

SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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HERCULES POWDER FILES STOCK PLAN. Hercules Powder Company, 910 Market St., Wilmington, Del., filed a registration statement (File 2-21115) with the SEC on February 27 seeking registration of 300,000 shares of common stock, to be offered pursuant to its 1962 Stock Option Plan.

STANDARD BRANDS PAINT FILES FOR SECONDARY. Standard Brands Paint Company, 4300 West 190th St., Torrance, Calif., filed a registration statement (File 2-21116) with the SEC on February 28 seeking registration of 1,700 outstanding shares of common stock, to be offered for public sale by the holders thereof from time to time on the American Stock Exchange or in the over-the-counter market at prices prevailing on said Exchange. The company is engaged in the manufacture and direct retail distribution of paints, enamels, varnishes and allied products in the Southern California area. In addition to certain indebtedness, the company has outstanding 596,148 shares of common stock, of which Milton Brucker owns 12% and management officials as a group 25.1%. Dan Greenberg is board chairman and Sid Greenberg is president. Walter Floersheimer, Allen & Company and Alan J. Hirschfield propose to sell 25,000, 25,000 and 1,700 shares each (of an aggregate of 54,900 shares owned by them). Allen & Company will continue to own 20,000 shares and Floersheimer 3,200 shares.

CONSOLIDATED OIL & GAS PROPOSES DEBENTURE RIGHTS OFFERING. Consolidated Oil & Gas, Inc., 4150 East Mexico Ave., Denver, filed a registration statement (File 2-21117) with the SEC on February 28 seeking registration of \$2,482,500 of 6% sinking fund debentures due 1975 (with attached warrants to purchase an aggregate of 124,125 shares of common stock). It is proposed to offer such debentures for subscription at 100% of principal amount by common stockholders at the rate of \$500 of debentures (with an attached warrant to purchase 25 shares at \$4.875 per share) for each 500 shares held of record March 31, 1963. No underwriting is involved. The statement also includes 321,092 shares underlying outstanding warrants which are exercisable at \$3.875 before June 1963 and at \$4.875 until June 1967.

The company's business consists of the acquisition of leaseholds and other interests in oil and gas properties, including in some instances producing properties, exploration and development thereof and production and sale of crude oil, condensate and natural gas. The net proceeds from the debenture sale will be used to retire \$1,586,008 of notes, and the balance will be added to working capital and used to finance the drilling and development of the company's properties (including waterflooding) and for other corporate purposes. According to the prospectus, as of November 30, 1962, the company's current liabilities exceeded its current assets by about \$600,000, and such deficit is said to have occurred by reason of the company's large capital expenditures in excess of its current income for acquisition, exploration and development of natural gas and oil properties. In addition to certain indebtedness, the company has outstanding 2,425,847 shares of common stock, of which management officials as a group (including shares owned by family members and 100,000 shares owned by El Paso Natural Gas Products, Co.) own 20%. Harry A. Trueblood, Jr. is president.

TRAVEL MANAGEMENT SHARES IN REGISTRATION. Travel Management Corp., 1612 K Street, N. W., Washington, D. C., filed a registration statement (File 2-21118) with the SEC on February 28 seeking registration of 100,000 shares of common stock. The company proposes to issue such shares from time to time in connection with the acquisition of additional travel agencies and related businesses, and it is anticipated that such shares will be issued at such prices as may be negotiated by the company and the owners of the businesses to be acquired (without payment of underwriting discounts or commissions).

The company was organized in January 1962 for the purpose of acquiring and operating travel agencies and related businesses; and in August 1962 it acquired the stock of six travel agencies (and a note of one) in exchange for an aggregate of 382,047 common shares and \$333,425 in cash. The company is engaged in all phases of the travel agency business, including the sale of tickets for travel on common carriers, arranging hotel reservations, and the creation, marketing and sale of tours for individuals and groups. The company has outstanding preferred stock and 648,275 shares of common stock, of which Utilities & Industries Management Corp. (wholly owned by Utilities & Industries Corp.), Sanford T. Allen, board chairman, and N. Sidney Nyhus, president, own 26.2%, 18.4% and 11.3%, respectively. Book value of stock now outstanding is about 4c per share.

A. H. ROBBINS FILES FOR SECONDARY. A. H. Robbins Company, Incorporated, 1407 Cummings Drive, Richmond, Va., filed a registration statement (File 2-21119) with the SEC on February 28 seeking registration of 350,000 outstanding shares of common stock, to be offered for public sale by the holders thereof through underwriters headed by Goldman, Sachs & Co., and Smith, Barney & Co., Inc., both of 20 Broad St., New York. The public offering price (maximum \$32 per share*) and underwriting terms are to be supplied by amendment. The statement also includes 75,000 outstanding shares to be sold by one of the selling stockholders to company employees.

The company is engaged in the development, manufacture and sale of pharmaceutical specialties promoted "ethically" through activities directed towards physicians and pharmacists. Its principal products are antispasmodic drugs used for gastro-intestinal disorders, drugs for cough and cold ailments, and skeletal muscle relaxants. The company has outstanding 3,897,460 shares of common stock, all of which are owned by C. Claiborne Robins, president, and members of his family (directly or indirectly). Robins proposes to sell

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182,420 shares (and 75,000 shares to employees) for his own account, and an additional 137,760 shares as executor under the will of Martha E. Robins. In addition, the trustee under an indenture for the benefit of the University of Richmond (during the lifetime of Robins) proposes to sell 29,820 shares of 208,600 shares held.

