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SEC NEWS DIGEST

Issue 2001-96

May 17, 2001

COMMISSION ANNOUNCEMENTS

SEC ANNOUNCES AGENDA AND LIST OF PARTICIPANTS FOR PORTALS ROUNDTABLE

As previously announced, on May 23, 2001, Acting Chairman Laura S. Unger will host a public roundtable discussion on issues related to relationships between broker-dealers and Internet web sites.

With the growing complexity of the securities business and the expanding use of technology, the question of who is a broker is arising with increasing frequency. The goal of the Portals Roundtable is to better inform the Commission on these issues.

Live audio of the discussion will be webcast free of charge by StreamOnSite.com. The webcast will be available live and later archived on the Commission's homepage at www.sec.gov.

A full agenda and a list of participants for the roundtable are available on the Commission's homepage. (Press Rel. 2001-51)

MARISA LAGO, DIRECTOR OF THE OFFICE OF INTERNATIONAL AFFAIRS, TO LEAVE SEC

Acting Chairman Laura S. Unger today announced that Marisa Lago, the Director of the SEC's Office of International Affairs, would be leaving the SEC in early June. Ms. Lago will be joining Citigroup, where she will become the Director of Global Workforce Development.

Acting Chairman Unger said, "The SEC has been fortunate to have had Marisa guiding its international program for the past four years. In this era of globalization and rapid market development, we have benefited from Marisa's talents as a forceful leader, skilled strategist, and effective diplomat. While we wish her all the best as she takes up new challenges, we will miss having her wise counsel here at the SEC."

Ms. Lago said, "It has been both an honor and a pleasure to serve as Director of the SEC's Office of International Affairs. Confronting the realities of an ever-changing and increasingly integrated international landscape is one of the most exciting challenges facing the Commission. I have enjoyed my time at the SEC and especially the wonderful colleagues -- both here and abroad -- with whom I have worked. I will miss them greatly."

Acting Chairman Unger also announced today that Felice B. Friedman, currently the Deputy Director of the Office of International Affairs, will serve as Acting Director. The Office of International Affairs has primary responsibility for the SEC's international program. The Office oversees the negotiation and implementation of information-sharing arrangements with other countries, and develops international initiatives to enhance the effectiveness of Commission activities. (Press Rel. 2001-50)

ENFORCEMENT PROCEEDINGS

PACIFIC BIOMETRICS, INC. CONSENTS TO INJUNCTION

On May 10, the Commission filed a complaint in the United States District Court for the District of Columbia against Pacific Biometrics, Inc. The complaint alleges that Pacific Biometrics, a publicly-traded California-based company, failed to make available to the investing public current and accurate information about its financial condition and results of operation through the filing of periodic reports with the Commission as required by the Securities Exchange Act of 1934 (Exchange Act). Specifically, the complaint alleges that Pacific Biometrics has not filed its Annual Report on Form 10-K for the fiscal year ended June 30, 2000; its Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, September 30 and December 31, 2000; and four Notifications of Late Filing with respect to its delinquent reports.

Simultaneously with the filing of the complaint, Pacific Biometrics admitted the violations and consented to the entry of a final judgment enjoining it from further violations of Section 13(a) of the Exchange Act of 1934 and rules 12b-25 and 13a-13 thereunder, and ordering it to file its delinquent reports on or before June 29, 2001. [SEC v. Pacific Biometrics, Inc., Civil No. 1:01CV0141, D.D.C.] (LR-17000)

SEC CHARGES FINANCIAL REPORTING FRAUD AGAINST FORMER CHAIRMAN AND PRESIDENT OF MANHATTAN BAGEL SUBSIDIARY AND THREE OTHER INDIVIDUALS WHO AIDED FRAUDULENT SCHEME

The Commission announced today that it has brought securities fraud charges against two former senior officers of I&J Bagel, Inc. (I&J), a wholly owned subsidiary of Manhattan Bagel, Inc. (Manhattan Bagel or the Company), which during the relevant period, manufactured and distributed bagel dough and cream cheese products to a network of 220

franchised, licensed and Company-owned bagel bakery stores operating in 15 states and Canada. The complaint charges three other individuals, employees of purported customers of I&J, with aiding and abetting the fraudulent scheme.

