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# SEC NEWS DIGEST

Issue 2001-89

May 8, 2001

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## ENFORCEMENT PROCEEDINGS

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### **ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST RICHARD CHANCIS, MICHAEL ANTON, ANTONIO CAMPOS, LUIS LOZA AND WAYNE SCHUMACHER**

On May 4, the Commission entered an Order Instituting Administrative Proceedings Pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934 (Order) against Richard Chancis, Michael Anton, Antonio Campos, Luis Loza and Wayne Schumacher (the Respondents) based on their convictions for conspiracy to commit securities fraud, mail fraud and wire fraud (U.S. v. Filippino, et al., Case No. 98-8168-CR-RYSKAMP, S.D. Fla. 1998).

The Order alleged that the Respondents each pled guilty to count one of an indictment charging them with conspiracy to commit securities fraud, mail fraud and wire fraud. The indictment alleged that while employed as registered representatives at various registered broker-dealers, the Respondents each accepted undisclosed compensation from a promoter for inducing their clients to purchase the securities of certain issuers affiliated with the promoter. The Respondents were sentenced to various prison terms and/or probation and ordered to pay restitution to the extent that their clients suffered losses.

A hearing will be held to determine what, if any, remedial action is appropriate in the public interest. (Rel. 34-44261; File No. 3-10470)

### **CRAIG CLARK, FORMER CHIEF FINANCIAL OFFICER OF UNISON HEALTHCARE, SETTLES FINANCIAL FRAUD DISTRICT COURT ACTION AND RULE 102(e) PROCEEDING**

The Commission announced that on April 11, 2001, the United States District Court for the District of Arizona, entered a final judgment of permanent injunction against Craig R. Clark (Clark) of Dallas, Texas. The final judgment permanently restrained and enjoined Clark from committing securities fraud and imposed a civil penalty of \$15,000. Clark consented to the entry of the final judgment, without admitting or denying the allegations in the Commission's complaint.

On May 7, 2001, the Commission instituted and simultaneously settled a Rule 102(e) proceeding against Clark based upon the entry of the injunction. Clark consented to the entry of an Order denying him the privilege of appearing or practicing before the Commission as an accountant with the right to apply for reinstatement in three years.

The Commission's district court complaint, filed on September 27, 1999, alleged that Clark, Unison's former Chief Financial Officer, and Jerry Walker, Unison's former Chief Executive Officer, instructed the company's former controller to make materially false adjustments to revenue and expenses by creating unsupported journal entries that, among other things, materially increased Medicare receivables and materially decreased expenses for the third quarter of 1996. The complaint alleged that these adjustments to Unison's third quarter financial statements artificially inflated revenue by material amounts and enabled Unison to meet its own previously announced estimate of earnings for that quarter. According to the complaint, the adjustments to revenues and to expenses enabled Unison to report positive net income of \$1.2 million, or \$.30 per share, rather than a loss of almost \$4 million. Specifically, the complaint alleged that Clark violated Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5 and 13b2-1, and aided and abetted violations of Section 13(a) and Rule 13a-13. [SEC v. Jerry M. Walker and Craig R. Clark, Case No. CIV-99-1737-PHX-ROS, USDC, D. Ariz.] (LR-16988, AAE Rel. 1392); (In the Matter of Craig Clark, CPA – Rel. 34-44270; AAE Rel. 1391; File No. 3-10476)

#### **COURT ENTERS FINAL JUDGMENT BY DEFAULT AGAINST ONE TOUCH MARKETING, INC. IN SPECIALIZED MOBILE RADIO FRAUD**

The Commission announced that on April 30, 2001, the Honorable Colleen Kollar-Kotelly, United States District Court Judge for the District of Columbia, granted the Commission's application for a default judgment against defendant One Touch Marketing, Inc. (OTM). The final judgment orders OTM to pay \$43,951 disgorgement, \$30,485 prejudgment interest and a \$43,951 penalty. The judgment against OTM holds OTM jointly and severally liable with defendant Richard Parnell, who controlled OTM and was previously enjoined in the case and ordered to pay these amounts of disgorgement, interest and penalty. The Court found that the disgorgement amount represented the amount of investor funds received by OTM as a result of its unlawful conduct.

