

# sec news digest

Issue 94-99

May 26, 1994

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## COMMISSION ANNOUNCEMENTS

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### COMMISSION ANNOUNCES CONFERENCE ON SRO DISCIPLINARY PROCEEDINGS

The Inaugural Conference on Fair and Efficient Disciplinary Proceedings in the Securities Industry -- a day-and-a-half program planned by the Commission and securities industry self-regulatory organizations (SROs) -- will be held June 2 and 3, 1994, at Georgetown University Law Center in Washington, D.C. Attendance at the June 2nd executive session is limited to Commission and SRO personnel; the June 3rd session is open to all executive session participants, members of the bar and others. FOR FURTHER INFORMATION CONTACT: The GULC/CLE Office at (202) 408-0990 or Eva Marie Carney at (202) 942-0838.

### NEW COMMISSION TELEPHONE NUMBERS

On Tuesday, May 31, 1994, the telephone numbers of all Division of Corporation Finance employees will be changed. A listing of the new telephone numbers for the Division senior staff and offices appear below. Division FAX numbers will remain the same and will not be affected by the changeover. The area code for all numbers remains (202).

LINDA C. QUINN, DIRECTOR	942-2800
OFFICE OF CHIEF COUNSEL (MEREDITH CROSS)	942-2900
OFFICE OF DISCLOSURE POLICY (BARBARA JACOBS)	942-2910
OFFICE OF TENDER OFFERS (GREGG CORSO)	942-2920
OFFICE OF EDGAR POLICY (SYLVIA REIS)	942-2940
OFFICE OF SMALL BUSINESS POLICY (RICHARD WULFF)	942-2950
OFFICE OF CHIEF ACCOUNTANT (WAYNE CARNALL)	942-2960
OFFICE OF INTERNATIONAL CORPORATE FINANCE (PAUL DUDEK)	942-2990
ASSISTANT DIRECTOR 1 (RICHARD TOW)	942-1760
ASSISTANT DIRECTOR 2 (JAMES DALY)	942-1800
ASSISTANT DIRECTOR 3 (SHELLEY PARRATT)	942-1840
ASSISTANT DIRECTOR 4 (CHRISTOPHER OWINGS)	942-1900
ASSISTANT DIRECTOR 5 (STEVE DUVAL)	942-1950
ASSISTANT DIRECTOR 6 (JOHN ROYCROFT)	942-1960

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## **RULES AND RELATED MATTERS**

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### **PROPOSED RULE AND REQUEST FOR COMMENT**

The Commission has proposed for public comment Rule 17f-6 under the Investment Company Act. Rule 17f-6 would permit registered management investment companies to use futures commission merchants and commodity clearing organizations as custodians in connection with commodity transactions regulated under the Commodity Exchange Act. For further information, please contact Elizabeth Krentzman at (202) 942-0687. (Rel. IC-20313; File No. S7-15-94)

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## **ENFORCEMENT PROCEEDINGS**

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### **THREE BROKERS NAMED IN PROCEEDING**

The Commission announced that on public administrative proceedings were instituted against Robert A. Magnan and Steven J. Labrasciano, securities salesmen formerly associated with the Stuart-James Co. Inc., and PaineWebber, Inc., and currently associated with Sovereign Equity Management Co., and Donald A. Roche, Jr., a securities salesman formerly associated with Stuart-James Co., and now associated with Schneider Securities. The Division of Enforcement alleged that the three securities salesmen engaged in a number of sales practices which violated the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934, including making unwarranted priced predictions, churning of customers' accounts, failure to sell securities as instructed when the price went down to a specified level, failure to disclose risks of speculative securities, misrepresenting material facts about securities, and causing unauthorized trading. Magnan is a resident of Tierra Verde, Florida. Labrasciano is a resident of St. Petersburg, Florida, and Roche is a resident of San Juan Capistrano, California. (Rel. 33-7062; 34-34087)

### **CEASE AND DESIST ORDER ENTERED AGAINST CHARLES LIBERIS**

The Commission announced the issuance of an Order pursuant to Section 21C of the Securities Exchange Act of 1934 (Exchange Act) against Charles S. Liberis (Liberis), requiring Liberis to permanently cease and desist from committing or causing any violation of, or any future violation of, Section 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 promulgated thereunder. Liberis, without admitting or denying the allegations in the Commission's Order, consented to its entry. Liberis,

of Pensacola, Florida, is a former director and Chief Executive Officer of Europa Cruises Corporation (Europa), and is the beneficial owner of more than ten percent of Europa's shares. The Order finds that from August 1991 through October 1993 Liberis filed eleven Forms 4 from two weeks to seven months late. Liberis' late filed Form 4 Reports involved transactions with a value of more than \$4.6 million. (Rel. 34-34108)

