

sec news digest

Issue 94-106

June 7, 1994

ENFORCEMENT PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS AGAINST ARTHUR PORCARI

The Commission announced that on June 7 administrative proceedings pursuant the Securities Act of 1933 and the Securities Exchange Act of 1934 were instituted against Arthur J. Porcari for violations of certain antifraud provisions of the federal securities laws, including Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. Simultaneously with the institution of these proceedings, the Commission accepted Porcari's Offer of Settlement in which he consented, without admitting or denying the Commission's findings, to the entry of a cease and desist order against further violations of these statutory provisions. The Commission further ordered that, for a period of three years from the date of the institution of these proceedings, Porcari provide a copy of the order to certain parties including, for example, any public company which has retained Porcari to engage in financial public relations activities.

Among other things, the Commission found that in or about September 1989, Porcari was retained by The Cedar Group, Inc. to engage in financial public relations activities. The Commission further found that, in connection with his efforts to bring about a short squeeze in Cedar's securities, Porcari made predictions, without a reasonable basis, to registered representatives that Cedar's stock price would rise to specified levels within specified periods of time. Also, the Commission found that Porcari advised groups of registered representatives to purchase specified amounts of Cedar's securities simultaneously in order to raise the market price of those securities. (Rels. 33-7064; 34-34171)

CIVIL COMPLAINT FILED AGAINST THOMAS BANDYK

The Commission announced that on May 31 a civil injunctive action was filed against Thomas Frank Bandyk in the Western District of Michigan. The complaint seeks a permanent injunction against future violations of the antifraud provisions of the federal securities laws, disgorgement, and prejudgment interest.

According to the complaint, from at least September 1989 to approximately May 1990, while working as a registered representative at the Grand Rapids, Michigan, branch office of a broker-dealer registered with the Commission, Bandyk conducted excessive, unsuitable, and unauthorized trading in his customers' accounts. In addition, according to the complaint, Bandyk misrepresented and failed to disclose several material facts to his customers, relating to, among other things, the significance of margin calls and the risks associated with trading on margin. The complaint further alleges that several of Bandyk's customers suffered substantial losses in their accounts as a result of Bandyk's management of their accounts. [SEC v. Thomas Frank Bandyk, Civil Action No. 1:94CV343, USDC, W.D. Michigan] (LR-14113)

COMPLAINT FILED AGAINST PRIME ONE PARTNERS, CORP., CAPITAL ASSET MANAGEMENT, AND MONARCH ASSOCIATES INTERNATIONAL, LTD.

The Commission announced that on May 20 it filed a complaint against Prime One Partners, Corp. (Prime One), Capital Asset Management (CAM), and Monarch Associates International, Ltd. (Monarch) for violating the antifraud provisions.

The Commission's complaint alleges that from at least February 1994 to the present, Prime One, CAM, and Monarch have engaged in a fraudulent scheme involving the offer and sale of "general partnership" interests in a prime bank investment program. The complaint further alleges that the defendants' offering materials represent that Prime One is offering 18,000 general partnership interests to investors, to raise a total of \$9 million. Investors are told that their money will be used to purchase a 75% interest in an entity named "Sovereign House" for a "timely and profitable investment opportunity."

The complaint further alleges that the defendants and their agents market the prime bank investment program through investment seminars where it is revealed that the "profitable investment opportunity" referenced in the offering materials is a prime bank investment program, in which investors are promised exorbitant returns of 80% to 400%. [SEC v. Prime One Partners, Corp., Capital Asset Management, and Monarch Associates International, Ltd., Civil Action No. 94-3322 SVW, GHKx, C.D. Cal.] (LR-14114)

ELEVEN NAMED FOR ILLEGAL TRADING IN SECURITIES OF COLORADO PRIME CORP. AND DESOTO, INC.

The Commission announced today the filing of a civil action in New York on June 6 against Gary Howard Felsher (Felsher), Ihor G. Kupchynsky (Kupchynsky), Kim Gendron (Gendron), Richard D. Zipes (Zipes), James A. Weil (Weil), Ronald A. Leichtner (Leichtner), George Kupchynsky, Roman Kupchynsky, Jason Cohen (Cohen), Jon Turnquist (Turnquist) and FGH Investments (FGH), alleging violations of the antifraud and tender offer fraud provisions of the federal securities laws arising from trading in the securities of Colorado Prime Corp. (Colorado Prime) and DeSoto, Inc. (DeSoto).

