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# SEC NEWS DIGEST

Issue 2000-192

October 5, 2000

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## ENFORCEMENT PROCEEDINGS

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### J. STEPHEN STOUT SANCTIONED FOR SALES PRACTICE VIOLATIONS

The Commission found that J. Stephen Stout, who was formerly a registered representative with PaineWebber, violated Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Exchange Act Rule 10b-5. The Commission barred Stout, ordered him to cease and desist from these violations, and required him to pay a civil money penalty of \$300,000.

The Commission found that Stout made material misrepresentations to customers about the value of assets in their accounts to induce the customers to keep their accounts with him and engage in further securities transactions. Stout also made unauthorized trades in customers' accounts. He made unsuitable recommendations of illiquid risky securities, and excessive trades for the accounts. He further failed to take advantage of favorable commission rates for purchases of mutual funds.

For example, one of Stout's customers was 71 years' old, had suffered a debilitating stroke and required 24-hour care in order to live at home. Stout opened a margin account for this customer although he never explained the concept or risks of purchasing securities on margin, and engaged in trades in the customer's account without her authorization. Although she needed investment income, he placed the customer in illiquid and risky investments. He also engaged in a trading strategy for the account that resulted in an average annualized turnover rate of 11.20. The account would have had to increase in value by 70% merely to break even. Stout further failed to take advantage of commission credits on purchases of mutual funds. (Rel. 34-43410; File No. 3-9034)

### NASD PROCEEDINGS AGAINST ROBIN BRUCE MCNABB SUSTAINED IN PART, SANCTIONS FULLY SUSTAINED

The Commission has sustained in part findings of violations by the National Association of Securities Dealers against Robin Bruce McNabb, who was formerly associated with American Investors Co. (AIC). The NASD found that McNabb sold securities in the form of promissory notes to six customers, and sold securities in the form of investment contracts to two customers, all without giving prior notification to AIC. The NASD also

found that McNabb made unsuitable investment recommendations to three customers. McNabb was censured, fined \$50,000 and barred from association with any NASD member in any capacity.

The Commission found that the promissory notes were securities and that McNabb violated NASD rules by selling them outside the regular scope of his employment without giving notice to AIC. The Commission also found that the promissory notes posed a high level of risk, and that McNabb's recommendations to three customers who purchased them were unsuitable given the financial situations of those customers. The Commission concluded that the sanctions imposed were neither excessive nor oppressive. Because the transactions involving promissory notes provided ample basis for disciplinary action, the Commission declined to consider whether the investment contracts sold by McNabb were also securities. (Rel. 34-43411; File No. 3-9886)

### **COMMISSION FILES COMPLAINT AGAINST TWO DEFENDANTS IN FINANCIAL FRAUD SCHEME; ONE DEFENDANT PERMANENTLY ENJOINED**

On September 28, 2000, the Commission filed a complaint against William F. Mahon of Timonium, Maryland and Dean J. Jupiter of Coral Springs, Florida alleging Mahon and Jupiter violated the antifraud provisions and Mahon violated certain record-keeping provisions of the federal securities laws. In addition, on September 29, 2000, pursuant to Mahon's consent, the Honorable Frederic N. Smalkin, United States District Judge for the District of Maryland, permanently enjoined Mahon and ordered him to pay disgorgement of \$190,000 as well as prejudgment interest. The Court reserved ruling on the appropriate rate to be used to calculate prejudgment interest and the amount of civil penalties, if any, Mahon will be ordered to pay. The Commission also seeks injunctive relief, disgorgement of ill-gotten gains and civil penalties against Jupiter.

According to the Commission's complaint, from at least 1992 through April 1997, Mahon, a portfolio manager for Alexander & Alexander Services Inc., engaged in a scheme to defraud by trading millions of dollars in high-risk derivative securities and concealing \$62 million in losses and \$35 million in gains resulting from such trading on Alexander's books and records. The complaint alleges that this caused Alexander to materially overstate its pretax income by as much as 103.9% in Alexander's first, second and third quarter 1994 and second and third quarter 1995 Forms 10-Q; and 17.8% in Alexander's 1994 and 1995 Forms 10-K. It also caused Alexander to materially understate its pretax income by as much as 14% in Alexander's third quarter 1993 and second quarter 1996 Forms 10-Q.

