ALANCO TECHNOLOGIES INC
Form 424B1
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PROSPECTUS

ALANCO TECHNOLOGIES, INC.

10,128,244 Shares of Class A Common Stock

THE SHARES OFFERED IN THIS PROSPECTUS INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS" ON PAGE 3 FOR INFORMATION THAT YOU SHOULD CONSIDER.

This prospectus is being used in connection with offerings from time to time by some of our stockholders. We issued the shares offered in this prospectus to the selling stockholders in connection with private placement financings completed in 2001 and 2002, as well as in connection with our acquisition of the operations of Technology Systems International, Inc., a Nevada corporation.

We expect that sales of shares of Class A common stock under this prospectus will be made

- in broker's transactions;
- in transactions directly with market makers; or
- in privately negotiated sales or otherwise.

The selling stockholders will determine when they will sell their shares, and in all cases they will sell their shares at the current market price or at negotiated prices at the time of the sale. We will pay the expenses incurred to register the shares for resale, but the selling stockholders will pay any underwriting discounts, concessions, or brokerage commissions associated with the sale of their shares of Class A common stock. The selling stockholders and the brokers and dealers that they utilize may be deemed to be "underwriters" within the meaning of the securities laws, and any commissions received and any profits realized by them on the sale of shares may be considered to be underwriting compensation. See "Plan of Distribution."

The selling stockholders own all 10,128,244 shares of Class A common stock. We will not receive any part of the proceeds from the sale of the shares. The registration of the shares on behalf of the selling stockholders, however, does not necessarily mean that any of the selling stockholders will offer or sell their shares under this registration statement or at any time in the near future.

Our common stock is listed on the NASDAQ SmallCap Market, or NASDAQ, under the symbol "ALAN." On November 25, 2002, the last sale price of our common stock on NASDAQ was $0.67 per share.

You should read this prospectus and any prospectus supplements carefully before deciding to invest.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 11, 2002

TABLE OF CONTENTS

SUMMARY

The following summary does not contain all of the information that may be important to purchasers of our Class A common stock. Prospective purchasers of Class A common stock should carefully review the detailed information and financial statements, including notes thereto, appearing elsewhere in or incorporated by reference into this prospectus.

The Company

Our company, Alanco Technologies, Inc., together with our subsidiaries, is a provider of advanced information technology solutions. Our operations at the end of fiscal 2002 (June 30, 2002) were diversified into two reporting business segments including: (i) design, production, marketing and distribution of RFID tracking technology, and (ii) manufacturing, marketing and distribution of data storage products.

Effective June, 2002, we acquired radio frequency identification tracking technology, known as "RFID", through the acquisition of the operations of Technology Systems International, Inc., a Nevada corporation. We continue to participate in the data storage market through two wholly-owned subsidiaries: Arraid, Inc., a manufacturer of proprietary storage products to upgrade older "legacy" computer systems; and Excel/Meridian Data, Inc., a manufacturer of network attached storage systems for mid-range organizations.

Our principal executive offices are located at 15575 North 83rd Way, Suite 3, Scottsdale, AZ 85260, and our telephone number is (480) 607-1010.

The Offering

Securities offered by the Selling Shareholders..	10,128,244 shares of Class A common stock
Class A common stock currently issued....	18,599,100 shares (1)

Use of proceeds................................	We will not receive any of the proceeds of sales of Class A common stock by the Selling Shareholders. We may, however, receive proceeds from the exercise of certain rights held by some of the Selling Shareholders under stock options or warrants to purchase Class A common stock from us if that is the origin of shares sold by those Selling Shareholders.
Risk Factors...................................	Prospective purchasers should carefully consider the factors discussed under "Risk Factors."
NASDAQ symbol	ALAN

(1) Excludes (i) 5,826,500 shares of Class A common stock reserved for issuance upon exercise of stock options outstanding as of November 26, 2002; (ii) 3,523,000 shares reserved for issuance upon the exercise of stock options that may be granted in the future under our stock option plans; (iii) 2,260,715 shares reserved for issuance upon exercise of outstanding warrants; and (iv) 873,340 shares reserved for issuance upon conversion of the Series B Convertible Preferred Stock.

3

RISK FACTORS

An investment in Alanco involves a high degree of risk. In addition to the other information included in this prospectus, you should carefully consider the following risk factors in determining whether or not to purchase the shares of Class A common stock offered under this prospectus. These matters should be considered in conjunction with the other information included or incorporated by reference in this prospectus. This prospectus contains statements which constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements appear in a number of places in this prospectus and include statements regarding the intent, belief or current expectations of our management, directors or officers primarily with respect to our future operating performance. Prospective purchasers of our securities are cautioned that these forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of various factors. The accompanying information contained in this prospectus, including the information set out below, identifies important factors that could cause such differences. See "Safe Harbor Statements Under the Private Securities Litigation Reform Act of 1995."

TSI acquisition. We recently acquired Technology Systems International, Inc. ("TSI"). The following risks are relevant with respect to the recent acquisition:

We must successfully operate the storage businesses that we already have, as well as integrate and successfully operate the TSI operations as contemplated by the acquisition. The process of integrating management operations, facilities, accounting, billing and collection systems, and other information systems requires continued investment of time and resources and can involve difficulties, which could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Our business model for the TSI business projects significant growth in the corrections market. We do not have experience in increasing market share in the corrections market and there is no certainty that we will be able to capture the required market share for TSI to achieve its anticipated financial success. The TSI RFID technology is currently being marketed to the corrections market to monitor the continuous location of incarcerated prisoners. Although there are a number of monitoring systems being marketed to the corrections industry, the TSI RFID system is currently the only system, to the best of our knowledge, that is able to continuously (every two seconds) monitor the location of prisoners, both inside and outside of buildings. There is no certainty that the corrections industry will adopt this technology broadly enough for us to reach our marketing projections.

We purchase sub-components for the location and tracking system technology from a limited number of subcontractors that have the required technology to produce the sub-components in the quantities required. We cannot be assured that required sub-components will be available in the quantities and at the prices and terms anticipated.

Our TSI products are reliant on key personnel who developed and understand the technology. The loss of the services of those key technology personnel could have an adverse effect on the business, operating results and financial condition of our company.

We are subject to the budget constraints of the governmental agencies purchasing TSI's monitoring systems, which could result in a significant decrease in our anticipated revenues. We are subject to the budget constraints of the governmental agencies to whom we plan to sell the TSI monitoring systems. We cannot assure you that such governmental agencies will have the necessary revenue to purchase the systems even though they may want to do so. The funds available to governmental agencies are subject to various economic and political influences. Even though the TSI monitoring system may be recommended for purchase by corrections facility managers, the governmental agency responsible for the facility may not have sufficient budget resources to purchase the system.

General economic conditions. Recent unfavorable economic conditions and reduced information technology spending by our customers have adversely affected our business in recent quarters. If the economic conditions worsen, we may experience a material adverse impact on our business, operating results, and financial condition. Our data storage product division sells systems designed to up-grade and enhance older Legacy computer systems as well as network attached storage systems to mid-sized network users. The recent economic conditions have resulted in reduced spending by our customers for technology in general, including the data storage systems sold by us. We have reduced overhead to assist in offsetting our reduced sales volume; however, no assurance can be given that the current economic conditions will not worsen further exacerbating the sales slowdown. The TSI RFID system sales are less dependent upon current economic conditions as most of the system purchasers are governmental agencies. However, the current economic conditions do have an impact on governmental budgets, thereby potentially impacting our sales. See the previous section discussing the budget constraints of our governmental purchasers.

Acts of domestic terrorism and war have impacted general economic conditions and may impact the industry and our ability to operate profitably. On September 11, 2001, acts of terrorism occurred in New York City and Washington, D.C. On October 7, 2001, the United States launched military attacks on Afghanistan. As a result of those terrorist acts and acts of war, there has been a disruption in general economic activity. The demand for our data storage products and services have declined as layoffs in industries affect the economy as a whole. There may be other consequences resulting from those acts of terrorism, and any others which may occur in the future, including civil disturbance, war, riot, epidemics, public demonstration, explosion, freight embargoes, governmental action, governmental delay, restraint or inaction, quarantine restrictions, unavailability of capital, equipment, personnel, which we may not be able to anticipate. These terrorist acts and acts of war may continue to cause a slowing of the economy, and in turn, reduce the demand of our data storage products and services, which would harm our ability to make a profit. Also, as federal dollars are redirected to military efforts, they may not be available for the purchase of new federal prison monitoring systems. We are unable to predict the long-term impact, if any, of these incidents or of any acts of war or terrorism in the United States or worldwide on the U.S. economy, on us or on the price of our stock.

Future capital and liquidity needs; Uncertainty of proceeds and additional financing. We believe that, based on our fiscal 2003 operating plan, cash flow will be adequate to meet our anticipated future requirements for working capital expenditures, scheduled lease payments and scheduled payments of interest on our indebtedness. We will need to materially reduce expenses, or raise additional funds through public or private debt or equity financing, or both, if the revenue and cash flow elements of our 2003 operating plan are not met. If additional funds are raised through the issuance of equity securities, the percentage ownership of the then current shareholders of the company will be reduced, and such equity securities may have rights, preferences or privileges senior to those of the holders of Class A common Stock. If we need to seek additional financing to meet working capital requirements, there can be no assurance that additional financing

will be available on terms acceptable to us, or at all. If adequate funds are not available or are not available on acceptable terms, our business, operating results, financial condition and ability to operate will be materially adversely affected.

Recent losses; Fluctuations in operating results. We had a consolidated net loss of $6,011,200 for the fiscal year ending June 30, 2002 and a consolidated net loss of $2,994,500 for the fiscal year ending June 30, 2001. In addition, our quarterly operating results have fluctuated significantly in the past and could fluctuate significantly in the future. We anticipate our financial performance will be significantly impacted by our acquisition of the TSI RFID technology effective June 1, 2002. As a result, our past quarterly operating results should not be used to predict future performance.

Intellectual property. Our business strategy is to continue the growth of our data storage businesses and develop the TSI business opportunity. The long-term success of this strategy depends in part upon the TSI intellectual property acquired. Third parties may hold United States or foreign patents which may be asserted in the future against the TSI technology, and there is no assurance that any license that might be required under such patents could be obtained on commercially reasonable terms, or otherwise. Our competitors may also independently develop technologies that are substantially equivalent or superior to our technology. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States.

Despite our efforts to safeguard and maintain our proprietary rights both in the United States and abroad, there can be no assurance that we will be successful in doing so or that the steps taken by us in this regard will be adequate to deter infringement, misuse, misappropriation or independent third-party development of our technology or intellectual property rights or to prevent an unauthorized third party from copying or otherwise obtaining and using our products or technology. Litigation may also become necessary to defend or enforce our proprietary rights. Any of such events could have a material adverse effect on our business, operating results and financial condition.

Dependence on key personnel. Our performance is substantially dependent on the services and performance of our executive officers and key employees. The loss of the services of any of our executive officers or key employees could have a material adverse effect on our business, operating results and financial condition. Our future success will depend on our ability to attract, integrate, motivate and retain qualified technical, sales, operations and managerial personnel. None of our executive officers are bound by an employment agreement or covered by key-man insurance.

Competition. Although early in the market development cycle, the TSI business/technology has no current, identified direct competitors. However, it can be expected that if and to the extent that the demand for the TSI technology increases, the number of competitors will likely increase. Increasing competition could adversely affect the amount of new business we are able to attract, the rates we are able to charge for our services and/or products, or both.

Relative to our data storage businesses, we operate in a very competitive environment, competing against numerous other companies, many of whom have greater financial resources and market position than we do.

Possible exercise and issuance of options and warrants may dilute interest of shareholders. As of November 26, 2002, options to purchase 5,826,500 shares of our Class A common stock were outstanding, and the weighted average exercise price of such options was $0.97. Additionally, warrants to purchase 2,260,715 shares of our Class A common stock were outstanding, and

the weighted average exercise price of such warrants was $1.05. To the extent that any stock options currently outstanding or granted in the future are exercised, dilution to the interests of our shareholders may occur.

