

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

Washington 25, D.C.

FOR RELEASE

August 9, 1957

Hal Roach Productions, Inc., Culver City, California, filed a registration statement (File 2-13525) with the SEC on August 8, 1957, seeking registration of 375,000 shares of its \$1 par Common Stock. The company proposes to offer these securities for public sale at \$3 per share through an underwriting group headed by S. D. Fuller & Co. of New York. The underwriting commission is to be 45¢ per share. The principal underwriter also will receive expense reimbursement not to exceed \$20,000, plus the reasonable fees of its counsel. In addition, the principal underwriter is entitled to purchase common stock warrants at 1¢ per warrant, entitling the holder thereof to purchase 87,500 shares of common stock within five years at the price of \$3.25 per share.

Hal Roach Productions was organized on May 27, 1957, for the purpose of carrying on the business presently conducted by Hal Roach Studios. It is a producer of films for television. Net proceeds of the sale of the 375,000 common shares are to be added to working capital and used for general corporate purposes. However, the company may use a part of such funds to lease a studio in New York City, for the purpose of expanding its production of television film commercials.

The company has outstanding 375,000 common shares and 1,050,000 shares of Class B Capital Stock. Hal Roach, Jr. is president and chief executive officer. According to the prospectus, he owns all of the outstanding common stock of Hal Roach Studios; and, upon the sale of the 375,000 common shares, he will own all of the issued and outstanding 1,050,000 Class B shares, being approximately 74% of all of the stock to be issued having voting powers.

## Investment Company Act. Release No. 2569

Applications have been filed with the SEC under the Investment Company Act by The Colonial Fund, Inc., Gas Industries, Fund, Inc., and The Bond Investment Trust of America, all of Boston, Mass., for exemption orders permitting their acquisition of \$300,000, \$600,000 and \$100,000, respectively, of Atlantic Refining Company debentures; and the Commission has issued an order giving interested persons until August 20, 1957, to request a hearing thereon.

The Atlantic Refining debentures are part of an offering of \$100,000,000 of Convertible Subordinated Debentures which that company proposes to offer for public sale through underwriters which will include The First Boston Corporation. James H. Orr, a director of First Boston, is also a director of Colonial Fund and Gas Industries and a trustee of Bond Investment. Because of this affiliation, the purchases by the investment companies, to be made from members of the underwriting or selling group other than First Boston, are prohibited by the Act unless an exemption is issued by the Commission.

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

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Duke Power Company, Charlotte, N. Car., filed a registration statement (File 2-13526) with the SEC on August 8, 1957, seeking registration of \$50,000,000 of Sinking Fund Debentures due September 1, 1982, to be offered for public sale at competitive bidding. The net proceeds will be applied and used by the company to finance in part the cost of its continuing construction program, including the reimbursement (in whole or in part) of the company's treasury for expenditures in connection with such program since April 1, 1957, and payment of short-term borrowings made for such reimbursement purposes or for construction expenditures. The company's construction program for 1957 and 1958 is estimated at \$60,100,000 and \$64,600,000, respectively.

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Commonwealth Income Fund, Inc., San Francisco investment company, filed a registration statement (File 2-13527) with the SEC on August 8, 1957, seeking registration of 500,000 shares of its \$1 par Common Stock.

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Employees' Group Associates, Boston, today filed a registration statement (File 2-13528) with the SEC seeking registration of 88,761 Common Shares (no par). The company proposes to offer these shares for subscription by holders of its outstanding common shares at the rate of one share for each four shares held. The record date, subscription price, and underwriting terms are to be supplied by amendment. Morgan, Stanley & Co. is named as the principal underwriter.

The company is a holding company which has two wholly-owned subsidiaries, American Employers' Insurance Company and The Employers' Fire Insurance Company, which are engaged in the business of writing multiple lines of insurance (other than life, title and mortgage insurance). The company's subsidiaries, together with the United States Branch of The Employers' Liability Assurance Corporation Limited, of London, England and the latter's subsidiary, The Halifax Insurance Company of Massachusetts, are collectively known in the insurance industry as The Employers' Group of Insurance Companies.

It is expected that a substantial part of the net proceeds to the company from the sale of the additional common shares will be used by the company for the formation of a life insurance company, 51 % of the voting stock of which will be owned by the company and the remainder by The Employers' Liability Assurance Corporation Limited, the contribution of each to be in the same proportion. The balance of the net proceeds will become a part of the general funds of the company to be available as a source of capital funds for any one or more of the company's subsidiaries.

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In November 1956 the Securities and Exchange Commission instituted a private investigation to determine whether Union Electric Company, St. Louis, Missouri, and certain of its officers and employees had violated provisions of the Public Utility Holding Company Act of 1935. The inquiry related particularly to the question whether payments aggregating \$35,000 made by Union to J. Roy Browning, a Chicago lawyer, violated the prohibition of Section 12(h) of the Act against direct or indirect contributions by a registered holding company in connection with the

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Candidacy, nomination, election, or appointment of any person for or to any office or position in the Federal or State Government or in support of any political party or any committee or agency thereof. In addition, the investigation concerned the question whether any such payments have been properly recorded on the books and records of Union and whether financial statements and reports filed by Union with the Commission correctly accounted for and reported such payments.

The Commission's investigation was prompted by newspaper disclosures that Union, which is a registered holding company, had issued \$35,000 in checks payable to Browning, which checks turned up in the so-called "envelope account" maintained at the Southmoor Bank & Trust Company of Chicago by Orville Hodge, formerly State Auditor of the State of Illinois, who is presently incarcerated in the penitentiary having been convicted of both State and Federal offenses. The possible violation of the Holding Company Act was also the subject of a simultaneous inquiry by a Federal Grand Jury in Springfield, Illinois. The Commission and the United States Attorney's Office in Springfield, cooperated in this matter. During the course of the Commission's investigation some 40 individuals were interviewed and considerable research involving the inspection of documents and other material was undertaken.

The Commission referred the evidence which its investigation disclosed to the Department of Justice. The Department concluded that the facts developed did not come within the reach of the Holding Company Act. On May 24, 1957 the Grand Jury before which this inquiry was conducted was discharged. It did not vote any indictments. In view of the foregoing, the Commission has discontinued its investigation.

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