

# sec news digest

Issue 93-81

EXCHANGE COMMISSION

April 29, 1993

## ADMINISTRATIVE PROCEEDINGS

### NASD ACTION AGAINST GEORGE LOCKWOOD FREELAND SUSTAINED

The Commission has sustained NASD disciplinary action against George Lockwood Freeland of Key Biscayne, Florida. Freeland was the financial and operations principal (FINOP) of Key Biscayne Securities, Inc., a former NASD member firm. The NASD censured Freeland, fined him \$7,000 and required him to requalify in all categories in which he was registered as a principal before again acting in those capacities.

The Commission found that Freeland was responsible as Key Biscayne's FINOP for the firm's violations of reporting, net capital and supervisory provisions. Key Biscayne, through Freeland, failed to file timely annual audits and FOCUS Part IIA Reports, to maintain sufficient net capital while effecting securities transactions, to establish, maintain and enforce proper supervisory procedures, and to approve in writing a number of transactions and registered representative correspondence. The Commission rejected Freeland's argument that he could not perform his duties because the new owner-president of the firm had refused to cooperate with him. The Commission stated that Freeland was responsible for the violations of NASD and Commission rules and regulations so long as he remained FINOP of the firm. (Rel. 34-32192)

### KIT EVANS BARRED AND ORDERED TO CEASE AND DESIST

The Commission has instituted and simultaneously settled administrative proceedings against Kit D. Evans, a Colorado resident and former registered representative for Brennan Ross Securities, Inc., a now defunct broker-dealer firm formerly based in Colorado.

Evans consented to entry of an order, without admitting or denying the matters set forth therein, finding that he violated the registration and antifraud provisions of the federal securities laws in selling securities of U.S. Mint, Inc., a now defunct Colorado corporation formerly based in Las Vegas, Nevada. The order found that Evans failed to disclose compensation of \$7,000 from a promoter of U.S. Mint in exchange for selling U.S. Mint stock to retail customers and failed to disclose that he was splitting commissions received from Brennan Ross for U.S. Mint transactions with a U.S. Mint promoter. The order also found that Evans made predictions, without a reasonable basis, that the price of U.S. Mint stock would rise to specified levels and made false and misleading statements regarding the financial condition of U.S. Mint. The Commission's order bars Evans from associating with any broker, dealer, investment adviser, investment company or municipal securities dealer, and orders that

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## **RULES AND RELATED MATTERS**

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### **ADDITIONAL SMALL BUSINESS INITIATIVES**

The Commission adopted further rule and form changes to facilitate capital formation by small businesses and the transition of small businesses into the reporting system of the Securities Exchange Act of 1934. These rule and form changes include a number of revisions to the integrated registration and reporting disclosure system for small business issuers, including a new Securities Act registration statement format for offerings of less than \$10 million, revisions to Regulation D which would modify certain disclosure references contained therein and a clarifying amendment to the Regulation A "test the waters" procedure. FOR FURTHER INFORMATION CONTACT: Richard K. Wulff at (202) 272-2644. (Rel. 33-6996; 34-32231)

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### **ADMINISTRATIVE PROCEEDINGS**

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#### **COMMISSION SUSTAINS NASD ACTION AGAINST GILBERT HAIR AND VLADIMIR CHORNY**

The Commission sustained an NASD disciplinary action against Gilbert M. Hair of Newbury, California and Vladimir Chorny of Camarillo, California. The NASD determined that during November and December 1989 Hair and Chorny participated in private securities transactions without giving prior written notification to the firms with which they were associated. The Commission also sustained the NASD's imposition of a censure and a fine of \$13,250 against Hair and a censure and a fine of \$18,500 against Chorny.

