Dixie Savage to pay disgorgement of \$343,022.19, together with prejudgment interest thereon in the amount of \$259,224, based on their unjust enrichment in the fraudulent and unregistered sale of interests in non-existent oil and gas properties. The Court had previously granted the Commission's motion for summary judgment, enjoining the defendants from further violations of Sections 5 and 17(a) of the Securities Act of 1933, Sections 10(b) and 15(a) of the Securities Exchange Act of 1934, and Rule 10b-5 thereunder. [SEC v. Profit Enterprises, Inc., a/k/a Profit International Enterprises, Inc., Jerry J. Savage and Dixie L. Savage, Civil Action No. 90-2020, NHJ] (LR-13646)

GEORGE SPECKMAN ENJOINED

The Commission announced that on May 10 an Order of Permanent Injunction was entered, pursuant to consent and without admitting or denying the underlying allegations, against George R. Speckman (Speckman) based on a complaint filed by the Commission on October 8, 1992. The Commission's complaint alleged that Speckman fraudulently induced investors to purchase high-risk, speculative securities by making material misrepresentations and omissions regarding the risk of investing in such securities.

The Order of Permanent Injunction permanently enjoins Speckman from violations of the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. [SEC v. Herbert L. Grosby, James A. Collins, George R. Speckman and Dennis J. Eckert, USDC SDIN, Indianapolis Division, Civil Action No. 92-1411] (LR-13647)

INTERNATIONAL TRADING INC. PERMANENTLY ENJOINED

The Commission announced that on April 26, 1993 the Honorable Orinda D. Evans, United States District Judge for the Northern District of Georgia, issued a permanent injunction against defendant International Trading, Inc. (ITI), a Liberian corporation with offices in Atlanta, Georgia. The permanent injunction prohibits ITI from violating Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. ITI consented to the issuance of the permanent injunction without admitting or denying the allegations of the Commission's complaint. Subsequently on May 4, 1993, Judge Evans appointed a receiver for ITI.

The Commission's complaint alleges that ITI engaged in the fraudulent sale of its common shares and warrants, promising investors that each \$100 common share of ITI purchased would entitle the purchaser to a warrant which would pay the investor \$200,000. This exorbitant return was purported to be paid from a fortune accumulated by a deceased European "financier" and claimed to be in excess of \$1 trillion. The complaint alleges that the purported fortune does not exist. [SEC v. International Trading, Inc., et al, USDC, ND Ga., Civil Action No. 1:92-CV-2396-ODE] (LR-13648)

TRUSTEE/RECEIVER RECOVERS CANADIAN ASSETS OF EDDIE ANTAR

In connection with the Securities and Exchange Commission's enforcement action against Eddie Antar (Antar), Charles C. Carella, the court appointed Trustee/Receiver (Trustee/Receiver) for all of the assets of Eddie Antar, has recovered and returned to the United States \$1,035,000 (US) from an account Antar controlled at a Montreal branch of a Canadian bank.

The funds located in Canada were frozen on July 10, 1992, by order of the Commission des valeurs mobilières du Québec (CVMQ). The CVMQ's freeze order was issued in response to an SEC request under the Memorandum of Understanding between the SEC and the CVMQ dated January 7, 1988. This was the first time the SEC sought assistance pursuant to an MOU for the freeze of assets. The Commission notes with appreciation the assistance provided by the CVMQ, which was critical to ensuring the return of the funds to the United States.

In order to enforce the final judgment entered against Antar in the United States, the Commission and/or the Trustee/Receiver have to date, among other things, brought actions against Antar in three foreign countries in addition to Canada: England, Liechtenstein and Israel. Those actions are pending, and approximately \$13.5 million of Antar's assets have been frozen in connection with those actions. The Trustee/Receiver has also recovered approximately \$6 million of Antar's other assets. [SEC v. Eddie Antar, Sam E. Antar, Mitchell Antar, Isaac Kairey, David Panoff, Eddie Gindi and Kathleen Morin, USDC for the District of New Jersey, Newark Division, Civil Action No. 89-3773, NHP] (LR-13649)

INVESTMENT COMPANY ACT RELEASES

LEXINGTON TECHNICAL STRATEGY FUND, INC.

