

# sec news digest

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February 10, 1992

U.S. SECURITIES  
EXCHANGE COMMISSION

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## ADMINISTRATIVE PROCEEDINGS

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### ADMINISTRATIVE PROCEEDINGS AGAINST PETER ADLER

The Commission instituted administrative proceedings and imposed sanctions against Peter S. Adler (Adler). Adler consented to the findings and sanctions without admitting or denying the findings except that he admitted to the injunction entered against him in a corresponding civil action [SEC v. Peter S. Adler, 91 Civ. 5504, SDNY, October 30, 1991].

The complaint in the civil action alleges that since December 1983 Adler, using a variety of names, social security numbers and tax identification numbers, utilized a number of brokerage accounts at a number of broker-dealers to conduct a free-riding scheme in violation of the antifraud and credit extension provisions of the federal securities laws.

The Commission barred Adler from association with any broker, dealer, investment company, investment adviser or municipal securities dealer. (34-30332)

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## CIVIL PROCEEDINGS

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### TEMPORARY RESTRAINING ORDER ISSUED AGAINST GREAT SOUTHWEST ENERGY, INC.

The Commission announced that on December 19, 1991, a complaint was filed in the U.S. District Court for the Northern District of Texas, Dallas Division, seeking injunctive relief, disgorgement and civil penalties against Walter H. Cushman, III, Rodney Holloman, Grant T. Ottesen, Michael Phillips, Glen E. Chambers, Richard J. Overstreet, and various entities subject to their direction and control. These entities include Great Southwest Energy, Inc., Hartford Oil & Gas, Inc., Hartford Exploration, Inc., Hartford Energy, Inc. and Hartford Petroleum, Inc.

The complaint alleges that since as early as December 1989 the corporate defendants, under the direction and control of Cushman and Holloman and through the sales supervision of Ottesen, Phillips, Overstreet and Chambers, have engaged in a nationwide "cold call" solicitation campaign from "boiler room" sales offices located in three Texas cities. More than \$6 million was raised from the sale of unregistered oil and gas interests to over 350 investors residing in 33 states. According to the complaint, the defendants are using fraudulent sales practices in which investors are misled as to, among other things, the risks and expected return associated with oil and gas investment, the use of the funds they contribute and the securities violation

background of the defendants. The complaint also alleges that Ottesen and Phillips additionally have sold these securities to members of the public without registering with the Commission as broker-dealers.

On December 19, 1991, the Honorable A. Joe Fish issued an order that temporarily restrains the defendants from further violations of the federal securities laws, freezes their assets, appoints a temporary receiver and orders a hearing to commence on January 3, 1992. [SEC v. Great Southwest Energy, Inc. et al., USDC/ND TX, Dallas Division, Civil Action No. 3-91CV 2766-G] (LR-13158)

#### OREGON INVESTMENT ADVISER CONSENTS TO INJUNCTION

The Commission announced that on January 31 Thomas D. Kienlen Corporation (TDK), a registered investment adviser, and Thomas D. Kienlen of Eugene, Oregon were enjoined by consent from violations of registration and antifraud provisions of the federal securities laws. It was alleged that defendants offered shares of Christos Trust, an investment company which they formed, to clients of TDK, before filing a registration statement for Christos. The complaint alleged that the defendants induced several hundred TDK clients to invest about \$7.5 million in Christos by misrepresentations of material facts concerning fund safety, fund operating cost and the performance of a hypothetical portfolio operated by Kienlen before the Christos registration statement became effective. [SEC v. Thomas D. Kienlen Corporation and Thomas D. Kienlen, Civil Action No. C-90-6390-JO, D. OR] (LR-13159)

#### COMPLAINT NAMES OXFORD CAPITAL SECURITIES

The Commission announced the filing of a complaint on February 6 against Oxford Capital Securities, Inc., (Oxford Capital), Oxford Consolidated Corporation (Oxford Consolidated), James A. Sehn (Sehn), Samuel O. Forson (Forson), Leonard C. Donner (Donner) and Guillermo P. Tolosa a\k\ a Willie Tolosa (Tolosa). The complaint seeks a temporary restraining order, a preliminary and permanent injunction, an order freezing assets; an order for an accounting; an order preventing the alteration or destruction of documents; an order for expedited discovery; disgorgement of proceeds from the illegal sales and all other ill gotten gains, plus prejudgment interest and civil penalties. The complaint charges the defendants with violations of Sections 5 and 17(a) of the Securities Act of 1933 (Securities Act), and Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5 thereunder. The complaint also charges Oxford Capital with violations of Section 15(c)(1) of the Exchange Act and Rule 15c1-2 thereunder and Sehn, Forson, Donner and Tolosa for aiding and abetting such violations. The complaint further charges Oxford Capital, aided and abetted by Sehn, with violations of Section 17(a) of the Exchange Act and Rule 17a-5 thereunder. [SEC v. Oxford Capital Securities, Inc., Oxford Consolidated Corporation, James A. Sehn, Samuel O. Forson, Leonard C. Donner and Guillermo P. Tolosa a\k\ a Willie Tolosa, 92 Civ. 0935] (LR-13160)

