

sec news digest

Issue 94-59

March 30, 1994

COMMISSION ANNOUNCEMENTS

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 open meetings on Wednesday mornings. Otherwise, meetings will be scheduled according to the requirements of agenda items under consideration.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

OPEN MEETING - WEDNESDAY, APRIL 6, 1994 - 10:00 A.M.

The subject matter of the April 6 open meeting will be:

The Commission will consider whether to issue two orders approving the proposed rule changes by the Municipal Securities Rulemaking Board (MSRB) that: (1) adopt a new Rule (G-37) regulating the political contributions of municipal securities dealers; and (2) amend Rule G-19 relating to the suitability of recommendations by municipal securities dealers. For further information, please contact Scott Kursman at (202) 942-0168.

CLOSED MEETING - THURSDAY, APRIL 7, 1994 - 9:00 A.M.

The subject matter of the April 7 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 Settlement of injunctive actions.

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: Felicia Kung (202) 272-2300.

TREASURE ISLAND FINANCE CORPORATION
TREASURE ISLAND CORPORATION

An order has been issued granting the application of Treasure Island Finance Corporation and Treasure Island Corporation for an exemption from certain of the reporting requirements under Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended. (Rel. 34-33831; File No. 81-916)

ENFORCEMENT PROCEEDINGS

JUDGE ORDERS ASSET FREEZE IN PRIME BANK CASE

The Commission announced that on March 23 United States District Judge William Dwyer entered an order freezing the assets of North Pacific Investments, Inc., a Washington corporation, Stafford Y. L. Mew, of Nevada, and Morreon B. Rude, of Washington. The Commission's complaint for injunction against the defendants was filed on March 9, 1994 and alleges violations of the antifraud provisions in a scheme that raised at least \$10 million from one investor for the purported purchase and sale of European prime bank debt obligations. The Court's order also permits the Commission to conduct expedited discovery and sets May 13, 1994 as the date for hearing on the Commission's motion for a preliminary injunction. [SEC v. North Pacific Investments, Inc., et al., C94-5115, W.D. Wa.] (LR-14035)

INVESTMENT COMPANY ACT RELEASES

THE BRINSON FUNDS, ET AL.

A notice has been issued giving interested persons until April 19 to request a hearing on an application filed by The Brinson Funds, et al. for a conditional order pursuant to Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder. The conditional order would permit the operation of a joint trading account in repurchase agreements, with maturities not to exceed 60 days, "collateralized fully," as that term is defined in Rule 2a-7 under the Act; U.S. Government securities with remaining maturities not to exceed 91 days; and other short-term money market instruments that constitute "Eligible Securities" within the meaning of Rule 2a-7 with remaining maturities not to exceed 90 days. (Rel. IC-20163 - March 25)

GREAT AMERICAN RESERVE INSURANCE CO., ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting Great American Reserve Insurance Company, Great American Reserve Variable Annuity Account E (Account E) and Garco Equity Sales, Inc. from the provisions of Sections 26(a)(2) and 27(c)(2) of the Act. The exemptions apply to the extent necessary to permit the deduction of mortality and expense risks charges from the assets of Account E in connection with the issuance and sale of certain flexible premium payment group and individual variable annuity contracts. (Rel. IC-20168 - March 25)

PROVIDENTMUTUAL LIFE AND ANNUITY COMPANY OF AMERICA, ET AL.

A notice has been issued giving interested persons until April 22 to request a hearing on an application by Providentmutual Life and Annuity Company of America, Providentmutual Variable Annuity Separate Account A (PLACA Account), Provident Mutual Life Insurance Company of Philadelphia, Provident Mutual Variable Annuity Separate Account A (PMLIC Account) and the PML Securities Company for an order pursuant to Section 6(c) of the Investment Company Act. The order would grant exemptions from Sections 26(a)(2)(C) and 27(c)(2) of the Act to the extent necessary to permit the deduction of a mortality and expense risk charge from the assets of the PLACA Account and the PMLIC Account under certain variable annuity contracts. (Rel. IC-20170 - March 28)

AUSA LIFE INSURANCE COMPANY, INC. ET AL.