The complaint alleges that Kupchynsky learned of a planned tender offer for Colorado Prime and communicated that information to Gendron, Felsher, FGH, Turnquist and Mark Puccini. Kupchynsky, Gendron, Felsher, FGH, Turnquist and Mark Puccini then purchased Colorado Prime securities while in possession of this information.

The complaint further alleges that Zipes misappropriated material, nonpublic information concerning a planned tender offer for DeSoto. Zipes allegedly tipped Kupchynsky, Leichtner, Felsher, FGH, Weil and/or Cohen. Kupchynsky allegedly tipped Gendron, George Kupchynsky, Roman Kupchynsky, Felsher, FGH, Leichtner and/or Cohen. Leichtner allegedly tipped Felsher, FGH, Weil and/or Cohen. Kupchynsky, Felsher, FGH, Gendron, Weil, George Kupchynsky, Roman Kupchynsky, Leichtner and Cohen then purchased DeSoto securities while in possession of the misappropriated information.

The complaint seeks permanent injunctions against future violations of the antifraud and tender offer provisions of the federal securities laws, disgorgement of illegal trading profits (including tippees' profits), plus prejudgment interest, and civil penalties. The litigation is pending. [SEC v. Felsher, et al., 94 Civ. 4150, LLS, USDC, SDNY] (LR-14115)

INVESTMENT COMPANY ACT RELEASES

NEW YORK LIFE INSTITUTIONAL FUNDS, INC., ET AL.

An order has been issued on an application filed by New York Life Institutional Funds, Inc., et al. under Section 6(c) of the Investment Company Act for an exemption from Sections 2(a)(32), 2(a)(35), 18(f), 18(g), 18(i), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder. The order permits certain investment companies to issue multiple classes of shares representing interests in the same portfolio of securities and assess and, under certain circumstances, waive a contingent deferred sales charge on redemptions of shares. The order supersedes previous orders permitting the assessment of a contingent deferred sales charge. (Rel. IC-20336 - June 6)

HOLDING COMPANY ACT RELEASES

WPS RESOURCES CORPORATION

A notice has been issued giving interested persons until June 27 to request a hearing on an application by WPS Resources Corporation (WPS Resources) for an order approving the direct acquisition by WPS Resources, under Sections 9(a)(2) and 10 of the Act, of all the outstanding shares of common stock of Wisconsin Public Service Corporation, and, through such acquisition, the indirect acquisition of 33.1% of the outstanding shares of Wisconsin River Power Company, and granting WPS Resources and its subsidiary companies, upon consummation of the proposed transaction, an exemption under Section 3(a)(1) of the Act from all of the provisions of the Act, except Section 9(a)(2). (Rel. 35-26060)

SOUTHERN INDIANA GAS AND ELECTRIC COMPANY

A notice has been issued giving interested persons until June 27 to request a hearing on a proposal by Southern Indiana Gas and Electric Company to acquire all of the outstanding common stock of Lincoln Natural Gas Company Inc., an Indiana public utility corporation engaged in the gas utility business. (Rel. 35-26060)

SELF-REGULATORY ORGANIZATIONS

UNLISTED TRADING PRIVILEGES AND WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until June 23 to comment on the application of the Chicago Stock Exchange for unlisted trading privileges in two over-the-counter issues and an application to withdraw unlisted trading privileges in two over-the-counter issues. (Rel. 34-34147)

WITHDRAWALS GRANTED

An order has been issued granting the application of Sunstates Corporation to withdraw from listing and registration its Common Stock, \$.33 1/3 Par Value; \$3.75 Cumulative Preferred Stock, \$25 Par Value, on the American Stock Exchange. (Rel. 34-34149)

An order has been issued granting the application of Unimed, Inc. to withdraw from listing and registration its Common Stock, \$.25 Par Value, on the Chicago Stock Exchange. (Rel. 34-34150)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change filed by the Philadelphia Stock Exchange (SR-Phlx-94-25) relating to the modification of the trading hours of The Big Cap Index has become effective upon filing with the Commission. Publication of the notice is expected in the Federal Register during the week of June 6. (Rel. 34-34137)

A proposed rule change filed by the Chicago Stock Exchange (SR-CHX-94-14) to establish a policy relating to the automatic execution feature of the Midwest Automated Execution System has become effective upon filing with the Commission. (Rel. 34-34155)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change submitted by the National Association of Securities Dealers (SR-NASD-94-30) to extend, on an interim basis, the OTC Bulletin Board Service through September 1, 1994. (Rel. 34-34144)

