

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

under the Securities Exchange Act of 1934

STORAGE ENGINE, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

86210N104

(CUSIP Number)

THOMAS E. DUGGAN, ESQ.
C.E. UNTERBERG, TOWBIN
350 MADISON AVENUE
NEW YORK, NY 10017

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 21, 2002

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐.

CUSIP No.86210N104

SENG 13D

1		NAME OF REPORTING PERSONS	
		C.E. Unterberg, Towbin Capital Partners I. L.P.	
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
			(a) <input type="checkbox"/>
			(b) <input checked="" type="checkbox"/>
3		SEC USE ONLY	
4		SOURCE OF FUNDS*	
		00	
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6		CITIZENSHIP OR PLACE OF ORGANIZATION	
		Delaware	
7		SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		182,915	
8		SHARED VOTING POWER	
		0	
9		SOLE DISPOSITIVE POWER	
		182,915	
10		SHARED DISPOSITIVE POWER	
		0	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		934,382	
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
			<input checked="" type="checkbox"/>
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		19.57%	
14		TYPE OF REPORTING PERSON*	

IV

CUSIP No. 86210N104

SENG 13D

1 NAME OF REPORTING PERSONS

Marjorie and Clarence E. Unterberg Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF
SHARES

182,915

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

182,915

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

934,382

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.57%

14 TYPE OF REPORTING PERSON*

CO

CUSIP No. 86210N104

SENG 13D

1 NAME OF REPORTING PERSONS

C.E. Unterberg, Towbin, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF

73,166

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

73,166

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

934,382

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.57%

14 TYPE OF REPORTING PERSON*

IV

CUSIP No. 86210N104

SENG 13D

1 NAME OF REPORTING PERSONS

C.E. Unterberg, Towbin (a California Limited Partnership)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) [_]
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

7 SOLE VOTING POWER

NUMBER OF

255,804 (A)

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY	0	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	255,804 (A)	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	0	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	934,382

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[X]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	19.57%

14	TYPE OF REPORTING PERSON*
	PN

(A) Excludes 239,727 shares in the C.E. Unterberg, Towbin Market Making Account used solely for the purpose of engaging in purchases and sales as to facilitate client orders.

CUSIP No. 86210N104

SENG 13D

1	NAME OF REPORTING PERSONS
	UTCM, LLC.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) []
	(b) [X]

3	SEC USE ONLY
---	--------------

4	SOURCE OF FUNDS*
	00

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
	[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION
---	--------------------------------------

Delaware

	7	SOLE VOTING POWER
NUMBER OF		0 (A)
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0 (A)
PERSON	10	SHARED DISPOSITIVE POWER
WITH		0
<hr/>		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	934,382	
<hr/>		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
	[X]	
<hr/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	19.57%	
<hr/>		
14	TYPE OF REPORTING PERSON*	
	CO	

(A) Includes 182,915 shares held by C.E. Unterberg, Towbin Capital Partners I, L.P., as to which UTCM, LLC disclaims beneficial ownership.

CUSIP No. 86210N104

SENG 13D

1	NAME OF REPORTING PERSONS	
	Thomas I. Unterberg	
<hr/>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a)	[_]
	(b)	[X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[_]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

204,405

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

204,405

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

934,382

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

19.57%

14 TYPE OF REPORTING PERSON*

IN

(A) Excludes 37,417 Shares owned by Trusts of which Thomas I. Unterberg is Trustee and as to which Thomas I. Unterberg. disclaims beneficial ownership.

Includes 182,915, 182,915, 73,166, 255,804 Shares owned by C.E. Unterberg, Towbin Capital Partners I, L.P., Marjorie and Clarence E. Unterberg Foundation, Inc., C.E. Unterberg, Towbin, LLC and C.E. Unterberg, Towbin (a California Limited Partnership), respectively.

CUSIP No. 86210N104

SENG 13D

Item 1. Security and Issuer.

This statement on Schedule 13D (the "Statement") relates to the Common Stock, par value \$.01 per share (the "Shares"), of Software Engine Inc., a New Jersey corporation (the "Issuer"). The Issuer's principal executive office is located at One Sheila Drive, Tinton Falls, NJ 07724.

Item 2. Identity and Background.

- (a) C.E. Unterberg, Towbin Capital Partners I, L.P. ("CEUTCPI")
- (b) Marjorie and Clarence E. Unterberg Foundation, Inc. ("MCUF"),
- (c) C.E. Unterberg Towbin, LLC ("CEUTLLC"),
- (d) C.E. Unterberg, Towbin (a California Limited Partnership) ("CEUTCLP"),
- (e) UTCM, LLC ("UTCM")
- (f) Thomas I. Unterberg ("TU" and together with the above, the "Reporting Persons")

By signing this Statement, each Reporting Person agrees that this Statement is filed on its behalf. No Reporting Person assumes responsibility for the completeness or accuracy of the information concerning any other Reporting Person.

C.E. Unterberg. Towbin Capital Partners I, L.P.

