

sec news digest

Issue 94-87

May 10, 1994

COMMISSION ANNOUNCEMENTS

CORRECTION

In the May 6th issue of the Digest, an announcement concerning an American Stock Exchange rule proposal (SR-AMEX-94-05) contained an incorrect release number. The correct release number is International Series Rel. 663.

ENFORCEMENT PROCEEDINGS

FORMER SECURITIES SALESPERSON NAMED IN PROCEEDINGS

The Securities and Exchange Commission announced that on May 3, public administrative proceedings were instituted against Neeraj Bery, a securities salesperson formerly associated with Dean Witter Reynolds Inc., and National Securities Corporation. The proceedings were based on an injunction entered on March 23, 1993 against Bery in SEC v. Neeraj Bery, C92-1515, in United States District Court for the Western District of Washington. It was found in that case that Bery violated the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 by, among other things, misrepresenting customer securities positions, the status of customer accounts, and year end trading profits, and by making unauthorized transfers from one customer account to another. (Rel. 34-33996)

ROBERT GILLINGS ENJOINED AND ADMINISTRATIVE PROCEEDINGS INSTITUTED

On March 16, Robert P. Gillings (Gillings) was enjoined on consent from violating the antifraud provisions and from aiding and abetting violations of the margin regulations of the federal securities laws. Gillings was a registered representative of J.T. Moran & Co., Inc. (Moran), a now-defunct "boiler room" broker-dealer.

The Commission's complaint alleged that Gillings and other executed and/or facilitated a series of sham trades designed to generate illusory paper trading profits for Moran, which in turn falsely inflated Moran's net capital position. [SEC v. John T. Moran, et al., 92 Civ. 5209 (TPG) (S.D.N.Y.)]

On February 7, 1991, Gillings pled guilty to a felony information charging him with one count of mail fraud in connection with his employment at Moran. See United States v. Robert P. Gillings, U.S.D.C., E.D.N.Y., No. 91 Cr. 25 (February 7, 1991).

The Commission also announced that, based on the foregoing, it has instituted administrative proceedings against Gillings pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934. A hearing will be held to determine whether the allegations against Gillings are true and, if so, what remedial action, if any, is appropriate in the public interest. (Rel. 34-33997)

INVESTMENT ADVISER CENSURED AND ITS PRINCIPAL BARRED

The Securities and Exchange Commission announced that public administrative proceedings were instituted on May 3, against Primer Schill & Associates, Inc., a Seattle, Washington investment adviser registered with the Commission, and Howard Primer, its former principal. The proceedings were based on an injunction entered in the United States District Court for the Western District of Washington against Primer Schill & Associates, Inc. and Howard Primer with their consent, and without their admitting or denying the allegations of the Commission's complaint. The complaint alleged that PS&A and Primer offered and sold unregistered securities and made misrepresentations and omissions of material fact concerning his relationship to the companies, his personal transactions in the securities, the valuation of the companies' shares and the market for those shares.

In the administrative proceedings, Howard Primer was barred from association with any broker, dealer, investment adviser, investment company or municipal securities dealer. Primer Schill & Associates, Inc. was censured and ordered to comply with certain undertakings. (Rel. IA-1413)

ADMINISTRATIVE PROCEEDINGS ORDERED AGAINST BREWSTER GALLUP

On May 3, the Commission instituted public administrative proceedings against Brewster B. Gallup (Gallup), an outside director of Vintage Group, Inc. (Vintage), pursuant to Section 21C of the Securities Exchange Act and Section 9(b) of the Investment Company Act and simultaneously accepted the offer of settlement submitted by Gallup.

Pursuant to Gallup's offer of settlement, the Commission issued an order to which Gallup consented, without admitting or denying the matters set forth therein, finding that Gallup aided and abetted and caused Vintage's violations of Section 13(a) of the Exchange Act, and Rules 12b-20, 13a-1 and 13a-13 thereunder. Vintage issued quarterly and

annual financial statements that materially overstated the value of the securities in Vintage's investment portfolio. The financial statements were included in Vintage's periodic filings with the Commission.

