

SEC NEWS DIGEST

Issue 99-229

November 30, 1999

COMMISSION ANNOUNCEMENTS

COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. Meetings will be scheduled according to the requirements of agenda items under consideration.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Visitors are welcome at all open meetings, insofar as space is available. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

Any member of the public who requires auxiliary aids such as a sign language interpreter or material on tape to attend a public meeting should contact Rochelle Franks, Office of Administrative and Personnel Management, to make arrangements. Ms. Franks can be reached at TTY number (202) 942-9558. If you are calling from a non-TTY number, please call the Relay Service at 1-800-877-8339.

OPEN MEETING - WEDNESDAY, DECEMBER 8, 1999 - 10:00 A.M.

The subject matter of the open meeting scheduled for Wednesday, December 8, 1999, at 10:00 a.m., will be:

- (1) Issuing a concept release on market information fees and the role of revenues generated by such fees in funding the operation and regulation of the markets. The release would describe the current arrangements for disseminating market information and invite public comment on ways in which the arrangements could be revised to further the Securities Exchange Act of 1934 (Exchange Act) national market system objectives. For further information, please contact Daniel M. Gray at (202) 942-4164.
- (2) Adopting an amendment to the Intermarket Trading Systems (ITS) Plan, expanding the ITS/Computer Assisted Execution System linkage to all

listed securities. For further information, please contact Christine Richardson at (202) 942-0748.

- (3) Proposing an amendment to Rule 12f-2 under the Exchange Act which governs unlisted trading privileges in listed initial public offerings. For further information, please contact Kevin Ehrlich at (202) 942-0778.
- (4) The Commission will hear oral argument on an appeal by the Division of Enforcement from an administrative law judge's initial decision imposing sanctions on Clarence Z. Wurts. The law judge found that Wurts failed reasonably to supervise Michael G. Cohen, a registered representative, with a view to preventing violations of the federal securities laws. For further information, please contact Diane V. White at (202) 942-0959.

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.

CORPORATION FINANCE DIRECTOR BRIAN LANE TO JOIN LAW FIRM

Brian J. Lane, Director of the Commission's Division of Corporation Finance, today announced that he will leave the Commission to become a partner at the law firm of Gibson Dunn & Crutcher, based in their Washington, D.C. office. Mr. Lane will specialize in corporation finance issues.

Mr. Lane, who joined the Commission in 1983, was named Director of the Division of Corporation Finance in March 1996 by Chairman Levitt. Prior to that he served in a variety of positions throughout the Commission, including counsel to Chairman Levitt, counsel to Commissioner Richard Roberts, and staff attorney with the Divisions of Corporation Finance and Market Regulation. Throughout his SEC tenure, Mr. Lane made his mark in the areas of plain English, small business, and regulatory simplification. (Press Rel. 99-159)

DAVID MARTIN NAMED DIRECTOR OF THE DIVISION OF CORPORATION FINANCE

Chairman Levitt today named David B. H. Martin, Director of the Division of Corporation Finance. Mr. Martin succeeds Brian Lane as the Division Director.

As Director of the Division of Corporation Finance, Mr. Martin will oversee the Commission's corporate disclosure operation and the development of new initiatives responding to changes in corporate finance and capital raising.

Mr. Martin, 52, comes to the Commission from the Washington, D.C. law firm of Hogan & Hartson, which he joined in 1985. At the firm he specialized in corporate law, corporate finance transactions, and

securities law including regulatory analysis, reporting, and disclosure. Before joining Hogan & Hartson, Mr. Martin worked at the Securities and Exchange Commission from 1980 to 1985 in a variety of positions including Special Counsel to the Chairman, Assistant Branch Chief in the Division of Corporation Finance, and Branch Attorney in the Division of Corporation Finance.

Mr. Martin received his B.A. from Yale University and his J.D. from the University of Virginia Law School where he was Managing Editor of the Virginia Law Review. (Press Rel. 99-160)

FEE RATE ADVISORY #10

President Clinton signed the omnibus appropriations bill yesterday afternoon. As a result, the fee rate on filings made pursuant to Section 6(b) of the Securities Act of 1933 decreases to \$264 per \$1,000,000. Please calculate the fee by multiplying the aggregate offering amount by .000264.

We are currently examining how to effect refunds for filings accepted on November 29 after the time of signing. Please check this site for further information as it becomes available.

