

SEC NEWS DIGEST

Issue 99-140

July 22, 1999

COMMISSION ANNOUNCEMENTS

COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. Meetings will be scheduled according to the requirements of agenda items under consideration.

Meetings will be held in the Commission Meeting Room, Room 1C30, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Visitors are welcome at all open meetings, insofar as space is available. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

Any member of the public who requires auxiliary aids such as a sign language interpreter or material on tape to attend a public meeting should contact Rochelle Franks, Office of Administrative and Personnel Management, to make arrangements. Ms. Franks can be reached at TTY number (202) 942-9558. If you are calling from a non-TTY number, please call the Relay Service at 1-800-877-8339.

OPEN MEETING - TUESDAY, JULY 27, 1999 - 10:00 A.M.

The subject of the open meeting scheduled for Tuesday, July 27, at 10:00 a.m., will be:

The Commission will consider adopting temporary Rules 15b7-3T, 17Ad-21T, and 17a-9T regarding operational capability of non-bank transfer agents and broker-dealers in the Year 2000. These rules are designed to protect the securities markets from non-bank transfer agents and broker-dealers that are not Year 2000 compliant. For further information, contact Lori Bucci, Special Counsel, at (202) 942-0742 (Rule 17Ad-21T), Robert Long, Staff Attorney, at (202) 942-0097 (Rule 15b7-3T), and Deana La Barbera, Staff Attorney, at (202) 942-0734 (Rule 17a-9T), Office of Market Supervision, Division of Market Regulation.

CLOSED MEETING - WEDNESDAY, JULY 28, 1999 - 11:00 A.M.

The subject matter of the closed meeting scheduled for Wednesday, July 28, at 11:00 a.m., will be: Institution of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; Institution of administrative proceedings of an enforcement nature; and Institution and settlement of injunctive actions.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 942-7070.

ORDER OF SUSPENSION OF TRADING ENTERED AGAINST UNIPRIME CAPITAL ACCEPTANCE, INC.

The Commission announced the temporary suspension, pursuant to Section 12(k) of the Securities Exchange Act of 1934 (Exchange Act), of over-the-counter trading of the securities of Uniprime Capital Acceptance, Inc. (Uniprime) of Las Vegas, Nevada, at 9:30 a.m. on July 22, 1999, EDT and terminating at 11:59 p.m. on August 4, 1999, EDT.

The Commission's Order of Suspension of Trading arose from concerns that there was a lack of current and accurate information regarding the accuracy and adequacy of publicly disseminated information concerning, among other things, a product developed by a subsidiary for treating human immunodeficiency virus (HIV).

The Commission acknowledges the assistance of the National Association of Securities Dealers Regulation, Inc. in connection with this matter. (Rel. 34-41638)

ENFORCEMENT PROCEEDINGS

ORDER INSTITUTING PUBLIC PROCEEDINGS, MAKING FINDINGS, AND ISSUING CEASE AND DESIST ORDER ENTERED AGAINST JOE LOOFBOURROW TO STOP INTERNET "FREE" STOCK OFFERING

The Commission announced that on July 21 it instituted and settled public cease and desist proceedings against Joe Loofbourrow (Loofbourrow) of Oklahoma City, Oklahoma. The Commission found that Loofbourrow had offered and sold so-called "free" stock, and offered other securities, in his company American Space Corp. (ASC) through misleading Internet web sites, in violation of the registration and antifraud provisions of the federal securities laws. Loofbourrow consented, without admitting or denying the Commission's findings, to a cease and desist order barring him from future violations of these provisions.

The Commission made the following findings: From at least April 7 to May 1999, through an Internet web site, Loofbourrow offered shares of so-called "free stock" in ASC to individuals who either referred others to the ASC web site, and/or who both provided Loofbourrow with their names, home addresses, and Email addresses and answered a series of questions designed to ensure that they had read web site statements concerning an offering of "financial partner" interests in ASC. The primary purpose of this "free" stock offering was to generate publicity for ASC and to encourage investors to invest in ASC. In fact, ASC did receive publicity on other web sites established by ASC "free stock shareholders." Many individuals provided Loofbourrow with the required information and/or referred others to the web site.