The complaint further alleges that Mahon purchased many of these securities through Jupiter, a registered representative of various registered broker-dealers and municipal securities dealers, in exchange for at least \$190,000 in kickbacks Jupiter paid Mahon to induce Mahon to continue investing in these securities through Jupiter. The complaint alleges Jupiter and Mahon concealed from Alexander the kickback payments and Jupiter earned at least \$14.3 million in commissions from the securities transactions Mahon

executed through Jupiter. [SEC v. William F. Mahon and Dean J. Jupiter, D. Md., Civ. Action No. S-00-2918] (LR-16751)

## **SEC CHARGES CELLULAR VIDEO CAR ALARMS, INC. AND ITS PRESIDENT WITH FRAUD**

Today the Commission announced that on October 3 it filed a complaint and obtained an *ex parte* temporary restraining order in the U.S. District Court for the Southern District of New York against Carl Robinson of Hagerstown, Maryland, and his company, Cellular Video Car Alarms, Inc. In the order, the Court, *inter alia*, restrains the Defendants from further violations of the securities laws and temporarily freezes the Defendants' assets pending a hearing. The Commission's complaint alleges that between September 1999 and the present, defendants Carl Robinson and Cellular Video Car Alarms, Inc., defrauded investors of more than \$400,000 by offering and selling unregistered shares of the company's stock based on false, deceptive and misleading statements made on Cellular Video's Internet web site, and in the print media. Cellular Video purportedly makes a car alarm system that transmits images and sounds from a camera connected to a cell phone inside an automobile to either a video phone or any other receiver the owner may choose. Cellular Video does not have even a working prototype of the product, but has, nonetheless, raised at least \$400,000 from investors by claiming it does. The defendants have also falsely claimed, at various times, to have co-marketing agreements with "AT&T" and "Nokia." In addition, Cellular Video raised money from investors by making unsubstantiated optimistic financial projections about the potential sales and profitability of the company.

Specifically, the complaint alleges that Defendants Robinson and Cellular Video claimed they would have sales of "\$30 billion over the next four years;" "annual sales of \$4.97 billion by 2002;" "new activation services of \$11.97 billion by 2002;" and "a secondary revenue stream of \$6 billion in hardware sales and \$7.18 billion in wireless activation services" for preventing automobile burglaries and break-ins. Beyond not having a product, there was no basis for these projections beyond speculation.

The complaint further alleges that the sale of Cellular Video stock was neither registered nor qualified for an exemption under Regulation D. Thereafter, in violation of the restrictions on private placements, defendants engaged in a general solicitation of investors on the company's web site, in dozens of newspapers, and through the use of a roadside billboard.

As a result of the conduct described in the complaint, the Commission has charged the defendants with violations of Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Exchange Act Rule 10b-5, Section 17(a) of the Securities Act of 1933 (Securities Act)(antifraud provisions), and Sections 5(a) and 5(c) of the Securities Act (registration provisions). The Commission's complaint seeks injunctive relief, disgorgement plus prejudgment interest, an officer and director bar, and civil penalties.

In coordination with the Commission's action, the Attorneys General of two states also commenced actions against the defendants. The Attorney General of New York brought an action against the same defendants seeking and obtaining an injunction preventing the company from using the Internet to solicit New York investors. The Attorney General of Maryland brought an administrative proceeding against the same defendants alleging violations of the Maryland securities laws, including fraud in connection with the sale of securities.

