

sec news digest

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October 13, 1993

U S SECURITIES
EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDINGS

ADMINISTRATIVE PROCEEDINGS AGAINST GORDON GOLDMAN

The Commission instituted and settled administrative proceedings against Gordon K. Goldman pursuant to Rule 2(e) of the Commission's Rules of Practice, 17 C.F.R. § 201.2(e), based on the same conduct that was the subject of the civil complaint against Goldman in SEC v. Gordon K. Goldman, Civil Action No. 93-0180, D.D.C., Lamberth, J, (LR-13823). Pursuant to that settlement, the Commission has entered an order permanently barring Goldman from practicing before the Commission. (Rel. 34-33021; AAE Rel. 497)

CIVIL PROCEEDINGS

CIVIL ACTION AGAINST GORDON GOLDMAN

On October 6, the Commission announced a civil action against Gordon K. Goldman. The lawsuit was based on the conduct of Goldman, a certified public accountant, in his audit of College Bound, Inc.'s financial statements for the fiscal year ended August 31, 1991. In settlement of the lawsuit, Goldman has consented to, and the Court has entered, a permanent injunction enjoining Goldman from violating Section 17(a) of the Securities Act of 1933 (Securities Act), Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act), and Rule 10b-5 promulgated thereunder, and from aiding and abetting others in the violation of Exchange Act Section 13(a) and Rules 12b-20 and 13a-1 promulgated thereunder; and to pay a penalty in the amount of \$25,000 pursuant to Securities Act Section 20(d) and Exchange Act Section 21(d)(3). [SEC v. Gordon K. Goldman, Civil Action No. 93-0180, D.D.C., Lamberth, J.] (LR-13823)

COMPLAINT FILED AGAINST DONALD MOORE, ET AL.

The Commission announced that on September 30, 1993 a complaint was filed in the U.S. District Court for the Western District of North Carolina seeking permanent injunctions, accountings, disgorgement with prejudgment interest, and civil penalties against Donald R. Moore (Moore) individually and d/b/a International Society of Investors, George Landen (Landen), Pioneer Development Bank, Inc. (Pioneer Inc.), Pioneer Development Bank, Ltd. (Pioneer Ltd.), Pioneer International Holdings, Ltd., and Fidelity Assurance Guaranty, Inc. alleging violations of antifraud provisions of the Securities Act and Securities Exchange Act.

The Commission's complaint alleges that from September 1990 through December 1991, Moore, who operated and controlled each of the corporate defendants, and Landen sold shares of stock in Pioneer Inc. and certificates of deposit issued by Pioneer Inc. and Pioneer Ltd. to hundreds of investors throughout the United States and several foreign countries, raising at least \$540,000. The complaint alleges that Moore and Landen made numerous misrepresentations and omissions of material facts to investors, concerning, among other things, the returns such securities would provide to investors, the safety of these investments, and the operations and status of Pioneer Inc. and Pioneer Ltd. and the expertise of their management. [SEC v. Donald R. Moore, Individually and d/b/a International Society of Investors, et al., Civil Action No. 5:93CV97-MU, W.D. N.C.] (LR-13831)

INVESTMENT COMPANY ACT RELEASES

ALEX. BROWN CASH RESERVE FUND, INC., ET AL.

A conditional order has been issued on an application filed by Alex. Brown Cash Reserve Fund, Inc., et al. under Section 6(c) of the Investment Company Act exempting the 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 permits certain investment companies to assess and, under certain circumstances, waive a contingent deferred sales charge on certain redemptions of their shares. (Rel. IC-19776 - October 12)

SHEARSON LEHMAN BROTHERS MULTIPLE OPPORTUNITIES PORTFOLIO L.P.

A notice has been issued giving interested persons until November 8, 1993 to request a hearing on an application filed by Shearson Lehman Brothers Multiple Opportunities Portfolio L.P. for an order pursuant to Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-19777 - October 12)

COMSTOCK PARTNERS STRATEGY FUND, INC., ET AL.

