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U.S. SECURITIES AND
EXCHANGE COMMISSION

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digest

Issue 89-212

November 6, 1989

CIVIL PROCEEDINGS

PATRICK MOORE AND JOAN HOSEY ENJOINED

The Chicago Regional Office announced that on October 13 Judge Shadur entered a Permanent Injunction against Patrick Moore (Moore) and Joan Hosey (Hosey) enjoining them from future violations of the antifraud provisions. Moore and Hosey consented to the entry of the injunctions.

The Commission's Complaint alleged that Moore, formerly a registered representative and trader, and Hosey, formerly Arnold Kimmes' (Kimmes) secretary and assistant, participated in a scheme to defraud with defendants Kimmes, Michael Wright and Tommy Quinn, among others, which involved, in part, the manipulation of GSS Venture Capital Corp. (GSS) and Max, Inc. (Max) common stock in the United States and abroad. Specifically, the Complaint alleges that Moore and/or Hosey caused units of GSS and Max to be purchased through nominee accounts in the IPO and, later, at the direction of the above defendants, caused GSS and Max common stock to trade at artificially high prices by buying and selling through nominee accounts, directing and coordinating the pricing of the trading, directing and directing and coordinating the quotes and substituting an arbitrary, private pricing mechanism in place of a pricing system based on the collection judgment of the market. (SEC v. Arnold Kimmes, et al., U.S.D.C., N.D. of Ill., Civil File No. 89 C 5942) (LR-12290)

HOLDING COMPANY ACT RELEASES

ENERGY INITIATIVES

Orders have been issued authorizing Energy Initiatives, Inc. (EII), an indirect subsidiary of General Public Utilities Corporation, a registered holding company, to from time to time: (a) through March 1, 1991, make capital contributions of up to \$2,673,000 to Northeast Energy Corp., a wholly-owned subsidiary corporation (EII Sub) which has acquired all of the common stock of Northeast Cogen, Inc. (Cogen Corp), a closely-held Indiana corporation. Cogen Corp is engaged in the development of a proposed 40 MW natural gas-fired cogeneration facility in New York State, which is a qualifying facility under the Public Utility Regulatory Policies Act of 1978 (PURPA) (Rel. 35-24976) and; (b) through October 7, 1990, make capital contributions of up to \$6,950,000 to Geddes Cogeneration Corporation, a wholly-owned subsidiary corporation, which has acquired all of the general and 99% of the limited partnership interests in Onondaga Cogeneration Limited Partnership (Cogen Partnership), a New York limited partnership. Cogen Partnership is engaged in the development of a proposed 79 MW natural-gas fired cogeneration facility in Geddes, New York, which is a qualifying facility under PURPA. (Rel. 35-24977)

LISTING, DELISTING AND UNLISTED TRADING ACTIONS

UNLISTED TRADING SOUGHT

A notice has been issued giving interested persons an opportunity to comment on the application of the Midwest Stock Exchange for unlisted trading privileges in 16 securities solely for the purpose of trading these securities as part of a portfolio transaction traded through the MSE's Portfolio Trading System during its Secondary Trading Session. The 16 securities are all over-the-counter securities that are quoted on the National Association of Securities Dealers Automated Quotation System (NASDAQ). The stock is traded over-the-counter and is not registered on any national securities exchange. (Rel. 34-27412)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

A proposed rule change has been filed pursuant to Rule 19b-4 under the Securities Exchange Act of 1934 by: (a) the American Stock Exchange (SR-Amex-89-23) that would establish a voting rights policy for all equity securities based upon the provisions of Securities Exchange Act Rule 19c-4 and that would rescind its current rules and policies with respect to common stock voting rights (Rel. 34-27414); and (b) the Philadelphia Stock Exchange (SR-Phlx-89-50) relating to the crossing of facilitation and solicited orders on the Phlx's equity and index options floor. (Rel. 34-27415)

Publication of the proposed rules is expected to be made in the Federal Register during the week of November 6.

