

# sec news digest

Issue 92-219

November 12, 1992

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## CIVIL PROCEEDINGS

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On November 10, 1992, the Commission filed a complaint in the U.S. District Court for the Southern District of New York against The Cooper Companies, Inc. (Cooper), Gary Alan Singer (Gary Singer) and Steven Gregg Singer (Steven Singer) seeking injunctive relief, disgorgement, civil penalties and officer and director bars. In addition, the complaint seeks disgorgement from Singer family members and entities as relief defendants. The complaint alleges that Cooper, Gary Singer and Steven Singer violated or aided and abetted violations of Sections 10(b), 13(a), 13(b)(2)(A) and 14(a) of the Securities Exchange Act of 1934 (Exchange Act), Rules 10b-5, 12b-20, 13a-1, 13b2-1, 14a-3 and 14a-9 thereunder; Section 204 of the Investment Advisers Act of 1940, Rule 204-1 thereunder; and Section 17(e)(1) of the Investment Company Act of 1940. The complaint further alleges that Cooper violated Section 13(b)(2)(B) of the Exchange Act and that Gary Singer violated Rule 13b2-2 under the Exchange Act.

The complaint alleges that defendants engaged in three distinct frauds. The first involves a fraudulent scheme in connection with the market for high yield bonds (HYBs) among Cooper, Gary Singer, Steven Singer, G. Albert Griggs, Jr. (Griggs), a former analyst/assistant portfolio manager with an investment adviser registered with the Commission, and John D. Collins II (Collins), a friend of Griggs. The second fraudulent scheme charged in the complaint involves Gary Singer's and Cooper's manipulation of the trading price of Cooper's 10-5/8% Convertible Subordinated Reset Debentures due 2005 to avoid a June 15, 1991 interest rate reset. The complaint alleges that Gary Singer perpetrated a third fraud when, on at least four occasions, he caused HYBs to be traded between Cooper's account and accounts controlled by his wife and aunt, while concealing these transactions from Cooper. [SEC v. The Cooper Companies, Inc. et al., USDC/SDNY, Civil Action No. 92-8166, JFK] (LR-13432)

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## HOLDING COMPANY ACT RELEASES

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ENTERGY CORPORATION, ET AL.

A supplemental notice has been issued giving interested persons until December 3, 1992 to request a hearing on a proposal by Entergy Corporation (Entergy), a registered holding company, its wholly owned nonutility subsidiary companies, Entergy Enterprises, Inc. (Enterprises) and Entergy Services, Inc. (ESI); and Entergy's public-utility subsidiary companies, Arkansas Power & Light Company (AP&L), Louisiana

Power & Light Company (LP&L), Mississippi Power & Light Company (MP&L), New Orleans Public Service Inc. (NOPSI) and Entergy Power, Inc. (EPI). The Commission issued a prior notice of this application-declaration on June 5, 1992 (HCAR. No. 25551; International Series Release No. 396) and on August 14, 1992 (HCAR. No. 25607; International Series Release No. 436). In conjunction with Entergy's previously noticed indirect acquisition of up to and including a 6.0% voting interest in an Argentine electric generating company (Costanera), AP&L, LP&L, MP&L, NOPSI, and ESI now, by amendment to this application-declaration, propose to provide certain services to Enterprises and/or EPI at cost plus five percent pursuant to an exception from the "at-cost" standard of Section 13(b) of the Public Utility Holding Company Act of 1935. (Rel. 35-25671; International Series Rel. 486)

ENTERGY CORPORATION, ET AL.

A supplemental notice has been issued giving interested persons until December 3, 1992 to request a hearing on a proposal by Entergy Corporation (Entergy), a registered holding company, its wholly owned nonutility subsidiary companies, Entergy Enterprises, Inc. (Enterprises), and Entergy Services, Inc. (ESI); and Entergy's wholly owned public-utility subsidiary companies, Arkansas Power & Light Company (AP&L), Louisiana Power & Light Company (LP&L), Mississippi Power & Light Company (MP&L), New Orleans Public Service Inc. (NOPSI) and Entergy Power, Inc. (EPI). The Commission issued a prior notice of this application-declaration on July 10, 1992 (HCAR. No. 25579; International Series Release No. 417) and on August 14, 1992 (HCAR. No. 25607; International Series Release No. 436). In conjunction with Entergy's previously noticed indirect acquisition of up to and including a 5.1% voting interest in an Argentine electric distribution company (Edesur), AP&L, LP&L, MP&L, NOPSI, and ESI now, by amendment to this application-declaration, propose to provide services to Enterprises and/or EPI at cost plus five percent pursuant to an exception from the "at-cost" standard of section 13(b) of the Public Utility Holding Company Act of 1935. (Rel. 35-25671; International Series Rel. 486)

THE COLUMBIA GAS SYSTEM, INC., ET AL.