A notice has been issued giving interested persons until November 8, 1993 to request a hearing on an application filed by Comstock Partners Strategy Fund, Inc., et al. for an order under Section 6(c) of the Investment Company Act that would amend an order exempting the Fund from Sections 18(f), 18(g), 18(i) of the Act. The order would amend the prior order permitting the Fund to issue two classes of shares by modifying a condition. (Rel. IC-19778 - October 12)

HOLDING COMPANY ACT RELEASES

APPALACHIAN POWER COMPANY

A supplemental order has been issued authorizing Appalachian Power Company, an electric public-utility subsidiary company of American Electric Power Company, Inc., a registered holding company, to effect the refunding of up to \$40 million of pollution control revenue bonds issued in connection with the financing of pollution control facilities. (Rel. 35-25906)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The American Stock Exchange filed a proposed rule change (SR-AMEX-93-25) relating to the listing and trading of options on the North American Telecommunications Index. Publication of the proposal is expected in the Federal Register during the week of October 11. (Rel. 34-33035)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-NASD-93-50) filed by the National Association of Securities Dealers relating to the extension of the Nasdaq International Service Pilot Program. Publication of the proposal is expected in the Federal Register during the week of October 11. (Rel. 34-33037; International Series Rel. 590)

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.

- SB-2 MINNESOTA BREWING CO, 882 WEST SEVENTH ST, ST PAUL, MN 55102
(612) 228-9173 - 1,667,500 (\$8,337,500) COMMON STOCK. (FILE 33-69302-C - SEP. 23) (BR. 11 - NEW ISSUE)
- SB-2 CREATIVE PROGRAMMING & TECHNOLOGY VENTURES INC, 1422 DELGANY ST, DENVER, CO 80202 (303) 595-3152 - 2,500,000 (\$10,160,000) COMMON STOCK. (FILE 33-69582-D - SEP. 28) (BR. 11 - NEW ISSUE)
- SB-2 FRONTIER NATURAL GAS CORP, 9400 BROADWAY EXTENSION ONE BENHAM, PLACE SUITE 120, OKLAHOMA CITY, OK 73114 (405) 478-4455 - 316,250 (\$7,621,625) PREFERRED STOCK. 1,746,250 (\$11,107,800) COMMON STOCK. (FILE 33-69640-FV - SEP. 29) (BR. 3 - NEW ISSUE)
- N-1A MONTGOMERY INVESTMENT TRUST, 600 MONTGOMERY STREET, SAN FRANCISCO, CA 94111 - INDEFINITE SHARES. (FILE 33-69686 - OCT. 01) (BR. 16)
- N-1A DELAFIELD FUND INC, 100 PARK AVE, C/O NEW ENGLAND INVESTMENT COMPANIES L P, NEW YORK, NY 10017 - INDEFINITE SHARES. (FILE 33-69760 - SEP. 27) (BR. 17 - NEW ISSUE)
- N-1A POLESTAR INVESTMENT GROUP INC, 975 DELCHESTER ROAD, NEWTON SQUARE, PA 19073 - INDEFINITE SHARES. (FILE 33-69798 - OCT. 01) (BR. 17 - NEW ISSUE)
- N-1A NICHOLAS EQUITY INCOME FUND INC, 700 NORTH WATER STREET, MILWAUKEE, WI 53202 - INDEFINITE SHARES. (FILE 33-69804 - OCT. 01) (BR. 17)

