

sec news digest

Issue 92-38

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February 26, 1992

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CIVIL PROCEEDINGS

U.S. SECURITIES
EXCHANGE COMMISSION

FORMER OIL AND GAS PROMOTER SENTENCED

The U.S. Attorney for the Northern District of Oklahoma announced that on February 13 Jon R. Condrin (Condrin) was sentenced to serve 37 months in prison and to repay investors \$9.45 million for his role in a ponzi scheme involving the sale of unregistered oil and gas interests to over 230 investors residing in 14 states. On October 1, 1991, Condrin, along with Condrin Oil Corp. (COC), Glenmont Investments (Glenmont) and Glenmont-Emerald, Inc. (Emerald) pleaded guilty to one count of securities fraud and two counts of mail fraud (U.S. v. Jon R. Condrin, et al., USDC, ND OK, 91-CR-116-E).

The Commission filed a complaint against Condrin, COC, Glenmont and Emerald on December 19, 1991 alleging that the defendants' conduct violated the securities and broker-dealer registration provisions, as well as the antifraud provisions of the federal securities laws. Simultaneous with the filing of the Commission's complaint, the defendants consented to the entry of an Order of Permanent Injunction without admitting or denying any of the allegations in the complaint. [SEC v. Condrin Oil Corp. et al., USDC, ND OK, Civil Action No. 91-C-967-E] (LR-13173)

SUMMARY JUDGMENT ENTERED AGAINST DEFENDANT GARY IRA TUCKER

The Commission announced that on January 23 the Honorable Donald L. Graham, U.S. District Judge for the Southern District of Florida, entered a Summary Judgment as to defendant Gary Ira Tucker (G. Tucker) of New York, New York. G. Tucker was formerly a registered representative at the Boca Raton, Florida branch office of F.D. Roberts Securities, Inc. (F.D. Roberts), a registered broker-dealer which ceased operations in February 1989.

The Summary Judgment enjoins defendant G. Tucker from further violating the antifraud, registration and recordkeeping provisions of the federal securities laws specified in the complaint and orders G. Tucker to prepare and present to the Court and to the Commission a sworn accounting of all proceeds received, directly or indirectly, pursuant to the scheme described in the complaint. The Summary Judgment further orders defendant G. Tucker to disgorge assets equal to the amount of all proceeds received pursuant to the scheme in an amount to be determined by the Court at a later date.

The Commission's complaint, filed November 20, 1989, alleged that defendant G. Tucker and the other defendants caused F.D. Roberts to manipulate the market for the securities of Frankel Capital Management, Inc. and Integrated Financial Group, Inc. [SEC v. Leonard M. Tucker, et al., Civil Action No. 89-6974-CIV-GRAHAM, SD Fla.] (LR-13174)

INVESTMENT COMPANY ACT RELEASES

PILGRIM CORPORATE CASH FUND

An order has been issued on an application filed by Pilgrim Corporate Cash Fund under Section 8(f) of the Investment Company Act declaring that it has ceased to be an investment company. (Rel. IC-18564 - February 24)

SHEARSON LEHMAN BROTHERS INCOME TRUST, ET AL.

A notice has been issued giving interested persons until March 20 to request a hearing on an application filed by Shearson Lehman Brothers Income Trust (formerly, Shearson Lehman Brothers Intermediate Term Trust) and Shearson Lehman Brothers, Inc. for an order under Section 6(c) of the Investment Company Act. The order would exempt applicants from the provisions of Sections 2(a)(32), 2(a)(35), 22(c) and 22(d) of the Act and Rule 22c-1 thereunder. The order would also permit applicants to impose a contingent deferred sales charge (CDSC) on redemptions of the Trust's shares and to waive or apply credits against the CDSC under certain circumstances. (Rel. IC-18565 - February 24)

HOLDING COMPANY ACT RELEASES

SAVANNAH ELECTRIC AND POWER COMPANY

An order has been issued authorizing Savannah Electric and Power Company, a subsidiary company of The Southern Company, a registered holding company, to refinance up to \$13.87 million of the costs of certain pollution control and sewage and solid waste disposal facilities located in Effingham County, Georgia. (Rel. 35-25478)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

