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JUN 22 1987

U.S. SECURITIES AND
EXCHANGE COMMISSION

87-114

June 18, 1987

RULES AND RELATED MATTERS

PROPOSED AMENDMENT TO PUHCA RULE 45 TO CREATE EXEMPTIONS FOR ROUTINE AGREEMENTS

The Commission is proposing for public comment and amendment to Rule 45 under the Public Utility Holding Company Act of 1935 proposed in a rulemaking petition submitted by The Columbia Gas System, Inc., a registered holding company. The proposed rule would create a new exemption from the present requirement of Commission authorization pursuant to a declaration for certain routine agreements in the nature of guarantees by parent companies in registered holding company systems of obligations connected to the ordinary business operations of their subsidiary companies. Comments should be submitted in triplicate on or before thirty days after publication in the Federal Register to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549 and refer to File No. S7-21-87. All submissions will be available for public inspection at the Commission Public Reference Room. (Rel. 35-24406)

COMMISSION ANNOUNCEMENTS

ADDITION TO WEEKLY CALENDAR

Commissioner Cox will testify on corporate takeovers before the Senate Banking Committee on Tuesday, June 23, 1987. The hearing will begin at 10:00 a.m. and be held in Room 538, Dirksen Office Building.

INVESTMENT COMPANY ACT RELEASES

BENJAMIN FRANKLIN FINANCIAL CORPORATION

A notice has been issued giving interested persons until July 1 to request a hearing on an application of Benjamin Franklin Financial Corporation (Applicant), subsidiary of Benjamin Franklin Savings Association, requesting an order amending the terms of Applicant's present order exempting it from all provisions of the Investment Company Act in connection with its proposed issuance of collateralized mortgage obligations. (Rel. IC-15803 - June 11)

TEMPLETON GROWTH FUND, LTD.

A notice has been issued giving interested persons until July 1 to request a hearing on an application of Templeton Growth Fund, Ltd. for an order declaring that it has ceased to be an investment company, and deregistering it from under the Investment Company Act. (Rel. IC-15804 - June 11)

DREXEL BURNHAM MORTGAGE ACCEPTANCE CORP.

A notice has been issued giving interested persons until July 1 to request a hearing on an application of Drexel Burnham Lambert Mortgage Acceptance Corp. for an order exempting it and certain trusts created by it from all provisions of the Investment Company Act in connection with the issuance and sale of mortgage related securities and equity interests in the trusts. (Rel. IC-15805 - June 11)

FOGELMAN ACCEPTANCE CORPORATION

A notice has been issued giving interested persons until July 1 to request a hearing on an application of Fogelman Acceptance Corporation for an order exempting it and certain trusts it may form from all provisions of the Investment Company Act permitting the issuance of mortgage-backed securities and equity interests in the trusts. (Rel. IC-15806 - June 11)

CIRFICO HOLDINGS CORPORATION

A notice has been issued giving interested persons until July 1 to request a hearing on an application of Cirfico Holdings Corporation for an order declaring that it has ceased to be an investment company. (Rel. IC-15807 - June 11)

TAX-EXEMPT EQUITY FUND

An order has been issued granting an application of Tax-Exempt Equity Fund, Inc., declaring that it has ceased to be an investment company. (Rel. IC-15809 - June 12)

RESIDENTIAL MORTGAGE INVESTMENTS, INC.

A notice has been issued giving interested persons until July 1 to request a hearing on an application of Residential Mortgage Investments, Inc. and its limited purpose finance subsidiary, Residential Mortgage Acceptance, Inc. (collectively Applicants), for an order under the Investment Company Act exempting Applicants from all provisions of the Act in connection with the issuance and sale of mortgage-backed securities and equity interests. (Rel. IC-15810 - June 12)

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION

An order has been issued exempting the National Rural Utilities Cooperative Finance Corporation (Applicant), on behalf of certain trusts (Trusts) established or to be established by Applicant, conditionally exempting the Trusts from all provisions of the Act other than Sections 26 (with certain exceptions), 36, 37 and (to the extent necessary to implement the foregoing sections) 38 through 53 thereof in connection with the issuance of certificates by the Trusts to Applicant and their subsequent resale to the public by Applicant. Each trust will hold a single note guaranteed by the Rural Electrification Administration evidencing loans used to refinance borrowings from the Federal Financing Bank. (Rel. IC-15811 - June 16)

IDS MUTUAL, INC.

