# sec news digest

Issue 90-209 October 29, 1990

# COMMISSION ANNOUNCEMENTS

### SEC RELEASES LETTER TO ALL INVESTMENT COMPANIES

The Commission released a letter today sent by the Divisions of Investment Management and Enforcement to all investment companies on misuse of terms "guaranteed" or "insured" by investment companies. (Press Rel. 90-52)

# CIVIL PROCEEDINGS

### CIVIL CONTEMPT ORDER MODIFIED RE CARL PORTO

The Chicago Regional Office announced that on October 22 the Court granted the Commission's Motion to modify a Contempt Order entered against Carl Porto to include incarceration if Porto fails to pay \$20,000 to the Registry of the Court by November 20, 1990.

On June 24, 1988, a Final Judgment of Permanent Injunction and Other Equitable Relief against Carl Porto was entered which required Porto to pay \$150,000 in disgorgement. After Porto failed to make such payment, the Commission moved for an Order to Show Cause why Porto should not be adjudged in civil contempt. After a hearing, the Court held, based upon Porto's present ability to pay, that Porto would be in contempt of court until he paid \$20,000 in disgorgement. Porto failed to comply. Thereafter, Porto and the Commission filed cross-motions requesting a modification of the Contempt Order. The Commission requested that the Contempt Order include a provision for imprisonment until Porto purged the contempt.

On October 22, 1990, the Court granted the Commission's motion. The Court held that for two years Porto has acted in bad faith diverting his funds to avoid his disgorgement obligation and that his present claim of financial inability was unsubstantiated. The Court ordered Porto to pay the disgorgement in 30 days or be incarcerated until he makes such payment. [SEC v. Carl Porto, et al., N.D. Ill., Civil Action No. 88 C 0239, order issued October 22, 1990] (LR-12682)

# FINAL JUDGMENT ENTERED AGAINST ARNOLD KIMMES

The Chicago Regional Office announced that on October 2, Judge Shadur for the Northern District of Illinois entered a Final Judgment of Permanent Injunction, Disgorgement and Other Equitable Relief against Arnold Kimmes (Kimmes) enjoining him from future violations of the antifraud and books and records provisions, ordering him to disgorge \$1 million, including prejudgment interest, and permanently barring him from association with any public company. Kimmes consented to the entry of the Final Judgment.

The Commission's complaint alleged that Kimmes, together with Michael Wright, Thomas Quinn and thirteen other defendants, engaged in a manipulation scheme which involved: forming blind pool companies; using fraudulent Forms S-18 to take these blind pools public; placing all the units in the initial public offering into nominee accounts which Kimmes and others controlled; and selling the stock out of these controlled nominee accounts into a manipulated market for large profits. According to the complaint, Kimmes and the other defendants manipulated this aftermarket by causing the dissemination of false periodic reports and press releases; controlling the quotes in the market; and controlling the supply of and demand for the securities. The stocks involved in this scheme were GSS Venture Capital Corp. and Max, Inc. [SEC v. Arnold Kimmes, et al., USDC, N.D. III., Civil Action File No. 89 C 5942] (LR-12685)

## JURY FINDS GERALD HELLBERG LIABLE FOR INSIDER TRADING

A jury has found Gerald Hellberg, Salt Lake City, liable for insider trading and fraud in connection with a tender offer by American Stores Company for Lucky Stores, Inc.

The civil complaint by the Commission, filed on May 31, 1989 (LR 12113), charged that Hellberg and his son, David Hellberg, had violated Sections 10(b) and 14(e) of the Securities Exchange Act and Rules 10b-5 and 14e-3 thereunder when the senior Hellberg bought \$15,000 worth of Lucky Stores April 35 options on March 16, 17 and 18, 1988. Hellberg realized a \$328,000 profit after American Stores announced on March 22, 1988 that it was making a tender offer for Lucky Stores. Gerald Hellberg's son was a financial analyst for American Stores who had knowledge of the planned tender offer before his father bought the options.

