

ILLINOIS SUPERCONDUCTOR CORPORATION

Form S-3/A

January 08, 2002

Table of Contents

As filed with the Securities and Exchange Commission on January 8, 2002

Registration No. 333-53338

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**Amendment No. 2**

to

**Form S-3**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**ISCO International, Inc.**

*(Exact Name of Registrant as Specified in Its Charter)*

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**Delaware 36-3688459** *(State or Other Jurisdiction of  
Incorporation or Organization) (IRS Employer  
Identification Number)*

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**451 Kingston Court  
Mt. Prospect, Illinois 60056  
(847) 391-9400**

*(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Registrant's Principal Executive Offices)*

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**Dr. George Calhoun  
Chief Executive Officer  
ISCO International, Inc.  
451 Kingston Court  
Mt. Prospect, Illinois 60056  
(847) 391-9400**

*(Name, Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Agent For Service)*

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***Copies To:***

**Barry M. Abelson, Esquire  
Pepper Hamilton LLP  
3000 Two Logan Square  
Eighteenth and Arch Streets  
Philadelphia, Pennsylvania  
19103-2799**

**(215) 981-4000 Michael P. Gallagher, Esquire  
Pepper Hamilton LLP  
1235 Westlakes Drive  
Suite 400  
Berwyn, Pennsylvania 19312  
(610) 640-7800**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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The information in this prospectus is not complete and may be changed. We may not sell these securities, or accept any offer to buy these securities, until the registration statement we have filed with the Securities and Exchange Commission becomes effective and we deliver this prospectus to you in final form.

**TABLE OF CONTENTS**

TABLE OF CONTENTS

SUMMARY OF THE OFFERING

RISK FACTORS

RISKS RELATED TO OUR BUSINESS

RISKS RELATED TO THIS OFFERING

RISKS RELATED TO OUR COMMON STOCK

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

WHO WE ARE

RECENT DEVELOPMENTS

SUMMARY HISTORICAL FINANCIAL DATA

THE RIGHTS OFFERING

USE OF PROCEEDS

DETERMINATION OF SUBSCRIPTION PRICE

PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY

CAPITALIZATION

DILUTION

DESCRIPTION OF SECURITIES

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

PLAN OF DISTRIBUTION

LEGAL MATTERS

EXPERTS

WHERE YOU CAN FIND MORE INFORMATION

PART II

SIGNATURES

EXHIBIT INDEX

Opinion of Pepper Hamilton LLP

Consent of Grant Thornton LLP

Consent of Ernst & Young LLP

Form of Subscription Agent Agreement

Form of Information Agent Agreement

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Table of Contents

**SUBJECT TO COMPLETION, DATED JANUARY 8, 2002**

**PRELIMINARY PROSPECTUS**

**Rights Offering of 40,000,000 Shares of Common Stock  
at \$0.50 per Share**

If you held our common stock on January 7, 2002, we granted you a subscription right to purchase additional shares of common stock. You will receive 0.37 of a right for every share of common stock you held on that date. Each whole subscription right entitles you to purchase one share of common stock at a subscription price of \$0.50 per share.

If you fully exercise your rights and other stockholders do not fully exercise their rights, you will be able to exercise an oversubscription privilege to purchase additional shares at the same subscription price up to a maximum number of shares equal to twice the number of shares purchased under the basic subscription privilege.

The rights are exercisable beginning on the date of this prospectus and expire on February 8, 2002, at 5 p.m., New York City time. We have the option of extending the offering beyond this date. Please see pages 20-26 for instructions on submitting subscriptions.

The subscription rights are non-transferable.

We are conducting this offering to raise needed capital for our company. Without this capital, we may not be able to continue to fund our operations at their current level. We are also conducting this offering in order to prevent triggering an Event of Default under three secured promissory notes in the aggregate principal amount of \$9.425 million. The notes will be in default if we do not raise at least \$15 million in a rights offering before March 5, 2002. We issued these notes to two of our principal stockholders who, together with their respective affiliates, beneficially own approximately 66% of our outstanding common stock.

Our common stock is listed on the over-the-counter bulletin board under the symbol ISCO. On January 4, 2002, the reported last sale price of our common stock on the over-the-counter bulletin board was \$0.74 per share.

	<u>Price</u>	<u>Proceeds to Company</u>
<i>Per Share</i>	<i>\$0.50</i>	<i>\$0.50</i>
<i>Total</i>		
<i>\$20,000,000</i>	<i>\$20,000,000</i>	

The actual proceeds will depend on the extent to which the subscription privilege and the oversubscription privilege are exercised. The above table does not include offering expenses. There is no minimum number of shares that we must sell in order to complete this offering.

*Subscription Agent: LaSalle Bank N.A.*

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**INVESTING IN OUR COMMON STOCK INVOLVES RISKS. YOU SHOULD CAREFULLY CONSIDER THE RISK FACTORS BEGINNING ON PAGE 5 OF THIS PROSPECTUS BEFORE YOU DECIDE TO INVEST.**

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus is January, 2002.

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**Table of Contents**

**TABLE OF CONTENTS**

	<b>Page</b>
SUMMARY OF THE OFFERING	1
Questions and Answers About This Rights Offering	1
RISK FACTORS	5
Risks Related To Our Business	5
Risks Related To This Offering	13
Risks Related To Our Common Stock	15
SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS	16
WHO WE ARE	17
RECENT DEVELOPMENTS	17
SUMMARY HISTORICAL FINANCIAL DATA	19
THE RIGHTS OFFERING	20
USE OF PROCEEDS	26
DETERMINATION OF SUBSCRIPTION PRICE	26
PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY	27
CAPITALIZATION	28
DILUTION	28
DESCRIPTION OF SECURITIES	29
CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES	

31
PLAN OF DISTRIBUTION
32
LEGAL MATTERS
32
EXPERTS
32
WHERE YOU CAN FIND MORE INFORMATION
32

We have not authorized any person to give you information that differs from the information in this prospectus. You should rely solely on the information contained in this prospectus. This prospectus is not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any state where the offer or sale of these securities is not permitted. The information in this prospectus is accurate only as of the date of this prospectus, even if the prospectus is delivered to you after the prospectus date, or you buy our common stock after the prospectus date.

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**Table of Contents**

**SUMMARY OF THE OFFERING**

This section answers in summary form some questions you may have about us and this rights offering. The information in this section is not complete and does not contain all of the information that you should consider before exercising your subscription rights. You should read the entire prospectus carefully, including the Risk Factors section and the documents listed under Where You Can Find More Information.

**Questions and Answers About This Rights Offering**

*Q. What is a right?*

A. Rights give our stockholders the right to purchase additional shares of our common stock for \$0.50 per share. On January 4, 2002, the closing price for our common stock on the over-the-counter bulletin board was \$0.74 per share.

You are receiving 0.37 of a right for each share of common stock that you owned as of the close of business on January 7, 2002, the record date for this offering. Each whole right entitles you to purchase shares under a basic subscription privilege and an oversubscription privilege, as we explain below.

*Q. Why are we offering the rights?*

A. We are conducting this offering to raise needed capital for our operations. Without this capital, we may not be able to continue to fund our operations at their current level. We are also conducting this offering in order to prevent triggering an Event of Default under three secured promissory notes in the aggregate principal amount of \$9.425 million. The notes will be in default if we do not raise at least \$15 million in a rights offering before March 5, 2002. We issued these notes to two of our principal stockholders who, together with their respective affiliates, beneficially own approximately 66% of our outstanding common stock. We chose this rights offering over other financing alternatives to provide all stockholders with the opportunity to participate in the issue of the shares of common stock on a pro rata basis. If this rights offering is fully subscribed, we would receive \$20,000,000 (before fees and expenses of this offering).

Each of the principal stockholders have separately indicated to us that they are supportive of this rights offering and that they currently intend to fully participate in the offering, including their oversubscription privilege, if available. We have received such indication from stockholders that beneficially own approximately 67% of the outstanding common stock. The intention to participate of each of these stockholders depends in part on the general reception that this rights offering receives and they may choose to reduce or eliminate their participation if the rights offering is not generally well received. Moreover, these stockholders are under no legal obligation to participate in this rights offering, and they could determine not to participate or to exercise their basic subscription privilege only or their basic subscription privilege only in part. If these stockholders do not participate by exercising their basic and oversubscription privileges in full, we may not raise the funds that we expect from this rights offering, and the funds that we raise may be insufficient to satisfy the cash needs that we identified in this prospectus. If each of the principal stockholders exercise its basic subscription privilege in full, we expect to receive at least \$13.1 million in this offering. If each of the principal stockholders further exercised its oversubscription privilege in full, the offering would be fully subscribed.

We will use the net proceeds of this offering for general corporate purposes, including repaying existing debt. See Use of Proceeds.

*Q. What is the basic subscription privilege?*

A. By exercising your rights, you may purchase one share of common stock for every right issued to you, at the subscription price of \$0.50 per share. For example, if you owned 100 shares of common stock on the record date, you have the right to purchase 37 shares of common stock at \$0.50 per share. This is your basic subscription privilege.

**Table of Contents**

*Q. What is the oversubscription privilege?*

A. The oversubscription privilege entitles you to subscribe to additional shares of our common stock at the same price per share up to a maximum number of shares equal to twice the number of shares purchased under the basic subscription privilege, subject to the following conditions:

You must exercise the oversubscription privilege at the same time you exercise your basic subscription privilege;

You must exercise your basic subscription privilege in full;

In exercising your oversubscription privilege, you pay the full subscription price for all of the shares you are electing to purchase; and

Other stockholders receiving rights do not elect to purchase all of the shares offered under their basic subscription privilege.

If oversubscription requests exceed shares available, we will allocate the available shares pro rata among our stockholders that oversubscribed based on the number of shares each subscriber for additional shares has purchased under the basic subscription privilege, and return any excess funds to you without interest.

*Q. Is there a minimum I must subscribe for?*

A. No. There is no minimum you must subscribe for.

*Q. Is there a minimum number of shares which must be sold in this offering?*

A. No. There is no minimum number of shares to be sold by us in this offering.

*Q. Will I receive fractional rights or shares?*

A. No. We are not issuing fractional rights or shares. If the number of shares of common stock you held on the record date would result in your receipt of fractional rights, the number of rights issued to you is being rounded down to the nearest whole right. As a result, our stockholders of record that held fewer than three shares of common stock as of the record date will not be receiving rights.

*Q. Has the Board of Directors made a recommendation regarding this offering?*

A. No. While our Board of Directors has authorized us to commence this offering, our Board makes no recommendation to you about whether you should exercise any rights.

