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U.S. SECURITIES
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August 6, 1993

CIVIL PROCEEDINGS

FINAL JUDGMENTS ENTERED AGAINST BENJAMIN LIBERA AND TODD LIBERA

The Commission announced the entry of Final Consent Judgments Of Permanent Injunction And Other Relief As To Defendants Benjamin Libera (Brad Libera) and Todd A. Libera (Todd Libera) in federal court in Connecticut. With admitting the allegations of a complaint filed by the Commission on July 11, 1989, Brad Libera consented to the entry of a Final Judgment permanently enjoining him from violating Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5 thereunder and ordering him to disgorge \$325,651.85, plus prejudgment interest, but waiving the payment of all amounts exceeding \$10,000 based upon Brad Libera's claimed inability to pay. Additionally, the Final Judgment notes the appropriateness of a civil penalty under the Insider Trading Sanctions Act of 1984 (ITSA).

Todd Libera, with admitting the allegations contained in the Commission's complaint, consented to the entry of a Final Judgment permanently enjoining him from violating Section 10(b) of the Exchange Act and Rule 10b-5, and ordering him to disgorge \$120,053.56 plus prejudgment interest, but waiving the payment of all amounts exceeding \$10,000 due to his claimed inability to pay. The Final Judgment also notes the appropriateness of a civil penalty under ITSA. [SEC v. Dillon, et al., Dkt. No. 2:89CV00424, PCD, D. Conn.] (LR-13741)

RAY NISSEN PERMANENTLY ENJOINED BY DEFAULT

The Commission announced that on July 28 the Honorable Ralph W. Nimmons, Jr., U.S. District Judge for the Middle District of Florida, entered a Final Judgment of Permanent Injunction By Default (Final Judgment) against Ray E. Nissen (Nissen) of Toledo, Ohio by default. Nissen was the chief financial officer and a director of American Hi-Tech Corporation (Hi-Tech), a Nevada corporation which ceased operations in September 1990.

The complaint, filed on May 18, 1992, alleges that Nissen and William R. Menyhert (Menyhert), as officers and directors of Hi-Tech, knowingly and willfully, prepared and disseminated to broker-dealers and to members of the public disclosure materials concerning Hi-Tech which included financial statements which contained false and misleading information and omissions of material facts and which were not in conformity with generally accepted accounting principles (GAAP) in order to facilitate

a public distribution of Hi-Tech unregistered common stock. The complaint further alleges that defendants Nissen and Menyhert, knowingly and willfully, prepared and disseminated a second set of disclosure materials concerning Hi-Tech which again included financial statements which contained false and misleading material information and omissions of material facts and which were not in conformity with GAAP. [SEC v. William R. Menyhert and Ray E. Nissen, USDC, M.D. Fla., Civil Action No. 92-656-CIV-T-15C] (LR-13742)

CIVIL ACTION AGAINST ROBERT CUTILLO AND HOWARD CRASH

On August 5, the Commission announced the filing of a civil action in the U.S. District Court for the Southern District of New York against Robert S. Cutillo (Cutillo) and Howard Crash (Crash) seeking permanent injunctive relief and disgorgement.

The Commission's complaint alleges that Crash and Cutillo violated Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The complaint alleges that from the beginning of 1986 to the end of 1990, Crash paid over \$900,000 in undisclosed compensation or kickbacks to Cutillo, the former head government securities trader at Continental Grain Co. (Continental). In exchange for the kickbacks, Cutillo directed certain of Continental's United States government securities transactions to Crash and Crash's firm, R.C. Government Securities, Inc.

Simultaneous with the filing of the complaint, and without admitting or denying the allegations contained in the complaint, Cutillo and Crash consented to the entry of Final Judgments of Permanent Injunction And Other Equitable Relief On Consent (Final Judgments) granting the relief sought in the Commission's complaint.

Subject to entry of the Final Judgment by the Court, Crash has also consented to an order in a Commission administrative proceeding making findings that Crash has been enjoined, and permanently barring Crash from association with any broker, dealer, investment adviser, investment company or municipal securities dealer. [SEC v. Robert S. Cutillo and Howard Crash, 93 Civ. 5471, LMM, SDNY] (LR-13743)

INVESTMENT COMPANY ACT RELEASES

NAUTILUS FUND, INC.

A notice has been issued giving interested persons until August 30 to request a hearing on an application filed by Nautilus Fund, Inc. for an order under Section 8(f) of the Investment Company Act declaring that it has ceased to be an investment company. (Rel. IC-19611 - August 4)

PAINWEBBER LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until August 30 to request a hearing on an application by PaineWebber Life Insurance Company, PaineWebber Life Variable Annuity Account (Separate Account) and PaineWebber Incorporated for an order,

pursuant to Section 6(c) of the Investment Company Act of granting exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. The exemptions apply to the extent necessary to permit the deduction from the assets of the Separate Account of mortality and expense risk charges and a distribution expense charge imposed under certain individual flexible payment deferred variable annuity policies. (Rel. IC-19612 - August 4)

PAINWEBBER LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until August 30 to request a hearing on an application by PaineWebber Life Insurance Company, PaineWebber Life Variable Annuity Account (Separate Account) and PaineWebber Incorporated for an order, pursuant to Section 6(c) of the Investment Company Act granting exemptions from the provisions of Sections 26(a)(2)(C) and 27(c)(2) of the Act. The exemptions apply to the extent necessary to permit the deduction from the assets of the Separate Account of mortality and expense risk charges and a distribution expense charge imposed under certain individual flexible payment deferred variable annuity policies. (Rel. IC-19613 - August 4)

HOLDING COMPANY ACT RELEASES

ALLEGHENY POWER SYSTEM, INC.

