

SEC NEWS DIGEST

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COMMISSION ANNOUNCEMENTS

LEO ORENSTEIN, ASSISTANT CHIEF LITIGATION COUNSEL, TO LEAVE SEC

On September 1, the Commission announced that Leo F. Orenstein, Assistant Chief Litigation Counsel in the Division of Enforcement, will leave the Commission this week to join the Washington law firm of Freedman, Levy, Kroll & Simonds as counsel.

In a nearly fourteen year career at the SEC, Mr. Orenstein investigated and litigated some of the Commission's most significant enforcement actions. Among many others, he commenced and supervised the Commission's investigation of Crazy Eddie, participated in its investigation of Drexel Burnham Lambert, prosecuted administrative proceedings arising out of the Princeton-Newport criminal convictions, and litigated landmark enforcement actions against Victor Posner and First City Financial Corp.

Chief Litigation Counsel Christian J. Mixter said, "Leo has been an able and articulate advocate for the Division of Enforcement and for the Commission. He leaves behind a solid record of important enforcement cases. We wish him well in his new position."

Before coming to the Commission, Mr. Orenstein, 44, practiced law in San Francisco. He was graduated magna cum laude from Yale College in 1977 and received his JD from Harvard Law School in 1980. (Press Rel. 99-107)

CLOSED MEETING -- THURSDAY, SEPTEMBER 9, 1999 -- 10:00 A.M.

A closed meeting will be held on Thursday, September 9, 1999 at 10:00 a.m. The subject matter of the closed meeting will be: Institution of injunctive actions; a litigation matter; and institution and settlement of administrative proceedings of an enforcement nature.

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

NASD DELISTING OF SC&T INTERNATIONAL, INC. UPHELD

On September 1, the Commission dismissed SC&T International, Inc.'s (SC&T) appeal from an NASD decision delisting it from the Nasdaq SmallCap Market. The NASD delisted SC&T because it failed to comply timely with its reporting requirements. SC&T did not inform the NASD of this failure despite agreeing to keep the NASD informed of any significant events. The Commission concluded that the NASD properly delisted SC&T from the SmallCap Market. (Rel. 34-41815; File No. 3-9593)

COMMISSION SUSTAINS IN PART NASD FINDINGS OF VIOLATIONS AGAINST RAFAEL PINCHAS AND MODIFIES SANCTIONS IMPOSED

On September 1, the Commission sustained in part findings of violations and modified the sanctions imposed on Rafael Pinchas, formerly associated with Prudential-Bache Securities (Prudential) and Lew Lieberbaum & Co., Inc., members of the National Association of Securities Dealers, Inc. (NASD). The Commission affirmed the NASD's findings that Pinchas engaged in excessive trading and unsuitable recommendations but determined that there was insufficient evidence to support the NASD's finding that Pinchas misappropriated customer funds. The Commission affirmed the censure and bar the NASD had imposed against Pinchas but reduced the \$219,821 fine assessed by the NASD by \$20,000, the amount the NASD had assessed against Pinchas for misappropriating customer funds. (Rel. 34-41816; File No. 3-9639)

CEASE-AND-DESIST PROCEEDINGS SETTLED AGAINST RICHARD MALLION

On September 1, the Commission entered an Order by the Commission ordering Mallion to cease and desist from committing or causing any violations and any future violations of the antifraud provisions of the federal securities laws, barring Mallion from participation in penny stock offerings, and ordering Mallion to pay \$100,000 in disgorgement, plus prejudgment interest.

In his Offer, Mallion, without admitting or denying the findings, consents to the issuance of an Order by the Commission which finds that on or about December 14, 1995, Mallion, directly or indirectly, paid or caused to be paid, \$7,780 to a broker-dealer which was undisclosed compensation for a previous purchase of 9,000 shares of Intermedia Net, Inc. at prices ranging from approximately \$2.75 to \$3.125 per share by the broker-dealer; on or about April 3, 1996, Mallion, directly or indirectly, paid or caused to be paid 800 shares of Golf Ventures Inc. to a broker-dealer which was undisclosed compensation for previous purchases of 4,000 shares of the same stock at prices ranging from approximately \$4.75 to \$5.375 per share; on or about February 6 and February 7, 1996, Mallion,

directly or indirectly, paid or caused to be paid, 1,700 and 1,000 shares, respectively, of Pollution Control International Corp. to a broker-dealer which was undisclosed compensation for previous purchases of 8,000 shares of the same stock at prices ranging from approximately \$2.125 to \$2.375 per share by the broker-dealer. (Rels. 33-7730; 34-41817; File No. 3-9152)