The Commission ordered that Gallup be barred from association with any broker, dealer, municipal securities dealer, investment adviser or investment company and cease and desist from committing or causing any future violations of Section 13(a) of the Exchange Act, and Rules 12b-20, 13a-1 and 13a-13 thereunder. (Rel. 34-33999)

INVESTMENT COMPANY ACT RELEASES

THE WOODWARD FUNDS, ET AL.

A conditional order has been issued on an application filed by The Woodward Funds, et al. under Sections 6(c), 17(b), and 17(d) of the Investment Company Act and Rule 17d-1 thereunder, exempting applicants from Section 12(d)(1)(A) and 17(a) and permitting certain joint arrangements pursuant to Section 17(d) and Rule 17d-1. The order permits certain series of the Woodward Funds to purchase the shares of money market series in the same investment company. (Rel. IC-20282 - May 6)

SELECT ADVISORS TRUST, ET AL.

A notice has been issued giving interested persons until May 31, to request a hearing on an application filed by Select Advisors Trust, et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from Sections 2(a)(32), 2(a)(35), 22(c), and 22(d) of the Act and Rule 22c-1 thereunder to the extent necessary to permit applicants to impose a contingent deferred sales charge (CDSC) on certain redemptions of shares and to waive the CDSC under certain circumstances. (Rel. IC-20283 - May 6)

NEW YORK LIFE INSTITUTIONAL FUNDS INC., ET AL.

A notice has been issued giving interested persons until June 3, to request a hearing on an application filed by New York Institutional Funds, Inc., et al. for an order under Section 6(c) of the Investment Company Act that would exempt applicants from Sections 2(a)(32), 2(a)(35), 18(f)(1), 18(g), 18(i), 22(c), and 22(d) of the Investment Company Act and Rule 22c-1 thereunder. The order would permit 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 will supersede previous orders permitting the assessment of a contingent deferred sales charge. (Rel. IC- 20284 - May 9)

HOLDING COMPANY

THE SOUTHERN DEVELOPMENT AND INVESTMENT GROUP

A notice has been issued giving interested persons until May 31, to request a hearing on a proposal by The Southern Development and Investment Group (Development), a non-utility subsidiary company of The Southern Company (Southern), and Southern. Southern proposes to invest up to \$275 million in development from time to time through December 31, 1998 in order to fund the following proposed activities. The proposal would enable Development to develop, construct, and acquire an energy management prototype network (\$175 million) and provide Development with necessary working capital in connection with its research and development and technical consulting activities. It would enable Development to pay other general and administrative expenses (\$50 million), including funding to commercialize POWERcall (\$10 million of the total \$50 million) and payment of predevelopment costs associated with potential investments in other energy management facilities and energy recovery facilities (\$10 million of the total \$50 million). Development would also be able to finance the costs of equipment and/or provide customer financing of equipment in connection with energy management and efficiency services provided by Development (\$50 million). Southern also proposes to provide performance guarantees and to undertake other contractual obligations with respect to the performance and other obligations of Development. (Rel. 35-26047)

GULF STATES UTILITIES COMPANY

A notice has been issued giving interested persons until May 31, to request a hearing on a proposal by Gulf States Utilities Company (GSU), an electric utility subsidiary company of Entergy Corporation, a registered holding company. GSU proposes to issue and sell not more than \$700 million aggregate principal amount of cumulative preferred stock, new series of its first mortgage bonds and new sub-series of the medium term note series of its first mortgage bonds. GSU also proposes to enter into equipment lease and sublease arrangements, pursuant to which governmental authorities may issue tax-exempt bonds in an aggregate principal amount not to exceed \$250 million. In connection with the issuance of the tax-exempt bonds, GSU proposes to enter into

letter of credit arrangements, provide an insurance policy and/or obtain authentication of and pledge collateral bonds to evidence and secure GSU's obligations. Furthermore, GSU proposes to acquire, prior to their respective maturities, not more than \$600 million aggregate of certain of its outstanding securities. GSU request such authorization through December 31, 1995. (Rel. 35-26047)

LOUISIANA POWER & LIGHT CO.

