

# SEC NEWS DIGEST

Issue 2002-10

January 15, 2002

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## COMMISSION ANNOUNCEMENTS

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### ADDITIONAL PUBLIC APPEARANCE OF SENIOR COMMISSION OFFICIAL – JANUARY 2002

The following is an additional public appearance of an SEC official for January 2002. For additional information on events hosted by groups other than the Commission, please call the contact numbers listed. As events are subject to change, please confirm them with the SEC's Office of Public Affairs or the sponsoring organizations.

When: Thursday, January 24 - Friday, January 25  
Who: Paul Roye, Director, Division of Investment Management  
What: 29th Annual Securities Regulation Institute  
Where: Coronado, California  
Contact: Peter Wentz, (312) 503-1828

### RELOCATION OF SEC MIDWEST REGIONAL OFFICE

The Midwest Regional Office of the Securities and Exchange Commission will be relocating to new office space on February 1, 2002. The new offices will be located at:

175 W. Jackson Blvd.  
Suite 900  
Chicago, Illinois 60604

The phone numbers for the Midwest Regional Office will remain the same. The main number is (312) 353-7390.

### FREQUENTLY ASKED QUESTIONS ABOUT MUTUAL FUND AFTER-TAX RETURN REQUIREMENTS

The Division of Investment Management has added Question 20 to the Frequently Asked Questions About Mutual Fund After-Tax Return Requirements that it issued on November 5, 2001. Question 20 clarifies how the after-tax return prospectus disclosure requirements apply to funds that are permitted to include in their prospectuses standardized before-tax total returns that include the performance of predecessor unregistered accounts. The Frequently Asked Questions About Mutual Fund After-Tax Return Requirements are located on the SEC website at [www.sec.gov/divisions/investment/guidance/mutualq-a.htm](http://www.sec.gov/divisions/investment/guidance/mutualq-a.htm). The responses to these

Frequently Asked Questions represent the views of the Division of Investment Management and do not necessarily reflect the views of the Commission.

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## **ENFORCEMENT PROCEEDINGS**

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### **FINAL JUDGMENT AGAINST FORMER PRICEWATERHOUSECOOPERS MANAGER IN INSIDER TRADING CASE**

The Commission today announced that on December 28, 2001, the Honorable Victor Marrero of the United States District Court for the Southern District of New York entered a Final Judgment against David Drescher, the last remaining defendant in this insider trading case. Mr. Drescher consented to the Final Judgment without admitting or denying the allegations of the Commission's complaint. The Final Judgment orders Mr. Drescher to pay a civil penalty of \$15,959.16. Following an evidentiary hearing held on December 17 and 18, 2001, Judge Marrero declined to enjoin Mr. Drescher from future violations of the securities laws.

The Commission's complaint in the case charged that Mr. Drescher, a former manager at PricewaterhouseCoopers' New York office, provided material, nonpublic information to two Swedish friends about the upcoming acquisition of Pinkerton's, Inc., a California based company specializing in security services and products, by Securitas AB. The Commission's complaint alleged that at the time of his communications with his Swedish friends, Per Isacsson and Johan Schelin, Mr. Drescher was working on the PricewaterhouseCoopers team advising Securitas, a Swedish security services firm, in connection with the deal.

In September 1999, the SEC settled its charges against Mr. Drescher's friends, Per Isacsson and Johan Schelin, and three other Swedish citizens tipped directly or indirectly by Mr. Isacsson. In those earlier settlements, the Swedish trading defendants were ordered to disgorge all of their trading profits and to pay civil penalties. The civil penalty of \$15,959.16 to be paid by Mr. Drescher is equal to the amount of profits previously disgorged by Mr. Isacsson and Mr. Schelin, Mr. Drescher's alleged tippees. For further information see related releases: Litigation Release No. 16311 dated 9/28/99; Litigation Release No. 16188 dated 6/15/99; Litigation Release No. 16070 dated 2/25/99. [SEC v. David Drescher, Civil Action No. 99 Civ. 1418, SDNY, VM] (LR-17307)

