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SEC NEWS DIGEST

Issue 2001-120

June 21, 2001

RULES AND RELATED MATTERS

COMMISSION ISSUES RULE PROPOSALS RELATING TO THE REGISTRATION OF BROKER-DEALERS PURSUANT TO SECTION 15(b)(11) OF THE SECURITIES EXCHANGE ACT OF 1934

To implement the Commodity Futures Modernization Act of 2000, the Commission has issued a release proposing new Rules 15a-10, 15b11-1 and 15b11-2 under the Securities Exchange Act of 1934 (Exchange Act), amendments to Rule 15b2-2 under the Exchange Act, and amendments to Form BD and Regulation S-P. These proposed rules and amendments will establish the notice registration procedures for futures commission merchants and introducing brokers that are interested in registering with the Commission as broker-dealers for the limited purpose of trading security futures products. FOR FURTHER INFORMATION CONTACT: Christina K. McGlosson, Office of the Chief Counsel, Division of Market Regulation, at (202) 942-0073. (Rel. 34-44455; File No. S7-13-01)

ENFORCEMENT PROCEEDINGS

DECISION ORDERING ALBERT YESNER TO CEASE AND DESIST FINAL

The initial decision of an administrative law judge ordering Albert Glenn Yesner to cease and desist from causing violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act, Sections 13(a) and 13(b)(2)(A) of the Securities Exchange Act, and Exchange Act Rules 12b-20, 13a-1, and 13a-13 has become final. Yesner, a certified public accountant, was controller and director of business controls for Sensormatic Electronics Corporation.

The law judge found that Sensormatic violated antifraud, reporting, and recordkeeping provisions in connection with its improper recognition of revenue on shipments made outside the appropriate accounting periods in order to meet analysts' expectations and give the appearance of constant growth. The law judge concluded that, although he did not act with scienter or recklessly, Yesner failed to take action that would have prevented or disclosed Sensormatic's financial irregularities and caused violations of Securities Act Sections 17(a)(2) and 17(a)(3). (Rels. 33-7989; 34-44452; File No. 3-9586)

ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST AND SIMULTANEOUSLY SETTLED WITH W. SCOTT LONG, III

The Commission entered an Order Instituting Public Administrative Proceedings Pursuant to Sections 15(b) and 19(h)(3) of the Securities Exchange Act of 1934, Making Findings and Imposing Remedial Sanctions against W. Scott Long, III (Long). The Commission simultaneously accepted Long's Offer of Settlement barring him for three years from association with any broker or dealer.

On September 30, 1996, the Commission filed a civil action against Long and others based on omissions and misrepresentations in a 1992 registration statement and subsequent periodic filings made with the Commission by one of the defendants, The AppleTree Companies, Inc. (AppleTree). In pertinent part, the Commission's complaint alleged that Long (in his capacity as an underwriter) failed to cause a \$250,000 loan to an unrelated company, made from the proceeds of AppleTree's 1992 registered offering at the time of its closing, to be disclosed to any prospective or actual investors in the offering (SEC v. The AppleTree Companies, Inc., f/k/a Modami Services, Inc., Michael H. Salit, David B. Lobel, Paul B. Kravitz and W. Scott Long III, No. 96-8675-CIV-Ryskamp, S.D. Fla.).

On January 29, 1999, an Order of Permanent Injunction and Other Relief was entered against Long - - as the president of the underwriting firm for AppleTree's 1992 Offering - - enjoining him from future violations of Sections 17(a)(1)-(3) of the Securities Act of 1933, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. On March 3, 2000, the Court entered a Final Judgment Relating to Disgorgement and Civil Penalties against Long. (Rel. 34-44456; File No. 3-10519)

PERMANENT JUDGMENTS ENTERED AGAINST MICHAEL FANGHELLA AND PINNFUND USA, INC.