The complaint alleges that in 1995 and 1996, I&J's Chairman of the Board, Allan Boren (Boren), and its president, Eric Cano (Cano), orchestrated a scheme to inflate the Company's net income by recording fictitious sales, overstating franchise fee and other revenues and understating certain expenses on I&J's books. The overall effect was to overstate Manhattan Bagel's consolidated net income before taxes by 15 percent in the year ended December 31, 1995 and 23 percent in the first quarter of 1996. Boren's brother, Phillip Borini (Borini), implemented the fraud by (i) procuring false confirmations for the Company's auditors with respect to the fictitious sales, and (ii) making payments against the fictitious bagel sales using money provided by Boren. Corrine Davies (Davies) and Timothy Tuttle (Tuttle), employees of purported customers of I&J, aided and abetted the fraudulent scheme by, among other things, falsely confirming to the Company's auditors that their employers had purchased tens of thousands of bagels and related products in 1995 that they had, in fact, never purchased.

After the close of business on June 20, 1996, Manhattan Bagel announced that it had uncovered certain accounting irregularities and that, as a result, it planned to restate net income for the first quarter of 1996 (June 20 Announcement). On June 21, 1996, the price of Manhattan Bagel common stock fell approximately 35%, decreasing from \$21.25 to \$13.75 on record volume. Prior to the June 20 Announcement, Boren and Cano sold their Manhattan Bagel common stock at a price inflated by the fraudulent scheme. As a result, Boren and Cano directly benefited from the scheme, with Boren deriving ill-gotten gains of approximately \$10 million, and Cano deriving ill-gotten gains of about \$2.8 million.

The specific violations alleged against the five defendants are as follows:

(a) Boren: 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 Rules 10b-5 and 13b2-1, and aiding and abetting liability, pursuant to Section 20(f) of the Exchange Act, for Manhattan Bagel's violations of Sections 13(a) and 13(b)(2) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13.

(b) Cano: Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5 and 13b2-1, and aiding and abetting liability, pursuant to Section 20(f) of the Exchange Act, for Manhattan Bagel's violations of Sections 13(a) and 13(b)(2) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13.

(c) Borini: Sections 10(b) of the Exchange Act and Rule 10b-5, and aiding and abetting liability, pursuant to Section 20(f) of the Exchange Act, for (i) Boren's and Cano's violations of Sections 10(b) and 13(b)(5) and Rules 10b-5 and 13b2-1, and (ii) Manhattan

Bagel's violations of Sections 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13.

(d) Davies and Tuttle: Aiding and abetting liability, pursuant to Section 20(f) of the Exchange Act, for (i) Boren's and Cano's violations of Sections 10(b) and 13(b)(5) and Rules 10b-5 and 13b2-1, and (ii) Manhattan Bagel's violations of Sections 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13.

The complaint seeks civil penalties and injunctive relief against all defendants, disgorgement of ill-gotten gains plus prejudgment interest from Boren and Cano and officer and director bars against Boren and Cano. The litigation is pending in the United States District Court for the Central District of California.

The Commission acknowledges the United States Attorney's Office for the Central District of California for its assistance in this investigation. [SEC v. Allan Boren, et al., CD CA, Cv01-04377DDP(EX)] (LR-17002; AAE Rel. 1396)

COURT ORDERS PERMANENT INJUNCTION AND OTHER RELIEF AGAINST JEROLD CLAWSON AND JERRY BEACHAM IN PAY TELEPHONE LEASEBACK SCHEME

The Commission announced today that on May 9 the Honorable Jack T. Camp of the United States District Court for the Northern District of Georgia entered orders of permanent injunction and other relief against Jerold Benjamin Clawson (Clawson) and Jerry Delano Beacham (Beacham) for engaging in fraud in the offer and sale of unregistered securities in the form of investment contracts in a scheme involving pay telephone leasebacks through the company of Phoenix Telecom, L.L.C. (Phoenix). The Commission alleged that the defendants promoted a massive fraudulent scheme through the use of insurance agents and over the Internet, in which Phoenix raised more than \$74 million from more than 2,000 mostly elderly investors. The Court ordered that Clawson pay disgorgement in the amount of \$2,700,000, but waived payment in excess of \$558,000 based upon Clawson's demonstrated inability to pay beyond that amount. The Court ordered Beacham to pay disgorgement in the amount of \$2,000,000, but waived payment in excess of \$150,000 based upon Beacham's demonstrated inability to pay beyond that amount. Judge Camp ordered that disgorgement be paid directly into the receivership for Phoenix for the benefit of the defrauded investors.