A notice has been issued giving interested persons until April 22 to request a hearing on an application filed by AUSA Life Insurance Company, Inc., Diversified Investors Variable Funds (Separate Account) and Diversified Investors Securities Corp. for an order that would permit the Applicants to deduct a mortality and expense risk charge from the assets of the Separate Account. (Rel. IC-20171 - March 28)

HOLDING COMPANY ACT RELEASES

PENN FUEL GAS, INC., ET AL.

A notice has been issued giving interested persons until April 21 to request a hearing on an application by Penn Fuel Gas, Inc. (PFG), a Pennsylvania holding company exempt from registration under Section 3(a)(1) of the Act pursuant to Rule 2, and Carol Ware Gates, Marilyn Ware Lewis, John H. Ware, IV and Paul W. Ware. Applicants request authorization under Sections 9(a)(2) and 10 for acquisitions of common shares of PFG and related transactions, pursuant to certain trust and voting agreements. Applicants also request an order under Section 3(a)(1) exempting PFG from all provisions of the Act, except Section 9(a)(2). (Rel. 35-26013)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The Chicago Board Options Exchange filed a proposed rule change (SR-CBOE-93-56) to amend CBOE Rule 9.3, "Registration and Termination of Representatives," to require members to file with the CBOE's Department of Compliance a termination notice for any discharge or termination of employment of a registered person, and the reason therefore, within 30 days of the termination. In addition, the proposal will allow members to fulfill CBOE Rule 9.3's filing requirements by submitting their filings to the North American Securities Administrators Association/National Association of Securities Dealers, Inc. Central Registration Depository within the time period allowed under CBOE Rule 9.3. Publication of the proposal is expected in the Federal Register during the week of April 4. (Rel. 34-33826)

SIGNIFICANT NO-ACTION, EXEMPTIVE AND INTERPRETIVE 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
UAL Corporation	March 30, 1994	Rule 16b-3 Transition Rules
Plum Creek Management Company , L.P.	March 30, 1994	Rules 16a-1(a)(2) and 16b-3(b)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-3 MEYERHAEUSER CO, 33663 WEYERHAEUSER WAY SOUTH, TACOMA, WA 98477
(206) 924-2345 - 790,000,000 (\$790,000,000) STRAIGHT BONDS. (FILE 33-52789 - MAR. 23) (BR. 8)
- S-8 BANK SOUTH CORP, 55 MARIETTA ST, ATLANTA, GA 30303 (404) 529-4435 -
275,652 (\$2,946,720) COMMON STOCK. (FILE 33-52791 - MAR. 23) (BR. 1)
- S-6 GOVERNMENT SEC INC FD MON PYMT U S TREAS SER 19 D A F,
450 LEXINGTON AVENUE, C/O DAVIS POLK & WARDWELL, NEW YORK, NY 10017
(212) 450-4540 - INDEFINITE SHARES. (FILE 33-52793 - MAR. 23) (BR. 22
- NEW ISSUE)
- S-8 FAMILY RESTAURANTS, 18831 VON KARMAN AVE, IRVINE, CA 92715
(714) 757-7900 - 84,375 (\$13,500,000) COMMON STOCK. (FILE 33-52795 -
MAR. 23) (BR. 12)
- S-8 KMART CORP, 3100 W BIG BEAVER RD, TROY, MI 48084 (313) 643-1000 -
7,468,564 (\$133,500,581) COMMON STOCK. (FILE 33-52797 - MAR. 23) (BR. 2)

REGISTRATIONS CONT.