Possible de-listing of our stock on NASDAQ. Our Class A common stock currently trades on the NASDAQ SmallCap Market under the symbol "ALAN." However, there can be no assurance that an active trading market in our Class A common stock will be available at any particular future time. As of the date of this prospectus, we have received notice from NASDAQ that our stock price does not meet the NASDAQ listing eligibility requirement of a minimum closing bid price of $1.00. However, NASDAQ has determined that we did meet the initial listing requirements for the NASDAQ SmallCap Market and has given us until February 10, 2003, to meet the closing bid price requirement. If this requirement is not satisfied by that date, we will receive written notification from NASDAQ that our securities will be delisted. At that time, we may appeal NASDAQ's delisting determination to a Listing Qualification Panel. There can be no assurance that we will be in compliance with the continued listing standards in the future. If we are delisted, we may not be able to secure listing on other exchanges or quotation systems. This would materially adversely affect the price and liquidity of our common stock.

Payment of dividends. We do not anticipate that we will pay cash dividends on our Class A common stock in the foreseeable future. The payment of dividends by us will depend on our earnings, financial condition, and such other factors, as our Board of Directors may consider relevant. We currently plan to retain earnings to provide for the development of our business.

Our articles of incorporation and Arizona law may have the effect of making it more expensive or more difficult for a third party to acquire, or to acquire control, of us. Our articles of incorporation make it possible for our board of directors to issue preferred stock with voting or other rights that could impede the success of any attempt to change control of us. Arizona law prohibits a publicly held Arizona corporation from engaging in certain business combinations with certain persons, who acquire our securities with the intent of engaging in a business combination, unless the proposed transaction is approved in a prescribed manner. This provision has the effect of discouraging transactions not approved by our Board of Directors as required by the statute which may discourage third parties from attempting to acquire us or to acquire control of us even if the attempt would result in a premium over market price for the shares of common stock held by our stockholders.

The market price of our Class A common stock may fluctuate significantly in response to a number of factors, some of which are beyond our control. These factors include:

- progress of our products through development and marketing;
- announcements of technological innovations or new products by us or our competitors;
- government regulatory action affecting our products or competitors' products in both the United States and foreign countries;
- developments or disputes concerning patent or proprietary rights;
- actual or anticipated fluctuations in our operating results;

- the loss of key management or technical personnel;
- the loss of major customers or suppliers;
- the outcome of any future litigation;
- changes in our financial estimates by securities analysts;

- general market conditions for emerging growth and technology companies;
- broad market fluctuations;
- recovery from natural disasters; and
- economic conditions in the United States or abroad.

Future sales of our Class A common stock in the public market could adversely affect our stock price and our ability to raise funds in new equity offerings. We cannot predict the effect, if any, that future sales of shares of our common stock or the availability for future sale of shares of our common stock or securities convertible into or exercisable for our common stock will have on the market price of our common stock prevailing from time to time. For example, the availability of the shares covered by this S-3 registration statement for sale, or of common stock by our existing stockholders under Rule 144, or the perception that such sales could occur, could adversely affect prevailing market prices for our common stock and could materially impair our future ability to raise capital through an offering of equity securities.

SAFE HARBOR STATEMENTS UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This prospectus includes "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. The safe harbor provisions of the Securities Exchange Act of 1934 and the Securities Act of 1933 apply to forward-looking statements made by us. These statements can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should" or "anticipates" or the negatives or variations of these terms, and other comparable terminology. In addition, any statements discussing strategy that involve risks and uncertainties are forward-looking.

Forward-looking statements involve risks and uncertainties, including those risks and uncertainties identified in the section of this prospectus beginning on page 3 titled "Risk Factors" and those risks and uncertainties identified elsewhere in, or incorporated by reference into, this prospectus. Due to these risks and uncertainties, the actual results that we achieve may differ materially from these forward-looking statements. These forward-looking statements are based on current expectations. In preparing this prospectus, we have made a number of assumptions and projections about the future of our business. These assumptions and projections could be wrong for several reasons including, but not limited to, those factors identified in the "Risk Factors" section.

You are urged to carefully review and consider the various disclosures that we make in this prospectus, any subsequent prospectus supplements and in our other reports filed with the SEC. These disclosures attempt to advise interested parties of the risk factors that may affect our business.

ISSUANCE OF SECURITIES TO SELLING SHAREHOLDERS

The Class A common stock subject to this prospectus was issued by us to the selling shareholders pursuant to a number of separate transactions, plus a number of individual service contracts pursuant to which we issued stock to the service provider in consideration of services rendered. We agreed in each of these transactions to file a registration statement, of which this prospectus is a part, to register the resale of the securities issued by us in these transactions. All of the shares of Class A common stock covered by this prospectus were "restricted securities" under the Securities Act prior to this registration. The transactions under which the securities were issued are described in the following paragraphs.

The first transaction involved the issuance by us of certain shares of convertible preferred stock to private investors in May, June and July of 2000. The preferred stock received dividends in kind and was all converted into shares of common stock in June and July of 2001. A total of 1,901,363 shares of Class A common stock were issued in connection with the conversion of the preferred stock. The total consideration received by us for such Class A common stock, including the initial funds received for the preferred stock as well as the additional funds received in connection with the conversion, was $1,690,872, or $0.89 per share of Class A common stock issued by us. Some of the Class A common shares have been sold by the original investors pursuant to Rule 144 under the Securities Act, or are not included in this prospectus at the request of the shareholder, so the remaining number of Class A common shares included in this prospective from this transaction is 267,404 shares.

The second transaction involved the issuance by us of Class A common stock, and warrants to purchase additional shares of Class A common stock, to private investors in December of 2001. A total of 1,460,000 shares of common stock was issued in exchange for $912,500, or $0.625 per share. In addition, warrants to purchase 800,000 shares of our common stock at an exercise price of $1.00 per share were issued by us to the investors. With respect to this transaction, some shares are not included in this prospectus at the request of the shareholder, so this prospectus covers 600,000 shares of Class A common stock purchased by the included investors as well as 345,000 shares of Class A common stock underlying the warrants issued to the included investors, or a total of 945,000 shares.

The third transaction involved the issuance by us of 250,000 shares of Class A common stock to single investor, Leslie W. Griffith, in May, 2002 for $175,000.

The fourth transaction involved the issuance to one private investor of 50,000 shares of our Series B convertible preferred stock, plus a warrant to purchase 500,000 shares of our Class A common stock at an exercise price of $1.00 per share, in exchange for $500,000. Each share of our Series B convertible preferred stock is convertible into 13 shares of Class A common stock. In addition, the preferred stock receives dividends in kind. Three years after the issuance of the preferred stock the investor has the right to cause us to redeem the preferred stock if it has not been converted into Class A common stock. With respect to this transaction, this prospectus covers resale of the 873,340 shares of Class A common stock into which the

9

preferred stock is convertible (including the anticipated dividends in kind through the three-year period following issuance of the preferred stock), plus the 500,000 shares of Class A common stock purchasable under the warrant, or a total of 1,373,340 shares.

The fifth transaction involved the shares of common stock issued by us in connection with our acquisition of the assets and business of Technology Systems International, Inc. effective June 1, 2002. In connection with the acquisition, we issued 6,000,000 shares of Class A common stock to TSI, which shares will be distributed to the shareholders of TSI upon the liquidation of TSI. Additionally, 1,000,000 shares of Class A common stock were issued to a creditor of TSI, EMS Technologies, Inc., in satisfaction of certain obligations of TSI to the creditor. Therefore, with respect to the transaction, this prospectus covers the resale of the 7,000,000 shares of the company's Class A common stock.

The sixth transaction involves issuance by us of a warrant to purchase 100,000 shares of Class A common stock at an exercise price of $0.87 per share, which warrant was issued to the lender who established a revolving credit facility in the amount of $1,300,000 for us in June of 2002. This prospectus covers the resale of 100,000 shares of Class A common stock underlying the warrant.

In addition, shares of our Class A common stock or warrants to purchase shares of our Class A common stock were issued to certain persons or companies providing services to us in consideration of those services. The services generally related to corporate communications and investor relations. The service providers, the date of their contracts and the number of shares issued (or subject to be issued under warrant agreements) are as follows:

Name	Date of Arrangement	Number of Shares
James E. Boren	January, 2002	27,500
Ovations International, Inc.	July, 2002	15,000
Coffin Communications Group	September, 2002	50,000 (1)
Equity Communications, LLC	October, 2002	200,000 (2)

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(1) Includes 25,000 shares of Class A common stock and a warrant to purchase 25,000 shares of Class A common stock at an exercise price of $1.00 per share.

(2) Comprised of a warrant to purchase 200,000 shares of Class A common stock at a purchase price of $0.75 per share.

USE OF PROCEEDS

All of the shares of Class A common stock being offered under this prospectus are offered by the selling shareholders, which term includes their transferees, pledgees or donees or other successors in interest. The proceeds from the sale of the Class A common stock are solely for the account of the selling shareholders. Accordingly, we will not receive any proceeds from the sale of Class A common stock by the selling shareholders. However, if shares to be sold by the selling shareholders are first to be acquired by them through exercise of options or warrants to purchase shares of Class A common stock as described in the

previous section (See "Issuance of Securities to Selling Shareholders"), then we would have received the proceeds required for the exercise of the options or warrants previously, or contemporaneously to the selling shareholders' sale of such stock.

PLAN OF DISTRIBUTION

The shares of common stock covered by this prospectus and, if applicable, any prospectus supplements may be offered and sold from time to time in one or more transactions by the selling stockholders, which term includes their transferees, pledgees or donees or other successors in interest. These transactions may involve crosses or block transactions. The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. The shares of common stock may be sold by one or more of the following means of distribution:

- on any of the U.S. securities exchanges or quotation services where shares of our common stock are listed or quoted at the time of sale, including NASDAQ where our common stock is listed as of the date of this prospectus;
- in the over-the-counter market in accordance with the rules of NASDAQ;
- in transactions otherwise than on the exchanges or services or in the over-the-counter market described above;
- in negotiated transactions or otherwise;
- by pledge or by grant of a security interest in the shares to secure debts and other obligations;
- through the writing of options, whether the options are listed on an options exchange or otherwise;
- in connection with the writing of non-traded and exchange-traded call options or put options, in hedge transactions and in settlement of other transactions in standardized or over-the-counter options;
- through the distribution of the shares by any selling stockholder to its partners, members or stockholders;
- a block trade in which the broker-dealer so engaged will attempt to sell shares of common stock as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its own account pursuant to this prospectus;
- short sales;
- ordinary brokerage transactions and transactions in which the broker solicits purchasers; or
- a combination of any of the above transactions.

The selling stockholders may also transfer the shares by gift. We do not know of any current arrangements by the selling stockholders for the sale of any of the shares.

To the extent required, this prospectus may be amended and/or supplemented from time to time to describe a specific plan of distribution. In addition, any shares of common stock that qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than pursuant to this prospectus.

In effecting sales, broker-dealers or agents engaged by the selling stockholders may arrange for other broker-dealers or agents to participate. The selling stockholders and any broker-dealers or agents who participate in the distribution of these shares may be deemed to be "underwriters" under the Securities Act and any discount, commission, concession or profits received by these persons might be deemed to be an underwriting discount or commission under the Securities Act. The selling stockholders who are "underwriters" within the meaning of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act.

The selling stockholders may sell their shares at market prices prevailing at the time of sale, at varying prices at the time of sale, at negotiated prices or at fixed prices. Each of the selling stockholders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of the shares of common stock to be made directly or through agents.

The selling stockholders may sell their shares directly to purchasers or may use broker-dealers or agents to sell their shares. Broker-dealers or agents who sell the shares may receive compensation in the form of discounts, concessions or commissions from the selling stockholders or they may receive compensation from purchasers of the shares for whom they acted as agents or to whom they sold the shares as principal, or both. Broker-dealers may agree with the selling stockholders to sell a specified number of shares at a stipulated price per share. To the extent that these broker-dealers are unable to do so acting as agent for the selling stockholders, they may purchase as principals any unsold shares at the price required to fulfill the broker-dealers' commitment to the selling stockholders. Broker-dealers who acquire shares as principals may thereafter resell these shares from time to time in transactions on any of the U.S. securities exchanges or quotation services where our common stock is listed or quoted, in the over-the-counter market, in negotiated transactions or by a combination of these methods of sale or otherwise. These transactions may involve crosses and block transactions and may involve sales to and through other broker-dealers, including transactions of the nature described above. Moreover, these transactions may be at market prices prevailing at the time of sale or at negotiated prices and, in connection with these resales, these broker-dealers may pay to or receive from the purchasers of these shares commissions computed as described above.