#### INJUNCTIONS AGAINST GEMINI ENERGY CORPORATION, LUCROS INTERNATIONAL CORPORATION, DONALD WALKER AND GAIL WALKER

On January 28, the Honorable H. Franklin Waters, Jr., U.S. District Judge for the Western District of Arkansas entered Final Judgments and Orders of Permanent Injunction against Gemini Energy Corporation, Lucros International Corporation, Donald

L. Walker and Gail Sue Walker, all of Van Buren, Arkansas. These defendants were permanently enjoined from violating the antifraud provisions of the Securities Act of 1933 and the antifraud and reporting provisions of the Securities Exchange Act of 1934. The defendants were ordered to pay over \$1.3 million in disgorgement plus prejudgment interest, payment of which was waived based upon their inability to pay. Civil penalties were found to be appropriate, but not ordered to be paid. The defendants consented to the entry of the orders without admitting or denying the Commission's allegations.

As relief sought in the First Amended Complaint filed on December 18, 1991, the Commission sought entry of permanent injunctions against each defendant and added Leroy P. Studer, a certified public accountant out of Newport Beach, California, as a party. Previously, the Commission sought and obtained temporary restraining orders against the original four defendants. The case is still pending against defendant Leroy P. Studer, the auditor for Gemini Energy Corporation. [SEC v. Gemini Energy Corporation, et al., USDC, WD/ARK, Fort Smith Division, Civil Action No. 91-2157] (LR-13161)

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### INVESTMENT COMPANY ACT RELEASES

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APOLLO INSTITUTIONAL INVESTMENTS, INC.  
ATLAS INSTITUTIONAL INVESTMENTS, INC.  
HERCULES INSTITUTIONAL INVESTMENTS, INC.  
HERMES INSTITUTIONAL INVESTMENTS, INC.  
MERCURY INSTITUTIONAL INVESTMENTS, INC.  
OLYMPUS INSTITUTIONAL INVESTMENTS, INC.  
ORION INSTITUTIONAL INVESTMENTS, INC.  
PEGASUS INSTITUTIONAL INVESTMENTS, INC.  
TAURUS INSTITUTIONAL INVESTMENTS, INC.  
VESPUCCI INCOME SHARES, INC.  
ZEUS INSTITUTIONAL INVESTMENTS, INC.

Notices have been issued giving interested persons until March 2 to request a hearing on the applications of the above named applicants for an order under Section 8(f) of the Investment Company Act declaring that they have ceased to be investment companies. (Rel. IC-18530 - IC-18340, respectively - February 6)

SIGMA U.S. GOVERNMENT FUND, INC.

A notice has been issued giving interested persons until March 3 to request a hearing on an application filed by Sigma U.S. Government Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-18541 - February 6)

DAIWA MONEY FUND INC.  
PAINWEBBER CLASSIC FLEXIBLE INCOME FUND INC.

Notices have been issued giving interested persons until March 3 to request a hearing on applications filed by DAIWA MONEY FUND INC. and PAINWEBBER CLASSIC FLEXIBLE INCOME

FUND INC. for an order under Section 8(f) of the Investment Company Act declaring that they have ceased to be investment companies. (Rel. IC-18542 and IC-18543, respectively - February 7)