SEC CHARGES SIX J.B. HANAUER & CO. BROKERS WITH FRAUDULENT SALES PRACTICES -- HANAUER AND TWO BRANCH MANAGERS CHARGED WITH FAILURE TO SUPERVISE

The Commission announced today the filing of settled administrative proceedings against five former brokers and one current broker at J. B. Hanauer & Co. The Commission charged the five former brokers with churning client accounts; purchasing unsuitable quantities of below investment-grade bonds; and other fraudulent sales practices. The violations occurred from 1990 to 1995 at the New Jersey office and at two Florida branch offices of Hanauer. The Commission also charged three of these former brokers and one current broker with failing to disclose material trading losses during 1990 to 1997, and altering client profit and loss statements (P&Ls) to conceal those losses. Hanauer is a New Jersey broker-dealer registered with the Commission that specializes in the retail sale of municipal and corporate bonds. The Commission also charged Hanauer and two of its former branch managers with failing reasonably to supervise certain of the brokers. In settling the charges, Hanauer and the individual respondents agreed to pay civil penalties totaling \$800,000, and to other relief described below.

The Commission charged the following fraudulent conduct by the Hanauer brokers:

Geoffrey A. Newman churned six accounts, made unsuitable bond purchases for the same accounts, and averted margin calls in some of these accounts through undisclosed transfers of his personal funds and other assets into the accounts;

Jeffrey B. Bukantz churned ten accounts, made unsuitable bond purchases for three of those accounts, and concealed material undisclosed trading losses in seven accounts by altering P&Ls; George Spivak churned six accounts, made unsuitable bond purchases for three of those, and made material misrepresentations of facts in selling one bond issue to those clients;

Robert H. Wolfson churned one account, made unsuitable bond purchases for that client, and concealed trading losses in four accounts by altering P&Ls;

Melvin H. Stein made unsuitable recommendations and unsuitable bond purchases for one client; and

John H. Kessler concealed trading losses in one account by altering P&Ls.

The Commission charged that these brokers defrauded a total of twenty-eight clients, most of whom were elderly or retired with little investment experience. These brokers generated approximately \$4.5 million in gross commissions by churning the accounts of certain of these clients while the clients incurred approximately \$3 million in trading losses. The altered P&Ls concealed over \$1 million of losses.

The Commission found that, as a result of their misconduct, these six brokers willfully violated Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 thereunder. Without admitting or denying the Commission's findings, each of the six consented to the entry of administrative orders directing them to cease and desist from committing or causing any violations or future violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder. In addition, the order provided for the following relief:

Newman is barred from association with any broker or dealer and ordered to pay \$760,853 in disgorgement, plus prejudgment interest, but waiving all but \$131,219 of such disgorgement and interest (and not assessing a civil money penalty) based on his demonstrated financial inability to pay;

Bukantz is barred from association with any broker or dealer and ordered to pay a civil money penalty of \$50,000;

Spivak is barred from association with any broker or dealer (no civil money penalty was imposed, based on his demonstrated financial inability to pay);

Wolfson is barred from association with any broker or dealer, and ordered to pay disgorgement and prejudgment interest in a total amount of \$30,960 and a civil money penalty of \$50,000;

Stein is suspended for twelve months from association with any broker or dealer and ordered to pay a civil money penalty of \$20,000; and

Kessler is suspended for nine months from association with any broker or dealer and ordered to pay a civil money penalty of \$50,000.