Following a hearing on the merits earlier, the Court concluded that the scheme was based upon purported investments in customer owned, coin-operated telephones offered and sold in units, involving a telephone, site lease, lease/back agreement and buy/back agreement, that constitute securities, and further concluded that no registration statement was filed with the Commission in connection with these securities. Phoenix was the source of lease payments on the telephones and was the insurer of the investment and investors were not told that Phoenix was losing money, had a negative net worth, and was dependent on revenue from new investors to sustain its operations.

The Court's orders permanently enjoined defendants Clawson and Beacham from future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. [SEC v. Phoenix Telecom, L.L.C., Jerold Benjamin Clawson, Jerry Deland Beacham and H. Ellis Ragland, Jr., Civil Action File No. 1:00-CV-1970-JTC, N.D. Ga.] (LR-17003)

FORMER SALOMON SMITH BARNEY INVESTMENT BANKING ANALYST SETTLES INSIDER TRADING CHARGES

On May 14, the U.S. District Court for the Southern District of New York entered a final judgment against Michael A. Petrescu-Comnene, a former investment banking analyst at Salomon Smith Barney charged with repeated acts of insider trading over a nine-month period beginning in December 1999. In its complaint filed on October 13, 2000, the Commission alleged that Petrescu-Comnene illegally tipped friends about several potential merger and acquisition transactions that he learned about while working at Salomon. The complaint alleged that Petrescu-Comnene and his friends made their largest profits -- \$40,875 -- by purchasing Associates First Capital Corp. (AFS) call options the day before the September 6, 2000 announcement that Citigroup, Salomon's parent, had agreed to purchase AFS in an all-stock transaction valued at \$31.1 billion. Also on October 13, 2000, the U.S. Attorney for the Southern District of New York filed criminal charges against Petrescu-Comnene.

Without admitting or denying the allegations of the Commission's complaint, Petrescu-Comnene consented to the entry of the final judgment which permanently enjoins him from violating the antifraud provisions contained within Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. The Court also ordered Petrescu-Comnene to pay \$65,813.40, representing disgorgement of illegal profits and prejudgment interest. However, payment of all but \$18,000 of this total amount was waived and a civil penalty was not assessed against Petrescu-Comnene, based upon his demonstrated inability to pay.

Today, based on the entry of the Court's injunction, the Commission also instituted settled administrative proceedings to permanently bar Petrescu-Comnene from the securities industry. Without admitting or denying the Commission's findings, Petrescu-Comnene consented to the entry of the Commission's Order, which bars him from associating with any broker, dealer, municipal securities dealer, investment adviser or member of a national securities exchange or registered securities association.

The Commission wishes to thank the U.S. Attorney for the Southern District of New York for its cooperation in this matter. [SEC v. Michael Andrew Petrescu-Comnene, Civil Action No. 00CIV. 7825, RMB, SDNY] (LR-17004); (Administrative Proceeding - Rels. 34-44310; IA-1944; File No. 3-10484)

COMMISSION FILES SETTLED CASE ALLEGING INSIDER TRADING IN THE SECURITIES OF CORRECTIONS CORPORATION OF AMERICA

Defendants Agree to Pay More Than \$250,000 in Settlements

On May 16, the Commission filed a settled insider trading case in the United States District Court for the District of Columbia against W. Blake Brock, his wife Kathy O. Brock, and Kenneth L. Unker, a friend and business associate of Kathy Brock. The Commission's complaint alleges that in October 1997, when he was controller of Corrections Corporation of America, Inc. (CCA), a Nashville company that developed prisons and similar correctional facilities, Blake Brock learned that CCA's quarterly earnings would fall short of expectations. According to the complaint, Blake Brock then tipped his wife about the earnings shortfall and directed her to buy CCA put options in anticipation of the company's negative earnings release. The complaint further alleges that the Brocks tipped Blake Brock's father, who then sold his existing CCA call options and bought CCA put options, and that Kathy Brock tipped Unker, who then sold all of his CCA stock, bought CCA put options, and tipped two friends, both of whom promptly bought CCA put options and one of whom sold short CCA stock. After CCA announced its earnings shortfall on October 23, 1997, its stock price immediately fell by approximately 25%. In all, the defendants collectively are alleged to have realized trading profits and avoided trading losses totaling more than \$110,000.

