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# sec news digest

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Issue 91-91

MAY 13 1991

May 10, 1991

U.S. SECURITIES  
EXCHANGE COMMISSION

### COMMISSION ANNOUNCEMENTS

#### COMMISSIONER ROBERTS AND LINDA QUINN TO TESTIFY

Commissioner Roberts will testify before the Subcommittee on Telecommunications and Finance of the House Energy and Commerce Committee on Tuesday, May 14, beginning at 9:30 a.m. The subject of the hearing is proposals to amend Section 11a of the Securities Exchange Act of 1934. Room will be announced.

Linda C. Quinn, Director of the Division of Corporation Finance, will testify before the Subcommittee on Oversight of Government Management of the Senate Committee on Governmental Affairs on Wednesday, May 15, at 9:30 a.m. in Room 342 of the Dirksen Senate Office Building. The subject of the hearing is the role of the SEC in relation to shareholder proposals to limit executive compensation.

### CIVIL PROCEEDINGS

#### FIRST OHIO EQUITIES ENJOINED AND ASSETS FROZEN

The Chicago Regional Office announced that on May 1 the Honorable John D. Holschuh, U.S. District Court Judge for the Southern District of Ohio, entered a Temporary Restraining Order against First Ohio Equities, Inc. (FOE), freezing FOE's assets, ordering ancillary and equitable relief and enjoining it from further violations of certain broker-dealer provisions of the federal securities laws.

The complaint, which was also filed on May 1, alleged that since April 1989 FOE has operated as an unregistered broker-dealer; used funds arising out of free credit balances of its customers' accounts; failed to maintain and fund a "Special Reserve Bank Account;" failed to make computations to determine the amount of monies to be funded to the Reserve Account; failed to make, keep and preserve various required books and records; failed to file quarterly FOCUS reports and an annual audit; and failed to give telegraphic notice to the Commission of its books and records deficiencies. The complaint also seeks relief under the Securities Enforcement Remedies and Penny Stock Reform Act of 1990. [SEC v. First Ohio Equities, Inc., S.D. Ohio, E. Div., Civil Action No. C2-91-332, May 1, 1991] (LR-12853)

## FIRST OHIO EQUITIES PRELIMINARILY ENJOINED

The Chicago Regional Office announced that on May 3 the Honorable John D. Holschuh, U.S. District Court Judge for the Southern District of Ohio, entered a Preliminary Injunction against First Ohio Equities, Inc. (FOE) enjoining it from further violations of certain broker-dealer provisions of the federal securities laws, continuing ancillary relief ordered in a Temporary Restraining Order entered against FOE on May 1, and requiring FOE to provide each customer with the financial status of their account and the firm. FOE consented to the entry of the Preliminary Injunction without admitting or denying the underlying allegations.

The complaint, filed on May 1, alleges that since April 1989 FOE has operated as an unregistered broker-dealer; failed to comply with certain requirements under the customer protection rule; failed to make, keep and preserve various required books and records; failed to file quarterly FOCUS reports and an annual audit; and failed to give telegraphic notice to the Commission of its books and records deficiencies. The complaint also seeks relief under the Securities Enforcement Remedies and Penny Stock Reform Act of 1990. [SEC v. First Ohio Equities, Inc., S.D. Ohio, E. Div., Civil Action No. C2-91-332, May 1, 1991] (LR-12854)

## PERMANENT INJUNCTION ENTERED AGAINST RICHARD AVON

The Atlanta Regional and Miami Branch Offices announced that on April 9 the Honorable Stanley Marcus, U.S. District Judge for the Southern District of Florida, entered a default final judgment against Richard C. Avon (Avon). The final judgment permanently enjoins Avon from further violations of the antifraud provisions of the federal securities laws. The final judgment also requires Avon to disgorge all profits he received from his fraud in the sale of securities and also requires him to provide an accounting to the Commission of all proceeds he received directly and indirectly from his fraud. The default final judgment was entered against Avon based on his failure to plead a legally sufficient answer to the complaint.

The Commission's complaint, which was filed on June 1, 1990, alleges that Avon, while a registered representative of a broker-dealer, willfully violated and aided and abetted violations of the antifraud provisions of the federal securities laws by employing fraudulent sales practices and schemes which artificially created and supported the markets for the securities he was selling. [SEC v. Rosemary Grady, et al., Civil Action No. 90-8227-CIV-MARCUS, USDC, S.D. Fla.] (LR-12852)

## ROGER HOUDEK ENJOINED FOLLOWING TRIAL

The Denver Regional Office announced that on April 24 Judge Richard P. Matsch of the District of Colorado entered judgment in an action filed by the Commission enjoining Roger J. Houdek from violating Sections 10(b) and 15(a) (1) of the Securities Exchange Act of 1934, Rule 10b-5 under that Act and Section 5 of the Securities Act of 1933.