For more information about Internet fraud, visit <http://www.sec.gov/enforce/comctr.htm>. For a description of other SEC enforcement actions involving the Internet, visit <http://www.sec.gov/new/intmm.htm>. [SEC v. Carl Robinson and Cellular Video Car Alarms, Inc., USDC, SDNY, Civ. No. 00-Civ. 7452, RMB] (LR-16752)

### **SEC ENTERS CEASE-AND-DESIST ORDER AGAINST ENGINEERING ANIMATION, INC. AND MICHAEL JABLO IN CONNECTION WITH IMPROPER REVENUE RECOGNITION**

The Commission today entered a cease and desist order instituting proceedings pursuant to Section 21C of the Securities Exchange Act of 1934, making findings, and imposing a cease and desist order against Engineering Animation, Inc. (EAI) and Michael J. Jablo relating to improper recognition of revenue during EAI's second fiscal quarter ended June 30, 1999. Additionally, the Commission announced the filing of a Complaint in the U.S. District Court for the District of Columbia against Jablo seeking a civil money penalty relating to this matter.

The Commission's Order finds that, in its second quarter of 1999, EAI reported \$27,227,000 in revenues that included a June 30, 1999 contract for \$7.5 million with a reseller. The Order finds that in connection with this contract, EAI's vice president of software sales, Jablo, entered into a side letter with the reseller, whereby the reseller was not obligated to pay EAI unless an end-user agreed to purchase the software from it. The Order also finds that Jablo concealed this side letter from others at EAI until late September 1999. The Order further finds that EAI then voluntarily restated its second quarter results, reversing the \$7.5 million of revenue that it had recognized in connection with the contract. As a result, EAI reported a loss of \$4.4 million, instead of its previously stated profit of \$2.2 million.

Based upon these facts, the Commission found that EAI violated Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 13a-13 and 12b-20 thereunder. The Commission also found that Jablo violated Sections 10(b) and 13(b)(5) of the Exchange Act and Rules 10b-5 and 13b2-1 thereunder. Without admitting or denying the SEC's allegations, EAI and Jablo consented to the entry of an order that requires them to cease and desist from committing or causing any of the respective violations referenced above. Additionally, Jablo consented to the entry of a judgment by U.S. District Court for the District of Columbia imposing a \$15,000 civil money penalty against him. [SEC v. Michael J. Jablo, USDC for the District of Columbia, 1:00CV02401] (LR-16753)

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## **INVESTMENT COMPANY ACT RELEASES**

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### **PROPEL, INC.**

An order has been issued on an application filed by Propel, Inc. under the Investment Company Act to permit applicant and its controlled companies to engage in certain foreign telecommunications ventures without being subject to the provisions of the Act. (Rel. IC-24673 – October 3)

### **GE ASSET MANAGEMENT INCORPORATED AND GE INSTITUTIONAL FUNDS**

A notice has been issued giving interested persons until October 27 to request a hearing on an application filed by GE Asset Management Incorporated and GE Institutional Funds for an order under Section 17(b) of the Investment Company Act exempting applicants from Section 17(a) of the Act. The order would permit certain series of GE Institutional Funds to accept an investment in-kind from certain affiliated investors in exchange for shares of the series. (Rel. IC-24674 – October 3)

### **SCUDDER PATHWAY SERIES, ET AL.**

A notice has been issued giving interested persons until October 26 to request a hearing on an application filed by Scudder Pathway Series, et al. for an order under Section 17(b) of the Investment Company Act exempting applicants from Section 17(a) of the Act. The order would permit the proposed reorganization of a series of a registered open-end management investment company to acquire substantially all of the assets and all of the liabilities of another series of the investment company. Because of certain affiliations, applicants may not rely on Rule 17a-7 or 17a-8 under the Act. (Rel. IC-24675 – October 3)

### **HARTFORD CAPITAL APPRECIATION HLS FUND, INC ET AL.**

A notice has been issued giving interested persons until October 30 to request a hearing on an application filed by Hartford Capital Appreciation HLS Fund, Inc., Hartford Dividend and Growth HLS Fund, Inc., Hartford Series Fund, Inc., Hartford Index HLS Fund, Inc., Hartford International Opportunities HLS Fund, Inc., Hartford MidCap HLS Fund, Inc., Hartford Small Company HLS Fund, Inc., Hartford Stock HLS Fund, Inc., Hartford Advisers HLS Fund, Inc., Hartford International Advisers HLS Fund, Inc., Hartford Bond HLS Fund, Inc., Hartford Mortgage Securities HLS Fund, Inc. and Hartford Money Market HLS Fund, Inc. (Existing Funds) and HL Investment Advisors, L.L.C. (HL Advisors)(collectively Applicants). Applicants seek exemptive relief to the extent necessary to permit shares of the Existing Funds and shares of any other investment company that is designed to fund variable insurance products, for which HL Advisors 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,

qualified pension and retirement plans outside the separate account context and the Adviser or any of its affiliates (as seed money investment). (Rel. IC-24676 – October 3)