A notice has been issued to provide all interested persons until May 31, to request a hearing on a proposal by Louisiana Power & Light Company, an electric utility subsidiary company of Entergy Corporation, a registered holding company, for transactions relating to the issuance and sale of up to \$326 million in secured lease obligation bonds, in one or more series through December 31, 1995, in order to redeem about \$310 million in previously issued and sold secured lease obligation bonds. (Rel. 35-26047)

METROPOLITAN EDISON COMPANY

A supplemental notice has been issued giving interested persons until May 31, to request a hearing on a proposal by Metropolitan Edison Company, to organize and acquire one or more special purpose finance subsidiary companies or a limited partnership which will issue and sell, through June 30, 1996, up to \$125 million of Monthly Income Preferred Stock. (Rel. 35-26047)

PENNSYLVANIA ELECTRIC COMPANY

A supplemental notice has been issued giving interested persons until May 31, to request a hearing on a proposal by Pennsylvania Electric Company, to organize and acquire one or more special purpose finance subsidiary companies or a limited partnership which will issue and sell, through June 30, 1996, up to \$125 million of Monthly Income Preferred Stock. (Rel. 35-26047)

ALLEGHENY POWER SYSTEM, INC., ET AL.

A notice has been issued to provide all interested persons until May 31, to request a hearing on a proposal by Allegheny Power System, Inc. (Allegheny), a registered holding company. Allegheny proposes to organize and finance through December 31, 1996 a new wholly-owned non-utility subsidiary company that would invest directly or indirectly in companies involved in new technologies that are related to its core business companies and the acquisition and ownership of exempt wholesale generators. Allegheny also proposes through December 31, 1996 to invest up to \$500,000 in the new subsidiary company. (Rel. 35- 26047)

LEIDY HUB, INC.

A supplemental order has been issued authorizing a proposal by Leidy Hub, Inc. (Leidy), formerly Enerop Corporation, a subsidiary of National Fuel Gas Company, a registered holding company. Leidy proposes to invest in Metscan, Inc. (Metscan), a company which develops and markets certain gas meter reading technology. Enerop proposes to acquire 29,167 shares of Metscan Class B preferred stock, \$.01 par value, (\$4 per share) for a total price of \$35,000. (Rel. 35-26048)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The Depository Trust Company, has filed a proposed rule change (SR-DTC-94-04) under Exchange Act Rule 19b-4 relating to the interactive feature and electronic mail feature of the enhanced Institutional Delivery system. Publication of the proposal is expected in the Federal Register during the week of May 9. (Rel. 34-34018)

NOTICE OF FILING AND ORDER GRANTING ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The National Association of Securities Dealers, Inc. filed a proposed rule change (SR-NASD-94-25) to extend the operation of its Pilot Program with the Stock Exchange of Singapore Limited (SES) for an additional six months, through November 12. The NASD has requested, and the Commission has found good cause pursuant to Section 19(b)(2) of the Securities Exchange Act to approve the proposed rule change. Publication of the proposal is expected in the Federal Register during the week of May 9. (Rel. 34-34021; IS - 664)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change submitted by the New York Stock Exchange, (SR-NYSE-94-7) under Rule 19b-4 to extend Rule 103A (Specialist Stock Reallocation) until May 9. (Rel. 34-34022)

