

sec news digest

Issue 89-68

April 12, 1989

RULES AND RELATED MATTERS

COMMENTS REQUESTED ON PROPOSED RULE 15c2-10

The Commission is publishing for comment proposed Rule 15c2-10 under the Securities Exchange Act of 1934 and a conforming amendment to Rule 3a12-7 under the Act. The proposed rule would govern the operation of securities trading systems that are not operated as facilities of national securities exchanges or associations. The proposed rule is designed to provide for Commission review of proprietary trading systems that are not operated as facilities of a registered national securities exchange or association and are not subject to Commission regulation as national securities exchanges or associations pursuant to Sections 6 or 15A of the Act.

Comments should be submitted in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Mail Stop 6-9, Washington, DC 20549. Comments must be received within 60 days after the release is published in the Federal Register, and should refer to File No. S7-13-89. All submissions will be available for inspection in the Public Reference Room. (Rel. 34-26708)

FOR FURTHER INFORMATION CONTACT: Gordon K. Fuller at (202) 272-2414 or Eugene Lopez at (202) 272-2828

COMMISSION ANNOUNCEMENTS

EDGAR BRIEFING SCHEDULED FOR APRIL 19

The Commission announced today that on April 19, 1989, the Office of EDGAR Management will brief the EDGAR Pilot participants and other interested parties on the design and development schedule for Operational EDGAR. BDM International, Inc. and the subcontractors, as well as Commission staff, will be available to respond to any questions. In addition to discussing Operational system issues, BDM and the Commission staff will also answer any questions the attendees may have concerning the Pilot system.

The briefing will be held on Wednesday, April 19, 1989, at 1:00 p.m. in Room 1C30, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC.

Anyone interested in attending this briefing should contact Jeanne Hartford, EDGAR Counsel, Office of EDGAR Management, (202) 272-3808.

BRENT H. TAYLOR APPOINTED DEPUTY CHIEF, OFFICE OF INTERNATIONAL CORPORATE FINANCE

Linda C. Quinn, Director of the Division of Corporation Finance, announced that Brent H. Taylor has been appointed Deputy Chief of the Office of International Corporate Finance. He previously was a Special Counsel to Chairman David S. Ruder. Mr. Taylor joined the Commission's staff in 1986, as a staff attorney in the Office of the General Counsel. He became a Special Counsel to former Chairman John Shad in 1987. Before joining the Commission, Mr. Taylor was in private practice in Washington, DC. He received his B.A. degree from Brown University in 1977 and his J.D. from the George Washington University National Law Center in 1981. (Press Release 89-22)

BARBARA J. GREEN APPOINTED SPECIAL COUNSEL TO CHAIRMAN RUDER

Barbara J. Green has been appointed as a Special Counsel to Chairman David S. Ruder. Ms. Green joined the Commission staff in December of 1986 as an Attorney Fellow in the Office of Disclosure Policy of the Division of Corporation Finance. From December 1988 to March 1989, she served as Special Counsel, Division of Corporation Finance. Prior to joining the Commission staff, Ms. Green was in private practice in New York City and served as a Law Clerk, United States District Court, District of Massachusetts.

Ms. Green received a B.A. degree cum laude from Wheaton College in 1969 and received her J.D. cum laude from Boston College Law School in 1978, where she was an Articles Editor of the Law Review. She succeeds Brent Taylor who has joined the staff of the Commission's Division of Corporation Finance. (Press Release 89-23)

ADMINISTRATIVE PROCEEDINGS

STOP ORDER ENTERED AGAINST COMPOSITE DESIGN, INC.

The Commission suspended the effectiveness of the registration statement of Composite Design, Inc., formerly known as SRS Technical, Inc. and referred to hereafter as SRS. The Findings and Stop Order under Section 8(d) of the Securities Act of 1933 were entered by consent.