The Commission also charged two sales assistants at Hanauer with making the computer data entries necessary to alter P&Ls. The Commission found that Lori A. George, the sales assistant to Bukantz and Wolfson, and Cindy R. Lusby, the sales assistant to Kessler, caused violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder. Without admitting or denying the Commission's findings, George and Lusby consented to the entry of administrative orders directing them to cease and desist from committing or causing any violations or future violations of Section 17(a) of the Securities Act, Section 10(b) of

the Exchange Act, and Rule 10b-5 thereunder.

In a related proceeding, the Commission found that Hanauer and two former Hanauer branch managers, Paul Gordon and William F. Brown, failed reasonably to supervise persons under their supervision with a view to preventing willful violations of the federal securities laws. Gordon was formerly the branch manager for Hanauer's main office in New Jersey, and in that capacity, failed reasonably to supervise Bukantz. Brown was formerly the branch manager for Hanauer's branch office in North Miami Beach, and in that capacity, failed reasonably to supervise Newman.

Without admitting or denying the Commission's findings, Hanauer, Gordon and Brown consented to the entry of the Commission's order that:

Finds that Hanauer failed reasonably to supervise five brokers with a view to preventing their willful violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, censures the firm, orders Hanauer to pay a civil money penalty of \$600,000, and directs it to retain an independent consultant to review and evaluate its supervisory and compliance policies, procedures and systems to ensure they are adequate;

Finds that Gordon failed reasonably to supervise Bukantz with a view to preventing Bukantz's willful violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, suspends Gordon from association with any broker or dealer for a period of three months, suspends Gordon from association in a supervisory capacity with any broker or dealer for a period of nine months following his suspension from association, and orders him to pay a civil money penalty of \$15,000; and

Finds that Brown failed reasonably to supervise Newman with a view to preventing his willful violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5 thereunder, suspends Brown from association with any broker or dealer for a period of three months, bars Brown from association in a supervisory capacity with any broker or dealer for a period of two years following his suspension from association, and orders him to pay a civil money penalty of \$15,000. (Rels. 33-7731, 34-41825, File No. 3-9992; Rels. 33-7732, 34-41826, 3-9993; Rels. 33-7733, 34-41827, File No. 3-9994; Rels. 33-7734, 34-41828, File No. 3-9995; Rels. 33-7735, 34-41829, File No. 3-9996; Rels. 33-7736, 34-41830, File No. 3-9997; Rels. 33-7737, 34-41831, File No. 3-9998; Rel. 34-41832, File No. 3-9999)

SEC HALTS FRAUDULENT INVESTMENT SCHEME TARGETING SENIOR CITIZENS

The Commission announced today that on August 30, 1999, Judge Jerry Buchmeyer, United States District Judge for the Northern District of Texas, granted the Commission's request for a temporary restraining order halting a fraudulent investment scheme targeting senior citizens that has been ongoing since 1992. The Commission's Complaint charges that approximately 100 elderly individuals were

fleeced of some \$2.5 million in the scheme. Under the guise of providing estate and financial planning services, the defendants solicited information about the senior citizens' assets and investments. Upon obtaining this information, the defendants encouraged the senior citizens to liquidate their legitimate investments, including bank certificates of deposit and other safe investments, and to invest the proceeds in phony promissory notes promising higher rates of return. In fact, according to the Commission's complaint, the issuers of the notes had no real business or did not exist and the defendants misappropriated, or stole, most of the elderly investors' funds.

According to the Commission's Complaint, the scheme was devised and or participated in by Gary L. Davenport (Davenport), Russell Reeves (Reeves), Richard E. Russell (Russell) and Gregory M. Roberts (Roberts).

Davenport, age 58, is a resident of Graham, Texas. Davenport conducted business under the names of Southwest Family Trust Service (Southwest), Financial Marketing Service (FMS) and Liberty Marketing Service (Liberty).

Reeves, age 52, is a resident of Oildale, California and a former resident of Wichita Falls, Texas. Reeves conducted business under the name of Enterra Marketing Service (Enterra).

Russell, age 52, is a resident of Wichita Falls, Texas. In 1986, Russell was convicted in a Texas State District Court of theft by fraud and served a ten year probated sentence.

Roberts, age 45, is a resident of Round Rock, Texas.

