UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(MARK ONE)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2000 or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM __________ TO ____________

Commission file number 1-12471

INTEGRATED SURGICAL SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**68-0232575**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

1850 Research Park Drive
Davis, CA 95616-4884
(Address of principal executive offices including zip code)

(530) 792-2600
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ],

Applicable Only to Corporate Issuers

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock $.01 Par Value - 17,230,962 shares as of August 1, 2000

INTEGRATED SURGICAL SYSTEMS, INC.
Report On Form 10-QSB For The

Quarter Ended June 30, 2000
INDEX

PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements

INTEGRATED SURGICAL SYSTEMS, INC.
Condensed Consolidated Balance Sheet
(Unaudited)

	June 30, 2000
ASSETS	
Current Assets:	
Cash and cash equivalents	$1,055,615
Accounts receivable less allowance for doubtful accounts of $327,765	345,008
Inventory	4,090,794
Other current assets	802,493
Total current assets	6,293,910
Property and equipment, net	863,557
Leased equipment, net	495,692

Long-term net investment in sales type leases	277,118
Intangible assets, net	1,758,980
Other assets	12,340
Total Assets	$9,701,597
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities:	
Accounts payable	$583,682
Value-added taxes payable	110,582
Accrued payroll and related expenses	411,726
Customer deposits	1,330,700
Accrued product retrofit costs	207,953
Current portion of bank loans	73,529
Other current liabilities	453,868
Total current liabilities	3,172,040
Bank loans, long-term	52,187
Note payable	145,600
Commitments and Contingencies	
Stockholders' equity:	
Convertible preferred stock, $0.01 par value 1,000,000 shares authorized; 2,529 shares issued and outstanding ($2,528,750 aggregate liquidation value)	25
Common stock, $0.01 par value, 50,000,000 shares authorized; 16,929,965 shares issued and outstanding	169,299
Additional paid-in capital	59,095,104
Deferred stock compensation	(5,256)
Accumulated other comprehensive loss	(589,569)
Accumulated deficit	(52,337,833)
Total stockholders' equity	6,331,770
Total liabilities and stockholder's equity	$9,701,597

See notes to consolidated financial statements.

INTEGRATED SURGICAL SYSTEMS, INC.
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2000	1999	2000	1999
Net sales	$1,310,882	$629,236	$2,041,026	$2,915,959
Cost of sales	556,153	446,238	898,493	1,551,617
Gross margin	754,729	182,998	1,142,533	1,364,342
Operating expenses:				
Selling, general and administrative	1,283,047	1,510,643	2,397,866	3,102,543
Research and development	1,285,020	1,196,240	3,032,413	2,825,946
Total operating expenses	2,568,067	2,706,883	5,430,279	5,928,489
Other income (expense):				
Interest income	18,632	103,088	38,182	140,216
Other	893,746	6,718	717,347	(281,469)
Loss before provision for income taxes	(900,960)	(2,414,079)	(3,532,217)	(4,705,400)
Provision for income taxes	6,000	15,565	15,000	30,259
Net loss	(906,960)	(2,429,644)	(3,547,217)	(4,735,659)
Preferred stock accretion	(317,647)	(263,969)	(2,989,640)	(508,607)

Net loss applicable to common stockholders	($1,224,607)	($2,693,613)	($6,536,857)	($5,244,266)
Basic net loss per common share	($0.07)	($0.40)	($0.40)	($0.84)
Shares used in computing basic net loss per-share	16,905,473	6,713,469	16,241,648	6,220,227

See notes to consolidated financial statements.