DELISTINGS GRANTED

An order has been issued granting the application of the New York Stock Exchange to strike from listing and registration Integra - A Hotel and Restaurant Company, Common Stock, \$.10 Par Value, Cumulative Increasing Dividend Rate Convertible Preferred Stock. (Rel. 34-30377)

An order has been issued granting the application of the Pacific Stock Exchange to strike from listing and registration ADACORP, Inc., Common Stock, \$.10 Par Value. (Rel. 34-30379)

An order has been issued granting the application of the American Stock Exchange to strike from listing and registration Enviropact, Inc., Common Stock, Par Value \$.01. (Rel. 34-30399)

UNLISTED TRADING PRIVILEGES SOUGHT

Notices have been issued giving interested persons until March 12 to comment on the applications of two exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Philadelphia Stock Exchange - 16 issues (Rel. 34-30395); and Midwest Stock Exchange - 4 issues (Rel. 34-30396).

SELF-REGULATORY ORGANIZATIONS

TEMPORARY ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change filed by the Boston Stock Exchange (SR-BSE-92-01) to renew its Specialist Performance Evaluation Program for a one-year period ending on February 26, 1993. (Rel. 34-30401)

SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

INTERPRETATION OF NEW RULES UNDER SECTION 16 OF THE EXCHANGE ACT

The Division of Corporation Finance has announced the publication of significant 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.

Letter	Availability Date	Subject
Cravath, Swaine & Moore	February 25, 1992	Rule 16b-5
Georgia-Pacific Corp.	February 25, 1992	Rule 16b-3(b)