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## SECURITIES ACT REGISTRATIONS

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The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File Number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

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

- S-8 BREEZECOM LTD, ATIDIM TECHNOLOGICAL PARK, 972-3-645-6262,  
TEL AVIV 61131 ISRAEL, L3 00000 - 10,544,447 (\$106,301,982)  
FOREIGN COMMON STOCK. (FILE 333-12586 - SEP. 22) (BR. 7)
- F-3 UNILEVER N V, WEENA 455, 3013 AL ROTTERDAM, THE NETHERLANDS, P7 -  
15,000,000,000 (\$2,000,000,000) STRAIGHT BONDS. (FILE 333-12592 - SEP.  
22)  
(BR. 4)
- F-8 BONUS RESOURCE SERVICES CORP, 500 4TH AVE SW, STE 3000,  
CALGARY ALBERTA T2P 2V6, A0 00000 (403) 263-6777 - 9,795,500  
(\$16,867,851)  
COMMON STOCK. (FILE 333-12602 - SEP. 25) (BR. 4 - NEW ISSUE)
- F-6 TFS /ADR/, ONE WALL ST, NEW YORK, NY 10286 - 10,000,000 (\$500,000)  
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12604 - SEP. 25) (BR.  
99  
- NEW ISSUE)
- S-8 DELTA GALIL INDUSTRIES LTD, 2 KAUFMAN ST, TEL AVIV 68012 ISRAEL, L5  
-  
1,206,079 (\$26,533,738) COMMON STOCK. (FILE 333-12608 - SEP. 26) (BR.  
2)
- S-8 MANULIFE FINANCIAL CORP, 200 BLOOR ST EAST, NORTH TOWER 11,  
TORONTO ONTARIO CANA, (416) 926-3500 - 1,200,000 (\$24,637,560)  
COMMON STOCK. (FILE 333-12610 - SEP. 26) (BR. 1)
- F-6 B2 BREDBAND AB /ADR/, 60 WALL ST, NEW YORK, NY 10260 - 50,000,000  
(\$2,500,000) DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-12618 -  
SEP. 25) (BR. 99 - NEW ISSUE)

S-1 VIASYSTEMS GROUP INC, 101 S HAULEY RD, STE 400, ST LOUIS, MO 63105  
(314) 727-2087 - 1,550,000 (\$364,118,750) COMMON STOCK. (FILE 333-  
46780 -  
SEP. 28) (BR. 5)

S-1 ONI SYSTEMS CORP, 166 B BAYPOINTE PARKWAY, SAN JOSE, CA 95134  
(408) 965-2600 - 9,200,000 (\$815,637,500) COMMON STOCK. (FILE 333-  
46782 -  
SEP. 28) (BR. 7)

S-1 ONI SYSTEMS CORP, 166 B BAYPOINTE PARKWAY, SAN JOSE, CA 95134  
(408) 965-2600 - 287,500,000 (\$287,500,000)  
CONVERTIBLE DEBENTURES AND NOTES. (FILE 333-46784 - SEP. 28) (BR. 7)

S-3 TOSCO CORP, 1700 EAST PUTNAM RD, SUITE 500, OLD GREENWICH, CT 06870  
(203) 977-1000 (FILE 333-46786 - SEP. 28) (BR. 4)

S-8 INTERNET MULTI-MEDIA CORP, 2533 NORTH CARSON STREET SUITE 3358,  
CARSON CITY, NV 89706 (702) 841-4779 - 3,550,000 (\$1,029,500) COMMON  
STOCK.  
(FILE 333-46788 - SEP. 28) (BR. 9)