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 BAY AREA BANCSHARES, 900 VETERANS BLVD, REDWOOD CITY, CA 94063
(415) 367-1600 - 231,431 (\$1,548,273.39) COMMON STOCK. (FILE 33-78242 -
APR. 28) (BR. 2)
- N-2 PRINCIPLED EQUITY INDEX FUND, LANGLEY PLACE, 10 LANGLEY RD,
NEWTON CENTER, MA 02159 (617) 964-7600 - 800,000 (\$8,000,000)
COMMON SHARES OF BENEFICIAL INTEREST. (FILE 33-78256 - APR. 29) (BR. 17
- NEW ISSUE)
- S-3 REX STORES CORP, 2875 NEEDMORE RD, DAYTON, OH 45414 (513) 276-3931 -
2,300,000 (\$42,981,250) COMMON STOCK. (FILE 33-78290 - APR. 29) (BR. 2)
- S-1 GILBERT ROBINSON RESTAURANTS INC, 47TH & MAIN STS, KANSAS CITY, MO 64112
(816) 756-2200 - 3,700,000 (\$59,570,000) COMMON STOCK. UNDERWRITER:
DONALDSON LUFKIN & JENRETTE SECURITIES C, SMITH BARNEY SHEARSON INC.
(FILE 33-78294 - APR. 29) (BR. 12)
- S-2 PAGE AMERICA GROUP INC, 125 STATE ST STE 100, HACKENSACK, NJ 07601
(201) 342-6676 - 2,281,890 (\$9,412,796.25) COMMON STOCK. 305,768
(\$30,576,800) PREFERRED STOCK. 1,205,556 (\$904,167)
WARRANTS, OPTIONS OR RIGHTS. 1,503,252 (\$5,712,357.60) COMMON STOCK.
(FILE 33-78298 - APR. 28) (BR. 7)
- S-3 INPUT OUTPUT INC, 12300 PARE CREST DR, STAFFORD, TX 77477 (713) 933-3339
- 2,300,000 (\$49,450,000) COMMON STOCK. UNDERWRITER:
MORGAN KEEGAN & CO INC, RAUSCHER PIERCE REFSNES INC. (FILE 33-78320 -
APR. 29) (BR. 8)
- S-8 SCIENTIFIC GAMES HOLDINGS CORP, 1500 BLUEGRASS LAKES PWKY, ALPHARETTA,
GA 30201 (404) 664-3700 - 100,000 (\$3,062,500) COMMON STOCK. (FILE
33-78322 - APR. 29) (BR. 6)
- S-8 SCIENTIFIC GAMES HOLDINGS CORP, 1500 BLUEGRASS LAKES PWKY, ALPHARETTA,
GA 30201 (404) 664-3700 - 150,000 (\$4,593,750) COMMON STOCK. (FILE
33-78324 - APR. 29) (BR. 6)
- S-8 SCIENTIFIC GAMES HOLDINGS CORP, 1500 BLUEGRASS LAKES PWKY, ALPHARETTA,
GA 30201 (404) 664-3700 - 68,491 (\$2,097,536.88) COMMON STOCK. (FILE
33-78326 - APR. 29) (BR. 6)
- S-8 SCIENTIFIC GAMES HOLDINGS CORP, 1500 BLUEGRASS LAKES PWKY, ALPHARETTA,
GA 30201 (404) 664-3700 - 351,027 (\$10,750,201.88) COMMON STOCK. (FILE
33-78328 - APR. 29) (BR. 6)
- S-8 SCIENTIFIC GAMES HOLDINGS CORP, 1500 BLUEGRASS LAKES PWKY, ALPHARETTA,
GA 30201 (404) 664-3700 - 175,514 (\$5,375,116.25) COMMON STOCK. (FILE
33-78330 - APR. 29) (BR. 6)
- S-3 SALOMON BROTHERS MORTGAGE SECURITIES VII INC, SEVEN WORLD TRADE CNTR,
NEW YORK, NY 10048 (212) 783-7000 - 750,000,000 (\$750,000,000)
PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-78332 - APR. 29)
(BR. 12)
- S-8 MARCLUM NATURAL GAS SERVICES INC/NEW, WORLD TRADE CNTR,
1675 BROADWAY STE 2200, DENVER, CO 80202 (303) 592-5555 - 318,200
(\$1,205,267.37) COMMON STOCK. (FILE 33-78348 - APR. 29) (BR. 6)
- SB-2 AMERICAN WIRELESS SYSTEMS INC, 11811 N TATUM BLVD STE 1060, PHOENIX, AZ
85028 (602) 494-7003 - 5,400,000 (\$40,837,500) COMMON STOCK. (FILE
33-78354 - APR. 29) (BR. 7)
- S-1 METROLOGIC INSTRUMENTS INC, 143 HARDING AVE, BELLMAWR, NJ 08031
(609) 933-0100 - 1,725,000 (\$20,700,000) COMMON STOCK. UNDERWRITER:
JANNEY MONTGOMERY SCOTT INC. (FILE 33-78358 - APR. 29) (BR. 9)
- S-3 OPTA FOOD INGREDIENTS INC /DE, 25 WIGGINS AVE, BEDFORD, MA 01730
(617) 276-5100 - 2,274,052 (\$11,654,516) COMMON STOCK. (FILE 33-78362 -
APR. 29) (BR. 3)

