

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

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



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**VARIABLE ANNUITY LIFE INSURANCE FILES FOR SECONDARY.** Variable Annuity Life Insurance Company of America, 1717 Pennsylvania Ave., N. W., Washington, D. C., filed a registration statement (File 2-22301) with the SEC on April 15 seeking registration of 43,000 outstanding shares of common stock. The present holder thereof (John D. Marsh, board chairman) proposes to offer these shares for public sale. The offering price (\$22.25 per share maximum\*), underwriting terms and identity of the underwriters are to be supplied by amendment.

The company is licensed as an insurance company in 27 states and the District of Columbia and is engaged primarily in the sale of individual, pension trust and group variable annuity contracts. It also issues conventional fixed-dollar annuities, life insurance and disability insurance either independently of or in combination with variable annuities. The company has 1,325,000 outstanding shares of capital stock, of which management officials as a group own 17.41%. Marsh, a founder and former president, currently owns beneficially 144,480 common shares or approximately 10.9% of the outstanding stock. Upon completion of this offering, he will own approximately 7.66% of the total outstanding. Harry C. Copeland, Jr., is listed as president.

**PHILADELPHIA ELECTRIC PROPOSES OFFERING.** Philadelphia Electric Company, 1000 Chestnut St., Philadelphia, Pa., 19105, has filed a registration statement (File 2-22303) with the SEC on April 16 seeking registration of \$50,000,000 of first and refunding mortgage bonds due 1994, to be offered for sale at competitive bidding. The company is an operating utility serving electricity, gas and steam in southeastern Pennsylvania. Three subsidiaries own and operate the Conowingo Hydro-Electric Project, and one distribution subsidiary serves electricity in two counties in northeastern Maryland, adjacent to the Project. A portion of the net proceeds from this bond sale will be used to repay \$23,000,000 of bank loans obtained for the interim financing of construction. The balance will be applied toward the company's expansion program estimated at \$582,000,000 through 1968. R. G. Rincliffe is board chairman and H. N. Ramsey is president.

**WASHINGTON NATURAL GAS FILES FOR OFFERING AND SECONDARY.** Washington Natural Gas Company, 815 Mercer St., Seattle, Wash. 98111, filed a registration statement (File 2-22304) with the SEC on April 16 seeking registration of 251,500 shares of common stock. Of this stock, 220,000 shares are to be offered for public sale by the company and 31,500 shares (being outstanding stock) by the present holders thereof. The offering price is \$23 per share maximum\* and the underwriting terms are to be supplied by amendment. Dean Witter & Co., 45 Montgomery St., San Francisco, is listed as principal underwriter.

The company (formerly Washington Gas and Electric Company) is engaged in the distribution of natural gas at retail in the Puget Sound area of the State of Washington. The proceeds from its sale of additional stock, together with funds derived from an expected sale to institutional investors of \$5,000,000 of debentures and the sale of \$315,000 of common stock upon the exercise of purchase warrants, will be applied to the retirement of some \$6,500,000 of outstanding short-term bank loans incurred for construction purposes. The balance of such funds will be used for new construction, expected to approximate \$24,000,000 in 1964 and 1965. In addition to indebtedness and preferred stock, the company presently has outstanding 1,256,294 shares of common stock; however, it anticipates a 2-for-1 stock split before the completion of this offering. Management officials as a group own 3.5% of the outstanding stock. The 31,500 shares (after the stock split), now held by the underwriters, were acquired in part upon the exercise of warrants purchased from others and through direct purchase from others who had acquired same upon the exercise of warrants. The prospectus lists David W. Swarr as board chairman and William P. Woods as president.

**CHAMPION HOME BUILDERS FILES FOR SECONDARY.** Champion Home Builders Co., 5573 E. North St., Dryden, Mich., filed a registration statement (File 2-22305) with the SEC on April 16 seeking registration of 240,000 outstanding shares of common stock. The present holders of these shares propose to make a public offering of 20,000 shares through an underwriting group headed by White, Weld & Co. Incorporated, 20 Broad St., New York, and Watling, Lerchen & Co., Ford Bldg., Detroit. The offering price (\$17.50 per share maximum\*) and underwriting terms are to be supplied by amendment. The remaining 10,000 will be offered to officers and other employees of the company.

The company's principal business is the manufacture and sale of mobile homes, which are sold ready for occupancy. In 1963, it commenced the manufacture of campers and camp trailers. In addition to indebtedness, the company has outstanding 700,000 shares of common stock, of which management officials own 98.6%. The prospectus lists Walter W. Clark (board chairman), Henry E. George (president) and Wilfred O. Dunkel (vice president) as the selling stockholders. They are each selling 80,000 shares of their respective holdings of 28,000 common shares. These proposed sales by management officials will reduce their aggregate holdings to 4.2% of the outstanding stock.

**WELLINGTON FUND GRANTED ORDER.** The SEC has issued an order under the Investment Company Act (Release C-3959) granting an application of Wellington Fund, Inc., Windsor Fund, Inc., and Wellington Company, Inc., of Philadelphia, with respect to the proposed offer of exchange by Wellington Fund to shareholders of Windsor OVER

Fund and by Windsor Fund to shareholders of Wellington Fund on a basis which may be other than relative net asset values of the shares. Wellington Company is distributor of such shares.

**WHEELING ELECTRIC SEEKS ORDER.** Wheeling Electric Company, Wheeling, W. Va., has joined with its parent, American Electric Power Company, Inc., New York holding company, in the filing of a financing proposal with the SEC under the Holding Company Act; and the Commission has issued an order (Rel. 35-15051) giving interested persons until May 7th to request a hearing thereon. Under the proposal, the parent will make capital contributions to Wheeling Electric during the period ending December 1, 1965, in amounts not exceeding \$1,100,000 in the aggregate; and Wheeling Electric will issue and sell an additional \$750,000 of short-term notes to banks (and renew other notes outstanding in the amount of \$4,250,000). Wheeling Electric has a construction program estimated at \$3,700,000 for 1964 and 1965; and the new funds to be received from the parent and the additional bank loans will be applied to such program. Refunding of outstanding short-term and long-term notes aggregating \$12,000,000 is contemplated on or prior to December 1965.