Without admitting or denying the Commission's allegations, the defendants consented to entry of final judgments that would permanently enjoin all of them from violating Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and would also permanently enjoin Unker from violating Section 17(a) of the Securities Act of 1933. In addition, Blake and Kathy Brock have agreed to disgorge \$34,450 in trading profits and avoided losses (including prejudgment interest) and to pay a \$57,712 civil penalty, and Kenneth Unker has agreed to disgorge \$127,008 in trading profits and avoided losses (including prejudgment interest) and to pay a \$31,343 civil penalty.

The Commission acknowledges the assistance of the American Stock Exchange in this matter. [SEC v. W. Blake Brock, Kathy O. Brock, and Kenneth L. Unker, No. 1:01CV01067, D.D.C., Judge Kollar-Kotelly] (LR-17005)

DEFAULT JUDGMENT ENTERED AGAINST INVESTMENT ADVISER TANDEM MANAGEMENT INC.

The Commission announced that on May 11 the Honorable Judge John G. Koeltl, United States District Judge for the Southern District of New York, entered a Default Judgment against Tandem Management Inc. (Tandem) in connection with a civil injunctive action filed by the Commission on October 2, 1995 against Tandem and its principals William F. Branston, Eugene B. Deveney, and Peter S. Alsop. At the time the Complaint was filed, Tandem was a registered investment adviser. The Commission alleged that Tandem and its principals misappropriated over \$1 million in client assets, principally in the form of "soft dollar" credits and commission rebates; distributed false information concerning Tandem's

performance returns and assets under management to clients, investors in a limited partnership fund advised by Tandem, and a national money management ranking publication; filed false Forms ADV; failed to make required disclosures concerning Tandem's financial condition; and failed to keep required books and records. The Judgment permanently enjoined Tandem from violating Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, Sections 204, 206(1), 206(2), 206(4), and 207 of the Investment Advisers Act of 1940, and Rules 204-2, 206(4)-1, and 206(4)-4 thereunder. The Court previously entered a Final Judgment on consent against defendant. Also on August 18, 1997; on August 27, 1997, the Commission barred Also from the securities industry. This case, which had been suspended without prejudice due to related criminal proceedings, was restored to the active docket in January 2001 and is pending against remaining defendants Branston and Deveney. For further information see LR-14670 and LR-15447. [SEC v. Tandem Management Inc., et al., Civil Action No. 95-CV-8411, SDNY] (LR-17006)

SEC FILES AND SETTLES CIVIL ACTION AGAINST PAUL SHINGLEDECKER

On May 16, the Commission filed and simultaneously settled a civil fraud action in the United States District Court for the Western District of Michigan against Paul Shingledecker of Marcellus, Michigan for his participation in a widespread fraudulent "prime bank" scheme called The Gateway Association. According to the Commission's Order of Permanent Injunction and Other Equitable Relief (Order), Shingledecker violated the securities registration and antifraud provisions of the federal securities laws in connection with his offer and sale of these alleged "prime bank" instruments. From approximately November 1997 and continuing through about December 1998, Shingledecker solicited investors to invest in an alleged overseas bank debenture trading program involving medium-term bank debentures. Shingledecker described to investors a 1.250% rate of return on a ten-month investment. He directed investors to either send their checks to the Gateway office or to wire their funds directly to one of several bank accounts. Shingledecker offered and sold these non-existent securities to at least eleven investors and raised over \$500,000 for Gateway. Shingledecker, through his insurance company, received at least \$140,000 in funds from Gateway.

Without admitting or denying the allegations in the complaint, Shingledecker consented to the entry of an Order that: (1) enjoins him from violating Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder; (2) orders him to pay disgorgement in the amount of \$140,000 plus prejudgment interest of \$25,148.86; and (3) waives disgorgement in excess of \$25,000 and does not impose a civil penalty based upon Shingledecker's sworn statements demonstrating his inability to pay. [SEC v. Paul Shingledecker, Civil Action No. 5:01-CV-283, W.D. Mich.] (LR-17007)

CIVIL ACTION AGAINST CLUB ATLANTA TRAVEL, INC., DAVID STRAUB, FRANK GARNER, AND FRED GARNER

The Commission announced that the Honorable Charles A. Moye, Jr., United States District Judge for the Northern District of Georgia, entered an Order Regarding Disgorgement and Civil Penalty as to Frank Garner and Fred Garner (Garners), pursuant to the Court's final judgment of permanent injunction as to the Garners and David L. Straub entered September 18, 1997. The Court ordered Frank Garner to pay disgorgement in the amount of \$474,025.00, plus prejudgment interest, but waived payment of all but \$13,448.00 and did not impose a civil penalty due to his demonstrated financial inability to pay. The Court ordered Fred Garner to pay disgorgement in the amount of \$401,245.00, plus prejudgment interest, but waived payment of all but \$33,250.00 and did not impose a civil penalty due to his demonstrated financial inability to pay. The Garners consented to the entry of this Order without admitting or denying the allegations of the complaint.

