

SEC NEWS DIGEST

Issue 98-154

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COMMISSION ANNOUNCEMENTS

JOSEPH GODWIN APPOINTED ACADEMIC ACCOUNTING FELLOW

The Commission's Office of the Chief Accountant recently selected Professor Joseph H. Godwin of Grand Valley State University as the Academic Accounting Fellow for a one-year term beginning August, 1998. Currently, Professor Godwin is Chair of the Department of Accounting and Taxation in The Seidman School of Business at Grand Valley State University, located in Grand Rapids, Michigan.

He received a Ph.D. degree and Masters of Science in accounting from the University of Wisconsin-Madison, an MBA and Bachelors of Business Administration in accounting from the University of Wisconsin-Eau Claire, and a Bachelors of Science degree in Marketing from Southeast Missouri State University. Prior to joining the Grand Valley State University faculty, he taught at the University of Georgia at Athens. Professor Godwin's research focuses on derivative financial instruments and international accounting. He has served as a reviewer for The Accounting Review and Issues in Accounting Education.

At the Commission, the Academic Accounting Fellow serves as a research resource for the staff by interpreting and communicating research materials as they relate to various areas of interest to the SEC. In addition, the Academic Fellow has been assigned to ongoing OCA projects, including rulemaking, liaison with the professional accounting standard setting bodies and consultation with registrants on accounting and reporting matters. Professor Godwin will replace the current academic accounting fellow, Walter Teets, who will return to Gonzaga University, Spokane, Washington. (Press Rel. 98-73)

SEC, FTC AND NASAA CRACK DOWN ON FRAUD IN THE ENTERTAINMENT INDUSTRY, FILE DOZENS OF FRAUD CASES IN FEDERAL AND STATE COURTS

The Commission today joined forces with the Federal Trade Commission and the North American Securities Administrators Association in filing dozens of fraud cases against scam artists in the entertainment industry.

The SEC filed four cases in Federal court, three in Los Angeles and one in Salt Lake City. One of the Los Angeles cases is under seal and cannot be discussed at this time.

Richard H. Walker, Director of the SEC's Enforcement Division, said, "Investment opportunities come in all shapes and sizes. So, too, does fraud. Scam artists are forever seeking novel ways to rip people off. Witness the rise in microcap stock scams on the Internet. The cases we bring today are a shot across the bow of present and future fraudsters: First, whether they work on Wall Street or in Hollywood, we're going to catch them; second, fraud on the Internet and in the microcap market will not be tolerated; and third, with the help of investors who do their homework before they buy securities, the SEC can help prevent fraud before it happens."

Mr. Walker commented on the importance of teaming with other agencies, saying, "The cases we present today demonstrate the SEC's desire to work closely with fellow regulators and enforcement agencies to bring maximum resources to bear on fraud in the markets."

Mr. Walker also noted the crucial role that investors play in preventing fraud and policing the markets. He said, "When a stranger calls you at home guaranteeing unbelievable returns on your investment, or when a glossy package arrives in your mailbox promising a deal that's just too good to pass up, remember that if it sounds too good to be true, it probably is a scam. Before you buy securities from a stranger check with the SEC or your state's securities administrator to make sure the investment is registered. If not registered, your investment will involve less disclosure and more risk. And importantly, read the prospectus before making an investment and ask questions if you don't understand something. With this type of teamwork we'll be able to stop the fraudsters before they claim their next victim." (Press Rel. 98-74)

ENFORCEMENT PROCEEDINGS

FRANK ZITKEVITZ RECEIVES BAR FROM SECURITIES INDUSTRY AND PENNY STOCK BAR

On August 10, the Commission issued an order instituting public administrative proceedings under the Securities Exchange Act of 1934 against Frank P. Zitkevitz and simultaneously accepted Zitkevitz's Offer of Settlement.

Without admitting or denying the findings, Zitkevitz consented to the issuance of the order which found that on October 3, 1996, Zitkevitz was permanently enjoined in United States District Court for the Northern District of Texas, in an action styled Securities and Exchange Commission v. EnviroMent Holdings, Inc., et al. Zitkevitz consented to the entry of the injunction without admitting or denying the allegations in the Commission's complaint. The

complaint alleged that Zitkevitz violated the registration and antifraud provisions of the federal securities laws based on his participation in the fraudulent offer and sale of the securities of EnviroMent Holdings, Inc. The complaint further alleged that Zitkevitz obtained undisclosed compensation from the principals of the scheme for his role therein.

