

SEC NEWS DIGEST

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ENFORCEMENT PROCEEDINGS

SEC CHARGES FRAUD AGAINST HYBRID NETWORKS CUSTOMER

On June 28, the Commission instituted and simultaneously settled an administrative proceeding against Ronald G. Davies, a former Executive Vice President of Ikon Office Solutions. The Commission alleges that Davies fraudulently misled the management and auditors of Hybrid Networks, Inc. (Hybrid) about a side letter he had received from a Hybrid salesperson.

The Commission's Order alleges that Ikon was the largest customer of Hybrid, a Silicon Valley manufacturer of cable and wireless systems used for access to the Internet. In December 1997, Ikon purchased approximately \$1.8 million in modems from Hybrid, representing 35% of Hybrid's revenue for the quarter and 15% of Hybrid's revenue for the year. The Commission further alleges that a Hybrid salesperson sent Ikon a side letter providing Ikon with an absolute right to return the products. The salesperson concealed this letter from Hybrid's management, causing Hybrid to dramatically overstate its revenue and income in its 1997 financial statements.

According to the Commission's Order, when Hybrid and its auditors sought confirmation that Ikon had received no right of return, certain Hybrid employees asked Davies to conceal the side letter. Davies, while refusing to lie to Hybrid, sent a response which implied that no side letter existed. The Commission alleges that Davies knew or was reckless in not knowing that his response was misleading.

The Commission found that Davies' actions caused violations of Sections 10(b), 13(a), and 13(b)(5) of the Securities Exchange Act of 1934 and Rules 10b-5, 12b-20, 13a-13, 13b2-1, and 13b2-2 thereunder, and ordered Davies to cease and desist from committing or causing violations of those provisions. The Commission accepted an offer of settlement submitted by Davies in which he, without admitting or denying the Commission's findings, agreed to the entry of the Order. The Commission has also obtained permanent injunctions against Hybrid and three former Hybrid officers and employees (LR-16614). (Rel. 34-42987; AAE Rel. 1281; File No. 3-10244)

COMMISSION ANNOUNCES SETTLEMENT OF ADMINISTRATIVE AND CEASE AND DESIST PROCEEDINGS AGAINST MADLYN FERRO

On June 28, the Commission settled public administrative and cease and desist proceedings against Madlyn Lee Ferro (Ferro) in connection with the offer and sale of securities of Friendly Power Company (Friendly Power). The Commission's Order finds that between November 1997 and July 17, 1998, Friendly Power Company (Friendly Power) offered and sold unregistered securities to the general public in the form of partnership units in various Friendly Power franchises. Friendly Power sold the securities through a network of telemarketers, including Rich Management Corp. (Rich Management). The Order further finds that Respondent Ferro marketed the Friendly Power partnership units on behalf of Rich Management through unsolicited telephone calls to prospective investors nationwide, and that Ferro sold approximately 20 partnership units. The Order further finds that Ferro received commissions of \$52,252.70.

Without admitting or denying the findings of the Order, except that she admitted the jurisdiction of the Commission, Ferro consented to a suspension of twelve months from association with any broker or dealer and to cease and desist from committing or causing any future violation of the securities and broker-dealer registration provisions of the federal securities laws. The Order does not impose a civil money penalty upon Ferro based on her demonstrated financial inability to pay. (Rels 33-7869; 34-42989; File No. 3-10245)

DEADLINE FOR FILING PROOF OF CLAIM FORM IN USCS INTERNATIONAL, INC. INSIDER TRADING CASE EXTENDED TO JULY 31, 2000

In 1998, the Commission filed a civil action in United States District Court for the Southern District of New York (SEC v. One or More Unknown Purchasers of Call Options and Common Stock of USCS International, Inc., 98 Civ 6327, S.D.N.Y.) alleging that the defendants, whose identities were unknown at the time, had engaged in illegal insider trading in securities and options for the securities of USCS International, Inc. Without admitting or denying the allegations, the defendants identified themselves and consented to the entry of Final Judgments which enjoined them from future violations of certain Federal securities laws and which ordered them to disgorge their alleged illegal trading profits. These profits, which totaled approximately \$364,000 plus interest (Fund) are now under the control of a Court-appointed Receiver who is responsible for distributing them on a pro rata basis to qualified claimants (See Litigation Releases Nos. 15875 and 16044).