## 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-1A CAMBRIDGE SERIES TRUST, FEDERATED INVESTORS TOWER, PITTSBURGH, PA 15222  
(412) 288-6653 (FILE 33-45315 - JAN. 31) (BR. 22 - NEW ISSUE)
- S-3 MANPOWER INC /WI/, 5301 N IRONWOOD RD, MILWAUKEE, WI 53217 (414) 961-1000 - 275,000  
(\$4,246,000) COMMON STOCK. (FILE 33-45319 - FEB. 03) (BR. 6)
- S-1 SONIC CORP, 120 ROBERT S KERR AVE, OKLAHOMA CITY, OK 73102 (405) 232-4334 - 663,567  
(\$17,584,525.50) COMMON STOCK. (FILE 33-45322 - FEB. 03) (BR. 12)
- S-3 MERRILL LYNCH & CO INC, WORLD FINANCIAL CENTER, NORTH TOWER(250 VESEY ST), NEW YORK,  
NY 10281 (212) 449-1000 - 5,000,000,000 (\$5,000,000,000) STRAIGHT BONDS. (FILE  
33-45327 - FEB. 03) (BR. 12)
- N-1A NEW WORLD INVESTMENT TRUST, 1661 LINCOLN BLVD STE 400, SANTA MONICA, CA 90404  
(800) 874-4287 - INDEFINITE SHARES. (FILE 33-45358 - JAN. 29) (BR. 18 - NEW ISSUE)
- S-4 MCC CORPORATION, 90 STATE HOUSE SQUARE, HARTFORD CONNECTICUT, CT 06103 - 250,000  
(\$15,000) COMMON STOCK. (FILE 33-45383 - JAN. 30) (BR. 5 - NEW ISSUE)
- S-3 DROVERS BANCSHARES CORP, 30 S GEORGE ST, YORK, PA 17401 (717) 843-1586 - 50,000  
(\$862,500) COMMON STOCK. (FILE 33-45388 - JAN. 29) (BR. 1)
- S-1 DAY RUNNER INC, 2750 WEST MOORE AVE, FULLERTON, CA 92633 (714) 680-3500 - 400,000  
(\$5,600,000) COMMON STOCK. 1,210,000 (\$16,940,000) COMMON STOCK. UNDERWRITER:  
MONTGOMERY SECURITIES. (FILE 33-45391 - JAN. 30) (BR. 11 - NEW ISSUE)
- S-3 SHELL OIL CO, ONE SHELL PLZ, P O BOX 2463, HOUSTON, TX 77002 (713) 241-4083 -  
1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS. (FILE 33-45397 - JAN. 31) (BR. 11)
- S-3 CENTRAL LOUISIANA ELECTRIC CO INC, 2030 DONAHUE FERRY RD, PINEVILLE, LA 71360  
(318) 484-7400 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-45398 - JAN. 31)  
(BR. 7)
- S-3 THERMO ELECTRON CORP, 81 WYMAN ST, P O BOX 9046, WALTHAM, MA 02254 (617) 622-1000 -  
800,000 (\$35,600,000) COMMON STOCK. (FILE 33-45401 - JAN. 31) (BR. 7)