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#### INVESTMENT COMPANY ACT RELEASES

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##### THE SCANDINAVIA FUND, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that The Scandinavia Fund, Inc. has ceased to be an investment company. (Rel. IC-20314 - May 24)

##### THE HAVEN FUND, ET AL.

An order has been issued on an application filed by The Haven Fund, HCM Partners, L.P., and Haven Capital Management, Inc., under Section 17(b) of the Investment Company Act for an exemption from Section 17(a). The order permits the exchange of shares of the Fund for portfolio securities of the Partnership. Thereafter, the Partnership will dissolve and distribute the shares it received in the exchange pro rata to its partners. (Rel. IC-20315 - May 25)

##### THE ALGER FUND AND FRED ALGER & COMPANY, INC.

A notice has been issued giving interested persons until June 20 to request a hearing on an application filed by the Alger Fund and Fred Alger & Company, Inc. to amend a previous order granting relief from Sections 2(a)(32), 2(a)(35), 22(c) and 22(d) of the Investment Company Act and Rule 22c-1 thereunder. The amended order would permit applicants to expand the circumstances under which the Alger Fund may waive a contingent deferred sales charge. (Rel. IC-20316 - May 25)

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

An order has been issued 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 order permits Bando to form two new subsidiaries and engage in certain transactions with the new subsidiaries. The order also permits modified asset coverage requirements for Bando and one of the subsidiaries and, in addition, permits certain reports to be filed on a consolidated basis. The order amends two prior orders. (Rel. IC-20317 - May 25)

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## HOLDING COMPANY ACT RELEASES

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### NEW ENGLAND ELECTRIC SYSTEM, ET AL.

An order has been issued authorizing a proposal by New England Electric System (NEES), a registered holding company, and New England Electric Resources, Inc. (NEERI), its nonutility subsidiary company. NEERI seeks authorization to exercise its right to receive convertible debentures in the amount of \$250,000 and to convert such debentures into 9.9% of the common stock of a start-up company that is developing a low harmonic distortion uninterruptible power system. In addition, NEERI proposes to invest up to an additional \$100,000 in subordinated loans. (Rel. 35-26057)

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## SELF-REGULATORY ORGANIZATIONS

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### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

The Commission is publishing notice of a proposed rule change filed by the National Association of Securities Dealers that has become effective pursuant to Section 19(b)(3)(A) of the Act (SR-NASD-94-22). The filing changes the effective date of new Section 46 of Article III of the Rules of Fair Practice of the National Association of Securities Dealers to September 15, 1994. Publication of the notice in the Federal Register is expected during the week of May 23. (Rel. 34-34102)

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

The Commission approved a proposed rule change (SR-Amex-93-18) filed by the American Stock Exchange and granted accelerated approval to Amendment No. 3 of the proposed rule change relating to position limits on the S&P MidCap Index. Publication of the order is expected in the Federal Register during the week of May 30. (Rel. 34-34103)

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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.