On September 18, 1997, the Commission alleged in its Complaint against the Garners, Club Atlanta Travel, Inc. (CAT), and David L. Straub (Straub), that at least from November 1995, the defendants raised over \$32,000,000 from approximately 24,000 investors across the United States and Canada by selling unregistered securities in the form of investment contracts using an instrument called a "CAT Pass." CAT paid out as commissions approximately \$28,000,000, including commissions paid to the defendants. The Garners, CAT and Straub sold the securities to investors through false and misleading representations and omissions of material facts concerning, among other things: (a) the expected return on investment; (b) the financial stability and wherewithal of CAT; (c) the escrowing of investors' funds; (d) challenges to CAT by various states' Attorney General offices; and (e) Straub's background.

Without admitting or denying the allegations made against them in the Commission's complaint, the Garners consented to a final judgment entered on September 18, 1997, which permanently enjoined them from the antifraud provisions of the federal securities laws, and ordered them to pay disgorgement with prejudgment interest and civil penalties in amounts to be determined at a later date. [SEC v. Club Atlanta Travel, Inc., David L. Straub, Frank Garner, and Fred Garner, Civil Action No. 1:97-CV-2774-RCF, NDGA] (LR-17008)

HOLDING COMPANY ACT RELEASES

DTE ENERGY COMPANY

An order has been issued granting DTE Energy Company (DTE), a public-utility holding company that claims exemption under Section 3(a)(1) of the Public Utility Holding Company Act by Rule 2 under the Act, an extension of time until September 1, 2001, to

acquire directly all of the issued and outstanding voting securities of International Transmission Company, a public-utility company. (Rel. 35-27398)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-Phlx-2001-49) filed by the Philadelphia Stock Exchange adopting a monthly credit of up to \$1,000 to qualified members for an aggregate period of 36 months 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 14. (Rel. 34-44292)

A proposed rule change (SR-NYSE-2001-09) by the New York Stock Exchange to increase the fee charged for the Compliance Official Qualification Examination has become effective under Section 19(b)(3)(A)(ii) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of May 14. (Rel. 34-44296)

A proposed rule change (SR-NASD-2001-30) filed by the National Association of Securities Dealers, through its wholly owned subsidiary The Nasdaq Stock Market, Inc., establishing the fee schedule for the Nasdaq ReSourceSM Service, has become effective under Section 19(b)(3)(A)(ii) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of May 21. (Rel. 34-44303)

A proposed rule change filed by the New York Stock Exchange (SR-NYSE-2001-10) amending its Allocation Policy relating to Exchange-Traded Funds traded on an Unlisted Trading Privileges basis has become 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 21. (Rel. 34-44306)

APPROVAL OF PROPOSED RULE CHANGE

The Commission has approved a proposed rule change (SR-GSCC-00-13) filed by the Government Securities Clearing Corporation. The rule change allows GSCC to establish a cross-margining arrangement with the Chicago Mercantile Exchange and revises GSCC Rule 22, Section 4 to clarify that before GSCC credits an insolvent member for any profit realized on the liquidation of the member's final net settlement positions, GSCC will fulfill its obligations with respect to that member under that cross-margining agreement. (Rel. 34-44301)

PROPOSED RULE CHANGES

The New York Stock Exchange filed a proposed rule change (SR-NYSE-00-61) that would amend the Interpretation of NYSE Rule 412 (Customer Account Transfer Contracts). Publication of the notice in the Federal Register is expected during the week of May 21. (Rel. 34-44302)

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-2001-37) to clarify the extent of Nasdaq's authority to halt trading in a security in response to extraordinary market activity. Publication of the notice in the Federal Register is expected during the week of May 21. (Rel. 34-44307)

