

## SEC NEWS DIGEST

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December

## COMMISSION ANNOUNCEMENTS

SEC, NY ATTORNEY GENERAL, NASD, NASAA, NYSE AND STATE REGULATORS  
ANNOUNCE  
HISTORIC AGREEMENT TO REFORM INVESTMENT PRACTICES

\$1.4 Billion Global Settlement Includes Penalties and Funds for  
Investors

Today, Securities and Exchange Commission Chairman Harvey L. Pitt,  
New  
York Attorney General Eliot Spitzer, North American  
Securities  
Administrators Association President Christine Bruenn, NASD  
Chairman and  
CEO Robert Glauber, New York Stock Exchange Chairman Dick Grasso,  
and  
state securities regulators announced an historic settlement with  
the  
nation's top investment firms to resolve issues of conflict of  
interest  
at brokerage firms.

The "global settlement" concludes a joint investigation begun in  
April  
by regulators into the undue influence of investment banking  
interests  
on securities research at brokerage firms. The settlement will  
bring  
about balanced reform in the industry and bolster confidence in  
the  
integrity of equity research.

Terms of the agreement include:

\* The insulation of research analysts from investment banking pressure. Firms will be required to sever the links between research and investment banking, including analyst compensation for equity research, and the practice of analysts accompanying investment banking personnel on pitches and road shows. This will help ensure that stock recommendations are not tainted by efforts to obtain investment banking fees.

\* A complete ban on the spinning of Initial Public Offerings (IPOs). Brokerage firms will not allocate lucrative IPO shares to corporate executives and directors who are in the position to greatly influence investment banking decisions.

\* An obligation to furnish independent research. For a five-year period, each of the brokerage firms will be required to contract with no less than three independent research firms that will provide research to the brokerage firm's customers. An independent consultant (monitor) for each firm, with final authority to procure independent research from independent providers, will be chosen by regulators. This will ensure that individual investors get access to objective investment advice.

\* Disclosure of analyst recommendations. Each firm will make publicly available its ratings and price target forecasts. This will allow for evaluation and comparison of performance of analysts.

\* Settled enforcement actions involving significant monetary sanctions.

"This agreement will permanently change the way Wall Street operates," Spitzer said. "Our objective throughout the investigation and negotiations has been to protect the small investor and restore integrity to the marketplace. We are confident that the rules embodied in this agreement will do so. The cooperation among my colleagues at the SEC, NASAA, NYSE and NASD has enabled us to reach this important agreement."

SEC Chairman Pitt said: "This cooperative agreement in principle, navigated by Steve Cutler and Lori Richards of the SEC staff, is a tribute to the wonderful cooperative efforts of the NYSE, the NASD, the NYAG and the states in the public interest. I am pleased to recommend this to my colleagues on the Commission."

The agreement is subject to approval by the full Commission.

"This settlement marks a vital step in restoring investor confidence," said Robert R. Glauber, NASD Chairman and CEO. "It underscores that the industry's highest duty is to investors. It makes plain that cleaning up research and IPO practices is not just good ethics -- it's good business. And it demonstrates NASD's determination to investigate and sanction practices that harm investors and the integrity of the markets."

"This agreement represents the dawn of a new day on Wall Street."

Our goal and the goal of this agreement are simple: investors, not investment banking fees, come first," said NASAA President Chris Bruenn.

"This historic settlement and the real changes it will bring will help restore faith in our markets which, even with their problems, remain the envy of the world."

"Restoring investor confidence is paramount," said NYSE Chairman and CEO

Dick Grasso. "Investors need to know that the firms they do business with act only with the highest standards of honesty and integrity, putting investors' interests ahead of all others. The NYSE is committed to making certain the system is stripped of those individuals and practices that harm investors, so America's equity culture can grow and prosper once again."

Each of the firms will pay a fine, pay monies toward investor restitution, and will be required to escrow funds that will be used to pay for independent research. The agreement that was reached totals more than \$1.4 billion in penalties, restitution and monies to be used for investor education.

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(Press Rel. 2002-179)

## ENFORCEMENT PROCEEDINGS

### COMMISSION INSTITUTES ADMINISTRATIVE PROCEEDING AGAINST TRANSFER AGENT AND ITS OWNER

On Dec. 19, the Commission instituted an administrative proceeding against Alexis Stock Transfer (Alexis) and Gina Ann Zapara (Zapara).

Alexis is a registered transfer agent based in Rancho Mirage, California

and Zapara is Alexis' sole officer and owner. The Commission

simultaneously accepted Alexis' and Zapara's Offer of Settlement

wherein, without admitting or denying the Commission's findings, Alexis'

registration was revoked and Zapara was barred from association with a

transfer agent. The Order finds that Zapara operated Alexis after

pleading guilty to one felony count involving filing a false federal

income tax return. (Rel. 34-47058; File No. 3-10988)

### MEXICAN TRADERS IN PRODIGY INSIDER TRADING CASE TO PAY \$273,300 IN SETTLEMENT WITH SEC

The Commission announced today that the U.S. District Court for the

Southern District of New York entered final judgments on December

13,  
2002, against Alejandro Duclaud Gonz lez de Castilla and Rodrigo Igartua Baranda, and their respective off-shore trusts, for insider trading in Prodigy Communications Corporation common stock in 1999. The insider trading took place shortly before SBC Communications Inc. announced on November 22, 1999, that it was acquiring a large interest in Prodigy. The defendants consented to the judgments without admitting or denying the allegations. The court permanently enjoined Duclaud and his offshore trust Anushka Trust, and Igartua and his offshore trust Antares Holdings Investment, Ltd., from violating two antifraud provisions of the federal securities laws, Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The court also ordered Duclaud to pay \$182,895 in disgorgement and prejudgment interest and a \$57,105 civil penalty, and Igartua to pay \$25,375 in disgorgement and prejudgment interest and a \$7,925 civil penalty.