### **R. BRUCE ACACIO IS PERMANENTLY ENJOINED**

A Final Judgment of Permanent Injunction was entered against R. Bruce Acacio, the Chairman and Chief Executive Officer of California Software, on January 7, 2002. Acacio, who consented to the order without admitting or denying the Commission's allegations, was enjoined from: (1) violating the provisions of the federal securities laws

which prohibit providing false and misleading information in the offer and sale of securities, falsifying the books and records of an issuer of securities, providing false information to auditors in connection with the audit of financial statements; and (2) aiding and abetting California Software's violations of the provisions of the federal securities laws which require issuers to file accurate annual and quarterly reports, maintain manually signed signature pages for reports filed with the Commission, and maintain books and records that accurately reflect a company's financial condition. Acacio was also ordered to pay a civil penalty of \$30,000.

The Commission's complaint, filed December 18, 2001, alleged that from September 1999 through May 2000, California Software, utilizing an improper revenue recognition practice, filed periodic reports containing audited and unaudited financial statements overstating the company's revenues, earnings, assets, and shareholders' equity. The complaint further alleged that these overstatements were included in a private placement memorandum used in an offering of California Software stock that raised over \$8.7 million, and that Acacio failed to sign and caused California Software to fail to maintain manually signed signature pages with respect to its filings with the Commission. The complaint alleged that until September 2000, California Software had recognized revenue upon shipment of the software to potential customers, whether or not persuasive evidence existed of an arrangement to purchase the software by the potential customer. [SEC v. R. Bruce Acacio, Civil Action No. 2:01CV-1010ST, USDC Utah] (LR-17308; AAE Rel. 1492)

## **TEXAS BUSINESSMAN SUED FOR FORGERY OF ARTHUR ANDERSEN AUDIT OPINION**

The Commission announced today that it filed a complaint in the United States District Court for the District of Columbia alleging that Michael Porter, the founder and majority shareholder of St2ep LLC, forged an audit opinion and related cover letter of Arthur Andersen LLP in an unsuccessful attempt to consummate a merger between privately-held St2ep and a publicly-traded company, MPM Technologies, Inc.

The complaint alleges that St2ep of Houston, Texas, MPM of Spokane, Washington, and certain other related entities and individuals entered into a written merger agreement pursuant to which MPM was to acquire all of the assets of St2ep. The complaint alleges that the merger was partly contingent upon St2ep's providing MPM with certified audited statements for calendar year 1999. The complaint further alleges that in an attempt to consummate the merger between MPM and St2ep, Porter prepared St2ep's 1999 financial statements and then drafted and attached to the financial statements an unqualified audit opinion and cover letter on Arthur Andersen letterhead. According to the complaint, the financial statements, together with the audit opinion and forged cover letter were then provided to MPM, and MPM's independent auditor contacted Arthur Andersen, which denied having prepared or audited St2ep's financial statements.

Porter, without admitting or denying the allegations of the complaint, simultaneously consented to the entry of a permanent injunction against violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and agreed to pay a \$25,000 civil penalty. [SEC v. Michael A. Porter, Case No. 1:02CV00061, RCL, D.C.D.C.] (LR-17309; AAE Rel. 1493)

## **SEC SETTLES CASE AGAINST BELL SOUTH CORPORATION**

The Commission today issued a settled cease-and-desist order (Order) against BellSouth Corporation (BellSouth) in which the Commission finds that BellSouth violated certain provisions of the Foreign Corrupt Practices Act. Specifically, the Commission's Order finds that BellSouth violated the books and records provisions — Section 13(b)(2)(A) — and internal controls provisions — Section 13(b)(2)(B) — of the Securities Exchange Act of 1934 in connection with payments made by BellSouth's Venezuelan and Nicaraguan subsidiaries. Without admitting or denying the Commission's findings, BellSouth consented to the entry of the Order, which requires BellSouth to cease and desist from violating those provisions. The Commission also filed a settled civil action in federal court, in which BellSouth consents to a judgment directing it to pay a \$150,000 civil penalty. BellSouth also settled the civil action without admitting or denying the Commission's allegations.