SECURITIES ACT REGISTRATIONS

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 SCHERING AKTIENGESELLSCHAFT, MULLERSTRASSE 178,
13353 BERLIN FEDERAL REPUBLIC OF GERMANY, - 160,000 (\$8,072,000)
FOREIGN COMMON STOCK. (FILE 333-13452 - MAY. 07) (BR. 1)
- S-8 SCHERING AKTIENGESELLSCHAFT, MULLERSTRASSE 178,
13353 BERLIN FEDERAL REPUBLIC OF GERMANY, - 1,000,000 (\$50,450,000)
FOREIGN COMMON STOCK. (FILE 333-13454 - MAY. 07) (BR. 1)
- S-8 ENBRIDGE INC, 31ST FL BOW VALLEY SQ 2, 205 5TH AVE SW,
CALGARY ALBERTA CANA, A0 T2P 2 (403) 231-3900 - 1,500,000 (\$37,275,000)
FOREIGN COMMON STOCK. (FILE 333-13456 - MAY. 07) (BR. 4)
- F-1 SATYAM COMPUTER SERVICES LTD, 271A ANNA SALAI, TEYNAMPET,
CHENNAI 600 018, INDIA, K7 00000 (914) 078-4322 - \$135,000,000
FOREIGN COMMON STOCK. (FILE 333-13464 - MAY. 07) (BR. 3 - NEW ISSUE)
- S-4 HENRY STATE BANCORP INC, 700 2ND STREET, PO BOX 207, HENRY, IL 61537
(309) 364-2302 - 6,000 (\$10,801,020) FOREIGN COMMON STOCK. (FILE
333-13468 - MAY. 04) (BR. 7 - NEW ISSUE)

F-10 INCO LTD, ROYAL TRUST TOWER, 145 KING ST W STE 1500,
TORONTO ONTARIO CAN, A6 M5H 4 (416) 361-7511 - 438,282,000
(\$260,777,790)
FOREIGN COMMON STOCK. (FILE 333-13470 - MAY. 08) (BR. 6)

F-1 INTERNATIONAL POWER PLC, WINDMILL HILL BUSINESS PK WHITEHILL WAY,
SWINDON WILTSHIRE, SN5 6BP ENGLAND, X0 - 4,950 (\$4,950,000) STRAIGHT
BONDS.
(FILE 333-13472 - MAY. 08) (BR. 2)

F-1 EMBRAER BRAZILIAN AVIATION CO INC, AVENIDA BRIGADERO FARIA LIMA
2170,
12227-901 SAO JOSE DOS CAMPOS SAO PAULO, FEDERATIVE REPUBLIC OF BRAZIL,
DS
00000 (011) 551-2345 - 60,756,000 (\$599,661,720) FOREIGN PREFERRED
STOCK.
(FILE 333-13476 - MAY. 09) (BR. 5)

S-8 PRACTICE WORKS INC, 1765 THE EXCHANGE, SUITE 200, ATLANTA, GA 30339
-
8,000,000 (\$50,240,000) COMMON STOCK. (FILE 333-60588 - MAY. 10) (BR.
8)

S-8 PRACTICE WORKS INC, 1765 THE EXCHANGE, SUITE 200, ATLANTA, GA 30339
-
500,000 (\$3,140,000) COMMON STOCK. (FILE 333-60590 - MAY. 10) (BR. 8)

S-1 STADIUM COMMUNITIES INC, PO BOX 4371, BERKELEY, CA 94704 (510) 531-
1036
- 2,000,000 (\$2,000,000) COMMON STOCK. (FILE 333-60592 - MAY. 10) (BR.

S-8 ORION POWER HOLDINGS INC, 7 EAST REDWOOD ST, 10TH FL, BALTIMORE, MD
21202 (410) 234-2630 - 7,500,000 (\$215,700,000) COMMON STOCK. (FILE
333-60596 - MAY. 10) (BR. 2)

S-3 CYGNUS INC /DE/, 400 PENOBSCOT DR, REDWOOD CITY, CA 94063 (650) 369-
4367
- 152,718 (\$1,893,507) COMMON STOCK. (FILE 333-60598 - MAY. 10) (BR.