The Commission's amended complaint alleged the following: Duclaud, then a partner in the Mexico City law firm representing Prodigy's owner in the SBC transaction, tipped his best friend, banker Ignacio Guerrero Pesqueira, and his brother-in-law, Rodrigo Igartua Baranda, about the transaction. In the month preceding the Nov. 22, 1999 announcement of the transaction, Guerrero and Igartua Baranda purchased 59,100 Prodigy shares through their offshore trusts. Guerrero sold his Prodigy shares for substantial profits following the announcement of the Prodigy-SBC

transaction, and then transferred \$148,300 to Duclaud's offshore trust as a kickback.

Guerrero previously paid \$1.55 million to settle the Commission charges that he traded illegally in the common stocks of Prodigy and CompUSA, Inc. See Litigation Release No. 16997 (May 11, 2001).

The Commission acknowledges the assistance of the New York Stock Exchange, the Comisión Nacional Bancaria y de Valores (CNBV) in Mexico City, and HM Attorney General of the Bailiwick of Guernsey, Channel Islands. [SEC v. Alejandro Duclaud Gonzalez de Castilla, et al., 01 Civ. 3999 (RWS) SDNY] (LR-17903)

#### TERRY DOWDELL PLEADS GUILTY TO CRIMINAL CHARGES IN CONNECTION WITH MULTI-MILLION INVESTMENT FRAUD

The Commission announced that Terry L. Dowdell pled guilty on Dec. 19 to 20 felony charges, including Securities Fraud, Money Laundering and Wire Fraud, in connection with a multi-million fraudulent trading program Dowdell operated since 1998. The plea was entered before the Honorable Judge James H. Michael, Senior U.S. District Court Judge for the Western District of Virginia, Charlottesville Division. The prosecution of this case is being conducted jointly by the United States Attorney for the Western District of Virginia and the Criminal Fraud Section of the United States Department of Justice.

The charges arise out of a fictitious investment program that Dowdell operated through Vavasseur Corporation, a Bahamian company

controlled by Dowdell. According to the 20 Count Information filed in the District Court, investors in this program (Vavasasseur Program) were required to sign an investment contract with Vavasasseur Corp., termed a "Discretionary Investment Management Agreement" (Agreement). The agreement falsely represented that investor funds would be maintained in a bank account registered as "Vavasasseur Corp. for the benefit of (Client name)," and committed Vavasasseur:

"to use its best efforts to achieve anticipated profits. . . in an amount equal to or exceeding Four Percent (4%) of the Client's funds under management for each week in which trading occurs. [Vavasasseur] shall use its best efforts basis to cause trading of Client's funds in a minimum of forty weeks during each fifty-two week Agreement term."

This would result in annualized gross return of 160%.

As Dowdell now admits, there were no "trades" or "investments" made by VAVASSEUR, but rather investors were paid "profits" in a typical Ponzi scheme fashion from new investor funds diverted to Dowdell's Amsouth accounts.

The criminal charges come approximately one year after the SEC filed a civil lawsuit in the U.S. District Court for the Western District of Virginia against Dowdell, Vavasasseur and others in connection with the same fraudulent investment scheme. On the day that the SEC filed its lawsuit, November 19, 2001, the Court entered a Temporary Restraining Order prohibiting Dowdell and his associates from raising any additional funds for the Vavasasseur Program, ordering frozen all of



Dowdell's

assets, and requiring the repatriation of all Vavasseur assets located outside of the United States. In connection with this order, more than \$23 million of funds directly traced to Vavasseur investors has been frozen in various U.S. banks, including the AmSouth Bank, the Bank of America and The Chase Manhattan Bank.

On June 4, 2002, Dowdell admitted to the fraud in the SEC's action in a consent and stipulation, and the court entered an order the same day permanently enjoining Dowdell from future violations of the antifraud provisions of Section 17(A) of the Securities Act of 1933 and section 10(B) of the Securities Exchange Act of 1934 and Rule 10B-5 thereunder.

The judgment provides that the amount of disgorgement and civil penalties that Dowdell will have to pay will be determined later. On July 12, 2002, the court appointed Roy M. Terry, Esq. and the law firm of DuretteBradshaw, PLC as receiver over Dowdell's assets and to develop a plan of distribution for the return of funds to injured investors.

In his Consent and Stipulation, Dowdell admitted that other foreign nationals, including Shinder Gangar and Alan White, citizens and residents of the United Kingdom, have continued to raise investor funds in connection with the Vavasseur program even after Nov. 19, 2001, and further admitted that various foreign banks have been used in furtherance of the fraud, including Overseas Development Bank & Trust

and Investors Bank & Trust in Dominica, the Bank of Ireland in Ireland, Banamex Bank in Mexico, Butterfield Bank in the Commonwealth of Guernsey, Investec Bank in Israel, Fortis Bank in Belgium and Cathay Bank in Belize.

The SEC and Department of Justice have been coordinating their enforcement efforts with law enforcement authorities in the United Kingdom and other countries, including the U.K. Serious Fraud Office (SFO), the Leicestershire Constabulary, the U.K. Financial Services Authority (FSA), the Antwerp Police, and Ireland's Criminal Asset Bureau. In related enforcement actions in October 2002, the SFO and the Leicestershire Constabulary arrested Gangar, White and two others suspected of involvement of the Vavasseur Program and other fraudulent investment programs, and the FSA filed civil charges and obtained a worldwide asset freeze against White, Gangar and their accounting firms "Dobb White & Co" a and "Morris White & Co.," accusing them of running an unlawful investment scheme.