REGISTRATIONS CONTINUED

- S-8 BUSH INDUSTRIES INC, ONE MASON DR, P O BOX 460, JAMESTOWN, NY 14702
(716) 665-2000 - 15,981 (\$124,003.13) COMMON STOCK. (FILE 33-69846 -
OCT. 04) (BR. 6)
- S-8 BUSH INDUSTRIES INC, ONE MASON DR, P O BOX 460, JAMESTOWN, NY 14702
(716) 665-2000 - 40,000 (\$139,400) COMMON STOCK. (FILE 33-69848 - OCT. 04)
(BR. 6)
- S-2 ROANOKE GAS CO, 519 KIMBALL AVE NE, ROANOKE, VA 24016 (703) 983-3800 -
200,000 (\$6,500,000) COMMON STOCK. (FILE 33-69902 - OCT. 04) (BR. 8)
- N-1A INVESCO MULTIPLE ASSET FUNDS INC, 7800 E UNION AVENUE, SUITE 800,
DENVER, CO 80237 - INDEFINITE SHARES. (FILE 33-69904 - OCT. 04) (BR. 17)
- S-8 SOUTHWESTERN ENVIRONMENTAL CORP, 7901 E BELLEVUE AVE, #220, ENGLEWOOD,
CO 80111 (303) 779-5006 - 334,396 (\$125,398.50) COMMON STOCK. (FILE
33-69906 - OCT. 04) (BR. 3)
- S-8 AMERICAN RESOURCES OF DELAWARE INC, 950 FINANCE CNTR STE 270, TUCSON, AZ
85710 (602) 722-9771 - 150,000 (\$505,845) COMMON STOCK. (FILE 33-69908 -
OCT. 04) (BR. 3)
- S-4 MIDDLE BAY OIL CO INC, 31 N ROYAL ST, STE 1712, MOBILE, AL 36602
(205) 432-7540 - 1,908,450 (\$3,129,858) COMMON STOCK. (FILE 33-69910 -
OCT. 04) (BR. 3)
- S-8 GOLD RESERVE CORP, 1940 SEAFIRST FINANCIAL CENTER, SPOKANE, WA 99201
(509) 623-1500 - 477,584 (\$3,046,985.92) COMMON STOCK. (FILE 33-69912 -
OCT. 04) (BR. 1)
- SB-2 INSTANT VIDEO TECHNOLOGIES INC, 500 SANSOME ST STE 503, SAN FRANCISCO,
CA 94111 (415) 391-4455 - 16,446 (\$102,787.50) COMMON STOCK. (FILE
33-69914 - OCT. 04) (BR. 9)
- S-8 ARCTCO INC, 600 BROOKS AVE SOUTH, THIEF RIVER FALLS, MN 56701
(218) 681-8558 - 50,000 (\$1,200,000) COMMON STOCK. (FILE 33-69916 -
OCT. 04) (BR. 4)
- S-3 LANCER ORTHODONTICS INC /CA/, 6050 AVENIDA ENCINAS, CARLSBAD, CA 92009
(619) 438-4112 - 1,314,819 (\$554,853.62) COMMON STOCK. (FILE 33-69918 -
OCT. 04) (BR. 8)
- S-8 FILENET CORP, 3565 HARBOR BLVD, COSTA MESA, CA 92626 (714) 966-3400 -
500,000 (\$7,315,000) COMMON STOCK. (FILE 33-69920 - OCT. 04) (BR. 9)
- S-3 LITTLE SWITZERLAND INC/DE, 161-B CROWN BAY CRUISE SHIP PORT,
ST THOMAS VIRGIN ISLANDS, V1 00802 (809) 776-2010 - 2,533,255
(\$15,199,530) COMMON STOCK. (FILE 33-69924 - OCT. 04) (BR. 10)
- S-8 STERLING SOFTWARE INC, 8080 N CENTRAL EXPY STE 1100, DALLAS, TX 75206
(214) 891-8600 - 1,750,000 (\$41,125,000) COMMON STOCK. (FILE 33-69926 -
OCT. 05) (BR. 10)
- S-8 DIVERSIFIED COMMUNICATIONS INDUSTRIES LTD, 601 CLEARWATER PARK ROAD,
SUITE 700, W PALM BEACH, FL 33401 (305) 358-5100 - 450,000 (\$3,375,000)
COMMON STOCK. (FILE 33-69928 - OCT. 05) (BR. 7)

