

sec news digest

Issue 92-132

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July 9, 1992

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U.S. SECURITIES
EXCHANGE COMMISSION

RULES AND RELATED MATTERS

FINAL RULE

The Commission has issued a release adopting amendments to Rule 52 [17 CFR §250.52] under the Public Utility Holding Company Act of 1935 (Act) [15 U.S.C. 79 et seq.]. Rule 52 exempts from prior Commission authorization the issuance and sale of certain securities by a public-utility subsidiary company of a registered holding company, in accordance with the terms and conditions of the rule. Rule 52 also exempts the acquisition by a parent holding company of the securities issued by an existing public-utility subsidiary company under the rule. The amendment deletes six of the eight conditions to the rule and broadens the types of securities within the exemption. The amendment also clarifies the scope of the rule in certain minor respects. (Rel. 35-25573)

PROPOSED RULES AND REQUEST FOR COMMENT

The Commission has issued a release requesting comment on proposed amendments to Rules 45 and 52 under the Public Utility Holding Company Act of 1935 (Act) [15 U.S.C. 79 et seq.]. Rule 52 exempts certain financings by public-utility subsidiaries of registered holding companies. The Commission now seeks comment on the need to further amend Rule 52 to exempt from prior Commission authorization additional public-utility financings, as well as certain financings by nonutility subsidiaries of registered holding companies. The release also seeks comment on the need to amend Rule 45(b)(4) to remove current restrictions under the rule on capital contributions and open account advances, without interest, by a company in a registered holding company system to its subsidiary company.

Comments should be submitted in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 5th Street, N.W., Mail Stop 6-9, Washington, D.C. 20549. Comments must be received on or before 90 days after publication in the Federal Register and should refer to File No. S7-17-92. All submissions will be made available for inspection in the Public Reference Room, 450 5th Street, N.W., Washington, D.C. 20549. (Rel. 35-25574)

ADMINISTRATIVE PROCEEDINGS

NASD ACTION AGAINST F.B. HORNER & ASSOCIATES AND FRED HORNER AFFIRMED

The Commission has affirmed NASD disciplinary action against F.B. Horner & Associates, Inc. of New York City, a former NASD member firm, and Fred B. Horner, the firm's president. The NASD censured respondents and fined them \$99,201.20, jointly and severally.

The Commission found, as had the NASD, that in 1988 respondents charged a bank unfair markups of 8.09% and 6.91%, a total dollar markup of \$272,908, in two sales of principal-only CMO bonds. Rejecting applicants' argument that any violations on their part were merely technical, the Commission stated that it "[does] not consider the overcharging of a customer a technical infraction." (Rel. 34-30884)

CIVIL PROCEEDINGS

COMPLAINT FILED BY SECURITIES INVESTOR PROTECTION CORPORATION

The Commission announced today that the Honorable Shirley Wohl Kram, United States District Judge for the Southern District of New York, entered an Order and Protective Decree, adjudicating that the customers of W. H. Farr & Co., Inc. (W. H. Farr) are in need of the protection provided by the Securities Investor Protection Act and appointing a trustee and a counsel to the trustee for the liquidation of W. H. Farr's business. W. H. Farr is the successor corporation to Sunrise Securities, Inc., a broker-dealer which has been registered with the Commission since on or about January 4, 1990.

SIPC's Complaint and Application alleges that W. H. Farr was in danger of failing to meet customer obligations and was not in compliance with the applicable requirements under the Securities Exchange Act of 1934 and the rules of the Commission and the National Association of Securities Dealers, Inc. with respect to financial responsibility.

W. H. Farr consented to the entry of the Order and Protective Decree without admitting or denying the allegations contained in the Complaint and Application. [Securities Investor Protection Corporation v. W.H. Farr & Co., Inc., 92 Civ. 4653, USDC SDNY] (LR-13306)

CROWELL & COMPANY, INC. AND PHILLIP MCELHANEY ENJOINED

The Commission announced that on July 1 Crowell & Company, Inc. and Phillip R. McElhaney, both of Augusta, Georgia, were permanently enjoined from future violations, and from aiding and abetting future violations of the reporting provisions of the Securities Exchange Act of 1934 and rules thereunder. The case involved an undisclosed change in the accounting treatment of a prior merger transaction without prior approval by the staff of the Commission, resulting in material misrepresentations and omissions in the financial statements contained in an annual report. [SEC v. Crowell & Co., Inc. et al., CV 190-211, S.D. Ga.] (LR-13307)

CRIMINAL PROCEEDINGS

RICHARD HERMANSON SENTENCED

The Commission and the U.S. Attorney for the District of Utah announced the sentencing on May 21, 1992 of Richard Scott Hermanson (Hermanson) of Bountiful, Utah. Chief Judge Bruce S. Jenkins ordered Hermanson to serve thirty months on probation and to pay a fine of \$2,500.00 or to perform eighty hours of community service.

Hermanson pled guilty on January 29, 1992 to charges of conspiracy, securities fraud and preparation of false tax forms. Hermanson admitted that he conspired with others to obtain all of the stock of a corporation; to list the corporation's stock in the National Quotation Bureau, Inc.'s "pink sheets"; and to recruit nominee shareholders and stockbrokers to engage in a market manipulation to artificially raise the price of the company's stock. Documentation submitted to the National Quotation Bureau, Inc. failed to disclose the control and the planned market manipulation of the stock of the corporation.