REGISTRATIONS CONT.

- S-4 EASCO CORP, 706 S STATE ST, GIRARD, OH 44420 (216) 545-5415 -
85,000,000 (\$85,000,000) STRAIGHT BONDS. (FILE 33-78368 - APR. 29) (BR. 6)
- S-3 RYLAND MORTGAGE SECURITIES CORP /VA/, 11000 BROKEN LAND PKWY,
PO BOX 1141, COLUMBIA, MD 21044 (410) 715-7800 - 1,000,000,000
(\$1,000,000,000) MORTGAGE BONDS. (FILE 33-78368 - APR. 29) (BR. 11)
- S-3 HARLEYSVILLE GROUP INC, 355 MAPLE AVE, HARLEYSVILLE, PA 19438
(215) 256-5000 - 1,000,000 (\$22,630,000) COMMON STOCK. (FILE 33-78372 -
APR. 29) (BR. 10)
- F-3 ROYAL CARIBBEAN CRUISES LTD, 1050 CARIBBEAN WAY, MIAMI, FL 33132
(305) 539-6000 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE
33-78374 - APR. 29) (BR. 4)
- S-8 TFC ENTERPRISES INC, 240 CORPORATE BLVD, NORFOLK, VA 23502
(804) 466-1222 - 530,000 (\$6,426,250) COMMON STOCK. (FILE 33-78376 -
APR. 29) (BR. 11)
- S-8 CROWN BOOKS CORP, 3300 75TH AVE, LANDOVER, MD 20785 (301) 731-1200 -
1,250,000 (\$23,225,000) COMMON STOCK. (FILE 33-78378 - MAY. 02) (BR. 2)
- S-1 PREFERRED TECHNICAL GROUP INTERNATIONAL INC, 2044 AUSTIN DR,
ROCHESTER HILLS, MI 48309 (810) 299-1500 - 6,750,000 (\$114,750,000)
COMMON STOCK. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C,
KIDDER PEABODY INTERNATIONAL PLC, SMITH BARNEY SHEARSON INC. (FILE
33-78382 - APR. 29) (BR. 4 - NEW ISSUE)
- S-8 ALLIED CAPITAL CORP II, 1666 K ST NW STE 901, WASHINGTON, DC 20006
(202) 331-1112 - 958,561 (\$13,539,674.13) COMMON STOCK. (FILE 33-78392 -
APR. 29) (BR. 16)
- S-8 ALLIED CAPITAL CORP, 1666 K ST N W STE 901, WASHINGTON, DC 20006
(202) 331-1112 - 1,093,349 (\$14,486,874.25) COMMON STOCK. (FILE 33-78394 -
APR. 29) (BR. 16)
- S-3 LEHMAN ABS CORP, 200 VESEY ST, THREE WORLD FINANCIAL CENTER, NEW YORK,
NY 10285 (212) 298-5594 - 1,000,000,000 (\$1,000,000,000)
EQUIPMENT TRUST CERTIFICATES. (FILE 33-78396 - APR. 29) (BR. 12)
- S-1 TELEWEST COMMUNICATIONS PLC, UNIT 1, GENESIS BUSINESS PARK,
ALBERT DR WOKING, SURREY GU121 5RW UNITED KINGDOM, X0 (483) 750-0900 -
189,750,000 (\$572,096,250) FOREIGN COMMON STOCK. UNDERWRITER:
DONALDSON LUFKIN & JENRETTE SEC CORP, GOLDMAN SACHS & CO,
KLEINWORT BENSON SECURITIES, LEHMAN BROTHERS, MORGAN STANLEY & CO INC.
(FILE 33-78398 - APR. 29) (BR. 12 - NEW ISSUE)
- S-3 PROPERTY TRUST OF AMERICA, 7777 MARKET CENTER AVE, EL PASO, TX 79912
(915) 877-3900 (FILE 33-78402 - MAY. 02) (BR. 5)
- S-1 PENEDERM INC, 320 LAKESIDE DR, FOSTER CITY, CA 94404 (415) 358-0100 -
2,004,054 (\$25,050,675) COMMON STOCK. (FILE 33-78404 - MAY. 02) (BR. 4)
- S-8 MAPINFO CORP, ONE GLOBAL VIEW, TROY, NY 12180 (518) 285-6000 - 467,962
(\$10,295,164) COMMON STOCK. (FILE 33-78406 - MAY. 02) (BR. 10)
- F-6 OHIGGINS BANK /ADR/, 1633 BROADWAY 23RD FLOOR, NEW YORK, NY 10019 -
10,000,000 (\$500,000) FOREIGN COMMON STOCK. (FILE 33-78410 - MAY. 02)
(NEW ISSUE)