- S-8 K MART CORP, 3100 W BIG BEAVER RD, TROY, MI 48084 (313) 643-1000 - 20,000,000 (\$357,500,000) COMMON STOCK. (FILE 33-52799 - MAR. 23) (BR. 2)
- S-1 HL FUNDING CO INC, PO BOX 2999, HARTFORD, CT 06104 (203) 843-8984 - 75,000,000 (\$75,000,000) PROGRAM FOR PURCHASE OF MUTUAL FUND. (FILE 33-58862 - FEB. 26) (BR. 20 - NEW ISSUE)
- SB-2 COLECCIONES DE RAQUEL INC, 1325 NORTH GARDNER ST, 201, HOLLYWOOD, CA 90046 (213) 876-9661 - 6,000,000 (\$3,350,000) COMMON STOCK. (FILE 33-76464-LA - MAR. 15) (NEW ISSUE)
- SB-2 NEWTON CANDY CO INC, 1505 BERRY RD, HOUSTON, TX 77093 (713) 691-6969 - 404,800 (\$2,558,520) COMMON STOCK. UNDERWRITER: MURCHISON INVESTMENT BANKERS INC. (FILE 33-76564-D - MAR. 17) (BR. 4 - NEW ISSUE)
- SB-2 FIRST OZAUKEE CAPITAL CORP, W61 W526 WASHINGTON AVE, CEDARBURG, WI 53012 (414) 377-0750 - 557,142 (\$3,900,000) COMMON STOCK. (FILE 33-76588 - MAR. 18) (BR. 1 - NEW ISSUE)
- SB-2 TAMARON CORP, 6120 GREENWOOD PLAZA BLVD, ENGLEWOOD, CO 80111 (303) 220-1451 - 3,000,000 (\$5,860,000) COMMON STOCK. (FILE 33-76592-D - MAR. 17) (BR. 12 - NEW ISSUE)
- S-1 STANDARD FINANCIAL INC, 4192 SOUTH ARCHER AVE, CHICAGO, IL 60632 (312) 847-1140 - 14,441,700 (\$144,417,000) COMMON STOCK. (FILE 33-76596 - MAR. 18) (BR. 1 - NEW ISSUE)
- N-1A ALLIANCE WORLDWIDE PRIVATIZATION FUND INC, 1345 AVE OF THE AMERICAS, NEW YORK, NY 10105 (212) 969-1000 - INDEFINITE SHARES. (FILE 33-76598 - MAR. 18) (BR. 16 - NEW ISSUE)
- S-1 OTTAWA FINANCIAL CORP, 245 CENTRAL AVE, HOLLAND, MI 49423 (616) 393-7000 - 3,438,500 (\$34,385,000) COMMON STOCK. (FILE 33-76600 - MAR. 18) (BR. 2 - NEW ISSUE)
- S-11 WINSTON HOTELS INC, 2209 CENTURY DR, RALEIGH, NC 27612 (919) 781-6685 - 6,371,000 (\$63,710,000) COMMON STOCK. UNDERWRITER: MORGAN KEEGAN & CO INC. (FILE 33-76602 - MAR. 18) (BR. 11 - NEW ISSUE)
- S-4 GREYSTONE HOMES INC, 6767 FOREST LAWN DR, STE 300, LOS ANGELES, CA 90068 (213) 436-6300 - 125,000,000 (\$125,000,000) STRAIGHT BONDS. (FILE 33-76628 - MAR. 21) (BR. 9 - NEW ISSUE)
- SB-2 VISION MARKETING GROUP INC, 28870 US 19 NORTH, STE 300, CLEARWATER, FL 34621 (813) 726-8751 - 700,000 (\$4,200,000) COMMON STOCK. (FILE 33-76634 - MAR. 21) (BR. 2 - NEW ISSUE)
- N-2 VAN KAMPEN MERRITT QUALITY MUNICIPAL TRUST II, ONE PARKVIEW PLAZA, OAKBROOK TERRACE, IL 60181 (800) 225-2222 - 460,000 (\$6,900,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-76656 - MAR. 18) (BR. 18 - NEW ISSUE)
- S-1 MLF BANCORP, TWO ALDWIN CENTER, LANCASTER AVE RT 320, VILLANOVA, PA 19085 (610) 526-6460 - 5,951,300 (\$59,513,000) COMMON STOCK. (FILE 33-76666 - MAR. 18) (BR. 2 - NEW ISSUE)
- N-1A HAVEN CAPITAL MANAGEMENT TRUST, 655 THIRD AVE, C/O HAVEN CAPITAL MANAGEMENT INC, NEW YORK, NY 10017 (212) 953-2322 - INDEFINITE SHARES. (FILE 33-76670 - MAR. 18) (BR. 17 - NEW ISSUE)

REGISTRATIONS CONT.

