

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

SECURITIES EXCHANGE ACT OF 1934
Rel. No. 55863 / June 5, 2007

Admin. Proc. File No. 3-12475

In the Matter of

FUELNATION, INC.,
SDT HOLDING CORP.,
SAMESSA HOLDING CORP.,
SILVER QUEST, INC., and
SYTRON, INC.

ORDER DISMISSING PROCEEDING BASED ON LACK OF REGISTRATION

On November 8, 2006, the Commission instituted an administrative proceeding against FuelNation, Inc. ("FuelNation") and four other respondents under Section 12(j) of the Securities Exchange Act of 1934. ^{1/} In the order instituting proceedings ("OIP"), the Division of Enforcement alleged that FuelNation had "a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g)" and was "delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB for the period ended March 31, 2004." The Commission instituted the proceeding to determine whether the allegations were true and whether it was "necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months or to revoke the registrations of each class of securities registered pursuant to Exchange Act Section 12 of" FuelNation. ^{2/}

On December 6, 2006, the Division moved to dismiss FuelNation from the proceeding. According to the Division, at the time the Commission issued the OIP, the Division "believed that FuelNation was registered under Exchange Act Section 12(g) based on the issuer's most recent filings with the Commission that represented that it was so registered." In its motion, the Division stated that it "recently discovered . . . that FuelNation no longer had any class of securities registered pursuant to Exchange Act Section 12" and that "[b]ecause FuelNation

^{1/} 15 U.S.C. § 78l(j).

^{2/} See *id.* (authorizing the Commission, "as it deems necessary or appropriate for the protection of investors to deny, to suspend the effective date of, to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds . . . that the issuer of such security has failed to comply with any provision of [the Exchange Act] or the rules and regulations thereunder").

currently has no classes of equity securities registered pursuant to Exchange Act Section 12, this proceeding is moot and should be dismissed by the Commission." We agree.

FuelNation's predecessor, International Pizza Corporation, filed a Form 8-A on September 15, 1993, registering its common stock and warrants under Exchange Act Section 12(b) for listing on the Boston Stock Exchange. On February 17, 1998, however, the Commission's Division of Market Regulation, acting pursuant to delegated authority, entered an order on behalf of the Commission striking the common stock and warrants from listing on the Boston Stock Exchange and from registration under Exchange Act Section 12(b). ^{3/} A registrant, however, "may have section 12(g) reporting obligations following its termination of registration of a class of equity securities under section 12(b) . . . under Exchange Act Rule 12g-2." ^{4/} Under Exchange Act Rule 12g-2,

[a]ny class of securities which would have been required to be registered pursuant to section 12(g)(1) of the Act except for the fact that it was exempt from such registration by section 12(g)(2)(A) because it was listed and registered on a national securities exchange . . . shall upon the termination of the listing and registration of such class . . . and without the filing of an additional registration statement be deemed to be registered pursuant to said section 12(g)(1) if at the time of such termination . . . securities of the class are not exempt from such registration pursuant to section 12 or rules thereunder . . . and all securities of such class are held of record by 300 or more persons. ^{5/}

The Division represents that, as of February 17, 1998, FuelNation's transfer agent listed 110 shareholders of record for FuelNation's common stock. In a Form 10-KSB filed on July 10, 1998, Regensis, another predecessor corporation to FuelNation, stated that, as of March 31, 1998, "there were 112 holders of record of" its common stock. According to the Division, FuelNation's transfer agent indicated that there were just thirty-one holders of record of the warrants in 1998 and that the warrants expired in September 1998.

The Division thus moved to dismiss the proceeding against FuelNation because it "no longer had any class of securities registered pursuant to Exchange Act Section 12." FuelNation has not responded to the Division's motion. Because revocation or suspension of registration are

^{3/} Securities Exchange Act Rel. No. 39674 (Feb. 17, 1998), 66 SEC Docket 1707.

^{4/} See Exchange Act Rel. No. 55005 (Dec. 22, 2006), __ SEC Docket __, __ n.27.

^{5/} 17 C.F.R. § 240.12g-2.

the only remedies available in a proceeding instituted under Section 12(j) of the Exchange Act, we find that it is appropriate to dismiss the proceeding against FuelNation. 6/

Accordingly, it is ORDERED that this proceeding be, and it hereby is, dismissed with respect to FuelNation, Inc.

By the Commission.

Nancy M. Morris
Secretary

6/ Cf. Enamelon, Inc., Exchange Act Rel. No. 52956 (Dec. 15, 2005), 86 SEC Docket 2944 (dismissing Section 12(j) proceeding with respect to respondent Semiconductor Laser International Corp. where respondent "no longer ha[d] a class of securities registered under Section 12 of the Exchange Act").