

sec news digest

Issue 87-126

July 7, 1987

EXCISE

CIVIL PROCEEDINGS

JERRY HOLLEY ENJOINED, CONVICTED, AND SENTENCED

The Fort Worth Regional Office announced that on June 5 Chief U.S. District Judge Halbert O. Woodward, Northern District of Texas, entered an Order of Permanent Injunction by Consent against Jerry Holley of Plains, Texas. Holley was enjoined from further violations of the registration and antifraud provisions of the securities laws. The receiver previously appointed in this matter was ordered to liquidate the bulk of Holley's properties and submit a plan for distribution to the Court.

On May 11, Holley pleaded guilty to one count of securities fraud and one count of mail fraud in a criminal action based upon the same matters alleged in the Commission's action, and was sentenced to five years incarceration.

Holley allegedly had engaged in a "ponzi" scheme based on the issuance of cash bail bonds and had purportedly raised as much as \$11 million from over 600 investors. Holley consented to the Order in the civil action without admitting or denying any violation of the securities laws. (SEC v. Jerry Holley, USDC NDTX, Lubbock Division, Civil Action No. CA5-85-240). (LR-11478)

EDWIN O. OATS AND ROBERT D. SHAW ENJOINED

The Fort Worth Regional Office announced that on June 17 U.S. District Judge Robert B. Maloney, Northern District of Texas, Dallas Division, entered Orders of Permanent Injunction against Edwin O. Oats and Robert D. Shaw, both of Dallas. The Orders permanently enjoined defendants from further violations of the registration, broker-dealer registration, and antifraud provisions of the securities laws. Defendants consented to the Orders without admitting or denying the allegations contained in the Commission's Complaint.

The April 4, 1986 Complaint alleged that Oats, Shaw, and another defendant violated the registration and broker-dealer registration provisions in the offer and sale of securities in the form of fractional undivided interests in oil and gas leases. The defendants raised in excess of \$7 million from over 250 investors residing in at least 20 states. In connection with these offers and sales, the Complaint alleged that the defendants made fraudulent misrepresentations to investors concerning, among other things, the return an investor would receive on his investment and the risks inherent in oil and gas investments. (SEC v. Edwin Oats, et al., USDC NDTX, CA3-86-0886-T). (LR-11477)

INVESTMENT COMPANY ACT RELEASES

LAMBERT BRUSSELS ASSOCIATES LIMITED PARTNERSHIP

An order has been issued on an application filed by Lambert Brussels Associates Limited Partnership (the successor in interest to The Lambert Brussels Corporation) for an order amending existing orders (IC-13391, July 18, 1983, and IC-14296, December 31, 1984) exempting it and all future wholly-owned subsidiaries from all provisions of the Investment Company Act, subject to conditions. (Rel. IC-15838 - July 1)

EMERGING MARKETS GROWTH FUND, INC.

An order has been issued exempting Emerging Markets Growth Fund, Inc., to the extent necessary, from Sections 2(a)(32), 5(a)(1), 18(d), 18(i), 20(b), 23(b) and 23(c)(2) of the Investment Company Act in connection with: (1) its operation as a registered closed-end investment company; (2) its issuance of warrants and/or stock rights; (3) the allocation of voting rights for the election of its board of directors; and (4) repurchases of its shares of common stock. (Rel. IC-15839 - July 1)

OVER-THE-COUNTER SECURITIES FUND, INC.

An order has been issued on an application filed by Over-The-Counter Securities Fund, Inc. amending an existing order (Release IC-13758, February 10, 1984) to permit certain modifications to its director's deferred compensation plan. (Rel. IC-15840 - July 1)

SMITH BARNEY MORTGAGE CAPITAL TRUST I

An order has been issued on an application filed by Smith Barney Mortgage Capital Trust I, and similar trusts (Trusts) of which Smith Barney Mortgage Capital Corp. is the depositor (SBMC), amending a previous order issued to Applicants (Rel. IC-15509) which conditionally exempted Applicants from all provisions of the Investment Company Act in connection with the issuance of mortgage-backed securities. The amended order will permit Applicants to sell beneficial interests in SBMC and the Trusts, issue variable rate bonds, and to elect REMIC status. (Rel. IC-15841 - July 1)