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-18 BANNER INDUSTRIES INC /NV/, 14607 SAN PEDRO AVE STE 180, SAN ANTONIO, TX 78232
(512) 545-4722 - 800,000 (\$6,400,000) COMMON STOCK. (FILE 33-45512 - FEB. 11) (BR. 7
- NEW ISSUE)
- S-18 TOUR GOLF COMPANIES INC, 75-080 ST CHARLES PL STE A, PALM DESERT, CA 92260
(619) 340-5384 - 920,000 (\$3,680,000) COMMON STOCK. 184,000 (\$1,104,000) COMMON STOCK.
80,000 (\$384,000) COMMON STOCK. 16,000 (\$96,000) COMMON STOCK. 80,000 (\$100)
WARRANTS, OPTIONS OR RIGHTS. UNDERWRITER: GANT J W & ASSOCIATES INC. (FILE
33-45514-LA - FEB. 11) (BR. 12 - NEW ISSUE)
- S-3 VIRGINIA ELECTRIC & POWER CO, ONE JAMES RIVER PLAZA, RICHMOND, VA 23219
(804) 771-3000 (FILE 33-45649 - FEB. 12) (BR. 13)
- S-8 BRENCO INC, PRINCE GEORGE INDUSTRIAL PARK, P O BOX 389, PETERSBURG, VA 23804
(804) 732-0202 (FILE 33-45650 - FEB. 12) (BR. 13)
- S-3 MORGAN J P & CO INC, 60 WALL ST, NEW YORK, NY 10260 (212) 483-2323 (FILE 33-45651 -
FEB. 13) (BR. 13)
- S-3 GENERAL MOTORS ACCEPTANCE CORP, 3044 W GRAND BLVD, DETROIT, MI 48202 (313) 556-5000
(FILE 33-45652 - FEB. 13) (BR. 13)
- S-3 MASSACHUSETTS ELECTRIC CO, 25 RESEARCH DR, WESTBOROUGH, MA 01582 (617) 366-9011
(FILE 33-45653 - FEB. 13) (BR. 13)
- S-3 SOUTHWESTERN ELECTRIC POWER CO, 428 TRAVIS ST, SHREVEPORT, LA 71156 (318) 222-2141
(FILE 33-45654 - FEB. 13) (BR. 13)
- S-1 LONGHORN STEAKS INC, 8215 ROSWELL RD, BLDG 200 STE 200, ATLANTA, GA 30350
(404) 399-9595 - 450,000 (\$6,300,000) COMMON STOCK. 1,505,000 (\$21,070,000)
COMMON STOCK. UNDERWRITER: BRADFORD J C & CO, ROBINSON HUMPHREY CO INC. (FILE
33-45695 - FEB. 14) (BR. 11 - NEW ISSUE)
- S-3 MERISEL INC /DE/, 200 CONTINENTAL BLVD, EL SEGUNDO, CA 90245 (310) 615-3080 (FILE
33-45696 - FEB. 14) (BR. 10)
- S-1 CHIPSOFT INC/DE, 6256 GREENWICH DR STE 400, SAN DIEGO, CA 92122 (619) 453-7887 -
185,398 (\$2,039,378) COMMON STOCK. 3,607,184 (\$39,679,024) COMMON STOCK. UNDERWRITER:
ROBERTSON STEPHENS & CO. (FILE 33-45697 - FEB. 14) (BR. 9 - NEW ISSUE)
- S-3 WEBB DEL CORP, 2231 E CAMELBACK RD, PHOENIX, AZ 85016 (602) 468-6800 - 100,000,000
(\$100,000,000) STRAIGHT BONDS. (FILE 33-45703 - FEB. 13) (BR. 10)
- S-1 POMEROY COMPUTER RESOURCES INC, 11530 CENTURY BLVD, CINCINNATI, OH 45246
(513) 671-9898 - 1,265,000 (\$11,385,000) COMMON STOCK. UNDERWRITER:
FIRST OF MICHIGAN CORP. (FILE 33-45728 - FEB. 14) (BR. 11 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-1 AVECOR CARDIOVASCULAR INC, 13010 COUNTY ROAD 6, MINNEAPOLIS, MN 55441 (612) 559-9504 - 1,988,250 (\$10,935,375) COMMON STOCK. UNDERWRITER: KINHARD JOHN G & COINC. (FILE 33-45731 - FEB. 14) (BR. 8 - NEW ISSUE)
- S-1 CATALINA MARKETING CORP/DE, 721 EAST BALL RD, ANAHEIM, CA 92805 (714) 956-6600 - 2,479,925 (\$44,638,650) COMMON STOCK. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C, PAINWEBBER INC, ROBERTSON STEPHENS & COO. (FILE 33-45732 - FEB. 14) (BR. 5 - NEW ISSUE)
