

sec news LIBRARY digest

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ADMINISTRATIVE PROCEEDINGS

U.S. SECURITIES AND
EXCHANGE COMMISSION

ORDER INSTITUTING PROCEEDINGS AGAINST MANUS, INC.

The Commission has instituted administrative proceedings against Manus, Inc., a Los Angeles investment adviser. The Order for Proceedings contains allegations that Manus has been permanently enjoined from violations of the securities registration, broker-dealer registration and antifraud provisions of the securities laws, and that Aaron Albert Kleinman, former president and sole shareholder of Manus, was convicted, pursuant to a guilty plea, of mail fraud and securities fraud arising out of the conduct of Manus' business as an investment adviser.

A hearing will be scheduled to determine whether the allegations against Manus are true and, if so, to decide what, if any, remedial action would be appropriate. (Rel. IA-839)

CRIMINAL PROCEEDINGS

BERNARD COHEN AND NEIL L. COHEN INDICTED

The Boston Regional Office announced that on January 27 a federal grand jury sitting in Providence, Rhode Island returned a 12-count indictment charging Bernard Cohen, of Cranston, Rhode Island, and Neil L. Cohen, of West Warwick, Rhode Island, with various violations of the securities laws and the mail fraud statute.

Both defendants were charged in separate counts with selling securities, namely certificates of participation in certificates of deposit purportedly issued by banks, without a registration statement for such securities being in effect with the Commission as required by the Securities Act of 1933. Both defendants were also charged in separate counts with several violations of the antifraud provisions of the Securities laws.

In this connection, among other things, the Grand Jury charged that both defendants offered and sold investors certificates of deposit in various banks, or certificates of participation in certificates of deposit purportedly issued by certain banks, without telling investors that the foregoing securities had not in fact been purchased, or that, with respect to the certificates of participation in certificates of deposit of certain banks, that the banks in question had never been approached to issue, or did in fact issue, the underlying certificates of deposit. The indictment charged that investors' funds had been converted to pay other investors or for the personal use of the defendants. The Grand Jury's indictment charged that the foregoing and other activities also violated the mail fraud statute. (U.S. v. Bernard Cohen and Neil L. Cohen, U.S.D.C., R.I.). (LR-9884)

INVESTMENT COMPANY ACT RELEASES

MIDLAND CAPITAL CORPORATION

An order, pursuant to Section 6(c) of the Investment Company Act of 1940, and Section 12(h) of the Securities Exchange Act of 1934 has been issued on an application by Midland Capital Corporation (Midland) and its subsidiary, Midland Venture Capital Limited (jointly, Applicants), Delaware corporations regulated under the Investment Company Act as business development companies: (1) amending an earlier order of the Commission to the extent necessary to exempt Applicants from the provisions of Section 18(a) of the Investment Company Act, as modified by Section 61 of that Act, to the extent requested; and (2) amending the earlier order and exempting Applicants from the provisions of Section 13(a) of the Exchange Act to the extent necessary to permit Applicants to file with the Commission and to provide to Midland's shareholders, financial statements required by the federal securities laws, solely on a consolidated basis. (Rel. IC-13021 - Feb. 9)

HUTTON INVESTMENT SERIES INC.

A notice has been issued giving interested persons until March 7 to request a hearing on an application filed by Hutton Investment Series Inc. (Applicant) requesting an order, pursuant to Section 10(e) of the Investment Company Act of 1940, granting a temporary exemption, for the period February 5, 1983 until April 30, 1983, or the conclusion of the next annual board of directors meeting (now scheduled for March 30, 1983), whichever occurs first, from the provisions of Section 10(b) of the Act to provide time for the nominating committee of Applicant's board of directors to select and nominate, and its board of directors to elect, an additional director who is not an "interested person", within the meaning of Section 2(a)(19) of the Act, of Applicant or of E.F. Hutton & Company Inc., which is Applicant's distributor and regular broker, and which is also engaged in the investment banking business. (Rel. IC-13022 - Feb. 9)

WIDENER PLACE FUND, INC.

