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U.S. SECURITIES AND
EXCHANGE COMMISSION

Issue 85-53

March 19, 1985

RULES AND RELATED MATTERS

AMENDMENTS TO RULE 6e-2 PROPOSED FOR COMMENT

The Commission proposes for public comment amendments to Rule 6e-2 under the Investment Company Act of 1940. Rule 6e-2 grants insurance company separate accounts exemptive relief to sell scheduled premium variable life insurance contracts. The proposed amendments would conform certain parts of the rule to Rule 6e-3(T), the exemptive rule for separate accounts selling flexible premium variable life insurance contracts.

Comments should be submitted in triplicate to John Wheeler, Secretary, 450 Fifth St., NW, Washington, DC 20549. Comments must be received by May 10 and should refer to File No. S7-10-85. All submissions will be available for public inspection at the Commission's Public Reference Room. (Rel. IC-14421)

FOR FURTHER INFORMATION CONTACT: Robert E. Plaze at (202) 272-2622

ADMINISTRATIVE PROCEEDINGS

SUSPENSION OF INTER-CONTINENTAL MARKETING CORPORATION REGULATION A EXEMPTION MADE PERMANENT

The Commission ordered that the Regulation A exemption of Inter-Continental Marketing Corporation (ICM), a Huntington, West Virginia corporation, be permanently suspended. The Order results from ICM's filing of a notification and offering circular on April 9, 1984, later amended, relating to a proposed offering of 600,000 shares of common stock for an aggregate amount of \$1,500,000. No sale of ICM stock was made to the public as of December 4, 1984, when the Commission issued an Order Temporarily Suspending the Regulation A Exemption of ICM. The Commission finds that: (a) the offering, if made, would be in violation of the Securities Act; and (b) ICM's offering circular contains untrue statements of material facts and material omissions. ICM, without admitting or denying the allegations contained in the Temporary Suspension Order, consented to the Findings and Order Permanently Suspending Regulation A Exemption. (Rel. 33-6569)

COMMISSION ANNOUNCEMENTS

STAFF ACCOUNTING BULLETIN NO. 58

The Commission issued Staff Accounting Bulletin No. 58 which expresses the staff's views regarding last-in, first-out inventory accounting practices for financial reporting purposes. (Rel. SAB-58)

FOR FURTHER INFORMATION CONTACT: Leland E. Graul at (202) 272-2130

CIVIL PROCEEDINGS

INLAND CONSULTANTS CORPORATION, OTHERS ENJOINED IN STOCK LOAN CASE

The New York Regional Office announced that on March 15 Judge Robert W. Sweet, U.S. District Court for the Southern District of New York, ordered Inland Consultants Corporation, Bernard F. Novita and Frank E. Lester enjoined from violations of the anti-fraud provisions of the securities laws. Each defendant consented to the Permanent Injunction without admitting or denying the substantive allegations in the Commission's March 14 complaint.

The complaint alleges that during late 1983 and early 1984, Inland, a New York stock loan finder, Novita, Inland's president and sole shareholder, and Lester, an Inland stock loan clerk, agreed to engage in a fraudulent stock loan scheme. Defendants sought corruptly to use an employee of a large stock clearing agency to arrange spurious stock loans. Defendants planned fraudulently to obtain cash collateral for good faith stock lending customers and to divert to Inland interest paid for the use of these funds. The scheme failed to materialize when the clearing agency employee, a government informant, left his job. (SEC v. Inland Consultants Corporation, et al. 85 Civ. 2017, [RWS] USDC SDNY). (LR-10700)

**APPALACHIAN RAILCAR MANUFACTURING AND REPAIR, INC.
AND CLAUDE E. CHUMLEY CONSENT TO PERMANENT INJUNCTION**

The Chicago Regional Office announced that on March 1 and March 11, respectively, Judge Eugene Siler, Jr., U.S. District Court for the Eastern District of Kentucky, entered Final Judgments and Orders of Permanent Injunction against Appalachian Railcar Manufacturing and Repair, Inc. and Claude E. Chumley. The Judgments enjoin Appalachian and Chumley from further violations of the registration and antifraud provision of the securities laws. Appalachian and Chumley consented to the Judgments without admitting or denying the complaint's allegations.