The Commission found that Loofbourrow's activities constituted "sales" for "value" for purposes of the securities laws, even though no money changed hands and no stock certificates were delivered. The Commission further found that because the "free" stock offerings were made through general solicitations but were not exempt from registration, they should have been registered with the Commission in order to comply with revised Commission rules in effect since April 7, 1999. These revisions removed certain exemptions to registration previously available under Rule 504 of Regulation D of the Securities Act of 1933.

The Commission also found that from July 1995 to May 1999, Loofbourrow used Internet web sites to solicit the public to purchase unregistered "financial partner interests" in ASC. These interests, which were securities within the meaning of the federal securities laws, should have been registered with the Commission.

Finally, the Commission found that Loofbourrow's websites were materially misleading because they contained statements that had no reasonable basis in fact. Among other things, Loofbourrow claimed that ASC had plans to build the world's largest aerospace manufacturing plant, to set up a NASDAQ-affiliated office, to resume lunar exploration by 2004, and to establish a research and development facility capable of finding cures for aging, all addictions, and all diseases. Loofbourrow also represented that ASC "free" stock was worth \$1 per share. In fact, ASC is an unincorporated entity without offices, employees, contracts, or a business plan (outside of the information that appeared on web sites). The Commission found that Loofbourrow's statements violated the antifraud provisions of the securities laws. (Rels. 33-7700; 34-41631; File No. 3-9934)

SEC ORDERS THEODORE SOTIRAKIS TO STOP ISSUING UNREGISTERED "FREE" STOCK OVER THE INTERNET

On July 21, the SEC ordered Theodore Sotirakis (Sotirakis), a Staten Island resident, to stop issuing unregistered "free" stock over the internet. The Commission found that since September 1998, Sotirakis has been operating an internet website under the name Kinesis International, Inc. (Kinesis), a non-incorporated business, from which he offered "free" Kinesis stock to anyone who agreed to link

to the site and/or register for "free" Kinesis shares at the site. Visitors to the site also could obtain "free" Kinesis stock by referring others who agreed to link to the site. At least 200 people registered to receive Kinesis stock. A number of registrants linked their websites to the Kinesis site and referred others to the site. No Kinesis stock was ever issued.

The Commission found that Sotirakis' promise to give Kinesis stock to the public in exchange for the recipients' agreement to register and/or to link to the Kinesis website constituted a sale of securities because Sotirakis received value from registrants in the form of free advertising for Kinesis. Sotirakis did not file a registration statement with the SEC for his offering of Kinesis shares, and no exemption from the registration requirements was available.

The SEC found that Sotirakis violated Sections 5(a) and 5(c) of the Securities Act of 1933 and entered an order requiring him to cease and desist from committing or causing these violations. Sotirakis agreed to the entry of the SEC Order without admitting or denying the Commission's findings. (Rel. 33-7701; File No. 3-9935)

INTERNET AUCTION COMPANY ORDERED TO CEASE AND DESIST FROM OFFERING AND SELLING "FREE" STOCK

On July 21, the Commission instituted and simultaneously settled public cease and desist proceedings against WowAuction.com Inc. (WowAuction) and Steven Michael Gaddis, Sr. (Gaddis). From March 1999 to May 1999, WowAuction and its president, Gaddis, offered to sell and sold "free" shares of WowAuction stock via the Internet. This "free" stock was given to individuals who registered on the WowAuction web site and who referred other individuals to the web site. The Commission's order found that WowAuction and Gaddis violated the registration provisions of the federal securities laws by failing to register such shares with the Commission. Without admitting or denying the allegations in the order, WowAuction and Gaddis consented to the entry of an order that they cease and desist from committing or causing any violations and any future violations of the registration provisions of the federal securities laws. (Rel. 33-7702; File No. 3-9936)

INTERNET BASED COMPANY ORDERED TO CEASE AND DESIST FROM OFFERING AND SELLING "FREE" STOCK AND FROM ANTIFRAUD VIOLATIONS

On July 21, the Commission instituted and simultaneously settled public cease and desist proceedings against Web Works Marketing.com, Inc. (Web Works) and Trace D. Cornell (Cornell). From January 1999 to May 1999, Web Works and its sole officer, Cornell, offered to sell and sold "free" shares of Web Works stock via the Internet. This "free" stock was given to individuals who registered on the Web Works web site and who subscribed to long distance telephone services marketed by Cornell through Web Works. The Commission's order found that Web Works and Cornell violated the registration and antifraud provisions of the federal securities laws by failing to

register such shares with the Commission and misrepresenting and omitting material facts concerning, among other things, the size and growth potential of Web Works, the present and future value of Web Works stock, and Web Works' contractual relationship with a long distance service provider. Without admitting or denying the allegations in the order, Cornell and Web Works consented to the entry of an order that they cease and desist from committing or causing any violations and any future violations of the registration and antifraud provisions of the federal securities laws. (Rel. 7703; 34-41632; File No. 3-9937)