The Commission found that the registration statement contained untrue statements of material facts and omitted material facts required to be stated herein or necessary to make the statements made not misleading, including, but not limited to: failure to disclose that Ronald D. Wheeler, Sr., president of Stoneridge Securities, Inc., took control of SRS in August 1986 prior to the initial public offering (IPO) and controlled the company thereafter; misstates that the officers and directors of SRS paid \$4,850 for 4,850,000 shares when, in fact, they neither paid for nor received any stock of SRS; and failed to disclose the true plan of distribution for the SRS IPO. SRS also failed to disclose that the \$150,000 of offering proceedings from the SRS IPO were turned over to a company controlled by the same individuals from whom Wheeler bought the SRS blind pool. (Rel. 33-6831)

ORDER AFFIRMING DELEGATED APPROVAL OF NASD RULE CHANGE

The Commission issued an order affirming the decision of the Division of Market Regulation, approving the National Association of Securities Dealers, Inc. link between the NASD and the International Stock Exchange of the United Kingdom and the Republic of Ireland, Ltd. The Division's order (Securities Exchange Act Release No. 24979, approving the filing (SR-NASD-87-20) was issued October 2, 1987. The Instinet Corporation petitioned the Commission for review of that decision in October 1987. (Rel. 34-26710)

INVESTMENT COMPANY ACT RELEASES

THE BENELUX FUND, INC.

An order has been issued declaring that The Benelux Fund, Inc. has ceased to be an investment company. (Rel. IC-16907 - Apr. 10)

HOLDING COMPANY ACT RELEASES

THE COLUMBIA GAS SYSTEM, INC.

Notices have been issued giving interested persons until May 1 to request a hearing on a proposal by the following company filed under Release 35-24856, dated April 6: THE COLUMBIA GAS SYSTEM, INC. - a registered holding company, and two of its subsidiaries, Columbia Gas Transmission Corporation (Transmission) and Columbia Natural Resources, Inc. (CNR) to enter into a Reorganization Agreement and Plan that provides (1) for CNR to acquire all of the production, exploration and other non-transmission properties owned by Transmission in several states, including oil properties, gas properties and the coal properties, (2) in exchange therefor, CNR will issue common stock (CNR Common Stock) to Transmission equal in value to the aggregate net book value of the natural resource properties received from Transmission, and (3) Transmission will then transfer the CNR Common Stock to Columbia in exchange for its own common stock of an equal aggregate par value for retirement.

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The American Stock Exchange filed a proposed rule change under Rule 19b-4 (SR-Amex-88-28) to set forth guidelines for solicitation of members outside the trading crowd to participate in an options transaction. Publication of the proposal is expected to be made in the Federal Register during the week of April 3. (Rel. 34-26703)

EFFECTIVENESS OF PROPOSED RULE CHANGE

The Municipal Securities Rulemaking Board filed a proposed rule change which became effective under Section 19(b)(1) of the Securities Exchange Act of 1934. The proposal (SR-MSRB-89-2) clarifies the application of MSRB Rules G-12 and G-15 on confirmation, clearance, and settlement of transactions in stripped coupon municipal securities. (Rel. 34-26706)

APPROVAL OF PROPOSED RULE CHANGES BY THE PHILADELPHIA AND AMERICAN STOCK EXCHANGES AND THE CHICAGO BOARD OPTIONS EXCHANGE

The Commission approved proposed rule changes filed by the Philadelphia Stock Exchange Inc. (SR-Phlx-88-07), the American Stock Exchange Inc. (SR-Amex-88-10), and the Chicago Board Options Exchange, Inc. (SR-CBOE-88-09) relating to the listing and trading of index participations. (Rel. 34-26709)