REGISTRATIONS CONT.

- S-8 EXECUTIVE RISK INC /DE/, 82 HOPMEADOW ST., SIMSBURY, CT 06070
(203) 244-8900 - 3,713,925 (\$2,710,137.50) COMMON STOCK. (FILE 33-78414 -
MAY. 02) (BR. 10)
- S-3 CINEPLEX ODEON CORP /CAN/, 1303 YONGE ST,
TORONTO ONTARIO CANADA M4T 2Y9, A6 (416) 323-6600 - 150,000,000
(\$150,000,000) STRAIGHT BONDS. (FILE 33-78416 - MAY. 02) (BR. 11)
- S-8 CABLE DESIGN TECHNOLOGIES CORP, 661 ANDERSON DR, FOSTER PLZ 7,
PITTSBURGH, PA 15220 (412) 937-2300 - 43,670 (\$502,205) COMMON STOCK.
(FILE 33-78418 - MAY. 02) (BR. 6)
- S-4 PREMIER BANCORP INC, 451 FLORIDA ST, BATON ROUGE, LA 70801
(504) 332-7277 - 4,422,168 (\$30,203,407.44) COMMON STOCK. (FILE 33-78458 -
APR. 29) (BR. 1)
- S-8 CREATIVE TECHNOLOGY LTD, 67 AYER RAJAH CRESCENT 03 18, SINGAPORE 0513,
UO - 4,000,000 (\$85,240,000) FOREIGN COMMON STOCK. (FILE 33-78462 -
MAY. 02) (BR. 9)
- S-2 SUSSEX VENTURES LTD, QUAIL PARK WEST, 2700 SUNSET RD STE 21, LAS VEGAS,
NV 89120 (602) 293-2691 - 4,420,000 (\$13,805,000) COMMON STOCK. 4,400,000
(\$27,500,000) WARRANTS, OPTIONS OR RIGHTS. 1,450,000 (\$3,987,500)
COMMON STOCK. (FILE 33-78470 - APR. 29) (BR. 7)
- S-8 CARE CONCEPTS INC, 3353 W OSBORN RD, PHOENIX, AZ 85017 (602) 274-1432 -
833,333 (\$677,083.06) COMMON STOCK. (FILE 33-78478 - MAY. 02) (BR. 4)
- S-8 TRAVIS INDUSTRIES INC, 3415 W BROADWAY, SUITE 255, COUNCIL BLUFFS, IA
51501 (712) 328-3040 - 49,100,000 (\$613,750) COMMON STOCK. (FILE 33-78480
- MAY. 02) (BR. 6)
- S-8 ARTISOFT INC, 2202 N FORBES BLVD, TUCSON, AZ 85745 (602) 670-7100 -
120,700 (\$2,217,862.50) COMMON STOCK. (FILE 33-78482 - MAY. 02) (BR. 9)
- S-8 ARTISOFT INC, 2202 N FORBES BLVD, TUCSON, AZ 85745 (602) 670-7100 -
1,632,700 (\$30,000,862.50) COMMON STOCK. (FILE 33-78484 - MAY. 02)
(BR. 9)
- S-3 GLOBAL SPILL MANAGEMENT INC /NV/, 2493 WELLS RD, PARKER FORD, PA 19457
(610) 495-3000 - 2,220,451 (\$6,042,454.40) COMMON STOCK. (FILE 33-78486 -
MAY. 02) (BR. 8)