You may be eligible to receive a pro rata distribution from the Fund:

- (1) If you **sold** USCS common stock and/or USCS Oct30 call options on trade date September 2, 1998 and;

- (2) You timely file with the Receiver the Proof of Claim form, and include all required information and all required documentation.

Proof of Claim forms have been forwarded to potential claimants. If you are a potential claimant and have not filed a claim or have not received a claim form, please note that the deadline for filling a Proof of Claim form has been extended to July 31, 2000. Accordingly, in order to qualify as a claimant, you must file a completed Proof of Claim form postmarked no later than July 31, 2000 at the address shown below. If you have previously filed a Proof of Claim form, please disregard this notice. All inquiries and communications must be in writing to Robb Evans, Receiver [USCS International, Inc. Fund], 11450 Sheldon Street, Sun Valley, CA 91352-1121, Fax (818) 768-8802. [SEC v. One or More Unknown Purchasers of Call Options and Common Stock of USCS International Inc., 98 Civ 6327, SDNY] (LR-16612)

SEC SETTLES "MARKING THE CLOSE" MANIPULATION CASE AGAINST JOHN VENNERS

The Commission today filed a complaint in the United States District Court for the District of Columbia alleging that from March 1997 through June 1998 John P. Venners, a consultant to KFX, Inc., artificially raised the closing price of KFX stock by purchasing at or near the close of the market, in order to increase the value of equity in a margin account where he held a substantial number of KFX shares and for which he was receiving margin maintenance calls.

The complaint further alleges that beginning in March 1997, after KFX's market value had declined, Venners received an increasing number of margin maintenance calls in a margin account in which he held 102,000 shares of KFX stock. To satisfy the calls and prevent additional ones, in March and early April 1997 Venners marked the close four times, purchasing KFX shares on three of those occasions during the last ten minutes of the trading day. In an effort to conceal his conduct, in late April 1997 Venners stopped marking the close through his margin account and opened a new account at a separate broker-dealer. Between April 24, 1997, and March 6, 1998, Venners was issued forty-three margin maintenance calls calling for him to deposit additional equity into his margin account. To combat this steady stream of margin calls, commencing April 1997 Venners systematically marked the close in KFX stock in his newly opened brokerage account. Between April 24, 1997, and June 12, 1998, Venners purchased KFX stock in that account on seventy-two occasions. Fifty-one of those purchases were executed during the last ten minutes of the trading day. Of those fifty-one purchases, thirty-four were the last KFX trade of the day on the American Stock Exchange. The vast majority of these trades were executed on an uptick (*i.e.*, the purchase price was higher than that of the previously reported trade), and others were executed on a zero plus tick (*i.e.*, the purchase price was the same as for the previously reported trade, which trade had been executed on an uptick). Venners' manipulative conduct enabled him to avoid margin maintenance calls on some occasions, and to decrease the dollar amount he had to pay to satisfy margin calls on other occasions.

Venners, without admitting or denying the allegations of the complaint, simultaneously consented to the entry of a permanent injunction against violations of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder, and agreed to pay a \$10,000 civil penalty. [SEC v. John Venners, USDC, D.D.C.] (LR-16613)

SEC CHARGES SILICON VALLEY COMPANY AND FORMER EXECUTIVES WITH FALSELY INFLATING REVENUE FOR 1997 IPO

The Commission today sued Hybrid Networks, Inc. (Hybrid or the Company), a San Jose-based manufacturer of cable and wireless Internet access systems, for issuing false financial statements in connection with its November 1997 initial public offering and for the first quarter following the IPO. The Commission also charged former Vice President of Sales Gustavo Ezcurra and former Regional Sales Director Craig Stein with fraud in connection with the issuance of the false financial statements. In addition, the Commission charged former President and Chief Executive Officer Carl S. Ledbetter with failing to implement internal accounting controls reasonably sufficient to prevent the fraud. In a related administrative proceeding, the Commission charged Ronald G. Davies, a former executive for one of Hybrid customers, with being a cause of the fraud.

Simultaneous with the filing of the Commission's lawsuit, Hybrid and each of the individual defendants consented, without admitting or denying the allegations in the complaint, to the issuance of injunctions against future violations of the federal securities laws. In addition, Ledbetter, Ezcurra and Stein agreed to pay civil penalties of \$50,000 each. Davies also consented, without admitting or denying the findings in the Commission's administrative order, to cease and desist from future violations of the federal securities laws.