The complaint alleged that: Appalachian and Chumley violated the registration and antifraud provisions in the offer and sale of corporate notes of Appalachian; and from June 1982 through January 1984, Chumley sold these notes to over 300 people and raised approximately \$500,000. (SEC v. Appalachian Railcar Manufacturing and Repair, Inc. and Claude E. Chumley, EDKY, Civil Action No. 85-92, filed February 6, 1985). (LR-10701)

INVESTMENT COMPANY ACT RELEASES

ALLEGHANY CORPORATION

A notice has been issued giving interested persons until April 9 to request a hearing on an application filed by Alleghany Corporation for an order temporarily exempting it from all provisions of the Investment Company Act other than Sections 17(a), (d) and (e) thereof, except for certain limited circumstances. Pending final determination by the Commission on Alleghany's requested exemption, a temporary order has been issued similarly exempting it from January 12, 1985 until such final determination has been made or, if earlier, until June 30, 1985. (Rel. IC-14222 - March 15)

HOLDING COMPANY ACT RELEASES

APPALACHIAN POWER COMPANY

A supplemental order has been issued clarifying a prior order which authorized Appalachian Power Company, subsidiary of American Electric Power Company, Inc., to incur obligations under a pollution control facilities sales agreement with Mason County, West Virginia. The State Corporation Commission of Virginia authorized the transaction. (Rel. 35-23630A - March 18)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING SOUGHT

Notices have been issued giving interested persons until April 4 to comment on the applications of the following stock exchanges for unlisted trading privileges in the specified number of issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system: Philadelphia Stock Exchange - three issues. (Rel. 34-21853); the Cincinnati Stock Exchange - seven issues. (Rel. 34-21854); and the Boston Stock Exchange - eight issues. (Rel. 34-21855)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change filed by the Chicago Board Options Exchange, Inc. (SR-CBOE-84-34) which governs the use of automatic execution systems placed on the CBOE's floor to permit market makers to facilitate the entry of stock orders to hedge or cover options positions. (Rel. 34-21858)