## REGISTRATIONS

- S-8 TOTAL PETROLEUM NORTH AMERICA LTD, 900 19TH ST, DENVER, CO 80202  
(303) 291-2000 - 1,358,928 (\$23,020,240.32) COMMON STOCK. (FILE 33-78758 - MAY. 16) (BR. 4)
- F-6 CHINA STRATEGIC INVESTMENT LTD /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 25,000,000 (\$2,500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-78898 - MAY. 16) (BR. 99 - NEW ISSUE)
- SB-2 VIDEO JUKEBOX NETWORK INC, 12000 BISCAYNE BLVD, MIAMI, FL 33181  
(305) 899-9000 - 4,000,000 (\$4,000,000) COMMON STOCK. (FILE 33-78918 - MAY. 16) (BR. 7)
- S-4 MNX CARRIERS INC, 5310 ST JOSEPH AVE, ST JOSEPH, MO 64505  
(816) 233-3158 - 1,193,884 (\$13,777,421.36) COMMON STOCK. (FILE 33-78942 - MAY. 13) (BR. 4 - NEW ISSUE)
- S-3 SAFETY 1ST INC, 210 BOYLSTON ST, CHESTNUT HILL, MA 02167 (617) 964-7744  
- 136,750 (\$3,384,562) COMMON STOCK. (FILE 33-78970 - MAY. 16) (BR. 5)
- S-8 APOGEE ROBOTICS INC, 2643 MIDPOINT DR, FORT COLLINS, CO 80525  
(303) 221-1122 - 275,000 (\$145,750) COMMON STOCK. (FILE 33-78972 - MAY. 16) (BR. 9)
- S-11 TAUBMAN REALTY GROUP LTD PART, 200 EAST LONG LAKE RD, BLOOMFIELD HILLS, MI 48304 (810) 258-6800 - 100,000,000 (\$100,000,000) STRAIGHT BONDS.  
(FILE 33-78974 - MAY. 16) (BR. 5)
- S-3 ENVIROGEN INC, 4100 QUAKERBRIDGE RD, LAWRENCEVILLE, NJ 08648  
(609) 936-9300 - 2,006,926 (\$5,009,595) COMMON STOCK. UNDERWRITER:  
BLEIGH D & CO INC, THOMAS JAMES ASSOCIATES INC. (FILE 33-78982 - MAY. 16)  
(BR. 8)
- S-8 CIMFLEX TEKNOLEDGE CORP, 1810 EMBARCADERO ROAD, PALO ALTO, CA 94303  
(415) 424-0500 - 250,000 (\$26,250) COMMON STOCK. (FILE 33-78984 - MAY. 16)  
(BR. 10)
- S-3 AMERICAN MEDICAL RESPONSE INC, 67 BATTERYMARCH ST STE 300, BOSTON, MA 02110 (617) 261-1600 - 120,000 (\$2,760,000) COMMON STOCK. (FILE 33-78986 - MAY. 16) (BR. 4)
- S-1 UNDERWRITERS FINANCIAL GROUP INC, 156 WILLIAM ST, ATTN: HOWARD MILLER, NEW YORK, NY 10038 (212) 233-7171 - 1,972,216 (\$4,437,486) COMMON STOCK.  
1,317,000 (\$13,170) WARRANTS, OPTIONS OR RIGHTS. 2,763,809  
(\$6,218,570.25) COMMON STOCK. (FILE 33-78990 - MAY. 16) (BR. 9)
- S-8 CIDCO INC, 105-H COCHRANE CIRCLE, MORGAN HILL, CA 95037 (408) 779-1162  
- 1,700,000 (\$13,260,761) COMMON STOCK. (FILE 33-78992 - MAY. 16) (BR. 8)
- F-6 AMWAY JAPAN LTD, ARCO TOWER, 8-1 SHINOMEGIRO 1 CHONE, MEGURO-KU TOKYO, MO (813) 543-4848 - 50,000,000 (\$2,500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-78994 - MAY. 16) (BR. 7)
- S-8 CARE GROUP INC, ONE HOLLOW LANE, LAKE SUCCESS, NEW YORK, NY 11042  
(516) 869-8383 - 70,000 (\$157,500) COMMON STOCK. (FILE 33-78998 - MAY. 16)  
(BR. 5)

REGISTRATIONS CONT.

