

SEC NEWS DIGEST

Issue 2001-223

November 20, 2001

COMMISSION ANNOUNCEMENTS

COMMISSION MEETINGS

CLOSED MEETINGS - TUESDAY NOVEMBER 27, 2001 AND THURSDAY, NOVEMBER 29, 2001 - 10:00 A.M.

The subject matter of the closed meeting scheduled for Tuesday, November 27, 2001, will be: Institution and settlement of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; and Formal orders.

The subject matter of the closed meeting scheduled for Thursday, November 29, 2001, will be: Institution and settlement of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; and Consideration of amicus participation.

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 at (202) 942-7070.

ENFORCEMENT PROCEEDINGS

SEC CHARGES OREN FACHLER, RALPH DIFALCO, AND STEVEN BOCCHINO IN CONNECTION WITH PREVIOUSLY FILED FRAUDULENT OFFERING CASE

The Commission filed an Amended Complaint in federal court in Manhattan on November 13 bringing additional charges relating to a series of six fraudulent offerings that raised over \$2.1 million from 190 investors from May 1997 through August 1998. The Amended Complaint charges that the defendants, in various

combinations, created phony private placements of stock of Traderz Associates Holding, Inc., Niki Taylor, R.H. Roberts Holding Corp., Beverly Glenn Interactive, Goldman Lender & Co. Holdings, and Blackwell Co. and sold the purported private placement stock through a series of boiler rooms.

The Commission's Amended Complaint charges the following defendants:

Goldman Lender, a Delaware corporation that was located in New York City;

Blackwell, a sole proprietorship that was located in New York City;

Traderz Associates, a Delaware corporation that was located in New York City;

Sharon Harosh, age 27, the purported president and secretary of Goldman Lender and the sole proprietor of Blackwell. At the relevant time, Harosh resided in Brooklyn, New York;

Americo Robert Gallo, age 34, the president of Traderz during a portion of the time of the fraudulent offerings were conducted. At the relevant time, Gallo resided in Brooklyn, New York, and was a registered representative of Montrose Capital Management Ltd., West America Securities Corp., and Meridian Equities Co.;

Oren Fachler, age 26, the purported president, treasurer, and CEO of Traderz during a portion of the time the fraudulent offerings were conducted. At the relevant time, Fachler resided in Brooklyn, New York, and was a registered representative of Meridian Equities Co., Carlin Equities Corp., Clearing Services of America, Inc., and Montrose Capital Management Ltd.;

Ralph DiFalco, age 26, an officer of Traderz, and president of R.H. Roberts. DiFalco resided in Brooklyn, New York at the relevant time; and

Steven Bocchino, age 30, a resident of Brooklyn, New York, and a registered representative of M.A. Gillespie Investment Corp., and E.C. Capital, Ltd. at the relevant time. Currently, Bocchino resides in East Stroudsburg, Pennsylvania.

The Commission filed its initial complaint on October 23, 1998, charging Goldman Lender, Blackwell, Traderz, Harosh, and Gallo with violations of the antifraud provisions of the Securities Act of 1933 (Securities Act) and the Securities Exchange Act of 1934 (Exchange Act) in connection with the Goldman Lender and Blackwell offerings. The original complaint also charged Harosh

with a fraudulent scheme involving purported sales of stock of Ramtron International Corp., which traded on the NASDAQ. The original complaint sought temporary emergency relief, which was granted. An asset freeze and preliminary injunction are currently in effect against the original defendants, and a temporary receiver has been appointed for Goldman Lender, Blackwell, and Traderz.