A notice has been issued giving interested persons until July 10 to request a hearing on an application for an order exempting the IDS Mutual Fund Group from Section 32(a)(1) of the Act to permit the Funds in the group to file financial statements signed or certified by an independent public accountant selected at a board of directors' meeting held within ninety days before or after the beginning of each Fund's fiscal year. (Rel. IC-15812 - June 16)

HOLDING COMPANY ACT RELEASES

OHIO POWER COMPANY

An order has been issued authorizing Ohio Power Company, a wholly owned subsidiary electric utility of American Electric Power Company, Inc., a registered holding company, and Central Ohio Coal Company, Southern Ohio Coal Company and Windsor Power House Coal Company, wholly owned coal mining subsidiaries of Ohio Power Company, to enter into a master leasing agreement with the Connecticut Bank and Trust Company, whereby the coal mining subsidiaries will lease, between July 1, 1987 and June 30, 1988, mining equipment with a total aggregate acquisition cost not exceeding \$22,000,000. Ohio Power Company also proposed to guaranty the lease obligations of Central Ohio Coal Company. (Rel. 35-24413 - June 16)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING GRANTED

Orders have been issued granting the applications of the following exchanges for unlisted trading privileges in the common stock of the specified number of issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system: Boston Stock Exchange, Inc. - fifteen issues (Rel. 34-24593) and nine issues (Rel. 34-24594) and the Philadelphia Stock Exchange, Inc. - four issues (Rel. 34-24592).

WITHDRAWAL REQUESTED

A notice has been issued giving interested persons until July 6 to comment on the application of Washington Homes, Inc. to withdraw its common stock (no par value) from listing and registration on the American Stock Exchange, Inc. (Rel. 34-24583)

UNLISTED TRADING SOUGHT

An order has been issued giving interested persons until July 6 to comment on the application of the Cincinnati Stock Exchange, Inc. for unlisted trading privileges in one issue which is listed and registered on one or more other national securities exchanges and is reported in the consolidated transaction reporting system. (Rel. 34-24586)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF FILINGS OF PROPOSED RULE CHANGES

The Options Clearing Corporation (OCC) filed two proposed rule changes under Rule 19b-4 of the Securities Exchange Act: On May 12 (SR-OCC-87-11), to authorize OCC to invest OCC funds in a wholly-owned subsidiary, tentatively named OCC Trust company. The trust company would perform financial services on behalf of OCC and its wholly-owned subsidiary, the Intermarket Clearing Corporation (Rel. 34-24591). On May 15, to enable Clearing Members to request OCC to combine the positions in a Clearing Member's firm and proprietary market-maker accounts for the purpose of calculating the margin required for those positions (Rel. 34-24589).

Publication of the proposed rule changes is expected to be made in the Federal Register during the week of June 15.