INTEGRATED SURGICAL SYSTEMS, INC.
Condensed Consolidated Statements of Cash Flows
Increase (Decrease) in Cash and Cash Equivalents
(Unaudited)

	Six Months Ended June 30,	
	2000	1999
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	($3,547,217)	($4,735,659)
Adjustment to reconcile net loss to net cash used in operating activities:		
Depreciation	293,240	358,817
Amortization of intangible assets	416,958	419,520
Unrealized gain on securities	--	(50,626)
Stock compensation	199,835	79,984
Changes in operating assets and liabilities:		
Accounts Receivable	66,582	993,179
Inventory	(828,790)	(884,543)
Other current assets	(89,379)	56,623
Accounts payable	(1,037,461)	1,299,435
Value added taxes payable	54,559	39,280
Accrued payroll and related expenses	13,337	(21,162)
Customer deposits	(106,147)	648,714
Other current liabilities	401,091	284,611
Note Payable	--	13,800
Net cash used in operating activities	(4,163,392)	(1,498,027)
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in marketable securities	--	1,978,582
Net investments in sales type leases	--	(319,753)
Principal payments received on sales type lease	147,503	--
Purchases of property and equipment	(233,047)	(64,726)
Decrease in other assets	--	218
Net cash provided by (used in) investing activities	(85,544)	1,594,321
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds (payments) bank loans	(35,278)	(744,953)
Proceeds from issuance of preferred stock	3,480,096	3,405,912
Redemption of Series E preferred stock	(1,185,000)	--
Proceeds from exercise of stock options	30,801	16,330
Net cash provided by financing activities	2,290,619	2,677,289
Effect of exchange rate changes on cash and cash equivalents	95,916	(644,089)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,862,401)	2,129,494
Cash and cash equivalents at beginning of period	2,918,016	223,581

Cash and cash equivalents at end of period.....	$1,055,615	$2,353,075

See notes to consolidated financial statements.

INTEGRATED SURGICAL SYSTEMS, INC.

Notes to Condensed Consolidated Financial Statements (unaudited)

June 30, 2000

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the six-month period ended June 30, 2000 are not necessarily indicative of the results that may be expected for the year ended December 31, 2000. For further information, refer to the consolidated financial statements and footnotes thereto included in Integrated Surgical Systems, Inc.'s annual report on Form 10-KSB and Form 10-KSB/A for the year ended December 31, 1999.

In December, 1999, the Securities and Exchange Commission staff issued Staff Accounting Bulletin (SAB) No. 101, Revenue Recognition in Financial Statements. The SAB states that all registrants are expected to apply the accounting and disclosures described in it. The SEC staff, however, will not object if registrants that have not applied this accounting do not restate prior financial statements provided they report a change in accounting principle in accordance with APB Opinion No. 20, Accounting Changes, by cumulative catch-up adjustment no later than the fourth fiscal quarter of the fiscal year beginning after December 15, 1999. The Company is currently evaluating the impact, if any, of SAB 101 on its financial statements.

NOTE B - INVENTORIES

The components of inventory consist of the following:

	June 30, 2000
Raw materials........................	$ 2,763,624
Work in process......................	905,602
Finished goods.......................	421,568
	$ 4,090,794

NOTE C - CONVERTIBLE PREFERRED STOCK

In February, 2000, the Company received net proceeds of approximately $1,880,000 from the sale of 2,000 shares of Series F Convertible Preferred Stock ("Series F Preferred Stock") and warrants ("Warrants") to purchase 12,500 shares of common stock ("Common Stock"), par value $.01 per share.

The Series F Preferred Stock is convertible into shares of Common Stock, at the option of the holder, subject to certain limitations, discussed below. The number of shares of Common Stock issuable upon conversion of the Series F Preferred Stock is equal to the quotient of (x) the product of $1,000 (the stated value of each share of Series F Preferred Stock) and the number of shares of Series F Preferred Stock to be converted and (y) 85% of the lowest sale price of the Common Stock on the Nasdaq SmallCap Market during the five trading days preceding the date of conversion (the "Market Price"), but in no event more than $1.22 (the "Conversion Price").

The Company may require holders to convert all (but not less than all) of the Series F Preferred Stock at any time after February 8, 2003, or buy out all outstanding shares, at the then Conversion Price.