Additional information concerning the SEC's lawsuit against Dowdell can be found in Litigation Release No. 17242, Nov. 19, 2001, Release No. 17454, April 2, 2002, [Release No. 17553], June 10, 2002, [Release No. 17880], Oct. 10, 2002, and [Release No. 17881], Oct. 10, 2002.

Additional information on how prime bank and other banking-related investment schemes work can be found at the SEC's Prime Bank Fraud Information Center

(<http://www.sec.gov/divisions/enforce/primebank.shtml>) in the enforcement section of the SEC's Web site. [U.S. v. Terry L. Dowdell, Crim. Action No. 02CR00107 (W.D. Va.)]; [SEC v. Terry L. Dowdell, et al., Civil Action No. 3:01CV00116 (W.D. Va.) (Honorable James H. Michael, Jr.)] (LR-17905)

## SEC OBTAINS PRELIMINARY INJUNCTION AGAINST BROKER-DEALER AND AFFILIATES

The Commission today announced that on Dec. 9, 2002, the U.S. District Court for the Southern District of New York issued a preliminary injunction against eWealth Securities, Inc. (eWealth), a registered broker-dealer; eWealth Holdings, Inc. (Holdings), eWealth's parent company; Neil Formisano (N. Formisano), Chairman and Chief Executive Officer (CEO) of Holdings; Donald Cunningham (Cunningham), President of Holdings; and eWealth registered representatives, Jonathan Aronica (Aronica) and Steven Mastrosimone (Mastrosimone). The court issued the preliminary injunction after a hearing and finding that the Commission had shown that it is likely to succeed in establishing the allegations contained in its complaint. The Commission's complaint, filed on Oct. 29, 2002, alleges that defendants have fraudulently obtained over \$7 million from approximately 100 investors in the offering of unregistered Holdings securities. The complaint further alleges that, since January 2000, defendants have misled investors through a host of patently false representations about Holdings - including a repeated misrepresentation that Holdings would conduct an initial public offering (IPO) in the near

future.

The preliminary injunction order follows a temporary restraining order entered on Oct. 29, 2002 and enjoins the defendants until final resolution of the action from violating antifraud, registration, and books and records provisions of the Securities Act of 1933 (Securities Act) and the Securities Exchange Act of 1934 (Exchange Act), and from participating in any penny stock offerings. Pending resolution of the action, the preliminary injunction order also freezes defendants' assets; requires the defendants to submit accountings; prohibits defendants from destroying documents and other evidence; prohibits defendants from witness tampering, suborning perjury or otherwise impeding this case; and appoints a receiver for Holdings and eWealth.

The Commission alleges that the defendants have deceived actual and prospective investors since January 2000 by claiming that Holdings is on the verge of launching an IPO. According to the complaint, Holdings has never filed any registration statement with the Commission or otherwise taken any steps toward an IPO. The Commission also alleges that the defendants have made baseless projections that Holdings stock would trade at 4 to 5 times its offering price on the secondary market. The defendants are also alleged to have misrepresented, among other things, key facts concerning Holdings' management, use of investor proceeds, and business activities, including that Holdings had "entered into contract" to purchase a bank and developed a provider of online

financial

solutions to banks and other financial institutions.

The complaint names the following defendants:

1. eWealth, a New York Corporation, is a registered broker-dealer

based in White Plains, New York and employed eleven registered

representatives. eWealth is wholly owned by Holdings.

2. Holdings is a Delaware corporation with an office address in

White Plains, New York that is identical to eWealth's business address.

As of March 1, 2002, Holdings is no longer in existence and good

standing in the State of Delaware, and is inoperative and void for non-

payment of taxes.

3. N. Formisano, 34, is a resident of Katonah, New York, is the

Executive Vice President of eWealth, and holds Series 24 and Series 7

licenses. According to Holdings' offering memoranda, N. Formisano is

the Chairman and Chief Executive Officer (CEO) of Holdings.

According

to N. Formisano, he owns approximately 87% of Holdings.

4. Cunningham, 40, is a resident of Glen Ridge, New Jersey, is a

registered representative of eWealth, and holds a Series 7 license.

According Holdings' offering memoranda, Cunningham is the President of

Holdings.

5. Aronica, 29, is a resident of Great Neck, New York, and is a

general principal and registered representative of eWealth, where he

holds Series 7 and Series 24 licenses.

6. Mastro Simone, 23, is a resident of Yorktown, New York, and is

a general principal and registered representative of eWealth,

where he holds Series 7 and Series 24 licenses. The complaint seeks, as final relief against all defendants, permanent injunctions against future violations of Sections 5(a), 5(c) and 17(a) of the Securities Act, and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. In addition, the complaint seeks to enjoin eWealth from future violations of Sections 15(g), 17(a) and 17(b) of the Exchange Act, and Rules 17a-4(j) and 15g-9 thereunder, and seeks to enjoin N. Formisano from future violations or aiding and abetting future violations of Sections 17(a) and 17(b) of the Exchange Act, and Rule 17a-4(j) thereunder. The Commission also seeks against all defendants, disgorgement of all ill-gotten gains plus prejudgment interest, and civil penalties. In addition, the Commission seeks a bar against each defendant from participating in any future offering of penny stocks. The litigation is pending. [SEC v. eWealth Securities, Inc., et al., SDNY 02 Civ. 8626 (JES)] (LR-17906)

## SELF-REGULATORY ORGANIZATIONS

### APPROVAL OF PROPOSED RULE CHANGE

The Commission issued notice of filing and granted accelerated approval to Amendment No. 13 to a proposed rule change submitted by the National Association of Securities Dealers (SR-NASD-98-26-Amendment No. 13) pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 to extend the Short Sale Rule, continue the suspension of the