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-3 ASARCO INC. 180 MAIDEN LN. NEW YORK, NY 10038 (212) 510-2000 - 5,750,000 (\$143,750,000) COMMON STOCK. (FILE 33-14875 - JUN. 09) (BR. 1)
- S-4 MFCOC CONTAINMENT SERVICES INC. 491 EDWARD H ROSS DR. ELMWOOD PARK, NJ 07407 (201) 794-1000 - 9,159,552 (\$213,492,816) COMMON STOCK. (FILE 33-14876 - JUN. 09) (BR. 4)
- S-18 TRUDY CORP. 165 WATER ST. NEWALK, CT 06856 (203) 838-6009 - 230,000,000 (\$4,600,000) COMMON STOCK. 10,000,000 (\$1,000) COMMON STOCK. UNDERWRITER: BLINDER ROBINSON & CO INC. (FILE 33-14379-B - MAY. 22) (BR. 11 - NEW ISSUE)
- S-18 DAVIN ENTERPRISES INC. 461 PEACH 124TH ST. BELLE HARBOR, NY 11694 (718) 474-6568 - 40,000,000 (\$400,000) COMMON STOCK. 40,000,000 (\$800,000) COMMON STOCK. 40,000,000 (\$1,200,000) COMMON STOCK. (FILE 33-14521-NY - MAY. 20) (BR. 12 - NEW ISSUE)
- S-18 VERDE VENTURES INC. 5891 CEDAR LAKE RD. MINNEAPOLIS, MN 55416 (612) 545-1000 - 1,150,000 (\$862,500) COMMON STOCK. 1,150,000 (\$2,875,000) COMMON STOCK. 150,000 (\$144,000) COMMON STOCK. UNDERWRITER: LARGENT EQUITIES LTD. (FILE 33-14594-C - MAY. 28) (BR. 12 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND ONE HUNDREDTH INSURED SERIES, ONE LIBERTY PL - 21ST FLR. C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC. MERRILL LYNCH PIERCE FENNER & SMITH INC. PRUDENTIAL BACHE SECURITIES INC. SHEARSON LEHMAN BROTHERS INC. (FILE 33-14686 - JUN. 05) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND MULTISTATE SERIES 3F, ONE LIBERTY PL2 - 21ST FLR. C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC. MERRILL LYNCH PIERCE FENNER & SMITH INC. PATNEWBRER INC. PRUDENTIAL BACHE SECURITIES INC. SHEARSON LEHMAN BROTHERS INC. (FILE 33-14687 - JUN. 05) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVT TR FD FOUR HUNDRED THIRTY THIRD MON PYMT SER, ONE LIBERTY PL7 - 21ST FLR. C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC. MERRILL LYNCH PIERCE FENNER & SMITH INC. PRUDENTIAL BACHE SECURITIES INC. SHEARSON LEHMAN BROTHERS INC. (FILE 33-14688 - JUN. 05) (BR. 17 - NEW ISSUE)