HOLDING COMPANY ACT RELEASES

THE COLUMBIA GAS SYSTEM, INC.; GEORGIA POWER COMPANY

Notices have been issued giving interested persons until July 20 to request a hearing on a proposal by the following companies filed under Release 35-24418, dated June 25: The Columbia Gas System, Inc., a registered holding company, to form a new, wholly owned, gas marketing subsidiary, TriStar Trading, Inc. TriStar Trading proposes to issue and sell, and Columbia proposes to acquire, 500 shares of its common stock, \$1.00 par value, at \$10,000 per share. TriStar Trading further seeks authority to participate in the Columbia system money pool (Money Pool); to borrow up to \$15 million through the Money Pool or from Columbia on open account advances; and to convert such advances or sums due, if not paid within 360 days, into long-term installment notes (Notes) and/or common stock, or any combination thereof not to exceed \$15 million. Columbia proposes to act as a surety, indemnitor and guarantor for certain of TriStar Trading's activities up to an aggregate of \$20 million; and Georgia Power Company, Southern Electric International, Inc., and The Southern Investment Group, Inc. - subsidiaries of The Southern Company, and Piedmont-Forrest Corporation, subsidiary of Georgia Power, to limit the liability of the subsidiaries' directors to the full extent permitted by state law.

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved proposed rule changes filed by: The Boston Stock Exchange (SR-BSE-86-5) that would revise its schedule of arbitration fees and dopt, for a one-year pilot period, a new rule requiring contesting parties to an arbitration hearing to exchange documents ten days prior to the scheduled hearing date. (Rel. 34-24665); The Chicago Board Options Exchange (SR-CBOE-85-31) to require its floor brokers to execute immediately market and marketable agency orders at the best price(s) available, under normal market conditions. (Rel. 34-24666); and The American Stock Exchange (SR-Amex-87-8) to expand the size parameters for orders routed through the Amex PER System from 1,000 shares to 2,000 shares and from 10 contracts to 20 contracts for orders routed through the AMOS System. (Rel. 34-24668)

TRUST INDENTURE ACT RELEASES

CITICORP

An order has been issued under the Trust Indenture Act of 1939 on an application by Citicorp that the trusteeship of United States Trust Company of New York under four existing, previously qualified indentures and under two pooling and servicing agreements dated January 1, 1987 under which certificates evidencing interests in a pool of mortgage loans have been issued is not so likely to involve a material conflict of interest as to make it necessary to disqualify the Trust Company from acting as trustee under the indentures or agreements. (Rel. TI-2102)

