

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

brief summary of financial proposals filed with and actions by the S.E.C.



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FOR RELEASE December 23, 1958

## CONSTITUTION LIFE SEEKS EXEMPTION FROM REPORTING REQUIREMENT

Constitution Life Insurance Company, Chicago, Illinois, has applied to the Securities and Exchange Commission for an exemption from the annual and other periodic reporting requirements of the Commission's Rule 15d-20 under the Securities Exchange Act of 1934; and the Commission has issued an order giving interested persons until January 2, 1959, to request a hearing upon the application.

The obligation to file the annual and other periodic reports resulted from the filing of a registration statement by Constitution Life Insurance Company (formerly Sterling Insurance Company) under the Securities Act of 1933 which proposed the public offering of 25,000 outstanding shares of its capital stock by three selling stockholders. This statement became effective on January 14, 1949.

According to the exemption application, Constitution Life Insurance has outstanding 100,000 shares of capital stock (its only outstanding securities), of which 399,907 shares are owned by Bankers Life and Casualty Company. The remaining 93 shares are said to be held by 13 stockholders, of whom 9 are directors owning one qualifying share each.

## DRIFT RUN GAS AND OIL OFFERING FILED

Willard E. Ferrell, 1405 Locust St., Philadelphia, filed a registration statement (File 2-14628) with the SEC on December 22, 1958, seeking registration of 128 Co-ownership Interests of the Working Interest of the Drift Run Gas and Oil Syndicate issued by Willard E. Ferrell. The interests are to be offered for public sale at \$645. The properties under lease are located in Ritchie County, West Virginia. The working interest in which each co-ownership interest shall participate pro-rata shall be 27/32nds of the gross income of either oil or gas, after certain allowable deductions. The purchase price for the smallest interest offered pays pro rata for drilling four wells and all other development expenses incident to preparing four wells for gas production.

## BANK BORROWINGS BY MISSOURI EDISON CLEARED

The SEC has issued an order (Release 35-13890) authorizing Missouri Edison Company, of Louisiana, Mo., to borrow not to exceed \$600,000 from The Boatmen's National Bank of St. Louis. The funds together with treasury cash will be used to repay a \$100,000 promissory note which matures March 27, 1959, and to finance the company's construction program.

## CONTEMPT JUDGMENT ISSUED IN EAST BOSTON CASE

The U.S. District Court in Boston on December 22, 1958, granted the SEC petition to hold East Boston Company, Bernard Goldfine, Mildred Paperman, and Alwyne Jealous in civil contempt of a 1955 court order directing East Boston to make timely and proper reports with the Commission on the Boston Stock Exchange as required by the Securities Exchange Act of 1934. The petition stated that East Boston failed to file its semi-annual report for the six months ended September 30, 1958, due November 14, 1958. The defendants consented to the adjudication; and Goldfine was fined \$1500, Paperman \$500 and Jealous \$500 as compensation for the Commission's expenses.

For further details, call ST. 3-7600, ext. 5526

## ONTARIO PROPOSES DEBENTURE OFFERING

The Province of Ontario (Canada) filed a registration statement (File 2-14626) with the SEC on December 22, 1958, seeking registration of \$75,000,000 of Twenty-five Year Debentures, due February 1, 1984, to be offered for public sale through an underwriting group headed by Harriman Ripley & Co., Inc., Wood, Gundy & Co., Inc., and five other firms. The interest rate, public offering price and underwriting terms are to be supplied by amendment.

Net proceeds of the sale of the debentures are to be advanced by the Province of Ontario to The Hydro-Electric Power Commission of Ontario. The Power Commission states that the funds will be added to its cash resources which will be utilized, among other things, for capital expenditures in connection with its present capital construction program and to repay temporary loans of the Power Commission outstanding at the time of the advance. The Power Commission estimates the cost for the year 1959 of the present capital construction program at approximately \$196,000,000. The Power Commission will deliver bonds to the Province in consideration of the advances.

