

**TABLE II—Derivative Securities Acquired, Disposed of, or Beneficiary Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr.8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/ (Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (d) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
			Code	V	(A)	(D)								
COMMON STOCK OPTION	\$5.00	10/10 2002	A		275,734		10/10 2002	10/09 2007	\$.01 Par Val Common Stock	275,734	\$0	275,734	D	
NONQUALIFIED STOCK OPTIONS							12/01 1997	11/30 2007	\$.01 Par Val Common Stock	25,000	\$0	25,000	D*	

Explanation of Responses:

* Exercisable in increments equal to 20% of options granted during each of the first 5 years of option term, on a cumulative basis

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/S/ VERNON E. GLEASMAN 12/12/02

** Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed. If space 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.