

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.

(In ordering full text of Releases from Publications Unit, cite number)

FOR RELEASE November 15, 1960

GLENS FALLS INSURANCE FILES EXCHANGE OFFER. Glens Falls Insurance Company, 291 Glen Street, Glens Falls, New York, filed a registration statement (File 2-17294) with the SEC on November 14, 1960, seeking registration of 100,000 shares of capital stock. The company proposes to offer its stock in exchange for all of the 100,000 issued and outstanding capital shares of Kansas City Fire and Marine Insurance Company at the rate of one share of Glens Falls for one share of Kansas City Fire and Marine. The exchange offer is to be made on a best efforts basis by a group of Soliciting Dealers headed by The First Boston Corporation (Dealer Manager). A selling commission of 30¢ per share will be paid if less than 95% of the Kansas City Fire and Marine stock is tendered and 40¢ per share if 95% or more of such stock is tendered. The Dealer Manager will receive a management fee of \$15,000 or \$20,000 under the same conditions as the selling commission, and will receive a \$25,000 fee as financial adviser.

Glens Falls is principally engaged in the business of writing fire, marine, casualty and surety insurance and in addition, according to the prospectus, it invests and reinvests its available funds, which provide a substantial portion of its earnings. Kansas City Fire and Marine is engaged in writing fire, marine and allied lines of property insurance, and also invests and reinvests its available funds. Glens Falls owns about 60% of the outstanding stock of The National Life Assurance Company of Canada and Glenway Corporation, a wholly-owned subsidiary, which finances insurance premiums.

In addition to certain indebtedness, Glens Falls has outstanding 1,300,000 shares of capital stock, of which management officials as a group own 70,786 shares (5.4%). George D. Mead is listed as president and George I. Davis as chairman of executive committee.

COCA COLA BOTTLING CORPORATION SEEKS ORDER. The Coca Cola Bottling Corporation, 1507 Dana Avenue, Cincinnati, Ohio, filed with the SEC on November 14, 1960, an application under the Trust Indenture Act seeking an order qualifying a trust indenture under which \$2,038,270 of 6% Subordinated Debentures due December 30, 1990, are to be issued in connection with a proposed merger of the corporation and its subsidiaries, The Coca-Cola Bottling Works Company, The Cleveland Coca-Cola Bottling Company, The Springfield Coca-Cola Bottling Company, 3705 Carnegie Avenue, Inc., and Cup Vending Company of Ohio, Inc.

The application states that, pursuant to the laws of Delaware and Ohio, there is to be submitted to a vote of stockholders of the corporation and its subsidiaries a plan for merger of the subsidiaries into the corporation. The vote of a required favorable majority of each corporation will operate to authorize the merger so far as concerns the corporation whose stockholders are voting and will bind all stockholders of such corporation, except to the extent that dissenting stockholders may be entitled under provisions of state law to receive the appraised or fair value of their holdings. Under the agreement of merger each outstanding share of Class A stock of the Coca Cola Bottling Corporation, other than treasury shares and shares owned by the subsidiaries which will be cancelled at the time of the merger, will become a 6% subordinated debenture in the principal amount of \$130 and will be considered to be a temporary debenture for all purposes of the indenture. It is anticipated that the merger will become effective on December 30, 1960.

CONSOLIDATED DEVELOPMENT (CUBA) HEARING POSTPONED. Upon the request of counsel for Consolidated Development Corporation (formerly known as Consolidated Cuban Petroleum Corporation), Havana, Cuba, the Commission has postponed from November 16, 1960, to December 12, 1960, at 10:00 A.M., the hearing to determine whether registration of the company's common stock on the American Stock Exchange should be withdrawn. Trading in the stock on the said Exchange is suspended at the present time.

SEC CLEARS CENTURY, WEBSTER, AMERICAN MFG. MERGER. In a decision announced today (Release 40-3139), the SEC granted an application under the Investment Company Act filed by Century Investors, Inc., and Webster Investors, Inc., New York City investment companies, and American Manufacturing Co., Inc., Brooklyn, N. Y., an affiliate of Century and Webster for an exemption with respect to certain transactions incident to a merger of Century and Webster into American.

Under the proposed merger each publicly held share of common stock of Century and each publicly held share of common stock of Webster will be exchanged for 1.27 shares of common stock of American; each publicly held share of Class A stock and common stock of American will remain outstanding; and all treasury stock and inter-

OVER

For further details, call Worth 3-5526

company holdings of the three companies will be eliminated. The Commission ruled that the exchange ratios and other terms of the merger agreement were within a range that was reasonable and fair, did not involve over-reaching, and were consistent with the general purposes of the Investment Company Act. The Commission deferred action on the application of American for an order declaring that it is not and will not be an investment company upon consummation of the merger, the Commission's order containing a condition that American comply with its prior commitment that, pending Commission determination of the company's status under the Investment Company Act, American will not, without prior permission of the Commission, engage in any transaction or take any action which would be prohibited to a registered investment company.

OIL LEASE DEVELOPMENT PERMANENTLY ENJOINED. The SEC Chicago Regional Office announced on November 8, 1960 (LR-1830) the entry of a court order (USDC for the Western District of Kentucky, Louisville) permanently enjoining Oil Lease Development Co., Inc., and Clayton J. Vermillion from further violations of the registration requirements of the Securities Act of 1933.

SEC COMPLAINT NAMES JOHN RICHMOND. The SEC Chicago Regional Office announced on November 8, 1960 (LR-1831), the filing of a complaint (USDC, Southern District of Ohio, Eastern Division, Columbus, Ohio) seeking to enjoin John Richmond from violating the registration requirements of the Securities Act of 1933.

GERALD GREENSPAN ENJOINED. The SEC New York Regional Office announced on November 10, 1960 (LR-1832), the entry of a court order (USDC SDNY) permanently enjoining Gerald Greenspan from further violations of the anti-fraud provisions of the Securities Exchange Act. Greenspan consented to the injunction.

FALL RIVER EXPLORATION AND MINING CO. ENJOINED. The SEC Denver Regional Office announced on November 10, 1960 (LR-1833), the entry of a court order (USDC Colorado) permanently enjoining Fall River Exploration and Mining Company, its directors, officers, and others, from further violations of the registration and other provisions of the Securities Act of 1933. With the agreement of the Commission, the case was dismissed as to Mark H. Stepelton, individually.

---ooo0ooo---