Judge Matsch found that Houdek had been an officer and 20% owner of Colorado Planning Associates, Inc. (CPA), a corporation that sold over \$3 million of limited partnership interests to more than 400 investors; that Houdek participated in recommending and deciding on the business activities of CPA; and that Houdek directly sold limited partnership interests to investors. The other officers of CPA, Michael Thomas and Richard Sawyer, president and vice president, respectively, were also defendants and were previously enjoined by consent.

The opinion found that Houdek, Thomas and Sawyer had (1) used pre-existing relationships of trust with former insurance clients to change these clients' investments from conservative annuities to highly speculative limited partnerships; (2) obtained commissions from the investors without full disclosure; and (3) misrepresented the future earnings prospects of the limited partnerships. [SEC v. Roger J. Houdek, et al., USDC, D. Colo., Civil Action No. 87-M-1434] (LR- 12855)

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## CRIMINAL PROCEEDINGS

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### RICHARD BROWN INDICTED

The Atlanta Regional and Miami Branch Offices and the U.S. Attorney for the Middle District of Florida announced that on March 27, 1991, the federal grand jury in Orlando, Florida reindicted Richard D. Brown (Brown) of Daytona Beach, Florida. Brown is charged with twenty-one counts including violations of Section 17(a) of the Securities Act of 1933. The indictment charges Brown, the former president of Goldcor, Inc. (Goldcor), with knowingly engaging in a scheme to defraud the investing public by creating the impression that Goldcor had a Costa Rican refining plant in operation which supposedly was receiving substantial revenues from its production of gold mined from the black sand beaches of Costa Rica. The indictment is based on essentially the same facts that comprise the Commission's civil complaint filed on July 15, 1988 against Brown and three other defendants [SEC v. Goldcor Inc., Carl W. Martin, Richard D. Brown, and Nitram Corporation, Case No. 88-612-CIV-ORL-18, M.D. Fla.]. A final judgment of permanent injunction by consent against Brown was entered in the Commission's civil injunctive action on August 7, 1990. The issue of disgorgement remains pending. [U.S. v. Richard D. Brown, Case No. 91-53-CR-ORL-18, M.D. Fla.] (LR-12851)

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## INVESTMENT COMPANY ACT RELEASES

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### VARIABLE ANNUITY ACCOUNT ONE (C)

A notice has been issued giving interested persons until June 3 to request a hearing on an application filed by Variable Annuity Account One (C) under Section 8(f) of the Investment Company Act for an order declaring that it has ceased to be an investment company. (Rel. IC-18139 - May 8)

### BANKERS NATIONAL VARIABLE ACCOUNT A

An order has been issued pursuant to Section 8(f) of the Investment Company Act declaring that Bankers National Variable Account A has ceased to be an investment company. (Rel. IC-18140 - May 8)

## BANKINTER, S.A.

A conditional order under Section 6(c) of the Investment Company Act has been issued on an application filed by Bankinter, S.A. The conditional order permits applicant to establish a sponsored American Depositary Receipt Program and to offer and sell equity securities in the United States without registering as an investment company under the Act. (Rel. IC-18141; International Series Rel. 269 - May 9)

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## HOLDING COMPANY ACT RELEASES

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### MISSISSIPPI POWER & LIGHT COMPANY

A supplemental order has been issued authorizing Mississippi Power & Light Company, an electric-utility subsidiary company of Entergy Corporation, a registered holding company, to waive their right to redeem pollution control revenue bonds of Independence County, Arkansas, 1982 Series A Bonds, for a period of up to thirteen years. (Rel. 35-25309)

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## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

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### WITHDRAWALS SOUGHT

Notices have been issued giving interested persons until May 29 to comment on the application of the following to withdraw the specified securities from listing and registration on the American Stock Exchange: Seitel, Inc., \$.01 Par Value (Rel. 34-29174; and Uno Restaurant Corporation, \$.01 Par Value (Rel. 34-29176).

### UNLISTED TRADING PRIVILEGES SOUGHT

A notice has been issued giving interested persons until May 29 to comment on the application of the Philadelphia Stock Exchange for unlisted trading privileges for four issues that are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. (Rel. 34-29175)

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## SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

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### INTERPRETATION OF NEW RULES UNDER SECTION 16 OF THE EXCHANGE ACT

The Division of Corporation Finance has announced the publication of staff correspondence interpreting the new Section 16 rules. Copies of the letters 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.