REGISTRATIONS CONTINUED

- S-8 SYMETRICS INDUSTRIES INC, 557 W HARBOR CITY BLVD, MELBOURNE, FL 32935 (407) 254-1500 - 113,421 (\$241,736.76) COMMON STOCK. (FILE 33-69930 - OCT. 05) (BR. 7)
- S-8 REWORKS INC, 445 W OKLAHOMA AVE, MILWAUKEE, WI 53207 (414) 747-7200 - 150,000 (\$900,000) COMMON STOCK. (FILE 33-69932 - OCT. 05) (BR. 9)
- S-8 O CHARLEYS INC, 3038 SIDCO DR, NASHVILLE, TN 37204 (615) 256-8500 - 300,000 (\$3,975,000) COMMON STOCK. (FILE 33-69934 - OCT. 05) (BR. 11)
- S-8 PET FOOD WAREHOUSE INC, STE 701 INTERCHANGE TOWERS, 600 SOUTH HIWAY 169, ST LOUIS PARK, MN 55426 (612) 542-0123 - 1,100,000 (\$2,200,000) COMMON STOCK. (FILE 33-69936 - OCT. 05) (BR. 1)
- S-8 PET FOOD WAREHOUSE INC, STE 701 INTERCHANGE TOWERS, 600 SOUTH HIWAY 169, ST LOUIS PARK, MN 55426 (612) 542-0123 - 300,000 (\$150,000) COMMON STOCK. (FILE 33-69938 - OCT. 05) (BR. 1)
- S-8 VALUE ADDED COMMUNICATIONS INC /DE/, 17250 DALLAS PARKWAY, DALLAS, TX 75248 (214) 447-6000 - 925,000 (\$4,625,000) COMMON STOCK. (FILE 33-69940 - OCT. 06) (BR. 8)
- S-1 FLEETWOOD CREDIT RECEIVABLES CORP, 22840 SAVI RANCH PKWY, PO BOX 87024, YORBA LINDA, CA 92613 (714) 921-3400 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-69942 - OCT. 06) (BR. 11)
- S-3 ARRHYTHMIA RESEARCH TECHNOLOGY INC /DE/, 5910 COURTYARD DR #300, AUSTIN, TX 78731 (512) 343-6912 - 75,000 (\$330,000) COMMON STOCK. (FILE 33-69970 - OCT. 04) (BR. 8)
- S-3 CONTINENTAL HOMES HOLDING CORP, 7001 SCOTTSDALE RD STE 2050, SCOTTSDALE, AZ 85253 (602) 483-0006 - 2,415,000 (\$52,224,375) COMMON STOCK. (FILE 33-69974 - OCT. 05) (BR. 9)
- S-8 GARTNER GROUP INC, 56 TOP GALLANT RD, STAMFORD, CT 06902 (203) 964-0096 - 2,927,780 (\$39,945,080) COMMON STOCK. (FILE 33-69976 - OCT. 05) (BR. 5)
- S-4 ALPINE GROUP INC /DE/, 1790 BROADWAY, NEW YORK, NY 10019 (212) 757-3333 - 8,682,600 (\$52,095,600) COMMON STOCK. (FILE 33-69978 - OCT. 05) (BR. 6)
- S-3 LANDS END INC, ONE LANDS END LANE, DODGEVILLE, WI 53595 (608) 935-9341 - 1,450,000 (\$57,818,750) COMMON STOCK. UNDERWRITER: WILLIAM BLAIR & CO. (FILE 33-69980 - OCT. 05) (BR. 2)
- S-8 AER ENERGY RESOURCES INC /GA, 1500 WILSON WAY, SNYRNA, GA 30082 (404) 433-4127 - 1,000,000 (\$7,609,969.40) COMMON STOCK. (FILE 33-69982 - OCT. 05) (BR. 3)
- S-3 RIBI IMMUNOCHEM RESEARCH INC, 553 OLD CORVALLIS RD, HAMILTON, MT 59840 (406) 363-6214 - 2,300,000 (\$13,800,000) COMMON STOCK. (FILE 33-69984 - OCT. 05) (BR. 4)
- S-1 SOCIETY NATIONAL BANK, SOCIETY CENTER, 127 PUBLIC SQ, CLEVELAND, OH 44114 (216) 689-3000 - 1,000,000 (\$1,000,000) STRAIGHT BONDS. 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: CS FIRST BOSTON. (FILE 33-69986 - OCT. 05) (BR. 4)
- S-1 ALLIED BANK CAPITAL INC, 130 NORTH STEELE ST, SANFORD, NC 27330 (919) 775-7161 - 507,400 (\$8,625,800) COMMON STOCK. (FILE 33-69988 - OCT. 05) (BR. 1)

