

SEC NEWS DIGEST

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COMMISSION ANNOUNCEMENTS

CHAIRMAN LEVITT TO TESTIFY

Chairman Levitt will testify on Wednesday, June 21, before a joint hearing of the Senate Committee on Banking, Housing, and Urban Affairs and the Senate Committee on Agriculture, Nutrition, and Forestry concerning S 2697, the Commodity Futures Modernization Act of 2000. The joint hearing will begin at 10.00 a m in Room 106 of the Dirksen Senate Office Building

CARMEN LAWRENCE, DIRECTOR OF THE NORTHEAST REGIONAL OFFICE, TO LEAVE THE COMMISSION AFTER NEARLY 20 YEARS OF SERVICE

Carmen J. Lawrence, Director of the Securities and Exchange Commission's Northeast Regional Office, announced today that she will leave the Commission shortly to become a partner in the law firm of Fried, Frank, Harris, Shriver & Jacobson. Ms. Lawrence will head the Securities Regulation and Enforcement Practice Group in Fried Frank's New York office beginning September 1, 2000.

SEC Chairman Arthur Levitt said, "For nearly 20 years Carmen has served the Commission and investors with total commitment, great enthusiasm, and uncompromising principles. Her superb legal skills and tenacious resolve helped bring to fruition many significant and complicated cases during her tenure as Regional Director. Our markets, and most importantly, America's investors, are better off because of her fine work. On behalf of the Commission, I thank Carmen for her service and wish her continued success in the future."

SEC Director of Enforcement Richard H. Walker said, "Carmen Lawrence is one of the greatest enforcement attorneys in the Commission's rich history. Her leadership, tenacity, and infallible judgment have played a central role in the success of the Commission's Northeast Regional Office for well over a decade. With her departure, investors lose a tireless advocate who has championed their cause, and the SEC loses one of its brightest stars. On a personal note, I bid fond farewell to one of my closest friends and most trusted advisers."

Ms Lawrence, 43, became Regional Director in 1996 after serving in various senior positions in the Enforcement Division, which she joined in 1981. During the past four years, she has overseen all enforcement and regulatory operations in the Commission's largest region with offices in New York, Boston, and Philadelphia, covering 14 states and the District of Columbia

Some of the Commission's most significant enforcement cases in recent years have been brought by the Northeast Regional Office under Ms. Lawrence's leadership. These include: actions arising out of the discovery of fraudulent trading by NYSE floor brokers ahead of their customers' orders, actions against more than 100 persons arising out of an undercover operation targeting crooked promoters, brokers receiving undisclosed kickbacks and others in the microcap market; actions against Towers Financial Corporation, its chairman Steven Hoffenberg, and others in one of the largest Ponzi schemes in history, and numerous important insider trading cases, including an action against Edward Downe and six other individuals alleged to have exchanged inside information in Southampton regarding Kidde, Inc and other companies, and actions against more than 35 defendants arising out of trading in the securities of Motel 6

Ms Lawrence received numerous awards during her tenure at the Commission, including the Equal Employment Opportunity Award in 1998, the Presidential Distinguished Executive Award in 1995, the Stanley Sporkin Award in 1993, which is awarded by the Chairman of the Securities and Exchange Commission in recognition of outstanding contributions to the SEC's Enforcement program, and the Irving M. Pollack Award in 1990 presented to the enforcement lawyer exhibiting leadership, integrity, and intellect

In announcing her plans to leave the Commission, Ms. Lawrence said, "For 20 years the Commission has been my home. I am proud to have been a part of so many important accomplishments by the dedicated professionals in the Commission's Northeast Region. As I look ahead with anticipation to this next chapter in my life, I stand upon a foundation made of wonderful memories, superb staff, thoughtful mentors, and the satisfaction of having served this nation's investors. I thank Chairman Levitt and Dick Walker for their faith and confidence."

Ms Lawrence graduated with a B.A. from Cornell University and a J.D. from the University of Michigan Law School (Press Rel 2000-83)

SEC TO HOST ANNUAL GOVERNMENT-BUSINESS FORUM

The Commission will host the Nineteenth Annual Government-Business Forum on Small Business Capital Formation on Monday, September 11, and Tuesday, September 12, 2000, in San Antonio, Texas at The Hilton Palacio del Rio, on The Riverwalk.