<u>Letter</u>	<u>Availability Date</u>	<u>Subject</u>
Lilly Industrial Coatings, Inc.	May 10, 1991	Rule 16a-1(c)
Emerson Electric Co.	May 10, 1991	Rule 16a-1(c)(3)

## 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.

- N-2 NUVEEN QUALITY INCOME MUNICIPAL FUND INC, 333 WEST WACKER DR, CHICAGO, IL 60606 (312) 917-7810 - 11,500,000 (\$172,500,000) COMMON STOCK. (FILE 33-40124 - APR. 30) (BR. 18 - NEW ISSUE)
- S-1 BIOMAGNETIC TECHNOLOGIES INC, 9727 PACIFIC HEIGHTS BLVD, SAN DIEGO, CA 92121 (619) 453-6300 - 2,300,000 (\$15,812,500) COMMON STOCK. (FILE 33-40125 - MAY. 02) (BR. 8)
- N-1A COHEN & STEERS REALTY SHARES INC, 757 THIRD AVE, NEW YORK, NY 10017 (212) 832-3232 - INDEFINITE SHARES. (FILE 33-40215 - APR. 29) (BR. 17 - NEW ISSUE)
- S-1 US HOMECARE CORPORATION, 141 S CENTRAL AVE, HARTSDALE, NY 10530 (914) 946-9601 - 1,840,000 (\$16,560,000) COMMON STOCK. UNDERWRITER: ROBERTSON STEPHENS & CO. (FILE 33-40288 - APR. 30) (BR. 6 - NEW ISSUE)
- S-1 INTERPOOL INCOME FUND I LP, 40 TOWER LANE, AVON, CT 06001 (203) 678-7537 - 60,000 (\$33,000,000) LIMITED PARTNERSHIP CERTIFICATE. 40,000 (\$42,800,000) STRAIGHT BONDS. (FILE 33-40300 - MAY. 01) (BR. 5 - NEW ISSUE)
- S-3 TEXACO CAPITAL INC, 32 LOOCKERMAN SQ STE L-100, DOVER, DE 19901 (302) 674-1221 - 1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS. (FILE 33-40309 - MAY. 01) (BR. 4)
- S-8 PAYCO AMERICAN CORP, 180 N EXECUTIVE DR, BROOKFIELD, WI 53005 (414) 784-9035 - 500,000 (\$8,125,000) COMMON STOCK. (FILE 33-40311 - MAY. 01) (BR. 6)
- S-6 CENTRAL EQUITY TRUST UTILITY SERIES 9, 201 PROGRESSES PKWY, C/O UNISON INVESTMENT TRUST LTD, MARYLAND HEIGHTS, MO 63043 - 50,000 (\$1,000,000) UNIT INVESTMENT TRUST. DEPOSITOR: UNISON INVESTMENT TRUST LTD. (FILE 33-40313 - MAY. 01) (BR. 17 - NEW ISSUE)
- S-2 DEL ELECTRONICS CORP, 250 E SANDFORD BLVD, MOUNT VERNON, NY 10550 (914) 699-2000 - 1,010,000 (\$6,443,800) COMMON STOCK. 140,000 (\$893,200) COMMON STOCK. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$766,000) COMMON STOCK. (FILE 33-40314 - MAY. 01) (BR. 3)