The Commission announced that final judgments have been entered against defendants Michael J. Fanghella (Fanghella) and PinnFund USA, Inc. (PinnFund). On May 25, 2001, the U.S. District Court for the Southern District of California entered a permanent injunction against Fanghella upon a showing that Fanghella had failed to respond to the Commission's complaint. Fanghella was ordered to disgorge \$109,015,989 in ill-gotten gains, to pay prejudgment interest thereon in the amount of \$791,366, and to pay a civil penalty of \$110,000. On June 5, 2001, the District Court also granted the Commission's motion to allow Court-appointed Receiver Charles LaBella to consent to judgment on behalf of PinnFund and entered final judgment by default against PinnFund upon a showing that it too had failed to respond to the Commission's complaint. In addition, the District Court ordered that all of PinnFund's assets be frozen, that PinnFund disgorge all of the assets and funds of the receivership estate, and that it produce all documents and disclose all information requested by the Commission.

The Commission filed its complaint on March 21, 2001, alleging that Defendant James Hillman raised investor proceeds through his control of Peregrine Funding, Inc. and the

sale of unregistered securities in Allied Capital Partners, Grafton Partners and Six Sigma, LLC, and that the defendants misused the proceeds to fund Fanghella's lavish lifestyle, to pay for PinnFund's operational losses, and to make repayments to investors as part of a Ponzi scheme. The permanent injunctions against Fanghella and PinnFund prohibit future violations of the antifraud provisions of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. [SEC v. Pinnfund USA, Inc., Peregrine Funding, Inc., Allied Capital Partners, Grafton Partners, Six Sigma, LLC A/K/A 6 Sigma, LLC, Michael J. Fanghella, Reliance Holdings, LLC, and Kelly Cook A/K/A Kelly Jaye A/K/A Kelly Spagnola, Civil Action No. 01-CV-0496 H (LAB) (S.D. Cal.)] (LR-17040)

SEC SUES EDWARD THOMAS JUNG AND E. THOMAS JUNG PARTNERS, LTD. FOR MISAPPROPRIATING \$21 MILLION FROM INVESTORS IN HEDGE FUND

On June 19, the Commission filed an action in the United States District Court for the Northern District of Illinois against Edward Thomas Jung, a Chicago resident, and his broker-dealer, E. Thomas Jung Partners, Ltd., a market-maker at the Chicago Board Options Exchange. From 1994 to 1998, Jung acted as manager of an unregistered, private hedge fund, Strategic Income Fund. The complaint alleges that Jung defrauded the fund's investors by soliciting investors based on false performance reports and misappropriated the funds and securities investors deposited with the fund as collateral for his own personal margin trading and to pay for his broker-dealer's expenses. Jung lost substantial amounts of money each year of the fund's existence, but covered up his losses by sending investors false quarterly statements that overstated the current value of their investments. Eventually, his clearing firm seized the fund's assets to cover his margin debt. As a result, more than \$21 million invested by 60 investors was lost. The complaint seeks an order enjoining Jung and his broker-dealer from violating the antifraud provisions of the federal securities laws and asks the court to impose appropriate civil penalties. [SEC v. Edward Thomas Jung, et al., USDC, N.D. Ill., Civil Action No. 01-C-4645] (LR-17041)

FRAUD CHARGED IN EARNINGS MANAGEMENT SCHEMES

The Commission filed a civil complaint on June 18 in the United States District Court for the Southern District of Texas (Houston Division) against former senior officers of Paracelsus Healthcare Corporation, alleging they engaged in fraudulent earnings management schemes. The defendants include former Paracelsus chief executive officer, Ron Messenger, former chief financial officer, James T. Rush, former controller Scott K. Barton, and former finance vice-president Gary Hubschman. All have consented to the entry of permanent injunctions barring future violations of the record-keeping, reporting and anti-fraud provisions of the federal securities laws, and to the payment of penalties ranging from \$100,000 to \$25,000. Separately, Rush and Barton have also agreed to Commission orders barring them from practicing before the Commission as accountants for three years.