No witness testified that Gerald Hellberg knew about the planned offer. The Commission staff urged the jury to find Gerald Hellberg liable on the basis of circumstantial evidence, including the unusually speculative nature of the trading, its timing and the absence of any economically reasonable basis for buying the options absent inside information. [SEC v. Hellberg, CA No. 89-C-648-A, District of Utah] (LR 12686)

# CRIMINAL PROCEEDINGS

# FORMER CHAIRMAN, OFFICERS AND REGISTERED REPRESENTATIVE OF BROKER-DEALER PLEAD GUILTY

The Atlanta Regional and Miami Branch Offices announced that, on September 14, 1990, Fred Galiardo (Galiardo), Alan Lieb (Lieb), John Perfetti (Perfetti) and John Montondo (Montondo) pled guilty to violations of federal RICO, securities fraud and wire fraud statutes. Galiardo, Perfetti, Lieb and Montondo are former officers, directors and/or registered representatives of F.D. Roberts Securities, Inc. (F.D. Roberts). In March 1990, a federal grand jury in Newark, New Jersey returned a 119-count Indictment

charging Galiardo, Perfetti, Lieb, Montondo and four other officers, directors registered representatives and/or affiliates of F.D. Roberts with violations of federal RICO, securities fraud and recordkeeping, mail fraud, wire fraud and interstate transportation of stolen property statutes in connection with a scheme to defraud investors through manipulating the markets for securities underwritten and/or marketed by F.D. Roberts.

Galiardo and Lieb each pled guilty to one count of violating the federal RICO statute. Perfetti pled guilty to one count of securities fraud and one count of wire fraud. Montondo pled guilty to one count of securities fraud. Sentencing for Galiardo, Lieb, Perfetti and Montondo has been set for November 30, 1990. [U.S. v. Fred Galiardo, et al., USDC, D.N.J. 90 Cr. 132] (LR-12683)

# INVESTMENT COMPANY ACT RELEASES

# AXE-HOUGHTON FUND B

A conditional order has been issued under Section 17(b) of the Investment Company Act exempting Axe-Houghton Fund B, Inc., et al. from Section 17(a) of the Act to permit certain transactions in connection with a reorganization. (Rel. IC-17821 - October 25)

### THE INDIA FUND

An order has been issued on an application filed by The India Fund, Inc. under Section 8(f) of the Investment Company Act declaring that it has ceased to be an investment company. (Rel. IC-17822 - October 26)

# 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; Tithe 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-11 FIRST SECURED MORTGAGE DEPOSIT CORP, 1290 BROADMAY ST, DENVER, CO 80203 (303) 860-1290 10,000,000 (\$10,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-37318 OCT. 22) (BR. 11)
- S-8 MILLIPORE CORP, 80 ASHBY RD, BEDFORD, MA 01730 (617) 275-9200 1,500,000 (\$43,687,500) COMMON STOCK. (FILE 33-37319 OCT. 19) (BR. 8)
- S-1 MANUFACTURERS HANOVER TRUST CO /NY/, 270 PRAK AVE, NEW YORK, NY 10017 (212) 270-6000 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 33-37320 OCT. 22) (BR. 11 NEW ISSUE)