The Forum is an opportunity for small business owners and their representatives to articulate their views and needs to senior government officials. It is the only federal-

sponsored conference designed for this purpose. Forum participants discuss ways to eliminate unnecessary governmental impediments to raising capital and seeking credit. The Forum produces a final report of its activities, including recommendations for governmental action.

Congress and governmental agencies may use the report as a blueprint to craft the relief sought by the Forum. Over the years, many Forum recommendations have resulted in legislative and regulatory reform in the areas of taxation, securities regulation, financial services regulation, and state assistance programs.

The Nineteenth Annual Government-Business Forum will compare the growth of a traditional "bricks and mortar" company with a ".com" company in general sessions. During the first day we will discuss the initial founding, growth, and initial round/late stage venture capital financing of these companies. The second day will concentrate on initial public offerings, mergers/acquisitions, offshore financings, and joint ventures. Key legal and business issues in the areas of venture capital financings, securities law, tax, credit and accounting will be addressed both days. There will be ample time for participants to develop thoughtful recommendations.

Only 150 persons may participate in the Forum. Every effort will be made to ensure that each small business owner wanting to participate in the Forum will be able to do so. In order to defray costs of the group luncheons and the welcoming reception, there is a charge of \$150 per participant.

For further information, contact Barbara Jacobs or Janice McGuirk in the Office of Small Business in the Division of Corporation Finance at (202) 942-2950, or send an e-mail to e-prospectus@sec.gov. (Press Rel. 2000-84)

ENFORCEMENT PROCEEDINGS

ORDER ENTERED TO REVOKE THE REGISTRATION OF GREAT WHITE MARINE & RECREATION, INC.'S COMMON STOCK

On June 16, the Commission settled public administrative proceedings against Great White Marine & Recreation, Inc. (Great White). The Commission's Order found that Great White made false and misleading statements in press releases, promotional brochures and postings to its Internet web site regarding its financial condition and business prospects. Specifically, Great White misstated the number of issued and outstanding shares of common stock, including facts relating to an undisclosed public distribution of nearly 14 million shares. Additionally, Great White failed to fully disclose its use of approximately \$11 million from the sale of its common stock, including the fact that its principal had misappropriated nearly \$3.5 million for his personal purposes. Great White's registration statement filed with the Commission falsely claimed that its financial statements were prepared in accordance with generally

accepted accounting principles and audited in accordance with generally accepted auditing standards by qualified independent accountants, that it had raised only \$1.2 million from the sale of 1.5 million shares when it had actually raised at least \$11 million from the sale of 14 million shares; and that its president had received compensation of \$150,000, when he had actually received over \$3.5 million. Finally, Great White's registration statement failed to adequately disclose that Great White was essentially a start-up company and that its president had filed for bankruptcy protection just prior to Great White's merger with a public shell. Without admitting or denying the Commission's findings, Great White has agreed to the entry of an Order revoking the registration of its common stock. (Rel. 34-42953; File No. 3-9942)

SEC INSTITUTES AND SIMULTANEOUSLY SETTLES PUBLIC ADMINISTRATIVE PROCEEDINGS AGAINST THREE SALES AGENTS IN CONNECTION WITH A MASSIVE PONZI SCHEME

On June 19, the Commission instituted and simultaneously settled public administrative proceedings, pursuant to Section 15(b) of the Securities Exchange Act of 1934 (Exchange Act), against Linda Ballou, Ronald Wackler and Bruce Harlan (collectively, the Respondents) in connection with their sale of approximately \$3.7 million in unregistered securities for a massive Ponzi scheme conducted by Sebastian International Enterprises, Inc. (SIE). The Commission's Order instituting the proceedings (Order) bars Respondents Ballou and Wackler from association with any broker or dealer for three (3) years and suspends Respondent Harlan from association with any broker or dealer for twelve (12) months. Each Respondent consented to the entry of the Order without admitting or denying the Commission's allegations.

The Order finds that on June 8, 2000, the U.S. District Court for the Middle District of Florida permanently enjoined Ballou and Wackler, by consent, from further violations of the antifraud and securities registration provisions of the federal securities laws. The Court also enjoined Harlan, by consent, from further violations of the securities registration provisions of the federal securities laws. The permanent injunctions followed a civil action initiated by a complaint filed by the Commission against the Respondents on May 31, 2000 (SEC v. Linda Ballou, et al., No. 6:00-CV-692-ORL-19B, M.D. Fla.).