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved proposed rule changes under Section 19(b) of the Securities Exchange Act of 1934 of the following exchanges: (a) the Options Clearing Corporation (SR-OCC-89-06) to increase minimum required contributions to OCC's clearing funds (Rel. 34-27410); and (b) the Midwest Stock Exchange (SR-MSE-89-8) to increase the number of shares subject to the guaranteed pricing parameters of the BEST System from 1,099 to 2,099. (Rel. 34-27413)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission approved on an accelerated basis a proposed rule change submitted by the Philadelphia Stock Exchange (SR-Phlx-89-49) that codifies regulations governing security procedures, floor employee terminations and member firm clearing arrangements. (Rel. 34-27416)

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-1 PERSONAL DIAGNOSTICS INC, 628 RTE 10, WHIPPANY, NJ 07981 (201) 884-2034 - 1,437,500 (\$4,582,031.25) COMMON STOCK. 125,000 (\$125) WARRANTS, OPTIONS OR RIGHTS. 125,000 (\$478,125) COMMON STOCK. (FILE 33-31744 - OCT. 30) (BR. 8)
- S-1 HEALTHSOUTH REHABILITATION CORP, TWO PERIMETER PARK S, BIRMINGHAM, AL 35243 (205) 967-7116 - 10,000,000 (\$10,000,000) CONVERTIBLE DEBENTURES AND NOTES. (FILE 33-31745 - OCT. 30) (BR. 6)
- S-8 KNIGHT RIDDER INC, ONE HERALD PLZ, MIAMI, FL 33132 (305) 376-3910 - 3,500,000 (\$176,531,250) COMMON STOCK. (FILE 33-31747 - OCT. 30) (BR. 11)
- S-4 ROCHESTER TELEPHONE CORP, ROCHESTER TEL CENTER, 180 S CLINTON AVE, ROCHESTER, NY 14646 (716) 777-7330 - 166,978 (\$2,034,140) COMMON STOCK. UNDERWRITER: SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-31762 - OCT. 26) (BR. 7)
- S-1 FORTUNE PETROLEUM CORP, 30101 AGOURA RD, STE 110, AGOURA HILLS, CA 91301 (818) 991-0526 - 2,975,000 (\$2,231,250) COMMON STOCK. 825,000 (\$825,000) COMMON STOCK. (FILE 33-31775 - OCT. 27) (BR. 3 - NEW ISSUE)
- S-1 FASTENAL COMPANY, 2001 THEURER BLVD, BOX 978, WINONA, MN 55987 (507) 454-5374 - 400,000 (\$10,924,000) COMMON STOCK. 50,000 (\$1,365,500) COMMON STOCK. (FILE 33-31776 - OCT. 27) (BR. 10)
- S-1 CARNIVAL CRUISE LINES INC, 100 SE 2ND ST 32ND FLR, MIAMI, FL 33131 (305) 577-8200 - 600,000 (\$13,012,800) COMMON STOCK. (FILE 33-31795 - OCT. 27) (BR. 4)
- S-3 CHUBB CORP, 15 MOUNTAIN VIEW RD, P O BOX 1615, WARREN, NJ 07061 (201) 580-2000 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE 33-31796 - OCT. 27) (BR. 9)