A notice has been issued giving interested persons until March 7 to request a hearing on an application by Widener Place Fund, Inc., for an order pursuant to Section 8(f) of the Investment Company Act of 1940 declaring that it has ceased to be an investment company. (Rel. IC-13023 - Feb. 9)

HOLDING COMPANY ACT RELEASES

EASTERN UTILITIES ASSOCIATES

A notice has been issued giving interested persons until March 8 to request a hearing on a proposal by Eastern Utilities Associates and its subsidiary regarding an increase to \$3 million in the amount of outstanding notes to banks and/or Eastern issued by the subsidiary. (Rel. 35-22851 - Feb. 10)

SELF-REGULATORY ORGANIZATIONS

NOTICE OF PROPOSED RULE CHANGE

The American Stock Exchange, Inc. has filed a proposed rule change under Rule 19b-4 (SR-Amex-83-3) to amend its securities listing standards by modifying the required public float and number of security holders and providing for certain alternative distribution standards. Publication of the proposal is expected to be made in the Federal Register during the week of February 14. (Rel. 34-19501)

NOTICE OF EFFECTIVENESS OF PROPOSED RULE CHANGES

The following have filed proposed rule changes which became effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934: Pacific Stock Exchange, Inc. (SR-PSE-83-4) to clarify procedures regarding admission to the options trading floor. (Rel. 34-19499); and the Boston Stock Exchange, Inc. (SR-BSE-83-1) to extend its ITS usage charge of \$0.005 per share through December 31, 1983. (Rel. 34-19502)

Publication of the proposals are expected to be made in the Federal Register during the week of February 14.

NOTICE OF AMENDMENT TO PROPOSED RULE CHANGE

The Chicago Board Options Exchange, Incorporated has filed an amendment to a proposed rule change pursuant to Rule 19b-4 (SR-CBOE-82-20) to provide for reduced margin on stock index options that are "out-of-the-money." Publication of the proposal is expected to be made in the Federal Register during the week of February 14. (Rel. 34-19500)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC pursuant to the Securities Act of 1933. The information noted below has been taken from the cover page and the facing sheet of the prospectus and registration statement and will appear as follows: Form, Name, address and phone number (if available) of the issuer of the security; Title and the number or face amount of the securities being offered; Name of the managing underwriter (if applicable); Whether the offering is a rights offering; File number and date filed; Assigned Branch; if the registration statement is a New Issue; and [S] denoting SHELF REGISTRATION pursuant to Rule 415.

- (S-1) PENTA SYSTEMS INTERNATIONAL, INC., 1511 Guilford Ave., Baltimore, MD 21202 (301) 685-7258 - 1,188,310 shares of common stock. Underwriters: Alex. Brown & Sons and Prudential-Bache Securities. The company develops, markets and supports computer turnkey systems. (File 2-81687 - Feb. 7) (Br. 9 - New Issue)
- (N-1) KIDDER, PEABODY GOVERNMENT MONEY FUND, INC., 20 Exchange Pl., New York, NY 10005 (212) 635-5055 - an indefinite number of shares of beneficial interest. (File 2-81760 - Feb. 9) (Br. 18 - New Issue)
- (S-2) THE SUMMIT BANCORPORATION, 367 Springfield Ave., Summit, NJ 07901 (201) 522-8400 - 800,000 shares of adjustable rate cumulative preferred stock. Underwriters: Merrill Lynch White Weld Capital Markets Group and Ryan, Beck & Co. (File 2-81765 - Feb. 9) (Br. 2)
- (S-6) MASSACHUSETTS TAX EXEMPT UNIT TRUST, SERIES 60, 60 State St., Boston, MA 02109 - 7,000 units. Depositor: Moseley, Hallgarten, Estabrook & Weeden Inc. (File 2-81766 - Feb. 10) (Br. 16 - New Issue)
- (S-6) E. F. HUTTON TAX-EXEMPT TRUST, NATIONAL SERIES 78, One Battery Park Plaza, New York, NY 10004 - 22,500 units. Depositor: E. F. Hutton & Company Inc. (File 2-81767 - Feb. 10) (Br. 18 - New Issue)
- (S-3) ASTROSYSTEMS, INC., Six Nevada Dr., Lake Success, NY 10042 (516) 328-1600 - 525,000 common shares. The company is engaged in the design, manufacture and sale of proprietary electronic and electromechanical devices for precision monitoring and control of military, aerospace and industrial processes. (File 2-81770 - Feb. 10) (Br. 8) [S]
- (S-3) FLEET FINANCIAL GROUP, INC., 55 Kennedy Plaza, Providence, RI 02903 (401) 278-5800 - 1,000,000 shares of preferred stock with cumulative and adjustable dividends. Underwriters: Salomon Brothers Inc. and Warburg Paribas Becker. (File 2-81774 - Feb. 10) (Br. 2)
- (S-2) HEILIG-MEYERS COMPANY, 3228 West Cary St., Richmond, VA 23221 (804) 359-9171 - 1,500,000 shares of common stock. Underwriters: Goldman, Sachs & Co., A. G. Edwards & Sons, Inc. and Wheat, First Securities, Inc. The company sells furniture and other home furnishings. (File 2-81775 - Feb. 10) (Br. 1)
- (S-8) THE PACESETTER CORPORATION, 4343 South 96th St., Omaha, NB 68127 (402) 331-9400 - 150,000 shares of common stock. (File 2-81777 - Feb. 10) (Br. 9)
- (S-1) DST SYSTEMS, INC., 301 West 11th St., Kansas City, MO 64105 (816) 421-4343 - 1,250,000 shares of common stock. Underwriters: Morgan Stanley & Co. Incorporated and Alex. Brown & Sons. The company designs, develops and operates proprietary software systems. (File 2-81678 - Feb. 4) (Br. 10 - New Issue)
- (S-8) NORLIN CORPORATION, Westchester One, White Plains, NY 10601 (914) 683-0001 - 200,000 shares of common stock. (File 2-81781 - Feb. 10) (Br. 3)
- (S-1) THOMSON COMMODITY PARTNERS III, One New York Plaza, New York, NY 10004 (212) 482-7000 - 15,000 units of limited partnership interest. Underwriter: Thomson McKinnon Securities Inc. The partnership will engage in speculative trading of Futures Contracts. (File 2-81782 - Feb. 10) (Br. 1 - New Issue)