As to Ballou and Wackler, the complaint alleged, among other things, that at various times between March 1998, and August 20, 1999, they made material misrepresentations and omissions in connection with the offer and sale of unregistered securities, in the form of purportedly high interest promissory notes, in SIE. Their misrepresentations concerned the risk and safety of SIE's securities, the ability of SIE to pay interest and principal on the notes, and the alleged existence of a surety bond guaranteeing the notes. According to the Commission's complaint, Ballou and Wackler received ill-gotten gains in the form of commission payments from their individual sales of SIE's securities.

The Order further finds that the complaint alleged that Harlan at various times between August 1998 and August 20, 1999, offered and sold unregistered securities in the form of SIE's purportedly high interest promissory notes. (Rel. 34-42955; File No. 3-10234)

ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST LUIS BULAS, JR.

On June 19, the Commission instituted administrative proceedings pursuant to Sections 15(b) and 19(h) of the Securities Exchange Act of 1934 (Exchange Act) against Luis Bulas, Jr. (Bulas) of Miami, Florida to determine whether remedial sanctions should be imposed against him based on an allegation that a final judgment of permanent injunction was entered against Bulas, enjoining him from further violations of Section 17(a) of the Securities Act of 1933 (Securities Act), Sections 10(b) and 15(a)(1) of the Exchange Act and Rule 10b-5 thereunder. The Order Instituting Public Administrative Proceedings (Order) alleges that Bulas was associated with Corporate Securities Group, a registered broker-dealer, during the period of April 1993 through December 1996, and that during the period of July 1997 through November 1997, Bulas was associated with Intersecurities, Inc., a registered broker-dealer. The Order further alleges, among other things, that during the period from at least March 1995 through October 1997, Respondent Bulas misappropriated approximately \$700,000 from eleven investors. The Order alleges that Bulas obtained funds from investors on the false pretense that he would invest their monies in stocks, mutual funds, secured promissory notes and other investments when, in reality, he misappropriated their funds. A hearing will be scheduled to determine whether remedial sanctions will be imposed against Bulas. (Rel 34-42956; File No 3-10235)

CIVIL ACTION AGAINST UNIVERSE, INC., ET AL.

The Commission announced today that it filed an injunctive action in United States District Court for the Eastern District of New York alleging that UniVerse, Inc., a California based company and its predecessor company, VikingWare, LLC, fraudulently offered and sold unregistered securities to over 100 investors throughout the United States, generating over \$3.9 million in proceeds.

Simultaneously, the U.S. Attorney for the Eastern District of New York announced the filing of criminal complaints against seven defendants. The U.S. Attorney's Office had previously arrested Lawrence Burton and Jeffery Blocker.

The Commission's complaint named the following defendants:

UniVerse, a Wyoming corporation that maintains its offices in San Clemente, California. UniVerse was the successor corporation to VikingWare, following a merger in August 1997.

Richard Fenning, a 44-year-old resident of San Clemente, California, who was the Chief Executive Office (CEO) of VikingWare and is the President of UniVerse.

Susan Richards, a 43-year-old resident of Mission Viejo, California who was the President of VikingWare and is the CEO of UniVerse.

John Richards, a 38-year-old resident of Mission Viejo, California and husband of Susan Richards, who was the Chief Financial Officer of VikingWare and the Chief Operating Officer of UniVerse until September 1999.

Lawrence Burton, a 36-year-old resident of North Patchogue, New York.

Jeffery Blocker, a 35-year-old resident of Islip, New York.

Third Tier Marketing Corp., a New York corporation controlled by Burton and Blocker that maintained its headquarters in Hauppauge, New York.

Robert Hasho, a 41-year-old resident of St. James, New York. Hasho was previously enjoined from violating the antifraud provisions of the federal securities laws, and the Commission previously barred Hasho from association with a broker, dealer, investment company, investment adviser or municipal securities dealer.

Landmark Corp., a New York corporation owned and controlled by Hasho that maintained its headquarters in Northport, New York.

Danoo Noor, a 29-year-old resident of Ozone Park, New York, who was a registered representative

Howard Toomer, a 38-year-old resident of Brentwood, New York.

Toomer & Associates, a Delaware corporation owned and controlled by Toomer that maintained its headquarters in Hauppauge, New York

Tore Larson, a resident of Middletown, New York.

Fiberlinks, Inc., a New York corporation owned and controlled by Larson that maintains its headquarters in Middletown, New York.