The Amended Complaint alleges that, directly or through salespeople acting at their direction, defendants used traditional boiler-room tactics, including high-pressure sales tactics, false and misleading representations, and fictitious names and false addresses, to sell the offerings. In each of the offerings, the primary selling point was the promise of an imminent initial public offering (IPO) and the significant profits on the investment that would result. The defendants and other salespeople told investors that they could purchase securities in the private placements and in a few months the companies would go public and the investors would double or triple their money. In the Traderz, R.H. Roberts, Goldman Lender, and Blackwell offerings, some investors also received offering memoranda that contained material misrepresentations about the issuer's financial condition, the experience of its officers and directors, and the use of the offering proceeds, as well as a fabricated audit report. In the Goldman Lender and Blackwell offerings, the defendants also falsely told investors that their money would be kept in an escrow account and refunded in the event the offering failed to raise a stated minimum amount of proceeds. With the exception of Traderz, the issuers were all sham companies that had no operations or assets; the bulk of Traderz' operations consisted of selling the fraudulent offerings. None of the promised IPOs ever occurred. The funds raised were used primarily to enrich the individual defendants, pay commissions to salespeople, and otherwise defray the cost of the fraudulent offerings.

The Amended Complaint also includes the charges against Harosh relating to the purported sale of Ramtron stock.

The Amended Complaint charges that each of the defendants violated the antifraud provisions (Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act, and Rule 10b-5, thereunder) and that the individual defendants, Harosh, Gallo, Fachler, DiFalco, and Bocchino, acted as unregistered brokers in violation of Section 15(a) of the Exchange Act. The Commission seeks permanent injunctions, disgorgement and other equitable relief, and civil penalties.

Defendants Harosh, Gallo, and Fachler each are or have been the subject of criminal charges prosecuted by the Office of the United States Attorney for the Southern District of New York arising out of some or all of the conduct alleged in the Amended Complaint.

For additional information, see LR-16382 (December 9, 1999) and LR-15947(October 27, 1998). [SEC v. Goldman Lender & Co. Holdings, Blackwell Co., Traderz Associates Holding Inc., Sharon Harosh, Americo Robert Gallo, Oren Fachler, Ralph DiFalco, and Steven Bocchino, 98 Civ. 7525, SDNY, JGK] (LR-17239)

SEC OBTAINS TEMPORARY RESTRAINING ORDER AGAINST FORMER BOSTON-AREA MONEY MANAGER STEVIN HOOVER

On November 19, the federal district court in Massachusetts granted the Commission's emergency motion for a temporary restraining order against money manager Stevin R. Hoover and his registered investment advisory firm, Hoover Capital Management (HCM), based on their continuing violations of the federal securities laws. In its motion for a temporary restraining order, which was filed on November 15, 2001, the Commission claimed that between at least April 2000 and September 18, 2001, Hoover, HCM and an unregistered adviser that Hoover controls, Chestnut Management LLC, withdrew more than \$470,000 out of the Chestnut Fund LP, a domestic hedge fund managed by Chestnut Management, and improperly used these funds for personal and business expenses. The motion for emergency relief was filed in the Commission's pending action SEC v. Hoover and Hoover Capital Management, Inc., Civ. A. No. 01 CV 10751 (RGS) (D. Mass.), which alleges, among other things, that Hoover and HCM had previously misappropriated \$475,000 from HCM clients between 1995 and 1998.

In connection with the November 19th hearing, the Commission claimed that even after being sued by the Commission for their earlier fraudulent conduct, Hoover and HCM misappropriated money from a \$2.5 million hedge fund client, the Chestnut Fund. These thefts began in April 2000 while Hoover, HCM and Chestnut Management were based in Boston. The fraud continued through at least September 18, 2001, after Hoover and his companies had moved to Kansas City, Missouri. According to the Commission, Hoover and HCM, sometimes directly and other times indirectly through Chestnut Management, took at least \$470,000 out of the Fund and improperly used the money. The improprieties including making payments for Hoover's apartment in downtown Boston, making loans to Hoover and HCM, and repaying current and former HCM clients who were victims of the 1995-1998 fraud. These misappropriations also included \$30,000 taken from the Fund that was used to make a rent payment to former Kansas City Chiefs place-kicker Nick Lowery, for the Fairway, Kansas home Hoover is renting from Lowery.