Hermanson further admitted that he aided and assisted in and caused the preparation of false Forms 1099 that were submitted to the Internal Revenue Service relative to the above-described nominee transactions. [U.S. v. Richard Scott Hermanson, USDC for the District of Utah, Central Division, Criminal Action File No. 91-CR-0148J] (LR-13285)

SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

INTERPRETATION OF NEW RULES UNDER SECTION 16 OF THE EXCHANGE ACT

The Division of Corporation Finance has announced the publication of significant staff correspondence interpreting the new Section 16 rules. Copies of the letter may be obtained by writing to, or by making a request in person at, the Public Reference Room, Securities and Exchange Commission, 450 5th Street, N.W., Room 1024, Washington, D.C. 20549. Each request must state the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

Letter _____	Availability Date _____	Subject _____
Harvard University	July 9, 1992	Rule 16a-1(a)(1)(vi)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-18 WHITTAKER ALPHA GROUP INC, 243 BRAZILIAN AVE, PALM BEACH, FL 33480 (407) 659-1889 - 400,000 COMMON STOCK. (FILE 33-48677-A - JUN. 15) (BR. 14 - NEW ISSUE)
- S-18 SWEEPSTAKES INTERNATIONAL INC, 2100 SALZEDO AVE STE 203, CORAL GABLES, FL 33134 (305) 358-5800 - 800,000 (\$4,800,000) COMMON STOCK. (FILE 33-48680-A - JUN. 17) (BR. 11 - NEW ISSUE)
- S-1 VEST H D INC /TX/, 433 E LAS COLINAS BLVD, THIRD FL, IRVING, TX 75039 (214) 556-1651 - 1,500,000 (\$7,500,000) COMMON STOCK. (FILE 33-48768 - JUN. 26) (BR. 12)
- F-6 ROCHE HOLDING LTD, 48 WALL STREET, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 100,000,000 (\$5,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-48775 - JUN. 24) (NEW ISSUE)
- S-8 MENTOR CORP /MN/, 5425 HOLLISTER AVENUE, SANTA BARBARA, CA 93111 (805) 681-6000 - 1,200,000 (\$14,100,000) COMMON STOCK. (FILE 33-48815 - JUN. 25) (BR. 8)
- S-3 PLAINS RESOURCES INC, 1600 SMITH ST STE 1500, HOUSTON, TX 77002 (713) 654-1414 - 400,000 (\$7,424,000) COMMON STOCK. (FILE 33-48824 - JUN. 26) (BR. 3)
- S-8 KOO KOO ROO INC/DE, 3350 WILSHIRE BLVD STE 940, LOS ANGELES, CA 90010 (213) 386-9333 - 1,100,000 (\$1,650,000) COMMON STOCK. (FILE 33-48825 - JUN. 26) (BR. 12)
- S-3 CALGENE INC /DE/, 1920 FIFTH ST, DAVIS, CA 95616 (916) 753-6313 - 4,077,116 (\$53,002,508) COMMON STOCK. (FILE 33-48826 - JUN. 26) (BR. 4)
- S-3 TOP SOURCE INC, 2000 PGA BLVD STE 3200, PALM BEACH GARDENS, FL 33408 (407) 659-3300 - 1,988,750 (\$5,178,207.81) COMMON STOCK. (FILE 33-48827 - JUN. 25) (BR. 12)
- S-1 MID IOWA FINANCIAL CORP, 123 WEST SECOND STREET NORTH, NEWTON, IA (515) 792-6236 - 455,000 (\$4,550,000) COMMON STOCK. (FILE 33-48835 - JUN. 24) (BR. 1 - NEW ISSUE)
- F-1 POHANG IRON & STEEL CO LTD, 16 ULCHIRO 1 GA, KUMSEKI BLDG, CHUNG GU SEOUL 100 191, M5 (202) 785-5643 - 250,000,000 (\$250,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. UNDERWRITER: GOLDMAN SACHS & CO. (FILE 33-48836 - JUN. 24) (BR. 6 - NEW ISSUE)
- S-3 RJR NABISCO INC, 1301 AVE OF THE AMERICAS, NEW YORK, NY 10019 (212) 258-5600 - 2,000,000,000 (\$2,000,000,000) STRAIGHT BONDS. (FILE 33-48842 - JUN. 26) (BR. 3)
- S-3 TOLEDO EDISON CO, 300 MADISON AVE, TOLEDO, OH 43652 (419) 249-5000 - 250,000,000 (\$250,000,000) MORTGAGE BONDS. (FILE 33-48844 - JUN. 25) (BR. 8)
- S-3 CLEVELAND ELECTRIC ILLUMINATING CO, 55 PUBLIC SQ, CLEVELAND, OH 44101 (216) 622-9800 - 245,000,000 (\$245,000,000) MORTGAGE BONDS. (FILE 33-48845 - JUN. 25) (BR. 8)
- S-8 LUTHER MEDICAL PRODUCTS INC, 14332 CHAMBERS RD, TUSTIN, CA 92680 (714) 544-3002 - 348,360 (\$1,981,297.50) COMMON STOCK. (FILE 33-48850 - JUN. 26) (BR. 8)