A supplemental order has been issued authorizing Allegheny Power System, Inc. (APS), a registered holding company, to extend its period of authorization to December 31, 1994 during which it may issue and sell the 1.52 million shares of its authorized and unissued common stock, par value \$2.50 (Common Stock), remaining of the 3.5 million shares previously authorized through December 31, 1993. APS is further authorized to issue and sell, through December 31, 1994, up to an additional three million shares of Common Stock. Pursuant to the notice, APS was authorized to begin negotiations with potential underwriters to sell the Common Stock. (Rel. 35-25863)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING PRIVILEGES GRANTED

Orders have been issued granting the applications of five exchanges for unlisted trading privileges in issues which are listed and registered on one or more other national securities exchange and are reported in the consolidated transaction reporting system. The exchanges and number of issues are as follows: Boston Stock Exchange - 3 issues (Rel. 34-32711); Cincinnati Stock Exchange - 1 issue (Rel. 34-32712); Philadelphia Stock Exchange - 34 issues (Rel. 34-32713) and 6 issues (Rel. 34-32717); Chicago Stock Exchange - 13 issues (Rel. 34-32714) and 2 issues (Rel. 34-32716); and Pacific Stock Exchange - 7 issues (Rel. 34-32715).

WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until August 25 to comment on the application of Frozen Food Express Industries, Inc. to withdraw its Common Stock, \$1.50 Par Value, from listing and registration on the American Stock Exchange. (Rel. 34-32719)

A notice has been issued giving interested persons until August 25 to comment on the application of Westcorp to withdraw its Common Stock, \$1.00 Par Value, from listing and registration on the American Stock Exchange. (Rel. 34-32720)

WITHDRAWAL GRANTED

An order has been issued granting the application of CSS Industries, Inc. to withdraw from listing and registration its Common Stock, \$.10 Par Value, on the American Stock Exchange. (Rel. 34-32721)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-93-39) to amend Article II, Section 6(c) of the NASD Code of Procedure to clarify that former Market Surveillance Committee members are eligible for service on the Extended Hearing Committee. Publication of the proposal is expected in the Federal Register during the week of August 9. (Rel. 34-32718)

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 UNION PACIFIC CORP/UNION PACIFIC HOLDINGS INC ET AL, MARTIN TOWER,
EIGHTH AND EATON AVES, BETHLEHEM, PA 18018 (215) 861-3200 - 1,000,000 (\$62,062,500)
COMMON STOCK. (FILE 33-49849 - JUL. 30) (BR. 5)

S-3 NEW JERSEY BELL TELEPHONE CO, 540 BROAD ST, NEWARK, NJ 07101 (201) 649-9900 -
400,000,000 (\$400,000,000) STRAIGHT BONDS. (FILE 33-49851 - JUL. 30) (BR. 7)

S-3 ITEL CORP, 2 N RIVERSIDE PLZ, STE 1900, CHICAGO, IL 60606 (312) 902-1515 -
3,779,605 (\$114,106,275) COMMON STOCK. (FILE 33-49853 - JUL. 30) (BR. 3)