The key elements of the fraudulent scheme alleged in the complaint are as follows:

UniVerse's and VikingWare's officers, Susan Richards, John Richards and Richard Fenning, recruited a network of unregistered salespersons, including an individual previously barred from the securities industry, and a registered representative, to sell the unregistered securities to investors.

VikingWare and UniVerse falsely represented to investors that the companies would pay salespersons commissions and expenses of 10 to 15 percent, when, in fact, both companies were paying salespersons commissions ranging from 40 to 47 percent to sell the VikingWare and UniVerse securities to investors.

The salespersons who sold VikingWare and UniVerse securities failed to disclose to their customers the excessive commissions they were receiving.

Specifically, the complaint alleges the following. Between June 1996 and August 1997, VikingWare raised approximately \$23 million from over 50 investors through the sale of unregistered securities. Between September 1997 and April 1999, UniVerse raised approximately \$1.6 million from over 50 investors through the sale of unregistered stock.

In connection with the VikingWare and UniVerse offerings, Fenning and the Richards created and distributed private placement memoranda (PPMs) that contained false and misleading information. For instance, the PPMs materially understated the amount of compensation to be paid to persons who sold the VikingWare and UniVerse securities to investors. Specifically, the VikingWare PPM provided that the company intended to engage salespersons to assist in the VikingWare offering, and that the aggregate compensation paid to salespersons would not exceed 10 to 12 percent of the gross proceeds of the offering. In fact, Fenning and the Richards paid commissions of 42½ to 47 percent to salespersons for their sales of VikingWare units to investors. Burton, Blocker, Third Tier, Hasho, Landmark, and Toomer, who were not registered brokers, as well as Noor, who was a registered representative, then sold VikingWare units to investors, but they never disclosed to their customers that VikingWare paid them commissions of 42.5 to 47 percent to sell these securities. Similarly, the UniVerse PPM stated that the aggregate compensation to be paid to salespersons would not exceed 10 to 15 percent of the gross proceeds of the offering. In fact, Fenning and the Richards paid 40 percent commissions to salespersons who sold UniVerse stock, including Toomer, Toomer and Assoc., Larson and Fiberlinks, who did not then disclose these commissions to their customers.

In its complaint, the Commission charged that all of the defendants violated Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5. Additionally, the Commission charged Burton, Blocker, Third Tier, Toomer, Toomer & Assoc., Larsen and Fiberlinks with violating Section 15(a) of the Exchange Act, and Fenning and S. Richards with aiding and abetting violations of Section 15(a) of the Exchange Act. The complaint seeks: (1) permanent injunctive relief against defendants Universe, Fenning, S. Richards, J. Richards, Blocker, Burton, Third Tier, Hasho, Landmark, Toomer, Toomer & Assoc., Larsen, Fiberlinks and Noor; (2) an order requiring Hasho to comply with the Commission's order that barred him from association with a broker or dealer; (3) disgorgement and prejudgment interest from Burton, Blocker, Third Tier, Hasho, Landmark, Noor, Toomer, Toomer & Assoc., Larsen, and Fiberlinks; and (4) civil penalties from Fenning, S. Richards, J. Richards, Burton, Blocker, Third Tier, Hasho, Landmark, Noor, Toomer, Toomer & Assoc., Larsen, and Fiberlinks. [SEC v UniVerse, Inc., et al., 2000 Civ. 3596, EDNY] (LR-16597)

CIVIL ACTION AGAINST JOHN ZIDAR, JOHN MATTHEWS AND ELIZABETH PHILLIPS, IN THEIR PERSONAL CAPACITIES AND D/B/A OAKLEAF INTERNATIONAL, ROSEWOOD INTERNATIONAL AND MELIORATIONS MANAGEMENT TEEM

The Commission announced the filing with the federal district court in Seattle, Washington of an application for entry of an Order to Show Cause why defendants John Wayne Zidar, of Gilbert, Arizona, and John Wesley Matthews, of Chandler, Arizona, should not be held in contempt based upon their failure to comply with the Court's Order entered on May 18, 2000. Zidar and Matthews consented to the entry of the Order, which requires them to return to the United States funds sent to various offshore banks that were raised from investors in Oakleaf International and Rosewood International. Zidar and Matthews also agreed, as part of the Court's May 18, 2000 Order to which they consented, to provide the Court and the Commission with a sworn accounting of all transactions between Oakleaf, Rosewood or affiliated entities and investors since February 1, 1998, including an accounting of how the investors' funds have been used since that time. Zidar and Matthews have failed to provide the accounting.

