

# SEC NEWS DIGEST

Issue 99-156

August 13, 1999

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## COMMISSION ANNOUNCEMENTS

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### STAFF ACCOUNTING BULLETIN NO. 99

Staff Accounting Bulletin (SAB) No. 99 expresses the views of the staff regarding assessments of materiality in preparing or auditing financial statements filed with the Commission. The SAB reaffirms existing concepts of materiality expressed in the accounting and auditing literature as well as in long standing case law. It states that exclusive reliance on quantitative benchmarks to determine materiality is not appropriate. The SAB also indicates that management should not make intentional immaterial misstatements in a registrant's financial statements to "manage" reported earnings. The SAB reminds registrants that the Securities Exchange Act of 1934 requires that they make and keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect transactions and the disposition of the registrant's assets. The SAB reminds auditors of their obligations under Section 10A of the Exchange Act and the auditing standards to inform management and, in some cases, the audit committee of illegal acts coming to the auditor's attention during the course of the audit. (SAB No. 99; Press Rel. 99-99)

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## ENFORCEMENT PROCEEDINGS

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### SEC SUES JERALD BANKS, FORMER LIVENT GENERAL COUNSEL, FOR PARTICIPATION IN ACCOUNTING FRAUD SCHEME

On August 12, the Commission filed a complaint and a proposed final judgment of permanent injunction against Jerald M. Banks, the former general counsel and secretary of Livent Inc., a Canadian-based theater owner and producer of live theatrical entertainment, such as Ragtime, The Phantom of the Opera, Show Boat and Fosse. Banks consented, without admitting or denying the allegations of the Commission's complaint, to the entry of the final judgment that permanently enjoins Banks from his violative conduct and orders him to pay a civil monetary penalty of \$25,000 (US).

The complaint alleges that, from 1996 through 1997, Livent former senior officers orchestrated the improper recognition of at least \$34 million (Cdn) in revenue by entering into various "revenue-generating" transactions having secret side agreements that required Livent to pay back amounts advanced by the counter parties to the transactions. The complaint alleges that Banks drafted and finalized three of these agreements and/or actively dealt with the legal representatives of the counter parties in the negotiation and finalization of these agreements. Banks, along with other Livent officers, allegedly concealed the side agreements from the company's independent auditors in order to improperly record revenue from the transactions and inflate the company's revenues.

As a result of the scheme, Livent made false public filings that contained disclosures and financial statements that were materially false and misleading, in part, because they recognized \$12.2 million (Cdn) in fiscal 1996 and \$12 million (Cdn) in fiscal 1997 relating to the fraudulent transactions in which Banks participated.

Banks also consented to the entry of an administrative order related to his conduct described in the complaint. Without admitting or denying the Commission's findings, Banks consented to an order, pursuant to Rule 102(e) of the Commission's Rules of Practice, barring him from appearing or practicing before the Commission as an attorney for five years and ordering him to cooperate with the Commission. [SEC v. Jerald M. Banks, 99 Civ. 8855, TPG, SDNY] (LR-16251)

#### **COMMISSION ORDERS JEFFREY FELD TO CEASE AND DESIST IN CONNECTION WITH A MUNICIPAL SECURITIES BID-RIGGING TRANSACTION**

On August 12, the Commission instituted and simultaneously settled cease and desist proceeding against Jeffrey Feld (Feld). The Commission's order found that Feld, while employed as a vice president of Pacific Matrix Financial Group, Inc. (Pacific Matrix), corrupted the bidding process in connection with the reinvestment of proceeds for a 1992 municipal bond transaction underwritten by Stifel, Nicolaus & Company, Inc. (Stifel). Stifel is a registered broker-dealer. Pacific Matrix was a finder of investments for municipal bond proceeds.

The Commission's order found that in November 1992, the Sisters of St. Mary's Health Care Obligated Group (SSM) was the beneficiary of four simultaneous issues of conduit bonds, in the aggregate principal amount of approximately \$265 million. According to the order, Stifel, as the co-managing underwriter for the transaction, recommended that SSM invest the bond proceeds in a forward purchase agreement (forward). The order found that although bond counsel for the transaction required that SSM obtain three competitive bids for the forward, Feld assisted Stifel in ensuring Sakura Global Capital, Inc.'s (Sakura) selection as the forward provider by obtaining two non-competitive bids for the forward, while Sakura submitted its winning bid directly to Stifel. The order found that although Sakura paid an undisclosed brokerage fee of \$100,000 to Stifel in

connection with the forward, neither Pacific Matrix nor Feld received any payment.

In the order, the Commission found that by engaging in such deceptive conduct, Feld undermined the integrity of the SSM transaction and created an uneven playing field which jeopardized the tax-exempt status of the bonds. According to the order, this conduct corrupted the municipal bond marketplace and inhibited the prospective bond purchasers' ability to make a reasoned and fully informed investment decision.