The complaint alleges that the defendants caused Paracelsus, which was formerly listed on the New York Stock Exchange, to materially overstate its earnings and file false periodic reports and registration statements with the Commission in amounts ranging from 9 percent to 303 percent. According to the complaint, the defendants caused Paracelsus to accumulate as much as \$16 million in "cookie jar" reserves, then use them to conceal a decline in earnings. The complaint also alleges that Messenger, Rush and Hubschman caused Paracelsus to improperly conceal \$15 million in uncollectible accounts receivable. [SEC v. Ron Messenger, James T. Rush, Scott K. Barton and Gary Hubschman, Civil Action No. H-01-2022, USDC, SDTX, Houston Div.]; [LR-17042; AAE Rel. 1411)

SEC SUES FORMER OFFICERS, AUDITOR OF VISTA 2000, INC.

The Commission announced today that it has filed a complaint and an amended complaint against three current and one former Georgia men for various violations of the federal securities law. The four defendants are Arnold E. Johns, Jr. of Atlanta, Georgia, Alan T. Davis of Gainesville, Georgia, Michael J. Becker of Marietta, Georgia, and Richard P. Smyth of Fernandina Beach, Florida. Johns, Becker and Smyth are former officers of Vista 2000, Inc., a now defunct consumer products company formerly headquartered in Roswell, Georgia. Smyth was Vista's co-founder, chief executive officer and chairman of its board, Johns was a director of Vista and its president, and Becker was Vista's chief financial officer. Davis was Vista's outside auditor.

The amended complaint alleges a wide-range of securities law violations, including that misstatements were made by Vista in filings with the Commission. Smyth and Johns are charged with direct violations as control persons of Vista arising from those filings. The allegations include the following: (1) Vista's revenues, income, earnings per share, and assets were overstated by Smyth from 1994 through 1996, by Johns during 1995 and 1996, and by Davis during 1995 and 1996, (2) Smyth failed to properly and accurately disclose the use of Vista's proceeds from its October 1994 initial public offering, (3) Smyth issued ten false and/or misleading press releases from 1994 through 1996, (4) Smyth misappropriated \$481,000 in 1996, (5) Smyth failed to file beneficial stock ownership reports during 1994, 1995 and 1996, (6) Smyth illegally sold short Vista stock during 1996, (7) Smyth, Johns, Davis and Becker engaged in illegal insider selling of Vista common stock during 1995 and 1996, (8) Davis engaged in illegal insider trading and tipping of information regarding a company to be acquired by Vista during 1995, and (9) Davis caused Vista's 1994 Form 10-KSB to be false by his failure to be independent and his failure to conduct his audit in accordance with generally accepted auditing standards.

Smyth is charged with violations of the antifraud provisions of Section 17(a) of the Securities Act of 1933 ("Securities Act") and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5 thereunder. He is charged, as a control person, with misstatements in filings with the Commission that violated Sections 13(a) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, 13a-13 thereunder. Smyth is also charged, as a control person, with internal accounting controls and books and records

violations of Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act. He is further charged with books and records violations of Section 13(b)(5) of the Exchange Act and Rules 13b2-1 and 13b2-2 thereunder. As a final count against him, Smyth is charged with violations of stock ownership reporting and short selling provisions of Sections 16(a) and 16(c) of the Exchange Act and Rules 16a-2 and 16a-3 thereunder.

Johns is charged with violations of the antifraud provisions of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. He is charged, as a control person, with misstatements in filings with the Commission that violated Section 13(a) of the Exchange Act and Rules 12b-20, 13a-11, 13a-13 thereunder. Johns is also charged, as a control person, with internal accounting controls and books and records violations of Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act. He is further charged with books and records violations of Section 13(b)(5) of the Exchange Act and Rule 13b2-1 thereunder.

As to the remaining defendants, Davis is charged with violations of the antifraud provisions of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and with books and records violations of Section 13(b)(5) of the Exchange Act and Rule 13b2-1 thereunder. Davis is also charged with violations of the tender offer provisions of Section 14(e) of the Exchange Act and Rule 14e-3 thereunder. Becker is charged only with violations of the antifraud provisions of Sections 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

The amended complaint asks the Court to issue permanent injunctions and to order disgorgement plus prejudgment interest against each defendant. The Commission also seeks an order against Smyth barring him from serving as an officer and director in the future. [SEC v. Richard P. Smyth, Arnold E. Johns, Jr., Michael J. Becker and Alan T. Davis, Civil Action File No. 1:01-CV-1344, N.D. Ga.] (LR-17044)