**ROMAN HOLIDAY PROPOSES OFFERING.** Roman Holiday, 324 S. 3rd St., Las Vegas, Nev., filed a registration statement (File 2-22306) with the SEC on April 13 seeking registration of 2,250,000 shares of common stock and 300,000 shares of \$10 par preferred stock. The company proposes to make a public offering of the 300,000 preferred shares and 300,000 of the common shares, in units consisting of one share of preferred and one share of common, at \$10.10 per unit. The offering is to be made on a best efforts basis by Policare Securities Corporation, 1807 North Central Ave., Phoenix, Ariz., which will receive a selling commission of \$1.515 per unit. In addition, the underwriter has received an option for the purchase of 42,672 common shares at 10¢ per share, exercisable on or before December 1, 1966, as well as the conditional right to receive one-seventh of options covering 150,000 common shares not otherwise allocated.

Organized under Nevada law in March 1964, the company proposes to build and operate a luxury hotel in Clark County, Nevada (in the general vicinity of the "Strip" area of Las Vegas). Net proceeds from the sale of this stock will be used to repay loans of \$42,000 from the promoters, to purchase the hotel site (\$345,400), to construct the hotel (\$2,000,000), and for contingencies, working capital and reserve. The prospectus lists Ralph J. Swenson as president and William E. Hawkins as secretary; and they are listed among the seven promoters of the company. Another official and promoter, F. Robert Policare, is the principal stockholder and officer of the underwriter. None of the preferred and common shares are now outstanding. Of the common shares being registered, 1,500,000 shares are issuable upon conversion of the preferred shares (on a one for five common shares basis). Options covering 300,000 shares have been granted the promoters "in consideration of services rendered and to be rendered."

**FOUNDERS' DISCOUNTING PROPOSES OFFERING.** Founders' Discounting Corporation, 600 N. Lilac Dr., Minneapolis, Minn. 55422, filed a registration statement (File 2-22307) with the SEC on April 16 seeking registration of 3,750,000 shares of Class A (non-voting) common stock. It is proposed to make a public offering of this stock at \$2.50 per share through the company officials and agents. No underwriting is involved.

Organized under Delaware law on January 24, 1964, the company proposes to acquire a chain of small loan companies and "to purchase a bank with total footings of approximately \$3,000,000 or more." It also proposes to make investments in over-the-counter stocks, listed and non-listed stocks, buy into or control or organize insurance companies, or "to enter all fields of the money business." Its operations will be principally in Minnesota and the Dakotas. Net proceeds from the sale of this stock will be used for the company's general corporate purposes. The company has 667 outstanding shares of Class B (voting) common stock (owned entirely by the management officials). Management officials have subscribed to an additional 100,000 Class B shares at \$1.50 per share; and they may purchase ten-year warrants for the purchase of an additional 250,000 shares at \$2.50 per share. The prospectus lists Harvey C. Brevik as president and Robert D. Johnson as secretary.

**RECENT FORM 8-K FILINGS.** The companies listed below have filed Form 8-K reports for the month indicated and responding to the items of the Form specified. Copies thereof may be ordered from the Commission's Public Reference Section (please give News Digest's "Issue No." in ordering). Invoice will be included with photocopy material when mailed. An index of the caption of the several items of the form was included in the the April 1st News Digest.

Dresser Ind, Inc Mar. 1964 (Its 11,13)  
 First Western Fin. Corp Mar. 1964  
 (Its 7,12,13)  
 Welch Scientific Co Mar. 1964 (Its 11,13)  
 The Winter Park Tel Co Jan. 1964 (Its 2,7,9)  
 Southwestern Pub. Service Co Mar. 1964 (It 7)  
 Crossway Motor Hotels Inc Mar. 1964 (Its  
 2,13)  
 Eastern Stainless Steel Corp Mar. 1964  
 (It 11)  
 Great Northern Paper Co Mar. 1964 (Its 11,13)  
 The Beacon Life Insur. Co Mar. 1964  
 (Its 7,9,11,12,13)  
 Columbia Pictures Corp Mar. 1964 (Its 12,13)  
 Polychrome Corp Feb. 1964 (Its 2,7,13)

Furman-Wolfson Corp Mar. 1964 (It 11)  
 Penna. Power Co Mar. 1964 (It 11)  
 R.C. Williams & Co Mar. 1964 (Its 12,13)  
 General Stores Corp Mar. 1964 (Its 11,13)  
 Harvard Ind, Inc Mar. 1964 (It 11)  
 Hooker Chemical Corp Mar. 1964 (Its 11,13)  
 Transamerica Corp Dec. 1963 (Its 2,7,13)  
 Criterion Insur. Co Mar. 1964 (It 11)  
 Slater Elec. Inc Mar. 1964 (It 11)  
 Volt Technical Corp Mar. 1964 (Its 11,13)  
 New York Shipbldg. Corp Mar. 1964 (It 11)  
 The United Illuminating Co Mar. 1964 (It 11)  
 Herman & Appley Inc Amend #1 to 8K for July  
 1963 (It 7) Amend #1 to 8K for Dec. 1963  
 (Its 2,13)

**SECURITIES ACT REGISTRATIONS.** Effective April 16, 1964: The Coca-Cola Company (File 2-22266).

\*As estimated for purposes of computing the registration fee.