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

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HOMESTEAD GOLD EXPLORATION SUSPENSION MADE PERMANENT. The SEC today announced a decision under the Securities Act (Release 33-4770) making permanent its December 1963 order, temporarily suspending a Regulation A exemption from registration under the Securities Act of 1933 with respect to a public stock offering by Homestead Gold Exploration Corporation, 3460 Wilshire Blvd., Los Angeles. The decision further denied an application filed by Homestead under Rule 252(f) of Regulation A for relief from the bar to future Regulation A exemptions, which the suspension entails.

Pursuant to a Regulation A notification, the company during the period between June 11, 1963, and July 16, 1963 (when the public offering was reportedly completed) sold 300,000 common shares at \$1 per share. However, according to the Commission's decision, 32,215 of such shares, which were purportedly sold to an account in the names of an uncle of Vivian K. Osborne (the underwriter's president and majority stockholder, as well as a promoter and director of Homestead) and a person who was then affiliated with the underwriter and Homestead, were resold during the next 8 days through the underwriter for an aggregate of \$53,972, or \$18,757 in excess of the stated public offering price. Since under the circumstances the distribution was not complete until the 32,215 shares came to rest in the hands of the subsequent purchasers, Homestead's Form 2-A report, which stated that a total of \$300,000 had been received from the offering and that it had been completed on July 16, 1963, was incorrect. Although Homestead consented to the entry of a permanent suspension order, it filed an application for relief under Rule 252(f). The Commission denied this application, but without prejudice to a reapplication for relief under Rule 252(f) supported by a showing that Osborne no longer has power to influence company affairs.

SCHARFMAN-LAWRENCE INVESTORS WITHDRAWAL PERMITTED. The SEC today announced a decision under the Securities Exchange Act (Release 34-7558) permitting Lawrence Scharfman (also known as Larry Scharfman), doing business as Lawrence Investors Co., 1237 Avenue Z, Brooklyn, N. Y., to withdraw his registration as a broker and dealer. Proceedings to determine whether his registration should be revoked for failure to file a 1963 financial report were discontinued. Scharfman testified in a hearing that in 1963 he had ceased to do business as a broker and dealer, resigned from the NASD, and terminated his registration as a broker-dealer in the State of New York. He stated that he had been erroneously advised that his resignation from the NASD automatically terminated his registration with the Commission and believed that no report for 1963 was required. Scharfman thereafter submitted an offer of settlement in which he consented to a finding that he had violated said financial-reporting requirement, provided that he be permitted to withdraw his registration and that such finding would not bar him from continued employment in the securities business as a registered representative under proper supervision. The Commission concluded that, in view of the mitigating circumstances alluded to by Scharfman and the nature of the violation, his continued employment in the securities business in an appropriately supervised capacity, and withdrawal of his registration, would be consistent with the public interest.

CANADIAN RESTRICTED LIST. Olympus Mines, Ltd., has dropped from the Commission's Canadian Restricted List (Release 33-4771) reducing to 106 the number of Canadian companies whose securities the Commission has reason to believe recently have been or currently are being distributed in the United States in violation of the registration requirements of the Securities Act of 1933, thus depriving investors of the financial and other information essential to an informed and realistic evaluation of the worth of the securities which registration would provide.

SECURITIES CORP. GENERAL RECEIVES ORDER. The SEC has issued an order under the Investment Company Act (Release IC-4194) declaring that Securities Corporation General, 70 Pine St., New York, has ceased to be an investment company.

AMERICAN INVESTORS LIFE PROPOSES OFFERING. American Investors Life Insurance Company, Inc., 3310 Harrison St., Topeka, Kansas, filed a registration statement (File 2-23296) with the SEC on March 17 seeking registration of 500,000 shares of common stock. Of this stock, 450,000 shares are expected to be purchased by company officials and incorporators at \$2 per share, and the balance is to be offered for public sale through company officers and agents at the same price.

The company was organized under Kansas law in March 1965 for the purpose of conducting a life insurance business. Net proceeds from its stock sale will be used to meet capital requirements for obtaining a license to sell insurance in Kansas and in the conduct of such business. Lloyd R. Parker is board chairman and James H. Carter is president.

MINNESOTA NATIONAL LIFE PROPOSES OFFERING. Minnesota National Life Insurance Company, 905 Soo Line Bldg., Minneapolis 55402, filed a registration statement (File 2-23297) with the SEC on March 17 seeking registration of 600,000 shares of common stock. The stock is to be offered for public sale on a best-efforts basis at \$10 per share, through Conning & Co., 15 Lewis St., Hartford, Conn., which will receive a 20¢-per-share selling commission.