According to the Order, between September 1997 and August 2000, former senior management of BellSouth's Venezuelan subsidiary, Telcel, C.A. (Telcel), authorized payments totaling approximately \$10.8 million to six offshore companies and improperly recorded the disbursements in Telcel's books and records, based on fictitious invoices, as bona fide services. Telcel's internal controls failed to detect the unsubstantiated payments for a period of at least two years. As an additional consequence of this control deficiency, BellSouth was unable to reconstruct the circumstances or purpose of the Telcel payments, or determine the identity of their ultimate recipients.

The Order also finds that, between October 1998 and June 1999, BellSouth's Nicaraguan subsidiary, Telefonía Celular de Nicaragua, S.A.'s (Telefonía), improperly recorded payments to the wife of the Nicaraguan legislator who was chairman of the Nicaraguan legislative committee with oversight of Nicaraguan telecommunications. During the lobbyist's retention, the legislator/husband drafted the text of the proposed repeal of a law restricting foreign ownership of Nicaraguan telecommunications companies and enlisted support for the proposed repeal from other legislative committee members. The husband scheduled and presided at a hearing in April 1999, during which his Committee heard arguments from BSI and others advocating repeal of the foreign ownership restriction. In May 1999, Telefonía terminated the lobbyist. In June 1999, Telefonía made a severance payment to her. Telefonía recorded the total sum of \$60,000 paid to the lobbyist as consulting services and as a severance payment. In December 1999, the Nicaraguan National Assembly voted to repeal the foreign ownership restriction. BellSouth

exercised its 40 percent option and increased its ownership interest in Telefonía to 89 percent in June 2000.

As indicated in the Order, BellSouth cooperated with the Commission staff after being advised of the staff's investigation. Additionally, BellSouth undertook several remedial measures, including the disciplining and termination of various employees. Finally, BellSouth has taken steps designed to enhance its compliance program, which currently consists of a number of components, including corporate governance, policies and procedures, training, internal auditing, and corrective action and discipline. [SEC v. BellSouth Corporation, Civil Action No. 1:02-CV-0113, NDGA] (LR-17310, AAE Rel. 1495); (Administrative Proceeding In the Matter of BellSouth Corporation – Rel. 34-45279; AAE Rel. 1494; File No. 3-10678)

### **COMMISSION FILES ACTION AGAINST SEVEN DEFENDANTS ALLEGING A FRAUDULENT SECURITIES SCHEME GENERATING OVER \$4 MILLION IN PROFITS**

The Commission yesterday filed an injunctive action in the United States District Court for the Southern District of California against three individuals and four related entities arising from their alleged involvement in a “pump and dump” scheme that produced more than \$4 million in profits.

The complaint alleges that defendant James E. Franklin devised a fraudulent scheme that began in January 1997 and continued into 1998 to use Red Hot Stocks (Red Hot), an Internet website, as a vehicle to tout stocks that he and others had acquired cheaply through private offerings and open market purchases so that they could sell their shares at a profit following Red Hot's buy recommendations. The complaint alleges that defendant Samuel Wolanyk operated the Red Hot website, interviewed certain of the issuers, and drafted and disseminated some or all of the on-line recommendations. The complaint also alleges that defendant Dieter Raabe participated in the fraudulent scheme by issuing trading instructions for stocks profiled on Red Hot that were held in a Canadian brokerage account of defendant Vector Keel Ltd. The complaint alleges that both Raabe and Franklin had a beneficial interest in the Vector Keel account and that illegal trading profits from that account were wired to various entities affiliated with Franklin or Raabe, and that a portion of these illegal trading profits were received by defendant Net Income, a nominee corporation that Franklin set up to operate the Red Hot website. The complaint alleges that Franklin also sold stock of a company profiled on Red Hot through brokerage accounts of defendants Initial Public Offering Consultants, Inc. (IPO) and Avalon Trust. Further, according to the complaint, certain of defendants' sales were part of an illegal unregistered distribution.