SEC SETTLES INSIDER TRADING CHARGES AGAINST FORMER SWISS-BASED BROKER; OBTAINS MORE THAN \$350,000

The Commission announced that on June 18, 2001, Judge Denise L. Cote of the U.S. District Court for the Southern District of New York entered a final judgment in the SEC's case against Giovanni Piacitelli, a former stockbroker at Schroder & Co., Inc.'s offices in Switzerland, requiring him to pay more than \$350,000. The amounts to be paid by Piacitelli will be in addition to over \$11 million in disgorgement and penalties obtained previously in this case and a related litigation.

The Commission's Amended Complaint, filed on November 17, 1998, alleges that Piacitelli purchased 10,000 shares of Elsag Bailey Process Automation, N.V. stock while he possessed material, nonpublic information about Asea Brown Boveri Ltd.'s October 14, 1998 tender offer for Elsag. At the time of his Elsag purchase, Piacitelli was a broker in the Swiss offices of Schroder. The Amended Complaint alleges that, a day before Asea Brown Boveri Ltd. announced its tender offer for Elsag, Piacitelli made the Elsag

purchase through an account at Banco Del Gottardo in Luxembourg. Piacitelli did not disclose his interest in this account to Schroder despite Schroder's policy requiring him to do so. After the announcement, Elsag's stock price increased by about 90%, and Piacitelli's potential profits were \$164,375.00 on his Elsag purchase. As a result of the emergency action filed on October 19, 1998, and asset freeze entered by Judge Cote on the same day, Piacitelli was unable to withdraw his profits.

In September 2000, Judge Cote issued a written opinion in this case denying Piacitelli's Motion for Summary Judgment and Motion for Reconsideration of the denial (see SEC v. Euro Security Fund, et al., 2000 WL 1376246, SDNY, Sept. 25, 2000). The court held that, notwithstanding Piacitelli's denials, a jury could find that Piacitelli had inside information based upon circumstantial evidence and the suspicious timing of the Elsag trades.

Without admitting or denying the SEC's allegations, Piacitelli consented to the entry of a final judgment permanently enjoining him from violations of Section 14(e) of the Securities Exchange Act of 1934 and Rule 14e-3. Piacitelli agreed to disgorge \$164,375.00 in profits and \$1,740.00 in commissions from the Elsag trades, to pay prejudgment interest, and to pay a civil penalty of \$164,375.00. [SEC v. Euro Security Fund, et al., Civil Action No. 98 Civ. 7347; SDNY, DLC, MHD] (LR-17045)

INVESTMENT COMPANY ACT RELEASES

HAWTHORNE INVESTMENT TRUST

A notice has been issued giving interested persons until July 13, 2001, to request a hearing on an application filed by Hawthorne Investment Trust for an order under Section 8(f) of the Investment Company Act declaring that applicant has ceased to be an investment company. (Rel. IC-25005 – June 19)

THE MANAGERS FUNDS AND THE MANAGERS FUNDS LLC

A notice has been issued giving interested persons until July 16, 2001, to request a hearing on an application filed by The Managers Funds and The Managers Funds LLC for an order pursuant to Section 38(a) of the Investment Company Act. (Rel. IC-25006 – June 20)

HOLDING COMPANY ACT RELEASES

CINERGY CORPORATION

A notice has been issued giving interested persons until July 2, 2001, to request a hearing on a proposal by Cinergy Corporation, a registered holding company, and its utility and nonutility subsidiary companies, Cinergy Services, Inc., Cincinnati Gas & Electric Company, Union Light, Heat and Power Company, Lawrenceburg Gas Company, Miami Power Corporation, PSI Energy, Inc., KO Transmission Company and Tri-State Improvement Company, to issue and acquire short-term debt in the form of notes and commercial paper under its money pool program and to nonassociate third-parties. (Rel. 35-27420)

SELF-REGULATORY ORGANIZATIONS

ACCELERATED APPROVAL OF A PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change (SR-Amex-2001-29) filed by the American Stock Exchange relating to the implementation of automatic execution for Exchange Traded Funds on a six-month pilot basis. Publication of the order is expected in the Federal Register during the week of June 25. (Rel. 34-44449)

