

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Direct or Indirect (D) or Indirect (I)	11. Nature of Ownership
Right to Buy (Stock Options)	\$0.8000	1/28/2002	J	5,000	A/See Note 1/28/2012	Common 5,000		5,000	D	

Explanation of Responses:

NOTE: Options granted to directors pursuant to the Company's Incentive Plan vest as to 2% per month over 50 months.

SIGNATURE OF REPORTING PERSON

/s/ Peter D. Behrendt

DATE

February 8, 2002