REGISTRATIONS CONTINUED

- F-3 NATIONAL WESTMINSTER BANK PLC, 41 LOTHBURY, LONDON ENGLAND EC2P 2BP, XO 10015 - 20,000,000 (\$500,000,000) FOREIGN PREFERRED STOCK. (FILE 33-40318 - MAY. 01) (BR. 2)
- S-1 ECDGEN INC, 2005 CABOT BLVD W, LANGHORNE, PA 19047 (215) 757-1590 - 150,457 (\$1,354,113) COMMON STOCK. 3,529,543 (\$31,765,887) COMMON STOCK. (FILE 33-40319 - MAY. 01) (BR. 8)
- S-3 CINCINNATI GAS & ELECTRIC CO, 139 E FOURTH ST, CINCINNATI, OH 45202 (513) 381-2000 - 3,500,000 (\$111,562,500) COMMON STOCK. (FILE 33-40321 - MAY. 02) (BR. 7)
- S-3 DELMARVA POWER & LIGHT CO /DE/, 800 KING ST, PO BOX 231, WILMINGTON, DE 19899 (302) 429-3011 - 3,500,000 (\$63,000,000) COMMON STOCK. (FILE 33-40322 - MAY. 02) (BR. 7)
- S-8 ARCADIAN CORP/DE/, 6750 POPLAR AVE STE 600, MEMPHIS, TN 38183 (901) 758-5200 - 670,440 (\$6,704,400) COMMON STOCK. (FILE 33-40323 - MAY. 02) (BR. 8)
- S-8 WILSHIRE OIL CO OF TEXAS, 921 BERGEN AVE, JERSEY CITY, NJ 07306 (201) 420-2796 - 213,782 (\$1,068,910) COMMON STOCK. 124,000 (\$558,000) COMMON STOCK. 82,458 (\$422,597.25) COMMON STOCK. (FILE 33-40324 - APR. 30) (BR. 3)
- F-6 NATIONAL WESTMINSTER BANK PLC, 41 LOTHBURY, LONDON ENGLAND EC2P 2BP, XO 10015 - 25,000,000 (\$1,250,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-40325 - MAY. 02) (BR. 89)
- S-3 UGI CORP, 460 N GULPH RD, P O BOX 858, VALLEY FORGE, PA 19482 (215) 337-1000 - 4,600,000 (\$82,800,000) COMMON STOCK. (FILE 33-40326 - MAY. 02) (BR. 7)
- S-3 GATX CAPITAL CORP, FOUR EMBARCADERO CTR, SAN FRANCISCO, CA 94111 (415) 955-3200 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE 33-40327 - MAY. 02) (BR. 12)
- S-8 SECURITY TAG SYSTEMS INC, 1615 118TH AVE N, ST PETERSBURG, FL 33716 (813) 576-6399 - 748,250 (\$2,244,750) COMMON STOCK. (FILE 33-40329 - APR. 29) (BR. 8)
- F-1 BVR TECHNOLOGIES LTD, 1 KORAZIN ST, GIVATAYIM 53583 ISRAEL, L5 ----- (212) 664-1666 - 500,000 (\$2,250,000) FOREIGN COMMON STOCK. 511,111 (\$1,277,778) FOREIGN COMMON STOCK. 511,111 (\$1,533,333) FOREIGN COMMON STOCK. 11,111 (\$100) WARRANTS, OPTIONS OR RIGHTS. 11,111 (\$59,999) FOREIGN COMMON STOCK. UNDERWRITER: BALIS & ZORN INC. (FILE 33-40330 - MAY. 02) (BR. 9 - NEW ISSUE)
- S-6 KANSAS TAX EXEMPT TRUST SERIES 42, 120 SOUTH MARKET, STE 610, WICHITA, KS 67202 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 33-40331 - MAY. 02) (BR. 17 - NEW ISSUE)
- S-3 WASHINGTON WATER POWER CO, E 1411 MISSION AVE, SPOKANE, WA 99202 (509) 489-0500 - 1,300,000 (\$39,650,000) COMMON STOCK. 1,300,000 PREFERRED STOCK. (FILE 33-40333 - MAY. 02) (BR. 8)
- S-1 FREEPORT MCMORAN COPPER & GOLD INC, ONE EAST FIRST STREET STE 1600, REMO, NV 89501 (702) 329-6131 - 1,150,000,000 (\$276,770,500) STRAIGHT BONDS. (FILE 33-40334 - MAY. 02) (BR. 2)
- S-2 INSITUFORM MID AMERICA INC, 17988 EDISON AVE, CHESTERFIELD, MO 63005 (314) 532-6137 - 2,200,000 (\$28,050,000) COMMON STOCK. 905,000 (\$11,538,750) COMMON STOCK. (FILE 33-40336 - MAY. 02) (BR. 10)
- S-8 ENGELHARD CORP, 101 WOOD AVENUE, CN 40, ISELIN, NJ 08830 (908) 205-5000 - 50,000 (\$1,337,500) COMMON STOCK. (FILE 33-40338 - MAY. 03) (BR. 6)