S-8 PAYFORVIEW MEDIA HOLDINGS GROUP CORP, 509 MADISON AVENUE 16TH FLOOR,
NEW YORK, NY 10022 (212) 605-0150 - 703,032 (\$351,516) COMMON STOCK.
(FILE 333-60600 - MAY. 10) (BR. 9)

S-8 IMPERIAL PARKING CORP, 601 WEST CORDOVA STREET,
SUITE 300 VANCOUVER V6B 1G1, BRITISH COLUMBIA, (604) 331-7200 - 315,000
(\$6,977,250) COMMON STOCK. (FILE 333-60602 - MAY. 10) (BR. 5)

SB-2 WINE SYSTEMS DESIGN INC, 8343 E EARLL DRIVE, SCOTTSDALE, AZ 85251
(480) 423-0447 - 52,000 (\$52,000) COMMON STOCK. (FILE 333-60608 - MAY.
10)
(BR. 9)

S-8 OAK TREE MEDICAL SYSTEMS INC, 2797 OCEAN PARKWAY, BROOKLYN, NY 11235
(718) 769-6042 - 625,000 (\$118,750) COMMON STOCK. (FILE 333-60610 -
MAY. 10) (BR. 1)

N-2 PACHOLDER HIGH YIELD FUND INC, 8044 MONTGOMERY RD STE 382,
CINCINNATI,
OH 45236 (513) 985-3200 - 3,680 (\$92,000,000) COMMON STOCK. (FILE
333-60614 - MAY. 10) (BR. 22)

S-8 PINNACLE ENTERTAINMENT INC, 330 NORTH BRAND BOULEVARD, SUITE 1110,
GLENDALE, CA 91203 (818) 662-5900 - 500,000 (\$4,637,500) COMMON STOCK.
(FILE 333-60616 - MAY. 10) (BR. 5)

S-8 UNIVERSAL FOREST PRODUCTS INC, 2801 EAST BELTLINE NE, GRAND RAPIDS,
MI
49525 (616) 364-6161 - 2,300,000 (\$36,857,500) COMMON STOCK. (FILE
333-60630 - MAY. 10) (BR. 6)

S-3 LABORATORY CORP OF AMERICA HOLDINGS, 358 S MAIN ST, BURLINGTON, NC
27215
(336) 229-1127 - 6,000,000 (\$809,550,000) COMMON STOCK. (FILE 333-
60632 -
MAY. 10) (BR. 1)

S-3 VESTA INSURANCE GROUP INC, 3760 RIVER RUN DR, BIRMINGHAM, AL 35243
(205) 970-7000 - 6,900,000 (\$52,578,000) COMMON STOCK. (FILE 333-60634
MAY. 10) (BR. 1)

S-3 UNIVERSAL HEALTH REALTY INCOME TRUST, UNIVERSAL CORPORATE CTR,
367 S GULPH RD, KING OF PRUSSIA, PA 19406 (610) -26-5-06 - 100,000,000
(\$100,000,000) CONVERTIBLE PREFERRED SHARE OF BENEFICIAL INTEREST.
FILE
333-60638 - MAY. 10) (BR. 8)

S-8 ROXIO INC, 461 S MILPITAS BLVD, MILPITAS, CA 95035 (408) 957-2553 -
5,200,000 (\$55,592,884) COMMON STOCK. (FILE 333-60640 - MAY. 10) (BR.
3)

S-1 UNIGENE LABORATORIES INC, 110 LITTLE FALLS RD, FAIRFIELD, NJ 07004
(973) 882-0860 - 9,000,000 (\$4,680,000) COMMON STOCK. (FILE 333-60642
MAY. 10) (BR. 1)

S-8 PEROT SYSTEMS CORP, 12404 PARK CENTRAL DRIVE, SUITE #1100, DALLAS,
TX
75251 (972) 340-5000 - 15,000,000 (\$186,750,000) COMMON STOCK. (FILE
333-60644 - MAY. 10) (BR. 3)

S-3 WEATHERFORD INTERNATIONAL INC /NEW/, 515 POST OAK BLVD, SUITE 600,
HOUSTON, TX 77027 (713) 297-8400 - 5,000,000 (\$267,125,000) COMMON
STOCK.
(FILE 333-60648 - MAY. 10) (BR. 4)

S-3 WEBSTER FINANCIAL CORP, WEBSTER PLAZA, 140 BANK ST, WATERBURY, CT
06720
(203) 753-2921 - 28,652 (\$922,308) COMMON STOCK. (FILE 333-60656 -
MAY. 10) (BR. 7)

S-8 J CREW GROUP INC, 770 BROADWAY, NEW YORK, NY 10003 (212) 209-2500 -
1,910,000 (\$17,476,500) COMMON STOCK. (FILE 333-60658 - MAY. 10) (BR.
9)

S-3 EXODUS COMMUNICATIONS INC, 2831 MISSION COLLEGE BLVD, SANTA CLARA,
CA
95054 (408) 346-2200 - 108,157,200 (\$1,032,901,260) COMMON STOCK.
FILE
333-60660 - MAY. 10) (BR. 8)