- S-3 CALGENE INC /DE/, 1920 FIFTH ST, DAVIS, CA 95616 (916) 753-6313 - 2,183,066 (\$24,013,726) COMMON STOCK. (FILE 33-79000 - MAY. 16) (BR. 4)
- F-1 DAIMLER BENZ CORP, 70546 STUTTGART, STUTTGART GERMANY, 18 - 175,000 (\$75,950,000) FOREIGN COMMON STOCK. (FILE 33-79002 - MAY. 17) (BR. 4)
- S-8 ORTHOLOGIC CORP, 2850 S 36TH ST, PHOENIX, AZ 85034 (602) 437-5520 - 881,826 (\$2,800,053.38) COMMON STOCK. (FILE 33-79010 - MAY. 17) (BR. 8)
- S-8 HUMAN GENOME SCIENCES INC, 9620 MEDICAL CENTER DR STE 300, ROCKVILLE, MD 20850 (301) 309-8504 - 950,000 (\$17,043,000) COMMON STOCK. (FILE 33-79020 - MAY. 17) (BR. 4)
- S-8 HUMAN GENOME SCIENCES INC, 9620 MEDICAL CENTER DR STE 300, ROCKVILLE, MD 20850 (301) 309-8504 - 547,675 (\$2,897,200.75) COMMON STOCK. (FILE 33-79022 - MAY. 17) (BR. 4)
- S-8 MGI PHARMA INC, 9900 BREN RD EAST STE 300E, C/O OPUS CENTER MINNETONKA MINNESOTA, MINNEAPOLIS, MN 55343 (612) 935-7335 - 1,500,000 (\$15,750,000) COMMON STOCK. (FILE 33-79024 - MAY. 16) (BR. 4)
- S-4 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8380 - 1,000,000 (\$44,000,000) COMMON STOCK. (FILE 33-79026 - MAY. 16) (BR. 11)
- S-3 INTERNATIONAL FAST FOOD CORPORATION, 1000 LINCOLN RD STE 200, MIAMI BEACH, FL 33139 (305) 531-5800 - 618,447 (\$4,820,600) COMMON STOCK. (FILE 33-79030 - MAY. 16) (BR. 12)
- S-4 ENGLE HOMES INC /FL, 123 N W 13TH ST STE 300, BOCA RATON, FL 33432 (407) 391-4012 - 40,000,000 (\$40,000,000) STRAIGHT BONDS. (FILE 33-79036 - MAY. 16) (BR. 9)
- S-8 GENERAL AUTOMATION INC, 1045 S EAST ST, ANAHEIM, CA 92805 (714) 778-4800 - 500,000 (\$343,750) COMMON STOCK. (FILE 33-79038 - MAY. 16) (BR. 10)
- S-8 CELL GENESYS INC, 322 A LAKESIDE DR, FOSTER CITY, CA 94404 (415) 358-9600 - 1,000,000 (\$12,625,000) COMMON STOCK. (FILE 33-79040 - MAY. 16) (BR. 4)
- S-8 GB FOODS CORP, 2831 E MIRALOMA, ANAHEIM, CA 92806 (714) 632-1672 - 608,724 (\$5,021,973) COMMON STOCK. (FILE 33-79042 - MAY. 16) (BR. 11)
- S-3 COMPRESSION LABS INC, 2860 JUNCTION AVE, SAN JOSE, CA 95134 (408) 435-3000 - 147,929 (\$1,859,467.53) COMMON STOCK. (FILE 33-79044 - MAY. 17) (BR. 7)
- S-3 SUPREMA SPECIALTIES INC, 510 EAST 35TH ST, PATERSON, NJ 07543 (201) 684-2900 - 100,000 (\$225,000) COMMON STOCK. (FILE 33-79046 - MAY. 16) (BR. 3)
- S-3 GOLDEN EAGLE GROUP INC, 11700 N W 100TH RD, MEDLEY, FL 33178 (305) 888-1600 - 307,000 (\$921,000) COMMON STOCK. (FILE 33-79050 - MAY. 16) (BR. 4)

REGISTRATIONS CONT.