According to the complaint, which was filed on March 2, 1999, OTM and other defendants violated various registration and antifraud provisions of the federal securities laws in connection with the offer and sale to the public of securities designated as partnership units in three general partnerships formed to develop specialized mobile radio systems in Albany, New York, Reno, Nevada and Anchorage, Alaska. The complaint alleges that OTM and Parnell, among others, functioned as brokers in selling the unregistered securities without first having registered as such as required by applicable securities laws. On April 30, the Court also enjoined OTM from violating the securities registration provisions of Sections 5(a) and (c) of the Securities Act. Further, the Court enjoined OTM from violating the broker-dealer registration provisions of Section 15(a)

of the Exchange Act. OTM failed to answer, plead or otherwise respond to the Commission's complaint. For further information see Litigation Release Nos. 16073 (March 2, 1999), 16592 (June 15, 2000), 16660 (August 21, 2000) and 16666 (August 29, 2000). [SEC v. Internet Telecommunications Albany System SMR, et al., Civil Action No. 1:99CV00539, CKK, D.D.C.] (LR-16989)

### **CIVIL ACTION AGAINST PHILLIP EZELL, INDIVIDUALLY, AND DOING BUSINESS AS 21<sup>ST</sup> CENTURY FUNDING**

On April 17, 2001, the United States District Court for the Northern District of Indiana entered a final judgment imposing a permanent injunction on Phillip Ezell, a resident of Fort Wayne, Indiana, doing business as 21<sup>st</sup> Century Funding. In its complaint against Ezell, the Commission alleged that Ezell offered fictitious "prime bank" instruments over the Internet from March 1998 to August 2000. The Commission also claimed that Ezell improperly offered to sell unregistered securities to potential investors.

Without admitting or denying the allegations, Ezell consented to the entry of the permanent injunction, which prohibits him from future violations of Sections 5(c), 17(a)(1), and 17(a)(3) of the Securities Act of 1933. Because there was no evidence that Ezell profited from his unlawful activities, and because of Ezell's financial inability to pay, the Court did not order disgorgement or impose a money penalty on him. [SEC v. Phillip H. Ezell, individually, and doing business as 21<sup>st</sup> Century Funding, Civil No. 1:00CV0464, N.D. In.] (LR-16990)

### **EDWARD BAO CONSENTS TO AN ORDER BARRING HIM FROM ASSOCIATION WITH ANY BROKER, DEALER, OR INVESTMENT ADVISER**

The Commission today issued a settled Order Instituting Public Administrative Proceedings Pursuant to Section 15(b)(6) of the Securities Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, Making Findings, and Imposing Sanctions (Order) against Edward E. Bao. Without admitting or denying the Commission's findings, Bao consented to the Order, which bars him from association with any broker, dealer, or investment adviser, and which is based on the prior entry of a District Court injunction and on a criminal conviction.

On May 20, 1999, a Final Judgment was entered by the United States District Court for the Southern District of New York, in an action styled *Securities and Exchange Commission v. Edward E. Bao*, 96 Civ. 2515 (MBM), which permanently enjoins Bao from violating Section 17(a) of the Securities Act of 1933, Sections 10(b) and 13(b)(5) of the Securities Exchange Act of 1934 ("Exchange Act"), and Exchange Act Rules 10b-5, 13b2-1, and 13b2-2. The Final Judgment was entered by the District Court after a trial on stipulated facts. The Commission's Complaint alleged that, beginning in 1984 and continuing through late 1994, Bao, then the number two officer at Gruntal & Co., Inc. (Gruntal), a brokerage firm headquartered in New York City, violated the federal securities laws by directing a fraudulent scheme designed to divert securities and funds

totaling approximately \$5 million from customer accounts, unclaimed dividends, stale and outstanding customer and vendor checks, and other sources at Gruntal. As part of the scheme, Bao and others transferred the diverted assets to Gruntal profit and loss accounts or used the diverted assets to fund off-books payments of Gruntal expenses. The Complaint also alleged that in 1987, in connection with the acquisition of Gruntal's corporate parent, Gruntal Financial Corp., by The Home Group, Inc., Bao violated the federal securities laws by selling 618,000 shares of the common stock of Gruntal Financial Corp. while in possession of material, nonpublic information regarding the scheme. The District Court ordered Bao to disgorge unjust enrichment of \$1,382,250 from those illicit sales.