PROPOSED RULE CHANGES

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-94-13) to implement a new system, referred to as the Nasdaq Primary Retail Order View and Execution System (N.PROVE), for execution and price improvement of small-sized customer orders. If approved, N.PROVE will replace in its entirety the NASD's Small Order Execution System (SOES), which the NASD proposes to terminate simultaneous with N.PROVE becoming operational. Publication of the proposal is expected in the Federal Register during the week of June 6. (Rel. 34-34145)

The National Association of Securities Dealers filed an amended proposed rule change (SR-NASD-93-75) to amend Section 5 of the Code of Arbitration Procedure to specify that arbitrators, at the conclusion of a proceeding, may refer matters arising or discovered during the course of an arbitration proceeding for disciplinary investigation. Publication of the proposal is expected in the Federal Register during the week of June 6. (Rel. 34-34146)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-NASD-94-19) filed by the National Association of Securities Dealers to provide the NASD with the discretionary authority to impose additional or more stringent criteria for inclusion of securities in the Nasdaq Stock Market. (Rel. 34-34151)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-8 MARSHALL & ILSLEY CORP/WI/, 770 N WATER ST, MILWAUKEE, WI 53202
(414) 765-7801 - 1,460,449 (\$16,057,941) COMMON STOCK. (FILE 33-53897 - MAY. 31) (BR. 1)
- S-8 CLARCOR INC, 2323 SIXTH ST, PO BOX 7007, ROCKFORD, IL 61125
(815) 962-8867 - 500,000 (\$9,062,500) COMMON STOCK. (FILE 33-53899 - MAY. 31) (BR. 4)
- S-8 TALLEY INDUSTRIES INC, 2702 N 44TH ST, SUITE 100-A, PHOENIX, AZ 85008
(602) 957-7711 - 105,000 (\$570,000) COMMON STOCK. (FILE 33-53901 - MAY. 31) (BR. 10)
- S-8 CIRCA PHARMACEUTICALS INC, 33 RALPH AVE, COPIAGUE, NY 11726
(516) 842-8383 - 500,000 (\$5,000,000) COMMON STOCK. (FILE 33-53903 - MAY. 31) (BR. 4)
- S-8 UNIVAR CORP, 6100 CARILLON AVE, 1600 NORTON BLDG, KIRKLAND, WA 98033
(206) 889-3400 - 150,000 (\$1,490,625) COMMON STOCK. (FILE 33-53905 - MAY. 31) (BR. 7)
- S-8 UNIVAR CORP, 6100 CARILLON AVE, 1600 NORTON BLDG, KIRKLAND, WA 98033
(206) 889-3400 - 750,000 (\$7,453,125) COMMON STOCK. (FILE 33-53907 - MAY. 31) (BR. 7)
- S-8 HOME SHOPPING NETWORK INC, 11831 30TH COURT NORTH, ST PETERSBURG, FL 33716 (813) 572-8585 - 2,000,000 (\$21,875,000) COMMON STOCK. (FILE 33-53909 - MAY. 31) (BR. 2)
- S-8 UNITED INDUSTRIAL CORP /DE/, 18 E 48TH ST, NEW YORK, NY 10017
(212) 752-8787 - 600,000 (\$3,300,000) COMMON STOCK. (FILE 33-53911 - MAY. 31) (BR. 3)
- S-8 CADENCE DESIGN SYSTEMS INC, 555 RIVER OAKS PKWY, SAN JOSE, CA 95134
(408) 943-1234 - 7,310,000 (\$107,365,625) COMMON STOCK. (FILE 33-53913 - MAY. 31) (BR. 10)
- S-8 COMPUTER ASSOCIATES INTERNATIONAL INC, ONE COMPUTER ASSOCIATES PLAZA, ISLANDIA, NY 11788 (516) 342-5224 - 100,000 (\$3,712,500) COMMON STOCK. (FILE 33-53915 - MAY. 31) (BR. 9)
- S-8 WYNNS INTERNATIONAL INC, 500 NORTH STATE COLLEGE BLVD, ORANGE, CA 92668
(714) 938-3700 - 50,000 (\$1,087,500) COMMON STOCK. (FILE 33-53917 - JUN. 01) (BR. 9)

REGISTRATIONS CONT.

