

# SEC NEWS DIGEST

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## COMMISSION ANNOUNCEMENTS

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### URGENT BULLETIN FROM THE U.S. TREASURY DEPARTMENT'S OFFICE OF FOREIGN ASSETS CONTROL (OFAC)

On October 21, 1995, President Clinton signed Executive order 12978 which blocks all property subject to U.S. jurisdiction in which there is any interest of individuals and businesses determined to be involved in international narcotics trafficking centered in Colombia. A series of names was published at that time, and an additional 198 names were added on March 5, 1996. On January 15, 1997, OFAC designated an additional 21 businesses and 57 individuals as "Specially Designated Narcotics Traffickers". Those names have been added to OFAC's master list of "Specially Designated Nationals and Blocked Persons" (SDN's). The names, which have been filed with the Federal Register, are now available on OFAC's World Wide Web home page <[HTTP://WWW.USTREAS.GOV/TREASURY/SERVICES/FAC/FAC.HTML](http://WWW.USTREAS.GOV/TREASURY/SERVICES/FAC/FAC.HTML)>.

You are reminded that all sanctions and embargo programs administered by OFAC involve declarations of national emergency by the President of the United States and require the immediate attention of broker/dealers. Securities firms must freeze accounts and assets of persons and companies identified on OFAC's SDN list or otherwise blocked under sanctions against Cuba, North Korea, Libya and Iraq. For more information, contact OFAC's Compliance Programs Division at 202/622-2490.

### FILING REQUIREMENTS REGARDING FORMS SB1 AND SB2 REGISTRATIONS STATEMENTS AND REGULATION A MATERIALS

As of January 21, 1997, registrants must file their Forms SB-1 and SB-2 registration statements and Regulation A materials at the Commission's Headquarters in Washington, D.C. rather than in the Commission's Regional Offices. See Release No. 33-7373 (December 16, 1996) amending Forms SB-1, SB-2, and Regulation A as to the appropriate place for filing. Regulation S-T also was revised to reflect this change. Consequently, all Forms SB-1 and SB-2 will be required to be filed via the Commission's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system rather than in paper (as was previously allowed for Regional Office filings). In order to allow



Without admitting or denying any of the Commission's findings, Suppes Securities was censured; ordered to cease and desist from violating certain registration and antifraud provisions of the federal securities laws; and ordered to retain an independent consultant to review its internal policies and procedures. [SEC v. Anthony Sarivola, et al., USDC, SDNY, 95 Civ. 9270, RPP] (LR-15214); (Rel. 34-38171 - In the Matter of Mark Anthony and Michelle Suppes; Rel. Nos. 33-7381 and 34-38172 - In the Matter of Suppes Securities, Inc.)

#### COURT ENTERS ORDER ENFORCING COMMISSION ORDER OF DISGORGEMENT

The Commission on January 14 obtained a federal court judgment enforcing a previous administrative order of the Commission and ordering the payment of delinquent amounts owed in disgorgement under that order. The defendants, RBF International, Inc., and its president, Kenneth P. D'Angelo, failed to pay more than \$200,000 in disgorgement plus interest which they had agreed to pay by October 6, 1995 under the terms of a previous settled Commission administrative proceeding. The judgment, entered upon the defendants' consent in the United States District Court for the District of Columbia, orders the defendants to cure their noncompliance with the Commission's order by making all payments due in accordance with a new schedule which runs to November 20, 1997. [SEC v. RBF International, Inc. and Kenneth P. D'Angelo, Civil Action No. 97-0072, P.L.F., D.D.C.] (LR-15213)

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#### INVESTMENT COMPANY ACT RELEASES

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##### HARRIS TRUST & SAVINGS BANK, ET AL.

An order has been issued on an application filed by Harris Trust & Savings Bank (Harris Bank), et al. under Sections 6(c) and 17(b) of the Investment Company Act for an exemption from Section 17(a). The order permits a collective investment fund sponsored by Harris Bank to transfer securities to portfolios of open-end management investment companies advised by Harris Bank in exchange for portfolio shares. (Rel. IC-22470 - January 14)

##### PIMCO ADVISORS FUND, ET AL.

An order has been issued on an application filed by PIMCO Advisors Fund, et al. under Section 6(c) of the Investment Company Act for an exemption from Sections 13(a)(2), 13(a)(3), 17(a)(1), 18(f)(1), 22(f), and 22(g) of the Act, and Rule 2a-7 thereunder, and pursuant to Section 17(d) of the Act and Rule 17d-1 thereunder. The order amends a prior order that permitted certain investment companies to enter into deferred compensation arrangements with their non-interested trustees by extending the relief granted under that order to certain additional entities. (Rel. IC-22471 - January 15)

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## HOLDING COMPANY ACT RELEASES

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### ALABAMA POWER COMPANY, ET AL.