On September 11, 1997, a Judgment in a Criminal Case was imposed against Bao by the United States District Court for the Southern District of New York, in *United States v. Edward Bao*, 96 Cr. 247 (TPG). The Judgment was imposed pursuant to Bao's plea of guilty to Count Fourteen of a seventeen-count Indictment. Count Fourteen charged Bao with causing Gruntal to make fraudulent and misleading entries in its books and records by causing such entries to be made in one of a number of fictitious customer accounts utilized by Bao in the fraudulent diversion scheme. The District Court sentenced Bao to thirty-three months' incarceration, a two-year term of supervised release, a \$7,500 fine, and the mandatory \$50 criminal assessment. Bao appealed, and, on June 11, 1998, the U.S. Court of Appeals for the Second Circuit affirmed the judgment of the District Court. (Rel. 34-44274; IA-1942; File No. 3-10477)

#### **SEC SUES CHAIRMAN OF GRUPO MEXICANO DE DESARROLLO, AND 15 RELATIVES, FAMILY FRIENDS AND TRADING ENTITIES FOR MASSIVE INSIDER TRADING**

The Commission today sued Jorge Eduardo Ballesteros Franco, the Chairman of Grupo Mexicano, a major Mexican construction company, the estate of his brother Jose Luis Ballesteros Franco, Jose Luis Ballesteros' four sons, two friends of the Ballesteros family (all Mexican nationals), and eight related trading entities for engaging in massive and highly profitable insider trading. The action arises out of trading in the securities of Nalco Chemical Company (Nalco) prior to the June 28, 1999 public announcement that Nalco would be acquired by Suez Lyonnaise des Eaux, a French Company. Jose Luis Ballesteros was a director of Nalco and Vice-Chairman of Grupo Mexicano. He was killed in an automobile accident in Mexico on May 28, 2000. The SEC's complaint alleges that he traded Nalco stock on the basis of nonpublic information regarding the Nalco acquisition that he learned at a Nalco board meeting. In addition, the SEC alleges that Jose Luis Ballesteros tipped his four sons and brother, Jorge E. Ballesteros, all of whom traded on the inside information. All told, the defendants purchased 263,329 Nalco shares at a cost of over \$9.8 million and made illegal profits of more than \$3.7 million. To carry out their fraud, the Ballesteros family used multiple offshore trusts in names other than the Ballesteros family name, trustees located in the Isle of Jersey, offshore nominee companies, and four different brokerage firms, with accounts located in the United States and Switzerland.

Also today, the U.S. Attorney for the Southern District of New York announced the indictments of Jorge Ballesteros and Juan Pablo Ballesteros Gutierrez, one of Jose Luis Ballesteros' sons and a Grupo Mexicano employee, for nine felony counts and three felony counts, respectively, for conspiracy to violate, and violations of, the federal securities laws.

Richard H. Walker, Director of the SEC's Division of Enforcement, said, "the prohibitions against insider trading are a hallmark of our securities markets. As global participation in our markets increases, it is imperative that these prohibitions are vigorously enforced for the benefit of all. This case sends a warning that engaging in insider trading from abroad, or using multiple offshore accounts that mask the trader's identity, will not protect the trader from detection and prosecution."

#### THE SEC'S FEDERAL COURT COMPLAINT

The SEC charges, filed in U.S. District Court for the Southern District of New York, allege that Jose Luis Ballesteros attended a June 17, 1999 meeting of Nalco's Board of Directors where he was told that a merger with Suez was likely to be finalized within a matter of days. Shortly after the meeting adjourned, Jose Luis Ballesteros placed an order to purchase up to \$300,000 of Nalco stock through an offshore Swiss account owned by his family trust. On June 21, 22, 23 and 24, 1999, he purchased an additional 54,700 Nalco shares for over \$2 million through the same offshore Swiss account, and two additional Swiss accounts and made illegal profits totaling \$956,337.

According to the SEC, Jose Luis Ballesteros tipped his brother, Jorge Ballesteros, concerning the pending Nalco merger. Between June 22 and June 24, Jorge Ballesteros placed orders to purchase \$5.7 million of Nalco stock through two separate offshore family trusts with Swiss accounts and made illegal profits of over \$2.2 million.