REGISTRATIONS CONTINUED

- S-8 ALLIANT TECHSYSTEMS INC, 5901 LINCOLN DR, EDINA, MN 55436 (612) 939-2000 - 1,000,000 (\$23,875,000) COMMON STOCK. (FILE 33-48851 - JUN. 26) (BR. 6)
- S-8 ONTARIO PROVINCE OF, 800 THIRD AVE, NEW YORK, NY 10022 - 3,000,000,000 (\$3,000,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-48852 - JUN. 26) (BR. 9)
- S-8 EL PASO NATURAL GAS CO, ONE PAUL KAYSER CENTER, 304 TEXAS AVE, EL PASO, TX 79901 (915) 541-2600 - 2,000,000 (\$46,000,000) COMMON STOCK. (FILE 33-48853 - JUN. 26) (BR. 7)
- S-3 HOUSEHOLD FINANCE CORP, 2700 SANDERS RD, PROSPECT HEIGHTS, IL 60070 (708) 564-5000 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. UNDERWRITER: KEMPER SECURITIES INC, KORTH JW & CO. (FILE 33-48854 - JUN. 26) (BR. 11)
- S-8 BROADWAY & SEYMOUR INC, 128 SOUTH TYRON ST, CHARLOTTE, NC 28202 (704) 372-4281 - 1,000,000 (\$8,500,000) COMMON STOCK. (FILE 33-48855 - JUN. 25) (BR. 10)
- S-8 BROADWAY & SEYMOUR INC, 128 SOUTH TYRON ST, CHARLOTTE, NC 28202 (704) 372-4281 - 22,801 (\$193,808.50) COMMON STOCK. (FILE 33-48856 - JUN. 25) (BR. 10)
- S-8 ALIAS RESEARCH INC, 110 RICHMOND ST E, TORONTO CANADA M5C 1P1, A6 (416) 362-9181 - 500,000 (\$4,500,000) COMMON STOCK. (FILE 33-48857 - JUN. 25) (BR. 9)
- S-8 UNITED ASSET MANAGEMENT CORP, ONE INTERNATIONAL PL, BOSTON, MA 02110 (617) 330-8900 - 1,800,000 (\$42,187,500) COMMON STOCK. (FILE 33-48858 - JUN. 25) (BR. 11)
- S-8 GRAHAM FIELD HEALTH PRODUCTS INC, 400 RABRO DR E, HAUPPAUGE, NY 11788 (516) 582-5800 - 600,000 (\$3,675,000) COMMON STOCK. (FILE 33-48860 - JUN. 26) (BR. 9)
- S-1 HOMELAND HOLDING CORP, 400 N E 36TH ST, OKLAHOMA CITY, OK 73125 (405) 557-5500 - 75,000,000 (\$75,000,000) STRAIGHT BONDS. 45,000,000 (\$45,000,000) FLOATING RATE NOTES. (FILE 33-48862 - JUN. 29) (BR. 2)
- S-3 TELXON CORP, 3330 W MARKET ST, AKRON, OH 44333 (216) 867-3700 - 353,172 (\$7,372,466) COMMON STOCK. (FILE 33-48870 - JUN. 24) (BR. 9)
- S-8 HORTON D R INC /DE/, 2221 E LAMAR BLVD SUITE 950, ARLINGTON, TX 76006 (817) 640-8200 - 1,575,000 (\$16,143,750) COMMON STOCK. (FILE 33-48874 - JUN. 24) (BR. 9)
- S-8 MACROCHEM CORP, 110 HARTWELL AVENUE, LEXINGTON, MA 02173 (617) 862-4003 - 1,477,605 (\$646,452.19) COMMON STOCK. 10,000 (\$4,400) COMMON STOCK. 5,000 (\$7,500) COMMON STOCK. 10,000 (\$73,800) COMMON STOCK. 2,497,398 (\$9,839,748.12) COMMON STOCK. (FILE 33-48876 - JUN. 25) (BR. 8)
- S-8 SAFEWAY INC, FOURTH & JACKSON STS, OAKLAND, CA 94660 (510) 891-3000 - 4,000,000 (\$51,600,000) COMMON STOCK. (FILE 33-48884 - JUN. 26) (BR. 2)
- S-1 COLUMBIA HOSPITAL CORP, 777 MAIN ST STE 2100, FORT WORTH, TX 76102 (817) 870-5900 - 135,000,000 (\$135,000,000) STRAIGHT BONDS. UNDERWRITER: DONALDSON LUFKIN & JENRETTE, MERRILL LYNCH & CO, MORGAN STANLEY & CO. (FILE 33-48886 - JUN. 26) (BR. 6)
- S-8 I STAT CORPORATION /DE/, 303 COLLEGE ROAD EAST, PRINCETON, NJ 08540 (609) 243-9300 - 71,620 (\$37,958.60) COMMON STOCK. 302,752 (\$454,128) COMMON STOCK. 257,881 (\$2,707,750.50) COMMON STOCK. 57,925 (\$716,821.88) COMMON STOCK. 277,708 (\$2,882,609.04) COMMON STOCK. (FILE 33-48889 - JUN. 26) (BR. 8)
- S-8 SILICON GRAPHICS INC /CA/, 2011 N SHORELINE BLVD, C/O TOM OSWOLD, MOUNTAIN VIEW, CA 94039 (415) 960-1980 - 2,300,000 (\$32,430,000) COMMON STOCK. (FILE 33-48890 - JUN. 26) (BR. 10)

