

# sec news digest

Issue 94-168

September 2, 1994

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## COMMISSION ANNOUNCEMENTS

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### CLOSED MEETING - WEDNESDAY, SEPTEMBER 7, 1994 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Wednesday, September 7, 1994, at 10:00 a.m., will be: Institution of injunctive actions; Institution of administrative proceedings of an enforcement nature; Settlement of administrative proceedings of an enforcement nature; Settlement of injunctive actions; 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: The Office of the Secretary (202) 942-7070.

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## RULES AND RELATED MATTERS

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### PROPOSED REVISIONS TO CURRENT ROLL-UP REGULATORY FRAMEWORK

On September 1, the Commission issued a release (Rels. 33-7090; 34-34628) proposing new rules and amendments regarding roll-up transactions that would implement the provisions of the Limited Partnership Rollup Reform Act of 1993 (Act). The proposed amendments would amend the definition of "roll-up transaction" in Regulation S-K to conform more closely to the definition in the Act. Other proposed revisions would: (1) exempt from the proxy rules, except for the anti-fraud provisions, preliminary communications among security holders for the purpose of determining whether to solicit proxies, consents or authorizations in opposition to a proposed roll-up transaction; (2) extend to additional roll-up transactions the current provision requiring issuers to provide holders of securities that are the subject of a roll-up a list of the holders of the securities of that entity; and (3) prohibit the compensation of a person soliciting proxies, consents, or authorizations

in connection with a roll-up transaction on the basis of whether or not the solicited proxy, consent or authorization approves the transaction, or is contingent on approval or completion of the transaction. With respect to the latter two amendments, the revisions also would apply to tender offers. Finally, the amendments would require certain disclosures regarding appraisals, reports and fairness opinions received in connection with a roll-up transaction. FOR FURTHER INFORMATION CONTACT: Robert B. Toomey, Division of Corporation Finance at (202) 942-2910.

#### AUTHORIZATION OF PUBLICATION OF REGULATORY FLEXIBILITY AGENDA

The Commission has authorized the publication of its October 1994 Regulatory Flexibility Act Agenda. The agenda is a general announcement to the public intended to provide advance notice of rulemaking actions. The agenda, which will not be available to the public until its publication, has been submitted by the Commission to the Regulatory Information Service Center for inclusion in the Unified Agenda of Federal Regulations, which is scheduled for publication in the Federal Register in October 1994. Public comments regarding the agenda and the individual agenda entries are due by December 30, 1994. (Rels. 33-7089; 34-34627; 35-26115; 39-2322; IC-20526; IA-1439; File No. S7-25-94)

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#### ENFORCEMENT PROCEEDINGS

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##### IN THE MATTER OF GEORGE PHILLIPS

Administrative Law Judge Brenda P. Murray has denied issuance of a cease and desist order in Administrative Proceeding 3-8145, In the Matter of George W. Phillips. In 1988 Mr. Phillips was a board member of Shearson Lehman Hutton Holdings, Inc. and Chairman and Chief Executive Officer of The Boston Company, Inc., a Shearson subsidiary. Judge Murray found that Mr. Phillips did not cause violations by Shearson and/or two officers of The Boston Company of the Securities Exchange Act of 1934 and Exchange Act rules, and did not himself violate an Exchange Act rule. In a prior proceeding in which The Boston Company agreed to a cease and desist order, the Commission found that it had reported materially overstated income figures to Shearson for the first three quarters of 1988 and that Shearson had incorporated these erroneous figures in its books and records and periodic reports. In court proceedings, three officers of The Boston Company were permanently enjoined from violating the securities statutes and rules, and in Commission proceedings two officers of the company licensed as CPAs were barred from appearing before the Commission for a time certain. (Initial Decision Rel. 55)

COMPLAINT FILED AGAINST OLSEN LABORATORIES, INC., PETER OLSEN, CHRISTOPHER OLSEN, PAUL EILEY AND ANTHONY VASALLO

The Commission filed a complaint in the United States District Court for the Southern District of New York against Olsen Laboratories, Inc., Peter F. Olsen, founder and President of Olsen Labs, Christopher P. Olsen, founder and former Vice President of Olsen Labs, and Paul C. Keiley and Anthony C. Vasallo both registered representatives formerly associated with Barrett Day Securities, Inc. The complaint seeks permanent injunctive relief as to all defendants, as well as disgorgement and civil penalties.