From time to time, one or more of the selling stockholders may pledge, hypothecate or grant a security interest in some or all of the shares owned by it or them. The pledgees, secured parties or persons to whom the shares have been hypothecated will, upon foreclosure in the event of default, be deemed to be selling stockholders. The number of a selling stockholder's shares offered under this prospectus will decrease as and when the selling stockholder takes such actions. The plan of distribution for that selling stockholder's shares will otherwise remain unchanged. In addition, a selling stockholder may, from time to time, sell the shares short, and, in those instances, this prospectus may be delivered in connection with the short sales and the shares offered under this prospectus may be used to cover short sales.

A selling stockholder may enter into hedging transactions with broker-dealers or other financial institutions, and the broker-dealers or other financial institutions may engage in short sales of the shares in the course of hedging the positions they assume with that selling stockholder, including, without limitation, in connection with distributions of the shares by those broker-dealers or other financial institutions. A selling stockholder may enter into options or other transactions with broker-dealers or other financial institutions that involve the delivery of the shares offered hereby to the broker-dealers or other financial institutions, who may then resell or otherwise transfer those shares pursuant to this prospectus. A selling stockholder may also loan or pledge the securities offered hereby to a broker-dealer, and the broker-dealer may sell the loaned shares offered hereby pursuant to this prospectus or upon a default may sell or otherwise transfer the pledged shares offered hereby pursuant to this prospectus.

The selling stockholders are subject to the applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M. This regulation may limit the timing of purchases and sales of any of the shares by the selling stockholders. The anti-manipulation rules under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholders and their affiliates. Furthermore, Regulation M may restrict the ability of any person engaged in the distribution of the shares to engage in market-making activities with respect to the particular securities being distributed for a period of up to five business days before the distribution. These restrictions may affect the marketability of the shares and the ability of any person or entity to engage in market-making activities with respect to the shares. In addition, under the securities laws of certain states, the shares of common stock may be sold in these states only through registered or licensed brokers or dealers.

We have agreed to indemnify the selling stockholders, each of their officers, directors and partners and each person controlling such selling stockholders (within the meaning of Section 15 of the Securities Act) against certain liabilities, including liabilities under the Securities Act. The selling stockholders have agreed to indemnify us, each of our officers and directors and each person controlling us (within the meaning of Section 15 of the Securities Act) against certain liabilities, including liabilities under the Securities Act.

We have agreed to maintain the effectiveness of the registration statement until the earlier of the following registration termination dates:

(1) The time that all of the shares of common stock covered by this registration statement are sold in accordance with the intended plan of distribution set forth in this prospectus and/or in a prospectus supplement; or

(2) October 31, 2004.

No sales may be made pursuant to this prospectus after the earlier of these registration termination dates unless we amend or supplement this prospectus to indicate that we have agreed to extend the period of the effectiveness of the registration statement.

We will pay all fees and expenses incurred in connection with preparing and filing the registration statement, any amendments to the registration statement, this prospectus and any prospectus supplements. The selling stockholders will pay any legal fees of the selling stockholders, broker's fees or commissions and similar selling expenses, if any, attributable in connection with the sale of common stock, including stock transfer taxes due or payable in connection with the sale of the shares.

We may suspend the effectiveness of the registration statement and, upon receipt of written notice from us, the selling stockholders shall cease using this prospectus if at any time we determine, in our reasonable

judgment and in good faith, that sales of shares of common stock pursuant to the registration statement or this prospectus would require public disclosure by us of material nonpublic information that is not included in the registration statement and that immediate disclosure of such information would be detrimental to us.

If we suspend the effectiveness of the registration statement, we shall use our reasonable best efforts to amend the registration statement and/or amend or supplement the related prospectus if necessary and to take all other actions necessary to allow any proposed sales by the selling stockholders to take place as promptly as possible, subject, however, to our right to delay further sales of shares of common stock until the conditions or circumstances referred to above have ceased to exist or have been disclosed. We agreed with the selling stockholders that our right to delay sales of shares of common stock held by the selling stockholders will not be exercised by us more than twice in any twelve month period and will not exceed 60 days as to any single delay in any twelve month period.

We cannot assure you that the selling stockholders will sell all or any of the common stock offered under the registration statement or any amendment of it.

SELLING STOCKHOLDERS

The following tables set forth certain information, received through October 31, 2002, with respect to the number of shares of our Class A common stock beneficially owned by each selling stockholder. The information set forth below is based on information provided by or on behalf of the selling stockholders and, with regard to the beneficial holdings of the selling stockholders, is accurate only to the extent beneficial holdings information was disclosed to us by or on behalf of the selling stockholders. The selling stockholders and holders listed in any supplement to this prospectus, and any transferors, pledgees, donees or successors to these persons, may from time to time offer and sell, pursuant to this prospectus and any subsequent prospectus supplement, any and all of these shares.

Except as otherwise described below, no selling stockholder, to our knowledge, held beneficially one percent or more of our outstanding common stock as of the date of this prospectus. Because the selling stockholders may offer all, some or none of the shares of our Class A common stock listed below, no estimate can be given as to the amount or percentage of our Class A common stock that will be held by the selling stockholders upon termination of any of the sales.

Except as indicated below, none of the selling stockholders has held any position or office or had any other material relationship with us or any of our predecessors or affiliates within the past three years other than as a result of the ownership of our securities or the securities of our predecessors. We may amend or supplement this prospectus from time to time to update the disclosure set forth in it.

The shares of common stock offered by this prospectus may be offered from time to time by the selling stockholders named below:

NAMES AND ADDRESSES OF THE SELLING STOCKHOLDERS	SHARES OF CLASS A COMMON STOCK BENEFICIALLY OWNED PRIOR TO THE OFFERINGS (1)	SHARES OF CLASS A COMMON STOCK OFFERED BY THIS PROSPECTUS		
		Shares Owned	Shares Available Under Warrants	Total Shares
Stephen A. McConnell 6700 East Solano Drive Paradise Valley, AZ 85253	35,022	35,022		35,022
Antech Holdings, LLC 26 Ibiza Aisle Irvine, CA 92614-0266	29,274	29,274		29,274
Ian S. Kindler 2027 Filmore Street, #5 San Francisco, CA 94115-2768	60,236	60,236		60,236
Jonathan A. Levant (IRA) 186 Rainbow Drive, PMB #8652 Livingston, TX 77399-1086	60,128	60,128		60,128
Thomas E. Burns III, Inc. Employee Bene Tr dtd 8-1-83 25097 Champlain Road Laguna Hills, CA 92653	30,274	30,274		30,274
Thomas E. Burns, III Revocable Living Trust dtd 9-26-98	50,000	40,000	10,000	50,000
The Friesen Living Trust (2) 6805 N. Los Leones Drive Tucson, AZ 85718	52,470	52,470		52,470
John S. Anderson 11804 N. Sundown Drive Scottsdale, AZ 85260	65,000	40,000	25,000	65,000
David J. & Julie R. Dickerson 11804 N. Sundown Drive Scottsdale, AZ 85260	65,000	40,000	25,000	65,000
Paul D. Anderson 11804 N. Sundown Drive Scottsdale, AZ 85260		40,000	25,000	65,000
David P. Anderson 11804 N. Sundown Drive Scottsdale, AZ 85260	40,000	40,000	25,000	65,000
The Lee Adams Trust FBO Lee Adams 4012 E. Elm Street Phoenix, AZ 85018	65,000	40,000	25,000	65,000
Gary L. McDaniel & Virginia L. McDaniel 1991 Living Trust (3) 500 N Rainbow Blvd., Suite 300 Las Vegas, NV 89107	520,000	320,000	200,000	520,000
Michael V. Fair	50,000	40,000	10,000	50,000

161 South Main Street, Suite 105 Middleton, MA 01949				
Leslie W. Griffith (4) 12530 E. Meadow Wichita, KS 67206	250,000	250,000		250,000
M. Jamil Akhtar, MD (5) 1454 S. Dobson, Suite One Mesa, AZ 85202	1,373,340	873,340	500,000	1,373,340
James E. Boren 1546 E. Sharon Drive Phoenix, AZ 85022	27,500	27,500		27,500
Ovations International, Inc. 3481 Wildwood Street Yorktown Heights, NY 10598	15,000	15,000		15,000
Coffin Communications Group 15300 Ventura Blvd., Suite 303 Sherman Oaks, CA 91403-5866	50,000	25,000	25,000	50,000
Equity Communications, LLC 1512 Grand Ave., Suite 200 Santa Barbara, CA 93193	200,000		200,000	200,000
Technology Systems International, Inc. (6) a Nevada corporation 15575 N. 83rd Way, Suite 4 Scottsdale, AZ 85260	6,000,000	6,000,000		6,000,000
EMS Technology, Inc. (7) 660 Engineering Drive Norcross, GA 30092	1,000,000	1,000,000		1,000,000

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(1) The number of shares beneficially owned is determined in accordance with Rule 13d-3 of the Exchange Act and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares as to which the person has sole or shared voting power or investment power and also any shares which the person has the right to acquire within 60 days of the date set forth in the applicable footnote through the conversion of a security or the exercise of any stock option or other right. Percentage ownership indicated in the footnotes below is based on 18,599,059 shares of our common stock outstanding as of October 31, 2002.

(2) Robert C. Friesen is a beneficiary of the Friesen Living Trust. Mr. Friesen was a director of the Company from November,1999 to July, 2002.

(3) The McDaniel Trust beneficially owns 2.8% of the Company.

(4) Mr. Griffith is the beneficial owner of 1.3% of the Company.

(5) Dr. Akhtar is the beneficial owner of 7.2% of the Company. The shares offered by this prospectus include shares which Dr. Akhtar has the right to purchase under existing warrants as well as shares which may be obtained by Dr. Akhtar upon conversion of his Series B preferred stock of the Company, including such shares to be received by him as dividends in kind upon the preferred stock through the three-year period that it is anticipated that Dr. Akhtar will own the Preferred stock.

(6) TSI beneficially owns 32.3% of the Company. These share were received by TSI in connection with our acquisition of substantially all of the operations of TSI. We are informed that TSI will distribute these shares to its shareholders when TSI liquidates. Said liquidation and distribution is anticipated to occur shortly after the date of this prospectus. The table following these footnotes sets forth the names and addresses of each of the TSI shareholders who it is anticipated

will receive a portion of these shares and the number of shares each is anticipated to receive. The agreement under which these shares were issued to TSI provides that no single holder of these shares shall sell more shares in any 90-day period than the average weekly trading volume for the Company's common stock for the four calendar weeks preceding any sale.

(7) These shares were received by EMS in connection with our acquisition of the operations of TSI. EMS is also a shareholder of TSI and will receive 1,342,500 shares upon the liquidation of TSI. EMS currently beneficially owns 5.4% of the Company, and upon receipt of the additional shares following the liquidation of TSI, will beneficially own 12.6% of the Company.

As indicated in footnote (6) above, the shares currently held by TSI will be distributed to the TSI shareholders following the effective date of this prospectus. The following table sets forth the names and addresses, as well as the number of shares owned and offered by each of the TSI shareholders under this prospectus.