- S-4 ADAGE INC, 165 LEXINGTON RD, BILLERICA, MA 01821 (508) 667-7070 - 26,109,490
(\$8,877,226.60) COMMON STOCK. (FILE 33-31797 - OCT. 27) (BR. 10)
- S-8 MEYER FRED INC, 3800 SE 22ND AVE, PORTLAND, OR 97202 (503) 232-8844 - 500,000
(\$10,030,000) COMMON STOCK. (FILE 33-31798 - OCT. 27) (BR. 2)
- S-8 UNITED TELECOMMUNICATIONS INC, 2330 SHAWNEE MISSION PKWY, WESTWOOD, KS 66205
(913) 676-3000 - 750,000 (\$100,000,000) COMMON STOCK. (FILE 33-31801 - OCT. 27)
(BR. 7)
- S-8 UNITED TELECOMMUNICATIONS INC, 2330 SHAWNEE MISSION PKWY, WESTWOOD, KS 66205
(913) 676-3000 - 150,000 (\$10,588,125) COMMON STOCK. (FILE 33-31802 - OCT. 27)
(BR. 7)
- N-1A EVERGREEN FOUNDATION TRUST, 2500 WESTCHESTER AVE, PURCHASE, NY 10577 (914) 694-2020
- INDEFINITE SHARES. (FILE 33-31803 - OCT. 27) (BR. 16 - NEW ISSUE)
- S-8 SL INDUSTRIES INC, 8000 MIDATLANTIC DR STE 110, MT LAUREL, NJ 08054 (609) 727-1500
- 300,000 (\$2,757,000) COMMON STOCK. (FILE 33-31805 - OCT. 27) (BR. 3)
- S-8 FIRST PEOPLES FINANCIAL CORP, CUTHBERT BLVD & MACARTHUR DR, HADDON TOWNSHIP, NJ
08108 (609) 858-7300 - 200,000 (\$8,775,000) COMMON STOCK. (FILE 33-31807 - OCT. 27)
(BR. 1)
- N-2 CALLEV MUNICIPAL FUND INC, 800 SCUDDERS MILL RD, PLAINSBORO, NY 08536 (609) 282-2800
- 5,750,000 (\$69,000,000) COMMON STOCK. (FILE 33-31808 - OCT. 27) (BR. 17 - NEW ISSUE)
- S-8 ANALYSIS & TECHNOLOGY INC, TECHNOLOGY PARK RTE 2, P O BOX 220, NORTH STONINGTON, CT
06359 (203) 599-3910 - 100,000 (\$1,400,000) COMMON STOCK. (FILE 33-31829 - OCT. 27)
(BR. 9)
- S-3 FIRST CAPITAL HOLDINGS CORP, 1900 AVE OF THE STARS, SUITE 2350, LOS ANGELES, CA
90067 (213) 551-1000 - 275,000,000 (\$275,000,000) FLOATING RATE NOTES. (FILE 33-31831
- OCT. 27) (BR. 9)
- S-8 BAIRNCO CORP, 200 PARK AVE, NEW YORK, NY 10166 (212) 490-8722 - 250,000
(\$4,734,375) COMMON STOCK. (FILE 33-31835 - OCT. 27) (BR. 3)
- S-4 GIANT INDUSTRIES INC, 23733 NORTH SCOTTSDALE ROAD, SCOTTSDALE, AZ 85255
(602) 585-8888 - 9,854,858 (\$60,841,000) COMMON STOCK. (FILE 33-31837 - OCT. 27)
(BR. 4)
- S-8 HOMESTEAD HOLDING CORP, 120 S UNION ST, MIDDLETOWN, PA 17057 (717) 944-1301 -
115,000 (\$926,900) COMMON STOCK. (FILE 33-31838 - OCT. 27) (BR. 2)
- S-8 SAFEGUARD SCIENTIFICS INC, 630 PARK AVE, KING OF PRUSSIA, PA 19406 (215) 265-4000 -
100,000 (\$1,487,500) COMMON STOCK. (FILE 33-31840 - OCT. 27) (BR. 10)
- S-8 PRAXIS BIOLOGICS INC /NY/, 30 CORPORATE WOODS STE 300, ROCHESTER, NY 14623
(716) 272-7000 - 1,000,000 (\$8,269,492.98) COMMON STOCK. (FILE 33-31842 - OCT. 30)
(BR. 12)
- S-4 PROCTER & GAMBLE CO, ONE PROCTER & GAMBLE PLZ, CINCINNATI, OH 45202 (513) 983-1100
- 22,619,027 (\$41,560,711) COMMON STOCK. (FILE 33-31855 - OCT. 30) (BR. 13)

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 prior 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
BANCROFT CONV FD INC SPEEN ROBERT I	COM 13D	10/27/89	267 10.7	05969510 9.6	UPDATE
BLACK HAWK HLDS LONG GEORGE R	COM 13D	10/ 9/89	1,300 9.2	09206810 2.2	UPDATE
CAMBRIDGE MED TECHNOLOGY CORP CARROLL JOSEPH P ET AL	COM 13D	10/25/89	87,028 96.6	13230910 1.6	UPDATE
CENTRAL JERSEY BANCORP SUMMIT BANCORPORATION	COM 13D	10/20/89	429 5.0	15376910 0.0	NEW
COGNEX CORP FIDELITY INTL LTD	COM 13D	9/28/89	320 8.7	19242210 7.1	UPDATE
D B A SYS INC HEBERT HOWARD N	COM 13D	10/ 6/89	353 14.4	23303110 17.7	UPDATE
DURHAM CORP FRANZ DONALD E JR ET AL	COM 13D	10/18/89	470 5.6	26669610 4.3	UPDATE
ENSERCH EXPL PARTNERS LTD ENSERCH PROC PARTNERS ET AL	DEPOSITORY UNT 14D-1	10/30/89	89,582 87.4	29390810 85.1	UPDATE
FAIRFIELD CMNTYS INC ATLANTIC GROUP INC ET AL	COM PAR \$0.10 13D	10/20/89	1,982 18.1	30423120 17.9	UPDATE
FEDERAL NATL MTG ASSN FIDELITY INTL LTD	COM 13D	9/25/89	29,801 12.6	31358610 14.1	UPDATE
FINANCIAL CORP SANTA BARBARA ROSS LEONARD M ET AL	COM 13D	10/27/89	599 9.9	31744110 9.9	UPDATE
FIRST FED AMER INC HONOLULU SHIDLER JAY H ET AL	COM 13D	10/18/89	341 14.3	33790510 0.0	NEW
GILLETTE CO BUFFETT WARREN E ET AL	COM 13D	10/19/89	600 0.6	37576610 0.6	UPDATE
GRAHAM FIELD HEALTH PRODS IN MARX MOSES ET AL	COM 13D	10/ 1/89	1,282 17.1	38463210 9.6	UPDATE
H M S S INC SECOMERICA INC	COM 14D-1	10/30/89	5,777 100.0	40390210 20.8	UPDATE
HAPPER GROUP INC FIDELITY INTL LTD	COM 13D	9/30/89	822 8.8	41345910 9.9	UPDATE
HEALTHDYNE INC FIDELITY INTL LTD	COM 13D	9/25/89	1,448 9.8	42220310 7.9	UPDATE

