

sec news digest

Issue 93-218

November 12, 1993

NOTICE OF COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday mornings. Meetings on Wednesdays, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

OPEN MEETING - WEDNESDAY, NOVEMBER 17, 1993 - 10:00 A.M.

The subject matter of the November 17 open meeting will be:

The Commission will meet with members of the Financial Accounting Standards Board to discuss subjects including stock compensation, financial instruments, and other projects, including consolidations and impairment of long-lived assets. For further information, please contact Robert Lavery at (202) 272-3081.

CLOSED MEETING - THURSDAY, NOVEMBER 18, 1993 - 10:00 A.M.

The subject matter of the November 18 closed meeting will be: Institution of injunctive actions; Institution of administrative proceedings of an enforcement nature; Settlement of injunctive actions; Settlement of administrative proceedings of an enforcement nature; and Opinions.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Blair Thomas at (202) 272-2300.

OPEN MEETING - MONDAY, NOVEMBER 22, 1993 - 10:00 A.M.

The subject matter of the November 22 open meeting will be:

Consideration of whether to adopt amendments to the executive compensation disclosure rules. The amendments were proposed for comment on August 9, 1993 in Release No. 33-7009 and the comment period expired on October 15, 1993. The amendments will broaden the class of persons covered by the rules, require disclosure of year-end restricted stock holdings in all cases, require registrants to set forth material assumptions and adjustments used in any grant-date valuation of options, and change the point in time at which the market capitalization of a peer group index or market capitalization index is calculated from the end of the period for which a return is indicated to the beginning of such period. In addition, the Commission is adopting several technical amendments. For further information, please contact Gregg W. Corso, Paula Dubberly, Brian L. Henry or Thomas D. Twedt at (202) 272-3097.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Holly Smith at (202) 272-2000.

COMMISSION ANNOUNCEMENTS

MARKET TRANSACTIONS ADVISORY COMMITTEE MEETING CANCELLATION

The meeting of the Securities and Exchange Commission's Market Transactions Advisory Committee scheduled for November 30, 1993 at 10:00 a.m. in Room 1C30 at the Commission's main offices has been cancelled. Publication of the notice is expected in the Federal Register during the week of November 8. (Rel. 34-33177; File No. 265-18)

ADMINISTRATIVE PROCEEDINGS

PROCEEDINGS INSTITUTED AND SANCTIONS IMPOSED AGAINST LADENBURG THALMANN & CO., INC.

The Commission announced that on November 4 it instituted administrative proceedings and imposed sanctions against Ladenburg Thalmann & Co., Inc. (Ladenburg). Ladenburg consented to the findings and sanctions without admitting or denying the findings.

The Order Instituting Public Administrative Proceedings, Making Findings and Imposing Remedial Sanctions (Order) alleges that Ladenburg violated the registration provisions of the federal securities laws by buying from and selling to the public shares of Litas International common stock when no registration statement was filed or in effect and no exemption from registration was available.

The Order directs Ladenburg to permanently cease and desist from committing violations of the registration provisions and to comply with certain undertakings to ensure that future violations do not occur. (Rel. 34-33146; 33-7030)

ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST JAMES HUTCHINSON

The Commission has instituted and settled administrative proceedings pursuant to Section 203(f) of the Investment Advisers Act against James D. Hutchinson. In 1983, Hutchinson was enjoined from violating certain provisions of the federal securities laws. Simultaneously with the institution of the administrative proceedings, the Commission accepted Hutchinson's Offer of Settlement. Hutchinson consented to the issuance of an order generally barring him from association with any broker, dealer, investment company, investment adviser or municipal securities dealer. The order also permits Hutchinson to become associated with a particular registered investment adviser, subject to certain limitations. Finally, the order permits Hutchinson to apply to become associated with any other registered entity at any time, pursuant to Rule 29 of the Commission's Rules of Practice. (Rel. IA-1390)

SETTLEMENT OFFER OF JOHN ARNOLD ACCEPTED

The Commission announced the entry of an Order Instituting Public Administrative Proceedings, Making Findings and Imposing Remedial Sanctions against John E. Arnold (Arnold) and accepting Arnold's Offer of Settlement.