WESTERN HERITAGE LIFE SHARES IN REGISTRATION. Western Heritage Life Insurance Company, 1107 Main St., Woodward, Okla., filed a registration statement (File 2-21121) with the SEC on February 28 seeking registration of 300,000 shares of common stock, to be offered at \$5 per share only to persons who qualify for their purchases under one or more incentive programs for officers, employees or agents of the company and under an incentive program for persons whom the company will select as probable "centers of influence" who can assist in promoting the growth of the company (and who will be appointed directors).

HOME & FOREIGN SECURITIES. The SEC has issued notice under the Investment Company Act of a proposal to declare that Home and Foreign Securities Corporation, c/o American Corporation, 420 Lexington Avenue, New York 17, N. Y., has ceased to be an investment company (Release IC-3640); and interested persons may request a hearing thereon not later than March 12, 1963. The said company was merged in 1955 into Eagle Lion Studios, Inc., a subsidiary of Chesapeake Industries, Inc., and later known as American Corporation. Eagle, the surviving corporation, later changed its name to Intercoast Petroleum Inc. Under the merger proposal, shares of American were issued in exchange for Home and Foreign preferred and common on the basis of 1-1/3 shares of \$4 preferred and 5/2 shares of common stock of American for each share of Home and Foreign preferred, and 3/4 share of American common for each share of Home and Foreign common. As of October 19, 1962, there were 8563 shares of Home and Foreign common unexchanged for which 6,422.25 shares of American common were reserved, and 317 preferred shares for which 1,743.5 shares of American common and 422.561 shares of American preferred were reserved.

DELAWARE POWER & LIGHT RECEIVES ORDER. The SEC has issued an order under the Holding Company Act (Release 35-14813) extending from March 31, 1963 to April 1, 1964, the time within which Delaware Power & Light Company, Wilmington registered holding company, may acquire from its utility subsidiary, Eastern Shore Public Service Company of Virginia, not to exceed \$1,000,000 of Virginia's 4 1/2% promissory notes due 1973 and not to exceed 10,000 common capital shares of Virginia.

BORROWINGS BY TWO AMERICAN ELECTRIC POWER SUBSIDIARIES APPROVED. The SEC has issued orders under the Holding Company Act (Releases 35-14814 and 35-14815) authorizing Wheeling (W. Va.) Electric Company and Kingsport (Tenn.) Utilities, Inc., subsidiaries of American Electric Power Company, Inc., a registered holding company, to extend to March 31, 1964, the time within which they may issue notes to commercial banks in renewal of short-term notes maturing in March 1963.

UNLISTED TRADING GRANTED. The SEC has granted an application of the Philadelphia-Baltimore-Washington Stock Exchange (Release 34-7029) for unlisted trading privileges in the common stock of Harvey Aluminum, Inc.

TWO DELISTINGS APPROVED. The SEC has granted an application of the Midwest Stock Exchange to delist the common stock of The Clark Controller Company, effective at the close of business March 8, 1963, and a similar application of the American Stock Exchange to delist the common and cumulative preferred stocks of Arnold Altex Aluminum Company, effective at the close of business March 11, 1963 (Release 34-7029).

WOIKE & CO. ENJOINED. The SEC New York Regional Office announced February 27 (LR-2520) the entry of a Federal court order (USDC, SDNY) permanently enjoining Richard Woike & Company, Inc., 1775 Broadway, New York, and Richard Woike, its president (of Los Angeles), from further violating the Exchange Act bookkeeping and broker-dealer registration provisions. The defendants consented to entry of the order.

CLARIFICATION RE CITIES SERVICE "SECONDARY." The SEC News Digest of February 25th reported the filing by Cities Service Company of a statement covering 495,638 outstanding shares of \$2.25 cumulative convertible preferred stock (no par) which, according to the News Digest item, were "to be offered for public sale (or if converted the underlying common shares) by the holders thereof /the present directors of Tennessee Corporation, of New York, and their affiliates/ from time to time on the New York Stock Exchange or otherwise . . ." The Cities Service preferred shares are to be issued in connection with its acquisition as of March 31, 1963, of substantially all the properties and assets of Tennessee Corp. According to the prospectus, the statement was filed because Cities Service understands that the Commission takes the position that directors of Tennessee and their affiliates who receive the Cities Service preferred are "underwriters" within the meaning of the Securities Act. The prospectus further states that neither Tennessee nor Cities Service knows of any contemplated sale of Preference Stock by any former stockholder of Tennessee owning, either alone or with affiliates, a percentage of the Capital Stock of Tennessee large enough to consider it or them to be an "underwriter" within the meaning of the Act.

MATTAGAMI EXPLORERS CORP. has been removed from the Commission's Canadian Restricted List (Rel 33-4586).

SECURITIES ACT REGISTRATIONS. Effective March 1: Empire Life Insurance Co. (File 2-20749); Instr-O-Matics, Inc. (File 2-20780); Oklahoma Gas & Electric Co. (File 2-21046); Workman Electronic Products, Inc. (File 2-20840). Withdrawn February 28: Falcon National Life Insurance Co. (File 2-20503).

ORAL ARGUMENTS, COMING WEEK: Precision Microwave Corp., Thursday, March 7, 2:30 P.M.

*As estimated for purposes of computing the registration fee.

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