- S-1 SOUTH CAROLINA COMMUNITY BANCSHARES INC, 110 SOUTH CONGRESS ST,
WINNSBORO, SC 29180 (803) 635-5536 - 811,486 (\$8,114,860) COMMON STOCK.
(FILE 33-76676 - MAR. 18) (BR. 1 - NEW ISSUE)
- F-6 TELE DANMARK A/S /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY
10286 (212) 495-1727 - 150,000,000 (\$7,500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-76680 - MAR. 18) (BR. 99
- NEW ISSUE)
- F-1 TELE DANMARK A/S, 16 KANNIKEGADE, DK 8000 AARHUS C, DENMARK, G7
(458) 933-7777 - 32,250,000 (\$1,343,857,500) FOREIGN COMMON STOCK. (FILE
33-76682 - MAR. 18) (BR. 7 - NEW ISSUE)
- N-2 VOYAGEUR COLORADO MUNICIPAL INCOME FUND II INC,
100 SOUTH SEVENTH STREET, SUITE 4400, MINNEAPOLIS, MN 55402 - 115,000
(\$1,725,000) COMMON STOCK. (FILE 33-76686 - MAR. 21) (BR. 16 - NEW ISSUE)
- F-6 BAYER AG, 280 PARK AVE, C/O BANKERS TRUST CO, NEW YORK, NY 10015
(212) 454-1207 - 100,000,000 (\$5,000,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-76702 - MAR. 21) (BR. 99
- NEW ISSUE)
- S-1 US DELIVERY SYSTEMS INC, 1140 WEST LOOP NORTH, HOUSTON, TX 77055
(713) 867-5070 - 3,450,000 (\$48,300,000) COMMON STOCK. UNDERWRITER:
KEMPER SECURITIES INC, KIDDER PEABODY & CO. (FILE 33-76704 - MAR. 21)
(BR. 4 - NEW ISSUE)
- S-1 MIKASA INC, 20633 SOUTH FORDYCE AVE, LONG BEACH, CA 90810 (310) 886-3700
- 3,593,750 (\$61,093,750) COMMON STOCK. UNDERWRITER:
DEAN WITTER REYNOLDS INC, DILLON READ & CO INC. (FILE 33-76708 - MAR. 21)
(BR. 7 - NEW ISSUE)
- S-4 CARD ESTABLISHMENT SERVICES INC, 265 BROAD HOLLOW RD, MELVILLE, NY 11747
(516) 843-6000 - 125,000,000 (\$125,000,000) STRAIGHT BONDS. (FILE
33-76710 - MAR. 21) (BR. 10 - NEW ISSUE)