REGISTRATIONS CONTINUED

- S-8 ABRAXAS PETROLEUM CORP, 909 N E LOOP 410 STE 900, SAN ANTONIO, TX 78209
(512) 828-5354 - 22,252 (\$122,386) COMMON STOCK. (FILE 33-48932 - JUN. 26) (BR. 3)
- S-8 ABRAXAS PETROLEUM CORP, 909 N E LOOP 410 STE 900, SAN ANTONIO, TX 78209
(512) 828-5354 - 71,200 (\$320,400) COMMON STOCK. (FILE 33-48934 - JUN. 26) (BR. 3)
- S-8 DAMON CORP, 115 FOURTH AVE, NEEDHAM HEIGHTS, MA 02194 (617) 449-0800 - 1,150,099
(\$28,464,950.25) COMMON STOCK. 749,901 (\$16,450,953.19) COMMON STOCK. (FILE 33-48936
- JUN. 26) (BR. 6)
- S-8 HOSPITAL STAFFING SERVICES INC, 6245 N FEDERAL HIGHWAY, STE 500, FORT LAUDERDALE, FL
33308 (305) 771-0500 - 270,000 (\$2,381,400) COMMON STOCK. (FILE 33-48938 - JUN. 26)
(BR. 6)
- S-2 COLUMBUS ENERGY CORP, 1660 LINCOLN ST #1100, DENVER, CO 80264 (303) 861-5252 -
471,000 (\$2,355,000) COMMON STOCK. (FILE 33-48942 - JUN. 26) (BR. 4)
- S-8 COMPUTER NETWORK TECHNOLOGY CORP, 6500 WEDGWOOD RD, MAPLE GROVE, MN 55369
(612) 550-8000 - 650,000 (\$2,356,250) COMMON STOCK. (FILE 33-48944 - JUN. 26) (BR. 9)
- S-1 PAN AMERICAN ENERGY CORPORATION, 160 E AUDUBON DR, FRESNO, CA 93720 (209) 434-2800
- 2,000,000 (\$500,000) WARRANTS, OPTIONS OR RIGHTS. 6,382,806 (\$15,957,015)
COMMON STOCK. 8,752,806 (\$2,188,201) WARRANTS, OPTIONS OR RIGHTS. 4,370,000
(\$10,925,000) COMMON STOCK. 6,900,557 (\$690,056) COMMON STOCK. (FILE 33-48946 -
JUN. 26) (BR. 11)
- S-18 BKC SEMICONDUCTORS INC, 6 LAKE ST, LAWRENCE, MA 01841 (508) 681-0392 - 575,000
(\$5,175,000) COMMON STOCK. UNDERWRITER: MCGINN SMITH & CO INC, WOOD ARTHUR W CO INC.
(FILE 33-48661-B - JUN. 22) (BR. 3 - NEW ISSUE)
- S-18 3NET SYSTEMS INC /DE/, 3235 SUNRISE BLVD STE B, RANCHO CORDOVA, CA 95742
(916) 852-0510 - 1,150,000 (\$5,750,000) COMMON STOCK. UNDERWRITER:
WERBEL ROTH SECURITIES INC. (FILE 33-48666-LA - JUN. 22) (BR. 9 - NEW ISSUE)
- S-18 CARDIFF ENTERTAINMENT INC, 2100 JIMMY DURANTE BLVD STE 124, DEL MAR, CA 92014
(619) 481-6406 - 1,000,000 (\$5,000,000) COMMON STOCK. (FILE 33-48761-LA - JUN. 23)
(BR. 8 - NEW ISSUE)
- S-1 SOMATOGEN INC, 5797 CENTRAL AVE, BOULDER, CO 80301 (303) 440-9988 - 2,300,000
(\$64,112,500) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC,
MONTGOMERY SECURITIES. (FILE 33-48789 - JUN. 29) (BR. 4)
- S-1 VALUE ADDED COMMUNICATIONS INC /DE/, 1901 S MEYERS RD STE 530, OAKBROOK TERRACE, IL
60181 (708) 628-6606 - 375,000 (\$3,000,000) COMMON STOCK. 1,925,000 (\$15,400,000)
COMMON STOCK. 200,000 (\$1,920,000) COMMON STOCK. UNDERWRITER:
LADENBURG THALMANN & CO INC. (FILE 33-48839 - JUN. 25) (BR. 5 - NEW ISSUE)
- S-3 CONTINENTAL MEDICAL SYSTEMS INC /DE/, 600 WILSON LN, P O BOX 715, MECHANICSBURG, PA
17055 (717) 790-8300 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. UNDERWRITER:
CITICORP SECURITIES MARKETS INC, DONALDSON LUFKIN & JENRETTE, MERRILL LYNCH & CO.
(FILE 33-48848 - JUN. 26) (BR. 6)
- S-1 ALLBRITTON COMMUNICATIONS CO, 800 SEVENTEEN ST NW STE 301, WASHINGTON, DC 20006
(202) 789-2130 - 115,000,000 (\$115,000,000) STRAIGHT BONDS. UNDERWRITER:
MERRILL LYNCH & CO. (FILE 33-48849 - JUN. 25) (BR. 7 - NEW ISSUE)
- S-8 CML GROUP INC, 524 MAIN ST, ACTON, MA 01720 (508) 264-4155 - 39,496 (\$1,816,816)
COMMON STOCK. (FILE 33-48864 - JUN. 29) (BR. 2)