Arnold consented to the issuance of the Order without admitting or denying the Commission's findings, except as to his criminal conviction for substantially the same conduct and the entry of an Order of Permanent Injunction against him, which were admitted. The Order contains findings that, from about October 1990 through October 1991, while employed as a registered representative by Independent Financial Securities, Inc., a registered broker-dealer, Arnold misappropriated for personal use in excess of \$200,000 from the accounts of at least seven of his customers. The Order also contains findings that Arnold diverted to himself in excess of \$38,000 in commission income by conducting approximately \$1,300,000 worth of private securities transactions through E.C.I. Investments, an entity wholly owned by Arnold that was not registered with the Commission as a broker-dealer. By virtue of that conduct, Arnold willfully violated the antifraud and broker-dealer registration provisions of the federal securities laws.

The Commission's Order bars Arnold from association with any broker, dealer, municipal securities dealer, investment adviser or investment company. See LR-13356 and LR-13671. (Rel. 34-33159)

SETTLEMENT OFFER OF ROGER LANGE & CO., INC. ACCEPTED

The Securities and Exchange Commission announced the entry of an Order Instituting Public Administrative Proceedings, Making Findings and Imposing Remedial Sanctions against Roger J. Lange & Co., Inc. (RJL), a registered broker-dealer, and accepting the Offer of Settlement submitted by RJL.

RJL consented to the issuance of the Order without admitting or denying the Commission's findings, except for the finding that RJL has been registered with the Commission since June 26, 1986, which it admits. The Order contains findings that from at least January 1, 1991 to June 30, 1991, RJL, through its Vernon Hills, Illinois branch office, offered to sell and sold the common stock of Eubix Technologies, Inc. to its customers at prices which were not reasonably related to the prevailing market price and, as a result, charged its customers excessive undisclosed markups ranging from 12% to 107%.

The Commission's Order revokes RJL's registration as a broker-dealer. (Rel. 34-33160)

CIVIL PROCEEDINGS

INTERNATIONAL TRADING INC. PERMANENTLY ENJOINED

The Commission announced that on September 21, 1993 the Honorable Orinda D. Evans, United States District Judge for the Northern District of Georgia (Atlanta Division) issued a permanent injunction against Sam S. Brown, Jr. (Brown). The permanent injunction prohibits Brown from violating Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. Brown consented to the issuance of the permanent injunction without admitting or denying the allegations of the Commission's complaint.

The Commission's complaint alleges that Brown engaged in the fraudulent sale of more than \$1 million of investment contracts to more than 100 investors, promising returns of up to \$13 million for each \$1,000 invested. These exorbitant returns were purported to be paid from a fortune accumulated by a deceased European "financier" and claimed to be in excess of \$1 trillion. The complaint alleges that the purported fortune does not exist. [SEC v. Sam S. Brown Jr., et al., USDC, ND Ga., Civil Action File No. 1:92-CV-2396-ODE] (LR-13866)

TEMPORARY RESTRAINING ORDER AND PARTIAL ASSET FREEZE ENTERED AGAINST MITCHELL COMMUNICATIONS CORP. AND OTHERS

The Commission announced that on October 1, 1993 the Honorable William C. O'Kelley, Chief United States District Judge for the Northern District of Georgia, entered a temporary restraining order against defendants Great Western Communications Int'l. (Great Western) and Robert Seibert, both of Newport Beach, California, and enjoined all defendants and all persons acting in concert with them. In addition, the Court granted a partial asset freeze against Great Western, Seibert and defendant Mitchell Communications Corp. (Mitchell). The Commission's complaint alleges fraud in the offer and sale of securities in the form of interests in the Gulf Partners General Partnership, purportedly formed for the purpose of owning and operating a wireless cable television system in Ocala, Florida (Ocala).

The Commission alleges that Great Western, as retained by Mitchell, has been soliciting investments in the partnership, since at least April 1993, by interstate telephone solicitations and follow-up mailings of offering documents. The Commission alleges that Great Western is fraudulently misrepresenting the number of wireless cable television channels it has acquired in the Ocala area, and is using the proceeds of the offering for purposes not disclosed to investors. Also, the Commission alleges that Mitchell and defendant Kirk M. McNab have violated the antifraud provisions in connection with three other offerings that occurred between June 1989 and March 1992. The Commission asserts these securities involved the sale of interests in applications for wireless cable licenses coupled with promises to build and operate wireless cable systems. [SEC v. Mitchell Communications Corp. et al., USDC, ND GA, Civil No, 1:93-CV-2226-WCO] (LR-13867)

INVESTMENT COMPANY ACT RELEASES

THE HANOVER FUNDS, INC., ET AL.

