

sec news digest

Issue 93-248

December 28, 1993

LIBRARY

DEC 30 1993

ENFORCEMENT PROCEEDINGS

U S SECURITIES
EXCHANGE COMMISSION

ISSUANCE OF ORDER MAKING FINDINGS AND IMPOSING REMEDIAL SANCTIONS

The Commission announced today the issuance of an Order Making Findings and Imposing Remedial Sanctions against Stephen D. Gellas (Gellas), Financial and Operations Principal of Revcon (USA) Limited (Revcon), a defunct broker-dealer. The Commission instituted these proceedings against Gellas based upon the entry of a consent injunction against him.

The Commission's Order Instituting Proceedings (Order) alleges that Gellas aided and abetted Revcon's violations of the net capital, financial reporting and books and records provisions of the Securities Exchange Act of 1934.

Gellas, without admitting or denying the allegations contained in the Order, other than the entry of the injunction against him, consented to the issuance by the Commission of an Order Making Findings and Imposing Remedial Sanctions which bars Gellas from association with certain Commission regulated entities with the right to reapply in five years. (Rel. 34-33360)

INJUNCTIVE ACTION FILED AGAINST JONNIE WILLIAMS AND OTHERS

The Commission announced the filing on December 27 of a Complaint for Injunction and Other Relief in the District of Massachusetts against Jonnie R. Williams (Williams), Victor L. Kashner (Kashner), Kashner Davidson Securities Corporation (Kashner Davidson), Byron L. Sanders, James A. Hannan (Hannan) and Robert E. Baker (Baker). The complaint seeks to enjoin the defendants, variously, from violating and aiding and abetting violations of Section 17(a) of the Securities Act of 1933 and Sections 10(b) and 13(d) of the Securities Exchange Act of 1934 and Rules 10b-5 and 13d-2 promulgated thereunder. In addition, the complaint seeks the disgorgement of unlawful profits from Williams, Kashner Davidson and Kashner. The complaint alleges that during 1988 the defendants used false and misleading research reports to promote the purchases and maintain the price of the securities of Spectra Pharmaceutical Services, Inc.

Simultaneously with the filing of the complaint, Williams, without admitting or denying the allegations, consented to the entry of a permanent injunction against future violations as alleged and agreed to pay disgorgement and prejudgment interest totalling \$294,844. Baker and Hannan also consented, without admitting or denying the allegations of the complaint, to the entry of permanent injunctions against future violations. [SEC v. Jonnie R. Williams et al., USDC for the District of Massachusetts, Civ. Action No. 93-12789T] (LR-13915)

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 ROCHESTER TELEPHONE CORP, ROCHESTER TEL CENTER, 180 S CLINTON AVE, ROCHESTER, NY 14646 (716) 777-1000 - 2,865,000 (\$135,013,125) COMMON STOCK. (FILE 33-51601 - DEC. 21) (BR. 7)

- S-8 TANDY CORP /DE/, 1800 ONE TANDY CNTR, P O BOX 17180, FORT WORTH, TX 76102 (817) 390-3700 - 3,000,000 (\$135,562,500) COMMON STOCK. (FILE 33-51603 - DEC. 21) (BR. 10)

- S-3 PETROLEUM HELICOPTERS INC, 113 BORMAN DRIVE, P O BOX 23502, LAFAYETTE, LA 70508 (504) 733-6790 - 170,000 (\$2,082,500) COMMON STOCK. (FILE 33-51605 - DEC. 21) (BR. 3)

- S-6 MUNICIPAL INVT TR FD MULTISTATE SER 55 DEFINED ASSET FUNDS, 450 LEXINGTON AVE, C/O DAVIS POLK & WARDWELL, NEW YORK, NY 10017 (212) 450-4540 - INDEFINITE SHARES. (FILE 33-51607 - DEC. 21) (BR. 22 - NEW ISSUE)

- S-3 PROGRESSIVE CORP/OH/, 6000 PARKLAND BLVD, MAYFIELD HEIGHTS, OH 44124 (216) 464-8000 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-51609 - DEC. 21) (BR. 10)

- S-3 CENTRAL MAINE POWER CO, EDISON DR, AUGUSTA, ME 04336 (207) 623-3521 - 150,000,000 (\$150,000,000) MORTGAGE BONDS. (FILE 33-51611 - DEC. 21) (BR. 7)