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-18 UNIFIED TELECOMMUNICATIONS CORP, 1351 NORTH 108TH AVE, TULSA, OK 74136 (918) 437-5777 - \$500,000 COMMON STOCK. \$625,000 COMMON STOCK. (FILE 2-96074-FW - FEB. 26) (BR. 8 - NEW ISSUE)
- S-18 PERLE SYSTEMS LTD, 360 TAPSCOTT RD, SCARBOROUGH, ONTARIO M1B 3C4 CANADA, A6 (416) 299-4999 - 690,000 (\$4,140,000) COMMON STOCK. 60,000 (\$60) WARRANTS, OPTIONS OR RIGHTS. 60,000 (\$432,000) COMMON STOCK. (FILE 2-96128-NY - FEB. 28) (BR. 9 - NEW ISSUE)
- S-18 BYERS INC, 30 POND PARK RD, HINGHAM, MA 02043 (617) 749-6770 - 937,500 (\$1,500,000) COMMON STOCK. 1,875,000 (\$937,500) COMMON STOCK. 1,875,000 (\$1,406,250) COMMON STOCK. 93,750 (\$93) WARRANTS, OPTIONS OR RIGHTS. 93,750 (\$180,000) COMMON STOCK. (FILE 2-96222-B - MAR. 04) (BR. 12)
- S-18 DIGITAL TRANSERVICE CORP, 15 PROSPECT ST RTE 7 NORTH, PARAMUS, NJ 07652 (201) 845-3555 - 3,450,000 (\$6,900,000) COMMON STOCK. (FILE 2-96249-NY - MAR. 06) (BR. 7 - NEW ISSUE)
- S-18 GBI INTERNATIONAL INDUSTRIES INC, 101 ALDER ST, WEST BABYLON, NY 11704 (516) 752-8093 - 258,750 (\$1,522,500) COMMON STOCK. 517,500 (\$621,030) COMMON STOCK. 22,500 (\$100) WARRANTS, OPTIONS OR RIGHTS. 157,500 (\$226,800) COMMON STOCK. (FILE 2-96254-NY - MAR. 06) (BR. 1 - NEW ISSUE)
- S-18 SULLIVAN MACHINERY CO, 600 GRANT ST STE 944, PITTSBURGH, PA 15219 (412) 765-1260 - 150,000 (\$525,000) COMMON STOCK. 150,000 (\$525,000) COMMON STOCK. (FILE 2-96274-W - MAR. 06) (BR. 10 - NEW ISSUE)
- S-3 DELMED INC, 437 TURNPIKE ST, CANTON, MA 02021 (617) 821-0500 - 2,079,904 (\$8,319,616) COMMON STOCK. (FILE 2-96299 - MAR. 08) (BR. 8)
- S-11 JMB INCOME EQUITY REIT, 875 N MICHIGAN AVE, CHICAGO, IL 60611 - 5,100,000 (\$100,000,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 2-96300 - MAR. 08) (BR. 5 - NEW ISSUE)
- S-1 FIBRONICS INTERNATIONAL INC, 325 STEVENS ST, HYANNIS, MA 02601 (617) 778-0700 - 650,000 (\$10,848,500) COMMON STOCK. (FILE 2-96302 - MAR. 08) (BR. 9)
- S-6 INSURED TAX FREE INCOME TRUST, 201 PROGRESS PKWY, C/O EDWARD D JONES & CO, ST LOUIS, MO 63043 - 1,000 (\$1,000,000) UNIT INVESTMENT TRUST. (FILE 2-96303 - MAR. 08) (BR. 17 - NEW ISSUE)
- S-14 FIRSTWAY FINANCIAL INC, 13 W MAIN ST, WAYNESBORO, PA 17268 (717) 762-8161 - 1,000,000 (\$7,980,000) COMMON STOCK. (FILE 2-96308 - MAR. 08) (BR. 2 - NEW ISSUE)
- S-2 FIRST NATIONAL SUPERMARKETS INC, 17000 ROCKSIDE RD, MAPLE HEIGHTS, OH 44137 (216) 587-7100 - 35,000 (\$35,000,000) STRAIGHT BONDS. 490,000 (\$7,227,500) COMMON STOCK. (FILE 2-96310 - MAR. 08) (BR. 1)
- S-11 FPI REAL ESTATE FUND, 25 CADILLAC DR, SACRAMENTO, CA 95825 - 20,000 (\$10,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 2-96312 - MAR. 08) (BR. 6 - NEW ISSUE)