## Primary

Market Maker standards, and modify the calculation of the bid tick indicator. Publication of the notice is expected in the Federal Register during the week of Dec. 23. (Rel. 34-46999)

## EXTENSION OF COMMENT PERIOD

The Commission has extended the comment periods for proposed rule changes submitted by the New York Stock Exchange (SR-NYSE-2002-36) and the National Association of Securities Dealers (SR-NASD-2002-162) under Rule 19b-4 of the Act to amend and adopt rules, which relate to the establishment, maintenance, and testing of Internal Controls and Supervision pursuant to Section 19(b)(2) of the Act until Jan. 17, 2003. Publication of the notice is expected in the Federal Register during the week of Dec. 23. (Rel. 34-47021)

## PROPOSED RULE CHANGES

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-2002-158) relating to the establishment of a Nasdaq official closing price and a trade report modifier with which to identify that price to the public. Publication of the notice is expected in the Federal Register during the week of Dec. 23. (Rel. 34-47022)

The Pacific Exchange filed a proposed rule change (SR-PCX-2002-64) regarding rules implementing the Options Intermarket Linkage Plan. Publication of the notice is expected in the Federal Register

during the  
week of Dec. 23. (Rel. 34-47026)

The International Securities Exchange filed a proposed rule change (SR-ISE-2002-19) seeking to adopt rules governing the operation of the intermarket linkage. Publication of the notice is expected in the Federal Register during the week of Dec. 23. (Rel. 34-47029)

#### AMENDMENT TO THE OPTIONS INTERMARKET LINKAGE PLAN

The American Stock Exchange, Chicago Board Options Exchange, International Securities Exchange, Pacific Exchange, and Philadelphia Stock Exchange have submitted an amendment to the Options Intermarket Linkage Plan, under Rule 11Aa3-2 of the Securities Exchange Act of 1934 relating to the process for potential new options exchanges to have interim access to Linkage information. (Rel. 34-47027)

#### NOTICE OF FILING AND SUMMARY EFFECTIVENESS OF THE FOURTH SUBSTANTIVE AMENDMENT TO THE SECOND RESTATEMENT OF THE CONSOLIDATED TAPE ASSOCIATION PLAN AND THE SECOND SUBSTANTIVE AMENDMENT TO THE RESTATED CONSOLIDATED QUOTATION PLAN

On Dec. 16, 2002, pursuant to Rule 11Aa3-2 under the Securities Exchange Act of 1934, the Consolidated Tape Association (CTA) submitted amendments to the CTA and Consolidated Quotation Plans to implement a new capacity planning process, commencing with the Jan. 1, 2003, capacity planning cycle. Publication of the notice is expected in the Federal Register during the week of Dec. 23. (Rel. 34-47030)



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

S-8 TURBODYNE TECHNOLOGIES INC, 6155 CARPINTERIA AVE, SUITE 1550, CARPINTERIA, CA, 93013, 8056844551 - 7,500,000 (\$1,125,000.00) Equity, (File 333-101977 - Dec. 19) (BR. 05)

S-8 TTI TEAM TELECOM INTERNATIONAL LTD, 7 MARTIN GEHL STREET, KIRYAT ARYEH, PETACH TIKVA, L3, 49512, 972 3 926 9700 - 90,833 (\$1,919,226.50) Equity, (File 333-101979 - Dec. 19) (BR. 03)

S-8 LUMALITE HOLDINGS INC, 2810 VIA ORANGE WAY, SUITE B, SPRING VALLEY, CA, 91978, 6196605410 - 353,947 (\$30,085.00) Equity, (File 333-101980 - Dec. 19) (BR. 04)

- S-8 HUBBELL INC, 584 DERBY MILFORD RD, ORANGE, CT, 06477-4024,  
2037994100 -  
0 (\$10,686,000.00) Equity, (File 333-101981 - Dec. 19) (BR. 36)
- S-8 HUBBELL INC, 584 DERBY MILFORD RD, ORANGE, CT, 06477-4024,  
2037994100 -  
0 (\$82,378,446.98) Equity, (File 333-101982 - Dec. 19) (BR. 36)
- S-8 TERADYNE INC, 321 HARRISON AVE, MAIL STOP H93, BOSTON, MA,  
02118,  
6174822700 - 0 (\$67,125,000.00) Equity, (File 333-101983 - Dec.  
19)  
(BR. 36)
- SB-2 GREENWAY TECHNOLOGIES CORP, 185 HAI ZHOU RD, SHANGHAI, F4,  
00000,  
01185260947990 - 10,500,000 (\$105,000.00) Equity, (File 333-  
101984 -  
Dec. 19) (BR. )
- SB-2 AM BUILD INC, 120 EGLINTON AVENUE EAST, SUITE 500, TORONTO  
ONTARIO, A6,  
M4P 1E2, 4164819333 - 2,000,000 (\$2,000,000.00) Equity,  
(File 333-101985 - Dec. 19) (BR. )
- F-6 SUMITOMO MITSUI BANKING CORP /ADR/, BANKERS TRUST CO 4 ALBANY  
ST,  
NEW YORK, NY, 10006, 2122508500 - 10,000,000 (\$500,000.00)  
Equity,  
(File 333-101986 - Dec. 19) (BR. )
- S-8 DRACO HOLDING CORP/NV, 511 EAST ST GEORGE BLVD, ST. GEORGE, UT,  
84770,  
8012090545 - 1,500,000 (\$15,000.00) Equity, (File 333-101987 -  
Dec. 19)  
(BR. 05)
- S-8 GREENLAND CORP, 6194584226 - 3,500,000 (\$35,000.00) Equity,  
(File 333-101988 - Dec. 19) (BR. 07)
- S-8 ZKID NETWORK CO, 445 WEST ERIE STREET, SUITE 106B, CHICAGO, IL,  
60610,  
3126540733 - 0 (\$50,625.00) Equity, (File 333-101989 - Dec. 19)  
(BR. 09)