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change (SR-NYSE-00-30) filed by the New York Stock Exchange that would permit specialists to make certain destabilizing transactions for their own accounts without Floor Official approval to bring the price of a list foreign security into parity with the price of the foreign ordinary security. Publication of the notice in the Federal Register is expected during the week of June 25. (Rel. 34-44450)

The Commission approved a proposed rule change and granted accelerated approval to Amendment No. 3 thereto submitted by the National Association of Securities Dealers (SR-NASD-99-46) requiring registration of chief compliance officers. Publication of the order in the Federal Register is expected during the week of June 25. (Rel. 34-44451)

The Commission approved a proposed rule change (SR-ISE-01-03) submitted by the International Securities Exchange to permit market makers to enter block-size orders into its Block Order Mechanism. Publication of the order in the Federal Register is expected during the week of June 25. (Rel. 34-44453)

The Commission approved a proposed rule change (SR-CHX-2001-09) submitted by the Chicago Stock Exchange to allow floor brokers to clear a specialist's post by telephone.

Publication of the order in the Federal Register is expected during the week of June 25.
(Rel. 34-44454)

WITHDRAWAL SOUGHT

A notice has been issued giving interested persons until July 10, 2001, to comment on the application of Texas Biotechnology Corporation to withdraw its Common Stock, par value \$.005 per share, from listing and registration on the American Stock Exchange.
(Rel. 34-44457)

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-1 EMBRAER BRAZILIAN AVIATION CO INC, AVENIDA BRIGADERO FARIA LIMA
2170,
12227-901 SAO JOSE DOS CAMPOS SAO PAULO, FEDERATIVE REPUBLIC OF BRAZIL,
D5
00000 (011) 551-2345 - 8,120,822 (\$78,974,933.95) FOREIGN COMMON STOCK.
(FILE 333-13618 - JUN. 13) (BR. 5)

S-4 TWEETER HOME ENTERTAINMENT GROUP INC, 10 PEQUOT WAY, CANTON, MA
02021
(781) 830-3000 - 4,404,167 (\$97,795,085.10) EQUIPMENT TRUST
CERTIFICATES.
(FILE 333-62966 - JUN. 14) (BR. 2)

S-8 DONEGAL GROUP INC, 1195 RIVER RD PO BOX 302, MARIETTA, PA 17547
(717) 426-1931 - 200,000 (\$2,785,000) COMMON STOCK. (FILE 333-62970 -
JUN. 14) (BR. 1)

S-8 DONEGAL GROUP INC, 1195 RIVER RD PO BOX 302, MARIETTA, PA 17547
(717) 426-1931 - 1,043,000 (\$13,825,870) COMMON STOCK. (FILE 333-62972
-
JUN. 14) (BR. 1)

S-8 DONEGAL GROUP INC, 1195 RIVER RD PO BOX 302, MARIETTA, PA 17547
(717) 426-1931 - 300,000 (\$4,177,500) COMMON STOCK. (FILE 333-62974 -
JUN. 14) (BR. 1)

S-8 DONEGAL GROUP INC, 1195 RIVER RD PO BOX 302, MARIETTA, PA 17547
(717) 426-1931 - 1,500,000 (\$20,887,500) COMMON STOCK. (FILE 333-62976
-
JUN. 14) (BR. 1)

S-3 SHAW GROUP INC, 8545 UNITED PLAZA BOULEVARD, 2ND FLOOR, BATON ROUGE,
LA
70809 (225) 932-2500 - 790,000,000 (\$504,991,700) COMMON STOCK. (FILE
333-62978 - JUN. 14) (BR. 6)

S-3 MAYTAG CORP, 403 W 4TH ST N, NEWTON, IA 50208 (515) 792-8000 (FILE
333-62980 - JUN. 14) (BR. 2)

S-8 LINENS N THINGS INC, 6 BRIGHTON RD, CLIFTON, NJ 07015 (973) 778-1300
-
700,000 (\$18,301,500) COMMON STOCK. (FILE 333-62982 - JUN. 14) (BR. 2)