- S-3 ULTIMATE CORP. 717 RIDGEDALE AVE. EAST HANOVER, NJ 07936 (201) 887-9222 - 5,411 (\$127,493.98) COMMON STOCK. (FILE 33-14691 - JUN. 05) (BR. 9)
- S-1 FUDRICKERS INC. 3636 MEDICAL DR. FUDRICKERS CENTRE. SAN ANTONIO, TX 78229 (512) 692-0040 - 4,383,862 (\$9,041,715) COMMON STOCK. 4,383,862 COMMON STOCK. (FILE 33-14876 - JUN. 05) (BR. 12)
- S-18 CAPSEARCH INC. 330 VANDERBILT MOTOR PKWY STE 300. HAUPPAUGE, NY 11788 (516) 273-0044 - 10,000,000 (\$50,000) COMMON STOCK. 5,000,000 (\$750,000) COMMON STOCK. 250,000 (\$15,000) COMMON STOCK. UNDERWRITER: WAKEFIELD FINANCIAL CORP. (FILE 33-14837-NY - JUN. 04) (PR. 11 - NEW ISSUE)
- S-1 TWO PFSOS INC. 10777 WESTHEIMER STE 925. HOUSTON, TX 77042 (713) 781-0067 - 580,552 WARRANTS, OPTIONS OR RIGHTS. (FILE 33-14857 - JUN. 05) (BR. 11)
- S-6 NEW ENGLAND REGIONAL BANK STOCK TRUST SERIES 1. ONE NEW YORK PLZ. C/O MOSELEY SECURITIES CORP. NEW YORK, NY 10004 - 1,000 (\$10,000,000) UNIT INVESTMENT TRUST. DEPOSITOR: MOSELEY SECURITIES CORP. (FILE 33-14864 - JUN. 05) (BR. 16 - NEW ISSUE)
- S-4 PERPETUAL FINANCIAL CORP. 2034 EISENHOWER AVE. ALEXANDRIA, VA 22314 (703) 838-6000 - 77,500,000 (\$264,375,000) COMMON STOCK. 4,600,000 (\$50,314,800) PREFERRED STOCK. (FILE 33-14872 - JUN. 09) (BR. 2 - NEW ISSUE)
- S-1 INNOVATIVE SOFTWARE INC. 9875 WIDMER RD. LENEXA, KS 66215 (913) 492-3800 - 28,750,000 (\$28,750,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-14874 - JUN. 09) (BR. 10)
- S-1 CHIPS & TECHNOLOGIES INC. 521 COTTONWOOD DR. MILPITAS, CA 95035 (408) 434-0600 - 967,958 (\$27,102,824) COMMON STOCK. 720,000 (\$20,160,000) COMMON STOCK. (FILE 33-14880 - JUN. 09) (BR. 3)
- S-3 MONONGAHELA POWER CO/OH/. MONONGAHELA POWER BLDG. 1310 FAIRMONT AVE. FAIRMONT, WV 26554 (304) 366-3000 - 115,000,000 (\$115,000,000) MORTGAGE BONDS. (FILE 33-14881 - JUN. 09) (BR. 7)
- S-3 POTOMAC EDISON CO. DOWNSVILLE PKE. HAGERSTOWN, MD 21740 (301) 790-3400 - 110,000,000 (\$110,000,000) MORTGAGE BONDS. (FILE 33-14882 - JUN. 09) (BR. 7)
- S-1 SEMINOLE KRAFT CORPORATION. 150 N MICHIGAN AVE. CHICAGO, IL 60601 (312) 346-6600 - 66,000,000 (\$66,000,000) STRAIGHT BONDS. 36,000,000 (\$36,000,000) STRAIGHT BONDS. (FILE 33-14883 - JUN. 09) (BR. 8 - NEW ISSUE)
- N-2 HFI VETIA FUND INC. 521 FIFTH AVE 37TH FL. NEW YORK, NY 10175 (212) 867-7664 - 3,450,000 (\$69,000,000) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC. KIDDER PEARODY & CO INC. SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-14884 - JUN. 09) (BR. 18 - NEW ISSUE)
- S-1 OPTIK TECHNOLOGY INC. 345 INDUSTRIAL BLVD. MCKINNEY, TX 75069 (214) 234-3804 - 200,000 (\$1,800,000) COMMON STOCK. 1,180,000 (\$10,620,000) COMMON STOCK. 100,000 (\$1,000) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$1,080,000) COMMON STOCK. (FILE 33-14885 - JUN. 09) (BR. 3 - NEW ISSUE)
- S-6 MUNICIPAL INVT TR FD FOUR HUNDRED THIRTY FOURTH MON PYMT SER. ONE LIBERTY PLZ - 21ST FLR. C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC. MERRILL LYNCH PIERCE FENNER & SMITH INC. PRUDENTIAL BACHE SECURITIES INC. SHEARSON LEHMAN BROTHERS INC. (FILE 33-14894 - JUN. 10) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND NINETY FOURTH INTERM TM SER. ONE LIBERTY PLZ - 21ST FLR. C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC. MERRILL LYNCH PIERCE FENNER & SMITH INC. PAINWEBBER INC. PRUDENTIAL BACHE SECURITIES INC. SHEARSON LEHMAN BROTHERS INC. (FILE 33-14895 - JUN. 10) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVESTMENT TRUST FUND MULTISTATE SERIES 3G. ONE LIBERTY PLZ - 21ST FLR. C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC. MERRILL LYNCH PIERCE FENNER & SMITH INC. PAINWEBBER INC. PRUDENTIAL BACHE SECURITIES INC. SHEARSON LEHMAN BROTHERS INC. (FILE 33-14896 - JUN. 10) (BR. 17 - NEW ISSUE)