REGISTRATIONS CONTINUED

- S-8 MARRIOTT INTERNATIONAL INC, 10400 FERNWOOD RD, BETHESDA, MD 20817
(301) 380-3000 - 3,500,000 (\$91,000,000) COMMON STOCK. (FILE 33-69990 -
OCT. 05) (BR. 12)
- S-1 CABLE DESIGN TECHNOLOGIES CORP, 661 ANDERSON DR, PITTSBURGH, PA 15220
(412) 937-2300 - 3,939,900 (\$55,158,600) COMMON STOCK. UNDERWRITER:
PRUDENTIAL SECURITIES INC, SMITH BARNEY SHEARSON INC. (FILE 33-69992 -
OCT. 05) (BR. 10 - NEW ISSUE)
- F-1 RIO DE LA PLATA BANK, BARTOLOME MITRE 480, BUENOS AIRES ARGENTINA, C1
(212) 974-6800 - 250,000,000 (\$250,000,000) FOREIGN COMMON STOCK.
UNDERWRITER: GOLDMAN SACHS & CO. (FILE 33-69994 - OCT. 05) (BR. 2
- NEW ISSUE)
- S-1 COMMONWEALTH INCOME & GROWTH FUND I, 1160 WEST SWEDSFORD RD, BERYN, PA
19312 (215) 647-6800 - 750,000 (\$15,000,000)
LIMITED PARTNERSHIP CERTIFICATE. UNDERWRITER: WHEAT FIRST SECURITIES INC.
(FILE 33-69996 - OCT. 05) (BR. 9 - NEW ISSUE)
- S-1 MELBILT CORP, 225 HIGH RIDGE RD, STAMFORD, CT 06905 (203) 325-8300 -
5,387,432 (\$107,748,640) COMMON STOCK. UNDERWRITER: CS FIRST BOSTON,
DONALDSON LUFKIN & JENRETTE SEC CORP. (FILE 33-69998 - OCT. 05) (BR. 10)
- S-3 PROFFITTS INC, PO BOX 9388, ALCOA, TN 37701 (615) 983-7000 - 74,750,000
(\$74,750,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-70000 - OCT. 05)
(BR. 1)
- F-3 BANK SANTANDER S A, PASEO DE PEREDA 9-12, 39004 SANTANDER, SPAIN, US
(212) 350-3500 - 24,000,000 (\$600,000,000) FOREIGN PREFERRED STOCK. (FILE
33-70002 - OCT. 05) (BR. 1)
- S-11 CAPITAL APARTMENT PROPERTIES INC, 11200 ROCKVILLE PIKE, ROCKVILLE, MD
20852 (301) 231-8700 - 10,435,100 (\$245,224,850) COMMON STOCK. (FILE
33-70004 - OCT. 05) (BR. 6 - NEW ISSUE)
- S-3 XYTRONYX INC, 6555 NANCY RIDGE DR STE 200, SAN DIEGO, CA 92121
(619) 546-1114 - 317,093 (\$3,151,904.42) COMMON STOCK. (FILE 33-70006 -
OCT. 05) (BR. 4)
- S-1 RENAISSANCE HOLDINGS LTD, 48 CHURCH ST, HAMILTON BERMLIDA, DO
(809) 295-4513 - 11,500,000 (\$218,500,000) COMMON STOCK. (FILE 33-70008 -
OCT. 06) (BR. 10 - NEW ISSUE)
- S-1 ALDILA INC, 15822 BERNARDO CENTER DR, SAN DIEGO, CA 92127 (619) 592-0404
- 2,875,000 (\$91,281,250) COMMON STOCK. UNDERWRITER: BLAIR WILLIAM & CO,
BROWN ALEX & SONS INC. (FILE 33-70010 - OCT. 06) (BR. 3)
- S-8 ST FRANCIS CAPITAL CORP, 3545 S KINNICKINNIC AVE, MILWAUKEE, WI 53235
(414) 744-8600 - 981,295 (\$12,006,710) COMMON STOCK. (FILE 33-70012 -
SEP. 30) (BR. 1)
- S-8 NEOPROBE CORP, 8000 RAVINES EDGE COURT, STE 100, COLUMBUS, OH 43235
(614) 786-7180 - 1,100,000 (\$5,828,570) COMMON STOCK. (FILE 33-70074 -
OCT. 05) (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
HE-RO GRP LTD	COM		4,594	42204710	
VASILIKI DELLA PASVANTIDOU ROU	13D	9/28/93	68.4	0.0	NEW
INCO LTD	COM		9,213	45325840	
CAISSE DE DEPOT DU QUEBEC	13D	9/21/93	8.4	7.4	UPDATE
INTL METAL ACQUISITION CORP	COM		267	45995010	
SCHARF GILBERT D	13D	9/22/93	7.6	6.2	UPDATE