On November 19, the Court granted the Commission's request for a temporary order restraining Hoover and HCM from directly or indirectly violating Section 206(1) and 206(2) of the Investment Advisers Act of 1940 and prohibiting the destruction or alteration of documents, an accounting, and, against Hoover, HCM and Chestnut Management, an asset freeze. [SEC v. Stevin R. Hoover and Hoover Capital Management, Inc., Civil Action No. 01CV10751-RGS (D. Mass.)] (LR-17240)

THREE DEFENDANTS PERMANENTLY ENJOINED FROM SECURITIES VIOLATIONS IN MUTUAL BANKS CONVERSION SCHEME

The Commission announced today that on November 1 the Honorable Graham C. Mullins of the United States District Court for the Western District of North Carolina entered individual orders of permanent injunction and other relief against defendants James A. Nies (Nies) of San Francisco, California, Jeffrey Dene Leader (Leader) of Mt. Kisco, New York and Harold Dalton Davlin (Davlin) of Ellicott City, Maryland for engaging in violations of the antifraud provisions of the securities laws in a mutual banks conversion scheme. Judge Mullins's orders permanently enjoined Nies, Leader and Davlin from further violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. Nies was ordered to pay disgorgement in the amount of \$300,000 with prejudgment interest thereon, but waived payment for the amount exceeding \$40,000 based upon his demonstrated inability to pay. Leader was ordered to pay disgorgement in the amount of \$193,000 with prejudgment interest thereon, but payment was waived for the amount exceeding \$125,000 based upon his demonstrated inability to pay. Davlin was ordered to pay disgorgement in the amount of \$17,072 along with prejudgment interest, but payment was waived for prejudgment interest based upon Davlin's inability to pay beyond the amount of disgorgement. Civil penalties were not imposed against the defendants based upon each defendant's inability to pay. Each defendant consented to the entry of his respective order, without admitting or denying the allegations of the Commission's complaint.

The Commission previously sued the defendants alleging that from early 1995 through early 1997, Nies and Leader, aided and abetted by Davlin, all registered representatives of broker-dealers registered with the Commission, orchestrated the fraudulent exercise of stock subscription rights in connection with at least seventeen mutual thrift conversions in eleven states. Under applicable federal and state banking regulations, when a savings and loan association, savings bank, or thrift converts to a publicly traded company, account holders are given the first opportunity to purchase stock, but are prohibited from transferring their stock purchase rights or entering into pre-issuance arrangements to sell the stock. The complaint alleged that Nies, Leader and Davlin developed an elaborate scheme to purchase shares in converting mutual thrifts for themselves or certain of their customers who were not legally entitled to do so, by submitting Stock Order Forms to the thrifts in the names of eligible thrift depositors. The Stock Order forms did not disclose the fact that ineligible persons were funding the stock purchase and would retain sole discretion to sell the stock. [SEC v. James A. Nies, Jeffrey Dene Leader and Harold Dalton Davlin, Civil Action File No. 3:00-CV-465-MU, USDC, WDNC] (LR-17241)

SEC OBTAINS EMERGENCY RELIEF AGAINST TERRY DOWDELL, VAVSSEUR CORP. AND OTHERS FOR ROLES IN \$29 MILLION PONZI SCHEME

On November 19, the Commission filed a complaint in Federal District Court in the Western District of Virginia, to halt a Ponzi scheme that has allegedly raised over \$29 million during the last several years. On the same day, Judge James A. Michael, Jr., of

the Western District of Virginia issued a Temporary Restraining Order, which included a prohibition against violations of federal securities laws and an asset freeze, against the defendants, including Dowdell, Birgit Mechlenburg a resident of Lenox, Massachusetts, Kenneth G. Mason, a resident of Wilmette, Illinois, and entity defendants Vavasour Corp., a Bahamian corporation, and Dowdell, Dutcher & Associates, Inc., an inactive Florida corporation. Judge Michael also ordered a hearing for November 27, 2001 at 10:00 a.m. on the Commission's Motion for a Preliminary Injunction.

