

# sec news digest

Issue 94-83

May 4, 1994

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## COMMISSION ANNOUNCEMENTS

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### CHAIRMAN LEVITT APPLAUDS THE NOMINATION OF MARY SCHAPIRO AS CHAIRMAN OF THE CFTC

Today, Chairman Levitt gave a statement of commendation and best wishes to Commissioner Mary Schapiro for her excellent work here at the Commission and for her nomination as Chairman of the CFTC. (Press Rel. 94-39)

## NEW SEC TELEPHONE NUMBERS

On Monday, May 9, 1994, the following new telephone numbers will go into service:

Chairman Arthur Levitt-----	(202)	942-0100
Commissioner Mary Schapiro-----	(202)	942-0700
Commissioner Richard Roberts-----	(202)	942-0600
Commissioner J. Carter Beese, Jr.-----	(202)	942-0500
Public Reference Room -----	(202)	942-8090 or
	(202)	942-8092 (TTY)
Office of Public Affairs-----	(202)	942-0020

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## ENFORCEMENT PROCEEDINGS

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### RULE 2(E) PROCEEDINGS INSTITUTED AGAINST EDWARD SMITH AND JOEL REED III

The Commission instituted administrative proceedings pursuant to Rule 2(e) of the Commission's Rules of Practice against former Price Waterhouse partner Edward Jan Smith and senior manager Joel E. Reed III. Smith and Reed were the Price Waterhouse engagement partner and senior manager for the fiscal 1988 and 1989 audits of Amre, Inc. In the Order Instituting Proceedings and Opinion and Order Pursuant to Rule 2(e) of the Commission's Rules of Practice, the Commission found that Smith and Reed engaged in improper professional conduct within the meaning of Rule 2(e) of the Commission's Rules of Practice in that the 1988 and 1989 Amre audits were not conducted, and Price Waterhouse's reports were not

issued, in accordance with Generally Accepted Auditing Standards. Smith and Reed have been denied the privilege of appearing or practicing before the Commission as independent accountants, with permission to apply for readmission after a period of nine months. Smith and Reed, without admitting or denying the allegations and findings in the Opinion and Order, consented to the entry of the Opinion and Order and the sanctions imposed therein. (Rel. 34-33963; AAE Rel. 554)

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#### **INVESTMENT COMPANY ACT RELEASES**

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##### **BANDO MCGLOCKLIN CAPITAL CORPORATION, ET AL.**

A notice has been issued giving interested persons until May 24 to request a hearing on an application filed by Bando McGlocklin Capital Corporation (Bando), et al. for an order under Sections 6(c) and 17(b) of the Investment Company Act. The order would exempt applicants from Sections 8(b), 12(d), 17(a), 18(a), 18(c), 30(a), 30(b), and 30(d) of the Act and Rules 8b-16, 30a-1, 30b1-1 and 30d-1 thereunder. The requested order would permit Bando to form two new subsidiaries and engage in certain transactions with the new subsidiaries. The order also would permit modified asset coverage requirements for Bando and one of the subsidiaries and, in addition, permit certain reports to be filed on a consolidated basis. The requested order would amend two prior orders. (Rel. IC-20261 - April 29)

##### **ZWEIG SERIES TRUST, ET AL.**

An order has been issued under Section 6(c) of the Act on an application filed by Zweig Series Trust, Zweig/Glaser Advisers and Zweig Securities Corp. for an order amending a prior order that allowed them to create a multi-class distribution and contingent deferred sales charge arrangement. The amended order, which will supersede the prior order in its entirety except with respect to the deferred sales charge arrangement, will enable applicants to modify the multi-class arrangement allowed by the prior order. (Rel. IC-20264 - May 2)