The applicants argued that they were not aware that the notes that they sold were securities. However, Chorny and Hair conceded that they relied on their own judgment and the representations of the issuer in determining whether the notes were in fact securities. The Commission observed that a registered representative's reliance on informal discussions with colleagues, rather than an official opinion by appropriate firm personnel, is also an insufficient basis for concluding that a transaction is not subject to the requirement that the firm receive prior written notification of proposed securities transactions. (Rel. 34-32187)

#### **NASD DISCIPLINARY ACTION AGAINST RICHARD PERKINS AND MICHAEL PITTMAN SUSTAINED**

The Commission has found that Richard R. Perkins and Michael D. Pittman, salesman and trader, respectively, with Brennan Ross Securities, Inc., of Englewood, Colorado and formerly a member of the NASD, charged customers unfair and fraudulent markups in sales of the stock of Postmark Stores of America, Inc. It further found that Perkins disseminated misleading sales literature relating to Postmark. The NASD censured Applicants; fined Perkins \$97,500 and suspended him in all capacities for two years and fined Pittman \$44,500 and suspended him in all capacities for two years.

MAS POOLED TRUST FUND, ET AL.

A conditional amended order has been issued under Section 17(d) of the Investment Company Act and Rule 17d-1 thereunder to permit Mutual Funds Service Company (the Administrator) to replace the Vanguard Group, Inc. (Vanguard) as the administrator for MAS Pooled Trust Fund in connection with a joint account. The Administrator would participate in the joint account on the same terms and subject to the same conditions as were previously applicable to Vanguard. (Rel. IC-19437 - April 27)

THE BENCHMARK FUNDS, ET AL.

A notice has been issued giving interested persons until May 24, 1993 to request a hearing on an application filed by The Benchmark Funds, 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 Act and Rule 22c-1 thereunder. The exemptions apply to the extent necessary to permit certain open-end management investment companies to issue and sell separate classes of shares representing interests in the same investment portfolio, and to permit the imposition and waiver of a contingent deferred sales charge on certain redemptions of units. (Rel. IC-19438 - April 27)

PREFERRED GROUP OF MUTUAL FUNDS

A notice has been issued giving interested persons until May 24, 1993 to request a hearing on an application filed by The Preferred Group of Mutual Funds (Trust) for an order pursuant to Sections 6(c) and 17(b) of the Investment Company Act granting an exemption from Section 17(a) of the Act. The exemptions apply to the extent necessary to permit each present or future series of the Trust to engage in principal transactions with securities dealers that may be deemed to be affiliated persons of affiliated persons of the series solely because of subadvisory relationships with one or more of applicant's other series. (Rel. IC-19439 - April 27)

DELAWARE GROUP TREND FUND, INC., ET AL.

A conditional order has been issued under Section 6(c) of the Investment Company Act exempting 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 applicants to impose a contingent deferred sales charge (CDSC) on certain redemptions of shares and to waive the CDSC under certain circumstances. (IC-19440 - April 27)

SAGAMORE FUNDS TRUST, ET AL.

A conditional order has been issued on an application filed by Sagamore Funds Trust, 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 impose and, under certain circumstances, to waive a contingent deferred sales load on certain redemptions of their shares. (Rel. IC-19441 - April 28)

## SIGNIFICANT NO-ACTION AND INTERPRETATIVE LETTERS

The following is a list of significant no-action and interpretative letters recently issued by the Division of Market Regulation. These letters express the view of the Division respecting novel or important questions arising under the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, and the Investment Advisers Act of 1940. Copies of these letters may be obtained by writing to the Public Reference Room, Securities and Exchange Commission, Washington, D.C. 20549, or by making a request in person at the Public Reference Room, 450 Fifth Street, N.W., Room 1024, Washington, D.C., stating the name of the subject company, the Act and the Section of the Act to which it relates, and the public availability date.