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.

	FORM	EVENT DATE	SHRS (000) / % OWNED	CUSIP / PRIOR %	FILING STATUS
A I C PHOTO INC PIONEER INTL CORP	COM 13D	1/28/83	463 32.9	00134810 31.5	RYSION
AMERICAN CAPITAL INSURANCE AMERICAN PLAN CORP	COMMON STOCK 13D	1/31/83	0 N/A	02503310 N/A	NEW
AMERICAN HOIST & DERRICK CO GOLDMAN SOL	COM 13D	2/ 7/83	397 6.4	02657310 5.4	UPDATE
DAVID JAMISON CARLYLE CORP LEX SERVICE INC ET AL	COM 13D	1/27/83	13,321 100.0	23856310 100.0	UPDATE
EMPIRE OF CAROLINA INC HALCO INDUSTRIES	COM 13D	12/ 7/82	1,173 100.0	29200710 75.5	UPDATE
EMPIRE OF CAROLINA INC HALPERIN BARRY S	COM 13D	12/ 7/82	439 38.3	29200710 28.4	UPDATE
EMPIRE OF CAROLINA INC HALPERIN MAURICE A	COM 13D	12/ 7/82	455 39.7	29200710 22.7	UPDATE
EMPIRE OF CAROLINA INC MINKIN CAROL	COM 13D	12/ 7/82	220 19.3	29200710 19.3	UPDATE
INSTRUMENT SYS CORP MARMON CHARLES W	COM NEW 13D	1/31/83	600 5.0	45779430 5.0	UPDATE
INSTRUMENTATION LAB INC ALLIED MERGER/ALLIED CORP	COM 14D-1	2/ 7/83	4,214 70.7	45780710 70.7	RYSION
INSTRUMENTATION LAB INC SEEMALA CORP ET AL	COM 13D	1/28/83	290 4.9	45780710 0.0	NEW
INTERNATIONAL GAME TECHNO STUDEBAKER ELWIN D	COM 13D	12/14/82	1,739 22.3	45990210 0.0	NEW
INTERPACE CORP SIMMONS HAROLD C. ET AL	COM 13D	1/28/83	208 5.2	46057810 0.0	NEW
KENTUCKY TENN CLAY CO MEDUSA CORP	COM 14D-1	2/ 7/83	0 0.0	49163810 0.0	NEW
MADISON FD INC SIDAWI RAJA W ET AL	COM 13D	1/27/83	2,142 12.4	55748010 0.0	NEW
MADISON FUND INC SIDAWI RAJA W ET AL	COMV PFD CL A 13D	1/27/83	200 99.9	55748090 0.0	NEW
NCA CORP GRIEVESON GRANT & CO	COM 13D	1/17/83	156 6.8	62878710 0.0	NEW