The Commission alleges that Hybrid falsely inflated its 1997 revenue and income through a series of improper and fraudulent transactions. Hybrid subsequently restated its financial results for the period, reducing 1997 revenue from \$14.3 million to \$4.1 million (representing a 249% overstatement of revenue) and increasing net loss from \$13.6 million to \$21.6 million (representing a 37% understatement of net loss). The Company's rapidly deteriorating financial situation led to a decline in Hybrid's stock price from a post-IPO high of \$24 to approximately \$2 before NASDAQ delisted the Company in December 1998.

The Commission's complaint alleges that Hybrid boosted its revenue and income by improperly recording revenue on shipments that customers had a right to return, on shipments "parked" with third parties until the intended customer was prepared to make the purchase, and on shipments of products which customers had not ordered or which did not function properly. For example, at the end of 1997, with Hybrid's revenue forecasts falling far short of analysts' expectations, the Company shipped \$18 million in products to a distributor. This sale alone – Hybrid's largest ever – accounted for over a third of the quarter's revenue, and 15% of the revenue for the year. As part

of the deal, Regional Sales Director Stein sent the distributor a secret side letter providing an absolute right to return the products, which made it improper for Hybrid to recognize revenue on the transaction. Stein and Vice President of Sales Ezcurra then concealed the side letter from Hybrid's senior management and auditors. CEO Ledbetter, while unaware of the side letter, disregarded other facts that called into question the validity of the sale. Davies, who was then an Executive Vice President at the distributor, misled Hybrid's senior management and auditors by failing to disclose the side letter when he was asked by the Company to confirm the terms of the sale

Each defendant consented to injunctions against violations of the following provisions:

- Hybrid: Periodic reporting and books and records (Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Securities Exchange Act of 1934 ("Exchange Act") and Rules 12b-20, 13a-1, and 13a-13 thereunder);
- Ledbetter: Periodic reporting, books and records, and internal controls (Sections 13(a), 13(b)(2)(A), 13(b)(2)(B), and 13(b)(5) of the Exchange Act and Rules 12b-20, 13a-1, 13a-13 and 13b2-1 thereunder);
- Ezcurra: Fraud, periodic reporting, books and records, internal controls and representations to auditors (Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B), and 13(b)(5) of the Exchange Act and Rules 10b-5, 12b-20, 13a-1, 13a-13, 13b2-1 and 13b2-2 thereunder); and
- Stein: Fraud, periodic reporting, books and records and internal controls (Section 17(a) of the Securities Act of 1933, Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B), and 13(b)(5) of the Exchange Act and Rules 10b-5, 12b-20, 13a-1, 13a-13 and 13b2-1 thereunder)

In the related administrative proceeding, Davies consented to the entry of a Commission order to cease and desist from committing or causing violations of the provisions governing fraud, periodic reporting, internal controls and representations to auditors (Sections 10(b), 13(a), and 13(b)(5) of the Exchange Act and Rules 10b-5, 12b-20, 13a-13, 13b2-1, and 13b2-2 thereunder). For further information, see Rel. 34-42987, Auditing and Accounting Enforcement Rel. No. 1281, Administrative Proceeding File No. 3-10244 (June 28, 2000). [SEC v. Hybrid Networks, Inc., Carl S. Ledbetter, Gustavo Ezcurra, and Craig Stein, USDC, NDCA, San Jose Division, Civil Action No. C-00-20718-PVT] (LR-16614; AAE Rel. 1281)

INVESTMENT COMPANY ACT RELEASES

NATIONWIDE LIFE INSURANCE COMPANY, ET AL.

An order has been issued pursuant Section 26(b) of the Investment Company Act to Nationwide Life Insurance Company (Nationwide), Nationwide Life & Annuity Insurance Company (together with Nationwide, Companies), Nationwide Multi-Flex Variable Account (Multi-Flex Account), Nationwide VA Separate Account-A (VA Account-A), Nationwide Variable Account-5 (Account-5), Nationwide VL Separate Account-A (VL Account-A), Nationwide VLI Separate Account-3 (collectively with Multi-Flex Account, VA Account-A, Account-5 and VL Account-A, Accounts) and Nationwide Advisory Services (collectively, Applicants) approving the substitution of securities issued by a management investment company and held by the Accounts to support certain variable annuity contracts and variable life insurance contracts issued by the Companies. (Rel. IC-24545 – June 27)

STRATEGIST GROWTH FUND, INC., ET AL.

