

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

Washington, D.C. 20549

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(Issue No. 65-3-19)

FOR RELEASE March 25, 1965

**FIRST COLONIAL CORP. OF AMERICA PROPOSES OFFERING.** First Colonial Corp. of America, 8225 Florida Blvd., Baton Rouge, La., filed a registration statement (File 2-23329) with the SEC on March 23 seeking registration of 400,000 shares of common stock, to be offered for public sale through underwriters headed by Van Alstyne, Noel & Co., 40 Wall St., New York 10005. The public offering price (\$10 per share maximum\*) and underwriting terms are to be supplied by amendment. The registration statement also includes 30,000 common shares underlying 5-year warrants which the company has agreed to issue to the said underwriter upon completion of this financing.

Organized under Delaware law in 1961, the company is a successor to the business of National American Corporation as a result of a merger in November 1964. The company is engaged primarily in rendering management and related services to National American Life Insurance Co., a Louisiana corporation organized in 1955 (38% of whose outstanding common stock is owned by the company). Of the net proceeds from its stock sale, some \$911,000 will be used to discharge indebtedness, and the balance will be used from time to time in connection with the company's proposed program of acquiring effective control of insurance companies and fulfilling service agreements with such companies. In addition to indebtedness and preferred stock, the company has outstanding 941,812 common shares, of which management officials own 570,795 shares. Robert E. Wilder (president and board chairman) acquired 546,057 of such shares in exchange for 193,774 common shares of National American Corp. at the time the merger was effected.

**METROMEDIA FILES FOR SECONDARY.** Metromedia, Inc., 277 Park Ave., New York 10017, filed a registration statement (File 2-23330) with the SEC on March 23 seeking registration of 126,950 shares of common stock. Of this stock, 116,500 shares (being outstanding stock) may be offered for public sale by the present holders thereof from time to time through facilities of the New York Stock Exchange at prices prevailing at the time of sale (\$43 per share maximum\*). The remaining 10,450 shares underlie outstanding warrants for the purchase thereof and may also be offered for public sale by the holder of such warrants, through said facilities upon exercise of the warrants.

The company is engaged in radio and television broadcasting, outdoor and transit advertising, production and distribution of documentary films, and presentation of touring ice shows. In addition to indebtedness, the company has outstanding 2,047,943 common shares, of which management officials own 14.2%. The prospectus lists seven selling stockholders, as follows: Massachusetts Mutual Life Insurance Co., and The Mutual Life Insurance Co. of New York, offering their entire stock holdings of 37,500 and 15,000 shares, respectively; Mel Stuart, offering 4,000 of 5,332; and four Axe-Houghton investment companies, offering an aggregate of 60,000 from a total of 326,000 shares held. The warrant holder is The Guardian Life Insurance Company of America. John W. Kluge is board chairman and president of the company.

**MISSOURI UTILITIES PROPOSES RIGHTS OFFERING.** Missouri Utilities Company, 400 Broadway, Cape Girardeau, Mo. 63701, filed a registration statement (File 2-23331) with the SEC on March 24 seeking registration of 56,016 shares of common stock. The shares are to be offered for subscription by stockholders, at the rate of one new share for each ten common shares held. The record date and subscription price (\$28 per share maximum\*) are to be supplied by amendment. Any unsubscribed shares are to be offered for public sale through Edward D. Jones & Co., 101 N. 4th St., St. Louis, Mo. The underwriting terms are to be supplied by amendment.

The company is a public utility engaged principally in the generation, purchase and sale of electric energy, and in the purchase and sale of natural gas in Missouri. Net proceeds from its stock sale will be used to retire some \$1,100,000 of short-term bank loans and to finance, in part, its 1965 construction program, estimated at \$2,062,415. In addition to indebtedness and preferred stock, the company has outstanding 560,160 common shares, of which management officials own 7.8%. Ray W. Call is president.

**GULF OIL FILES STOCK PLAN.** Gulf Oil Corporation, Gulf Bldg., Pittsburgh, Pa. 15230, filed a registration statement (File 2-23332) with the SEC on March 24 seeking registration of 408,671 shares of capital stock, to be offered pursuant to its Stock Option Plan.

**LONE STAR GAS FILES STOCK PLAN.** Lone Star Gas Company, 301 S. Harwood St., Dallas, Tex., filed a registration statement (File 2-23335) with the SEC on March 24 seeking registration of \$935,000 of interest in its Employee Stock Purchase Plan, together with shares of common stock that may be acquired thereunder.

**WESTERN EQUITIES PROPOSES STOCK PLAN.** Western Equities, Inc., 5803 Glenmont Dr., Houston, Tex., filed a registration statement (File 2-23336) with the SEC on March 23 seeking registration of 198,821 shares of common stock, to be offered under its Employee Restricted Stock Options.