The complaint alleges that Dowdell offered fictitious "prime bank" securities through Vavasour claiming that investors would earn gross returns of 4 percent per week for 40 weeks out of the year. The complaint also alleges that Dowdell told investors that their money would be sent to the Bahamas in an account in their own name to trade "medium term debenture instruments... issued by one or more of the major money center banks of either North America or Western Europe." Instead, the complaint alleges that Dowdell pooled the money in accounts he controlled in the United States and used the money to pay existing investors, pay commissions and pay personal expenses.

The complaint alleges that the defendants violated Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5 thereunder. The complaint also alleges that Mechlenburg sold securities and acted as an unregistered broker-dealer in violation of Section 15(a) of the Exchange Act and also committed violations of Section 15(c) of the Exchange Act and Rule 15c1-2 thereunder. In the complaint, the SEC also seeks to recover assets from several relief defendants

This case is part of the SEC's continuing effort to combat prime bank fraud and to alert the public to the risks posed by these phony instruments. The risks of this type of fraud and warnings about how to avoid it are spelled out in the Interagency Advisory: Warning Concerning "Prime Bank" Notes, Guarantees, and Letters of Credit and Similar Financial Instruments (October 21, 1993), which is discussed on the SEC's Homepage at <http://www.sec.gov/enforce/pbank/pbnkhome.htm>. [SEC v. Terry L. Dowdell, et al., USDC, WDVA, Civil Action No. 3:01CV0011610557] (LR-17242)

15 CHARGED WITH INSIDER TRADING IN SHARES OF NVIDIA CORPORATION

The Commission today announced the filing of seven civil complaints against 15 persons for insider trading in the securities of nVIDIA Corporation, a Santa Clara, California maker of computer graphics processors. The defendants are: Rajiv Agrawal, Mark Apton, Amit Bhagat, Atul Bhagat, David Chang, Geoffrey Chang, Ken Chow, Clifford Goody, Wendy Goody, Evan Kong Lau, Jack Lau, John Lin, Qwai Hoong Low, Son Phan, and Robert Prevett.

The actions allege that the defendants (including 11 nVIDIA employees and four tippees) traded after learning, in March 2000, that nVIDIA had just won a lucrative contract to provide graphics components for Microsoft Corporation's new video game

console, the X-Box. Collectively, the defendants earned more than \$1.7 million in illegal profits. Simultaneous with the filing of the complaints, the Commission also announced settlements with two of the defendants.

The Commission seeks disgorgement of defendants' profits, plus interest, civil monetary penalties for insider trading, and an order from the court permanently enjoining them from violating Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

[Securities and Exchange Commission v. Robert J. Prevett, et al., United States District Court for the Northern District of California, Civil Action No. C-01-21069-PVT; Securities and Exchange Commission v. David Chang, et al., United States District Court for the Northern District of California, Civil Action No. C-01-21071-PVT; Securities and Exchange Commission v. Geoffrey Chang, et al., United States District Court for the Northern District of California, Civil Action No. C-01-21070-RS; Securities and Exchange Commission v. Atul Bhagat, et al., United States District Court for the Northern District of California, Civil Action No. C-01-21073-RS; Securities and Exchange Commission v. Ken C. Chow, et al., United States District Court for the Northern District of California, Civil Action No. C-01-21067-PVT; Securities and Exchange Commission v. Mark Apton, et al., United States District Court for the Northern District of California, Civil Action No. C-01-21068-PVT; [SEC v. Evan K. Lau, United States District Court for the Northern District of California, Civil Action No. C-01-21072-PVT] (LR-17243)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by the Government Securities Clearing Corporation (SR-GSCC-00-09) that will adopt an earlier daily trade submission deadline, 8:00 p.m. EST, and will impose a fine schedule for late trade submission. Publication of the approval order is expected in the Federal Register during the week of November 19. (Rel. 34-45053)

The Commission approved a proposed rule change (SR-Amex-00-27) filed by the American Stock Exchange restricting the entry of certain orders for Portfolio Depository Receipts, Index Fund Shares, and Trust Issue Receipts. Publication of the order in the Federal Register is expected during the week of November 19. (Rel. 34-45071)

The Commission approved a proposed rule change submitted by the American Stock Exchange (SR-Amex-2001-58) to prorate the annual fee for companies to reflect the portion of the year that the company has been listed and make the annual fee payable in December. (Rel. 34-45061)

