

# sec news digest

Issue 88-84

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May 3, 1988

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## RULES AND RELATED MATTERS

U.S. SECURITIES AND  
EXCHANGE COMMISSION

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AMENDMENTS TO RULES 14a-1, 14a-13, 14b-1, 14b-2,  
14c-1, 14c-7, and 17a-3 ADOPTED

The Commission adopted amendments to Rules 14a-1, 14a-13, 14b-1, 14b-2, 14c-1, 14c-7, and 17a-3 under the Securities Exchange Act of 1934 that exclude specific employee benefit plan participants from the operation of the shareholder communication rules. (Rel. 34-25631)

FOR FURTHER INFORMATION CONTACT: Sarah A. Miller at (202) 272-2589

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## COMMISSION ANNOUNCEMENTS

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ABIGAIL ARMS APPOINTED DEPUTY CHIEF COUNSEL

Linda C. Quinn, Director of the Division of Corporation Finance, announced that Abigail Arms has been appointed Deputy Chief Counsel. In that position, Ms. Arms will be responsible for the day to day administration of the activities of the Chief Counsel's Office. Ms. Arms has been on the Division's staff since 1984, serving as a Special Counsel in the Chief Counsel's Office since 1986. She received her B.A. from the American University in 1970, an M.A. from the New School for Social Research in New York in 1972, and a J.D. from Pace University School of Law in 1984.

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## CORPORATE REORGANIZATION RELEASES

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ALLIS-CHALMERS CORP.

The Commission announced that on April 25 it had supported the right of a class representative to file a proof of claim on behalf of a class of like situated creditors in the Chapter 11 reorganization case of Allis-Chalmers Corporation. The Commission argued that class claims are permissible in bankruptcy cases absent adequate notice calculated to apprise the class members of the existence of and nature of the claim and the need to timely file individual proofs of claim if they wish to participate in any distribution. After a hearing, the bankruptcy court directed the debtor to notify by publication, or other means if available, all potential class members of the pendency of the class action instituted on their behalf and of their obligation to file individual claims in the bankruptcy court. The court also extended the previously fixed claims bar date to allow such claims to be filed. (In re Allis-Chalmers Corporation, et al., Nos. 87 B 11225-11242, SDNY). (Rel. CR-372)

FOR FURTHER INFORMATION CONTACT: Nathan M. Fuchs at (212) 264-9517

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## TRADING SUSPENSIONS

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TRADING SUSPENDED IN WORLD RESOURCES INTERNATIONAL, INC.

The Commission announced the single ten-day suspension of over-the-counter trading in the securities of World Resources International, Inc., a Delaware corporation, for the period beginning at 11:45 a.m. (EDT) on May 2 and terminating at 11:59 p.m. (EDT) on May 11.

The Commission suspended trading in World securities in view of questions that have been raised about the adequacy and accuracy of publicly disseminated information concerning the nature of World's assets and business operations. (Rel. 34-25635)

## TRADING SUSPENDED IN FLUID CORPORATION

The Commission announced the single ten-day suspension of over-the-counter trading in the securities of Fluid Corporation, a Delaware corporation, for the period beginning at 11:30 a.m. (EDT) on May 2 and terminating at 11:59 p.m. (EDT) on May 11.

The Commission suspended trading in Fluid securities because of a lack of current and accurate information concerning, among other things, Fluid's assets, business operations, and financial condition as a result of an action filed on March 2 by the Small Business Administration against Fluid's subsidiaries, Fluid Capital Corporation and Fluid Financial Corporation, in the U.S. District Court for the District of New Mexico. (Rel. 34-25634)

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## CIVIL PROCEEDINGS

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### PRELIMINARY INJUNCTIONS ENTERED AGAINST ROGER G. COLEMAN, SR. AND EFFICIENT TRANSFER, INC.

The Denver Regional and Salt Lake City Branch Offices announced that on April 12 and April 15 U.S. District Judge David K. Winder, District of Utah, entered orders preliminarily enjoining Roger G. Coleman, Sr., of Salt Lake City, Utah, and Efficient Transfer, Inc., a registered transfer agent, from further violations of the antifraud and transfer agent provisions of the Securities Exchange Act of 1934. Both defendants consented to the orders without admitting or denying the allegations of the Complaint and pending final disposition of the litigation. A Temporary Restraining Order was entered against defendants on March 30, following a hearing.

The March 29 Complaint alleged that Coleman, and Coleman doing business as Efficient, falsified shareholder records of U.S.A. Medical Corporation and failed to comply with record retention and examination requirements. The Complaint also alleged that Efficient, and Coleman doing business as Efficient, failed to maintain required books and records, failed to fingerprint employees, failed to safeguard securities, and failed to report lost and stolen certificates. Both defendants were also preliminarily prohibited from altering or destroying Efficient's books and records. (SEC v. Efficient Transfer, Inc. and Roger G. Coleman, Sr., USDC UT, Central Division, Civil Action No. 88-C-271W). (LR-11720)

### CIVIL ACTION FILED AGAINST MICHAEL O. INGOLDSBY

The Commission filed a complaint on May 2 in the U.S. District Court for the District of Massachusetts against Michael O. Ingoldsby. The complaint seeks a permanent injunction restraining and enjoining Ingoldsby from violating the antifraud provisions of the Securities Exchange Act of 1934, disgorgement of accrued gains, and civil penalties under the Insider Trading Sanctions Act of 1984.