Contact the Filer Support Unit in the Office of Filings and Information Services at (202) 942-8900 if you have any questions. (Press Rel. 99-161)

RULES AND RELATED MATTERS

TEMPORARY EXEMPTION FOR CERTAIN INVESTMENT ADVISERS

The Commission issued a release adopting amendments to Rule 15a-4 under the Investment Company Act, the rule that permits an investment adviser to advise an investment company (fund) temporarily under a contract that the fund's shareholders have not approved. The amendments expand the exemption provided by the rule to include temporary advisory contracts entered into as a result of a merger or similar business combination involving the fund's adviser or a controlling person of the adviser, and lengthen the period during which the adviser may serve under a contract without shareholder approval. The amendments, which will be effective December 13, 1999, are intended to enable more investment advisers to rely on the rule rather than seek individual exemptions from the Commission, subject to conditions designed to protect investors pending the shareholder vote. FOR FURTHER INFORMATION, contact Penelope Saltzman at (202) 942-0690. (Rels. IC-24177; IA-1846)

ENFORCEMENT PROCEEDINGS

DEFAULT JUDGMENTS ISSUED IN SEC v. CAVANAGH

On November 19, the Honorable Denise L. Cote of the United States District Court for the Southern District of New York issued a default judgment against defendants Cambiarios, S.L., Customer Safety, S.L., Construcciones Solariegas, S.L. and Vicente Tur Ortola and relief defendants SHBL Associates Europe Ltd., Inversora Dactilar, S.L. and Baja Ltd. The amended complaint alleges that defendants engaged in a fraudulent and manipulative scheme involving the unregistered offer and sale of securities of Electro-Optical Systems Corp. (EOSC) at artificially inflated prices and that relief defendants received from defendants, without consideration, EOSC shares and proceeds from the sale of those shares. This default judgment permanently enjoins defendants from violating anti-fraud and registration provisions of the securities laws and orders them to disgorge, jointly and severally, the sum of \$9,062,397.42 in proceeds of EOSC stock illegally sold to the public and \$946,470.13 in prejudgment interest thereon (see Sections 5 and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Act of 1934 and Rule 10b-5 thereunder).

The November 19, default judgment also orders the defaulting relief defendants to disgorge cash and/or securities and pay prejudgment interest as follows: SHBL to disgorge 18,000 EOSC shares and \$328,649.80, plus \$34,323.94 in prejudgment interest; Inversora to disgorge 857,081 EOSC shares; and Baja to disgorge \$6,922,175.02, plus \$722,946.89 prejudgment interest, which sums shall be reduced to the extent of aggregate disgorgement payments in excess of \$2,363,661.62 received by the Court from defendants Cambiarios, Customer Safety, Construcciones and Ortola.

An earlier default judgment was issued on July 23, 1999, against defendant Agira Trading and relief defendants Erin Nicolais, whose maiden name is Erin Martin, Arthur De Acutis, Joseph Falco, Kenneth C. Kehoe, Ana P. Lopez and Metropolitan Trade Finance Ltd. That judgment permanently enjoined defendant Agira from violating registration provisions of the securities laws and ordered it to disgorge \$579,690 in illegally obtained proceeds of EOSC stock, plus \$59,350.13 in prejudgment interest thereon, and ordered disgorgement from the defaulting relief defendants, as follows: Acutis to disgorge \$62,812.50, plus \$2,965.16 in prejudgment interest; Falco to disgorge \$15,750, plus \$1,741.77 in prejudgment interest; Lopez to disgorge \$131,012.40, plus \$13,413.38 in prejudgment interest; Kehoe to disgorge \$5,700, plus \$583.59 in prejudgment interest; and Metropolitan to disgorge \$125,262.40, plus \$12,824.69 in prejudgment interest.

Both default judgments provide that all disgorged funds received in this action are to be equitably distributed to defrauded retail investors at the conclusion of this action. This action, which has unadjudicated claims against contesting defendants and relief defendants, is presently stayed pending a criminal investigation. [SEC v. Cavanagh, et al., 98 Civ. 1818, DLC, USDC, SDNY] (LR-16372)

CIVIL ACTION AGAINST MICHAEL SARGENT, ET AL.

The Commission today announced that on November 16 at the close of the Commission's case in SEC v. Michael G. Sargent, et al., Civil Action No. 96-10609-JLT (D. Mass.), Chief District Judge Joseph L. Tauro of the District of Massachusetts granted the defendants' motions for judgment in favor of the defendants and against the Commission and found defendants Michael G. Sargent, Dennis J. Shepard, Robert J. Scharn and Robert L. Baker not liable for the securities law violations alleged by the Commission.