The SEC also alleges that Jose Luis Ballesteros also tipped his four sons about the Nalco merger. On June 23, 24 and 25, 1999, the four sons bought 17,664 Nalco shares for more than \$777,000 and made illegal profits of \$152,838. Juan Pablo purchased Nalco stock through his Casford Limited account and the other three brothers all purchased Nalco stock through Jose Luis Ballesteros Gutierrez's Interconsulting Limited account.

Finally, Jose Luis Ballesteros Gutierrez tipped his longtime friend, Carlos Minvielle, about Nalco. On June 24, 1999, Carlos bought 4,365 Nalco shares for \$178,419 through an account in the name of Dehcot S.A. de C.V. and made illegal profits of \$48,015, which he shared with his tipper, Jose Luis Ballesteros Gutierrez. Carlos then tipped his father, Eugenio Minvielle, who, on June 23, 1999, bought 25,000 Nalco shares for \$931,275 through an account in the name of Parkesburg Corp. Together the Minvielles made illegal profits of \$414,428.

## SETTLEMENTS

The Estate of Jose Luis Ballesteros Franco has consented to pay \$3,744,870, representing disgorgement of \$3,380,284 (all the profits made by the Ballesteros family from their trading of Nalco stock), and prejudgment interest of \$364,586;

Eugenio Minvielle and Parkesburg Corp. have consented to pay \$788,330, representing disgorgement of \$366,413, prejudgment interest of \$55,504 and a one-time civil penalty of \$366,413;

Carlos Minvielle and Dehcot S.A. de C.V. have consented to pay \$103,303, representing disgorgement of \$48,015, prejudgment interest of \$7,273 and a one-time civil penalty of \$48,015;

Jose Luis Ballesteros Gutierrez and Interconsulting Limited have also agreed to pay a one-time civil penalty of \$58,817 on their own trading profits and those of Jose Luis's tippee, Carlos Minvielle;

Alejandro Ballesteros Gutierrez has agreed to pay a one-time civil penalty of \$14,778 on his trading profits; and

Ricardo Ballesteros Gutierrez has agreed to pay a one-time civil penalty of \$20,853 on his trading profits. At the time he bought Nalco stock, Ricardo Ballesteros was an analyst in the Investment Banking Division at Lehman Brothers Inc. and, as a result, he has agreed to be barred from the securities industry with the right to reapply after five years.

Overall, the settling defendants have agreed to pay a total of \$4,730,951 in disgorgement, prejudgment interest and penalties. In addition, all settling defendants, and the entities through which they traded (except the Estate of Jose Luis Ballesteros Franco), have consented to the entry of a permanent injunction prohibiting them from further violations of Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 and Rules 10b-5 and 14e-3 thereunder. The defendants did not admit or deny the SEC's allegations.

## NON-SETTLED CIVIL CASES

Jorge E. Ballesteros and Juan Pablo Ballesteros Gutierrez and the entities through which they traded (Cardinal Trust, Sagitton Limited, Gianni Trust, Gianni Enterprises Limited and Casford Limited), have also been sued by the Commission for violating Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 and Rules 10b-5 and 14e-3 thereunder. None of these defendants has agreed to settle with the Commission.

The SEC wishes to thank the United States Attorney's Office for the Southern District of New York, the Swiss Federal Office of Justice, the New York Stock Exchange and the Isle of Jersey Financial Services Commission for their cooperation and assistance in this matter.

The Commission is continuing its investigation in this matter. For further information contact Paul R. Berger, Associate Director, at (202) 942-4854. (Press Rel. 2001-43); [SEC v. Jorge Eduardo Ballesteros Franco, et al., Civil Action No. 01CV 3872, JGK, SDNY] (LR-16991)

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## **INVESTMENT COMPANY ACT RELEASES**

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### **ALLSTATE LIFE INSURANCE COMPANY, ET AL.**