REGISTRATIONS CONTINUED

- S-8 SOUTHWESTERN BELL CORP, 175 E. HOUSTON ROOM 9-N-4, P.O. BOX 2933, SAN ANTONIO, TX 78299 (210) -35-1-30 - 18,000,000 (\$727,875,000) COMMON STOCK. (FILE 33-49855 - JUL. 30) (BR. 13)
- S-3 STONE CONTAINER CORP, 150 N MICHIGAN AVE, CHICAGO, IL 60601 (312) 346-6600 (FILE 33-49857 - JUL. 30) (BR. 8)
- S-6 EMPIRE STATE MUNICIPAL EXEMPT TRUST GUARANTEED SERIES 98, C/O GLICKENHAUS & CO, NEW YORK, NY 10017 - 320 (\$320,000) UNIT INVESTMENT TRUST. (FILE 33-49859 - JUL. 30) (BR. 22 - NEW ISSUE)
- S-3 ASSOCIATES CORPORATION OF NORTH AMERICA, 250 E CARPENTER FWY, IRVING, TX 75062 (214) 541-4000 - 5,000,000,000 (\$5,000,000,000) STRAIGHT BONDS. (FILE 33-49861 - JUL. 30) (BR. 11)
- S-3 ALCO STANDARD CORP, P O BOX 834, VALLEY FORGE, PA 19482 (215) 296-8000 - 42,200 (\$1,896,468) COMMON STOCK. (FILE 33-49863 - JUL. 30) (BR. 7)
- S-4 ANSOUTH BANCORPORATION, 1400 ANSOUTH SONAT TOWER, P.O. BOX 11007, BIRMINGHAM, AL 35288 (205) 320-7151 - 1,500,000 (\$23,913,000) COMMON STOCK. (FILE 33-49865 - JUL. 30) (BR. 2)
- S-3 PENNSYLVANIA POWER & LIGHT CO /PA, TWO N NINTH ST, ALLENTOWN, PA 18101 (215) 774-5151 - 9,000,000 (\$268,875,000) COMMON STOCK. (FILE 33-49867 - JUL. 30) (BR. 7)
- S-1 TALLEY INDUSTRIES INC, 2702 N 44TH ST, SUITE 100-A, PHOENIX, AZ 85008 (602) 957-7711 - 165,000,000 (\$165,000,000) STRAIGHT BONDS. (FILE 33-49869 - JUL. 30) (BR. 10)
- S-8 LIMITED INC, TWO LIMITED PKWY, P O BOX 16000, COLUMBUS, OH 43230 (614) 479-7000 - 7,298,225 (\$145,964,500) COMMON STOCK. (FILE 33-49871 - JUL. 30) (BR. 2)
- N-1A MERRILL LYNCH MARYLAND MUNICIPAL BOND FUND OF MUMSNST, P O BOX 9011, PRINCETON, NJ 08543 - INDEFINITE SHARES. (FILE 33-49873 - JUL. 30) (NEW ISSUE)
- S-3 PRICE T ROUE RENAISSANCE FUND LTD, 100 EAST PRATT ST, BALTIMORE, MD 21202 (410) 625-6640 - 330,000 (\$3,960,000) COMMON STOCK. (FILE 33-66140 - JUL. 15) (BR. 5)
- SB-2 FEDERAL MORTGAGE MANAGEMENT INC, 1800 SECOND ST, STE 780, SARASOTA, FL 34236 (813) 365-4200 - 5,000,000 (\$5,000,000) STRAIGHT BONDS. (FILE 33-66260-A - JUL. 20) (BR. 11 - NEW ISSUE)
- SB-2 WALL STREET FINANCIAL GROUP INC, 400 COLONY SQUARE, STE 200, ATLANTA, GA 30361 (404) 870-9012 - 1,150,000 (\$6,325,000) COMMON STOCK. 1,290,000 (\$131,000) WARRANTS, OPTIONS OR RIGHTS. 1,671,200 (\$10,914,100) COMMON STOCK. UNDERWRITER: DUKE & CO INC. (FILE 33-66270-A - JUL. 20) (BR. 12 - NEW ISSUE)
- SB-2 ADVANCED DEPOSITION TECHNOLOGIES INC, 580 MYLES STANDISH INDUSTRIAL PARK, TALMONT, MA 02780 (598) 823-0707 - 2,875,000 (\$9,890,000) COMMON STOCK. 100,001 (\$12,010) WARRANTS, OPTIONS OR RIGHTS. 150,000 (\$950,000) COMMON STOCK. UNDERWRITER: SCHNEIDER SECURITIES INC. (FILE 33-66324-B - JUL. 20) (BR. 8 - NEW ISSUE)
- S-8 WONDERWARE CORP, 16 TECHNOLOGY DR, IRVINE, CA 92718 (714) 727-3200 - 2,441,800 (\$10,963,682) COMMON STOCK. (FILE 33-66366 - JUL. 22) (BR. 9)
- S-8 SINGER CO N V, CHEKIANG FIRST BANK BLDG 16TH FLR, 60 GLOUCESTER RD, WANCHAI HONG KONG, KS - 3,796,000 (\$132,148,250) FOREIGN COMMON STOCK. (FILE 33-66508 - JUL. 26) (BR. 9)