The Court's Order of May 18, 2000 also prohibits Zidar, Matthews, or their affiliates from directly or indirectly accepting any additional funds from investors pending a determination by the Court on the merits of the Commission's enforcement action. The Commission's complaint, filed May 10, 2000, alleges that Zidar, Matthews and Elizabeth Anne Phillips have defrauded investors in a scheme in which investors were promised capital preservation and 120% annual returns. The complaint alleges that investors' funds have instead been misused for the personal benefit of Zidar, Matthews and Phillips, used to pay sales commissions of up to 25% in a multi-level marketing scheme, and lost in various unprofitable ventures. Through this scheme, Zidar, Matthews and Phillips allegedly violated Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. Zidar and Phillips also allegedly violated Sections 5(a) and (c) of the Securities Act of 1933. [SEC v. John Wayne Zidar, John Wesley Mathews and Elizabeth Anne Phillips, in their personal capacities and doing business as Oakleaf International, Rosewood International and Meliorations Management Teem, No C00-823C, USDC W D. Washington] (LR-16598)

CIVIL ACTION AGAINST STEVE MADDEN

The Commission filed a civil injunctive action on June 20 in the United States District Court for the Eastern District of New York against Steve Madden, President and Chief Executive Officer of Steve Madden, Ltd. (SHOO), a footwear company. The Commission alleged that Madden violated the federal securities laws by participating in the manipulation of twenty-two initial public offerings (IPOs) underwritten by Stratton Oakmont, Inc. (Stratton), and Monroe Parker Securities, Inc. (Monroe), a Stratton spin-off, over a six-year period. Madden's own company, SHOO, was among the IPOs manipulated by Madden and Stratton. Also on June 20, 2000, the United States

Attorney's Offices for the Eastern District of New York and the Southern District of New York announced related criminal charges against Madden.

The Commission's complaint alleges that from 1991 through 1997, Madden was a key participant in a series of manipulations orchestrated by Stratton and Monroe. Both firms were quintessential "boiler rooms" and the manipulations followed a standard formula. Stratton and Monroe gained control over the float of each stock by issuing allocations of IPO stock to persons with whom Stratton and Monroe had entered into secret agreements to serve as "flippers." The flippers received their stock with the understanding that they would sell the stock back to Stratton or Monroe at pre-arranged, below-market prices once trading had commenced in the aftermarket. Stratton and Monroe would then earn huge profits by selling the stock to their own customers at artificially inflated prices created by the use of high-pressure sales tactics. In each of the twenty-two manipulations, Madden sold his stock back to Stratton and Monroe and retained an agreed-upon profit for the transaction. In certain cases, the stock price moved up too quickly in aftermarket trading and Madden's profits were larger than the negotiated amount. In those cases, Madden returned his excess profits to Stratton and Monroe by executing pre-arranged "losing" transactions in his brokerage accounts that would benefit the trading account of either Stratton or Monroe.

In certain cases, Madden received bridge units in exchange for bridge loans made to certain issuers. According to the prospectuses filed by these issuers, the bridge units were subject to lock-up agreements prohibiting Madden from selling the units for thirteen months after the IPO without the underwriter's permission. In each case, Madden entered into secret agreements with Stratton or Monroe to be released from the lock-up agreement as soon as trading commenced in the aftermarket. Contrary to representations that were made in the prospectuses for these IPOs, Madden sold his shares back to Stratton or Monroe at pre-arranged prices immediately after trading commenced in the aftermarket.

Stratton conducted the IPO for SHOO in December 1993. Stratton, with Madden's knowledge and participation, manipulated this IPO as well. In addition to the use of flippers, Madden and Stratton misled investors in SHOO by misrepresenting the relationship between Jordan Belfort (Belfort), Stratton's President, and SHOO. Belfort sought to retain a controlling interest in SHOO, but the National Association of Securities Dealers (NASD) would not approve the stock for listing if Belfort owned more than 4.9% of the stock. To evade this requirement, Madden and Belfort entered into a sham agreement in which Belfort purported to transfer his shares to BOCAP Corporation, a company owned by Madden, in exchange for a promissory note from BOCAP. Madden and Belfort secretly agreed that the shares "sold" to BOCAP still belonged to Belfort. The secret agreement was not disclosed in SHOO's prospectus, which falsely described the sham arrangement as a legitimate sale.