<u>Company</u>	<u>Act/Section/Rule</u>	<u>Date Mailed</u>	<u>Date Available</u>
Lawrence L. Wilsher	Exchange Act Section 15(a)	6/30/92	9/29/92
Investment Company Institute	Exchange Act Section 10(b) Rule 10b-10	1/7/93	1/7/93
Grupo Embotellador de Mexico, S.A. de C.V.	Exchange Act Section 10(b) Rule 10b-6	12/9/92	1/11/93
NASDAQ International Service	Exchange Act Section 15(a)	1/11/93	1/11/93
Eaton Vance Prime Rate Reserves	Exchange Act Section 13(e) Rule 13e-4	1/14/93	1/15/93
Application of Rules 10b-6, 10b-7, and 10b-8 to Rights Offerings and Rule 144A Transactions Involving Foreign Securities	Exchange Act Section 10(b) Rules 10b-6, 10b-7, and 10b-8	1/15/93	1/18/93
Rhone-Poulenc, S.A.	Exchange Act Section 10(b) Rules 10b-6 and 10b-7	1/21/93	1/21/93

<u>Company</u>	<u>Act/Section/Rule</u>	<u>Date Mailed</u>	<u>Date Available</u>
Grupo Carso, S.A. de C.V.	Exchange Act Section 10(b) Rule 10b-6	1/22/93	1/26/93
The American Stock Exchange, Inc.	Exchange Act Sections 10(a), 10(b), 11(d)(1), and 15(c) Rules 10a-1, 10b-6, 10b-7, 10b-10, 10b-13, 10b-17, 11d1-2, 15c1-5, and 15c1-6	1/27/93	1/28/93
Westland Development Co., Inc.	Exchange Act Section 10(b) Rule 10b-17	1/29/93	1/29/93
The Republic of France and Rhone-Poulenc, S.A.	Exchange Act Sections 10(b), 13(e), 14(d), and 14(e) Rules 10b-6, 10b-13, and 13e-4 Regulations 14D and 14E	2/3/93	2/3/93
Rhone-Poulenc, S.A.	Exchange Act Section 10(b) Rules 10b-6 and 10b-13	2/4/93	2/4/93
The American Heart Association	Exchange Act Section 15(a)	2/26/93	2/26/93
PRA Securities Advisors, L.P.	Exchange Act Section 15(a)	3/3/93	3/3/93
Application of Cooling-Off Periods under Rule 10b-6 to Distributions of Foreign Securities	Exchange Act Section 10(b) Rule 10b-6	3/4/93	3/10/93
AFLC, Inc.	Exchange Act Section 10(b) Rule 10b-6	3/8/93	3/17/93
Cambridge Technology Partners, Inc.	Exchange Act Section 10(b) Rules 10b-6 and 10b-8	3/16/93	3/17/93

<u>Company</u>	<u>Act/Section/Rule</u>	<u>Date Mailed</u>	<u>Date Available</u>
Shearson Lehman Brothers Inc.	Exchange Act Section 15(a)	3/25/93	3/25/93
Consortio G Grupo Dina, S.A. de C.V.	Exchange Act Section 10(b) Rule 10b-7	3/29/93	3/29/93
Repsol, S.A.	Exchange Act Section 10(b) Rules 10b-6 and 10b-7	3/30/93	3/30/93

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### SECURITIES ACT REGISTRATIONS

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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-3 FEDERAL MOGUL CORP, 26555 NORTHWESTERN HWY, SOUTHFIELD, MI 48034 (313) 354-7700 - 500,000 (\$8,906,250) COMMON STOCK. (FILE 33-49535 - APR. 22) (BR. 13)
- SB-2 SYTJES PANNEKOEKEN HUIS FAMILY RESTAURANTS INC, 6517 CECILIA CIRCLE, EDINA, MN 55439 (612) 944-8090 - 2,097,223 (\$6,215,000) COMMON STOCK. UNDERWRITER: HAYNE MILLER & FARNI INC. (FILE 33-60898-C - APR. 09) (BR. 11 - NEW ISSUE)
- S-3 LAM RESEARCH CORP, 4650 CUSHING PKWY, FREMONT, CA 94538 (415) 659-0200 - 57,500,000 (\$57,500,000) CONVERTIBLE DEBENTURES AND NOTES. UNDERWRITER: COWEN & CO, MONTGOMERY SECURITIES, SMITH BARNEY HARRIS UPHAM & CO. (FILE 33-61276 - APR. 20) (BR. 10)
- S-3 PACIFIC ENTERPRISES INC, 633 W FIFTH ST, LOS ANGELES, CA 90071 (213) 895-5000 - 8,000,000 (\$194,560,000) COMMON STOCK. (FILE 33-61278 - APR. 20) (BR. 8)
- N-2 MORGAN STANLEY EMERGING MARKETS FUND INC, 1221 AVE OF THE AMERICAS, NEW YORK, NY 10020 (212) 296-7100 - 3,700,000 (\$69,153,000) COMMON STOCK. UNDERWRITER: MORGAN STANLEY & CO. (FILE 33-61280 - APR. 20) (BR. 18)
- S-3 SULLIVAN DENTAL PRODUCTS INC, 10920 W LINCOLN AVE, WEST ALLIS, WI 53227 (414) 321-8881 - 486,887 (\$8,642,244.25) COMMON STOCK. (FILE 33-61284 - APR. 20) (BR. 9)
- S-8 MANATRON INC, 2970 SOUTH 9TH STREET, KALAMAZOO, MI 49009 (616) 375-5300 - 75,000 (\$206,250) COMMON STOCK. (FILE 33-61286 - APR. 20) (BR. 9)