REGISTRATIONS CONTINUED

- N-1A OLD WESTBURY FUNDS INC, 6 ST JAMES AVE, C/O SIGNATURE BROKER DEALER SERVICES INC,
BOSTON, MA 02116 (617) 423-0800 - INDEFINITE SHARES. (FILE 33-66528 - JUL. 27)
(BR. 17 - NEW ISSUE)
- S-8 SAMMINA CORP/DE, 2121 OTOOLE AVE, SAN JOSE, CA 95131 (408) 435-8444 - 916,802
(\$7,173,823) COMMON STOCK. (FILE 33-66554 - JUL. 27) (BR. 3)
- S-8 CYPRESS SEMICONDUCTOR CORP /DE/, 3901 N FIRST ST, SAN JOSE, CA 95134 (408) 943-2600
- 500,000 (\$7,125,000) COMMON STOCK. (FILE 33-66558 - JUL. 28) (BR. 3)
- S-8 ADAC LABORATORIES, 540 ALDER DR, MILPITAS, CA 95035 (408) 321-9100 - 66,334
(\$991,360.48) COMMON STOCK. (FILE 33-66560 - JUL. 28) (BR. 8)
- S-8 ADAC LABORATORIES, 540 ALDER DR, MILPITAS, CA 95035 (408) 321-9100 - 1,000,000
(\$11,401,577) COMMON STOCK. (FILE 33-66562 - JUL. 28) (BR. 8)
- S-3 JACOBS ENGINEERING GROUP INC /DE/, 251 S LAKE AVE, PASADENA, CA 91101 (818) 449-2171
- 72,000 (\$1,512,000) COMMON STOCK. (FILE 33-66564 - JUL. 28) (BR. 9)
- S-8 UNITED STATES EXPLORATION INC, 1901 NEW ST, INDEPENDENCE, KS 67301 (316) 331-8102 -
160,000 (\$630,000) COMMON STOCK. (FILE 33-66570 - JUL. 28) (BR. 11)
- S-3 DUFF & PHELPS CORP, 55 EAST MONROE ST, CHICAGO, IL 60603 (312) 263-2610 - 1,115,456
(\$18,823,320) COMMON STOCK. (FILE 33-66572 - JUL. 28) (BR. 12)
- S-8 APOGEE ENTERPRISES INC, 7900 XERXES AVE S STE 1800, MINNEAPOLIS, MN 55431
(612) 835-1874 - 200,000 (\$2,425,000) COMMON STOCK. (FILE 33-66574 - JUL. 28) (BR. 10)
- S-1 HERBALIFE INTERNATIONAL INC, 9800 LA CIENEGA BLVD, INGLEWOOD, CA 90301
(310) 410-9600 - 5,750,000 (\$103,500,000) COMMON STOCK. UNDERWRITER:
MATWEST SECURITIES LTD, SALOMON BROTHERS INC. (FILE 33-66576 - JUL. 29) (BR. 4)
- S-3 CHATTAHOOCHEE BANCORP INC, 1642 POWERS FERRY RD, MARIETTA, GA 30067 (404) 952-7750
- 525,199 (\$4,201,592) COMMON STOCK. (FILE 33-66578 - JUL. 29) (BR. 1)
- S-8 BELL MICROPRODUCTS INC, 1941 RINGWOOD AVE, SAN JOSE, CA 95131 (408) 451-9400 -
933,622 (\$6,768,759) COMMON STOCK. (FILE 33-66580 - JUL. 29) (BR. 10)
- S-8 OMNI INSURANCE GROUP INC, 1000 PARKWOOD CIRCLE, ATLANTA, GA 30339 (404) 952-4500 -
100,000 (\$1,400,000) COMMON STOCK. (FILE 33-66582 - JUL. 29) (BR. 9)
- S-4 BEARD INVESTMENT CO, 5600 N MAY AVE, STE 200, OKLAHOMA CITY, OK 73112 (405) 842-2333
- 2,652,339 (\$1,823,483) COMMON STOCK. 91,250 (\$3,041,667) PREFERRED STOCK. (FILE
33-66598 - JUL. 27) (BR. 2 - NEW ISSUE)
- S-1 SUMMA FOUR INC, 25 SUNDIAL AVE, MANCHESTER, NH 03103 (603) 625-4050 - 2,300,000
(\$34,500,000) COMMON STOCK. UNDERWRITER: MONTGOMERY SECURITIES,
WESSELS ARNOLD & HENDERSON. (FILE 33-66602 - JUL. 27) (BR. 7 - NEW ISSUE)
- S-1 P M HOLDINGS CORP, EIGHT GREENWAY PLAZA, STE 702, HOUSTON, TX 77046 (713) 877-8257
- 200,000,000 (\$200,000,000) STRAIGHT BONDS. 400,000 (\$40,000,000) COMMON STOCK.
UNDERWRITER: CHEMICAL SECURITIES INC, FIRST BOSTON CORP, KIDDER PEABODY & CO INC.
(FILE 33-66606 - JUL. 27) (BR. 4 - NEW ISSUE)
- S-3 FIRST PACIFIC NETWORKS INC, 601 W CALIFORNIA AVE, SUNNYVALE, CA 94086 (408) 730-6600
- 2,016,414 (\$33,270,831) COMMON STOCK. UNDERWRITER: JOSEPH THAL LYON & ROSS INC.
(FILE 33-66608 - JUL. 27) (BR. 7)