An order has been issued on an application filed by Strategist Growth Fund, Inc., et al. under Section 17(b) of the Investment Company Act. The order permits certain series of a registered open-end management investment company to acquire all of the assets and stated liabilities of certain series of another registered open-end management investment company. Because of certain affiliations, applicants may not rely on Rule 17a-8 under the Act. (Rel. IC-24546 – June 27)

EVERGREEN EQUITY TRUST, ET AL.

A notice has been issued giving interested persons until July 20, 2000, to request a hearing on an application filed by Evergreen Equity Trust, et al. for an exemption from Section 17(a) of the Investment Company Act. The order would permit certain series of open-end management investment companies to acquire all of the assets and certain stated liabilities of certain other series of the investment companies. Because of certain affiliations, applicants may not rely on Rule 17a-8 under the Act. (Rel. IC-24547 – June 27)

SELF-REGULATORY ORGANIZATIONS

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGE

A proposed rule change filed by the National Association of Securities Dealers regarding a cap on ACT risk management charges (SR-NASD-00-35) 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 July 4. (Rel. 34-42984)

ACCELERATED APPROVAL OF PROPOSED RULE CHANGE

The Commission granted accelerated approval to a proposed rule change (SR-NSCC-00-08) filed by the National Securities Clearing Corporation to facilitate the processing through NSCC's continuous net settlement system of a dividend declared by AT&T Corp. on its when-issued securities. Publication of the proposal is expected in the Federal Register during the week of July 4. (Rel. 34-42982)

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change submitted by the National Association of Securities Dealers (SR-NASD-00-27) amending the Nasdaq By-Laws and Restated Certificate of Incorporation. Publication of the order in the Federal Register is expected during the week of July 4. (Rel. 34-42983)

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-8 PERFORMANCE TECHNOLOGIES INC \DE\, 315 SCIENCE PKWY, ROCHESTER, NY
14620
(716) 256-0200 - 2,127,873 (\$4,605,658.56) COMMON STOCK. (FILE 333-
39834 -
JUN. 21) (BR. 5)

SB-2 CELEXX CORP, 7251 W PALMETTER PARK ROAD, SUITE 208, BOC RATON, FL
33433
(561) 395-1920 - 11,172,222 (\$11,842,555) COMMON STOCK. (FILE 333-
39836 -
JUN. 22) (BR. 9)

S-4 MUTUAL SAVINGS BANK, 4949 W BROWN DEER ROAD, BROWN DEER, WI 53223
(414) 362-6113 - 8,996,198 (\$80,590,944) COMMON STOCK. (FILE 333-
39838 -
JUN. 22) (BR. 7)

S-8 HARRAHS ENTERTAINMENT INC, 5100 W SAHARA AVE, SUITE 200, LAS
VEGAS, NV
89146 (901) 762-8600 - 1,800,000 (\$41,175,000) COMMON STOCK. (FILE
333-39840 - JUN. 22) (BR. 5)

S-8 DOW JONES & CO INC, 200 LIBERTY ST, NEW YORK, NY 10281 (212) 416-
2000 -
500,000 (\$36,703,125) COMMON STOCK. (FILE 333-39842 - JUN. 22) (BR.
5)

S-8 FTD COM INC, 3113 WOODCREEK DRIVE, DOWNERS GROVE, IL 60515
(630) 724-6200 - 4,500,000 (\$9,492,300) COMMON STOCK. (FILE 333-
39846 -
JUN. 22) (BR. 8)

S-8 EPICEDGE INC, 3200 WILCREST SUITE 370, HOUSTON, TX 77042 (713)
784-2374
- 7,500,000 (\$156,600,000) COMMON STOCK. (FILE 333-39848 - JUN. 22)
(BR. 3)

S-4 PANHANDLE EASTERN PIPE LINE CO, 5444 WESTHEIMER COURT, HOUSTON, TX
77056
(713) 627-5400 - 100,000,000 (\$100,000,000) COMMON STOCK. (FILE 333-
39850
- JUN. 22) (BR. 2)

S-8 INFE COM INC, 8000 TOWERS CRESCENT DRIVE, SUITE 640, VIENNA, VA
22182
(703) 734-5650 - 1,000,000 (\$500,000) COMMON STOCK. (FILE 333-39852
-
JUN. 22) (BR. 9)