A supplemental order has been issued authorizing a proposal by Alabama Power Company (Alabama), Georgia Power Company (Georgia), Gulf Power Company (Gulf), Mississippi Power Company (Mississippi), and Savannah Electric and Power Company (Savannah), electric public utility subsidiary companies of The Southern Company, a registered holding company, whereby Alabama will, among other things, borrow money from and make equity capital contributions to new special purpose subsidiaries, organized as trusts, and formed solely to issue and sell preferred securities in aggregate amounts of up to \$250 million. Jurisdiction has been reserved over the issuance and sale of additional preferred securities by Georgia, Gulf, Mississippi and Savannah in respective aggregate amounts of \$100 million, \$60 million, \$60 million and \$35 million, through December 31, 2001. (Rel. 35-26644)

### ENTERGY LOUISIANA, INC.

An order has been issued authorizing Entergy Louisiana, Inc., an electric utility subsidiary company of Entergy Corporation, a registered holding company, to engage in transactions relating to the issuance and sale of up to \$326 million in secured lease obligation bonds, in one or more series through December 31, 1997, in order to redeem approximately \$310 million in previously issued and sold secured lease obligation bonds. (Rel. 35-26645)

### THE SOUTHERN COMPANY

An order has been issued denying a request by Campaign for a Prosperous Georgia for reconsideration and stay of a Commission order issued on April 1, 1996 under the Public Utility Holding Company Act of 1935 (HCAR No. 26501). The April order authorized The Southern Company (Southern), a registered holding company, to use the proceeds of the issuance of common stock and borrowings to invest in exempt wholesale generators (EWGs) and foreign utility companies (FUCOs), and to issue guarantees of the obligations of such entities, provided that the total of the net proceeds used for such investments and the guaranties outstanding at any one time shall not, when added to Southern's aggregate investment in all EWGs and FUCOs, exceed 100% of Southern's consolidated retained earnings. (Rel. 35-26646)

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## SELF-REGULATORY ORGANIZATIONS

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## IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

Delta Clearing Corp. has filed a proposed rule change (SR-DCC-96-15) under the Securities Exchange Act of 1934 to amend its fees schedules for the clearance of options on U.S Treasury Securities. Publication is expected in the Federal Register during the week of January 20. (Rel. 34-38151)

The Participants Trust Company filed a proposed rule change (SR-PTC-96-08) under Section 19(b)(3)(A) of the Securities Exchange Act. The proposed rule change extends the close of PTC's Collateral Loan Facility from 3:30.59 p.m. to 4:00.59 p.m. and extends the deadline for participants to send settlement wire payments to PTC from 4:15 p.m. to 4:30 p.m. PTC will implement the proposed rule change on January 6, 1997. Publication of the proposal is expected in the Federal Register during the week of January 13. (Rel. 34-38153)

## ACCELERATED APPROVAL OF PROPOSED RULE CHANGES

The Commission granted accelerated approval of a proposed rule change (SR-OCC-96-19) filed by The Options Clearing Corporation under Section 19(b)(2) of the Securities Exchange Act. The rule change modifies the expiration time and assignment processing procedures for certain flexibly structured foreign currency options. (Rel. 34-38165)

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-96-52) to clarify the transition process with respect to moving the expiration times for existing customized foreign currency option contracts. Publication of the approval order is expected in the Federal Register during the week of January 20. (Rel. 34-38168)

## APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change submitted by the Chicago Stock Exchange (SR-CHX-96-28) to amend Article XX, Rule 10, Interpretations and Policies .01 Relating to Clearing the Post. (Rel. 34-38170)

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## SECURITIES ACT REGISTRATIONS

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The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

S-8    ARNOLD PALMER GOLF CO, 6201 MOUNTAIN VIEW RD, OOLTEWAH, TN 37363  
(615) 238-5890 - 200,000 (\$875,000) COMMON STOCK. (FILE 333-19329 -  
JAN. 07) (BR. 5)