S-8 LINENS N THINGS INC, 6 BRIGHTON RD, CLIFTON, NJ 07015 (973) 778-1300
-
4,000,000 (\$104,580,000) COMMON STOCK. (FILE 333-62984 - JUN. 14) (BR.
2)

S-4 GEMSTAR TV GUIDE INTERNATIONAL INC, 135 NORTH LOS ROBLES AVE, STE
800,
PASADENA, CA 91101 (818) 792-5700 - 820,585 (\$27,146,924.07) COMMON
STOCK.
(FILE 333-62986 - JUN. 14) (BR. 2)

S-3 FIELDPOINT PETROLEUM CORP, 1703 EDELWEISS DRIVE, STE 301, CEDAR
PARK, TX
78613 (512) 258-1005 - 350,000 (\$588,000) COMMON STOCK. (FILE 333-
62988 -
JUN. 14) (BR. 4)

S-1 SILICON ENERGY CORP, 1010 ATLANTIC AVE, SUITE 100, ALAMEDA, CA 94501
(510) 263-6000 - 6,325,000 (\$63,250,000) COMMON STOCK. (FILE 333-62990
-
JUN. 14) (BR. 3)

S-8 TRANSPORT CORPORATION OF AMERICA INC, 1769 YANKEE DOODLE ROAD,
EAGAN, MN
55121 (651) 686-2500 - 100,000 (\$649,000) COMMON STOCK. (FILE 333-
62992 -
JUN. 14) (BR. 5)

SB-2 BERNARD ALLAN & EDWARDS INC, 1016 SHORE ACRES DRIVE, LEESBURG, FL
34748
(808) 769-1037 - 2,236,650 (\$5,150,400) COMMON STOCK. (FILE 333-62994
-
JUN. 14) (NEW ISSUE)

S-8 FMC TECHNOLOGIES INC, 200 EAST RANDOLPH DRIVE, CHICAGO, IL 60601
(312) 861-6000 - 12,000,000 (\$240,000,000) COMMON STOCK. (FILE 333-
62996 -
JUN. 14) (BR. 4)

S-8 SURGILIGHT INC, 12001 SCIENCE DRIVE, SUITE 140, ORLANDO, FL 32826
(407) 482-4555 - 17,880 (\$27,000) COMMON STOCK. (FILE 333-62998 - JUN.
14)
(BR. 9)

S-8 LANTRONIX INC, 15353 BARNANCA PARKWAY, IRVINE, CA 92618 (949) 453-
3990
- 870,513 (\$3,194,551.30) COMMON STOCK. (FILE 333-63000 - JUN. 14)
(BR. 5)

S-8 BEAR STEARNS COMPANIES INC, 245 PARK AVE, NEW YORK, NY 10167
(212) 272-2000 - 300,000 (\$16,029,000) COMMON STOCK. (FILE 333-63002 -
JUN. 14) (BR. 7)

S-8 WORLD HOMES INC, 4505 W HACIENDA AVE, UNIT I 1, LAS VEGAS, NV 89118
(702) 579-4888 - 500,000 (\$315,000) COMMON STOCK. (FILE 333-63006 -
JUN. 14) (BR. 6)

S-8 GENSYM CORP, 52 SECOND AVE, BURLINGTON, MA 01803 (617) 547-2500 -
300,000 (\$222,000) COMMON STOCK. (FILE 333-63008 - JUN. 14) (BR. 3)

S-8 AGILE SOFTWARE CORP, ONE ALMADEN BOULEVARD, SAN JOSE, CA 95113
(408) 975-3900 - 6,950,162 (\$106,884,662) COMMON STOCK. (FILE 333-
63010 -
JUN. 14) (BR. 3)

S-8 T/R SYSTEMS INC, 1300 OAKBROOK DR, NORCROSS, GA 30093 (770) 448-9008
-
50,000 (\$190,000) COMMON STOCK. (FILE 333-63012 - JUN. 14) (BR. 3)