- S-3 ENPI INC, 1275 WAREHOUSING RD, ST PAUL, MN 55112 (612) 636-6600 - 80,988 (\$809,880) COMMON STOCK. (FILE 33-79052 - MAY. 17) (BR. 8)
- S-3 CNS INC /DE/, 1250 PARK RD, CHANHASSEN, MN 55317 (612) 474-7600 - 120,000 (\$840,000) COMMON STOCK. (FILE 33-79054 - MAY. 17) (BR. 8)
- S-4 FIRST CITIZENS BANCSHARES INC /NC/, 239 FAYETTEVILLE ST, PO BOX 151, RALEIGH, NC 27601 (919) 755-7000 - 240,000 (\$5,114,000) COMMON STOCK. (FILE 33-79056 - MAY. 17) (BR. 1)
- S-8 SOLO SERVE CORP, 1610 CORNERWAY BLVD, SAN ANTONIO, TX 78219 (210) 662-6262 - 296,000 (\$814,000) COMMON STOCK. (FILE 33-79058 - MAY. 17) (BR. 2)
- S-8 SOLO SERVE CORP, 1610 CORNERWAY BLVD, SAN ANTONIO, TX 78219 (210) 662-6262 - 174,000 (\$478,500) COMMON STOCK. (FILE 33-79060 - MAY. 17) (BR. 2)
- S-8 SKY SCIENTIFIC INC, 1515 N FEDERAL HWY STE 310, BOCA RATON, FL 33432 (407) 362-9494 - 50,000 (\$16,500) COMMON STOCK. (FILE 33-79062 - MAY. 17) (BR. 8)
- S-1 PNT SERVICES INC /TN/, 410 ELM ST, NASHVILLE, TN 37203 (615) 254-1539 - 3,565,000 (\$42,780,000) COMMON STOCK. (FILE 33-79064 - MAY. 18) (BR. 6 - NEW ISSUE)
- S-1 GARDEN RIDGE CORP, 19411 ATRIUM PL, STE 170, HOUSTON, TX 77084 (713) 579-7901 - 2,300,000 (\$27,600,000) COMMON STOCK. UNDERWRITER: RAUSCHER PIERCE REFSNES INC, ROBINSON HUMPHREY CO INC. (FILE 33-79066 - MAY. 18) (BR. 1 - NEW ISSUE)
- N-1A VALLEY FORGE CAPITAL HOLDINGS TOTAL RETURN FUND INC, 595 MARKET ST, STE 1980, SAN FRANCISCO, CA 94105 - INDEFINITE SHARES. (FILE 33-79068 - MAY. 17) (BR. 16 - NEW ISSUE)
- S-8 MICROTEST INC, 4747 N 22ND STREET, PHOENIX, AZ 85016 (602) 952-6400 - 100,000 (\$1,063,000) COMMON STOCK. (FILE 33-79070 - MAY. 17) (BR. 8)
- S-8 WHOLE FOODS MARKET INC, 1705 CAPITAL OF TEXAS HIGHWAY S STE 400, STE 1400, AUSTIN, TX 78746 (512) 328-7541 - 200,000 (\$3,225,000) COMMON STOCK. (FILE 33-79072 - MAY. 18) (BR. 1)
- S-8 PROJECT SOFTWARE & DEVELOPMENT INC, 20 UNIVERSITY RD, CAMBRIDGE, MA 02138 (617) 661-1444 - 600,000 (\$5,275,000) COMMON STOCK. (FILE 33-79074 - MAY. 18) (BR. 10)
- S-8 GENETIC THERAPY INC /DE/, 938 CLOPPER ROAD, GAITHERSBURG, MD 20878 (301) 590-2626 - 1,500,000 (\$13,875,000) COMMON STOCK. (FILE 33-79076 - MAY. 17) (BR. 4)
- S-8 IPL SYSTEMS INC, 124 ACTON ST, MAYNARD, MA 01754 (508) 461-1000 - 75,000 (\$529,687) COMMON STOCK. (FILE 33-79078 - MAY. 18) (BR. 10)
- S-8 IPL SYSTEMS INC, 124 ACTON ST, MAYNARD, MA 01754 (508) 461-1000 - 350,000 (\$2,471,875) COMMON STOCK. (FILE 33-79080 - MAY. 18) (BR. 10)

REGISTRATIONS CONT.