**CONDITIONAL APPROVAL OF LISTING OF IMAGING DIAGNOSTIC SYSTEMS, INC.
UPHELD**

The Commission has dismissed Imaging Diagnostic Systems, Inc.'s (IDS) appeal from an NASD decision granting its application to include IDS securities on the Nasdaq SmallCap Market subject to two conditions: that the bid price of the securities meet the \$4.00 minimum required for listing and that IDS demonstrate that it has at least \$5,000,000 in net tangible assets. The NASD imposed these conditions because IDS' stock fell below the minimum bid requirement and did not recover over a two-month period and because IDS' history of losses jeopardized their long term compliance with the continued listing requirement of \$2,000,000 in net tangible assets. The Commission found that sufficient factual basis existed to impose the conditions for inclusion of IDS' common stock in the Nasdaq SmallCap Market, and that the NASD acted in accordance with its rules, which it applied in a manner consistent with the purposes of the securities laws. (Rel. 34-41633; File 3-9624)

CIVIL ACTION AGAINST GLITTERGROVE INVESTMENTS, LTD.

The Commission today announced that on June 25, 1999, the Honorable Sidney H. Stein, United States District Judge, Southern District of New York, entered a Final Judgment of Default against Glittergrove Investments, Ltd., an offshore corporation. On February 17, 1999, the Commission brought an emergency civil action alleging that Glittergrove had participated in unregistered distributions of the common stock of Citron, Inc. and Electronic Transfer Associates, Inc., in violation of the registration provisions of the federal securities laws. The default judgment permanently enjoins Glittergrove from further violations of Sections 5(a) and 5(c) of the Securities Act of 1933, and orders Glittergrove to pay \$2,987,710.50 in disgorgement, plus prejudgment interest.

On July 12, 1999, \$2,573,943.54, representing Glittergrove funds that had been frozen in the United States by order of the Court, were paid into the Court's Registry. On July 20, the Commission filed a motion seeking the Court's approval of a Proposed Disgorgement Plan that would distribute those funds to investors who purchased shares of Citron and Electronic Transfer Associates, Inc. from Glittergrove. For further information, see also LR-16064. [SEC v. Glittergrove Investments, Ltd., USDC, SDNY, 99 Civ. 1153, SHS] (LR-16216)

INVESTMENT ADVISERS ACT RELEASES

CSX FINANCIAL MANAGEMENT, INC.

An order has been issued on an application filed by CSX Financial Management, Inc. under Section 202(a)(11)(F) of the Investment Advisers Act. The order declares CSX Financial Management, Inc. to be a person not within the intent of Section 202(a)(11) of the Advisers Act, which defines the term "investment adviser." (Rel. IA-1808 - July 20)

INVESTMENT COMPANY ACT RELEASES

ORDERS OF DEREGISTRATION UNDER THE INVESTMENT COMPANY ACT

Orders have been issued under Section 8(f) of the Investment Company Act declaring that each of the following has ceased to be an investment company:

Pinnacle Fund
[File No. 811-4188]
(Rel. IC-23905 - July 20, 1999)

The Crabbe Huson Funds
[File No. 811-7427]
(Rel. IC-23906 - July 20, 1999)

The Crabbe Huson Special Fund, Inc.
[File No. 811-5302]
(Rel. IC-23907 - July 20, 1999)

Templeton American Trust, Inc.
[File No. 811-6204]
(Rel. IC-23908 - July 20, 1999)

Morgan Stanley Dean Witter Capital Appreciation Fund
[File No. 811-7333]
(Rel. IC-23909 - July 20, 1999)

Neuberger & Berman Municipal Securities Trust
[File No. 811-5107]
(Rel. IC-23910 - July 20, 1999)

Neuberger & Berman Municipal Money Fund
[File No. 811-4102]
(Rel. IC-23911 - July 20, 1999)

Neuberger & Berman Ultra Short Bond Fund
[File No. 811-4812]
(Rel. IC-23912 - July 20, 1999)