*Q. How soon must stockholders act?*

A. The rights may be exercised beginning on the date of this prospectus and expire on February 8, 2002, at 5:00 p.m., New York City time. The subscription agent must actually receive all required documents and payments before that date and time. Although we have the option of extending the expiration date, we currently do not intend to do so.

*Q. May I transfer my rights?*

A. No. The rights may be exercised only by the person to whom they are issued.

*Q. Am I required to subscribe in this rights offering?*

A. No. You are not required to exercise any rights, purchase any shares, or otherwise take any action in response to this rights offering.

*Q. What will happen if I do not exercise my rights?*

A. If you do not exercise any rights, the number of shares you own will not change, but your percentage ownership of our company will decline following this rights offering if any other stockholders exercise their rights and will decline substantially if the offering is fully subscribed.

**Table of Contents**

*Q. Is exercising my subscription rights risky?*

A. The exercise of your subscription rights involves risks. Exercising your subscription rights means buying additional shares of our common stock and should be considered as carefully as you would consider any other equity investment. Among other things, you should carefully consider the risks described under the heading Risk Factors, beginning on page 5.

*Q. May I change or cancel my exercise of rights after I send in the required forms?*

A. No. Once you send in your subscription warrant and payment, you cannot revoke the exercise of your subscription rights, even if you later learn information about us that you consider to be unfavorable and even if the market price of our common stock falls below the \$0.50 per share subscription price. You should not exercise your subscription rights unless you are certain that you wish to purchase additional shares of our common stock at a price of \$0.50 per share. See The Rights Offering No Revocation.

*Q. Will my money be returned if this rights offering is cancelled?*

A. We may cancel or terminate this rights offering at any time and for any reason prior to the expiration date. If we terminate or cancel this offering, we will return your subscription price, but without any payment of interest.

*Q. What should I do if I want to participate in this rights offering, but my shares are held in the name of my broker, dealer or other nominee?*

A. If you hold your shares of our common stock through a broker, dealer or other nominee (for example, through a custodian bank), then your broker, dealer or other nominee is the record holder of the shares you own. This record holder must exercise the rights on your behalf for shares you wish to purchase. Therefore, you will need to have your record holder act for you.

If you wish to participate in this rights offering and purchase shares, please promptly contact your broker, dealer or nominee. To indicate your decision with respect to your rights, you should complete and return to your broker, dealer or nominee the form entitled Instructions By Beneficial Owners To Brokers Or Other Nominees. You should have received this form from your record holder with the other rights offering materials. If you did not receive this form, please contact MacKenzie Partners, Inc., our information agent, at (800) 322-2885 (toll free).

*Q. What fees or charges apply if I purchase shares?*

A. We are not charging any fee or sales commission to issue rights to you or to issue shares to you if you exercise rights. If you exercise rights through a record holder of your shares, you are responsible for paying any fees that person may charge.

*Q. How do I exercise my rights?*

A. As a record holder of our common stock on the record date, you are receiving this prospectus, a subscription warrant evidencing your subscription rights and instructions on how to purchase shares. If you wish to participate in this rights offering, then before your rights expire, you must:

(a) deliver a properly completed subscription warrant; and

(b) deliver the subscription price by wire transfer of immediately available funds, certified or cashier's check drawn on a U.S. bank, or personal check that clears before expiration of the rights.

If you are exercising your oversubscription privilege, the subscription price for the oversubscription shares you wish to purchase must be paid with your basic subscription amount. We will return the subscription price for any part of your oversubscription that we are unable to honor after the end of the offering period, without interest. If you have any questions, please contact MacKenzie Partners at (800) 322-2885.

**Table of Contents**

*Q. What if I am unable to deliver my subscription warrant by the expiration time of this offering?*

A. There is an alternate procedure called Notice of Guaranteed Delivery, which allows an extra three days to deliver the subscription warrant if full payment is received before the expiration date and a securities broker or qualified financial institution signs the Notice of Guaranteed Delivery form to guaranty that your properly completed subscription warrant will be timely delivered.

*Q. To whom should I send forms and payment?*

A. You should send your subscription documents and payment by mail or courier service to:

<b>By Hand:</b>	<b>By First Class Mail:</b>	<b>By Overnight Courier:</b>
LaSalle Bank National Association Corporate Trust Administration 135 South LaSalle Street Suite 1960 Chicago, Illinois 60603 Attn: Mark Rimkus	LaSalle Bank National Association Corporate Trust Administration 135 South LaSalle Street Suite 1960 Chicago, Illinois 60603 Attn: Mark Rimkus	LaSalle Bank National Association Corporate Trust Administration 135 South LaSalle Street Suite 1960 Chicago, Illinois 60603 Attn: Mark Rimkus

For instructions on how your subscription payment should be sent to LaSalle Bank N.A., see The Rights Offering Required Forms of Payment of Subscription Price on page 22. Securities brokers and other qualified financial institutions can use an alternate procedure called Notice of Guaranteed Delivery. See The Rights Offering Special Procedure under Notice of Guaranteed Delivery Form on page 23.

*Q. What are the federal income tax consequences of exercising my rights?*

A. The receipt and exercise of your subscription rights are intended to be nontaxable events. You should seek specific tax advice from your tax advisor. See Certain United States Federal Income Tax Consequences.

*Q. What should I do if I have other questions?*

A. If you have questions, need additional copies of offering documents or otherwise need assistance, please contact MacKenzie Partners at (800) 322-2885.

To ask other questions or to receive copies of our recent SEC filings, you can also contact us by mail or telephone, or refer to the other sources described under Where You Can Find More Information on pages 32 and 33 of this prospectus.

**Table of Contents**

**RISK FACTORS**

*You should carefully consider the risks described below, along with the other information contained or incorporated by reference in this prospectus, before making an investment decision. The risks described below are not the only ones facing our company. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations.*

*Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment.*

*This prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this prospectus.*

**RISKS RELATED TO OUR BUSINESS**

**Operational Risks**

*We have a limited operating history and expect to continue to encounter difficulties and net losses in the early stages of product commercialization.*

We were founded in October 1989 and through 1996 were engaged principally in research and development, product testing, manufacturing, marketing and sales activities. We have incurred net losses since our inception. As of September 30, 2001, our accumulated deficit was approximately \$123 million including a net loss of \$18.8 million for the year ended December 31, 2000 and a net loss of \$21 million for the nine months ended September 30, 2001. We have only recently begun to generate revenues from the sale of our radio frequency, or RF, filter products. We do not expect revenues to increase dramatically until we ship a significantly larger amount of our RF products. Accordingly, we expect to continue to experience net losses, and we cannot be certain if or when we will become profitable. In addition, we may incur non-cash compensation charges related to our stock option repricing which may further decrease our earnings in the future.

We have only a limited operating history upon which an evaluation of us and our prospects can be based. We must therefore be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stages of product commercialization.

*We expect our operations, in the foreseeable future, to continue to produce a negative cash-flow, consequently, if we cannot raise additional capital, we may not be able to fund our continued operations.*

To date, we have financed our operations primarily through public and private equity and debt financings. We believe that we currently have sufficient funds to operate our business without the need for substantial future capital sources until February 2002. We hope to augment our existing capital position through the proceeds of this offering, strategic sources of capital and a proposed working capital line of credit. If the offering is fully subscribed, following repayment of existing debt, we believe that we would have the resources to fund our operations at the current level in excess of one year. However, there is no guarantee that this offering will be fully subscribed or that the funding mechanisms identified will allow to us to access necessary additional funds.



The actual amount and timing of our future funding requirements may differ due to many factors, including:

the success of this offering;

the amount and timing of future revenues;

the level of product marketing and sales efforts to support our commercialization plans;

the magnitude of our research and product development programs;

5

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**Table of Contents**

our ability to improve or maintain product margins;

the outcome of litigation against us; and

the costs involved in protecting our patents from infringement or other intellectual property and defending claims of infringement.

*We have had to rely, and may continue to have to rely, upon our principal stockholders and their affiliates to provide debt and equity financing to support our business operations.*

Because of our history of losses and negative operating cash flow, we have been unable to obtain financing from banks or other traditional sources of funding to meet our working capital needs. As a result and in light of recent market conditions, we have relied upon infusions of capital from time to time by our principal stockholders and their affiliates through their purchase of our debt and equity securities.

We cannot assure you that our principal stockholders and their affiliates will continue to provide such funding if financing from independent sources does not otherwise become available in the future. If, in the future, our principal stockholders and their affiliates are unwilling or unable to continue to finance our operations during periods of negative cash flows, we may be forced to seek adequate alternative sources of financing on less favorable terms. If we are unable to arrange alternative financing sources, we may be forced to curtail, suspend or cease our operations.

*We must develop and expand our manufacturing and sales and marketing capabilities in order to sustain or grow our business.*

For us to be financially successful, we must either manufacture our products in substantial quantities, at acceptable costs and on a timely basis, or enter into an outsourcing arrangement with a qualified manufacturer that will provide us the same. In the event that we are unable to enter into a manufacturing arrangement on acceptable terms with a qualified manufacturer, we would have to produce our products in commercial quantities in our own facilities. We may not be able to manufacture such products in sufficient volume. We have limited experience in manufacturing, and substantial costs and expenses may be incurred in connection with attempts to manufacture substantially larger quantities of our products. In addition, we may not be able to make the transition to large-scale commercial production successfully.

Our sales and marketing experience has been very limited both domestically and internationally. In international markets, we have also elected to enter into arrangements with third parties regarding the commercialization and marketing of our products. In July 2001, we entered into an agreement with PT InfoAsia Teknologi Global Tbk to become our exclusive distributor in the ASEAN region (southeast Asia) and in September we appointed Patrick Farfan Associates Limited as our exclusive distributor in the United Kingdom and Ireland. If we enter into other arrangements, we will be substantially dependent upon the efforts of others in deriving commercial benefits from our products in international markets. We may not be able to establish adequate sales and distribution capabilities. In addition, we may not be able to enter into marketing arrangements or relationships with third parties on financially acceptable terms and any such third party may not be successful in marketing our products. There is no guarantee that our sales and marketing experience will be successful.

*Failure to manage our growth may seriously harm our ability to deliver products in a timely manner, fulfill existing customer commitments and attract and retain new customers.*

Our ability to manage growth effectively will require us to implement and improve our operational, financial, manufacturing and management information systems and expand, train, manage and motivate our employees. These demands may require us to add new management personnel and/or to cause our management to develop additional

expertise. Any increase in resources devoted to product development and marketing and sales efforts could have an adverse effect on our financial performance in the next several fiscal quarters. The failure of our management team to effectively manage growth could have a material adverse effect on our business, operating results and financial condition.