S-8 PENNZOIL QUAKER STATE CO, PENNZOIL PLACE, P.O. BOX 2967, HOUSTON, TX
77252 (713) 546-4000 - 2,000,000 (\$28,450,000) COMMON STOCK. (FILE
333-60662 - MAY. 10) (BR. 4)

S-3 ADSTAR COM INC, 4553 GLENCO AVENUE, SUITE 325, MARINA DEL RAY, CA
90291
- 1,200,000 (\$1,344,000) COMMON STOCK. (FILE 333-60664 - MAY. 10) (BR.
4)

S-8 POPULAR INC, 209 MUNOZ RIVERA AVE, POPULAR CENTER BUILDING, HATO
REY, PR
00918 (787) 765-9800 - 5,000,000 (\$154,050,000) COMMON STOCK. (FILE
333-60666 - MAY. 10) (BR. 7)

S-8 TEKTRONIX INC, 14200 SW KARL DRIVE, BEAVERTON, OR 97070 (503) 627-
7111
- 6,670,000 (\$7,840,000) COMMON STOCK. (FILE 333-60668 - MAY. 10) (BR.
7)

S-8 EDWARDS LIFESCIENCES CORP, 17221 RED HILL AVE, IRVINE, CA 92614
949 250-2500 - 2,320,519 (\$52,907,833) COMMON STOCK. (FILE 333-60670
MAY. 10) (BR. 1)

S-8 GLOBAL MED TECHNOLOGIES INC, 12600 W COLFAX, SUITE C-420, LAKEWOOD,
CO
80215 (303) 238-2000 - 800,000 (\$600,000) COMMON STOCK. (FILE 333-
60672 -
MAY. 10) (BR. 8)

S-8 GLOBAL MED TECHNOLOGIES INC, 12600 W COLFAX, SUITE C-420, LAKEWOOD,
CO
80215 (303) 238-2000 - 15,000,000 (\$11,250,000) COMMON STOCK. (FILE
333-60674 - MAY. 10) (BR. 8)

S-8 VERITY INC \DE\, 894 ROSS AVE, SUNNYVALE, CA 94089 (408) 541-1500 -
2,550,000 (\$60,503,870.81) COMMON STOCK. (FILE 333-60676 - MAY. 10)
(BR. 3)

S-1 VOICE MOBILITY INTERNATIONAL INC, 13777 COMMERCE PARKWAY, SUITE 180,
RICHMOND, AI 00000 (604) 482-0000 - 9,750,000 (\$14,364,025) COMMON
STOCK.
(FILE 333-60678 - MAY. 10) (BR. 7)

S-8 AMERICAN FIRE RETARDANT CORP, 9337 BOND AVENUE, 806-479-0449, EL
CAJON,
CA 92012 (619) -39-0-68 - 1,783,334 (\$1,105,667) COMMON STOCK. (FILE
333-60680 - MAY. 10) (BR. 2)

S-4 ALLIANCE IMAGING INC /DE/, 1065 N PACIFICENTER DR, STE 200, ANAHEIM,
CA
92806 (714) 688-7100 - 260,000,000 (\$260,000,000) STRAIGHT BONDS.
(FILE
333-60682 - MAY. 10) (BR. 1)

S-8 SOLECTRON CORP, 777 GIBRALTAR DR, MILPITAS, CA 95035 (408) 957-8500
769,989 (\$19,977,364) COMMON STOCK. (FILE 333-60684 - MAY. 10) (BR. 5)

S-3 LENDINGTREE INC, 6701 CARMEL RD, STE 205, CHARLOTTE, NC 28226 -
25,050,034 (\$141,031,691.42) COMMON STOCK. (FILE 333-60688 - MAY. 11)
(BR. 8)

S-8 DIAGNOSTIC PRODUCTS CORP, 5700 W 96TH ST, LOS ANGELES, CA 90045
(310) 645-8200 - 1,000,000 (\$69,000,000) COMMON STOCK. (FILE 333-60690
MAY. 11) (BR. 1)

S-3 INTEGRATED CIRCUIT SYSTEMS INC, 2435 BLVD OF THE GENERALS,
NORRISTOWN,
PA 19403 (610) 630-5300 - 10,350,000 (\$171,292,500) COMMON STOCK.
(FILE
333-60692 - MAY. 11) (BR. 5)