The complaint alleges that statements in Red Hot's profiles were materially false or misleading because, among other things, they contained unreasonable price predictions, they failed adequately to disclose that defendants owned stock in profiled companies or

expected to be compensated for promoting companies profiled on Red Hot and because defendants were engaged in a pattern of acquiring stocks profiled on Red Hot with the intent to sell in coordination with the touts, while Red Hot recommended that others purchase the stock, a fraudulent practice called “scalping.”

The complaint charges all of the defendants with violations of the antifraud provisions of the federal securities laws: Section 17(a) of the Securities Act of 1933 (Securities Act); Section 10(b) of the Securities Exchange Act of 1934; and Rule 10b-5 thereunder. The Complaint also alleges that Franklin, Wolanyk and Net Income violated the antitouting provision of Section 17(b) of the Securities Act. The Complaint further charges Franklin, Raabe, Vector Keel, Avalon Trust and IPO with violating the registration provisions of Section 5 of the Securities Act. The Commission seeks permanent injunctions, disgorgement, prejudgment interest, an accounting and civil money penalties against the defendants.

The Commission gratefully acknowledges the assistance provided by NASD Regulation, Inc. in this matter.

In two related settled matters, Art H. Beroff, without admitting or denying the findings in the Commission’s administrative order or the allegations in its complaint, consented to an administrative order requiring him to cease and desist from committing or causing violations of Section 5 of the Securities Act and agreed to pay \$50,000 civil penalty (In the Matter of Art H. Beroff, Administrative Proceeding File No. 3-10677; SEC v. Art H. Beroff, Civil Action No. 1:02CV00067, LR-17312, January 15, 2002). [SEC v. James E. Franklin, Dieter Raabe, Samuel Wolanyk, Vector Keel Ltd., Initial Public Offering Consultants, Inc., Net Income and Avalon Trust, Civil Action No. 02CV0084 IEG, RBB, S.D. Cal.] (LR-17311)

#### **ART BEROFF CONSENTS TO AN ADMINISTRATIVE CEASE-AND-DESIST ORDER FOR CAUSING VIOLATIONS OF THE SECURITIES REGISTRATION PROVISIONS AND AGREES TO PAY A \$50,000 CIVIL PENALTY**

The Commission announced that yesterday it filed an administrative cease-and-desist proceeding against Art H. Beroff (Beroff). In the Matter of Art H. Beroff, Admin. Proc. File No. 3-10677. The order alleges that Beroff was a cause of violations of Section 5 of the Securities Act of 1933 (Securities Act) by a Promoter and Beroff’s father. The Commission found that Beroff’s parents received 500,000 shares of Amalgamated Explorations, Inc. (AXPL) stock that they had not paid for. The Commission found that Beroff had his parents complete subscription agreements and investment letters that the Promoter had given to him. The Commission found that within weeks, at the direction of the Promoter, Beroff had his parents return 470,000 shares of AXPL to the Promoter. The Commission found that Beroff had his father retain 30,000 of the 500,000 AXPL shares and then later, these shares were sold in his father’s account in violation of the registration provisions of the securities laws. The Commission also found that Beroff’s

participation in this transaction enabled the Promoter to acquire inexpensive shares of AXPL that the Promoter and his affiliates later sold in violation of Section 5 of the Securities Act. The Commission found that Beroff was a cause of the Promoter's and his father's violations of Section 5 of the Securities Act.