A notice has been issued giving interested persons until June 16, 1993 to request a hearing on an application filed by Lexington Technical Strategy Fund, Inc. for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-19485 - May 21)

HOLDING COMPANY ACT RELEASES

GPU NUCLEAR CORPORATION

An order has been issued authorizing a proposal by GPU Nuclear Corporation (GPU Nuclear), a subsidiary company of General Public Utilities Corporation, a registered holding company. GPU Nuclear proposes to provide certain consulting and technical services, as a subcontractor, to the Defense Nuclear Facilities Safety Board through January 31, 1996. (Rel. 35-25814)

METROPOLITAN EDISON COMPANY

A notice has been issued giving interested persons until June 14, 1993 to request a hearing on a proposal by Metropolitan Edison Company (Met-Ed), a wholly owned electric public-utility subsidiary company of General Public Utilities Corporation, a registered holding to engage in financing. Met-Ed proposes to make cash capital contributions to its wholly owned subsidiary company, York Haven Power Company, through December 31, 1997, up to an aggregate principal amount of \$14 million. (Rel. 35-25815)

CENTRAL AND SOUTH WEST CORPORATION, ET AL.

A notice has been issued giving interested persons until June 14, 1993 to request a hearing on a proposal by Central and South West Corporation, a registered public-utility holding company, and certain of its subsidiaries to acquire capital stock and to sell a partnership interest in connection with the management of the Brush Cogeneration Project, a qualifying cogeneration facility. (Rel. 35-25815)

WEST TEXAS UTILITIES COMPANY

A notice has been issued giving interested persons until June 14, 1993 to request a hearing on a proposal by West Texas Utilities Company (West Texas), a wholly owned electric public-utility subsidiary company of Central and South West Corporation, a registered holding company, to sell a natural gas pipeline and related facilities (Pipeline) to Transok, Inc. (Transok), an affiliate of West Texas, for \$4,125,605. West Texas then intends to lease the Pipeline from Transok. (Rel. 35-25815)

UNITIL CORPORATION, ET AL.

An order has been issued authorizing a proposal by UNITIL Corporation (UNITIL), a registered holding company, and UNITIL Service Corp. (Service Corp.), its service company subsidiary. UNITIL proposes to create UNITIL Resources, Inc. (Resources), a new nonutility subsidiary company, and acquire all of Resources' capital stock for \$10,000. In addition, UNITIL proposes to invest up to \$190,000 in Resources through the acquisition of additional stock, capital contributions, open account advances or subordinated loans through December 31, 1997. Resources seeks authorization through December 31, 1997 to provide consulting and other services to nonaffiliates for profit. Personnel, accounting, credit, financial, management, technical and clerical support will be provided to Resources by Service Corp. (Rel. 35-25816)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING PRIVILEGES GRANTED

Orders have been issued granting the applications of three exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Philadelphia Stock Exchange - 6 issues (Rel. 34-32350); Cincinnati Stock Exchange - 19 issues (Rel. 34-32351); and Midwest Stock Exchange - 10 issues (Rel. 34-32352).

UNLISTED TRADING PRIVILEGES SOUGHT

Notices have been issued giving interested persons until June 11, 1993 to comment on the applications of three exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Philadelphia Stock Exchange - 5 issues (Rel. 34-32353); Cincinnati Stock Exchange - 6 issues (Rel. 34-32354); and Pacific Stock Exchange - 5 issues (Rel. 34-32355).