A conditional order has been issued on an application filed by The Hanover Funds, Inc., et al. under Section 6(c) of the Investment Company Act. The order exempts applicants from Sections 2(a)(32), 2(a)(35), 18(f)(1), 18(g), 18(i), 22(c), and 22(d) of the Act, and Rule 22c-1 thereunder. The conditional order also permits applicants to issue and sell separate classes of shares representing interests in the same portfolio of securities, and to assess and, under certain circumstances, waive a contingent deferred sales charge on redemptions of certain shares. (Rel. IC-19843 - November 9)

STATE STREET BANK AND TRUST COMPANY

An order has been issued under Sections 6(c) and 17(b) of the Investment Company Act exempting State Street Bank and Trust Company (State Street) from the provisions of Section 17(a) of the Act. The order would permit State Street to engage in principal transactions with any series of an investment company of which State Street is an affiliated person of an affiliated person solely because of an investment advisory relationship with another series of that investment company, and any investment company of which State Street is an affiliated person of an affiliated person solely because of an investment advisory relationship with another investment company under common control with that investment company. (Rel. IC-19844 - November 9)

COLONIAL OHIO TAX-EXEMPT TRUST

An order has been issued under Section 8(f) of the Investment Company Act declaring that Colonial Ohio Tax-Exempt Trust has ceased to be an investment company. (Rel. IC-19845 - November 9)

COLONIAL NEW YORK TAX-EXEMPT TRUST

An order has been issued under Section 8(f) of the Investment Company Act declaring that Colonial New York Tax-Exempt Trust has ceased to be an investment company. (Rel. IC-19846 - November 9)

THE ONE GROUPSM, ET AL.

An order has been issued on an application filed by The One GroupSM, et al. under Section 6(c) of the Investment Company Act exempting applicants from Section 12(d)(1)(A)(ii), under Sections 6(c) and 17(b) exempting applicants from Section 17(a), and under Rule 17d-1 to permit certain transactions in accordance with Section 17(d) and Rule 17d-1. The order permits certain money market funds to sell their shares to affiliated investment companies. (Rel. IC-19847 - November 9)

COMSTOCK PARTNERS STRATEGY FUND, INC., ET AL.

An order has been issued on an application filed by Comstock Partners Strategy Fund, Inc., et al., under Section 6(c) of the Investment Company Act that amends a prior order exempting applicants from Sections 18(f), 18(g), and 18(i) of the Act. The prior order permits the issuance of multiple classes of shares. The amended order modifies a condition of the prior order. (Rel. IC-19848 - November 9)

AMERICAN SKANDIA LIFE ASSURANCE CORPORATION ET AL.

An order has been issued on an application filed by American Skandia Life Assurance Corporation, American Skandia Life Assurance Corporation Variable Account B Class 2 Sub-accounts (Sub-accounts) and Skandia Life Equity Sales Corporation that grants exemptions from Sections 17(d), 26(a)(2), and 27(c)(2) of the Investment Company Act. The order allows Applicants to impose an investment allocation services charge equal to one percent per year of the average daily total value of the Sub-accounts. (Rel. IC-19849 - November 10)

AMERICAN SKANDIA LIFE ASSURANCE CORPORATION ET AL.

An order has been issued on an application filed by American Skandia Life Assurance Corporation, American Skandia Life Assurance Corporation Variable Account B Class 2 Sub-accounts (Sub-accounts) and Skandia Life Equity Sales Corporation that grants exemptions from Sections 26(a)(2) and 27(c)(2) of the Investment Company Act. The order allows Applicants to assess a mortality and expense risk charge against the assets of the Sub-accounts, which fund individual and group deferred variable annuity contracts. (Rel. IC-19850 - November 10)

SHEARSON LEHMAN BROTHERS MULTIPLE OPPORTUNITIES PORTFOLIO L.P.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Shearson Lehman Brothers Multiple Opportunities Portfolio L.P. has ceased to be an investment company. (Rel. IC-19851 - November 10)