A supplemental order has been issued authorizing a proposal by The Columbia Gas System, Inc. (Columbia), a registered holding company, and TriStar Ventures Corporation (TVC), a wholly owned nonutility subsidiary of Columbia, and TVC's wholly owned subsidiaries: TriStar Binghamton General Corporation, TriStar Binghamton Limited Corporation, TriStar Vineland General Corporation, TriStar Vineland Limited Corporation (collectively, Cogeneration Subsidiaries) and TVC's indirect subsidiary, Vineland Cogeneration Limited Partnership. TVC has been authorized to issue and sell to Columbia through December 31, 1993, up to \$4.3 million of common stock, \$25 par value, for \$290 per share cash and/or installment promissory notes. TVC will use the proceeds, together with cash on hand, to invest through the Cogeneration Subsidiaries up to \$4.3 million in its preliminary development and administrative operations. Jurisdiction remains reserved over the indirect investment of \$4.0 million by Columbia in the Georgetown Project and the financing of the Georgetown Project. (Rel. 35-25672)

TERGY CORPORATION, ET AL.

An order has been issued authorizing Entergy Corporation (Entergy), a registered holding company, to acquire indirectly up to a 6.0% interest in an Argentine electric generating company and to engage in related transactions. Entergy's investment will not exceed \$22.5 million. (Rel. 35-25673; International Series Rel. 487)

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## SELF-REGULATORY ORGANIZATIONS

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### PROPOSED RULE CHANGE

The New York Stock Exchange filed a proposed rule change (SR-NYSE-92-24) to amend the warrants listing standards in para. 703.12 of the NYSE Listed Company Manual. Publication of the proposal is expected in the Federal Register during the week of November 9. (Rel. 34-31421)

### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change (SR-CBOE-92-18) filed by the Chicago Board Options Exchange to extend until April 22, 1994 the current eligibility standards that individual market makers and groups of market makers must meet in order to participate on the CBOE's Retail Automatic Execution System for options on the Standard & Poor's 100 Index. Publication of the proposal is expected in the Federal Register during the week of November 9. (Rel. 34-31423)

### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-PSE-92-30) filed by the Pacific Stock Exchange to implement a new FOCUS Report filing fee has become effective upon filing with the Commission. Publication of the proposal is expected in the Federal Register during the week of November 9. (Rel. 34-31424)

A proposed rule change (SR-PSE-92-31) filed by the Pacific Stock Exchange to reduce its registration fees for Registered Representatives and Registered Options Principals has become effective upon filing with the Commission. Publication of the proposal is expected in the Federal Register during the week of November 9. (Rel. 34-31425)

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## SECURITIES ACT REGISTRATIONS

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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-2 FIRST FRANKLIN FINANCIAL CORP, 213 E TUGALO ST, P O BOX 880, TOCCOA, GA 30577  
(404) 886-7571 - 20,000,000 (\$20,000,000) STRAIGHT BONDS. (FILE 33-49151 - NOV. 05)  
(BR. 13)