##### **JOHN HANCOCK MUTUAL VARIABLE LIFE INSURANCE ACCOUNT UV, ET AL.**

A notice has been issued giving interested persons until May 27 to request a hearing on an application filed by John Hancock Mutual Variable Life Insurance Account UV (Variable Account UV), John Hancock Variable Life Account V (Variable Account V), John Hancock Mutual Life Insurance Company (John Hancock) and John Hancock Variable Life Insurance Company (JHVLICO). The application is for an order of the Commission pursuant to Section 6(c) of the Investment Company Act granting exemptions from the following: those provisions of the Act and

those rules specified in paragraph (b) of Rule 6e-2 thereunder, other than Sections 7 and 8(a); Sections 2(a)(32), 2(a)(35), 22(c), 26(a)(1), 26(a)(2), 27(a)(1), 27(a)(3), 27(c)(1), 27(c)(2), 27(d) and 27(f) of the 1940 Act; and Rules 6e-2(b)(1), (b)(12), (b)(13)(i), (b)(13)(ii), (b)(13)(iii), (b)(13)(iv), (b)(13)(v), (b)(13)(viii), (c)(1) and (c)(4), 22c-1, and 27f-1 thereunder. The order is sought in connection with the offer and sale of certain multi-option variable life insurance policies (individually, Policy, collectively, Policies) that provide for the following: a death benefit which will not always vary based on investment performance; both a contingent deferred sales charge and a sales charge deducted from premiums, neither of which is subject to refunds; deduction of an administrative surrender charge on lapse or surrender; deduction from the Policy's account value of cost of insurance charges, charges for substandard mortality risks and incidental insurance benefits, and minimum death benefit guarantee risk charges; values and charges based on the 1980 Commissioners' Standard Ordinary Mortality Tables; elimination of, or reduction in, front-end sales charges in certain cases; the holding of mutual fund shares funding the Variable Accounts in an open account arrangement, without a trust indenture and the use of a trustee; and a "free look" right which may provide for the return of amounts other than total premiums paid upon cancellation of a Policy. (Rel. IC-20266 - May 2)

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#### SELF-REGULATORY ORGANIZATIONS

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#### WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until May 19 to comment on the application of Meridian National Corporation to withdraw its Common Stock, \$0.01 Par Value, from listing and registration on the Boston Stock Exchange. (Rel. 34-33976)

#### DELISTINGS GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Members Service Corporation, Common Stock, \$0.50 Par Value. (Rel. 34-33977)

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration CCX, Inc., Common Stock, \$2.00 Par Value, 5% Cumulative Preferred Stock. (Rel. 34-33978)

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Namsco Corporation, Common Stock, \$.007 Par Value. (Rel. 34-33979)

#### WITHDRAWALS GRANTED

An order has been issued granting the application of IBP, Inc. to withdraw from listing and registration its Common Stock, \$.05 Par Value, on the Pacific Stock Exchange. (Rel. 34-33986)

An order has been issued granting the application of Air Express International Corporation to withdraw from listing and registration its Common Stock, \$.01 Par Value, on the American Stock Exchange. (Rel. 34-33987)

#### UNLISTED TRADING PRIVILEGES GRANTED

An order has 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: Cincinnati Stock Exchange - 26 issues (Rel. 34-33988); Philadelphia Stock Exchange - 8 issues (Rel. 34-33989); and Chicago Stock Exchange - 4 issues (Rel. 34-33990).

#### TEMPORARY APPROVAL OF A PROPOSED RULE CHANGE

The Commission temporarily approved a proposed rule change filed by The Depository Trust Company (SR-DTC-93-12) expanding the money market instrument settlement program until April 30, 1995. (Rel. 34-33958)

#### APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change (SR-CBOE-94-03) filed by the Chicago Board Options Exchange relating to trading floor booth policy and fee changes. Publication of the approval order is expected in the Federal Register during the week of May 2. (Rel. 34-33972)