- S-8 TOP IMAGE SYSTEMS LTD, 2 HABARZEL ST, TEL AVIV 69710 ISRA, L3,  
00000,  
01197236487722 - 360,000 (\$332,600.00) Equity, (File 333-101990  
-  
Dec. 19) (BR. 03)
- S-8 SCHWAB CHARLES CORP, 120 KEARNY STREET, SAN FRANCISCO, CA,  
94104,  
4156277000 - 1,500,000 (\$16,350,000.00) Equity, (File 333-101992  
-  
Dec. 19) (BR. 07)
- S-8 MERCURY COMPUTER SYSTEMS INC, 199 RIVERNECK RD, CHELMSFORD, MA,  
01824,  
9782561300 - 0 (\$118,299,055.00) Equity, (File 333-101993 - Dec.  
19)  
(BR. 36)
- S-8 BALLY TOTAL FITNESS HOLDING CORP, 8700 WEST BRYN MAWR AVENUE,  
SECOND FLOOR, CHICAGO, IL, 60631, 7733997656 -  
2,500,000 (\$17,450,000.00) Equity, (File 333-101994 - Dec. 19)  
(BR. 05)
- S-8 MAYTAG CORP, 403 W 4TH ST N, NEWTON, IA, 50208, 6417927000 -  
0 (\$18,000,000.00) Other, (File 333-101995 - Dec. 19) (BR. 02)
- S-8 XANSER CORP, 2435 N. CENTRAL EXPRESSWAY, SUITE 700, RICHARDSON,  
TX,  
75080, 9726994000 - 1,000,000 (\$1,690,000.00) Equity,  
(File 333-101996 - Dec. 19) (BR. 06)
- S-3 ALLEGIANCE TELECOM INC, 1950 STEMMONS FRWY, STE 3026, DALLAS,  
TX,  
75207, 2148537100 - 0 (\$381,984.00) Equity, (File 333-101997 -  
Dec. 19)  
(BR. 37)
- S-8 MAYTAG CORP, 403 W 4TH ST N, NEWTON, IA, 50208, 6417927000 -  
0 (\$6,892,500.00) Equity, (File 333-101998 - Dec. 19) (BR. 02)
- S-8 BALLY TOTAL FITNESS HOLDING CORP, 8700 WEST BRYN MAWR AVENUE,  
SECOND FLOOR, CHICAGO, IL, 60631, 7733997656 -  
250,000 (\$1,745,000.00) Equity, (File 333-101999 - Dec. 19) (BR.  
05)

- S-8 GOALTIMER INTERNATIONAL INC, 231 W. JAMISON, LITTLETON, CO, 80002,  
3037340235 - 39,825,782 (\$99,564.46) Debt Convertible into  
Equity,  
(File 333-102000 - Dec. 19) (BR. 09)
- S-8 MAYTAG CORP, 403 W 4TH ST N, NEWTON, IA, 50208, 6417927000 -  
0 (\$13,785,000.00) Equity, (File 333-102001 - Dec. 19) (BR. 02)
- S-8 MAYTAG CORP, 403 W 4TH ST N, NEWTON, IA, 50208, 6417927000 -  
0 (\$137,850.00) Equity, (File 333-102002 - Dec. 19) (BR. 02)
- S-8 PARADIGM GENETICS INC, 104 ALEXANDER DR, ADMINISTIVE BLDG #6,  
RESEARCH TRIANGLE PA, NC, 27709, 9195445578 - 0 (\$354,200.00)  
Equity,  
(File 333-102003 - Dec. 19) (BR. 01)
- S-8 THOUSAND TRAILS INC /DE/, 2711 LBJ FREEWAY, SUITE 200, DALLAS,  
TX,  
75234, 9722432228 - 0 (\$6,175,000.00) Equity, (File 333-102004 -  
Dec. 19) (BR. 08)
- S-3 CONSOLIDATED EDISON INC, 4 IRVING PLACE, ROOM 1618 S, NEW YORK,  
NY,  
10003, 2124604600 - 0 (\$500,000,000.00) Non-Convertible Debt,  
(File 333-102005 - Dec. 19) (BR. 04)
- S-8 DEL MONTE FOODS CO, ONE MARKET @ THE LANDMARK, C/O DEL MONTE  
CORP,  
SAN FRANCISCO, CA, 94105, 4152473000 - 0 (\$128,513,000.00)  
Equity,  
(File 333-102006 - Dec. 19) (BR. 04)
- S-3 NATIONWIDE FINANCIAL SERVICES INC/, ONE NATIONWIDE PLAZA,  
COLUMBUS, OH,  
43215, 6142497111 - 0 (\$1,300,000,000.00) Other, (File 333-  
102007 -  
Dec. 19) (BR. 01)
- S-8 CENTRAL VERMONT PUBLIC SERVICE CORP, 77 GROVE ST, RUTLAND, VT,  
05701,  
802-773-2711 - 350,000 (\$6,352,500.00) Equity, (File 333-102008  
-  
Dec. 19) (BR. 02)