The complaint alleges that the defendants engaged in a scheme to defraud investors by selling unregistered securities issued by Olsen Labs in violation of the registration provisions of the federal securities laws and that the defendants made numerous misrepresentations and omissions of material fact in connection with the offer and sale of Olsen Labs securities in violation of the antifraud provisions of the federal securities laws. In addition, the complaint alleges that defendants Keiley and Vasallo offered and sold Olsen Labs securities without the knowledge or consent of Barrett Day and without registering with the Commission as brokers or dealers. Finally, the Complaint alleges that defendants violated the Commission's Penny Stock Rules in connection with the sales of Olsen Labs securities. [SEC v. Olsen Laboratories, Inc., et al., Civil Action No. 94 Civ. 6280, JFK] (LR-14215)

ACTIONS TAKEN AGAINST JACK BENUN IN THE MATTER OF CONCORD CAMERA CORP.

The Commission announced the filing of a complaint in the U.S. District Court for the District of Columbia against Jack C. Benun, former chairman and chief executive officer of Concord Camera Corp., and the institution of an administrative proceeding against Concord. These actions arose from Benun's misappropriation of \$150,000 from Concord's Hong Kong subsidiary. To accomplish this, in May 1990 Benun ordered the subsidiary to issue a \$150,000 draft to a new employee as a bonus. The employee endorsed and delivered the draft to Benun, who funnelled the proceeds back to himself through accounts held by two friends.

Benun has consented, without admitting or denying the allegations, to the entry of a final judgment enjoining him from violating Sections 10(b) and 14(a) of the Exchange Act, Rules 10b-5, 14a-3, and 14a-9 thereunder, and Rule 13b2-1 under Section 13(b)(2)(A), and orders him to disgorge \$150,000 and \$65,242 interest thereon, and pay a \$150,000 penalty. Concord, neither admitting nor denying the allegations, has agreed to an order compelling it to cease and desist from committing any violation of Sections 13(a), 13(b)(2)(A), and 14(a) and Rules 12b-20, 13a-1, 14a-3, and 14a-9 thereunder. [SEC v. Jack C. Benun, Civ. No. 94-1913; In the Matter of Concord Camera Corp., File No. 3-8461] (LR-34623)

## COMPLAINT FILED AGAINST JOHN DUNLOP

The Commission announced the filing of a complaint against John T. Dunlop in the United States District Court, District of Utah on August 30 seeking a permanent injunction, disgorgement of \$886,200 and an officer/director bar.

The complaint alleges that Dunlop violated Section 17(a) of the Securities Act, Sections 13(g) and 10(b) of the Securities Exchange Act, and Rule 10b-5 thereunder.

The Commission's complaint alleges that Dunlop, while an officer of Bonneville Pacific Corporation (BPC), caused the sale of BPC stock to cover a defaulted loan given to a company he controlled. That conduct, the Commission alleges, constituted insider trading in violation of the federal securities laws.

The complaint also alleges that Dunlop violated Section 13(g) of the Securities Exchange Act by failing to disclose his beneficial ownership in BPC stock owned by Sallah International, Inc. (Sallah), and that, in filings with the Commission, Dunlop misrepresented the relationship between BPC and Sallah by consistently understating both the nature of the relationship and Sallah's role in transactions effected by BPC. [SEC v. John T. Dunlop, USDC UT, Civil Action No. 857, USDC, D. Utah] (LR-14214)

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## INVESTMENT COMPANY ACT RELEASES

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### AMERICAN UNITED LIFE INSURANCE COMPANY, ET AL.

An order has been issued under Section 6(c) of the Investment Company Act exempting American United Life Insurance Company (AUL), AUL American Individual Unit Trust (Variable Account), and any other investment accounts established by AUL in the future to support certain individual variable annuity contracts from the provisions of Sections 26(a)(2)(C) 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 the Variable Account in connection with the offer and sale of certain individual variable annuity contracts. (Rel. IC-20511 - August 31)

FIRST AMERICAN MUTUAL FUNDS, ET AL.