ACQUISITION REPORTS CONT.

INFORMATION INTL INC KELSO MANAGEMENT CO ET AL	COM	13D	10/24/89	178 7.8	45674010 5.9	UPDATE
INFORMIX CORP FIDELITY INTL LTD	COM	13D	9/30/89	734 6.0	45677910 0.0	NEW
KNOWLEDGE DATA SYS INC STEPHENS GROUP INC ET AL	COM	13D	5/19/89	6,904 26.2	49924410 27.5	UPDATE
KNOWLEDGE DATA SYS INC STEPHENS GROUP INC ET AL	COM	13D	5/19/89	6,904 26.2	49924410 27.5	RYSION
MCCORMICK CAP INC DAUCHY PETER	COM	13D	10/30/89	721 50.9	57990510 34.6	UPDATE
MENTOR CORP MINN FIDELITY INTL LTD	COM	13D	9/30/89	788 7.4	58718810 6.1	UPDATE
MESA AIRLS INC STATSWEST AIRLINES	COM	13D	10/18/89	121 7.3	59048110 7.2	UPDATE
MICROS SYS INC WESTINGHOUSE ELEC CORP	COM	13D	10/30/89	4,849 82.0	59490110 82.0	UPDATE
NRM ENERGY CO LP EDISTO RES CORP ET AL	DEPOSITRY UNIT	13D	10/30/89	2,562 6.3	62991010 5.3	UPDATE
NETWORK SYS CORP FIDELITY INTL LTD	COM	13D	9/30/89	1,805 6.2	64121710 0.0	NEW
NORTH AMERICAN HITECH INC MESSERSCHMIDT BOELKOW ET AL	COM	13D	10/17/89	5,521 85.0	65690410 82.6	UPDATE
NORTH EAST INS CO MEGA GROUP INC	COM	13D	10/18/89	560 18.9	65916410 0.0	NEW
PERINI CORP FIDELITY INTL LTD	COM	13D	9/20/89	310 8.5	71383910 6.1	UPDATE
PERINI CORP FMR CORP	COM	13D	9/27/89	310 8.5	71383910 6.1	UPDATE
PRIMARK CORP KASPUTYS JOSEPH E	COM	13D	10/31/89	1,197 6.3	74190310 5.2	UPDATE
RALLYS INC RESTAURANT INVT PRTSHP ET AL	COM	13D	10/30/89	3,023 47.0	75120310 47.0	UPDATE
REALTY SOUTH INVS INC EASTGROUP PROPERTIES ET AL	COM	13D	10/19/89	117 5.6	75612710 0.0	NEW
RECOGNITION EQUIP INC HURLEY THOMAS M	COM	13D	10/16/89	250 2.7	75623110 0.0	RYSION
RECOGNITION EQUIP INC VANOUREK ROBERT A	COM	13D	10/16/89	250 2.7	75623110 0.0	RYSION
SAFEGUARD SCIENTIFICS INC BAUPOST LTD PARTNERSHIP	COM	13D	10/20/89	485 9.6	78644910 8.8	UPDATE
SOUTHERN SCOTTISH INNS INC HOPPER PATRICK W	COM	13D	10/19/89	145 6.7	84379710 5.4	UPDATE
SPERTI DRUG PRODS INC JOEL LARRY ET AL	COM	13D	10/16/89	610 26.9	84837410 17.9	UPDATE
SYMETRICS INDS INC GARNER DUDLEY E JR ET AL	COM	13D	10/18/89	291 35.2	87152110 0.0	NEW

ACQUISITION REPORTS CONT.