A notice has been issued giving interested persons until June 1, 2001, to request a hearing on an application filed by Allstate Life Insurance Company (Allstate Life), Allstate Life Insurance Company Separate Account A (Allstate Life Separate Account), Allstate Life Insurance Company of New York (Allstate Life of New York), Allstate Life Insurance Company of New York Separate Account A (Allstate Life of New York Separate Account), Glenbrook Life & Annuity Company (Glenbrook), Glenbrook Life & Annuity Company Variable Annuity Account, Glenbrook Life Multi-Manager Variable Account, Glenbrook Life & Annuity Company Separate Account A (Glenbrook Separate Account A), Glenbrook Scudder Variable Account (A), Lincoln Benefit Life Company (Lincoln Benefit), Lincoln Benefit Life Variable Annuity Account (Lincoln Separate Account), Northbrook Life Insurance Company (Northbrook), Allstate Distributors, LLC, (Allstate Distributors), ALFS, Inc. (ALFS) (collectively Applicants). The Applicants seek an order pursuant to Section 6(c) of the Investment Company Act to the extent necessary to permit under specified circumstances the recapture of credits applied to contributions made (i) under certain deferred variable annuity contracts and certificates (Contracts) described herein that Lincoln Benefit, Glenbrook, and Allstate Life will issue through the Lincoln Separate Account, Glenbrook Separate Account A, and the Allstate Life Separate Account, respectively, and (ii) under other deferred variable annuity contracts and certificates (Future Contracts) that Allstate Life, Allstate Life of New York, Glenbrook, Lincoln Benefit and Northbrook (Insurance Company Applicants) may in the future issue through their respective separate accounts named as applicants above (Separate Accounts Applicants) or through other separate accounts that they may establish in the future (Future Account), which contracts will be substantially similar in all material respects to the Contracts. Applicants request that the order being sought extend to any other National Association of Securities Dealers, Inc. member broker-dealer controlling or controlled by, or under common control with, Allstate Life whether existing or created in the future, that serves as a distributor or principal underwriter for Contracts or Future Contracts offered through the Separate Account Applicants or any Future Account (Affiliated Broker-Dealer(s)). (Rel. IC-24973 – May 7)

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## SELF-REGULATORY ORGANIZATIONS

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### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-Phlx-2001-44) filed by the Philadelphia Stock Exchange extending the Pilot Program for Exchange Rule 98, Emergency Committee until July 31, 2001 has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the notice in the Federal Register is expected during the week of May 7. (Rel. 34-44245)

A proposed rule change filed by the American Stock Exchange (SR-Amex-2001-24) clarifying certain audit committee requirements has become immediately effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of May 7. (Rel. 34-44256)

A proposed rule change filed by the Philadelphia Stock Exchange (SR-Phlx-2001-41) eliminating equity trading floor specialist fees for the execution of PACE orders on the opening has become immediately effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of May 7. (Rel. 34-44259)

### PROPOSED RULE CHANGES

The National Association of Securities Dealers, through its subsidiary, The Nasdaq Stock Market, Inc., has filed a proposed rule change (SR-NASD-2001-28) to institute an automated order delivery service on the OTCBB. (Rel. 34- 44257)

The Depository Trust Company filed a proposed rule change (SR-DTC-2001-03) to allow DTC to make certain foreign securities eligible for depository services. Publication of the proposal is expected in the Federal Register during the week of May 7. (Rel. 34-44260)

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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.



Registration statements may be obtained in person or by writing to the Commission's Public Reference Branch at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the following e-mail box address: <publicinfo@sec.gov>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