In its complaint, the Commission alleged that in September 1994 the defendants violated Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 and SEC Rules 10b-5 and 14e-3 by recommending and/or purchasing the common stock of Purolator Products Company while in possession of material nonpublic information concerning a proposed tender offer for Purolator stock by Mark IV Industries, Inc. For more information, see Litigation Releases Nos. 14854 and 15935. [SEC v. Michael G. Sargent, et al., Civil Action No. 96-10609, JLT, D. Mass.] (LR-16373)

FEDERAL COURT ORDERS DEFENDANTS IN SEC ACTION TO DISGORGE OVER \$2.5 MILLION IN ILL-GOTTEN GAINS AND TO PAY CIVIL PENALTIES TOTALLING \$400,000

The Commission announced that on November 23 the United States District Court for the Middle District of Florida entered an Order of Disgorgement plus Prejudgment Interest and Civil Money Penalties against Shane T. Vaessen, Veronika M. Vaessen, Taft Womack, and Frank Gaines. The Court ordered the Vaessens to disgorge \$2,459,683 plus prejudgment interest, Womack to disgorge \$87,364 plus prejudgment interest, and Gaines to disgorge \$15,000 plus prejudgment interest. The Court also ordered Shane Vaessen, Veronika Vaessen, Womack, and Gaines, each to pay a civil money penalty of \$100,000 for their violations of the federal securities laws.

On July 28, 1999, the Court had entered a Default Judgment of Permanent Injunction and Other Relief against Shane Vaessen, Veronika Vaessen, Womack, and Gaines.

The SEC sued Shane and Veronika Vaessen, Womack, Gaines, and others, in September 1998 alleging that they had violated the federal securities laws in connection with a Ponzi scheme organized by Shane Vaessen and his wife, Veronika. The SEC alleged that the Vaessens and their sales agents fraudulently sold unregistered securities of the Vaessens' purported company, International Capital Corporation 2000 (ICC 2000). According to the SEC's complaint, ICC 2000 raised over \$3.3 million from over 100 investors in several states by misrepresenting how investors' funds would be used. Contrary to the representations of the Vaessens and ICC 2000 sales agents, investor funds were primarily used to pay interest and principal to earlier investors, to pay sales commissions, and for the Vaessens' personal expenses.

The Vaessens' last known address was in Las Vegas, Nevada. Womack's last known address was in St. Petersburg, Florida. Gaines is now in jail in Lebanon, Indiana. [SEC v. Shane T. Vaessen, et al., Civil Action No. 98-1964-CIV-T-26F, M.D. Florida, Tampa Div.] (LR-16374)

SELF-REGULATORY ORGANIZATIONS

The Commission approved a proposed rule change filed by the Emerging Markets Clearing Corporation (SR-EMCC-99-77) to implement clearing agency cross-guaranty agreements between EMCC and other clearing entities. (Rel. 34-42180)

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>.

- S-8 AULT INC, 7105 NORTHLAND TERRACE, MINNEAPOLIS, MN 55428 ((61) 2) -493-
- 250,000 (\$1,531,250) COMMON STOCK (FILE 333-91389 - NOV 22) (BR. 5)
- S-4 AES IRONWOOD LLC, 305 PRESCOTT ROAD, LEBANON, PA 17042 (717) 228-1328 -
308,500,000 (\$308,500,000) STRAIGHT BONDS. (FILE 333-91391 - NOV. 22)
(BR. 2 - NEW ISSUE)
- S-8 MALLINCKRODT INC /MO/, 675 MCDONNELL BLVD, PO BOX 5840, ST LOUIS, MO
63134 (314) 654-2000 - 1,500,000 (\$53,250,000) COMMON STOCK (FILE
333-91393 - NOV. 22) (BR 1)
- S-8 ACXIOM CORP, 1 INFORMATION WAY, LITTLE ROCK, AR 72202 (501) 336-1000 -
10,147,136 COMMON STOCK. (FILE 333-91395 - NOV. 22) (BR. 3)
- S-8 BOC FINANCIAL CORP, 107 SOUTH CENTRAL AVE, LANDIE, NC 28088
(704) 857-7277 - 92,574 (\$613,302 75) COMMON STOCK. (FILE 333-91399 -
NOV 22) (BR 7)
- S-4 FIRST SECURITY CORP /UT/, PO BOX 30006, 79 SOUTH MAIN, SALT LAKE CITY,
UT 84130 (801) 246-5706 - 88,490,503 (\$5,542,160,202 89) COMMON STOCK
(FILE 333-91401 - NOV. 22) (BR. 7)
- S-8 CAIS INTERNET INC, 1255 22ND STREET N W, FOURTH FLOOR, WASHINGTON, DC
20037 (202) 715-1300 - 3,500,000 (\$50,085,000) COMMON STOCK (FILE
333-91403 - NOV. 22) (BR. 3)