The Commission approved proposed rule changes filed by the Chicago Stock Exchange, Boston Stock Exchange, Pacific Stock Exchange and Philadelphia Stock Exchange (SR-CHX-93-23; SR-BSE-93-24; SR-PSE-94-2; SR-PHLX-94-8) that request permanent approval of their respective pilot programs relating to price protection of limit orders. (Rel. 34-33991)

The Commission approved a proposed rule change filed by the New York Stock Exchange (SR-NYSE-93-50) to make permanent its Off-Hours Trading facility pilot program. (Rel. 34-33992)

The Commission approved a proposed rule change filed by the American Stock Exchange (SR-AMEX-93-15) to request permanent approval of its After-Hours Trading facility. (Rel. 34-33993)

**APPROVAL OF PROPOSED RULE CHANGE AND ACCELERATED APPROVAL OF AMENDMENT TO PROPOSED RULE CHANGE**

The Commission approved a proposed rule change (SR-PHLX-93-64) and granted accelerated approval to Amendment No. 4 to the proposed rule change filed by the Philadelphia Stock Exchange relating to listing and trading of options on The Big Cap Index. Publication of the approval order is expected in the Federal Register during the week of May 2. (Rel. 34-33973)

**IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES**

The National Securities Clearing Corporation has filed a proposed rule change (SR-NSCC-94-02) to clarify the applicability of the mutual fund services component of the clearing fund formula. (Rel. 34-33974)

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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.

- S-3 UNITED STATES SURGICAL CORP, 150 GLOVER AVE, NORWALK, CT 06856  
(203) 845-1000 - 8,870,000 (\$200,018,500) PREFERRED STOCK. (FILE 33-53297 - APR. 27) (BR. 8)
- N-1A DEAN WITTER HIGH INCOME SECURITIES, C/O DEAN WITTER INTERCAPITAL INC,  
TWO WORLD TRADE CTR, NEW YORK, NY 10048 (212) 392-1520 - INDEFINITE SHARES.  
(FILE 33-53299 - APR. 27)
- S-8 COASTAL CORP, COASTAL TWR, NINE GREENWAY PLZ, HOUSTON, TX 77046  
(713) 877-1400 - 578,088 (\$17,920,728) COMMON STOCK. (FILE 33-53301 - APR. 27) (BR. 7)
- S-8 CIRCUS CIRCUS ENTERPRISES INC, 2880 LAS VEGAS BLVD S, LAS VEGAS, NV  
89109 (702) 734-0410 - 4,000,000 (\$113,000,000) COMMON STOCK. (FILE  
33-53303 - APR. 28) (BR. 12)
- SB-2 KELLER FINANCIAL SERVICES OF MID FLORIDA INC, 24771 US HIGHWAY 19 NORTH,  
CLEARWATER, FL 34623 - 9,000 (\$9,900,000) STRAIGHT BONDS. (FILE  
33-78014-A - APR. 21) (BR. 12 - NEW ISSUE)
- S-8 AMERICA ONLINE INC, 8619 WESTWOOD CENTER DR,  
C/O LENNERT J LEADER, C.F.O., VIENNA, VA 22182 (703) 448-8700 - 750,000  
(\$24,496,350) COMMON STOCK. (FILE 33-78068 - APR. 22) (BR. 9)
- S-3 MID AMERICAN WASTE SYSTEMS INC, 1006 WALNUT ST, CANAL WINCHESTER, OH  
43110 (614) 833-9155 - 591,389 (\$3,991,875.75) COMMON STOCK. (FILE  
33-78072 - APR. 22) (BR. 8)

REGISTRATIONS CONT.