S-8 DEERE & CO, ONE JOHN DEERE PLACE, MOLINE, IL 61265 (309) 765-8000 -  
10,070,151 (\$316,253,092) COMMON STOCK. (FILE 333-46790 - SEP. 28)  
(BR. 5)

S-1 VICOM INC, 9449 SCIENCE CENTER DR, NEW HOPE, MN 55428 (612) 504-3000  
-  
1,517,600 (\$9,864,400) COMMON STOCK. (FILE 333-46792 - SEP. 28) (BR.  
7)

S-8 ECONNECT, 2500 VIA CABRILLO MARINA, STE 112, SAN PEDRO, CA 90731  
(310) 541-4393 - 1,150,000 (\$1,150) COMMON STOCK. (FILE 333-46794 -  
SEP. 28) (BR. 5)

S-8 ALLEGHENY TECHNOLOGIES INC, 1000 SIX PPG PLACE, PITTSBURGH, PA 15222  
(412) 394-2800 - 8,574,933 (\$154,949,040) COMMON STOCK. (FILE 333-  
46796 -  
SEP. 28) (BR. 5)

S-8 OUTLOOK GROUP CORP, 1180 AMERICAN DR, NEENAH, WI 54957 (920) 722-  
2333 -  
200,000 (\$1,127,500) COMMON STOCK. (FILE 333-46800 - SEP. 28) (BR. 5)

S-2 ITRONICS INC, PO BOX 10725, BLDG C STE 23, RENO, NV 89510 (702) 689-  
7696  
- 10,000,000 (\$5,000,000) COMMON STOCK. (FILE 333-46802 - SEP. 28)  
(BR. 6)

S-8 SPARTON CORP, 2400 E GANSON ST, JACKSON, MI 49202 (517) 787-8600 -  
500,000 (\$2,093,750) COMMON STOCK. (FILE 333-46804 - SEP. 28) (BR. 5)

F-1 UNITED TEST & ASSEMBLY CENTER LTD, 5 SERANGOON NORTH AVENUE 5,  
SINGAPORE, UO - \$120,000,000 FOREIGN COMMON STOCK. (FILE 333-46806 -  
SEP. 28) (NEW ISSUE)

S-8 POLO RALPH LAUREN CORP, 650 MADISON AVENUE, NEW YORK, NY 10022  
 (212) 318-7000 - 10,000,000 (\$164,062,500) COMMON STOCK. (FILE 333-  
 46808 -  
 SEP. 28) (BR. 2)

S-8 NETWORK COMPUTING DEVICES INC, 350 N BERNARDO AVE, MOUNTAIN VIEW, CA  
 94043 (415) 694-0650 - 1,000,000 (\$1,028,625) COMMON STOCK. (FILE  
 333-46814 - SEP. 28) (BR. 3)

S-8 POLYCOM INC, 1565 BARBER LANE, MILPITAS, CA 95035 (408) 526-9000 -  
 3,500,000 (\$155,332,075.77) COMMON STOCK. (FILE 333-46816 - SEP. 28)  
 (BR. 7)

S-3 PHARMOS CORP, 99 WOOD AVENUE SOUTH, SUITE 301, ISELIN, NJ 08830  
 (732) 452-9556 - 5,872,140 (\$21,814,697) COMMON STOCK. (FILE 333-46818  
 -  
 SEP. 28) (BR. 1)

S-8 ARIBA INC, 1565 CHARLESTON RD, MOUNTAIN VIEW, CA 94043 (650) 930-  
 6200 -  
 1,700,000 (\$77,384,000) COMMON STOCK. (FILE 333-46820 - SEP. 28) (BR.  
 3)

S-8 HOLIDAY RV SUPERSTORES INC, SAND LAKE WEST EXECUTIVE PARK,  
 7851 GREENBRIAR PKWY, ORLANDO, FL 32819 (407) 363-9211 - 3,775,000  
 (\$16,279,687) COMMON STOCK. (FILE 333-46822 - SEP. 28) (BR. 2)

S-8 TELECOM WIRELESS CORP/CO, 5299 DTC BLVD, STE 1120, ENGLEWOOD, CO  
 80111  
 (303) 416-4000 - 2,500,000 (\$1,100,000) COMMON STOCK. (FILE 333-46824  
 -  
 SEP. 28) (BR. 9)