**STANDARD OIL FILES STOCK PLAN.** The Standard Oil Company, Midland Bldg., Cleveland, Ohio 44115, filed a registration statement (File 2-23338) with the SEC on March 23 seeking registration of \$3,920,000 of interests in its Sohio Employees Investment Plan, together with 60,000 shares of common stock and 8,000 shares of cumulative preferred stock, Series A, 3-3/4%, that may be acquired pursuant thereto.

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**AMERICAN & FOREIGN POWER FILES STOCK PLAN.** American & Foreign Power Company Inc., 100 Church St., New York 10007, filed a registration statement (File 2-23339) with the SEC on March 24 seeking registration of 140,720 shares of common stock, to be offered pursuant to its Key Employees' Stock Ownership Plan.

**POTOMAC EDISON SEEKS ORDER.** The Potomac Edison Company, Frederick, Md., and three of its electric utility subsidiaries, Northern Virginia Power Co., Potomac Light and Power Co. and South Penn Power Co., have applied to the SEC for an order under the Holding Company Act authorizing the parent to acquire additional common stock from each of the subsidiaries from time to time prior to December 31, 1965; and the Commission has issued an order (Release 35-15208) giving interested persons until April 20 to request a hearing thereon. According to the application, Potomac Edison proposes to acquire 4,000 shares from Northern Virginia for \$400,000; 5,000 shares from Potomac Light for \$500,000; and 260,000 shares from South Penn for \$1,300,000. The proceeds to be received by the subsidiaries will be used to finance, in part, their 1965 construction programs, estimated as follows: Northern Virginia, \$1,376,000; Potomac Light, \$1,594,000; and South Penn, \$1,883,000.

**CANADA GENERAL FUND RECEIVES ORDER.** The SEC has issued an order under the Investment Company Act (Release IC-4199) authorizing Canada General Fund, Inc., a Massachusetts open-end investment company, to suspend redemption and postpone the date of payment or satisfaction upon redemption of its shares for any period during which the Toronto Stock Exchange or the Montreal Stock Exchange may be closed (other than the customary weekend and holiday closings) or during which trading on either of such exchanges is restricted. According to the application, Canada General, whose investments now consist principally of Canadian securities, anticipates that a majority of its investments will consist of securities listed only on said two exchanges. For the purpose of determining the net asset value of its shares, the company values portfolio securities traded on such exchanges at prices prevailing thereon. The closing of, or restriction of trading on, those exchanges will therefore have a material effect on applicant's ability to meet redemption requirements and to evaluate portfolio securities.

**PLEAS ENTERED IN SAVINGS & LOAN STOCK CASE.** The SEC Washington Regional Office announced March 22 (LR-3175) that Marshall I. Stewart and Daniel Price had entered guilty pleas to an Information (USDC DC) charging violations of the Securities Act registration requirements in the sale of stock of American International Savings and Loan Association, Inc. A pre-sentence investigation is being conducted. Previously, Howard Mallek and Norman Brown had pled guilty to a similar charge; Mallek received a 3-year prison sentence, which was suspended and Mallek was placed on probation for three years; and Brown was sentenced to imprisonment for from two to seven months, to run concurrently with his current imprisonment in another case.

**ALBION SECURITIES REVOKED.** The SEC today announced a decision under the Securities Exchange Act (Release 34-7561) revoking the broker-dealer registration of Albion Securities Company, Inc., 52 Broadway, New York. (William) Murray Dailey (president and sole stockholder), John F. Dailey, Jr. (secretary-treasurer), Anthony Gravino, Lewis Cohen (co-managers), D. Richard Engel, Aaron Lang (also known as Aaron Lichtenstein), George A. Rein, Murray Peters, James De Pasquale and John Philip Dailey, Jr. (salesmen), were each found a cause of the revocation order.

According to the decision, Albion, aided and abetted by the named individuals, violated the anti-fraud and anti-manipulative provisions of the Federal securities laws in the sale during 1961 of stock of Edlund Engineered Products, Inc., a Florida corporation engaged primarily in manufacturing metal products. While serving as the underwriter with respect to a public offering of 100,000 shares of Edlund stock at \$3 per share pursuant to a claimed Regulation A exemption from the Securities Act registration requirements, Albion, together with said individuals, used "boiler-room" tactics in effecting the sale of 79,625 of such shares. In the course of the sales campaign, they made numerous extravagant, false and misleading representations, including predictions of specific and spectacular price rises in the stock within relatively short periods of time, and claims as to Edlund's sales contracts, operations and prospects. During the distribution of the stock pursuant to Regulation A, Albion further solicited and effected purchases for customers of Edlund stock not being distributed, at prices higher than the \$3-per-share offering price.

**SECURITIES ACT REGISTRATIONS.** Effective March 25: City of Helsinki, 2-23256 (June 23); Computer Applications Inc., 2-23190 (40 days); Cooper, Tinsley Laboratories, Inc., 2-22040 (90 days); Forrest Life Insurance Co. 2-23118 (June 26); Management Assistance Inc., 2-23207 (May 5).  
Withdrawn March 24: Sales Research Development Co., 2-22915.

**NOTE TO DEALERS.** The last date or the period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

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