REGISTRATIONS CONTINUED

- S-8 DAVIN COMPUTER CORP /DE/, 17922-J SKY PARK CIRCLE, IRVINE, CA 92714 (714) 250-0414 - 7,500,000 (\$2,812,500) COMMON STOCK. (FILE 33-40345 - MAY. 02) (BR. 9)
- S-2 EMCON ASSOCIATES /CA/, 1921 RINGWOOD AVE, SAN JOSE, CA 95131 (408) 453-7300 - 279,000 (\$8,579,250) COMMON STOCK. 526,000 (\$16,174,500) COMMON STOCK. (FILE 33-40347 - MAY. 03) (BR. 9)
- S-8 BURLINGTON NORTHERN INC/DE/, 3800 CONTINENTAL PLZ, 777 MAIN ST, FT WORTH, TX 76102 (817) 878-2000 - 100,000 (\$3,000,000) COMMON STOCK. (FILE 33-40348 - MAY. 03) (BR. 5)
- S-8 MYCOGEN CORP, 5451 OBERLIN DR, SAN DIEGO, CA 92121 (619) 453-8030 - 150,000 (\$2,025,000) COMMON STOCK. 1,000,000 (\$13,500,000) COMMON STOCK. (FILE 33-40349 - MAY. 03) (BR. 8)
- S-2 REAL ESTATE INVESTMENT TRUST OF CALIFORNIA, 12011 SAN VICENTE BLVD STE 707, LOS ANGELES, CA 90049 (213) 476-7793 - 2,300,000 (\$36,800,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-40350 - MAY. 03) (BR. 6)
- S-8 KEENE CORP /DE/, 200 PARK AVE, NEW YORK, NY 10166 (212) 557-1900 - 1,000,000 (\$1,312,500) COMMON STOCK. (FILE 33-40351 - MAY. 02) (BR. 12)
- S-3 CHANTAL PHARMACEUTICAL CORP, 12400 WILSHIRE BLVD, LOS ANGELES, CA 90025 (213) 207-1950 - 2,794,218 (\$11,009,218) COMMON STOCK. (FILE 33-40352 - MAY. 03) (BR. 9)
- S-8 INTER TEL INC, 6505 W CHANDLER BLVD, CHANDLER, AZ 85226 (602) 961-9000 - 250,000 (\$312,500) COMMON STOCK. (FILE 33-40353 - MAY. 02) (BR. 7)
- S-8 CACHE INC, 1460 BROADWAY, NEW YORK, NY 10036 (212) 840-4242 - 7,660,000 (\$11,729,758) COMMON STOCK. (FILE 33-40354 - MAY. 02) (BR. 2)
- S-8 MARINE CORP /IL/, EAST OLD STATE CAPITOL PLZ, SPRINGFIELD, IL 62701 (217) 525-9600 (FILE 33-40355 - MAY. 03) (BR. 2)
- S-8 ADC TELECOMMUNICATIONS INC, 5501 GREEN VALLEY DR, BLOOMINGTON, MN 55437 (612) 835-6800 - 698,928 (\$24,200,382) COMMON STOCK. (FILE 33-40356 - MAY. 03) (BR. 7)
- S-8 ADC TELECOMMUNICATIONS INC, 5501 GREEN VALLEY DR, BLOOMINGTON, MN 55437 (612) 835-6800 - 55,000 (\$1,904,375) COMMON STOCK. (FILE 33-40357 - MAY. 03) (BR. 7)
- S-3 CACHE INC, 1460 BROADWAY, NEW YORK, NY 10036 (212) 840-4242 - 933,669 (\$1,429,727.33) COMMON STOCK. (FILE 33-40358 - MAY. 02) (BR. 2)
- S-3 MOLECULAR BIOSYSTEMS INC, 10030 BARNES CANYON RD, SAN DIEGO, CA 92121 (619) 452-0681 - 1,900,000 (\$47,861,000) COMMON STOCK. (FILE 33-40359 - APR. 30) (BR. 8)
- S-8 1ST SOURCE CORP, 100 NORTH MICHIGAN ST, SOUTH BEND, IN 46601 (219) 236-2702 - 200,000 (\$4,400,000) COMMON STOCK. (FILE 33-40360 - MAY. 03) (BR. 1)
- S-3 SCI MED LIFE SYSTEMS INC, 6655 WEDGEWOOD RD, MAPLE GROVE, MN 55369 (612) 894-6154 - 40,000 (\$1,920,000) COMMON STOCK. (FILE 33-40362 - MAY. 03) (BR. 8)
- S-1 CE SOFTWARE HOLDINGS INC, 1801 INDUSTRIAL CIRCLE, PO BOX 65580, WEST DES MOINES, IA 50265 (515) 224-1995 - 52,500 (\$134,400) COMMON STOCK. (FILE 33-40363 - MAY. 03) (BR. 10)