The order provides that Zitkevitz be barred from association with any broker, dealer, municipal securities dealer, investment adviser or investment company, and barred from participating in any offering of a penny stock. (Rel. 34-40313; File No. 3-9670)

CEASE AND DESIST PROCEEDINGS SETTLED AGAINST EDWARD PADNOS

The Commission announced the entry of an Order on August 10 ordering Edward S. Padnos to cease and desist from committing or causing future violations of the antifraud provisions of the federal securities laws and ordering Padnos to pay \$2,250 in disgorgement, plus prejudgment interest.

In his Offer, Padnos, without admitting or denying the findings, consents to the issuance of an Order by the Commission which finds that Padnos offered to pay, and directly or indirectly paid, or caused to be paid, \$3,850 in undisclosed compensation to a broker-dealer for having purchased 22,000 shares of Cam-Net Communications Network at approximately \$0.875 per share on March 18, 1996. (Rel. 33-7562; 34-40314; File No. 3-9150)

COMMISSION FILES CIVIL COMPLAINT AND OBTAINS TEMPORARY RESTRAINING ORDER, ACCOUNTING, ASSET FREEZE AND OTHER RELIEF AGAINST CLARENCE COOK, BRIAN CAUSEY, HAVEN QUEST AND CAYMAN SOUTH INTERNATIONAL, INC.

The Commission announced today that it has filed a civil law suit with application for a temporary restraining order and other emergency relief against Clarence Wayne Cook (Cook), Brian E. Causey (Causey), Haven Quest and Cayman South International, Inc. (Cayman). The complaint alleges that Cook and Causey used their controlled entities Haven Quest and Cayman to orchestrate a prime bank offer and sale of investments in fraudulent international trading program using misrepresentations and omissions of fact to investors and agents. It also announces that, on August 6, 1998, Judge Jack T. Camp of the United States District Court for the Northern District of Georgia entered a temporary restraining order against the four defendants and directed that their assets be frozen.

The Commission's complaint alleges that Cook and Causey, individually and through Haven Quest and Cayman, effected the scheme by falsely promoting the purported trading programs as legitimate, virtually no-risk investments with projected returns of 900% in 20 weeks for the Cayman program and up to 500% over ten months for the Haven Quest program, when the programs touted were non-existent and they had no reasonable basis for such projections. Cook and Causey falsely represented that investor funds would be secured by bank certificates of deposit, and failed to disclose that Haven Quest would pay at least 20% of all investor funds directly to

themselves as purported commissions pursuant to undisclosed agreements with Haven Quest. Cook and Causey also failed to disclose that \$430,000 of funds raised from Haven Quest investors would be used to refund monies to Cayman program investors when the Cayman program failed due to an unsuccessful "trade." The complaint further alleges that while continuing their scheme, the defendants conducted offerings by use of the mails and other channels in interstate commerce to sell at least \$3 million in securities in the Cayman and Haven Quest programs to investors throughout the country.

The complaint seeks preliminary and permanent injunctions against the four defendants to prevent their future violations of Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and 10b-5 thereunder. The complaint also seeks an accounting, disgorgement, prejudgment interest and civil penalties from the four defendants. [SEC v. Clarence Wayne Cook, Brian E. Causey, Haven Quest and Cayman South International, Inc., Civil Action File No. 1:98-CV-2236-JTC, NDGA] (LR-15836)

COMMISSION SUES PROMOTERS OF CASINO CRUISE SHIP FOR FRAUD

The Commission announced today that it filed an enforcement action in federal court in Los Angeles against Michael A. Todd, Kim J. Brown, Jerry L. Aubrey, Gary Jason McCrory, Gary L. Cleverly, Calvin J. Calvin, and Todd J. Taylor. The Commission alleges fraud in the offer and sale of stock issued by two companies, Casino Cruises Corp. and BRW Leasing Services, Inc. The Commission asserts that the defendants sold the stock through a fraudulent scheme that promoted a fictitious cruise ship, with gambling facilities, that would operate between Los Angeles, San Diego and Ensenada, Mexico. Defendants, led by Michael A. Todd and Kim J. Brown, raised \$908,000 from 120 investors. The complaint alleges that, contrary to the representations made to investors, Todd and Brown took most of the investor funds for themselves. Todd and Brown also hid their own involvement in these businesses, claiming that other, experienced individuals operated the companies. The complaint further alleges that the remaining defendants acted as sales agents for an unregistered broker-dealer that solicited investors for the stock. The Commission seeks permanent injunctions, disgorgement and civil penalties from Todd and Brown and permanent injunctions and civil penalties from the other defendants. [SEC v. Michael A. Todd, Kim J. Brown, Jerry L. Aubrey, Gary Jason McCrory, Gary L. Cleverly, Calvin J. Calvin, and Todd J. Taylor, Civil Action No. 98-6509, DT, JGx, C.D. Cal.] (LR-15837)