The Complaint alleges that Ingoldsby, an executive recruiter, purchased 23,500 shares of common stock of Artel Communications Corporation on February 9, 1987, while in possession of material non-public information concerning a significant change in management at Artel, which information he obtained in confidence from his client Artel, in breach of a fiduciary duty, or other relationship of trust and confidence, owed to Artel and its shareholders. (SEC v. Michael O. Ingoldsby, USDC DMA, Docket No. 88 Civil 1001, MA). (LR-11721)

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## INVESTMENT COMPANY ACT RELEASES

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### INTERACT PORTFOLIO SERIES

An order has been issued permitting certain offers of exchange by Interact Portfolio Series and Interact Distributors, Inc. (Rel. IC-16386 - April 28)

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## HOLDING COMPANY ACT RELEASES

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SAVANNAH ELECTRIC AND POWER COMPANY; EASTERN EDISON COMPANY;  
THE SOUTHERN COMPANY

Notices have been issued giving interested persons until May 23 to request a hearing on a proposal by the following companies filed under Release 35-24631, dated April 28: SAVANNAH ELECTRIC AND POWER COMPANY - subsidiary of The Southern Company, to issue and sell prior to April 1, 1990 up to \$25.5 million of short-term notes outstanding at any one time; EASTERN EDISON COMPANY - Montaup Electric Company, Blackstone Valluy Electric Company, and EUA Service Corporation, subsidiaries of Eastern Utilities Associates, whereby Montaup will issue and sell short-term notes in the aggregate amount outstanding at any one time not to exceed \$40 million [a supplemental notice was issued for Eastern]; and THE SOUTHERN COMPANY - a registered holding company, to issue and sell 50,000 shares of its common stock, \$5 par, to the Profit Sharing Plan of Electric City Merchandise Company, Inc., subsidiary of Mississippi Power Company, a subsidiary of Southern.

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## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

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### DELISTING GRANTED

An order has been issued granting the application of the New York Stock Exchange to strike the common stock, \$1.00 par value, of HIGH VOLTAGE ENGINEERING CORPORATION from listing and registration thereon. (Rel. 34-25626)

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## SELF-REGULATORY ORGANIZATIONS

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### APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by: The Chicago Board Options Exchange (SR-CBOE-88-5) to modify the opening rotation process for S & P 100 Index Options (OEX) so as to provide for a more rapid opening for the OEX, especially during extreme market conditions. (Rel. 34-25627); The National Association of Securities Dealers (SR-NASD-88-6) to amend the Interpretation of the Board of Governors--Review of Corporate Financing, at Article III, Section 1 of its Rules of Fair Practice, to require the participation of a qualified independent underwriter in certain public offerings in which more than 10 per cent of the net proceeds of the offering are directed to NASD members participating in the distribution of the offering. (Rel. 34-25629); and (SR-NASD-87-18) to eliminate Section B.3 from Part IV of Schedule D to the NASD By-Laws, which permitted a refund of issuer fees for securities removed from the NASDAQ System. (Rel. 34-25632)

### ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change filed by The American Stock Exchange (SR-Amex-88-9) to expand the use of AUTO-EX, the Amex's automated execution system, to 40 equity options on a pilot program basis. (Rel. 34-25630)

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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-18 JAYLIN CORP, 7235 BONNIE DR, HUNTLEY, IL 60142 (815) 455-5487 - 35,000,000 (\$350,000) COMMON STOCK. 35,000,000 (\$350,000) COMMON STOCK. 35,000,000 (\$700,000) COMMON STOCK. 35,000,000 (\$875,000) COMMON STOCK. (FILE 33-21170-C - APR. 18) (BR. 12 - NEW ISSUE)