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; 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 QUANTUM VENTURE INC. 4981 MICHIGAN DR. CONCORD, CA 94521 (415) 685-8268 - 6,000,000 (\$120,000) COMMON STOCK. 60,000,000 (\$1,200,000) COMMON STOCK. 60,000,000 (\$1,800,000) COMMON STOCK. (FILE 33-15020-LA - JUN. 11) (BR. 11 - NEW ISSUE)
- S-18 WASHINGTON COMMERCIAL BANCORP. 12811 NE 142ND ST. KIRKLAND, WA 98034 (206) 821-8909 - 140,000 (\$3,500,000) COMMON STOCK. (FILE 33-15049-S - JUN. 15) (BR. 12 - NEW ISSUE)
- S-18 ALASKA PRECIOUS METALS LTD. 3230 C ST. ANCHORAGE, AK 99503 (907) 562-6484 - 30,000,000 (\$600,000) COMMON STOCK. 30,000,000 (\$2,250,000) COMMON STOCK. 30,000,000 (\$4,500,000) COMMON STOCK. (FILE 33-15050-S - JUN. 15) (BR. 9 - NEW ISSUE)
- N-1A FIFTH GLOBAL FUND. 292 LONG RIDGE RD. P O BOX 7900. STAMFORD, CT 06904 (203) 257-4159 - 2,000,000 (\$20,000,000) COMMON STOCK. (FILE 33-15071 - JUN. 22) (BR. 17 - NEW ISSUE)
- S-1 LANDMARKS FOR LIVING INC. 30 S FRONT ST. PHILADELPHIA, PA 19106 (215) 927-0900 - 50,000,000 (\$50,000,000) STRAIGHT BONDS. UNDERWRITER: SMITH BARNEY HARRIS UPHAM & CO INC. (FILE 33-15078 - JUN. 24) (BR. 10 - NEW ISSUE)
- S-18 ORIGINAL ITALIAN PASTA PRODUCTS CO INC. 36 AUBURN ST. CHELSEA, MA 02150 (617) 884-5211 - 592,500 (\$4,740,000) COMMON STOCK. 45,000 (\$45) WARRANTS, OPTIONS OR RIGHTS. 45,000 (\$432,000) COMMON STOCK. UNDERWRITER: MARKETFIELD SECURITIES LTD. (FILE 33-15111-B - JUN. 17) (BR. 3 - NEW ISSUE)
- S-18 JKI INC. 5937 S ZENOPHIA CT. LITTLETON, CO 80120 (303) 794-5230 - 30,000,000 (\$300,000) COMMON STOCK. 30,000,000 (\$600,000) COMMON STOCK. (FILE 33-15199-D - JUN. 18) (BR. 4 - NEW ISSUE)
- S-8 CITYTRUST BANCORP INC. 945 MAIN ST. BRIDGEPORT, CT 06601 (203) 384-5400 - 399,775 (\$20,288,581.25) COMMON STOCK. (FILE 33-15212 - JUN. 11) (BR. 1)
- S-8 CHI CHI INC. 10200 LINK STATION RD. P O BOX 32338. LOUISVILLE, KY 40232 (502) 244-1800 - 1,000,000 (\$7,440,000) COMMON STOCK. (FILE 33-15234 - JUN. 18) (BR. 12)
- S-6 SEARS TAX EXEMPT INVT TR INTERM LONG TERM MUN PORT SER 36 - 8,800 (\$9,328,000) UNIT INVESTMENT TRUST. (FILE 33-15240 - JUN. 26) (BR. 22 - NEW ISSUE)
- S-6 SEARS TAX EXEMPT INVT TR INSURED INTERM LONG TERM SFR 26 - 16,500 (\$17,490,000) UNIT INVESTMENT TRUST. (FILE 33-15241 - JUN. 26) (BR. 22 - NEW ISSUE)
- S-18 EUROPA TRADING CORP. 3066 HEMPSTEAD TURNPIKE, LEVITTOWN, NY 11756 - 30,000 (\$150,000) COMMON STOCK. 600,000 (\$900,000) COMMON STOCK. 600,000 (\$1,200,000) COMMON STOCK. (FILE 33-15262-NY - JUN. 19) (BR. 12 - NEW ISSUE)
- S-18 EVANSTON FUNDING INC. P O BOX 5245. DENVER, CO 80217 (303) 433-2501 - 2,500,000 (\$250,000) COMMON STOCK. 5,000,000 (\$1,875,000) COMMON STOCK. (FILE 33-15267-D - JUN. 19) (BR. 12 - NEW ISSUE)
- S-1 STEVENS GRAPHICS CORPORATION. 5500 AIRPORT FRWY. FORT WORTH, TX 76117 (817) 831-3911 - 400,000 (\$5,600,000) COMMON STOCK. 1,310,000 (\$18,340,000) COMMON STOCK. UNDERWRITER: EPIFF GUERIN & TURNER INC. (FILE 33-15279 - JUN. 23) (BR. 10 - NEW ISSUE)
- S-2 ENTER COMPUTER CENTERS INC. 1430 SPRING HILL RD. MCLEAN, VA 22102 (703) 556-0800 - 965,000 (\$3,136,250) COMMON STOCK. (FILE 33-15284 - JUN. 23) (BR. 10)
- S-1 SECURITY PACIFIC CREDIT CORP 1987-A GRANTOR TRUST. 2660 TOWNSGATE RD. WESTLAKE VILLAGE, CA 91361 (805) 496-1961 - 100,000,000 (\$100,000,000) PASS-THROUGH MORTGAGE-BACKED CERTIFICATE. UNDERWRITER: FIRST POSTON CORP. (FILE 33-15286 - JUN. 23) (BR. 11 - NEW ISSUE)