REGISTRATIONS CONTINUED

- S-4 CENTURION GOLD LTD, 221 THIRD AVE, NEW WESTMINSTER BC V13 1L9, A1 (604) 525-4741 - 25,500,000 (\$4,062,830) COMMON STOCK. 10,000,000 (\$1,600,000) COMMON STOCK. (FILE 33-40364 - MAY. 02) (BR. 11)
- S-8 ENGELHARD CORP, 101 WOOD AVENUE, CN 40, ISELIN, NJ 08830 (908) 205-5000 - 1,500,000 (\$40,125,000) COMMON STOCK. (FILE 33-40365 - MAY. 03) (BR. 6)
- S-1 ADVANCED LOGIC RESEARCH INC, 9401 JERONIMO, IRVINE, CA 92718 (714) 581-6770 - 1,725,000 (\$26,737,500) COMMON STOCK. (FILE 33-40369 - MAY. 03) (BR. 10)
- S-1 GENESIS HEALTH VENTURES INC /PA, 148 WEST STATE ST SUITE-100, KENNETT SQUARE, PA 19348 (215) 444-6350 - 1,721,000 (\$14,628,500) COMMON STOCK. (FILE 33-40370 - MAY. 03) (BR. 6)
- S-3 SOUTHTRUST CORP, 420 N 20TH ST, BIRMINGHAM, AL 35203 (205) 254-5509 - 2,300,000 (\$52,037,500) COMMON STOCK. (FILE 33-40371 - MAY. 03) (BR. 1)
- S-1 LECHTERS INC, 1 CAPE MAY ST, HARRISON, NJ 07029 (201) 481-1100 - 1,245,775 (\$35,504,587.50) COMMON STOCK. 638,500 (\$18,197,250) COMMON STOCK. (FILE 33-40372 - MAY. 03) (BR. 1)
- S-1 COMMUNITY BANCORP INC/NY, 20 MILL ST, RHINEBECK, NY 12572 (914) 876-7041 - 6,900 (\$11,502,300) STRAIGHT BONDS. 200,000 (\$5,000,000) PREFERRED STOCK. 6,900 (\$69,000) COMMON STOCK. 200,000 (\$10,220,850) COMMON STOCK. (FILE 33-40377 - MAY. 03) (BR. 2)
- S-8 XYPLEX INC, 330 CODMAN HILL RD, BOXBOROUGH, MA 01719 (508) 264-9900 - 506,704 (\$7,283,870) COMMON STOCK. 530,307 (\$361,669) COMMON STOCK. (FILE 33-40378 - MAY. 03) (BR. 10)