Feld consented to the order without admitting or denying the Commission's findings. The order finds that Feld caused Stifel's violations of the antifraud provisions of the federal securities laws and Rule G-17 of the Municipal Securities Rulemaking Board. The Commission ordered Feld to cease and desist from committing or causing any violation or future violations of such provisions. For further information, see Exch. Act Rel. No. 41697 (Aug. 3, 1999); Lit. Rel. No. 16063 (Feb. 17, 1999); Exch. Act Rel. No. 41065 (Feb. 17, 1999); Sec. Act Rel. No. 7635, Exch. Act Rel. No. 40984 (Jan. 27, 1999); Sec. Act Rel. No. 7501, Exch. Act Rel. No. 39600 (Jan. 30, 1998); Lit. Rel. No. 15630 (Jan. 29, 1998); Lit. Rel. No. 15569 (Nov. 24, 1997); Lit. Rel. No. 14644 (Sept. 20, 1995); and Lit. Rel. No. 14587 (Aug. 3, 1995). (Rels. 33-7723; 34-41734; File No. 3-9970)

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## **INVESTMENT COMPANY ACT RELEASES**

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### **COLCHESTER STREET TRUST, ET AL.**

An order has been issued on an application filed by Colchester Street Trust, et al. for an exemption from Sections 12(d)(1) and 17(a) of the Investment Company Act and under Section 17(d) and Rule 17d-1 permitting certain joint transactions. The order amends a prior order to permit certain registered investment companies and other entities to invest uninvested cash and cash collateral received in connection with a securities lending program in shares of affiliated money market funds and/or short-term bond funds. (Rel. IC-23943 - August 11)

### **PARKSTONE ADVANTAGE FUND, ET AL.**

A notice has been issued giving interested persons until September 7, 1999, to request a hearing on an application filed by Parkstone Advantage Fund (Fund) and National City Investment Management Company (Adviser, together with the Fund, Applicants). Applicants seek exemptive relief to the extent necessary to permit shares of the Fund and shares of any other investment company that is designed to fund variable insurance products, for which the Adviser or any of its affiliates may serve now or in the future as investment adviser, to be sold to and held by separate accounts funding variable annuity and variable life insurance contracts issued by both affiliated and

unaffiliated life insurance companies and qualified pension and retirement plans outside the separate account context. (Rel. IC-23944 - August 11)

#### OPPENHEIMER SENIOR FLOATING RATE FUND, ET AL.

A notice has been issued giving interested persons until September 1, 1999, to request a hearing on an application filed by Oppenheimer Senior Floating Rate Fund, et al. for an exemption from Sections 18(c) and 18(i) of the Investment Company Act, Rule 23c-3 under the Act, and pursuant to Section 17(d) and Rule 17d-1 under the Act. The order would permit certain registered closed-end investment companies to issue multiple classes of shares, and impose asset-based distribution fees and early withdrawal charges. (Rel. IC-23945 - August 12)

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#### SELF-REGULATORY ORGANIZATIONS

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##### APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change, as well as noticed and granted accelerated approval of Amendment No. 3 thereto, submitted by the American Stock Exchange (SR-Amex-98-31) that would permit the Exchange to trade options on the Cure for Cancer Common Stock Index. Publication of the proposal is expected in the Federal Register during the week of August 16. (Rel. 34-41721)

##### PROPOSED RULE CHANGE

The New York Stock Exchange filed a proposed rule change (SR-NYSE-99-26) amending its cancellation procedures for MOC/LOC orders. Publication of the notice in the Federal Register is expected during the week of August 16. (Rel. 34-41726)

##### IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change (SR-CBOE-99-39) filed by the Chicago Board Options Exchange relating to the market-maker surcharge fee schedule has become immediately 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 August 16. (Rel. 34-41727)

A proposed rule change filed by the National Association of Securities Dealers regarding riskless principal trade reporting rules (SR-NASD-99-39) 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 August 16. (Rel. 34-41731)

## EXTENSION OF REGISTRATION AS A CLEARING AGENCY

The Emerging Markets Clearing Corporation filed a request for extension of its registration as a clearing agency under Section 17A of the Act. The Commission has extended EMCC's temporary registration as a clearing agency through August 20, 2000. Publication of the notice and order is expected in the Federal Register during the week of August 16. (Rel. 34-41733)

## WITHDRAWALS SOUGHT

A notice has been issued giving interested persons until August 27 to comment on the application of Tejon Ranch Co. to withdraw its Common Stock, par value \$.50 per share, from listing and registration on the American Stock Exchange. (Rel. 34-41718)

A notice has been issued giving interested persons until September 1, 1999, to comment on the application of Intertape Polymer Group Inc. to withdraw its Common Stock, without nominal or par value, from listing and registration on the American Stock Exchange. (Rel. 34-41730)

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

- F-3 REPSOL SA, PASEO DE LA CASTELLANA 278-280, 28046 MADRID SPAIN, U3 -  
\$725,000,000 FOREIGN COMMON STOCK. (FILE 333-10668 - AUG. 05) (BR. 4)
- S-4 CATALYTICA INC, 430 FERGUSON DRIVE, MOUNTAIN VIEW, CA 94043  
(415) 960-3000 - 4,496,487 (\$21,673,852) COMMON STOCK (FILE 333-84615 -  
AUG 06) (BR. 1)
- S-3 WASTE SYSTEMS INTERNATIONAL INC, 420 BEDFORD STREET, SUITE 300,  
LEXINGTON, MA 02173 (781) 862-3000 - 2,244,109 (\$14,452,061.96)  
COMMON STOCK. (FILE 333-84617 - AUG 06) (BR. 4)
- S-3 WASTE SYSTEMS INTERNATIONAL INC, 420 BEDFORD STREET, SUITE 300,  
LEXINGTON, MA 02173 (781) 862-3000 - 1,500,000 (\$9,375,000) COMMON STOCK.  
(FILE 333-84619 - AUG 06) (BR 4)
- S-8 COMMONWEALTH BANKSHARES INC, 403 BOUSH ST, NORFOLK, VA 23510  
(804) 446-6900 - 225,000 (\$2,250,000) COMMON STOCK. (FILE 333-84621 -  
AUG 06) (BR 7)