- SB-2 FIBERSTARS INC /CA/, 2883 BAYVIEW DR, FREMONT, CA 94538 (510) 490-0719
- 1,000,000 (\$7,000,000) COMMON STOCK. (FILE 33-79116-LA - MAY. 18)
(BR. 3 - NEW ISSUE)
- S-1 BOSTON CHICKEN INC, 1804 CENTRE POINT DR, NAPERVILLE, IL 60563 -
1,000,000 (\$35,625,000) COMMON STOCK. (FILE 33-79280 - MAY. 27) (BR. 12)
- S-3 CFW COMMUNICATIONS CO, 401 SPRING LN PO BOX 1990, STE 300, WAYNESBORO,
VA 22980 (703) 946-3500 - 920,000 (\$24,380,000) COMMON STOCK. UNDERWRITER:
WHEAT FIRST BUTCHER SINGER. (FILE 33-79282 - MAY. 27) (BR. 7)
- S-8 SAFETY 1ST INC, 210 BOYLSTON ST, CHESTNUT HILL, MA 02167 (617) 964-7744
- 400,000 (\$9,704,000) COMMON STOCK. (FILE 33-79332 - MAY. 26) (BR. 5)
- F-3 NEWS AMERICA HOLDINGS INC, 1300 NORTH MARKET STREET STE 404, WILMINGTON,
DE 19801 (302) 674-1221 - 1,000,000 FOREIGN GOVERNMENT AND AGENCY DEBT.
(FILE 33-79334 - MAY. 26) (BR. 12)
- S-8 FAILURE GROUP INC, 149 COMMONWEALTH DR, MENLO PARK, CA 94025
(415) 326-9400 - 400,000 (\$1,924,000) COMMON STOCK. (FILE 33-79368 -
MAY. 26) (BR. 5)
- S-3 SUBMICRON SYSTEMS CORP, 6330 HEDGEWOOD DRIVE NO 150, ALLENTOWN, PA 18106
(215) 391-9200 - 964,374 (\$4,399,956.38) COMMON STOCK. (FILE 33-79370 -
MAY. 26) (BR. 9)
- S-8 GENERAL GROWTH PROPERTIES INC, 215 KEO WAY, DES MOINES, IA 50309
(515) 281-9100 - 1,000,000 (\$21,312,500) COMMON STOCK. (FILE 33-79372 -
MAY. 26) (BR. 5)
- S-3 GRAPHIC INDUSTRIES INC, 2155 MONROE DR NE, ATLANTA, GA 30324
(404) 874-3327 - 119,337 (\$1,066,574.40) COMMON STOCK. (FILE 33-79374 -
MAY. 26) (BR. 12)
- S-8 ASHA CORP, 600 C WARD DR, SANTA BARBARA, CA 93111 (805) 683-2331 -
3,876 (\$24,709.50) COMMON STOCK. (FILE 33-79376 - MAY. 26) (BR. 4)
- S-3 DAW TECHNOLOGIES INC /UT, 2700 S 900 W, SALT LAKE CITY, UT 84119
(801) 977-3100 - 1,250,000 (\$7,962,500) COMMON STOCK. (FILE 33-79378 -
MAY. 26) (BR. 10)
- F-10 AVENOR INC, 1155 METCALFE ST, MONTREAL QUEBEC H3B 2X1, AB (514) 878-4827
- 125,000,000 (\$125,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE
33-79380 - MAY. 26) (BR. 8)
- S-4 WESTERN NATURAL GAS CO/DE/, 4849 GREENVILLE AVE STE 565, DALLAS, TX
75206 (214) 363-4445 - 10,000,000 (\$805,479) COMMON STOCK. (FILE 33-79384
- MAY. 26) (BR. 3)
- S-8 QUANTUM HEALTH RESOURCES INC/DE, NEXUS CITY SQUARE,
790 THE CITY DR SOUTH STE 400, ORANGE, CA 92668 (714) 750-1610 - 900,000
(\$27,000,000) COMMON STOCK. (FILE 33-79386 - MAY. 27) (BR. 6)
- S-8 NICOM COMMUNICATIONS CORP, 4100 LOS ANGELES AVE, SIMI VALLEY, CA 93063
(805) 583-8600 - 25,000 (\$88,000) COMMON STOCK. (FILE 33-79388 - MAY. 26)
(BR. 10)

REGISTRATIONS CONT.