## **Table of Contents**

*If we fail to raise at least \$15 million, less expenses, in a rights offering by March 5, 2002, then an event of default is triggered under our outstanding secured notes which entitles the secured parties to certain rights.*

In the event that we fail to raise at least \$15 million in a rights offering by March 5, 2002, an event of default is triggered under our secured notes and the principal and accrued interest on the notes may become immediately due. Currently, our existing cash is not sufficient to pay the principal and accrued interest due on the notes if they became due. If we cannot obtain sufficient additional cash to make the principal and accrued interest payment, then an event of default will occur under the notes which entitle the secured parties certain rights to our assets. If we are unable to obtain sufficient cash when needed to make this principal and accrued interest payment or to refinance our debt or obtain a waiver of such defaults, we may be forced to seek protection from creditors under the bankruptcy laws.

## **Technology and Market Risks**

*We are dependent on wireless telecommunications.*

Our principal target market for our products is wireless telecommunications. The devotion of substantial resources to the wireless telecommunications market makes us vulnerable to adverse changes in this market. Adverse developments in the wireless telecommunications market, which could come from a variety of sources, including future competition, new technologies or regulatory decisions, could affect the competitive position of wireless systems. Any adverse developments in the wireless telecommunications market during the foreseeable future would have a material adverse effect on our business, operating results and financial condition.

*We are dependent on the enhancement of existing 2G and 2.5G networks and the build-out of 3G networks, and the capital spending patterns of wireless network operators.*

Increased sales of our products is dependent on a number of factors, one of which is the build-out of third generation, or 3G, enabled wireless communications networks as well as enhancements of existing infrastructure. Building wireless networks is capital intensive, as is the process of upgrading existing second generation, 2G, equipment. Further, the capital spending patterns of wireless network operators is beyond our control and depends on a variety of factors, including access to financing, the status of federal, local and foreign government regulation and deregulation, changing standards for wireless technology, the overall demand for wireless services, competitive pressures and general economic conditions. The build-out of 2.5G and 3G enabled networks may take years to complete and is dependent upon the level of capital spending by wireless network operators. The magnitude and timing of capital spending by these operators for constructing, rebuilding or upgrading their systems significantly impacts the demand for our products. Any decrease or delay in capital spending patterns in the wireless communication industry, whether because of a general business slowdown or a reevaluation of the prospective demand for 2.5G and 3G services, would delay the build-out of these networks and may significantly harm our business prospects.

*Our success depends on the market's acceptance of our RF filter products.*

Our RF filter products, some of which are based on our high-temperature superconductor, or HTS, technology, and our adaptive notch filtering, or ANF, technology, have not been sold in very large quantities and a sufficient market may not develop for our products. Our customers establish demanding specifications for performance and reliability, and although we believe we have met or exceeded these specifications to date, there is no guarantee that the wireless service providers will elect to use our HTS or ANF solutions to solve their interference problems. Although we have received several orders from domestic wireless operators for our products over the past year, there is no assurance that these customers will continue to order products from us.



## **Table of Contents**

*Rapid technological change and future competitive technologies could negatively affect our operations.*

The field of superconductivity is characterized by rapidly advancing technology. Our success will depend in large part upon our ability to keep pace with advancing superconducting technology, high performance RF filter design and efficient, low cost cryogenic technologies. Rapid changes have occurred, and are likely to continue to occur, in the development of superconducting materials and processes. Our development efforts may be rendered obsolete by the adoption of alternative solutions to current wireless operator problems or by technological advances made by others such as smart antennas. In addition, other materials or processes, including other superconducting materials or fabrication processes, may prove more advantageous for the commercialization of high performance wireless products than the materials and processes selected by us.

## **Business Risks**

*Our customers are concentrated and the loss of one of our largest customers could cause our revenues to drop quickly and unexpectedly.*

Sales to three of our customers accounted for over 80% and 65% of our total revenues for 2000 and 1999, respectively and 73% for the nine months ended September 30, 2001. In addition, we have focused a significant amount of our technical and managerial resources to working with the limited number of 3G license holders in Japan and Korea, as well as, established original equipment manufacturers, or OEMs, who may provide telecommunications equipment to wireless operators in these markets.

We expect that if our RF filter products achieve market acceptance, a limited number of wireless service providers and OEMs will account for a substantial portion of our revenue during any period. Sales of many of our RF filter products depend in significant part upon the decision of prospective customers and current customers to adopt and expand their use of our products. Wireless service providers, wireless equipment OEMs and our other customers are significantly larger than, and are able to exert a high degree of influence over, us. Customers' orders are affected by a variety of factors such as new product introductions, regulatory approvals, end user demand for wireless services, customer budgeting cycles, inventory levels, customer integration requirements, competitive conditions and general economic conditions. The failure to attract new customers would have a material adverse effect on our business, operating results and financial condition.

*The lengthy and variable sales cycles of our products could cause significant fluctuation in our results.*

Prior to selling products to several of our customers, we may be required to undergo lengthy approval and purchase processes. Technical and business evaluation by potential customers can take up to a year or more for products based on new technologies such as high-temperature superconductors. The length of the approval process is affected by a number of factors, including, among others, the complexity of the product involved, priorities of the customers and budget and regulatory issues affecting customers. We may not obtain the necessary approvals or sales of such products may not occur. The length of our customers' approval process or delays in their process could make our quarterly revenues and earnings inconsistent and difficult to trend.

*Our ability to deliver our products is dependent on a limited number of suppliers.*

Certain parts and components used in our RF filter products, including substrates, vacuum components, and cryogenic coolers, are only available from a limited number of sources. Our reliance on these limited source suppliers exposes us to certain risks and uncertainties, including the possibility of a shortage or discontinuation of certain key components and reduced control over delivery schedules, manufacturing capabilities, quality and costs. Any reduced availability of such parts or components when required could materially impair our ability to manufacture and deliver

our products on a timely basis and result in the cancellation of orders, which could have a material adverse effect on our business, operating results and financial condition.

In addition, the purchase of certain key components involves long lead times and, in the event of unanticipated increases in demand for our products, we may be unable to manufacture products in quantities sufficient to meet our customers' demand in any particular period. We have no guaranteed supply

**Table of Contents**

arrangements with our limited source suppliers, do not maintain an extensive inventory of parts or components, and customarily purchase parts and components pursuant to purchase orders placed from time to time in the ordinary course of business.

To satisfy customer requirements, we may be required to stock certain long lead time parts in anticipation of future orders. The failure of such orders to materialize as forecasted could limit resources available for other important purposes or accelerate our requirement for additional funds. In addition, such excess inventory could become obsolete in which case it would be written down to scrap value. Business disruption, production shortfalls or financial difficulties of a limited source supplier could materially and adversely affect us by increasing product costs or reducing or eliminating the availability of such parts or components. In such events, our inability to develop alternative sources of supply quickly and on a cost-effective basis could materially impair our ability to manufacture and deliver our products on a timely basis and could have a material adverse effect on our business, operating results and financial condition.

*If we lose our key personnel, or fail to attract and retain additional personnel, the success and growth of our business may suffer.*

Our success will depend in large part upon our ability to attract and retain highly qualified management, engineering, manufacturing, marketing, sales and research and development personnel. Due to the specialized nature of our business, it may be difficult to locate and hire qualified personnel. The loss of services of one of our executive officers or other key personnel, or the failure to attract and retain other executive officers or key personnel, could have a material adverse effect on our business, operating results and financial condition.

*Failure of our products to perform properly might subject us to significant warranty expenses.*

Although we believe our products have not experienced any significant reliability problems to date, our products may develop reliability problems in the future. In general, our products carry a one year warranty, except in the case of superconducting materials which carry a five year warranty, limited to replacement of the product or refund of the cost of the product. In addition, we offer our customers extended warranties. Repeated or widespread quality problems could result in significant warranty expenses and/or the loss of customer confidence. The occurrence of such quality problems could have a material adverse effect on our business, operating results and financial condition.

*Intense competition, and increasing consolidation in our industry, could create stronger competitors and harm our business.*

The wireless telecommunications equipment market is very competitive. Many of these companies have substantially greater financial resources, larger research and development staffs and greater manufacturing and marketing capabilities than we do. Our products compete directly with products which embody existing and future competing commercial technologies. Other emerging wireless technologies, including smart antennas, may also provide protection from RF interference and offer enhanced range to wireless communication service providers, potentially at lower prices and/or superior performance, and may therefore compete with our products. High performance HTS RF filters may not become a preferred technology to address the needs of wireless communication service providers. Failure of our products to improve performance sufficiently, reliably, or at an acceptable price or to achieve commercial acceptance or otherwise compete with conventional and new technologies, will have a material adverse effect on our business, operating results and financial condition.

Although the market for superconductive electronics currently is small, we believe it will become intensely competitive, especially if products with significant market potential are successfully developed. In addition, if the superconducting industry develops, additional competitors with significantly greater resources are likely to enter the



field. In order to compete successfully, we must continue to develop and maintain technologically advanced products, reduce production costs, attract and retain highly qualified personnel, obtain additional patent or other protection for our technology and products and manufacture and market our

## **Table of Contents**

products, either alone or with third parties. We may be unable to achieve these objectives. Failure to achieve these objectives would have a material adverse effect on our business, operating results and financial condition.

*If the worldwide economic slowdown continues, significant commercialization may be delayed.*

Industry analysts predict that the softness within the telecommunications industry will continue through 2002. If the world-wide economic slowdown continues, the telecommunications industry will most likely continue to be adversely affected, which may cause our product commercialization to be delayed.

*Our restructuring plans may result in additional costs.*

We recently announced an initiative to focus our business on core operations and improve our operating performance by restructuring and streamlining operations. We cannot predict whether we will realize expected synergies and improved operating performance as a result of the restructuring and streamlining operations. We also cannot predict whether our announced restructuring and streamlining of operations will adversely affect our ability to retain key employees, which, in turn, would adversely affect our operating results. In addition, in connection with this restructuring, we expect to record during the fourth quarter of 2001 a restructuring charge between \$1 million and \$2 million representing employee costs and other costs to transfer assets and personnel in our Canada and Colorado facilities to our headquarters in Illinois. We are in the early stages of implementing the various steps contained in the restructuring activities, and the final cost of fully implementing the activities may ultimately exceed this amount.

*There are risks associated with future potential acquisitions.*

In the future, we may pursue acquisitions to obtain products, services and technologies that we believe will complement or enhance our current product or services offerings. At present, we have no agreements or other arrangements with respect to any acquisition. An acquisition may not produce the revenue, earnings or business synergies that we anticipated and may cause us to assume significant unforeseen liabilities, and an acquired product, service or technology might not perform as we expected. If we pursue any acquisition, our management could spend a significant amount of time and effort in identifying and completing the acquisition and may be distracted from the operations of our business. If we complete an acquisition, we would probably have to devote a significant amount of management resources to integrating the acquired business with our existing business, and that integration may not be successful.