REGISTRATIONS CONTINUED

- S-4 GLOUCESTER COUNTY BANKSHARES INC, 1100 OLD BROADWAY, WOODBURY, NJ 08096  
(609) 845-0700 - 800,000 (\$8,376,000) COMMON STOCK. (FILE 33-45402 - JAN. 31) (BR. 1  
- NEW ISSUE)
- S-8 NATIONAL PIZZA CO/KS, 100 N PINE ST, PITTSBURGH, KS 66762 (316) 231-3390 -  
1,125,555 (\$10,270,689.38) COMMON STOCK. (FILE 33-45403 - JAN. 31) (BR. 11)
- S-8 FIRST FIDELITY BANCORPORATION /NJ/, 1009 LENOX DR BLDG 4, P O BOX 6980,  
LAWRENCEVILLE, NJ 08648 (609) 895-6800 - 400,000 (\$12,525,000) COMMON STOCK. (FILE  
33-45404 - JAN. 31) (BR. 2)
- S-3 PRICE T ROWE REA INCOME FD IV AMERICAS SALE COMM FR REA EST, 100 EAST PRATT ST,  
BALTIMORE, MD 21202 (800) 638-5660 - 105,000 (\$4,620,000)  
LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-45405 - JAN. 31) (BR. 5)
- S-2 ADVANCED FINANCIAL INC, 770 NORTH COTNER BLVD STE 400, LINCOLN, NE 68505  
(402) 467-5971 - 600,000 (\$3,000,000) PREFERRED STOCK. 600,000 (\$2,100,000)  
COMMON STOCK. 720,000 (\$10) WARRANTS, OPTIONS OR RIGHTS. 60,000 (\$360,000)  
PREFERRED STOCK. 720,000 (\$6,972,000) COMMON STOCK. (FILE 33-45406 - JAN. 31)  
(BR. 5)
- S-3 COMMERCIAL INTERTECH CORP, 1775 LOGAN AVE, YOUNGSTOWN, OH 44501 (216) 746-8011 -  
62,735 (\$1,121,388.13) COMMON STOCK. (FILE 33-45407 - JAN. 31) (BR. 9)
- S-8 HORMEL GEO A & CO, 501 16TH AVE N E, PO BOX 800, AUSTIN, MN 55912 (507) 437-5209 -  
90,000 (\$1,935,000) COMMON STOCK. (FILE 33-45408 - JAN. 31) (BR. 3)
- S-3 PAGE AMERICA GROUP INC, 125 STATE ST STE 100, HACKENSACK, NJ 07601 (201) 342-6676 -  
213,120 (\$1,491,840) COMMON STOCK. (FILE 33-45409 - JAN. 31) (BR. 7)
- S-8 ANGELICA CORP /NEW/, 10176 CORPORATE SQUARE DR, ST LOUIS, MO 63132 (314) 854-3800 -  
15,000 (\$557,812.50) COMMON STOCK. (FILE 33-45410 - JAN. 31) (BR. 5)
- S-2 SIERRA ON LINE INC, 40033 SIERRA WAY, OAKHURST, CA 93644 (209) 683-4468 - 125,000  
(\$2,468,750) COMMON STOCK. 1,600,000 (\$31,600,000) COMMON STOCK. UNDERWRITER:  
LEHMAN BROTHERS, PIPER JAFFRAY & HOPWOOD INC. (FILE 33-45411 - FEB. 03) (BR. 10)
- S-1 TREASURE ISLAND FINANCE CORP, 3400 LAS VEGAS BOULEVARD SOUTH, LAS VEGAS NEVADA, NV  
89109 - 115,000,000 (\$115,000,000) MORTGAGE BONDS. 115,000,000 (\$115,000,000)  
MORTGAGE BONDS. (FILE 33-45415 - JAN. 30) (BR. 12 - NEW ISSUE)
- S-1 BISYS GROUP INC, 150 CLOVE ROAD, LITTLE FALLS, NJ 07424 (201) 812-8600 - 280,356  
(\$3,924,984) COMMON STOCK. 6,044,644 (\$84,625,016) COMMON STOCK. UNDERWRITER:  
BROWN ALEX & SONS INC, LEHMAN BROTHERS. (FILE 33-45417 - JAN. 30) (BR. 9 - NEW ISSUE)
- S-1 HAT BRANDS INC, 3301 CASTLEWOOD ROAD, RICHMOND VIRGINIA, VA 23234 - 400,000  
(\$5,000,000) COMMON STOCK. 2,130,000 (\$26,625,000) COMMON STOCK. (FILE 33-45419 -  
JAN. 30) (BR. 7 - NEW ISSUE)
- N-2 NUVEEN SELECT TAX FREE INCOME PORTFOLIO, 333 WEST WACKER DR, CHICAGO, IL 60606 -  
11,500,000 (\$172,500,000) COMMON SHARES OF BENEFICIAL INTEREST. UNDERWRITER:  
BROWN ALEX & SONS INC, NUVEEN JOHN & CO INC. (FILE 33-45421 - JAN. 30) (BR. 18  
- NEW ISSUE)
- S-1 POLYMEDICA INDUSTRIES INC, 2 CONSTITUTION WAY, WOBURN, MA 01801 - 2,300,000  
(\$29,900,000) COMMON STOCK. (FILE 33-45425 - JAN. 30) (BR. 8 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-1 NATURAL EARTH TECHNOLOGIES INC, 900 KNOLLWOOD DRIVE, SANTA BARBARA, CA 93108 (805) 565-5279 - 1,225,000 (\$6,125,000) COMMON STOCK. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$550,000) COMMON STOCK. 75,000 (\$75) WARRANTS, OPTIONS OR RIGHTS. 75,000 (\$375,000) COMMON STOCK. (FILE 33-45428 - JAN. 31) (BR. 2 - NEW ISSUE)
- S-8 COLONIAL GROUP INC /MA/, ONE FINANCIAL CENTER, BOSTON, MA 02111 (617) 426-3750 - 200,000 (\$3,900,000) COMMON STOCK. (FILE 33-45429 - JAN. 31) (BR. 12)
- S-3 VONS COMPANIES INC, 618 MICHILLINDA AVE, ARCADIA, CA 91007 (818) 821-7000 - 375,000,000 (\$375,000,000) STRAIGHT BONDS. (FILE 33-45430 - JAN. 31) (BR. 1)
- S-8 HERSHEY FOODS CORP, 100 CRYSTAL A DRIVE, HERSHEY, PA 17033 (717) 534-4000 - 1,193,816 (\$50,367,097.04) COMMON STOCK. (FILE 33-45431 - JAN. 31) (BR. 4)
- S-8 COLLABORATIVE RESEARCH INC, TWO OAK PK, BEDFORD, MA 01730 (617) 275-0004 - 500,000 (\$1,421,875) COMMON STOCK. (FILE 33-45432 - JAN. 31) (BR. 4)
- S-3 PIPER JAFFRAY INC, 222 S NINTH ST, PIPER JAFFRAY TOWER, MINNEAPOLIS, MN 55402 (612) 342-6000 - 2,392,500 (\$70,578,750) COMMON STOCK. (FILE 33-45433 - JAN. 31) (BR. 12)
- S-8 AMSCO INTERNATIONAL INC, ONE MELLON BANK CTR STE 5000, PITTSBURGH, PA 15219 (412) 338-6500 - 75,000 (\$1,781,250) COMMON STOCK. (FILE 33-45434 - JAN. 31) (BR. 8)
- S-2 FIRST REPUBLIC BANCORP INC, 388 MARKET ST, SAN FRANCISCO, CA 94111 (415) 392-1400 - 492,522 (\$7,821,249.36) COMMON STOCK. 1,232,478 (\$19,571,750.64) COMMON STOCK. (FILE 33-45435 - JAN. 31) (BR. 2)
- S-3 SAFEWAY INC, FOURTH & JACKSON STS, OAKLAND, CA 10020 (510) 891-3000 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-45436 - JAN. 31) (BR. 2)
- F-1 GPA GROUP PLC, 9 WEST 57TH ST, NEW YORK, NY 10019 (212) 980-3313 - 58,500,000 (\$58,500,000) FLOATING RATE NOTES. (FILE 33-45438 - JAN. 31) (BR. 5)
- S-3 NORTHEAST UTILITIES, 174 BRUSH HILL AVE, WEST SPRINGFIELD, MA 01090 (413) 785-5871 - 75,000,000 (\$75,000,000) STRAIGHT BONDS. (FILE 33-45439 - JAN. 31) (BR. 7)
- S-3 AIR & WATER TECHNOLOGIES CORP, U S HWY 22 WEST & STATION RD, BRANCHBURG, NJ 08876 (201) 685-4000 - 1,495,000 (\$30,834,375) COMMON STOCK. (FILE 33-45441 - JAN. 31) (BR. 9)
- S-8 MARRIOTT CORP, 10400 FERNWOOD RD, BETHESDA, MD 20058 (301) 380-7550 - 250,000 (\$4,546,875) COMMON STOCK. (FILE 33-45443 - JAN. 31) (BR. 12)
- S-8 MARRIOTT CORP, 10400 FERNWOOD RD, BETHESDA, MD 20058 (301) 380-7550 - 2,750,000 (\$50,015,625) COMMON STOCK. (FILE 33-45444 - JAN. 31) (BR. 12)
- S-1 SCICLONE PHARMACEUTICALS INC, 901 MARINERS ISLAND BLVD, SAN MATEO, CA 94404 (415) 358-3456 - 2,990,000 (\$23,920,000) COMMON STOCK. 350,938 (\$2,807,504) COMMON STOCK. 3,433,331 (\$36,653,042.40) COMMON STOCK. 260,000 (\$2,808,000) COMMON STOCK. 3,693,331 (\$705,126.20) WARRANTS, OPTIONS OR RIGHTS. UNDERWRITER: JOSEPH THAL LYON & ROSS INC. (FILE 33-45446 - JAN. 31) (BR. 4 - NEW ISSUE)
- S-1 ARB GROUP INC, 4042 PATTON WAY, BAKERSFIELD, CA 93308 (805) 589-5070 - 500,000 (\$6,250,000) COMMON STOCK. 2,375,000 (\$29,687,500) COMMON STOCK. (FILE 33-45447 - JAN. 31) (BR. 10 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-1 CELLCOR INC, 200 WELLS AVE, NEWTON, MA 02159 (617) 332-2500 - 2,300,000 (\$29,900,000) COMMON STOCK. 1,055,000 (\$13,715,000) COMMON STOCK. UNDERWRITER: FURMAN SELZ INC. (FILE 33-45448 - JAN. 31) (BR. 4 - NEW ISSUE)
- S-3 SOUTHERN CALIFORNIA EDISON CO, 2244 WALNUT GROVE AVE, P O BOX 800, ROSEMEAD, CA 91770 (818) 302-1212 - 200,000,000 (\$200,000,000) PREFERRED STOCK. (FILE 33-45464 - FEB. 03) (BR. 8)
- S-8 PAGING NETWORK INC, 4965 PRESTON PARK BLVD STE 500, PLANO, TX 75093 (214) 985-4100 - 2,041,973 (\$49,262,598.63) COMMON STOCK. (FILE 33-45465 - JAN. 31) (BR. 7)
- S-6 FIRST TRUST SPECIAL SIT TR SER 25 GRE LAK BL CH TR SER 1, 1001 WARRENVILLE RD, LISLE, IL 60532 - INDEFINITE SHARES. DEPOSITOR: NIKE SECURITIES LP. (FILE 33-45466 - JAN. 31) (BR. 18 - NEW ISSUE)
- S-8 COOKER RESTAURANT CORP /OH/, 1530 BETHEL ROAD, COLUMBUS, OH 43220 (614) 457-8500 - 305,000 (\$9,760,000) COMMON STOCK. (FILE 33-45467 - JAN. 31) (BR. 12)