- S-1 ICU MEDICAL INC/DE, 142 TECHNOLOGY DRIVE, IRVINE, CA 92718 (714) 753-1599 - 211,612 (\$2,750,956) COMMON STOCK. 1,283,388 (\$16,684,044) COMMON STOCK. UNDERWRITER: SUTRO & CO INC. (FILE 33-45734 - FEB. 14) (BR. 8 - NEW ISSUE)
- S-1 WALKER INTERACTIVE SYSTEMS INC, MARATHON PLZ THREE NORTH, 303 SECOND ST, SAN FRANCISCO, CA 94107 (415) 495-8811 - 2,990,000 (\$35,880,000) COMMON STOCK. UNDERWRITER: MORGAN STANLEY & COINC, ROBERTSON STEPHENS & CO. (FILE 33-45737 - FEB. 14) (BR. 10 - NEW ISSUE)
- S-1 QUANTUM RESTAURANT GROUP INC, 97 POWERHOUSE RD STE 101, ROSLYN HEIGHTS, NY 11577 (516) 484-0777 - 2,570,250 (\$38,553,750) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC, LEHMAN BROTHERS, MONTGOMERY SECURITIES. (FILE 33-45738 - FEB. 14) (BR. 12 - NEW ISSUE)
- S-1 CYTOTHERAPEUTICS INC/DE, 2 RICHMOND SQUARE, PROVIDENCE, RI 02906 (401) 272-3310 - 2,587,500 (\$36,225,000) COMMON STOCK. UNDERWRITER: OPPENHEIMER & CO INC, ROBERTSON STEPHENS & CO. (FILE 33-45739 - FEB. 14) (BR. 4 - NEW ISSUE)
- S-1 FIRST DATA CORPORATION, AMERICAN EXPRESS THRWORLD FINCL CENTER, NEW YORK, NY 10285 (212) 640-2000 - 40,000,000 (\$1,040,000,000) COMMON STOCK. 10,600,000 (\$275,600,000) COMMON STOCK. UNDERWRITER: BEAR STEARNS & CO INC, FIRST BOSTON CORP, KIDDER PEABODY & COINC, LAZARD FRERES & CO, LEHMAN BROTHERS, MERRILL LYNCH & CO, SALOMON BROTHERS INC. (FILE 33-45741 - FEB. 14) (BR. 10 - NEW ISSUE)
- S-3 WEST TEXAS UTILITIES CO, 301 CYPRESS, ABILENE, TX 79601 (915) 674-7000 - 25,000,000 (\$25,500,000) MORTGAGE BONDS. (FILE 33-45750 - FEB. 18) (BR. 13)
- S-3 OHIO EDISON CO, 76 S MAIN ST, AKRON, OH 44308 (216) 384-5100 - 250,000,000 (\$250,000,000) MORTGAGE BONDS. (FILE 33-45751 - FEB. 18) (BR. 13)
- S-1 SOFTWARE ETC STORES INC, 7505 METRO BLVD, EDINA, MN 55439 (612) 893-7644 - 3,105,000 (\$49,680,000) COMMON STOCK. UNDERWRITER: DILLON READ & CO INC, ROBERTSON STEPHENS & CO. (FILE 33-45779 - FEB. 18) (BR. 1 - NEW ISSUE)
- S-1 PNC SPECIALTIES INC, 20525 CENTER RIDGE ROAD, ROCKY RIVER, OH 44116 (216) 356-0700 - 1,840,000 (\$25,760,000) COMMON STOCK. UNDERWRITER: SMITH BARNEY HARRIS UPHAM & CO INC, WERTHEIM SCHRODER & CO INC. (FILE 33-45783 - FEB. 18) (BR. 2 - NEW ISSUE)
- S-2 NOVEN PHARMACEUTICALS INC, 13300 SW 128TH ST, MIAMI, FL 33186 (305) 253-5099 - 702,095 (\$6,362,735.94) COMMON STOCK. 2,875,000 (\$26,054,687.50) COMMON STOCK. (FILE 33-45784 - FEB. 18) (BR. 4)
- S-8 PHARMACEUTICAL RESOURCES INC, ONE RAM RIDGE RD, SPRING VALLEY, NY 10977 (914) 425-7100 (FILE 33-45785 - FEB. 14) (BR. 4)
- S-B STATE OF ISRAEL, 350 FIFTH AVE, C/O YAIR SEROUSSI, NEW YORK, NY 10118 (212) 676-6000 - 200,000,000 (\$200,000,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-45786 - FEB. 14) (BR. 9)