MFS LIFETIME GOVERNMENT SECURITIES FUND
MFS EMERGING GROWTH FUND
MFS LIFETIME CAPITAL GROWTH FUND
MFS LIFETIME GOVERNMENT MORTGAGE FUND
MFS MANAGED MUNICIPAL BOND TRUST
MFS LIFETIME WORLDWIDE EQUITY FUND
MFS LIFETIME TOTAL RETURN FUND
MFS LIFETIME MUNICIPAL BOND FUND
MFS LIFETIME MONEY MARKET FUND
MFS LIFETIME HIGH INCOME FUND

Notices have been issued giving interested persons until December 6, 1993 to request a hearing on applications filed by the above-named companies for orders under Section 8(f) declaring that applicants have ceased to be investment companies. (Rel. IC-19852; IC-19853; IC-19854; IC-19855; IC-19856; IC-19857; IC-19858; IC-19859; IC-19860 and IC-19861, respectively - November 10)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

WITHDRAWAL GRANTED

An order has been issued granting the application of the American Stock Exchange to withdraw from listing and registration United States Filter Corporation, Common Stock, \$.01 Par Value. (Rel. 34-33170)

DELISTING GRANTED

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration Continental Health Affiliates, Inc., 14 1/8% Subordinated Debentures. (Rel. 34-33181)

SELF-REGULATORY ORGANIZATIONS

TEMPORARY ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-93-64) to extend temporarily the requirement that collateralized mortgage obligation advertisements be prefiled with the NASD. The NASD has requested, and the Commission has found, good cause pursuant to Section 19(b)(2) of the Securities Exchange Act to approve the proposed rule change prior to the 30th day after publication in the Federal Register. Publication of the proposal is expected in the Federal Register during the week of November 15. (Rel. 34-33174)

PROPOSED RULE CHANGE

The New York Stock Exchange filed a proposed rule change (SR-NYSE-93-44) relating to European portfolio market index target-term securities. Publication of the proposal is expected in the Federal Register during the week of November 15. (Rel. 34-33168; International Series Rel. 609)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-93-63) to amend its Guidelines Regarding Communications With the Public About Collateralized Mortgage Obligations. Because this proposed rule change constitutes a stated policy, practice or interpretation of an existing rule under Section 19(b)(3)(A)(i) of the Securities Exchange Act of 1934, it became effective upon filing with the Commission. Publication of the proposal is expected in the Federal Register during the week of November 15. (Rel. 34-33169)

A proposed rule change filed by the Boston Stock Exchange (SR-BSE-93-20) to amend its Smoking Policy to ban smoking in the hallways outside of the restrooms has become effective upon filing with the Commission. Publication of the proposal is expected in the Federal Register during the week of November 15. (Rel. 34-33180)

A proposed rule change filed by the Pacific Stock Exchange (SR-PSE-93-27) to waive certain fees for floor members set forth in the Schedule of Rates for Exchange Services for a two-month period has become effective upon filing with the Commission. (Rel. 34-33182)

A proposed rule change filed by the Pacific Stock Exchange (SR-PSE-93-28) to waive market maker transaction fees in certain issues for a three-month period has become effective upon filing with the Commission. (Rel. 34-33183)

A proposed rule change filed by the Boston Stock Exchange (SR-BSE-93-22) to temporarily extend amendments to its Equity Transaction Value Charges for a six month period has become effective upon filing with the Commission. (Rel. 34-33184)

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.

SB-2 AFGL INTERNATIONAL INC, 71 BROADWAY, NEW YORK, NY 10006 (212) 248-5200
- 1,519,335 (\$4,558,005) COMMON STOCK. (FILE 33-71014-NY - OCT. 28)
(BR. 5 - NEW ISSUE)

S-1 AMERICAN SKANDIA LIFE ASSURANCE CORP/CT, ONE CORPORATE DR, SHELTON, CT
06484 (203) 926-1888 - \$36,250,000 VARIABLE ANNUITY ISSUES. (FILE
33-71110 - NOV. 02) (BR. 20)