TRC COS INC STATE OF WISCONSIN INVEST	COM BD	13D	10/19/89	505 9.5	87262510 5.2	UPDATE
TAGD INC EVANOFF GEORGE C	COM	13D	10/11/89	743 5.9	87378110 0.0	NEW
THERMODYNETICS INC FERRARO JOHN F	COM	13D	6/ 1/89	1,006 10.3	88362210 10.0	NEW
THERMODYNETICS INC FERRARO JOHN F	COM	13D	6/ 1/89	1,006 10.3	88362210 10.0	RYSIDM
THERMODYNETICS INC LERMAN ROBERT A	COM	13D	6/ 1/89	1,061 10.9	88362210 10.6	NEW
THERMODYNETICS INC LERMAN ROBERT A	COM	13D	6/ 1/89	1,061 10.9	88362210 10.6	UPDATE
TIERCO GROUP INC LAMBERT BRUSSELS REAL EST	COM	13D	10/18/89	841 36.9	88650610 51.5	UPDATE
TIERCO GROUP INC MACRO REALTY	COM	13D	10/ 4/89	0 0.0	88650610 N/A	UPDATE
TIERCO GROUP INC MACRO INTL LTD	COM	13D	10/18/89	808 35.5	88650610 0.0	NEW
TIMBERLINE MINERALS INC LITHOSPHERE INC	COM	13D	10/23/89	17,698 52.5	88713210 0.0	NEW
U S FACS CORP FINANCIAL SECS FUND L P ET AL	COM	13D	10/20/89	250 6.5	91182210 0.0	NEW
VALMONT INDS INC FMR CORP	COM	13D	9/29/89	508 9.0	92025310 14.0	UPDATE
WELCO ENTERPRISES INC HICKORY FURNITURE CO ET AL	COM	13D	10/16/89	360 41.4	94947610 40.0	UPDATE
WINE SOC AMER INC TAYLOR TUCKER	COM	13D	8/ 4/89	10,709 7.6	97390310 0.0	NEW
WOLVERINE WORLD WIDE INC FIDELITY INTL LTD ET AL	COM	13D	10/19/89	369 5.5	97809710 10.3	UPDATE
WOLVERINE WORLD WIDE INC KELSO MANAGEMENT CO ET AL	COM	13D	10/17/89	120 1.8	97809710 0.0	NEW
ZIEGLER INC INTEGRITY FUND INC ET AL	COM	13D	10/17/89	131 4.9	98950610 0.0	NEW
APPLIED MEDICAL DEVICES MCADAM GARY J ET AL	COM	13D	8/28/89	3,162 4.6	03822310 0.0	NEW
CYCARO SYS INC HOSPITAL CORP OF AMERICA ET AL	COM	13D	10/30/89	0 0.0	23290210 5.8	UPDATE
MANUFACTURED HOMES INC REDMAN JAMES	CL A	13D	10/20/89	249 6.1	56468510 4.9	UPDATE
MICROENERGY INC BRANTL ROBERT	COM	13D	10/24/89	47 N/A	59491210 N/A	UPDATE
MODINE MFG CO GAMCO INVESTORS INC ET AL	COM	13D	10/27/89	1,102 7.4	60782810 6.3	UPDATE
NEW YORK BANCORP INC MALLOY PATRICK E III	COM	13D	10/30/89	295 8.5	64938910 7.5	UPDATE
WHARF RES LTD GOLDCORP INVMNTS LTD	COM	13D	10/30/89	7,815 46.7	96226010 45.9	UPDATE