### REGISTRATIONS CONTINUED

- S-3 AMERICAN TRAVELLERS CORP, 1800 ST RD, WARRINGTON, PA 18976 (215) 343-1000 204,124 (\$2,755,674) COMMON STOCK. (FILE 33-37321 OCT. 22) (BR. 9)
- S-8 MILLIPORE CORP, 80 ASHBY RD, BEDFORD, NA 01730 (617) 275-9200 100,000 (\$2,912,500) COMMON STOCK. (FILE 33-37323 OCT. 19) (BR. 8)
- S-11 CHASE MORTGAGE FINANCE CORP, ONE CHASE MANHATTAN PLZ, C/O A HARDY EUBANKS III, NEW YORK, NY 10081 (212) 552-1358 750,000,000 (\$750,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. (FILE 33-37324 OCT. 22) (BR. 11)
- S-8 NORTH AMERICAN VACCINE INC, 10900 HAMON ST, MONTREAL QUEBEC CANADA H3M 3A2, A8 20705 (514) 956-5855 1,000,000 (\$2,380,000) COMMON STOCK. (FILE 33-37325 OCT. 22) (BR. 4)
- S-18 MAJOR AUTOMOTIVE PRODUCTS INC, 425 N COUNTRY RD, ST JAMES, NY 11780 (516) 862-7752 4,333,332 (\$6,499,998) COMMON STOCK. 4,453,334 (\$979,733.48) COMMON STOCK. 13,360,000 (\$1,336) COMMON STOCK. (FILE 33-37349-NY OCT. 18) (BR. 4 NEW ISSUE)
- S-1 FRIEDBERG FUNDAMENTAL FUND LP, 67 WALL STREET 19TH FLOOR, NEW YORK, NY 10005 (212) 943-5300 20,000,000 (\$20,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-37362 OCT. 19) (BR. 11 NEW ISSUE)
- S-1 MAVERICK TUBE CORPORATION, PO BOX 4128, CHESTERFIELD, NO 63006 (314) 537-1314 667,000 (\$10,672,000) COMMON STOCK. 1,633,000 (\$26,128,000) COMMON STOCK. (FILE 33-37363 OCT. 19) (BR. 6 NEW ISSUE)
- F-1 LYNX ENERGY SERVICES INC, 500 622-5 AVE S.W., CALGARY ALBERTA T2P 0M6, A0 (403) 264-0650 3,450,000 (\$48,300,000) FOREIGN COMMON STOCK. UNDERWRITER: HOWARD WEIL LABOUISSE FREIDRICHS, SALOMON BROTHERS INC. (FILE 33-37364 OCT. 22) (BR. 10)
- S-8 OMNICON GROUP INC, 437 MADISON AVE, NEW YORK, NY 10022 (212) 415-3600 1,750,000 (\$35,105,000) COMMON STOCK. (FILE 33-37380 OCT. 19) (BR. 5)
- S-8 SCECORP, 2244 WALNUT GROVE AVE, PO BOX 999, ROSEMEAD, CA 91770 (818) 302-2222 8,000,000 (\$306,000,000) COMMON STOCK. (FILE 33-37381 OCT. 19) (BR. 8)
- S-3 KEYSTONE FINANCIAL INC, 225 MARKET BLDG, P O BOX 1653, HARRISBURG, PA 17105 (717) 233-1555 150,000 (\$2,100,000) COMMON STOCK. (FILE 33-37382 OCT. 19) (BR. 1)
- S-8 VIVIGEN INC, 2000 VIVIGEN WAY, SANTA FE, NM 87505 (505) 438-1111 50,000 (\$550,000) COMMON STOCK. (FILE 33-37383 OCT. 19) (BR. 6)
- S-8 TRIMBLE NAVIGATION LTD /CA/, 585 NORTH MARY AVE, SUNNYVALE, CA 94088 (408) 730-2900 504,305 (\$2,894,711) COMMON STOCK. 2,408,048 (\$7,489,029) COMMON STOCK. 58,035 (\$391,736) COMMON STOCK. (FILE 33-37384 OCT. 19) (BR. 7)
- S-2 IMRE CORP, 130 FIFTH AVE NORTH, SEATTLE, WA 98109 (206) 448-1000 4,355,000 (\$2,449,688) COMMON STOCK. (FILE 33-37386 OCT. 19) (BR. 4)
- S-8 QUANTUM CORP /DE/, 1804 MCCARTHY BLVD, MILPITAS, CA 95035 (408) 432-1100 54,684 (\$592,774.56) COMMON STOCK. 945,316 (\$10,247,225.44) COMMON STOCK. (FILE 33-37387 OCT. 19) (BR. 10)
- S-8 QUANTUM CORP /DE/, 1804 MCCARTHY BLVD, MILPITAS, CA 95035 (408) 432-1100 2,000,000 (\$25,500,000) COMMON STOCK. (FILE 33-37388 OCT. 19) (BR. 10)
- S-8 MEGAMATION INC, 51 EVERETTE DR BLDG B#4, LAWRENCEVILLE, NJ 08648 (609) 799-4473 1,080,000 (\$826,200) COMMON STOCK. (FILE 33-37389 OCT. 19) (BR. 10)