- S-3 CARPENTER TECHNOLOGY CORP, 101 W BERN ST, READING, PA 19612 (215) 208-2000 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-51613 - DEC. 21) (BR. 6)

- S-3 BANKERS TRUST NEW YORK CORP, 280 PARK AVE, NEW YORK, NY 10017 (212) 250-2500 (FILE 33-51615 - DEC. 21) (BR. 2)

- S-8 PETROLEUM HELICOPTERS INC, 113 BORMAN DRIVE, P O BOX 23502, LAFAYETTE, LA 70508 (504) 733-6790 - 115,000 (\$1,657,750) COMMON STOCK. (FILE 33-51617 - DEC. 21) (BR. 3)

REGISTRATIONS CONT.

- S-3 GENEVA STEEL, 10 S GENEVA RD, VINEYARD, UT 84058 (801) 227-9000 - 125,000,000 (\$125,000,000) STRAIGHT BONDS. (FILE 33-51619 - DEC. 21) (BR. 6)
- S-3 USX CORP, 600 GRANT ST, PITTSBURGH, PA 15219 (412) 433-1121 - 850,000,000 (\$850,000,000) STRAIGHT BONDS. (FILE 33-51621 - DEC. 21) (BR. 4)
- S-3 FEDERAL EXPRESS CORP, 2005 CORPORATE AVENUE, MEMPHIS, TN 38132 ((90) 1)--395- - 400,000,000 (\$400,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-51623 - DEC. 21) (BR. 3)
- S-6 FIRST TRUST SPECIAL SITUATION TRUST SERIES 89, C/O NIKE SECURITIES L P, 1001 WARRENVILLE ROAD, Lisle, IL 60532 (708) 241-4141 - INDEFINITE SHARES. (FILE 33-51625 - DEC. 21) (BR. 18 - NEW ISSUE)
- S-6 KEMPER EQUITY PORT TRUSTS OIL & ENERGY GROWTH PORT SER 6, 77 W WACKER DRIVE 5TH FLOOR, CHICAGO, IL 60601 (312) 574-6724 - INDEFINITE SHARES. (FILE 33-51627 - DEC. 21) (NEW ISSUE)
- S-4 GENERAL ELECTRIC CAPITAL CORP, 260 LONG RIDGE RD, STAMFORD, CT 06927 (203) 357-4000 - 55,000,000 (\$55,000,000) STRAIGHT BONDS. (FILE 33-51629 - DEC. 21) (BR. 11)
- S-3 REYNOLDS METALS CO, 6601 W BROAD ST, PO BOX 27003, RICHMOND, VA 23261 (804) 281-2000 - \$460,000,000 PREFERRED STOCK. (FILE 33-51631 - DEC. 21) (BR. 6)
- S-8 BOATMENS BANCSHARES INC /MO, 800 MARKET ST, 1 BOATMENS PLZ, ST LOUIS, MO 63101 (314) 466-6000 - 127,680 (\$419,939.52) COMMON STOCK. (FILE 33-51633 - DEC. 21) (BR. 2)
- S-8 BOATMENS BANCSHARES INC /MO, 800 MARKET ST, 1 BOATMENS PLZ, ST LOUIS, MO 63101 (314) 466-6000 - 37,374 (\$520,277.65) COMMON STOCK. (FILE 33-51635 - DEC. 21) (BR. 2)
- S-8 BOATMENS BANCSHARES INC /MO, 800 MARKET ST, 1 BOATMENS PLZ, ST LOUIS, MO 63101 (314) 466-6000 - 4,680 (\$597,872.70) COMMON STOCK. (FILE 33-51637 - DEC. 21) (BR. 2)
- S-3 BIOGEN INC, 14 CAMBRIDGE CTR, CAMBRIDGE, MA 02142 (617) 252-9200 - 1,800,000 (\$30,600,000) COMMON STOCK. (FILE 33-51639 - DEC. 21) (BR. 4)
- S-8 NORTHEAST FEDERAL CORP, 50 STATE HOUSE SQ, HARTFORD, CT 06103 (203) 280-1000 - 1,000,000 (\$4,880,000) COMMON STOCK. (FILE 33-51641 - DEC. 22) (BR. 2)
- S-8 NORTHEAST FEDERAL CORP, 50 STATE HOUSE SQ, HARTFORD, CT 06103 (203) 280-1000 - 500,000 (\$2,412,700) COMMON STOCK. (FILE 33-51643 - DEC. 21) (BR. 2)
- S-3 BAKER J INC, 555 TURNPIKE ST, CANTON, MA 02021 (617) 828-9300 - 51,430 (\$973,955.63) COMMON STOCK. (FILE 33-51645 - DEC. 22) (BR. 2)
- SB-2 LINKS MANAGEMENT GROUP INC, 1008 MAIN STREET, FOLLANSBEE, VA 26037 (304) 527-1830 - 2,000,000 (\$2,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-72726-A - DEC. 09) (BR. 12 - NEW ISSUE)