REGISTRATIONS CONTINUED

- S-8 BRUSH WELLMAN INC, 17876 ST CLAIR AVE, CLEVELAND, OH 44110 (216) 486-4200 - 60,000 (\$975,000) COMMON STOCK. (FILE 33-48866 - JUN. 29) (BR. 6)
- S-8 HEART TECHNOLOGY INC /DE, 2515 140TH AVE N.E., BELLEVUE, WA 98005 (206) 869-6160 - 2,836,110 (\$25,879,504) COMMON STOCK. (FILE 33-48868 - JUN. 29) (BR. 8)
- S-3 COSTCO WHOLESALE CORP, 10809 120TH AVE N E, KIRKLAND, WA 98033 (206) 828-8100 - 1,823,890 (\$11,791,406.25) COMMON STOCK. (FILE 33-48878 - JUN. 29) (BR. 1)
- S-8 TEXAS UTILITIES CO, 2001 BRYAN TWR, DALLAS, TX 75201 (214) 812-4600 - 200,000 (\$7,812,500) COMMON STOCK. (FILE 33-48880 - JUN. 30) (BR. 8)
- S-1 HOLLYWOOD CASINO CORP, TWO GALLERIA TOWER, STE 2200 13455 NOEL RD, DALLAS, TX 75240 (214) 386-9777 - 342,857 (\$2,999,998.75) WARRANTS, OPTIONS OR RIGHTS. 342,857 (\$3,428.57) COMMON STOCK. (FILE 33-48887 - JUN. 26) (BR. 11)
- S-4 HOLLYWOOD CASINO CORP, TWO GALLERIA TOWER, STE 2200 13455 NOEL RD, DALLAS, TX 75240 (214) 386-9777 - 90,000,000 (\$87,003,000) STRAIGHT BONDS. (FILE 33-48891 - JUN. 26) (BR. 11)
- N-1A BAIRD FUNDS INC, 777 EAST WISCONSIN AVE, MILWAUKEE, WI 53202 (414) 765-3500 (FILE 33-48892 - JUN. 26) (BR. 16 - NEW ISSUE)
- S-8 INTERTRANS CORP, 125 E JOHN CARPENTER FRWY STE 900, IRVING, TX 75062 (214) 830-8888 - 250,000 (\$4,562,500) COMMON STOCK. (FILE 33-48898 - JUN. 19) (BR. 4)
- S-2 NORTHLAND CRANBERRIES INC /WI/, 800 FIRST AVE SO., WISCONSIN RAPIDS, WI 54494 (715) 424-4444 - 1,150,000 (\$14,950,000) COMMON STOCK. UNDERWRITER: CLEARY GULL REILAND & MCDEVITT INC, KEMPER SECURITIES INC. (FILE 33-48900 - JUN. 29) (BR. 3)
- S-1 RED EAGLE 92 A LTD PARTNERSHIP, 1601 NW EXPWY - 17TH FLR, OKLAHOMA CITY, OK 73118 (405) 843-8066 - 8,263,686 (\$8,263,686) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-48902 - JUN. 26) (BR. 3)
- S-1 MACANDREWS & FORBES CO, THIRD ST & JEFFERSON AVE, CAMDEN, NJ 08104 (609) 964-8840 - 5,405,000 (\$81,075,000) COMMON STOCK. UNDERWRITER: BEAR STEARNS & CO INC, BEAR STEARNS INTL LTD, CREDIT SUISSE FIRST BOSTON LTD, FIRST BOSTON CORP, MERRILL LYNCH & CO, MORGAN STANLEY & CO, MORGAN STANLEY INTL, PAINWEBBER INC, PAINWEBBER INTL. (FILE 33-48904 - JUN. 26) (BR. 4)
- S-3 CONDISCO INC, 6111 N RIVER RD, ROSEMONT, IL 60018 (708) 698-3000 - 500,000,000 (\$500,000,000) COMMON STOCK. (FILE 33-48910 - JUN. 29) (BR. 9)
- N-2 MERRILL LYNCH INCOME OPPORTUNITIES FUND 1999 INC, 800 SCUDDERS RD, PLAINSBORO, NJ 08536 (609) 282-2800 - 100,000 (\$1,000,000) COMMON STOCK. (FILE 33-48920 - JUN. 26) (BR. 17 - NEW ISSUE)
- N-1A FLEX FUNDS II, 6000 MEMORIAL DR, P O BOX 7177, DUBLIN, OH 43017 (614) 766-7000 - INDEFINITE SHARES. (FILE 33-48922 - JUN. 29) (BR. 18 - NEW ISSUE)
- S-1 MEDICAL RESOURCES INC /DE/, 1339 BROAD ST, CLIFTON, NJ 07013 (201) 773-2893 - 920,000 (\$9,200,000) COMMON STOCK. 80,000 (\$880,000) COMMON STOCK. \$100 WARRANTS, OPTIONS OR RIGHTS. UNDERWRITER: RAYMOND JAMES & ASSOCIATES INC. (FILE 33-48924 - JUN. 25) (BR. 5 - NEW ISSUE)
- N-1A DREYFUS SHORT TERM INCOME FUND INC, 200 PARK AVE, C/O DREYFUS CORP, NEW YORK, NY 10166 (212) 922-6130 - INDEFINITE SHARES. (FILE 33-48926 - JUN. 29) (BR. 18 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-B UNITED MEXICAN STATES, 1300 NEW YORK AVE NW, C/O INTER AMERICAN DEVELOPMENT BANK, WASHINGTON, DC 20577 - 250,000,000 (\$250,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. UNDERWRITER: GOLDMAN SACHS & CO, MERRILL LYNCH & CO, MORGAN J P SECURITIES INC. (FILE 33-48928 - JUN. 25) (BR. 9)
- S-3 NIAGARA MOHAWK POWER CORP /NY/, 300 ERIE BLVD W, SYRACUSE, NY 13202 (315) 474-1511 - 354,775 (\$6,740,725) COMMON STOCK. (FILE 33-48930 - JUN. 26) (BR. 7)
- S-4 MILLIPORE CORP, 80 ASHBY RD, BEDFORD, MA 01730 (617) 275-9200 - 250,000 (\$659,250) COMMON STOCK. (FILE 33-48960 - JUN. 29) (BR. 8)
- S-8 UNIVAR CORP, 6100 CARILLON AVE, 1600 NORTON BLDG, KIRKLAND, WA 98033 (206) 889-3400 - 750,000 (\$8,812,500) COMMON STOCK. (FILE 33-48962 - JUN. 29) (BR. 7)
- S-8 CATHERINES STORES CORP, 1878 E BROOKS RD, MEMPHIS, TN 38116 (901) 398-9500 - 300,000 (\$3,000,000) COMMON STOCK. (FILE 33-48964 - JUN. 29) (BR. 1)
- S-8 TOTAL PHARMACEUTICAL CARE INC, 367 VAN NESS WAY STE 602, TORRANCE, CA 90501 (213) 212-7501 - 1,195,653 (\$18,383,164.88) COMMON STOCK. (FILE 33-48966 - JUN. 29) (BR. 6)
- S-8 CATHERINES STORES CORP, 1878 E BROOKS RD, MEMPHIS, TN 38116 (901) 398-9500 - 250,000 (\$2,500,000) COMMON STOCK. (FILE 33-48968 - JUN. 29) (BR. 1)
- S-4 CINCINNATI FINANCIAL CORP, 6200 S GILMORE RD, FAIRFIELD, OH 45014 (513) 870-2000 - 150,000 (\$6,450,000) COMMON STOCK. (FILE 33-48970 - JUN. 29) (BR. 9)
- S-8 TELLABS INC /DE/, 4951 INDIANA AVE, LISLE, IL 60532 (708) 969-8800 - 50,000 (\$818,750) COMMON STOCK. (FILE 33-48972 - JUN. 29) (BR. 7)
- S-8 TOTAL PHARMACEUTICAL CARE INC, 367 VAN NESS WAY STE 602, TORRANCE, CA 90501 (213) 212-7501 - 500,000 (\$7,687,500) COMMON STOCK. (FILE 33-48974 - JUN. 29) (BR. 6)
- S-8 FMC CORP, 200 E RANDOLPH DR, CHICAGO, IL 60601 (312) 861-6000 - 3,000,000 (\$147,375,000) COMMON STOCK. (FILE 33-48984 - JUN. 29) (BR. 13)
- S-8 UTILX CORP, 22404 66TH AVE S, KENT, WA 98032 (206) 395-0200 - 650,000 (\$3,656,250) COMMON STOCK. (FILE 33-49048 - JUN. 26) (BR. 10)
- S-8 UNION CARBIDE CORP /NY/, 39 OLD RIDGEBURY RD, DANBURY, CT 06817 (203) 794-2000 - 40,000 (\$1,050,000) COMMON STOCK. (FILE 33-48788 - JUN. 29) (BR. 2)
- S-8 ORGANOGENESIS INC, 83 ROGERS ST, CAMBRIDGE, MA 02142 (617) 742-9100 - 75,000 (\$825,000) COMMON STOCK. (FILE 33-48888 - JUN. 30) (BR. 8)
- S-8 AGRIDYNE TECHNOLOGIES INC, 417 WAKARA WAY, SALT LAKE CITY, UT 84108 (801) 583-3500 - 125,000 (\$843,750) COMMON STOCK. (FILE 33-48896 - JUN. 30) (BR. 1)
- S-3 PACIFIC GAS & ELECTRIC CO, 77 BEALE ST, P O BOX 770000, SAN FRANCISCO, CA 94106 (415) 973-7000 - 11,000,000 (\$302,500,000) PREFERRED STOCK. (FILE 33-48906 - JUN. 30) (BR. 8)
- S-1 FIRSTROCK BANCORP INC, 612 N MAIN ST, ROCKFORD, IL 61103 (815) 987-3500 - 2,645,000 (\$26,450,000) COMMON STOCK. (FILE 33-48912 - JUN. 30) (BR. 1 - NEW ISSUE)
- S-8 AFFYMAX N V, DRENTENSTRAAT 20 1083 HK, AMSTERDAM NETHERLANDS 31-20-54, A4 (415) 496-2300 - 300,000 (\$5,475,000) COMMON STOCK. (FILE 33-48948 - JUN. 29) (BR. 8)