- S-6 CORPORATE INCOME FUND CASH OR ACCRETION BOND SERIES-14. ONE LIBERTY PLZ - 21ST FLR. C/O MERRILL LYNCH PIERCE FENNER & SMITH. NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: MERRILL LYNCH PIERCE FENNER & SMITH INC. PAINEWEBBER INC. PRUDENTIAL BACHE SECURITIES INC. REYNOLDS DEAN WITTER INC. SHEARSON FISHMAN BROTHERS INC. (FILE 33-14898 - JUN. 10) (BR. 17 - NEW ISSUE)
- S-1 WINSTON RESOURCES INC. 535 FIFTH AVE. NEW YORK, NY 10017 (212) 557-5000 - 250,000 (\$2,000,000) COMMON STOCK. 900,000 (\$7,200,000) COMMON STOCK. UNDERWRITER: IADENBURG THALMANN & CO INC. (FILE 33-14913 - JUN. 09) (BR. 6 - NEW ISSUE)
- S-1 CORPORATE SOFTWARE INCORPORATED. 410 UNIVERSITY AVE. WESTWOOD. MA 02090 (617) 329-3500 - 230,000 (\$2,415,000) COMMON STOCK. 1,184,500 (\$12,437,250) COMMON STOCK. UNDERWRITER: MONTGOMERY SECURITIES. SALOMON BROTHERS INC. (FILE 33-14914 - JUN. 09) (BR. 9 - NEW ISSUE)
- S-3 POTOMAC ELECTRIC POWER CO. 1900 PENNSYLVANIA AVE NW. WASHINGTON, DC 20068 (202) 872-2000 - 75,000,000 (\$75,000,000) MORTGAGE BONDS. (FILE 33-14915 - JUN. 09) (BR. 7)
- S-R GELCO CORP. ONE GELCO DR. EDEN PRAIRIE, MN 55344 (612) 828-1000 - 600,000 (\$13,125,000) COMMON STOCK. (FILE 33-14917 - JUN. 09) (BR. 5)
- S-1 EASTERN ENVIRONMENTAL SERVICES INC. 1620 E ADAMS DR. TAMPA, FL 33605 (813) 248-2200 - 300,000 (\$2,400,000) COMMON STOCK. 850,000 (\$6,800,000) COMMON STOCK. 100,000 (\$100) WARRANTS. OPTIONS OR RIGHTS. 100,000 (\$960,000) COMMON STOCK. UNDERWRITER: STEINBERG & LYMAN. (FILE 33-14918 - JUN. 09) (BR. 10 - NEW ISSUE)
- S-2 CONSUMERS FINANCIAL CORP. 1110 FRENWOOD AVE. CAMP HILL, PA 17011 (717) 761-4230 - 805,000 (\$8,050,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-14919 - JUN. 09) (BR. 9)
- S-11 CHRISKEN PARTNERS CASH INCOME FUND L P. 345 N CANAL ST STE 700, CHICAGO, IL 60606 - 56,000 (\$28,000,000) LIMITED PARTNERSHIP CERTIFICATE. UNDERWRITER: CHRISKEN CAPITAL CORP. (FILE 33-14921 - JUN. 09) (BR. 6 - NEW ISSUE)
- S-R UDC UNIVERSAL DEVELOPMENT LP. 4820 S MILL AVE. TEMPE, AZ 85282 (312) 820-4488 - 450,000 (\$10,265,625) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-14930 - JUN. 10) (BR. 10)