REGISTRATIONS CONTINUED

- S-8 BANCTEC INC, 4435 SPRING VALLEY RD, DALLAS, TX 75244 (214) 450-7700 - 1,000,000 (\$19,250,000) COMMON STOCK. (FILE 33-71114 - NOV. 03) (BR. 10)
- S-8 MONTANA NATURALS INTERNATIONAL INC, 19994 HIGHWAY 93, ARLEE, MT 59821 (406) 726-3214 - 1,000,000 (\$437,500) COMMON STOCK. (FILE 33-71116 - NOV. 03) (BR. 4)
- S-8 EXCEL TECHNOLOGY INC, 45 ADAMS AVE, HAUPPAUGE, NY 11788 (516) 273-6900 - 2,000,000 (\$10,034,415.25) COMMON STOCK. (FILE 33-71122 - NOV. 03) (BR. 8)
- S-8 CINTAS CORP, 6800 CINTAS BLVD PO BOX 625737, CINCINNATI, OH 45262 (513) 459-1200 - 2,324,000 (\$67,396,000) COMMON STOCK. (FILE 33-71124 - NOV. 03) (BR. 7)
- S-8 LASER PRECISION CORP, 32242 PASEO ADELANTO STE A, SAN JUAN CAPISTRANO, CA 92693 (714) 489-2991 - 220,000 (\$2,145,000) COMMON STOCK. (FILE 33-71126 - NOV. 03) (BR. 8)
- SB-2 DIMENSION CAPITAL CORP, 1700 PARK AVE STE 2000, PO BOX 3658, PARK CITY, UT 84060 (801) 649-2395 - 500,000 (\$500,000) COMMON STOCK. (FILE 33-71150-D - NOV. 02) (BR. 11)
- S-8 EASTERN BANCORP INC, 282 WILLISTON RD, PO BOX 700, WILLISTON, VT 05495 (802) 879-9000 - 150,000 (\$2,718,750) COMMON STOCK. (FILE 33-71162 - NOV. 02) (BR. 1)
- S-1 GREAT LAKES AVIATION LTD, 1965 330TH ST, SPENCER, IO 51301 (712) 262-1000 - 2,875,000 (\$40,250,000) COMMON STOCK. (FILE 33-71180 - NOV. 03) (BR. 3 - NEW ISSUE)
- F-6 WILRIG AS/ADR/, 111 WALL ST, NEW YORK, NY 10043 (212) 657-7691 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-71182 - NOV. 03) (NEW ISSUE)
- S-8 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8380 - 235,884 (\$16,747,764) COMMON STOCK. (FILE 33-71186 - NOV. 03) (BR. 11)
- S-8 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8380 - 17,000 (\$1,207,000) COMMON STOCK. (FILE 33-71188 - NOV. 03) (BR. 11)
- S-8 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8380 - 2,719,920 (\$193,114,320) COMMON STOCK. (FILE 33-71190 - NOV. 03) (BR. 11)
- S-8 FIRST USA INC, 2001 BRYAN TOWER 38TH FL, DALLAS, TX 75201 (214) 746-8380 - 545,544 (\$38,733,624) COMMON STOCK. (FILE 33-71192 - NOV. 03) (BR. 11)
- S-3 MEDALIST INDUSTRIES INC, 10850 WEST PARK PL STE 150, MILWAUKEE, WI 53224 (414) 359-3000 - 1,095,148 (\$16,016,539.50) COMMON STOCK. (FILE 33-71194 - NOV. 03) (BR. 9)
- S-3 ORBITAL SCIENCES CORP /DE/, 12500 FAIR LAKES CIRCLE, FAIRFAX, VA 22033 (703) 631-3600 - 3,243,000 (\$61,211,625) COMMON STOCK. (FILE 33-71196 - NOV. 03) (BR. 12)
- S-8 EQUIFAX INC, 1600 PEACHTREE ST NW, P O BOX 4081, ATLANTA, GA 30302 (404) 885-8000 - 2,400,000 (\$61,200,000) COMMON STOCK. (FILE 33-71200 - NOV. 03) (BR. 9)