INTL METAL ACQUISITION CORP	COM		617	45995010	
SCHARF MICHAEL J	13D	9/22/93	17.6	16.2	UPDATE
LIPOSOME TECHNOLOGY INC	COM		695	53631110	
BLECH DAVID ET AL	13D	9/15/93	3.7	0.0	NEW
MAGELLAN PETE CORP	COM		3,463	55909130	
SAGASCO HLDGS ET AL	14D-1	9/29/93	14.2	13.6	UPDATE
OLSTEN CORP	COM		1,171	68138510	
SINCLAIR MICHAEL J	13D	9/22/93	4.4	5.7	UPDATE
PACKAGE MACHY CO	COM		228	69512210	
PUTMAN WILLIAM L TRUSTEE ET AL	13D	9/27/93	18.3	18.3	UPDATE
PROVIDENCE HEALTH CARE INC	COM		305	74375710	
ROBINSON JOHN ET AL	13D	9/24/93	8.2	6.0	UPDATE
RIBI IMMUNOCHEM RES INC	COM		2,680	76255310	
BLECH DAVID ET AL	13D	9/ 2/93	18.9	20.5	UPDATE
RODMAN & RENSHAW CAP GROUP	COM		436	77487710	
GELLER MARSHALL S	13D	9/29/93	10.0	5.2	UPDATE
SPI HLDG INC	CL B		5,177	78499440	
RAINBOW CO ET AL	13D	9/28/93	46.3	46.0	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
SALANT CORP	COM		5,924	79389710	
APOLLO APPAREL PARTNERS LP	13D	9/20/93	100.0	0.0	NEW
SANTA FE ENERGY PARTNERS L P DEPOSITARY UNIT			76,716	80201010	
SANTA FE ENERGY RES ET AL	13D	9/27/93	100.0	92.5	UPDATE
SEARCH CAPITAL GRP INC	COM NEW		2,711	81220710	
CARLSON SCOTT A	13D	9/23/93	28.6	29.9	UPDATE
SPECTRAL DIAGNOSTICS INC	COM		1,061	84757410	
BAXTER INTL ET AL	13D	9/14/93	22.2	22.2	UPDATE
TRANSWORLD BANCORP CALIF	COM		444	89406910	
GALEN LOUIS J	13D	9/21/93	34.2	32.1	UPDATE
UNITED GAMING INC	COM NEW		7,034	91047510	
WILMS ALFRED M	13D	9/21/93	71.2	53.0	UPDATE
UNITED STATES CELLULAR CORP	COM		57,054	91168410	
TELEPHONE & DATA SYSTEMS ET AL	13D	9/21/93	100.0	86.1	UPDATE
VOLVO AKTIEBOLAGET	ADR B		3,752	92885640	
REGIE NATIONALE DE USINES	13D	9/20/93	4.8	5.6	UPDATE
A & W BRANDS INC	COM		2,700	00020910	
LINCOLN ACQUISITION ET AL	14D-1	9/30/93	19.6	19.6	UPDATE
ALLEN GROUP INC	COM		804	01763410	
GAMCO INVESTORS INC ET AL	13D	9/29/93	6.5	7.6	UPDATE
AMERICAN BODY ARMOR EQUIP	COM		1,804	02463520	
CLARK SCHMEBEL FIBER GLASS	13D	9/21/93	40.9	0.0	NEW
AVESIS INC	COM		255	05365010	
BLUM KENNETH L SR	13D	9/21/93	6.3	0.0	NEW
BANKERS LIFE BLDG CORP	COM		0	06622910	
ICM CORP ET AL	13D	9/30/93	0.0	24.4	UPDATE
BANKWORCESTER CORP	COM		1,322	06652210	
BANK OF BOSTON CORP	13D	9/21/93	19.9	0.0	NEW
BIG O TIRES INC	COM PAR \$0.10		312	08932420	
BALBOA INVESTMENT GRP ET AL	13D	9/29/93	9.7	9.5	UPDATE
CAPITAL GAMING INTL INC	COM		1,215	14018010	
DELL JOHN E LIQUIDATING TR	13D	9/30/93	9.2	10.1	UPDATE
CHANDLER INS LTD	COM		3,697	15905710	
CENTRA ET AL	13D	9/21/93	49.2	49.2	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
EDITEK INC LINDLEY J THOMAS SR	COM 13D	EC 9/27/93	296 5.9	28106810 6.1	UPDATE
EDITEK INC LINDLEY J THOMAS SR	COM 13D	EC 9/27/93	296 5.9	28106810 6.1	RVISION
ENERGY SVC INC RAINWATER RICHARD E ET AL	COM 13D	9/22/93	15,017 7.5	29271910 8.6	UPDATE
GENERAL PARCEL SVC INC DAVIS T WAYNE ET AL	COM 13D	9/15/93	2,832 55.8	37047710 24.6	UPDATE