REGISTRATIONS CONTINUED

- S-3 MEDISYS INC /DE/, 4550 WEST 77TH ST, EDINA, MN 55435 (612) 835-8300 - 729,109 (\$2,643,020) COMMON STOCK. (FILE 33-61288 - APR. 20) (BR. 6)
- S-8 AMCAST INDUSTRIAL CORP, 3931 S DIXIE AVE, KETTERING, OH 45439 (513) 298-5251 - 300,000 (\$5,850,000) COMMON STOCK. (FILE 33-61290 - APR. 20) (BR. 6)
- S-8 SULLIVAN DENTAL PRODUCTS INC, 10920 W LINCOLN AVE, WEST ALLIS, WI 53227 (414) 321-8881 - 367,500 (\$6,523,125) COMMON STOCK. (FILE 33-61292 - APR. 20) (BR. 9)
- S-8 SULLIVAN DENTAL PRODUCTS INC, 10920 W LINCOLN AVE, WEST ALLIS, WI 53227 (414) 321-8881 - 225,000 (\$3,993,750) COMMON STOCK. (FILE 33-61294 - APR. 20) (BR. 9)
- S-3 SOUTHEASTERN MICHIGAN GAS ENTERPRISES INC, 405 WATER ST, PORT HURON, MI 48060 (313) 987-2200 - 1,000,000 (\$21,625,000) COMMON STOCK. (FILE 33-61296 - APR. 20) (BR. 8)
- S-1 TRINITECH SYSTEMS INC, 700 CANAL ST, STAMFORD, CT 06901 (203) 328-3766 - 4,289,500 (\$15,831,750) COMMON STOCK. (FILE 33-61298 - APR. 20) (BR. 10)
- S-1 BIG 5 HOLDINGS INC, 2525 EAST EL SEGUNDO BLVD, EL SEGUNDO, CA 90245 (310) 536-0611 - 500,000 (\$500,000) STRAIGHT BONDS. (FILE 33-61300 - APR. 20) (BR. 2)
- S-8 RESOUND CORP, 220 SAGINAW DR, SEAPORT CENTRE, REDWOOD CITY, CA 94063 (415) 780-7800 - 2,309,402 (\$11,380,275.05) COMMON STOCK. (FILE 33-61302 - APR. 20) (BR. 8)
- S-3 BAKER HUGHES INC, 3900 ESSEX LANE, HOUSTON, TX 77027 (713) 439-8600 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. UNDERWRITER: MERRILL LYNCH & CO. (FILE 33-61304 - APR. 21) (BR. 3)
- S-8 RCM TECHNOLOGIES INC, P O BOX 8525, CHERRY HILL, NJ 08002 (609) 486-1777 - 500,000 (\$140,000) COMMON STOCK. (FILE 33-61306 - APR. 21) (BR. 6)
- S-8 STAR BANC CORP /OH/, 425 WALNUT ST, P O BOX 1038, CINCINNATI, OH 45202 (513) 632-4000 - 125,000 (\$4,406,250) COMMON STOCK. (FILE 33-61308 - APR. 21) (BR. 1)
- S-8 EYE TECHNOLOGY INC, 1983 SLOAN PLACE, ST PAUL, MN 55117 (612) 774-9060 - 105,000 (\$183,750) COMMON STOCK. (FILE 33-61310 - APR. 21) (BR. 8)
- S-8 MORELLIS NONA II INC, 1745 N ERIE, PUEBLO, CO 81001 (719) 542-1084 - 4,740,000 (\$2,082,628) COMMON STOCK. (FILE 33-61312 - APR. 21) (BR. 3)
- F-1 LASMO PLC /NEW/, 100 LIVERPOOL ST, LONDON EC2M 2BB ENGLAND, X0 - 6,900,000 (\$172,500,000) FOREIGN PREFERRED STOCK. (FILE 33-61332 - APR. 19) (BR. 4)
- F-6 LASMO PLC /ADR/, 48 WALL ST, C/O BANK OF NEW YORK, NEW YORK, NY 10286 (212) 475-1727 - 10,000,000 (\$500,000) DEPOSITARY RECEIPTS FOR PREFERRED STOCK. (FILE 33-61334 - APR. 19) (BR. 0)
- S-4 SIX FLAGS ENTERTAINMENT CORP, 400 INTERPACE PARKWAY, BLDG C THIRD FLOOR, PARSIPPANY, NJ 07054 (201) 402-8100 - 192,250,000 (\$105,258,871) STRAIGHT BONDS. (FILE 33-61338 - APR. 20) (BR. 12 - NEW ISSUE)
- S-3 BEST BUY CO INC, 4400 W 78TH ST, BLOOMINGTON, MN 55435 (612) 896-2300 - 2,587,500 (\$92,994,750) COMMON STOCK. UNDERWRITER: GOLDMAN SACHS & CO, MERRILL LYNCH & CO, WILLIAM BLAIR & CO. (FILE 33-61340 - APR. 20) (BR. 2)