S-8 EASTGROUP PROPERTIES INC, P O BOX 22728,
300 ONE JACKSON PL P O BOX 22728. JACKSON, MS 39225 (601) 354-3555 -
1,146,277 (\$20,346,417) COMMON STOCK. (FILE 333-91405 - NOV 22) (BR 8)

S-8 ENTRADE INC, 500 CENTRAL AVENUE, NORTHFIELD, IL 60093 (847) 441-6650 -
1,220,000 (\$16,151,250.13) COMMON STOCK (FILE 333-91409 - NOV 22)
(BR 4)

S-3 PACIFICORP /OR/, 825 NE MULTNOMAH STE 2000, PORTLAND, OR 97232
(503) 731-2000 - \$1,550,000,000 STRAIGHT BONDS. (FILE 333-91411 - NOV 22)
(BR. 2)

S-4 LEVEL 8 SYSTEMS INC, 8000 REGENCY PARKWAY, CARY, NC 27511 (212) 244-1234
- 8,242,657 (\$31,039,374) COMMON STOCK. (FILE 333-91413 - NOV. 22)
(BR. 3)

S-8 HAWKER PACIFIC AEROSPACE, 11240 SHERMAN WAY, SUN VALLEY, CA 91352
(818) 765-6201 - 735,459 (\$4,688,551) COMMON STOCK. (FILE 333-91415 -
NOV. 22) (BR. 5)

S-8 DAMARK INTERNATIONAL INC, 7101 WINNETKA AVENUE NORTH, MINNEAPOLIS, MN
55428 (612) 531-0066 - 845,000 (\$8,978,125) COMMON STOCK (FILE 333-91417
- NOV. 22) (BR. 2)

N-2 COLONIAL NEW YORK INSURED MUNICIPAL FUND, C/O ROPES & GRAY,
ONE INTERNATIONAL PLACE, BOSTON, MA 02110 (617) 951-7000 - 500
(\$12,500,000) PREFERRED STOCK. (FILE 333-91419 - NOV. 22) (BR. 17)

S-8 ALBANY MOLECULAR RESEARCH INC, 21 CORPORATE CIRCLE, ALBANY, NY 12202
(518) 464-0279 - 954,647 (\$26,672,837) COMMON STOCK (FILE 333-91423 -
NOV. 22) (BR. 1)

S-3 BOSTON PROPERTIES INC, 800 BOYLSTON STREET, SUITE 400, BOSTON, MA 02199
(617) 236-3300 - 933,085 (\$26,534,604.69) COMMON STCCK (FILE 333-91425 -
NOV. 22) (BR. 8)

S-1 TURNSTONE SYSTEMS INC, 274 FERGUSON DR. MOUNTAIN VIEW, CA 94043
(650) 404-0200 - \$48,300,000 COMMON STOCK. (FILE 333-91427 - NOV 22)

S-8 QUEST SOFTWARE INC, 610 NEWPORT CENTER DRIVE, NEWPORT BEACH, CA 92660 -
8,093,400 (\$532,141,050) COMMON STOCK. (FILE 333-91429 - NOV 22) (BR 3)

S-8 ALEXANDERS J CORP, 3401 WEST END AVE, P O BOX 24300, NASHVILLE, TN 37202
(615) 269-1900 - 400,000 (\$900,000) COMMON STOCK (FILE 333-91431 -
NOV 22) (BR 5)

S-3 SKYMALL INC, 1520 EAST PIMA ST, PHOENIX, AZ 85034 (602) 254-9777 -
413,813 (\$4,293,310) COMMON STOCK. (FILE 333-91433 - NOV 22) (BR 2)

S-8 METASOLV SOFTWARE INC, 5560 TENNYSON PKWY, PLANO, TX 75024
(972) 403-8300 - 600,000 (\$26,550,000) COMMON STOCK (FILE 333 91435 -
NOV 22) (BR. 3)