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-1 WESTERN FINANCIAL AUTO LOANS 2 INC, 10140 CAMPUS POINT DR, SAN DIEGO, CA 92121 (619) 546-2600 - 1,000,000 (\$1,000,000) STRAIGHT BONDS. (FILE 33-27796 - APR. 03) (BR. 11)
- S-1 TWIN STAR PRODUCTIONS INC, 15230 N 75TH ST STE 2010, SCOTTSDALE, AR 85260 (602) 951-5500 - 1,035,000 (\$10,350,000) COMMON STOCK. 90,000 (\$90) WARRANTS, OPTIONS OR RIGHTS. UNDERWRITER: JOSEPH TAL & CO INC, LARKIN EMMETT A CC INC. (FILE 33-27818 - APR. 04) (BR. 1 - NEW ISSUE)
- S-3 BERRIE RUSS & CO INC, 111 BAUER DR, OAKLAND, NJ 07436 (201) 337-9800 - 4,000 (\$68,000) COMMON STOCK. (FILE 33-27819 - APR. 04) (BR. 12)
- S-8 MCCAW CELLULAR COMMUNICATIONS INC, 5400 CARILLON POINT, KIRKLAND, WA 98033 (206) 827-4500 - 15,869,673 (\$206,756,167.79) COMMON STOCK. (FILE 33-27820 - APR. 04) (BR. 7)
- S-18 WINCANTON CORP, 405 114TH AVENUE SE STE 203, BELLEVUE, WA 98004 (206) 451-0600 - 600,000 (\$300,000) COMMON STOCK. 1,200,000 (\$600,000) COMMON STOCK. (FILE 33-27839-S - MAR. 29) (BR. 12 - NEW ISSUE)
- S-18 CARE GROUP INC, 445 NORTHERN BLVD, GREAT NECK, NY 11021 (212) 490-6080 - 1,000,000 (\$2,000,000) COMMON STOCK. 1,000,000 (\$3,000,000) COMMON STOCK. 100,000 (\$10) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$240,000) COMMON STOCK. 100,000 (\$300,000) COMMON STOCK. UNDERWRITER: ROYCE INVESTMENT GROUP INC. (FILE 33-27840-NY - MAR. 29) (BR. 5 - NEW ISSUE)
- S-1 CAPTAIN TONY'S PIZZA INC /NY/, 2990 CULVER RD, ROCHESTER, NY 14622 (716) 467-2250 - 8,037,985 (\$8,037,985) COMMON STOCK. (FILE 33-27887 - APR. 03) (BR. 12)
- S-4 RJR HOLDINGS CORP, 9 WEST 57TH STREET, C/O KOHLBERG KRAVIS ROBERTS & CO, NEW YORK, NY 10019 (212) 750-8300 - 1,806,488,750 CONVERTIBLE DEBENTURES AND NOTES. 58,011,841 (\$5,036,152,947) COMMON STOCK. (FILE 33-27894 - APR. 05) (BR. 11 - NEW ISSUE)