- S-8 NICOM COMMUNICATIONS CORP, 4100 LOS ANGELES AVE, SIMI VALLEY, CA 93063 (805) 583-8600 - 1,200,000 (\$4,224,000) COMMON STOCK. (FILE 33-79390 - MAY. 26) (BR. 10)
- S-1 ACS INVESTORS INC, 2828 NORTH HASKELL, DALLAS, TX 75204 (214) 841-6135 - 13,804,907 (\$220,878,512) COMMON STOCK. UNDERWRITER: BEAR STEARNS & CO INC, HAMBRECHT & QUIST INC, RAUSCHER PIERCE REFSNES INC. (FILE 33-79394 - MAY. 26) (BR. 5)
- S-8 BIOSEPR A INC, 140 LOCKE DR, MALBOROUGH, MA 01752 (508) 481-6700 - 120,000 (\$877,500) COMMON STOCK. (FILE 33-79396 - MAY. 26) (BR. 8)
- S-8 BIOSEPR A INC, 140 LOCKE DR, MALBOROUGH, MA 01752 (508) 481-6700 - 700,000 (\$5,118,750) COMMON STOCK. (FILE 33-79398 - MAY. 26) (BR. 8)
- S-2 HMG WORLDWIDE CORP, 475 TENTH AVE, NEW YORK, NY 10018 (212) 736-2300 - 3,220,000 (\$28,980,000) COMMON STOCK. UNDERWRITER: JEFFERIES & CO INC, UBS SECURITIES INC. (FILE 33-79400 - MAY. 26) (BR. 6)
- S-1 BIG FLOWER PRESS INC, 599 LEXINGTON AVENUE 45TH FLOOR, NEW YORK, NY 10022 (212) 415-0248 - 40,000,000 (\$37,220,000) STRAIGHT BONDS. (FILE 33-79408 - MAY. 26) (BR. 12)
- S-8 E Z SERVE CORPORATION, 2550 N LOOP W STE 600, HOUSTON, TX 77092 (713) 684-4300 - 6,750,000 (\$2,940,000) COMMON STOCK. (FILE 33-79420 - MAY. 27) (BR. 1)
- S-3 AURORA ELECTRONICS INC, 2030 MAIN ST STE 1120, IRVINE, CA 92714 (714) 660-1232 - 652,800 (\$5,100,000) COMMON STOCK. (FILE 33-79424 - MAY. 27) (BR. 3)
- S-8 INDUSTRIE NATUZZI SPA, VIA IAZZITIELLO 47, 70029 SANTERAMO, ITALY, L6 - 840,000 (\$11,222,400) FOREIGN COMMON STOCK. (FILE 33-79428 - MAY. 27) (BR. 6)
- S-1 MILLER INDUSTRIES INC, 16295 N W 13TH AVE, MIAMI, FL 33169 (305) 621-0501 - 2,616,250 (\$30,086,875) COMMON STOCK. UNDERWRITER: BRADFORD JC & CO, MORGAN KEEGAN & CO INC. (FILE 33-79430 - MAY. 27) (BR. 10)
- S-4 CAPITAL BANCORPORATION INC, 407 N KINGSHIGHWAY 4TH FL, PO BOX 2017, CAPE GIRARDEAU, MO 63702 (314) 334-0700 - 434,438 (\$5,127,205) COMMON STOCK. (FILE 33-79432 - MAY. 27) (BR. 1)
- S-1 FIRST NATIONAL BANK OF CHICAGO /USA/, ONE FIRST NATIONAL PLAZA, CHICAGO, IL 60670 (312) 732-4000 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: FIRST CHICAGO CAPITAL MARKETS INC. (FILE 33-79434 - MAY. 27) (BR. 12)
- S-1 CNC INTERNATONAL INC, 3250 MARY ST, FIFTH FL, MIAMI, FL 33133 (305) 445-2493 - 1,411,924 (\$2,866,205.72) COMMON STOCK. (FILE 33-79436 - MAY. 27) (BR. 12 - NEW ISSUE)
- S-3 KRONOS INC, 400 FIFTH AVE, WALTHAM, MA 02154 (617) 890-3232 - 119,979 (\$1,994,650.88) COMMON STOCK. (FILE 33-79438 - MAY. 27) (BR. 9)

REGISTRATIONS CONT.