*The development of international operations will cause us to face additional risks.*

We are in discussions with several companies in non-U.S. markets, in particular in Japan and other parts of Asia, to form manufacturing, product development joint ventures and other marketing or consulting arrangements.

We believe that non-U.S. markets could provide a substantial source of revenue in the future. However, there are certain risks applicable to doing business in foreign markets that are not applicable to companies doing business solely in the U.S. For example, we will be subject to risks related to fluctuations in the exchange rate between the U.S. dollar and foreign currencies in countries in which we do business. In addition, we will be subject to the additional laws and regulations of these foreign jurisdictions, some of which might be substantially more restrictive than similar U.S. ones. Foreign jurisdictions may also provide less patent protection than is available in the U.S., and we may be less able to protect our intellectual property from misappropriation and infringement in these foreign markets.

## **Legal Risks**

*Our limited ability to protect our intellectual property rights could impair our ability to compete effectively.*

Our success will depend in part on our ability to obtain patent protection for our products and processes, to preserve our trade secrets to prevent others from infringing on our patents or property rights and to operate without infringing upon the patent or other proprietary rights of others and without breaching or otherwise

**Table of Contents**

losing rights in the technology licenses upon which any of our products are based. As of November 1, 2001, we had been issued 38 U.S. and eleven foreign patents, had filed and were actively pursuing applications for another 24 U.S. and 54 foreign patents, and were the licensee of seven U.S. patents held by others. Some of the patents and patent applications owned or licensed by us are subject to non-exclusive, royalty-free licenses held by various U.S. governmental units. These licenses permit these U.S. government units to select vendors other than us to produce products for the U.S. government, which would otherwise infringe our patent rights that are subject to the royalty-free licenses. In addition, the U.S. government has the right to require us to grant licenses (including exclusive licenses) under such patents and patent applications or other inventions to third parties in certain instances.

Participation in litigation or patent office proceedings in the U.S. or other countries, which could result in substantial cost to and diversion of effort by us, may be necessary to enforce patents issued or licensed to us, to defend us against infringement claims made by others or to determine the ownership, scope or validity of the proprietary rights of our company and others. The parties to such litigation may be larger, better capitalized than us and better able to support the cost of litigation. An adverse outcome in any such proceedings could subject us to significant liabilities to third parties, require us to seek licenses from third parties and/or require us to cease using certain technologies, any of which could have a material adverse effect on our business, operating results and financial condition.

*We filed suit against two of our competitors for infringement of one of our patents which will continue to be costly and may divert management.*

In July 2001, we filed suit against Conductus, Inc. and Superconductor Technologies, Inc. for infringement of our recently issued U.S. Patent No. 6,263,215, entitled Cryoelectronically Cooled Receiver Front End for Mobile Radio Systems. This suit alleges that all of Conductus and Superconductor Technologies base station front-end systems containing cryogenically cooled superconducting filters infringe our patent. We are seeking a permanent injunction restraining Conductus and Superconductor Technologies from marketing, selling or manufacturing these products, as well as triple damages and attorneys fees. Conductus and Superconductor Technologies initially denied our allegations and asked the court to declare our patent invalid and not infringed. On October 3, 2001, Conductus and Superconductor Technologies each filed motions to amend their respective answers and counterclaims to our complaint in order to seek to add a defense of inequitable conduct and a counterclaim for a declaration of unenforceability of our patent due to inequitable conduct. Conductus and Superconductor Technologies also filed to add additional federal and state law counterclaims of unfair competition. Conductus and Superconductor Technologies are seeking both compensatory and punitive damages as well as attorneys fees and costs. On November 15, 2001, we also filed suit in the United States District Court for the Western District of Oklahoma against Dobson Communications Corporation, Dobson Operating Co., L.L.C. and Dobson Cellular Systems, Inc. for infringement of our patent. We intend to continue to prosecute our claims vigorously against Conductus, Superconductor Technologies and Dobson and defend against counterclaims in this litigation. Although we believe the claims are without merit, there is no assurance that we will prevail. In addition, this case, regardless of its outcome, will continue to result in significant expenses in prosecuting the lawsuit. Moreover, although we believe this lawsuit is in the business interests of the company and its stockholders, this lawsuit may divert the efforts and attention of our management team from normal business operations.

*We depend on certain intellectual property rights associated with HTS materials and RF filter products for our business.*

One of our patents is jointly owned with Lucent Technologies, Inc. We believe that, since the discovery of HTS materials in 1986, a large number of patent applications have been filed worldwide, and many patents have been granted in the U.S. relating to HTS materials. The claims in those patents often appear to overlap and there have been interference proceedings pending in the United States Patent and Trademark Office (not currently involving us)

regarding rights to inventions claimed in some of the HTS materials patent applications. We also believe there are a large number of patents and patent applications covering RF filter products and other products and technologies that we are pursuing. Accordingly, the patent positions of

**Table of Contents**

companies using HTS materials technologies and RF technologies, including us, are uncertain and involve complex legal and factual questions. The patent applications filed by us or by our licensors may not result in issued patents or the scope and breadth of any claims allowed in any patents issued to us or our licensors may not exclude competitors or provide competitive advantages to us. In addition, patents issued to us, our subsidiaries or our licensors may not be held valid if subsequently challenged or others may claim rights in the patents and other proprietary technologies owned or licensed by us. Others may have developed or may in the future develop similar products or technologies without violating any of our proprietary rights. Furthermore, our loss of any license to technology that we now have or acquire in the future may have a material adverse effect on our business, operating results and financial condition.

Older patent applications in the U.S. are currently maintained in secrecy until patents are issued. In foreign countries and for newer U.S. patent applications, this secrecy is maintained for a period of time after filing. Accordingly, publication of discoveries in the scientific literature or of patents themselves or laying open of patent applications in foreign countries or for newer U.S. patent applications tends to lag behind actual discoveries and filing of related patent applications. Due to this factor and the large number of patents and patent applications related to HTS materials, RF technologies and other products and technologies that we are pursuing, comprehensive patent searches and analyses associated with HTS materials, RF technologies and other products and technologies that we are pursuing are often impractical or not cost-effective. As a result, our patent and literature searches cannot fully evaluate the patentability of the claims in our patent applications or whether materials or processes used by us for our planned products infringe or will infringe upon existing technologies described in U.S. patents or may infringe upon claims in patent applications made available in the future. Because of the volume of patents issued and patent applications filed relating to HTS materials, RF technologies and other products and technologies that we are pursuing, we believe there is a significant risk that current and potential competitors and other third parties have filed or will file patent applications for, or have obtained or will obtain, patents or other proprietary rights relating to materials, products or processes used or proposed to be used by us. In any such case, to avoid infringement, we would have to either license such technologies or design around any such patents. We may be unable to obtain licenses to such technologies or, if obtainable, such licenses may not be available on terms acceptable to us or we may be unable to successfully design around these third party patents.

We believe that a number of patent applications, including applications filed by International Business Machines Corporation, Lucent Technologies, Inc., and other potential competitors of us are pending that may cover the useful compositions and uses of certain HTS materials including yttrium barium copper oxide, the principal HTS material used by us in some of our present and currently proposed products. Therefore, there is a substantial risk that one or more third parties may be granted patents covering yttrium barium copper oxide and other HTS materials and their uses, in which case we could not use these materials without an appropriate license. As with other patents, we have no assurance that we will be able to obtain licenses to any such patents for yttrium barium copper oxide or other HTS materials, processes for manufacturing those materials, or their uses or that such licenses would be available on commercially reasonable terms. Any of these problems would have a material adverse effect on our business, operating results and financial condition.

*Government regulation could adversely affect our business.*

Although we believe that our wireless telecommunications products themselves would not be subject to licensing by, or approval requirements of, the Federal Communications Commission, the operation of base stations is subject to FCC licensing and the radio equipment into which our products would be incorporated is subject to FCC approval. Base stations and the equipment marketed for use therein must meet specified technical standards. Our ability to sell our wireless telecommunications products is dependent on the ability of wireless base station equipment manufacturers and wireless base station operators to obtain and retain the necessary FCC approvals and licenses. In order for them to be acceptable to base station equipment manufacturers and to base station operators, the characteristics, quality and reliability of our base station products must enable them to meet FCC technical standards.

We may be subject to similar regulations of the Canadian federal and provincial governments. Any failure to meet such standards or delays by base station equipment manufacturers and wireless base station operators in obtaining the necessary approvals or licenses

## **Table of Contents**

could have a material adverse effect on our business, operating results and financial condition. In addition, HTS RF filters are on the U.S. Department of Commerce's export regulation list. Therefore, exportation of such RF filters to certain countries may be restricted or subject to export licenses.

We are subject to governmental labor, safety and discrimination laws and regulations with substantial penalties for violations. In addition, employees and others may bring suit against us for perceived violations of such laws and regulations. Defense against such complaints could result in significant legal costs for us. Although we endeavor to comply with all applicable laws and regulations, we may be the subject of complaints in the future, which could have a material adverse effect on our business, operating results and financial condition.

*We are subject to state and federal environmental regulations for treatment of hazardous waste.*

We use certain hazardous materials in our research, development and manufacturing operations. As a result, we are subject to stringent federal, state and local regulations governing the storage, use and disposal of such materials. It is possible that current or future laws and regulations could require us to make substantial expenditures for preventive or remedial action, reduction of chemical exposure, or waste treatment or disposal. We believe we are in material compliance with all environmental regulations and to date we have not had to incur significant expenditures for preventive or remedial action with respect to the use of hazardous materials. However, our operations, business or assets could be materially and adversely affected by the interpretation and enforcement of current or future environmental laws and regulations. In addition, although we believe that our safety procedures for handling and disposing of such materials comply with the standards prescribed by state and federal regulations, there is the risk of accidental contamination or injury from these materials. In the event of an accident, we could be held liable for any damages that result. Furthermore, the use and disposal of hazardous materials involves the risk that we could incur substantial expenditures for such preventive or remedial actions. The liability in the event of an accident or the costs of such actions could exceed our resources or otherwise have a material adverse effect on our business, results of operations and financial condition. We carry property and workman's compensation insurances in full force and effect through nationally known carriers which include pollution cleanup or removal and medical claims for industrial incidents.

## **RISKS RELATED TO THIS OFFERING**

*We may raise less than the entire \$20 million in this rights offering which may restrict our use of the net proceeds.*

There is no minimum amount required for the closing of this rights offering. Net proceeds will be available to us even if only a fraction of our stockholders exercise their basic subscription and oversubscription rights. If substantially less than all basic subscription and/or oversubscription rights are exercised, we may have to repay our existing notes in the aggregate amount of \$9.425 million in order to prevent an event of default, which may eliminate or severely limit the availability of the net proceeds for the operation of our business.

