

is defined in rule 10b-1 under the Act, for any American Fund.

By the Commission.

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 98-18762 Filed 7-14-98; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application to Withdraw From Listing and Registration; (Financial Federal Corporation, Common Stock, \$.50 Par Value) File No 1-14237

July 9, 1998.

Financial Federal Corporation ("Company") has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act") and Rule 12d2-2(d) promulgated thereunder, to withdraw the above specified security ("Security") from listing and registration on the American Stock Exchange, Inc. ("Amex" or "Exchange").

The reasons cited in the application for withdrawing the Security from listing and registration include the following:

The Company submitted an application to list the Security on the New York Exchange, Inc. ("NYSE") and the NYSE approved such application. The Company believes that listing the Security on the NYSE will create better visibility for the Company and its securities, thus enhancing shareholder value.

The Company has complied with Amex Rule 18 by filing with the Amex a certified copy of the resolutions adopted by the Board of Directors of the Company authorizing the withdrawal of the Security from listing and registration on the Amex and a statement from the Company setting forth in detail the reasons and facts supporting such proposed withdrawal.

By letter dated June 12, 1998, the Amex raised no objection to the Company's filing its application with the Commission to remove the Security from listing on the Amex.

Any interested person may, on or before July 30, 1998, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, facts bearing upon whether the application has been made in accordance with the rules of the Exchange and what terms, if any, should be imposed by the Commission for the protection of

investors. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.

Jonathan G. Katz,
Secretary.

[FR Doc. 98-18841 Filed 7-14-98; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT: [63 FR 37608, July 13, 1998].

STATUS: Closed Meeting.

PLACE: 450 Fifth Street, N.W., Washington, D.C.

DATE PREVIOUSLY ANNOUNCED: July 13, 1998.

CHANGE IN MEETING: Cancellation of Meeting.

The closed meeting scheduled for Thursday, July 16, 1998, at 11:00 a.m., has been cancelled.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary (202) 942-7070.

Dated: July 13, 1998.

Jonathan G. Katz,
Secretary.

[FR Doc. 98-19047 Filed 7-13-98; 4:00 pm]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-40179; File Nos. SR-DTC-98-09, SR-NSCC-98-05]

Self-Regulatory Organizations; The Depository Trust Company; National Securities Clearing Corporation; Order Approving a Proposed Rule Change Relating to Direct Clearing Services and New York Window Services

July 8, 1998.

On May 13, 1998, The Depository Trust Company ("DTC") and the National Securities Clearing Corporation ("NSCC") filed with the Securities and Exchange Commission ("Commission") proposed rule changes (File Nos. SR-DTC-98-09 and SR-NSCC-98-05) pursuant to Section 19(b)(1) of the

Securities Exchange Act of 1934 ("Act").¹ Notice of the proposals was published in the **Federal Register** on June 4, 1998.² No comment letters were received. For the reasons discussed below, the Commission is approving the proposed rule changes.

I. Description

Under the rule changes, NSCC will discontinue its Direct Clearing Services ("Direct Clearing") and New York Window Services ("Window"). DTC will offer its participants most of the services currently offered by NSCC through Direct Clearing and the Window through a new service called the New York Window Services.

Direct Clearing is a physical securities processing service which NSCC provides to its participants that do not have offices in New York City. The principal services of Direct Clearing include (i) processing over-the-window receives and deliveries, (ii) processing transfers of physical securities certificates, and (iii) processing deliveries to designated agents in connection with reorganizations and other corporate actions. In the course of providing these and other Direct Clearing services, NSCC may have custody of participants' physical securities certificates including overnight custody for one or more days.³ The principal services of NSCC's Window are similar to those of Direct Clearing, but they initially were provided to NSCC participants located in New York City. NSCC has decided to discontinue providing Direct Clearing and the Window in order to focus its resources on its core businesses.

Under the rule changes, DTC is adopting new procedures for the operation of its New York Window Services. DTC's procedures for its New York Window Services are substantially the same as NSCC's Rule 31⁴ except that DTC's new procedures do not include provisions similar to section 4 of NSCC Rule 31, which relates to money settlement through the Window. Currently, it is anticipated that NSCC will discontinue providing Direct Clearing and the Window and that DTC

¹ 15 U.S.C. 78s(b)(1).

² Securities Exchange Act Release No. 40045 (May 29, 1998), 63 FR 30543.

³ For a more complete description of Direct Clearing, refer to Securities Exchange Act Release No. 32221 (April 26, 1993) 58 FR 26570 [File No. SR-NSCC-93-03].

⁴ The current version of NSCC Rule 31 was approved by the Commission in 1996. Securities Exchange Act Release No. 37631 (September 3, 1996), 61 FR 47534 [File No. SR-NSCC-96-08].

will begin offering its New York Window Services on July 13, 1998.⁵

II. Discussion

Section 17A(b)(3)(F) of the Act⁶ requires that the rules of a clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions and to assure the safeguarding of securities and funds which are in the custody or control of the clearing agency or for which it is responsible. The Commission believes that the proposed rule changes are consistent with DTC's and NSCC's obligations under Section 17A(b)(3)(F). The Commission believes that the arrangements between DTC and NSCC should ensure that securities transactions that are currently processed through Direct Clearing and the Window will be processed efficiently through DTC's New York Window Services. In addition, the Commission believes that DTC's procedures for its New York Window services, which are similar to those the Commission previously approved for NSCC, should assure the safeguarding of securities and funds which are in its custody or control or for which it is responsible.