- S-8 DIME BANCORP INC, 589 5TH AVE, NEW YORK, NY 10017 (212) 326-6170 - 1,000,000 (\$8,500,000) COMMON STOCK. (FILE 33-79440 - MAY. 27) (BR. 1)
- S-8 DIME BANCORP INC, 589 5TH AVE, NEW YORK, NY 10017 (212) 326-6170 - 259,984 (\$2,209,864) COMMON STOCK. (FILE 33-79442 - MAY. 27) (BR. 1)
- S-8 DIME BANCORP INC, 589 5TH AVE, NEW YORK, NY 10017 (212) 326-6170 - 4,588,404 (\$39,001,434) COMMON STOCK. (FILE 33-79444 - MAY. 27) (BR. 1)
- S-8 DIME BANCORP INC, 589 5TH AVE, NEW YORK, NY 10017 (212) 326-6170 - 1,000,000 (\$8,500,000) COMMON STOCK. (FILE 33-79446 - MAY. 27) (BR. 1)
- S-8 UNIVERSAL SEISMIC ASSOCIATES INC, 12999 JESS PIRTLE BLVD, SUGAR LAND, TX 77478 (713) 240-3388 - 500,000 (\$1,941,305) COMMON STOCK. (FILE 33-79448 - MAY. 27) (BR. 3)
- S-8 FOSTER L B CO, 415 HOLIDAY DR, PITTSBURGH, PA 15220 (412) 928-3400 - 500,000 (\$1,625,000) COMMON STOCK. (FILE 33-79450 - MAY. 27) (BR. 2)
- S-8 QUANTUM RESTAURANT GROUP INC, 97 POWERHOUSE RD STE 101, ROSLYN HEIGHTS, NY 11577 (516) 484-0777 - 515,000 (\$5,186,050) COMMON STOCK. (FILE 33-79454 - MAY. 27) (BR. 12)
- SB-2 MCA FINANCIAL CORP /MI/, 560 KIRTS BLVD STE 120, TROY, MI 48084 (313) 362-1700 - 100,000 (\$2,000,000) COMMON STOCK. UNDERWRITER: EAST WEST CAPITAL CORP, MARINER FINANCIAL SERVICES INC. (FILE 33-79456 - MAY. 27) (BR. 11)
- S-8 CONSILIUUM INC, 640 CLYDE COURT, MOUNTAIN VIEW, CA 94043 (415) 691-6100 - 180,000 (\$1,224,000) COMMON STOCK. (FILE 33-79458 - MAY. 27) (BR. 9)
- S-8 IMPRESSIVE VENTURES LTD, 3001 REDHILL AVE BLDG 5, STE 102, COSTA MESA, CA 92626 (714) 645-3570 - 85,000 (\$85,000) COMMON STOCK. (FILE 33-79460 - MAY. 27) (BR. 11)
- S-8 FIRST COMMERCIAL CORP, 400 WEST CAPITOL AVE, LITTLE ROCK, AR 72201 (501) 371-7000 - 438,000 (\$9,252,750) COMMON STOCK. (FILE 33-79462 - MAY. 27) (BR. 1)
- S-8 WORK RECOVERY INC, 2341 S FREIBUS STE 14, TUCSON, AZ 85713 (602) 790-9950 - 800,000 (\$1,520,000) COMMON STOCK. (FILE 33-79464 - MAY. 27) (BR. 8)
- S-8 SOMATOGEN INC, 2545 CENTRAL AVE, BOULDER, CO 80301 (303) 440-9988 - 2,075,116 (\$16,473,069.23) COMMON STOCK. (FILE 33-79466 - MAY. 27) (BR. 4)
- S-8 SECURITY CAPITAL CORP/MI/, 184 WEST WISCONSIN AVE, MILWAUKEE, WI 53203 (414) 273-8090 - 1,297,200 (\$33,703,836) COMMON STOCK. (FILE 33-79468 - MAY. 27) (BR. 1)
- S-8 SKY SCIENTIFIC INC, 1515 N FEDERAL HWY STE 310, BOCA RATON, FL 33432 (407) 362-9494 - 160,500 (\$91,485) COMMON STOCK. (FILE 33-79470 - MAY. 27) (BR. 8)
- S-1 FFO FINANCIAL GROUP INC, 2013 LIVE OAK BLVD, ST CLOUD, FL 34771 (407) 892-1200 - 1,250,000 (\$2,187,500) COMMON STOCK. UNDERWRITER: EWING ALLEN C & CO. (FILE 33-79472 - MAY. 27) (BR. 2)

REGISTRATIONS CONT.