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 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
ACTAVA GROUP INC TRITON GROUP LTD	COM 13D	3/15/94	4,414 25.0	00493510 24.6	RVSION
AMELCO CORP ANGELICH MARK S ET AL	COM 13D	2/24/94	701 48.5	02343810 0.0	NEW
AMERN CONSUMERS PRODS INC NOEL GRP	COM 13D	3/ 4/94	1,079 43.6	02523610 0.0	NEW
AUDIO COMMUNICATIONS NETWORK SHELL A J	COM 13D	3/ 4/94	570 35.2	05099410 0.0	NEW
AVIALL INC NEW STATE OF MICH STATE TREASURER	COM 13D	3/ 7/94	1,263 6.5	05499410 0.0	NEW
BELO A H CORP STATE OF MICH STATE TREASURER	COM SER A 13D	3/ 8/94	1,204 6.0	08055510 0.0	NEW
BRANDYWINE RLTY TR O'LEARY DENNIS J	SH BEN INT 13D	3/ 4/94	360 19.4	10536810 18.0	UPDATE
CCAIR INC MESA AIRLINES INC	COM 13D	3/ 4/94	450 6.4	12486810 0.0	NEW
C 3 INC BALUPOST GROUP INC ET AL	12% CUM EXCH PFD 13D	3/14/94	223 6.2	12652020 0.0	NEW
CATELLUS DEV CORP CALIF PUBL EMPL RET SYS ET AL	COM 13D	3/ 4/94	37,757 51.7	14911110 15.1	UPDATE
CHEMDESIGN CORP ZETO ACQUISITION CORP ET AL	COM 14D-1	2/11/94	0 0.0	16359410 0.0	NEW
CHICAGO DOCK & CANAL TR PRIVATE CAP MGMT ET AL	SH BEN INT 13D	3/ 8/94	639 11.0	16733910 9.5	UPDATE
COMPRESSION LABS INC THOMSON CONSUMER ELECTR	COM 13D	3/ 2/94	884 7.5	20467210 8.7	UPDATE
CROWLEY MILNER & CO SCHOTTENSTEIN STORES ET AL	COM 13D	3/ 9/94	102 20.1	22809310 0.0	NEW
EQK GREEN ACRES TRUST TANENBAUM MYLES H	COM 13D	2/28/94	1,024 8.8	26881910 0.0	NEW
ELDEC CORP ALPINE CAPITAL L P	COM 14D-1	3/ 3/94	0 0.0	28445210 0.0	NEW
ELECTRIC FUEL CORP EHRlich ROBERT S	COM 13D	3/ 2/94	855 10.0	28487110 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ELECTRIC FUEL CORP HARATS YEHUDA	COM	13D	1,206 14.2	28487110 0.0	NEW
ELECTRIC FUEL CORP KORALL MENACHEM	COM	13D	454 5.3	28487110 0.0	NEW
ELECTRIC FUEL CORP WHARTMAN JONATHAN	COM	13D	249 3.8	28487110 0.0	NEW
ENCORE WIRE CORP CAPITAL SOUTHWEST CORP ET AL	COM	13D	1,022 19.2	29256210 17.3	UPDATE
FIRST COML CORP MURPHY CHARLES H JR ET AL	COM	13D	1,730 9.8	31982510 0.0	NEW
GRUNMAN CORP NORTHROP ACQUISITION INC	COM	14D-1	0 0.0	40018110 0.0	NEW
HEICO CORP NEW MENDELSON LAURANS A ET AL	COM	13D	482 21.3	42280610 19.3	UPDATE
HUDSON GEN CORP GAMCO INVESTORS INC ET AL	COM	13D	635 51.1	44378410 49.8	UPDATE
INTERNATIONAL POST LTD VIDEO SVCS CORP	COM	13D	227 3.8	46018110 12.3	UPDATE
KOMAG INC KOBÉ STEEL USA HLDGS	COM	13D	1,267 5.9	50045310 10.5	UPDATE
LAMONTS CORP NEW STREET CAPITAL CORP ET AL	COM	13D	0 0.0	51362810 N/A	UPDATE