- 30 4 11 1994 (M) 14 1214543.M- 17
- S-1 CAPITAL GAMING INTERNATIONAL INC /NJ/, BAYPORT ONE STE 250,  
8025 BLACK HORSE PIKE, WEST ATLANTIC CITY, NJ 08232 (609) 383-3333 -  
4,974,933 (\$25,046,930.50) COMMON STOCK. 4,388,250 (\$7,679,437.50)  
WARRANTS, OPTIONS OR RIGHTS. 4,848,250 (\$30,124,875) COMMON STOCK. (FILE  
33-79082 - MAY. 18) (BR. 11)
- S-1 CAPITAL GAMING INTERNATIONAL INC /NJ/, BAYPORT ONE STE 250,  
8025 BLACK HORSE PIKE, WEST ATLANTIC CITY, NJ 08232 (609) 383-3333 -  
135,000,000 (\$135,000,000) STRAIGHT BONDS. (FILE 33-79084 - MAY. 18)  
(BR. 11)
- S-1 PRESLEY COMPANIES /DE/, 19 CORPORATE PLAZA, NEWPORT BEACH, CA 92660  
(714) 640-6400 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE  
33-79088 - MAY. 18) (BR. 9)
- S-3 RIVERWOOD INTERNATIONAL CORP, 3350 CUMBERLAND CIRCLE STE 1400, ATLANTA,  
GA 30339 (404) 644-3000 - 100,000,000 (\$100,000,000) STRAIGHT BONDS.  
(FILE 33-79090 - MAY. 18) (BR. 8)
- S-1 7TH LEVEL INC, 1771 INTERNATIONAL PARKWAY STE 101, RICHARDSON, TX 75080  
(214) 437-4858 - 3,588,000 (\$39,468,000) COMMON STOCK. (FILE 33-79092 -  
MAY. 18) (BR. 10 - NEW ISSUE)
- S-8 DENTSPLY INTERNATIONAL INC /DE/, 570 W COLLEGE AVE, YORK, PA 17405  
(717) 845-7511 - 15,000 (\$667,500) COMMON STOCK. (FILE 33-79094 - MAY. 18)  
(BR. 8)
- S-8 DURACRAFT CORP, 355 MAIN ST, WHITINSVILLE, MA 01588 (508) 234-4600 -  
525,000 (\$20,409,375) COMMON STOCK. (FILE 33-79096 - MAY. 18) (BR. 10)
- S-3 BLACK HAWK HOLDINGS INC /MN/, 2430 LINCOLN CENTRE, 333 S SEVENTH ST,  
MINNEAPOLIS, MN 55402 (612) 371-9650 - 1,642,938 (\$3,227,151) COMMON STOCK.  
(FILE 33-79098 - MAY. 18) (BR. 5)
- F-6 CONSOLIDATED ELECTRIC POWER ASIA LTD /ADR/, 111 WALL ST,  
C/O CITIBANK NA, NEW YORK, NY 10043 (212) 657-9044 - 20,000,000  
(\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-79100 -  
MAY. 18) (BR. 99 - NEW ISSUE)
- S-3 GOLDEN PHARMACEUTICALS INC, 1313 WASHINGTON AVE, GOLDEN, CO 80401  
(303) 279-9375 - 1,664,714 (\$116,529.98) COMMON STOCK. (FILE 33-79102 -  
MAY. 18) (BR. 4)
- F-1 RAINY RIVER FOREST PRODUCTS INC, TORONTO DOMINION BANK TOWER STE 5000,  
TORONTO DOMINION CENTRE, TORONTO ONTARIO CANADA, A6 (416) 601-7611 -  
110,000,000 (\$110,000,000) STRAIGHT BONDS. UNDERWRITER:  
GOLDMAN SACHS & CO, SALOMON BROTHERS INC. (FILE 33-79104 - MAY. 18)  
(BR. 8 - NEW ISSUE)
- S-8 MAF BANCORP INC, 55TH STREET & HOLMES AVENUE, CLARENDON HILLS, IL 60514  
(708) 325-7300 - 225,000 (\$6,342,750) COMMON STOCK. (FILE 33-79110 -  
MAY. 18) (BR. 2)



REGISTRATIONS CONT.

- S-8 SOUTH POINTE ENTERPRISES INC, ONE METRO PARK DRIVE, CRANSTON, RI 02910  
(401) 941-8808 - 100,000 (\$625,000) COMMON STOCK. (FILE 33-79128 -  
MAY. 18) (BR. 12)
- S-8 RESEARCH INDUSTRIES CORP, 6864 S 300 W, SALT LAKE CITY, UT 84047  
(801) 562-0200 - 1,000,000 (\$9,250,000) COMMON STOCK. (FILE 33-79132 -  
MAY. 18) (BR. 8)
- S-8 GASONICS INTERNATIONAL CORP, 2730 JUNCTION AVE, SAN JOSE, CA 95134  
(408) 944-0212 - 70,000 (\$971,250) COMMON STOCK. (FILE 33-79134 - MAY. 18)  
(BR. 10)
- S-8 DICEON ELECTRONICS INC, 18522 VON KARMAN AVE, IRVINE, CA 92715  
(714) 833-0870 - 500,000 (\$825,000) COMMON STOCK. (FILE 33-79136 -  
MAY. 18) (BR. 3)
- S-8 STYLES ON VIDEO INC, 21218 VANOMEN ST, CANOGA PARK, CA 91303  
(818) 595-0104 - 450,000 (\$6,133,500) COMMON STOCK. (FILE 33-79138 -  
MAY. 18) (BR. 12)
- S-8 KRYSTAL COMPANY, KRYSTAL BLDG, ONE UNION SQ, CHATTANOOGA, TN 37402  
(615) 757-1550 - 2,500,000 (\$29,484,375) COMMON STOCK. (FILE 33-79140 -  
MAY. 18) (BR. 12)
- S-8 PROJECT SOFTWARE & DEVELOPMENT INC, 20 UNIVERSITY RD, CAMBRIDGE, MA  
02138 (617) 661-1444 - 150,000 (\$1,164,000) COMMON STOCK. (FILE 33-79142 -  
MAY. 18) (BR. 10)
- S-8 MEM CO INC, UNION ST EXTENSION, NORTHVALE, NJ 07647 (201) 767-0100 -  
50,000 (\$200,000) COMMON STOCK. (FILE 33-79144 - MAY. 18) (BR. 10)
- S-8 RAILTEX INC, 4040 BROADWAY, STE 200, SAN ANTONIO, TX 78209  
(210) 841-7600 - 750,000 (\$21,097,500) COMMON STOCK. (FILE 33-79174 -  
MAY. 18) (BR. 5)
- F-3 MORSK HYDRO A S, BYGDØY ALLE 2, N-0240 OSLO 2, NORWAY, OS (212) 688-6606  
- 6,500,000 (\$189,280,000) FOREIGN COMMON STOCK. (FILE 33-79288 - MAY. 18)  
(BR. 1)