- S-8 CIRRUS LOGIC INC, 3100 W WARREN AVE, FREMONT, CA 94538 (510) 628-8300 - 1,078,000 (\$30,248,680) COMMON STOCK. (FILE 33-53990 - NOV. 04) (BR. 9)
- S-3 IDB COMMUNICATIONS GROUP INC, 10525 W WASHINGTON BLVD, CULVER CITY, CA 90232 (213) 870-9000 - 653,467 (\$10,455,472) COMMON STOCK. (FILE 33-54088 - NOV. 02) (BR. 7)
- S-8 INTERNATIONAL VERONEX RESOURCES LTD, 701 475 HOWE ST, VANCOUVER BC CANADA V6C 2B3, A1 (604) 669-5650 - 184,970 (\$393,061.25) COMMON STOCK. (FILE 33-54102 - NOV. 03) (BR. 4)
- S-4 EXCHANGE NATIONAL BANCSHARES INC, 132 E HIGH ST, JEFFERSON CITY, MI 65101 (314) 761-6100 - 726,000 (\$31,130,880) COMMON STOCK. (FILE 33-54166 - NOV. 04) (BR. 2 - NEW ISSUE)
- S-8 KANSAS CITY SOUTHERN INDUSTRIES INC, 114 W 11TH ST, KANSAS CITY, MO 64105 (816) 556-0303 - 230,000 (\$8,626,380) COMMON STOCK. (FILE 33-54168 - NOV. 04) (BR. 5)
- S-8 COMPTTEK RESEARCH INC/NY, 110 BROADWAY, BUFFALO, NY 14203 (716) 842-2700 - 648,000 (\$12,393,000) COMMON STOCK. (FILE 33-54170 - NOV. 04) (BR. 10)
- S-8 LAIDLAW INC, 3221 N SERVICE RD, BURLINGTON ONTARIO L7R 3Y8, A6 00000 (416) 336-1800 - 5,000,000 (\$44,375,000) COMMON STOCK. (FILE 33-54172 - NOV. 04) (BR. 8)
- S-8 ENHANCE FINANCIAL SERVICES GROUP INC, 360 MADISON AVE, NEW YORK, NY 10017 (212) 983-3100 - 1,700,000 (\$29,543,000) COMMON STOCK. (FILE 33-54174 - NOV. 04) (BR. 10)
- S-8 CROSS A T CO, ONE ALBION RD, LINCOLN, RI 02865 (401) 333-1200 - 250,000 (\$4,968,750) COMMON STOCK. (FILE 33-54176 - NOV. 04) (BR. 2)
- S-8 ENVIROMINT HOLDINGS INC, 16200 DALLAS PKWY STE 230, DALLAS, TX 75248 (214) 931-7694 - 500,000 (\$1,750,000) COMMON STOCK. (FILE 33-54178 - NOV. 04) (BR. 4)
- S-8 TOPS APPLIANCE CITY INC, 45 BRUNSWICK AVE, EDISON, NJ 08818 (908) 248-2850 - 51,650 (\$983,932) COMMON STOCK. (FILE 33-54180 - NOV. 04) (BR. 2)
- S-3 TENNECO INC /DE/, TENNECO BLDG, HOUSTON, TX 77002 (713) 757-2131 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-54184 - NOV. 05) (BR. 4)
- F-2 HEALTHCARE TECHNOLOGIES LTD, 1 JABOTINSKY ST, RAMAT GAN 52131 ISRAEL, L3 (212) 702-2200 - 600,000 (\$765,000) FOREIGN COMMON STOCK. (FILE 33-54190 - NOV. 05) (BR. 4)
- S-3 NORTH FORK BANCORPORATION INC, 9025 MAIN ROAD, MATTITUCK, NY 11952 (516) 298-5000 - 2,000,000 (\$15,625,000) COMMON STOCK. (FILE 33-54222 - NOV. 04) (BR. 1)
- S-11 CITICORP MORTGAGE INC, 670 MASON RIDGE CTR DR, ST LOUIS, MO 63141 (314) 851-1400 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-54224 - NOV. 04) (BR. 11)
- S-8 TUCKER F A GROUP INC, 75 E WACKER DR STE 1300, CHICAGO, IL 60601 (312) 368-0653 - 400,000 (\$2,119,120) COMMON STOCK. (FILE 33-54226 - NOV. 04) (BR. 10)
- S-3 HOUSTON LIGHTING & POWER CO, 611 WALKER AVE, HOUSTON, TX 77002 (713) 228-9211 - 800,000,000 (\$800,000,000) STRAIGHT BONDS. (FILE 33-54228 - NOV. 04) (BR. 8)

REGISTRATIONS CONTINUED

- S-1 LA MAN CORPORATION, 7450 SO HOMESTEAD DR, HAMILTON, IN 46742 (219) 488-3511 - 1,371,500 (\$14,230,500) COMMON STOCK. 1 (\$100) WARRANTS, OPTIONS OR RIGHTS. 31,000 (\$446,400) COMMON STOCK. (FILE 33-54230 - NOV. 04) (BR. 10)
  
- F-3 BANCO BILBAO VIZCAYA S A, PLAZA DE SAN NICOLAS 4, 48005 BILBAO SPAIN, US (212) 826-1320 - 20,000,000 (\$500,000,000) FOREIGN PREFERRED STOCK. (FILE 33-54232 - NOV. 04) (BR. 1)
  
- F-6 BANCO BILBAO VIZCAYA S A /ADR/, 23 WALL ST, C/O MORGAN GUARANTY TRUST CO OF NEW YORK, NEW YORK, NY 10015 - 40,000,000 (\$2,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-54234 - NOV. 04) (BR. 0)
  
- S-1 GTECH HOLDINGS CORP, 55 TECHNOLOGY WAY, WEST GREENWICH, RI 02817 (401) 392-1000 - 6,900,000 (\$204,843,750) COMMON STOCK. UNDERWRITER: DONALDSON LUFKIN & JENRETTESEC INC, LEHMAN BROTHERS, MORGAN STANLEY & CO INC. (FILE 33-54236 - NOV. 05) (BR. 10)
  