S-8 ALTEON INC /DE/, 170 WILLIAMS DR, RAMSEY, NJ 07446 (201) 934-5000 -
2,000,000 (\$2,032,000) COMMON STOCK. (FILE 333-91437 - NOV 22) (BR 1)

S-1 EBASEONE CORP, 6060 RICHMOND, SUITE 190, HOUSTON, TX 77057
(713) 975-8700 - 4,556,609 (\$36,452,872) COMMON STOCK. (FILE 333-91439 -
NOV. 22) (NEW ISSUE)

S-3 DURAMED PHARMACEUTICALS INC, 7155 EAST KEMPER ROAD, CINCINNATI, OH 45249
(513) 731-9900 - 3,000,000 (\$25,500,000) COMMON STOCK. (FILE 333-91441 -
NOV 22) (BR. 1)

S-8 PEACHTREE FIBEROPTICS INC /DE/, 701 BRICKELL AVE., SUITE 2000, MIAMI, FL
33131 (305) 374-0282 - 778,666 (\$3,114,664) COMMON STOCK (FILE 333-91443
- NOV. 22) (BR 6)

S-8 BITWISE DESIGNS INC, BLDG 50 ROTTERDAM INDUSTRIAL PK, SCHENECTADY, NY
12306 (518) 356-9741 - 112,000 (\$616,000) COMMON STOCK. (FILE 333-91445 -
NOV 22) (BR 3)

S-1 INTERNET CAPITAL GROUP INC, 800 SAFEGUARD BUILDING,
435 DEVON PARK DRIVE, WAYNE, PA 19087 (610) 989-0111 - \$575,000,000
COMMON STOCK. \$287,500,000 STRAIGHT BONDS (FILE 333-91447 - NOV. 22)
(BR. 8)

S-3 DENDRITE INTERNATIONAL INC, 1200 MOUNT KEMBLE AVE, MORRISTOWN, NJ 07960
(201) 425-1200 - 2,351,354 (\$77,594,682) COMMON STOCK. (FILE 333-91449 -
NOV. 22) (BR 3)

S-8 VISUAL NETWORKS INC, 2092 GAITHER RD, SUITE 220-I, ROCKVILLE, MD 20850
(301) 296-2300 - 2,000,000 (\$83,773,107.25) COMMON STOCK (FILE 333-91451
- NOV. 22) (BR. 3)

S-8 QUINTUS CORP, 47212 MISSION FALLS COURT, FREMONT, CA 94539
(510) 624-2800 - 5,138,109 (\$92,485,962) COMMON STOCK (FILE 333-91453 -
NOV. 22) (BR 3)

S-3 AUDIOVOX CORP, 150 MARCUS BLVD, PO BOX 18000, HAUPPAUGE, NY 11788
(631) 231-7750 - 3,565,000 (\$99,597,187.50) COMMON STOCK (FILE 333-91455
- NOV. 22) (BR 5)

S-3 AMERICAN AIRCARRIERS SUPPORT INC, 587 GREENWAY INDUSTRIAL DR,
LAKEMONT BUSINESS PARK, FORT MILL, SC 29715 (803) 548-2160 - \$5,120,010
COMMON STOCK (FILE 333-91457 - NOV. 22) (BR 9)

S-4 ANSOFT CORP, FOUR STATION SQUARE, STE 660, PITTSBURGH, PA 15219
(412) 261-3200 - 121,030 (\$892,596 25) COMMON STOCK. (FILE 333-91459 -
NOV 22) (BR 3)

S-3 DIGENE CORP, 9000 VIRGINIA MANOR RD, BELTSVILLE, MD 20705 (301) 470-6505
- 1,500,000 (\$25,687,500) COMMON STOCK. (FILE 333-91461 - NOV. 22)
(BR 1)

S-4 EARTHWEB INC, 3 PARK AVE, NEW YORK, NY 10016 (212) 725-6550 - 87,955
(\$3,237,624) COMMON STOCK (FILE 333-91463 - NOV 22) (BR 3)

S-4 E TRADE GROUP INC, 4500 BOHANNON DRIVE, MENLO PARK, CA 94025
(650) 842-2500 - 35,641,068 (\$1,280,939,984) COMMON STOCK. (FILE
333-91467 - NOV 22) (BR. 7)

S-1 PATHNET TELECOMMUNICATIONS INC, 1015 31ST STREET, WASHINGTON, DC 20007
(202) 625-7284 - 217,000,000 (\$217,000,000) STRAIGHT BONDS (FILE
333-91469 - NOV 22) (NEW ISSUE)