COMPLAINT FILED AGAINST PRINCIPALS OF DESERT GOLD PARTNERS FOR SECURITIES REGISTRATION, ANTIFRAUD AND BROKER-DEALER REGISTRATION VIOLATIONS

The Commission announced the filing of a complaint on August 11 in the U.S. District Court for the Central District of California, against Rynell & Associates, Inc.; Lengurnal, Inc.; First Paragon, Inc.; Movie Management Services, Inc.; David L. Burnell; J. Eric Rymland and Daniel B. Rung seeking injunctions against violations of the securities registration, antifraud and broker-dealer

registration provisions of the federal securities laws. The complaint also seeks disgorgement of ill-gotten gains and the imposition of civil penalties against the defendants.

The complaint alleges that the defendants, through Desert Gold Partners, a California general partnership (Desert Gold), raised approximately \$8 million from the offer and sale of Desert Gold's general partnership units to about 600 investors nationwide. The defendants, the principals of Desert Gold, represented that investor funds would be used to produce and distribute a motion picture. However, the complaint alleges that the defendants misused investors' funds because they transferred most of the funds to themselves and therefore did not produce a film. [SEC v. Rynell & Associates, Inc., Lengurnal, Inc., First Paragon, Inc., Movie Management Services, Inc., David L. Burnell, J. Eric Rymland and Daniel B. Rung, Civil Action No. 98-6508, WMB, Cwx, CD Cal.] (LR-15838)

COMPLAINT FOR INJUNCTION FILED AGAINST AUTOCORP EQUITIES, INC. fka CHARIOT ENTERTAINMENT, INC., MICHAEL CARNICLE, ROBERT BEATTY, AMOTZ FRENKEL, HILLEL SHER AND NILI FRENKEL

A complaint for permanent injunction has been filed against Autocorp Equities, Inc. fka Chariot Entertainment, Inc., Michael Carnicle, Robert Cord Beatty, Amotz Frenkel, Hillel Sher and Nili Frenkel alleging violations of the antifraud, securities registration and corporate recordkeeping provisions of the federal securities laws.

The complaint alleges that a predecessor of Chariot, which was controlled by Carnicle and Beatty and whose sole asset was the right to stage live performances of the American Gladiators at a Las Vegas hotel, sought to go public by merging with a shell company which was listed on NASDAQ. It is alleged that as part of this plan, and in an effort to meet NASDAQ listing requirements, Carnicle, Beatty, Amotz Frenkel and Sher developed and executed a scheme to inflate Chariot's balance sheet through the acquisition of \$5 million in certificates of deposit. It is alleged those CDs were ostensibly issued by a Russian bank, but in reality were created by Sher at a Kinko's copy shop in Florida. It is further alleged that Chariot was to finance acquisition of the CDs through the sale of newly issued stock which superficially met the requirements of Regulation S, but which was actually issued to a California corporation controlled by Amotz Frenkel, with the stock being sold through Nili Frenkel. Finally, it is alleged that Chariot, Carnicle and Beatty failed to disclose that Chariot violated its lease agreement with the Las Vegas hotel by failing to disclose that, virtually from the signing of the lease it violated the agreement by failing to obtain a performance bond and make required payments. [SEC v. Autocorp Equities, Inc. fka Chariot Entertainment, Inc., et al., Docket No. 2:98CV 05625, USDC, D.UT] (LR-15839)

CIVIL ACTION AGAINST COSMAS ANASTASSIOU, OTHON ANASTASSIOU AND RICHARD PANZER

The Commission filed a complaint against Cosmas Anastassiou, Othon Anastassiou, and Richard Panzer alleging that they had engaged in illegal insider trading in the stock and options of Vivra, Inc., before the public announcement in May 1997 that Incentive, AB planned to make a tender offer for Vivra.