- N-2 BLACKROCK CALIFORNIA INSURED MUNICIPAL 2008 TERM TRUST INC, 800 SCUDDERS MILL RD, PLAINSBORO, NJ 08536 (800) 688-0928 - 1,560 (\$78,000,000) PREFERRED STOCK. UNDERWRITER: KIDDER PEABODY & CO INC, LEHMAN BROTHERS, MERRILL LYNCH & CO, PAINWEBBER INC, PRUDENTIAL SECURITIES INC. (FILE 33-54238 - NOV. 05) (BR. 17)
  
- N-2 BLACKROCK FLORIDA INSURED MUNICIPAL 2008 TERM TRUST, 800 SCUDDERS MILL RD, PLAINSBORO, NJ 08536 (609) 282-4600 - 1,320 (\$66,000,000) PREFERRED STOCK. (FILE 33-54240 - NOV. 05) (BR. 17)
  
- S-8 ACORDIA INC /DE/, 120 MONUMENT CIRCLE, INDIANAPOLIS, IN 46204 (317) 263-4495 - 68,834 (\$998,093) COMMON STOCK. (FILE 33-54242 - NOV. 05) (BR. 10)
  
- S-8 ACORDIA INC /DE/, 120 MONUMENT CIRCLE, INDIANAPOLIS, IN 46204 (317) 263-4495 - 1,173,941 (\$17,022,144) COMMON STOCK. (FILE 33-54246 - NOV. 05) (BR. 10)
  
- S-8 ACORDIA INC /DE/, 120 MONUMENT CIRCLE, INDIANAPOLIS, IN 46204 (317) 263-4495 - 83,639 (\$1,212,765.50) COMMON STOCK. (FILE 33-54248 - NOV. 05) (BR. 10)
  
- S-8 ACORDIA INC /DE/, 120 MONUMENT CIRCLE, INDIANAPOLIS, IN 46204 (317) 263-4495 - 72,419 (\$1,050,075.50) COMMON STOCK. (FILE 33-54250 - NOV. 05) (BR. 10)
  
- S-8 ACORDIA INC /DE/, 120 MONUMENT CIRCLE, INDIANAPOLIS, IN 46204 (317) 263-4495 - 11,668 (\$168,186) COMMON STOCK. (FILE 33-54252 - NOV. 05) (BR. 10)
  
- S-18 JUPITER ACQUISITIONS INC, 370 LEXINGTON AVE 19TH FL, NEW YORK, NY 10017 (212) 687-4230 - 16,000 (\$100,000) COMMON STOCK. 1,600 (\$80) WARRANTS, OPTIONS OR RIGHTS. 1,600 (\$11,000) COMMON STOCK. (FILE 33-53934-NY - OCT. 29) (BR. 14 - NEW ISSUE)
  
- S-1 RESOURCE MORTGAGE GROUP INC, 3600 FOREST DRIVE, COLUMBIA, SC 29204 (803) 790-4500 - 5,750,000 (\$63,250,000) COMMON STOCK. UNDERWRITER: MONTGOMERY SECURITIES. (FILE 33-53980 - NOV. 02) (BR. 11 - NEW ISSUE)
  
- S-2 WEINGARTEN REALTY INVESTORS /TX/, 2600 CITADEL PLZ DR, HOUSTON, TX 77008 (713) 866-6000 - 400,000 (\$15,200,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-53982 - NOV. 02) (BR. 6)
  
- N-2 TECHNOLOGY FUNDING MEDICAL PARTNERS I L P, 2000 ALAMEDA DE LAS PULGAS STE 250, SAN MATEO, CA 94403 (415) 345-2200 - 300,000 (\$30,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-54002 - OCT. 30) (BR. 16 - NEW ISSUE)