S-8 HYSEQ INC, 670 ALMANOR AVE, SUNNYVALE, CA 94086 (408) 524-8100 - 50,000
(\$265,000) COMMON STOCK. (FILE 333-91471 - NOV 22) (BR 1)

SB-2 BITWISE DESIGNS INC, BLDG 50 ROTTERDAM INDUSTRIAL PK, SCHENECTADY, NY
12306 (518) 356-9741 - 7,036,416 (\$38,369,392 25) COMMON STOCK. (FILE
333-91475 - NOV 23) (BR. 3)

S-8 COMSHARE INC, 555 BRIARWOOD CIRCLE, P O BOX 1588, ANN ARBOR, MI 48108
(313) 994-4800 - 900,000 (\$3,318,750) COMMON STOCK (FILE 333-91477 -
NOV 23) (BR 3)

S-8 COMSHARE INC, 555 BRIARWOOD CIRCLE, P O BOX 1588, ANN ARBOR, MI 48108
(313) 994-4800 - 234,289 (\$863,940.69) COMMON STOCK. (FILE 333-91479 -
NOV 23) (BR 3)

S-3 SUPERIOR CONSULTANT HOLDINGS CORP, 4000 TOWN CENTER, STE 1100,
SOUTHFIELD, MI 48075 (248) 386-8300 - 42,553 (\$529,359) COMMON STOCK.
(FILE 333-91483 - NOV 23) (BR. 8)

SB-2 KINGSGATE ACQUISITIONS INC, 950 11TH STREET, WEST VANCOUVER BC,
(604) 926-6775 - 5,000,000 (\$5,100,000) COMMON STOCK (FILE 333-91485 -
NOV. 23) (BR 9 - NEW ISSUE)

S-8 EAT AT JOES LTD, 1912 SANTIAGO DR, NEWPORT BEACH, CA 92660
(914) 725-2700 - 200,000 (\$60,000) COMMON STOCK. (FILE 333-91487 -
NOV 23) (BR 5)

S-8 ADVANTAGE MARKETING SYSTEMS INC/OK, 2601 NW EXPRWY STE 1210W,
OKLAHOMA CITY, OK 73112 (405) 842-0131 - 1,111,444 (\$4,590,264)
COMMON STOCK (FILE 333-91491 - NOV 23) (BR 2)

S-8 AMERUS LIFE HOLDINGS INC, 699 WALNUT STREET, DES MOINES, IA 50309
(515) 362-3600 - 260,000 (\$5,866,250) COMMON STOCK. (FILE 333-91493 -
NOV. 23) (BR 1)

S-8 NORTHERN STATES POWER CO /MN/, 414 NICOLLET MALL 4TH FL, MINNEAPOLIS, MN
55401 (612) 330-5500 - \$6,187,500 COMMON STOCK. (FILE 333-91495 - NOV 23)
(BR. 2)

S-3 NORTHERN STATES POWER CO /MN/, 414 NICOLLET MALL 4TH FL, MINNEAPOLIS, MN
55401 (612) 330-5500 - \$33,000,000 COMMON STOCK (FILE 333-91497 -
NOV. 23) (BR. 2)

S-8 LINCOLN BANCORP /IN/, 1121 EAST MAIN STREET, PLAINFIELD, IN 46168
(317) 839-6539 - 700,925 (\$8,622,253.66) COMMON STOCK (FILE 333-91503 -
NOV. 23) (BR 7)

S-8 EPICOR SOFTWARE CORP, 195 TECHNOLOGY DR, IRVINE, CA 92718 (949) 585-4000
- 375,000 (\$4,804,688) COMMON STOCK. (FILE 333-91505 - NOV 23) (BR 3)

S-8 AMETEK INC/, STATION SQ, PAOLI, PA 19301 (610) 647-2121 - 300,000
(\$6,039,000) COMMON STOCK (FILE 333-91507 - NOV 23) (BR 5)

S-8 FORTUNE NATURAL RESOURCES CORP, 515 WEST GREENS ROAD, SUITE 720,
HOUSTON, TX 77067 (713) 872-1170 - 870,000 (\$1,172,400) COMMON STOCK
(FILE 333-91509 - NOV. 23) (BR 4)

S-8 REPUBLIC BANCORP INC /KY/, REPUBLIC CORPORATE CENTER,
601 WEST MARKET ST, LOUISVILLE, KY 40202 (502) 584-3600 - 2,329,500
(\$18,183,562.50) COMMON STOCK (FILE 333-91511 - NOV 23) (BR 7)

