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U.S. SECURITIES AND  
EXCHANGE COMMISSION

# sec news digest

Issue 88-123

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## COMMISSION ANNOUNCEMENTS

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### COMMISSION RELEASES CHAIRMAN'S SPEECH

The Commission today released remarks being made by David S. Ruder, Chairman of the Commission, on corporate issues before the 1988 Conference of the American Society of Corporate Secretaries.

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## ADMINISTRATIVE PROCEEDINGS

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### OFFER OF SETTLEMENT ACCEPTED FROM JOSEPH T. CUSACK

The New York Regional Office announced that, in administrative proceedings ordered pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934, Joseph T. Cusack has submitted an Offer of Settlement which the Commission has accepted.

Cusack, without admitting or denying the allegations, allowed the Commission to find that from June 1984 to about June 1986, Cusack: (1) aided and abetted Cusack Light & Co., Inc.'s (Registrant), a registered broker-dealer, violations of various back office provisions of the Act; (2) was enjoined by a federal district court from further violations of various securities laws; and (3) was responsible for the need of an appointment of a trustee to liquidate Registrant. Cusack consented to a bar from association with any broker, dealer, investment company, investment adviser or municipal securities dealer. (Rel. 34-25812)

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## CIVIL PROCEEDINGS

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### APPLICATION FOR ATTORNEY FEES FROM ASSETS OF SHEPPARD RESOURCES, INC. AND PILGRIM VENTURE CORP. DENIED

The Chicago Regional Office announced that on May 32 the Honorable Nicholas J. Bua denied an Application for Attorney Fees filed by counsel representing certain purported officers and directors of defendant corporations, Sheppard Resources, Inc. (Sheppard) and Pilgrim Venture Corp. (Pilgrim). The Application requested payment of the fees from assets of Sheppard and Pilgrim which were frozen by earlier court order. In denying the Application, the Court found that, although counsel's clients were listed as officers and directors of Sheppard and Pilgrim, in their Form S-18 registration statements and Forms 10-Q and 10-K filings, these individuals lacked the authority to act on behalf of their respective companies and, therefore, had no basis for asserting any authority over the corporations' funds. Further, the court found that these individuals simply acted as a shield behind which the actual operatives for Sheppard and Pilgrim engaged in fraudulent securities transactions and that they possessed neither de jure nor de facto authority to retain counsel for the companies.

The complaint and other pleadings had alleged that the registration statements filed on behalf of Sheppard and Pilgrim contained forged signatures of these purported officers and directors and failed to disclose, among other things, that defendants Carl Porto and Charles Scheurerman had, in fact, controlled the companies. (SEC v. Carl Porto, et al., U.S.D.C., Northern District of Illinois, Civil Action No. 88C0239 (Nicholas J. Bua)) (LR-11781)

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## INVESTMENT COMPANY ACT RELEASES

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### THE THAI FUND, INC.

A notice has been issued giving interested persons until July 18 to request a hearing on an application filed by The Thai Fund for an order exempting it from Section 12(d)(3) of the Act permitting the purchase of securities issued by Thai companies engaged in securities-related businesses which are listed on the Securities Exchange of Thailand. (Rel IC-16453 - June 24)

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## LISTING, DELISTING AND UNLISTED TRADING ACTIONS

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### UNLISTED TRADING GRANTED

Orders have been issued granting the applications of the following exchanges for unlisted trading privileges in the specified number of issues which are listed and registered on one or more national securities exchanges and are reported in the consolidated transaction reporting system: Cincinnati Stock Exchange, Inc. - 2 issues (Rel. 34-25853); Midwest Stock Exchange - 7 issues (Rel. 34-25849); and Philadelphia Stock Exchange, Inc. - 7 issues (Rel. 34-25847), 4 issues (Rel. 34-25848), 9 issues (Rel. 34-25850), 8 issues (Rel. 34-25851), 4 issues (Rel. 34-25852) and 10 issues (Rel. 34-25854).