An order has been issued on an application filed by First American Mutual Funds (FAMF), et al. under Section 17(b) of the Investment Company Act for an exemption from Section 17(a); permitting certain joint transactions under Section 17(d) of the Act and Rule 17d-1 thereunder; and under Section 6(c) granting an exemption from the provisions of Section 15(f)(1)(A). The requested order permits certain series of First American Investment Funds, Inc. (FAIF) to acquire all of the assets of certain series of FAMF in exchange for shares of FAIF. The order also permits FAIF's board of directors to continue with its present membership following completion of the proposed transactions. (Rel. IC-20512 - August 31)

JOHN HANCOCK VARIABLE LIFE INSURANCE COMPANY ET AL.

An order has been issued pursuant to Section 6(c) of the Investment Company Act granting John Hancock Variable Life Insurance Company, John Hancock Variable Life Account U, John Hancock Mutual Life Insurance Company, and John Hancock Mutual Life Insurance Account UV exemptions from Section 27(a)(3) of the Act and Rules 6e-3(T)(b)(13)(ii) and (d)(1) thereunder. The order was sought in connection with the offer and sale of certain variable life insurance policies that provide for the following: a sales charge structure in which no sales charge is deducted from premiums in excess of the policy's target premium in any year, and a sales charge is deducted from subsequent target premium payments; a non-guaranteed waiver of a portion of any sales charge otherwise deductible from premiums where the policy has a current sum insured of \$250,000 or higher; the exclusion from any contingent deferred sales charge of premiums paid in excess of one year's base policy target premium in any of the first three policy years; and a partial waiver of the otherwise applicable contingent deferred sales charge in the case of a policy surrender during the second policy year. (Rel. IC-20513 -August 31)

CONNECTICUT MUTUAL FINANCIAL SERVICES SERIES FUND I, INC., ET AL.

An order has been issued under Section 6(c) of the Investment Company Act on an application filed by Connecticut Mutual Financial Services Series Fund I, Inc., (Fund), G.R. Phelps & Co., Inc., and certain life insurance companies and their separate accounts. The order grants exemptions from the provisions of Sections 9(a), 13(a), 15(a), and 15(b) of the Act and Rules 6e-2(b)(15) and 6e-3(T)(b)(15) thereunder to the extent necessary to permit shares of the Fund to be sold to and held by separate accounts that fund variable annuity and variable life insurance contracts issued by both affiliated and unaffiliated life insurance companies. (Rel. IC-20514 - August 31)

**FIRST AMERICAN FUNDS, INC., ET AL.**

An order has been issued on an application filed by First American Funds, Inc. (FAF), et al. under Section 17(b) of the Investment Company Act granting an exemption from Section 17(a), and permitting certain joint transactions under Section 17(d) of the Act and Rule 17d-1 thereunder. The order permits certain series of FAF to acquire all of the assets of certain other series of FAF in exchange for shares of the acquiring series. (Rel. IC-20515 - August 31)

**ZWEIG CASH FUND, INC. (FORMERLY, DBL CASH-LINK FUND INC.)**

An order has been issued under Section 8(f) of the Investment Company Act declaring that Zweig Cash Fund, Inc. (formerly, DBL Cash-Link Fund Inc.) has ceased to be an investment company. (Rel. IC-20516 - August 31)

**DEFINED ASSETS FUNDS - EQUITY INCOME FUND, ET AL.**

An order has been issued on an application filed by Defined Assets Funds - Equity Income Fund, et al. under Sections 6(c) and 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act. The order permits a terminating series of a unit investment trust to sell portfolio securities to a new series of the trust. (Rel. IC-20517 - August 31)

**AUSA LIFE INSURANCE COMPANY, INC., ET AL.**

A notice has been issued giving interested persons until September 26 to request a hearing on an application filed by AUSA Life Insurance Company, Inc. (AUSA) and Diversified Investors Variable Funds of AUSA Life Insurance Company, Inc. (Diversified Account) for an order approving the transfer of assets from the Keynote Series Account of The Mutual Life Insurance Company of New York (MONY Keynote) to the Diversified Account, and approving the offer of exchange of interests in MONY Keynote for interests in the Diversified Account through assumption reinsurance by AUSA of group variable annuities issued by The Mutual Life Insurance Company of New York, the purchase payments for which are allocated to MONY Keynote. (Rel. IC-20518 - August 31)