- N-2 AEW REAL ESTATE INCOME FUND, 10 (\$250,000.00) Equity,  
(File 333-102009 - Dec. 19) (BR. 18)
- S-3 HAIN CELESTIAL GROUP INC, 58 SOUTH SERVICE ROAD, MELVILLE, NY,  
11747,  
6317302200 - 532,765 (\$8,689,397.15) Equity, (File 333-102010 -  
Dec. 19) (BR. 04)
- S-3 UNION BANKSHARES CORP, 212 NORTH MAIN ST, P O BOX 446, BOWLING  
GREEN,  
VA, 22427, 8046335031 - 0 (\$1,556,841.00) Equity, (File 333-  
102012 -  
Dec. 19) (BR. 07)
- F-6 SADIA SA, RUA FORTUNATO FERRAZ 659 VILA ANASTACIO,  
SAO PAULO SP 05093-901 BRAZIL, BRAZIL, D5, 00000,  
50,000,000 (\$2,500,000.00) ADRs/ADSs, (File 333-102013 - Dec.  
19)  
(BR. 04)
- S-4 MAPICS INC, 1000 WINDWARD CONCOURSE PARKWAY, ALPHARETTA, GA,  
30005,  
4047053000 - 0 (\$30,772,880.00) Equity, (File 333-102014 - Dec.  
19)  
(BR. 03)
- S-8 TRIPOS INC, 1699 SOUTH HANLEY RD, STE 303, ST LOUIS, MO, 63144,  
3146471099 - 250,000 (\$1,432,500.00) Equity, (File 333-102015 -  
Dec. 19) (BR. 03)
- S-4 CITIZENS INC, 400 EAST ANDERSON LANE, AUSTIN, TX, 78752,  
5128377100 -  
0 (\$17,188,918.00) Equity, (File 333-102016 - Dec. 19) (BR. 01)
- S-8 HAIN CELESTIAL GROUP INC, 58 SOUTH SERVICE ROAD, MELVILLE, NY,  
11747,  
6317302200 - 1,600,000 (\$26,096,000.00) Equity, (File 333-102017  
-  
Dec. 19) (BR. 04)
- S-3 TECO ENERGY INC, 702 N FRANKLIN ST, TECO PLAZA, TAMPA, FL,  
33602,  
8132284111 - 0 (\$598,578,450.00) Equity, (File 333-102018 - Dec.  
19)

(BR. 02)

S-4 TECO ENERGY INC, 702 N FRANKLIN ST, TECO PLAZA, TAMPA, FL, 33602,

8132284111 - 0 (\$380,000,000.00) Non-Convertible Debt, (File 333-102019 - Dec. 19) (BR. 02)

S-3 PRAXAIR INC, 39 OLD RIDGEBURY RD, DANBURY, CT, 06810-5113, 2038372000 -

1,375,000,000 (\$1,375,000,000.00) Other, (File 333-102020 - Dec. 19)

(BR. 02)

S-8 USA SUNRISE BEVERAGES INC, PO BOX 938, SPEARFISH, SD, 57783, 6056425560 - 3,500,000 (\$1,785,000.00) Equity, (File 333-102021

- Dec. 19) (BR. 09)

#### RECENT 8K FILINGS

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 FD Disclosure.

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](http://www.sec.gov)>.

NAME OF ISSUER COMMENT	STATE CODE	8K ITEM NO.									DATE	
		1	2	3	4	5	6	7	8	9		
----- ----- 1-800 ATTORNEY INC 12/18/02	FL					X						
24/7 MEDIA INC 10/15/02 AMEND	DE					X		X				
ACCESS ANYTIME BANCORP INC 12/16/02	DE					X						
ADVANCED REFRIGERATION TECHNOLOGIES I 12/17/02	CA				X			X				
AIRSPAN NETWORKS INC 12/18/02	WA					X		X				
ALLEGHENY ENERGY INC 12/18/02	MD							X		X		
ALLEGHENY ENERGY SUPPLY CO LLC 12/18/02								X		X		
AMERICAN REAL ESTATE PARTNERS L P 12/19/02	DE					X		X				
AMERICAN RIVER HOLDINGS 12/19/02	CA					X		X				
ANALYTICAL SURVEYS INC 12/19/02	CO										X	
APARTMENT INVESTMENT & MANAGEMENT CO 12/19/02	MD					X		X				
ARIZONA PUBLIC SERVICE CO	AZ					X		X				

11/15/02

ARRAY BIOPHARMA INC 12/19/02	DE				X
AUTOTRADECENTER COM INC 12/04/02	AZ				X
AVAILENT FINANCIAL INC 12/04/02	DE	X	X		X
BAB INC 12/31/02	DE			X	
BANC OF AMERICA COMMERCIAL MORT PASS 12/11/02	DE			X	X
BEAR STEARNS COMMERCIAL MORTGAGE SEC 12/15/02	DE			X	X
BEAR STEARNS COMPANIES INC 12/18/02	DE			X	X
BICO INC/PA 12/19/02	PA			X	
BRANTLEY CAPITAL CORP 12/18/02	MD			X	X
CALAVO GROWERS INC 12/19/02	CA			X	X
CALIFORNIA STEEL INDUSTRIES INC 12/12/02				X	X
CALLAWAY GOLF CO /CA 12/12/02	DE			X	X
CALPINE CORP 12/18/02	DE			X	X
CARCORP USA CORP 09/09/02	DE			X	X
CARNIVAL CORP	DE			X	X