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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) 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
RESOURCE GENERAL CORP BINSKY BOB	COM 13D	4/12/94	109 10.0	76121010 9.7	UPDATE
SCITEX LTD IDB DEVELOPMENT CORP LTD ET AL	ORD 13D	4/10/94	10,187 24.0	80909010 24.0	UPDATE
STONE & WEBSTER INC CILLUFFO FRANK J A ET AL	COM 13D	5/18/94	1,255 8.4	86157210 0.0	NEW
SUBURBAN BANCORP MIDWEST BANK FUND LP ET AL	CL A 13D	5/10/94	71 2.1	86434620 3.4	UPDATE
TELEBIT CORP HITACHI LTD ET AL	COM 13D	5/11/94	880 7.0	87999910 0.0	NEW
UNITED SVCS ADVISORS ROBERTSON STEPHENS ORPHAN	CUM PART PFD N V FD 13D	4/26/94	632 13.0	91147420 11.5	UPDATE
U S HOME CORP FOOTHILL GRP ET AL	PFD STOCK 13D	10/13/93	0 0.0	91192020 N/A	UPDATE
UNIVERSAL HEALTH SVCS INC SOROS GEORGE ET AL	CLASS B 13D	5/11/94	735 5.1	91390310 4.2	UPDATE
WLR FOODS INC TYSONS FOODS INC	COM 14D-1	5/20/94	600 5.5	92928610 5.5	UPDATE
ADVANCED POLYMER SYS INC JOHNSON & JOHNSON ET AL	COM 13D	5/13/94	1,923 14.1	00899610 5.3	UPDATE
ALBEMARLE CORP GOTTFELD FLOYD D JR ET AL	COM 13D	5/11/94	17,392 29.4	01265310 17.8	UPDATE
AMERICA WEST AIRLINES INC TPG PARTNERS LP ET AL	COM 13D	5/20/94	2,322 9.2	02365010 14.7	UPDATE
CALTON INC NEW ENERGY MGMT	COM NEW 13D	10/ 8/93	1,923 8.2	13138020 17.3	RVISION
CAPITAL GAMING INTL INC DLJ CAPITAL ET AL	COM 13D	2/17/94	1,633 24.3	14018010 0.0	NEW
CLEARLY COM BEVERAGE CORP BIL LTD	COM 13D	5/17/94	1,679 11.3	18490110 10.1	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
COBRA INDS INC KUMBLE STEVEN J	COM 13D	5/16/94	323 5.9	19199510 0.0	NEW
COLORADO MEDTECH INC VENCOR INC	COM NEW 13D	5/13/94	1,515 30.1	19699310 19.9	UPDATE
CONTINENTAL WASTE INDS INC AGUIERO CARLOS E ET AL	COM 13D	5/10/94	1,509 55.4	22499510 55.5	UPDATE
CYGNIE DESIGNS INC LIMITED INC ET AL	COM 13D	5/17/94	965 12.0	23255610 9.6	UPDATE
DIVERSIFAX INC HOROWITZ IRWIN A	COM 13D	1/20/94	6,620 66.2	25511310 21.7	UPDATE
EVRO CORP AMERICAN CLINICAL LABS INC	COM NEW 13D	5/13/94	12,731 100.0	26927020 100.0	UPDATE
EAGLE FINL CORP CRAMER JAMES J ETAL	COM 13D	5/12/94	184 6.0	26951310 0.0	NEW
FIRST KNOX BANC CORP RAMSER RUSSELL E JR TRUSTEE	COM 13D	5/ 9/94	97 5.6	32065610 5.5	UPDATE
FINANCIAL SECURITY ASSURANCE FUND AMERICAN ENTR HLDGS	COM 13D	5/13/94	2,000 7.6	32699510 0.0	NEW