As a result of this conduct, the Commission alleges that Madden violated Section 17(a) of the Securities Act of 1933, Section 10(b) and of the Securities Exchange Act of

1934, and Rule 10b-5 thereunder. The Commission seeks an order barring Madden from serving as an officer or director of a public company, permanent injunctive relief, disgorgement of ill-gotten gains, civil money penalties, and other relief.

The Commission acknowledges the assistance of the United States Attorney's Offices for the Eastern District of New York and the Southern District of New York in the investigation of this matter. [SEC v. Steve Madden, CV 00 3632, EDNY] (LR-16600)

INVESTMENT COMPANY ACT RELEASES

CIGNA FUNDS GROUP, ET AL.

An order has been issued on an application filed by Cigna Funds Group, et al. (CFG) for an exemption from Section 17(a) of the Investment Company Act. The order permits an affiliated person of CFG to transfer equity securities of companies which comprise the Standard & Poor's 500 Composite Stock Price Index to a series of CFG in exchange for shares of the series (Rel. IC-24500 – June 16)

ARMADA FUNDS ET AL.

An order has been issued on an application filed by Armada Funds, et al for an exemption from Section 17(a) of the Investment Company Act. The order permits certain series of Armada Funds to acquire all of the assets and liabilities of certain series of The Parkstone Group of Funds. Because of certain affiliations, applicants may not rely on Rule 17a-8 under the Act. (Rel. IC-24501 – June 16)

ALLIANZ LIFE INSURANCE COMPANY OF NORTH AMERICA, ET AL.

An order has been issued pursuant to Section 6(c) of the Investment Company Act granting exemptions from Sections 2(a)(32), 22(c), and 27(i)(2)(A) of the Act and Rule 22c-1 thereunder to Allianz Life Insurance Company of North America (Allianz Life), Allianz Life Variable Account B (Variable Account B), any other separate account established by Allianz Life in the future to support certain deferred variable annuity contracts issued by Allianz Life (Future Accounts) and USAllianz Investor Services, LLC (collectively, Applicants) to permit the recapture of bonus amounts added to purchase payments of certain variable annuity contracts issued through Variable Account B or any Future Account (Contracts). The order extends to: (i) contracts that Allianz Life may issue in the future through Variable Account B or any Future Accounts that are substantially similar in all material respects to the Contracts (Future Contracts); and (ii) any other National Association of Securities Dealers, Inc. member broker-dealer controlling or controlled by, or under common control with, Allianz Life, that serves as a distributor or principal underwriter for the Contracts or Future Contracts. (Rel. IC-24502 – June 16)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

The New York Stock Exchange filed a proposed rule change (SR-NYSE-00-20) relating to listed company fees for closed-end funds. Publication of the notice is expected in the Federal Register during the week of June 19. (Rel. 34-42948)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change (SR-Amex-00-25) filed by the American Stock Exchange restricting the ability of specialists to deactivate the "Quote Assist" function of the Amex Display Book. Publication of the notice and order is expected in the Federal Register during the week of June 19. (Rel. 34-42952)

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>

S-8 AXA, 23 AVE MATIGNON, PARIS FRANCE, IO (212) 554-4489 - 50,000 (\$7,162,500) FOREIGN COMMON STOCK. (FILE 333-12088 - JUN. 06) (BR. 1)

S-1 INTEGRATED TELECOM EXPRESS INC/ CA, 2710 WALSH AVE, SANTA CLARA, CA 95051 (408) 980-8689 - \$115,000,000 COMMON STOCK. (FILE 333-39128 - JUN. 13) (NEW ISSUE)

S-8 NORTHBOROUGH HOLDINGS INC, 17 WEST CHEYENNE MTN. BLVD., COLORADO SPRINGS, CO 80906 - 2,105,200 (\$7,999.76) COMMON STOCK. (FILE 333-39130 - JUN. 12) (BR. 9)

S-8 STARUNI CORP, 8501 WILSHIRE BLVD, SUITE 320, BEVERLY HILLS, CA 90211
- 4,000,000 (\$1,120,000) COMMON STOCK. (FILE 333-39132 - JUN. 12) (BR. 9)