- S-1 MARVEL CORPORATION, 14900 CLURUM DR STE 470, DALLAS, TX 75240 (214) 490-9865 - 640,000 (\$3,000) COMMON STOCK, 1,200,000 (\$1,800,000) COMMON STOCK, 116,667 (\$25,000) COMMON STOCK, 93,333 (\$20,000) COMMON STOCK. (FILE 33-15297 - JUN. 24) (RR. 11 - NEW ISSUE)
- S-1 ELECTROMEDICAL ASSOCIATES LIMITED PARTNERSHIP, 6295 HARRISON DR STE 8, C/O ELECTROMEDICAL MANAGEMENT INC, LAS VEGAS, NV 89120 (702) 798-3465 - 20,000 (\$10,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-15305 - JUN. 24) (RR. 5 - NEW ISSUE)
- S-1 WR ACQUISITION INC, 28 WEST 23RD ST, C/O WILLIAMHOUSE-REGENCY INC, NEW YORK, NY 10010 (212) 691-2000 - 45,000,000 (\$45,000,000) FLOATING RATE NOTES, 36,000,000 (\$36,000,000) STRAIGHT BONDS, 32,400,000 (\$32,400,000) STRAIGHT BONDS, 28,800,000 (\$28,800,000) STRAIGHT BONDS, 10,800 (\$10,800,000) PREFERRED STOCK. (FILE 33-15309 - JUN. 24) (RR. 8 - NEW ISSUE)
- S-1 STAR CABLEVISION GROUP, 254 WINNEBAGO DR, FOND DU LAC, WI 54935 (414) 923-6335 - 50,000,000 (\$50,000,000) STRAIGHT BONDS. UNDERWRITER: MORGAN STANLEY & CO INC. (FILE 33-15313 - JUN. 24) (RR. 7 - NEW ISSUE)
- S-8 BRITISH PETROLEUM CO PLC, ATTN C L CHRISTIAN, BRITANNIC HOUSE - MOOR LANE, LONDON EC2Y 9RU ENGLAND, X0 (212) 887-9300 - 36,000,000 (\$207,560,880) FOREIGN COMMON STOCK. (FILE 33-15316 - JUN. 24) (RR. 3)
- S-3 GENERAL MILLS INC, 9200 WAYZATA BLVD, MINNEAPOLIS, MN 55440 (612) 540-2311 - 100,000,000 (\$100,000,000) STRAIGHT BONDS, 2,000,000 (\$9,000,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 33-15323 - JUN. 25) (RR. 4)
- S-8 GENERAL MICROWAVE CORP, 5500 NEW HORIZONS BLVD, AMITYVILLE, NY 11701 (516) 694-3600 - 50,000 (\$520,625) COMMON STOCK. (FILE 33-15327 - JUN. 25) (RR. 3)
- N-1A ADVEST ADVANTAGE INVESTMENT TRUST, 60 STATE ST, BOSTON, MA 02109 (617) 742-5900 - INDEFINITE SHARES. (FILE 33-15328 - JUN. 22) (RR. 20 - NEW ISSUE)
- S-8 DUQUESNE LIGHT CO, ONE DEXFORD CENTRE, 301 GRANT ST, PITTSBURGH, PA 15279 (412) 393-6000 - 3,000,000 (\$32,250,000) COMMON STOCK. (FILE 33-15329 - JUN. 25) (RR. 7)
- S-11 INLAND REAL ESTATE GROWTH FUND II LP, 2901 BUTTERFIELD RD, C/O INLAND REAL ESTATE INVESTMENT CORP, CAK BROCK, IL 60521 (800) 826-8228 - 30,000 (\$30,000,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-15334 - JUN. 25) (RR. 5 - NEW ISSUE)
- S-4 UNIVERSAL MEDICAL BUILDINGS LTD PARTNERSHIP, 839 N JEFFERSON ST, MILWAUKEE, WI 53202 (414) 278-0100 - 3,221,329 (\$40,266,613) PREFERRED STOCK. (FILE 33-15335 - JUN. 25) (RR. 9)
- S-6 INSURED MUNICIPAL SECURITIES TRUST 31ST DISCOUNT SERIES, 55 WATER ST, C/O BEAR STEARNS & CO INC, NEW YORK, NY 10041 - INDEFINITE SHARES. DEPOSITOR: BEAR STEARNS & CO INC. (FILE 33-15336 - JUN. 25) (RR. 16 - NEW ISSUE)
- S-8 GRIJEN MARKETING CORP, 117 SEAVIEW DR, SECAUCUS, NJ 07094 (201) 865-8787 - 409,000 (\$3,323,125) COMMON STOCK, 512,600 (\$3,872,544) COMMON STOCK, 736,400 (\$5,983,250) COMMON STOCK. (FILE 33-15338 - JUN. 25) (RR. 8)
- S-8 XYLOGICS INC /DF/, 144 MIDDLESEX TURNPIKE, BURLINGTON, MA 01803 (617) 272-8140 - 578,819 (\$8,902,236.20) COMMON STOCK. (FILE 33-15339 - JUN. 25) (RR. 5)
- S-4 WFSBANCORP INC, BANK PLAZA, WHEELING, WV 26003 (304) 234-9000 - 539,000 (\$18,865,000) COMMON STOCK. (FILE 33-15342 - JUN. 25) (RR. 1)
- S-2 WESTWOOD GROUP INC, 277 CAFTMOUTH ST, BOSTON, MA 02116 (617) 536-3800 - 28,750,000 (\$28,750,000) STRAIGHT BONDS. (FILE 33-15344 - JUN. 25) (RR. 11)