# REGISTRATIONS CONTINUED

- S-8 AMERICAN EDUCATIONAL PRODUCTS INC, 3450 PENROSE STE 260, BOULDER, CO 80301 (303) 447-0505 492,000 (\$811,800) COMMON STOCK. (FILE 33-37390 OCT. 22) (BR. 11)
- S-1 CHASE MANHATTAN BANK /USA/, 802 DELAWARE AVE, WILMINGTON, DE 19801 (302) 575-5000 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. UNDERWRITER: CHASE SECURITIES INC. (FILE 33-37417 OCT. 22) (BR. 12 NEW ISSUE)
- S-6 NUVEEN TAX EXEMPT UNIT TRUST SERIES 583, 333 WEST WACKER DR,
  C/O JOHN NUVEEN & CO INC, CHICAGO, IL 60606 INDEFINITE SHARES. DEPOSITOR:
  NUVEEN JOHN & CO INC. (FILE 33-37443 OCT. 22) (BR. 22 NEW ISSUE)
- S-6 MUNICIPAL INVT TR FD ONE HUNDRED SIXTY EIGHTH INTERM TM SER, P O BOX 9051, C/O MERRILL LYNCH PIERCE FENNER & SMITH, PRINCETON, NJ 08543 INDEFINITE SHARES. DEPOSITOR: DEAN WITTER REYNOLDS INC, MERRILL LYNCH PIERCE FENNER & SMITH, PAINEWEBBER INC, PRUDENTIAL BACHE SECURITIES INC, SHEARSON LEHMAN HUTTON INC. (FILE 33-37444 OCT. 22) (BR. 22 NEW ISSUE)
- S-6 CORPORATE INCOME FUND TWENTY EIGHTH INTERMEDIATE TERM SERIES, P 0 BOX 9051, C/O MERRILL LYNCH PIERCE FENNER & SMITH, PRINCETON, NJ 08543 INDEFINITE SHARES. DEPOSITOR: MERRILL LYNCH PIERCE FENNER & SMITHING, PAINEWEBBER INC, SHEARMAN LEHMAN BROTHERS INC, WITTER DEAN REYNOLDS INC. (FILE 33-37445 OCT. 22) (BR. 16 NEW ISSUE)

# 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)/ XOUNED	CUSIP/ PRIOR%	FILING STATUS
AULT INC ALPHI FUND	СОМ	13D	10/19/90	270 13.8	05150310 12.8	UPDATE
COMTREX SYS CORP KORNBLITH JOHN H	СОМ	130	7/13/90	116 4.2	20592010 4.2	UPDATE