REGISTRATIONS CONTINUED

- S-3 FREEPORT MCMORAN COPPER & GOLD INC, ONE EAST FIRST STREET STE 1600, RENO, NV 89501 (702) 688-3000 - 5,000,000 (\$250,000,000) PREFERRED STOCK. (FILE 33-45787 - FEB. 18) (BR. 2)
- S-4 TELLABS INC, 4951 INDIANA AVE, LISLE, IL 60532 (708) 969-8800 - 15,750,000 (\$338,625,000) COMMON STOCK. (FILE 33-45788 - FEB. 14) (BR. 7)
- S-8 IES INDUSTRIES INC, 200 FIRST ST SE, CEDAR RAPIDS, IA 52401 (319) 398-4411 - 20,087 (\$559,925) COMMON STOCK. (FILE 33-45789 - FEB. 18) (BR. 8)
- S-3 CLAYTON HOMES INC, P O BOX 15169, NEW TOPSIDE RD AT ALCOA HWY, KNOXVILLE, TN 37901 (615) 970-7200 - 2,300,000 (\$48,731,250) COMMON STOCK. (FILE 33-45791 - FEB. 18) (BR. 10)
- S-3 RAC MORTGAGE INVESTMENT CORP, 10221 WINCOPIN CIRCLE, COLUMBIA, MD 21044 (410) 730-7222 - 1,300,000 (\$14,787,500) COMMON STOCK. (FILE 33-45792 - FEB. 18) (BR. 5)
- S-3 TRIBUNE CO, 435 N MICHIGAN AVE, CHICAGO, IL 60611 (312) 222-9100 - 300,000,000 (\$300,000,000) STRAIGHT BONDS. (FILE 33-45793 - FEB. 18) (BR. 12)
- S-1 PACIFIC MUTUAL LIFE INSURANCE CO, 700 NEWPORT CENTER DR, C/O DAVID R CARMICHAEL, NEWPORT BEACH, CA 92660 (714) 640-3011 - \$35,000,000 VARIABLE ANNUITY ISSUES. (FILE 33-45796 - FEB. 14) (BR. 20 - NEW ISSUE)
- S-1 WASTE PROCESSOR INDUSTRIES INC, 211 EAST PARKWOOD, FRIENDSWOOD, TX 77546 (713) 482-3462 - 3,000,000 (\$17,625,000) COMMON STOCK. (FILE 33-45798 - FEB. 18) (BR. 8)
- S-4 OLD NATIONAL BANCORP, 420 MAIN ST, EVANSVILLE, IN 47708 (812) 464-1200 - 983,367 (\$14,552,000) COMMON STOCK. (FILE 33-45799 - FEB. 18) (BR. 1)
- S-1 SECTOR STRATEGY FUND IV LP, MERRILL LYNCH HDQTS 6TH FLR - S TUR, C/O ML FUTURES INVESTMENT PARTNERS INC, NEW YORK, NY 10080 (212) 236-4166 - 2,250,000 (\$225,000,000) LIMITED PARTNERSHIP CERTIFICATE. UNDERWRITER: MERRILL LYNCH PIERCE FENNER & SMITH INC. (FILE 33-45800 - FEB. 19) (BR. 11 - NEW ISSUE)
- S-8 FULTON FINANCIAL CORP, ONE PENN SQ, P O BOX 4887, LANCASTER, PA 17604 (717) 291-2411 - 41,404 (\$567,234.80) COMMON STOCK. (FILE 33-45801 - FEB. 18) (BR. 2)
- S-1 MORNINGSTAR GROUP INC, 5956 SHERRY LN STE 1100, DALLAS, TX 75225 (214) 360-4700 - 1,450,000 (\$23,200,000) COMMON STOCK. 5,392,500 (\$86,280,000) COMMON STOCK. (FILE 33-45805 - FEB. 19) (BR. 3)
- S-2 CHATTEM INC, 1715 W 38TH ST, CHATTANOOGA, TN 37409 (615) 821-4571 - 230,000 (\$6,181,250) COMMON STOCK. 920,000 (\$24,725,000) COMMON STOCK. (FILE 33-45806 - FEB. 19) (BR. 4)
- S-1 EZCORP INC, 625 EAST 10TH ST SUITE 850, AUSTIN, TX 78701 (512) 476-6677 - 1,725,000 (\$33,430,500) COMMON STOCK. (FILE 33-45807 - FEB. 19) (BR. 1)
- S-1 ARCADIAN PARTNERS L P, 6750 POPLAR AVE STE 600, MEMPHIS, TN 38138 (901) 758-5200 - 15,909,091 (\$365,909,093) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-45828 - FEB. 11) (BR. 1 - NEW ISSUE)
- S-8 RELIANCE ELECTRIC CO/DE, 6065 PARKLAND BLVD, CLEVELAND, OH 44124 (216) 266-5800 - 600,000 (\$12,822,000) COMMON STOCK. (FILE 33-45830 - FEB. 19) (BR. 8)

REGISTRATIONS CONTINUED

- S-8 RELIANCE ELECTRIC CO/DE, 6065 PARKLAND BLVD, CLEVELAND, OH 44124 (216) 266-5800 - 100,000 (\$50,000) COMMON STOCK. (FILE 33-45831 - FEB. 19) (BR. 8)
- S-8 RELIANCE ELECTRIC CO/DE, 6065 PARKLAND BLVD, CLEVELAND, OH 44124 (216) 266-5800 - 1,909,100 (\$954,550) COMMON STOCK. 30,280 (\$60,560) COMMON STOCK. (FILE 33-45832 - FEB. 19) (BR. 8)
- S-1 SHOPKO STORES INC, 700 PILGRIM WAY, GREEN BAY, WI 54304 (414) 497-2211 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-45833 - FEB. 19) (BR. 1)
- S-3 LONG ISLAND LIGHTING CO, 175 E OLD COUNTRY RD, HICKSVILLE, NY 11801 (516) 933-4590 - 215,000,000 (\$215,000,000) STRAIGHT BONDS. (FILE 33-45834 - FEB. 19) (BR. 7)
- S-3 NEW PLAN REALTY TRUST, 1120 AVE OF THE AMERICAS, NEW YORK, NY 10036 (212) 869-3000 - 3,450,000 (\$81,075,000) COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-45835 - FEB. 19) (BR. 6)
- S-1 BACHMAN INFORMATION SYSTEMS INC /MA/, 8 NEW ENGLAND EXECUTIVE PARK, BURLINGTON, MA 01803 (617) 273-9003 - 109,500 (\$3,805,125) COMMON STOCK. (FILE 33-45841 - FEB. 19) (BR. 9)
- S-B AUSTRALIAN WHEAT BOARD, 528 LONSDALE ST, MELBOURNE 3000 AUSTRALIA, C3 ----- - 206,547,744 (\$206,547,744) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-45842 - FEB. 19) (BR. 9)
- S-3 INTERFERON SCIENCES INC, 783 JERSEY AVE, NEW BRUNSWICK, NJ 08901 (201) 249-3250 - 250,000 (\$2,562,500) COMMON STOCK. (FILE 33-45854 - FEB. 11) (BR. 4)