The value assigned to the Beneficial Conversion Feature, as determined using the quoted market price of the Company's Common Stock on the date the Series F Preferred Stock was sold, amounted to approximately $2,652,000, which represents a discount to the value of the Series F Preferred Stock (the "Discount".) The Discount was charged against income in February 2000.

Holders of Series F Preferred Stock are not entitled to dividends and have no voting rights, unless required by law or with respect to certain matters relating to the Series F Preferred Stock.

The Company may redeem the Series F Preferred Stock upon written notice to the holders of the Series F Preferred Stock at any time after the earlier of August 8, 2000 and the closing of a registered secondary offering of equity securities, at a redemption price equal to the greater of $1,500 per share and the Market Price of the Shares of Common Stock into which such Series F Preferred Stock could have been converted on the date of the notice of redemption.

The Warrants are exercisable at any time during the period commencing August 8, 2000 and ending August 8, 2003, at an exercise price of $2.375, subject to adjustment. The Conversion Price and the number of shares of Common Stock issuable upon conversion are subject to adjustment based upon certain future events.

On May 30, 2000, the Company received net proceeds of $1,649,000 from the sale of 1,800 shares of Series G Convertible Preferred Stock ("Series G Preferred Stock") and warrants ("Warrants") to purchase 63,000 shares of common stock ("Common Stock"), par value $.01 per share.

The Series G Preferred Stock is convertible into shares of Common Stock, at the option of the holder, subject to certain limitations, discussed below. The number of shares of Common Stock issuable upon conversion of the Series G Preferred Stock is equal to the quotient of (x) the product of $1,000 (the stated value of each share of Series G Preferred Stock) and the number of shares of Series G Preferred Stock to be converted and (y) 85% of the lowest sale price of the Common Stock on the Nasdaq SmallCap Market during the five trading days preceding the date of conversion (the "Market Price"), but in no event more than $1.63 (the "Conversion Price").

The Company may require holders to convert all (but not less than all) of the Series G Preferred Stock at any time after November 30, 2003, or buy out all outstanding shares, at the then Conversion Price.

The value assigned to the Beneficial Conversion Feature, as determined using the quoted market price of the Company's common stock on the date the Series G Preferred Stock was sold, amounted to $318,000, which represents a discount to the value of the Series G Preferred Stock (the "Discount".) The Discount was accreted during the month of June, 2000.

Holders of Series G Preferred Stock are not entitled to dividends and have no voting rights, unless required by law or with respect to certain matters relating to the Series G Preferred Stock.

The Company may redeem the Series G Preferred Stock upon written notice to the holders of the Series G Preferred Stock at any time after the earlier of November 30, 2000 and the closing of a registered firm underwritten secondary offering of equity securities, at a redemption price equal to the greater of $1,500 per share and the Market Price of the Shares of Common Stock into which such Series G Preferred Stock could have been converted on the date of the notice of redemption.

The Warrants are exercisable at any time during the period commencing November 30, 2000 and ending November 30, 2003, at an exercise price of $1.625, subject to adjustment. The Conversion Price and the number of shares of Common Stock issuable upon conversion are subject to adjustment based upon certain future events.

NOTE D - NET LOSS PER SHARE

As of June 30, 2000, outstanding options to purchase 1,762,098 shares of Common Stock (with exercise prices ranging from $0.07 to $8.63) and outstanding warrants to purchase 13,518,277 shares of Common Stock (with exercise prices ranging from $0.01 to $4.39) could potentially dilute basic earnings per share in the future and have not been included in the computation of diluted net loss per share because to do so would have been antidilutive for the periods presented.

NOTE E - ACCUMULATED OTHER COMPREHENSIVE LOSS

As of January 1, 1998, the Company adopted Statement 130, Reporting Comprehensive Income. Statement 130 establishes new rules for the reporting and display of comprehensive income and its components. Statement 130 requires unrealized gains or losses on the Company's available-for-sale securities and foreign currency translation adjustments, which prior to adoption were reported separately in stockholders' equity, to be included in other comprehensive income. Prior year financial statements have been reclassified to conform to the requirements of Statement 130.