**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
AIRGAS INC SMITH THOMAS W ET AL	COM 13D	2/ 1/92	429 7.0	00936310 6.0	UPDATE
ALLIANT TECHSYSTEM HLDGS INC FIDELITY INTL LTD	COM 13D	1/31/92	517 5.4	01880410 6.6	UPDATE
ALLIANT TECHSYSTEM HLDGS INC FMR CORP	COM 13D	1/31/92	517 5.4	01880410 6.6	UPDATE
AMERICAN PRESIDENT COS LTD HELLMAN & FRIEDMAN CAP ET AL	COM 13D	12/31/91	2,014 13.7	02910310 13.7	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ANDOVER TOGS INC GENERAL SPORTWEAR CO ET AL	COM 13D	1/23/92	182 5.5	03438510 0.0	NEW
AUGAT INC STATE OF WISCONSIN INVEST BD	COM 13D	12/17/91	1,720 9.4	05104210 8.4	UPDATE
BARRISTER INFORMATION SYS CP SEMELHACK HENRY P	COM NEW 13D	12/30/91	35 1.5	06865920 0.0	NEW
BOW VALLEY INDS LTD CAISSE DE DEPOT DU QUEBEC	COM 13D	1/17/92	4,767 9.3	10216910 10.0	UPDATE
CMS ENERGY CORP FMR CORP	COM 13D	2/ 2/92	6,710 8.4	12589610 9.6	UPDATE
CENTURY TEL ENTERPRISES INC GAMCO INVESTORS INC ET AL	COM 13D	2/ 3/92	3,981 12.7	15668610 13.7	UPDATE
CHANCELLOR CORP MORISON STEPHEN G ET AL	COM 13D	12/20/91	319 8.4	15882810 54.2	UPDATE
CLINICORP INC JACARANDA PARTNERS	COM 13D	1/22/92	136 6.5	18726810 0.0	NEW
COMNET CORP MEDCO CONTAINMENT SVCS	COM 13D	1/29/92	543 18.2	20417110 16.7	UPDATE
COMPUTER PRODS INC UL AMERICA INC ET AL	COM 13D	5/31/91	0 0.0	20530010 13.1	UPDATE
COMPUTER PRODS INC UNITECH INTL LTD	COM 13D	5/31/91	2,703 13.6	20530010 0.0	NEW
CROP GENETICS INTL CORP ELF TECHNOLOGIES INC	COM 13D	1/15/92	274 5.3	22729510 0.0	NEW
DATAPOINT CORP THOMAS BLAKE D ET AL	PFD 13D	2/ 4/92	146 7.6	23810030 7.1	UPDATE
DURIRON INC STATE OF WISCONSIN INVEST BD	COM 13D	12/18/91	660 5.3	26684910 0.0	NEW
EMERSON RADIO CORP LANE STEPHEN L	COM 13D	1/31/92	2,273 6.0	29108710 6.0	UPDATE
ESCAGENETICS CORP BIO RAD LABS INC	COM 13D	1/29/92	1,268 32.7	29605310 36.3	UPDATE
FB & T CORPORATION DAUPHIN DEPOSIT CORP	COM 13D	1/27/92	1 0.1	30239710 0.0	NEW