**STATE STREET BANK AND TRUST COMPANY**

A notice has been issued giving interested persons until September 26 to request a hearing on an application filed by State Street Bank and Trust Company for a conditional order under Section 6(c) of the Investment Company Act. The order would grant an exemption from Section 17(f) of the Act to permit certain registered investment companies to maintain custody of their foreign securities and other assets in Switzerland with Lombard Odier & Cie. (Rel. IC-20519; International Series Rel. 707 - August 31)

#### SENTINEL CASH MANAGEMENT FUND, INC.

A notice has been issued giving interested persons until September 26 to request a hearing on an application filed by Sentinel Cash Management Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-20520 - August 31)

#### THE BANK OF NEW YORK

A conditional order has been issued under Section 6(c) of the Investment Company Act exempting the Bank of New York from Section 26(a)(2)(D) of the Act. The order permits applicant to deposit foreign securities, held by unit investment trusts for which it serves as trustee, with the securities clearance and depository facilities operated by Morgan Guaranty Trust Company of New York in Brussels, Belgium in its capacity as operator of the Euroclear System, or with Central de Livraison de Valeurs Mobilieres, S.A. (Rel. IC-20521; International Series Rel. 708 - August 31)

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#### SELF-REGULATORY ORGANIZATIONS

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##### APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by the Boston Stock Exchange (SR-BSE-94-6) relating to technical amendments to Chapter XV (Specialists). (Rel. 34-34619)

The Commission approved a proposed rule change filed by the New York Stock Exchange (SR-NYSE-94-18) to amend its Allocation Policy and Procedures to revise, among other things, the composition of the Allocation Committee and Panel. (Rel. 34-34626)

##### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The Philadelphia Stock Exchange filed with the Commission a proposed rule change (SR-PHLX-94-39) that amends the option transaction charges for equity, sectors index, and value line options. Publication of the proposed rule change is expected in the Federal Register during the week of September 5. (Rel. 34-34620)

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## SECURITIES ACT REGISTRATIONS

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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.

- SB-2 USA COMMUNICATIONS INC /DE/, 330 EAST 75TH ST, STE 19C, NEW YORK, NY 10021 (212) 717-6681 - 3,000,000 (\$16,000,000) COMMON STOCK. 2,000,000 (\$500,500) WARRANTS, OPTIONS OR RIGHTS. 445,000 (\$2,325,000) COMMON STOCK. (FILE 33-83140-NY - AUG. 23) (BR. 7 - NEW ISSUE)
- S-8 HORTON D R INC /DE/, 1901 ASCENSION BLVD, STE 100, ARLINGTON, TX 76006 (817) 856-8200 - 100,000 (\$1,175,000) COMMON STOCK. (FILE 33-83162 - AUG. 26) (BR. 9)
- S-1 EDELBROCK CORP, 200 CALIFORNIA ST, TERRANCE, CA 90503 (310) 781-2222 - 1,840,000 (\$22,080,000) COMMON STOCK. (FILE 33-83258 - AUG. 25) (BR. 4 - NEW ISSUE)
- S-8 AQUA VIE BEVERAGE CORPORATION, 191 SUN VALLEY RD, PO BOX 5569, KETCHUM, ID 83340 (208) 726-2555 - 1,150,000 (\$230,000) COMMON STOCK. (FILE 33-83260 - AUG. 25) (BR. 11)
- S-8 COMPUTER NETWORK TECHNOLOGY CORP, 605 N HWY 169 - STE 800, MINNEAPOLIS, MN 55441 (612) 797-6000 - 2,200,000 (\$14,437,500) COMMON STOCK. (FILE 33-83262 - AUG. 25) (BR. 9)
- S-8 COMPUTER NETWORK TECHNOLOGY CORP, 605 N HWY 169 - STE 800, MINNEAPOLIS, MN 55441 (612) 797-6000 - 100,000 (\$656,250) COMMON STOCK. (FILE 33-83264 - AUG. 25) (BR. 9)
- S-8 COMPUTER NETWORK TECHNOLOGY CORP, 605 N HWY 169 - STE 800, MINNEAPOLIS, MN 55441 (612) 797-6000 - 229,241 (\$270,605.85) COMMON STOCK. (FILE 33-83266 - AUG. 25) (BR. 9)
- S-8 CISCO SYSTEMS INC, 170 W TASMAN DR, SAN JOSE, CA 95134 (408) 526-4000 - 975,099 (\$1,161,081.81) COMMON STOCK. (FILE 33-83268 - AUG. 25) (BR. 10)
- S-8 QUADRAX CORP /DE/, 300 HIGH POINT AVE, PORTSMOUTH, RI 02871 (401) 683-6600 - 7,500 (\$17,812.50) COMMON STOCK. (FILE 33-83270 - AUG. 25) (BR. 10)
- S-8 MPTV INC, 6401 UNIVERSITY AVE NE STE 350, MINNEAPOLIS, MN 55432 (612) 571-7877 - 270,400 (\$473,200) COMMON STOCK. (FILE 33-83272 - AUG. 24) (BR. 11)
- S-8 ALLIED LIFE FINANCIAL CORP, 701 FIFTH AVE, DES MOINES, IA 50391 (515) 280-4211 - 300,000 (\$4,162,500) COMMON STOCK. (FILE 33-83274 - AUG. 25) (BR. 10)