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
SL INDS INC	COM		448	78441310	
ARROWHEAD HOLDINGS CORP	13D	12/20/91	6.8	0.0	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
SOCIETY FOR SVGS BANCORP INC HEINE SECURITIES CORP	COM 13D	2/14/92	555 4.7	83366510 5.9	UPDATE
SOUTHERN UN CO NEW LINDEMANN GEORGE L ET AL	COM 13D	2/18/92	1,360 25.7	84403010 24.7	UPDATE
STIFEL FINL CORP LATSHAW JOHN	COM 13D	2/11/92	189 5.5	86063010 6.9	UPDATE
ULTIMATE CORP ELOWITZ NORMAN	COM 13D	2/ 4/92	1,800 19.7	90384810 18.2	UPDATE
WALKER POWER INC GIOVACCHINI PAUL G	COM 13D	1/22/92	451 13.0	93177510 0.0	NEW
WALKER POWER INC SIGNAL CAPITAL CORP	COM 13D	1/22/92	451 13.0	93177510 0.0	NEW
WATSCO INC MONASTER MONTE P	CL B CV 13D	1/10/92	70 2.8	94262210 0.0	NEW
ALLIANT TECHSYSTEM HLDGS INC FMR CORP	COM 13D	2/ 4/92	442 4.6	01880410 5.4	UPDATE
BALLISTIC RECOVERY SYS BRANDT DARREL D	COM 13D	2/19/92	366 10.0	05865910 6.8	UPDATE
BERGEN BRUNSWIG CORP MARTINI EMIL P JR	CL A 13D	1/31/92	1,592 4.4	08373910 6.6	UPDATE
CARLISLE PLASTICS INC GRIGORIOU CHRIS I	CL A 13D	1/14/92	2,046 11.6	14252210 13.1	UPDATE
CENTIGRAM COMMUNICATION CORP STATE OF WISCONSIN INVEST BD	COM 13D	1/22/92	250 5.9	15231710 0.0	NEW
CHARTER CO AMERICAN FINANCIAL CORP ET AL	COM 13D	2/ 5/92	24,012 53.0	16117710 53.0	UPDATE
CHIPWICH LAMOTTA RICHARD E	COM CL A 13D	1/22/92	238 3.0	17002910 6.6	UPDATE
CHIPWICH METZGER SAMUEL	COM CL A 13D	1/22/92	454 5.7	17002910 100.0	UPDATE
CHIPWICH PELTZ ROBERT B	COM CL A 13D	1/22/92	2,802 33.6	17002910 0.0	NEW
COMMERCE GROUP CORP SKEEN ROBERT C	COM 13D	2/20/92	185 5.5	20065410 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
CRYOMEDICAL SCIENCES INC DAVIS J MORTON ET AL	COM 13D	1/31/92	2,728 15.9	22904910 15.9	UPDATE
DYCOM INDS INC STOVER WILLIAM T ET AL	COM 13D	2/19/92	1,968 23.4	26747510 17.7	UPDATE
EQUIMARK CORP TISCH LAURENCE A ET AL	COM NEW 13D	2/10/92	7,728 20.9	29443250 2.1	UPDATE
FLEET CALL INC MATSUSHITA COMM INDL CO ET AL	CL A 13D	2/13/92	3,000 5.7	33889810 0.0	NEW
FOOTHILL GROUP INC NETWORK CO LTD	CL A 13D	2/ 2/92	807 8.0	34510920 9.8	UPDATE
GALVEST INC KANNER ROBERT H ET AL	COM PAR \$0.10 13D	2/13/92	0 0.0	36416920 0.0	NEW
HEALTHCARE COMPARE CORP BRUNNER DANIEL ET AL	COM 13D	2/12/92	2,865 12.1	42192810 9.5	UPDATE
HEALTHCARE COMPARE CORP OCCUPATIONAL URGENT CARE HLTH	COM 13D	2/12/92	2,327 9.8	42192810 7.6	UPDATE
HEALTHSOURCE INC FMR CORP	COM 13D	2/12/92	389 4.9	42299510 6.1	UPDATE
HEALTHSOURCE INC FMR CORP	COM 13D	2/12/92	389 4.9	42299510 6.1	UPDATE
HEINZ H J CO HEINZ TERESA F	COM 13D	2/18/92	36,062 14.1	42307410 11.0	UPDATE
INFORMATION INTL INC BROWN ROSS M ET AL	COM 13D	2/11/92	219 9.4	45674010 0.0	NEW
INNOVET INC BROOKS JOHN H	COM 13D	2/11/92	900 10.2	45799710 0.0	NEW
INTER REGL FINL GROUP INC PRIMERICA CORP ET AL	COM 13D	2/13/92	305 3.7	45835110 20.3	UPDATE
KASLER CORP FIDELITY INTL LTD	COM 13D	2/11/92	569 5.7	48579510 6.7	UPDATE