M G M GRAND INC KORKORIAN KIRK ET AL	COM	13D	35,621 76.1	55295310 64.4	UPDATE
MARK CTLS CORP NEW CRANE CO	COM	13D	664 13.2	57099310 13.2	UPDATE
MCDONALD & CO INVTS INC KELLOGG PETER R	COM	13D	600 6.5	58004710 5.5	UPDATE
PARAMOUNT COMMUNICATIONS INC VIACOM INC ET AL	COM	13D	61,657 51.6	69921610 19.8	UPDATE
PROFFITTS INC APOLLO SPECIALTY RETAIL PRTRNS	COM	13D	1,422 15.1	74292510 0.0	NEW
REVCO D S INC NEW EMBRY TALTON R ET AL	COM	13D	7,409 14.8	76133910 14.8	UPDATE
RIDDELL SPORTS INC AURORA ELECTRONICS ET AL	COM	13D	607 7.8	76567010 9.0	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ XCHANGED	CUSIP/ PRIOR%	FILING STATUS
QUANTECH LTD LIFESCIENCES TECH PRTMRS	COM 13D	1/ 1/94	390 7.9	77099410 5.9	UPDATE
ROGERS CANTEL MOBL COMM INC CAISSE DE DEPTOT ET PLACEMENT	CL B SUB VTG 13D	2/25/94	1,561 1.7	77510210 1.9	UPDATE
SCIENTIFIC GAMES HLDGS CORP DAVID WEILL MICHEL	COM 13D	3/ 2/94	108 1.7	80874710 0.0	NEW
SCIENTIFIC GAMES HLDGS CORP FINANCIERE ET IND GAZ ET EAUX	COM 13D	3/ 2/94	179 2.8	80874710 0.0	NEW
SNYDER OIL CORP UNION PACIFIC CORP ET AL	COM 13D	3/ 2/94	2,000 8.6	83348210 0.0	NEW
SOUTHSIDE BANCSHARES FIRST BANKS INC	COM 13D	6/ 8/93	47 18.1	84470010 18.9	RVISION
SUN CITY INDS INC TRIGRAM INVESTMENTS LP	COM 13D	3/ 2/94	74 5.1	86666510 0.0	NEW
SUTTON RESOURCES LTD SINCLAIR BARBARA	COM 13D	5/28/93	2,198 22.1	86947410 0.0	NEW
TAKECARE INC FHP INTL CORP	COM 13D	3/ 3/94	1,449 11.4	87405510 11.4	UPDATE
TATHAM OFFSHORE INC WILLIAMS ROBERT M	COM 13D	3/14/94	1,569 6.3	87662810 0.0	NEW
THORN APPLE VY INC ROCKER DAVID A	COM 13D	3/ 7/94	420 7.1	88518410 9.0	UPDATE
UNITRONIX CORP FORD JAMES M DR	COM 13D	2/17/94	417 4.4	91327810 0.0	NEW
ALLEGHENY & WESTN ENERGY COR MCNILLIAN JOHN G	COM 13D	2/13/94	1,026 12.8	01722710 11.2	UPDATE
ALLEGHENY & WESTN ENERGY COR MCNILLIAN JOHN G	COM 13D	2/13/94	1,026 12.8	01722710 11.2	RVISION
AMERN CONSUMERS PRODS INC BORGHESE LIVIO	COM 13D	3/ 4/94	0 0.0	02523610 0.0	NEW
AMERN CONSUMERS PRODS INC BORGHESE LIVIO	COM 13D	3/ 4/94	0 0.0	02523610 0.0	RVISION
BFS BANKCORP INC GOULD INVESTORS ET AL	COM 13D	3/14/94	679 42.2	05540710 41.0	UPDATE
BIOTECHNICA INTL INC GROUPE LIMAGRAIN HLDG S A	COM 13D	3/ 7/94	M/A M/A	09091510 77.1	UPDATE
BIOTECHNICA INTL INC GROUPE LIMAGRAIN HLDG S A	COM 13D	3/ 7/94	M/A M/A	09091510 77.1	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
