

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.

December 17, 1957

FOR RELEASE

PROFESSIONAL LIFE & CASUALTY PROPOSES STOCK OFFERING

Professional Life & Casualty Company, Champaign, Ill., filed a registration statement (File 2-13800) with the SEC on December 16, 1957, seeking registration of 120,000 shares of common stock (and interim receipts therefor). The shares are to be offered for public sale at \$15 per share. No underwriting is involved. Selling commissions and expenses are estimated at 15%. New proceeds of the sale of the shares will, upon the company's authorization by the State of Illinois, be invested in such investments as are approved in the Illinois Insurance Code. As of July 1, 1957, 64,445 shares of stock had been subscribed, and the full purchase price of \$644,450 had been paid. As of that date, the company's business was changed to life and accident and health insurance only.

UNITED STATES PLYWOOD EMPLOYEES' STOCK PLAN FILED

United States Plywood Corporation, New York, filed a registration statement (File 2-13799) with the SEC on December 16, 1957, seeking registration of \$1,000,000 of Participations in its Employees' Stock Purchase Plan, together with 38,000 common shares which may be purchased pursuant to the plan.

NATIONAL FINANCE PROPOSES STOCK SALE

National Finance Company, Detroit, filed a registration statement (File 2-13798) with the SEC on December 16, 1957 seeking registration of 75,000 shares of 6% Cumulative Preferred Stock, \$10 par (with warrants to purchase 112,500 common shares), and 40,000 shares of \$1 par Common Stock. The preferred shares (with warrants) are to be offered for public sale of the accounting of the issuing company, and to be offered for public sale at \$10 per share, with 75¢ per share commission to the underwriter, headed by Baker, Simonds & Co. The common shares represent outstanding stock to be offered for public sale at \$5 per share by the holders thereof, with 50¢ per share selling commission.

Net proceeds of the sale of the preferred stock will be used for additional working capital. Such proceeds are estimated at \$686,750 (including the sum of \$90,000 represented by notes of officers and employees given to the company in part payment for 10,000 shares of such stock, but after deducting the company's pro-rata share of underwriting discounts and other expenses in connection with the offering in the estimated amount of \$14,500).

The prospectus lists five selling stockholders, who own in the aggregate 323,142 of the 545,159 presently outstanding common shares. Principal among these is Theodore Schwartz, company president, who now holds 135,505 shares and proposes to sell 18,500 shares. Alfred Meyers, treasurer, holder of 68,723 shares, proposes

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

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The Securities and Exchange Commission today announced the issuance of decisions revoking the broker-dealer registrations of the following:

Foster-Mann, Inc., New York, N. Y.
Harry B. Simon, doing business as H. B. Simon Co.,
New Rochelle, N. Y.

In the case of Foster-Mann, the revocation order was based upon a final judgment entered in the United States District Court for the Southern District of New York on March 29, 1957, permanently enjoining Foster-Mann, Victor Foster and Herbert R. Mann, from engaging in and continuing certain conduct and practices in connection with the purchase and sale of securities. Foster and Mann are president and secretary, respectively, of Foster-Mann, directors, and owners of 10% or more each of its Class B common stock. The court decree, to which the respondents consented and which was based on a complaint of the Commission, enjoins the company and the two officers from effecting securities transactions while Foster-Mann's indebtedness to all other persons exceeds 2000% of its net capital. This limitation on indebtedness is required by the Securities Exchange Act to safeguard the financial responsibility of broker-dealer firms.

Subsequently, according to the Commission's decision, Foster-Mann, Foster and Mann were permanently enjoined from engaging in the securities business by decrees entered in the Supreme Court of the State of New York, County of New York, on May 14 and 28, 1957. These decrees, to which the respondents also consented, were issued upon the basis of complaints of the New York Attorney General alleging that Foster-Mann was insolvent, that it, Foster and Mann fraudulently concealed such insolvency, and that Foster-Mann and Mann misappropriated funds and securities of customers. Under all the circumstances, the Commission concluded that it was in the public interest to revoke Foster-Mann's broker-dealer registration. Foster-Mann and Foster consented to such revocation.

With respect to Simon, the revocation order was based upon the conviction of Simon on April 30, 1957, in the Federal District Court for the Southern District of New York, on his plea of guilty, of violating Section 17(a) (the fraud prohibition) of the Securities Act of 1933 and the Mail Fraud and Conspiracy provision of the U. S. Penal Code, by making fraudulent misrepresentations in connection with the sale of common stock of Bostana Mines Company during the period January 1, 1952, to October 1, 1956. Simon was sentenced to six months imprisonment on two counts of the indictment, to run concurrently. Execution of the sentence was suspended and Simon was placed on probation for one year. He was also fined a total of \$2,500.

to sell 10,200 shares. Other officers proposing the sale of stock are as follows: Max C. Handler, 7,000 shares; Maurice Aronsson, 2,300 shares; and Harry Blum, 2,000 shares.

COLUMBUS AND SOUTHERN OHIO PROPOSES BOND SALE

Columbus and Southern Ohio Electric Company, Columbus, O., today filed a registration statement (File 2-13801) with the SEC seeking registration of \$14,000,000 of First Mortgage Bonds, Series due 1988, to be offered for public sale at competitive bidding. Net proceeds of this financing will be added to the general funds of the company, which will be used to reduce bank loans (approximating \$16,000,000) by approximately \$1,400,000. These loans were effected principally to enable the company to pay in part the cost of property additions and improvements. The company's construction program contemplates expenditures for additions and improvements of approximately \$25,000,000 during 1958 and \$17,000,000 during 1959.

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Amendments were filed on December 16, 1957, to the following registration statements seeking registration of additional securities as indicated:

Group Securities, Inc., Jersey City, New Jersey (File 2-10685)
1,500,000 shares of Capital Stock, 1¢ par value

Concord Fund, Inc., Boston, Massachusetts, (File 2-10808)
150,000 shares of Common Stock, \$1 par value.

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