REGISTRATIONS CONTINUED

- F-6 CENTRAL PACIFIC MINERALS NL/ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 10,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-48950 - JUN. 29) (BR. 0)
- S-8 MERCANTILE BANCORPORATION INC, ONE MECANTILE CENTER, PO BOX 524, ST LOUIS, MO 63101 (314) 425-2525 - 12,000 (\$513,000) COMMON STOCK. (FILE 33-48952 - JUN. 29) (BR. 2)
- S-8 COMPUTER NETWORK TECHNOLOGY CORP, 6500 WEDGWOOD RD, MAPLE GROVE, MN 55369 (612) 550-8000 - 150,000 (\$543,750) COMMON STOCK. (FILE 33-48954 - JUN. 26) (BR. 9)
- S-4 CENTURY TELEPHONE ENTERPRISES INC, PREMIER BLDG STE 700 P O BOX 4065, 1900 NORTH 18TH ST, MONROE, LA 71211 (318) 388-9500 - 200,000 (\$5,000,000) PREFERRED STOCK. 750,000 (\$21,234,375) COMMON STOCK. (FILE 33-48956 - JUN. 26) (BR. 7)
- S-1 SPECTRO SCAN INC, 4020 SALZEDO STREET, CORAL GABLES, FL 33146 (304) 446-0060 - 3,500,000 (\$17,937,500) COMMON STOCK. 6,727,426 (\$13,454,852) COMMON STOCK. (FILE 33-48958 - JUN. 29) (BR. 6 - NEW ISSUE)
- S-3 GOLDEN WEST FINANCIAL CORP /DE/, 1901 HARRISON ST, OAKLAND, CA 94612 (415) 446-3420 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-48976 - JUN. 30) (BR. 2)
- S-3 DIAGNOSTIC PRODUCTS CORP, 5700 W 96TH ST, LOS ANGELES, CA 90045 (213) 776-0180 - 786,056 (\$24,072,965) COMMON STOCK. (FILE 33-48978 - JUN. 30) (BR. 4)
- S-8 AMERICAN SHARED HOSPITAL SERVICES, 444 MARKET ST STE 2420, SAN FRANCISCO, CA 94111 (415) 788-5300 - 275,000 (\$1,306,250) COMMON STOCK. (FILE 33-48980 - JUN. 30) (BR. 5)
- S-8 VALENCE TECHNOLOGY INC, 6781 VIA DEL ORO, SAN JOSE, CA 95119 (408) 365-6125 - 2,455,000 (\$785,600) COMMON STOCK. 1,011,000 (\$9,604,500) COMMON STOCK. (FILE 33-48982 - JUN. 30) (BR. 3)
- S-3 PACIFICORP /OR/, 700 NE MULTNOMAH STE 1600, PORTLAND, OR 97232 (503) 731-2000 - 500,000,000 (\$500,000,000) MORTGAGE BONDS. (FILE 33-48986 - JUN. 30) (BR. 13)
- S-8 AMERITECH CORP /DE/, 30 S WACKER DR, CHICAGO, IL 60606 (312) 750-5000 - 200,000 (\$12,912,000) COMMON STOCK. (FILE 33-49036 - JUN. 30) (BR. 7)
- S-8 ELECTROSOURCE INC, 3800B DROSSETT DR, AUSTIN, TX 78744 (512) 445-6606 (FILE 33-49040 - JUN. 30) (BR. 6)
- S-8 ELECTROSOURCE INC, 3800B DROSSETT DR, AUSTIN, TX 78744 (512) 445-6606 - 305,000 (\$495,625) COMMON STOCK. (FILE 33-49042 - JUN. 30) (BR. 6)
- S-8 NATIONAL AFFILIATED CORP, 1500 LEE ST STE A, PO BOX 12190, ALEXANDRIA, LA 71315 (800) 673-2220 - 182,309 (\$136,731.75) COMMON STOCK. (FILE 33-49044 - JUN. 30) (BR. 10)
- S-8 OCTEL COMMUNICATIONS CORP, 890 TASMAN DR, MILPITAS, CA 95035 (408) 321-2000 - 100,000 (\$1,562,000) COMMON STOCK. 800,000 (\$14,700,000) COMMON STOCK. (FILE 33-49046 - JUN. 30) (BR. 8)
- S-8 KIMBERLY CLARK CORP, P O BOX 619100, DFW AIRPORT STATION, DALLAS, TX 75261 (214) 830-1200 - 10,000,000 (\$557,500,000) COMMON STOCK. (FILE 33-49050 - JUN. 30) (BR. 8)
- S-8 GOODRICH B F CO, 3925 EMBASSY PKWY, AKRON, OH 44333 (216) 374-3985 - 1,000,000 (\$46,437,500) COMMON STOCK. (FILE 33-49052 - JUN. 26) (BR. 2)