The following table sets forth this computation of comprehensive loss:

	Three Months Ended June 30,	Six Months Ended June 30,

	2000	1999	2000	1999
Net loss....................	($906,960)	($2,429,644)	($3,547,217)	($4,735,659)
Other comprehensive income (loss):				
Unrealized gain (loss) on available for sale securities................	0	0	0	14,683
Foreign currency translation..............	(19,374)	(377,270)	(102,239)	(709,398)
Comprehensive loss..........	($926,334)	($2,806,914)	($3,649,456)	($5,430,374)

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Results of Operations

Six Months Ended June 30, 2000 Compared to Six Months Ended June 30, 1999

Net Sales. Net sales for the six months ended June 30, 2000 (the "2000 Interim Period") were approximately $2,041,000, attributable to the sale of one ROBODOC System recorded in the second quarter and the completion of a software implant contract, compared to the six months ended June 30, 1999 (the "1999 Interim Period") of approximately $2,916,000, which included the sale of three ROBODOC systems.

Cost of Sales. Cost of sales for the 2000 Interim Period was approximately $898,000 (44% of net sales) as compared to the 1999 Interim Period of approximately $1,552,000 (53% of net sales). The lower cost as a percent of sales in the 2000 Interim Period is a result of a favorable product mix with the majority of revenues resulting from software development contracts and service contracts which carry lower costs than do product sales.

Selling, General and Administrative. Selling, general and administrative expenses for the 2000 Interim Period (approximately $2,398,000) decreased by approximately $705,000, or 23% as compared to the 1999 Interim Period (approximately $3,103,000). Marketing costs decreased approximately $546,000 as a result of fewer direct field sales personnel while general and administrative expense decreased approximately $133,000.

Research and Development. Research and development expenses for the 2000 Interim Period (approximately $3,032,000) increased by approximately $206,000, or approximately 7%, as compared to the 1999 Interim Period (approximately $2,826,000), due to increased costs associated with the successful knee replacement surgery technology and the training and testing associated with this.

Interest Income. Interest income for the 2000 Interim Period (approximately $38,000) decreased by approximately $102,000 as compared to the 1999 Interim Period (approximately $140,000), primarily due to lower average cash balances during the 2000 Interim Period.

Other Income and Expense. Other income for the 2000 Interim Period was approximately $717,000 compared to expense of approximately $281,000 in the 1999 Interim Period. The other income is attributable to the licensing income due and paid to the Company under the terminated exclusive distribution agreement with Spark 1st Vision.

Net Loss. The net loss for the 2000 Interim Period (approximately $3,547,000) decreased by approximately $1,189,000, or approximately 25%, as compared to the net loss for the 1999 Interim Period (approximately $4,736,000).

Liquidity and Capital Resources

Since inception, the Company's expenses have exceeded net sales. Operations have been funded primarily from the issuance of debt and the sale of equity securities aggregating approximately $48.8 million.

The Company's use of cash in operating activities of approximately $4,163,000 in the 2000 Interim Period increased by approximately $2,665,000 as compared to cash usage due to operating activities in the 1999 Interim Period of approximately $1,498,000. The increase in operating cash usage in the 2000 Interim Period was primarily a result of a decrease in accounts payable of approximately $1,037,000, an increase in inventory of approximately 829,000, and a decrease in customer deposits of approximately $106,000.

The Company's cash used for investing activities of approximately $86,000 in the 2000 Interim Period decreased by approximately $1,680,000 as compared to cash provided by investing activities in the 1999 Interim Period of approximately $1,594,000. The investment cash proceeds in the 1999 Interim Period was primarily due to liquidating short-term investments to retire loans, while little investment activity existed in the 2000 Interim Period.