*Exercising your subscription rights may obligate you to purchase shares at a price higher than the market price of our common stock.*

The public trading market price of our common stock may decline before the subscription rights expire. If you exercise your subscription rights and the then-public trading price of the common stock is already, or decreases, below \$0.50, then you will have committed to buy shares of common stock at a price above the prevailing market price. Following the exercise of your subscription rights, you may not be able to sell your shares of common stock at a price equal to or greater than the subscription price. In addition, you may not be able to sell the shares of our common stock that you purchase in this rights offering until the certificates representing the shares of our common stock you



purchased are delivered, which will generally be as soon as

**Table of Contents**

practicable after expiration of the rights offering. We will not pay you interest on funds delivered to the subscription agent pursuant to the exercise of rights.

*You may not revoke your exercise of rights; we may cancel the rights offering.*

Once you exercise your subscription rights, you may not revoke the exercise, even if less than all of the shares that we are offering are actually purchased. We may withdraw or terminate this rights offering in our discretion for any reason. If we elect to withdraw or terminate the rights offering, neither we nor the subscription agent will have any obligation with respect to the subscription rights except to return, without interest or penalty, any subscription payments.

*If you do not exercise your rights, your relative ownership interest in us will be diluted.*

If you choose not to exercise your subscription rights in full, your relative ownership interest in our company will be diluted. In addition, because the subscription price represents a discount from the prevailing market price of our common stock, stockholders who choose not to exercise their subscription rights could experience dilution of their economic interest in our company.

*Participation in the rights offering by our significant stockholders.*

Certain of our principal stockholders have separately indicated to us that they are supportive of this rights offering and that they currently intend to fully participate in the offering, including their oversubscription privilege, if available. We have received such indication from stockholders that beneficially own approximately [66%] of the outstanding common stock. The intention to participate of each of these stockholders depends in part on the general reception that this rights offering receives and they may choose to reduce or eliminate their participation if the rights offering is not generally well received. Moreover, these stockholders are under no legal obligation to participate in this rights offering, and they could determine not to participate or to exercise their basic subscription privilege only or their basic subscription privilege only in part. If these stockholders do not participate by exercising their basic and oversubscription privileges in full, we may not raise the funds that we expect from this rights offering, and the funds that we raise may be insufficient to satisfy the cash needs that we identified in this prospectus.

We issued notes to two of our principal stockholders Elliott Associates, L.P. and Alexander Finance, L.P., in November 2001. In the event that either of these principal stockholder provides financing to us in an equity or equity-linked offering, we are obligated to repay their respective note(s) in an amount equal to their participation in such equity or equity-linked offering not to exceed the principal and accrued interest then due under the note. In addition, it is an Event of Default under the notes if we do not raise at least \$15 million in a rights offering before March 5, 2002. We will ensure that our stockholders rights agreement allows each of our principal stockholders to participate in this offering without becoming an Acquiring Person as defined by the agreement and triggering our poison pill provisions.

We have filed registration statements to register the resale of the shares currently held by each of the principal stockholders. In addition, we have agreed to register the resale of any additional shares of common stock purchased by our affiliates, including each of our principal stockholders, in connection with this rights offering.

*The subscription price is not an indication of the value of our company.*

The \$0.50 subscription price was set by our Board after considering a variety of factors discussed at page 26, Determination of the Subscription Price, one of which is to encourage all current stockholders to exercise their subscription rights, thereby raising capital without diluting the ownership interests of current stockholders. The price,

however, does not necessarily bear any relationship to the book value of our assets, past operations, cash flows, earnings, financial condition or any other established criteria for value. As a result, you should not consider the \$0.50 per share subscription price as an indication of the current value of us or our common stock.

**Table of Contents**

*You will incur immediate and substantial net tangible asset dilution.*

If you exercise your rights to purchase shares of our common stock, you will incur immediate and substantial dilution between the net tangible book value per share of common stock after the offering and the \$0.50 subscription price.

**RISKS RELATED TO OUR COMMON STOCK**

*Our common stock was de-listed from the NASDAQ National Market in June 1999 which may make it more difficult for you to sell your shares and may cause the market price of our common stock to decrease.*

Our common stock was de-listed from trading on the NASDAQ National Market in June 1999 due to our inability, at that time, to meet the net tangible assets requirement for continued listing. Our common stock is now traded in the over-the-counter market and quoted on the over-the-counter bulletin board. There is no guarantee that the bulletin board will provide the same liquidity for the trading of securities as the NASDAQ National Market in the future. We intend to apply for listing on The American Stock Exchange when we are reasonably confident that our application would be approved. However, there is no guarantee that our application for listing will be approved.

*Our stock price may be volatile and your investment in our common stock could suffer a decline in value.*

The market price of our common stock, like that of many other high-technology companies, has fluctuated significantly and is likely to continue to fluctuate in the future. Since January 1, 1999 and through December 31, 2001, the price of our common stock has ranged from a low of \$0.34 per share to a high of \$39.00 per share. Announcements by us or others regarding the receipt of customer orders, quarterly variations in operating results, acquisitions or divestitures, additional equity or debt financings, results of customer field trials, scientific discoveries, technological innovations, litigation, product developments, patent or proprietary rights, government regulation and general market conditions may have a significant impact on the market price of our common stock. In addition, fluctuations in the price of our common stock could affect our ability to have our common stock accepted for listing on a securities market or exchange.

*Exercise of outstanding options and sales by us of additional shares pursuant to currently filed registration statements will dilute existing stockholders and could decrease the market price of our common stock.*

As of September 30, 2001, we had outstanding options to purchase 7,610,697 shares of our common stock at a weighted average exercise price of \$1.81 per share (5,487,938 of which have not yet vested) issued to employees, directors and consultants pursuant to our 1993 Stock Option Plan, the merger agreement with Spectral Solutions, and individual agreements with our management and directors. In order to attract and retain key personnel, we may issue additional securities, including stock options, in connection with our employee benefit plans, or may lower the price of existing stock options.

On January 12, 2001, we filed a registration statement on Form S-3 for the sale of up to \$50 million shares of our common stock, preferred stock or warrants in a universal shelf offering. During March 2001, we entered into an agreement with Paul Revere Capital Partners, Ltd., and amended such agreement in May 2001, whereby Paul Revere Capital commits to acquire up to \$20 million in shares of our common stock over the next 24 months upon demand by us, subject to the conditions contained in the agreement. Pursuant to this facility, we may, at our discretion, sell shares of our common stock to Paul Revere Capital Partners at a discount to the market price of 94% of the average weighted volume price over a 22 day measurement period. Each draw down is limited to the lesser of \$4 million or 20% of the trading volume over a specified period of time. We will also issue a warrant to Paul Revere Capital Partners to

purchase a number of shares equal to 0.5% of the shares issued in each draw down. We have also agreed to pay a placement agent a fee equal to 4% of each draw down and issue a warrant to the placement agent to purchase a number of shares equal to 0.5% of the shares issued in each draw down. Subsequent to entering into this agreement, the SEC issued an interpretive release that requires us to amend the registration statement to include the purchase agreement

**Table of Contents**

prior to drawing down on this facility. Due to the depressed stock price and reduced trading volume of our stock, and the decrease in the value of our total public float, there is no assurance that this facility will be an effective source of capital. As of the date of this prospectus, we have not amended the registration statement nor had we drawn down on this facility.

The exercise of options for common stock and the issuance of additional shares of our common stock and/or rights to purchase common stock at prices below market value will be dilutive to existing stockholders and may have an adverse effect on the market price of our common stock.

*The concentration of ownership of our stock could limit the ability of stockholders to influence the outcome of director elections and other transactions submitted for a vote of our stockholders*

Our officers and directors and their affiliates together control approximately 67% of our outstanding voting power. Consequently, these stockholders, if they act together, would be able to exert significant influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. In addition, this concentration of ownership may delay or prevent a change of control of our company, even when a change may be in the best interests of our stockholders. The interests of these stockholders may not always coincide with our interests as a company or the interests of other stockholders. Accordingly, these stockholders could cause us to enter into transactions or agreements that we would not otherwise consider.

*We have in place several anti-takeover measures that could discourage or prevent a takeover, even if an acquisition would be beneficial to our stockholders.*

We have certain arrangements which may be deemed to have a potential anti-takeover effect in that such provisions may delay, defer or prevent a change of control of our company. In February 1996, our Board of Directors adopted a stockholders rights plan which we will ensure allows each of our principal stockholders to participate in this offering without becoming an Acquiring Person as defined by the rights plan and triggering the poison pill provisions. In addition, our Certificate of Incorporation and By-Laws provide that (i) stockholder action may be taken only at stockholders meetings; (ii) the Board of Directors has authority to issue series of our preferred stock with such voting rights and other powers as the Board of Directors may determine; (iii) prior specified notice must be given by a stockholder making nominations to the Board of Directors or raising business matters at stockholders meetings; and (iv) the Board of Directors is divided into three classes, each serving for staggered three-year terms. The effect of the rights plan and the anti-takeover provisions in our charter documents may be to deter business combination transactions not approved by our Board of Directors, including acquisitions that may offer a premium over market price to some or all of our stockholders.

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Because we want to provide you with more meaningful and useful information, this prospectus contains, and incorporates by reference, certain forward-looking statements that reflect our current expectations regarding our future results of operations, performance and achievements. We have tried, wherever possible, to identify these forward-looking statements by using words such as anticipates, believes, estimates, expects, plans, intends and expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties and contingencies, including the factors set forth under the caption Risk Factors, which could cause our actual results, performance or achievements for 2001 and beyond to differ materially from those expressed in, or implied by, any of these statements. You should not place undue reliance on any forward-looking statements. Except as otherwise required by federal securities laws, we undertake no obligation to release publicly the results of any revisions to any such forward-looking statements that

may be made to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

**Table of Contents**

**WHO WE ARE**

We provide a broad range of interference-control solutions for the wireless telecommunications industry. We develop, manufacture and market radio frequency front-end systems for wireless networks using patented and proprietary high-temperature superconductor filters, cryogenic low-noise amplifiers and adaptive notch filter technologies to monitor, suppress and eliminate out-of-band and in-band interference in wireless base stations. We believe we are the only company in the world that has proprietary products to address the wireless operator's need to reduce or eliminate interference that come from in-band and out-of-band interference.

We were founded in 1989 by ARCH Development Corporation, an affiliate of the University of Chicago, to commercialize superconductor technologies initially developed by Argonne National Laboratory. We were incorporated in Illinois on October 18, 1989 and reincorporated in Delaware on September 23, 1993. During 2000, we acquired Spectral Solutions, Inc. and the Adaptive Notch Filtering business of Lockheed Martin Canada Inc. On June 25, 2001, we changed our name from Illinois Superconductor Corporation to ISCO International, Inc. Our principal offices are located at 451 Kingston Court, Mount Prospect, IL 60056 and telephone number is (847) 391-9400.