REGISTRATIONS CONT.

- S-3 CREATIVE BIOMOLECULES INC, 45 SOUTH STREET, HOPKINTON, MA 01748  
(508) 435-9001 - 485,315 (\$1,577,273.75) COMMON STOCK. (FILE 33-83276 -  
AUG. 25) (BR. 4)
- F-6 ANGLO AMERICAN CORP OF SOUTH AFRICA LTD /ADR/, 1 CHASE MANHATTAN PLAZA,  
C/O CHASE MANHATTAN PLAZA, NEW YORK, NY 10081 (212) 552-1305 - 50,000,000  
(\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83278 -  
AUG. 25) (BR. 99)
- F-6 GOLD FIELDS OF SOUTH AFRICA LTD /ADR/, 60 WALL STREET,  
CO/MORGAN GUARANTY TRUST COMPANY, NEW YORK, NY 10260 (212) 648-3250 -  
50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE  
33-83280 - AUG. 25) (BR. 99)
- F-6 RUSTENBURG PLATINUM HOLDINGS LTD/ADR/, 48 WALL ST, C/O BANK OF NEW YORK,  
NEW YORK, NY 10286 (212) 495-1727 - 50,000,000 (\$2,500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83282 - AUG. 25) (BR. 0)
- F-6 ANGLO AMERICAN GOLD INVESTMENT CO LTD/ADR/, 48 WALL STREET,  
C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 50,000,000  
(\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83284 -  
AUG. 25) (BR. 0)
- F-6 GENCOR LTD /ADR/, 60 WALL ST, C/O MORGAN GUARANTY TRUST CO, NEW YORK, NY  
10260 (212) 648-3250 - 50,000,000 (\$2,500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83286 - AUG. 25) (BR. 0)
- F-6 GOLD FIELDS PROPERTY CO LTD /ADR/, 1 CHASE MANHATTAN PLAZA,  
C/O CHASE MANHATTAN PLAZA, NEW YORK, NY 10081 - 50,000,000 (\$2,500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83288 - AUG. 25) (BR. 99)
- F-6 WESTERN DEEP LEVELS LTD /ADR/, 1 CHASE MANHATTAN PLAZA,  
C/O CHASE MANHATTAN BANK, NEW YORK, NY 10081 (212) 552-1305 - 50,000,000  
(\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83290 -  
AUG. 25) (BR. 99)
- F-6 VAAL REEFS EXPLORATION & MINING CO LTD/ADR/, 280 PARK AVE,  
C/O BANKERS TRUST CO, NEW YORK, NY 10015 (212) 978-5009 - 50,000,000  
(\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83294 -  
AUG. 25) (BR. 0)
- F-6 DOORNFONTEIN GOLD MINING CO LTD/ADR, 2 RECTOR ST,  
ATTN CORPORATE TRUST DIVISION ADR GROUP, NEW YORK, NY 10006 (212) 978-5009  
- 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE  
33-83296 - AUG. 25)
- F-6 IMPALA PLATINUM HOLDINGS LTD/ADR/, 60 WALL STREET,  
C/O MORGAN GUARANTY TRUST COMPANY, NEW YORK, NY 10260 (212) 648-3250 -  
50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE  
33-83298 - AUG. 25) (BR. 0)
- F-6 DE BEERS CONSOLIDATED MINES LTD/ADR/, 2 RECTOR ST, NEW YORK, NY 10006  
(212) 978-5009 - 50,000,000 (\$2,500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83300 - AUG. 25) (BR. 0)