The complaint alleges that Cosmas Anastassiou, a Greek citizen, learned of the proposed tender offer by surreptitiously reading confidential documents at the home of a friend who worked for Morgan Stanley, Incentive's investment banking firm. According to the complaint, Cosmas tipped his father, Othon Anastassiou, who then tipped his friend, Richard Panzer. The complaint alleges that Cosmas Anastassiou, Othon Anastassiou, and Panzer purchased Vivra securities, making illegal trading profits of \$121,000, \$189,000, and \$104,000 respectively.

Without admitting or denying the substantive allegations in the complaint, the defendants consented to the entry of an order permanently enjoining them from violating the antifraud provisions of federal securities laws, ordering them to make disgorgement, and ordering Panzer to pay a civil penalty equal to 1/4 of his profits. [SEC v. Cosmas Anastassiou, Othon Anastassiou and Richard Panzer, 98 CIV. 5680, SDNY] (LR-15840)

INVESTMENT COMPANY ACT RELEASES

THE EXPEDITION FUNDS AND COMPASS BANK

A notice has been issued giving interested persons until September 1, 1998, to request a hearing on an application filed by The Expedition Funds (Trust) and Compass Bank for an order under Section 12(d)(1)(J) of the Investment Company Act exempting applicants from Sections 12(d)(1)(A) and (B) of the Act, under Sections 6(c) and 17(b) of the Act exempting applicants from Section 17(a) of the Act, and under Section 17(d) of the Act and Rule 17d-1 under the Act. The order would permit non-money market series of the Trust to invest their uninvested cash in the money market series of the Trust in excess of the limits in Section 12(d)(1)(A) of the Act. (Rel. IC-23382 - August 7)

HOLDING COMPANY ACT RELEASES

CINERGY CORP.

A notice has been issued giving interested persons until September 1, 1998, to request a hearing on a proposal by Cinergy Corp., a

registered holding company, to acquire up to a 26.5% limited partnership interest in the Nth Power Technologies Fund I, L.P. for a total investment of \$13,303,000. (Rel. 35-26902)

CENTRAL MAINE POWER COMPANY, ET AL.

An order has been issued authorizing a proposal by Central Maine Power Company (Central Maine), a public utility holding company exempt from registration under Section 3(a)(1) of the Public Utility Holding Company Act (Act), and CMP Group, Inc. (Holdco), a wholly owned subsidiary of Central Maine. Holdco has been authorized under Sections 9(a)(2) and 10 of the Act to acquire all of the outstanding shares of Central Maine common stock and, indirectly, Central Maine's utility and nonutility subsidiaries. In addition, Holdco and Central Maine have each been granted an exemption under Section 3(a)(1) of the Act from all provisions of the Act, except Section 9(a)(2). (Rel. 35-26903)

APPALACHIAN POWER COMPANY

An order has been issued authorizing Appalachian Power Company, an electric utility subsidiary of American Electric Power Company, Inc., a registered holding company, to effect the refunding of \$19.5 million of pollution control revenue bonds issued in connection with the financing of certain pollution control facilities. (Rel. 35-26904)

SELF-REGULATORY ORGANIZATIONS

PROPOSED RULE CHANGE

Emerging Markets Clearing Corporation filed a proposed rule change (SR-EMCC-98-07) to require each of its members to maintain a deposit with EMCC in an amount equal to three times the member's average monthly bill. Publication of the proposal is expected in the Federal Register during the week of August 10. (Rel. 34-40311; International Series Rel. 1151)