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The Philadelphia Depository Trust Company filed a proposed rule change (SR-PHILADEP-91-03) relating to the codification of its accommodation procedures whereby PHILADEP participants can gain access to DTC's Same-Day Funds Settlement services. Publication of the proposal is expected in the Federal Register during the week of May 24. (Rel. 34-32347)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-DGOC-93-02) filed by the Delta Government Options Corp. that permits DGOC Participants to select whether the exercise style of their options is to be American or European. (Rel. 34-32348)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-93-31), which the Commission approved on an accelerated basis. The change amends Section 70 of the Uniform Practice Code (UPC), entitled "Authority to Declare Transactions Void," by eliminating the language stating that decisions pursuant to Section 70 are reviewable by the Commission under Section 19(d)(2) of the Act. Publication of the proposal is expected in the Federal Register during the week of May 24. (Rel. 34-32349)

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-6 MUNICIPAL INVT TR FD INTERM TERM SER 208 DEFINED ASSET FDS, 450 LEXINGTON AVENUE,
C/O DAVIS POLK & WARDWELL, NEW YORK, NY 10017 (MUL) L - - INDEFINITE SHARES.
(FILE 33-49609 - MAY. 18) (NEW ISSUE)

REGISTRATIONS CONTINUED

- S-6 MUNICIPAL INVT TR FD MON PYMT SER 529 DEFINED ASSET FDS,
MERRILL LYNCH PIERCE FENNER & SMITH, ONE LIBERTY PLZ, 21ST FL, 165 BROADWAY, NEW YORK,
NY 10080 (MUL) L - INDEFINITE SHARES. (FILE 33-49611 - MAY. 18) (BR. 22
- NEW ISSUE)
- SB-2 MIDISOFT CORPORATION, WA (206) 881-7176 - 1,150,000 (\$4,025,000) COMMON STOCK.
100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$420,000) COMMON STOCK. (FILE
33-62468-S - MAY. 10) (BR. 10 - NEW ISSUE)
- S-3 CLEVELAND ELECTRIC ILLUMINATING CO, 55 PUBLIC SQ, CLEVELAND, OH 44101 (216) 622-9800
- 100,000,000 (\$100,000,000) MORTGAGE BONDS. (FILE 33-62510 - MAY. 12) (BR. 8)
- S-8 APPLIED POWER INC, 13000 W SILVER SPRING DR, BUTLER, WI 53007 (414) 781-6600 -
900,000 (\$15,471,000) COMMON STOCK. (FILE 33-62658 - MAY. 14) (BR. 10)
- S-3 OSBORN COMMUNICATIONS CORP /DE/, 405 LEXINGTON AVE 54TH FLR, NEW YORK, NY 10174