REGISTRATIONS CONTINUED

- S-3 EQUIFAX INC, 1600 PEACHTREE ST NW, P O BOX 4081, ATLANTA, GA 30302
(404) 885-8000 - 1,000,000 (\$25,500,000) COMMON STOCK. (FILE 33-71202 -
NOV. 03) (BR. 9)
- N-2 JARDINE FLEMING CHINA REGION FUND INC, 100 E PRATT ST, BALTIMORE, MD
21202 (410) 625-6640 - 2,500,000 (\$56,097,500) COMMON STOCK. (FILE
33-71204 - NOV. 03) (BR. 17)
- S-8 DS BANCOR INC, DERBY SAVINGS BANK, 33 ELIZABETH ST, DERBY, CT 06418
(203) 736-9921 - 250,000 (\$5,281,250)
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-71206 - NOV. 03)
(BR. 2)
- S-3 GTS DURATEK INC, 8955 GUILFORD RD SUITE 200, COLUMBIA, MD 21046
(410) 312-5100 - 750,000 (\$4,312,500) COMMON STOCK. (FILE 33-71208 -
NOV. 03) (BR. 6)
- F-1 SUN INTERNATIONAL HOTELS LTD, 50 SHIRLEY ST, C/O HARRY B SANDS & CO,
MASSAU THE BAHAMAS, C5 (809) 322-2671 - 2,000,000 FOREIGN COMMON STOCK.
(FILE 33-71210 - NOV. 03) (BR. 12 - NEW ISSUE)
- S-8 ARC INTERNATIONAL CORP, 4000 CHESSWOOD DR, DOMMSVIEW,
ONTARIO CANADA M3J 2B9, A6 (416) 630-0200 - 25,000 (\$105,468.75)
COMMON STOCK. (FILE 33-71214 - NOV. 04) (BR. 11)
- S-8 ARC INTERNATIONAL CORP, 4000 CHESSWOOD DR, DOMMSVIEW,
ONTARIO CANADA M3J 2B9, A6 (416) 630-0200 - 25,000 (\$105,468.75)
COMMON STOCK. (FILE 33-71216 - NOV. 04) (BR. 11)
- S-8 ARC INTERNATIONAL CORP, 4000 CHESSWOOD DR, DOMMSVIEW,
ONTARIO CANADA M3J 2B9, A6 (416) 630-0200 - 25,000 (\$105,468.75)
COMMON STOCK. (FILE 33-71218 - NOV. 04) (BR. 11)
- S-11 RFS HOTEL INVESTORS INC, 1213 PARK PLACE CENTER, STE 200, MEMPHIS, TN
38119 (901) 767-5154 - 3,450,000 (\$46,575,000) COMMON STOCK. (FILE
33-71220 - NOV. 04) (BR. 5)
- S-8 SOUTHERN CALIFORNIA WATER CO, 630 E FOOTHILL BLVD, SAN DIMAS, CA 91773
(909) 394-3600 - 100,000 (\$2,262,500) COMMON STOCK. (FILE 33-71226 -
NOV. 04) (BR. 8)
- S-3 U S LONG DISTANCE CORP, 9311 SAN PEDRO STE 300, SAN ANTONIO, TX 78216
(210) 525-9009 - 1,840,000 (\$37,959,200) COMMON STOCK. (FILE 33-71228 -
NOV. 04) (BR. 7)
- S-3 TJ SYSTEMS CORP, 140 ADAMS AVE STE A-5, HAUPPALIGE, NY 11788
(516) 273-9130 - 1,720,000 (\$911,600) COMMON STOCK. (FILE 33-71232 -
NOV. 03) (BR. 11)
- S-2 IRVINE SENSORS CORP/DE/, 3001 REDHILL AVE, COSTA MESA, CA 92626
(714) 549-8211 - 164,000 (\$1,271,000) COMMON STOCK. (FILE 33-71234 -
NOV. 03) (BR. 8)
- S-3 UNSL FINANCIAL CORP, 201 N JEFFERSON, LEBANON, MI 65536 (417) 588-4111
- 70,526 (\$2,397,884) COMMON STOCK. (FILE 33-71236 - NOV. 03) (BR. 1)
- S-8 UNSL FINANCIAL CORP, 201 N JEFFERSON, LEBANON, MI 65536 (417) 588-4111
- 125,000 (\$2,526,750) COMMON STOCK. (FILE 33-71238 - NOV. 03) (BR. 1)

REGISTRATIONS CONTINUED

S-8 WARREN BANCORP INC, 10 MAIN ST, PEABODY, MA 01960 (508) 531-7400 - 285,000 (\$2,351,250) COMMON STOCK. (FILE 33-71240 - NOV. 03) (BR. 2)

S-8 GILBERT ASSOCIATES INC/NEW, P O BOX 1498, READING, PA 19603 (215) 775-5900 - 200,000 (\$3,325,000) COMMON STOCK. (FILE 33-71242 - NOV. 04) (BR. 10)