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

- F-6 WIGGINS GROUP PLC /ADR/, BANK OF NEW YORK, ONE WALL ST, NEW YORK, NY 10286 (212) 495-1784 - 10,000,000 (\$500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-9198 - JUL. 29) (BR. 99 - NEW ISSUE)
- S-8 NOVATEL INC, 6732 8TH ST NE, CALGARY ALBERTA CANADA, A0 (403) 295-4500 - 250,000 (\$1,749,000) FOREIGN COMMON STOCK. (FILE 333-9216 - JUL. 31) (BR 5)
- S-8 FORTUNE NATURAL RESOURCES CORP, 515 WEST GREENS ROAD, SUITE 720, HOUSTON, TX 77067 (713) 872-1170 - 767,500 (\$1,196,719) COMMON STOCK. (FILE 333-60557 - AUG. 04) (BR 4)
- S-8 FX ENERGY INC, 3006 HIGHLAND DR, STE 206, SALT LAKE CITY, UT 84106 (801) 486-5555 - 414,167 (\$3,094,691) COMMON STOCK (FILE 333-60563 - AUG 04) (BR 4)
- S-1 ML PRINCIPAL PROTECTION LP, 6TH FL, SOUTH TOWER, M L WORLD HDQR, C/O ML FUTURES INVESTMENT PARTNERS INC, NEW YORK, NY 10080 (212) 236-4161 - 3,000,000 (\$237,114,000) LIMITED PARTNERSHIP CERTIFICATE (FILE 333-60567 - AUG 04) (BR. 8)
- S-3 ACCENT SOFTWARE INTERNATIONAL LTD, 28 PIERRE KOENIG ST, JERUSALEM 91530 ISRA, L3 - 5,000,000 (\$2,187,500) FOREIGN COMMON STOCK. (FILE 333-60571 - AUG 04) (BR. 3)
- S-4 INSIGHT HEALTH SERVICES CORP, 4440 VON KARMAN AVENUE STE 800, NEWPORT BEACH, CA 92660 (949) 476-0733 - 100,000,000 (\$100,000,000) STRAIGHT BONDS (FILE 333-60573 - AUG. 04) (BR. 1)
- S-4 INTEREP NATIONAL RADIO SALES INC, 100 PARK AVENUE, NEW YORK, NY 10017 (212) 916-0700 - 100,000,000 (\$100,000,000) STRAIGHT BONDS (FILE 333-60575 - AUG 04) (BR 37)
- S-3 VISIO CORP, 520 PIKE ST, STE 1800, SEATTLE, WA 98101 (206) 521-4500 - 444,628 (\$16,995,906) COMMON STOCK. (FILE 333-60577 - AUG 04) (BR. 3)
- S-8 RATIONAL SOFTWARE CORP, 18880 HOMESTEAD RD, CUPERTINO, CA 95014 (408) 863-9900 - 6,350,000 (\$96,248,500) COMMON STOCK (FILE 333-60579 - AUG. 04) (BR. 3)
- S-8 ANSOFT CORP, FOUR STATION SQUARE, STE 660, PITTSBURGH, PA 15219 (412) 261-3200 - 850,000 (\$4,409,375) COMMON STOCK. (FILE 333-60581 - AUG. 04) (BR 3)
- S-8 INTERPLAY ENTERTAINMENT CORP, 16815 VON KARMAN AVE, IRVINE, CA 92606 (714) 553-5603 - 3,871,247 (\$22,588,809) COMMON STOCK. (FILE 333-60583 - AUG. 04) (BR. 3)
- S-8 ADVANCED POLYMER SYSTEMS INC /DE/, 123 SAGINAW DRIVE, REDWOOD CITY, CA 94063 (415) -36-6-26 - 750,000 (\$4,267,500) COMMON STOCK. (FILE 333-60585 - AUG. 04) (BR 6)
- S-8 VISIO CORP, 520 PIKE ST, STE 1800, SEATTLE, WA 98101 (206) 521-4500 - 31,517 (\$108,858.88) COMMON STOCK. (FILE 333-60587 - AUG. 04) (BR. 3)
- S-8 BUILDING MATERIALS CORP OF AMERICA, 1361 ALPS RD, WAYNE, NJ 07470 (201) 628-3000 - 100,000 (\$10,000,000) PREFERRED STOCK. (FILE 333-60589 - AUG 04) (BR. 6)
- S-3 STERICYCLE INC, 1419 LAKE COOK RD, SUITE 410, DEERFIELD, IL 60015 (847) 945-6550 - 3,450,000 (\$58,339,500) COMMON STOCK. (FILE 333-60591 - AUG 04) (BR. 6)

S-8 RWD TECHNOLOGIES INC, 10480 LITTLE PATUXENT PARKWAY, SUITE 1200,
COLUMBIA, MD 21044 (410) 730-4377 - 2,000,000 (\$43,250,000) COMMON STOCK.
(FILE 333-60593 - AUG 04) (BR. 8)

S-3 MAIL WELL INC, 23 INVERNESS WAY EAST, STE 160, ENGLEWOOD, CO 80112
(303) 790-8023 - 48,182 (\$923,167) COMMON STOCK (FILE 333-60595 -
AUG 04) (BR. 4)

S-8 UNIROYAL TECHNOLOGY CORP, ONE SARASOTA TOWER STE 900,
TWO NORTH TAMiami TRAIL, SARASOTA, FL 34236 (813) 366-5282 - 100,000
(\$1,000,000) COMMON STOCK. (FILE 333-60597 - AUG. 04) (BR 6)