S-2 AMERICAN BUSINESS FINANCIAL SERVICES INC /DE/, 111 PRESIDENTIAL
BLVD,
STE 215, BALA CYNWYD, PA 19004 (610) 668-2440 - 325,000,000
(\$325,000,000)
STRAIGHT BONDS. (FILE 333-63014 - JUN. 14) (BR. 7)

S-8 CITIGROUP INC, 399 PARK AVENUE, NEW YORK, NY 10043 (212) 559-1000 -
50,000,000 (\$2,501,250,000) COMMON STOCK. (FILE 333-63016 - JUN. 14)
(BR. 7)

S-8 VALENTIS INC, 863A MITTEN RD, BURLINGAME, CA 94010 (650) 697-1900 -
3,000,000 (\$16,920,000) COMMON STOCK. (FILE 333-63018 - JUN. 14) (BR.
1)

S-3 ARMOR HOLDINGS INC, 1400 MARSH LANDING PARKWAY, SUITE 112,
JACKSONVILLE,
FL 32250 (904) 741-5600 - 1,250,000 (\$18,206,250) COMMON STOCK. (FILE
333-63020 - JUN. 14) (BR. 8)

S-8 T/R SYSTEMS INC, 1300 OAKBROOK DR, NORCROSS, GA 30093 (770) 448-9008
-
2,100,000 (\$7,980,000) COMMON STOCK. (FILE 333-63022 - JUN. 14) (BR.
3)

S-1 MICROTEL INTERNATIONAL INC, 9485 HAVEN AVENUE, STE 100, ONTARIO, CA
91730 (909) 987-9220 - 1,750,000 (\$866,250) COMMON STOCK. (FILE 333-
63024
- JUN. 14) (BR. 5)

S-8 CIMA LABS INC, 10000 VALLEY VIEW ROAD, EDEN PRAIRIE, MN 55344
(952) 947-8700 - 200,000 (\$15,676,000) COMMON STOCK. (FILE 333-63026 -
JUN. 14) (BR. 1)

S-3 SLI INC, 500 CHAPMAN ST, CANTON, MA 02021 (617) 828-2948 -
100,000,000
(\$100,000,000) COMMON STOCK. (FILE 333-63028 - JUN. 14) (BR. 5)

S-1 LANTRONIX INC, 15353 BARNANCA PARKWAY, IRVINE, CA 92618 (949) 453-
3990
- \$86,733,000 COMMON STOCK. (FILE 333-63030 - JUN. 14) (BR. 5)

S-8 REEBOK INTERNATIONAL LTD, 1895 J W FOSTER BLVD, CANTON, MA 02021
(781) 401-5000 - 5,000,000 (\$145,875,000) COMMON STOCK. (FILE 333-
63032 -
JUN. 14) (BR. 6)

S-8 RAINMAKER SYSTEMS INC, 1800 GREEN HILLS ROAD, SCOTTS VALLEY, CA
95006
(831) 461-7299 - 1,961,044 (\$1,961,044) COMMON STOCK. (FILE 333-63034
-
JUN. 14) (BR. 8)

S-8 MOLECULAR DEVICES CORP, 1311 ORLEANS DR, SUNNYVALE, CA 94089
(408) 747-1700 - 1,000,000 (\$21,722,417) COMMON STOCK. (FILE 333-63036
-
JUN. 14) (BR. 5)

S-3 FNB CORP/FL/, F.N.B. CENTER, 2150 GOODLETTE ROAD NORTH, NAPLES, FL
34102
(941) -26-2-76 - 783,136 (\$20,032,619) COMMON STOCK. (FILE 333-63040 -
JUN. 14) (BR. 7)

S-8 FNB CORP/FL/, F.N.B. CENTER, 2150 GOODLETTE ROAD NORTH, NAPLES, FL
34102
(941) -26-2-76 - 3,000,000 (\$76,740,000) COMMON STOCK. (FILE 333-63042
-
JUN. 14) (BR. 7)

S-8 FNB CORP/FL/, F.N.B. CENTER, 2150 GOODLETTE ROAD NORTH, NAPLES, FL
34102
(941) -26-2-76 - 239,883 (\$3,322,047) COMMON STOCK. (FILE 333-63044 -
JUN. 14) (BR. 7)

