

SEC NEWS DIGEST

Issue 99-194

October 7, 1999

COMMISSION ANNOUNCEMENTS

OPEN MEETING - WEDNESDAY, OCTOBER 13, 1999 - 10:00 A.M.

The subject matter of the open meeting scheduled for Wednesday, October 13 at 10:00 a.m. will be:

The Commission will consider whether to propose new rules and rule amendments that are designed to enhance the independence and effectiveness of independent directors and to better enable investors to assess the independence of directors. The Commission also will consider whether to issue a companion release that would provide the views of its staff on a number of interpretive issues related to fund directors, and the views of the Commission on its role in disputes between independent directors and fund management. These initiatives follow on discussions at a Roundtable on fund independent directors hosted by the Commission earlier this year. For further information regarding the proposed substantive rule amendments, contact Jennifer B. McHugh at (202) 942-0690; regarding the proposed disclosure rule amendments, contact Heather A. Seidel at (202) 942-0721; or regarding the interpretive release, contact Brendan C. Fox at (202) 942-0660.

CLOSED MEETING - WEDNESDAY, OCTOBER 13, 1999 - FOLLOWING THE OPEN MEETING

The subject matter of the closed meeting scheduled for Wednesday, October 13 following the 10:00 a.m. open meeting, will be: Institution and settlement of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; and Formal order of investigation.

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.

SEC RELEASES FULL AGENDA AND PANELISTS FOR FIRST ANNUAL MUNICIPAL MARKET ROUNDTABLE

Today the Commission released the full agenda and panelists for the first annual Municipal Market Roundtable that it will host on Thursday, October 14, 1999. The roundtable will take place in the William O. Douglas Room at the Securities and Exchange Commission, 450 5th Street, N.W., Washington, D.C. The event is open to the public and free of charge. Seating will be on a first come, first served basis but will be limited to approximately 225 people. For additional information please call the Office of Municipal Securities at (202) 942-7300.

The roundtable will provide a forum for all municipal market participants, including issuers, underwriters, bond counsel, financial advisors, scholars, and regulators, to explore current issues in disclosure and other practices in the municipal marketplace.

Please refer to the following press release number for the full agenda and panelists. (Press Rel. 99-128)

INVESTMENT COMPANY ACT RELEASES

MONY LIFE INSURANCE COMPANY, ET AL.

A notice has been issued giving interested persons until November 1, 1999, to request a hearing on an application filed by MONY Life Insurance Company, et al. granting an exemption from Section 17(a) of the Investment Company Act. The order would permit certain registered open-end management investment companies (Funds) to engage in principal transactions with a broker-dealer that is an affiliated person of an affiliated person of the Funds. (Rel. IC-24073 - October 5)

VAN ECK/CHUBB FUNDS, INC., AND CHUBB ASSET MANAGERS, INC.

A notice has been issued giving interested persons until October 28 to request a hearing on an application filed by Van Eck/Chubb Funds, Inc. (Company), and Chubb Asset Managers, Inc. for an exemption from Section 17(a) of the Investment Company Act. The order would permit Van Eck/Chubb Growth and Income Fund, a series of the Company, to acquire the assets and liabilities of Van Eck/Chubb Capital Appreciation Fund, another series of the Company. Because of certain affiliations, applicants may not rely on Rule 17a-8 under the Act. (Rel. IC-24074 - October 6)

SELF-REGULATORY ORGANIZATIONS

PARTIAL APPROVAL OF PROPOSED RULE CHANGE

The Commission noticed a proposed rule change submitted by the Chicago Stock Exchange (SR-CHX-99-11) regarding specialist retention periods for Nasdaq National Market securities and granted accelerated approval of the specialist retention periods governing CHX listed securities, which were subject to a recently expired pilot program. Publication of the notice and order is expected in the Federal Register during the October 4. (Rel. 34-41922)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the National Association of Securities Dealers relating to a delay in implementing changes to Nasdaq riskless principal trade reporting rules (SR-NASD-99-52) 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 October 11. (Rel. 34-41974)