S-8 JUPITER COMMUNICATIONS INC, 627 BROADWAY, NEW YORK, NY 10012
(212) 780-6060 - 8,358,869 (\$200,142,371.85) COMMON STOCK (FILE
333-91513 - NOV 23) (BR. 8)

S-8 STROUDS INC, 780 SOUTH NOGALES ST, CITY OF INDUSTRY, CA 91748
(818) 912-2866 - 2,000,000 (\$4,120,000) COMMON STOCK (FILE 333-91515 -
NOV. 23) (BR. 2)

S-1 METLIFE INC, ONE MADISON AVENUE, NEW YORK, NY 10010 (212) 578-2211 -
\$6,513,600,000 COMMON STOCK. (FILE 333-91517 - NOV 23) (NEW ISSUE)

S-8 SUNTRUST BANKS INC, 303 PEACHTREE ST N E, ATLANTA, GA 30308
(404) 588-7711 - 8,000,000 (\$579,280,000) COMMON STOCK (FILE 333-91519 -
NOV 23) (BR 7)

S-8 SUNTRUST BANKS INC, 303 PEACHTREE ST N E, ATLANTA, GA 30308
(404) 588-7711 - 400,000 (\$28,964,000) COMMON STOCK (FILE 333-91521 -
NOV 23) (BR 7)

S-8 SCPIE HOLDINGS INC, 1888 CENTURY PARK EAST, SUITE 800, LOS ANGELES, CA
90067 (310) 551-5900 - 100,000 (\$3,475,000) COMMON STOCK (FILE 333-91523
- NOV. 23) (BR 1)

S-8 SCPIE HOLDINGS INC, 1888 CENTURY PARK EAST, SUITE 800, LOS ANGELES, CA
90067 (310) 551-5900 - 600,000 (\$20,850,000) COMMON STOCK. (FILE
333-91525 - NOV. 23) (BR. 1)

S-3 E TRADE GROUP INC, 4500 BOHANNON DRIVE, MENLO PARK, CA 94025
(650) 842-2500 - 3,180,799 (\$115,399,387.72) COMMON STOCK (FILE
333-91527 - NOV 23) (BR. 7)

S-8 VIRTUAL TECHNOLOGY CORP, 3100 WEST LAKE STREET STE 400, MINNEAPOLIS, MN
55416 (612) 824-0737 - 250,000 (\$500,000) COMMON STOCK (FILE 333-91529 -
NOV 23) (BR. 9)

S-8 LSI INDUSTRIES INC, 10000 ALLIANCE RD, P O BOX 42728, CINCINNATI, OH
45242 (513) 579-6411 - 350,000 (\$8,028,125) COMMON STOCK (FILE 333-91531
- NOV 23) (BR 5)

S-8 PURCHASEPRO COM INC, 3291 N BUFFALO DR, LAS VEGAS, NV 89129
(702) 316-7000 - 4,500,000 (\$123,289,519) COMMON STOCK (FILE 333-91533 -
NOV 23) (BR 6)

S-4 PERKINELMER INC, 45 WILLIAM ST, WELLESLEY, MA 02481 (781) 237-5100 -
1,722,400 (\$60,063,384) COMMON STOCK (FILE 333-91535 - NOV 23) (BR 6)

S-8 COBALT NETWORKS INC, 555 ELLIS AVENUE, MOUNTAIN VIEW, CA 94043
(650) 930-2500 - 8,138,479 (\$894,988,535.60) COMMON STOCK 3,750,000
(\$350,550,000) COMMON STOCK. (FILE 333-91537 - NOV. 23) (BR 5)

S-4 ALLIED WASTE INDUSTRIES INC, 15880 N. GREENWAY-HAYDEN LOOP, SUITE 100,
SCOTTSDALE, AZ 85260 (480) -62-7-27 - 2,000,000,000 (\$2,000,000,000)
COMMON STOCK (FILE 333-91539 - NOV. 23) (BR 6)

S-1 LIQUID AUDIO INC, 810 WINSLOW STREET, REDWOOD CITY, CA 94063
(650) 549-2000 - 3,450,000 (\$134,118,750) COMMON STOCK (FILE 333-91541 -
NOV. 23) (BR. 3)

S-8 INFORMATION HIGHWAY COM INC, 10751 SHELLBRIDGEWAY SUITE 185,
RICHMAND B C V6X 2WA, A1 (604) 278-5996 - 1,020,000 (\$10,008,750)
COMMON STOCK. (FILE 333-91543 - NOV 23) (BR. 9)