S-4 EXCELON CORP, 25 MALL RD, BURLINGTON, MA 01803 (617) 674-5000 -
31,169,033 (\$62,338,066) COMMON STOCK. (FILE 333-63048 - JUN. 14) (BR.
3)

S-8 OIL STATES INTERNATIONAL INC, THREE ALLEN CENTER,
333 CLAY STREET SUITE 3460, HOUSTON, TX 77002 (713) 692-0582 -
10,000,000
(\$10,000,000) COMMON STOCK. (FILE 333-63050 - JUN. 14) (BR. 4)

S-4 FIRST INDUSTRIAL LP, 311 S WACKER DR, STE 4000, CHICAGO, IL 60606
(312) 344-4300 - 200,000,000 (\$199,405,250) STRAIGHT BONDS. (FILE
333-63052 - JUN. 14) (BR. 8)

S-8 BORDERS GROUP INC, 100 PHOENIX DRIVE, ANN ARBOR, MI 48108 ((73) 4) -
477-
- 4,700,000 (\$4,700,000) OTHER SECURITIES INCLUDING VOTING TRUST.
(FILE
333-63054 - JUN. 14) (BR. 2)

S-3 WISCONSIN PUBLIC SERVICE CORP, 700 N ADAMS ST, PO BOX 19001, GREEN
BAY,
WI 54307 (920) 433-1598 - 150,000,000 (\$153,000,000) STRAIGHT BONDS.
(FILE 333-63056 - JUN. 14) (BR. 2)

S-8 SECURITY ASSET CAPITAL CORP/NV, 701 B STREET, SUITE 1775, SAN DIEGO,
CA
92101 (619) -23-2-99 - 2,500,000 (\$2,650,000) COMMON STOCK. (FILE
333-63058 - JUN. 14) (BR. 8)

S-3 GETTY REALTY CORP /MD/, 125 JERICHO TURNPIKE, JERICHO, NY 11753
(516) 338-2600 - 150,000,000 (\$150,000,000) COMMON STOCK. (FILE 333-
63060
- JUN. 14) (BR. 4)

S-8 METAWAVE COMMUNICATIONS CORP, 10735 WILLOWS ROAD NE, P O BOX 97069,
REDMOND, WA 98073 (425) 702-5648 - 2,000,000 (\$6,491,969) COMMON STOCK.
(FILE 333-63062 - JUN. 14) (BR. 7)

S-8 APTA HOLDINGS INC, 215 WEST MAIN STREET, MAPLE SHADE, NJ 08052
(609) 667-0600 - 500,000 (\$400,000) COMMON STOCK. (FILE 333-63064 -
JUN. 14) (BR. 9)

S-8 GAVELLA CORP, 215 W. MAIN ST., MAPLE SHADE, NJ 08052 (856) 667-0600
-
500,000 (\$125,000) COMMON STOCK. (FILE 333-63066 - JUN. 14) (BR. 7)

S-3 WIRE ONE TECHNOLOGIES INC, 225 LONG AVENUE, STE A, HILLSIDE, NJ
07205
(805) 482-8277 - 902,145 (\$5,724,110.03) COMMON STOCK. (FILE 333-63068
-
JUN. 14) (BR. 5)

S-8 CONCEPTUS INC, 1021 HOWARD AVE, SAN CARLOS, CA 94070 (415) 802-7240
-
1,000,000 (\$13,630,000) COMMON STOCK. (FILE 333-63070 - JUN. 15) (BR.
5)

S-8 VERSICOR INC /CA, 34790 ARDENTECH COURT, 510-739-3000, FREMONT, CA
94555
- 3,535,383 (\$43,131,673) COMMON STOCK. (FILE 333-63072 - JUN. 15)
(BR. 1)

S-8 VERSICOR INC /CA, 34790 ARDENTECH COURT, 510-739-3000, FREMONT, CA
94555
- 271,616 (\$3,313,715) COMMON STOCK. (FILE 333-63074 - JUN. 15) (BR.
1)