PROPOSED RULE CHANGES

A proposed rule change has been filed by the Municipal Securities Rulemaking Board (SR-MSRB-98-08) amending MSRB Rule G-38, on Consultants, Rule G-37, on Political Contributions and Prohibitions on Municipal Securities Business, Rule G-8, on Books and Records, and the attachment page to Form G-37/G-38. Publication of the proposal is expected in the Federal Register during the week of October 11. (Rel. 34-41975)

The New York Stock Exchange submitted a proposed rule change (SR-NYSE-99-39) that would amend the audit committee requirements of the Exchange. Publication of the proposal is expected in the Federal Register during the week of October 11. (Rel. 34-41980)

The American Stock Exchange submitted a proposed rule change (SR-AMEX-99-38) that would amend the audit committee requirements of the Exchange. Publication of the proposal is expected in the Federal Register during the week of October 11. (Rel. 34-41981)

The National Association of Securities Dealers submitted a proposed rule change (SR-NASD-99-48) that would amend the audit committee requirements of The Nasdaq Stock Market, Inc. Publication of the proposal is expected in the Federal Register during the week of October 11. (Rel. 34-41982)

APPROVAL OF PROPOSED AMENDMENTS TO THE CONSOLIDATED TAPE ASSOCIATION PLAN AND THE CONSOLIDATED QUOTATION PLAN

The Commission approved the Fourth Charges Amendment to the Second Restatement of the Consolidated Tape Association Plan and the Third Charges Amendment to the Restated Consolidated Quotation Plan (SR-CTA/CQ-99-01). The Amendments reduce several of the fees payable for access to Network A (NYSE-listed) market information. (Rel. 34-41977)

WITHDRAWAL GRANTED

An order has been issued granting the application of Local Financial Corporation to withdraw its Common Stock, \$.01 par value, from listing and registration on the American Stock Exchange. (Rel. 34-41973)

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>.

- F-6 JUMPTec INDUSTRIELLE COMPUTERTechnik AG /ADR/, ONE WALL STREET,
NEW YORK, NY 10286 - 10,000,000 (\$500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-10896 - SEP. 27) (BR. 99
- NEW ISSUE)
- F-1 BALTIMORE TECHNOLOGIES PLC, THE SQUARE BASING VIEW,
BASINGSTOKE HAMPSHIRE RG21 4EG, ENGLAND 44-1256-818-800, X0 00000 -
9,775,000 (\$174,190,500) FOREIGN COMMON STOCK. (FILE 333-10898 - SEP. 28)
(BR 3 - NEW ISSUE)
- F-6 TELSTRA CORP LTD /ADR/, C/O MORRISONS SOLICITORS LEVEL 1,
15 TORRENSE ST BRADDON AUST CAPITAL TERR, COMMONWEALTH OF AUSTRALIA, C4
00000 (212) 495-1727 - 40,000,000 (\$2,000,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK (FILE 333-10902 - SEP. 28) (BR. 99)
- F-6 TELSTRA CORP LTD /ADR/, C/O MORRISONS SOLICITORS LEVEL 1,
15 TORRENSE ST BRADDON AUST CAPITAL TERR, COMMONWEALTH OF AUSTRALIA, C4
00000 (212) 495-1727 - 40,000,000 (\$2,000,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-10904 - SEP. 28) (BR. 99)
- S-8 SYNOVUS FINANCIAL CORP, 901 FRONT AVENUE, STE 301, COLUMBUS, GA 31901
(706) 649-2267 - 255,216 (\$4,473,936) COMMON STOCK (FILE 333-88087 -
SEP. 30) (BR. 7)
- S-8 JOHNSON WORLDWIDE ASSOCIATES INC, 1326 WILLOW RD, STURTEVANT, WI 53177
(414) 884-1500 - 50,000 (\$448,500) COMMON STOCK. (FILE 333-88089 -
SEP. 30) (BR. 5)
- S-8 JOHNSON WORLDWIDE ASSOCIATES INC, 1326 WILLOW RD, STURTEVANT, WI 53177
(414) 884-1500 - 250,000 (\$2,242,500) COMMON STOCK. (FILE 333-88091 -
SEP 30) (BR 5)
- S-8 INTERSTATE HOTELS CORP, 680 ANDERSEN DRIVE, FOSTER PLAZA TEN,
PITTSBURGH, PA 15220 (412) 937-0600 - 400,000 (\$1,187,600) COMMON STOCK.
(FILE 333-88093 - SEP. 30) (BR. 8)