REGISTRATIONS EFFECTIVE

- April 6: Lifetime Corporation, 33-11112.
- May 5: Waste Management, Inc., 33-13839.
- May 20: Realty South Investors, Inc., 33-11873.
- May 27: Holonetrix, Inc., 33-13027-B; Rule Industries, Inc., 33-13587.
- May 29: Saints & Sinners Film Development Co., 33-13579-LA.
- June 1: Mac Andrews & Forbes Group, Inc., 33-9197.
- June 2: American Barrick Resources Corp., 33-14122; Hawaii Pacific Capital Corporation 33-13830; Union Planters Corporation, 33-14360.
- June 4: First Charter Corp., 33-13915; Technology Funding Secured Investors II, 33-12566.
- June 5: Ampal-American Israel Corp., 33-13661; Continental Embassy Acquisitions, Inc., 33-13789-LA; Del Taco Income Properties IV, 33-13437; Custom Energy Services, Inc., 33-13123; GRC Inc., 33-13762; Mid Atlantic Medical Services, Inc., 33-13554; PLM Equipment Growth Fund II, 33-13113; Security Pacific National Bank, 33-13776; Southwall Technologies Inc., 33-13779; Union Planters Corp., 33-14360.
- June 8: Americus Trust for Mobil Shares, 2-89068; Americus Trust for Xerox Shares, 2-89064; August All Suite Hotels, L.P., 33-11957; Rastra Building Systems, Inc., 33-11712-LA; San Juan Fiberglass Pools, Inc., 33-13523-LA; Swedish Export Credit Corp., 33-14488; Southern Natural Gas Co., 33-12784.
- June 9: Arkla, Inc., 33-14586; Asarco Inc., 33-14875; GTE Corp., 33-14681; Morgan Products Ltd., 33-13996; Royalpar Industries, Inc., 33-14387; U.S. Healthcare Inc., 33-14653.
- June 10: American Eagle Fund, Inc., 33-9546; Anheuser-Busch Cos., Inc., 33-14685; Armco Inc., 33-13691; Chambers Development Co., Inc., 33-14519 and 33-14520; Eastern Edison Co., 33-13398; ECAD, Inc., 33-13845; F&G Life Variable Life Account, 33-9547; Newport Pharmaceuticals Intl, Inc., 33-13248; International Microelectronic Products, Inc., 33-13600; ML Treat, 33-13672; Northern Pacific Corp., 33-13725; Pancho's Mexican Buffet, Inc., 33-14484; Sovran Financial Corp., 33-14228; Tax Exempt L.P. III Related BUC\$ Associates III, Inc., 33-13184; The Ultimate Corp., 33-14691; UMO Restaurant Corp., 33-13100.
- June 11: Compania Telefonica Nacional De Espana, S.A., 33-14137; Impact Systems Inc., 33-13847; Inspiration Resources Corp., 33-14171; The Liposome Co., Inc., 33-13928; Norton Co., 33-14563; SCE Capital Co., 33-14785.

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	SHRS (000) OWNED	CUSIP/ PRIOR%	FILING STATUS
ARUNDEL CORP KNOTT FRANCIS X	COM 13D	6/ 3/87	131 6.5	04317710 0.0	NEW
BRAINTECH INC NICOLET INSTRUMENT	COM 13D	6/ 8/87	13,139 99.9	10502010 100.0	UPDATE
BUCKEYE PARTNERS L P REPUBLIC AMERICAN CORP	UNIT LTD PARTN 13D	6/ 1/87	1,089 9.0	11823010 7.9	UPDATE
CAPITAL SOUTHWEST CORP SERVICE CORP INTL ET AL	COM 13D	6/11/87	140 7.3	14050110 5.3	UPDATE
CITADEL HLDG CP TUCSON RESOURCES INC ET AL	COM 13D	6/ 1/87	318 9.5	17286210 9.5	UPDATE
COMPUDYNE CORP LYDALL INC	COM PAR \$0.75 13D	5/28/87	696 67.8	20479530 38.2	UPDATE
CONRAC CORP MARK IV INDUSTRIES	COM 13D	5/21/87	6,180 91.7	20829110 91.7	UPDATE
FIRST CITY BANCORPORATION TE AMERICAN NATL INS CO	COM 13D	6/ 4/87	2,500 7.4	31959410 7.0	UPDATE
FIRST CITY INDS INC FIRST CITY DEVELOPMENTS CORP	COM 13D	6/11/87	6,580 75.6	31963310 71.0	UPDATE
FORTUNE SYS CORP COMPAGNIE GEN D'ELECTRIC ET AL	COM 13D	5/29/87	0 0.0	34968910 18.8	UPDATE
FOSTER WHEELER CORP STATE OF WISCONSIN INVEST BD	COM 13D	6/ 2/87	N/A N/A	35024410 6.5	UPDATE
IDC SERVICES INC MIM LIMITED ET AL	COM 13D	6/ 2/87	427 17.2	44936210 16.2	UPDATE
I M T INC BJKN ENTERPRISES	COM 13D	6/ 3/87	2,489 11.6	44972510 0.0	NEW
MEDALIST INDS INC BSN CORP	COM 13D	6/ 4/87	102 4.6	58402010 0.0	UPDATE
PETROMINERALS CORP HODGES EVERETT L ET AL	COM 13D	6/ 3/87	2,693 33.8	71673210 14.0	UPDATE
RESEARCH COTTRELL INC R C HOLDING INC ET AL	COM 14D-1	6/12/87	0 0.0	76088110 0.0	NEW
SELECTIVE INS GROUP INC CHASE ARNOLD L	COM 13D	5/ 1/87	0 0.0	81630010 2.6	UPDATE