(212) 697-2280 - 3,490,000 (\$6,980,000) COMMON STOCK. (FILE 33-62660 - MAY. 14)
(BR. 8)
- S-3 CV REIT INC, 100 CENTURY BLVD, WEST PALM BEACH, FL 33417 (407) 640-3155 - 721,863
(\$6,496,767) COMMON STOCK. (FILE 33-62662 - MAY. 14) (BR. 6)
- S-3 MELVILLE CORP, ONE THEALL ROAD, RYE, NY 10580 (914) 925-4000 - 387,115
(\$17,443,401) COMMON STOCK. (FILE 33-62664 - MAY. 14) (BR. 1)
- S-3 AMERICAN BANKERS INSURANCE GROUP INC, 11222 QUAIL ROOST DR, MIAMI, FL 33157
(305) 253-2244 - 3,864,000 (\$103,362,000) COMMON STOCK. UNDERWRITER:
FIRST BOSTON CORP, MERRILL LYNCH & CO, PATNEWEBBER INC, ROBINSON HUMPHREY CO INC.
(FILE 33-62676 - MAY. 14) (BR. 9)
- SB-2 BEAN CAROLYN PUBLISHING LTD, 1129 N MCDOWELL BLVD, PETALUMA, CA 94954 (707) 778-2280
- 364,263 (\$2,367,710) COMMON STOCK. 31,675 (\$31.68) WARRANTS, OPTIONS OR RIGHTS.
31,675 (\$247,065) COMMON STOCK. UNDERWRITER: BERKELEY SECURITIES CORP. (FILE
33-62712 - MAY. 14) (BR. 12)
- S-8 WTD INDUSTRIES INC, 10260 SW GREENBURG RD STE 900, PORTLAND, OR 97223 (503) 246-3440
- 1,245,900 (\$2,616,390) COMMON STOCK. (FILE 33-62714 - MAY. 14) (BR. 9)
- S-8 PROXIMA CORP, 6610 NANCY RIDGE DRIVE, SAN DIEGO, CA 92121 (619) 457-5500 -
1,383,222 (\$13,140,609) COMMON STOCK. (FILE 33-62722 - MAY. 14) (BR. 3)
- S-3 QUALCOMM INC/DE, 10675 SORRENTO VALLEY RD, SAN DIEGO, CA 92121 (619) 587-1121 -
2,875,000 (\$126,500,000) COMMON STOCK. (FILE 33-62724 - MAY. 14) (BR. 7)
- S-8 JONES FINANCIAL COMPANIES L P, 201 PROGRESS PKWY, MARYLAND HEIGHTS, MO 63043
(314) 851-2000 - 200,000 (\$20,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE
33-62734 - MAY. 14) (BR. 12)
- N-2 CHILE FUND INC, C/O BEA ASSOCIATES INC, CITICORP CTR 153 E 53RD ST 58TH FL,
NEW YORK, NY 10022 (212) 832-2626 - 1,357,131 (\$40,713,930) COMMON STOCK. UNDERWRITER:
DONALDSON LUFKIN & JENRETTE SECURITIES C, SALOMON BROTHERS INC,
SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-62736 - MAY. 14) (BR. 17)
- S-8 CITY HOLDING CO, 3601 MACCORKLE AVE SE, CHARLESTON, WV 25304 (304) 925-6611 -
300,000 (\$7,500,000) COMMON STOCK. (FILE 33-62738 - MAY. 14) (BR. 2)
- S-4 BIOMEDICAL WASTE SYSTEMS INC, 200 HIGH ST, BOSTON, MA 02110 (617) 556-4033 -
1,600,000 (\$4,784,000) COMMON STOCK. (FILE 33-62744 - MAY. 14) (BR. 8)