S-8 DUN & BRADSTREET CORP/NW, ONE DIAMOND HILL RD, ONE DIAMOND HILL RD,  
 MURRAY HILL, NJ 07974 (908) 665-5000 - 3,000,000 (\$41,910,000)  
 COMMON STOCK. (FILE 333-46826 - SEP. 28) (BR. 2)

SB-2 PHYLLIS MAXWELLS GROUP INC, 1501 BROADWAY SUITE 1807, NEW YORK, NY  
 10036  
 (212) 768-2990 - 1,000,000 (\$50,000) COMMON STOCK. (FILE 333-46828 -  
 SEP. 28) (NEW ISSUE)

S-8 APOLLO GROUP INC, 4615 EAST ELWOOD ST, PHOENIX, AZ 85040 (602) 966-  
 5394  
 - 16,350,000 (\$344,557,500) COMMON STOCK. (FILE 333-46834 - SEP. 28)  
 (BR. 8)

S-8 XPEDIOR INC, ONE NORTH FRANKLIN, SUITE 1500, CHICAGO, IL 60606  
 (800) 462-6301 - 2,000,000 (\$8,312,500) COMMON STOCK. (FILE 333-46838  
 -  
 SEP. 28) (BR. 8)

S-1 CONVERGENT NETWORKS INC, 900 CHELMSFORD STREET, LOWELL, MA 97832 -  
 \$100,000,000 COMMON STOCK. (FILE 333-46840 - SEP. 28)



S-3 XCEL ENERGY INC, 414 NICOLLET MALL 4TH FL, MINNEAPOLIS, MN 55401  
(612) 330-5500 - 1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS. (FILE  
333-46842 - SEP. 28) (BR. 2)

S-8 U S WIRELESS DATA INC, 750 LEXINGTON AVENUE, NEW YORK, NY 10022  
(212) 750-7766 - 7,393,653 (\$9,204,994) COMMON STOCK. (FILE 333-46844  
-  
SEP. 28) (BR. 3)

S-8 JDS UNIPHASE CORP /CA/, 163 BAYPOINTE PKWY, SAN JOSE, CA 95134  
(408) 434-1800 - 91,682 (\$9,186,200) COMMON STOCK. (FILE 333-46846 -  
SEP. 28) (BR. 5)

S-3 WEBB INTERACTIVE SERVICES INC, 1899 WYNKOOP SUITE 600, DENVER, CO  
80202  
(303) 296-9200 - 1,361,112 (\$11,994,799) COMMON STOCK. (FILE 333-46848  
-  
SEP. 28) (BR. 3)

S-8 WIND RIVER SYSTEMS INC, 500 WIND RIVER WAY, ALAMEDA, CA 94501  
(510) 748-4100 - 4,000,000 (\$178,555,920.19) COMMON STOCK. (FILE  
333-46850 - SEP. 28) (BR. 3)

S-3 LIONBRIDGE TECHNOLOGIES INC /DE/, 950 WINTER STREET, SUITE 4300,  
WALTHAM, MA 02154 (781) 890-6612 - 1,500,000 (\$12,656,250) COMMON  
STOCK.  
(FILE 333-46852 - SEP. 28) (BR. 8)

S-8 NETDIGEST COM INC, 4950 WEST PROSPECT ROAD, SELLSK ROSS ON WYE,  
FORT LAUDERDALE, FL 33309 - 482,000 (\$4,820) COMMON STOCK. (FILE  
333-46854 - SEP. 28) (BR. 6)

S-8 QUOKKA SPORTS INC, 525 BRANNAN STREET, GROUND FLOOR, SAN FRANCISCO,  
CA  
94107 (415) 908-3800 - 1,500,000 (\$5,953,500) COMMON STOCK. (FILE  
333-46856 - SEP. 28) (BR. 5)

S-3 EOG RESOURCES INC, 1200 SMITH ST, HOUSTON, TX 77002 (713) 651-7000  
(FILE 333-46858 - SEP. 28) (BR. 4)

