



Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

Table II — Derivative Securities Acquired, Disposed of, or Beneficially 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)	3a. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
				Code	V	(A) (D)
Option to purchase shares of common stock	\$3.625	(1)		J (2)	V	D
Option to purchase shares of common stock	\$2.11	(1)		J (2)	V	D

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued  
(e.g., puts, calls, warrants, options, convertible securities)[illegible]

### Explanation of Responses:

(1) Previously reported

(2) cancellation of outstanding options for no value.

(3) 15,300 shares became exercisable on 6/22/02; and 14,850 shares become exercisable on each of 6/22/03 and 6/22/04.

\*/s/: Michael W. Paolercio

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\*\*Signature of Reporting Person

2/3/03

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Date

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

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