- S-3 MERRILL LYNCH & CO INC, ONE LIBERTY PLZ 165 BROADWAY, NEW YORK, NY 10080 (212) 637-7455 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 2-96315 - MAR. 08) (BR. 12)
- S-6 DIRECTIONS UNIT INVESTMENT TRUST TWENTY FIFTH SERIES, ONE BATTERY PARK PLZ, E F HUTTON & CO INC, NEW YORK, NY 10004 - 1,000,000 (\$10,000,000) UNIT INVESTMENT TRUST. (FILE 2-96316 - MAR. 08) (BR. 18 - NEW ISSUE)
- S-3 JAMES RIVER CORP OF VIRGINIA, TREDEGAR ST, RICHMOND, VA 23219 (804) 644-5411 - 75,000,000 (\$75,000,000) STRAIGHT BONDS. (FILE 2-96317 - MAR. 08) (BR. 8)
- S-11 CRI INSURED MORTGAGE INVESTMENTS II INC, ONE CENTRAL PLZ, 11300 ROCKVILLE PIKE, ROCKVILLE, MD 20852 - 12,500,000 (\$250,000,000) COMMON STOCK. (FILE 2-96319 - MAR. 08) (BR. 11 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND THIRTY FIFTH INSURED SERIES, ONE LIBERTY PLZ 165 BROADWAY, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. (FILE 2-96320 - MAR. 08) (BR. 17 - NEW ISSUE)
- S-6 INTERNATIONAL BOND FUND THIRD MULTI CURRENCY SERIES, ONE LIBERTY PLZ 165 BROADWAY, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. (FILE 2-96321 - MAR. 08) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND NINETY FOURTH NEW YORK SERIE, ONE LIBERTY PLZ 165 BROADWAY, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. (FILE 2-96322 - MAR. 08) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INV TRUST FUND THREE HUNDRED FIFTY SECOND MONTHLY, ONE LIBERTY PLZ 165 BROADWAY, C/O MERRILL LYNCH PIERCE FENNER & PIERCE, NEW YORK, NY 10080 - INDEFINITE SHARES. (FILE 2-96323 - MAR. 08) (BR. 17 - NEW ISSUE)
- S-6 CORPORATE INCOME FUND TWO HUNDRED TWELFTH MONTHLY PAYMENT SE, ONE LIBERTY PLZ 165 BROADWAY, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. (FILE 2-96324 - MAR. 08) (BR. 17 - NEW ISSUE)
- S-1 BEST BUY CO INC, 12600 W FRONTAGE RD, INTERSTATE 35W AT HWY 13, BURNSVILLE, MN 55337 (612) 894-7970 - 100,000 (\$1,500,000) COMMON STOCK. 762,500 (\$11,437,500) COMMON STOCK. (FILE 2-96325 - MAR. 08) (BR. 2 - NEW ISSUE)
- S-3 SOUTHTRUST CORP, 112 N 20TH ST, BIRMINGHAM, AL 35290 (205) 254-5680 - 1,250,000 (\$30,156,250) COMMON STOCK. (FILE 2-96327 - MAR. 11) (BR. 1)
- S-3 MINSTAR INC, 1215 MARSHALL ST NE, MINNEAPOLIS, MN 55413 (612) 379-1800 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 2-96328 - MAR. 11) (BR. 4)
- S-8 BANCORP HAWAII INC, 111 S KING ST, HONOLULU, HI 96813 (808) 537-8111 - 200,000 (\$5,800,000) COMMON STOCK. (FILE 2-96329 - MAR. 11) (BR. 1)
- S-8 PRICE CO, 2657 ARIANE DR, SAN DIEGO, CA 92117 (619) 581-4600 - 400,000 (\$21,500,000) COMMON STOCK. (FILE 2-96330 - MAR. 08) (BR. 7)
- S-6 FIRST TRUST OF INSURED MUNICIPAL BONDS SERIES 136, 300 W WASHINGTON ST, CLAYTON BROWN & ASSOCIATES INC, CHICAGO, IL 60606 - INDEFINITE SHARES. (FILE 2-96331 - MAR. 08) (BR. 18 - NEW ISSUE)
- S-8 BURLINGTON COAT FACTORY WAREHOUSE CORP, ROUTE 130, BURLINGTON, NJ 08016 (609) 386-3314 - 500,000 (\$9,000,000) COMMON STOCK. (FILE 2-96332 - MAR. 08) (BR. 2)
- S-14 FIRST VICTORIA CORP, 101 S MAIN ST, VICTORIA, TX 77901 (512) 573-6321 - 1,200,000 (\$38,688,461) COMMON STOCK. (FILE 2-96335 - MAR. 08) (BR. 1 - NEW ISSUE)
- S-8 MCDONNELL DOUGLAS CORP, P O BOX 516, ST LOUIS, MO 63166 (314) 232-8464 - 9,000,000 (\$9,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. 55,000 COMMON STOCK. (FILE 2-96336 - MAR. 08) (BR. 12)
- S-8 MCDONNELL DOUGLAS CORP, P O BOX 516, ST LOUIS, MO 63166 (314) 232-8464 - 250,000,000 (\$250,000,000) OTHER SECURITIES INCLUDING VOTING TRUST. 600,000 COMMON STOCK. (FILE 2-96337 - MAR. 08) (BR. 12)
- S-6 INSURED MUNICIPALS INCOME TRUST 7TH INSURED MULTI SERIES, 1901 N MAPER BLVD, C/O VAN KAMPEN MERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-96340 - MAR. 11) (BR. 18 - NEW ISSUE)