REGISTRATIONS CONTINUED

- S-3 MCCORMICK & CO INC, 18 LOVETON CIRCLE, P O BOX 6000, SPARKS, MD 21152 (410) 771-7301 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 33-66614 - JUL. 27) (BR. 3)
- F-1 FRISCO BAY INDUSTRIES OF CANADA LTD, 160 GRAVELINE, ST LAURENT QUEBEC, AB (514) 738-7300 - 1,150,000 (\$12,650,000) FOREIGN COMMON STOCK. 100,000 (\$100) WARRANTS, OPTIONS OR RIGHTS. 100,000 (\$1,320,000) FOREIGN COMMON STOCK. UNDERWRITER: JOSEPH TAL LYON & ROSS INC. (FILE 33-66616 - JUL. 28) (BR. 9 - NEW ISSUE)
- S-1 ALLIED HOLDINGS INC, 160 CLAIRMONT AVE, STE 510, DECATUR, GA 30030 (404) 370-1100 - 3,450,000 (\$51,750,000) COMMON STOCK. UNDERWRITER: ALEX BROWN & SONS INC, BEAR STEARNS & CO INC. (FILE 33-66620 - JUL. 28) (BR. 4 - NEW ISSUE)
- S-8 MARRIOTT CORP, 10400 FERNWOOD RD, BETHESDA, MD 20817 (301) 380-9000 - 4,800,000 (\$132,300,000) COMMON STOCK. (FILE 33-66622 - JUL. 28) (BR. 12)
- S-8 MARRIOTT INTERNATIONAL INC, 10400 FERNWOOD RD, BETHESDA, MD 20817 (301) 380-3000 - 34,000,000 (\$34,000,000) COMMON STOCK. (FILE 33-66624 - JUL. 28) (BR. 12)
- S-3 TECUMSEH PRODUCTS CO, 100 E PATTERSON ST, TECUMSEH, MI 49286 (517) 423-8411 - 6,037,500 (\$217,350,000) COMMON STOCK. (FILE 33-66626 - JUL. 28) (BR. 10)
- S-8 CRYSTAL OIL CO /LA/, 229 MILAM ST, SHREVEPORT, LA 71101 (318) 222-7791 - 90,000 (\$2,452,500) COMMON STOCK. (FILE 33-66628 - JUL. 28) (BR. 4)
- S-8 CONSERVATIVE SAVINGS CORP, 11207 WEST DODGE RD, OMAHA, NE 68154 (402) 334-8475 - 17,000 (\$318,750) COMMON STOCK. 12,000 (\$319,500) PREFERRED STOCK. (FILE 33-66632 - JUL. 28) (BR. 1)
- S-3 NATIONAL PATENT DEVELOPMENT CORP, 9 WEST 57TH ST, NEW YORK, NY 10019 (212) 826-8500 - 4,746,282 (\$16,649,742) COMMON STOCK. (FILE 33-66634 - JUL. 28) (BR. 5)
- F-8 COMEST EXPLORATION CO LTD, 95 WELLINGTON ST WEST, STE 2000, TORONTO ONTARIO, A6 (416) 362-6721 - 675,000 (\$11,218,000) FOREIGN COMMON STOCK. UNDERWRITER: FARADAY RESOURCES INC. (FILE 33-66636 - JUL. 28) (BR. 3 - NEW ISSUE)
- S-11 CHEVY CHASE SAVINGS BANK FSB, 8401 CONNECTICUT AVE, CHEVY CHASE, MD 20815 (301) 986-7000 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-66638 - JUL. 28) (BR. 11)
- S-1 TRICORD SYSTEMS INC /DE/, 3750 ANNAPOLIS LANE, PLYMOUTH, MI 55447 (612) 557-9005 - 3,162,500 (\$64,040,625) COMMON STOCK. (FILE 33-66640 - JUL. 28) (BR. 10)
- S-4 OFFICE DEPOT INC, 2200 OLD GERMANTON RD, DELRAY BEACH, FL 33445 (407) 278-4800 - 1,907,254 (\$52,211,078) COMMON STOCK. (FILE 33-66642 - JUL. 28) (BR. 7)
- F-3 SWEDISH EXPORT CREDIT CORP /SWED/, VASTRA TRADGARDSGATAN 11 B, STOCKHOLM SWEDEN, V7 - 200,000,000 (\$200,000,000) FOREIGN PREFERRED STOCK. (FILE 33-66644 - JUL. 28) (BR. 11)
- SB-2 GREEN MOUNTAIN COFFEE INC, 33 COFFEE LANE, WATERBURY, VT 05676 (802) 244-5621 - 1,150,000 (\$12,650,000) COMMON STOCK. UNDERWRITER: GILFORD SECURITIES INC. (FILE 33-66646 - JUL. 28) (BR. 3 - NEW ISSUE)
- S-3 AGCO CORP /DE/, 5295 TRIANGLE PKWY, NORCROSS, GA 30092 (404) 447-5564 - 1,725,000 (\$31,696,875) COMMON STOCK. UNDERWRITER: DILLON READ & CO INC, SMITH BARNEY HARRIS UPHAM & CO. (FILE 33-66648 - JUL. 28) (BR. 3)