- F-6 MID STATES PLC, 107 HAMMERSMITH RD, MASTERS HOUSE,  
LONDON W14 0QH ENGLAND, X0 (011) 603-1515 - 7,500,000 (\$375,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-78076 - APR. 22) (BR. 4)
- S-8 DAVIDSON & ASSOCIATES INC, 19840 PIONEER AVE, TORRANCE, CA 90503  
(310) 793-0600 - 500,000 (\$10,940,000) COMMON STOCK. (FILE 33-78084 -  
APR. 25) (BR. 9)
- S-1 SPARTA PHARMACEUTICALS INC, 4364 SOUTH ALSTON AVE,  
WESTPARK CORP CTR STE 110, DURHAM, NC 27713 (919) 361-3461 - 3,650,000  
(\$27,312,500) COMMON STOCK. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS.  
100,000 (\$600,000) COMMON STOCK. (FILE 33-78086 - APR. 25) (BR. 4)
- SB-2 GREAT BEAR TECHNOLOGY INC, 1100 MORAGA WAY, MORAGA, CA 94556  
(510) 631-1600 - 11,126,928 (\$20,964,015.56) COMMON STOCK. (FILE 33-78106  
- APR. 25) (BR. 1)
- SB-2 WESTERN COUNTRY CLUBS INC, 7058 ANMONS ST, ARVADA, CO 80004  
(303) 424-5677 - 226,667 (\$460,001) COMMON STOCK. (FILE 33-78108 -  
APR. 25) (BR. 11)
- S-2 SOI INDUSTRIES INC, 16910 DALLAS PARKWAY, SUITE 100, DALLAS, TX 75248  
(305) 835-2214 - 3,568,000 (\$10,918,080) COMMON STOCK. (FILE 33-78110 -  
APR. 25) (BR. 11)
- S-8 NORTH AMERICAN MORTGAGE CO, 3883 AIRWAY DR, SANTA ROSA, CA 95403  
(707) 523-5000 - 827,153 (\$18,768,101.57) COMMON STOCK. (FILE 33-78112 -  
APR. 25) (BR. 12)
- S-8 FNB CORP/PA, 3320 EAST STATE ST, HERMITAGE, PA 16148 (412) 981-6000 -  
320,000 (\$4,560,000) COMMON STOCK. (FILE 33-78114 - APR. 25) (BR. 1)
- S-8 CIPRICO INC, 2800 CAMPUS DRIVE, PLYMOUTH, MN 55441 (612) 551-4000 -  
250,000 (\$1,155,000) COMMON STOCK. (FILE 33-78116 - APR. 25) (BR. 9)
- S-8 COLONIAL BANCGROUP INC, ONE COMMERCE ST STE 800, P O BOX 1108,  
MONTGOMERY, AL 36101 (205) 240-5000 - 250,000 (\$5,000,000) COMMON STOCK.  
(FILE 33-78118 - APR. 25) (BR. 2)
- S-8 EXTEM INDUSTRIES INC, 1660 HOTEL CIR N, STE 718, SAN DIEGO, CA 92108  
(619) 294-8001 - 200,000 (\$132,000) COMMON STOCK. (FILE 33-78120 -  
APR. 25) (BR. 11)
- S-8 EXTEM INDUSTRIES INC, 1660 HOTEL CIR N, STE 718, SAN DIEGO, CA 92108  
(619) 294-8001 - 2,000,000 (\$20,000) COMMON STOCK. (FILE 33-78122 -  
APR. 25) (BR. 11)
- S-8 3 D SYSTEMS CORP, 26081 AVENUE HALL, VALENCIA, CA 91355 (805) 295-5600  
- 1,843,500 (\$3,456,562.50) COMMON STOCK. (FILE 33-78124 - APR. 25)  
(BR. 10)
- S-3 MERRIMAC INDUSTRIES INC, 41 FAIRFIELD PL, WEST CALDWELL, NJ 07007  
(201) 575-1300 - 13,333 (\$134,996.63) COMMON STOCK. (FILE 33-78126 -  
APR. 25) (BR. 8)
- S-8 DATAMETRICS CORP, 8966 COMANCHE AVE, CHATSWORTH, CA 91311 (818) 341-2901  
- 1,200,000 (\$3,036,000) COMMON STOCK. (FILE 33-78128 - APR. 25) (BR. 10)

REGISTRATIONS CONT.