S-8 SOFTNET SYSTEMS INC, 650 TOWNSEND STREET, SUITE 225, SAN FRANCISCO, CA 94103 (650) 965-3700 - 144,500 (\$1,983,375) COMMON STOCK. (FILE 333-84625 - AUG. 06) (BR 7)

S-1 ORIX CREDIT ALLIANCE RECEIVABLES CORP II, 300 LIGHTING WAY, SECAUCUS, NJ 07096 (201) 601-9000 - 6,000,000 (\$6,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 333-84627 - AUG 06) (NEW ISSUE)

S-8 AMF BOWLING INC, 8100 AMF DRIVE, RICHMOND, VA 23111 (804) 730-4000 - 1,000,000 (\$5,281,300) COMMON STOCK. (FILE 333-84629 - AUG. 06) (BR. 5)

S-8 AMF BOWLING INC, 8100 AMF DRIVE, RICHMOND, VA 23111 (804) 730-4000 - 2,000,000 (\$10,375,000) COMMON STOCK. (FILE 333-84631 - AUG. 06) (BR. 5)

S-3 SCIENCE APPLICATIONS INTERNATIONAL CORP, 10260 CAMPUS POINT DR, LEGAL DEPT, SAN DIEGO, CA 92121 (619) 546-6000 - 6,804,393 (\$526,932,194) COMMON STOCK. (FILE 333-84633 - AUG. 06) (BR. 6)

S-1 SYCAMORE NETWORKS INC, 10 ELIZABETH DRIVE, CHELMSFORD, MA 01824 (978) 250-2900 - \$115,000,000 COMMON STOCK. (FILE 333-84635 - AUG. 06) (NEW ISSUE)

S-4 SCIENCE APPLICATIONS INTERNATIONAL CORP, 10260 CAMPUS POINT DR, LEGAL DEPT, SAN DIEGO, CA 92121 (619) 546-6000 - 2,100,280 (\$162,645,684) COMMON STOCK (FILE 333-84637 - AUG 06) (BR 6)

S-6 PEOPLESOFT INC, 4460 HACIENDA DR POST OFFICE BOX 8015, PLEASANTON, CA 94588 (510) 225-3000 - 500,000 (\$6,718,750) COMMON STOCK (FILE 333-84641 - AUG 06) (BR 3)

S-8 SOURCINGLINK NET INC, 650 CASTRO STREET SUITE 210, C/O RICHARD S LANE ESQ, MOUNTAIN VIEW, CA 94041 (650) 966-1214 - 6,200,000 (\$17,084,430) COMMON STOCK (FILE 333-84643 - AUG 06) (BR. 3)

S-8 WASTE SYSTEMS INTERNATIONAL INC, 420 BEDFORD STREET, SUITE 300, LEXINGTON, MA 02173 (781) 862-3000 - 1,013,986 (\$6,035,637) COMMON STOCK. (FILE 333-84645 - AUG. 06) (BR 4)

S-8 AUTOMATIC DATA PROCESSING INC, ONE ADP BOULEVARD, ROSELAND, NJ 07068 (201) 994-5000 - 361,488 (\$14,346,555) COMMON STOCK (FILE 333-84647 - AUG 06) (BR 3)

S-- TROY GROUP INC, 2331 SOUTH PULLMAN STREET, SANTA ANA, CA 92705 (714) 250-3280 - 200,000 (\$1,318,000) COMMON STOCK. (FILE 333-84649 - AUG 06) (BR. 3)

S-8 RATIONAL SOFTWARE CORP, 18880 HOMESTEAD RD, CUPERTINO, CA 95014 (408) 863-9900 - 304,199 (\$9,250,692) COMMON STOCK. (FILE 333-84655 - AUG 06) (BR 3)

S-8 CYTRX CORP, 154 TECHNOLOGY PKWY, TECHNOLOGY PARK/ATLANTA, NORCROSS, GA 30092 (404) 368-9500 - 500,000 (\$1,125,000) COMMON STOCK. (FILE 333-84657 - AUG 06) (BR 1)

S-8 BACKWEB TECHNOLOGIES LTD, 2077 GATEWAY PL, SUITE 500, SAN JOSE, CA 95110 (650) 493-9300 - 10,866,666 (\$213,638,653.50) COMMON STOCK. (FILE 333-84659 - AUG. 06) (BR. 3)

S-3 ITC DELTACOM INC, 1791 O G SKINNER DRIVE, WEST POINT, GA 31833 (706) 645-3880 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-84661 - AUG. 06) (BR 7)

S-3 CISCO SYSTEMS INC, 170 WEST TASMAN DRIVE, SAN JOSE, CA 95134 (408) 526-4000 - 4,894,368 (\$44,724,289) COMMON STOCK. (FILE 333-84663 - AUG. 06) (BR 3)

S-8 AMERICAN BILTRITE INC, 57 RIVER STREET, WELLESLEY HILLS, MA 02181 (617) 237-6655 - 150,000 (\$3,168,750) COMMON STOCK. (FILE 333-84667 - AUG 06) (BR 6)