S-4 PEN HOLDINGS INC, 5110 MARYLAND WAY, STE 300, BRENTWOOD, TN 37027
(615) 371-7300 - 100,000,000 (\$100,000,000) STRAIGHT BONDS (FILE
333-60599 - AUG. 04) (NEW ISSUE)

S-8 FRESH AMERICA CORP, 6600 LBJ FREEWAY, SUITE 180, DALLAS, TX 75240
(972) 774-0575 - 475,000 (\$9,589,063) COMMON STOCK. (FILE 333-60601 -
AUG. 04) (BR. 4)

S-8 SPECTRUM INFORMATION TECHNOLOGIES INC, 2700 WESTCHESTER AVE, PURCHASE,
NY 10577 (914) 251-1800 - 250,000 (\$245,000) COMMON STOCK. (FILE
333-60605 - AUG. 04) (BR 8)

S-8 TECH SQUARED INC, 5198 WEST 76TH STREET, STE 220, EDINA, MN 55439
(612) 545-9575 - 100,010 (\$484,048 40) COMMON STOCK (FILE 333-60607 -
AUG. 04) (BR. 3)

S-8 TECH SQUARED INC, 5198 WEST 76TH STREET, STE 220, EDINA, MN 55439
(612) 545-9575 - 2,000,000 (\$9,680,000) COMMON STOCK (FILE 333-60609 -
AUG. 04) (BR. 3)

S-8 DIGITAL GENERATION SYSTEMS INC, 875 BATTERY ST, STE 1850, SAN FRANCISCO,
CA 94111 (415) 546-6600 - 500,000 (\$1,453,125) COMMON STOCK (FILE
333-60611 - AUG. 04) (BR. 2)

S-8 TECH SQUARED INC, 5198 WEST 76TH STREET, STE 220, EDINA, MN 55439
(612) 545-9575 - 821,000 (\$3,973,640) COMMON STOCK. (FILE 333-60613 -
AUG. 04) (BR. 3)

S-8 LUMEN TECHNOLOGIES INC, 555 THEODORE FREMD AVE, RYE, NY 10580
(914) 967-9400 - 2,075,000 (\$17,896,875) COMMON STOCK (FILE 333-60615 -
AUG. 04) (BR 6)

S-8 FIRST YEARS INC, ONE KIDDIE DR, AVON, MA 02322 (508) 588-1220 -
1,340,000 (\$22,193,750) COMMON STOCK. (FILE 333-60617 - AUG. 04) (BR. 6)

S-8 WINSTON HOTELS INC, 2209 CENTURY DR, SUITE 300, RALEIGH, NC 27612
(919) 510-6010 - 30,000 (\$317,812) COMMON STOCK. (FILE 333-60619 -
AUG. 04) (BR. 8)

S-3 PETRO UNION INC, 575 MADISON AVENUE, STE 1006, NEW YORK, NY 10022
(212) 605-0470 - 679,735 (\$7,137,218) COMMON STOCK. (FILE 333-60621 -
AUG. 04) (BR. 4)

S-8 AMERICA ONLINE INC, 22000 AOL WAY, C/O LENNERT J LEADER CFO, DULLES, VA
20166 (703) 448-8700 - 50,000 (\$5,600,000) COMMON STOCK (FILE 333-60623 -
AUG. 04) (BR. 3)

S-8 AMERICA ONLINE INC, 22000 AOL WAY, C/O LENNERT J LEADER CFO, DULLES, VA
20166 (703) 448-8700 - 10,271 (\$34,818.69) COMMON STOCK. (FILE 333-60625 -
AUG. 04) (BR. 3)

S-1 PACKAGED ICE INC, 8572 KATY FREEWY, STE 101, HOUSTON, TX 77024
(713) 464-9384 - 143,750,000 (\$143,750,000) COMMON STOCK. (FILE 333-60627
- AUG. 04) (BR. 4)

S-8 LIFEQUEST MEDICAL INC, 12961 PARK CENTRAL, STE 1300, SAN ANTONIO, TX
78216 (210) 495-8787 - 698,000 (\$1,439,625) COMMON STOCK. (FILE 333-60629
- AUG. 04) (BR. 5)

S-3 STORAGE USA INC, 10440 LITTLE PATUXENT PARKWAY, SUITE 1100, COLUMBIA, MD 21044 (410) 730-9500 - 278,631 (\$9,203,530) COMMON STOCK. (FILE 333-60631 - AUG. 04) (BR. 8)