KASLER CORP FMR CORP	COM 13D	2/11/92	569 5.7	48579510 6.7	UPDATE
KEMPER CORP FIDELITY INTL LTD	COM 13D	2/11/92	2,309 4.8	48839610 5.2	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
KEMPER CORP FMR CORP	COM 13D	2/11/92	2,309 4.8	48839610 5.2	UPDATE
LE PEEP RESTAURANTS RHODS MITCHEL E	COM 13D	2/ 7/92	5,947 75.0	52129810 0.0	NEW
LIFETIME CORP SKOPBANK LTD ET AL	COM NEW 13D	2/12/92	807 8.9	53191120 4.6	UPDATE
MGI PHARMA INC FIDELITY INTL LTD	COM 13D	2/11/92	480 4.4	55288010 7.7	UPDATE
MGI PHARMA INC FMR CORP	COM 13D	2/11/92	480 4.4	55288010 7.7	UPDATE
MAGNETEK INC STATE OF WISCONSIN INVEST BD	COM 13D	1/31/92	1,418 6.2	55942410 0.0	NEW
MALLARD COACH INC LEWIS PERRY J ET AL	COM 13D	2/11/92	2,645 41.7	56120810 0.0	NEW
MICROFRAME INC DEIXLER STEPHEN M	COM 13D	1/ 7/92	3,044 23.1	59491510 33.2	UPDATE
MICROFRAME INC ROMA STEVEN	COM 13D	1/ 7/92	1,897 14.4	59491510 21.2	UPDATE
MICROFRAME INC STEVE ASSOCIATES	COM 13D	1/ 7/92	400 3.0	59491510 14.1	UPDATE
MICROAGE INC STATE OF WISCONSIN INVEST BD	COM 13D	1/24/92	210 5.0	59492810 0.0	NEW
MIDWEST GRAIN PRODUCTS INC ROCKER DAVID A	COM 13D	2/ 5/92	273 4.2	59899210 6.1	UPDATE
NABORS INDS INC MORGAN J P & CO INC	COM 13D	12/30/91	2,612 5.2	62956810 8.7	UPDATE
NATIONAL CONVENIENCE STORES BOMBAYWALA GHULAM M ET AL	COM 13D	2/20/92	1,055 4.9	63557010 5.2	UPDATE
ONCOR INC STATE OF WISCONSIN INVEST BD	COM 13D	1/30/92	660 6.3	68231110 0.0	NEW
OVERSEAS PARTNERS CASEY FAMILY PROGRAM	CAPITAL STK 13D	1/16/92	7,878 5.3	69033099 5.8	UPDATE
PAGE AMERICA GROUP INC PRICE T ROWE STRATEGIC ET AL	COM PAR \$0.10 13D	2/14/92	257 7.0	69546530 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PANSOPHIC SYS INC	COM		0	69863110	
SOROS GEORGE ET AL	13D	1/14/92	0.0	N/A	UPDATE
PROSPECT GROUP INC	COM		1,471	74291820	
DAVIDSON M H & CO	13D	8/29/91	6.3	7.5	RVISION
PROTECH INC	COM NEW		519	74364630	
THOMAS PHILIP R	13D	2/ 1/92	14.0	0.0	NEW
ROSS SYS INC	COM		436	77830310	
MORGAN J P & CO ET AL	13D	12/ 4/91	4.7	0.0	NEW
SELVAC CORP	COM		879	81661310	
BORKOWSKI ALLAN	13D	2/10/92	5.6	0.0	NEW
SELVAC CORP	COM		1,113	81661310	
LEONARD JAMES J	13D	2/10/92	7.0	0.0	NEW
SERVICE FRACTURING CO	COM		636	81790810	
MERCURY ASSET MGMT	13D	2/ 6/92	11.1	12.4	UPDATE
SILVERADO MINES LTD	COM		3,542	82834310	
TRI CON MNG LTD ET AL	13D	2/ 7/92	18.4	18.9	UPDATE
SKYLINE CORP	COM		810	83083010	
ORBIS INVMT MGMT LTD ET AL	13D	2/13/92	7.2	5.6	RVISION
SPELLING ENTMT INC	CL A		30,411	84780810	
AMERICAN FINANCIAL CORP ET AL	13D	2/ 5/92	92.1	91.9	UPDATE
SPHINX PHARMACEUTICALS CORP	COM		608	84841810	
S R ONE LTD	13D	1/23/92	5.1	0.0	NEW
UNICO AMERN CORP	COM		323	90460710	
GOODNOW EDWARD B	13D	12/24/91	5.9	0.0	NEW
UNITED STATES CELLULAR CORP	COM		39,820	91168410	
TELEPHONE & DATA SYSTEMS	13D	2/18/92	83.0	82.3	UPDATE
VERSUS TECHNOLOGY INC	COM		200	92531310	
LEHMAN T H CO ET AL	13D	2/ 2/92	7.9	0.0	NEW