REGISTRATIONS CONTINUED

- S-8 TIG HOLDINGS INC, 126 E 56TH ST, NEW YORK, NY 10022 (212) 446-2708 - 10,000 (\$250,000) COMMON STOCK. (FILE 33-66650 - JUL. 28) (BR. 9)
- S-8 MILGRAY ELECTRONICS INC, 77 SCHMITT BLVD, FARMINGDALE, NY 11735 (516) 420-9800 - 96,000 (\$681,600) COMMON STOCK. (FILE 33-66652 - JUL. 29) (BR. 3)
- S-3 AMERICAN EXPRESS CO, AMERICAN EXPRESS TWR, WORLD FINANCIAL CTR, NEW YORK, NY 10285 (212) 640-2000 - 23,618,500 (\$851,683,110) COMMON STOCK. UNDERWRITER: LEHMAN BROTHERS, SALOMON BROTHERS INC, SMITH BARNEY HARRIS UPHAM & CO. (FILE 33-66654 - JUL. 29) (BR. 12)
- S-3 FIRST DATA CORPORATION, 200 VESEY STREET, WORLD FINANCIAL CENTER, NEW YORK, NY 10285 (212) 640-2000 - 23,618,500 COMMON STOCK. (FILE 33-66656 - JUL. 29) (BR. 10)
- S-8 MARITRANS INC, ONE LOGAN SQ, 26TH FL, PHILADELPHIA, PA 19103 (215) 864-1200 - 1,250,000 (\$5,000,000) COMMON STOCK. (FILE 33-66658 - JUL. 29) (BR. 4)
- S-3 HCA HOSPITAL CORPORATION OF AMERICA, ONE PARK PLZ, NASHVILLE, TN 37203 (615) 327-9551 - 5,714,286 (\$114,642,862.88) COMMON STOCK. (FILE 33-66660 - JUL. 29) (BR. 5)
- M-2 BAKER FENTRESS & CO, 200 W MADISON ST, STE 3510, CHICAGO, IL 60606 (312) 236-9190 - 4,032,974 (\$73,853,836.38) COMMON STOCK. (FILE 33-66662 - JUL. 29) (BR. 16)
- S-8 MAI TECHNOLOGIES INC, 60 PLANT AVE, HAUPPAUGE, NY 11788 (516) 582-6500 - 100,000 (\$1,375,000) COMMON STOCK. (FILE 33-66664 - JUL. 29) (BR. 10)
- S-8 MAI TECHNOLOGIES INC, 60 PLANT AVE, HAUPPAUGE, NY 11788 (516) 582-6500 - 200,000 (\$2,750,000) COMMON STOCK. (FILE 33-66666 - JUL. 29) (BR. 10)
- S-8 TELTRONICS INC, 2150 WHITEFIELD INDUSTRIAL WAY, SARASOTA, FL 34243 (813) 753-5000 - 1,000,000 (\$1,125,000) COMMON STOCK. (FILE 33-66668 - JUL. 23) (BR. 7)
- S-8 JMAR INDUSTRIES INC, 3956 SORRENTO VALLEY BLVD STE D, SAN DIEGO, CA 92121 (619) 535-1706 - 62,168 (\$151,689.92) COMMON STOCK. (FILE 33-66672 - JUL. 26) (BR. 3)
- S-8 JMAR INDUSTRIES INC, 3956 SORRENTO VALLEY BLVD STE D, SAN DIEGO, CA 92121 (619) 535-1706 - 480,000 (\$1,171,200) COMMON STOCK. (FILE 33-66674 - JUL. 26) (BR. 3)
- S-3 HEALTH CARE PROPERTY INVESTORS INC, 10990 WILSHIRE BLVD STE 1200, LOS ANGELES, CA 90024 (310) 473-1990 UNDERWRITER: MERRILL LYNCH & CO. (FILE 33-66676 - JUL. 29) (BR. 6)
- S-2 TEXFI INDUSTRIES INC, 5400 GLENWOOD AVE STE 318, RALEIGH, NC 27612 (919) 783-4736 - 34,500,000 (\$34,500,000) STRAIGHT BONDS. (FILE 33-66678 - JUL. 29) (BR. 8)
- S-3 MDU RESOURCES GROUP INC, 400 N FOURTH ST, BISMARCK, ND 58501 (701) 222-7900 - 1,000,000 (\$31,437,500) COMMON STOCK. (FILE 33-66682 - JUL. 29) (BR. 8)
- SB-2 MICROFRAME INC, 21 MERIDIAN RD, EDISON, NJ 08820 (908) 494-4440 - 4,000,000 (\$1,136,000) COMMON STOCK. (FILE 33-66688 - JUL. 29) (BR. 10)
- S-8 PHILLIPS VAN HEUSEN CORP /DE/, 1290 AVENUE OF THE AMERICAS, NEW YORK, NY 10104 (212) 541-5200 - 554,000 (\$14,750,250) COMMON STOCK. (FILE 33-66690 - JUL. 29) (BR. 7)