- S-8 MAGNETECH CORP, 3941 SW 47TH AVE, STE 1401, FT LAUDERDALE, FL 33314  
(800) 683-3873 - 545,000 (\$2,659,600) COMMON STOCK. (FILE 33-78130 -  
APR. 25) (BR. 11)
- S-8 RETIX, 2401 COLORADO AVE, SANTA MONICA, CA 90404 (310) 828-3400 -  
17,470 (\$129,755.11) COMMON STOCK. (FILE 33-78132 - APR. 25) (BR. 9)
- S-8 FNB CORP/PA, 3320 EAST STATE ST, HERMITAGE, PA 16148 (412) 981-6000 -  
320,000 (\$4,560,000) COMMON STOCK. (FILE 33-78134 - APR. 25) (BR. 1)
- S-3 LUND INTERNATIONAL HOLDINGS INC, 9055 EVERGREEN BLVD, MINNEAPOLIS, MN  
55433 (612) 780-2520 - 920,000 (\$17,365,000) COMMON STOCK. (FILE 33-78140  
- APR. 25) (BR. 4)
- S-11 MBO PROPERTIES INC, 1370 AVE OF THE AMERICAS, NEW YORK, NY 10019 -  
8,000,000 (\$18,230,000) COMMON STOCK. (FILE 33-78142 - APR. 25) (BR. 11  
- NEW ISSUE)
- S-1 CASE EQUIPMENT CORP, 700 STATE ST, RACINE, WI 53404 (414) 636-6011 -  
28,175,000 (\$140,875,000) COMMON STOCK. (FILE 33-78148 - APR. 26) (BR. 4  
- NEW ISSUE)
- S-11 BOSTON FINANCIAL APARTMENT PROPERTIES LTD PART, 101 ARCH ST, BOSTON, MA  
02110 - 130 (\$13,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-78152  
- APR. 26) (BR. 6 - NEW ISSUE)
- S-4 ALLTEL GEORGIA COMMUNICATIONS CORP, 906 VISTA DR, DALTON, GA 30722  
(706) 279-7600 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE  
33-78154 - APR. 26) (BR. 7 - NEW ISSUE)
- S-4 ATLANTIC PROPERTIES ASSOCIATES LTD PART, 2 EATON ST, STE 1100, HAMPTON,  
VA 23669 (804) 722-5211 - 4,503,559 (\$90,071,180)  
LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-78162 - APR. 26) (BR. 5  
- NEW ISSUE)
- S-1 HVIDE MARINE INC, 2200 ELLER DR, PO BOX 13038, FORT LAUDERDALE, FL 33316  
(305) 523-2200 - 4,025,000 (\$72,450,000) COMMON STOCK. (FILE 33-78166 -  
APR. 26) (BR. 4 - NEW ISSUE)
- S-4 FIRST CITIZENS BANCSHARES INC /MC/, 239 FAYETTEVILLE ST, PO BOX 151,  
RALEIGH, NC 27601 (919) 755-7000 - 317,000 (\$7,370,415.78) COMMON STOCK.  
(FILE 33-78192 - APR. 25) (BR. 1)
- SB-1 OUTER SPACE DEVELOPMENT CO, 1400 E OAKLAND PARK BLVD, STE 206,  
FT LAUDERDALE, FL 33334 (305) 563-5632 - 5,000,000 (\$5,000,000)  
COMMON STOCK. (FILE 33-78210 - APR. 26) (BR. 6 - NEW ISSUE)
- S-1 OUTREACH HEALTH CARE INC, 2660 SOUTH GARLAND RD, GARLAND, TX 75041  
(214) 840-3401 - 1,725,000 (\$17,250,000) COMMON STOCK. (FILE 33-78212 -  
APR. 27) (BR. 6 - 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 PHILLIPS JOHN D ETAL	COM 13D	4/19/94	1,000 5.7	00493510 0.0	NEW
ALPINE MEADOWS TAHOE INC PODR MERGER CORP ET AL	COM 14D-1	5/ 2/94	2,288 59.7	02083910 59.7	UPDATE
AMERICAN DENTAL TECHN INC MYERS WILLIAM D	COM 13D	4/21/94	4,055 36.0	02535210 18.2	UPDATE
APPLIED BIOSCIENCE INTL INC HAWKINS RICHARD J	COM 13D	4/27/94	2,278 8.1	03791710 4.6	UPDATE
BETA WELL SVC INC MANNAT CORP W LL ET AL	COM 13D	4/21/94	2,000 24.2	08659410 0.0	NEW
CTL CR INC MORGENS E & WATERFALL B ET AL	COM 13D	4/20/94	339 9.8	12643510 8.5	UPDATE
CENTEX TELEMANAGEMENT INC MFS COMMUNICATIONS ET AL	COM 14D-1	5/ 2/94	1,467 8.3	15231510 8.3	UPDATE
CITADEL HLDG CORP CRAIG CORP	COM 13D	4/25/94	593 9.0	17286210 4.5	UPDATE
ENCORE WIRE CORP CAPITAL SOUTHWEST CORP ET AL	COM 13D	4/20/94	1,122 21.0	29256210 19.2	UPDATE
FARAH INC SOROS GEORGE ET AL	COM 13D	4/20/94	430 5.2	30738710 0.0	NEW



ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
HRE PROPERTIES URSTADT CHARLES J ET AL	SHS BEN INT 13D	4/26/94	971 18.2	40426510 18.3	UPDATE
HILLS STORES CO NEW LION ADVISORS L P ET AL	CON 13D	10/ 4/93	696 7.7	43169210 0.0	REVISION
HILLS STORES CO NEW LION ADVISORS L P ET AL	PFD CONV % 13D	10/ 4/93	280 7.1	43169220 0.0	NEW
IDEX CORP GAMCO INVESTORS INC ET AL	CON 13D	4/29/94	2,078 16.4	45199310 17.4	UPDATE
INTERSPEC INC BEAR STEARNS & CO	CON 13D	4/22/94	325 4.8	46099710 0.0	NEW
LASERGATE SYS INC BARBAROSH MILTON H	CON 13D	4/20/94	833 5.5	51790630 0.0	NEW
LASERGATE SYS INC FRIEDMAN RICHARD	CON 13D	10/ 5/93	3,667 24.3	51790630 0.0	NEW
LASERGATE SYS INC KRUG STEWART L	CON 13D	4/20/94	1,000 6.6	51790630 0.0	NEW
LASERGATE SYS INC MARKOWITZ JEFFREY S	CON 13D	4/20/94	3,667 24.3	51790630 0.0	NEW
LASERGATE SYS INC ODONNELL EDMOND	CON 13D	4/20/94	833 5.5	51790630 0.0	NEW
LINIUM TECHNOLOGY INC JONBAR LIMITED	CON PAR \$.0001 13D	4/ 5/94	960 1.0	53575650 0.0	NEW
LO JACK CORP UNION CARBIDE CORP ET AL	CON 13D	4/22/94	5,425 28.1	53945110 31.2	UPDATE
MBLA FINL CORP DRAKE MARY KATHRYN	CON 13D	3/22/94	89 5.4	55262310 0.0	NEW
MARK CTLS CORP NEW CRANE CO	CON 14D-1	5/ 2/94	4,850 96.4	57099310 13.2	UPDATE
MARK CTLS CORP NEW DICKSTEIN MARK ET AL	CON 13D	4/27/94	0 0.0	57099310 9.9	UPDATE
MILLS CORP MILLER HERBERT SAMUEL	CON 13D	4/21/94	1,835 10.9	60114810 0.0	NEW
MDC AUTOMATION INC BENTLEY CAPITAL MGMT INC	CON NEW 13D	4/19/94	0 0.0	62888120 0.0	NEW
MAM TAI ELECTRS INC ROTHSTEIN STEVE A	CON PAR \$0.02 13D	4/25/94	624 11.8	62986520 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
NATIONAL RE CORP LINCOLN NATL CORP	COM 13D	4/18/94	1,087 6.3	63734020 8.0	UPDATE
PITTENCRIEFF COMMUNICATIONS PITTENCRIEFF PLC	COM 13D	4/19/94	6,367 54.4	72451410 54.4	UPDATE
QVC NETWORK INC LIBERTY MEDIA CORP ET AL	COM 13D	4/25/94	22,884 57.4	74726210 57.4	UPDATE
RAND CAP CORP SILVER JACK	COM 13D	2/ 9/94	179 4.6	75218510 0.0	NEW
RENT A WRECK AMER INC MAIGH J RICHARD	COM 13D	4/ 8/94	154 4.6	76009810 9.6	UPDATE
SCOTT & STRINGFELLOW FINL IN KELLOGG PETER R	COM 13D	4/26/94	168 9.4	80938610 8.5	UPDATE
TATHAM OFFSHORE INC DEEPTech INTL INC	COM 13D	2/14/94	13,400 53.6	87662810 0.0	NEW
US FACS CORP FIDELITY NATL FINL INC	COM 13D	4/28/94	531 9.3	91182210 8.2	UPDATE
UNIVAX BIOLOGICS INC CHARTER VENTURES	COM 13D	4/28/94	1,059 9.1	91399410 11.5	UPDATE