S-8 PEOPLES BANCORP OF NORTH CAROLINA INC, 218 SOUTH MAIN STREET,  
NEWTON, NC  
28658 (828) 464-5620 - 321,860 (\$4,349,294.18) COMMON STOCK. (FILE  
333-46860 - SEP. 28) (BR. 7)

S-8 SOLIGEN TECHNOLOGIES INC, 19408 LONDELIUS ST, NORTHBRIDGE, CA 91423  
(818) 718-1221 - 1,500,000 (\$398,400) COMMON STOCK. (FILE 333-46862 -  
SEP. 28) (BR. 6)

S-3 RFS HOTEL INVESTORS INC, 850 RIDGE LAKE BLVD STE 220, MEMPHIS, TN  
38120  
(901) 767-7005 - 1,200,000 (\$15,192,000) COMMON STOCK. (FILE 333-46864  
-  
SEP. 28) (BR. 8)

S-8 ALLEGIANCE TELECOM INC, 1950 STEMMONS FRWY, STE 3026, DALLAS, TX  
75207  
(214) 853-7100 - 6,000,000 (\$204,000,000) COMMON STOCK. (FILE 333-  
46866 -  
SEP. 28) (BR. 7)

S-3 NEWPORT CORP, 1791 DEERE AVE, IRVINE, CA 92714 (714) 863-3144 -  
165,000  
(\$27,581,400) COMMON STOCK. (FILE 333-46870 - SEP. 28) (BR. 5)

S-3 IMMUNE RESPONSE CORP, 5935 DARWIN COURT, CARLSBAD, CA 92008  
(619) 431-7080 - 1,317,609 (\$9,961,124) COMMON STOCK. (FILE 333-46872  
-  
SEP. 28) (BR. 1)

S-8 LIQUID AUDIO INC, 810 WINSLOW STREET, REDWOOD CITY, CA 94063  
(650) 549-2000 - 500,000 (\$3,414,731.06) COMMON STOCK. (FILE 333-46874  
-  
SEP. 28) (BR. 3)

SB-2 PROVIDENTIAL HOLDINGS INC, 8700 WARNER AVE STE 100, 13TH FLOOR,  
NEW YORK, NY 92708 (714) 596-0244 - 60,000,000 (\$22,500,000) COMMON  
STOCK.  
(FILE 333-46876 - SEP. 28) (BR. 1)

SB-2 ACCORD ADVANCED TECHNOLOGIES INC, 5002 SOUTH ASH AVENUE, TEMPE, AZ  
85282  
(480) 820-1400 - 11,739,131 (\$2,700,000) COMMON STOCK. (FILE 333-46878  
-  
SEP. 28) (BR. 9)

SB-2 ABBOTT MINES LTD, 1160 WEST GEORGIA STREET, VANCOUVER, A1 00000 -  
2,000,000 (\$200,000) COMMON STOCK. (FILE 333-46884 - SEP. 29) (NEW  
ISSUE)

SB-2 KEYSTONE MINES LTD, 1160 WEST GEORGIA STREET, VANCOUVER, A1 00000 -  
2,000,000 (\$200,000) COMMON STOCK. (FILE 333-46886 - SEP. 29) (NEW  
ISSUE)

S-4 SHORE BANCSHARES INC, 109 NORTH COMMERCE ST, CENTREVILLE, MD 21617  
(410) 758-1600 - 3,407,819 (\$61,340,742) COMMON STOCK. (FILE 333-46890  
-  
SEP. 29) (BR. 7)

S-1 AQUIS COMMUNICATIONS GROUP INC, 11719A ROUTE 10, SUITE 300,  
PARSIPPANY,  
NJ 07054 (973) 560-8000 - 8,851,352 (\$25,212,333) COMMON STOCK. (FILE  
333-46892 - SEP. 29) (BR. 7)

S-8 SIMPLE TECHNOLOGY INC, 3001 DAIMLER ST, SANTA ANA, CA 92705  
(800) 367-7330 - 7,393,005 (\$81,323,055) COMMON STOCK. (FILE 333-46894  
-  
SEP. 29) (BR. 3)