## REGISTRATIONS CONTINUED

- S-8 LAYNE INC, 1900 SHAWNEE MISSION PKWY, MISSION WOODS, KS 66205 (913) 362-0510 - 575,000 (\$4,383,375) COMMON STOCK. (FILE 33-54066 - NOV. 02) (BR. 9)
- S-8 ANDOVER TOGS INC, ONE PENN PLZ, NEW YORK, NY 10119 (212) 244-0700 - 353,125 (\$1,037,305) COMMON STOCK. (FILE 33-54068 - NOV. 02) (BR. 8)
- S-8 WACHOVIA CORP/ NC, 301 N. MAIN STREET, WINSTON SALEM, NC 27150 (404) 332-5000 - 3,000,000 (\$191,625,000) COMMON STOCK. (FILE 33-54094 - NOV. 03) (BR. 2)
- S-8 LAYNE INC, 1900 SHAWNEE MISSION PKWY, MISSION WOODS, KS 66205 (913) 362-0510 - 100,000 (\$762,500) COMMON STOCK. (FILE 33-54096 - NOV. 03) (BR. 9)
- S-8 RAMSAY HMO INC, 2850 DOUGLAS ROAD, CORAL GABLES, FL 33134 (305) 447-3200 - 375,000 (\$11,343,750) COMMON STOCK. (FILE 33-54098 - NOV. 03) (BR. 6)
- S-8 BANC ONE CORP/OH/, 100 E BROAD ST, COLUMBUS, OH 43271 (614) 248-5944 - 1,186,388 (\$58,281,310) COMMON STOCK. (FILE 33-54100 - NOV. 03) (BR. 2)
- S-3 OLD REPUBLIC INTERNATIONAL CORP, 307 N MICHIGAN AVE, CHICAGO, IL 60601 (312) 346-8100 - 5,373,380 (\$138,700,371.25) COMMON STOCK. (FILE 33-54104 - NOV. 03) (BR. 9)
- F-6 LASMO PLC /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 50,000,000 (\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-54106 - NOV. 03) (BR. 0)
- S-8 BLESSINGS CORP, ONE CROSSROADS DR, BEDMINSTER, NJ 07921 (908) 719-2300 - 100,000 (\$1,800,000) COMMON STOCK. (FILE 33-54108 - NOV. 03) (BR. 5)
- S-3 OMNICOM GROUP INC, 437 MADISON AVE, NEW YORK, NY 10022 (212) 415-3600 - 108,708 (\$4,022,196) COMMON STOCK. (FILE 33-54110 - NOV. 03) (BR. 5)
- N-1A WELLSFUNDS INC, 111 CENTER ST, LITTLE ROCK, AR 72201 (800) 643-9691 - INDEFINITE SHARES. UNDERWRITER: STEPHENS INC. (FILE 33-54126 - NOV. 02) (BR. 16 - NEW ISSUE)
- S-3 FIFTH THIRD BANCORP, 38 FOUNTAIN SQ PLZ, CINCINNATI, OH 45263 (513) 579-5300 - 143,750,000 (\$143,750,000) CONVERTIBLE DEBENTURES AND NOTES. UNDERWRITER: GOLDMAN SACHS & CO, MORGAN JP SECURITIES INC. (FILE 33-54134 - NOV. 03) (BR. 1)
- S-2 FIRST REPUBLIC BANCORP INC, 388 MARKET ST, SECOND FLOOR, SAN FRANCISCO, CA 94111 (415) 392-1400 - 28,750,000 (\$28,750,000) CONVERTIBLE DEBENTURES AND NOTES. UNDERWRITER: MONTGOMERY SECURITIES, PRUDENTIAL SECURITIES INC, VAN KASPER & CO. (FILE 33-54136 - NOV. 03) (BR. 2)
- S-8 LIFE RE CORP, 969 HIGH RIDGE RD, STAMFORD, CT 06905 (203) 321-3000 - 50,960 (\$1,121,120) COMMON STOCK. (FILE 33-54138 - NOV. 03) (BR. 10)
- S-8 BANYAN SYSTEMS INC, 120 FLANDERS ROAD, WESTBORO, MA 01581 (508) 898-1000 - 3,243,137 (\$62,024,995) COMMON STOCK. (FILE 33-54140 - NOV. 03) (BR. 10)
- S-4 INTEGRATED CIRCUIT SYSTEMS INC, 2626 VAN BUREN AVE, NORRISTOWN, PA 19403 (215) 666-1900 - 1,248,980 (\$530,571.60) COMMON STOCK. (FILE 33-54142 - NOV. 03) (BR. 3)
- S-8 ARI NETWORK SERVICES INC /WI, 330 EAST KILBOURN AVE, MILWAUKEE, WI 53202 (414) 278-7676 - 50,000 (\$150,000) COMMON STOCK. (FILE 33-54144 - NOV. 03) (BR. 9)