S-8 AMERICAN BILTRITE INC, 57 RIVER STREET, WELLESLEY HILLS, MA 02181  
(617) 237-6655 - 50,000 (\$1,052,500) COMMON STOCK (FILE 333-84669 -  
AUG 06) (BR 6)

S-8 AVNET INC, 2211 SOUTH 47TH STREET, PHOENIX, AZ 85034 (516) 466-7000 -  
500,000 (\$24,795,000) COMMON STOCK. (FILE 333-84671 - AUG. 06) (BR. 5)

S-3 EMERSON ELECTRIC CO, 8000 W FLORISSANT AVE, P O BOX 4100, ST LOUIS, MO  
63136 (314) 553-2000 - \$1,540,000,000 STRAIGHT BONDS (FILE 333-84673 -  
AUG 06) (BR 5)

S-3 ELECTRONIC DATA SYSTEMS CORP /DE/, 5400 LEGACY DR, H3-3D-05, PLANO, TX  
75024 (972) 604-6000 - 25,449,886 (\$1,460,982,518) COMMON STOCK (FILE  
333-84675 - AUG 06) (BR. 3)

S-8 STURM RUGER & CO INC, 1 LACEY PLACE, SOUTHPORT, CT 06490 (203) 259-7843  
- 2,000,000 (\$19,562,600) COMMON STOCK. (FILE 333-84677 - AUG. 06)  
(BR 6)

S-8 FUTURELINK DISTRIBUTION CORP, 300 250 6TH AVENUE S W,  
CALGARY ALBERTA CANADA, A1 V6B 1 (403) 216-6000 - 4,000,000 (\$31,720,000)  
COMMON STOCK (FILE 333-84679 - AUG 06) (BR 9)

S-3 LEVEL 8 SYSTEMS INC, 8000 REGENCY PARKWAY, CARY, NC 27511 (212) 244-1234  
- 4,200,000 (\$40,687,500) COMMON STOCK (FILE 333-84681 - AUG 06)  
(BR 3)

S-8 TUMBLEWEED COMMUNICATIONS CORP, 2010 BROADWAY STREET, REDWOOD CITY, CA  
94063 (415) 363-7022 - 7,742,144 (\$63,628,140) COMMON STOCK (FILE  
333-84683 - AUG 06) (BR 7)

S-4 ARCHIBALD CANDY CORP, 1137 W JACKSON BLVD, CHICAGO, IL 60607  
(312) 243-2700 - 40,000,000 (\$40,000,000) STRAIGHT BONDS (FILE 333-84685  
- AUG 06) (BR 4)

S-8 LEGATO SYSTEMS INC, 3210 PORTER DR, PALO ALTO, CA 94304 (415) 812-6000  
- 294,790 (\$6,662,254) COMMON STOCK (FILE 333-84687 - AUG. 06) (BR 3)

S-8 STEELCASE INC, 901 44TH ST, GRAND RAPIDS, MI 49508 (616) 247-2710 -  
7,500,000 (\$7,500,000) OTHER SECURITIES INCLUDING VOTING TRUST (FILE  
333-84689 - AUG 06) (BR 6)

SB-2 INTERACTIVE MAGIC INC /NC/, 215 SOUTHPORT DR, STE 1000, MORRISVILLE, NC  
27560 (919) 461-0722 - 2,119,889 (\$4,670,327) COMMON STOCK (FILE  
333-84691 - AUG 06) (BR 9)

S-8 CAPITAL ONE FINANCIAL CORP, 11013 WEST BOARD STREET, STE 1300,  
GLENN ALLEN, VA 23060 (804) 967-1000 - 850,000 (\$19,195,805) COMMON STOCK  
(FILE 333-84693 - AUG 06) (BR 7)

S-8 AMERICAN MILLENNIUM CORP INC, 303 N BAKER STREET, SUITE 200,  
MOUNT DORA, FL 32757 (352) .73-5.01 - 165,000 (\$62,700) COMMON STOCK  
(FILE 333-84695 - AUG. 06) (BR 6)

S-1 WEBVAN GROUP INC, 1241 E HILLSDALE BLVD, STE 210, FOSTER CITY, CA 94404  
(650) 524-2200 - \$345,000,000 COMMON STOCK. (FILE 333-84703 - AUG. 06)  
(NEW ISSUE)

S-8 VALUEVISION INTERNATIONAL INC, 6740 SHADY OAK RD, MINNEAPOLIS, MN 55344  
(612) 947-5200 - 1,100,000 (\$27,431,250) COMMON STOCK. (FILE 333-84705 -  
AUG. 06) (BR 2)

S-1 PC TEL INC, 70 RIO ROBLES, 408-383-0452, SAN JOSE, CA 95134  
(408) 965-2100 - 5,290,000 (\$84,640,000) COMMON STOCK. (FILE 333-84707 -  
AUG 06)

S-3 BOK FINANCIAL CORP ET AL, BANK OF OKLAHOMA TOWER, PO BOX 2300, TULSA, OK  
74192 (918) 588-6000 - 5,000,000 (\$115,437,500) COMMON STOCK (FILE  
333-84709 - AUG 06) (BR 7)

S-3 MAXIM PHARMACEUTICALS INC, 8899 UNIVERSITY CENTER LANE, STE 400,  
SAN DIEGO, CA 92122 (619) 453-4040 - 2,327,820 (\$19,495,492 50)  
COMMON STOCK (FILE 333-84711 - AUG 06) (BR. 1)