According to the Commission's Complaint, Davenport purchased and used mailing lists to target elderly individuals in north and west Texas for investments in so called "guaranteed" and fully-collateralized "promissory notes." In order to solicit senior citizens, Davenport used Southwest to disseminate literature designed to alarm the elderly recipients with claims that the Texas probate process was lengthy, complicated and expensive and to suggest that Southwest could provide "estate planning services," "living trusts" and "revocable trusts" to overcome the identified problem. When the targets of the mailing responded, they were urged by Davenport, Reeves, Roberts and Russell (a convicted felon) to liquidate legitimate, safe investments, to withdraw IRA monies and to invest in FMS, Liberty or Enterra in order to achieve a higher rate of return.

Investors were told their investment would be used to fund business ventures, including short-term, high-interest notes, bank cards, resort projects and short-term, interim mortgage loans, all of which did not exist. Instead, investor monies were used by Davenport and his cronies to make interest payments to earlier investors (Ponzi payments), pay exorbitant sales commissions, purchase several parcels of real estate, acquire and operate a pawn shop, make

payments on personal credit cards and to construct a residence and lake home. Davenport surreptitiously transferred several of these assets to Jane Karen Nail (Nail), his ex-wife, to conceal them from investors and regulators. Nail, age 56, is a resident of Graham, Texas. She has been named as a relief defendant in the lawsuit.

Significantly, the Commission's complaint alleges that in 1996 a state court enjoined Davenport, Southwest and FMS from offering trust and estate planning services in this manner because he was engaged in the unauthorized practice of law. In response, Davenport continued his operations under the Liberty name. Liberty used virtually identical materials and offered the same sort of investments. Reeves then created Enterra. Although both Reeves and Russell continued to do business on behalf of Liberty, both also continued the investment fraud targeting the elderly under the Enterra name. Enterra used virtually identical materials and offered the same sort of fraudulent investments.

The temporary restraining order enjoins Reeves from continuing the scheme under the name of Enterra. In addition, Judge Buchmeyer issued orders (1) freezing all assets of Davenport, Southwest, FMS and Liberty, of Reeves and Enterra and of Russell and Roberts, (2) freezing assets of Jane Karen Nail (Davenport's ex-wife) to the extent those assets were derived from investor funds; (3) requiring Davenport, Reeves, Russell, Roberts and Nail to furnish accountings of revenues, expenditures and assets, (4) prohibiting the destruction of documents, (5) authorizing expedited discovery and (6) scheduling a September 9, 1999 hearing.

In its Complaint, the Commission alleges that Davenport, Reeves, Russell and Roberts violated Section 17(a) of the Securities Act of 1933, and Sections 10(b) and 15 of the Securities Exchange Act of 1934 and Commission Rules 10b-5 and 15c1-2. The Commission is seeking a preliminary and permanent injunction retraining future violations of the antifraud provisions of the federal securities laws; an order requiring disgorgement of all wrongfully obtained profits, with prejudgment interest, and civil penalties against each defendant. [SEC v. Gary Landon Davenport, dba Southwest Family Trust Service, Financial Marketing Service and Liberty Marketing Service, Russell Reeves, dba Enterra Marketing Service, Richard Earl Russell and Gregory Monroe Roberts, Case No. 7:99-CV-185-R, USDC, NDTX, Wichita Falls Division] (LR-16269)

INVESTMENT COMPANY ACT RELEASES

ELK ASSOCIATES FUNDING CORPORATION AND AMERITRANS CAPITAL CORPORATION

An order has been issued on an application filed by Elk Associates Funding Corporation and Ameritrans Capital Corporation under Section 61(a)(3)(B) of the Investment Company Act approving their respective Non-Employee Directors Stock Option Plans (Plans) and the grant of

certain stock options under the Plans. (Rel. IC-23984 - August 31)

AMWAY MUTUAL FUND TRUST, ET AL.