### UNLISTED TRADING SOUGHT

Notices has been issued giving interested persons until July 19 to comment on the applications of the following stock exchanges for unlisted trading privileges in the specified number of issues which are listed and registered on one or more other national securities exchanges and are reported in the consolidated transaction reporting system: Midwest Stock Exchange - 17 issues (Rel. 34-25856) and Philadelphia Stock Exchange, Inc. - 3 issues (Rel. 34-25857)

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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-8    MICROPOLIS CORP, 21123 NORDHOFF ST, CHATSWORTH, CA 91311 (818) 709-3300 - 600,000 (\$10,500,000) COMMON STOCK. (FILE 33-22619 - JUN. 20) (BR. 10)
- S-4    MAGNA GROUP INC, NO 19 PUBLIC SQ, BELLEVILLE, IL 62220 (618) 234-0020 - 402,504 (\$3,977,484) COMMON STOCK. (FILE 33-22620 - JUN. 20) (BR. 1)
- S-18   CAPITAL PLACEMENT CORP /DE/, 2131 PLEASANT HILL RD 151-175, DULUTH, GA 30136 - 300,000,000 (\$1,500,000) COMMON STOCK. 300,000,000 (\$3,000,000) COMMON STOCK. (FILE 33-22360-A - JUN. 13) (BR. 11 - NEW ISSUE)
- S-6    EMPIRE STATE MUNICIPAL EXEMPT TRUST GUARANTEED SERIES 39, 6 E 43RD ST, NEW YORK, NY 10017 - 16,000 (\$16,000,000) UNIT INVESTMENT TRUST. DEPOSITOR: GLICKENHAUS & CO, LEBENTHAL & CO INC. (FILE 33-22566 - JUN. 16) (BR. 16 - NEW ISSUE)
- S-6    EMPIRE STATE MUNICIPAL EXEMPT TRUST GUARANTEED SERIES 40, 6 E 43RD ST, NEW YORK, NY 10017 - 16,000 (\$16,000,000) UNIT INVESTMENT TRUST. DEPOSITOR: GLICKENHAUS & CO, LEBENTHAL & CO INC. (FILE 33-22567 - JUN. 16) (BR. 16 - NEW ISSUE)
- S-6    EMPIRE STATE MUNICIPAL EXEMPT TRUST GUARANTEED SERIES 38, 6 E 43RD ST, NEW YORK, NY 10017 - 16,000 (\$16,000,000) UNIT INVESTMENT TRUST. DEPOSITOR: GLICKENHAUS & CO, LEBENTHAL & CO INC. (FILE 33-22568 - JUN. 16) (BR. 16 - NEW ISSUE)

REGISTRATIONS CONT.