- S-6 INSURED MUNICIPALS INCOME TRUST 6TH INSURED MULTI SERIES, 1901 N NAPER BLVD, C/O VAN KAMPEN HERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-96341 - MAR. 11) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST 5TH INSURED MULTI SERIES, 1901 N NAPER BLVD, C/O VAN KAMPEN HERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-96342 - MAR. 11) (BR. 18 - NEW ISSUE)
- S-8 LEXIDATA CORP, 755 MIDDLESEX TURNPIKE, BILLERICA, MA 01865 (617) 663-8550 - 100,000 (\$250,000) COMMON STOCK. (FILE 2-96343 - MAR. 11) (BR. 10)
- S-8 NATIONAL CITY CORP, 1900 E NINTH ST, CLEVELAND, OH 44114 (216) 575-2000 - 600,000 (\$23,625,000) COMMON STOCK. (FILE 2-96344 - MAR. 11) (BR. 2)
- S-8 HBO & CO, 301 PERIMETER CTR NORTH, ATLANTA, GA 30346 (404) 393-6000 - 15,750 (\$175,197.50) COMMON STOCK. (FILE 2-96345 - MAR. 11) (BR. 10)
- S-6 INSURED MUNICIPALS INCOME TRUST 4TH INSURED MULTI SERIES, 1901 N NAPER BLVD, C/O VAN KAMPEN HERRITT INC, NAPERVILLE, IL 60566 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 2-96347 - MAR. 11) (BR. 18 - NEW ISSUE)
- S-3 MARTIN MARIETTA CORP, 6801 ROCKLEDGE DR, BETHESDA, MD 20817 (301) 897-6000 - 3,450,000 (\$172,500,000) COMMON STOCK. (FILE 2-96352 - MAR. 11) (BR. 12)
- S-8 HEWLETT PACKARD CO, 3000 HANOVER ST, PALO ALTO, CA 94304 (415) 857-1501 - 12,000,000 (\$441,750,000) COMMON STOCK. (FILE 2-96361 - MAR. 12) (BR. 13)

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 prior percent owned; and Column 7 - the status of the filing, i.e., new, update, or revision.

	FORM	EVENT DATE	SHRS (000) / % OWNED	CUSIP / PRIOR %	FILING STATUS
AMERICAN NAT RES CO BOESKY IVAN F. ET AL	COM	13D	3,743 / 9.9	02860910 / 0.0	NEW
AMHERST ASSOC INC GOLDMAN SACHS & CO	COM	13D	0 / 0.0	03118010 / 7.2	UPDATE
E Z EM INC NADEL IRWIN ET AL	COM	13D	471 / 8.9	26930510 / 0.0	NEW
ELECTRONIC MODULES CORP OTHNE RALPH E ET AL	COM	13D	952 / 18.3	28578510 / 16.7	UPDATE
ELECTRONIC MODULES CORP VOGEL ROBERT E	COM	13D	310 / 5.9	28578510 / 5.7	UPDATE
GEARHART INDS INC SMITH INTERNATIONAL INC	COM	14D-1	0 / 0.0	36829810 / 20.4	UPDATE
GEARHART INDS INC WILLIS WORLD WIDE	COM	14D-1	5,310 / 20.4	36829810 / 0.0	NEW
KMS INDS INC BURMAN OIL PUBL LTD	COM	13D	2,090 / 13.3	48258010 / 0.0	NEW

ACQUISITION REPORTS CONT.