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	SNRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
ALPINE GAMING INC HAITZMANN ERWINN ET AL	COM 13D	3/31/94	4,800 57.3	02082410 0.0	RVSION
ALPINE MEADOWS TANOE INC POWDR MERGER CORP ET AL	COM 14D-1	5/ 9/94	2,288 59.7	02083910 59.7	UPDATE
ALPHA 1 BIOMEDICALS INC SCICLONE PHARMACEUTICALS INC	COM 13D	4/28/94	1,420 15.8	02091010 0.0	NEW
BHC COMMUNICATIONS INC GAMCO INVESTORS INC ET AL	CL A 13D	5/ 4/94	1,496 5.8	05544810 5.6	UPDATE
BETA WELL SVC INC MCGRAIN JOHN P	COM 13D	5/ 2/94	992 12.0	08659410 8.7	UPDATE
BOUTON CORP FLANERTY ARTHUR F	COM 13D	4/18/94	2,619 100.0	10210910 100.0	UPDATE
BOUTON CORP KIMBERLY OLIVER A JR	COM 13D	4/19/94	13,444 100.0	10210910 100.0	UPDATE
BOUTON CORP MILLER DAVID F III	COM 13D	4/18/94	3,431 100.0	10210910 0.0	NEW
CVD FINL CORP CONVERSION INDS INC	COM 13D	5/ 2/94	1,147 27.1	12999510 38.9	UPDATE
CVD FINL CORP MCGRAIN JOHN P	COM 13D	4/28/94	314 7.4	12999510 5.6	UPDATE
CAPUCINOS INC CHAPDELAIN GEORGE R ET AL	COM 13D	4/29/94	13,826 100.0	14099510 0.0	NEW
CELEBRITY RESORTS INC IDIICO INC	COM 13D	4/30/94	100 27.2	15100510 13.6	UPDATE
CHALONE WINE GROUP LTD WOODWARD WILLIAM PHILIP	COM 13D	4/25/94	406 9.1	15763910 7.0	UPDATE
CHILDRENS DISCOVERY CTRS INC CONNELLY MICHAEL J ET AL	COM NEW 13D	4/14/94	613 19.3	16875720 23.4	UPDATE
CITADEL HLDG CORP CRAIG CORP	COM 13D	5/ 5/94	593 9.0	17286210 4.5	UPDATE
COMPUTER TASK GROUP INC KASTANJE PLANTAGE NV	COM 13D	5/ 3/94	1,184 12.7	20547710 12.7	UPDATE
DICEON ELECTRS INC MANDARIC MILAN	COM 13D	5/ 6/94	754 14.7	25302610 13.1	UPDATE
ENQUIRER/STAR GROUP INC MACFADDEN HLDGS LP ET AL	CL A 13D	4/28/94	22,252 53.3	29355410 53.3	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ % OWNED	CUSIP/ PRIOR%	FILING STATUS
ENQUIRER/STAR GROUP INC SALOMON INC	CL A 13D	4/28/94	1,155 2.8	29355410 4.0	UPDATE
EQUIVEST FINANCE INC BENNETT MGMT DEVELOP ET AL	COM NEW 13D	4/21/94	7,121 100.0	29799840 100.0	UPDATE