- S-6 SEARS GOVERNMENT INVESTMENT TRUST U S TREASURY SERIES 5, TWO WORLD TRADE CNTR, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10048 DEPOSITOR: DEAN WITTER REYNOLDS INC. (FILE 33-27906 - APR. 05) (BR. 22 - NEW ISSUE)
- S-6 SEARS TAX EXEMPT INVT TR CA MUN PORT INTERM LONG TERM SER 28, TWO WORLD TRADE CNTR, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10048 DEPOSITOR: DEAN WITTER REYNOLDS INC. (FILE 33-27907 - APR. 05) (BR. 22 - NEW ISSUE)
- S-6 SEARS TAX EXEMPT INVESTMENT TRUST CA MUN PORT SER 58, TWO WORLD TRADE CNTR, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10048 DEPOSITOR: DEAN WITTER REYNOLDS INC. (FILE 33-27908 - APR. 05) (BR. 22 - NEW ISSUE)
- S-6 SEARS TAX EXEMPT INVESTMENT TRUST INSURED CALIFORNIA SER 38, TWO WORLD TRADE CNTR, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10048 DEPOSITOR: DEAN WITTER REYNOLDS INC. (FILE 33-27909 - APR. 05) (BR. 22 - NEW ISSUE)
- S-6 SEARS TAX EXEMPT INVT TR NORTH CAROLINA MUN PORT SER 9, TWO WORLD TRADE CNTR, C/O DEAN WITTER REYNOLDS INC, NEW YORK, NY 10048 DEPOSITOR: DEAN WITTER REYNOLDS INC. (FILE 33-27910 - APR. 05) (BR. 22 - NEW ISSUE)
- S-3 ROCHESTER TELEPHONE CORP, ROCHESTER TEL CENTER, 180 S CLINTON AVE, ROCHESTER, NY 14646 (716) 777-7330 - 70,584 (\$3,948,327.70) COMMON STOCK. (FILE 33-27932 - APR. 03) (BR. 7)
- S-3 CHATTAHOOCHEE BANCORP INC, 1642 POWERS FERRY RD, MARIETTA, GA 30067 (404) 952-7750 - 200,000 (\$1,500,000) COMMON STOCK. (FILE 33-27933 - APR. 03) (BR. 1)
- S-3 OLDE WINDSOR BANCORP INC, OLD WINDSOR MALL, P O BOX 130, WINDSOR, CT 06095 (203) 688-5251 - 400,000 (\$5,000,000) COMMON STOCK. (FILE 33-27934 - APR. 03) (BR. 2)
- S-8 CONNER PERIPHERALS INC, 2221 OLD OAKLAND RD, SAN JOSE, CA 95131 (408) 433-3340 - 1,000,000 (\$7,000,000) COMMON STOCK. (FILE 33-27935 - APR. 03) (BR. 9)
- S-4 JEFFERSON BANCSHARES INC, 736 PEACHTREE STT, LOUISVILLE, GA 30434 (912) 625-8124 - 282,253 (\$2,593,000) COMMON STOCK. (FILE 33-27936 - APR. 03) (BR. 2)
- S-3 RHNB CORP, 222 E MAIN ST, ROCK HILL, SC 29730 (803) 324-4444 - 200,000 (\$2,750,000) COMMON STOCK. (FILE 33-27937 - APR. 03) (BR. 1)
- S-8 COOPER COMPANIES INC, 3145 PORTER DR, PALO ALTO, CA 94304 (415) 856-5000 - 2,876,710 (\$10,113,374) COMMON STOCK. (FILE 33-27938 - APR. 03) (BR. 8)
- S-8 FAMILY DOLLAR STORES INC, P O BOX 25800, 10401 OLD MONROE RD, CHARLOTTE, NC 28212 (704) 847-6961 - 350,000 (\$3,937,500) COMMON STOCK. (FILE 33-27939 - APR. 03) (BR. 1)
- S-4 FIRST NATIONAL BANCORP /GA/, 111 GREEN ST SE, P O DRAWER 937, GAINESVILLE, GA 30501 (404) 535-5500 - 371,136 (\$8,350,560) COMMON STOCK. (FILE 33-27940 - APR. 04) (BR. 1)
- S-8 ORANGE CO INC /FL/, 300 US HWY ALTERNATE 27, P O BOX 127, LAKE HAMILTON, FL 33851 (813) 439-1585 - 450,000 (\$4,837,500) COMMON STOCK. (FILE 33-27941 - APR. 04) (BR. 3)
- S-8 WESTMARC COMMUNICATIONS INC, REGENCY PLAZA ONE, 4643 S ULSTER ST STE 400, DENVER, CO 80237 (303) 796-9100 - 354,000 (\$7,279,125) COMMON STOCK. (FILE 33-27942 - APR. 04) (BR. 7)
- S-8 EASTLAND FINANCIAL CORP/RI/, 25 CUMMINGS WAY, WOODSOCKET, RI 02895 (401) 767-3900 - 575,000 (\$4,995,312) COMMON STOCK. (FILE 33-27943 - APR. 03) (BR. 2)