**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
OCEANEERING INTL INC	COM		1,465	67523210	
MERCURY ASSET MGMT	13D	4/24/91	6.5	7.7	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PACIFIC INTL SVCS CORP MCKENNA DANIEL J JR	COM 13D	3/15/91	0 0.0	69445410 0.0	RVSION
PERINI INVT PPTYS INC HARRIS ASSOCIATES INC	COM 13D	4/19/91	388 10.0	71384310 10.5	UPDATE
PINELANDS INC GAMCO INVESTORS INC ET AL	COM 13D	5/ 2/91	1,296 7.6	72308910 6.4	UPDATE
PIONEER STD ELECTRS INC HARRIS ASSOCIATES INC	COM 13D	4/19/91	559 10.3	72387710 10.2	UPDATE
PURITAN BENNETT CORP STATE OF WISCONSIN INVEST	COM BD 13D	4/17/91	795 6.9	74629910 7.9	UPDATE
QVC NETWORK INC COMCAST CORP	COM 13D	4/30/91	6,080 34.8	74726210 33.5	UPDATE
RE CAP CORP DEERE JOHN INS CO	COM 13D	5/ 2/91	1,533 22.2	75490410 14.6	UPDATE
RIDGEWOOD PPTYS INC HARRIS ASSOCIATES INC	COM 13D	4/19/91	4 8.5	76628610 100.0	UPDATE
ROSS STORES INC GENERAL ELEC PENSION TR	COM 13D	3/22/91	1,627 7.1	77829610 8.6	UPDATE
SOUTHWESTERN ELEC SVC CO HARRIS ASSOCIATES INC	COM 13D	4/24/91	18 2.8	84545410 7.2	UPDATE
STERLING SOFTWARE INC WYLY CHARLES J JR	COM 13D	4/15/91	1,303 22.0	85954710 21.3	UPDATE
STERLING SOFTWARE INC WYLY EVAN ACTOM	COM 13D	4/15/91	53 0.9	85954710 0.9	UPDATE
STERLING SOFTWARE INC WYLY SAM	COM 13D	4/15/91	1,880 31.7	85954710 33.4	UPDATE
TPI ENTERPRISES INC CISNEROS OSVALDO ET AL	COM 13D	4/25/91	3,975 18.2	87262310 6.9	UPDATE
TORO CO HARRIS ASSOCIATES INC	COM 13D	4/19/91	1,234 10.4	89109210 10.3	UPDATE
TRIAD SYS CORP HARRIS ASSOCIATES INC	COM PAR \$ .001 13D	4/19/91	820 7.7	89581820 8.2	UPDATE
U S WEST NEWVECTOR GROUP GOLDMAN SACHS & CO	CLASS A 13D	5/ 2/91	477 0.9	91289210 1.0	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ % OWNED	CUSIP/ PRIOR%	FILING STATUS
VTN CORP KARCHER CARL N ET AL	COM 13D	4/16/91	906 7.0	91834610 8.8	UPDATE
VENTURIAN CORP HARRIS ASSOCIATES INC	COM 13D	4/19/91	80 10.1	92330410 9.8	UPDATE
WEATHERFORD INTL INC ROSEWOOD FINANCIAL ET AL	\$2.62 PFD CONV 13D	4/26/91	62 10.6	94707620 9.1	UPDATE
AFFILIATED PUBNS INC NEW GAMCO INVESTORS INC ET AL	COM SER A 13D	5/ 3/91	7,645 10.9	00826210 9.2	UPDATE
BLAZO CORP KAHN DAVID L	COM 13D	4/25/91	3,182 17.9	09347910 16.8	UPDATE
COMMUNICATIONS SYS INC GAMCO INVESTORS INC ET AL	COM 13D	5/ 3/91	490 11.1	20390010 13.3	UPDATE
DIGITAL SYS INTL INC PATHFINDER VENT CAP FD ET AL	COM 13D	6/ 8/90	534 6.2	25391210 0.0	NEW
FINANCIAL SVCS CORP MIDWEST KRATZ DOUGLAS M	COM 13D	3/28/91	43 23.1	31769710 23.1	UPDATE
FLEXSTEEL INDS INC HUGHES MARY LOU REVOCABLE TR	COM 13D	5/ 2/91	443 6.3	33938210 6.3	UPDATE
INTERMARK INC DESAI CAPITAL MGMT INC ET AL	COM PAR \$3 13D	8/31/90	629 4.2	45877620 0.0	NEW
LOCTITE CORP HENKEL CORPORATION	COM 13D	5/ 6/91	9,569 26.3	54013710 26.2	UPDATE
MSR EXPL LTD FREEMAN STANTON J ET AL	COM 13D	12/13/90	430 5.0	55374810 0.0	NEW
NMR AMER INC SETON MEDICAL CTR ET AL	COM 13D	4/30/91	258 7.4	62923010 0.0	NEW
NU MED INC ALLEN HLDG ET AL	COM NEW 13D	4/24/91	681 7.6	67090320 8.9	UPDATE
OCEAN DRILLING & EXPL CO MURPHY OIL CO	COM 14D-1	5/ 7/91	31,472 61.1	67478610 59.9	UPDATE
PACIFIC AGRICULTURAL HLDGS CAL AZ I	COM 13D	2/22/91	0 0.0	69376110 0.0	NEW
PLASTIGONE TECHNOLOGIES INC MARCIANO JOHN ET AL	COM 13D	4/16/91	507 8.9	72759710 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PREMIERE LTD PREMIERE ENT ET AL	GEN PRT INT 14D-1	5/ 6/91	0 0.0	74060099 0.0	UPDATE
REGAL BELOIT CORP CONFED INVMT COUNSELLING	COM 13D	4/25/91	717 7.1	75875010 6.0	UPDATE
SCITEX LTD IDB BANKHOLDING CORP LTD ET AL	COM 13D	5/ 3/91	18,002 49.0	80909010 52.3	UPDATE
SPELLING ENTMT INC SPELLING AARON	CL A 13D	5/ 6/91	0 0.0	84780810 31.6	UPDATE
TONKA CORP HASBRO INC	COM 14D-1	5/ 7/91	13,007 89.0	89027810 0.0	UPDATE
VENTURA ENTMT GROUP LTD NETWORTH PARTNERS L P	COM 13D	4/26/91	0 0.0	92321810 N/A	UPDATE
WHEELABRATOR TECH INC WASTE MANAGEMENT ET AL	COM PAR \$0.01 13D	4/29/91	45,801 55.7	96290130 54.7	UPDATE

RECENT 8K FILINGS

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

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.