S-3 PLEXUS CORP, 55 JEWELERS PARK DR, NEENAH, WI 54957 (920) 722-3451 - 264,139 (\$8,040,391.16) COMMON STOCK. (FILE 333-88095 - SEP 30) (BR. 5)

S-3 CASELLA WASTE SYSTEMS INC, 25 GREENS HILL LANE P O BOX 866, RUTLAND, VT 05701 (802) 775-0325 - 408,584 (\$6,614,975) COMMON STOCK (FILE 333-88097 - SEP. 30) (BR. 6)

S-8 HEALTH RISK MANAGEMENT INC /MN/, 10900 HAMPSHIRE AVENUE SOUTH, MINNEAPOLIS, MN 55438 (612) 829-3500 - 600,000 (\$4,050,000) COMMON STOCK (FILE 333-88099 - SEP. 30) (BR. 1)

S-3 ACE SECURITIES CORP, 6525 MORRISON BLVD, SUITE 318, CHARLOTTE, NC 28211 (704) 365-0569 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 333-88101 - SEP. 30) (BR 8)

S-4 WALT DISNEY CO/, 500 SOUTH BUENA VISTA ST, BURBANK, CA 91521 (818) 560-1000 - 47,190,695 (\$1,319,867,110.31) COMMON STOCK (FILE 333-88105 - SEP. 30) (BR. 5)

S-8 J A B INTERNATIONAL INC, 970 E MAIN ST STE 200, GRASS VALLEY, CA 95945 (916) 477-5961 - 100,000 (\$75,000) COMMON STOCK. (FILE 333-88107 - SEP. 30) (BR. 4)

S-8 J A B INTERNATIONAL INC, 970 E MAIN ST STE 200, GRASS VALLEY, CA 95945 (916) 477-5961 - 225,000 (\$168,750) COMMON STOCK. (FILE 333-88109 - SEP. 30) (BR. 4)

S-8 REMINGTON OIL & GAS CORP, 8201 PRESTON RD, SUITE 600, DALLAS, TX 75225 (214) 890-8000 - 2,750,000 (\$15,468,750) COMMON STOCK. (FILE 333-88111 - SEP. 30) (BR. 4)

S-8 REMINGTON OIL & GAS CORP, 8201 PRESTON RD, SUITE 600, DALLAS, TX 75225 (214) 890-8000 - 250,000 (\$1,406,250) COMMON STOCK (FILE 333-88115 - SEP. 30) (BR. 4)

S-8 US OFFICE PRODUCTS CO, 1025 THOMAS JEFFERSON ST NW, STE 600E, WASHINGTON, DC 18503 (202) 339-6700 - 1,000,000 (\$3,656,500) COMMON STOCK (FILE 333-88117 - SEP. 30) (BR. 2)

S-4 LABRANCHE & CO INC, ONE EXCHANGE PLAZA, NEW YORK, NY 10006 (212) 820-0400 - 100,000,000 (\$100,000,000) STRAIGHT BONDS. (FILE 333-88119 - SEP. 30) (BR. 7)

S-3 IFS INTERNATIONAL INC/DE, 300 JORDAN ROAD, RENSSELAER TECHNOLOGY PK, TROY, NY 12180 (518) 283-7900 - 1,583,716 (\$3,357,478) COMMON STOCK (FILE 333-88121 - SEP. 30) (BR. 3)

S-8 ROCKY MOUNTAIN POWER CO, 1358 5TH STREET, STE 110, SANTA MONICA, CA 90401 (310) 823-8622 - 750,000 (\$75,000) COMMON STOCK. (FILE 333-88123 - SEP. 30) (BR. 9)