- S-1 EXECUTIVE OFFICE GROUP INC, 800 COMMUNITY DR, MANHASSET, NY 11030 (516) 365-2200 - 6,750,000 (\$1,012,500) COMMON STOCK. 4,500,000 (\$675,000) COMMON STOCK. 3,510,000 (\$747,450) COMMON STOCK. 675,000 (\$121,500) COMMON STOCK. 202,500 (\$52,650) COMMON STOCK. (FILE 33-22570 - JUN. 17) (BR. 5 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST SERIES 209, 101 WARRENVILLE RD, LISLE, IL 60532 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. DEPOSITOR: VAN KAMPEN MERRITT INC. (FILE 33-22574 - JUN. 17) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST SERIES 210, 101 WARRENVILLE RD, LISLE, IL 60532 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. DEPOSITOR: VAN KAMPEN MERRITT INC. (FILE 33-22575 - JUN. 17) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST SERIES 211, 101 WARRENVILLE RD, LISLE, IL 60532 - 1,000 (\$1,010,000) UNIT INVESTMENT TRUST. DEPOSITOR: VAN KAMPEN MERRITT INC. (FILE 33-22576 - JUN. 17) (BR. 18 - NEW ISSUE)
- S-6 INSURED MUNICIPALS INCOME TRUST 51ST INSURED MULTI SERIES, 101 WARRENVILLE RD, LISLE, IL 60532 - 1,000 (\$1,020,000) UNIT INVESTMENT TRUST. DEPOSITOR: VAN KAMPEN MERRITT INC. (FILE 33-22577 - JUN. 17) (BR. 18 - NEW ISSUE)
- S-6 VAN KAMPEN MERRITT INTERNATIONAL BOND INCOME TRUST SERIES 12, 1001 WARRENVILLE RD, C/O VAN KAMPEN MERRITT INC, LISLE, IL 60532 - 1,000 (\$1,100,000) UNIT INVESTMENT TRUST. DEPOSITOR: VAN KAMPEN MERRITT INC. (FILE 33-22578 - JUN. 17) (BR. 18 - NEW ISSUE)
- S-8 SKYLINK AMERICA INC, 2415 W NORTHWEST HWY STE 103, DALLAS, TX 75220 (214) 352-7561 - 500,000 (\$562,500) COMMON STOCK. (FILE 33-22590 - JUN. 17) (BR. 8 - NEW ISSUE)
- S-11 RANCHO INCOME FUND I, 27720 JEFFERSON AVE, RANCHO, CA 92390 (714) 676-3660 - 40,276 (\$40,276,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-22597 - JUN. 20) (BR. 6)
- S-3 DICEON ELECTRONICS INC, 2500 MICHELSON DR, IRVINE, CA 92715 (714) 833-0870 - 300,000 (\$6,300,000) COMMON STOCK. (FILE 33-22598 - JUN. 20) (BR. 3)
- V-2 ACM GOVERNMENT OPPORTUNITY FUND INC, 1345 AVENUE OF THE AMERICAS, NEW YORK, NY 10105 (800) 247-4154 - 11,500,000 (\$115,000,000) COMMON STOCK. UNDERWRITER: SHEARSON LEHMAN HUTTON INC. (FILE 33-22608 - JUN. 17) (BR. 16 - NEW ISSUE)
- S-1 WESTERN FINANCIAL AUTO LOANS 2 INC, 10140 CAMPUS POINT DR, SAN DIEGO, CA 92121 (619) 546-2600 - 1,000,000 (\$1,000,000) STRAIGHT BONDS. UNDERWRITER: DREXEL BURNHAM LAMBERT INC. (FILE 33-22622 - JUN. 20) (BR. 11)
- S-3 JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLZ, NEW BRUNSWICK, NJ 08933 (201) 524-0400 - 500,000,000 (\$500,000,000) STRAIGHT BONDS. (FILE 33-22623 - JUN. 20) (BR. 8)
- S-3 MASCO CORP /DE/, 21001 VAN BORN RD, TAYLOR, MI 48180 (313) 274-7400 - 4,873,401 (\$142,242,392) COMMON STOCK. (FILE 33-22624 - JUN. 20) (BR. 10)
- S-8 DOMINION RESOURCES INC /VA/, 701 E BYRD ST, RICHMOND, VA 23219 (804) 771-4483 - 2,200,000 (\$109,843,750) COMMON STOCK. (FILE 33-22625 - JUN. 21) (BR. 13)
- S-6 MUNICIPAL INVT TR FD FOUR HUNDRED SIXTY THIRD MON PYMT SER, ONE LIBERTY PLZ - 21ST FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: MERRILL LYNCH PIERCE FENNER & SMITH INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-22626 - JUN. 21) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVT TR FD FOUR HUNDRED SIXTY FOURTH MON PYMT SER, ONE LIBERTY PLZ - 21ST FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: MERRILL LYNCH PIERCE FENNER & SMITH INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-22627 - JUN. 21) (BR. 17 - NEW ISSUE)
- S-6 MUNICIPAL INVT TR FD ONE HUNDRED THIRTEENTH INTERM TERM SER, ONE LIBERTY PLZ - 21ST FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. DEPOSITOR: MERRILL LYNCH PIERCE FENNER & SMITH INC, PAINWEBBER INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-22628 - JUN. 21) (BR. 17 - NEW ISSUE)
- S-5 CORPORATE INCOME FUND TWO HUNDRED EIGHTY FIRST MON PYMT SER, ONE LIBERTY PLZ - 21ST FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080 - INDEFINITE SHARES. (FILE 33-22629 - JUN. 21) (BR. 17 - NEW ISSUE)

REGISTRATIONS CONT.