S-3 FRESH AMERICA CORP, 6600 LBJ FREEWAY, SUITE 180, DALLAS, TX 75240
(972) 774-0575 - 576,134 (\$1,116,548) COMMON STOCK. (FILE 333-39136 -
JUN. 13) (BR. 4)

S-8 COLUMBIA CAPITAL CORP/TX/, 1157 N 5TH, ABILENE, TX 79601 (915) 674-
3100
- 1,250,000 (\$775,000) COMMON STOCK. (FILE 333-39138 - JUN. 13) (BR.
9)

S-3 EUROWEB INTERNATIONAL CORP, 445 PARK AVE, 15TH FLOOR, NEW YORK, NY
10022
(212) 758-9870 - 882,495 (\$2,675,063) COMMON STOCK. (FILE 333-39142 -
JUN. 13) (BR. 3)

S-3 DANIELSON HOLDING CORP, 767 THIRD AVE 5TH FL, NEW YORK, NY 10017
(212) 888-0347 - 70,000,000 (\$347,900,000) COMMON STOCK. (FILE 333-
39144 -
JUN. 13) (BR. 1)

S-8 COOPER TIRE & RUBBER CO, LIMA & WESTERN AVENUES, FINDLAY, OH 45840
(419) 423-1321 - 5,000,000 (\$62,187,500) COMMON STOCK. (FILE 333-39150
-
JUN. 13) (BR. 6)

S-3 MALLON RESOURCES CORP, 999 18TH ST STE 1700, DENVER, CO 80202
(303) 293-2333 - 420,000 (\$3,517,500) COMMON STOCK. (FILE 333-39152 -
JUN. 13) (BR. 4)

S-8 COOPER TIRE & RUBBER CO, LIMA & WESTERN AVENUES, FINDLAY, OH 45840
(419) 423-1321 - 75,000 (\$932,813) COMMON STOCK. (FILE 333-39154 -
JUN. 13) (BR. 6)

S-8 VEECO INSTRUMENTS INC, TERMINAL DR, PLAINVIEW, NY 11803 (516) 349-
8300
- 1,250,000 (\$60,737,500) COMMON STOCK. (FILE 333-39156 - JUN. 13)
(BR. 5)

S-3 FIRST SUNAMERICA LIFE INSURANCE CO, PO BOX 54299, CENTURY CITY,
LOS ANGELES, CA 90054 (212) 551-5440 - 20,000,000 (\$20,000,000)
VARIABLE ANNUITY ISSUES. (FILE 333-39158 - JUN. 13) (BR. 20)

S-8 THREE RIVERS BANCORP INC, 2681 MOSSIDE BLVD, MONROEVILLE, PA 15146
(814) 533-5300 - 300,000 (\$2,427,000) COMMON STOCK. (FILE 333-39160 -
JUN. 13) (BR. 7)

S-8 M & F WORLDWIDE CORP, 35 E 62ND ST, NEW YUORK, NY 10021 (212) 572-
8600
- 1,500,000 (\$8,399,878) COMMON STOCK. (FILE 333-39162 - JUN. 13) (BR.
5)

S-8 THREE RIVERS BANCORP INC, 2681 MOSSIDE BLVD, MONROEVILLE, PA 15146
(814) 533-5300 - 300,000 (\$2,427,000) COMMON STOCK. (FILE 333-39166 -
JUN. 13) (BR. 7)

S-8 DENBURY RESOURCES INC, 5100 TENNYSON PARKWAY, #3000, STE 200, PLANO,
TX
75024 (972) 673-2000 - 100,000 (\$534,000) COMMON STOCK. (FILE 333-
39172 -
JUN. 13) (BR. 4)

S-3 STEINER LEISURE LTD, STE 104 A SAFFREY SQUARE, NASSAU, C5 00000
(809) 356-0006 - 35,744 (\$746,156) COMMON STOCK. (FILE 333-39174 -
JUN. 13) (BR. 8)

S-1 XM SATELLITE RADIO HOLDINGS INC, 1250 23RD STREET NW, SUITE 57,
WASHINGTON, DC 20037 (202) 969-7100 - 325,000 (\$44,307,250)
WARRANTS, OPTIONS OR RIGHTS. (FILE 333-39176 - JUN. 13) (BR. 7)

S-4 XM SATELLITE RADIO INC, 1250 23RD STREET NW SUITE 57, WASHINGTON, DC
20037 (202) 988-7100 - 325,000 (\$259,252,500) STRAIGHT BONDS. (FILE
333-39178 - JUN. 13) (BR. 37 - NEW ISSUE)