11/30/02

CAROLINA BANK HOLDINGS INC 12/17/02	NC	X	
CATERPILLAR INC 12/19/02	DE	X	
CELLSTAR CORP 12/19/02	DE	X	X
CERAMICS PROCESS SYSTEMS CORP/DE/ 12/04/02	DE	X	
CHADMOORE WIRELESS GROUP INC 12/19/02	CO	X	
CITICORP MORTGAGE SECURITIES INC 12/19/02	DE	X	X
CITICORP MORTGAGE SECURITIES INC 12/19/02	DE	X	
CNA FINANCIAL CORP 12/19/02	DE	X	X
COLE NATIONAL CORP /DE/ 12/19/02	DE	X	
COLE NATIONAL GROUP INC 12/19/02	DE	X	
COLONY BANKCORP INC 12/19/02	GA	X	X
COMMERCIAL MORTGAGE PASS-THROUGH CERT 12/12/02	MO	X	X
COMMONWEALTH BANCORP INC 12/19/02	PA	X	X
COMMUNITY BANKS INC /PA/ 12/17/02	PA	X	X
COMTEX NEWS NETWORK INC	NY	X	

12/10/02

CONCUR TECHNOLOGIES INC 12/16/02	WA	X	X
CONSECO FINANCE CORP 12/17/02	DE	X	X
CONSECO FINANCE CORP 12/17/02	DE	X	X
CONSECO FINANCE CORP 12/17/02	DE	X	X
CONSECO INC 12/18/02	IN	X	X
CONSOLIDATED EDISON CO OF NEW YORK IN 12/19/02	NY	X	X
COUNTRYWIDE HOME LOAN TRUST HOME LOAN 12/12/02	NY	X	X
CREDIT SUISSE FIRST BOSTON MORTGAGE S 12/19/02	DE	X	
CRIIMI MAE INC 12/19/02	MD	X	
CROWN CORK & SEAL CO INC 12/11/02	PA	X	
CSK AUTO CORP 12/18/02	DE	X	X
CWABS INC 12/19/02	DE	X	X
DALEEN TECHNOLOGIES INC 10/17/02	DE	X	
DALLAS GOLD & SILVER EXCHANGE INC /NV 12/16/02	NV	X	X
DARDEN RESTAURANTS INC	FL	X	X

12/19/02

DEL MONTE FOODS CO 12/18/02	DE		X	X
DENNYS CORP 12/16/02	DE		X	
DILLARD ASSET FUNDING CO 11/15/02	DE		X	X
DVI RECEIVABLES CORP 11/30/02	DE			X
DVI RECEIVABLES CORP VIII 11/30/02	DE			X
DYNACORE HOLDINGS CORP 12/18/02	DE		X	
ENDOCARE INC 12/18/02	DE		X	X
ESB FINANCIAL CORP 12/18/02	PA		X	X
ESSEX PROPERTY TRUST INC 12/17/02	MD		X	X
EVOLVE SOFTWARE INC 12/17/02	DE		X	
EXCELON CORP 12/19/02	DE	X		
EXELON CORP 12/19/02	PA			X
FASHIONMALL COM INC 12/19/02	DE		X	X
FIRST DATA CORP 12/18/02	DE			X
FIRST MIDWEST BANCORP INC	DE		X	X

12/19/02

FIRST NIAGARA FINANCIAL GROUP INC 12/13/02	DE		X	X	
GALAXY NUTRITIONAL FOODS CO 12/17/02	DE		X	X	
GATX CORP 12/19/02	NY		X		
GATX FINANCIAL CORP 12/19/02	DE		X		
GE CAPITAL COMMERCIAL MORT CORP MORT 12/10/02	DE		X	X	
GEMSTAR TV GUIDE INTERNATIONAL INC 11/22/02	DE		X	X	
GENERAL DYNAMICS CORP 12/19/02	DE		X	X	
GENERAL MOTORS CORP 12/19/02	DE				X
GENERAL MOTORS CORP 12/11/02	DE		X		
GMAC COMMERCIAL MORTGAGE SEC INC MRT 12/15/02			X	X	
GOLDMAN SACHS GROUP INC/ 12/19/02	DE		X		
GOLF PRODUCT TECHNOLOGIES INC 12/02/02	FL	X X		X	
GREATER BAY BANCORP 12/16/02	CA		X	X	X
GREYHOUND LINES INC 12/19/02	DE		X		

GS MORTGAGE SEC CORP MORT PASS THR CE 10/07/02 AMEND	DE		X	X	
HALLIBURTON CO 12/18/02	DE				X
HALLIBURTON CO 12/18/02	DE				X
HARRINGTON WEST FINANCIAL GROUP INC/C 12/19/02					X
HARVEST NATURAL RESOURCES INC 12/18/02	DE		X	X	
HEALTH & NUTRITION SYSTEMS INTERNATIO 12/19/02	FL			X	X
HEALTHETECH INC 12/11/02			X	X	
HERITAGE COMPANIES INC 12/17/02	NV	X	X	X	
HOLIDAY RV SUPERSTORES INC 12/13/02	DE		X	X	
HUGHES ELECTRONICS CORP 12/11/02	DE		X		
IMAGING TECHNOLOGIES CORP/CA 12/19/02	DE	X		X	
IMAGIS TECHNOLOGIES INC 12/09/02	A1				X
IMPROVENET INC 12/13/02	DE		X	X	
IMPSAT FIBER NETWORKS INC 12/16/02	DE	X		X	
INCYTE GENOMICS INC 12/19/02	DE		X		

INETEVENTS INC 11/19/02	DE	X		
INFORMATION RESOURCES INC 12/13/02	DE		X	X
INKINE PHARMACEUTICAL CO INC 12/17/02	NY		X	X
INSILCO HOLDING CO 12/16/02	DE	X	X	X
INSILCO TECHNOLOGIES INC 12/16/02	DE	X	X	X
INTERNATIONAL LEASE FINANCE CORP 12/16/02	CA			X
JOHNSON DIVERSEY INC 12/19/02	DE			X
JP MORGAN CHASE COM MORT SEC CORP PAS 12/12/02	DE		X	X
KAISER ALUMINUM & CHEMICAL CORP 12/18/02	DE		X	X
KAISER ALUMINUM CORP 12/18/02	DE		X	X
KERR MCGEE CORP /DE 12/19/02	DE			X
LA-Z-BOY INC 12/19/02	MI		X	
LATTICE SEMICONDUCTOR CORP 01/18/02 AMEND	DE			X
LEHMAN BROTHERS HOLDINGS INC 12/19/02	DE			X
LOTTERY & WAGERING SOLUTIONS INC 12/16/02	DE		X	X