REGISTRATIONS CONTINUED

- S-3 FISERV INC, 255 FISERV DR, PO BOX 979, BROOKFIELD, WI 53045 (414) 879-5000 - 4,235,000 (\$76,230,000) COMMON STOCK. (FILE 33-61342 - APR. 20) (BR. 10)
- S-3 INFINITY BROADCASTING CORP, 600 MADISON AVE, NEW YORK, NY 10022 (212) 750-6400 - 3,621,704 (\$120,421,658) COMMON STOCK. (FILE 33-61348 - APR. 20) (BR. 8)
- S-3 MAXUS ENERGY CORP /DE/, 717 N HARWOOD ST, DALLAS, TX 75201 (214) 953-2000 - \$500,000,000 STRAIGHT BONDS. (FILE 33-61350 - APR. 20) (BR. 3)
- S-3 HEILIG MEYERS CO, 2235 STAPLES MILL RD, RICHMOND, VA 23230 (804) 359-9171 - 2,300,000 (\$77,050,000) COMMON STOCK. (FILE 33-61352 - APR. 20) (BR. 1)
- S-8 WALL DATA INC, 17769 N E 78TH PL, REDMOND, WA 98052 (206) 883-9250 - 2,185,548 (\$37,154,316) COMMON STOCK. (FILE 33-61354 - APR. 20) (BR. 10)
- SB-2 BACK YARD BURGERS INC, 2768 COLONY PARK DR, MEMPHIS, TN 38118 (901) 367-0888 - 1,495,000 (\$8,970,000) COMMON STOCK. UNDERWRITER: FRANKLIN LORD INC. (FILE 33-61356 - APR. 20) (BR. 11 - NEW ISSUE)
- N-1A STRONG AMERICAN UTILITIES FUND INC, 100 HERITAGE RESERVE, MENOMONEE FALLS, WI 53151 (414) 359-3400 - INDEFINITE SHARES. (FILE 33-61358 - APR. 20) (BR. 18 - NEW ISSUE)
- F-3 NORSK HYDRO A S, BYGDOY ALLE 2, N-0240 OSLO 2, NORWAY, 08 (212) 688-6606 - 600,000,000 (\$600,000,000) STRAIGHT BONDS. (FILE 33-61360 - APR. 20) (BR. 1)
- S-11 UCFC ACCEPTANCE CORP, 4041 ESSEN LANE, BATON ROUGE, LA 70809 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-61362 - APR. 20) (BR. 12 - NEW ISSUE)
- S-1 PAPA JOHNS INTERNATIONAL INC, 11492 BLUEGRASS PKWY, STE 175, LOUISVILLE, KY 40299 (502) 266-5200 - 1,495,000 (\$17,940,000) COMMON STOCK. UNDERWRITER: ALEX BROWN & SONS INC, MONTGOMERY SECURITIES. (FILE 33-61366 - APR. 20) (BR. 11 - NEW ISSUE)
- S-1 LIUSKI INTERNATIONAL INC /DE/, 10 HUB DR, MELVILLE, NY 11747 (516) 454-8220 - 1,380,000 (\$15,697,500) COMMON STOCK. 120,000 (\$120) WARRANTS, OPTIONS OR RIGHTS. 120,000 (\$1,638,000) COMMON STOCK. UNDERWRITER: FOLEY MUFSON HOWE & CO, REICH & CO INC. (FILE 33-61368 - APR. 20) (BR. 9)
- S-8 SUNDSTRAND CORP /DE/, 4949 HARRISON AVE, P O BOX 7003, ROCKFORD, IL 61125 (815) 226-6000 - 1,800,000 (\$69,187,500) COMMON STOCK. (FILE 33-61372 - APR. 20) (BR. 12)
- S-4 UNION PLANTERS CORP, 7130 GOODLETT FARMS PKWY, CORDOVA, TN 38018 (901) 383-6000 - 617,391 (\$16,669,557) COMMON STOCK. (FILE 33-61374 - APR. 20) (BR. 1)
- S-1 UNITED INTERNATIONAL HOLDINGS INC, 4643 S ULSTER ST, STE 1300, DENVER, CO 80237 (303) 770-4001 - 3,593,750 (\$64,687,500) COMMON STOCK. UNDERWRITER: HANIFEN IMHOFF INC, PAINWEBBER INC, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-61376 - APR. 21) (BR. 7 - NEW ISSUE)
- S-3 EMC CORP, 171 SOUTH ST, HOPKINTON, MA 01748 (508) 435-1000 - 75,000 (\$1,856,250) COMMON STOCK. (FILE 33-61378 - APR. 21) (BR. 9)
- S-3 FLEET CALL INC, 201 ROUTE 17 NORTH, RUTHERFORD, NJ 07070 (201) 438-1400 - 5,175,000 (\$121,935,937) COMMON STOCK. (FILE 33-61380 - APR. 21) (BR. 7)