S-8 MET PRO CORP, 160 CASSELL ROAD, HARLEYSVILLE, PA 19438 (215) 723-
6751 -
121,025 (\$1,096,789) COMMON STOCK. (FILE 333-39180 - JUN. 13) (BR. 6)

S-8 MET PRO CORP, 160 CASSELL ROAD, HARLEYSVILLE, PA 19438 (215) 723-
6751 -
200,000 (\$1,812,500) COMMON STOCK. (FILE 333-39182 - JUN. 13) (BR. 6)

S-8 CONEXANT SYSTEMS INC, 4311 JAMBOREE RD, NEWPORT BEACH, CA 92660
(949) 221-4600 - 406,795 (\$18,267,638) COMMON STOCK. (FILE 333-39184 -
JUN. 13) (BR. 5)

S-8 ENVIROGEN INC, 4100 QUAKERBRIDGE RD, PRINCETON RESEARCH CENTER,
LAWRENCEVILLE, NJ 08648 (609) 936-9300 - 350,000 (\$897,050) COMMON
STOCK.
(FILE 333-39186 - JUN. 13) (BR. 6)

S-3 MEDAREX INC, 707 STATE ROAD 206, PRINCETON, NJ 08540 (908) 713-6001
-
123,000 (\$8,317,943) COMMON STOCK. (FILE 333-39188 - JUN. 13) (BR. 1)

S-3 IFS INTERNATIONAL HOLDINGS INC, 300 JORDAN ROAD,
RENSSELAER TECHNOLOGY PK, TROY, NY 12180 (518) 283-7900 - 1,050,000
(\$3,601,500) COMMON STOCK. (FILE 333-39190 - JUN. 13) (BR. 3)

S-8 BAOA INC, 2635 CAMINO DEL RIO SOUTH, SUITE 210, SAN DIEGO, CA 92108
(619) 291-2262 - 10,000,000 (\$750,000) COMMON STOCK. (FILE 333-39192 -
JUN. 13) (BR. 5)

S-8 HYSEQ INC, 670 ALMANOR AVE, SUNNYVALE, CA 94086 (408) 524-8100 -
200,000 (\$7,150,000) COMMON STOCK. (FILE 333-39194 - JUN. 13) (BR. 1)

S-1 GIFTCERTIFICATES COM INC, 470 SEVENTH AVENUE, 6TH FLOOR, NEW YORK,
NY
10018 (212) 465-2112 - \$50,000,000 COMMON STOCK. (FILE 333-39196 -
JUN. 13)

S-8 INSMED INC, 800 EAST LEIGH STREET, SUITE 206, RICHMOND, VA 23219
(604) 681-8817 - 1,000,000 (\$3,344,000) COMMON STOCK. (FILE 333-39198
-
JUN. 13) (BR. 1)

S-8 INSMED INC, 800 EAST LEIGH STREET, SUITE 206, RICHMOND, VA 23219
(604) 681-8817 - 25,000,000 (\$83,600,000) COMMON STOCK. (FILE 333-
39200 -
JUN. 13) (BR. 1)

S-4 EARTHWATCH INC, 1900 PIKE ROAD, LONGMONT, CO 80501 (303) 682-3800 -
199,000,000 (\$153,230,000) STRAIGHT BONDS. (FILE 333-39202 - JUN. 13)

S-8 KONINKLIJKE PHILIPS ELECTRONICS NV, REMBRANDT TOWER AMSTELPLEIN 1,
1096 HA AMSTERDAM, THE NETHERLANDS, P7 (011) 314-0791 - 1,000,000
(\$47,812,500) FOREIGN COMMON STOCK. (FILE 333-39204 - JUN. 13) (BR. 5)

SB-2 AMERICAN CHAMPION ENTERTAINMENT INC, 26203 PRODUCTION AVENUE, SUITE
5,
HAYWARD, CA 94545 (510) 785-8750 - 6,271,429 (\$10,975,000) COMMON
STOCK.
(FILE 333-39206 - JUN. 14) (BR. 5)

SB-2 COL CHINA ONLINE INTERNATIONAL INC, 3177 SOUTH PARKER ROAD, AURORA,
CO
80014 (303) 695-8530 - 3,250,000 (\$162,500) COMMON STOCK. (FILE 333-
39208
- JUN. 13)