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

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TWO REGULATION A OFFERINGS SUSPENDED. The SEC has issued orders temporarily suspending Regulation A exemptions from registration under the Securities Act of 1933 with respect to public offerings of stock by the following: (1) Alan-Randal Co., Inc., 11608-11622 Ventura Blvd., Studio City, Calif., and (2) Automata International, Inc., 5639 West Pico, Los Angeles, Calif.

Regulation A provides a conditional exemption from registration for public offerings of securities not exceeding \$300,000 in amount. Alan-Randal filed a Regulation A notification in October 1961 proposing the public offering of 120,000 common shares at \$2.50 per share; and in August 1961 Automata filed a similar notification for an offering of 300,000 common shares at \$1 per share. The Commission's suspension orders assert that the two companies failed to comply with certain terms and conditions of Regulation A. The orders provide an opportunity for hearing, upon request, on the question whether the suspension should be vacated or made permanent.

With respect to Alan-Randal, it is alleged that on August 19, 1963 a report of stock sales was filed with the Commission falsely stating that the underwriter (Pacific Coast Securities Co.) had sold the 70,000 shares to be offered on a firm commitment basis (the balance then to be offered on a best efforts basis), when more than 18,000 shares of said initial block remained unsold on August 1, 1963. Moreover, the said underwriter also served as underwriter for another stock offering under a Regulation A exemption which subsequently was suspended by the Commission.

In the case of Automata, the Commission's order asserts that the offering exceeded the \$300,000 limitation imposed by Regulation A and that a report of stock sales was filed which falsely represented that the offering had been completed on January 4, 1962, whereas more than 40,000 shares remained unsold at the date and the public distribution wasn't completed until February 28, 1962. In addition, according to the order, Automata's offering circular failed to disclose that a major and specific purpose for which the issuer was organized was the acquisition of a certain French corporation, the terms of the purchase contract, that in excess of \$100,000 of the proceeds of the stock sale would be applied to such acquisition, and that the French corporation would constitute a principal part of the issuer's business and its acquisition was essential to this intended business activity.

ORDER ON PRECISION METAL PRODUCTS PERMANENT. The SEC, on request of the parties, has cancelled the hearing in proceedings to determine whether it should vacate or make permanent a 1962 order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a public offering of stock by Precision Metal Products, Inc., 278 N.W. 27th St., Miami, Fla. Accordingly, the suspension order becomes permanent.

This action was based upon an offer of settlement whereby the issuer and the receiver for the underwriter withdrew their requests for a hearing and the issuer requested a ruling (which was issued by the Commission) that the suspension order would not be a bar to future offerings by the issuer under a Regulation A exemption.

LOUISIANA POWER & LIGHT OBTAINS ORDER. The SEC has issued an order under the Holding Company Act (Release 35-14997) permitting Louisiana Power & Light Company, Gretna, La., to transfer from its earned surplus account to its common stock capital account an aggregate of \$5,250,000, which is equivalent to 50 cents per share on its outstanding common stock, all held by Middle South Utilities, Inc.

COMPLAINT CITES PAUL SANDBLOM. The SEC Fort Worth Regional Office announced January 12 (LR-2821) that a complaint had been filed against Paul A. Sandblom of Corpus Christi, Texas for violations of the registration provisions of the Securities Act. Sandblom was arrested and remanded to jail pending the posting of a \$25,000 bond.

TRANS WORLD LIFE INSURANCE PROPOSES OFFERING. The Trans World Life Insurance Company of New York, Coliseum Bldg., 10 Columbus Circle, New York City, filed a registration statement (File 2-22018) with the SEC on Jan. 16 seeking registration of 200,000 shares of capital stock of which 66,000 have been subscribed for by Directors of the company. The remaining 134,000 shares are to be offered for public sale at \$7.50 per share, principally through the efforts of the company's president. No underwriting is involved.

Organized under New York law in March, 1962 under the name The Futurity Life Insurance Company of America, the company proposes to engage in the business of writing life insurance, including ordinary life, term and endowment policies, both participating and non-participating, annuities, accident and health insurance, major medical insurance, group insurance, association group insurance, group creditors insurance and pension and profit sharing plans. The company has not yet engaged in any business and will not write any insurance until the completion of this offering and until a license has been obtained. The net proceeds received from this offering will be used to finance the general conduct of an insurance business. It is expected that the expenses of this offering and organization of the company will total approximately \$43,000. If all shares being offered are subscribed for, officers and directors will own 33% of the outstanding shares. Fred Flatow is president and Burton A. Finberg is executive vice-president.