PROPOSED RULE CHANGE

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-2001-25) relating to the Exchange's AutoQuote System. Publication of the proposal is expected in the Federal Register during the week of November 19. (Rel. 34-45060)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change filed by the Chicago Board Options Exchange to establish fees for excessive RFQs on its new screen-based trading system (SR-CBOE-2001-57) has become immediately effective pursuant to Rule 19b-4(f)(2) under the Securities Exchange Act of 1934. (Rel. 34-45075)

A proposed rule change filed by the Pacific Exchange relating to fees for Continued Listings and Options Floor Access (SR-PCX-2001-41) 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 November 19. (Rel. 34-45076)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change (SR-CBOE-2001-56) submitted by the Chicago Board Options Exchange relating to dissemination of firm market quotes. Publication of the proposal is expected in the Federal Register during the week of November 19. (Rel. 34-45067)

WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until December 10, 2001, to comment on the application of Myers Industries, Inc. to withdraw its Common Stock, no par value, from listing and registration on the American Stock Exchange. (Rel. 34-45063)

WITHDRAWALS GRANTED

An order has been issued granting the application of Thermwood Corporation to withdraw its Common Stock, no par value and 12% Subordinated Debentures (due 2014), from listing and registration on the American Stock Exchange, effective November 19, 2001. (Rel. 34-45072)

An order has been issued granting the application of Thermwood Corporation to withdraw its Common Stock, no par value, from listing and registration on the Pacific Exchange, effective November 19, 2001. (Rel. 34-45073)

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>.

- F-6 FRONTLINE LTD /ADR/, TIMOTHY F KEANEY, 101 BARCLAY ST 22ND FLOOR, NEW YORK, NY 10286 (212) 815-2129 - 20,000,000 (\$1,000,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-14078 - NOV. 09) (BR. 99)
- S-8 FOUR SEASONS HOTELS INC, 1165 LESLIE ST, TORONTO, ONTARIO CANADA, A6 (416) 449-1750 - 1,200,000 (\$43,740,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 333-14080 - NOV. 09) (BR. 8)
- S-8 TECNOMATIX TECHNOLOGIES LTD, DELTA HOUSE, 16 HAGALIM AVE, HERZILYA 46733 ISRAEL, L3 (313) 471-6140 - 2,049,429 (\$24,892,956.53) FOREIGN COMMON STOCK. (FILE 333-14082 - NOV. 09) (BR. 3)
- S-8 CARDIOGENESIS CORP /CA, 26632 TOWNE CENTER DRIVE, SUITE 320, FOOTHILL RANCH, CA 92610 (408) 548-2100 - 800,000 (\$1,016,000) COMMON STOCK. (FILE 333-73170 - NOV. 13) (BR. 5)
- S-8 AMERICAN SHARED HOSPITAL SERVICES, TWO EMBARCADERO CENTER, SUITE 2370, SAN FRANCISCO, CA 94111 (415) 788-5300 - 250,000 (\$767,500) COMMON STOCK. (FILE 333-73172 - NOV. 13) (BR. 1)
- S-3 ALLIANT TECHSYSTEMS INC, 600 2ND ST NE, HOPKINS, MN 55343 (952) 931-6000 - \$287,500,000 COMMON STOCK. (FILE 333-73174 - NOV. 13) (BR. 5)
- S-2 AMERISTAR CASINOS INC, 216 HADDON AVE, SUITE 607, WESTMONT, NJ 08108 (702) 567-7000 - 6,900,000 (\$124,096,500) COMMON STOCK. (FILE 333-73178 - NOV. 13) (BR. 5)
- S-8 VERSATECH INC, 421 E. DRINKER STREET, DUNMORE, PA 18512 (570) 342-9202 - 135,000 (\$8,100) COMMON STOCK. (FILE 333-73180 - NOV. 13) (BR. 2)