REGISTRATIONS CONTINUED

- S-1 BE AEROSPACE INC, 1601 EAST CHESTNUT AVE, SANTA ANA, CA 92701 (714) 835-6575 - 3,450,000 (\$43,987,500) COMMON STOCK. UNDERWRITER: PAINWEBBER INC. (FILE 33-54146 - NOV. 03) (BR. 12)
- S-4 FIRST UNION CORP, ONE FIRST UNION CTR, CHARLOTTE, NC 28288 (704) 374-6565 - 8,911,581 (\$145,550,325.25) COMMON STOCK. (FILE 33-54148 - NOV. 03) (BR. 1)
- S-3 EMPLOYEE BENEFIT PLANS INC, 435 FORD RD STE 500, MINNEAPOLIS, MN 55426 (612) 546-4353 - 1,007,404 (\$12,466,624) COMMON STOCK. (FILE 33-54150 - NOV. 03) (BR. 10)
- S-8 TAKECARE INC, 2300 CLAYTON RD STE 1000, CONCORD, CA 94520 (510) 246-1300 - 600,000 (\$26,700,000) COMMON STOCK. (FILE 33-54152 - NOV. 03) (BR. 9)
- S-3 PRISM ENTERTAINMENT CORP, 1888 CENTURY PARK E STE 350, LOS ANGELES, CA 90067 (310) 277-3270 - 618,834 (\$1,930,762) COMMON STOCK. (FILE 33-54156 - NOV. 04) (BR. 11)
- S-8 QUAKER CHEMICAL CORP, ELM AND LEE STS, CONSHOHOCKEN, PA 19428 (215) 832-4000 - 100,000 (\$2,125,000) COMMON STOCK. (FILE 33-54158 - NOV. 04) (BR. 10)
- S-8 CHICAGO & NORTH WESTERN HOLDINGS CORP, ONE NORTH WESTERN CTR, CHICAGO, IL 60606 (312) 559-7000 - 323,542 (\$500,742) COMMON STOCK. (FILE 33-54160 - NOV. 04) (BR. 5)
- S-8 RESOURCE FINANCE GROUP LTD, 410 17TH ST STE 2100, DENVER, CO 80202 (303) 595-8833 - 1,400,000 (\$3,500,000) COMMON STOCK. (FILE 33-54162 - NOV. 02) (BR. 2)
- S-8 VISTA RESOURCES INC, 1201 W PEACHTREE ST NW STE 5000, ATLANTA, GA 30309 (404) 815-2000 - 300,000 (\$4,350,000) COMMON STOCK. (FILE 33-54164 - NOV. 04) (BR. 7)
- S-3 MERRILL LYNCH & CO INC, MERRILL LYNCH WORLD HDQTS - NORTH TWR, WORLD FINANCIAL CENTER, NEW YORK, NY 10281 (212) 449-1000 - 5,000,000,000 (\$5,000,000,000) STRAIGHT BONDS. (FILE 33-54218 - NOV. 04) (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
AMERICAN MAIZE PRODS CO	CL B		157	02733930	
ARCHER DANIELS MIDLAND	13D	10/26/92	9.0	6.7	UPDATE