LOAN AMERICA FINL CORP ABRAMSON ALBERT ET AL	COM	13D	2/ 7/85	107 6.9	53945610 0.0	NEW
MARMON GROUP INC ZENITH NATL INSUR CORP ET AL	PFD CL A AL	13D	3/11/85	155 4.7	57130820 0.0	NEW
MCGREGOR CORP RAPID AMERICAN CORP ET AL	COM	13D	1/ 4/85	2,705 55.5	58067510 53.8	UPDATE
MINSTAR INC LEUCADIA NATIONAL CORP ET AL	COM AL	13D	3/ 5/85	1,075 10.2	60444210 8.5	UPDATE
NI INDS INC MASC0 CORP ET AL	COM	14D-1	3/13/85	21,552 98.3	62913510 98.3	UPDATE
NI INDS INC NIMAS CORP	COM	14D-1	3/13/85	21,552 98.3	62913510 98.3	UPDATE
PALM BEACH INC BRITISH ASSETS TRUST LTD	COM	13D	2/ 4/85	144 3.9	69659310 8.9	UPDATE
REPUBLIC BANCORP OF S C INC RAVENEL EISENHARDT & CO	COM	13D	3/ 4/85	0 N/A	76030099 N/A	UPDATE
SOUTHERN FILM EXTRUDERS INC DOLAN RICHARD A ET AL	COM	13D	2/12/85	59 10.2	84286810 0.0	NEW
SOUTHERN FILM EXTRUDERS INC WOLF ROGER W	COM	13D	2/12/85	39 6.5	84286810 0.0	NEW
SOUTHERN FILM EXTRUDERS INC WOLF ROGER W	COM	13D	2/12/85	39 6.5	84286810 0.0	NEW
TIC INTL CORP BRASSELL JERE T ET AL	COM	13D	3/ 7/85	211 18.5	87245410 14.8	UPDATE
WHEELED COACH IND INC COLLINS ROBERT R	COM	13D	3/ 4/85	0 N/A	96300310 N/A	UPDATE
WHITE RIVER PETROLEUM CORP STREICHER WUDSON L ET AL	COM	13D	3/11/85	85 1.6	96447010 0.0	NEW
AID AUTO STORES INC FRISCH JOSEPH	COM	13D	2/ 5/85	179 18.2	00870~820 11.4	UPDATE
BRITISH AMERICAN INSURANCE MEADLEY FLORENCE ODIE LEE	COM	13D	2/ 7/85	1,300 65.0	11047510 0.0	NEW
BRITISH AMERICAN INSURANCE LEE LAURENCE F JR	COM	13D	2/ 7/85	1,300 65.0	11047510 0.0	NEW
BRITISH AMERICAN INSURANCE MCCLAUGHERTY KATHERINE WITTE	COM	13D	2/ 7/85	1,300 65.0	11047510 0.0	RVSDION
CENTAUR SCIENCES INC BRITTEN & CROMME OVERSEAS	COM	13D	1/31/85	520 9.3	15133310 0.0	NEW
CHOMERICS INC GRACE W R & CO	COM	13D	3/ 5/85	919 37.9	17039410 0.0	NEW
CLEMENTS ENERGY 1980 CLEMENTS ENERGY INC	UNITS LIM PART INT	14D-1	3/15/85	N/A N/A	18550096 N/A	NEW
CLEMENTS ENERGY 1979 II CLEMENTS ENERGY INC	UNITS LIM PART INT	14D-1	3/15/85	N/A N/A	18550097 N/A	NEW
CLEMENTS ENERGY 1981 CLEMENTS ENERGY INC	UNITS LIM PART INT	14D-1	3/15/85	N/A N/A	18550098 N/A	NEW
CLEMENTS ENERGY 1979 I CLEMENTS ENERGY INC	UNITS LIM PART INT	14D-1	3/15/85	N/A N/A	18550099 N/A	NEW

ACQUISITION REPORTS CONT.