16

Stockholders of Technology Systems International, Inc. (1)

Names and Addresses of the Selling Stockholders (1)	Shares of Class A Common Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
MARCUS ACHATZ LANGWEIDER STRASSE 27 B SAND, GERMANY 86447	750	750
KENNETH OR BRENDA ADKINS 3852 TORRANCE HAMMOND, IN 46327	1,000	1,000
ADM HOLDING GMBH GOTENWEG 12 85586 POING, GERMANY	250	250
HORST AHLERS AM WINGERT 13 50999 KOLN, GERMANY	600	600
RONALD R. ALDERFER 14823 S. 13TH PLACE PHOENIX, AZ 85048	9,438	63
ROLAND ALIPRANDI HAUPSTRASSE 31/1 78136 SCHONACH, GERMANY	315	315
JOACHIM ALLERS NEUE STRASSE 116 27432 BREMERVOERDE, GERMANY	250	250
HERMANN ALTHOFF AM KANONENGRABEN 15		

D-48151 MUENSTER, GERMANY	250	250
NORMAN AMRICH STRASSE DER JUGEND 32 B D 03046 COTTBUS. GERMANY	75	75
NIKOLAUS ANTIS ROEMERWEG 10A ANDACHS, GERMANY 82346	1,110	1,110
DR WOLFRAM APITSCH KIRCHSTRASSE 8 D-04848 BAD DUEBEN, GERMANY	250	250
DAN L. ARCHIBALD 1314 EAST GRANADA PHOENIX, AZ 85006	6,875	625
JUAN ARGOITIA C/O APNS CONSTRUCTION 1230 WEST 2600 SOUTH WOODS CROSS, UT 84087-2306	6,252	6,252
ARGONAUT FINANCIAL SERVICES CORPORATION 2560 NEFFS CIRCLE SLC, UT 84109	1,767	1,196
ARJON ENTERPRISES C/O DENNIS NIELSEN	6,902	6,902

17

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
BERND ARNDT AM MARIENFELD 20 86637 WERTINGER, GERMANY	250	250
PETER ASCHERL GRUNER WEG 14 HOLZMINDEN, GERMANY D-37603	3,751	3,751
JOSEF AYMANS WEIDENFELD 11 D-51545 WALDBROT, GERMANY	313	313
JUERGEN BABENHAUSERHEIDE DEMODSTRASSE 13 SPRENGE, GERMANY D-32139	650	650
JURGEN BACHMANN OSTENDSTR 25 BERLIN, GERMANY 12459	300	300
HELMUT BACKES AM KLOPP 11A 66620 NONNWEILER, GERMANY	250	250
SIEGFRIED BAHLKE FRIEDHOFSTR 30 D-63796		

KAHL, GERMANY	250	250
MANFRED BAHR VOGELSANG 20 65229 KARLSRUHE, GERMANY	2,501	2,501
OTTO BALKE ERLENGRUND 20 A BEVERN, GERMANY D-37639	150	150
BRUCE M BALLARD MD INC PROFIT SHARING PLAN C/O DR BRUCE M BALLARD 2716 PORT OF CALL DR, LAS VEGAS, NV 89128	1,087	1,087
ARMIN BALZER STEINKUEPPEL 4 D-35042 MARBURG, GERMANY	308	308
HENRY-ERICH BANDENBURG BUHLERTALSTR 43A BUHL, GERMANY 77815	300	300
WOLFGANG BAUR FRIEDHOFSTRASSE 19 GAILDORF, GERMANY D-7445	625	625
OLAF BECK ALSTERWEG 50 14167 BERLIN, GERMANY	175	175
WOLFGANG BEHRENDS ERLENRING 21 BAD VILBEL, GERMANY D-61118	4,877	4,877
THOMAS BEHRENDS PHILIPP-BITSCH-STR 1 63303 DREIECH, GERMANY	1,000	1,000
EVERETT BELL PO BOX 14794 SCOTTSDALE, AZ 85267	138,455	50,955
JUDITH BELL 3620 DWIGHT STREET SAN DIEGO, CA 92104	10,004	10,004
WERNER BENDMANN HENRI-DUNANT-STRASSE 12 REHAU, GERMANY D-95111	1,000	1,000
ALEXANDER BERG GRAF-ADOLF-STRASSE 68 51065 KOELN, GERMANY	550	550

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
ANDREAS BERND		

VERBINDUNGSSTRASSE 8 SPRENDLIGEN, GERMANY 63303	1,250	1,250
GUNTER BERTRAM 65604 ELZ EISENBAHNSTR 14, GERMANY	125	125
LYNNE SUE BESSETTE 16231 N 56TH PLACE SCOTTSDALE, AZ 85254	25,009	25,009
W. BITTNER 161 CHEMAIN DES GRAVIERS 78670 VILLENNES SUR SEINE	2,501	2,501
P.J.N. BLOM BUITENHOF 119 HOLLAND 1354 GF ALMEN	2,832	2,832
RICK B.A.F. BLOM WESSEL ILCKENSTRAAT 163 1311 RM ALMERE	500	500
M.C.H.J. BLOM WESSEL ILCKENSTRAAT 163 1311 RM ALMERE	1,000	1,000
RICK BLOM B.A.F. & M.C.H.J. WESSEL ILCKENSTRAAT 163 1311 RM ALMERE	5,663	5,663
THOMAS BLUHM ADLERWEG 14 ZWICKAW, GERMANY 08066	500	500
MARTIN BOCKHOLT ALTE ENMOST 11 D-57392 SCHMALLENBER, GERMANY	450	450
DENNIS BOEDEKER 3495 EAST LINDA LANE GILBERT, AZ 85234	14,063	1,563
GERD BOEHM STUHLSTRASSE 2 D-30908 ISERNHAGEN, GERMANY	250	250
LEON BOISJOLIE 5828 SO. KACHINA TEMPE, AZ 85283	2,501	2,501
PAUL BORCHERT BRAKER WEG 23 ENGER, GERMANY D-32130	1,250	1,250
DIETER BORCHFELDT GAETGARTENWEG 5 PLOETZKY, GERMANY 39245	425	425
DIETMAR BOTTERBROD HENNCHSTRASSE 5 D-86159 AUGSBURG, GERMANY	744	744

Stock Beneficially Owned   Shares of Class A

Names and Addresses of the Selling Stockholders (1)	Owned Prior to the Offerings (2)	Common Stock Offered by this Prospectus
MICHAEL BRANDES MUENSTERER STR 61 48249 DUELMEN, GERMANY	250	250
FLORIAN BREITENBACH WIESENHOLZLE 18 88456 INGOLDINGEN, GERMANY	600	600
BRIAN M. CASSEY TRUST C/O DAN CASSEY P O BOX 3703 CAREFREE, AZ 85377	9,134	9,134
BRIAN BRIESKE 75 ASH STREET DENVER , CO 80220	1,250	1,250
WILLI BRINCKMANN CARLO-SCHMID-WEG 38 25337 ELMSHORN, GERMANY	775	775
OLIVER C BRODE BERGEDORFER STR 105 21029 HAMBURG, GERMANY	250	250
CHRISTOPH BRUESTLE GRUBACKER 6 77793 GUTACH, GERMANY	250	250
INGELORE BRYSCH LOBER AUE NR 6 D-04509 DELITSCH, GERMANY	538	538
WILHELM BURGDORF BRAUNSCHWEIGER STRASSE 2 D-30982 PATTENSEN, GERMANY	5,502	5,502
CANTO ETHABLISEMENT C/O MR DR MEYER POSTFACH 470 FL-9490, VADUZ LICHTENSTEIN	112,542	112,542
FREDERICK CARRINGTON 6432 E CALLE ROSA SCOTTSDALE, AZ 85251	4,658	4,658
ROBERT B CASSEY 138 STABLEFORD DRIVE GLEN ELLYN, IL 60137	7,503	7,503
CASSEY FAMILY TRUST C/O DAN CASSEY P O BOX 3703 CAREFREE, AZ 85377	19,409	19,409
MARKUS CHRIST RODGAUSTR 21 64807 DIEBURG, GERMANY	500	500
NICHOLAS CHRISTIFULLI & TAMERA CHRISTIFULLI JTTEN		

8229 EAST CHARTER OAK ROAD SCOTTSDALE, AZ 85260	5,845	5,845
LOTHAR CIESLOK EICHENWEG 2 82294 GUENZLHOFEN, GERMANY	500	500
CHRISTFRIED CONTZEN DREL LINDEN STR 52 D65812 BAD SODEN, GERMANY	250	250
CHRISTIAN CONTZEN DREI-LINDEN STR 52 65812 BAD SODEN, GERMANY	250	250

20

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
DENISE COOKE 3382 REDWOOD ST SAN DIEGO, CA 92104	6,252	6,252
VERONICA MARY COPE 8849 E. SHARON DRIVE SCOTTSDALE, AZ 85260	11,000	1,000
RICHARD DAY 1614 EAST 10770 SO SANDY, UT 84092	12,505	12,505
BERNARDUS J. DE BRUIN VERLEUNSTRAAT 8 1063 EH AMSTERDAM	750	750
VALDEMAR DE HESSE OBERE TERRASSENSTRASSE 7 61348 BAD HOMBURG V D H	1,250	1,250
JEAN PIERRE DE LEERSNIJDER VLASSTRAAT 13 B 8710 WIELSBEKE	1,250	1,250
BODO DEHN VOOSEN 14 41179 MONCHENGLADBAC, GERMANY	500	500
H.P. DIERKES OSCAR ESPLA 14 APT 3I 03580 ALFAZ DEL PI-ALBIR ALC	2,751	2,751
E.D. DIERKES-PEEPER OSCAR ESPLA 14 APT 3I 03580 ALFAZ DEL PI-ALBIR ALC	2,001	2,001
DIETER STAPERFELD GRUNDBESITZ AVERDIEKSTR. BETEILIGUNGS GMBH ARNDSTRASSE 45 49078 OSNABRUCK, GERMANY	80,030	80,030

BETTRETTIN DINCER SCHLEUSSENWEG 4 D-61206 WOELLSTDAT, GERMANY	450	450
URS DIRIWAECHTER WEINBERGSTRASSE 30 VOLKETSWIL, SWITZERLAND CH-8604	625	625
EDUARD DORRENBERG HOMPESCHSTRASSE 9 40239 DUSSELDORF, GERMANY	250	250
ELFI DREESEN AN DER ESCHERT 26 D-47877 WILLICH, GERMANY	725	725
RALF DREWS GREIFSWALDER STRASSE 164 BERLIN, 10409	300	300

21

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
FRANK A. DUBEC 1775 E PALM CANYON DR. #H343 PALM SPRINGS , CA 92264	1,250	1,250
KARL-HEINZ DUNKEL MORIKESTRASSE 6 SELIGENSTADT, GERMANY D-63500	37,514	37,514
HANS WERNER DUNKEL RUHRSTRASSE 8 63533 MAINHAUSEN, GERMANY	1,000	1,000
ELFRIEDE DUNKEL MORIKESTR 6 63500 SELIGENSTADT, GERMANY	12,505	12,505
GRUNDEI & RUTH DELORES GRUNDEI EARL JAMES TTEES OF THE EARL JAMES GRUNDEI REVOCABLE 13801 TONBRIDGE COURT BONITA SPRINGS, FL 34135	2,501	2,501
RUTH DELORES GRUNDEI & EARL JAMES GRUNDEI, TTEES OF THE RUTH DELORES GRUNDEI REVOCABLE TRUST DTD 01-02-01 13801 TONBRIDGE CT BONITA SPRINGS, FL 34135	2,501	2,501
EVERT EGGINK (3) JAN VAN NASSAUSTRAAT 32-2596 BT THE HAGUE , NETHERLANDS	261,133	261,133
SANDRA ELKIN 3490 E CECELIA LANE YUMA, AZ 85365	2,644	2,501

SOREN ELLENBERGER WOLLGRASWEG 6 21614 BUXTEHUDE, GERMANY	300	300
EMS TECHNOLOGIES (4) 660 ENGINEERING DRIVE NORCROSS, GA 30092	1,784,883	784,883
EUGEN ENGEL WALDMATTENSTRASSE CH-3952 SUSTEN/WALLIS, SWITZERLAND	4,252	4,252
MICHAEL ENGL STUCKFELDSTRASSE 9 93413 CHAM, GERMANY	300	300
CLEMENS ERBEN CARL SPAETER STR 11 D-56070 KOBLENZ, GERMANY	1,250	1,250
MANFRED ERNST LAERCHENWEG 5 52538 SELFKANT, GERMANY	375	375

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
ALTON L. ESTES 1413 E. LINDA LANE GILBERT, AZ 85234	6,875	625
ETHEL M. WANDRIE TRUST BELL RIDGE APARTMENTS 844 E BELL ROAD #1060 PHOENIX, AZ 85022	17,126	17,126
EUR-AM LLC 2560 NEFF'S CIRCLE SLC, UT 84109	2,751	2,751
REINHARD EXNER ROSENSTRASSE 4 85077 MANCHING, GERMANY	520	520
FRITHJOF FELSBERG ALLER POSTWEG 122 BOTTROP-KIRCHHELLEN, GERMANY 48244	500	500
GERALD FICHTNER ILMENAUER STRASSE 23 SCHLEUSINGEN, GERMANY 98553	500	500
REINHARD FISCHBACH BERLINER STR 14 BEESKOW, GERMANY 15848	500	500
MICHAEL FISCHER KATHARINENSTRASSE 13		