S-1 AFC ENTERPRISES INC, SIX CONCOUSE PARKWAY SUITE 1700, ATLANTA, GA
30328
73182 - (770) 391-9500 - 8,050,000 (\$206,563,000) COMMON STOCK. (FILE 333-
NOV. 13) (BR. 5)

S-8 VIANET TECHNOLOGIES INC, 6509 WINDCREST DRIVE SUITE 160, PLANO, TX
75024
(212) 219-7680 - 5,000,000 (\$475,000) COMMON STOCK. (FILE 333-73184 -
NOV. 13) (BR. 3)

S-8 TELTRONICS INC, 2150 WHITEFIELD INDUSTRIAL WAY, SARASOTA, FL 34243
(941) 753-5000 - 200,000 (\$240,000) COMMON STOCK. (FILE 333-73186 -
NOV. 13) (BR. 7)

S-8 G&K SERVICES INC, 5995 OPUS PARKWAY SUITE 500, STE 455, MINNETONKA,
MN
55343 (612) 912-5500 - 50,000 (\$1,453,000) COMMON STOCK. (FILE 333-
73188 -
NOV. 13) (BR. 8)

S-8 BALLY TOTAL FITNESS HOLDING CORP, 8700 WEST BRYN MAWR AVENUE,
C/O BALLY TOTAL FITNESS, CHICAGO, IL 60631 (773) 399-7656 - 5,275
(\$99,698) COMMON STOCK. (FILE 333-73190 - NOV. 13) (BR. 5)

S-8 MINNESOTA MINING & MANUFACTURING CO, 3M CENTER, BLDG. 220-11W-02,
ST PAUL, MN 55144 (651) 733-1110 - 10,000,000 (\$10,000,000)
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-73192 - NOV. 13)
(BR. 6)

S-8 ALBERTSONS INC /DE/, 250 PARKCENTER BLVD, P O BOX 20, BOISE, ID
83726
73194 - (208) 395-6200 - 20,000,000 (\$645,000,000) COMMON STOCK. (FILE 333-
NOV. 13) (BR. 2)

S-3 ELCOR CORP, 14643 DALLAS PKWY STE 1000, WELLINGTON CTR, DALLAS, TX
75240
(972) 851-0500 - 50,000 (\$1,064,750) COMMON STOCK. (FILE 333-73196 -
NOV. 13) (BR. 6)

S-4 TERRA CAPITAL INC, 600 FOURTH ST, POST OFFICE BOX 600, SIOUX CITY,
IA
51102 (712) 277-1340 - 200,000,000 (\$200,000,000) STRAIGHT BONDS.
(FILE 333-73198 - NOV. 13) (NEW ISSUE)

S-4 PORT NEAL CORP, 600 FOURTH ST, POST OFFICE BOX 600, SIOUX CITY, IA
51102 (712) 277-1340 - 200,000,000 (\$200,000,000) STRAIGHT BONDS.
(FILE 333-73198-09 - NOV. 13) (NEW ISSUE)

S-4 BMC HOLDINGS INC, C/O BRILL MEDIA CO, P O BOX 2453, RICHMOND, VA
23201
(812) 423-6200 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE

333-73198-10 - NOV. 13)

S-4 BEAUMONT AMMONIA INC, 600 FOURTH ST, POST OFFICE BOX 600, SIOUX CITY, IA 51102 (712) 277-1340 - 200,000,000 (\$200,000,000) COMMON STOCK. (FILE 333-73198-12 - NOV. 13) (NEW ISSUE)

S-8 ALLSTATE CORP, 2775 SANDERS ROAD, NORTHBROOK, IL 60062 (847) 402-5000 - 5,000,000 (\$162,100,000) COMMON STOCK. (FILE 333-73202 - NOV. 13) (BR. 1)

S-8 SSP SOLUTIONS INC, 2030 MAIN STREET SUITE 1250, IRVINE, CA 92614 (949) 851-1085 - 5,905,375 (\$32,015,810.78) COMMON STOCK. (FILE 333-73204 - NOV. 13) (BR. 3)