REGISTRATIONS CONT.

- SB-2 TRIUMPH LEASING IX LP, 630 DUNDEE RD, NORTHBROOK, IL 60062
(708) 509-1500 - 200 (\$4,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE
33-72740-FW - DEC. 09) (BR. 5 - NEW ISSUE)
- F-10 BOW VALLEY ENERGY INC, 1800 321 6TH AVE SW,
CALGARY ALBERTA CANADA T2P 3R2, A0 (702) 825-4300 - 144,144 (\$1,495,494)
FOREIGN COMMON STOCK. (FILE 33-72864 - DEC. 13) (BR. 4)
- SB-2 GLENGATE APPAREL INC, 1100 WYCHWOOD RD, WESTFIELD, NJ 07090
(908) 654-7065 - 1,600,000 (\$5,120,000) COMMON STOCK. 1 (\$100)
WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$120,000) COMMON STOCK. (FILE
33-72880-NY - DEC. 14) (BR. 8 - NEW ISSUE)
- S-1 TRACTOR SUPPLY CO /DE/, 320 PLUS PARK BLVD, NASHVILLE, TN 37217
(615) 366-4600 - 3,036,000 (\$63,756,000) COMMON STOCK. (FILE 33-73028 -
DEC. 17) (BR. 2 - NEW ISSUE)
- S-1 IMPERIUM CORP, WEST 601 FIRST AVE, STE 503, SPOKANE, WA 99204
(509) 624-1475 - 10,000 (\$50,000) COMMON STOCK. (FILE 33-73036 - DEC. 17)
(NEW ISSUE)
- S-3 GOOD TIMES RESTAURANTS INC, 8620 WOLFF CJ STE 330, WESTMINSTER, CO 80030
(303) 427-4221 - 198,692 (\$372,548) COMMON STOCK. 87,513 (\$48,132)
WARRANTS, OPTIONS OR RIGHTS. 285,543 (\$842,575) COMMON STOCK. (FILE
33-73062 - DEC. 20) (BR. 11)
- S-8 MONDAVI ROBERT CORP, 7801 ST HELENA HI, PO BOX 106, OAKVILLE, CA 94562
(707) 963-9611 - 2,235,294 (\$22,352,940) COMMON STOCK. (FILE 33-73068 -
DEC. 20) (BR. 11)
- S-8 LIBERTY TECHNOLOGIES INC, LEE PARK, 555 NORTH LANE, CONSHOHOCKEN, PA
19428 (215) 834-0330 - 1,000,000 (\$7,250,000) COMMON STOCK. (FILE
33-73070 - DEC. 20) (BR. 8)
- S-1 TIME SOLUTIONS INC, 45 KELLERS FARM RD, EASTON, CT 06612 (203) 459-0303
- 879,200 (\$10,645,440) COMMON STOCK. (FILE 33-73088 - DEC. 17) (BR. 10
- NEW ISSUE)
- N-2 TCW DW TERM TRUST 2001, TWO WORLD TRADE CENTER, NEW YORK, NY 10048 -
11,500,000 (\$115,000,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE
33-73106 - DEC. 17) (BR. 16 - NEW ISSUE)
- S-11 INTERVEST CORPORATION OF NEW YORK, 10 ROCKEFELLER PLZ STE 1015,
NEW YORK, NY 10020 (212) 757-7300 - 5,000,000 (\$5,000,000)
FLOATING RATE NOTES. UNDERWRITER: SAGE RUTTY & CO INC. (FILE 33-73108 -
DEC. 17) (BR. 11)
- S-1 SOFTDESK INC, 7 LIBERTY HILL RD, WENNIKER, NH 03242 (603) 428-3199 -
2,300,000 (\$27,600,000) COMMON STOCK. (FILE 33-73112 - DEC. 17) (BR. 9)
- S-4 DIMAC DIRECT INC, ONE CORPORATE WOODS DR, BRIDGETON, MD 63044
(314) 344-8000 - 50,000,000 (\$50,000,000) STRAIGHT BONDS. (FILE 33-73124 -
DEC. 17) (BR. 6 - NEW ISSUE)
- S-4 AMERICAN MEDICAL RESPONSE INC, 67 BATTERYMARCH ST STE 300, BOSTON, MA
02110 (617) 261-1600 - 3,000,000 (\$77,250,000) COMMON STOCK. (FILE
33-73134 - DEC. 17) (BR. 4)