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			
ABOVE TECHNOLOGIES INC	UT		X	X		X				01/31/92		
ADVANTA CORP	DE		X					X		02/10/92		
AEL INDUSTRIES INC	PA		X							02/19/92		
AICORP INC	DE							X		12/20/91	AMEND	
ALOETTE COSMETICS INC	PA					X		X		02/20/92		
ALPNET INC	UT		NO ITEMS								02/10/92	
AMERICAN NETWORK GROUP INC	DE		X					X		01/31/92		
ANALYTICAL SURVEYS INC	CO					X				02/19/92		
AQUA BUOY CORP	CO					X				02/20/92		
ARIZONA PUBLIC SERVICE CO	AZ					X				02/13/92		
ARROW ELECTRONICS INC	NY							X		02/18/92		
ARROW FINANCIAL CORP	NY					X		X		02/19/92		
ASSIX INTERNATIONAL INC	DE					X				02/18/92		
ASSOCIATED TRADES INC	NV		X							09/14/91		
ATC INC	DE							X		07/19/91	AMEND	
ATLANTA GOLD CORP								X		02/17/92		
ATRIX LABORATORIES INC	DE					X				12/30/91		
AUTO SWAP USA INC	DE							X		08/29/91	AMEND	
BAILEY CORP	DE					X				01/17/92		
BALTIMORE GAS & ELECTRIC CO	MD		NO ITEMS								10/23/91	AMEND
BANK SOUTH CORP	GA					X		X		02/21/92		
BAXTER INTERNATIONAL INC	DE							X		02/17/92		
BAXTER INTERNATIONAL INC	DE					X				02/21/92		
BAYLY CORP	DE					X		X		02/19/92		
BAYPORT RESTAURANT GROUP INC	FL					X		X		01/31/92		
BEAR STEARNS MORTGAGE CAPITAL CORP	DE					X		X		01/27/92		
BELDEN & BLAKE ENERGY CO	OH					X		X		02/13/92		
BELL W & CO INC	DC							X		02/07/92		
BELMAC CORP /FL/	FL		X			X		X		02/07/92		
BI INC	CO							X		02/18/92		
BIOTECHNICA INTERNATIONAL INC	DE							X		12/06/91	AMEND	
BOSTON CAPITAL TAX CREDIT FUND II LTD PA	DE		X					X		02/05/92		