SB-2 CONSO PRODUCTS CO, 513 NORTH DUNCAN BYPASS, PO BOX 3216, UNION, SC 29379 (803) 427-9004 - 1,552,500 (\$19,406,250) COMMON STOCK. (FILE 33-71296 - NOV. 04) (BR. 7 - 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
AMDURA CORP	COM NEW		5,150	02342670	
WHITRIDGE FREDERICK W JR ET AL	13D	10/22/93	21.0	0.0	NEW
B&H MARITIME CARRIERS LTD	COM		1,814	05490410	
HUDNER MICHAEL S ET AL	13D	10/22/93	58.9	31.1	UPDATE
B&H OCEAN CARRIERS LTD	COM		2,648	05509010	
HUDNER MICHAEL S ET AL	13D	10/22/93	64.9	32.9	UPDATE
BIG SKY USA INC	COM		1,280	08954010	
LIVIAKIS JOHN	13D	10/18/93	11.2	0.0	NEW
BRADLEES INC	COM		603	10449910	
SC FUNDAMENTAL INC ET AL	13D	8/18/93	5.4	6.3	RVSION
BROADCAST INTL INC	COM PAR\$0.10NEW		1,022	11131830	
COHEN STEVEN A ET AL	13D	10/27/93	17.1	15.7	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
CAMANDAIGUA WINE INC SANDS MARVIN ET AL	CL B 13D	6/17/93	2,838 26.8	13721910 0.0	NEW
CAMANDAIGUA WINE INC SANDS MARVIN ET AL	CL B 13D	6/17/93	2,838 26.8	13721910 0.0	RVISION
CAMANDAIGUA WINE INC SANDS MARVIN ET AL	CL A 13D	6/17/93	2,477 31.7	13721920 14.7	UPDATE
CAMANDAIGUA WINE INC SANDS MARVIN ET AL	CL A 13D	6/17/93	2,477 31.7	13721920 14.7	RVISION
CELUTEL INC CONTINENTAL BK CORP ET AL	CL A 13D	10/ 8/93	3,482 99.0	15120320 100.0	UPDATE
CHROMATICS COLOR SCIENCES MACFARLANE DARBY SIMPSON ET AL	COM 13D	9/10/93	1,049 38.1	17111610 0.0	NEW
CHROMATICS COLOR SCIENCES MACFARLANE DARBY SIMPSON ET AL	COM 13D	9/10/93	1,049 38.1	17111610 0.0	RVISION
COASTAL CARIB OILS & MINS LYKES MINERALS CORP	COM 13D	10/13/93	7,500 18.4	19043220 16.2	UPDATE
CORPORATE SOFTWARE INC CS ACQUISITION CORP	COM 14D-1	11/ 5/93	0 0.0	22003710 0.0	UPDATE
ECI TELECOM LTD BRONFMAN CHARLES ROSNER ET AL	COM 13D	10/12/93	6,627 21.8	26825810 21.8	UPDATE
FPA CORP GOLDMAN BENJAMIN D	COM 13D	10/22/93	339 5.1	30254210 0.0	NEW
FPA CORP ORLEANS JEFFREY P	COM 13D	10/22/93	8,437 100.0	30254210 59.4	UPDATE
GERRITY OIL & GAS CORP BLEICHROEDER ARNHOLD & S ET AL	COM 13D	10/ 7/93	1,029 7.5	37423010 6.4	UPDATE
IMPERIAL PETROLEUM LATEX RESOURCES INC	COM 13D	8/27/93	3,599 17.1	45307810 0.0	NEW
INSIGNIA FINANCIAL GROUP HALPERIN MERRILL W ET AL	COM CL A 13D	10/20/93	3,978 43.0	45795610 53.9	UPDATE
INTERNATIONAL TOTALIZATOR SY BERJAYA LOTTERY NIGHT HK ET AL	COM 13D	10/ 7/93	6,600 55.9	46050110 55.9	UPDATE
INTERSYSTEMS INC DEL ZIEDMAN FRED S	COM 13D	6/24/93	200 5.9	46092010 0.0	NEW
INVITRO INTL VULCAN PKG INC ET AL	COM 13D	11/ 2/93	1,000 13.9	46185310 0.0	NEW