- S-8 ALCATEL, 54 RUE LA BOETIE, 2288 BH, PARIS FRANCE 75008, IO 00000  
(331) 407-6101 - 21,785,543 (\$936,247,999.98) FOREIGN COMMON STOCK.  
(FILE 333-13410 - APR. 27) (BR. 7)
- S-8 LATIN AMERICAN EXPORT BANK, CALLE 50 Y AQUILINO DE LA GUARDIA,  
EL DORADO PANAMA CITY, REPUBLIC OF PANAMA, R1 - 50,000 (\$1,621,250)  
FOREIGN COMMON STOCK. (FILE 333-13412 - APR. 27) (BR. 7)
- S-8 LATIN AMERICAN EXPORT BANK, CALLE 50 Y AQUILINO DE LA GUARDIA,  
EL DORADO PANAMA CITY, REPUBLIC OF PANAMA, R1 - 470,000 (\$15,239,750)  
FOREIGN COMMON STOCK. (FILE 333-13414 - APR. 27) (BR. 7)
- S-8 SIEMENS AKTIENGESELLSCHAFT, WITTELSBACHERPLATZ 2 D-80333 MUNICH,  
FEDERAL REPUBLIC OF GERMANY, GERMANY, I9 00000 - 5,000,000  
(\$367,950,000)  
FOREIGN COMMON STOCK. (FILE 333-13428 - APR. 30) (BR. 7 - NEW ISSUE)
- S-8 COLLEGIATE PACIFIC INC, 13950 SEMLAC, SUITE 200, DALLAS, TX 75234  
(972) 243-8100 - 1,000,000 (\$4,690,000) COMMON STOCK. (FILE 333-59878  
MAY. 01) (BR. 2)
- S-8 MARINE PRODUCTS CORP, 2170 PIEDMONT ROAD NE, ATLANTA, GA 30324  
(404) 321-2140 - 2,000,000 (\$7,600,000) COMMON STOCK. (FILE 333-59886  
MAY. 01) (BR. 6)
- SB-2 DIGITAL DESCRIPTOR SYSTEMS INC, 2010F CABOT BLVD WEST, LANGHORNE, PA  
19047 (215) 752-0963 - 24,915,857 (\$1,991,714) COMMON STOCK. (FILE  
333-59888 - MAY. 01) (BR. 9)
- S-3 BURLINGTON NORTHERN SANTA FE CORP, 2650 LOU MENK DR, FT WORTH, TX  
76131  
(817) 352-6856 - 1,000,000,000 (\$575,000,000) STRAIGHT BONDS. (FILE  
333-59894 - MAY. 01) (BR. 5)
- S-8 ELECTRIC FUEL CORP, 120 WOOD AVE S, STE 300, ISELIN, NJ 08830  
(212) 826-5536 - 1,500,000 (\$4,807,500) COMMON STOCK. (FILE 333-59902  
MAY. 01) (BR. 4)
- S-8 TRANSKARYOTIC THERAPIES INC, 195 ALBANY ST, CAMBRIDGE, MA 02139  
(617) 349-0200 - 2,000,000 (\$31,670,000) COMMON STOCK. (FILE 333-59910  
MAY. 01) (BR. 1)

S-3 VALMONT INDUSTRIES INC, PO BOX 358, HWY 275, VALLEY, NE 68064  
 (402) 359-2201 - 1,215,333 (\$18,023,389) COMMON STOCK. (FILE 333-59912  
 -  
 MAY. 01) (BR. 6)

S-4 PRIVATE BUSINESS INC, 214 OVERLOOK COURT, SUITE 120, BRENTWOOD, TN  
 37027  
 - 4,610,077 (\$9,349,912) COMMON STOCK. (FILE 333-59914 - MAY. 01) (BR.  
 8)

S-8 IMAGING TECHNOLOGIES CORP/CA, 15175 INNOVATION DRIVE, SAN DIEGO, CA  
 92128 (619) 613-1300 - 5,000,000 (\$300,000) COMMON STOCK. (FILE 333-  
 59922  
 - MAY. 01) (BR. 3)

SB-2 NETSTAFF INC/IN, 168 SOUTH PARK STREET, SAN FRANCISCO, CA 94107 -  
 84,060,000 (\$7,481,340) COMMON STOCK. (FILE 333-59924 - MAY. 01) (BR.  
 9)

S-8 FIRST AMERICAN SCIENTIFIC CORP \NV\, 470 GRANVILLE ST, STE 1122,  
 VANCOUVER BRITISH CO, A1 (604) 681-8656 - 20,000,000 (\$5,500,000)  
 COMMON STOCK. (FILE 333-59926 - MAY. 01) (BR. 6)

S-3 FIRST USA BANK NATIONAL ASSOCIATION, 201 NORTH WALNUT STREET,  
 WILMINGTON, DE 19801 (302) 594-4117 - 1,000,000 (\$1,000,000)  
 EQUIPMENT TRUST CERTIFICATES. (FILE 333-59932 - MAY. 01) (BR. 8)