Beroff, without admitting or denying the Commission's findings, consented to an order requiring him to cease and desist from committing or causing any violation, and any future violation, of Section 5 of the Securities Act. In connection with this settlement, Beroff, without admitting or denying the allegations of the Commission's complaint, also has consented to pay a \$50,000 civil penalty.

In a related matter, the Commission yesterday filed a civil injunctive action in the federal district court for the Southern District of California against the Promoter, among others, alleging violations of the antifraud, antitouting and registration provisions of the federal securities laws (SEC v. James E. Franklin, et al., Civil Action No. 02CV0084 IEG (RBB) (LR-17311) (January 15, 2002). (Rel. 33-8054, File No. 3-10677); [SEC v. Art H. Beroff, Civil Action No. 1:02CV00067] (LR-17312)

#### **UNITED STATES DISTRICT COURT ENTERS JUDGMENT AGAINST FORMER CHIEF FINANCIAL OFFICER OF FINE HOST CORPORATION AND THE COMMISSION BARS HIM FROM PRACTICE**

On January 3, United States District Judge Paul Friedman entered a Final Judgment against Nelson Barber, the former chief financial officer of Fine Host Corporation, 1) permanently enjoining him from violating or aiding and abetting violations of the federal securities laws, 2) permanently barring him from acting as an officer or director of any public company, and 3) ordering him to pay a \$20,000 civil penalty. On January 14, 2002, the Commission entered an Order denying Barber the privilege of appearing or practicing before the Commission. Without admitting or denying the allegations of the complaint, Barber consented to the entry of the judgment and the Commission's Order.

The Commission's complaint against Barber, filed on December 27, 2001, alleged that Barber caused Fine Host to engage in an extensive financial fraud. Fine Host, a provider of food and beverage services to sports arenas, prisons, and schools, was at that time a public company with common stock listed for trading on the Nasdaq National Market System and a market capitalization that reached approximately \$390 million. When the fraud was detected, the stock lost essentially all of its value. (Rel. 34-45280; AAE Rel. 1496; File No. 3-10679)

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## INVESTMENT COMPANY ACT RELEASES

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### SENSAR CORPORATION

A order has been issued on an application filed by Sensar Corporation under Section 6(c) of the Investment Company Act, exempting applicant from all provisions of the Act until the earlier of one year from January 14, 2002, or the date that applicant no longer may be deemed to be an investment company. (Rel. IC-25361 – January 14)

### CITYFED FINANCIAL CORP.

A notice has been issued giving interested persons until February 5, 2002, to request a hearing on an application filed by CityFed Financial Corp. (CityFed). The requested order would exempt CityFed from all provisions of the Investment Company Act except Sections 9, 17(a) (modified as discussed in the application), 17(d) (modified as discussed in the application), 17(e), 17(f), 36 through 45, and 47 through 51 of the Act and the rules thereunder, until the earlier of one year from the date of the requested order or such time as CityFed would no longer be required to register as an investment company under the Act. The order would extend an exemption granted until February 6, 2002. (Rel. IC-25362 - January 14)

### HSBC HOLDINGS PLC, ET AL.

The Commission has issued an order to HSBC Holdings plc, et al., under Section 9(c) of the Investment Company Act exempting applicants and other entities of which Republic New York Securities Corporation (RNYSC) is or becomes an affiliated person from Section 9(a) of the Act, with respect to a plea agreement between RNYSC and the U.S. Attorney for the Southern District of New York entered into on December 17, 2001. (Rel. IC-25363 – January 14)

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## SELF-REGULATORY ORGANIZATIONS

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### PROPOSED RULE CHANGES

A proposed rule change (SR-NASD-2001-88) and Amendment No. 1 have been filed by the National Association of Securities Dealers relating to Computer to Computer Interface fees to non-members. Publication of the proposal is expected in the Federal Register during the week of January 14. (Rel. 34-45266)