REGISTRATIONS CONTINUED

- S-4 RESURGENS COMMUNICATIONS GROUP INC, 2210 RESURGENS PLZ SOUTH,
945 E PACES FERRY RD NE, ATLANTA, GA 30326 (404) 261-6190 - 52,000,000
(\$1,924,000,000) COMMON STOCK. (FILE 33-62746 - MAY. 14) (BR. 7)
- S-4 SENSORMATIC ELECTRONICS CORP, 500 N W 12TH AVE, DEERFIELD BEACH, FL 33442
(305) 427-9700 - 1,450,000 (\$39,763,200) COMMON STOCK. (FILE 33-62750 - MAY. 14)
(BR. 7)
- S-3 CONTINENTAL MEDICAL SYSTEMS INC /DE/, 600 WILSON LN, P O BOX 715, MECHANICSBURG, PA
17055 (717) 790-8300 - 750,000 (\$8,205,000) COMMON STOCK. (FILE 33-62752 - MAY. 14)
(BR. 6)
- S-1 SOUTHERN PACIFIC RAIL CORP, SOUTHERN PACIFIC BLDG, ONE MARKET PLAZA, SAN FRANCISCO,
CA 94105 (415) 541-1000 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE 33-62756 -
MAY. 14) (BR. 5)
- S-3 CARTER HAWLEY HALE STORES INC /DE/, 3880 N MISSION RD, LOS ANGELES, CA 90031
(213) 227-2000 - 11,500,000 (\$150,218,750) COMMON STOCK. UNDERWRITER:
MERRILL LYNCH & CO, SALOMON BROTHERS INC, SMITH BARNEY HARRIS UPHAM & CO INC,
WIG SECURITIES. (FILE 33-62758 - MAY. 14) (BR. 1)
- S-2 PIONEER FINANCIAL SERVICES INC /DE/, 1750 E GOLF RD, SCHAUMBURG, IL 60173
(708) 995-0400 - 57,500,000 (\$57,500,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE
33-62760 - MAY. 14) (BR. 9)
- S-8 MAHAMA & WEAGANT ENERGY CO, 4700 STOCKDALE HWY STE 1100, BAKERSFIELD, CA 93309
(805) 323-9075 - 300,000 (\$1,518,750) COMMON STOCK. (FILE 33-62776 - MAY. 14) (BR. 3)
- S-8 U S ENVIRONMENTAL SOLUTIONS INC, 397 E SAM HOUSTON PKWY STE 350, HOUSTON, TX 77060
(713) 847-9293 - 500,000 (\$1,250,000) COMMON STOCK. (FILE 33-62786 - MAY. 14) (BR. 4)
- F-3 HOUSEHOLD FINANCIAL CORP LTD, 100 SHEPPARD AVE EAST, STE 1000,
NORTH YORK ONTARIO CANADA, A6 (416) 250-3400 - 300,000,000 (\$300,000,000)
STRAIGHT BONDS. (FILE 33-62842 - MAY. 17) (BR. 11 - NEW ISSUE)
- S-11 CROWN AMERICAN REALTY TRUST, PASQUERILLA PLAZA, JOHNSTOWN, PA 15907 - 24,150,000
(\$483,000,000) COMMON SHARES OF BENEFICIAL INTEREST. UNDERWRITER:
KIDDER PEABODY & CO INC, LEGG MASON WOOD WALKER INC, PAINEWEBBER INC,
UBS SECURITIES INC. (FILE 33-62866 - MAY. 17) (BR. 5 - NEW ISSUE)
- N-1A NEUBERGER & BERMAN INCOME TRUST, 605 THIRD AVE, NEW YORK, NY 10158 (212) 476-8800 -
INDEFINITE SHARES. (FILE 33-62872 - MAY. 17) (BR. 16)
- S-6 EMPIRE STATE MUNICIPAL EXEMPT TRUST GUARANTEED SERIES 96, 6 EAST 43RD ST,
C/O GLICKENHAUS, NEW YORK, NY 10017 - 320,000 (\$320,000) UNIT INVESTMENT TRUST.
DEPOSITOR: GLICKENHAUS & CO, LEBENTHAL & CO INC. (FILE 33-62896 - MAY. 18) (BR. 16
- NEW ISSUE)
- S-6 EQUITY SECURITIES TRUST SR 3 SIGNAT SR GABELLI COMM INCOME T, 245 PARK AVE,
C/O BEAR STEARNS & CO INC, NEW YORK, NY 10167 - INDEFINITE SHARES. DEPOSITOR:
BEAR STEARNS & CO INC. (FILE 33-62898 - MAY. 18) (BR. 16 - NEW ISSUE)
- S-3 CENTRAL LOUISIANA ELECTRIC CO INC, 2030 DONAHUE FERRY RD, PINEVILLE, LA 71360
(318) 484-7400 - 250,000 (\$25,000,000) PREFERRED STOCK. (FILE 33-62950 - MAY. 18)
(BR. 7)