REGISTRATIONS CONTINUED

- S-8 BAILEY CORP, 700 LAFAYETTE RD, P O BOX 307, SEABROOK, NH 03874 (603) 474-3011 - 320,000 (\$1,347,200) COMMON STOCK. (FILE 33-66692 - JUL. 29) (BR. 4)
- S-8 ARKANSAS BEST CORP /DE/, 1000 SOUTH 21 ST, FORT SMITH, AR 72901 (501) 785-6000 - 1,203,000 (\$10,297,680) COMMON STOCK. (FILE 33-66694 - JUL. 29) (BR. 4)
- S-8 TREADCO INC, 1000 S 21ST ST, FORT SMITH, AR 72901 (501) 785-6000 - 430,000 (\$4,893,400) COMMON STOCK. (FILE 33-66696 - JUL. 29) (BR. 4)
- S-3 SYBASE INC, 6475 CHRISTIE AVE, EMERYVILLE, CA 94608 (510) 596-3500 - 68,017 (\$4,939,734) COMMON STOCK. (FILE 33-66698 - JUL. 29) (BR. 9)
- S-8 ONE VALLEY BANCORP OF WEST VIRGINIA INC, ONE VALLEY SQ, SUMMERS & LEE STS PO BOX 1793, CHARLESTON, WV 25326 (304) 348-7000 - 960,000 (\$28,800,000) COMMON STOCK. (FILE 33-66700 - JUL. 29) (BR. 1)
- S-8 AMERICAN OILFIELD DIVERS INC, 130 E KALISTE SALOON RD, LAFAYETTE, LA 70508 (318) 234-4590 - 2,265,997 (\$21,184,471) COMMON STOCK. (FILE 33-66702 - JUL. 29) (BR. 3)
- S-8 NOVELL INC, 122 EAST 1700 SOUTH, PROVO, UT 84606 (801) 429-7000 - 84,067 (\$317,773) COMMON STOCK. (FILE 33-66704 - JUL. 29) (BR. 9)
- S-8 QUANTUM VENTURES GROUP INC, 2600 N MILITARY TRAIL STE 270, BOCA RATON, FL 33431 (407) 997-4050 - 80,000 (\$90,000) COMMON STOCK. (FILE 33-66706 - JUL. 29) (BR. 11)
- S-3 ARTEL COMMUNICATIONS CORP, 22 KANE INDUSTRIAL DR, HUDSON, MA 01749 (508) 562-2100 - 20,000 (\$20,000) COMMON STOCK. (FILE 33-66708 - JUL. 29) (BR. 10)
- S-8 ARTEL COMMUNICATIONS CORP, 22 KANE INDUSTRIAL DR, HUDSON, MA 01749 (508) 562-2100 - 600,000 (\$1,537,800) COMMON STOCK. (FILE 33-66710 - JUL. 29) (BR. 10)
- S-3 SEALED AIR CORP, PARK 80 EAST, SADDLE BROOK, NJ 07662 (201) 791-7600 - 8,180 (\$197,373) COMMON STOCK. (FILE 33-66716 - JUL. 28) (BR. 5)

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.

ACQUISITIONS

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
AMERICAN HERITAGE LIFE INV DAVIS A DAMO ET AL	COM 13D	5/22/93	6,480 54.2	02652210 53.3	UPDATE
AMERICAN MATL PETE CO DEL O'BANION ROBERT W	COM NEW 13D	7/29/93	0 0.0	02860220 N/A	UPDATE
BRENCO INC KENNY ANNE WHITFIELD ET AL	COM 13D	7/22/93	2,269 23.0	10706110 24.0	UPDATE
BRENCO INC KENNY ANNE WHITFIELD ET AL	COM 13D	7/22/93	2,269 23.0	10706110 24.0	RVISION
BUSH INDS INC BUSH DEBORAH B	CL A 13D	7/21/93	192 4.2	12316410 6.0	UPDATE
BUSH INDS INC BUSH DEBORAH B	CL A 13D	7/21/93	192 4.2	12316410 6.0	RVISION
DAMON CORP NEW CORNING INC	COM NEW \$0.01 14D-1	8/ 4/93	16,222 100.0	23571830 0.0	UPDATE
EASTCO INDL SAFETY CORP DENSEN ALAN E	COM 13D	7/15/93	161 18.8	27616220 20.6	UPDATE
EASTCO INDL SAFETY CORP TOWELL ANTHONY P	COM 13D	6/ 2/93	126 13.6	27616220 8.2	RVISION
FARM & HOME FINL CORP KAISER FRANCIS OIL CO	COM 13D	7/20/93	624 9.4	30799110 10.8	UPDATE
GATEWAY FED CORP PNC BANK CORP ET AL	COM 13D	7/30/93	198 10.2	36760110 10.2	UPDATE
GREENERY REHABILITATION GRP MARTIN GERARD M ET AL	COM 13D	8/ 2/93	4,215 51.4	39479710 52.1	UPDATE
HACH CO LAWTER INTL INC	COM 13D	8/ 3/93	2,526 27.8	40450410 0.0	NEW
HACH CO LAWTER INTL INC	COM 13D	8/ 3/93	2,526 27.8	40450410 0.0	RVISION
JULLIANS ENTERTAINMENT RUBIN STEVEN	COM 13D	7/19/93	920 10.1	47742010 0.0	NEW
LAWTER INTL INC TERRA DANIEL J	COM 13D	8/ 3/93	8,937 20.0	52078610 21.2	UPDATE
LAWTER INTL INC TERRA DANIEL J	COM 13D	8/ 3/93	8,937 20.0	52078610 21.2	RVISION