CLEVETRUST RLTY INVS GOODTAR INC ET AL	SH BEN INT 13D	3/ 5/85	160 5.7	18678010 0.0	NEW	
CONSOLIDATED FREIGHTWAYS INC STATE OF WISCONSIN INVEST	COM BD	13D	1/21/85	N/A N/A	20923710 5.3	UPDATE
COOPER TRS INC BOESLY IVAN F. ET AL	COM 13D	3/12/85	608 3.7	21670510 9.5	UPDATE	
CORPUS CHRISTI BANKSHARES PENA AL	COM 13D	3/ 1/85	31 7.9	22007210 0.0	NEW	
DALLAS FED FINL CORP BRIGHT BANC SAVINGS ASSN	COM 13D	2/22/85	306 10.0	23503010 0.0	NEW	
FLORIDA COML BKS INC CULVERHOUSE HUGH F	COM 14D-1	3/14/85	1,388 33.4	34060710 38.3	UPDATE	
GAMING & TECHNOLOGY INC FULTON STANLEY E	COM 13D	12/31/84	1,310 18.1	36465410 0.0	NEW	
GAMING & TECHNOLOGY INC MILMS ALFRED H	COM 13D	12/31/84	2,704 37.4	36465410 0.0	NEW	
GUARDIAN INDS CORP COVILLE WARREN U ET AL	COM 13D	2/21/85	0 0.0	40137010 14.5	UPDATE	
GUARDIAN INDS CORP DAVIDSON WILLIAM	COM 13D	2/21/85	21,924 100.0	40137010 42.7	UPDATE	
GUARDIAN INDS CORP GERSON DOROTHY	COM 13D	2/21/85	0 0.0	40137010 6.0	UPDATE	
HOME FED S&L ASSN ROCKIES VERNON HAROLD	COM 13D	3/ 6/85	42 8.0	43708510 0.0	NEW	
IMRE CORP KING UHNN U II ET AL	COM 13D	12/28/84	366 5.1	44969510 5.1	UPDATE	
INTL MERCANTILE CORP DOMNARD LLOYD R	COM 13D	1/ 3/83	156 15.6	45985810 0.0	NEW	
KENTROM INTL INC PLANNING RESEARCH ET AL	COM 14D-1	3/ 8/85	5,826 95.7	49116010 98.4	RVSDION	
LEVITZ FURNITURE CORP CANADIAN IMPERIAL BK T-551	COM PAR \$0.40 13D	3/11/85	1,627 19.9	52748020 17.7	UPDATE	
LEVITZ FURNITURE CORP CANADIAN IMPERIAL BK T-1740	COM PAR \$0.40 13D	3/11/85	207 2.5	52748020 0.8	UPDATE	
MCM CORP HEADLEY FLORENCE ODIE LEE	COM 13D	1/20/85	3,088 66.0	55267410 0.0	NEW	
MCM CORP LEE LAURENCE F JR	COM 13D	1/20/85	3,088 66.1	55267410 0.0	NEW	
MCM CORP MCCLAUGHERTY KATHERINE WITTE	COM 13D	1/20/85	3,088 66.0	55267410 0.0	NEW	
MISSION INS GROUP INC AMERICAN FINANCIAL CORP ET AL	COM 13D	3/11/85	5,959 50.0	60508010 50.0	UPDATE	
MONUMENTAL CORP SCHREIBER EUGENE M	COM NEW 13D	2/ 2/85	1,227 18.8	61531840 11.6	UPDATE	
NATIONAL CAP REAL ESTATE TR EASTGROUP PROPERTIES ET AL	SH BEN INT 13D	3/ 5/85	187 5.3	63518210 0.0	NEW	
NORTHWESTERN FINL CORP FIRST UNION CORP	COM 13D	3/ 4/85	1,707 33.2	66808710 0.0	NEW	

ACQUISITION REPORTS CONT.

OTISVILLE BIOTECH INC INSITE DEVELOPMENT LTD ET AL	COM AL	13D	3/ 5/85	245 10.1	68904510 0.0	NEW
PAUL HARRIS STORES INC PETRIE STORES CORP	COM	13D	3/ 4/85	151 6.4	70355510 0.0	NEW
PETRO LEWIS CORP JAKOBSON KASS PARTNERS	COM	13D	3/ 1/85	2,191 9.4	71645110 8.9	UPDATE
POLDROM PRODUCTS INC HANANIA M DAVID	COM	13D	3/ 6/85	243 9.6	73158820 0.0	NEW
REAL ESTATE PARTNERS OF AMER LTD HAMPSHIRE SYNDICATE	PART INT	13D	3/ 4/85	0 5.3	75599710 0.0	NEW
RIGGS NATL CORP WASH D C ALLBRITTON JOE L	COM	13D	1/11/85	2,483 41.5	76657010 41.4	UPDATE
SHAER SHADE CORP DONBARN INVESTMENT LTD ET AL	COM AL	13D	2/26/85	80 7.9	81886910 9.1	UPDATE
STAUFFER CHEM CO CPI ACQUISITION/CHESEBROUGH PND	COM PND	14D-1	3/14/85	8,254 19.0	85772110 19.0	UPDATE
VALTEK INC PENN VA EQUITIES CORP E I N	COM	13D	2/20/85	0 0.0	92036310 11.7	UPDATE
VERBATIM CORP VAQUIS CORP	COM	14D-1	3/15/85	4,025 17.4	92335310 0.0	NEW
WAINCOO OIL CO WARSKY JERRY ET AL	COM	13D	3/ 5/85	575 5.0	93067610 0.0	NEW
WESTERN CAS & SUPPLY CO RELIANCE FINANCIAL SVCS CORP	COM	13D	3/12/85	394 9.9	95800910 9.2	UPDATE