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
AMERICAN MAIZE PRODS CO ARCHER DANIELS MIDLAND	CL A 13D	5/14/93	1,899 29.5	02733920 8.5	UPDATE
ARTEL COMMUNICATIONS CORP PEQUOT GEN PARTNERS ET AL	COM 13D	5/ 8/93	510 5.6	04300910 0.0	NEW
BELDEN & BLAKE CORP FOREIGN & COLONIAL MGMT ET AL	COM 13D	5/11/93	340 5.3	07744710 3.3	UPDATE
BELDEN & BLAKE CORP FOREIGN & COLONIAL MGMT ET AL	COM 13D	5/11/93	340 5.3	07744710 3.3	RVSION
BIG O TIRES INC BALBOA INVESTMENT GRP ET AL	COM PAR \$0.10 13D	5/20/93	297 9.4	08932420 9.0	UPDATE
BIG O TIRES INC BALBOA INVESTMENT GRP ET AL	COM PAR \$0.10 13D	5/20/93	297 9.4	08932420 9.0	RVSION
BIG O TIRES INC GENERAL TIRE INC	COM PAR \$0.10 13D	5/14/93	0 0.0	08932420 44.5	UPDATE
COMMUNITY TRUST FINL SVCS BLEAKLEY JOHN N	COM 13D	9/25/92	44 5.3	20407099 0.0	NEW
CROSS TIMBERS OIL CO GOLDMAN SACHS & CO ET AL	COM 13D	5/18/93	829 5.2	22757310 0.0	NEW
CRUISE AMERICA INC PEQUOT GEN PARTNERS ET AL	COM 13D	5/ 7/93	258 4.7	22878710 5.3	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
D W G CORP PELTZ NELSON ET AL	CL A 130	5/ 6/93	5,983 23.1	23335110 23.1	UPDATE
FIRST FINANCIAL CORP/TX ARCHER F M	COM 130	2/ 3/93	0 0.0	32022299 N/A	UPDATE
FIRST FINANCIAL CORP/TX FIRST FINL HLDG LTD ET AL	COM 130	2/ 3/93	93 53.4	32022299 53.4	UPDATE
GREY ADVERTISING INC VOTING TRUST 2/24/86	COM 130	4/30/93	189 16.1	39783810 17.2	UPDATE
GREY ADVERTISING INC VOTING TRUST 2/24/86	CL B COM 130	4/30/93	205 58.8	39783820 63.6	UPDATE
HORNBECK OFFSHORE SVCS INC HOS PARTNERS L P ET AL	COM 130	5/12/93	4,477 44.7	44054210 45.6	UPDATE
HORNBECK OFFSHORE SVCS INC HOS PARTNERS L P ET AL	COM 130	5/12/93	4,477 44.7	44054210 45.6	RVISION
LATTICE SEMICONDUCTOR CORP FIDELITY INTL LTD	COM 130	5/12/93	763 6.5	51841510 5.0	UPDATE
LATTICE SEMICONDUCTOR CORP FMR CORP	COM 130	5/12/93	763 6.5	51841510 5.0	UPDATE
LONE STAR CASINO CORP TRAVIS PARTNERS G P ET AL	COM 130	5/14/93	1,691 18.9	54225210 0.0	NEW
MICHAEL ANTHONY JEWELLER INC NUSSEN ISAAC	COM 130	4/ 1/93	0 0.0	59406010 17.1	UPDATE
MICHAEL ANTHONY JEWELLER INC NUSSEN ISAAC	COM 130	4/ 1/93	0 0.0	59406010 17.1	RVISION
NEWMONT MNG CORP SPECIAL PURPOSE ET AL	COM 130	5/17/93	11,890 17.4	65163910 30.6	UPDATE
NOSTALGIA NETWORK INC WINNICK GARY ET AL	COM NEW 130	5/20/93	7,187 37.2	66975230 32.0	UPDATE
NOSTALGIA NETWORK INC WINNICK GARY ET AL	COM NEW 130	5/20/93	7,187 37.2	66975230 32.0	RVISION
PHOENIX RE CORP PEQUOT GEN PARTNERS ET AL	COM 130	4/19/93	355 6.1	71912310 0.0	NEW
PORTAGE INDS CORP DEL PLICON CORP ET AL	COM 130	5/12/93	116 5.1	73575510 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PRICE STERN SLOAN INC	COM		1,980	74148810	
PUTNAM BERKLEY GROUP INC	14D-1	5/24/93	40.8	24.3	UPDATE
PROGROUP INC	COM		234	74338510	
PEQUOT GEN PARTNERS ET AL	13D	5/14/93	10.0	0.0	NEW
PROVIDENTIAL CORP	COM		1,471	74394210	
BAUPOST GRP INC	13D	5/21/93	24.1	18.7	UPDATE
RAPITECH SYS INC	COM		3,800	75381010	
COHEN MORTON A ET AL	13D	3/26/93	35.6	52.0	UPDATE
SAGE ALERTING SYS INC	COM		175	78799810	
PEQUOT GEN PARTNERS ET AL	13D	1/27/93	5.8	0.0	NEW
SCIENTIFIC ATLANTA INC	COM		1,603	80865510	
CHARTER OAK PARTNERS	13D	5/19/93	4.3	4.6	UPDATE
UNIVERSAL SEISMIC ASSOC INC	COM		292	91382810	
MUTUAL LIFE ASSUR/CANADA ET AL	13D	3/ 8/93	7.4	0.0	NEW
VIRAL TESTING SYS CORP	COM		3,592	93299210	
TRAVIS PARTNERS G P ET AL	13D	3/17/93	40.6	42.3	UPDATE
WORLD CORP INC	COM		2,036	98190410	
ANDREWS T COLEMAN III	13D	5/17/93	14.3	14.8	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 8-K 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.