Neuberger & Berman Limited Maturity Bond Fund
[File No. 811-4560]
(Rel. IC-23913 - July 20, 1999)

Neuberger & Berman Cash Reserves
[File No. 811-5467]
(Rel. IC-23914 - July 20, 1999)

SELF-REGULATORY ORGANIZATIONS

DELISTING GRANTED

An order has been issued granting the application of the Philadelphia Stock Exchange to strike from listing and registration The Options Clearing Corporation, call and put option contracts relating to certain underlying securities. (Rel. 34-41630)

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

- S-3 INTERNATIONAL COMFORT PRODUCTS CORP, 201 4TH AVE NORTH, STE 1700, NASHVILLE, TN 37219 (615) 726-5200 - 1,488,162 (\$17,069,218) FOREIGN COMMON STOCK. (FILE 333-82883 - JUL. 15) (BR. 6)
- SB-2 SPORTSTRAC SYSTEMS INC, 6654 GUNPARK DRIVE SUITE 100, BOULDER, CO 80301 (303) 527-0600 - 2,018,250 (\$13,724,100) COMMON STOCK. 117,000 (\$579,250) WARRANTS, OPTIONS OR RIGHTS. 117,500 (\$1,389,960) COMMON STOCK. (FILE 333-82885 - JUL. 15) (BR. 9 - NEW ISSUE)
- S-8 ULTRAK INC, 1301 WATERS RIDGE DRIVE, LEWISVILLE, TX 75057 (972) 280-9675 - 1,600,000 (\$10,973,897) COMMON STOCK. (FILE 333-82887 - JUL. 15) (BR. 5)
- S-8 EXCHANGE APPLICATIONS INC, 89 SOUTH STREET, BOSTON, MA 02111 (617) 737-2244 - 6,724,963 (\$240,888,175) COMMON STOCK. (FILE 333-82889 - JUL. 15) (BR. 3)
- S-3 TEXACO INC, 2000 WESTCHESTER AVE, WHITE PLAINS, NY 10650 (914) 253-4000 - \$1,500,000,000 STRAIGHT BONDS. (FILE 333-82893 - JUL. 15) (BR. 4)
- S-3 FORD CREDIT AUTO RECEIVABLES TWO L P, THE AMERICAN ROAD, P O BOX 6044, DEARBORN, MI 48121 (313) 322-3000 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 333-82895 - JUL. 15) (BR. 8)
- S-8 SHOWCASE CORP /MN, 4115 HWY 52 NORTH, STE 300, ROCHESTER, MN 55901 (507) 288-5922 - 4,640,290 (\$31,521,268) COMMON STOCK. (FILE 333-82897 - JUL. 15) (BR. 3)
- S-8 MINNESOTA POWER INC, 30 W SUPERIOR ST, DULUTH, MN 55802 (218) 722-2641 - 2,500,000 (\$47,578,125) COMMON STOCK. (FILE 333-82901 - JUL. 15) (BR. 2)

S-4 DEVON DELAWARE CORP, 20 N BROADWAY, STE 1500, OKLAHOMA CITY, OK 73102
(405) 235-3611 - 96,820,627 (\$2,568,341,210) COMMON STOCK. (FILE
333-82903 - JUL. 15) (BR. 4 - NEW ISSUE)

S-3 XATA CORP /MN/, 151 E CLIFF RD STE 10, BURNSVILLE, MN 55337
(612) 894-3680 - 466,670 (\$700,005) COMMON STOCK. (FILE 333-82905 -
JUL 15) (BR. 3)

S-1 CALICO COMMERCE INC/, 333 WEST SAN CARLOS ST STE 300, SAN JOSE, CA 95110
- \$57,500,000 COMMON STOCK. (FILE 333-82907 - JUL. 15) (BR. 8 - NEW ISSUE)

S-3 WAL MART STORES INC, 702 SOUTHWEST 8TH ST, BENTONVILLE, AR 72716
(501) 273-4000 (FILE 333-82909 - JUL. 15) (BR. 2)

S-8 CARROLLTON BANCORP, 15 CHARLES PLZ STE 200, BALTIMORE, MD 21201
(410) 536-4600 - 200,000 (\$3,462,500) COMMON STOCK. (FILE 333-82915 -
JUL 15) (BR. 7)