- S-8 GILEAD SCIENCES INC, 333 LAKESIDE DR, FOSTER CITY, CA 94404  
(650) 574-3000 - 757,070 (\$54,509,040) COMMON STOCK. (FILE 333-84713 -  
AUG. 06) (BR 1)
- S-3 ADVANCED DIGITAL INFORMATION CORP, P O BOX 97057, 11431 WILLOWS RD,  
REDMOND, WA 98073 (425) 881-8004 - 2,875,000 (\$106,835,000) COMMON STOCK.  
(FILE 333-84715 - AUG. 06) (BR. 3)
- S-8 STIFEL FINANCIAL CORP, ONE FINANCIAL PLAZA, 501 N BROADWAY, ST. LOUIS,  
MO 63102 (314) 342-2000 - 1,100,000 (\$10,484,375) COMMON STOCK. (FILE  
333-84717 - AUG 06) (BR 7)
- S-8 GILEAD SCIENCES INC, 333 LAKESIDE DR, FOSTER CITY, CA 94404  
(650) 574-3000 - 4,030,000 (\$290,160,000) COMMON STOCK. (FILE 333-84719 -  
AUG 06) (BR. 1)
- S-4 PSINET INC, 510 HUNTMAR PARK DR, HERNDON, VA 20170 (703) 904-4100 -  
1,211,895,000 (\$1,211,594,302.50) STRAIGHT BONDS. (FILE 333-84721 -  
AUG 06) (BR. 3)
- S-1 IGO CORP, 2301 ROBB DRIVE, RENO, NV 89523 (775) 746-6140 - \$63,250,000  
COMMON STOCK (FILE 333-84723 - AUG. 06) (BR. 1)
- S-3 HELLER FINANCIAL INC, 500 W MONROE ST, CHICAGO, IL 60661 (312) 441-7000  
- PREFERRED STOCK (FILE 333-84725 - AUG 06) (BR. 7)
- S-4 BROOKS AUTOMATION INC, 15 ELIZABETH DRIVE, CHELMSFORD, MA 01824  
(978) 262-2566 - 625,000 COMMON STOCK. (FILE 333-84727 - AUG. 06) (BR. 5)
- S-8 ASCENT PEDIATRICS INC, 187 BALLARDVALE ST, WILMINGTON, MA 01887  
(978) 658-2500 - 300,000 (\$525,000) COMMON STOCK. (FILE 333-84729 -  
AUG 06) (BR 1)
- S-6 ASCENT PEDIATRICS INC, 187 BALLARDVALE ST, WILMINGTON, MA 01887  
(978) 658-2500 - 500,000 (\$875,000) COMMON STOCK. (FILE 333-84731 -  
AUG 06) (BR 1)
- S-8 ASCENT PEDIATRICS INC, 187 BALLARDVALE ST, WILMINGTON, MA 01887  
(978) 658-2500 - 500,000 (\$875,000) COMMON STOCK. (FILE 333-84733 -  
AUG 06) (BR 1)
- S-3 ASCENT PEDIATRICS INC, 187 BALLARDVALE ST, WILMINGTON, MA 01887  
(978) 658-2500 - 1,850,000 (\$3,237,500) COMMON STOCK. (FILE 333-84735 -  
AUG 06) (BR 1)
- S-8 CENTRAL GARDEN & PET COMPANY, 3697 MT DIABLO BLVD SUITE 300, LAFAYETTE,  
CA 94549 (925) 283-4573 - 800,000 (\$6,800,000) COMMON STOCK. (FILE  
333-84737 - AUG. 06) (BR 2)
- S-3 PINNACLE SYSTEMS INC, 280 N BERNARDO AVE, MOUNTAIN VIEW, CA 94043  
(650) 237-1600 - 337,585 (\$9,094,539.90) COMMON STOCK. (FILE 333-84739 -  
AUG 09) (BR 5)

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## RECENT 8K FILINGS

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Form 8-K is used by companies to file current reports on the following events:

- Item 1 Changes in Control of Registrant.
- Item 2 Acquisition or Disposition of Assets.
- Item 3 Bankruptcy or Receivership.
- Item 4 Changes in Registrant's Certifying Accountant.
- Item 5 Other Materially Important Events.
- Item 6 Resignations of Registrant's Directors
- Item 7. Financial Statements and Exhibits.
- Item 8 Change in Fiscal Year.
- Item 9 Regulation S Offerings



The following companies have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. 8-K reports 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>