NAME AND CLASS OF STOCK/OWNER		FORM		SHRS(000)/ XOWNED		
COURIER DISPATCH GROUP HARLAND JOHN H CO	СОН	130	10/16/90		22266210 24.1	
FERRO CORP GAMCO INVESTORS INC ET AL	COM	130	10/18/90	1,423 7.4	31540510 6.4	
WARRINGTONS PLC	CON		9/30/90	21,219 79.6	39986210 45.8	) RVSION
GROWTH DEV CORP WARRINGTONS PLC	12% CO	NV PFD 130	9/30/90	600 26.2	39986236 26.2	RVSION
LVI GROUP INC GAMCO INVESTORS INC ET AL	PFD CV	\$2.062 130	:5 10/22/90	425 46.2		
LAZARE KAPLAN INTL INC TEMPELSMAN MAURICE ET AL	COM	130	10/12/90	4,143 67.7	52107816 0.0	NEW
LOMAS & NETTLETON MTG INVS WILLOWWOOD PARTNERS ET AL		INT	10/22/90	835	54153710	
MANISCHEWITZ B CO KOHLBERG & KOHLBERG ET AL	COM	130	10/17/90	16 29.8	56329910 0.0	NEM )
MEDIA GEN INC GAMCO INVESTORS INC ET AL	CL A	130	10/19/90	-	58440410 21.7	
NYCAL CORP PAHLSON-MOLLER & CO LTD	COM	130	7/12/90	2,812 37.1	67066010 14.6	
REXON INC ARRILLAGA JOHN TRUSTEE	COM	130	10/10/90		76190110 0.0	NEW
REXON INC PEERY RICHARD T TRUSTEE	COM	130	10/10/90	289 2.8		
TRANSMATION INC MCINROY ERIC W	COM	130	10/ 1/90		89375710 5.3	UPDATE
UNILAB CORP METPATH INC	COM	130	10/18/90		90476210 27.5	UPDATE
UNILAB CORP UNILABS HOLDINGS	COM	130	10/18/90		90476210 13.0	UPDATE
UNITED HEALTHCARE CORP WARBURG PINCUS & CO ET AL	COM	130	10/23/90	•	91058110 29.5	UPDATE
UTILITECH INC COTSEN JACQUELINE ET AL	COM	130	7/27/90	-	91800710 0.0	RVSION
WASHINGTON BANCORP WASH DC MASON JOHN J	COM PAR		10/18/90		93727020 N/A	UPDATE

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT SHR DATE	S(000)/ %OHNED	CUSIP/ FILING PRIOR% STATUS
WELDOTRON CORP TWEEDY BROWNE CO	COM	130	10/22/90	103 5.6	94939110 7.2 UPDATE
- ALLEGE SOLVER OVE THE	•			,,,	00000/40
ADVANCED POLYMER SYS INC ARDSLEY PARTNERS	COM	130	10/ 2/90	441 4.5	00899610 6.1 UPDATE
STOCKYNE WIRCE THE	COM			700	0017/0/0
BISCAYNE HLDGS INC PINTO JAMES J ET AL	CUH	130	10/15/90	798 8.8	09136040 0.0 NEW
BISCAYNE HLDGS INC	COM			2,568	09136040
TRIVEST SPL SITUATIONS FD		130	10/ 5/90	28.4	0.0 NEW
BISCAYNE HLDGS INC	COM			0	09136040
XCOR PARTNERS LTD PRTSHP		130	10/ 5/90	0.0	69.3 UPDATE
CFSB BANCORP	COM			83	12492710
BECKER ROBERT H		130	10/16/90	5.0	0.0 NEW
CINEPLEX ODEON CORP	COM			8,044	17245510
BRONFMAN CHARLES ROSNER E		1 <b>3</b> D	10/10/90	16.9	16.4 UPDATE
CONTINENTAL GOLD CORP NEW	COM			8,805	21199410
PLACER DOME ET AL		14D-1	10/24/90	100.0	35.0 UPDATE
DIGITAL PRODS CORP	CON			828	25386710
COHEN LEOPOLD		130	9/28/90	7.6	9.0 UPDATE
EXPORT TYRE HLDG CO	CON			323	30215930
FRIEND HAROLD D		130	10/17/90	16.5	10.1 UPDATE
FILMSTAR INC	COM			1,135	31729010
ROPART PARTNERS L P ET AL		130	7/ 2/90	20.4	18.6 UPDATE
GULF RES & CHEM CORP	COM			935	40249610
FERRIS INVESTMENT LTD		13D	10/19/90	9.5	9.5 UPDATE
KINARK CORP	COM			311	49447410
BUTLER LAWRENCE ET AL		130	10/22/90	8.8	5.9 UPDATE
LVI GROUP INC	PFD CV	\$2.062	5	425	50243930
GAMCO INVESTORS INC ET AL		130	10/22/90	46.2	47.4 UPDATE
MAGMA PUR CO NEW	COM			9,810	55919410
DOW CHEMICAL		130	10/12/90	44.5	45.2 UPDATE
MEDCO RESH INC	COM				58405910
FISCHMAN RONALD A		130	10/10/90	1.3	10.9 UPDATE
POP RADIO CORP	CON			3,275	73281710
HERITAGE MEDIA CORP		1 <b>3</b> D	10/23/90	99.7	96.2 UPDATE
SANIFILL INC	COM			413	80101810
NICHOLS LOGAN L		130	8/31/90	4.8	4.8 UPDATE
SANIFILL INC	COM			413	80101810
PARKER ERNIE L		130	, 8/31/90	4.8	4.8 UPDATE