REGISTRATIONS CONT.

- N-1A NORTHSTAR MNL TRUST, TWO PICKWICK PLAZA, GREENWICH, CT 06830
(203) 863-6200 - INDEFINITE SHARES. (FILE 33-73140 - DEC. 17) (BR. 17
- NEW ISSUE)
- S-1 MARSHALLTOWN FINANCIAL CORP, 303 WEST MAIN ST, MARSHALLTOWN, IO 50158
(515) 754-6000 - 1,418,381 (\$11,347,048) COMMON STOCK. (FILE 33-73142 -
DEC. 17) (BR. 2 - NEW ISSUE)
- S-3 EAGLE HARDWARE & GARDEN INC/MA/, 101 ANDOVER PARK EAST STE 200, TUKWILA,
WA 98188 (206) 431-5740 - 115,000,000 (\$115,000,000)
CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-73146 - DEC. 20) (BR. 9)
- S-8 STARCRAFT AUTOMOTIVE CORP, PO BOX 1903, 2703 COLLEGE AVENUE, GOSHEN, IN
46526 (219) 553-1105 - 100,000 (\$1,112,500) COMMON STOCK. (FILE 33-73148 -
DEC. 20) (BR. 4)
- S-3 PRIMEDEX HEALTH SYSTEMS INC, 26 BROADWAY, NEW YORK, NY 10004
(212) 837-7710 - 11,500 (\$11,500,000) CONVERTIBLE DEBENTURES AND NOTES.
(FILE 33-73150 - DEC. 20) (BR. 5)
- S-8 FREDERICKS OF HOLLYWOOD INC, 6608 HOLLYWOOD BLVD, LOS ANGELES, CA 90028
(213) 466-5151 - 1,110,000 (\$6,193,800) COMMON STOCK. (FILE 33-73188 -
DEC. 20) (BR. 2)
- S-8 LONE STAR CASINO CORP, 600 TRAVIS, SUITE 6868, HOUSTON, TX 77002
(713) 225-6800 - 2,000,000 (\$8,760,000) COMMON STOCK. (FILE 33-73190 -
DEC. 20) (BR. 12)
- N-1A ALEXANDER HAMILTON MUTUAL FUNDS, FEDERATED INVESTORS TOWER, PITTSBURGH,
PA 15222 - INDEFINITE SHARES. (FILE 811-7101 - DEC. 21)