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.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHARES 000'S OWNED	CUSIP PRIOR	FILING STATUS
AMERICAN INCOME LIFE INS CO COM AMERICAN INCOME HLDG ET AL	13D	3/29 89	11,680 98.5	02673510 0.0	NEW
AMERICAN OIL & GAS CORP DEL COM RANDALL EDWARD III	13D	3/29 89	518 6.2	02871110 0.0	NEW
BKLA BANCORP SCHARFF WERNER E ET AL	COM 13D	3 22/89	60 5.3	05548310 0.0	NEW
CARDIAC CONTROL SYS INC COM E F VENTURES CAPITAL ET AL	13D	3 30 89	197 3.0	14199010 0.0	NEW
CARCON PIPE SCOTT & CO NEW COM STATE OF WISCONSIN INVEST BD	13D	4 3/89	897 6.4	14601610 7.8	UPDATE
CHECK ROBOT INC COM MARCO INC ET AL	13D	3/13 89	6,433 100.0	16282910 0.0	REVISION
CHEMICAL FABRICO CORP COM FLEMING ROBERT INC	13D	3 30/89	0 0.0	16372910 5.3	UPDATE
CIRCOR CORP COM AULL RICHARD A	13D	2/23 89	1,949 36.9	17273610 0.0	REVISION
COMBANCORP COM PACE PHILLIP J	13D	3 29 89	42 7.4	20014099 0.0	NEW
CORPORATE SOFTWARE INC COM STATE OF WISCONSIN INVEST BD	13D	3 28 89	266 5.4	22003710 N/A	UPDATE
DISEASE DETECTION INTL INC COM ENVIRONMENTAL DIAGNOSTIC INC	13D	3 27 89	33,963 22.6	25499210 23.6	UPDATE
DYNAMICS CORP AMER COM GAMCO INVESTORS INC ET AL	13D	4/ 5/89	656 16.2	26803910 15.2	UPDATE
ENSOURCE INC COM PAR \$0.10 UNITED MERIDIAN CORP	13D	4/ 6/89	3,897 100.0	29358020 100.0	UPDATE
FLIGHT INTL GROUP INC COM MERCURY ASSET MGMT	13D	3/ 8/89	245 7.4	33941610 6.2	UPDATE
GAPAN INC COM HARRIS ASSOCIATES INC	13D	3/27/89	344 13.6	36480210 14.7	UPDATE
GENERAL DEV CORP NEW COM METEX CORP ET AL	13D	4/ 6/89	840 9.8	36949710 8.2	UPDATE
GENEX CORP COM E F VENTURES CAPITAL ET AL	13D	3 30/89	2,918 14.4	37227510 0.0	NEW