- S-1 CYTYC CORP, 237 CEDAR HILL ST, MARLBOROUGH, MA 01752 (508) 481-1341 - 3,450,000 (\$90,993,750) COMMON STOCK. (FILE 333-19367 - JAN. 07) (BR. 1)
- S-8 ROCKY MOUNTAIN INTERNET INC, 1099 18TH STREET, SUITE 3000, DENVER, CO 80202 (303) 672-0700 - 489,300 (\$978,600) COMMON STOCK. (FILE 333-19369 - JAN. 07) (BR. 3)
- SB-2 FINANCIAL PERFORMANCE CORP, 335 MADISON AVE, NEW YORK, NY 10017 (212) 557-0401 - 16,180,766 (\$9,823,951) COMMON STOCK. (FILE 333-19371 - JAN. 07) (BR. 1)
- SB-2 MACROVISION CORP, 1341 ORLEANS DRIVE, SUNNYVALE, CA 94089 (408) 743-8600 - 2,645,000 (\$31,740,000) COMMON STOCK. (FILE 333-19373 - JAN. 07) (BR. 9 - NEW ISSUE)
- SB-2 DISCOVERY LABORATORIES INC, 787 SEVENTH AVE, 44TH FL, NEW YORK, NY 10019 (212) 832-4364 - 12,101,411 (\$36,304,227) COMMON STOCK. (FILE 333-19375 - JAN. 07)
- S-3 LEXMARK INTERNATIONAL GROUP INC, ONE LEXMARK CENTRE DRIVE, LEXINGTON, KY 40511 (606) 232-2700 - 11,500,000 (\$296,125,000) COMMON STOCK. (FILE 333-19377 - JAN. 08) (BR. 3)
- S-3 MONMOUTH CAPITAL CORP, 125 WYCKOFF RD, P O BOX 335, EATONTOWN, NJ 07724 (908) 542-4927 - 500,000 (\$1,300,000) COMMON STOCK. (FILE 333-19381 - JAN. 08)
- S-8 COMMONWEALTH ALUMINUM CORP, 1200 MEIDINGER TWR, LOUISVILLE, KY 40202 (502) 295-5395 - 500,000 (\$7,718,750) COMMON STOCK. (FILE 333-19383 - JAN. 08) (BR. 6)
- S-8 FILM ROMAN INC, 12020 CHANDLER BLVD, STE 200, NORTH HOLLYWOOD, CA 91607 (818) 761-2544 - 1,227,695 (\$9,121,869.10) COMMON STOCK. (FILE 333-19387 - JAN. 08) (BR. 5)
- S-8 CV THERAPEUTICS INC, 3172 PORTER DR, PALO ALTO, CA 94304 (415) 812-9300 - 1,630,500 (\$6,332,347) COMMON STOCK. (FILE 333-19389 - JAN. 08) (BR. 1)
- S-3 GALILEO ELECTRO OPTICS CORP, GALILEO PARK, PO BOX 550, STURBRIDGE, MA 01566 (508) 347-9191 - 269,913 (\$6,595,998.94) COMMON STOCK. (FILE 333-19391 - JAN. 08) (BR. 1)
- S-3 HEALTHWATCH INC, 2445 CADES WAY, VISTA, CA 92083 (619) 598-4333 - 600,000 (\$1,275,000) COMMON STOCK. (FILE 333-19393 - JAN. 08) (BR. 1)
- S-8 IMNET SYSTEMS INC, 8601 DUNWOODY PLACE STE 420, ATLANTA, GA 30350 (770) 998-2200 - 650,000 (\$14,625,000) COMMON STOCK. (FILE 333-19395 - JAN. 08) (BR. 3)
- S-8 IMNET SYSTEMS INC, 8601 DUNWOODY PLACE STE 420, ATLANTA, GA 30350 (770) 998-2200 - 300,000 (\$6,750,000) COMMON STOCK. (FILE 333-19397 - JAN. 08) (BR. 3)
- S-8 DAWCIN INTERNATIONAL CORP, 100 GARDEN CITY PLAZA, STE 200, GARDEN CITY, NY 11530 (516) 739-8800 - 2,300,000 (\$395,600) COMMON STOCK. (FILE 333-19399 - JAN. 08) (BR. 6)
- SB-2 FROST HANNA CAPITAL GROUP INC, 7700 W CAMINO REAL, SUITE 222, BOCA RATON, FL 33431 (407) 367-1079 - 2,125,000 (\$12,954,000) COMMON STOCK. (FILE 333-19401 - JAN. 08) (BR. 9 - NEW ISSUE)
- S-8 UNITED STATES CELLULAR CORP, 8410 W BRYN MAWR AVE, STE 700, CHICAGO, IL 60631 (312) 399-8900 - 10,000 (\$277,500) COMMON STOCK. (FILE 333-19403 - JAN. 08) (BR. 3)
- S-8 UNITED STATES CELLULAR CORP, 8410 W BRYN MAWR AVE, STE 700, CHICAGO, IL 60631 (312) 399-8900 - 10,300 (\$285,825) COMMON STOCK. (FILE 333-19405 - JAN. 08) (BR. 3)
- S-8 FIRST AMERICAN RAILWAYS INC, 1360 S OCEAN BLVD, STE 1905, POMPANO BEACH, FL 33062 (305) 668-8449 - 750,000 (\$1,781,250) COMMON STOCK. (FILE 333-19407 - JAN. 08) (BR. 9)