FIRST MID ILLINOIS BANCSHARE ADAMS CHARLES A	COM 13D	7/ 1/92	51 5.6	32086610 0.0	NEW
FISCHER & PORTER CO PA TOLSON JAY H	COM 13D	4/11/94	1,600 30.6	33769310 34.8	UPDATE
HILLS STORES CO NEW DICKSTEIN MARK ET AL	COM 13D	4/29/94	521 5.8	43169210 0.0	NEW
INCOMNET INC GREENBERG JOEL W	COM NEW 13D	5/ 9/94	1,240 15.2	45336520 17.2	UPDATE
INTL FAMILY ENTMT INC GAMCO INVESTORS INC ET AL	CL B 13D	5/ 6/94	2,173 7.4	48099510 7.3	UPDATE
KETEMA INC AMER SECURITIES CORP, CLIENTS	COM 13D	5/ 9/94	923 26.5	49265310 29.7	UPDATE
INTELCOM GROUP INC PACIFIC TELECOM ET AL	COM 13D	4/29/94	1,183 8.3	49299510 0.0	NEW
LANDMARK BANCSHARES INC HALIS JEFFREY S	COM 13D	5/ 3/94	165 5.8	51492810 4.4	UPDATE
LYONDELL PETROCHEMICAL CO ATLANTIC RICHFIELD CO	COM 13D	5/ 5/94	39,921 49.9	55207810 50.0	UPDATE
MAXSERV INC SEARS ROEBUCK & CO	COM 13D	5/ 6/94	2,900 38.8	57791710 38.8	UPDATE
MYERS L E CO GROUP GRUBER JON D ET AL	COM 13D	3/22/94	73 3.0	62845610 5.7	UPDATE
NFO RESH INC LIPNER WILLIAM E	COM 13D	5/ 6/94	474 7.9	62910310 7.9	UPDATE
NEW MEXICO & ARIZ LD CO SUM NZ L L C ET AL	COM 13D	4/28/94	1,246 50.2	64707210 0.0	NEW
NEW VALLEY CORP VERITOVTRADE INC ET AL	PFD CL B CV 83 13D	5/ 4/94	151 5.4	64908030 30.8	UPDATE
ORION DIVERSIFIED TECH INC MICHAEL ASSOCIATES	COM 13D	2/25/93	500 22.0	68627020 0.0	NEW
POLICY MGMT SYS CORP GENERAL ATLANTIC PRTRNS ET AL	COM 13D	4/26/94	1,519 6.7	73110810 0.0	NEW
PRECISION AEROTECH INC FOOTHILL CAPITAL CORP	COM 13D	4/28/94	533 67.5	74018720 0.0	NEW
R2 MEDICAL SYS INC CARDIOTRONICS SYSTEMS INCORP	COM 13D	4/28/94	176 6.5	74991610 0.0	NEW

ACQUISITIONS CONT.

REGAL INTL INC MARLEQUIN INVT HLDGS LTD ETAL	COM	130	5/ 6/94	27.9	27.4	UPDATE
SCANSOURCE INC SCHEUER WALTER ET AL	COM	130	5/ 2/94	12.3	7.6	UPDATE
SCANSOURCE INC SCHEUER WALTER ET AL	WARRANT	130	5/ 2/94	13.0	0.0	NEW
VIE DE FRANCE CORP GRUBER JON D ET AL	COM	130	4/21/94	7.6	6.5	UPDATE
MLR FOODS INC TYSONS FOODS INC	COM	140-1	5/ 9/94	5.5	5.5	UPDATE
WESTERN ENERGY RESOURCES INC WALLACE EDWARD GREGG JR	COM	130	4/28/94	12.0	0.0	NEW