**RECENT DEVELOPMENTS**

**Siegler Litigation**

On November 6, 2001, we entered into a settlement agreement with Craig Siegler which resolved our ongoing litigation. A judgment in the amount of \$6,541,254.27 was entered against us on October 4, 2001. Pursuant to the terms of the settlement agreement, we agreed to pay Mr. Siegler the reduced amount of \$4.925 million in full satisfaction of the judgment and Mr. Siegler agreed to execute a general release in favor of us relating to the case. The court approved the settlement and dismissed the litigation and judgment on November 6, 2001.

**Loan Financing**

On November 6, 2001, we entered into a loan agreement to borrow an aggregate original principal amount of \$9.425 million from Elliott Associates, L.P. and Alexander Finance, L.P., who, together with their respective affiliates, beneficially own approximately 37% and 29% of our outstanding common stock, respectively. We used \$4.925 million of the proceeds to pay the settlement to Mr. Siegler as discussed above and the remainder of the proceeds are being used for working capital and other general corporate purposes. The loans are secured by substantially all of our assets and are guaranteed by both of our wholly-owned subsidiaries, Illinois Superconductor Canada Corporation and Spectral Solutions, Inc. The loans bear interest at 14% per annum, compounded annually and are due on March 31, 2003. Each of the notes provide that the maturity date of the respective note is automatically extended to March 31, 2005 if, among other things, at least one entity participates in an equity offering we conduct and such entity purchases more than the full amount of the principal and accrued interest on its respective note.

In addition, if a holder purchases any amount of stock in this offering an amount under the note equal to the lesser of (i) the full amount of the principal and accrued interest then outstanding or (ii) the amount paid for the stock purchased in this offering, shall become due and payable. In such a case, we will use a portion of the net proceeds to repay that amount. These notes also contain an Event of Default that is triggered if we do not raise at least \$15 million in a rights offering before March 5, 2002. See Use of Proceeds.

**Restructuring**



In November of 2001, we announced the consolidation of our research and development facilities in Canada and Colorado. As part of our strategic plan to streamline the company, to reduce our monthly cash burn rate and to facilitate communication and development activities, we announced that those research and development activities will be integrated into our Illinois headquarters. The Toronto facility has been responsible for the research and development of our patented ANF products. The Colorado facility had been

**Table of Contents**

responsible for the research and development of our patented thin film, tower mount HTS products. As a result of these actions, we expect to record a restructuring charge in the range of \$1.0 million to \$2.0 million in the three month period ended December 31, 2001 representing employee and other costs.

**Follow-On Order**

In November 2001, we announced that we received a \$1.1 million follow-on order from Verizon Wireless for our ANF and HTS products for delivery during the first quarter of 2002.

**Table of Contents****SUMMARY HISTORICAL FINANCIAL DATA**

The summary historical financial data set forth below for the nine months ended September 30, 2001 and 2000, and the related balance sheet data as of September 30, 2001, are derived from the unaudited consolidated financial statements and notes contained in our quarterly report on Form 10-Q filed November 14, 2001, which are incorporated herein by reference and, in the opinion of our management, include all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation. The summary historical financial data set forth below for each of the years in the five-year period ended December 31, 2000 are derived from our consolidated financial statements and notes for the relevant periods.

	<b>Nine Months Ended</b>		<b>Year Ended December 31,</b>		
	<b>September 30,</b>	<b>2000</b>	<b>2000</b>	<b>1999</b>	<b>1998</b>
	_____	_____	_____	_____	_____
	<b>(unaudited)</b>				
<b>STATEMENT OF OPERATIONS DATA:</b>					
Net sales	\$1,976,427	\$209,163	\$495,885	\$2,408,604	\$3,242,930
Costs and expenses:					
Cost of revenues	2,926,465	1,465,814	2,672,578	5,923,173	7,047,347
Research and development	5,624,482	1,979,656	3,187,768	1,757,214	2,934,784
Selling and marketing	2,680,652	760,852	1,239,959	1,581,545	1,847,680
General and administrative	5,369,630	4,200,778	5,972,631	2,617,809	3,370,058
Goodwill amortization	1,528,497	279,666	699,165		
Operating loss	(16,153,299)	(8,477,603)	(13,276,216)	(9,471,137)	(11,956,939)
Other income (expense):					
Interest income	129,158	125,446	174,919	98,194	354,738
Interest expense	(29,682)	(3,118,047)	(5,650,572)	(12,634,745)	(10,247,919)
Legal settlement	(4,925,000)				
Other income, net	13,398	1,876	(16,017)	36,623	
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____
	_____	_____	_____	_____	_____

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(4,812,126) (2,990,725) (5,491,670) (12,499,928) (9,893,181)

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Loss before extraordinary item  
 (20,965,425) (11,468,328) (18,767,886) (21,971,065) (21,850,120)  
 Extraordinary item-debt extinguishment  
 (28,297) (28,297) (745,197)

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Net Loss  
 \$(20,965,425) \$(11,496,625) \$(18,796,183) \$(22,716,262) \$(21,850,120)  
 Preferred Stock dividends  
 (61,834)  
 Net loss plus Preferred Stock dividends  
 \$(20,965,425) \$(11,496,625) \$(18,796,183) \$(22,716,262) \$(21,911,954)

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Basic and diluted loss per common share before extraordinary item  
 \$(0.19) \$(0.37) \$(0.57) \$(1.71) \$(1.93)  
 Extraordinary item-debt extinguishment  
 (0.06)

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Basic and diluted loss per common share  
 \$(0.19) \$(0.37) \$(0.57) \$(1.77) \$(1.93)

Weighted average number of shares of common stock outstanding  
 107,803,169 31,140,954 33,037,106 12,841,497 11,345,540

[Additional columns below]

[Continued from above table, first column(s) repeated]

**Year Ended  
 December  
 31,**

**1997 1996**

STATEMENT OF OPERATIONS DATA:

Net sales  
 \$1,038,134 \$209,822  
 Costs and expenses:  
  
 Cost of revenues  
 4,401,077 49,534  
 Research and development  
 4,132,019 6,422,921  
 Selling and marketing  
 1,918,044 1,834,640  
 General and administrative  
 2,772,274 3,290,810  
 Goodwill amortization  
  
 Operating loss  
 (12,185,280) (11,388,083)

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Other income (expense):

Interest income  
254,781 503,911  
Interest expense  
(17,969) (29,602)  
Legal settlement

Other income, net

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236,812 474,309

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Loss before extraordinary item  
(11,948,468) (10,913,774)  
Extraordinary item-debt extinguishment

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Net Loss  
\$(11,948,468) \$(10,913,774)  
Preferred Stock dividends  
(143,302)  
Net loss plus Preferred Stock dividends  
\$(12,091,770) \$(10,913,774)

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Basic and diluted loss per common share  
before extraordinary item  
\$(2.34) \$(2.41)  
Extraordinary item-debt extinguishment

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Basic and diluted loss per common share  
\$(2.34) \$(2.41)

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Weighted average number of shares of  
common stock outstanding  
5,156,663 4,536,034

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**Balance Sheet Data**

	As of					
	September 30, 2001	2000	1999	December 31,		
	2001	2000	1999	1998	1997	1996
	<b>(unaudited)</b>					
Cash and cash equivalents	\$2,035,001	\$2,453,845	\$723,711	\$2,152,595	\$2,766,886	\$5,188,047
Working capital	(2,048,181)	3,096,173	831,724	4,190,548	4,668,982	5,207,923
Total assets	22,574,639	23,750,073	6,039,159	10,028,088	11,534,309	13,388,496
Long-term debt/capital lease obligations, less current portion	198	13,650,885	9,432,026	13,541	91,618	
Stockholders' equity (net capital deficiency)	15,080,410	21,644,211	(9,291,712)	(772,968)	10,046,569	11,520,128

**Table of Contents**

**THE RIGHTS OFFERING**

**Before exercising any subscription rights, you should read carefully the information set forth under Risk Factors beginning on page 5 of this prospectus.**

***The Rights***

As soon as practicable after the date of this prospectus, we are distributing, at no charge, to holders of our common stock as of 5:00 p.m. (New York City time) on the record date of January 7, 2002, 0.37 of a subscription right for every share of common stock owned at that time to purchase additional shares of common stock. Each whole right entitles you to purchase one share of our common stock for the subscription price. On January 4, 2002, the last reported sales price for our common stock on the over-the-counter bulletin board was \$0.74 per share.

*We will not issue fractional rights.* If the number of shares of common stock you held on the record date would have resulted in your receipt of fractional rights, the number of rights issued to you will be rounded down to the nearest whole right. As a result, our stockholders that hold of record fewer than three shares as of January 7, 2002 will not be receiving rights.

***Subscription Price***

The subscription price for the basic subscription privilege is \$0.50 per share, and the subscription price for the oversubscription privilege is \$0.50 per share, payable in cash. All payments must be cleared on or before the expiration date.

***Basic and Oversubscription Privileges***

*Basic Subscription Privilege.* You are entitled to purchase one share of common stock at the subscription price for every right exercised.

*Oversubscription Privilege.* If you exercise your basic subscription privilege in full, you may also subscribe for additional shares that other stockholders have not purchased under their basic subscription privilege up to a maximum number of shares equal to twice the number of shares purchased under the basic subscription privilege. If there are not enough shares available to fill all such subscriptions for additional shares, the available shares will be allocated pro rata based on the number of shares each subscriber for additional shares has purchased under the basic subscription privilege. We will not allocate to you more than the number of shares you have actually subscribed and paid for.

You are not entitled to exercise the oversubscription privilege unless you elect to fully exercise your basic subscription privilege. For this purpose, you would only count the shares you own in your own name, and not other shares that might, for example, be jointly held with a spouse, held as a custodian for someone else, or held in an individual retirement account.

You can elect to exercise the oversubscription privilege only at the same time you exercise your basic subscription privilege in full.

In exercising the oversubscription privilege, you must pay the full subscription price for all the shares you are electing to purchase. If we do not allocate to you all of the shares you have subscribed for under the oversubscription privilege, we will refund by mail to you any payment you have made for shares which are not available to issue to you, as soon as practicable after completion of this rights offering. Interest will not be payable on amounts refunded.



Banks, brokers and other nominees who exercise the oversubscription privilege on behalf of beneficial owners of shares must report certain information to LaSalle Bank and us and record certain other information received from each beneficial owner exercising rights. Generally, banks, brokers and other nominees must report (1) the number of shares held on the record date on behalf of each beneficial owner, (2) the number of rights as to which the basic subscription privilege has been exercised on behalf of each beneficial owner, (3) that each beneficial owner's basic subscription privilege held in the same capacity has been exercised in

**Table of Contents**

full, and (4) the number of shares subscribed for under the oversubscription privilege by each beneficial owner.