REGISTRATIONS CONT.

- S-8 STONE GRILL INTERNATIONAL INC, 4655 QUALITY COURT SUITE C, LAS VEGAS, NV 89103 (214) 243-2267 - 10,000,000 (\$50,000) COMMON STOCK. (FILE 33-83302 - AUG. 24) (BR. 11)
- S-8 COOPERATIVE BANKSHARES INC, 201 MARKET ST, WILMINGTON, NC 28401 (910) 343-0181 - 144,215 (\$896,722.66) COMMON STOCK. (FILE 33-83306 - AUG. 25) (BR. 2)
- S-8 ALDUS CORP /WA/, 411 FIRST AVE SOUTH, SEATTLE, WA 98104 (206) 622-5500 - 1,500,000 (\$47,062,500) COMMON STOCK. (FILE 33-83308 - AUG. 25) (BR. 9)
- S-1 THOMPSON PBE INC, 4553 GLENCOE AVE, STE 200, MARINA DEL REY, CA 90292 (310) 306-7112 - 2,530,000 (\$32,890,000) COMMON STOCK. (FILE 33-83310 - AUG. 25) (BR. 4 - NEW ISSUE)
- S-1 RICKEL HOME CENTERS INC, 520 MADISON AVE, C/O EOS PARTNERS LP, NEW YORK, NY 10022 (212) 832-5800 - 135,000,000 (\$135,000,000) STRAIGHT BONDS. (FILE 33-83312 - AUG. 26) (BR. 9 - NEW ISSUE)
- S-1 NISSAN AUTO RECEIVABLES CORP /DE, 990 W 190TH ST, TORRANCE, CA 90502 (310) 719-8074 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-83314 - AUG. 26) (BR. 12)
- S-8 GALEY & LORD INC, 980 AVENUE OF THE AMERICA, NEW YORK, NY 10018 (212) 465-3000 - 500,000 (\$9,000,000) COMMON STOCK. (FILE 33-83316 - AUG. 26) (BR. 7)
- S-8 NORTHWEST INDIANA BANCORP, 9204 COLUMBIA AVE, MUNSTER, IN 46321 (219) 836-9690 - 30,000 (\$2,460,000) COMMON STOCK. (FILE 33-83318 - AUG. 26) (BR. 2)
- S-8 HEALTH CARE & RETIREMENT CORP / DE, ONE SEAGATE, TOLEDO, OH 43604 (419) 247-5600 - 1,800,000 (\$47,587,500) COMMON STOCK. (FILE 33-83324 - AUG. 26) (BR. 6)
- F-1 HUANENG POWER INTERNATIONAL INC, NO 40 XUEYUAN NANLU, HAIDIAN DISTRICT, BEIJING 100088 PRC, F5 (861) 225-4466 - 1,350,000,000 (\$928,125,000) FOREIGN COMMON STOCK. (FILE 33-83326 - AUG. 26) (BR. 8 - NEW ISSUE)
- F-1 WIESE BANK LTD /ADR/, 60 WALL ST, C/O MORGAN GUARANTY TRUST CO OF NY, NEW YORK, NY 10260 (212) 648-3250 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-83356 - AUG. 25) (BR. 99 - NEW ISSUE)

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## ACQUISITIONS OF SECURITIES