S-4 WIND RIVER SYSTEMS INC, 500 WIND RIVER WAY, ALAMEDA, CA 94501
(510) 748-4100 - 26,568,072 (\$737,264,020) COMMON STOCK (FILE 333-91545 -
NOV 23) (BR. 3)

F-3 ACLN LTD, C/O BROOK SILVERSTEIN LLC, 800 THIRD AVE, NEW YORK, NY 10009
- 847,742 (\$16,296,443) COMMON STOCK. (FILE 333-91547 - NOV 23) (BR 5)

S-1 PORT FINANCIAL CORP, 689 MASSACHUSETTS AVENUE, CAMBRIDGE, MA 02139
(617) 661-4900 - 11,902,500 (\$119,025,000) COMMON STOCK (FILE 333-91549 -
NOV 23) (NEW ISSUE)

S-8 METAL MANAGEMENT INC, 500 N DEARBORN ST, STE 405, CHICAGO, IL 60610
(312) 645-0700 - 4,000,000 (\$5,502,000) COMMON STOCK. (FILE 333-91551 -
NOV 23) (BR. 2)

S-3 ONSALE INC, 1350 WILLOW ROAD, SUITE 100, MENLO PARK, CA 94025
(650) 470-2400 - 5,000,000 (\$104,375,000) COMMON STOCK (FILE 333-91553 -
NOV 23) (BR. 2)

S-3 CONSECO FINANCE CORP, 1100 LANDMARK TOWERS, 345 ST PETER ST, SAINT PAUL,
MN 55102 (651) 293-3400 - 1,000,000,000 (\$100,000,000) COMMON STOCK
(FILE 333-91557 - NOV. 23) (BR. 8)

S-4 GOLD BANC CORP INC, 11301 NALL AVE, LEAWOOD, KS 66211 (913) 451-8050 -
5,389,363 (\$51,006,085) COMMON STOCK (FILE 333-91559 - NOV 23) (BR 7)

S-3 RESIDENTIAL ASSET MORTGAGE PRODUCTS INC,
8400 NORMANDALE LAKE BLVD SUITE 600, BLOOMINGTON, MN 55437 (612) 832-7000
- 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES (FILE 333-91561 -
NOV 24) (NEW ISSUE)

S-1 MORGAN STANLEY DEAN WITTER CHARTER GRAHM LP, DEMETER MANAGEMENT CORP,
TWO WORLD TRADE CENTER, 62ND FLOOR, NEW YORK, NY 10048 (212) 392-8899 -
6,000,000 (\$53,880,000) LIMITED PARTNERSHIP CERTIFICATE (FILE 333-91563 -
NOV 24) (BR 8)

S-3 FREMONT MORTGAGE SECURITIES CORP, 175 NORTH RIVERVIEW DRIVE, ANAHEIM, CA
92808 (714) 283-6500 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES
(FILE 333-91565 - NOV 24) (NEW ISSUE)

S-1 MORGAN STANLEY DEAN WITTER CHARTER WELTON LP, DEMETER MANAGEMENT CORP,
TWO WORLD TRADE CENTER, 62ND FLOOR, NEW YORK, NY 10048 (212) 392-8899 -
6,000,000 (\$49,260,000) LIMITED PARTNERSHIP CERTIFICATE (FILE 333-91567 -
NOV 24) (BR 8)

S-1 MORGAN STANLEY DEAN WITTER CHARTER MILLBURN LP, DEMETER MANAGEMENT CORP,
TWO WORLD TRADE CENTER, 62ND FLOOR, NEW YORK, NY 10048 (212) 392-8899 -
6,000,000 (\$54,300,000) LIMITED PARTNERSHIP CERTIFICATE (FILE 333-91569 -
NOV 24. (BR 8)

S-8 WALT DISNEY CO/, 500 SOUTH BUENA VISTA ST, BURBANK, CA 91521
(818) 560-1000 - 27,300,000 (\$905,165,625) COMMON STOCK (FILE 333-91571 -
NOV 24) (BR. 5)

S-3 BRILLIANT DIGITAL ENTERTAINMENT INC, 6355 TOPANGA CANYON BLVD SUITE 120,
WOODLAND HILLS, CA 91367 (818) 615-1500 - 1,646,705 (\$4,940,118)
COMMON STOCK (FILE 333-91573 - NOV. 24) (BR. 3)