GERANT INDS INC CHESTNUT HILL CAP L P	COM 13D	8/30/93	8,200 8.2	37399610 0.0	NEW
HADSON ENERGY RES CORP APACHE CORP	COM 13D	9/27/93	4,372 68.8	40501910 68.7	UPDATE
IDB COMMUNICATIONS GROUP INC TELECOLUMBUS AG ET AL	COM 13D	9/30/93	6,155 30.0	44935510 5.2	UPDATE
INNOVO GROUP INC ANDERSON LASKO PATRICIA	COM 13D	9/26/93	4,671 36.1	45795410 32.5	UPDATE
KLEER VU INDS INC WARDEE CAPITAL PARTNERS L P	COM NEW 13D	9/29/93	405 27.7	49849420 82.2	UPDATE
KLEER VU INDS INC PARK HEE POONG	COM NEW 13D	9/29/93	786 53.9	49849420 9.6	UPDATE
MARK CTLS CORP NEW EUCALYPTUS INVMTS ET AL	COM 13D	9/30/93	462 9.2	57099310 9.3	UPDATE
PAIRGAIN TECH INC ALCATEL NETWORK SYS INC	COM 13D	9/22/93	1,432 10.9	69593410 0.0	NEW
PREFERRED HEALTH CARE LTD VALUE HEALTH INC	COM 13D	9/23/93	2,446 20.6	74037210 0.0	NEW
QVC NETWORK INC TIME WARNER INC ET AL	COM 13D	9/14/93	4,062 11.3	74726210 13.4	UPDATE
SALANT CORP DIPALO NICHOLAS P	COM 13D	9/20/93	340 9.8	79389710 9.4	UPDATE
SALANT CORP RODGERS JOHN S	COM 13D	9/20/93	818 23.6	79389710 14.3	UPDATE
STORAGE EQUITIES INC HUGHES B WAYNE ET AL	COM 13D	9/27/93	2,641 15.3	86211010 9.6	UPDATE
TRANSCONTINENTAL RLTY INVS FRIEDMAN WILLIAM S ET AL	COM NEW 13D	9/17/93	695 25.8	89361720 24.6	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
VALUEVISION INTL INC MILLTOP PARTNERS LP ET AL	CL A 13D	8/23/93	2,588 27.2	92099310 27.2	UPDATE
WISCONSIN PUB SVC CORP WISCONSIN PUBL SVC ESOP&T	COM 13D	12/31/92	1,111 4.6	97684310 5.4	UPDATE
ZFAX IMAGE CORP HARDY HARMON SIDNEY JR	COM 13D	9/27/93	5,297 64.6	98992010 0.0	NEW
ZFAX IMAGE CORP HMANCO INC	COM 13D	9/27/93	2,850 40.0	98992010 0.0	NEW
ACE CASH EXPRESS INC GREENBRIER PARTNERS LTD	COM 13D	9/24/93	216 5.3	00440310 0.0	NEW
AMERICAN ELECTROMEDICS CORP GELBAND ALAN	COM 13D	9/24/93	1,146 12.6	02556910 9.9	UPDATE
BALLY GAMING INTL INC DAVIS COS II	COM 13D	9/30/93	616 5.7	05873110 0.0	NEW
BALLYS GRAND INC FMR CORP	COM 13D	7/30/93	3,099 30.1	05899110 0.0	NEW
BOGEN CORP GEOTEK INDS	COM 14D-1	10/ 1/93	19,837 91.0	09719010 89.7	UPDATE
BYTEX CORP NETWORK SYS CORP	COM 14D-1	10/ 4/93	0 0.0	12464710 0.0	NEW
CAROLCO PICTURES INC CAMAL+ S A ET AL	COM 13D	8/27/93	31,535 100.0	14376310 100.0	UPDATE
CHIEFTAIN INTL INC ALBERTA ENERGY CO ET AL	COM 13D	9/23/93	2,372 21.6	16899010 0.0	NEW
DELTA WOODSIDE INDS INC NEW NICKEL MINOR H	COM 13D	10/ 1/93	1,558 5.9	24790910 6.1	UPDATE
DELTA WOODSIDE INDS INC NEW RAINSFORD BETTIS C	COM 13D	9/30/93	3,211 12.1	24790910 N/A	UPDATE
ENGRAPH INC ENVOY HLDGS INC	COM 14D-1	10/ 1/93	0 0.0	29530810 0.0	UPDATE
FERROFLUIDICS CORP COHEN STEVEN A ET AL	COM NEW 13D	\$0.004 9/24/93	316 5.8	31541420 0.0	NEW
GATES/FA DISTRG INC GATES DENNIS	COM NEW 13D	9/28/93	520 8.3	36740830 10.1	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
GENTA INC DESAI CAPITAL MGMT INC ET AL	COM 13D	9/24/93	921 6.8	37999510 0.0	NEW
WOMETOWN BUFFET INC BESSENER VENTURE PNTRS ET AL	COM 13D	9/23/93	979 15.0	43786210 0.0	NEW