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
LIFETIME CORP MENTOR PARTNERS LP	COM NEW 13D	7/30/93	0 0.0	53191120 5.3	UPDATE
LIFETIME CORP MENTOR PARTNERS LP	COM NEW 13D	7/30/93	0 0.0	53191120 5.3	RVISION
MDL INFORMATION SYS INC CHARTER OAK PARTNERS ET AL	COM 13D	7/27/93	725 8.8	55899010 0.0	NEW
MDL INFORMATION SYS INC CHARTER OAK PARTNERS ET AL	COM 13D	7/27/93	725 8.8	55899010 0.0	RVISION
MINERAL DEVELOPMENT SEITZ GLENN L	COM 13D	3/31/92	308 10.4	60283010 100.0	UPDATE
MINERAL DEVELOPMENT SEITZ GLENN L	COM 13D	3/31/92	308 10.4	60283010 100.0	RVISION
OAK INDS INC INVESCO MIN PLC ET AL	COM NEW 13D	7/27/93	1,235 7.5	67140050 17.8	UPDATE
PYROCAP INTL CORP ADAM THEODORE A III ET AL	COM 13D	4/ 5/93	3,337 80.7	74724810 0.0	NEW
PYROCAP INTL CORP ADAM THEODORE A III ET AL	COM 13D	4/ 5/93	3,337 80.7	74724810 0.0	RVISION
SPORTS HEROES INC BELGRAVE INVNT TRUST N V	COM 13D	3/24/93	200 6.7	84891410 0.0	NEW
STUARTS DEPT STORES INC NATIONAL WESTMINSTER BANK	COM USA 13D	7/14/93	2,981 13.4	86383910 12.4	UPDATE
STUARTS DEPT STORES INC NATIONAL WESTMINSTER BANK	COM USA 13D	7/14/93	2,981 13.4	86383910 12.4	RVISION
URETHANE TECHNOLOGIES INC PEIZER TERREN S	COM NEW 13D	7/27/93	2,526 36.2	91724620 40.3	UPDATE
URETHANE TECHNOLOGIES INC PEIZER TERREN S	COM NEW 13D	7/27/93	2,526 36.2	91724620 40.3	RVISION
WHITTAKER CORP SC FUNDAMENTAL INC ET AL	COM PAR \$0.01 13D	7/28/93	538 6.5	96668040 0.0	NEW
WHITTAKER CORP SC FUNDAMENTAL INC ET AL	COM PAR \$0.01 13D	7/28/93	538 6.5	96668040 0.0	RVISION

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			
SK TECHNOLOGIES CORP	DE					X					06/25/93	
SOLAR FINANCIAL SERVICES INC	NJ			X			X				07/19/93	
SOUTHERN BANCSHARES NC INC	DE		X					X			07/09/93	
SOUTHERN KITCHENS INC	MN				X						07/01/93	
SOUTHERN NEW ENGLAND TELECOMMUNICATIONS	CT					X					07/22/93	
SOUTHERN NEW ENGLAND TELEPHONE CO	CT				X		X				07/07/93	
SOUTHERN NEW ENGLAND TELEPHONE CO	CT				X						07/22/93	
SOUTHERN UNION CO	DE				X		X				07/09/93	
ST PAUL COMPANIES INC /MN/	MN		X								07/26/93	
SUNAMERICA INC	MD				X						07/26/93	
TANDY CORP /DE/	DE		X								07/13/93	
TEKTRONIX INC	OR				X						07/16/93	
TEXAS UTILITIES ELECTRIC CO	TX						X				07/21/93	
TRANS FINANCIAL BANCORP INC	KY				X		X				07/06/93	
TRANSACT INTERNATIONAL INC	CT		X					X			10/01/92	
TRIMAS CORP	DE				X		X				07/19/93	
UF BANCORP INC	DE				X		X				07/20/93	
UNION BANCSHARES CORP	VA		X		X		X				03/31/93	
UNITED AMERICAN HEALTHCARE CORP	MI						X				05/07/93AMEND	
UNOCAL CORP/DE	DE				X		X				07/27/93	
USX CORP	DE						X				07/27/93	
VALUEVISION INTERNATIONAL INC	MN				X						07/22/93	
VERMONT RESEARCH CORP /VT/	VT				X		X				07/15/93	
WALL STREET FINANCIAL CORP /DE/	DE		X	X			X				07/12/93	
WANG LABORATORIES INC	MA										07/07/93	
WESTERN GAS RESOURCES INC	DE				X						07/22/93	
WESTWOOD ONE INC /DE/	DE				X		X				07/21/93	
WISCONSIN CENTRAL TRANSPORTATION CORP	DE				X						07/20/93	
WITTER DEAN REALTY INCOME PARTNERSHIP II	DE				X						07/22/93	
WORLD OMNI 1993-A GRANTOR TRUST	FL				X						07/15/93	
WORLDTEX INC	DE						X				06/29/93AMEND	
XEROX CREDIT CORP	DE						X				07/27/93	
ZURN INDUSTRIES INC	PA						X				07/23/93	