S-8 LOGANSFORT FINANCIAL CORP, 723 E BROADWAY, PO BOX 569, LOGANSFORT, IN 46947 (219) 722-3855 - 115,000 (\$1,124,843.75) COMMON STOCK. (FILE 333-88125 - SEP. 30) (BR. 7)

S-3 SAUL CENTERS INC, 8401 CONNECTICUT AVE, CHEVY CHASE, MD 20815 (301) 986-6207 - 6,503,238 (\$101,840,707) COMMON STOCK (FILE 333-88127 - SEP. 30) (BR. 8)

S-8 ALTERNATE MARKETING NETWORKS INC, ONE IONIA S W, STE 300, GRAND RAPIDS, MI 49503 (616) 235-0698 - 575,000 (\$1,401,850) COMMON STOCK. (FILE 333-88129 - SEP. 30) (BR 9)

S-8 NETSCOUT SYSTEMS INC, 4 TECHNOLOGY PARK DR, WESTFORD, MA 01886 (978) 614-4000 - 500,000 (\$10,750,000) COMMON STOCK. (FILE 333-88131 - SEP 30) (BR. 3)

S-8 SCANSOURCE INC, 6 LOGUE COURT STE G, GREENVILLE, SC 29615 (803) 288-2432 - 75,000 (\$1,784,500) COMMON STOCK. (FILE 333-88133 - SEP. 30) (BR 3)

S-8 ELECTRONICS FOR IMAGING INC, 303 VELOCITY WAY, FOSTER CITY, CA 94404 (650) 357-3500 - 4,534,168 (\$243,235,890) COMMON STOCK. (FILE 333-88135 - SEP. 30) (BR. 3)

SB-2 SEA SHELL GALLERIES INC, 2635 META DRIVE, SAN JOSE, CA 95130
(843) 686-5590 - 5,250,000 (\$11,522,625) COMMON STOCK. (FILE 333-88139 -
SEP 30) (BR. 9)

S-8 ALLIEDSIGNAL INC, 101 COLUMBIA RD, PO BOX 4000, MORRISTOWN, NJ 07962
(201) 455-2000 - 6,000,000 (\$348,750,000) COMMON STOCK. (FILE 333-88141 -
SEP. 30) (BR. 5)

S-8 OMNOVA SOLUTIONS INC, 175 GHENT RD, FAIRLAWN, OH 44333 (330) 869-4200 -
2,900,000 (\$26,825,000) COMMON STOCK. (FILE 333-88143 - SEP. 30) (BR. 2)

S-8 OMNOVA SOLUTIONS INC, 175 GHENT RD, FAIRLAWN, OH 44333 (330) 869-4200 -
2,400,000 (\$22,200,000) COMMON STOCK. (FILE 333-88145 - SEP. 30) (BR. 2)

S-3 ANADARKO PETROLEUM CORP, 17001 NORTHCHASE DR, HOUSTON, TX 77060
(281) 875-1101 - 5,000,000 (\$147,968,750) COMMON STOCK. (FILE 333-88147 -
SEP. 30) (BR. 4)

S-3 WEATHERFORD INTERNATIONAL INC /NEW/, 515 POST OAK BLVD, SUITE 600,
HOUSTON, TX 77027 (713) 297-8400 - 1,687,744 (\$52,636,516) COMMON STOCK
(FILE 333-88149 - SEP. 30) (BR. 4)

S-8 BJ SERVICES CO, 5500 NW CENTRAL DR, HOUSTON, TX 77210 (713) -46-2-42 -
3,000,000 (\$98,812,500) COMMON STOCK (FILE 333-88151 - SEP. 30) (BR. 4)

S-1 ESPERNET COM INC, 383 WEST 12TH ST, NEW YORK, NY 10014 (212) 989-4706 -
\$172,500,000 COMMON STOCK (FILE 333-88153 - SEP 30) (BR 8)

S-8 DIAMOND TECHNOLOGY PARTNERS INC, 875 NORTH MICHIGAN AVE SUITE 3000,
CHICAGO, IL 60611 (312) 255-5000 - 600,000 (\$24,900,000) COMMON STOCK
(FILE 333-88155 - SEP 30) (BR. 8)