ACQUISITIONS CONT

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
AMERICAN NATL PETE CO DEL O'BANION ROBERT W	COM NEW 13D	8/15/92	306 4.8	02860220 5.1	UPDATE
AMERICAN SOFTWARE INC STATE OF WISCONSIN INVEST	CL A BD 13D	10/19/92	1,410 6.3	02968310 5.2	UPDATE
ARCTCO INC STATE OF WISCONSIN INVEST	COM BD 13D	10/19/92	785 8.3	03966510 9.2	UPDATE
BANCO LATINOAMERICANA DE EXP STATE OF WISCONSIN INVEST	CL E BD 13D	9/24/92	300 7.5	05959910 0.0	NEW
BELL INDS INC NEWSOUTH CAPITAL MGMT	COM 13D	10/29/92	605 10.3	07810710 0.0	NEW
BOOMTOWN INC STATE OF WISCONSIN INVEST	COM BD 13D	10/27/92	565 9.8	09858810 7.4	NEW
BOOMTOWN INC STATE OF WISCONSIN INVEST	COM BD 13D	10/27/92	565 9.8	09858810 7.4	UPDATE
CLARK EQUIP CO STATE OF WISCONSIN INVEST	COM BD 13D	10/ 6/92	915 5.3	18139610 4.2	UPDATE
CLEVETRUST RLTY INVS WEIL JOHN D	SH BEN INT 13D	10/28/92	153 7.8	18678010 6.4	UPDATE
CONSTELLATION BANCORP KEAN JOHN	COM 13D	11/ 9/92	342 4.2	21036910 0.0	NEW
CONSTELLATION BANCORP KEAN STEWART B	COM 13D	11/ 9/92	359 4.4	21036910 5.3	UPDATE
CYGNUS THERAPEUTIC SYS STATE OF WISCONSIN INVEST	COM BD 13D	10/ 8/92	659 4.9	23256410 0.0	NEW
DALLAS SEMICONDUCTOR CORP PROTHRO CHARLES V ET AL	COM 13D	10/28/92	2,171 8.9	23520410 11.7	UPDATE
DECORA INDS INC JOHNSON ROBERT W IV	COM 13D	11/ 3/92	2,079 9.2	24359310 0.0	NEW
DIAGNOSTEK INC MEDCO CONTAINMENT SVCS	COM 13D	11/ 9/92	1,829 7.8	25290010 7.8	UPDATE
ENVOY CORP STATE OF WISCONSIN INVEST	COM BD 13D	10/ 2/92	668 6.3	29394410 5.0	RVSION
GATES/FA DISTRG INC TURNER INVESTMENT PRTRNS	COM NEW 13D	9/18/92	0 0.0	36740830 0.0	UPDATE
IMAGEAMERICA INC LAWRENCE, TYRRELL, ORTALE & SMITH	COM 13D	10/29/92	1,472 15.7	48499110 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
KANSAS CITY SOUTHERN INDS DERAMUS WILLIAM N IV	PFD STK 13D	10/26/92	11 4.1	48517099 7.9	UPDATE
KEMET CORP ADAMS DONALD A	COM 13D	10/28/92	158 1.0	48836010 0.0	NEW
KENNEDY-WILSON INC CUMBERLAND ASSOCIATES	COM 13D	10/30/92	750 5.1	48939910 0.0	NEW
KYSOR INDL CORP DEL STATE OF WISCONSIN INVEST	COM BD 13D	10/28/92	350 6.8	50156610 9.8	UPDATE
LINPRO SPECIFIED PPTY O'LEARY DENNIS J	SH BEN INT 13D	11/ 2/92	246 13.2	53606310 11.9	UPDATE
MARIFARMS INC DEL GSB HLDGS INC ET AL	COM 13D	10/30/92	954 14.0	56799110 14.3	UPDATE
MARINE DRILLING CO INC CAPRICORN INVESTORS LP	COM 13D	10/29/92	2,517 8.9	56824020 0.0	NEW
MARINE DRILLING CO INC WARBURG PINCUS & CO ET AL	COM 13D	10/29/92	10,757 37.9	56824020 8.8	UPDATE
MCCAW CELLULAR COMMUNICATION CLASS A BRITISH TELECOMMUNICATIONS PLC	13D	11/ 4/92	22,144 12.1	57946810 19.6	UPDATE
MEDICAL GRAPHICS CORP PAULUCCI MICHAEL J	COM 13D	9/25/92	319 13.0	58490710 12.1	UPDATE
N D L PRODS INC FISHER ALVIN	COM 13D	10/12/92	217 8.2	62888310 5.4	UPDATE
NAMIC U S A CORP STATE OF WISCONSIN INVEST	COM BD 13D	9/29/92	524 5.7	62986710 0.0	NEW
NATIONAL SEMICONDUCTOR CORP STATE OF WISCONSIN INVEST	COM BD 13D	10/19/92	6,567 6.2	63764010 7.1	UPDATE
NETWORK EQUIP TECHNOLOGIES STATE OF WISCONSIN INVEST	COM BD 13D	10/22/92	1,474 9.4	64120810 7.3	UPDATE
OCTEL COMMUNICATIONS CORP STATE OF WISCONSIN INVEST	COM BD 13D	10/12/92	1,095 6.2	67572410 0.0	NEW
ORBOTECH LTD ELRON ELECTRONICS INDS LTD	ORD 13D	10/27/92	2,274 18.8	68569910 31.8	UPDATE
PRAB ROBOTS INC STATE OF MICH STATE TREASURER	COM 13D	10/30/92	1,067 41.0	73941310 15.4	UPDATE
REGENT PETROLEUM CORP NELSON DAVID A	COM 13D	10/23/92	2,742 32.7	75890520 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
SEISMED INSTRS INC MINNESOTA SEED CAPITAL ET AL	COM 13D	10/30/92	1,119 17.0	81590610 5.4	UPDATE
TRC COS INC STATE OF WISCONSIN INVEST BD	COM 13D	10/21/92	400 6.9	87262510 5.2	UPDATE
THREE D DEPTS INC ABRAMS DONALD L	CL B 13D	11/ 1/92	140 4.9	88553910 4.9	UPDATE
THREE D DEPTS INC ABRAMS DONALD L	CL A 13D	11/ 1/92	76 5.4	88553920 5.5	UPDATE
TIERCO GROUP INC HANSEATIC CORP	COM 13D	10/30/92	1,500 11.3	88650610 0.0	NEW
VERIFONE INC STATE OF WISCONSIN INVEST BD	COM 13D	10/23/92	1,500 6.5	92342910 5.4	UPDATE
W-W CAPITAL CORP BELLAR JERRY	COM 13D	10/26/92	325 7.1	92936330 0.0	NEW
WESTERN DIGITAL CORP STATE OF WISCONSIN INVEST BD	COM 13D	10/16/92	2,561 8.8	95810210 9.8	UPDATE
YOUNKERS INC STATE OF WISCONSIN INVEST BD	COM 13D	10/23/92	500 7.8	98776710 9.5	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		
AAMES FINANCIAL CORP/DE ACC CORP	DE					X				10/23/92	
	DE	X						X		10/21/92	