ACQUISITION REPORTS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS (000)/ %OWNED	CUSIP/ PRDR%	FILING STATUS
AMERICAN MED INTL INC BASS SID R. ET AL	COM 13D	10/26/89	850 1.2	02742910 12.7	UPDATE
APPLE BANCORP INC STAHL STANLEY	COM 13D	10/26/89	1,218 26.6	03782910 21.0	UPDATE
ARTRA GROUP INC ELGHANIAN PHILIP	COM 13D	10/ 3/89	153 5.3	04314710 11.4	UPDATE
BIG O TIRES INC BIG O TIRES INC ESDP	COM 13D	9/22/89	841 5.4	08932410 5.7	UPDATE
COLUMBIA PICTURES ENTMT INC SONY USA ET AL	COM 14D-1	11/ 1/89	115,584 100.0	19827410 51.1	UPDATE
DIGITAL PRODS CORP COHEN LEOPOLD	COM 13D	10/11/89	1,312 15.7	25386710 17.2	UPDATE
ERBAMONT N V MONTEDISON S P A ET AL	COM 14D-1	11/ 1/89	31,582 71.3	29480810 84.5	UPDATE
FINE HOMES INTL L P GABELLI GRP ET AL	DEPOSITRY UNIT 13D	10/30/89	0 0.0	31782610 14.4	UPDATE
1ST BANCORP VINCENNES IND SOYUGENC RAHMI	COM 13D	10/16/89	38 9.8	31899310 5.7	UPDATE
GRAPHIC TECHNOLOGY INC NITTO DENKO AMERICA ET AL	COM 14D-1	11/ 1/89	2,797 98.3	38870110 15.0	UPDATE
GREAT NORTHN NEKOOSA CORP GEORGIA PAC ET AL	COM 14D-1	10/31/89	350 0.6	39109010 0.0	NEW
A P GREEN INDS INC EAST ROCK PTNRS	COM 13D	10/27/89	233 8.7	39305910 7.6	UPDATE
HOLLYWOOD PK RLTY ENTERPRISE GAMEL THOMAS W	PAIRED CTF 13D	10/31/89	221 5.6	43625920 5.6	UPDATE
JESUP GROUP INC JOHNSON KEITH E	COM NEW 13D	10/ 1/89	249 8.2	47706620 0.0	NEW
KINDER-CARE LEARN CTR NEW DE STARCHILD INVMNT ET AL	COM 13D	10/27/89	32,442 62.7	49452110 15.8	UPDATE
LA QUINTA MTR INNS INC INDUSTRIAL EQUITY	COM 13D	10/30/89	1,036 8.0	50419510 6.9	UPDATE
LAKELAND FINL GROUP INC CITIZENS FIRST BANCORP	COM 13D	10/23/89	312 12.8	51165210 0.0	NEW
LONG ISLAND CITY FINL CORP BRAUPOST GRP INC	COM 13D	10/24/89	158 5.8	54266610 8.8	UPDATE
MICRO DISPLAY SYS INC FISH EDWARD H ET AL	COM PAR \$0.08 13D	10/ 2/89	1,302 10.4	59483320 11.0	RYSION
MIRACLE RECREATION EQUIP CO BRENTON NATL BK DES MOINES	COMMON STOCK 13D	10/17/89	399 41.0	60461610 41.0	UPDATE
NECO ENTERPRISES INC LAPOCHE DAVID F ET AL	COM 13D	10/20/89	619 62.1	62905710 60.0	UPDATE
NRM ENERGY CO LP MESA LTD PARTNERSHIP	DEPOSITRY UNIT 13D	10/30/89	16,187 39.7	62991010 20.9	UPDATE
NRM ENERGY MESA LTD PARTNERSHIP	CUM CNV PFD SEP A 13D	10/30/89	3,068 26.3	62991030 26.3	UPDATE

ACQUISITION REPORTS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
PENTA SYS INTL INC NORTHCOTE PARTNERS	COM 13D	9/28/89	4,054 55.7	70961810 27.5	UPDATE
PDP RADIO CORP HERITAGE MEDIA CORP	COM 13D	10/31/89	2,188 63.7	73281710 53.0	UPDATE
RUSS TOGS INC INDUSTRIAL EQUITY	COM 13D	10/27/89	777 10.7	78224220 8.1	UPDATE
SANITAS SERVICE CORP GILHULY ROBERT T	COM 13D	3/ 9/89	875 7.3	80103620 0.0	NEW
SCOTSMAN INDS INC GAMCO INVESTORS INC ET AL	COM 13D	10/30/89	695 9.8	80934010 8.7	UPDATE
TIE/COMMUNICATIONS INC HCR PARTNERS	COM 13D	10/20/89	7,000 20.2	87246410 0.0	NEW
TIDEWATER INC INDUSTRIAL EQUITY LTD ET AL	COM 13D	10/31/89	2,166 9.6	88642310 11.7	UPDATE
TIDEWATER INC JACOBS IRWIN L ET AL	COM 13D	11/ 1/89	0 0.0	88642310 20.6	UPDATE
VALMONT INDS INC FIDELITY FOUNDATION ET AL	COM 13D	9/29/89	50 0.9	92025310 1.2	UPDATE
VALMONT INDS INC FIDELITY INTL LTD ET AL	COM 13D	10/20/89	0 0.0	92025310 1.3	UPDATE