S-3 MGI PHARMA INC, 6300 WEST OLD SHAKOPEE RD, SUITE 110, BLOOMINGTON, MN 55438 (612) 935-7335 - 3,025,000 (\$41,140,000) COMMON STOCK. (FILE 333-73206 - NOV. 13) (BR. 1)

S-8 KOPIN CORP, 695 MYLES STANDISH BLVD, TAUNTON, MA 02780 (508) 824-6696 - 2,800,000 (\$39,592,000) COMMON STOCK. (FILE 333-73208 - NOV. 13) (BR. 5)

S-8 CONCEPTS DIRECT INC, 2950 COLORFUL AVENUE, FILING2, LONGMONT, CO 80504 (303) -77-2-91 - 150,000 (\$297,000) COMMON STOCK. (FILE 333-73210 - NOV. 13) (BR. 2)

S-3 LABRANCHE & CO INC, ONE EXCHANGE PLAZA, NEW YORK, NY 10006 (212) 820-0400 - 1,200,000 (\$35,376,000) COMMON STOCK. (FILE 333-73212 - NOV. 13) (BR. 7)

S-3 PEREGRINE SYSTEMS INC, 3611 VALLEY CENTRE DR, 5TH FL, SAN DIEGO, CA 92130 (619) 481-5000 - 250,000,000 (\$250,000,000) COMMON STOCK. (FILE 333-73214 - NOV. 13) (BR. 3)

S-3 NEUROCRINE BIOSCIENCES INC, 10555 SCIENCE CENTER DRIVE, SAN DIEGO, CA 92121 (858) 658-7600 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 333-73216 - NOV. 13) (BR. 1)

S-8 SUN MICROSYSTEMS INC, 901 SAN ANTONIO RD, PALO ALTO, CA 94303 (650) 960-1300 - 50,275,000 (\$612,852,250) COMMON STOCK. (FILE 333-73218 - NOV. 13) (BR. 3)

S-4 SPSS INC, 233 S WACKER DR, CHICAGO, IL 60606 (312) 329-2400 -

24,635,165 (\$34,981,934) COMMON STOCK. (FILE 333-73220 - NOV. 13) (BR. 3)

S-8 ERGO SCIENCE CORP/DE, 790 TURNPIKE STREET, SUITE 202, NORTH ANDOVER, MA
01845 (978) 689-0333 - 1,786,875 (\$5,662,027.50) COMMON STOCK. (FILE 333-73222 - NOV. 13)

S-8 MICRON ENVIRO SYSTEMS INC, 16688-102 AVE., SURREY, BRITISH CILUMBIA, CANADA V7T2H5, EDMONTN AB, A2 (604) 584-1897 - 1,200,000 (\$300,000) COMMON STOCK. (FILE 333-73224 - NOV. 13) (BR. 6)

S-8 MICRON ENVIRO SYSTEMS INC, 16688-102 AVE., SURREY, BRITISH CILUMBIA, CANADA V7T2H5, EDMONTN AB, A2 (604) 584-1897 - 1,200,000 (\$300,000) COMMON STOCK. (FILE 333-73226 - NOV. 13) (BR. 6)

S-8 BADGER METER INC, 4545 WEST BROWN DEER ROAD, C/O CORPORATE SECRETARY, MILWAUKEE, WI 53223 (414) 371-5702 - 200,000 (\$4,035,000) COMMON STOCK. (FILE 333-73228 - NOV. 13) (BR. 5)

S-8 COLLAGENEX PHARMACEUTICALS INC, 41 UNIVERSITY DRIVE, NEWTON, PA 18940
73230 (215) 579-7388 - 1,999,000 (\$15,115,944.63) COMMON STOCK. (FILE 333-73230 - NOV. 13) (BR. 1)

S-8 IPRINT TECHNOLOGIES INC, 255 CONSTITUTION DRIVE, MENLO PARK, CA 94025
73232 (650) 298-8500 - 10,051,844 (\$3,561,686.86) COMMON STOCK. (FILE 333-73232 - NOV. 13) (BR. 8)