S-3 PROVIDIAN MASTER TRUST, 295 MAIN ST, TILTON, NH 03276 (603) 286-
4348 -
1,000,000 (\$1,000,000) COMMON STOCK. (FILE 333-39856 - JUN. 22) (BR.
8)

S-3 CISCO SYSTEMS INC, 170 WEST TASMAN DRIVE, SAN JOSE, CA 95134
(408) 526-4000 - 446,886 (\$30,276,527) COMMON STOCK. (FILE 333-39858
-
JUN. 22) (BR. 3)

S-8 EPRESENCE INC, 120 FLANDERS ROAD, WESTBORO, MA 01581 (508) 898-
1000 -
5,000,000 (\$5,000,000) OTHER SECURITIES INCLUDING VOTING TRUST.
(FILE
333-39860 - JUN. 22) (BR. 3)

S-8 TUCKER ANTHONY SUTRO, ONE BEACON STREET, 617-227-1050, BOSTON, MA
02108
(617) 725-2000 - 1,250,000 (\$20,925,000) COMMON STOCK. (FILE 333-
39862 -
JUN. 22) (BR. 7)

S-8 IMAGEX COM INC, 10800 NE 8TH STREET, SUITE 200, BELLEVUE, WA 98004
(425) 452-0011 - 748,539 (\$7,635,098) COMMON STOCK. (FILE 333-39864
-
JUN. 22) (BR. 5)

S-8 NETMASTER INC, 24843 DEL PRODO, STE 318, DANA POINT, CA 92626
(949) 248-9561 - 300,000 (\$600,000) COMMON STOCK. (FILE 333-39866 -
JUN. 22) (BR. 9)

S-8 IMAGEX COM INC, 10800 NE 8TH STREET, SUITE 200, BELLEVUE, WA 98004
(425) 452-0011 - 1,700,000 (\$11,156,250) COMMON STOCK. (FILE 333-
39868 -
JUN. 22) (BR. 5)

S-8 TUCKER ANTHONY SUTRO, ONE BEACON STREET, 617-227-1050, BOSTON, MA
02108
(617) 725-2000 - 3,525,893 (\$59,728,628) COMMON STOCK. (FILE 333-
39870 -
JUN. 22) (BR. 7)

S-8 MCLEODUSA INC, 6400 C ST SW, PO BOX 3177, CEDAR RAPIDS, IA 52406
(319) 364-0000 - 100,000,000 (\$2,368,750,000) COMMON STOCK. (FILE
333-39872 - JUN. 22) (BR. 7)

S-8 CENTENNIAL COMMUNICATIONS CORP /DE, 1305 CAMPUS PARKWAY, NEPTUNE,
NJ
07753 (732) 919-1000 - 600,000 (\$10,181,400) COMMON STOCK. (FILE
333-39882 - JUN. 22) (BR. 7)

S-4 MGC COMMUNICATIONS INC, 171 SULLYS TRAIL, SUITE 202, PITTSFORD, NY
14534
(716) 218-6550 - 367,063,000 (\$367,063,000) COMMON STOCK. (FILE 333-
39884
- JUN. 22) (BR. 7)

S-8 AMERICAN FINANCIAL HOLDINGS INC, C/O AMERICAN SAVINGS BANK,
102 WEST MAIN ST, NEW BRITAIN, CT 06051 (860) 832-4000 - 4,041,954
(\$63,660,775) COMMON STOCK. (FILE 333-39886 - JUN. 22) (BR. 7)

S-8 ADVANCED FIBRE COMMUNICATIONS INC, ONE WILLOW BROOK COURT,
P.O. BOX 751239, PETALUMA, CA 94954 (707) 794-7700 - 4,618,875
(\$253,853,370) COMMON STOCK. (FILE 333-39888 - JUN. 22) (BR. 7)

S-3 MGIC INVESTMENT CORP, 250 E KILBOURN AVE, MILWAUKEE, WI 53202
(414) 347-6480 - 500,000,000 (\$500,000,000) COMMON STOCK. (FILE 333-
39890
- JUN. 22) (BR. 1)

S-8 ICG COMMUNICATIONS INC /DE/, 161 INVERNESS DRIVE WEST, PO BOX
6742,
ENGLEWOOD, CO 80112 (303) 414-5643 - 10,110,386 (\$223,060,391.12)
COMMON STOCK. (FILE 333-39894 - JUN. 22) (BR. 7)