ACQUISITIONS OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column - 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
BLUE DOLPHIN ENERGY CO KAFFIE HARRIS A	COM 13D	9/22/93	0 0.0	09539510 7.6	UPDATE
CAVALIER NOMES INC DONNELL BARRY B	COM 13D	11/24/93	259 7.6	14950710 8.3	UPDATE
CELLPRO INC CORANGE INTL LTD.	COM 13D	12/ 3/93	1,160 9.9	15115610 0.0	NEW
CHEROKEE INC NEW MARGOLIS ROBERT	COM 13D	12/ 1/93	189 2.2	16499210 6.6	UPDATE
CHEROKEE INC MARGOLIS ROBERT	WTS SER A 13D	12/ 3/93	0 0.0	16499211 N/A	UPDATE
CHEROKEE INC CAISSE DE DEPOT DU QUEBEC	WTS SER B 13D	12/ 2/93	0 0.0	16499212 0.0	NEW
CHEROKEE INC CAISSE DE DEPOT DU QUEBEC	WTS SER C 13D	12/ 2/93	0 0.0	16499213 0.0	NEW
COLES MYER LTD VOYAGER DISTRIBUTING CO ET AL	SPONSOR ADR 13D	11/ 8/93	N/A N/A	19387040 0.0	NEW
DOMTAR INC CAISSE DE DEPOT DU QUEBEC	COM 13D	12/ 1/93	23,164 18.3	25756110 19.7	UPDATE
FIRST FED BANCORP INC OHIO LAPLANTE CONNIE AYRES	COM 13D	12/ 5/93	21 5.1	31996610 0.0	NEW
FIRST FED BANCORP INC OHIO PLUMMER J WILLIAM	COM 13D	12/ 5/93	22 5.3	31996610 0.0	NEW
ICM PHARMACEUTICALS INC KHAM RAFI M	COM 13D	12/10/93	110 0.5	44929010 0.6	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ XCHANGED	CUSIP/ PRIOR%	FILING STATUS
LAMONTS APPAREL INC MORGENS EDWIN H ET AL	SER A PFD STK 13D	11/30/93	981 21.6	51362830 0.0	NEW
MOORE LTD CAISSE DE DEPOT DU QUEBEC	COM 13D	11/30/93	7,820 7.9	61578510 8.7	UPDATE
NEUROGEN CORP BLECH ISAAC	COM 13D	12/ 6/93	831 9.3	64199510 10.9	UPDATE
NEW GENERATION FOODS INC FLUM JEROME S ET AL	COM PAR \$0.01 13D	10/27/93	252 19.7	64446340 0.0	NEW
NYCAL CORP PAHLSON-MOLLER & CO LTD	COM 13D	12/ 7/93	2,368 14.2	67066010 16.7	UPDATE
NUCLEAR METALS INC CHREIN MELVIN B	COM 13D	12/ 8/93	323 14.1	67090110 1.2	UPDATE
PARMOUNT COMMUNICATIONS INC QVC NETWORK	COM 14D-1	12/20/93	0 0.0	69921610 0.0	UPDATE
PARMOUNT COMMUNICATIONS INC VIACOM INC ET AL	COM 14D-1	12/20/93	23,699 20.0	69921610 20.0	UPDATE
PARMOUNT COMMUNICATIONS INC VIACOM INC ET AL	COM 14D-1	12/20/93	23,699 20.0	69921610 20.0	RVSION
PARTNERS OIL CO PANELLA EUGENE J	CL A 13D	9/22/93	110 5.0	70212520 7.4	UPDATE
R T I INC MULLER THEO W	COM 13D	12/ 3/93	492 7.3	74973910 0.0	NEW
RODMAN & RENSHAW CAP GROUP ABACO GRUPO FINANCIERO ET AL	COM 14D-1	12/ 7/93	0 0.0	77487710 0.0	RVSION
ROGERS CANTEL MOBL COMM INC CAISSE DE DEPOT DU QUEBEC	CL B SUB VTG 13D	11/30/93	1,757 1.9	77510210 1.6	UPDATE
SHURGARD GRW CAP FD 15 LTD U H AQUISITION CO	UTS LTD PRTSHP INT 14D-1	12/16/93	0 0.0	82566910 0.0	UPDATE
SHURGARD GRW CAP FUND 17 U H AQUISITION CO	UTS LTD PRTSHP INT 14D-1	12/16/93	0 0.0	82566920 0.0	UPDATE
SHURGARD INCOME PROP II U H AQUISITION CO	UTS LTD PRTSHP INT 14D-1	12/16/93	0 0.0	82567010 0.0	UPDATE
SHURGARD INC PROP III U H AQUISITION CO	UTS LTD PRTSHP INT 14D-1	12/16/93	0 0.0	82567020 0.0	UPDATE
SHURGARD INC PROP FIVE U H AQUISITION CO	UTS LTD PRTSHP INT 14D-1	12/16/93	0 0.0	82567030 0.0	UPDATE