S-3 COCA COLA CO, ONE COCA COLA PLAZA, ATLANTA, GA 30313 (404) 676-2121  
 -  
 \$1,500,000,000 STRAIGHT BONDS. (FILE 333-59936 - MAY. 01) (BR. 2)

S-3 COCA COLA CO, ONE COCA COLA PLAZA, ATLANTA, GA 30313 (404) 676-2121  
 -  
 120,000 (\$5,610,000) COMMON STOCK. (FILE 333-59938 - MAY. 01) (BR. 2)

S-8 PEREGRINE SYSTEMS INC, 3611 VALLEY CENTRE DR, 5TH FL, SAN DIEGO, CA  
 92130 (619) 481-5000 - 706,692 (\$11,815,890.24) COMMON STOCK. (FILE  
 333-59940 - MAY. 01) (BR. 3)

S-3 GULF POWER CO, ONE ENERGY PLACE, PENSACOLA, FL 32520 (850) 444-6111  
 -  
 305,000,000 (\$305,000,000) PREFERRED STOCK. (FILE 333-59942 - MAY. 01)  
 (BR. 2)

S-3 ILEX ONCOLOGY INC, 4545 HORIZON HILL BLVD, SAN ANTONIO, TX 78229  
 (210) 949-8200 - 521,121 (\$9,458,346) COMMON STOCK. (FILE 333-59954 -  
 MAY. 01) (BR. 1)

S-8 AMAZON COM INC, 1200 12TH AVENUE S SUITE 1200, SEATTLE, WA 98144  
 (206) 266-1000 - 132,010 (\$2,500,000) COMMON STOCK. (FILE 333-59958 -  
 MAY. 01) (BR. 2)

S-8 SAUL CENTERS INC, 8401 CONNECTICUT AVE, CHEVY CHASE, MD 20815  
 (301) 986-6207 - 50,000 (\$950,000) COMMON STOCK. (FILE 333-59962 -  
 MAY. 01) (BR. 8)

- S-3 DOW CHEMICAL CO /DE/, 2030 DOW CENTER, MIDLAND, MI 48674 (517) 636-1000  
- \$1,740,000,000 COMMON STOCK. (FILE 333-59964 - MAY. 01) (BR. 2)
- S-4 INSIGHT MIDWEST LP, 810 7TH AVENUE, NEW YORK, NY 10019 (917) 286-2300 -  
500,000,000 (\$500,000,000) COMMON STOCK. (FILE 333-59966 - MAY. 02)  
(BR. 7)
- S-3 AMERITRADE HOLDING CORP, 4211 SOUTH 102ND ST, OMAHA, NE 68127  
(402) 331-7856 - 8,212,500 (\$45,579,375) COMMON STOCK. (FILE 333-59968  
MAY. 02) (BR. 7)
- S-3 KIMCO REALTY CORP, 3333 NEW HYDE PARK RD, PO BOX 5020, NEW HYDE  
PARK, NY  
11042 (516) 869-9000 - 643,308,475 (\$643,308,475) PREFERRED STOCK.  
(FILE 333-59970 - MAY. 01) (BR. 8)
- SB-2 BLUEGATE CORP, 3070 BRISTOL STREET, SUITE 450, COSTA MESA, CA 92626  
(714) 429-2900 - 700,000 (\$650,000) COMMON STOCK. (FILE 333-59972 -  
MAY. 02) (NEW ISSUE)
- S-3 METAWAVE COMMUNICATIONS CORP, 10735 WILLOWS ROAD NE, P O BOX 97069,  
REDMOND, WA 98073 (425) 702-5648 - 5,017,854 (\$17,462,132) COMMON  
STOCK.  
(FILE 333-59974 - MAY. 02) (BR. 7)
- S-1 ATLAS FUTURES FUND LIMITED PARTNERSHIP, 5916 N 300 WEST, FREMONT, IN  
46737 (219) 833-1306 - 6,699 (\$8,000,000) UNIT INVESTMENT TRUST. (FILE  
333-59976 - MAY. 02) (BR. 8)
- S-1 BRAINTECH INC/BC, 930 WEST 1ST STREET #102, VANCOUVER BC, A1 00000  
(604) 986-6121 - 11,900,003 (\$2,499,000) COMMON STOCK. (FILE 333-59980  
MAY. 02) (BR. 9)