AMERHEALTH INC DEL KANN ALBERT M ET AL	COM 13D	4/25/94	755 5.7	03091210 5.2	UPDATE
AMPEX INC BRANSON EDWARD J ET AL	CL A 13D	4/22/94	20,193 100.0	03209210 100.0	UPDATE
APPLIED EXTRUSION TECHM INC GOLESTAMEN SADREDIN	COM 13D	12/ 3/91	386 6.5	03819610 0.0	NEW
BIO TECHNOLOGY GEN CORP ELLIOTT ASSOCIATES	COM 13D	4/22/94	2,170 5.9	09057810 0.0	NEW
BIOSEpra INC MADONIA NICK TRUSTEE	COM 13D	4/13/94	385 5.5	09099510 0.0	NEW
CALIFORNIA REAL ESTATE INVT COMMONWEALTH EQUITY TR	COM 13D	4/14/94	7,024 76.8	13055910 76.8	UPDATE
CARDINAL RLTY SVCS INC OSBORNE RICHARD M ET AL	COM 13D	4/28/94	267 8.6	14153810 6.9	UPDATE
CEDAR GROUP INC HIR DANIEL ET AL	COM NEW 13D	4/ 7/94	679 6.9	15033230 0.0	NEW
CONO ENERGY INC CENTENNIAL ASSOC	COM 13D	4/25/94	763 5.5	19248110 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
DECAIR CORP MARX LOUIS JR ET AL	COM 13D	7/ 7/93	813 6.5	24278410 12.9	UPDATE
EVANS ENVIRONMENTAL CORP EVANS CHARLES C	COM 13D	4/12/94	2,935 29.5	29914910 6.6	UPDATE
EVANS ENVIRONMENTAL CORP SALPETER SCOTT E ET AL	COM 13D	4/12/94	532 5.4	29914910 0.0	NEW
FIRSTFED NORTHN KY BANCORP HUNTINGTON BANCSHARES INC	COM 13D	4/22/94	245 25.9	33791410 0.0	NEW
GRANT GEOPHYSICAL INC ELLIOTT ASSOCIATES	COM 13D	4/22/94	877 7.2	38808510 7.2	UPDATE
HEASURE INC MADONIA NICK TRUSTEE	COM 13D	4/18/94	384 7.4	42350410 0.0	NEW
INDIVIDUAL INVESTOR GRP INC RELIANCE FINANCIAL SVCS CORP	COM 13D	5/ 3/94	621 27.9	45590710 29.9	UPDATE
INDIVIDUAL INVESTOR GRP INC RELIANCE FINANCIAL SVCS CORP	COM 13D	5/ 3/94	621 27.9	45590710 29.9	RYSION
INDIVIDUAL INVESTOR GRP INC RELIANCE FINANCIAL SVCS CORP	COM 13D	5/ 3/94	621 27.9	45590710 29.9	RYSION
INTL SENI TECH MICROELECTR CAISSE DE DEPTOT ET PLACEMENT	CL A SUB VTG 13D	4/21/94	4,280 7.4	46199430 0.0	NEW
L A GEAR INC TREFOIL CAPITAL INVTS L P	COM 13D	4/19/94	11,000 48.0	50170810 4.4	UPDATE
LASMO PLC ENTERPRISE OIL PLC	ORDINARY SHARES 14D-1	5/ 2/94	0 N/A	50173010 0.0	NEW
LATSHAW ENTERPRISES INC BIXBY WALTER E JR	COM 13D	4/25/94	0 0.0	51839910 N/A	UPDATE
LIFEQUEST MED INC MILLER LARRY J ET AL	COM 13D	4/22/94	261 8.1	53192810 8.1	UPDATE
LUNN INDS INC SHEEHAN JOSEPH E	COM 13D	3/31/94	203 0.4	55042510 0.3	UPDATE
MARGARETTEN FINL CORP COOPERMAN LEON G	COM 13D	4/25/94	194 1.4	56657610 6.3	UPDATE
NORTH AMERN MTG CO CAPSTEAD MTG CORP	COM 13D	4/28/94	800 5.1	65703710 0.0	NEW
PS GROUP INC ESL PARTNERS L P	COM 13D	4/29/94	575 9.5	69362410 8.4	UPDATE