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
FALCON PRODS INC	COM		257	30607510	
FIDELITY INTL LTD	13D	1/29/92	5.6	0.0	NEW
FALCON PRODS INC	COM		257	30607510	
FMR CORP	13D	1/29/92	5.6	0.0	NEW
FIRST COMM BANCSHARES INC	COM		1,566	31977710	
STUART JAMES ET AL	13D	1/24/92	56.9	61.6	UPDATE
GENERAL MICROWAVE CORP	COM		208	37030710	
FALKENSTEIN JOSEPH	13D	1/30/92	15.1	13.0	UPDATE
GREAT AMERN MGMT & INVT INC	COM PAR \$0.01		2,000	38989320	
HELLMAN & FRIEDMAN CAP ET AL	13D	12/31/91	18.1	18.1	UPDATE
HANNA M A CO	COM		1,356	41052210	
STATE OF WISCONSIN INVEST BD	13D	12/13/91	5.9	5.0	UPDATE
HEALTHSOURCE INC	COM		564	42299510	
FMR CORP	13D	1/31/92	7.1	8.4	UPDATE
HEALTHSOURCE INC	COM		564	42299510	
FMR CORP	13D	1/31/92	7.1	8.4	RVSION
HELIX TECHNOLOGY CORP	COM		165	42331910	
STATE OF WISCONSIN INVEST BD	13D	12/26/91	7.0	8.2	UPDATE
HORN & HARDART CO	COM		16,294	44050610	
QUASHA ALAN GRANT ET AL	13D	1/31/92	57.1	10.7	UPDATE
JUSTIN INDS INC	COM		832	48217110	
FORTSON BEN J ET AL	13D	2/ 4/92	9.5	8.6	UPDATE
KASLER CORP	COM		669	48579510	
FIDELITY INTL LTD	13D	1/31/92	6.7	9.5	UPDATE
KASLER CORP	COM		669	48579510	
FIDELITY INTL LTD	13D	1/31/92	6.7	9.5	UPDATE
KASLER CORP	COM		669	48579510	
FMR CORP	13D	1/31/92	6.7	9.5	UPDATE
KASLER CORP	COM		669	48579510	
FMR CORP	13D	1/31/92	6.7	9.5	RVSION
LANCER ORTHODONTICS INC	COM		2,500	51462410	
MALIBU COLONY PARTNERS I	13D	12/ 8/91	27.2	0.0	NEW
LIFETIME CORP	COM NEW		875	53191120	
REEVES ANTHONY H	13D	12/12/91	9.7	7.8	UPDATE