S-3 UNITED TECHNOLOGIES CORP /DE/, UNITED TECHNOLOGIES BLDG,
ONE FINANCIAL PLZ, HARTFORD, CT 06101 (203) 728-7000 - 400,000,000
(\$400,000,000) WARRANTS, OPTIONS OR RIGHTS. (FILE 333-82917 - JUL. 15)
(BR. 5)

S-8 ALPHA MICROSYSTEMS, 2722 SOUTH FAIRVIEW STREET, SANTA ANA, CA 92704
(714) 957-8500 - 2,500,000 (\$1,547,000) COMMON STOCK. (FILE 333-82919 -
JUL. 15) (BR. 3)

S-4 ATRIUM COMPANIES INC, 1341 W MOCKINGBIRD LANE, SUITE 1200W, DALLAS, TX
75247 (214) 630-5757 - 175,000,000 (\$175,000,000) STRAIGHT BONDS. (FILE
333-82921 - JUL. 15) (BR. 6)

S-4 TENNECO PACKAGING INC, 1900 WEST FIELD CT, LAKE FOREST, IL 60045
(847) 482-2000 - 1,300,000,000 (\$1,313,000,000) STRAIGHT BONDS (FILE
333-82923 - JUL. 15) (BR. 6)

S-8 CYTYC CORP, 237 CEDAR HILL ST, MARLBOROUGH, MA 01752 (508) 263-8000 -
517,078 (\$11,892,794) COMMON STOCK. (FILE 333-82925 - JUL. 15) (BR. 5)

S-8 USDATA CORP, 2435 NORTH CENTRAL EXPRESSWAY, RICHARDSON, TX 75080
(214) 680-9700 - 200,000 (\$628,000) COMMON STOCK. (FILE 333-82927 -
JUL. 15) (BR. 3)

S-3 UNITED DOMINION REALTY TRUST INC, 10 S 6TH ST STE 203, RICHMOND, VA
23219 (804) 780-2691 - 95,119 (\$1,102,785.91) COMMON STOCK. (FILE
333-82929 - JUL. 15) (BR. 8)

S-8 INFOUSA INC, 5711 S 86TH CIRCLE, OMAHA, NE 68127 (402) 593-4500 -
3,000,000 (\$19,500,000) COMMON STOCK. (FILE 333-82933 - JUL. 15) (BR. 2)

S-8 SYMMETRICOM INC, 2300 ORCHARD PARKWAY, SAN JOSE, CA 95131 (408) 428-7813
- 447,786 (\$3,931,562) COMMON STOCK. (FILE 333-82935 - JUL. 15) (BR. 7)

S-4 HOLLYWOOD ENTERTAINMENT CORP, 9275 SW PEYTON LANE, WILSONVILLE, OR 97070
(503) 570-1600 - 50,000,000 (\$50,000,000) STRAIGHT BONDS. (FILE 333-82937
- JUL. 15) (BR. 5)

S-3 HOLLYWOOD ENTERTAINMENT CORP, 9275 SW PEYTON LANE, WILSONVILLE, OR 97070
(503) 570-1600 - 8,362,800 (\$150,007,725) COMMON STOCK. (FILE 333-82939 -
JUL. 15) (BR. 5)

S-8 VERISIGN INC/CA, 1390 SHOREBIRD WAY, MOUNTAIN VIEW, CA 94043
(650) 961-7500 - 4,900,000 (\$399,203,000) COMMON STOCK. (FILE 333-82941 -
JUL. 15) (BR. 3)

S-3 DEVON ENERGY CORP /OK/, 20 N BROADWAY STE 1500, OKLAHOMA CITY, OK 73102
(405) 235-3611 - 9,954,000 (\$365,498,438) COMMON STOCK. (FILE 333-82943 -
JUL. 15) (BR. 4)

S-3 CISCO SYSTEMS INC, 170 WEST TASMAN DRIVE, SAN JOSE, CA 95134
(408) 526-4000 - 2,017,180 (\$130,990,626) COMMON STOCK. (FILE 333-82945 -
JUL 15) (BR. 3)

S-3 ANCOR COMMUNICATIONS INC /MN/, 6130 BLUE CIRCLE DR, MINNETONKA, MN 55343
(612) 932-4000 - 2,875,000 (\$82,835,937) COMMON STOCK. (FILE 333-82947 -
JUL. 15) (BR. 3)