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DALLAS POWER & LIGHT FILES FINANCING PLAN. Dallas Power & Light Company, 1506 Commerce St., Dallas, filed a registration statement (File 2-22020) with the SEC on January 16 seeking registration of \$15,000,000 of sinking fund debentures due 1989, to be offered for public bidding. The net proceeds from the sale of debentures, together with funds derived from the company's operations, will be used to meet construction expenditures (estimated at \$25,200,000 for 1964) and for other corporate purposes. C. A. Tatum, Jr. is president and general manager and L. J. Blaize is vice president.

CALDOR FILES FOR OFFERING AND SECONDARY. Caldor, Inc., 69 Jefferson St., Stamford, Conn. filed a registration statement (File 2-22021) with the SEC on January 16 seeking registration of 60,000 outstanding shares of common stock, to be offered for public sale by the holders thereof, and 60,000 shares of \$20 par cumulative convertible preferred stock to be offered for public sale by the company. The offerings will be made through an underwriting group headed by Laird & Company, Corporation, Wilmington Trust Bldg., Wilmington, Del.; and the offering prices (maximum \$12 per share for the common and \$20.00 per share for the preferred*) and underwriting terms are to be supplied by amendment.

Organized in 1961 under Delaware laws, the company and subsidiaries are engaged in the operation, in leased premises, of retail promotional department stores, known as "discount houses." They offer a wide range of merchandise including housewares, furniture hardware, paints, auto supplies, radios, television sets, jewelry, leather goods, soft goods, etc. Originally the business began as an individual proprietorship established in 1951 by Carl Bennett in Port Chester, New York. Presently there are six stores, and the company plans to use the proceeds from the sale of the preferred stock in connection with the opening of, and acquisition of inventory for, two new stores in Mt. Kisco, New York and Waterbury, Conn. Any remaining balance will be added to the company's working capital. In addition to indebtedness, the company had outstanding as of December 31, 1963, 1,047,553 shares of common stock, of which management officials own 65.1%. Carl Bennett, president and board chairman, owns 572,700 shares (54.7%); and he proposes to sell 50,000 shares; and the remaining 10,000 shares are being offered by his wife.

CANADA GENERAL FUND FILES FOR REGISTRATION. Canada General Fund, Inc., 111 Devonshire St., Boston, filed a registration statement (File 2-22019) with the SEC on January 16 seeking registration of 100,000 shares of common stock to be offered for public sale. The proposed offering price (maximum \$20 per share) will be the net asset value plus an underwriting commission of 8½% for purchases less than \$12,500. The underwriting group will be headed by Vance, Sanders & Company, Inc., 111 Devonshire St., Boston.

According to the prospectus, the said Fund was organized under Massachusetts law in October 1963 to acquire the assets of Canada General Fund Limited, a Canadian corporation, in exchange for Fund shares. Shareholders of the Canadian corporation are to vote upon the proposal on January 29, 1964; and it is contemplated that, upon approval, the Fund shares will be exchanged by the predecessor company on a share for share basis with its shareholders.

The prospectus lists Henry T. Vance as board chairman and William F. Shelley as president of the new Fund. Boston Management & Research Company will serve as investment advisor.

RIVER ASPHALT OFFERING SUSPENDED. The SEC has issued an order temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a public offering of stock by River Asphalt, Inc., Newell, W. Va., for alleged failure to comply with certain of the terms and conditions of Regulation A and to cooperate by amending or withdrawing its filing. The order provides an opportunity for hearing, upon request, on the question whether the suspension should be vacated or made permanent. The filing was made in June 1958 and covered a proposed offering of 850 common shares at \$100 per share.

TWO DELISTINGS APPROVED. The SEC has issued orders (Release 34-7223) granting an application of the National Stock Exchange to strike from listing and registration the common stock of M S I Corporation (effective at the opening of business January 27, 1964) and an application of the Pacific Coast Stock Exchange to strike from listing and registration the capital stock of Cabol Enterprises Limited (effective at the opening of business January 24, 1964).

SECURITIES ACT REGISTRATIONS. Effective January 15: Connelly Containers, Inc. (File 2-21942). Effective January 16: Bay State Exchange Fund, Inc. (File 2-21459); Occidental Petroleum Management Co. (File 2-21803); Plico Fund, Inc. (File 2-21317); Second Congress Street Fund, Inc. (File 2-21934); Underwriters National Assurance Co. (File 2-21929).

*As estimated for purposes of computing the registration fee.

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