REGISTRATIONS CONTINUED

- S-8 GOODRICH B F CO, 3925 EMBASSY PKWY, AKRON, OH 44333 (216) 374-3985 - 150,000 (\$6,965,625) COMMON STOCK. (FILE 33-49054 - JUN. 26) (BR. 2)
- S-8 GOODRICH B F CO, 3925 EMBASSY PKWY, AKRON, OH 44333 (216) 374-3985 - 250,000 (\$11,609,375) COMMON STOCK. (FILE 33-49056 - JUN. 26) (BR. 2)
- S-4 FOURTH FINANCIAL CORP, 100 N BROADWAY, WICHITA, KS 67202 (316) 261-4444 - 267,390 (\$6,617,902.50) COMMON STOCK. (FILE 33-49066 - JUN. 30) (BR. 1)
- S-2 IMRE CORP, 401 QUEEN ANNE AVE N, SEATTLE, WA 98109 (206) 298-9400 - 43,400 (\$86,800) COMMON STOCK. 10,000 (\$20,000) COMMON STOCK. 5,000 (\$12,500) COMMON STOCK. 750,000 (\$1,406,250) COMMON STOCK. 26,230 (\$100,001.88) COMMON STOCK. (FILE 33-49072 - JUN. 30) (BR. 4)
- S-8 SPARTAN STORES INC, 850 76TH ST SW, P O BOX 8700, GRAND RAPIDS, MI 49518 (616) 878-2000 - 50,000 (\$4,200,000) COMMON STOCK. (FILE 33-49074 - JUN. 30) (BR. 3)
- S-8 UNITED MEDICAL CORP, 56 HADDON AVE, HADDONFIELD, NJ 08033 (609) 354-2200 - 107,225 (\$777,381.25) COMMON STOCK. (FILE 33-49076 - JUN. 30) (BR. 5)
- S-3 ONEITA INDUSTRIES INC, HIGHWAY 41 CONIFER ST, ANDREWS, SC 29510 (803) 264-5225 - 138,915 (\$96,000) WARRANTS, OPTIONS OR RIGHTS. 138,915 (\$1,008,523) COMMON STOCK. (FILE 33-49078 - JUN. 30) (BR. 7)
- S-8 UNIVERSAL HOSPITAL SERVICES INC, 4220 W OLD SHAKOPEE RD, BLOOMINGTON, MN 55437 (612) 881-3834 - 500,000 (\$4,000,000) COMMON STOCK. (FILE 33-49080 - JUN. 30) (BR. 5)
- F-6 SHISEIDO CO LTD /ADR/, 48 WALL ST, NEW YORK, NY 10286 (212) 495-1727 - 50,000,000 (\$5,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-49090 - JUN. 30)
- S-1 UNIVERSAL STANDARD MEDICAL LABORATORIES INC, 21705 EVERGREEN ROAD, SOUTHFIELD MICHIGAN, MI 48075 (313) 353-1450 - 2,300,000 (\$24,150,000) COMMON STOCK. UNDERWRITER: HAMBRECHT & QUIST INC, OPPENHEIMER & CO INC. (FILE 33-49092 - JUN. 30) (BR. 5 - NEW ISSUE)
- S-4 ANCHOR GLASS CONTAINER CORP, ONE ANCHOR PLZ, 4343 ANCHOR PLZ PRKWY, TAMPA, FL 33634 (813) 884-0000 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-49100 - JUN. 30) (BR. 9)
- S-1 AM FIRST FINANCIAL CORPORATION, EGAN AVE AND SECOND ST, NORTH MADISON, SD 57042 (605) 256-6532 - 251,750 (\$2,512,750) COMMON STOCK. (FILE 33-49104 - JUN. 30) (BR. 2 - NEW ISSUE)
- S-1 AMERICAN EXPRESS RECEIVABLES FINANCING CORP, AMERICAN EXPRESS TWR WORLD FINANCIAL CTR, 200 VESEY STREET, NEW YORK, NY 10285 (212) 640-5582 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: LEHMAN BROTHERS. (FILE 33-49106 - JUN. 30) (BR. 11)
- S-2 ROOSEVELT FINANCIAL GROUP INC, 900 ROOSEVELT PKWY, CHESTERFIELD, MO 63017 (314) 532-6200 - 26,000,000 (\$26,000,000) STRAIGHT BONDS. UNDERWRITER: CHICAGO CORP, STIFEL NICOLAUS & CO. (FILE 33-49108 - JUN. 30) (BR. 1)
- S-8 CAERE CORP, 100 COOPER CT, LOS GATOS, CA 95030 (408) 395-7000 - 250,000 (\$4,062,500) COMMON STOCK. (FILE 33-49116 - JUL. 01) (BR. 9)
- S-8 TRICONEX CORP, 15091 BAKE PKWY, IRVINE, CA 92718 (714) 768-3709 - 45,237 (\$520,225.50) COMMON STOCK. 448,273 (\$256,860.43) COMMON STOCK. (FILE 33-49120 - JUL. 01) (BR. 8)