D-64297 DARMSTADT, GERMANY	450	450
FISERV CORRESPONDENT SERVICES INC FCS C/FBO JEFFREY SHAW IRA R/O 1125 17TH STREET SUITE 1700 DENVER, CO 80202	17,448	17,448
JURGEN FISHER MAILANDER STRASSE 12 FRANKFURT AM MAIN, 60598	19,007	19,007
ROLAND FLEIHS LUEGEN 2 88379 UNTERWALDHAUSE, GERMANY	250	250
ALBRECHT FRANKE GOPPERSDORFERSTR 76 09217 BURGSTADT, GERMANY	250	250
JOSEF FUCHS HECHTSEESTR 53 C 81671 MUNCHEN, GERMANY	500	500
PETER GABLER QUAGLIOSTRASSE 11 D-81543 MUNCHEN, GERMANY	1,563	1,563
JEFFREY M. GALLEN 13227 NO. 1ST AVENUE PHOENIX, AZ 85029	2,251	2,251

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
DANIEL GALLWITZ KIRCHWEG 7 A DELITZSCH-BENNDORF, GERMANY D-04509	2,601	2,601
MARLIES GALLWITZ KIRCHWEG 7A 04509 DELITZSCH, GERMANY	500	500
KLAUS GARPHEIDE BERG-STRASSE 28/30 D-42651 SOLINGEN, GERMANY	3,126	3,126
TIM GAY TIM GAY & ASSOC. 2700 NO. CENTRAL AVE SUITE 1190 PHOENIX, AZ 85004-1149	3,860	3,860
INGO GEISELHART KOERNERSTRASSE 8 59174 KAMEN, GERMANY	250	250
FRANZ GENTER GRAVENSTEINER WEG FLENSBURG, GERMANY 24939	950	950

JOERG GEORGE ZUM LAUSCHEBUSCH 64 POTSDAM, GERMANY 14469	300	300
WALTER GIB AVE-MARIASTRASSE 16 D-76863 HERXHEIM, GERMANY	1,563	1,563
DAVID GILLETTE 1094 MERCEDES WAY SALT LAKE CITY, UT 84108	2,501	2,501
ALEXANDER GIRADINI RETTENBERSTRASSE 20 DASING, GERMANY 86453	125	125
ANDREAS GLAB HOHER WEG 8 F 08309 EIBENSTOCK, GERMANY	1,000	1,000
ARTHUR GLASER BODENSTEDTSTRASSE 37 D-81241 MUNCHEN, GERMANY	6,252	6,252
WENDE GOETZ BOGENSTRASSE 15 24537 NEUMUENSTER, GERMANY	750	750
UTE GOLDBACH GOETHESTR 34 39639 GARDELEGEN, GERMANY	500	500
JOSEF GRABMEIER OBERE HAUPTSTRASSE 21 D-904143 GRAINET, GERMANY	250	250

24

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
WOLFGANG GREINER AM DINCHELT 66957 VINNINGEN, GERMANY	250	250
GERD GROSS HALDYSTRASSE 1 SAARBRUECKEN, GERMANY 66123	500	500
JOERN GROSS FLACHSSTRASSE 2 D-56357 MIEHLEN, GERMANY	700	700
MARKUS GRUEBEL IMANUEL-KANT-STRASSE 9 72800 ENINGEN, GERMANY	250	250
DIETER STAPERFELD GRUNDBESITZ AVERDICKSTRASSE BETEILIGUNGS GMBH ARNDTSTRASSE 45 OSNABRUECK, GERMANY D-49078	117,544	117,544

MANFRED GUERTLER KIRCHSTRASSE 8 ADELSHOFEN, GERMANY 82276	375	375
HERBERT HANLE MAX-MUNDING-WEG 13 88069 TETTNANG, GERMANY	476	476
WILLARD HARPSTER JR 737 11TH AVENUE SALT LAKE CITY, UT 84103	1,250	1,250
ALBRECHT HARTUNG ALTGORBITZER RING 52 DRESDEN, GERMANY 01169	313	313
BARBARA HASS ST GEORGENER STR 19 D-79111 FREIBURG, GERMANY	1,441	1,441
GEORGE HAUGEN T&G REAL ESTATE 7503 E SWEETWATER AVE. SCOTTSDALE, AZ 85260	6,252	6,252
HEIN HAUPT ELSTERWEG 22 D-34225 BAUNATAL 2, GERMANY	3,126	3,126
ARNELL HEAPS 1357 EAST PHEASANT RIDGE CR. BOUNTIFUL, UT 84010	21,258	21,258
KATHY HEAPS 79 NORTH 340 WEST OREM, UT 84057	3,751	3,751
HANS-PETER HECHT MARKT 23 D-03400 ZERBST, GERMANY	450	450

25

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
IRMGARD HEFTRICH ERLENRING 18 61118 BAD VILBEL, GERMANY 18	700	700
JURGEN HEIMER IM EICHSFELD 32 3611 PETERSBERG, GERMANY	250	250
RAINER HEINZ RICHARD-WAGNER-STR 11 OSTRINGEN, GERMANY D-76684	3,751	3,751
RENATE HEISTERS AN DER ESCHERT 20 47877 WILLICH 2	375	375

KURT HELLE 53177 BONN WINTERICHSTRASSE, GERMANY 27	3,876	3,876
ALBERT HELLWAGE VON DER HEIDE 1 SEEVETAL, GERMANY 21218	650	650
DR. ARMON J. HELVIG 9619 W OAKSTONE DRIVE SUN CITY, AZ 85351-2412	375	375
LARK HEINZ HEMMERLE GEISEN HOLL 23 ASLAR, GERMANY 35614	375	375
EDITH HENSCHEL IMM-KANJ-STR 9 61476 KRONBERG	5,002	5,002
EDWARD C HENSCHEL IMMANUEL-KANT-STRASSE 9 D-61476 KRONBERG, GERMANY	30,977	30,977
HERALD SECURITIES AG POSTFACH 4818 ZUG, SWITZERLAND CH-6304	500	500
DIRK HERGENHAHN C/O CISCO SYSTEMS NEUERWALL 77 20354 HAMBURG, GERMANY	500	500
MATTHIAS HESSE FLAESSERGASSE 2 DESSAU, GERMANY D-06844	500	500
CHRISTIAN HEUBERGER SEMMELWEISSRING 17 WOLFSBURG, GERMANY D-38440	8,753	8,753
C JULIUS HEUBERGER ACHTERDIEK 49 A BREMEN, GERMANY D-28359	3,751	3,751
JUERGEN HIEMER IM EICHSFELD 32 36100 PETERSBERG, GERMANY	250	250

26

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
FRANK HILLEBRAND SUDRING 9 15236 FRANKFURT (ODER LUCHSWEG 25, GERMANY	379	379
HANS-JOERG HINNERKOPF MATTERSTOCK 19 97080 WUERZBURG, GERMANY	400	400
DR HANS HIRSCHFELDER		

WITTKOPSTRASSE 1C D-49088 OSNABRUECK, GERMANY	250	250
ROLF HOERNER-GEIGER WEINBERGSTRASSE 6 97877 WERTHEIM-LINDELBACH, GERMANY	250	250
RICHARD HOFFMAN AM GANGSTEIN 33 D-85051 INGOLSTADT	400	400
RAINER HOFFMAN BRUCKNERSTRASSE 4 D-81667 MUNCHEN, GERMANY	2,188	2,188
RICHARD HOFMANN AM GANSTEIG 33 INGOLSTADT, GERMANY 85051	658	658
HEIDE HOLDEBRAND JOSEF-BRUCKEL-WEG 3 D-82031 GRUNWALD, GERMANY	1,563	1,563
PHILLIP M HOLLORAN & SUSAN N HOLLORAN JTTEN 222 SOUTH 21ST ST ST LOUIS, MO 63103	2,501	2,501
CHRISTINE M HORNEY 23101 FOX CREEK FARMINGTON HILLS, MI 48335	2,501	2,501
BRENDA HORTON 2719 EAST IRONWOOD DRIVE PHOENIX, AZ 85028	4,125	375
MIRO HRKAC SCHUETZENSTRASSE 31 61381 FRIEDRICHSDORF, GERMANY	500	500
ANNE HUNECK JOSEF-BRUCKEL-WEG 3 D-82031 GRUNWALD, GERMANY	3,126	3,126
MANFRED IRLINGER KREMER STRASSE 20 PASSAU, GERMANY 94032	1,325	1,325
HARRY ISENSEE GRAF LUDOF STR 9 31515 WUNSFORF	313	313
SUZANNE I. ISHAM 479 S. SEAWYNDS BLVD. GILBERT, AZ 85234	4,125	375

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
MITCHELL IVES 9136 EAST WINCHCOMB DRIVE		

SCOTTSDALE, AZ 85260	1,250	1,250
GUIDO JESEMANN EMSER STRASSE 26A D-30455 WIESBADEN, GERMANY	450	450
RALF JOCHUM TALSTRASSE 20 66557 ILLINGEN, GERMANY	1,000	1,000
DETLEF JODECKE KOTERBERGSTRASSE 4 HOXTER, GERMANY D-37671	150	150
JAMES JONES 2047 NO. ALMOND MESA , AZ 85213	8,503	8,503
KEVIN L. JONES 557 SOUTH OAK STREET GILBERT, AZ 85233	122,313	117,194
RICHARD C JONES (5) 12084 NO. 119TH STREET SCOTTSDALE, AZ 85259	29,049	28,959
RICHARD W JONES 9201 N 54TH DR GLENDALE, AZ 95302	6,753	6,753
WILLIAM T JONES 3019 S PASEO LOMA MESA, AZ 85202	6,002	6,002
KELLI JONES 4728 W SIERRA VISTA DRIVE GLENDALE, AZ 85301	1,501	1,501
MICHAEL JONES 4728 W SIERRA VISTA DR GLENDALE, AZ 85301	1,501	1,501
BRIAN JONES 4728 W SIERRA VISTA DR GLENDALE, AZ 85301	1,501	1,501
RICHARD C AND ANNA M JONES JTTN 12084 NO 119TH STREET SCOTTSDALE, AZ 85259	113,375	113,375
RICHARD C AND ANNA M JONES FAMILY TRUST	1,175,177	1,175,177
IRMGARD JUNG VORGANGSTRASSE 21 63766 HOESBACH, GERMANY	250	250

28

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus

HEINZ K JUNGNITZ FELLERSTRASSE 8 FRANKFURT/MAIN, GERMANY 60322	5,002	5,002
JOSEPH G. KAHL 5107 E AIRE LIBRE AVE. SCOTTSDALE, AZ 85254	3,676	3,676
CHRISTOS KAKOGEORGIOU NIBELUNGENSTRASSE 30 40549 DUESSELDORF, GERMANY	3,251	3,251
ERICH KAMPMAN DELPSTRASSE 16 D-59069 HAMM, GERMANY	250	250
MICHAEL KAROW FALKENBERGER CHAUSSEE 138 D-13057 BERLIN, GERMANY	4,752	4,752
DETLEF KAUPERT WIESENSTRASSE 1 A D-38162 CREMLINGEN, GERMANY	250	250
THERESIA KERKSTORER WESTERWIEHERSTR 238 33397 RIETBERG, GERMANY	750	750
KRISTEN E. KIRK 9708 E. VIA LINDA #1342 SCOTTSDALE, AZ 85258	2,750	250
UWE RENE KLASSEN 1 RUE DE LA PAIX F-57460 BOUSBACH, FRANCE	2,101	2,101
ANDRAS KLAUS MOZARTSTRASSE 01 D-02763 ZITTAU, GERMANY	938	938
KATHARINA KLESSINGER KIRCHWEG 17 D-94104 TITTLING, GERMANY	4,377	4,377
ACHIM KOENES STEPGESTRASSE 30 MONCHENGLADBACH, GERMANY 41061	2,751	2,751
MARTIN KOGLIN HOHENSTRASSE 66 61476 KRONBERG, GERMANY	375	375
DIETER KOPPE FR -X- SCHUSTER STR 32 D-91126 SCHWABACH, GERMANY	550	550
WALTER KOSCHNIKE EINSTEINSTRASSE 7 D-78655 DUNNINGEN, GERMANY	450	450