S-3 WAVE SYSTEMS CORP, 480 PLEASANT ST, LEE, MA 01238 (413) 243-1600 - 333,000 (\$782,550) COMMON STOCK. (FILE 333-73236 - NOV. 13) (BR. 3)

S-8 SOLECTRON CORP, 777 GIBRALTAR DR, MILPITAS, CA 95035 (408) 957-8500
- 428,146 (\$2,904,027.96) COMMON STOCK. (FILE 333-73238 - NOV. 13) (BR. 5)

S-8 PMA CAPITAL CORP, 1735 MARKET STREET SUITE 2800, PHILADELPHIA, PA 19103
(215) 665-5046 - 10,000,000 (\$10,000,000)
OTHER SECURITIES INCLUDING VOTING TRUST. (FILE 333-73240 - NOV. 13) (BR. 1)

S-3 POPULAR INC, 209 MUNOZ RIVERA AVE, POPULAR CENTER BUILDING, HATO REY, PR 00918 (787) 765-9800 - 1,990,000,000 (\$1,990,000,000) COMMON STOCK. (FILE 333-73242 - NOV. 13) (BR. 7)

S-3 POPULAR NORTH AMERICA INC, C/O CT 1209 ORANGE ST, WILMINGTON, DE 19801

(809) 765-9800 - 1,990,000,000 (\$1,990,000,000) STRAIGHT BONDS. (FILE 333-73242-01 - NOV. 13)

S-3 POPULAR INTERNATIONAL BANK INC, 209 MUNOZ RIVERA AVE, HATO REY, A7 00918

(809) 765-9800 - 1,990,000,000 (\$1,990,000,000) COMMON STOCK. (FILE 333-73242-02 - NOV. 13) (BR. 1)

S-8 KEYNOTE SYSTEMS INC, 2855 CAMPUS DRIVE, SAN MATEO, CA 94403
73244 (650) 522-1000 - 3,086,391 (\$22,404,626.11) COMMON STOCK. (FILE 333-
- NOV. 13) (BR. 8)

S-8 MICRON ENVIRO SYSTEMS INC, 16688-102 AVE., SURREY, BRITISH CILUMBIA,
CANADA V7T2H5, EDMONTN AB, A2 (604) 584-1897 - 900,000 (\$225,000)
COMMON STOCK. (FILE 333-73250 - NOV. 13) (BR. 6)

S-8 BOEING CO, P O BOX 3707 MS 1F 31, SEATTLE, WA 98124 (206) 655-2121 -
5) 136,107 (\$4,413,950.01) COMMON STOCK. (FILE 333-73252 - NOV. 13) (BR.

S-3 AIRGATE PCS INC /DE/, 233 PEACHTREE ST NE, SUITE 1700, ATLANTA, GA
30303 (404) 525-7272 - 4,000,000 (\$197,400,000) COMMON STOCK. (FILE 333-
73254 -
NOV. 13) (BR. 37)

S-8 SYKES ENTERPRISES INC, 100 NORTH TAMPA ST, STE 3900, TAMPA, FL 33602
- (813) 274-1000 - 8,095,350 (\$43,796,357) COMMON STOCK. (FILE 333-73260
NOV. 13) (BR. 3)

S-3 VALUECLICK INC/CA, 4360 PARK TERRACE DR, SUITE 100, WESTLAKE
VILLAGE, CA
91361 (805) 684-6060 - 1,115,488 (\$3,268,379.84) COMMON STOCK. (FILE
333-73262 - NOV. 13) (BR. 2)

S-2 ASHTON TECHNOLOGY GROUP INC, 1835 MARKET STREET SUITE 420,
PHILADELPHIA,
PA 19103 (215) 751-1900 - 10,000,000 (\$900,000) COMMON STOCK. (FILE
333-73264 - NOV. 13) (BR. 3)

S-3 AIRGATE PCS INC /DE/, 233 PEACHTREE ST NE, SUITE 1700, ATLANTA, GA
30303 (404) 525-7272 - 428,146 (\$2,904,027.96) COMMON STOCK. (FILE 333-73270
-
NOV. 13) (BR. 37)