ACQUISITION REPORTS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS (000) OWNED	CUIF/PRIOR	FILING STATUS
SELECTIVE INS GROUP INC CHASE DAVID T	COM	5/1/87	8	81630010 1.9	UPDATE
SELECTIVE INS GROUP INC CHASE RHODA L	COM	5/1/87	45 0.5	81630010 0.3	UPDATE
SELECTIVE INS GROUP INC FREEDMAN ROGER M	COM	5/1/87	33 0.4	81630010 0.3	UPDATE
TITUS FOODS INC PETERS ROGER W	COM	6/2/87	7,222 93.0	38852810 93.0	UPDATE
TURNER BROADCASTING SYS INC COMCAST CORP	COM PAR \$0.25	6/3/87	109 0.5	90026220 0.0	NEW
TURNER BROADCASTING SYS INC CONTINENTAL CABLEVISION INC	COM PAR \$0.25	6/3/87	436 2.0	90026220 0.0	NEW
TURNER BROADCASTING SYS INC NATIONAL AMUSEMENTS INC ET AL	COM PAR \$0.25	6/3/87	65 0.3	90026220 0.0	NEW
TURNER BROADCASTING SYS INC SCRIPPS E W CO	COM PAR \$0.25	6/3/87	218 1.0	90026220 0.0	NEW