IEN CORP LOPEZ DAVID ET AL	COM 13D	9/28/93	279 12.1	45099510 9.7	UPDATE
INREG INC DOLIN LAURENCE ET AL	CL A 13D	8/ 1/93	0 0.0	45290810 N/A	UPDATE
KURZMEIL APPLIED INTELLIGENC PHENIX CORP	COM 13D	8/24/93	960 19.6	50132110 0.0	NEW
PRICOR INC PRICE T ROME ASSOC INC ET AL	COM 13D	9/22/93	3,103 33.3	74153210 0.0	NEW
PRIME HOSPITALITY CORP CUMBERLAND ASSOCIATES	COM 13D	9/23/93	1,666 7.2	74191710 5.6	UPDATE
SCORE BRD INC GOLDIN KENNETH	COM NEW 13D	10/ 1/93	318 6.0	80917320 5.5	UPDATE
STRIKER PETE CORP COLLINS DAVID A	COM NEW 13D	9/22/93	26,810 24.0	86331620 0.0	NEW
TJ SYSTEMS CORP FORBERGER WARREN M	COM 13D	9/30/93	576 0.1	87253710 0.0	NEW
UNDERWRITERS FINL GROUP ANCHORAGE FIRE & CASUALTY INS	COM 13D	9/24/93	180 7.3	90443810 0.0	NEW
ZFAX IMAGE CORP ZYTEC SYSTEM INC	COM 13D	9/30/93	829 11.3	98992010 0.0	NEW
ACS ENTERPRISES INC DAY WILLAMETTA K FOUNDTN ET AL	COM PAR 90.05 13D	9/30/93	155 8.2	00087230 0.0	NEW
ACE CASH EXPRESS INC PEAK INVESTMENT PRYSHP ET AL	COM 13D	9/24/93	207 5.0	00440310 0.0	NEW
CELLULAR TECHNICAL SVCS INC PEIZER TERREN S	COM 13D	9/29/93	393 9.1	15116710 7.6	UPDATE
CITY NATL BANCSNARES WHIGHAM CHARLES L ET AL	COM 13D	8/26/93	9 8.8	17800210 18.4	UPDATE
COMMERCIAL FEDERAL CORP CAI CORP	COM 13D	10/ 4/93	1,250 9.9	20164710 7.9	UPDATE
COMPUTONE CORP JAGUAR INC ET AL	COM NEW 13D	10/ 1/93	13,843 44.7	20599410 44.7	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
DELPHI FINL GROUP INC EVEREST CAP LIMITED	CL A 13D	10/ 1/93	426 4.4	24713110 0.0	NEW
FNB BANCORP COMITEAU JOEL T ET AL	COM 13D	8/16/93	200 7.3	30296099 0.0	RVISION
GENERAL EMPLOYMENT ENTERPRIS CHAVIN LEONARD ET AL	COM 13D	8/ 9/93	0 0.0	36973010 10.0	UPDATE
H & S TREAT & RELEASE INC ADAMO JEROME A	COM 13D	8/20/93	1,349 25.3	40405530 0.0	RVISION
H & S TREAT & RELEASE INC SAFRONCHIK PAUL R	COM 13D	8/20/93	1,349 25.3	40405530 0.0	RVISION
HALLMARK HEALTHCARE CORP RFE MGMT CORP ET AL	COM 13D	9/22/93	155 6.0	40699710 0.0	NEW
HOME FED BANCORP MO INC ROOSEVELT FINL GRP INC	COM 13D	9/28/93	215 9.9	43693310 0.0	NEW
ICH PHARMACEUTICALS INC KHAN RAFI M	COM 13D	9/29/93	120 0.6	44929010 0.6	UPDATE
INVITRO INTL GRUVERMAN IRWIN J ET AL	COM 13D	9/30/93	783 72.2	46185310 11.5	UPDATE
INVITRO INTL MAX NEGRI TRUST	COM 13D	9/30/93	1,008 93.0	46185310 22.4	UPDATE
JUNIPER FEATURES LTD EE CORP	COM 13D	9/27/93	1,050 N/A	48190510 N/A	UPDATE
LACLEDE STL CO IVACO INC	COM 13D	9/28/93	2,244 55.3	50560610 55.3	UPDATE
LEVITZ FURNITURE INC GOVT SINGAPORE INVTS ET AL	COM 13D	8/14/93	1,700 5.9	52748210 0.0	NEW
MATTHEWS INTL CORP PARKER JAMES L	COM 13D	9/15/93	57 9.0	57720099 7.7	UPDATE
NATIONAL MICROMETICS INC NEUMAX CO LTD ET AL	COM 13D	10/ 4/93	12,075 54.2	63690410 54.2	UPDATE
NEORX CORP EASTMAN KODAK CO	COM 13D	9/30/93	0 0.0	64052010 9.3	UPDATE
NORD PAC LTD NORD RES CORP	COM 13D	9/ 3/93	1,656 47.4	65555410 0.0	NEW