- S-8 CONSILIUUM INC, 640 CLYDE COURT, MOUNTAIN VIEW, CA 94043 (415) 691-6100
- 361,426 (\$2,830,158) COMMON STOCK. (FILE 33-79474 - MAY. 27) (BR. 9)
- S-8 MRS TECHNOLOGY INC, 10 ELIZABETH DRIVE, CHELMSFORD, MA 01824
(508) 250-0450 - 900,000 (\$7,650,000) COMMON STOCK. (FILE 33-79476 -
MAY. 27) (BR. 9)
- S-1 DARLING INTERNATIONAL INC, 135 SOUTH SASALLE ST, CHICAGO, IL 60603 -
5,622,164 (\$63,249,345) COMMON STOCK. 69,976,000 (\$70,675,760)
STRAIGHT BONDS. (FILE 33-79478 - MAY. 27) (BR. 4 - NEW ISSUE)
- S-8 PARKER & PARSLEY PETROLEUM CO, 303 W WALL STE 101, MIDLAND, TX 79701
(915) 683-4768 - 100,000 (\$2,467,500) COMMON STOCK. (FILE 33-79480 -
MAY. 27) (BR. 11)
- N-1A TWENTIETH CENTURY INSTITUTIONAL PORTFOLIOS INC, TWENTIETH CENTURY TOWER,
4500 MAIN ST, KANSAS CITY, MO 64111 (816) 531-5575 - INDEFINITE SHARES.
(FILE 33-79482 - MAY. 27) (BR. 18 - NEW ISSUE)
- F-6 SHENZHEN SPECIAL ECON ZONE REAL ESTATE & PROP GROUP CO LTD, 48 WALL ST,
C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 495-1727 - 10,000,000
(\$500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 33-79486 - MAY. 31)
(BR. 99 - NEW ISSUE)
- S-8 TAKECARE INC, 2300 CLAYTON RD STE 1000, CONCORD, CA 94520 (510) 246-1300
- OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 33-79492 - MAY. 27)
(BR. 9)
- S-3 BENTON OIL & GAS CO, 3000 ESPLANADA DR STE 2000, OROVARD, CA 95030
(805) 981-9901 - \$50,000,000 STRAIGHT BONDS. (FILE 33-79494 - MAY. 27)
(BR. 3)
- S-8 STAPLES INC, 100 PENNSYLVANIA AVE, P O BOX 9328, FRAMINGHAM, MA 01701
(508) 370-8500 - 300,000 (\$8,737,500) COMMON STOCK. (FILE 33-79496 -
MAY. 27) (BR. 7)
- S-8 XYLOGICS INC /DE/, 53 THIRD AVE, BURLINGTON, MA 01803 (617) 272-8140 -
150,000 (\$2,831,250) COMMON STOCK. (FILE 33-79498 - MAY. 27) (BR. 9)
- F-1 BAMPAIS MULTIPLE BANKING INSTITUTION, PASEO DE LA REFORMA 359,
MEXICO CP, 05 (525) 208-2044 - 83,375,000 (\$230,000,000)
FOREIGN COMMON STOCK. (FILE 33-79504 - MAY. 31) (BR. 1 - NEW ISSUE)