- S-4 PRO GROUP INC, 50 MAIN STREET, BRADFORD, PA 16701 (814) 368-3101 - 50,400 (\$5,419,008) COMMON STOCK. (FILE 33-21182 - APR. 25) (BR. 1 - NEW ISSUE)
- S-3 SEAGRAM CO LTD, 1430 PEEL ST, MONTREAL QUEBEC CANADA H3A 1S9, A8 (514) 849-5271 - 250,000,000 (\$250,000,000) STRAIGHT BONDS. (FILE 33-21330 - APR. 25) (BR. 11)
- S-8 CITICORP, 399 PARK AVE, NEW YORK, NY 10043 (212) 559-1000 - 25,000,000 (\$484,375,000) COMMON STOCK. (FILE 33-21331 - APR. 25) (BR. 1)
- S-18 MAX RET INC, 220 CAMP ST, NEW ORLEANS, LA 70130 (504) 524-1801 - 75,000,000 (\$750,000) COMMON STOCK. 3,750,000 (\$375) COMMON STOCK. UNDERWRITER: JAMESON P B CO INC. (FILE 33-21342-FW - APR. 19) (BR. 11 - NEW ISSUE)
- S-18 EDENVILLE CREATIONS INC, 6121 LAKESIDE DR STE 250, RENO, NV 89511 (702) 827-6300 - 100,000 (\$100,000) COMMON STOCK. 5,000,000 (\$7,000,000) COMMON STOCK. (FILE 33-21349-LA - APR. 19) (BR. 12 - NEW ISSUE)
- S-1 OFFICE DEPOT INC, 4742 2ND AVE N W, BOCA RATON, FL 33431 (407) 994-2131 - 400,000 (\$5,600,000) COMMON STOCK. 2,015,000 (\$28,210,000) COMMON STOCK. UNDERWRITER: BEAR STEARNS & CO INC, MERRILL LYNCH PIERCE & FENNER. (FILE 33-21363 - APR. 21) (BR. 2 - NEW ISSUE)
- S-1 UGTC HOLDING CORP, 600 S MAIN ST, AKRON, OH 44397 (216) 374-3000 - 70,000,000 (\$70,000,000) COMMON STOCK. (FILE 33-21401 - APR. 22) (BR. 5 - NEW ISSUE)
- S-11 AMERICAN HOUSING TRUST I, ONE FIRST NATIONAL PLZ, C/O FIRST NAT'L BANK OF CHICAGO CORP, CHICAGO, IL 60670 - 1,000,000,000 (\$500,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. UNDERWRITER: FIRST BOSTON CORP, GOLDMAN SACHS & CO, MERRILL LYNCH CAPITAL MARKETS, SALOMON BROTHERS INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-21403 - APR. 22) (BR. 11 - NEW ISSUE)
- S-8 SCHULTZ SAV O STORES INC, 2215 UNION AVE, SHEBOYGAN, WI 53801 (414) 457-4433 - 100,000 (\$1,450,000) COMMON STOCK. (FILE 33-21404 - APR. 22) (BR. 2)
- S-2 HANCOCK HOLDING CO, ONE HANCOCK PLZ, P O BOX 4019, GULFPORT, MS 39502 (601) 868-470 - 150,000 (\$6,750,000) COMMON STOCK. (FILE 33-21405 - APR. 22) (BR. 1)
- S-3 PLACER COME INC, IBM TOWER TORONTO DOMINION CTR, BOX 350 STE 3500, TORONTO ONTARIO CANADA M5K 1N3, A6 (416) 868-6060 - 44,264 (\$2,304,444.61) COMMON STOCK. (FILE 33-21410 - APR. 25) (BR. 1)
- S-6 MUNICIPAL INSURED NATIONAL TRUST SERIES 22, 330 COMMERCE ST, C/O J C BRADFORD & CO, NASHVILLE, TN 37201 - 20,000 (\$20,000,000) UNIT INVESTMENT TRUST. DEPOSITOR: BRADFORD J C & CO, GLICKENHAUS & CO, LEBENTHAL & CO INC, RAYMOND JAMES & ASSOCIATES INC. (FILE 33-21411 - APR. 25) (BR. 16 - NEW ISSUE)
- S-6 TAX EXEMPT SECURITIES TRUST INSURED SERIES 16, 1345 AVE OF THE AMERICAS, C/O SMITH BARNEY HARRIS UPHAM & CO, NEW YORK, NY 10105 - 2,400 (\$2,500,000) UNIT INVESTMENT TRUST. DEPOSITOR: DREXEL BURNHAM LAMBERT INC, KIDDER PEABODY & CO INC, SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-21414 - APR. 25) (BR. 16 - NEW ISSUE)
- S-8 MAY DEPARTMENT STORES CO, 611 OLIVE ST, ST LOUIS, MO 63101 (314) 342-6300 - 5,000,000 (\$174,375,000) COMMON STOCK. (FILE 33-21415 - APR. 26) (BR. 1)
- S-8 KAUFMAN & BROAD HOME CORP, 11601 WILSHIRE BLVD, LOS ANGELES, CA 90025 (213) 312-500 - 350,000 (\$3,283,000) COMMON STOCK. (FILE 33-21430 - APR. 25) (BR. 10)
- S-3 TANDCN CORP, 20320 PRAIRIE ST, CHATSWORTH, CA 91311 (818) 993-6644 - 235,000 (\$528,750) COMMON STOCK. (FILE 33-21431 - APR. 25) (BR. 10)
- S-1 ALLWASTE INC, 4800 SUGAR GROVE BLVD STE 170, STAFFORD, TX 77477 (713) 240-0360 - 1,586,134 (\$20,204,941.75) COMMON STOCK. (FILE 33-21432 - APR. 25) (BR. 10)
- S-1 HEMET BANCORP, 1600 E FLORIDA AVE, HEMET, CA 92344 (714) 652-2871 - 182,380 (\$1,823,800) PREFERRED STOCK. (FILE 33-21434 - APR. 25) (BR. 1)
- S-4 ILLINI COMMUNITY BANCORP INC, 509 W MONROE ST ILLINI FINANCIAL CTR, SPRINGFIELD, IL 62704 (217) 544-3198 - 52,000 (\$930,314) COMMON STOCK. (FILE 33-21435 - APR. 25) (BR. 2)