REGISTRATIONS CONTINUED

- S-8 DNX CORP, 3038 COLLEGE ROAD EAST, PRINCETON, NJ 08540 (609) 520-0300 - 985,250 (\$5,542,031.25) COMMON STOCK. (FILE 33-49124 - JUL. 01) (BR. 4)
- S-8 PRIMARK CORP, 8251 GREENSBORO DR STE 700, MCLEAN, VA 22102 (703) 790-7600 - 1,500,000 (\$14,250,000) COMMON STOCK. (FILE 33-49132 - JUL. 01) (BR. 8)
- S-8 PRIMARK CORP, 8251 GREENSBORO DR STE 700, MCLEAN, VA 22102 (703) 790-7600 - 1,000,000 (\$9,500,000) COMMON STOCK. (FILE 33-49134 - JUL. 01) (BR. 8)
- S-3 COLGATE PALMOLIVE CO, 300 PARK AVE, NEW YORK, NY 10022 (212) 310-2000 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE 33-49192 - JUN. 26) (BR. 1)
- S-1 BANYAN SYSTEMS INC, 120 FLANDERS ROAD, WESTBORO, MA 01581 (508) 898-1000 - 1,270,000 (\$15,240,000) COMMON STOCK. 1,800,000 (\$21,600,000) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC, ROBERTSON STEPHENS & CO. (FILE 33-49194 - JUN. 29) (BR. 10 - NEW ISSUE)

ACQUISITION 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
AMERICAN COMPLEX CARE RUBIN ROBERT M	COM 13D	6/25/92	6,891 14.3	02520710 0.0	NEW
AMERICAN FUNERAL SVCS CORP SERVICE CORP INTL	COM 13D	7/ 6/92	830 21.6	02630210 20.3	UPDATE
AMERICAN MAIZE PRODS CO ARCHER DANIELS MIDLAND	CL A 13D	6/22/92	327 5.1	02733920 3.7	UPDATE
AMERIHOST PROPERTIES INC TORCHIA H ANDREW ET AL	COM NEW 13D	6/ 1/92	493 21.8	03099320 18.8	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ANDROS INC WALSH GREENWOOD & CO ET AL	COM 13D	6/24/92	240 5.6	03452810 2.3	UPDATE
ATLANFED BANCORP INC GRIFFIN WILLIAM M	COM 13D	6/22/92	56 5.1	04765910 5.1	UPDATE
BARRA INC STATE OF WISCONSIN INVEST BD	COM 13D	5/22/92	529 6.6	06831310 0.0	NEW
BLYTH HLDGS INC STEPHENS GROUP	COM 13D	1/ 9/92	450 19.1	09643410 0.0	NEW
BOLAR PHARMACEUTICAL INC FIDELITY INTL LTD	COM 13D	6/25/92	2,489 11.3	09751610 10.2	UPDATE
BOLAR PHARMACEUTICAL INC FMR CORP	COM 13D	6/25/92	2,489 11.3	09751610 10.2	UPDATE
BUTTES GAS & OIL CO PARKDALE HLDG CORP NV	COM 13D	6/29/92	35,309 45.0	12418710 45.0	UPDATE
CAMBRIDGE HOLDINGS PUSEY GREGORY ET AL	COM 13D	6/30/92	1,237 51.5	13219810 21.8	UPDATE
CARMEL CONTAINERS SYS LTD KRAFT ROBERT K ET AL	ORD 13D	6/25/92	818 32.5	14326910 27.9	UPDATE
CENTRAL FINL CORP PA MORRIS I WISTAR III	COM 13D	6/30/92	3 1.3	15347110 5.5	UPDATE
CHOICE DRUG SYS INC SIROTA MARVIN ET AL	COM 13D	6/19/92	3,220 51.5	17037910 42.4	UPDATE
CITIZENS FINL CORP WELLS DARRELL R ET AL	COM CL A 13D	6/29/92	799 73.7	17461310 0.0	NEW
COLUMBIA GAS SYS INC STATE OF MICH STATE TREASURER	COM 13D	7/ 1/92	N/A N/A	19764810 5.2	UPDATE
COLUMBUS ENERGY CORP SOUTHERN UNION CO	COM 13D	6/29/92	85 2.9	19906410 6.6	UPDATE
D S BANCOR INC DADDONA MICHAEL F JR	COM 13D	6/ 8/92	226 9.4	23290710 9.5	UPDATE
DATA BROADCASTING CORP TESSLER ALLAN R ET AL	COM 13D	6/26/92	6,242 38.9	23759610 0.0	NEW
DATA SWITCH CORP CHATTERJEE PURNENDU	COM 13D	6/26/92	1,330 11.2	23786310 0.0	NEW