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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
AMERALIA INC MADLINE AHERN BROMLEY FAM TR	COM NEW 13D	6/30/94	204 30.0	02355920 0.0	NEW
ANALYTICAL SURVEYS INC OKABENA PARTNERSHIP K	COM NEW 13D	8/29/94	222 8.2	03268330 7.0	UPDATE
ARYT INDS LTD EVERGREEN CANADA-ISRAEL ET AL	ORD 13D	8/22/94	242 4.8	04338210 23.3	UPDATE
BUCKEYE COMMUNICATIONS INC BAKER STEVEN R	COM 13D	8/22/94	356 15.1	11815420 0.0	NEW
BUCKEYE COMMUNICATIONS INC GILES TERRY M	COM 13D	8/22/94	180 7.9	11815420 0.0	NEW
BUCKEYE COMMUNICATIONS INC MITSUBISHI INTL CORP	COM 13D	8/22/94	134 6.1	11815420 0.0	NEW
C P T HLDGS CORP TUCKER STEFAN F ET AL	COM NEW 13D	8/31/94	909 50.1	12616040 50.0	UPDATE
CHESAPEAKE ENERGY CORP DAWSON-SAMBERG CAP MGMT ET AL	COM 13D	8/17/94	387 7.6	16516710 0.0	NEW
COMAIR HOLDINGS INC FIDELITY INTL LTD	COM 13D	9/ 1/94	2,203 10.2	19978910 0.0	NEW
COMAIR HOLDINGS INC FMR CORP	COM 13D	9/ 1/94	2,203 10.2	19978910 11.2	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
CONVEST ENERGY CORP TEX BLUE HERON PETROLEUM CORP	COM 13D	5/31/94	587 13.9	21257710 13.8	UPDATE
CONVEST ENERGY CORP TEX SANDERLING OIL CORP	COM 13D	5/31/94	1,101 26.0	21257710 26.0	UPDATE
DELCHAMPS INC GAMCO INVESTORS INC ET AL	COM 13D	8/29/94	969 13.4	24661510 12.4	UPDATE
DIGICOM INC MD SEIS INTL LTD	COM PAR \$0.01 13D	8/25/94	5,125 16.3	25380420 9.8	UPDATE
ECI TELECOM LTD BRONFMAN CHARLES ROSNER ET AL	COM 13D	8/29/94	12,406 16.6	26825810 17.7	UPDATE
FAIRMOUNT CHEM INC LEISTNER WILLIAM E	COM 13D	9/19/93	10,190 100.0	30547710 100.0	UPDATE
FIRST SOURCE CORP MIDWEST BANK FUND LP ET AL	COM 13D	8/31/94	308 4.0	33690110 5.0	UPDATE
GRANT TENSOR GEOPHYS CORP ELLIOTT ASSOCIATES	PFD CV EXCH 13D	8/18/94	354 16.4	38808520 36.8	UPDATE
HFB FINL CORP DAVID B COOK	COM 13D	2/22/94	35 5.1	40599210 0.0	NEW
HARVEY GROUP INC INTEREQUITY CAPITAL PART ET AL	COM 13D	8/31/94	498 15.7	41766810 11.0	UPDATE
INTELLICORP INC MARTIN JAMES T	COM 13D	8/12/94	916 8.8	45815310 0.0	NEW
KEYSTONE CONS INDS INC SIMMONS HAROLD C.ET AL	COM 13D	8/25/94	3,709 66.3	49342210 63.8	UPDATE
LVI GROUP INC BASSANI DOMINIC	COM NEW 13D	8/22/94	1,750 22.9	50243940 0.0	NEW
LVI GROUP INC ZIZZA SALVATORE J	COM NEW 13D	8/22/94	4,506 58.8	50243940 0.0	NEW
LITTLEFIELD ADAMS & CO R & L EQUITY PARTNERS	COM 13D	8/26/94	68 3.1	53758110 2.1	UPDATE
MORGAN STANLEY GLBL OPTY BD BANK MORGAN STANLEY	COM 13D	5/19/94	578 18.0	61999710 0.0	NEW
OLD AMER STORES INC GREEN ROBERT ET AL	COM 13D	8/31/94	135 3.0	67950310 4.9	UPDATE