SHURGARD INC PROP SIX U H AQUISITION CO	UTS LTD PRTSHP INT 14D-1	12/16/93	0 0.0	82567040 0.0	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
SHURGARD INC PROP SEVEN U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567050 0.0	UPDATE
SHURGARD INC PROP EIGHT U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567060 0.0	UPDATE
SHURGARD INC PROP NINE U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567070 0.0	UPDATE
SHURGARD INC PROP 11 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567080 0.0	UPDATE
SHURGARD INC PROP FUND 18 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567083 0.0	UPDATE
SHURGARD INC PROP TEN U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567084 0.0	UPDATE
SHURGARD INC PROP IV U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567085 0.0	UPDATE
SHURGARD INC PROP IV U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567085 0.0	RVISION
SHURGARD INC PROP FUND 16 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567086 0.0	UPDATE
SHURGARD INC PROP FD 14 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567087 0.0	UPDATE
SHURGARD INC PROP 12 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567088 0.0	UPDATE
SHURGARD MINI STORAGE LTD U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567110 0.0	UPDATE
SUDBURY INC MORGENS E & WATERFALL B ET AL	COM	NEW 13D 11/24/93	828 6.3	86463520 4.4	UPDATE
SUMMIT HEALTH LTD ORND A HEALTHCORP	COM	13D 12/ 2/93	20,314 63.4	86606410 0.0	NEW
SUNPORT MED CORP GUTZMAN DENNIS R	COM	13D 11/22/93	2,409 12.6	86899510 9.5	UPDATE
TRITON GROUP LTD NEW MORGENS E & WATERFALL B ET AL	COM	13D 11/23/93	1,981 9.5	89675710 10.0	UPDATE
UDC HOMES INC CONTINENTAL BK CORP ET AL	COM	13D 12/ 9/93	1,573 13.8	90264610 8.5	UPDATE
UDC HOMES INC RUTH LLOYD D ET AL	COM	13D 12/ 9/93	1,534 13.5	90264610 10.1	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
VALLEY FASHIONS CORP GREEN NOLCOMBE T ET AL	COM CL A 13D	12/13/93	11,566 34.2	91961010 11.8	UPDATE
WHEELING PITTSBURGH CORP RM CAPITAL PARTNERS ET AL	COM NEW 13D	12/ 9/93	4,958 18.3	96314210 19.2	UPDATE
COMSAT CORP STATE TREASURER	COM SER 1 13D	12/ 9/93	2,275 5.7	20599810 0.0	NEW
DIGITAL PRODS CORP DELL JOHN EDWARD	COM PAR \$0.025 13D	9/30/93	1,576 16.5	25386730 15.4	UPDATE
FEDERAL MOGUL CORP GAMCO INVESTORS INC ET AL	COM 13D	12/13/93	2,191 7.5	31354910 8.6	UPDATE
FLOWERS INDS INC WOOD DAPHNE FLOWERS	COM 13D	12/ 6/93	1,813 4.8	34349610 3.4	UPDATE
GERANT COMPANIES CHESTNUT HILL CAP L P	COM 13D	12/16/93	0 0.0	37399610 16.3	UPDATE
GOLDEN TRIANGLE ROYLTY & OIL TENSLEEP OIL & PRODUCTION INC	COM NEW 13D	12/13/93	240 7.6	38121420 9.2	UPDATE
KATY INDS INC CARROLL DENIS H ET AL	COM 13D	12/13/93	4,562 50.6	48602610 48.0	UPDATE
MADISON BANCSHARES GROUP SCHIFFMAN ALAN T	COM 13D	11/24/93	92 10.8	55659610 0.0	NEW
MICRO BIO MEDICS INC HABER BRUCE J	COM NEW 13D	12/ 6/93	780 17.2	59490320 19.1	UPDATE
NATIONAL R V HLDGS INC ETHOS CAPITAL MGMT ETAL	COM 13D	12/ 3/93	281 8.1	63727710 0.0	NEW