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
LIFETIME CORP SINCLAIR MICHAEL J	COM NEW 13D	12/12/91	1,801 19.9	53191120 21.8	UPDATE
MGI PHARMA INC FIDELITY INTL LTD	COM 13D	2/ 2/92	849 7.7	55288010 9.3	UPDATE
MGI PHARMA INC FMR CORP	COM 13D	2/ 2/92	849 7.7	55288010 9.3	UPDATE
OAKWOOD HOMES CORP FIDELITY INTL LTD	COM 13D	1/31/92	756 8.8	67409810 9.6	UPDATE
OAKWOOD HOMES CORP FMR CORP	COM 13D	1/31/92	756 8.8	67409810 9.6	UPDATE
OXFORD ENERGY CO,THE COLMAN ROBERT D ET AL	COM 13D	12/31/91	5,520 56.4	69143510 57.7	UPDATE
PHOENIX RESOURCE COS INC GOLDMAN SACHS & CO	COM 13D	1/31/92	14,294 34.4	71891310 34.6	UPDATE
QUAKER ST CORP GAMCO INVESTORS INC ET AL	COM 13D	2/ 3/92	1,324 4.9	74741010 6.0	UPDATE
STATE O MAINE INC SANDERS HARVEY ET AL	COM 13D	1/23/92	899 18.4	85730410 34.4	UPDATE
STEPHAN CO FEROLA FRANK F	COM 13D	1/ 2/92	271 22.2	85860310 19.2	UPDATE
STIFEL FINL CORP FIDELITY INTL LTD	COM 13D	1/28/92	173 5.1	86063010 0.0	NEW
STIFEL FINL CORP FMR CORP	COM 13D	1/28/92	173 5.1	86063010 0.0	NEW
SYSTEM SOFTWARE ASSOC INC STATE OF WISCONSIN INVEST	COM BD 13D	12/27/91	1,180 6.8	87183910 7.7	UPDATE
TECH OPS SEVCON INC REICH JOSEPH H ET AL	COM 13D	2/ 3/92	0 0.0	87829310 9.6	UPDATE
URS CORP NEW BLUM RICHARD C & ASSOC	COM 13D	1/29/92	2,531 36.7	90323610 48.3	UPDATE
WLR FOODS INC LONGACRE HENRY W	COM 13D	1/ 9/92	0 0.0	92928610 11.9	UPDATE
WESTERN CO NORTH AMER STATE OF WISCONSIN INVEST	COM PAR 0.10 BD 13D	12/13/91	-1,315 7.4	95804340 6.3	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/%OWNED	CUSIP/ PRIOR%	FILING STATUS
ZENITH LABS INC	COM NEW		382	98936520	
FIDELITY INTL LTD	13D	1/28/92	6.8	6.0	UPDATE
ZENITH LABS INC	COM NEW		382	98936520	
FMR CORP	13D	1/28/92	6.8	6.0	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		
ADLEX CORP	DE		X			X				01/15/92	
AMERICAN BARRICK RESOURCES CORP						X				01/29/92	
AMERICAN HOUSING TRUST VII	NY					X				01/27/92	
ASHLAND COAL INC	DE					X	X			01/31/92	
BIOTECHNICA INTERNATIONAL INC	DE							X		01/23/92	
BOSTON FINANCIAL TAX CREDIT FUND PLUS	MA		X							12/30/91	
C COR ELECTRONICS INC	PA				X		X			01/31/92	
CABLE TV FUND 11-E LTD	CO		X				X			01/31/92	
CABLE TV FUND 11-F LTD	CO		X				X			01/31/92	
CARLYLE REAL ESTATE LTD PARTNERSHIP XVII	IL		X				X			01/21/92	
CARLYLE REAL ESTATE LTD PARTNERSHIP XVII	IL					X	X			01/21/92	
CNB BANCSHARES INC	IN					X	X			01/30/92	
CPI CORP	DE					X				02/03/92	
DAVIN COMPUTER CORP /DE/	DE				X		X			02/03/92	
ENVIRX LTD / DE	DE					X	X			01/20/92	
EUROAMERICAN GROUP INC	DE					X				01/30/92	
FAIRFIELD ACCEPTANCE CORP	DE				X	X				01/15/92	
FAIRFIELD COMMUNITIES INC	DE				X	X				01/15/92	
FEDERAL INSURED MORTGAGE INVESTORS LP	DE		X				X			01/21/92	