S-8 EMERGE INTERACTIVE INC, 10315 102ND TERRACE, SEBASTIAN, FL 32958
(561) 589-7331 - 4,158,496 (\$35,670,204) COMMON STOCK. (FILE 333-
39896 -
JUN. 22) (BR. 8)

S-8 COM21 INC, 750 MILPITAS DRIVE, MILPITAS, CA 95035 (408) 953-9100 -
4,965,237 (\$438,549,378.75) COMMON STOCK. (FILE 333-39898 - JUN. 22)
(BR. 3)

N-2 COHEN & STEERS ADVANTAGE INCOME FUND INC, 757 THIRD AVE, NEW YORK,
NY
10017 (212) 832-3232 - 66,666 (\$999,990) COMMON STOCK. (FILE 333-
39900 -
JUN. 22) (BR. 22)

S-8 CISCO SYSTEMS INC, 170 WEST TASMAN DRIVE, SAN JOSE, CA 95134
(408) 526-4000 - 3,724,918 (\$45,351,104.30) COMMON STOCK. (FILE 333-
39902
- JUN. 22) (BR. 3)

S-8 LIBERATE TECHNOLOGIES, 2 CIRCLE STAR WAY, C/O NETWORK COMPUTER
INC,
SAN CARLOS, CA 94070 ((65) 0)--701- - 1,169,180 (\$28,352,615) COMMON
STOCK.
(FILE 333-39904 - JUN. 22) (BR. 3)

S-1 TTM TECHNOLOGIES INC, 17550 NE 67TH COURT, REDMOND, WA 98052
(425) 883-7575 - \$115,000,000 COMMON STOCK. (FILE 333-39906 - JUN.
22)
(BR. 3 - NEW ISSUE)

S-4 DEVON ENERGY CORP/DE, 20 N BROADWAY, STE 1500, OKLAHOMA CITY, OK
73102
(405) 235-3611 - 43,303,662 (\$2,460,435,288) COMMON STOCK. (FILE
333-39908 - JUN. 22) (BR. 4)

S-1 VIRATA CORP, 2933 BUNKER HILL LN, STE 201, SANTA CLARA, CA 95054
(408) 566-1000 - 4,600,000 (\$208,750,000) COMMON STOCK. (FILE 333-
39912 -
JUN. 22) (BR. 5)

S-8 INTERWOVEN INC, 1195 W FREMONT AVE, STE 2000, SUNNYVALE, CA 94087
(408) 774-2000 - 6,457,728 (\$224,891,759) COMMON STOCK. (FILE 333-
39914 -
JUN. 22) (BR. 3)

S-3 BELL MICROPRODUCTS INC, 1941 RINGWOOD AVE, SAN JOSE, CA 95131
(408) 451-9400 - 179,612 (\$2,958,210) COMMON STOCK. (FILE 333-39916
-
JUN. 22) (BR. 5)

S-3 MEDIABAY INC, 2295 CORPORATE BLVD STE 222, BOCA RATON, FL 33431
(561) 241-1426 - 1,631,000 (\$5,578,020) COMMON STOCK. (FILE 333-
39918 -
JUN. 22) (BR. 9)

S-8 PIVOTAL CORP, 300-244 WEST ESPLANADE, NORTH VANCOUVER BRITISH
COLUMBIA,
CANADA, (604) 988-9982 - 108,435 (\$2,687,019.30) COMMON STOCK. (FILE
333-39922 - JUN. 23) (BR. 8)

S-4 MYPOINTS COM INC, 505 COMMERCIAL ST 4TH FLOOR, SAN FRANCISCO, CA
94602
(415) 676-3700 - 10,728,272 (\$86,164,116) COMMON STOCK. (FILE 333-
39924 -
JUN. 23) (BR. 3)

S-4 FIRST INDIANA CORP, 135 N PENNSYLVANIA ST, 2800 FIRST INDIANA PL,
INDIANAPOLIS, IN 46204 (317) 269-1200 - 3,716,733 (\$69,804,892)
COMMON STOCK. (FILE 333-39926 - JUN. 23) (BR. 7)

S-8 ACCELERATED NETWORKS INC, 301 SCIENCE DR., MOOR PARK, CA 93021
(805) 553-9680 - 7,793,336 (\$116,900,040) COMMON STOCK. (FILE 333-
39928 -
JUN. 23) (BR. 3)