S-3 KERAVISION INC /CA/, 48630 MILMONT DR, FREMONT, CA 94538 (510) 353-3000
- 4,600,000 (\$105,340,000) COMMON STOCK. (FILE 333-82949 - JUL. 15)
(BR. 5)

S-8 VIZACOM INC, 3A OAK RD, FAIRFIELD, NJ 07004 (972) 808-1992 - 750,000
(\$2,906,250) COMMON STOCK. (FILE 333-82951 - JUL. 15) (BR. 3)

S-3 NOBLE AFFILIATES INC, 110 W BROADWAY, P O BOX 1967, ARDMORE, OK 73402
(405) 223-4110 (FILE 333-82953 - JUL. 15) (BR. 4)

S-1 OCEAN ENERGY ROYALTY TRUST, 910 TRAVIS 5TH FLOOR, HOUSTON, TX 77002
(713) 751-6834 - \$100,000,000 COMMON SHARES OF BENEFICIAL INTEREST. (FILE
333-82955 - JUL. 15) (BR. 4 - NEW ISSUE)

S-8 ZANY BRAINY INC, 308 E LANCASTER AVE, WYNNEWOOD, PA 19096 (610) 896-1500
- 5,425,207 (\$38,709,787) COMMON STOCK. (FILE 333-82961 - JUL. 16)
(BR. 6)

S-3 AMERICAN CHAMPION ENTERTAINMENT INC, 26203 PRODUCTION AVENUE, SUITE 5,
HAYWARD, CA 94545 (510) 785-8750 - 4,260,190 (\$6,390,285) COMMON STOCK.
(FILE 333-82963 - JUL. 16) (BR. 5)

S-8 AMYLIN PHARMACEUTICALS INC, 9373 TOWNE CENTRE DR, SAN DIEGO, CA 92121
(619) 552-2200 - 900,000 (\$2,421,000) COMMON STOCK. (FILE 333-82965 -
JUL. 16) (BR. 1)

N-2 NUVEEN INSURED DIVIDEND ADVANTAGE MUNICIPAL FUND, JOHN NUVEEN & CO INC,
333 WEST WACKER DRIVE, CHICAGO, IL 60606 (312) 917-7794 - 100,000
(\$1,500,000) COMMON STOCK. (FILE 333-82969 - JUL. 16) (BR. 18)

N-2 NUVEEN MARYLAND DIVIDEND ADVANTAGE MUNICIPAL FUND, JOHN NUVEEN & CO INC,
333 WEST WACKER DRIVE, CHICAGO, IL 60606 (312) 917-7794 - 100,000
(\$1,500,000) COMMON STOCK. (FILE 333-82971 - JUL. 16) (BR. 18)

S-4 BLOUNT INTERNATIONAL INC, PO BOX 949, 4520 EXECUTIVE PK DR, MONTGOMERY,
AL 36116 (334) 244-4000 - 2,966,666 (\$44,499,990) COMMON STOCK. (FILE
333-82973 - JUL. 16) (BR. 6)

N-2 NUVEEN MICHIGAN DIVIDEND ADVANTAGE MUNICIPAL FUND, JOHN NUVEEN & CO,
333 W WACKER DR, CHICAGO, IL 60606 (312) 917-8146 - 100,000 (\$1,500,000)
COMMON STOCK. (FILE 333-82975 - JUL. 16) (BR. 18)

N-2 NUVEEN VIRGINIA DIVIDEND ADVANTAGE MUNICIPAL FUND, JOHN NUVEEN & CO INC,
333 WEST WACKER DRIVE, CHICAGO, IL 60606 (312) 917-7794 - 100,000
(\$1,500,000) COMMON STOCK. (FILE 333-82977 - JUL. 16) (BR. 18)

N-2 NUVEEN MASSACHUSETTS DIVIDEND ADVANTAGE MUNICIPAL FUND,
JOHN NUVEEN & CO INC, 333 WEST WACKER DRIVE, CHICAGO, IL 60606
(312) 917-7794 - 100,000 (\$1,500,000) COMMON STOCK. (FILE 333-82979 -
JUL. 16) (BR. 18)

N-2 NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND, JOHN NUVEEN & CO,
333 W WACKER DR, CHICAGO, IL 60606 (312) 917-8146 - 100,000 (\$1,500,000)
COMMON STOCK. (FILE 333-82981 - JUL. 16) (BR. 18)