NAME AND CLASS OF STOCK/OWNER		FORM	EVENT DATE	SHRS(000)/ XONNED	CUSIP/ PRIOR%	
SHELBY WILLIAMS INDS INC STEINFELD MANFRED	COM	130	10/16/9		8221351 27.5	0 UPDATE
TELESPHERE COMMUNICATIONS HAAN RONALD J	COM	130	10/15/9	-	8799081 0.0	O NEW
TEVA PHARMACEUTICAL 148233 CANADA INC	ORD S	HRDS 13D	9/30/9		8816241 7.3	Q UPDATE
ADVANCED POLYMER SYS INC ARDSLEY PARTNERS	COM	130	10/ 2/9	441 90 4.5		0 UPDATE
BISCAYNE HLDGS INC PINTO JAMES J ET AL	COM	130	10/15/9	798 90 8.8	091 <b>360</b> 4 0.0	NEW
BISCAYNE HLDGS INC TRIVEST SPL SITUATIONS FD	COM ETAL	130	10/ 5/9	-	0913604 0.0	NEW
BISCAYNE HLDGS INC XCOR PARTNERS LTD PRTSHP (	COM ET AL	130	10/ 5/9	0.0		O UPDATE
CFSB BANCORP BECKER ROBERT H	COM	130	10/16/9	83 90 5.0		NEM 0
CINEPLEX ODEON CORP BRONFMAN CHARLES ROSNER E	COM F AL	130	10/10/9	90 16.9		UPDATE
CONTINENTAL GOLD CORP NEW PLACER DOME ET AL	COH	140-1	10/24/9	•	2119941 35.0	0 UPDATE
DIGITAL PRODS CORP COHEN LEOPOLD	COM	130	9/28/9	828 7.6	2538671 9.0	0 UPDATE
EXPORT TYRE HLDG CO FRIEND HAROLD D	COM	130	10/17/9	323 90 16.5		O UPDATE
FILMSTAR INC ROPART PARTNERS L P ET AL	COM	13D	7/ 2/9	1,135 00 20.4		0 UPDATE
GULF RES & CHEM CORP FERRIS INVESTMENT LTD	COM	130	10/19/9	935 90 9.5	4024961 9.5	O UPDATE
KINARK CORP BUTLER LAWRENCE ET AL	COM	13D	10/22/9	8.8	4944741 5.9	UPDATE
LVI GROUP INC GAMCO INVESTORS INC ET AL		V \$2.0625 130		0 46.2		UPDATE
MAGMA PUR CO NEW DOW CHEMICAL	COM	130	10/12/9	0 44.5	<b>559</b> 1941 45.2	UPDATE
MEDCO RESH INC FISCHMAN RONALD A	COM	130	10/10/9	0 1.3	5840591 10.9	UPDATE
POP RADIO CORP HERITAGE MEDIA CORP	COM	130	10/23/9	-	<b>7328171</b> <b>96.</b> 2	