NATIONAL R V HLDGS INC KINGDON CAPITAL NGMT CORP	COM 13D	12/ 3/93	281 7.9	63727710 0.0	NEW
NOSTALGIA NETWORK INC INTL FAMILY ENTERTAINMENT INC	COM NEW 13D	12/13/93	5,688 69.0	66975230 69.0	UPDATE
NOSTALGIA NETWORK INC INTERNATIONAL FAMILY ENT ET AL	COM NEW 14D-1	12/13/93	5,688 69.0	66975230 69.0	UPDATE
ORNDA HEALTHCORP LEVY PAUL S ET AL	COM 13D	12/ 2/93	7,105 39.1	68685710 28.4	UPDATE
PARMOUNT COMMUNICATIONS INC QVC NETWORK	COM 14D-1	12/20/93	0 0.0	69921610 0.0	UPDATE
PETROLEUM HEAT & PUR INC TORTOSA VERGNOGEN MBN ETAL	CL A 13D	12/14/93	1,512 7.0	71660030 0.0	NEW
SEQUA CORP GAMCO INVESTORS INC ET AL	CL A 13D	12/13/93	688 7.1	81732010 6.3	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
SEGLIA CORP	CL B		724	81732020	
GAMCO INVESTORS INC ET AL	13D	12/13/93	20.8	22.9	UPDATE
XYVISION INC	COM		2,409	98418010	
TUDOR TRUST	13D	12/ 9/93	43.8	30.6	UPDATE
AMERIWOOD INDS INTL CORP	COM		350	03299910	
BANK OF AMERICA/NEVADA	13D	12/ 7/93	8.4	10.4	UPDATE
ATLANTIC RESTAURANT VENTURES	COM		465	04882010	
NEW AMER RESTAURANTS LTD PART	14D-1	12/15/93	5.8	0.0	NEW
B M J FINANCIAL CORP	COM		708	05591410	
MURR MICHAEL C ET AL	13D	12/ 9/93	9.4	7.5	UPDATE
BIOTECHNICA INTL INC	COM		17,879	09091510	
GROUPE LIMAGRAIN HLDG S A	13D	12/10/93	14.7	7.8	UPDATE
CII FINL INC	COM		623	12599910	
JETHIRA LTD	13D	12/10/93	8.7	7.6	UPDATE
CADIZ LD INC	COM		1,000	12754910	
MORGAN STANLEY GRP ET AL	13D	11/30/93	27.3	0.0	NEW
CHEROKEE INC NEW	COM		607	16499210	
BAKSH ABDULLAH TAHA	13D	12/ 7/93	7.0	0.0	NEW
COMPUMARE CORP	COM		15,848	20563810	
GENERAL ATLANTIC PRTRRS ET AL	13D	11/30/93	43.7	24.7	UPDATE
CONTINENTAL AIRLS INC	CL B		1,026	21079530	
AMERICAN GENERAL CORP	13D	12/14/93	9.0	0.0	NEW
CONTINENTAL MTG & EQUITY TR	SN BEN INT NEW		997	21166320	
FRIEDMAN WILLIAM S ET AL	13D	11/22/93	32.4	30.8	UPDATE
DIAGNOSTEK INC	COM		1,274	25290010	
BKP CAP MGMT ET AL	13D	12/ 3/93	5.5	0.0	NEW
ELXSI CORP	COM NEW		1,035	26861320	
NILLEY ALEXANDER M ET AL	13D	11/15/93	22.9	20.6	UPDATE
ELBIT LTD	ORD		1,032	28427510	
LEUMI PIA TRUST MGMT	13D	11/ 8/93	6.0	0.0	NEW
ELRON ELECTR INDS LTD	ORD		1,634	29016010	
LEUMI PIA TRUST MGMT	13D	11/ 8/93	9.4	0.0	NEW
FARM & HOME FINL CORP	COM		555	30799110	
ODYSSEY PARTNERS	13D	12/ 7/93	8.4	0.0	NEW
FERROFLUIDICS CORP	COM NEW \$0.004		265	31541420	
MOSKOWITZ RONALD	13D	12/10/93	4.9	6.5	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
FIELDCREST CANNON INC GAMCO INVESTORS INC ET AL	COM 13D	12/14/93	953 7.8	31654910 7.0	UPDATE
KOLL REAL ESTATE GROUP INC WHEELABRATOR TECH ET AL	COM 13D	12/15/93	1,699 4.3	50043410 14.6	NEW
LIFEQUEST MED INC SALONON BROTHERS HLDGS ET AL	COM 13D	12/ 7/93	333 10.3	53192810 13.7	UPDATE
MCARTHUR / GLEN RLTY CORP COOPERMAN LEON G	COM 13D	12/ 8/93	670 3.5	57918810 0.0	NEW
NATIONAL INCOME RLTY TR FRIEDMAN WILLIAM S ET AL	SM BEN INT NEW 13D	12/ 2/93	1,002 30.7	63699220 29.7	UPDATE
NATURAL FUELS INC BRACKETT ELLIOTT M	COM 13D	10/29/91	2,280 74.0	63885810 0.0	NEW