Organized under Minnesota law in November 1964, the company intends to write individual life insurance policies, individual endowment policies and individual annuity contracts. Net proceeds from the stock sale will be used in the conduct of its insurance business. The company has outstanding 100,000 common shares, of which company officials own 15.5%. All of the outstanding shares were purchased at \$10 per share. John Lienemann is president.

FAIRWAY FRIEND PROPOSES OFFERING. Fairway Friend, Inc., 32 Commerce St., Springfield, N. J., filed a registration statement (File 2-23299) with the SEC on March 17 seeking registration of 200,000 shares of common stock. The shares are to be offered for public sale on a best-efforts basis at \$5 per share, through brokers or dealers (who will receive a 50¢-per-share selling commission) and company officials.

Organized under New Jersey law in December 1964, the company intends to manufacture and market proprietary products to the golf field, including practice equipment. Net proceeds from the company's stock sale will be placed in general funds to be available for use in conducting its business. To the extent that such funds are not required, they will be invested in income-producing securities. The company has outstanding 52,000 common shares, of which management officials own 3.9%. Nova Products, Inc. of which Lawrence C. Oakley (company president) and three other company officials are in control, owns 96.1% of the company's outstanding stock (issued for an aggregate of \$500) and 5-year warrants to purchase 25,000 shares for \$125,000. Company officials paid \$2.25 per share for the stock acquired by them.

WHITMORE SENTENCED. The SEC Washington Regional Office announced March 17 (LR-3173) that Ralph H. Whitmore received a 3-year suspended sentence (USDC DC), following a guilty plea to violating the Securities Act anti-fraud provisions in the sale of securities of Inter-American Timber Corp. and Venezuela Mines, Inc.

KANEB PIPE LINE PROPOSES OFFERING. Kaneb Pipe Line Company, 3431 W. Alabama Ave., Houston, Tex. 77027, today filed a registration statement (File 2-23303) with the SEC seeking registration of 200,000 shares of common stock, to be offered for public sale through underwriters headed by Glore Forgan, Wm. R. Staats Inc., 45 Wall St., New York 10005. The public offering price (\$22 per share maximum*) and underwriting terms are to be supplied by amendment.

The company owns and operates a 694-mile common carrier pipe line in the States of Kansas, Nebraska and South Dakota, and transports liquid petroleum products. Net proceeds from its stock sale (together with funds received from a \$3,000,000 bond sale and a \$4,000,000 bank loan) will be applied to the prepayment of \$3,000,000 of promissory notes and to the company's 1965 expansion program, estimated at \$7,100,000. The balance of the proceeds will be added to working capital. In addition to indebtedness and preferred stock, the company has outstanding 1,046,068 common shares, of which management officials own 17%. Herbert E. Fisher is president and board chairman.

PROSPECTUS PROCEDURE OUTLINED. The SEC, in its Release No. 33-4749 of December 23, 1964, announced the adoption of Rules 425A and 174 under the Securities Act of 1933 with respect to the delivery of prospectuses by dealers following the public offering of securities which have been registered pursuant to that Act.

So that dealers may be more readily apprised of their obligation to deliver a prospectus in trading transactions in securities so registered, Rule 425A requires a statement in the prospectus stating the date on which the relevant 40 or 90 day period for the required delivery of a prospectus will expire. Rule 174 shortens or eliminates the 40 or 90 day statutory prospectus delivery period in certain situations.

As a further means of apprising dealers of their obligation to deliver a prospectus in such transactions involving registered securities, and particularly to assist those who may not have a copy of the prospectus in resolving questions as to when the period for the required delivery of the prospectus will expire, the Commission has determined to add this information to its daily News Digest reports on effective registration statements.

It should be emphasized that the foregoing obligation is in addition to the requirement for delivery of a prospectus when the dealer acts as underwriter or in transactions with respect to their unsold allotments or subscriptions.

SECURITIES ACT REGISTRATIONS. Effective March 18: Pennzoil Co.; A. H. Robins Co., Inc. (Apr 27).

NOTE TO DEALERS: The prospectuses for the above issuers reflect the dates or time periods shown in parentheses, as required by SEC Rule 425A, for the use of the prospectus by dealers in trading transactions.

*As estimated for purposes of computing the registration fee.

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