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
HARTMUT KOSER MARIENSTRASSE 19 D-71332 WEIBLINGEN, GERMANY	1,876	1,876
MANFRED KOSTIAL GOTTFRIED-KELLER-STRASSE-9 HEILBRONN, GERMANY 74076	7,503	7,503
STEFAN KRAEFT AM BLUMENGARTEN 10 D-31815 WINSTORF, GERMANY	450	450
PETER KRAEMER BREITEICHSTRASSE 63 D74523 SCHWAEBISCH H, GERMANY	1,125	1,125
TORSTEN KRAHL FRIEDENSSTRASSE 25 D-02977 HOYERSWERDE, GERMANY	1,029	1,029
PETER KRAMER BREITEICHSTRASSE 63 SCHWABISCH HALL, GERMANY D-74523	1,501	1,501
DOLF KRAYENHOFF JAN VAN NASSAUSTRAAT 30 NL-2596 BT DEN HAAG, NETHERLANDS	25,009	25,009
WOLFGANG KRENIG OB DER ZIEGELEI 22 WEINSBERG, GERMANY 74189	625	625
AXEL KRESS BIRKENWALDSTRASSE 69 D-70191 STUTTGART, GERMANY	750	750
ANDREAS KRIEGER PAPENGRENZE 6 28844 WEJHE, GERMANY	200	200
HORST KUEHNBERGER AUGUST KRIEG WEG 10 D-73560 BOEBLINGEN, GERMANY	250	250
ALEXANDER KUNKEL AM STADTPFAD 61 65760 ESCHBORN, GERMANY	1,313	1,313
LA ROCHE HOLDING A LUXEMBOURG HOLDING COMPANY C/O DISCOUNT BANK/ MR F WEINBERG L-2449 LUXEMBOURG, LUXEMBOURG	112,105	112,105
HEINRICH LAMMERT SPERLINGSGASSE HOLZMINDEN, GERMANY D-37603	2,501	2,501

RENE LANGE SUEDRING 23 D-04808 WUERZEN GERMANY,	150	150

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
HANS LAUCK WALDSTRASSE 5 66695 THOLEY, GERMANY	250	250
HORST-DIETER LAUFS HOELDERLIN STRASSE 1A 50968 KOELN, GERMANY	750	750
LAMBERTUS J.F. LE FEVRE PORTELSTRAAT 25 1445 LA PURMEREND	3,001	3,001
MANFRED LEDERER ALBRECHT-DURER-PLATZ 1 97421 SCHWEINFURT, GERMANY	2,501	2,501
HEINRICH LINNEMANN HAMMHOF 15 D-30455 HANNOVER, GERMANY	225	225
IVAN LJUBAS CHESHAMER STR 25 61381 FRIEDRICHSDORF, GERMANY	500	500
INGRID LOESSL HOMBURGER LANDSTRASSE 42 A 61440 OBERURSEL, GERMANY	500	500
PERRY D. LOGAN 420 SAINT ANDREWS COURT LAS VEGAS, NV 89144-0815	62,523	62,523
PERRY LOGAN & GARY LOGAN JTTEN 420 ST ANDREWS CT LAS VEGAS, NV 89144	12,505	12,505
NICOLAS LOIBL STAFFENBERGERSTRASSE 24 STUTTGART, GERMANY 70184	250	250
PETER T. LOPEZ 11260 N. 92ND ST., #2112 SCOTTSDALE, AZ 85260	23,376	2,126
BERNHARD LORENZ GARTENSTRASSE 8 85456 WARTENBERG, GERMANY	175	175
IRMGARD LORENZ GARTENSTRASSE 8 85456 WARTENBERG, GERMANY	500	500

INGRID LOSSL HOMBURGER LDSTR 42 D-61440 OBERURSEL, GERMANY	750	750

31

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
MICHAEL LOTZEN KONRAD ADENAUER ALLEE 20 D-56636 ANDERNACH GERMANY,	143	143
BERND LUBECK CURD-JURGENS-STR 4 MUNCHEN, GERMANY 81739	500	500
RONALD LUCK AM EISBERG 18 BARCHFELD, GERMANY 36456	875	875
ROLAND LUEPERTZ RAIFFEISEN STR 11 41751 VIERSEN, GERMANY	1,143	1,143
PATRICK MANION 7858 E BALAO DRIVE SCOTTSDALE, AZ 85262-2779	1,250	1,250
ECKHARD MANNS DREIECHRING 16 63225 LANGEN, GERMANY	500	500
JOHN MAREK 3600 SO. WENONAH BERWYN, IL 60402	7,253	7,253
TED MAREK 12210 NO. 76TH PLACE SCOTTSDALE, AZ 85260-4816	12,505	12,505
TED MAREK TED MAREK DEFINED PENSION PLAN 12210 NO 76TH PLACE SCOTTSDALE, AZ 85260-4816	15,631	15,631
EDWARD H MARGOLIS ONE ITHAN-WOODS LANE VILLANOVA, PA 19085	5,709	5,709
MAX STREICHER KG SCHWAIGERSTRASSE 17 94469 DEGGENDORF, GERMANY	8,865	8,865
JAMES R. MCCORKLE 755 SHERIDAN AVENUE COLUMBUS, OH 43209	500	500
NATHAN R. MCCORKLE 755 SHERIDAN AVENUE		

COLUMBUS, OH 43209	500	500
JUERGEN MEIERHOEFER FRAUENDORFERSTR 57A 04654 FRONBURG-GREIFENHEIN, GERMANY	1,040	1,040
ALOIS MEIR PFAFFENBERG 11 SCHWANENSTADT, AUSTRIA A-4690	300	300

32

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
SIEGLINDE MEITINGER WINIBALDSTRASSE 40 D-82515 WOLFRATSHAUSEN, GERMANY	600	600
JOHANNES MEKLE PAUL-THIERFELDER-STRASSE GAILDORF, GERMANY D-74405	11,754	11,754
JOHANNES MEKLE & WERNER WAGNER JTTEN PAUL-THIERFELDER STR 10 74405 GAILDORF, GERMANY	1,250	1,250
CHERYL L. MENGE 31057 NORTH 44TH WAY CAVE CREEK, AZ 85331-7814	2,001	2,001
DIRK MEYER GOTENWEG 12 POING, GERMANY D-85586	1,250	1,250
MARKO MEYER ORANLERSTRASSE 17 A D86159 AUGEBURG, GERMANY	250	250
WOLFGANG MEYER KOPERNIKUS PLATZ 5 D-90459 NUERNBERG, GERMANY	338	338
JOACHIM MEYER ALBRECHT-DUERER-STRASSE 1 D-57368 LENNESTADT, GERMANY	508	508
HOLGER MICK OBERDORFSTRASSE 11 D-73116 WASCHENBEUREN, GERMANY	1,000	1,000
MICHAEL S. MITCHELL 15806 NO. 38TH PLACE PHOENIX , AZ 85032	175,753	88,253
IRIS MITRICK 17231 LINDGREN AVE SUN CITY, AZ 85373	500	500
CHRISTOPHER W. MOORE		

2715 E VISTA PHOENIX, AZ 85032	4,502	4,502
JUDI MOSKOWITZ 88-29 155 AVE APT 3H HOWARD BEACH , NY 11414	1,250	1,250
DIETMAR MUEHLENTIEN MARIENSTRASSE 26 33154 SALZKOTTEN, GERMANY	2,751	2,751
DR CHRISTIAN MUELLER LUKASSTRASSE 3 DRESDEN, GERMANY 01069	5,002	5,002
MARGOT MUMMERT RHEINALLEE 21 33689 BIELEFELD, GERMANY	550	550

33

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
ARIANE MUMMERT BEHNHOFSTRASSE 17 16359 BIETHENTHAL, GERMANY	875	875
ROLF-GUSTAV MUNSKE GEBESCHUSSTRASSE 52 D-65929 FRANKFURT, GERMANY	300	300
LARRY NELSON 16231 N. 56TH PLACE SCOTTSDALE, AZ 85254	24,689	24,689
RUDOLF NENNINGER PAASTRASSE 21 DASING, GERMANY 86453	625	625
DANIEL NICOLIN NOLDENWEG 24 40724 HILDEN, GERMANY	133	133
DENNIS NIELSEN 2560 NEFF CIRCLE SALT LAKE CITY, UT 84109	50,019	50,019
LELAND NORTON 17231 LINDGREN AVE. SUN CITY, AZ 85373	10,004	10,004
NUPETCO ASSOCIATES 2001 WINDSOR STREET SALT LAKE CITY, UT 84105	12,505	12,505
WILLIAM & ELIZABETH O'NEAL 4213 NO. TABOR STREET MESA, AZ 85215	3,751	3,751
BRIGITTE OBERMEIER		

ALTE BAHNHOFSTRASSE 3 D-94491 HENGERSBERTG, GERMANY	1,525	1,525
ALFRED PEEPER (6) HOGEWEG 76-1 2042 GJ ZANDVOORT	354,710	354,688
ALFRED PEEPER CALLE HAMBURGO 22 ED LAS ALGAS 2/4 03500 BENIDORM-ALC, SPAIN	145,124	145,124
KLAUS PESCHKES SIEGSTRASSE 24 41464 NEUSS, GERMANY	500	500
DR ALICE PETRY-REICHERT KNEIPPSTR 17 D-86825 BAD WORRISHOFEN, GERMANY	625	625

34

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
PRIME GLOBAL COLLECTIBLES 1759 OAKVALE DR SW WYOMING, MI 49509	56,271	56,271
HENDRIKA PRINS ROOSEVELTLAAN 153-1 1079 AL AMSTERDAM, NETHERLANDS	125,047	125,047
PROXIMA ASSET MANAGEMENT INC. ROUTE DES ACACIAS 54 1227 CAROUGE, SWISS	143,532	143,532
SARA E PULLINS 448 E 1730 N OREM, UT 84097-2219	217	217
MARTINA RAEZ WINIBALDSTRASSE 29 D-82515 WOLFRATSHAUSEN, GERMANY	500	500
JOACHIM RAMTHUN ALLERSHEIMER KIRCHWEG 5 HOLZMINDEN, GERMANY D-37603	2,126	2,126
INGO RAUP SUDETENSTR 12 HEIDENHEIM, GERMANY 89518	5,438	5,438
RAVENWOOD TRUST C/O JONATHAN R SANDERS 4458 VERDICCIO AVE LAS VEGAS, NV 89141-4242	2,175	2,175
HANS PETER RECKLE FISCHENER STRASSE 12 D-87448 WALTENHOFEN, GERMANY	250	250

DIRK REICHARDT BERNHARD-KOETENBUERGER-STRASSE 4 33102 PADERBORN, GERMANY	775	775
PETRY REICHERT KNEIPPSTR 17 86825 BAD WORRISHOFE, GERMANY	375	375
RUDI REICHL WELLER STR 25 D-74523 SCHWABISCH-, HALL GERMANY	250	250
SIMONE RICCOBONO 353 WINDTREE AVE THOUSAND OAKS, CA 91360	10,000	10,000
JAMES G. RICKETTS 23210 NO. LAS LAVATAS SCOTTSDALE, AZ 85255	13,443	13,443
WILLIAM G. RICKETTS 3562 STATE RT. 273 W P O 161 BELLE CENTER, OH 43310	12,505	12,505

35

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
MARTIN RIPPSTEIN C/O NOW DATA CONSULT HAUPTSTR 791 OBERBUCKSITEN, SWITZERLAND CH-4625	300	300
GOTTFRIED RODEN WESTERWEIHERSTR 238 33397 RIETBERG, GERMANY	1,250	1,250
JEAN-CLAUDE RODER 16C. AV. LOUIS-YUNG-CH 1290 VERSOIX, SWITZERLAND	6,252	6,252
OTTFRIED ROEHNER SINGERSTRASSE 112 10179 BERLIN, GERMANY	1,200	1,200
JUNE M. ROSENBERG PO BOX 82406 COLUMBUS, OH 43202	250	250
JOERG ROSENGART YSENBUERGER STRASSE 54 DREIEICH, GERMANY 63303	750	750
KARL-HEINZ ROTTGE BERLINER STRASSE 15 52428 JUELICH, GERMANY	400	400
JAMES J. OR LUCETTE ROWAN 16128 E KINGSTREE BLVD FOUNTAIN HILLS, AZ 85268-5618	30,718	30,718

