

# SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST



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

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**COLUMBIA GAS SYSTEM SEEKS ORDER.** The Columbia Gas System, Inc., New York registered holding company, and its wholly-owned utility subsidiary, Cumberland and Allegheny Gas Company, have applied to the SEC for an order under the Holding Company Act authorizing Cumberland to issue to Columbia \$3,400,000 of 4.4% installment promissory notes; and the Commission has issued an order (Release 35-14807) giving interested persons until March 18 to request a hearing thereon. According to the application, in consideration for the new installment notes, Columbia proposes to return to Cumberland for cancellation 136,000 common shares of Cumberland, the aggregate par value of which (\$3,400,000) is equal to the principal amount of the new notes. The capitalization and surplus of Cumberland as of November 30, 1962 consisted of \$3,460,744 of long-term debt securities and \$9,133,244 of common stock and surplus, representing capitalization ratios of 27.5% long-term debt and 72.5% common stock equity (as compared to 55%-45% of the Columbia system, consolidated). In the financing of construction programs of system subsidiaries, securities are issued and sold to Columbia in such amounts as will provide them with capitalization ratios conforming as nearly as possible to the consolidated capitalization ratios of the system; and upon consummation of the proposed transactions, Cumberland's capitalization ratios will be 54.5%-45.5%.

**EDWARD PADULA FILES FOR OFFERING.** Edward Padula, 1501 Broadway, New York, filed a registration statement (File 2-21085) with the SEC on February 20 seeking registration of \$350,000 of limited partnership shares in The Kelley Company, a New York limited partnership to be formed. \$21,000 of such shares were sold privately, and the remaining shares are to be offered for public sale by Padula, producer of a musical play presently entitled "Kelly," in 47 units at \$7,000 per unit.

The partnership will be formed, when contributions aggregating \$329,000 have been raised as a result of this offering, for the purpose of managing and producing the musical. Padula acquired the right to present the musical play on the stage from Eddie Lawrence, librettist and lyricist, and Moose Charlap, the composer. The net proceeds from the sale of units will be applied to the cost of opening a first-class production of the musical in New York City, including all production expenses and cost of an out-of-town try-out. Padula will be entitled to receive 50% of the net profits of the partnership for which he will make no cash contribution; and a royalty of 22% of gross box office receipts is payable to Charlap and a royalty of 4% to Lawrence (who may also receive an additional 1% as director or co-director).

**GREATER NEBRASKA FILES FOR STOCK OFFERING.** The Greater Nebraska Corporation, 1107 Federal Securities Building, Lincoln, Nebr., filed a registration statement (File 2-21086) with the SEC on February 20 seeking registration of 3,000,000 shares of common stock, to be offered for public sale at \$2 per share. No underwriting is involved. The statement also includes 177,150 shares to be offered pursuant to option to initial stockholders at \$2 per share.

Organized under Nebraska law in January 1962, the company intends to engage in the business of operating subsidiary companies through substantially total or majority stock ownership. Although the company intends in the future to form a new or purchase an existing life insurance company and a fire and casualty insurance company, no such formations or purchases have been actually commenced or negotiated at this time. The company further contemplates the purchase of substantially all or a majority of stock of one or more banks and one or more finance companies and the making of mortgages and acquisition of evidence of corporate and governmental indebtedness for the general purposes of the corporation; no such institutions, stock or indebtedness has been purchased and no negotiations pursuant to such purposes have been undertaken at this time. In addition, the company does not now have any licenses or permits of any kind or nature to engage in such businesses, and no applications have been filed to engage therein. The \$5,560,012 estimated net proceeds from the stock sale will be added to capital and surplus; and the management of the company reserves the right to make such allocation or disposition of funds as in its opinion appears to be in the best interests of the company and its proposes subsidiaries under the circumstances existing at the time the funds become available to the company. The company generally intends to allocate \$1,500,000 to purchase, form and finance a life insurance company, \$1,500,000 to purchase the outstanding stock of one or more banks, \$1,250,000 to purchase, form and finance a fire and casualty insurance company, \$1,000,000 to purchase the outstanding stock of one or more finance companies, and \$250,000 to purchase mortgages and evidence of corporate or governmental indebtedness.

The company has outstanding 59,050 shares of common stock, purchased by initial incorporators at \$2 per share. Ray Peake is board chairman and Hans V. Larsen is president.

**TWO DELISTINGS APPROVED.** The SEC has granted an application of the Cincinnati Stock Exchange to delist the common stock of Disney Street Corporation (formerly Balcrank Inc.), effective at the close of the trading session on March 1, 1963, and a similar application of the American Stock Exchange to delist the common stock of Stahl-Meyer, Inc., effective at the close of the trading session on March 4, 1963. (Release 34-7027)

**CORRECTION RE SELECTED SECURITIES.** In the February 20th News Digest item announcing withdrawal by Selected Securities, Inc., of its broker-dealer registration, the company was incorrectly identified as "Selected Services."

OVER

**MITSUI & CO. FILES FINANCING PLAN.** Mitsui & Co., Ltd. (Mitsui Bussan Kabushiki Kaisha), Tokyo, Japan, filed registration statements (Files 2-21087 and 2-21088) with the SEC on February 20 seeking registration of (1) \$10,000,000 of convertible sinking fund debentures due 1978 and 2,500,000 shares of common stock (represented by 125,000 American Depositary Shares) and (2) 100,000 American Depositary Receipts issuable on deposit of such common shares or other outstanding common shares of the company. The debentures and depositary shares (each representing 20 common shares) are to be offered for public sale through underwriters headed by Smith, Barney & Co., Inc., 20 Broad St., and The Nomura Securities Co., Ltd., 61 Broadway, both of New York. The interest rate on the debentures, public offering price for both issues (maximum \$1 per common share\*) and underwriting terms are to be supplied by amendment. Purchasers of common stock of the company will receive ADR's in denominations of one to one hundred American Depositary Shares, each such American Depositary Share representing 20 common shares of the company on deposit in Tokyo.

As a general trading company, Mitsui deals in a wide variety of industrial, agricultural and consumer goods and commodities, serving the Japanese economy as a supplier of raw materials and industrial products and as a wholesale distributor of finished and semi-finished goods both at home and in over-seas markets. The net proceeds from this financing will be added to general corporate funds for use in support of the company's financing of joint venture investments, both in Japan and abroad, and of its expanded trading activities. In addition to certain indebtedness, the company has outstanding 158,732,436 shares of common stock, of which management officials as a group own 1.6%. Yasutaro Niizeki is board chairman and Tatsuzo Mizukami is president.

**TEXACO FILES SAVINGS PLAN.** Texaco Inc., 135 East 42nd St., New York, filed a registration statement (File 2-21089) with the SEC on February 20 seeking registration of \$67,854,000 of participations in its Employees Savings Plan, and 1,119,241 capital shares which may be acquired pursuant thereto.

**SECURITIES ACT REGISTRATIONS.** Effective February 20: Ashland Oil & Refining Co. (File 2-21034); The Brooklyn Union Gas Co. (File 2-21053). Effective February 21: Cotter & Co. (File 2-20910); Sovereign Life Insurance Co. of Calif. (File 2-20919). Withdrawn February 20: Alaska Power & Telephone Co. (File 2-20972); Conso Products, Inc. (File 2-20757); The JKFK Realty Co. (File 2-20490).

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

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