8K REPORTS CONT.

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
FEDERAL INSURED MORTGAGE INVESTORS LP II	DE		X						X	01/21/92	
FIRST FIDELITY BANCORPORATION /NJ/	NJ					X				02/03/92	
FLEMING COMPANIES INC /OK/	OK					X				02/06/92	
HEALTHTRUST INC THE HOSPITAL CO	DE				X	X				12/19/91	
HIA INC	NY				X					02/05/92	
IFR SYSTEMS INC	DE				X	X				02/04/92	
IMMUNEX CORP /DE/	DE				X					01/29/92	
INTERAND CORP	DE				X	X	X			01/15/92	
LANDMARK BANCORP	CA	NO ITEMS								12/06/92	
MAGIC CIRCLE ENERGY CORP	OK				X	X				01/20/92	
MAINE PUBLIC SERVICE CO	ME				X					02/01/92	
NBT BANCORP INC	DE				X					01/22/92	
NL INDUSTRIES INC	NJ				X	X				02/03/92	
OMEGA HEALTH SYSTEMS INC	DE		X					X		02/04/92	
S L RESOURCES INC	DE	X	X		X	X				01/31/92	
SOUTHERN CO	DE				X					02/06/92	
STONE CONTAINER CORP	DE				X					02/05/92	
TELEMATICS INTERNATIONAL INC /FL/	DE				X	X				02/04/92	
TEXAS EASTERN TRANSMISSION CORP	DE				X					02/04/92	
TEXAS UTILITIES ELECTRIC CO	TX							X		02/04/92	
TGX CORP	DE			X				X		01/21/92	
UNITED FASHIONS INC	DE		X					X		01/29/92	
VITAL SIGNS INC	NJ				X	X				01/29/92	