

1. Title of Derivative Security (Instr. 4)	2. Date Exer- cisable and Expiration Date (Month/Day/Y ear)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conver- sion or Exercise Price of Deri- vative Security	5. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Name of Indirect Beneficial Ownership (Instr. 5)
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares			
Common Stock Options	2/23/04 (1)	2/23/07 (2)	Common Stock	200,000	\$1.06	D	

Explanation of Responses:

- (1) 25% of the Options vest immediately.
- (2) The remaining 75% of the Options vest prorata quarterly over the next 3 years.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violation
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person

2/24/03
Date

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient,
See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not
required to respond unless the form displays a currently valid OMB Number