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS (000) / % OWNED	CUSIP / PRIOR %	FILING STATUS
GODDARD INDS HUMPHREYS ROBERT E ET AL	COM 13D	4/ 6/89	277 14.9	38026210 13.7	UPDATE
GOOD SOFTWARE CORP VENTURVEST INC	COM 13D	2/10/89	5,930 19.0	38212310 17.2	UPDATE
GRANITE ST BANKSHARES INC MACVEAGH CHARLTON JR ET AL	COM 13D	10/ 1/88	113 5.4	38747210 0.0	NEW
HILTON HOTELS CORP HILTON WILLIAM B	COM 13D	4/ 7/89	15,879 33.3	43284810 0.0	NEW
HOWARD BANCORP BANKNOTPH GROUP	COM 13D	2/28/89	1,052 47.2	44249510 0.0	NEW
INTERNATIONAL BANKNOTE INC KUROSAWA CD ET AL	COM 13D	4/ 5/89	1,813 10.1	45910110 8.4	UPDATE
KMS INDS INC LIDDY TERENCE C	COM PAR \$0.08 13D	3/17/89	157 6.1	48258020 0.0	NEW
KANEB SERVICES INC MORGENT E & WATERFALL B ET AL	CL A PFD STOCK 13D	3/15/89	28 13.2	48417030 13.2	UPDATE
KEPTEL INC ELLIS JOAN F	COM 13D	3/27/89	234 5.4	49205610 0.0	NEW
KEYCORP FIDELITY INTL LTD	COM 13D	3/16/89	2,165 5.2	49326310 0.0	NEW
KEYCORP FMR CORP	COM 13D	3/14/89	2,165 5.2	49326310 4.4	UPDATE
KYSOR INDL CORP DEL KAUFMAN, ALSBERG & CO ET AL	COM 13D	4/ 6/89	606 9.6	50156610 9.5	UPDATE
MGM UA COMMUNICATIONS CO QINTEX LTD ET AL	COM 13D	3/31/89	40,046 79.5	55291610 0.0	NEW
MOMENTUM INC ROTH COREY	COM 13D	3/28/89	1,418 10.1	60878110 0.0	NEW
OFFSHORE LOGISTICS INC MERCURY ASSET MGMT	COM 13D	3/ 3/89	1,417 10.1	67625510 8.7	UPDATE
PALFED INC WYATT WELDON E ET AL	COM 13D	4/ 3/89	275 20.6	69637010 10.5	UPDATE
REGIONAL BANCORP INC KILKENNY PARTNERS ET AL	COM 13D	4/ 6/89	281 10.0	75892010 10.7	UPDATE
ROLLFORM OF JAMESTOWN INC SCHRYVER GERALD H JR	COM 13D	3/31/89	6 5.1	77563510 0.0	NEW
SAFEGUARD SCIENTIFICS INC BRAUPOST LTD PARTNERSHIP	COM 13D	3/29/89	446 8.9	78644910 7.2	UPDATE
SATELLINK CORP ANGHEL SEVER ET AL	COM NEW 13D	3/28/89	2,796 75.0	80390120 0.0	NEW
SCHULTZ SAV D STORES INC STATE OF WISCONSIN INVEST BD	COM 13D	3/28/89	145 5.2	80819610 0.0	NEW
SCI MED LIFE SYS INC FLEMING ROBERT INC	COM 13D	3/30/89	65 2.2	80861410 17.1	UPDATE
SEA CONTAINERS LTD SEA CONTAINERS HDUSE LTD ET AL	COM 13D	4/ 4/89	2,769 24.4	81137110 12.9	UPDATE
SEA CONTAINERS LTD SHERWOOD JAMES B	COM 13D	4/ 4/89	834 7.3	81137110 6.9	UPDATE

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS (000)/% OWNED	CUSIP/ PRIOR%	FILING STATUS
SHAKLEE CORP DEL YAMANOCHI PHARM LTD ET AL	COM 14D-1	4/10/89	1,900 14.5	81914810 14.5	UPDATE
SPELLING ENTMT INC DEL SPELLING AARON	CL A 13D	4/ 6/89	10,450 31.6	84780810 31.6	UPDATE
STERLING CAP CORP BEDNARSKI STANISLAW H	COM 13D	3/30/89	126 5.0	85916010 0.0	NEW
3-D SYS INC FREED RAYMOND S ET AL	COM 13D	3/28/89	5,934 61.4	88599210 0.0	NEW
TOKA CORP STATE OF WISCONSIN INVEST BD	COM 13D	3/29/89	497 6.3	89027810 7.6	UPDATE
UNITEL VIDED INC CROWN COMMUNICATIONS CRP ET AL	COM 13D	4/ 5/89	0 0.0	91325310 7.1	UPDATE
UNITEL VIDED INC U E I PLC ET AL	COM 13D	4/ 5/89	1,180 54.1	91325310 47.0	UPDATE
UNITIL COPP PIKE MILD L	COM 13D	3/28/89	36 5.1	91325910 0.0	NEW
VISTA RES INC FUQUA/PRAHER VISTA PART ET AL	COM 13D	3/27/89	322 43.4	92838410 0.0	NEW
VISTA RES INC SALTZMAN ARNOLD A	COM 13D	3/27/89	285 38.5	92838410 0.0	NEW
WONS COS INC SAFEWAY STORES INC ET AL	COM 13D	4/ 7/89	12,851 33.2	92886910 31.2	UPDATE
WEST POINT PEPPERELL INC FARLEY INC ET AL	COM 14D-1	4/ 7/89	29,055 97.5	95546510 9.6	UPDATE
WYLE LABS STATE OF WISCONSIN INVEST BD	COM 13D	3/30/89	848 8.4	98305110 6.4	UPDATE

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.