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
ABN AMRO MORTGAGE CORP	DE	X									03/26/99	AMEND
ABN AMRO MORTGAGE CORP	DE	X									03/26/99	AMEND
ABN AMRO MORTGAGE CORP	DE	X									03/26/99	AMEND
ABN AMRO MORTGAGE CORP	DE	X									03/26/99	AMEND
ABN AMRO MORTGAGE CORP	DE	X									03/26/99	AMEND
ACE SECURITIES CORP HOME EQUITY LOA N TRUST 1999-LB2	DE				X	X					08/06/99	
ADELPHIA COMMUNICATIONS CORP	DE				X	X					08/11/99	
ADVANSTAR INC	DE	X				X					07/28/99	
AGATE TECHNOLOGIES INC DE	DE					X					06/28/99	AMEND
AGRITOPÉ INC	OR				X	X					07/20/99	AMEND
AIM GROUP INC	DE	X				X					07/30/99	
ALCAN ALUMINIUM LTD /NEW						X	X				08/11/99	
ALPNET INC	UT	X				X					07/30/99	
AMERICAN XTAL TECHNOLOGY	DE	X				X					05/28/99	AMEND
AMERIVEST PROPERTIES INC	DE	X			X	X					08/12/99	
ANSWERTHINK CONSULTING GROUP INC	FL				X	X					02/26/99	
APPLIED DIGITAL SOLUTIONS INC	MO					X					06/04/99	AMEND
ARC INTERNATIONAL CORP	DE				X	X					07/09/99	
AVIS RENT A CAR INC	DE					X					07/15/99	AMEND
AXCESS INC/TX	DE				X						07/16/99	AMEND
AXCESS INC/TX	DE				X	X					07/28/99	
B E C ENERGY	MA				X	X					07/29/99	
BANK OF NEW ENGLAND CORP	MA										07/31/99	
BANK UNITED CORP	DE				X	X					08/11/99	
BANKBOSTON CORP	MA				X	X					08/12/99	
BARNES GROUP INC	DE				X	X					07/28/99	
BARPOINT COM INC	DE				X						08/05/99	
BEAR STEARNS COMPANIES INC	DE				X	X					08/09/99	
BEC FUNDING LLC	DE					X					07/29/99	
BELMONT BANCORP	OH	X									06/14/99	
BIRMINGHAM STEEL CORP	DE				X						08/03/99	
BOLLE INC	DE				X	X					08/09/99	
BOSTON EDISON CO	MA				X	X					07/29/99	
BROADCOM CORP	CA				X	X					08/11/99	
BUFFALO CAPITAL VI LTD	CO	X									05/31/99	AMEND
BYL BANCORP	CA				X	X					08/12/99	
CFI MORTGAGE INC	DE				X						08/10/99	
CHASE COMMERCIAL MORTGAGE SECURITIE S CORP	NY				X	X					08/09/99	
CHASE COMMERCIAL MORTGAGE SECURITIE S CORP	NY				X	X					08/10/99	
CHASE CORP	MA				X						05/25/99	AMEND
CHASE MORTGAGE FINANCE CORP	DE	X				X					07/29/99	
CLASSIFIED ONLINE COM	NV	X									07/16/99	
CMGI INC	DE				X	X					06/29/99	
COLLATERAL THERAPEUTICS INC	CA				X	X					08/11/99	
COMCAST CABLE COMMUNICATIONS INC	DE				X	X					08/09/99	
COMCAST CORP	PA				X	X					08/09/99	
COMMONWEALTH BANCORP INC	PA				X	X					08/09/99	
COMPU DAWN INC	DE				X						07/27/99	
COMPUTER MARKETPLACE INC	DE				X						07/13/99	
CONCUR TECHNOLOGIES INC	WA					X					06/01/99	AMEND