Cash provided by financing activities in the 2000 Interim Period was approximately $2,291,000 and decreased by approximately $386,000 as compared to the financing activities during the 1999 Interim Period. In 2000 the Company received net proceeds of approximately $3,480,000 from the sale of Convertible Preferred Stock and Warrants (see Note C to the financial statements and Part II, Item 2. Changes in Securities and Use of Proceeds). In the 1999 Interim Period $745,000 was used to pay bank loans while in the 2000 Interim Period $1,185,000 was used to redeem the outstanding Series E Convertible Preferred Stock. Such changes resulted in the decrease of cash provided by financing in the 2000 Interim Period.

The report of the independent auditors on the Company's December 31, 1999 financial statements included an explanatory paragraph indicating there is substantial doubt of the Company's ability to continue as a going concern.

The Company believes that it has developed a viable plan to address these issues and that its plan will enable the Company to continue as a going concern through the end of 2000. This plan includes the expansion of the geographic markets in which its products are sold, new applications for its products, the consummation of equity financings in amounts sufficient to fund further growth, to attain its product development and marketing objectives and meet its working capital demands, and the reduction of certain operating expenses as necessary. Although the Company believes that its plan will be realized, there is no assurance that these events will occur. The financial statements do not include any adjustments to reflect the uncertainties related to the recoverability and classification of assets or the amounts and classification of liabilities that may result from the inability of the Company to continue as a going concern.

The Company's available cash resources, together with anticipated cash flows from operations, may not be sufficient to continue operations without additional financing. The Company has been able to raise capital from the investment community under terms that have been satisfactory. The Company continues to seek additional financing, such financing may not be available on terms acceptable to the Company. The Company is attempting to reduce operating expense to a point where funds generated internally will mitigate the possibility of having to look to the investment community for capital.

PART II. -- OTHER INFORMATION

Item 2. Changes in Securities and Use of Proceeds

(a) On May 30, 2000, the Company issued and sold 2,000 shares of Series G Convertible Preferred Stock ("Series G Preferred Stock") and warrants to purchase 63,000 shares of common stock, par value $.01 per share ("Common Stock"), to institutional accredited investors for a total purchase price of $1,800,000, pursuant to a Preferred Stock Purchase Agreement dated as of May 30, 2000 (the "Purchase Agreement"). In addition, the Company issued 5,000 shares of Common Stock to a financial advisor in connection with the preferred stock financing. The Series G Preferred Stock, warrants and shares of Common Stock were issued pursuant to the exemption from the registration requirements of the Securities Act of 1933 (the "Securities Act") provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated by the Commission under that Section.

The Series G Preferred Stock is convertible into shares of Common Stock, at the option of the holder thereof, subject to certain limitations, discussed below. The number of shares of Common Stock issuable upon conversion of the Series G Preferred Stock is equal to the quotient of (x) the product of $1,000 (the stated value of each share of Series G Preferred Stock) and the number of shares of Series G Preferred Stock to be converted and (y) 85% of the lowest sale price of the Common Stock on the Nasdaq SmallCap Market during the five trading days preceding the date of conversion (the "Market Price"), but in no event more than $1.625 (the "Maximum Conversion Price").

No holder may convert the Series G Preferred Stock to the extent such conversion would result in the holders in the aggregate acquiring shares of Common Stock, representing 19.9% of the number of shares of Common Stock outstanding on May 30, 2000 (the date upon which the Series G Preferred Stock and the warrants were issued), unless and until the Company's stockholders approve the issuance of more than the Maximum Shares. The Company may require holders to convert all (but not less than all) of the Series G Preferred Stock at any time after November 30, 2003, or buy out all outstanding shares, at the then Conversion Price.

Holders of Series G Preferred Stock are not entitled to dividends and have no voting rights, unless required by law or with respect to certain matters relating to the Series G Preferred Stock.