## KANSAS POWER PROPOSES STOCK OFFERING

The Kansas Power and Light Company, Topeka, filed a registration statement (File 2-14627) with the SEC seeking registration of 275,000 shares of Common Stock, to be offered for public sale through an underwriting group headed by The First Boston Corporation. The initial public offering price will be related to the current market for outstanding Kansas Power stock on the New York Stock Exchange immediately prior to the offering. The terms of the underwriting agreement are to be supplied by amendment.

Net proceeds of the stock sale will be applied in part to the payment of \$6,500,000 of bank borrowings, previously incurred for property additions and improvements; and the balance will be added to general funds for use in the company's construction program. According to the prospectus, the company's construction program will require expenditures of \$27,664,000 during 1959 and 1960.

## SEIBERLING RUBBER FILES FOR RIGHTS OFFERING

Seiberling Rubber Company, Barberton, Ohio, today filed a registration statement (File 2-14629) with the SEC seeking registration of 106,841 shares of its Common Stock. The company proposes to offer these shares for subscription by its common stockholders of record January 19, 1959, at the rate of one new share for each four shares then held. The subscription price and underwriting terms are to be supplied by amendment. Eastman Dillon, Union Securities & Co. is listed as the principal underwriter.

Net proceeds of the stock sale will be added to the company's general funds and will be used for general corporate purposes, including working capital. The company is also negotiating a \$3,000,000 long term loan, of which \$1,000,000 would be used to pay the company's existing 4½% Term Loan and the balance added to general funds and used for general corporate purposes, including working capital. The financing is expected to enable the company to materially reduce its short term loans; but additional borrowings will be required for working capital purposes until additional working capital is obtained either through the further sale of securities or further long term borrowings.

## VEDITZ &amp; CO. HEARING CANCELLED

The December 23, 1958, hearing before the Commission on the question whether to sur the broker-dealer registration of Jean R. Veditz Co., Inc., 160 Broadway, New York, pending final decision on the question of revocation of registration, has been cancelled following the filing of a consent to suspension of registration by Veditz Co.

## SMALL HOLDING COMPANY EXEMPTION EXTENDED TO 6/30/59

The Securities and Exchange Commission today announced the postponement from December 31, 1958 to June 30, 1959 of the effective date for the rescission of Rule 9 promulgated under the Public Utility Holding Company Act of 1935 ("Act"), which rule affords a basis for claiming exemption from all provisions of the Act by small holding company systems.

This further extension of the exemption provided by Rule 9 is granted at the request of a few small holding companies which, by reason of special problems, find it impossible to complete their reorganization programs within the time heretofore provided.

## COLUMBIA GAS ACQUISITION OF GULF PIPELINE FACILITIES APPROVED

The SEC today announced the issuance of a decision approving the acquisition by Columbia Gulf Transmission Company, a newly organized subsidiary of The Columbia Gas System, Inc., of the pipeline facilities of Gulf Interstate Gas Company.

Under a Reorganization Agreement and Plan dated June 5, 1958 between Columbia, Columbia Gulf, and Gulf Interstate, Columbia Gulf will acquire substantially all of the assets of Gulf Interstate in exchange for (a) the delivery by Columbia Gulf to Gulf Interstate of an estimated 4,818,559 shares of Columbia's common stock, and (b) the assumption by Columbia Gulf of substantially all of Gulf Interstate's liabilities, estimated at \$151,740,000. Columbia Gulf will obtain the required number of Columbia shares in exchange for its own common shares.

Gulf Interstate will distribute 3,079,671 of the Columbia shares to its own common stockholders as a liquidating dividend. The remaining 1,738,888 (estimated) Columbia shares will be delivered to the holders of Gulf Interstate's 6½% and 5-¾% preferred stock, having an aggregate par value of \$31,300,000, in satisfaction of the preferred claims. Columbia now owns one of the two outstanding series of preferred stock of Gulf Interstate. The other series, having an aggregate par value of \$13,792,000, will be called for redemption. The money will be supplied by underwriters under an agreement whereby they will ultimately receive shares of Columbia common stock, taken at its "fair market value," and they will thereupon make a public distribution of Columbia shares so received.