If you complete the portion of the subscription warrant to exercise the oversubscription privilege, you will be representing and certifying that you have fully exercised your basic subscription privilege as described above. You must exercise your oversubscription privilege at the same time you exercise your basic subscription privilege.

***Reason for this Rights Offering***

We are conducting this offering after exploring various alternatives for raising funds to meet our capitalization needs. We have concluded that certain other alternatives would likely not be successful in raising the desired funds on a timely enough basis. Additionally, we chose to do this rights offering over other financing alternatives in order to provide all of our stockholders with an opportunity to participate in the issue of shares of common stock on a pro rata basis. We are also conducting this offering in order to prevent triggering an Event of Default under three secured promissory notes in the aggregate principal amount of \$9.425 million. The notes will be in default if we do not raise at least \$15 million in a rights offering before March 5, 2002. We will use the net proceeds of this offering to repay these notes and for general corporate purposes, including working capital. See Use of Proceeds.

***No Board Recommendation to Stockholders***

Our Board of Directors does not make any recommendation to you about whether you should exercise any rights. In making the decision to exercise or not exercise your rights, you must consider your own best interests and tax consequences.

If you choose not to exercise your subscription rights in full, your relative ownership interest of our company will be diluted. If you exercise rights, you risk investment loss on new money invested. The trading price of our common stock may decline below the subscription price. We cannot assure you that the subscription price will remain below any trading price for our common stock or that its trading price will not decline to below the subscription price during or after this rights offering. For a summary of some of the risks a new investment would entail, see Risk Factors beginning on page 5.

***Expiration Time and Date***

The rights may be exercised beginning as of the date of this prospectus and expire on February 8, 2002, at 5:00 p.m., New York City time. We have the option of extending the expiration date for any reason, although presently we do not intend to do so. Rights not exercised by the expiration date will be null and void.

In order to exercise rights in a timely manner, you must assure that LaSalle Bank actually receives, prior to expiration of the rights, the properly executed and completed subscription warrant (or Form of Notice of Guaranteed Delivery), together with full payment for all shares you wish to purchase.

***No Revocation***

You are not allowed to revoke or change your exercise of rights after you send in your subscription forms and payment.

***Transferability of Rights***

The rights are not transferable and may be exercised only by the persons to whom they are issued.

*Extension, Withdrawal and Amendment*

We have the option of extending the period for exercising your rights, although we presently do not intend to do so.

**Table of Contents**

We also reserve the right to withdraw or terminate this rights offering at any time for any reason. In the event that this offering is withdrawn or terminated, all funds received from subscriptions by rights holders will be returned. Interest will not be payable on any returned funds.

We reserve the right to amend the terms of this rights offering. If we make an amendment that we consider significant, we will (1) mail notice of the amendment to all stockholders of record as of the record date, (2) extend the expiration date by at least ten days and (3) offer all subscribers no less than ten days to revoke any subscription already submitted. The extension of the expiration date will not, in and of itself, be treated as a significant amendment for these purposes.

***Exercise Only by Record Holders***

We are sending a subscription warrant to each record holder along with this prospectus and related instructions to evidence the rights. In order to exercise rights, you must fill out and sign the subscription warrant and timely deliver it with full payment for the shares to be purchased. Only the holders of record of our common stock as of the close of business as of the record date may exercise rights. You are a record holder for this purpose only if your name is registered as a stockholder with our transfer agent, LaSalle Bank, as of the record date.

A depository bank, trust company or securities broker or dealer which is a record holder for more than one beneficial owner of shares may divide or consolidate subscription warrants to represent shares held as of the record date by their beneficial owners, upon proper showing to LaSalle Bank.

If you own shares held in a brokerage, bank or other custodial or nominee account, in order to exercise your rights you must promptly send the proper instruction form to the person holding your shares. Your broker, dealer, depository or custodian bank or other person holding your shares is the record holder of your shares and will have to act on your behalf in order for you to exercise your rights. We have asked your broker, dealer or other nominee holders of our stock to contact the beneficial owners to obtain instructions concerning rights the beneficial owners it represents are entitled to exercise.

***Foreign and Unknown Addresses***

We are not mailing subscription warrants to stockholders whose addresses are outside the United States or who have an APO or FPO address. In those cases, the subscription warrants will be held by LaSalle Bank for those stockholders. To exercise their rights, these stockholders must notify LaSalle Bank prior to 11:00 a.m., New York City time, on the third trading day prior to the expiration date.

***Right to Block Exercise Due to Regulatory Issues***

We reserve the right to refuse the exercise of rights by any holder of rights who would, in our opinion, be required to obtain prior clearance or approval from any state, federal or foreign regulatory authorities for the exercise of rights or ownership of additional shares if, at the expiration date, this clearance or approval has not been obtained. We are not undertaking to pay any expenses incurred in seeking such clearance or approval.

We are not offering or selling, or soliciting any purchase of, shares in any state or other jurisdiction in which this rights offering is not permitted. We reserve the right to delay the commencement of this rights offering in certain states or other jurisdictions if necessary to comply with local laws. However, we may elect not to offer rights to residents of any state or other jurisdiction whose law would require a change in this rights offering in order to carry out this rights offering in such state or jurisdiction.

***Procedures to Exercise Rights***

Please do not send subscription warrants or related forms to us. Please send the properly completed and executed form of subscription warrant with full payment to LaSalle Bank, the subscription agent for this rights offering.

**Table of Contents**

You should read carefully the subscription warrant and related instructions and forms which accompany this prospectus. You should call MacKenzie Partners, the information agent for this rights offering, at the address and telephone number listed below under the caption *The Rights Offering Questions and Assistance Concerning the Rights* promptly with any questions you may have.

You may exercise your rights by delivering to LaSalle Bank at the address specified below and in the instructions accompanying this prospectus, on or prior to the expiration date:

Properly completed and executed subscription warrant(s) which evidence your rights. See *The Rights Offering Delivery of Subscription Warrant* below for instructions on where to send these.

Payment in full of the subscription price for each share of our common stock you wish to purchase under the basic subscription privilege and the oversubscription privilege. See *The Rights Offering Required Forms of Payment of Subscription Price* below for payment instructions.

***Required Forms of Payment of Subscription Price***

The subscription price for the basic subscription privilege is \$0.50 per share subscribed for, and the subscription price for the oversubscription privilege is \$0.50 per share, payable in cash. All payments must be **cleared** on or before the expiration date.

If you exercise any rights, you must deliver to LaSalle Bank full payment in the form of:

a personal check, certified or cashier's check or bank draft drawn upon a U.S. bank, or a U.S. postal money order, payable to LaSalle Bank N.A., as Subscription Agent; or

a wire transfer of immediately available funds to the account maintained by the LaSalle Bank for this rights offering. If you desire to make payment by wire transfer, you must contact LaSalle Bank, at (312) 904-2458 to receive a Wire Authorization Form.

In order for you to timely exercise your rights, LaSalle Bank must actually receive the subscription price before the expiration date.

Funds paid by uncertified personal check may take at least five business days to clear. Accordingly, if you pay the subscription price by means of uncertified personal check, you should make payment sufficiently in advance of the expiration date to ensure that your check actually clears and the payment is received before such date. We are not responsible for any delay in payment by you and suggest that you consider payment by means of certified or cashier's check, money order or wire transfer of funds.

***Delivery of Subscription Warrant and Other Documents***

All subscription warrants, payments of the subscription price, nominee holder certifications, notices of guaranteed delivery and DTC participant oversubscription exercise forms, to the extent applicable to your exercise of rights, must be delivered to LaSalle Bank as follows:

<b>By Hand:</b>	<b>By First Class Mail:</b>	<b>By Overnight Courier:</b>
LaSalle Bank National Association Corporate Trust Administration 135 South LaSalle Street	LaSalle Bank National Association Corporate Trust Administration 135 South LaSalle Street	LaSalle Bank National Association Corporate Trust Administration 135 South LaSalle Street

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Suite 1960  
Chicago, Illinois 60603  
Attn: Mark Rimkus

Suite 1960  
Chicago, Illinois 60603  
Attn: Mark Rimkus

Suite 1960  
Chicago, Illinois 60603  
Attn: Mark Rimkus

Eligible institutions may deliver Notice of Guaranteed Delivery forms by facsimile transmission. LaSalle Bank's facsimile number is (312) 904-2236. You should confirm receipt of all facsimiles by calling (312) 904-2458.

**Table of Contents**

***Special Procedure under Notice of Guaranteed Delivery Form***

If you wish to exercise rights but cannot ensure that LaSalle Bank will actually receive the executed subscription warrant before the expiration date, you may alternatively exercise rights by causing all of the following to occur within the time prescribed:

Full payment must be received by LaSalle Bank prior to the expiration date for all of the shares of our common stock you desire to purchase pursuant to the basic subscription privilege and the oversubscription privilege.

A properly executed Notice of Guaranteed Delivery substantially in the form distributed by us with your subscription warrant and accompanied by a Medallion Guaranty must be received by LaSalle Bank at or prior to the expiration date.

The Notice of Guaranteed Delivery form must be executed by both you and one of the following: (1) a member firm of a registered national securities exchange, (2) a member of the National Association of Securities Dealers, Inc. (NASD), (3) a commercial bank or trust company having an office or correspondent in the United States, or (4) other eligible guarantor institution qualified under a guarantee program acceptable to LaSalle Bank. The co-signing institution must provide a Medallion Guaranty on the Notice of Guaranteed Delivery guaranteeing that the subscription warrant will be delivered to LaSalle Bank within three business days after the date of the form. Your Notice of Guaranteed Delivery form must also provide other relevant details concerning the intended exercise of your rights.

The properly completed subscription warrant(s) with any required signature guarantee must be received by LaSalle Bank within three over-the-counter trading days following the date of the related Notice of Guaranteed Delivery.

If you are a nominee holder of rights, the Nominee Holder Certification must also accompany the Notice of Guaranteed Delivery.

A Notice of Guaranteed Delivery may be delivered to LaSalle Bank in the same manner as subscription warrants at the addresses set forth above under the caption The Rights Offering Delivery of Subscription Warrant or by telegram or facsimile transmission.

Additional copies of the form of Notice of Guaranteed Delivery are available upon request from MacKenzie Partners, whose address and telephone number are set forth below under the caption Questions and Assistance Concerning the Rights.