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	8		
ADVANCE ROSS CORP	DE	X		X	X					04/25/91	
AEI REAL ESTATE FUND 86-A LTD PARTNERSHI	DE	X								04/22/91	
ALPINE INTERNATIONAL CORP	CA				X					05/01/91	
ALTER SALES CO INC	FL					X				04/10/91	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
AMERICAN HEALTH PRODUCTS INC	WA								X	11/04/90	AMEND
ARITECH CORP	DE	X							X	04/19/91	
ARKLA INC	DE			X	X					05/03/91	
ASTRONICS CORP	NY			X						04/19/91	
AUTO DEPOT INC	DE			X	X					02/15/91	
BAROID CORPORATION /DE	DE			X	X					04/24/91	
BENEDICT NUCLEAR PHARMACEUTICALS INC	CO			X						04/23/91	
BIOCONTROL TECHNOLOGY INC	PA			X	X					04/30/91	
BLOCKBUSTER ENTERTAINMENT CORP	DE					X				04/19/91	AMEND
CAPITOL HOME EQUITY LOAN TRUST 1990-1	MD					X				04/30/91	
CAROM CAPITAL CORP	FL			X						04/30/91	
COMDISCO INC	DE			X	X					04/23/91	
COMPUSONICS VIDEO CORP	CO			X						04/26/91	
CORONA CORP				X	X					04/29/91	
DANA CORP	VA			X						04/30/91	
DAVID ENTERPRISES INC	DE			X	X					04/24/91	
DRUG SCREENING SYSTEMS INC	PA			X						04/23/91	
DYNA GROUP INTERNATIONAL INC	NV			X	X					04/23/91	
EAGLE ENTERTAINMENT INC	CO			X						04/25/91	
ELLISON RAY MORTGAGE ACCEPTANCE CORP	TX	X								04/25/91	
F&M NATIONAL CORP	VA			X	X					04/30/91	
FIRST PEOPLES FINANCIAL CORP	NJ	X			X					04/26/91	
GC INTERNATIONAL INC /CA	CA			X						04/23/91	
GENERAL DEVELOPMENT CORP	DE			X	X					04/30/91	
GLENDAL FE BANK FED SAVINGS BANK MORT				X	X					04/25/91	
GLENDAL FE BANK FED SAVINGS BANK MORT				X	X					04/25/91	
GLENDAL FE BANK FED SAVINGS BANK MORT				X	X					04/25/91	
GLENDAL FE BANK FED SAVINGS BANK MORT				X	X					04/25/91	
GLENDAL FE BANK FED SAVINGS BANK MORT				X	X					04/25/91	
GLENDAL FE BANK FED SAVINGS BANK MORT				X	X					04/25/91	
GLENDAL FE BANK FED SAVINGS BANK MORT				X	X					04/25/91	
GROUP 1 SOFTWARE INC	DE			X						04/10/91	
HARCOR ENERGY INC	DE			X						04/10/91	
HBO & CO	DE			X						04/22/91	
HEALTH & REHABILITATION PROPERTIES TRUST	MD					X				03/01/91	AMEND
IGENE BIOTECHNOLOGY INC	MD		X		X					05/06/91	
IMPERIAL FEDERAL SAVINGS ASSO MOR PAS TH	CA					X				03/25/91	
KING WORLD PRODUCTIONS INC	DE	NO ITEMS								05/01/91	
MEDICAL DEPOT INC	DE			X	X					04/25/91	
MEDICAL DEPOT INC	DE			X	X					04/29/91	
MELLON BANK CORP	PA			X	X					05/01/91	
MERRILL LYNCH & CO INC	DE			X	X					05/08/91	
NATIONAL PROPERTY INVESTORS 7	CA			X	X					04/30/91	
NCR CORP	MD			X	X					05/06/91	
NHT NELSON HOLDINGS INTERNATIONAL LTD				X	X					05/07/91	
ORIGINAL SIXTEEN TO ONE NINE INC /CA/	CA	NO ITEMS								06/01/91	
PAN AM CORP/DE	DE			X	X					05/06/91	
PARKER & PARSLEY PETROLEUM CO	DE			X	X					02/19/91	AMEND
PAYLINE SYSTEMS INC	OR			X						04/30/91	
PENN CENTRAL CORP	PA			X	X					05/07/91	
PPG INDUSTRIES INC	PA					X				05/01/91	
PRUDENTIAL HOME MORTGAGE SECURITIES COMP	DE			X	X					04/25/91	
REPUBLIC AUTOMOTIVE PARTS INC	DE					X				03/08/91	AMEND