REPORTS

NAME OF ISSUER	STATE CODE	BK ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
DISCOVER CARD TRUST 1990 C	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1991 A	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1991 B	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1991 C	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1991 D	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1991 E	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1991 F	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1992 A	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1992-B	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1993-A	DE				X	X				05/17/93	
DISCOVER CARD TRUST 1993-B	DE				X	X				05/17/93	
DIXIE NATIONAL CORP	MS				X	X				04/30/93	
DLJ MORTGAGE ACCEPTANCE CORP	DE		X					X		04/29/93	
DOLE FOOD COMPANY INC	HI							X		05/06/93	
DYNASTY TRAVEL GROUP INC	DE				X	X				05/10/93	
DYNATEM INC	CA				X					05/07/93	
EL PASO REFINERY LP	DE		X	X	X					05/04/93	
EMERSON RADIO CORP	NJ				X	X	X			05/11/93	
ENVIRONMENTAL TECHNOLOGIES USA INC	MN							X		03/02/93AMEND	
ENZOW INC	DE				X					03/02/93	
FALCON OIL & GAS CO INC	CO		X							05/12/93	
FIDELITY NATIONAL FINANCIAL INC /DE/	DE									06/30/92AMEND	
FIDELITY NATIONAL FINANCIAL INC /DE/	DE									03/24/93AMEND	
FINANCIAL CORP OF SANTA BARBARA	DE				X	X				05/17/93	
FIRST UNITED BANK GROUP INC	DE				X	X				04/28/93	
FIRSTMARK CORP /ME/	ME				X	X				05/12/93	
FOOTHILL GROUP INC	DE				X	X				05/12/93	
FOREST OIL CORP	NY				X	X				05/14/93	
FORME CAPITAL INC	DE		X					X		05/07/93	
FPL GROUP CAPITAL INC	FL				X					05/12/93	
FUND AMERICA INVESTORS CORP	DE		X					X		04/30/93	
GENELABS TECHNOLOGIES INC /CA/	CA		X					X		03/11/93AMEND	
GENERAL PUBLIC UTILITIES CORP /PA/	PA				X					05/12/93	
GENESIS INVESTMENT GROUP INC	AZ				X			X		05/17/93	
GMAC MORTGAGE CORP OF IOWA MORT PAS THR	PA									04/26/93	
GMAC MORTGAGE CORP OF IOWA MORT PAS THR	PA									04/26/93	
GMAC MORTGAGE CORP OF IOWA MORT PAS THR	PA									04/26/93	
GMAC MORTGAGE CORP OF IOWA MORT PAS THR	PA									04/26/93	
GMAC MORTGAGE CORP OF IOWA MORT PAS THR	PA									04/26/93	
GRAFF PAY PER VIEW INC /DE/	NY				X	X				01/31/93	
GROW GROUP INC	NY				X	X				05/13/93	
HART HOLDING CO INC	DE				X	X				05/12/93	
HAWKEYE BANCORPORATION	IA		X					X		05/03/93	
HMO AMERICA INC	NV				X	X				05/12/93	
HOLOPAK TECHNOLOGIES INC	DE		X							03/17/93AMEND	
HOSPITALITY FRANCHISE SYSTEMS INC	DE		X					X		05/13/93	
IMAGEAMERICA INC	TN		X					X		04/30/93	
INDUSTRIAL HOLDINGS INC	TX							X		03/04/93	
INTERNATIONAL BROADCASTING CORP /MN/	MN				X					04/27/93	
INTERNATIONAL COLIN ENERGY CORP								X		05/17/93	