S-4 CONSOLIDATED CONTAINER CO LLC, 2515 MCKINNEY AVENUE, SUITE 850, DALLAS,
TX 75201 (214) 303-3700 - 185,000,000 (\$185,000,000) STRAIGHT BONDS.
(FILE 333-88157 - SEP. 30) (BR. 6 - NEW ISSUE)

S-8 RED HAT INC, 2600 MERIDIAN PARKWAY, DURHAM, NC 27713 (919) 547-0012 -
750,000 (\$73,641,000) COMMON STOCK. (FILE 333-88159 - SEP. 30) (BR. 5)

S-8 HUTCHINSON TECHNOLOGY INC, 40 W HIGHLAND PARK, HUTCHINSON, MN 55350
(320) 587-3797 - 1,500,000 (\$40,593,750) COMMON STOCK (FILE 333-88161 -
SEP. 30) (BR. 5)

S-8 ARCADIA FINANCIAL LTD, 7825 WASHINGTON AVE S, MINNEAPOLIS, MN 55439
(612) 942-9880 - 125,000 (\$500,000) COMMON STOCK. (FILE 333-88165 -
SEP. 30) (BR. 7)

S-8 ARCADIA FINANCIAL LTD, 7825 WASHINGTON AVE S, MINNEAPOLIS, MN 55439
(612) 942-9880 - 5,000,000 (\$23,150,000) COMMON STOCK. (FILE 333-88167 -
SEP 30) (BR. 7)

S-8 ARCADIA FINANCIAL LTD, 7825 WASHINGTON AVE S, MINNEAPOLIS, MN 55439
(612) 942-9880 - 200,000 (\$926,000) COMMON STOCK. (FILE 333-88169 -
SEP 30) (BR. 7)

S-3 INTERVU INC, 6815 FLANDERS DRIVE, SAN DIEGO, CA 92121 ((61) 9)3-50-1 -
2,004,769 (\$65,154,993) COMMON STOCK. (FILE 333-88171 - SEP. 30) (BR 3)

S-3 EP MEDSYSTEMS INC, 100 STIERLI COURT, SUITE 107, MOUNT ARLINGTON, NJ
07856 (973) 398-2800 - 1,247,500 (\$3,754,975) COMMON STOCK. (FILE
333-88173 - SEP. 30) (BR. 9)

S-4 CENTRAL VERMONT PUBLIC SERVICE CORP, 77 GROVE ST, RUTLAND, VT 05701
(802) 773-2711 - 75,000,000 (\$75,000,000) STRAIGHT BONDS. (FILE 333-88175
- SEP. 30) (BR. 2)

S-8 TREDEGAR CORP, 1100 BOULDERS PKWY, RICHMOND, VA 23225 (804) 330-1000 -
2,857,450 (\$32,410,175) COMMON STOCK (FILE 333-88177 - SEP. 30) (BR. 6)

SB-1 INTERNATIONAL TEST SYSTEMS INC, 4703 SHAVAND OAK, SUITE 102,
SAN ANTONIO, TX 78249 (210) 408-6019 - 2,500,000 (\$1,000,000) COMMON STOCK.
2,500,000 (\$250,000) WARRANTS, OPTIONS OR RIGHTS. 2,500,000 (\$8,750,000)

COMMON STOCK. (FILE 333-88179 - SEP. 30) (BR. 7)