The companies listed below have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

NAME OF ISSUER	STATE CODE	8K ITEM NO.							DATE	COMMENT
		1	2	3	4	5	6	7		
ADMIRAL FINANCIAL CORP	FL				X			X	04/03/89	
ALLIANCE BANCORPORATION /AK/	AK				X				04/04/89	
ALLTEL CORP	OH				X			X	04/06/89	
AMERICAN BRANDS INC /DE/	DE				X				03/31/89	
AMERICAN HOUSING TRUST II	NY				X				03/27/89	
ARIZONA PUBLIC SERVICE CO	AZ				X				03/03/89	

NAME OF ISSUER	STATE CODE	PK ITEM NO.							DATE	COMMENT
		1	2	3	4	5	6	7		
BOWLES FLUIDICS CORP	MD								04/03/89	
BROOKE CAPITAL CORP	DE	X	X					X	03/22/89	
BROOKE PARTNERS L P	DE	X	X					X	03/22/89	
CAPITAL CITY BANK GROUP INC	FL				X	X			04/03/89	
CENTREVEST CORP	MI		X					X	03/21/89	
CHURCHS FRIED CHICKEN INC	TX	X						X	03/21/89	
COOPER INDUSTRIES INC	OH		X					X	03/23/89	
CORNERSTONE MORTGAGE INVESTMENT GROUP II	DE					X	X		03/23/89	
CSX CORP	VA				X				04/03/89	
DC TRADING & DEVELOPMENT CORP	DE				X				04/04/89	
ENSOURCE INC	DE				X	X			04/04/89	
FASTCOMM COMMUNICATIONS CORP	VA				X				04/05/89	
FERRO CORP	OH				X	X			03/31/89	
FIRST FINANCIAL CORP /WI/	WI				X	X			03/23/89	
FIRST SECURED MORTGAGE DEPOSIT CORP	CO				X	X			03/30/89	
FLORIDA POWER & LIGHT CO	FL				X				03/29/89	
FLOW VENTURES LTD	NV		X						03/21/89	
FOUR NINES GOLD INC	CO				X				03/31/89	
FPL GROUP INC	FL				X				03/29/89	
GENERAL MILLS INC	DE						X		04/05/89	
INTEX SOFTWARE SYSTEMS INTERNATIONAL LTD	NY				X	X			03/28/89	
MANUFACTURED HOMES INC	NC	X							03/23/89	
MARK IV INDUSTRIES INC	DE		X		X	X			03/23/89	
NCNB CORP	NC				X	X			03/30/89	
PICTURETEL CORP	DE				X				04/03/89	
PUBLIC SERVICE CO OF NEW HAMPSHIRE	NH				X	X			04/06/89	
QUBIX GRAPHIC SYSTEMS INC /DE/	DE				X				03/17/89	
REALMARK PROPERTY INVESTORS LIMITED PART	DE		X				X		03/17/89	
REGINA CO INC	NJ				X				04/05/89	
RURAL ELECTRIC COOPERATIVE GRANTOR TRUST	NY				X	X			04/04/89	
RURAL ELECTRIC COOPERATIVE GRANTOR TRUST	NY				X	X			04/04/89	
RURAL ELECTRIC COOPERATIVE GRANTOR TRUST	NY				X	X			04/04/89	
RURAL ELECTRIC COOPERATIVE GRANTOR TRUST	NY				X	X			04/04/89	
RURAL ELECTRIC COOPERATIVE GRANTOR TRUST	NY				X	X			04/04/89	
THACKERAY CORP	DE		X				X		04/03/89	
TOLTEC REAL ESTATE CORP	DE				X				08/17/88	AMEND
USAIR INC /NEW/	DE				X				04/06/89	
WESTINGHOUSE ELECTRIC CORP	PA						X		03/28/89	
WHIRLPOOL CORP /DE/	DE					X	X		04/04/89	