An order has been issued on an application filed by Amway Mutual Fund Trust, et al. under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act and Rule 18f-2 under the Act. The order permits applicants to enter into and materially amend subadvisory agreements without obtaining shareholder approval. (Rel. IC-23985 - August 31)

SCANA CORPORATION

A notice has been issued giving interested persons until September 27, 1999 to request a hearing on a proposal by SCANA Corporation (SCANA), a South Carolina public utility holding company exempt from registration under Section 3(a)(1) of the Act, to acquire Public Service Company of North Carolina, Incorporated (PSNC), a North Carolina corporation and gas public-utility company. Following its acquisition of PSNC, SCANA would register under Section 5 of the Act. (Rel. 35-27071; 70-9521)

SCANA CORPORATION, ET AL.

A notice has been issued giving interested persons until September 27, 1999 to request a hearing on a proposal by SCANA Corporation (SCANA), a South Carolina public utility holding company exempt from registration under section 3(a)(1) of the Act; South Carolina Electric and Gas Company; South Carolina Generating Company, Inc.; South Carolina Fuel Company, Inc.; South Carolina Pipeline Corporation; SCANA Energy Marketing Inc.; SCANA Propane Gas, Inc.; SCANA Propane Storage, Inc.; SCANA Communications, Inc.; Servicecare Inc.; Primesouth, Inc.; SCANA Resources Development Corporation; SCANA Petroleum Resources, Inc.; SCANA Service Company; Public Service Company of North Carolina, Incorporated (PSNC), a North Carolina public utility company; Sonat Public Service Company LLC; Clean Energy Enterprises; Cardinal Pipeline Company, LLC; Pine Needle LNG Company, LLC; PSNC Blue Ridge Corporation; PSNC Cardinal Pipeline Company; and PSNC Production Corporation to enter into various financing and service transactions connected with the registered holding company system that SCANA would establish following its proposed acquisition of PSNC. (Rel. 35-27071; 70-9533)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGES

The American Stock Exchange LLC filed a proposed rule change (SR-Amex-99-27) under Rule 19b-4 of the Securities Exchange Act of 1934 to amend the Amex's margin rules to, among other things: (i) permit

the extension of credit on certain long term options and warrants, and certain long box spreads comprised entirely of European-style options; (ii) recognize butterfly and box spread strategies for purposes of margin treatment and establish appropriate margin requirements; (iii) recognize various strategies involving stock (or other underlying instrument) paired with options, and provide for lower maintenance margin requirements on such hedged stock positions; (iv) expand the types of short positions that would be considered "covered" in a cash account; (v) allow a bank issued escrow agreement to serve as cover for certain spread positions held in a cash account; and (vi) update and improve, as necessary, current margin provisions. Publication of the proposal is expected in the Federal Register during the week of September 6. (Rel. 34-41808)

The Boston Stock Exchange filed with the Commission a proposed rule change under Rule 19b-4 (SR-BSE-99-11) implementing a Post Primary Session. Publication of the notice in the Federal Register is expected during the week of September 6. (Rel. 34-41814)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change filed by the Boston Stock Exchange to amend its Revenue Sharing Program (SR-BSE-99-12) has become immediately 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 September 6. (Rel. 34-41809)

A proposed rule change (SR-CBOE-99-46) filed by the Chicago Board Options Exchange relating to market-maker surcharges 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 September 6. (Rel. 34-41811)

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>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

HOUNSLOW MIDDLESEX, ENGLAND TW6 2JA, X0 - \$851,419.08 FOREIGN COMMON STOCK.
(FILE 333-10716 - AUG 25) (BR. 5)

F-3 ELAN CORP PLC, LINCOLN HOUSE LINCOLN PLACE, COUNTY WESTMEATH,
DUBLIN 2 IRELAND, L2 (353) 709-4000 - 2,500,000 (\$81,262,500)
FOREIGN COMMON STOCK. (FILE 333-10718 - AUG 26) (BR 1)

F-3 GRUMA SA DE CV, JAVIER VELEZ BAUTISTA CALZADA DEL VALLE,
OTE 407 COLONIA DEL VALLE SAN PEDRO GARZ, NUEVO LEON 66220 MEX, 05
(528) 335-9900 - 18,065,000 (\$30,168,550) FOREIGN COMMON STOCK (FILE
333-10720 - AUG 26) (BR 4)