COMMUNITY TRUST FINL SVCS ROGERS JACQUELYN D	COM 13D	2/16/94	51 6.1	20407099 0.0	NEW
DANNINGER MED TECH INC FUNK DANIEL A	COM 13D	3/ 7/94	225 5.1	23636010 0.0	NEW
DANNINGER MED TECH INC FUNK DANIEL A	COM 13D	3/ 7/94	225 5.1	23636010 0.0	RVISION
GEMJUS INC PALO ALTO INVESTORS	COM 13D	7/28/93	452 3.7	37246110 7.8	UPDATE
I-FLOW CORP EARHART DONALD M	COM NEW 13D	2/ 3/94	515 8.7	44952030 7.2	UPDATE
MANVILLE CORP MANVILLE PERSONAL INJURY ET AL	COM NEW 13D	2/15/94	96,000 78.5	56502030 19.6	UPDATE
MANVILLE CORP MANVILLE PERSONAL INJURY ET AL	COM NEW 13D	2/15/94	96,000 78.5	56502030 19.6	RVISION
NATIONAL TIRE SVCS INC DAVIS JAMES L	COM 13D	2/15/94	311 7.5	63820610 0.0	NEW
NORTH AMERN MATL CORP LA SOCIETE FINANCIERE DES ETAL	COM 13D	2/23/94	0 0.0	65704210 N/A	UPDATE
NORTH AMERN MATL CORP LA SOCIETE FINANCIERE DES ETAL	COM 13D	2/23/94	0 0.0	65704210 N/A	RVISION
ONEITA INDS INC FRIED ALBERT & CO ET AL	COM 13D	3/ 9/94	772 11.1	68265510 5.9	UPDATE
PARTNERS OIL CO MAGIC CIRCLE ENERGY	CL A 13D	3/ 4/94	846 38.4	70212520 38.4	UPDATE
PARTNERS OIL CO MAGIC CIRCLE ENERGY	CL A 13D	3/ 4/94	846 38.4	70212520 38.4	RVISION
PROCEPT INC AENEAS VENTURE CORP	COM 13D	2/10/94	1,079 18.0	74268310 0.0	NEW
PROCEPT INC AENEAS VENTURE CORP	COM 13D	2/10/94	1,079 18.0	74268310 0.0	RVISION
QUADRAX CORP FISHER RICHARD A	COM 13D	1/14/94	1,897 6.0	74690510 5.8	UPDATE
RENAL TREATMENT CTRS INC HIGHLAND CAPITAL PTRNS ET AL	COM 13D	3/ 1/94	887 18.5	75967110 24.8	UPDATE
RENAL TREATMENT CTRS INC HIGHLAND CAPITAL PTRNS ET AL	COM 13D	3/ 1/94	887 18.5	75967110 24.8	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PRICE / COSTCO INC PRICE SOL	COM 13D	3/ 4/94	10,860 5.0	77399810 5.2	UPDATE
ROHM & HAAS CO HAAS JOHN OTTO ET AL	COM 13D	3/15/94	20,457 30.2	77537110 0.0	NEW
SANTA FE ENERGY RES INC HC ASSOC	COM 13D	2/18/94	10,211 11.4	80201210 11.4	UPDATE
SANTA FE ENERGY RES INC HC ASSOC	COM 13D	2/18/94	10,211 11.4	80201210 11.4	RVSION
SECURITY LAND DEVELOPMENT CROWELL & CO INC	COM 14D-1	3/15/94	0 0.0	81470099 0.0	UPDATE
SECURITY LAND DEVELOPMENT CROWELL & CO INC	COM 14D-1	3/15/94	0 0.0	81470099 0.0	RVSION
WORDSTAR INTL INC PHENUS CORP	COM 13D	2/ 4/94	4,018 25.6	83699710 0.0	NEW
WORDSTAR INTL INC PHENUS CORP	COM 13D	2/ 4/94	4,018 25.6	83699710 0.0	RVSION
STANDARD COML CORP DIBRELL BROTHERS INC	COM 13D	3/ 3/94	532 6.2	85325810 0.0	NEW
STANDARD COML CORP DIBRELL BROTHERS INC	COM 13D	3/ 3/94	532 6.2	85325810 0.0	RVSION