NAME OF ISSUER	STATE		8K ITEM NO.									DATE	COMMENT
	CODE		1	2	3	4	5	6	7	8	9		
CONVERGENCE COMMUNICATIONS INC	NV					X	X					08/12/99	
CORNERSTONE REALTY INCOME TRUST INC	VA					X	X					06/25/99	
COX COMMUNICATIONS INC /DE/	DE						X					07/07/99	AMEND
CVS CORP	DE						X					08/12/99	
CWMBS INC	DE							X				03/19/99	
DATA GENERAL CORP	DE						X	X				08/06/99	
DATA PROCESSING RESOURCES CORP	CA	X						X				07/28/99	
DELIAS INC	DE						X					08/11/99	
DESIGN AUTOMATION SYSTEMS INC	TX		X					X				05/28/99	AMEND
DEUTSCHE RECREATIONAL ASSET FUNDING CORP	NV						X					03/18/99	
DUPONT E I DE NEMOURS & CO	DE						X					08/11/99	
ECOGEN INC	DE						X					07/30/99	
EG&G INC	MA							X				05/28/99	AMEND
ELLIGENT CONSULTING GROUP INC	NV		X					X				07/27/99	
EMC CORP	MA						X	X				08/06/99	
EQUITEX INC	DE		X					X				08/11/99	
ESYNCH CORP/CA	DE							X				12/31/98	AMEND
EVANS BOB FARMS INC	DE						X	X				08/05/99	
EXODUS COMMUNICATIONS INC	DE		X					X				07/27/99	
FAIRCHILD CORP	DE						X	X				07/29/99	
FIRST FINANCIAL CORP /IN/	IN	X										08/06/99	
FIRST NATIONAL CORP /SC/	SC		X					X				08/12/99	
FISERV INC	WI						X					08/12/99	
FLEET FINANCIAL GROUP INC	RI						X	X				08/12/99	
FORTUNE NATURAL RESOURCES CORP	DE						X	X				08/12/99	
FRIEDMAN BILLINGS RAMSEY GROUP INC	VA	X										08/12/99	
GENCORP INC	OH						X	X				08/12/99	
GENCORP INC	OH						X	X				10/11/99	
GENERAL DYNAMICS CORP	DE		X					X				07/30/99	
GENERAL GROWTH PROPERTIES INC	DE		X									07/30/99	
GENESIS HEALTH VENTURES INC /PA	PA						X	X				08/02/99	
GENISYS RESERVATION SYSTEMS INC	NJ		X					X				07/23/99	AMEND
GENIA INCORPORATED /DE/	DE						X	X				08/04/99	
GEOKINETICS INC	DE		X					X				07/28/99	
GEOLOGISTICS CORP	DE						X	X				08/06/99	
GLOBAL TELESYSTEMS GROUP INC	DE						X					07/14/99	AMEND
GMAC COMMERCIAL MORTGAGE SECURITIES INC	DE						X	X				07/09/99	
GMAC COMMERCIAL MORTGAGE SECURITIES INC	DE						X	X				08/09/99	
GMAC COMMERCIAL MORTGAGE SECURITIES INC	DE						X	X				08/10/99	
GOLDEN STAR RESOURCES LTD							X	X				08/10/99	
GREAT ATLANTIC & PACIFIC TEA CO INC	MD	X						X				08/11/99	
GREEN STREET FINANCIAL CORP	NC						X	X				08/09/99	
GREEN TREE FINANCIAL CORP	MN							X				08/11/99	
GS TELECOM LTD	CO							X				08/03/99	
GUITAR CENTER INC	DE						X					05/29/99	AMEND
GULFMARK OFFSHORE INC	DE		X									06/30/99	
HALLIBURTON CO	DE						X	X				08/12/99	
HAUSER INC	CO	X										08/12/99	AMEND
HCIA INC	MD						X	X				08/11/99	
HEALTHCORE MEDICAL SOLUTIONS INC	DE		X					X				07/28/99	
HEALTHWORLD CORP	DE		X					X				08/03/99	
HILLENBRAND INDUSTRIES INC	IN						X	X				08/09/99	
INSIGHT ENTERPRISES INC	DE						X	X				07/27/99	
INTEGRATED ELECTRICAL SERVICES INC	DE		X				X					05/06/99	
INTERCEPT GROUP INC	GA							X				05/28/99	AMEND
INTERNATIONAL BANCSHARES CORP	TX						X	X				08/12/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT	
		1	2	3	4	5	6	7	8			9
IRIDIUM CAPITAL CORP	DE				X	X					08/11/99	
IRIDIUM FACILITIES CORP	DE				X	X					08/11/99	
IRIDIUM IP LLC	DE				X	X					08/11/99	
IRIDIUM LLC	DE				X	X					08/11/99	
IRIDIUM OPERATING LLC	DE				X	X					08/11/99	
IRIDIUM ROAMING LLC	DE				X	X					08/11/99	
IRIDIUM WORLD COMMUNICATIONS LTD					X	X					08/11/99	
ISONICS CORP	CA				X	X					07/29/99	
ITURF INC	DE				X						08/11/99	
J CREW GROUP INC	NY				X						08/09/99	
J CREW OPERATING CORP	DE				X						08/09/99	
JUST LIKE HOME INC	FL				X		X				04/30/99	AMEND
KSB BANCORP INC	DE	X					X				07/27/99	
LABONE INC/	MO					X					08/10/99	
LEGATO SYSTEMS INC	DE		X				X				08/12/99	
LINCOLN BANCORP /IN/	IN					X	X				08/09/99	
LINCOLN LOGS LTD	NY	X									08/11/99	
LOG ON AMERICA INC			X				X				08/11/99	
LSI LOGIC CORP	DE					X	X				08/04/99	
MBNA CORP	MD					X					08/12/99	
MCNAUGHTON APPAREL GROUP INC	DE					X					08/04/99	
MDI ENTERTAINMENT INC	DE					X					08/04/99	
MEDAREX INC	NJ					X	X				08/11/99	
MELLON BANK NA MELLON BANK HOME EQU ITY LOAN TRUST 1996-1	NY					X	X				08/11/99	
MEMBERWORKS INC	DE		X				X				07/31/99	
MERRILL LYNCH MORT INVEST INC MOR P AS THR CER SE 1998-C3	DE					X	X				03/16/99	
MERRILL LYNCH MORT INVEST INC MOR P AS THR CER SE 1998-C3	DE					X	X				06/15/99	
MESABI TRUST	NY					X	X				08/11/99	
MID IOWA FINANCIAL CORP/IA	DE					X	X				08/06/99	
MORGAN STANLEY AIRCRAFT FINANCE	DE					X					08/12/99	
MORGAN STANLEY CAPITAL I INC	DE		X				X				03/03/99	
NATIONAL STEEL CORP	DE					X	X				08/12/99	
NATURADE INC	DE					X	X				08/05/99	
NAVISTAR FINANCIAL RETAIL RECEIVABL ES CORPORATION	DE					X	X				07/15/99	
NAVISTAR FINANCIAL SECURITIES CORP	DE					X	X				07/26/99	
NEIMAN MARCUS FUNDING CORP	DE		X								07/31/99	
NEWMARK HOMES CORP	NV					X	X				08/10/99	
NEXTEL COMMUNICATIONS INC	DE					X	X				08/12/99	
NORTH LILY MINING CO	UT					X					07/13/99	
OAK TECHNOLOGY INC	DE					X	X				07/29/99	
OAKWOOD HOMES CORP	NC					X	X				08/11/99	
OCWEN FINANCIAL CORP	FL					X	X				07/30/99	
OHIO ART CO	OH					X	X				08/11/99	
OHSL FINANCIAL CORP	DE					X	X				08/03/99	
ONEOK INC /NEW/	OK					X	X				08/11/99	
P COM INC	DE					X	X				08/10/99	
PAINWEBBER EQUITY PARTNERS THREE L IMITED PARTNERSHIP	VA		X				X				07/23/99	
PAINWEBBER MORT ACCE CORP IV FREMO NT HOME LN OWN TR 1999-1	DE					X	X				07/26/99	
PAINWEBBER MORT ACCE CORP IV FREMO NT HOME LN OWN TR 1999-2	DE					X	X				07/26/99	
PANDA PROJECT INC	FL		X				X				08/11/99	
PLANET HOLLYWOOD INTERNATIONAL INC	DE		X								08/05/99	
PP&L INC	PA					X					08/10/99	
PP&L RESOURCES INC	PA					X					08/10/99	
PRIDE COMPANIES LP	DE		X								08/11/99	