The Company may redeem the Series G Preferred Stock upon written notice to the holders of the Series G Preferred Stock at any time after the earlier of November 30, 2000 and the closing of a registered firm commitment underwritten secondary offering of the Company's equity securities, at a redemption price equal to the greater of $1,500 per share and the Market Price of the shares of Common Stock into which such shares of Series G Preferred Stock could have been converted on the date of the notice of redemption.

The Conversion Price and the number of shares of Common Stock issuable upon conversion are subject to adjustment in the event of a stock split, stock dividend, reorganization, reclassification or issuances of shares of Common Stock (or securities convertible into or exercisable or exchangeable for Common Stock) prior to the first anniversary of the effective date of the registration statement referred to below, at less than the then Conversion Price in transactions exempt from the registration requirements of the Securities Act if the Company grants the purchasers of such shares (or other securities) the right to demand registration of such shares.

The warrants are exercisable at any time during the period commencing November 30, 2000 and ending November 30, 2003, at an exercise price of $1.625 subject to adjustment in the event of a stock split, stock dividend, reclassification, recapitalization, merger, consolidation or certain dispositions of assets.

(b) ILTAG International Licensing Holding S.A.L., Bernd Herrmann and Urs Wettstein who purchased an aggregate of 2,922,396 shares of the Company's common stock and warrants to purchase an additional 11,700,000 shares of common stock in December of 1999 for a purchase price of $4,000,000 have agreed to surrender an aggregate of 5,700,000 warrants. In addition, they have agreed to exercise an aggregate of 2,000,000 of the remaining 6,000,000 warrants as follows:

> 500,000 warrants by each of September 5, October 5, November5 and December 5, 2000, provided that the market price of one share of the common stock is not less than $1.03, the exercise price of the warrants. These 2,000,000 warrants will expire if they are not exercised by those dates. The remaining 4,000,000 warrants are exercisable until December 14, 2002.
>
> Messrs. Wettstein and Herrmann have resigned from the Board of Directors of the Company.

(c) The Company has entered into an equity line of credit agreement for the sale of $12,000,000 of common stock. Under the terms of the agreement, the Company may sell shares of common stock over a three-year period to the investor at a price equal to the lowest bid price during the six trading days commencing two trading days prior to the delivery of a put notice to the investor. The number and dollar amount of shares that may be purchased on each closing date is based upon a formula that varies with the market price and trading volume of the common stock, subject to a minimum of $100,000. Take downs may not occur more often than once every fifteen days. At each closing, the Company will also issue to the investor warrants to purchase 14% of the number of shares purchased at that closing. These warrants will be exercisable at the per share purchase price of the shares purchased at the closing and may be exercised at any time prior to the first anniversary of the closing. The Company will also issue a warrant to purchase 35,000 shares of common stock to the investor at the initial closing. This warrant will be exercisable at $1.88 per share during the period commencing October 17, 2000 and ending on April 16, 2003.

In addition, the Company will issue to a financial advisor 12,000 shares of common stock for each one million dollars of shares sold to the investor. 5,000 shares were issued to the advisor upon signing the agreement. The Company will pay the financial advisor 3% of the gross proceeds from the sale of shares purchased at each closing, plus an advisory fee of $20,000 at each of the first six closings.

A registration statement for the resale of the shares issued under the equity line will be filed. No shares will be sold under the equity line until the registration statement is declared effective by the SEC.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit Number	Description
4.29	**Preferred Stock Purchase Agreement for Series G Convertible Preferred Stock. (1)**
27.1	Financial Data Schedule

1. Incorporated by reference to the Registrant's Registration Statement on Form S-3 (Registration No. 333-40710), declared effective on July 3, 2000.

(b) Reports filed on Form 8-K

None

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTEGRATED SURGICAL SYSTEMS, INC.

(Registrant)

Dated: August 14, 2000

By: /s/ LOUIS J. KIRCHNER

Louis J. Kirchner
Chief Financial Officer