The Chicago Stock Exchange filed a proposed rule change (SR-CHX-2001-24) to amend its rules relating to Pricing of Preopening Orders for Nasdaq/NM Securities. Publication of the proposal is expected in the Federal Register during the week of January 14. (Rel. 34-45268)

## **APPROVAL OF PROPOSED RULE CHANGES**

The Commission approved a proposed rule change (SR-NASD-99-12) submitted by the National Association of Securities Dealers establishing a pilot program and fees for a volume and issue data package pilot known as Post Data. Publication of the order in the Federal Register is expected during the week of January 14. (Rel. 34-45270)

The Commission approved a proposed rule change (SR-CHX-2001-17) filed by the Chicago Stock Exchange relating to the eligibility of limit orders for trade through protection. Publication of the order in the Federal Register is expected during the week of January 14. (Rel. 34-45271)

## **IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES**

A proposed rule change filed by the National Association of Securities Dealers to extend the expiration date of Nasdaq's Transaction Credit Pilot Program (SR-NASD-2001-92) 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 January 14. (Rel. 34-45273)

A proposed rule change (SR-NYSE-2002-04) filed by the New York Stock Exchange relating to the implementation date for amendments to rules regarding error accounts and error account procedures 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 January 14. (Rel. 34-45274)

A proposed rule change and Amendment No. 1 thereto filed by the New York Stock Exchange (SR-NYSE-2002-03) extending the pilot regarding shareholder approval of stock option plans until March 11, 2002 have 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 January 14. (Rel. 34-45276)

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## **SECURITIES ACT REGISTRATIONS**

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The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone

Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

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

S-2 MELTRONIX INC, 9577 CHESAPEAKE DRIVE, SAN DIEGO, CA 92123 (619) 292-7000  
- 14,983,772 (\$1,198,701.76) COMMON STOCK. (FILE 333-76390 - JAN. 08)  
(BR. 5)

S-8 UNITED STATES STEEL CORP, 600 GRANT ST, ROOM 1500, PITTSBURGH, PA 15219  
(415) 433-2967 - 2,700,000 (\$48,087,000) COMMON STOCK. (FILE 333-76392  
-  
JAN. 08)

S-8 UNITED STATES STEEL CORP, 600 GRANT ST, ROOM 1500, PITTSBURGH, PA 15219  
(415) 433-2967 - 6,000,000 (\$106,860,000) COMMON STOCK. (FILE 333-76394 -  
JAN. 08)

S-3 CEL SCI CORP, 8229 BOONE BLVD STE 802, VIENNA, VA 22182 (703) 506-9460  
- 6,500,000 (\$6,110,000) COMMON STOCK. (FILE 333-76396 - JAN. 08) (BR. 1)

S-8 SUN COMMUNITIES INC, 31700 MIDDLEBELT RD, STE 145, FARMINGTON HILLS, MI 48334 (248) 932-3100 - 3,069 (\$116,223.03) COMMON STOCK. (FILE 333-76398 -  
JAN. 08) (BR. 8)

S-8 SUN COMMUNITIES INC, 31700 MIDDLEBELT RD, STE 145, FARMINGTON HILLS, MI 48334 (248) 932-3100 - 168,000 (\$6,362,160) COMMON STOCK. (FILE 333-76400  
- JAN. 08) (BR. 8)

S-4 UNITED SURGICAL PARTNERS HOLDINGS INC, 15305 DALLAS PARKWAY, STE 1600 LB28, ADDISON, TX 75001 (972) 713-3500 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE 333-76404 - JAN. 08) (NEW ISSUE)

S-3 M&I DEALER AUTO SECURITIZATION LLC, 770 NORTH WATER STREET, MILWAUKEE, WI 53202 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE

333-76406 - JAN. 08) (NEW ISSUE)

S-3 NEOMAGIC CORP, 3260 JAY STREET, 3260 JAY STREET, SANTA CLARA, CA  
95054  
((40) 8) -988- - 1,600,000 (\$5,312,000) COMMON STOCK. (FILE 333-76410  
-  
JAN. 08) (BR. 5)