S-4 BUILDING MATERIALS CORP OF AMERICA, 1361 ALPS RD, WAYNE, NJ 07470 (201) 628-3000 - 150,000,000 (\$149,361,000) STRAIGHT BONDS. (FILE 333-60633 - AUG. 04) (BR. 6)

S-8 MANHATTAN ASSOCIATES INC, 2300 WINDY RIDGE PARKWAY SUITE 700, ATLANTA, GA 30339 (770) 955-7070 - 5,729,784 (\$103,479,899) COMMON STOCK. (FILE 333-60635 - AUG 04) (BR. 3)

S-3 CHILDRENS BROADCASTING CORP, 724 1ST ST N, 4TH FLOOR, MINNEAPOLIS, MN 55401 (612) 338-3300 - 1,580,500 (\$4,741,500) COMMON STOCK (FILE 333-60637 - AUG 04) (BR. 7)

S-4 AMERICAN CELLULAR CORP /DE/, 1336 BASSWOOD ST, STE F, SCHAUMBURG, IL 60173 (847) 843-9081 - 285,000,000 (\$282,834,000) STRAIGHT BONDS (FILE 333-60639 - AUG 04) (NEW ISSUE)

S-3 FIRST CHARTER CORP /NC/, 22 UNION ST N, PO BOX 228, CONCORD, NC 28025 (704) 786-3300 - 1,000,000 (\$22,562,500) COMMON STOCK. (FILE 333-60641 - AUG. 04) (BR. 7)

S-8 FUNCO INC, 10120 WEST 76TH ST, EDEN PRAIRIE, MN 55344 (612) 946-8883 - 950,000 (\$14,573,000) COMMON STOCK. (FILE 333-60643 - AUG. 04) (BR. 2)

S-4 GST NETWORK FUNDING INC, 4001 MAIN STREET, VANCOUVER, WA 98663 (360) 906-7100 - 302,281,818 (\$302,281,818) STRAIGHT BONDS. (FILE 333-60645 - AUG. 04) (NEW ISSUE)

S-4 MIM CORP, ONE BLUE HILL PLAZA, PEARL RIVER, NY 10965 (914) 735-3555 - 3,912,448 (\$6,113,606) STRAIGHT BONDS. (FILE 333-60647 - AUG 04) (BR 1)

S-2 INDEPENDENT BANKSHARES INC, 547 CHESTNUT ST, PO BOX 3296, ABILENE, TX 79604 (915) 677-5550 - 5,635,000 (\$5,635,000) COMMON STOCK. 11,500,000 (\$11,500,000) PREFERRED STOCK (FILE 333-60649 - AUG 04) (BR 7)

S-3 WINSTON HOTELS INC, 2209 CENTURY DR, SUITE 300, RALEIGH, NC 27612 (919) 510-6010 - 1,500,000 (\$15,890,625) COMMON STOCK. (FILE 333-60651 - AUG 04) (BR 8)

S-4 ICG SERVICES INC, 161 INVERNESS DRIVE WEST, ENGLEWOOD, CO 80112 (303) 414-5000 - 405,250 (\$250,002,777.50) STRAIGHT BONDS (FILE 333-60653 - AUG 05) (BR. 7)

S-4 NUEVO ENERGY CO, 1331 LAMAR ST STE 1650, HOUSTON, TX 77010 (713) 652-0706 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-60655 - AUG 05) (BR. 4)

S-8 MATERIAL TECHNOLOGIES INC /CA/, 11835 OLYMPIC BLVD, SUITE 705 EAST TOWER, LOS ANGELES, CA 90064 (310) 208-5589 - 800,000 (\$1,050,000) COMMON STOCK. (FILE 333-60657 - AUG. 05) (BR. 5)

S-4 ENTERTAINMENT INC, ONE COMMERCIAL PLAZA, 6 KONSTRUKTORSKA STREET, HARTFORD, CT 06103 (860) 549-1674 - 252,000,000 (\$135,450,000) STRAIGHT BONDS. (FILE 333-60659 - AUG. 05) (BR. 7)

S-3 BACOU USA INC, 10 THURBER BLVD, SMITHFIELD, RI 02917 (401) 233-0333 - 2,645,000 (\$58,930,600) COMMON STOCK. (FILE 333-60661 - AUG. 05) (BR. 5)