- S-6 CORPORATE INCOME FUND TWO HUNDRED EIGHTY SECOND MON PYMT SER,  
ONE LIBERTY PLZ - 21ST FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080  
- INDEFINITE SHARES. (FILE 33-22630 - JUN. 21) (BR. 17 - NEW ISSUE)
- S-6 INTERNATIONAL BOND FD AUSTRALIAN & NEW ZEALAND DOL BD SER 32,  
ONE LIBERTY PLZ - 21ST FLR, C/O MERRILL LYNCH PIERCE FENNER & SMITH, NEW YORK, NY 10080  
- INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC,  
MERRILL LYNCH PIERCE FENNER & SMITH INC, PAINWEBBER INC,  
PRUDENTIAL BACHE SECURITIES INC, SHEARSON & SMITH HUTTON INC. (FILE 33-22631 - JUN. 21)  
(BR. 22 - NEW ISSUE)
- S-4 CENVEST INC, 43 E MAIN ST, C/O CENTRAL BANK FOR SAVINGS, MERIDEN, CT 06450  
(203) 238-2300 - 432,000 (\$2,324,600) COMMON STOCK. (FILE 33-22651 - JUN. 20) (BR. 1)
- S-8 CADENCE DESIGN SYSTEMS INC, 555 RIVER OAKS PKWY, SAN JOSE, CA 95134 (408) 943-1234  
- 570,048 (\$4,738,809.02) COMMON STOCK. 766,612 (\$2,560,484.08) COMMON STOCK.  
123,658 (\$1,027,968.90) COMMON STOCK. (FILE 33-22652 - JUN. 20) (BR. 10)
- S-8 GETTY PETROLEUM CORP, 125 JERICHO TURNPIKE, JERICHO, NY 11753 (516) 576-9500 -  
479,582 (\$8,661,251) COMMON STOCK. (FILE 33-22653 - JUN. 20) (BR. 4)
- S-8 STANDARD BRANDS PAINT CO, 4300 W 190TH ST, TORRANCE, CA 90509 (213) 214-2411 -  
208,000 (\$2,704,000) COMMON STOCK. (FILE 33-22655 - JUN. 20) (BR. 10)
- S-3 TALLEY INDUSTRIES INC, 2800 N 44TH ST, PHOENIX, AZ 85008 (602) 957-7711 - 1,000,000  
(\$15,125,000) COMMON STOCK. (FILE 33-22657 - JUN. 20) (BR. 10)
- S-1 DEFAULT PROOF CREDIT CARD SYSTEM INC /FL/, 800 DOUGLAS ENTRANCE STE 370,  
DOUGLAS EXECUTIVE BLDG, CORAL GABLES, FL 33134 (305) 446-8361 - 2,300,000 (\$2,300,000)  
COMMON STOCK. 2,300,000 (\$4,600,000) COMMON STOCK. 200,000 (\$200)  
WARRANTS, OPTIONS OR RIGHTS. 200,000 (\$220,000) COMMON STOCK. 200,000 (\$400,000)  
COMMON STOCK. UNDERWRITER: NORMANDY SECURITIES INC. (FILE 33-22677 - JUN. 20)  
(BR. 6)

REGISTRATIONS EFFECTIVE:

- June 1: Lone Star Drug Distributors, Inc., 33-20951-FW.  
June 2: USA Waste Services, Inc., 33-20237-FW.  
June 16: Kleinert's Inc., 33-22305; Metropolitan Secured Asset Trust, Series A. 33-  
16908; and Vodavi Technology Corp., 33-22558.  
June 17: Alco Standard Corp., 33-22327; Corroon & Black Corp., 33-22263; First East-  
ern Corp., 33-21753; First Interstate of Iowa, Inc., 33-21107; Triangle, Inc., and 33-  
21642-FW.  
June 20: Smith Barney Mortgage Capital Corp., 33-13440.  
June 21: Century Variable Account, 33-19718; Continental Corporation, 33-22547; Paine  
Webber/Geodyne Institutional/Pension Energy Income Partners 33-20907; and Morgan Stan-  
ley Group, Inc. Rel 33-22359.  
June 22: American Housing Trust I, 33-21403; Ascent, Inc., 33-21040; Boston Limited,  
Inc., Rel. 33-20845; Doll Computer Corp., 33-21823; Dynason Corp., 33-22239; First  
Federal Capital Funding IV, Inc., 33-22337; General Microelectronics Corp., 33-18172;  
Hovnanian Enterprises, Inc., 33-22203; MAI Basic Four, Inc., 33-21059; Mindscape, Inc.,  
33-21979; Pantera's Corp., 33-22537; Solar Pharmaceutical Co., Inc.; 33-21651; SPI  
Pharmaceuticals, Inc., 33-21348; Tenneco Credit Corp., 33-22458; and WAF Acquisition  
Corp., 33-22684. June 23: Inco Limited, 33-22435; Landmark/Community Bancorp, Inc.  
(Landmark Financial Corp., 33-20712; Hedi-Mail, Inc., 33-21599; and National Australia  
Bank Ltd., 33-22024; and Tiger International, Inc. 33-21371.