- S-3 PROBUSINESS SERVICES INC, 4125 HOPYARD RD, PLEASANTON, CA 94588
(925) 737-3500 - 1,750,967 (\$47,057,238.13) COMMON STOCK. (FILE 333-88181
- SEP. 30) (BR. 3)
- S-8 DAVE & BUSTERS INC, 2481 MANANA DRIVE, DALLAS, TX 75220 (214) 357-9588
- 100,000 (\$1,181,200) COMMON STOCK. (FILE 333-88183 - SEP 30) (BR. 5)
- S-3 ODETICS INC, 1515 S MANCHESTER AVE, ANAHEIM, CA 92802 (714) 774-5000 -
53,343 (\$561,781 80) COMMON STOCK. (FILE 333-88185 - SEP. 30) (BR 7)
- S-8 METROMEDIA INTERNATIONAL GROUP INC, ONE MEADOWLANDS PLZ, STE 2210,
EAST RUTHERFORD, NJ 07073 (404) 261-6190 - 2,890,827 (\$12,466,692)
COMMON STOCK. (FILE 333-88187 - SEP 30) (BR. 5)
- S-3 MARVEL ENTERPRISES INC, 387 PARK AVENUE SOUTH, NEW YORK, NY 10016
(212) 588-5100 - 936,563 (\$11,126,368) WARRANTS, OPTIONS OR RIGHTS.
936,563 PREFERRED STOCK. (FILE 333-88189 - SEP 30) (BR. 5)
- S-3 METROMEDIA INTERNATIONAL GROUP INC, ONE MEADOWLANDS PLZ, STE 2210,
EAST RUTHERFORD, NJ 07073 (404) 261-6190 - 9,136,744 (\$39,402,209)
COMMON STOCK. (FILE 333-88191 - SEP 30) (BR. 5)
- S-3 TMP WORLDWIDE INC, 1633 BROADWAY, NEW YORK, NY 10019 (212) 977-4200 -
1,201,822 (\$73,503,433.52) COMMON STOCK (FILE 333-88193 - SEP. 30)
(BR 2)
- N-2 VAN KAMPEN SENIOR FLOATING RATE FUND, ONE PARKVIEW PLAZA,
VAN KAMPEN INVESTMENTS INC, OAKBROOK TERRACE, IL 60181 (630) 684-6774 -
250,000,000 (\$2,502,500,000) COMMON STOCK. (FILE 333-88195 - SEP 30)
(BR. 16)
- S-8 NFRONT INC, 520 GUTHRIDGE COURT, NW SUITE 100, NORCROSS, GA 30092 -
2,488,900 (\$18,373,460) COMMON STOCK. (FILE 333-88197 - SEP 30) (BR. 8)
- S-3 POPMAIL COM INC, 4801 WEST 81 STREET, SUITE 112, BLOOMINGTON, MN 55437
(612) 837-9917 - \$4,430,000 COMMON STOCK (FILE 333-88199 - SEP. 30)
(BR. 9)
- S-4 LUCENT TECHNOLOGIES INC, 600 MOUNTAIN AVE, MURRAY HILL, NJ 07974
(908) 582-8500 - 28,306,426 (\$1,781,833,715) PREFERRED STOCK (FILE
333-88201 - SEP 30) (BR. 7)
- S-8 ATMEL CORP, 2325 ORCHARD PKWY, SAN JOSE, CA 95131 (408) 441-0311 -
5,000,000 (\$175,937,500) COMMON STOCK (FILE 333-88203 - SEP. 30) (BR. 5)
- S-3 EBAY INC, 2125 HAMILTON AVENUE, SAN JOSE, CA 95125 (408) 558-7400 -
15,931,734 (\$2,192,604,892) COMMON STOCK. (FILE 333-88205 - SEP. 30)
(BR. 8)
- SB-2 CLEAN ENERGY COMBUSTION SYSTEMS INC, 7087 MACPHERSON AVE,
BURNABY BRITISH COLUMBIA, CANADA V5J 4N4, (604) 435-9339 - 7,705,732
(\$7,705 75) COMMON STOCK. (FILE 333-88207 - SEP 30) (NEW ISSUE)
- S-8 COMPUTER NETWORK TECHNOLOGY CORP, 605 N HWY 169 - STE 800, MINNEAPOLIS,
MN 55441 (612) 797-6000 - 300,000 (\$3,216,000) COMMON STOCK (FILE
333-88209 - OCT. 01) (BR 3)
- S-3 KFX INC, 1999 BROADWAY, STE 3200, DENVER, CO 80202 (303) 293-2992 -
527,000 (\$724,625) COMMON STOCK (FILE 333-88211 - OCT 01) (BR 2)