## REGISTRATIONS CONTINUED

- S-8 GERANT INDUSTRIES INC, 8840 WILSHIRE BLVD 3RD FL, BEVERLY HILLS, CA 90067  
(310) 358-1200 - 30,000,000 (\$4,230,000) COMMON STOCK. (FILE 33-61384 - APR. 20)  
(BR. 12)
- S-3 ETOWN CORP, 600 SOUTH AVE, P O BOX 788, WESTFIELD, NJ 07090 (908) 654-1234 -  
575,000 (\$17,178,125) COMMON STOCK. (FILE 33-61386 - APR. 21) (BR. 8)
- S-3 FLORIDA POWER & LIGHT CO, 700 UNIVERSE BLVD, JUNO BEACH, FL 33408 (407) 694-4647 -  
2,440,600,000 (\$2,440,600,000) MORTGAGE BONDS. (FILE 33-61390 - APR. 21) (BR. 8)
- S-6 KANSAS TAX EXEMPT TRUST SERIES 62, 120 SOUTH MARKET STE 450, WICHITA, KS 67202 -  
1,000 (\$1,010,000) UNIT INVESTMENT TRUST. (FILE 33-61394 - APR. 21) (BR. 17  
- NEW ISSUE)
- S-1 ROBOTIC VISION SYSTEMS INC, 425 RABRO DR EAST, HAUPPAUGE, NY 11788 (516) 273-9700 -  
4,536,667 (\$9,073,334) COMMON STOCK. (FILE 33-61396 - APR. 21) (BR. 8)
- S-4 TELEBIT CORP, 1315 CHESAPEAKE TERRACE, SUNNYVALE, CA 94089 (408) 734-4333 -  
5,350,000 (\$6,437,116) COMMON STOCK. (FILE 33-61398 - APR. 21) (BR. 7)
- S-8 HS RESOURCES INC, 731 SANSOME STREET 5TH FLR, SAN FRANCISCO, CA 94111 (415) 433-5795  
- 1,612,500 (\$35,878,125) COMMON STOCK. (FILE 33-61400 - APR. 21) (BR. 12)
- S-8 GENERAL PHYSICS CORP, 6700 ALEXANDER BELL DR, COLUMBIA, MD 21046 (410) 290-2300 -  
269,000 (\$1,176,875) COMMON STOCK. (FILE 33-61404 - APR. 21) (BR. 5)
- S-3 ILLINOIS CENTRAL RAILROAD CO, 455 N CITYFRONT PLZ DR, CHICAGO, IL 60611  
(312) 819-7500 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 33-61410 - APR. 22)  
(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.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
BANYAN STRATEGIC LAND FD II DICKSTEIN & CO	COM 13D	4/27/93	1,146 6.0	06699810 5.1	UPDATE
BOLT BERANEK & NEWMAN INC HARROSH JOSEPH LOUIS	COM 13D	4/27/93	1,044 6.6	09768910 5.6	UPDATE
CONAGRA INC CHEMIAL BANK, TRUSTEE	COM 13D	4/15/93	24,051 9.7	20588710 5.1	UPDATE
CONAGRA INC CHEMIAL BANK, TRUSTEE	COM 13D	4/15/93	24,051 9.7	20588710 5.1	RVISION
CORTECS INTL LTD TRAVERS GLEN NICHOLAS	ORD SHRS 13D	4/15/93	3,778 5.0	22051220 0.0	NEW