WALTER G. ROWE 2510 N. 135TH DRIVE GOODYEAR, AZ 85338	35,776	3,276
HORST RUBESAMEN VEERENSTR 20A BREMERHAVEN, GERMANY 27574	375	375
JOACHIM RUDERT IBAS ARBEITSICHERHEIT, FICHTENSTRASSE 82256 FUERSTENFELDBRUCK	313	313
ANDRE RUEFFER ORANIENSTRASSE 74 D-65812 BAD SODEN, GERMANY	450	450
THOMAS RUNDE EICHENSTR 6 26909 NEULEHE, GERMANY	250	250
DR ALBERT RUPRECHT EICHENDORFFSTRASSE 2 ROSTOCK, GERMANY 18057	375	375
HORST SAGNER MINNA-HERZLIEB-STR 36 02827 GOERLITZ-NEISSE	250	250
JOSEPH H SANDERS 448 E 1730 NORTH OREM, UT 84097	218	218
JAMES P SANDERS 448 E 1730 NORTH OREM, UT 84097	217	217

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
GREG R SANDERS & DEBORAH SANDERS JTTEN PO BOX 200 SULLIVAN, IL 61951	2,975	2,501
JOHN P SANDERS & MAUREEN W SANDERS FAMILY TRUST C/O DR JOHN P SANDERS 408 OAKHILL TERRACE LOMPOC, CA 93436	1,087	1,087
ELISABETH SCHAADT NARZISSENWEG 2 66606 ST WENDEL-BLIESE	125	125
MIKE SCHEFFLER NORDSTR 58 LEIPZIG, GERMANY 04105	625	625
GERHARD SCHENK SONNENTAU 1		

D-88410 BAD WURZACH, GERMANY	750	750
ANDREAS SCHILD BOSSENGANG 27 38442 WOLFSBURG, GERMANY	500	500
WERNER-DIETRICH SCHMIDT HERMANN-KAPPEN-WEG 2 GLADBECK, GERMANY D-45964	4,001	4,001
M. SCHMIT ACCT: ROWLAND 39560 BANK DE LUXEMBOURG 80 PLACE DE LA GARE L 1616	12,505	12,505
RENE SCHMITT SICKFELD 9 66646 MARPINGEN, GERMANY	500	500
HANNO SCHNABEL WOELBATTENDORFER WEG 43 HOF, GERMANY 95030	625	625
MANFRED SCHNEIDER GLATZER STRASSE 7 D-40231 DUESSELDORF, GERMANY	250	250
AXEL SCHREYER PESTALOTZZIPLATZ 2 D-06556 ARTERN, GERMANY	338	338
KAREN SCHROEDER 7137 N SERENOA DR SARASOTA, FL 34241	6,565	6,565
ROBERT C SCHROEDER 7137 N SERENOA DRIVE SARASOTA, FL 34241	44,079	44,079
MANFRED SCHUBERT BLUMENWEG 6 ROTHLEIN, GERMANY 97520	875	875
MATHIAS SCHUETT AUGUST-SCHMIDT-STRASSE 16 D-59425 UNNA, GERMANY	1,466	1,466

37

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
ALBERT SCHUH GUSENBERGER WEG 6 66620 NONNWEILER, GERMANY	250	250
CLAUS-WERNER SCHULZE MOORSTRASSE 4 ISENBUETTEL, GERMANY 38550	675	675
GUENTER SCHULZE AM LEHESTER DEICH 12A		

BREMEN, GERMANY 28357	2,501	2,501
KLAUS SCHUMANN ALLERSTRASSE 28 BREMERHAVEN, GERMANY 27672	1,751	1,751
HEIKE SCHUMMER WEIHERSTRASSE 69 66640 NAMBORN, GERMANY	250	250
WOLFGANG SCHWEGMANN SCHAARREIHE 28 WILHELMSHAVEN, GERMANY D-26389	7,503	7,503
THOMAS SEELBACH SCHLOSSALLEE 25 D-65388 SCHLANGENBAD, GERMANY	1,250	1,250
WALTER EDGAR SEIZ ALT ESCHERSHEIM 19 D-60433 FRANKFURT, GERMANY	31,256	31,256
JEFFREY L. SHAW 3130 SO. 975 E BOUNTIFUL, UT 84010	9,946	9,946
JUSTIN R. SHAW 6 NORTH 800 EAST BOUNTIFUL, UT 84010	3,751	3,751
MATHEW & MINDY SHAW 3130 SO 975 EAST BOUNTIFUL, UT 84010	3,751	3,751
PAUL SHULTZ P.O. BOX 769 FRANKTOWN, GA 80116	1,250	1,250
WIENFRIED SIEBERT MAILBOX 23 E-07184 CALVIA/MALLORCA	2,601	2,601
BILLY J. SKILLMAN 5419 W. ONYX AVENUE GLENDALE, AZ 85302	500	500
HOWARD SOBELMAN 4315 E MOSSMAN ROAD PHOENIX, AZ 85050	1,250	1,250
SIEGFRIED SPIERIG 31137 HILDESHEIM LANGER GARTEN, GERMANY 11	625	625
ANDREAS SPRINGE KIELER STRASSE 265 NEUMUENSTER, GERMANY 24536	1,726	1,726
FRANK STAHMER KREUZSTRASSE 24 D-49084 OSNABRUECK, GERMANY	250	250

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
DIETER STAPERFELD	177,566	177,566
KLAUS STARK JOHANN STRAUSS STR 14 D-076684 OSTRINGEN, GERMANY	625	625
VOLKER STRAUSS SACKENHAUSER STRASSE 1 67316 CARLSBERG, GERMANY	470	470
BRADLEY A. TAUB 7291 E EAGLE FEATHER RD SCOTTSDALE, AZ 85262	42,439	4,939
SUSAN TAUB 16036 NORTH 11TH AVENUE UNIT 1056 PHOENIX, AZ 85023	1,250	1,250
JUERGEN TAUBE AM STERNANGER 1 83671 BENEDIKTBEUREN, GERMANY	250	250
TED MAREK DEFINED PENSION PLAN 12210 N 76TH PLACE SCOTTSDALE, AZ 85260	3,501	3,501
URSULA TEICHERT HOLBEINSTRASSE 54 F D-12203 BERLIN, GERMANY	4,896	4,896
WOUT VAN TELLINGEN 300 SACHTLEBEN ROAD WIMBERLY, TX 78676	35,013	35,013
DIETMAR TEUBNER KAISER-WILHELM-RING 18 D-40545 DUESSELDORF, GERMANY	6,252	6,252
JOERG TRAUM NAUHEIMER STRASSE 28 65468 TREBUR, GERMANY	250	250
CARSTEN TRESCHER RIEDRAIN 9 FRANKFURT AM M, GERMANY D-65936	750	750
DAVID TSCHAN HOHENSTR OST 61 OLTEN, SWITZERLAND CH-4600	300	300
WILFRIED UTRATA NEUSSER STRASSE 231 KOLN, GERMANY D-50733	1,751	1,751
JUENEMANN UWE QUELLENSTR 36 42117 WUPPERTAL, GERMANY	250	250

ERWIN VAIH JAGERSTRASSE 40 STUTTGART, GERMANY D-70174	5,377	5,377

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
M C M VAN DER LAAN JULIANA BERNHARD LAAN 89 NL6432 GV HUENSBROCK, NETHERLANDS	1,563	1,563
LISA M. VANCE 4026 E KERESAN STREET PHOENIX , AZ 85044	1,250	1,250
HANS VERGOED PRINS FREDERIKLAAN 10 2243 HW WASSENAA NETHERLANDS,	31,262	31,262
VIRGINIA NORTON FAMILY TRUST DECLARED C/O DEBORAH SANDERS P O BOX 200 SULLIVAN, IL 61951	2,501	2,501
GUENTER VOGEL RENWEG 1 94034 PASSAU, GERMANY	2,501	2,501
WERNER WAGNER THEODOR-HEUSS-STRASSE 11 WEINSTADT, GERMANY D-71384	2,501	2,501
HANS WALLNER PULVERTURMSTRASSE 47 D-80935 MUNCHEN, GERMANY	938	938
ANDREAS WALTER MOERSERSTRASSE 291 47475 KAMP-LINFORT, GERMANY	300	300
STEFAN-ARNOLD WARKEN ZUM BAUERNWALD 24 GUSENBURG, GERMANY D-54413	2,501	2,501
HANS WEBER STOFFERKAMP 18 HAMBURG, GERMANY D-22399	250	250
THOMAS WEGNER ESCHENRING 1 BENNEWITZ, GERMANY D-04828	500	500
FRANZ JOSEF WEICHERDING 66125 SAARBRUCKEN BEI GERSTNERSHAUS 22, GERMANY	500	500
RUDOLF WELP ROENTGENSTRASSE 21 42781 HAAN, GERMANY	375	375

GOTZ WENDE BOGENSTRASSE 15 D 24537 NEUMUENSTER	3,645	3,645

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
GERD WENDE MUHLENSTRASSE 43 24539 NEUMUNSTER, GERMANY	250	250
GABRIELE WENDE BOGENSTR 18 NEUMUNSTER, GERMANY 24537	1,050	1,050
JELENA WENDE BOGENSTR 15 24537 NEUMUNSTER, GERMANY	250	250
STEVEN WENDE BOGENSTR 15 24537 NEUMUNSTER, GERMANY	250	250
JUERGEN WERNER THOLEYER STRASSE 2 MARPINGEN, GERMANY D-66646	3,001	3,001
DONALD J. & MARY WEST BOX 135 207 S SYCAMORE AVE SYCAMORE, OH 44882	2,626	2,626
D. JACK WEST 12497 RD. G. BOX 28 OTTAWA, OH 45875	1,125	1,125
WERNER WETZEL ERMSWEG 4 D-73734 ESSLINGEN, GERMANY	3,126	3,126
GERHARD WIEGERS GOLDBECKERSTRASSE 21 D-21643 BECKDORF, GERMANY	1,094	1,094
KLASS WIGGERS POLANENPARK 113 2241 SH WASSENAAR, NETHERLANDS	42,266	42,266
ELISABETH WILD ADAM WILDSTRASSE 2 FIRT I WALD, GERMANY 93437	3,751	3,751
ALOYSIUS WILHELM ZUR SCHNAU 3 66822 LEGACH-DOERSDORF, GERMANY	500	500
CLIFFORD & HEATHER WINHAM 2715 E VISTA PHOENIX, AZ 85032	650	650

41

Names and Addresses of the Selling Stockholders (1)	Stock Beneficially Owned Owned Prior to the Offerings (2)	Shares of Class A Common Stock Offered by this Prospectus
SAMUEL KENNETH WINHAM & SARI ANN WINHAM 2715 E VISTA PHOENIX, AZ 85032	650	650
KENNETH C & VICKY L WINHAM KENNETH C & VICKY L WINHAM FAMILY TRUST 2715 E VISTA PHOENIX, AZ 85032	6,502	6,502
VICKY WINHAM 2715 E VISTA PHOENIX, AZ 85032	8,003	8,003
KENNETH C & VICKY L WINHAM FAMILY TRUST 2715 E VISTA PHOENIX, AZ 85032	7,503	7,503
UWE WINKELMANN PHILIPP-MUELLER-STRASSE 43 D-06110 HALLE, GERMANY	500	500
ULRICH WOLF GOETHESTR 8 37120 BOVENDEN, GERMANY	375	375
WORLD LINK LLC 2560 NEFFS CIRCLE SALT LAKE CITY, UT 84109	9,754	9,754
INGO WULF CRUSIS STR 9 99706 SONDERSHAUSEN, GERMANY	500	500
DIRK WULF STRASSE DER GENOSSENSCHAFTEN 99734 NORDHAUSEN, GERMANY	500	500
DIETER ZAJONS SPREMBERGERSTRASSE 181 FROST, GERMANY 03149	1,200	1,200
ASTRID ZELLMANN SUEDSTRASSE 8 KAARST, GERMANY 41564	838	838

42

(1) As of the date of this prospectus, TSI was the record holder of the 6,000,000 shares of Class A common stock listed in this table (see footnote (6) in previous table). TSI has informed us that after the date of this prospectus, TSI intends to distribute such shares of Class A common stock to the shareholders listed in this table in the amounts

indicated. This prospectus relates to the resale of the shares of Class A common stock by the shareholders listed, and their respective transferees, pledgees, donees, or other successors. The shareholders of TSI are subject to the agreement contained in the acquisition agreement that they, individually, are not to sell, in any 90-day period, more than the average weekly trading volume of our Class A common stock during the four calendar weeks preceding any sale.