NAME OF ISSUER	STATE CODE	BK ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
ADTEC INC	DE					X				11/05/92	
ADVANCED VIRAL RESEARCH CORP	DE					X	X			10/28/92	
AIRSENSORS INC	DE					X				09/18/92	AMEND
AMERIANA BANCORP	IN						X			08/31/92	AMEND
AMERICAN INTERNATIONAL PETROLEUM CORP /N	NV	X		X	X					10/22/92	
AMITY BANCSHARES INC /DE	DE					X	X			10/15/92	
AMOSKEAG CO	DE					X				10/29/92	
AMPHENOL CORP /DE/	DE					X	X			10/28/92	
APPLIED IMMUNE SCIENCES INC/DE/	DE					X	X			10/28/92	
BALCOR MOBILE HOME INCOME FUND	DE	X								10/07/92	AMEND
BALCOR REALTY INVESTORS 83 SERIES II	IL	X					X			10/23/92	
BASIN EXPLORATION INC	DE						X			08/25/92	AMEND
BAXTER INTERNATIONAL INC	DE					X				11/05/92	
BEAR STEARNS MORTGAGE CAPITAL CORP PASS						X	X			10/25/92	
BEAR STEARNS MORTGAGE SEC INC MORT PASS						X	X			10/25/92	
BEAR STEARNS MORTGAGE SEC INC MORT PASS						X	X			10/25/92	
BEAR STEARNS MORTGAGE SEC INC MORT PASS						X	X			10/25/92	
BEAR STEARNS MORTGAGE SEC INC MORT PASS						X	X			10/25/92	
BELL INDUSTRIES INC /DE/	DE					X				11/04/92	
BOSTON CAPITAL TAX CREDIT FUND II LTD PA	DE	X					X			10/15/92	
BOSTON CAPITAL TAX CREDIT FUND III L P		X					X			10/15/92	
CAREERCOM CORP	PA					X	X			11/03/92	
CHOICES ENTERTAINMENT CORP	DE					X	X			11/04/92	
CINCINNATI MILACRON INC /DE/	DE					X				11/03/92	
COCA COLA BOTTLING CO CONSOLIDATED						X				11/02/92	
CRYOTECH INDUSTRIES INC	FL	X		X						11/05/92	
DEMAC INVESTMENTS INC	CO	X	X		X	X	X			04/10/92	AMEND
DUPONT E I DE NEMOURS & CO	DE	NO ITEMS								11/10/92	
EL PASO REFINERY LP	DE		X				X			10/23/92	
EMBRACE SYSTEMS CORP	DE	X								10/25/92	
ESPEY MANUFACTURING & ELECTRONICS CORP	NY	NO ITEMS								08/18/92	
FAIR ISAAC & COMPANY INC	DE					X				11/05/92	
FIRST CHICAGO CORP	DE					X				11/06/92	
FLEET MORTGAGE SECURITIES INC	RI					X	X			10/26/92	
FLEET MORTGAGE SECURITIES TRUST 1992-1	RI					X	X			10/26/92	
FLEET MORTGAGE SECURITIES TRUST 1992-2	DE					X	X			10/26/92	
FLEET MORTGAGE SECURITIES TRUST 1992-3	RI					X	X			10/26/92	
FREEMPORT MCMORAN COPPER & GOLD INC	DE					X	X			07/14/92	
GRUDGE MUSIC GROUP INC /NY/	NY			X		X				11/05/92	
HARPER GROUP INC /DE/	DE			X		X				11/04/92	
HOMEFED CORP	DE		X							10/22/92	
HOUSEHOLD FINANCE CORP	DE			X	X					11/05/92	
HRE PROPERTIES	MA	X								10/28/92	
IDENTIX INC	CA	X					X			10/23/92	
IEH CORPORATION	NY			X		X				10/13/92	AMEND
IMMUNE RESPONSE INC	CO				X					09/16/92	
LICON INTERNATIONAL INC	DE				X					10/30/92	
MANAGEMENT TECHNOLOGIES INC	NY				X	X				11/02/92	
MC SHIPPING INC					X	X				10/28/92	
MEREDITH CORP	IA					X				09/01/92	AMEND
NATIONAL GYPSUM CO	DE			X						11/04/92	
NEWPORT CORP	NV							X		09/29/92	AMEND
NORTH AMERICAN MORTGAGE CO	DE				X	X				10/19/92	