**ACQUISITIONS CONT.**

<u>NAME AND CLASS OF STOCK/OWNER</u>	<u>FORM</u>	<u>EVENT DATE</u>	<u>SMRS(000)/ \$MMED</u>	<u>CUSIP/ PRIOR%</u>	<u>FILING STATUS</u>
PETROL INDS INC RODANO JOSEPH M	COM 13D	4/26/94	235 13.9	71650210 12.5	UPDATE
QVC NETWORK INC COX ENTERPRISES INC	COM 13D	4/20/94	2,833 7.1	74726210 0.0	NEW
SPX CORP SPX CORP STK OWN PL TR	COM 13D	2/17/94	1,718 12.4	78463510 12.6	UPDATE
SOFTWARE TOOLWORKS INC PEARSON MERGER CORP	COM PAR 90.01 14D-1	5/ 3/94	5,795 19.7	83404420 19.7	UPDATE
STRUCTURAL DYNAMICS RESH CP GOVT SINGAPORE INVTS ET AL	COM 13D	4/13/94	1,723 6.0	86355510 0.0	NEW
II-VI INC ALBERT IRA	COM 13D	4/28/94	156 6.1	90210410 5.1	UPDATE
UNITED FILM CRP STN CAROLINA ZUCKER JERRY ET AL	COM 13D	4/22/94	285 9.4	91031510 0.0	NEW
VTX ELECTRS CORP ONEIL BARUCH	COM 13D	4/ 6/94	500 9.5	91838810 0.0	NEW
VTX ELECTRS CORP UNITED KRASNA ORGANIZATIONS	COM 13D	4/ 6/94	500 9.5	91838810 0.0	NEW
VARITRONIC SYSTEMS INC HERNANDEZ LUIS A & JACQUELINE	COM 13D	4/26/94	136 5.1	92224710 0.0	NEW