III. Conclusion

On the basis of the foregoing, the Commission finds that the proposals are consistent with the requirements of the Act and in particular with the requirements of Section 17A of the Act and the rules and regulations thereunder.

It is therefore ordered, pursuant to Section 19(b)(2) of the Act, that the proposed rule changes (File Nos. SR-DTC-98-09 and SR-NSCC-98-05) be and hereby are approved.

For the Commission by the Division of Market Regulation, pursuant to delegated authority.⁷

Margaret H. McFarland,
Deputy Secretary.

[FR Doc. 98-18764 Filed 7-14-98; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-40182; File No. SR-PCX-98-12]

Self-Regulatory Organizations; Pacific Exchange, Inc.; Order Approving Proposed Rule Change Relating to the Treatment of PMP Orders Generated Through the Matching of Profiles by the PCX Application of the OptiMark System

July 9, 1998.

I. Introduction

On March 2, 1998, the Pacific Exchange ("PCX" or "Exchange") filed with the Securities and Exchange Commission ("Commission" or "SEC") the proposed rule change pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Exchange Act" or "Act")¹ and Rule 19b-4 thereunder,² to amend its interpretation of Rule 5.32(a) "PMP-Only" of its Rules of Board of Governors so that it will clarify how PMP orders will be treated when generated from the matching of Profiles through the PCX Application of the OptiMark System ("PCX Application").³

Notice of the proposed rule change was published in the **Federal Register**.⁴ The Commission received no comment letters in response to the notice of the proposed rule change.

II. Description of the Proposal

PCX has proposed to amend its interpretation of Rule 5.32(a) "PMP-Only" of its Rules of Board of Governors so that it will clarify how PMP orders will be treated when generated from the matching of Profiles through the PCX Application. A new commentary has been added to Rule 5.32(a).

PCX will modify the interpretation of its Rule 5.32(a) so that executions resulting from the operation of the PCX Application would be considered as a part of the "primary market" for the purposes of execution of orders marked "PMP." The purpose of the proposed interpretation of the rule is to respond to the SEC staff's request to clarify the meaning of Rule 5.32(a) "PMP Only." Through the addition of proposed Commentary .01, Rule 5.32(a) would be interpreted as meaning that during regular "primary" market trading hours,

an order specifically marked "PMP" would receive primary market protection, which would include not only the traditional primary markets (e.g., New York markets) but also matches resulting from the PCX Application. Accordingly, executions resulting from the PCX Application may trigger the execution of an order marked "PMP Only," even if the primary markets have not traded at that price. Similarly, a PMP order reflected into the PCX Application as a Profile, which is matched in the PCX Application and results in an execution, would require that such PMP limit order be filled, even if the price is out of range from an otherwise existing "primary" market, however defined. This would then be consistent with the overall premise that under no circumstance can a specialist accept an execution arising out of orders generated from a cycle of the PCX Application, without also executing any eligible booked orders that were put in the book before the cycle began.

III. Discussion

The Commission believes that proposed rule change is consistent with the provisions of Section 6(b)(5) of the Exchange Act, which provides, among other things, that the rules of an exchange be designed to promote just and equitable principles of trade and to protect investors and the public interest, and not designed to permit unfair discrimination between customers, issuers, brokers or dealers. The Commission believes that by including PMP orders in the PCX Application, and giving those orders not only traditional primary market protection, but also the potentially improved pricing that may result from inclusion in the PCX Application, the PCX is seeking to protect the interests of investors and to promote just and equitable principles of trade, while striving to prevent unfair discrimination between customers, brokers, and dealers. This effort should also help to remove impediments to, and perfect the mechanism of, a free and open market, consistent with the purpose of Section 6(b)(5) of the Act.

In addition, the Commission believes that the proposed rule change is consistent with the provisions of Section 11A(a)(1)(B) of the Exchange Act, which states that new data processing and communications techniques create the opportunity for more efficient and effective market operations. By employing the facility of the PCX Application, an advanced data processing and communications system, to process PMP orders and to give potentially improved pricing to those orders or otherwise to fill more

⁵ Conversation between Jeffrey T. Waddle, Associate Counsel, DTC, and Theodore R. Lazo, Attorney-Adviser, Division of Market Regulation, Commission (June 17, 1998).

⁶ 15 U.S.C. 78q-1(b)(3)(F).

⁷ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1) (1982).

² 17 CFR 240.19b-4 (1991).

³ For a description of the PCX Application of the OptiMark System, see Securities Exchange Act Release No. 39086 (Sept. 17, 1997), 62 FR 50036 (Sept. 24, 1997) (Commission order granting approval for the PCX Application).

⁴ Securities Exchange Act Release No. 39818 (Mar. 30, 1998), 63 FR 17252 (Apr. 8, 1998).