NAME OF ISSUER	STATE CODE	BK ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
PROCTER & GAMBLE CO	OH				X						08/11/99	
PROTECTION ONE ALARM MONITORING INC	DE				X						08/12/99	
PROTECTION ONE ALARM MONITORING INC	DE				X						08/13/99	AMEND
PROTECTION ONE INC	DE				X						08/12/99	
PROTECTION ONE INC	DE				X						08/13/99	AMEND
PRUDENTIAL SECURITIES SECURED FINAN CING CORP FOR SER 1999-C2	DE	X					X				07/28/99	
QUIDEL CORP /DE/	DE				X	X					08/05/99	
QUIZNOS CORP	CO				X						08/11/99	
RECKSON OPERATING PARTNERSHIP LP	DE				X	X					03/23/99	
RESIDENTIAL ASSET FUNDING CORP	NC				X	X					07/26/99	
RESIDENTIAL ASSET SECURITIES CORP	DE				X	X					03/24/99	
RESIDENTIAL ASSET SECURITIES CORP	DE				X	X					03/24/99	
RESIDENTIAL ASSET SECURITIES CORP	DE				X	X					06/24/99	
RESIDENTIAL ASSET SECURITIES CORP	DE				X	X					06/25/99	
SABRATEK CORP	DE	X				X					06/01/99	AMEND
SAFE TECHNOLOGIES INTERNATIONAL INC	DE				X						08/11/99	
SALOMON BROS MORT SEC VII INC MORT PASS-THR CERT SER 1999-NC	DE				X	X					07/31/99	
SALOMON BROTHERS MORT SEC VII COM M OR PAS THR CER SE 1999-C1	DE				X	X					08/10/99	
SEL DRUM INTERNATIONAL INC	NY	X				X					07/30/99	
SENSORMATIC ELECTRONICS CORP	DE				X	X					08/26/99	
SOUTHERN JERSEY BANCORP OF DELAWARE INC	DE	X									06/30/99	
SPORTSNUTS COM INTERNATIONAL INC	DE	X				X					07/28/99	
STAKE TECHNOLOGY LTD		X				X					08/03/99	
STAR GAS PARTNERS LP	DE					X					03/26/99	AMEND
SUNSHINE MINING & REFINING CO	DE				X						08/06/99	
SUPERIOR BANK FSB	IL	X				X					07/28/99	
SUPERIOR WIRELESS COMMUNICATIONS IN C	NV	X			X						08/01/99	
TEXAS UTILITIES CO /TX/	TX				X	X					08/06/99	
TI L REAL ESTATE ACCOUNT	NY				X						08/11/99	
TRANSPORTATION TECHNOLOGIES INDUSTR IES INC	DE				X	X					08/12/99	
TURBODYNE TECHNOLGIES INC	DE				X						08/05/99	
U S WIRELESS DATA INC	CO				X	X					08/05/99	
UACSC AUTO TRUSTS UACSC 1999-C OWNE R TRUST AUTO REC BAC NOTE	NY				X	X					08/11/99	
UNITED TELEVISION INC	DE	X				X					07/07/99	
UNITED VANGUARD HOMES INC /DE	DE				X	X					07/20/99	
UNIVERSAL CORP /VA/	VA				X	X					08/05/99	
US AIRWAYS GROUP INC	DE				X	X					08/12/99	
US AIRWAYS INC	DE				X	X					08/12/99	
USA GROUP SECONDARY MARKET SERVICES INC	DE				X						06/30/99	
VENTAS INC	DE				X	X					08/05/99	
VERTICALNET INC	PA	X				X					07/29/99	
VOXWARE INC	DE	X				X					02/18/99	AMEND
WAL MART STORES INC	DE	X			X	X					07/27/99	
WAVE SYSTEMS CORP	DE	X				X					07/27/99	
WESTAR FINANCIAL SERVICES INC/WA/	WA				X						07/29/99	
WESTERFED FINANCIAL CORP	DE				X	X					07/26/99	
WESTERN RESOURCES INC /KS	KS				X						08/12/99	
WESTWOOD HOMESTEAD FINANCIAL CORP	IN				X	X					08/06/99	
WILD OATS MARKETS INC	DE	X				X					08/12/99	AMEND
WIRELESS ONE INC	DE				X	X					07/20/99	
WIRELESS ONE INC	DE				X	X					08/05/99	
YORK FINANCIAL CORP	PA	X									06/30/99	

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	CODE	1	2	3	4	5	6	7	8	9		
ZINDART LTD				X					X		07/28/99	
800 AMERICA COM INC	NV				X				X		08/09/99	