(2) The number of shares beneficially owned is determined in accordance with Rule 13d-3 of the Exchange Act and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares as to which the person has sole or shared voting power or investment power and also any shares which the person has the right to acquire within 60 days of the date set forth in the applicable footnote through the conversion of a security or the exercise of any stock option or other right. Percentage ownership indicated in the footnotes below is based on 18,599,059 shares of our common stock outstanding as of October 31, 2002

(3) Evert Eggink beneficially owns 1.46% of the Company.

(4) EMS Technologies beneficially owns 12.6% of the Company.

(5) Richard C. and Anna M. Jones beneficially own 7.1% of the Company.

(6) Alfred Peepers beneficially owns 2.7% of the Company.

DESCRIPTION OF SECURITIES

Our authorized capital consists of 75,000,000 shares of Class A common stock, 25,000 shares of Class B common stock, and 25,000,000 shares of preferred stock. The preferred stock is issuable in series with such designation, preferences, voting rights, privileges, and other restrictions and qualifications as our Board of Directors may establish in accordance with Arizona law. There were 18,599,059 shares of Class A common stock, and no shares of Class B common stock issued and outstanding as of October 31, 2002. There were 51,895 shares of Series B Convertible Preferred Stock outstanding as of October 31, 2002. There were no other shares of preferred stock outstanding. As of November 26, 2002, options to purchase 5,826,500 shares of class A Common Stock were outstanding, and the weighted average exercise price of such options was $0.97. In addition, as of November 26, 2002 the Company had 2,260,715 warrants to purchase Class A Common Stock outstanding, and the weighted average exercise price of such warrants was $1.05. Our Class A common stock is traded on the NASDAQ SmallCap Market under the symbol "ALAN". No other securities of the Company are currently traded on any market.

Common Stock

Holders of shares of our Class A common stock are entitled to one vote per share on all matters to be voted on by our shareholders. Holders of shares of Class B common stock are entitled to one-one hundredth of one vote per share of Class B common stock on all matters to be voted on by our shareholders. Our Class A common stock and our Class B common stock have cumulative voting rights with respect to the election of directors. Our bylaws require that only a majority of the issued and outstanding voting shares of common stock need be represented to constitute a quorum and to transact business at a shareholders' meeting.

Subject to the dividend rights of the holders of preferred stock, if applicable, holders of shares of common stock are entitled to share, on a ratable basis, such dividends as may be declared by the Board of Directors out of funds legally available.

Upon our liquidation, dissolution or winding up, after payment of creditors and holders of any of our senior securities, including preferred stock, our assets will be divided pro rata on a per share basis among the holders of the shares of common stock. Our common stock has no preemptive or other subscription rights, and there are no conversion rights or redemption or sinking fund provisions. All outstanding shares of common stock are fully paid and non-assessable.

Preferred Stock

Our Board of Directors is authorized to issue preferred stock in one or more series and denominations and to fix the rights, preferences, privileges, and restrictions, including dividend, conversion, voting, redemption, liquidation rights or preferences, and the number of shares constituting any series and the designation of such series, without any further vote or action by our shareholders. The issuance of preferred stock may have the effect of delaying, deferring, or preventing a change of control of our company without further action by the shareholders. The issuance of preferred stock with voting and conversion rights may adversely affect the voting power of the holders of common stock.

Our Board of Directors has previously authorized the issuance of a series of preferred stock referred to as Series B Convertible Preferred Stock. Without the affirmative vote of a majority of the holders of the Series B Preferred Stock, we may not amend, alter or repeal any of the provisions of our articles of incorporation or articles of designation for the Series B Convertible Preferred Stock. We also need the affirmative vote of a majority of the holders of the Series B Convertible Preferred Stock if we want to authorize any reclassification of the Series B Convertible Preferred Stock that would adversely affect the preferences, special rights or privileges or voting power of the Series B Convertible Preferred Stock. We may not create or issue any class of stock ranking prior to the Series B convertible Preferred Stock as to dividends or distribution of assets, or create or issue any shares of any series of the authorized preferred stock ranking prior to the Series B Convertible Preferred Stock's rights to dividends or distribution on liquidation.

Arizona Corporate Takeover Act and Certain Charter Provisions

We are subject to the provisions of the Arizona Corporate Takeover Act. The Arizona Corporate Takeover Act and certain provisions of our articles of incorporation and bylaws, as summarized in the following paragraphs, may have the effect of discouraging, delaying, or preventing hostile takeovers (including those that might result in a premium over the market price of our common stock), or discouraging, delaying, or preventing changes in control or management of our company.

Arizona Corporate Takeover Act

Article 1 of the Arizona Corporate Takeover Act is intended to restrict "greenmail" attempts by prohibiting us from purchasing any shares of our capital stock from any beneficial owner of more than 5% of the voting power of our company at a per share price in excess of the average market price during the 30 trading days prior to the purchase, unless

- the 5% owner has beneficially owned the shares to be purchased for a period of at least three years prior to the purchase;

- a majority of our shareholders (excluding the 5% owner, its affiliates or associates, and any officer or director of our company) approves the purchase; or

- we make the offer available to all holders of shares of our capital stock.

Article 2 of the Arizona Corporate Takeover Act is intended to discourage the direct or indirect acquisition by any person of beneficial ownership of our shares (other than an acquisition of shares from us) that would constitute a control share acquisition. A "control share acquisition" is defined as an acquisition of shares by any person, when added to other shares of our company beneficially owned by such person, immediately after the acquisition entitles such person to exercise or direct the exercise of

at least 20% but less than 33 1/3%;

at least 33 1/3% but less than or equal to 50%; or

more than 50% of the voting power of our capital stock.

The Arizona Corporate Takeover Act (1) gives our shareholders other than any person that makes or proposes to make a control share acquisition or our company's directors and officers the right to limit the voting power of the shares acquired by the acquiring person that exceed the threshold voting ranges described above, other than in the election of directors, and (2) gives us the right to redeem such shares from the acquiring person at a price equal to their fair market value under certain circumstances.

Article 3 of the Arizona Corporate Takeover Act is intended to discourage us from entering into certain mergers, consolidations, share exchanges, sales or other dispositions of our assets, liquidation or dissolution of our company, reclassification of securities, stock dividends, stock splits, or other distribution of shares, and certain other transactions with any interested shareholder (as defined in the takeover act) or any of the interested shareholder's affiliates for a period of three years after the date that the interested shareholder first acquired the shares of common stock that qualify such person as an interested shareholder, unless either the business combination or the interested shareholder's acquisition of shares is approved by a committee of our Board of Directors (comprised of disinterested directors or other persons) prior to the date on which the interested shareholder first acquired the shares that qualify such person as an interested shareholder. In addition, Article 3 prohibits us from engaging in any business combination with an interested shareholder or any of the interested shareholder's affiliates after such three-year period unless

the business combination or acquisition of shares by the interested shareholder was approved by our Board of Directors prior to the date on which the interested shareholder acquired the shares that qualified such person as an interested shareholder;

the business combination is approved by our shareholders (excluding the interested person or any of its affiliates) at a meeting called after such three-year period; or

the business combination satisfies each of certain statutory requirements.

Article 3 defines an "interested shareholder" as any person (other than us and our subsidiaries) that either (a) beneficially owns 10% or more of the voting power of our outstanding shares, or (b) is an affiliate or associate of our company and who, at any time within the three-year period preceding the transaction, was the beneficial owner of 10% or more of the voting power of our outstanding shares.

Certain Charter Provisions

In addition to the provisions of the Arizona Corporate Takeover Act described above, our articles of incorporation and bylaws contain a number of provisions relating to corporate governance and the rights of shareholders. These provisions include the following:

the authority of our Board of Directors to fill vacancies on the board of directors;

the authority of our Board of Directors to issue preferred stock in series with such voting rights and other powers as our board of directors may determine;

45

a provision that, unless otherwise prohibited by law, special meetings of the shareholders may be called only by our Board of Directors, or by holders of not fewer than 10% of all shares entitled to vote at the meeting; and

a provision for cumulative voting in the election of directors, pursuant to Arizona law.

Transfer Agent and Registrar

The transfer agent and registrar for our Class A common stock is Computershare Trust Company, 350 Indiana Street, Suite 800, Golden, Colorado 80401.

LEGAL MATTERS

Certain legal matters with respect to the validity of the issuance of the Class A common stock offered hereby will be passed upon by The Law Office of Steven P. Oman, P.C., Scottsdale, Arizona. Said firm, and Steven P. Oman, owned, as of the date of this prospectus, an aggregate of 145,000 shares of our Class A common stock on an as-converted basis. Additionally, Steven P. Oman, Esq. is a director of our company and serves as our general counsel.

Lawyers and employees of The Law Office of Steven P. Oman, P.C. and entities controlled by lawyers at The Law Office of Steven P. Oman, P.C. may engage in transactions in the open market or otherwise to purchase or sell our securities from time to time.

EXPERTS

The consolidated financial statements and related financial statement schedule incorporated in this prospectus by reference from our Annual Report on Form 10-KSB for the fiscal year ended June 30, 2002 have been audited by Semple & Cooper, LLP, independent auditors, as stated in their reports, which are incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

This prospectus is part of a registration statement on Form S-3 which was filed with the Securities and Exchange Commission. This prospectus and any subsequent prospectus supplements do not contain all of the information in the registration statement. We have omitted from this prospectus some parts of the registration statement as permitted by the rules and regulations of the SEC. In addition, we file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any documents that we have filed with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC also maintains an Internet site (http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" information into this prospectus and any subsequent prospectus supplements, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. This prospectus incorporates by reference documents which are not presented in this prospectus or delivered to you with it. The

46

information incorporated by reference is an important part of this prospectus and any subsequent prospectus supplements. Information that we file subsequently with the SEC, but prior to the termination of this offering, will automatically update this prospectus and any outstanding prospectus supplements and supersede this information. We incorporate by reference the documents listed below and amendments to them. These documents and their amendments were previously filed with the SEC.

The following documents filed by us with the SEC are incorporated by reference in this prospectus:

1. Our annual report on Form 10-KSB for the fiscal year ended June 30, 2002, including our audited consolidated financial statements for the fiscal year ended June 30, 2002 attached thereto, filed with the SEC on September 30, 2002;

2. The description of our Class A common stock set forth in our registration statement on Form 10/A filed with the SEC on March 27, 1981, and any subsequent amendment or report filed for the purpose of updating this description.

3. Our quarterly report on Form 10-QSB for the quarter ended September 30, 2002, filed with the SEC on November 14, 2002.

4. Our Proxy Statement for our Annual Meeting of Shareholders to be held on November 22, 2002, filed with the SEC on October 16, 2002.

We also are incorporating by reference in this prospectus and any subsequent prospectus supplements all reports and other documents that we file pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination of this offering of common stock. These reports and documents will be incorporated by reference in and considered to be a part of this prospectus and any subsequent prospectus supplements as of the date of filing of such reports and documents.

Upon request, whether written or oral, we will provide without charge to each person to whom a copy of this prospectus is delivered, including any beneficial owner, a copy of any or all of the information that has been or may be incorporated by reference in this prospectus or any prospectus supplements but not delivered with the prospectus or any subsequent prospectus supplements. You should direct any requests for this information to the office of the Secretary, at our principal executive offices, located at 15575 North 83rd Way, Suite 3, Scottsdale, AZ 85260. The telephone number at that address is (480) 607-1010.

Any statement contained in a document which is incorporated by reference in this prospectus or in any subsequent prospectus supplements will be modified or superseded for purposes of this prospectus or any subsequent prospectus supplements to the extent that a statement contained in this prospectus or incorporated by reference in this prospectus or in any prospectus supplements or in any document that we file after the date of this prospectus that also is incorporated by reference in this prospectus or in any subsequent prospectus supplements modifies or supersedes the prior statement. Any modified or superseded statement shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus or any subsequent prospectus supplements. Subject to the foregoing, all information appearing in this prospectus is qualified in its entirety by the information appearing in the documents incorporated by reference in this prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus or any applicable prospectus supplement. We have not authorized anyone to provide you with any other information. The securities offered in this prospectus may only be offered in states where the offer is permitted, and we and the selling stockholders are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or any applicable prospectus supplement is accurate as of any date other than the dates on the front of these documents.