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		
ALLFGHFN Y BEVERAGE CORP	MD							X	06/10/87	
AMERICAN LOCKER GROUP INC	DE							X	06/02/87	
AMERICAN MAGNETICS CORP	CA	X							05/28/87	
AMERICAN MEDICAL BUILDINGS INC	DE	X						X	05/29/87	
AMERICAN PACIFIC MINT INC	NV					X	X		06/05/87	
ANDORRA INC	DE	X	X	X	X	X	X		05/22/87	
APPALACHIAN OIL & GAS CO INC	UT					X			06/05/87	
BAKER HUGHES INC	DE					X			06/05/87	
BANK OF NEW YORK CO INC	NY					X			05/28/87	
BELL PETROLEUM SERVICES INC	TX					X			05/28/87	
BYERS INC	DE					X			06/09/87	
CAMILLE SAINT MORITZ INC	CA					X	X		06/11/87	
CHASE MANHATTAN CORP	DE					X	X		06/10/87	
CHECK TECHNOLOGY CORP	MN					X	X		06/03/87	
CJC INDUSTRIES INC	DE		X			X			04/29/87	
COLUMBIA GENERAL CORP	DE		X			X			05/28/87	
COMPUTER PRODUCTS INC	FL		X			X			06/01/87	
COMSTOCK GROUP INC	NY	X		X					05/28/87	
CONCHEMCO INC /DE/	DE					X			06/03/87	
CONSOLIDATED OIL & GAS INC	CO					X	X		06/02/87	
COOPERATIVE BANCORP	MA	X				X			05/29/87	
DRA SYSTEMS INC	FL		X		X	X			05/29/87	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	BK ITFM NO.							DATE	COMMENT
		1	2	3	4	5	6	7		
DEPOSIT GUARANTY CORP	MS			X				X	05/29/87	
DIMENSIONAL MEDICINE INC	MN							X	03/31/87	AMEND
DIXON TICONDEROGA CO	DE					X			05/29/87	
DOTRONIX INC	MN					X		X	06/02/87	
DUFF TRUCK LINE INC	OH	X	X			X		X	06/01/87	
EASTERN AIR LINES INC	DE				X			X	05/29/87	
FIRST HOME CREDIT CORP	MI					X			05/29/87	
FIRST INTERSTATE BANCCRP /DE/	DE					X		X	05/21/87	
FIRST NATIONAL CORP /CA/	CA		X						06/05/87	
FLUOROCARBON CO	CA		X					X	05/29/87	
GATES LEARJET CORP	DE					X			06/09/87	
GENERAL ELECTRIC CO	NY					X			06/04/87	
GEORGIA POWER CO	GA					X			06/15/87	
GS TRUST 2						X		X	05/28/87	
GTS CORP/DE/	DE					X		X	05/26/87	
ICFF USA	CA	X						X	05/07/87	
KRON CHOCOLATIER INC	NV	X							05/29/87	
LINCOLN FINANCIAL CORP	IN					X		X	05/29/87	
LORIMAR TELEPHONES CORP /DE/	DE					X		X	03/03/87	AMEND
MARCOM TELECOMMUNICATIONS INC	FL					X		X	05/18/87	
MERCHANTS BANCSHARES INC	VT					X		X	05/28/87	
MERCHANTS NATIONAL CORP	IN					X		X	06/02/87	
MORGAN STANLEY MORTGAGE TRUST M		X							06/10/87	
MULTI OPERATIONS INC	NV		X						06/08/87	
NATIONAL REAL ESTATE LTD PARTNERSHIP INC	WI		X					X	05/28/87	
NFOAX INC /OH/	OH							X	03/30/87	AMEND
NETI TECHNOLOGIES INC		X				X		X	05/29/87	
ORANGE CO INC /FL/	FL				X				02/20/87	AMEND
PACIFIC WESTERN BANCSHARES	CA					X		X	05/29/87	
PHILADELPHIA ELECTRIC CO	PA					X		X	06/10/87	
PHM CREDIT CORP	MI					X			05/29/87	
POWELL CAPITAL CORP	CO					X		X	06/08/87	
PRICE T ROWE ASSOCIATES INC /MD/	MD					X		X	05/26/87	
PRUDENTIAL RACHE EQUITEC REAL ESTATE PAR	CA					X			04/28/87	
PS GROUP INC	DE	X						X	05/29/87	
RHODES M H INC	DE					X			05/27/87	
ROYCE LABORATORIES INC /FL/	FL							X	05/15/87	
SAVANNAH FOODS & INDUSTRIES INC	DE					X			05/28/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE						X		X	05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE	DE					X			05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE	DE					X		X	05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE						X		X	05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE	DE					X		X	05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE						X		X	05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE						X		X	05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE						X		X	05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE						X		X	05/25/87	
SEARS MORTGAGE SEC CORP PCRT PASS THR CE						X		X	05/25/87	
SECURITY FINANCIAL CORP	MS		X					X	05/29/87	
SHERBORNE GROUP INC	DE	X	X					X	05/27/87	
SOFTGUARD SYSTEMS INC	NV		X						06/11/87	
SOUTHERN CO	DE					X			06/15/87	
STRATEGIC MORTGAGE TRUST 1987-02						X		X	05/27/87	
SUMMIT TAX EXEMPT BOND FUND LP	DE					X			05/20/87	
TAFT BROADCASTING CO	DE					X		X	06/03/87	
TECH SYM CORP	NV							X	04/01/87	AMEND
TFLSTAR CORP	NV		X					X	06/12/87	
TFXAS ATR CORP	DE			X				X	05/29/87	
TEXAS COMMERCE BANCSHARES INC	DE					X			06/11/87	
VANGUARD TECHNOLOGIES INTERNATIONAL INC	DE		X					X	03/31/87	AMEND
WELDED TUBE CO OF AMERICA		X		X				X	05/28/87	
WESTWOOD GROUP INC	DE							X	03/31/87	AMEND
WICKLUND HOLDING CORP	DE								03/01/87	
XTRA CORP /DE/	DE								04/30/87	AMEND
ZIEGLER MORTGAGE SECURITIES INC II	WI					X		X	05/26/87	