FLEXTRONICS INC TODD ROBERT G JR	COM 13D	4/21/94	1,285 13.8	33938310 8.5	UPDATE
FORTUNE BANCORP INC WERTHEIM SCHRODER & CO	PFD SER A CV % 13D	5/11/94	69 5.0	34963020 0.0	NEW
HOMECALL INC MID ATLANTIC MEDICAL SVCS INC	COM PAR \$0.01 13D	5/12/94	516 16.4	43738430 0.0	NEW
IMMUNOMEDICS INC GOLDENBERG DAVID M ET AL	COM 13D	5/23/94	8,671 28.9	45290710 51.0	UPDATE
INSURANCE AUTO AUCTIONS INC SPENCE BOB F ET AL	COM 13D	5/ 4/94	539 5.7	45787510 7.3	UPDATE
KIMERET ACQUISITION CORP MEYER ANDREW R ET AL	COM 13D	5/12/94	1,301 20.0	49999210 20.8	UPDATE
MAGELLAN TECH INC BALLARD INVT COMPANY	COM 13D	2/ 3/94	18,985 23.2	55909210 12.2	RVISION
METROBANCORP LEIGHTON JUDD C	COM 13D	4/ 8/94	370 22.0	59191310 17.6	UPDATE
METROBANCORP LEIGHTON MARY MORRIS	COM 13D	4/18/94	148 9.5	59191310 10.2	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PS GROUP INC ESL PARTNERS L P	CON 13D	5/19/94	720 11.9	69362410 9.5	UPDATE
RYAN BECK & CO GARVEY FENWICK H	CON 13D	4/29/94	250 7.1	78348310 35.8	UPDATE
SOLITRON DEVICES INC PARILLO ANTHONY JR	CON PAR 90.01 13D	2/ 4/94	8 1.8	83425620 0.0	NEW
STADYN INC PHARMACY MGMT SVCS ET AL	CON 13D	4/ 6/94	444 8.2	85500910 9.2	UPDATE
STATESMAN GROUP INC CONSECO INC	CON 13D	5/11/94	1,093 8.1	85764510 0.0	NEW
U S MEDICAL PRODUCTS INC WEBSTER FRANCIS S III	CON 13D	5/12/94	206 6.3	90699810 0.0	NEW
MLR FOODS INC DICKSTEIN & CO LP ET AL	CON 13D	5/20/94	619 5.6	92928610 7.0	UPDATE
WICHITA RIV OIL CORP DEL MCDONALD MICHAEL L	CON 13D	4/22/94	435 6.8	96735210 5.5	UPDATE
ASK GROUP INC GENERAL MOTORS CORP ET AL	CON 13D	5/18/94	4,009 17.2	00190310 15.9	UPDATE
AIR L A INC SCHOENFELD WAYNE	CON 13D	5/13/94	392 10.8	00912520 0.0	NEW
ALLSTATE FINL CORP VA SCOGGIN CAPITAL MGMT L P ET AL	CON 13D	5/20/94	227 7.3	02001110 7.3	UPDATE
ALPHA 1 BIOMEDICALS INC BERRYMAN G PHIL	CON 13D	4/29/94	100 1.1	02091010 0.0	NEW
ALTA ENERGY CORP DEVON ENERGY CORP	CON 13D	5/18/94	4,179 100.0	02127030 53.1	UPDATE
BFS BANKORP INC GOULD INVESTORS ET AL	CON 13D	5/11/94	716 44.5	05540710 43.4	UPDATE
BASIC PETE INTL LTD BASIC HOLDINGS LTD	CON 13D	5/19/94	623 32.8	07003610 100.0	UPDATE
BION ENVIRONMENTAL TECH INC SMITH MARK A ET AL	CON 13D	4/ 7/94	468 34.1	09699910 0.0	NEW
CAI WIRELESS SYS INC ABRUZZESE JARED E ETAL	CON 13D	1/17/94	8,098 54.3	13099510 0.0	NEW