S-8 AMERICAN CAREER CENTERS INC, 2490 SOUTH 300 WEST, SOUTH SALT LAKE  
CITY,  
UT 84115 (801) 485-6200 - 440,000 (\$528,000) COMMON STOCK. (FILE  
333-76416 - JAN. 08) (BR. 8)

S-8 LABOR READY INC, 1016 S. 28TH STREET, TACOMA, WA 98409 ((25) 3)--  
383- -  
3,750,000 (\$19,162,500) COMMON STOCK. (FILE 333-76420 - JAN. 08) (BR.  
8)

S-3 COMPASS BANCSHARES INC, 15 SOUTH 20TH ST, P O BOX 10566, BIRMINGHAM,  
AL  
35233 (205) 933-3000 (FILE 333-76422 - JAN. 08) (BR. 7)

S-8 PUGET ENERGY INC /WA, 411 108TH AVENUE N E 3RD FLOOR, BELLEVUE, WA  
98004  
(425) 462-3202 - 50,000 (\$1,125,500) COMMON STOCK. (FILE 333-76424 -  
JAN. 08) (BR. 2)

S-8 IMAGING TECHNOLOGIES CORP/CA, 15175 INNOVATION DRIVE, SAN DIEGO, CA  
92128 (619) 613-1300 - 26,000,000 (\$520,000) COMMON STOCK. (FILE  
333-76426 - JAN. 08) (BR. 3)

S-8 SHARECOM INC /IL/, 430 WANDA LN, STE E, PALATINE, IL 60067  
(800) 818-6505 - 35,000,000 (\$350,000) COMMON STOCK. (FILE 333-76428 -  
JAN. 08) (BR. 9)

S-1 AMERICAN RESTAURANT GROUP INC, 4410 EL CAMINO REAL, SUITE 201,  
LOS ALTOS, CA 94022 (714) 721-8000 - 35,966,000 (\$33,891,517.86)  
STRAIGHT BONDS. (FILE 333-76434 - JAN. 08) (BR. 5)

S-8 AGERE SYSTEMS INC, 555 UNION BLVD, ALLENTOWN, PA 18109 (610) 712-  
4323 -  
12,000,000 (\$67,440,000) COMMON STOCK. (FILE 333-76438 - JAN. 08) (BR.  
5)

S-8 ABCI HOLDINGS INC, 5897 OBERLIN DRIVE, SUITE 210, SAN DIEGO, CA  
92121  
(760) 434-8486 - 3,000,000 (\$150,000) COMMON STOCK. (FILE 333-76440 -  
JAN. 08) (BR. 8)

S-4 AMERICAN RESTAURANT GROUP INC, 4410 EL CAMINO REAL, SUITE 201,  
LOS ALTOS, CA 94022 (714) 721-8000 - 125,808,000 (\$118,551,520.37)  
STRAIGHT BONDS. (FILE 333-76442 - JAN. 08) (BR. 5)

S-4 UNITED SURGICAL PARTNERS INTERNATIONAL INC, 17103 PRESTON RD, SUITE  
200,  
N DALLAS, TX 75248 - 150,000,000 (\$150,000,000) STRAIGHT BONDS. (FILE  
333-76446 - JAN. 09) (BR. 1)

S-8 VESTIN GROUP INC, 2901 EL CAMINO AVENUE, LAS VEGAS, NV 89102  
(702) 227-0965 - 600,000 (\$4,722,000) COMMON STOCK. (FILE 333-76448 -  
JAN. 09) (BR. 9)

S-8 LITWAVE CORP, 510 WEST HASTINGS STREET SUITE 1010, VANCOUVER BC,  
CANADA, A1 V6B 1 (305) 805-0344 - 450,000 (\$33,000) COMMON STOCK.  
(FILE  
333-76450 - JAN. 09) (BR. 7)