INTERNATIONAL LEISURE ENTERPRISES INC	AZ		X					X		03/15/93AMEND	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
INTERNATIONAL LEISURE ENTERPRISES INC /A	AZ	X								04/30/93	
INTERNATIONAL LEISURE ENTERPRISES INC /A	AZ	X					X			05/14/93	
INTERNATIONAL MERCANTILE CORP	MO			X						04/29/93	
INTERWEST MEDICAL CORP	OK				X					04/16/93	
JEWELMASTERS INC	DE				X					05/14/93	
JONES MEDICAL INDUSTRIES INC /DE/	DE						X			03/24/93AMEND	
KLEER VU INDUSTRIES INC/DE/	DE	X	X		X	X				05/13/93	
LEHMAN PASS THROUGH SECURITIES INC	DE		X				X			04/29/93	
LINKON CORP	NV				X					04/28/93	
MACROCHEM CORP	MA				X		X			05/14/93	
MAGMA POWER CO /NV/	NV						X			03/31/93AMEND	
MAJOR REALTY CORP	DE		X							04/26/93	
MANAGEMENT TECHNOLOGIES INC	NY				X					04/30/93	
MARCUM NATURAL GAS SERVICES INC/DE/	DE		X			X				04/30/93	
MAS VENTURES LTD	CO		X				X			05/14/93	
MBNA CORP	MD				X					04/30/93	
MEDI MAIL INC /NV/	NV		X			X				04/30/93	
MEI DIVERSIFIED INC	DE					X				05/03/93	
MERCANTILE BANCORPORATION INC	MO				X	X				05/13/93	
MERRILL LYNCH MORTGAGE INVESTORS INC	DE				X					02/25/93	
MERRILL LYNCH MORTGAGE INVESTORS INC	DE				X					03/25/93	
METROPOLITAN EDISON CO	PA				X					05/12/93	
MICKELBERRY CORP	DE					X				03/15/93	
MICROFRAME INC	NJ			X	X					05/11/93	
MIDCOAST ENERGY RESOURCES INC	MN		X		X	X				01/01/93	
MIDCOAST ENERGY RESOURCES INC	MN					X				01/15/93AMEND	
ML ASSET BACKED CORP	DE				X					02/15/93	
ML ASSET BACKED CORP	DE				X					05/15/93	
ML EQ REAL ESTATE PORTFOLIO L P	DE						X			03/31/93	
MNC CONSUMER LOAN TRUST 1993-1									NO ITEMS	03/31/93	
NORRIS COMMUNICATIONS CORP					X					05/13/93	
NORTH GEORGIA NATIONAL BANCSHARES INC	GA			X		X				05/10/93	
NOVUS HOME EQUITY LINE OF CREDIT TRUST 1	DE				X	X				05/17/93	
OLSTEN CORP	DE				X	X				05/10/93	
ONGARD SYSTEMS INC	DE								NO ITEMS	03/01/93AMEND	
OREGON STEEL MILLS INC	DE								NO ITEMS	03/03/93AMEND	
PACIFIC ANIMATED IMAGING CORP	DE				X	X				04/30/93	
PENNSYLVANIA ELECTRIC CO	PA				X					05/12/93	
PERCEPTRONICS INC	DE					X				04/30/93AMEND	
PERRIGO CO	MI				X					05/11/93	
PHARMACEUTICAL MARKETING SERVICES INC	DE		X				X			04/28/93	
PHILADELPHIA ELECTRIC CO	PA						X			05/12/93	
PHYSICIAN COMPUTER NETWORK INC /NJ	NJ				X					05/10/93	
PLM EQUIPMENT GROWTH FUND	CA				X					05/14/93	
PLM EQUIPMENT GROWTH FUND II	CA				X					05/14/93	
PLM EQUIPMENT GROWTH FUND III	CA				X					05/14/93	
PLM EQUIPMENT GROWTH FUND IV	CA				X					05/14/93	
PLM EQUIPMENT GROWTH FUND V	CA				X					05/14/93	
PLM EQUIPMENT GROWTH FUND VI	CA				X					05/14/93	
PLM INTERNATIONAL INC	DE				X					05/10/93	
PNB BANKSHARES INC	GA				X					05/10/93	