ACQUISITIONS OF SECURITIES

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

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

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ABIGAIL ADAMS NATL BANCORP CITIBANK N A ET AL	COM 13D	6/ 1/94	203 71.3	00339010 71.3	UPDATE
BARRETT BUSINESS SVCS INC SHERERTZ WILLAMS W	COM 13D	5/27/94	1,922 36.5	06846310 38.0	UPDATE
BOW VALLEY ENERGY INC BRITISH GAS PLC	COM 13D	5/17/94	19,124 33.2	10216910 0.0	NEW
BROOKLYN BANCORP INC STEYER THOMAS F ET AL	COM 13D	4/29/94	802 6.7	11380910 0.0	NEW
CME INC MCCARTAN THOMAS F	COM PAR\$ 13D	026665 5/ 1/94	113 5.2	12667420 0.0	NEW
CHOICE DRUG SYS INC SIROTA MARVIN ET AL	COM 13D	3/30/94	2,711 44.5	17037910 43.0	UPDATE
D I INDS INC AMERICAN PREMIER UNDERWRITERS	COM 13D	6/ 2/94	0 0.0	23290910 53.9	UPDATE
DYNATECH CORP SIEGLER GARY ET AL	COM 13D	5/27/94	833 9.0	26813810 5.0	UPDATE
EARTH TECHNOLOGY CORP USA PRUDENTIAL VENTURE PTRM II	COM 13D	5/23/94	740 24.5	27031510 0.0	NEW
EXPLORATION OF LOUISIANA FIDELITY INTL LTD	COM 13D	6/ 6/94	18,699 14.3	30213410 10.5	UPDATE
FIRST KNOX BANC CORP RAMSER RUSSELL E JR TRUSTEE	COM 13D	5/24/94	98 5.7	32065610 5.6	UPDATE
FIRSTSOUTH COMMERCIAL CORP SOLOMON STEVEN B	COM 13D	3/ 4/94	4,995 25.7	33791310 0.0	RVISION
FIRSTSOUTH COMMERCIAL CORP STEINBERG LAWRENCE E	COM 13D	3/ 4/94	2,234 11.5	33791310 0.0	NEW
GENERAL HOST CORP GAMCO INVESTORS INC ET AL	COM 13D	6/ 2/94	3,028 14.4	37006410 13.8	UPDATE
GLEASON CORP GLEASON MEMORIAL FUND	COM 13D	5/25/94	601 11.6	37733910 10.2	UPDATE
HALLWOOD GROUP INC FIDELITY INTL LTD	COM NEW 13D	6/ 6/94	578 10.5	40636430 10.0	UPDATE
HALLWOOD ENERGY CORP HALLWOOD GRP INC	COM NEW 13D	4/14/94	597 41.9	40699220 100.0	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ BOUNDED	CUSIP/ PRIOR%	FILING STATUS	*
MALLWOOD RLTY PARTNERS L P HALLWOOD GRP INC	DEPOSITARY UNIT 13D	3/ 8/94	446 5.2	40699410 5.1	UPDATE	
JEFFERSON SVGS BANCORP INC WATSON SUSAN M	COM 13D	5/13/94	220 5.2	47490010 0.0	NEW	
INTERNATURAL WTRS & BEVERAGE OXBRIDGE CAPITAL LP	COM 13D	5/26/94	125 6.0	49599510 0.0	NEW	
LAZER TRON CORP BKP PARTNERS L P	COM 13D	5/26/94	343 10.1	52108510 0.0	NEW	
POOL ENERGY SVCS CO MABORS INDUSTRIES INC	COM 13D	5/26/94	868 6.4	73278810 0.0	NEW	
RENTECH INC PAREKH SATISH B TRUSTEE	COM 13D	4/29/94	433 6.9	76011210 0.0	NEW	
RIDGEWOOD PPTYS INC SIRIUS CORP ET AL	COM 13D	1/25/94	180 9.2	76628610 0.0	NEW	
SCOTSMAN INDS INC GAMCO INVESTORS INC ET AL	COM 13D	6/ 3/94	810 11.6	80934010 13.2	UPDATE	
SCOTT INSTRS CORP TORKELSEN JOHN B ET AL	COM NEW 13D	EC 6/ 2/94	833 16.9	80975030 6.9	UPDATE	
SNOWBIZ PIZZA TIME INC HALLWOOD GRP INC	COM NEW 13D	3/ 8/94	1,784 13.7	82538830 15.0	UPDATE	
SIERRA ON LINE INC FMR CORP	COM 13D	6/ 6/94	989 13.2	82640910 11.6	UPDATE	
SIMPSON MFG CO INC FITZMYERS THOMAS J	COM 13D	5/25/94	1,130 9.8	82907310 0.0	NEW	
SIMPSON MFG CO INC SIMPSON INVESTMENT CO ET AL	COM 13D	5/25/94	6,629 58.9	82907310 0.0	NEW	
STEEL OF WEST VIRGINIA GARTMORE INVMT LTD ET AL	COM 13D	5/24/94	410 5.8	85815410 0.0	NEW	
SYNTEX CORP ROCHE CAPITAL CORP	COM 14D-1	5/26/94	0 0.0	87161610 0.0	RVISION	
TEXFI INDS INC CHADBOURNE CORP ET AL	COM 13D	5/24/94	1,524 19.8	88289510 0.0	NEW	
TIDEWATER INC BESSEMER CAP PARTNERS LP	COM 13D	6/ 3/94	0 0.0	88642310 7.5	UPDATE	
US LAM SYS CORP KANTOR ROBERT ET AL	COM 13D	5/26/94	80 5.1	91210010 0.0	NEW	
VENTURIAN CORP SIRIUS CORP ET AL	COM 13D	1/25/94	80 10.7	92330410 0.0	NEW	
WINSTON HOTELS INC CUMBERLAND ASSOCIATES	COM 13D	5/27/94	387 6.1	97599310 0.0	NEW	