MACK CALI REALTY CORP 12/12/02	MD	X	X
MCMORAN EXPLORATION CO /DE/ 12/17/02	DE	X	
MILLENNIUM CHEMICALS INC 11/30/02	DE	X	X
MILLS CORP 12/16/02	DE	X	
MISSION RESOURCES CORP 12/19/02	DE	X	X
MMCA AUTO OWNER TRUST 2002-1 12/16/02	DE	X	X
MMCA AUTO OWNER TRUST 2002-2 12/16/02		X	X
MMCA AUTO OWNER TRUST 2002-3 12/16/02		X	X
MMCA AUTO OWNER TRUST 2002-4 12/16/02	DE	X	X
MORGAN STANLEY 12/19/02	DE	X	X
MORTGAGE ASSET SEC TRANS INC MORT PAS 12/19/02	NY	X	
MUSE TECHNOLOGIES INC 12/18/02	DE	X	
NECO ENERGY CORP 08/09/02 AMEND		X	X
NIGHTINGALE INC 12/31/02	UT	X	X
NORTHERN BORDER PARTNERS LP 12/11/02	DE	X	

NORTHWEST BIOTHERAPEUTICS INC 12/18/02	DE	X	X	
OCEANIC EXPLORATION CO 12/16/02	DE	X		
ORTHOVITA INC 12/18/02		X	X	
PANERA BREAD CO 12/19/02	DE			X
PAYCHEX INC 12/19/02	DE			X
PHARMACEUTICAL FORMULATIONS INC 12/19/02	DE	X		
PHARMANETICS INC 12/19/02	NC	X	X	
PMI GROUP INC 12/18/02	DE			X
PNC FINANCIAL SERVICES GROUP INC 12/19/02	PA	X	X	
PNC MORT SEC CORP COM MORT PASS THR C 12/16/02	MO	X	X	
PNC MORTGAGE ACCEPTANCE CORP 12/12/02	MO	X	X	
PNM RESOURCES 11/30/02	NM			X
PREVIO INC 12/18/02	DE	X	X	
RALCORP HOLDINGS INC /MO 12/19/02	MO	X		X
RENT WAY INC 12/19/02	PA	X		



RESIDENTIAL ASSET MORTGAGE PRODUCTS I 12/19/02	DE		X	X
RESTORATION HARDWARE INC 12/18/02	CA		X	X
RURAL ELECTRIC COOPERATIVE GRANTOR TR 12/16/02	NY		X	X
SAFECO CORP 12/19/02	WA		X	
SALIX PHARMACEUTICALS LTD 12/19/02			X	X
SELECT COMFORT CORP 12/19/02	MN			X
SHARECOM INC /IL/ 12/13/02	NV	X X		X
SHIRE PHARMACEUTICALS GROUP PLC 12/19/02			X	X
SIGMA ALDRICH CORP 12/19/02	DE		X	X
SNB BANCSHARES INC 12/19/02	GA		X	
SONEX RESEARCH INC 12/17/02	MD		X	
SOVEREIGN SPECIALTY CHEMICALS INC 12/19/02	DE			X
SPECTRUM PHARMACEUTICALS INC 12/11/02	DE		X	
SPX CORP 12/13/02	DE		X	X
STATER BROS HOLDINGS INC 12/19/02	DE			X

STRATOSPHERE CORP 12/19/02	DE		X	X
SUN BANCORP INC 12/18/02	PA		X	X
SUNBEAM CORP/FL/ 12/17/02	DE	X		X
SYNERGY FINANCIAL GROUP INC 12/19/02			X	X
SYSCOMM INTERNATIONAL CORP 08/01/02 AMEND	DE		X	X
TASKER CAPITAL CORP 12/19/02	NV		X	X
TEAM FINANCIAL INC /KS 12/18/02	KS		X	X
TECO ENERGY INC 12/19/02	FL		X	X
TETON PETROLEUM CO 12/12/02	DE		X	
TEXAS BIOTECHNOLOGY CORP /DE/ 12/19/02	DE		X	
TOWER BANCORP INC 12/18/02	PA		X	
TREATS INTERNATIONAL ENTERPRISES INC 12/17/02	DE		X	
TULLYS COFFEE CORP 12/19/02				X
UNIVERSAL ACCESS GLOBAL HOLDINGS INC 12/19/02	DE		X	
VAXGEN INC 12/19/02	DE		X	X

VENTURE HOLDINGS CO LLC 12/19/02	MI			X
VIRGINIA COMMERCE BANCORP INC 12/19/02		X	X	
WASHINGTON MUTUAL MORTGAGE SECURITIES 12/19/02	DE	X	X	
WASHINGTON MUTUAL MORTGAGE SECURITIES 12/19/02	DE		X	
WASHINGTON MUTUAL MORTGAGE SECURITIES 12/19/02	DE		X	
WASHINGTON MUTUAL MORTGAGE SECURITIES 12/17/02	DE		X	
WEBHIRE INC 12/18/02	DE	X	X	
WILLIAMS COMPANIES INC 12/17/02	DE			X
WSN GROUP INC 12/18/02	NV	X	X	
ZETA CORP /CA 12/19/02	FL	X		