CORTECS INTL LTD TRAVERS GLEN NICHOLAS	ORD SHRS 13D	4/15/93	3,778 5.0	22051220 0.0	RVISION
EUROAMERICAN INC PADER MGMT LTD	COM 13D	10/16/92	1,467 71.6	29871099 0.0	RVISION
EUROAMERICAN INC PADER MGMT LTD	COM 13D	10/16/92	1,467 71.6	29871099 0.0	RVISION
FAR WEST VENTURES INC CROW MICHAEL W	COM 13D	4/21/93	4,200 75.0	30735410 0.0	NEW
FAR WEST VENTURES INC CROW MICHAEL W	COM 13D	4/21/93	4,200 75.0	30735410 0.0	RVISION
FIRSTSOUTH BANCORP BT FINL CORP	COM 13D	4/14/93	212 38.0	34099210 31.4	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
COVENTRY CORP CENTENNIAL ASSOC	COM 13D	4/16/93	470 3.9	22285310 5.1	UPDATE
FIRST FINL CORP WESTN MD HOLTZMAN SEYMOUR ET AL	COM 13D	4/15/93	83 6.0	32022610 5.8	UPDATE
FIRST FINL CORP WESTN MD HOLTZMAN SEYMOUR ET AL	COM 13D	4/15/93	83 6.0	32022610 5.8	RVISION
FIRST FINANCIAL SHARES INC GIBSON CHARLES W JR	COM 13D	4/ 2/93	24 7.2	32025299 3.7	UPDATE
GENENTECH INC ROCHE HLDGS INC	COM RED 13D	4/22/93	71,562 63.8	36871020 61.4	UPDATE
GENENTECH INC ROCHE HLDGS INC	COM RED 13D	4/22/93	71,562 63.8	36871020 61.4	RVISION
HALL MARK ELECTRS CORP NEW AVNET INC	COM 13D	4/20/93	3,500 34.7	40608110 0.0	NEW
MARVEL ENTMT GROUP INC NEW MARVEL HLDGS ET AL	COM 14D-1	4/26/93	28,800 59.6	57391310 59.6	UPDATE
MARVEL ENTMT GROUP INC NEW MARVEL HLDGS ET AL	COM 14D-1	4/26/93	28,800 59.6	57391310 59.6	RVISION
NEWPORT CARPET MILLS INC SBI CAPITAL CORP ET AL	COM 13D	11/11/92	3,846 28.9	65181310 0.0	NEW
P A M TRANSM SVCS INC CENTRA ET AL	COM 13D	12/29/89	5,603 70.4	69314910 0.0	NEW
UNIVERSAL CERAMICS INC DC DEWALT INVMT L P	COM 13D	4/16/93	2,531 44.0	91341299 0.0	NEW
UNIVERSAL CERAMICS INC DC DEWALT INVMT L P	COM 13D	4/16/93	2,531 44.0	91341299 0.0	RVISION
VIDEO JUKEBOX NETWORK INC MORAN ASSET MGMT ET AL	COM 13D	4/19/93	422 3.9	92699410 8.6	UPDATE
VISTA BANCORP INC CLINE RICHARD A	COM 13D	4/16/93	81 7.2	93299510 0.0	NEW
VISTA BANCORP INC CLINE RICHARD A	COM 13D	4/16/93	81 7.2	93299510 0.0	RVISION
VISTA BANCORP INC HAJDU LOUIS	COM 13D	4/16/93	127 11.4	93299510 0.0	NEW

## ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PAC RIM HLDG CO PICKUP RICHARD HADLEY	COMS 13D	3/15/93	957 10.0	69699910 6.8	RVISION
SCIENCE DYNAMICS CORP MAY J ERIC REVOCABLE TRUST	COM 13D	4/15/93	216 7.0	80863110 0.0	NEW
SCIENCE DYNAMICS CORP MAY J ERIC REVOCABLE TRUST	COM 13D	4/15/93	216 7.0	80863110 0.0	RVISION
SUBURBAN BANCSHARES INC TURNER ALBERT W	COM 13D	4/16/90	170 5.2	86435010 0.0	NEW
SUN CITY INDS INC GOLDBERG ALAN I ET AL	COM 13D	4/27/93	62 4.3	86666510 5.7	UPDATE
TRANSCISCO INDS INC HUNGERFORD MARK C	CL A 13D	4/ 1/93	518 11.7	89353110 0.0	RVISION
TRANSCISCO INDS INC HUNGERFORD MARK C	CL B 13D	4/ 1/93	553 44.4	89353120 0.0	RVISION
U S TRAILS INC PACHOLDER ASSOC	COM 13D	6/12/92	305 7.6	91271510 0.0	NEW
VISTA BANCORP INC MEYNER HELEN S	COM 13D	4/16/93	91 8.1	93299510 0.0	NEW
VISTA BANCORP INC MEYNER HELEN S	COM 13D	4/16/93	91 8.1	93299510 0.0	RVISION
WESTERN MICRO TECHNOLOGY INC COX MARSHALL G	COM 13D	4/26/93	305 10.4	95864810 9.5	UPDATE
WESTERN MICRO TECHNOLOGY INC MARREN BERNARD T	COM 13D	4/26/93	371 12.8	95864810 12.9	UPDATE
WESTERN MICRO TECHNOLOGY INC VENTURE GROWTH ASSOC	COM 13D	4/26/93	277 9.8	95864810 7.7	UPDATE
WILLIAMS COAL SEAM GAS RTY WILLIAMS COS	TR UNIT 13D	4/14/93	3,569 36.8	96945010 46.4	UPDATE
WILLIAMS COAL SEAM GAS RTY WILLIAMS COS	TR UNIT 13D	4/14/93	3,569 36.8	96945010 46.4	RVISION