***Incomplete Forms; Insufficient Payment***

If you do not indicate on your subscription warrant the number of rights being exercised, or do not forward sufficient payment for the number of rights that you indicate are being exercised, then we will accept the subscription forms and payment only for the maximum number of rights that may be exercised based on the actual payment delivered. We will make this determination as follows: (1) you will be deemed to have exercised your basic subscription privilege to the full extent of the payment received, and (2) if any funds remain, you will be deemed to have exercised your oversubscription privilege to the extent of the remaining funds. We will return any payment not applied to the purchase of shares under this rights offering as soon as practicable by mail. Interest will not be payable on amounts refunded.

***Prohibition on Fractional Shares***



Each whole right entitles you to purchase one share of common stock at the subscription price per share. We will accept any inadvertent subscription indicating a purchase of fractional shares by rounding down to the nearest whole share and, as soon as practicable, refunding without interest any payment received for a fractional share.

**Table of Contents**

***Instructions to Nominee Holders***

If you are a broker, trustee or depository for securities or other nominee holder for beneficial owners of our common stock, we are requesting that you contact such beneficial owners as soon as possible to obtain instructions and related certifications concerning their rights. Our request to you is further explained in the suggested form of letter of instructions from nominee holders to beneficial owners accompanying this prospectus.

To the extent so instructed, nominee holders should complete appropriate subscription warrants on behalf of beneficial owners and, in the case of any exercise of the oversubscription privilege, the related form of Nominee Holder Certification, and submit them on a timely basis to LaSalle Bank with the proper payment.

***Risk of Loss on Delivery of Subscription Warrant Forms and Payments***

Each holder of rights bears all risk of the method of delivery to LaSalle Bank of subscription warrants and payments of the subscription price.

If subscription warrants and payments are sent by mail, you are urged to send these by registered mail, properly insured, with return receipt requested, and to allow a sufficient number of days to ensure delivery to LaSalle Bank and clearance of payment prior to the expiration date.

Because uncertified personal checks may take at least five business days to clear, you are strongly urged to pay, or arrange for payment, by means of certified or cashier's check, money order or wire transfer of funds.

***Procedures for DTC Participants***

We expect that your exercise of your basic subscription privilege and oversubscription privilege may be made through the facilities of the Depository Trust Company (referred to herein as DTC). If your rights are held of record through DTC, you may exercise your subscription privileges by instructing DTC to transfer your rights from the broker's account to the account of the subscription agent, together with certification as to the aggregate number of rights you are exercising and the number of shares of our common stock you are subscribing for under each of the basic subscription privilege and oversubscription privilege, and your subscription price payment for each share you subscribed for pursuant to your rights.

***How Procedural and Other Questions Are Resolved***

We are entitled to resolve all questions concerning the timeliness, validity, form and eligibility of any exercise of rights. Our determination of such questions will be final and binding. We, in our sole discretion, may waive any defect or irregularity, or permit a defect or irregularity to be corrected within such time as we may determine, or reject the purported exercise of any right because of any defect or irregularity.

Subscription warrants will not be considered received or accepted until all irregularities have been waived or cured within such time as we determine in our sole discretion. Neither we nor LaSalle Bank have any duty to give notification of any defect or irregularity in connection with the submission of subscription warrants or any other required document. Neither we nor LaSalle Bank will incur any liability for failure to give such notification.

We reserve the right to reject any exercise of rights if the exercise does not comply with the terms of this rights offering or is not in proper form or if the exercise of rights would be unlawful or materially burdensome.

***Issuance of Stock Certificates***

Stock certificates for shares purchased in this rights offering will be issued as soon as practicable after the expiration date. LaSalle Bank will deliver subscription payments to us only after consummation of this rights offering and the issuance of stock certificates to our stockholders that exercised rights. Unless you instruct otherwise in your subscription warrant form, shares purchased by the exercise of rights will be registered in the name of the person exercising the rights.

**Table of Contents**

***Questions and Assistance Concerning the Rights***

You should direct any questions, requests for assistance concerning the rights or requests for additional copies of this prospectus, forms of instructions or the Notice of Guaranteed Delivery to:

MacKenzie Partners, Inc.

156 Fifth Avenue  
New York, New York 10010  
Attn: ISCO International, Inc. Information Agent  
Telephone: (800) 322-2885

**USE OF PROCEEDS**

Our gross proceeds from the rights offering will depend on the number of shares that are purchased. If we sell all 40,000,000 shares which may be purchased upon exercise of the rights offered by this prospectus, then we will receive proceeds of \$20,000,000, before deducting expenses payable by us, estimated to be \$150,000. Elliott Associates and Alexander Finance have each separately indicated that they support the offering and, subject in part on the general reception that this offering receives, that they each intend to fully participate in the offering including their oversubscription privilege, if available. If Elliott Associates or Alexander Finance participate in the rights offering, we are obligated under their respective promissory notes to repay their notes in an amount equal to the lesser of (i) the full amount of principal and accrued interest then outstanding or (ii) the amount in which Elliott Associates or Alexander Finance exercises its subscription rights in this rights offering. For example, if only Elliott Associates participates in the rights offering and purchases \$2,000,000 (less than their full subscription right of approximately \$3.52 million), then we are required to repay Elliott Associates' note in the amount of \$2,000,000. If both Elliott Associates and Alexander Finance participate in the rights offering and purchase at least \$9.425 million, then we are required to repay their notes in full. In addition, under the notes, if we do not raise at least \$15 million in net proceeds from a rights offering by March 5, 2002, then the notes will be in default.

We will use the net proceeds in this offering to repay the Elliott Associates and Alexander Finance notes, to the extent we are so obligated. The notes were issued in part to provide funds to settle certain litigation. Any proceeds remaining after making these prepayments will be added to our general funds and used for general corporate purposes, which may include, but are not limited to, capital contributions to our subsidiaries to support such subsidiaries continuing operations, working capital, capital expenditures, debt repayment and acquisitions.

**DETERMINATION OF SUBSCRIPTION PRICE**

Our Board of Directors determined the offering price of the basic subscription privilege and the oversubscription privilege after considering a variety of factors, including:

our need for capital in the near term;

the likely cost of capital available from alternative sources, assuming that such capital could be raised on a timely basis;

the price at which our principal stockholders would be willing to participate in the rights offering;

the fact that all of our stockholders would have the opportunity to participate in this offering on a pro-rata basis;

historic and current trading prices for our common stock; and

general economic, business and market conditions.

The \$0.50 per share price should not be considered an indication of the actual value of us or of our common stock. This discount is offered as an incentive for our current stockholders to participate in this

**Table of Contents**

offering. The offering prices do not necessarily bear any relationship to the book value of our assets, past operations, cash flow, earnings, financial condition or any other established criteria for value and should not be considered an indication of our underlying value. We cannot assure you that the market price of the common stock will not decline during or after the rights offering. We also cannot assure you that you will be able to sell shares of common stock purchased during the rights offering at a price equal to or greater than \$0.50 per share. In setting the offering prices our Board did not seek or obtain any valuation opinion from outside investment bankers or financial advisors.

**PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY**

Our common stock is traded on the over-the-counter bulletin board under the symbol ISCO.OB. On January 4, 2002, there were approximately 338 record holders of the common stock and the price of our common stock on the over-the-counter bulletin board was \$0.74. The following table sets forth the high and low closing prices of our common stock on the over-the-counter bulletin board for the periods indicated.

	<u>High</u>	<u>Low</u>
<b>Year Ended December 31, 1999</b>		
First Quarter		
\$1.53	\$0.94	
Second Quarter		
\$1.22	\$0.53	
Third Quarter		
\$1.06	\$0.53	
Fourth Quarter		
\$1.97	\$0.35	
<b>Year Ended December 31, 2000</b>		
First Quarter		
\$29.38	\$1.22	
Second Quarter		
\$7.75	\$2.81	
Third Quarter		
\$4.94	\$2.78	
Fourth Quarter		
\$3.81	\$0.81	
<b>Year Ended December 31, 2001</b>		
First Quarter		
\$2.50	\$1.34	
Second Quarter		
\$2.25	\$1.19	
Third Quarter		
\$1.85	\$0.90	
Fourth Quarter		
\$1.19	\$0.74	
<b>Year Ended December 31, 2002</b>		
First Quarter (through January 4)		
\$0.83	\$0.74	

We have never paid cash dividends on our common stock and we do not expect to pay any dividends on our common stock in the foreseeable future. We intend to retain earnings for use in the operation and expansion of our business.



**Table of Contents**

**CAPITALIZATION**

The following table sets forth our capitalization:

as of September 30, 2001;

as adjusted for the issuance of promissory notes in the aggregate principal amount of \$9.425 million to Elliott Associates and Alexander Finance; and

pro forma to give effect to the issuance and sale of the common stock, assuming a public offering price of \$0.50, after deducting estimated offering expenses payable by us and application of the proceeds of this offering to repay the \$9.425 million notes described above and as described under the heading Use of Proceeds and assuming that each of Elliott Associates and Alexander Finance exercise their basic subscription privilege in full, and oversubscription privilege to the extent available.

The table excludes the following shares:

14,011,468 shares reserved for issuance under our employee stock option and restricted share plan, of which 7,610,697 shares are subject to outstanding options as at a weighted average exercise price of \$1.81, as of September 30, 2001; and

33,033 shares subject to outstanding warrants at an exercise price of \$1.47 per share, as of September 30, 2001.

You should read this table together with the financial statements and the notes thereto incorporated by reference in the accompanying prospectus.

	September 30, 2001		
	Actual	As Adjusted	Pro Forma
	(in thousands)		
Long-term debt			
\$9,425			
Total long-term liabilities			
\$9,425			
Stockholders' equity:			
Preferred stock, par value \$.001 per share			
300,000 shares authorized; no shares issued			
and outstanding at September 30, 2001			



Series A junior participating preferred stock;  
 10,000 shares designated; no shares issued  
 and outstanding

Common stock, par value \$.001 per share  
 Authorized 250,000,000 shares; issued and  
 outstanding 107,905,231 shares at  
 September 30, 2001  
 108 108 148  
 Additional paid in capital  
 137,610 137,610 157,420  
 Accumulated deficit  
 (122,638) (122,638) (122,638)

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Total stockholders' equity  
 15,080 15,080 34,930

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Total capitalization  
 15,080 24,505 34,900

**DILUTION**

Purchasers of the common stock offered by hereby will experience an immediate dilution in the net tangible book value of their common stock from the basic subscription and oversubscription offering price. The net tangible book value of our common stock as of September 30, 2001 was \$486,000 or \$0.005 per share. Net tangible book value per share of our common stock is equal to our net tangible assets (tangible assets less total liabilities) divided by the number of shares of common stock issued and outstanding as of September 30, 2001.

**Table of Contents**

Dilution per share represents the difference between the subscription offering price per share of our common stock and the pro forma net tangible book value per share of our common stock after giving effect to this offering. After refle