P C QUOTE INC CASTY DAVID	COM NEW 13D	EC 12/ 9/93	236 3.4	69323620 5.5	UPDATE
PARMOUNT COMMUNICATIONS INC QVC NETWORK	COM 14D-1	12/20/93	0 0.0	69921610 0.0	UPDATE
STM INC LCI INTERNATIONAL INC	COM 13D	12/10/93	8,519 47.6	78491010 47.6	UPDATE
SAGE TECHNOLOGIES INC TRIUMPH CONNECTICUT LP	COM 13D	11/19/93	353 11.3	78667810 14.4	UPDATE
SHURGARD GRW CAP FD 15 LTD U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82566910 0.0	UPDATE
SHURGARD GRW CAP FUND 17 U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82566920 0.0	UPDATE
SHURGARD INCOME PROP II U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82567010 0.0	UPDATE
SHURGARD INC PROP III U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82567020 0.0	UPDATE
SHURGARD INC PROP FIVE U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82567030 0.0	UPDATE
SHURGARD INC PROP SIX U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82567040 0.0	UPDATE
SHURGARD INC PROP SEVEN U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82567050 0.0	UPDATE
SHURGARD INC PROP EIGHT U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82567060 0.0	UPDATE
SHURGARD INC PROP NINE U H AQUISITION CO	UTS LTD PRSHP INT 14D-1	12/16/93	0 0.0	82567070 0.0	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
SHURGARD INC PROP 11 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567080 0.0	UPDATE
SHURGARD INC PROP FUND 18 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567083 0.0	UPDATE
SHURGARD INC PROP TEN U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567084 0.0	UPDATE
SHURGARD INC PROP IV U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567085 0.0	UPDATE
SHURGARD INC PROP FUND 16 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567086 0.0	UPDATE
SHURGARD INCOME PROP FD 14 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567087 0.0	UPDATE
SHURGARD INC PROP 12 U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567088 0.0	UPDATE
SHURGARD MINI STORAGE LTD U H AQUISITION CO	UTS LTD	PRTSHP INT 14D-1 12/16/93	0 0.0	82567110 0.0	UPDATE
SPECIALTY EQUIP COS INC GLAZER MALCOLM I	COM	13D 12/ 7/93	7,830 44.7	84749720 23.2	UPDATE
TC GP INC MARSH & MCLENNAN CO INC ET AL	COM	13D 12/ 6/93	120 35.7	87217899 16.5	UPDATE
UTI ENERGY CORP BEAR STEARNS & CO	COM	13D 12/ 7/93	1,737 53.5	90338710 0.0	NEW
UNIVERSAL HEALTH SVCS INC BASS PERRY R ET AL	CLASS B	13D 12/14/93	928 6.8	91390310 7.8	UPDATE
WINNERS ALL INTL INC JOYCE M ANTHONY	COM	13D 12/16/93	19,400 100.0	97499010 0.0	NEW
WORTH CORP KUWAIT INVMT PROJECTS CO ET AL	COM	13D 10/31/93	921 15.5	98164510 11.8	UPDATE
A L LABS INC GOVT SINGAPORE INVTS ET AL	CL A	13D 12/ 6/93	1,087 5.0	00162910 0.0	NEW
A L LABS INC GOVT SINGAPORE INVTS ET AL	CL A	13D 12/ 6/93	1,087 5.0	00162910 0.0	RVSION
ALFIN FRAGRANCES INC FINE FRAGRANCES DISTR ET AL	COM	13D 12/ 6/93	7,189 90.0	01542610 75.8	UPDATE
ALFIN FRAGRANCES INC FINE FRAGRANCES DISTR ET AL	COM	13D 12/ 6/93	7,189 90.0	01542610 75.8	RVSION