TREMONT ADVISERS INC KEELEY INV CORP ET AL	COM CL A 13D	3/15/94	82 6.4	89472910 0.0	NEW
TREMONT ADVISORS INC KEELEY JOHN L JR ET AL	COM CL B 13D	3/15/94	376 15.0	89472999 0.0	NEW
USG CORP GOLDMAN SACHS & CO ET AL	COM NEW 13D	3/22/94	9,631 25.9	90329340 28.5	UPDATE
USG CORP GOLDMAN SACHS & CO ET AL	COM NEW 13D	3/22/94	9,631 25.9	90329340 28.5	RVSION
UNITED STATES CELLULAR CORP TELEPHONE & DATA SYSTEMS ET AL	COM 13D	3/10/94	62,370 100.0	91168410 100.0	UPDATE
UNITED STATES CELLULAR CORP TELEPHONE & DATA SYSTEMS ET AL	COM 13D	3/10/94	62,370 100.0	91168410 100.0	RVSION
WESTERN NAT GAS CO SNADON DARYL N	COM NEW 13D	3/ 7/94	1,542 24.8	95885120 12.9	UPDATE
AMERICAN ATLAS RES CORP ENGLUND GENE H ET AL	COM 13D	2/ 3/94	106 18.2	02402810 100.0	UPDATE
AMRE INC BEDQWITZ STEVEN D	COM 13D	3/11/94	2,293 17.8	03215310 18.8	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	MSIP/ PRIOR%	FILING STATUS
AMTECH SYSTEMS INC KATZ ALVIN	COM PAR	90.01 13D	60 6.2	03233230 0.0	NEW
BCT INT' INC BRONSON STEVEN M	COM	13D	444 16.0	05535510 0.0	NEW
PANKERS NT INC TOTH JR STEVE	COM	13D	775 23.1	06627910 48.2	RVISION
CENTEX TELEMANAGEMENT INC MFS COMMUNICATIONS ET AL	COM	14D-1	1,467 8.3	15231510 0.0	NEW
CENTEX TELEMANAGEMENT INC MFS COMMUNICATIONS ET AL	COM	14D-1	1,467 8.3	15231510 0.0	RVISION
CONCEPT TECH GRP WALNUT CAPITAL CORP	COM	13D	637 45.8	20600910 45.8	RVISION
HEALTH MGMT SYS INC ZS PARTNERS ET AL	COM	13D	459 8.1	42499210 9.0	UPDATE
KEMPER CORP SOUTHEASTERN ASSET MGMT	COM	13D	2,636 8.1	48839610 0.0	NEW
LIFECO INVESTMENT GRP SMYTHE PATRICK C	COM	13D	2,321 49.1	53218399 0.0	NEW
M G M GRAND INC KORKORIAN KIRK ET AL	COM	13D	35,621 76.1	55295310 64.4	RVISION
MARK CTLS CORP NEW DICKSTEIN MARK ET AL	COM	13D	499 9.9	57099310 7.8	UPDATE
MINEX RESOURCES INC SEXAUER RICHARD F SR	COM	13D	4,789 10.0	60347010 5.1	UPDATE
NATIONAL MEDIA CORP VALUEVISION INTL INC	COM	14D-1	1,152 9.8	63691910 9.8	UPDATE
NEOGEN CORP KBD LP ET AL	COM	13D	389 9.6	64049110 9.6	RVISION
MU-KOTE HLDG INC RICHMONT CAP PARTNERS I L P	CL A	13D	569 6.9	66993510 0.0	NEW
PARTNERS OIL CO MIDWEST ENERGY CORP ET AL	CL A	13D	0 0.0	70212520 0.0	NEW
PAUL HARRIS STORES INC PAR INVNT PRTRRS ET AL	COM	13D	305 4.5	70355520 5.5	UPDATE
STRIKER INDS IMPERIAL EQUITIES LTD	COM	13D	2,681 33.5	86331630 0.0	NEW
VTX ELECTRS CORP HACKEL HENRY	COM	13D	500 9.5	91838810 0.0	NEW
WYNNS INTL INC CARROLL JAMES	COM	13D	596 10.9	98319510 0.0	NEW