S-4 MCI WORLDCOM INC, 500 CLINTON CENTER DRIVE, CLINTON, MS 39056
(601) 460-5600 - 19,034,902 (\$1,314,730,704) COMMON STOCK 3,750,000
(\$135,000,000) PREFERRED STOCK. (FILE 333-85919 - AUG. 26) (BR. 7)

S-3 AVAX TECHNOLOGIES INC, 4520 MAIN ST, STE 930, KANSAS CITY, MO 64111
(816) 960-1333 - 4,829,204 (\$13,467,275.72) COMMON STOCK (FILE 333-85923
- AUG 26) (BR. 9)

S-8 NS GROUP INC, NINTH & LOWELL STS, NEWPORT, KY 41072 (606) 292-6809 -
1,000,000 (\$12,375,000) COMMON STOCK (FILE 333-85925 - AUG 26) (BR. 6)

S-3 HA LO INDUSTRIES INC, 5980 W TOUHY AVE, NILES, IL 60714 (708) 647-2300
- 1,277,610 (\$7,625,734 68) COMMON STOCK. (FILE 333-85937 - AUG 26)
(BR. 2)

S-8 SPATIAL TECHNOLOGY INC, 2425 55TH STREET, STE 100, BOULDER, CO 80301
(303) 449-0649 - 480,000 (\$1,710,000) COMMON STOCK (FILE 333-85939 -
AUG. 26) (BR 9)

S-8 HARLEYSVILLE GROUP INC, 355 MAPLE AVE, HARLEYSVILLE, PA 19438
(215) 256-5000 - 123,500 (\$2,408,250) COMMON STOCK (FILE 333-85941 -
AUG 26) (BR 1)

S-3 FRENCH FRAGRANCES INC, 14100 NW 60TH AVE, MIAMI LAKES, FL 33014
(305) 620-9090 - 1,285,000 (\$9,878,438) COMMON STOCK (FILE 333-85943 -
AUG 26) (BR 2)

S-8 NET2PHONE INC, 17 MAIN STREET, HACKENSACK, NJ 07601 (201) 928-2990 -
9,569,782 (\$257,809,927) COMMON STOCK (FILE 333-85945 - AUG. 26) (BR. 7)

S-3 ESTEE LAUDER COMPANIES INC, 767 FIFTH AVE, NEW YORK, NY 10153
(212) 572-4200 - \$400,000,000 STRAIGHT BONDS. (FILE 333-85947 - AUG 26)
(BR. 2)

S-3 SOLECTRON CORP, 777 GIBRALTAR DR, MILPITAS, CA 95035 (408) 957-8500 -
224,219 (\$15,876,947 39) COMMON STOCK. (FILE 333-85949 - AUG. 26) (BR. 5)

S-3 INFORMATION ARCHITECTS CORP, 2101 REXFORD RD, SUITE 250W, CHARLOTTE, NC
28211 (704) 365-2324 - 100,000 (\$237,500) COMMON STOCK (FILE 333-85951 -
AUG 26) (BR 3)

S-8 CINCINNATI FINANCIAL CORP, 6200 S GILMORE RD, FAIRFIELD, OH 45014
(513) 870-2000 - 5,000,000 (\$194,584,153) COMMON STOCK (FILE 333-85953 -
AUG. 26) (BR. 1)

S-1 APPALACHIAN BASIN ROYALTY TRUST, 2800 EISENHOWER AVENUE, ALEXANDRIA, VA
22314 (703) 317-2300 - \$180,000,000 COMMON SHARES OF BENEFICIAL INTEREST
(FILE 333-85955 - AUG. 26) (NEW ISSUE)

S-8 IMAGEX COM INC, 10800 NE 8TH STREET, SUITE 200, BELLEVUE, WA 98004
(425) 452-0011 - 4,503,310 (\$28,657,849) COMMON STOCK. (FILE 333-85957 -
AUG. 26) (BR 5)

S-3 INFORMATION ARCHITECTS CORP, 2101 REXFORD RD, SUITE 250W, CHARLOTTE, NC
28211 (704) 365-2324 - 117,446 (\$278,935) COMMON STOCK (FILE 333-85959 -
AUG 26) (BR. 3)

S-8 CARRIAGE SERVICES INC, 1300 POST OAK BLVD STE 1500, HOUSTON, TX 77056
(281) 556-7400 - 1,150,000 (\$12,178,500) COMMON STOCK. (FILE 333-85961 -
AUG. 26) (BR 8)

S-3 EDUCATION LOANS INC /DE, 105 FIRST AVE SOUTHWEST, ABERDEEN, SD 57401
(605) 622-4400 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES
(FILE 333-85963 - AUG 26) (BR. 8)

S-8 MCKESSON HBOC INC, ONE POST ST, MCKESSON PLAZA, SAN FRANCISCO, CA 94104
(415) 983-8300 - 5,000,000 (\$148,750,000) COMMON STOCK (FILE 333-85965 -
AUG. 26) (BR. 1)

S-3 WEINGARTEN REALTY INVESTORS /TX/, 2600 CITADEL PLAZA DR, SUITE 300,
HOUSTON, TX 77292 (713) 866-6000 - 400,000,000 (\$319,000,000) COMMON STOCK
(FILE 333-85967 - AUG 26) (BR 8)

S-8 MCDERMOTT INTERNATIONAL INC, 1450 POYDRAS ST, NEW ORLEANS, LA 70112
(504) 587-5400 - 1,500,000 (\$37,593,750) COMMON STOCK (FILE 333-85971 -
AUG. 26) (BR. 6)

S-3 MCKESSON HBOC INC, ONE POST ST, MCKESSON PLAZA, SAN FRANCISCO, CA 94104
(415) 983-8300 - 1,368,243 (\$40,705,229 25) COMMON STOCK (FILE 333-85973
- AUG 26) (BR. 1)

S-8 PENTON MEDIA INC, 1100 SUPERIOR AVENUE, CLEVELAND, OH 44114
(216) 696-7000 - 250,000 (\$3,781,250) COMMON STOCK (FILE 333-85977 -
AUG 26) (BR. 5)

S-8 BRILLIANT DIGITAL ENTERTAINMENT INC, 6355 TOPANGA CANYON BLVD SUITE 120,
WOODLAND HILLS, CA 91367 (818) 615-1500 - 1,420,000 (\$5,410,200)
COMMON STOCK (FILE 333-85979 - AUG. 26) (BR 3)

S-8 INDEPENDENCE COMMUNITY BANK CORP, 195 MONTAGUE ST, BROOKLYN, NY 11201
(718) 722-5300 - 637,510 (\$8,345,005.90) COMMON STOCK. (FILE 333-85981 -
AUG 26) (BR. 7)

S-1 ASD SYSTEMS INC, 3737 GRADER ST, STE 110, GARLAND, TX 75041
(214) 348-7200 - 57,500,000 (\$57,500,000) COMMON STOCK. (FILE 333-85983 -
AUG. 26)

S-4 PROVIDENT FINANCIAL GROUP INC, ONE E FOURTH ST, CINCINNATI, OH 45202
(513) 579-2000 - 1,429,060 (\$50,493,432) COMMON STOCK (FILE 333-85985 -
AUG. 26) (BR. 7)

S-1 LEVIATHAN GAS PIPELINE PARTNERS L P, 600 TRAVIS STE 7200, HOUSTON, TX
77002 (713) 224-7400 - \$112,125,000 COMMON STOCK (FILE 333-85987 -
AUG 26) (BR. 4)

S-3 LYCOS INC, 400 2 TOTTEPOND ROAD, WALTHAM, MA 02451 (781) 370-2700 -
1,106,094 (\$47,389,214.81) COMMON STOCK (FILE 333-85989 - AUG 26)
(BR 7)

S-4 ZIONS BANCORPORATION /UT/, ONE SOUTH MAIN STREET, SUITE 1380,
SALT LAKE CITY, UT 84111 (801) 524-4787 - 1,007,455 (\$54,532,818)
COMMON STOCK. (FILE 333-85991 - AUG. 26) (BR. 7)

S-8 LUMISYS INC \DE\, 225 HUMBOLDT CT, SUNNYVALE, CA 94089 (408) 733-6565 -
650,000 (\$1,905,125) COMMON STOCK. (FILE 333-85993 - AUG 27) (BR 3)