CEUTCPI is a Delaware limited partnership with its principal executive office located at 350 Madison Avenue, New York, New York 10017. The principal business of CEUTCPI is to make investments in, buy, sell, hold and otherwise deal in securities. The sole general partner of CEUTCPI is UTCM.

Marjorie and Clarence E. Unterberg Foundation. Inc.

MCUF is a New York corporation with its principal executive office located at 350 Madison Avenue, New York, New York 10017. The principal business of MCUF is to act as a charitable foundation.

The name, citizenship, residence or business address, and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each executive officer and director of MCUF are set forth on Schedule 1 hereto.

C.E. Unterberg Towbin, LLC

CEUTLLC is a New York limited liability company with its principal executive office located at 350 Madison Avenue, New York, New York 10017. The principal business of CEUTLLC is to make investments in, buy, sell, hold and otherwise deal in securities.

The name, citizenship, residence or business address, and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each managing member of CEUTLLC are set forth on Schedule I hereto.

C.E. Unterberg. Towbin (a California Limited Partnership)

CEUTCLP is a California limited partnership with its principal executive office located at 350 Madison Avenue, New York, New York 10017. The principal business of CEUTCLP is to act as a securities broker-dealer.

The name, citizenship, residence or business address, and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each general partner and member of the executive committee of CEUTCLP are set forth on Schedule I hereto.

UTCM. LLC

UTCM is a Delaware limited liability company with its principal executive office located at 350 Madison Avenue, New York, New York 10017. The principal business of UTCM is to act as a general partner of investment funds.

The name, citizenship, residence or business address, and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each managing member of UTCM are set forth on Schedule I hereto.

Thomas I. Unterberg

TU's business address is c/o C.E. Unterberg, Towbin, 350 Madison Avenue, New York, New York 10017. TU is a board member of the Issuer and is a managing director of CEUTCLP of and a citizen of the United States of America.

By signing this Statement, each Reporting Person agrees that this Statement is filed on its behalf. No Reporting Person assumes responsibility for the completeness or accuracy of the information concerning any other Reporting Person.

None of the Reporting Persons, nor any of their executive officers, directors, trustees or partners, as applicable during the last five years (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such entity or person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Persons, other than TU, obtained funds for the purchase price of their Shares (or securities that were converted into Shares) from capital contributions from their equity investors. TU obtained funds for the purchase price of his Shares from personal funds.

The ownership interest of CEUTCLP was acquired other than by purchase and as a result of fees for its services as a financial advisor to the Issuer. The ownership interest of TU of 37,416 Shares was acquired other than by purchase and as a result of being a Trustee.

Item 4. Purpose of Transaction.

The Reporting Persons' acquisitions of the Shares were made in the ordinary course of the Reporting Persons' businesses and were not made with the purpose of changing or influencing the control of the Issuer.

None of the Reporting Persons has any plans or proposals that relate to or would result in any of the events described in Items 4(a) through 4(j).

The Reporting Persons disclaim that they are part of a group (as such term is set forth in Rule 13(d) promulgated under the Securities Exchange Act of 1934). Additionally, the Reporting Persons disclaim beneficial ownership of all Shares which are not directly owned of record by such Reporting Person.

Item 5. Interest in Securities of the Issuer.

(a) Rows (11) and (13) of the cover pages to this Schedule (including the footnotes thereto) and Schedule I hereto are hereby incorporated by reference.

(b) Rows (7) through (10) of the cover pages to this Schedule (including the footnotes thereto) and Schedule I hereto set forth the percentage range of the shares as to which there is sole power to vote or direct the vote or to dispose or direct the disposition, and the number of Shares as to which there is shared power to vote or direct the vote or to dispose or direct the disposition and are hereby incorporated by reference and we hereby incorporated by reference.

(c) In connection with its market making activities, CEUTCLP has engaged in purchases and sales of Shares at or around the market price within the past 60 days. As of the date of this filing, the approximate amount of shares in the Market Making Account is 239,727. Except as set forth in the foregoing sentence, no reporting Person, or to their best knowledge, any of their respective officers or directors, has engaged in any transactions in Shares during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no contracts, arrangements or understanding among any of the Reporting Persons made or entered into with respect to holding, voting or disposing of the Shares.

Item 7. Material to be Filed as Exhibits.

Exhibit 1. Joint Filing Agreement among the Reporting Persons.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 21, 2002

C.E. UNTERBERG, TOWBIN CAPITAL PARTNERS I, L.P.,

by UTCM, LLC, its General Partner,

by /s/ Robert M. Matluck

Name: Robert M. Matluck

Title: Managing Member

Date: February 21, 2002

MARJORIE AND CLARENCE E. UNTERBERG FOUNDATION, INC.

By /s/ Thomas I. Unterberg

By Thomas E. Duggan Attorney-in-Fact

Date: February 21, 2002

C.E. UNTERBERG TOWBIN, LLC,

By /s/ Robert M. Matluck

Name: Robert M. Matluck

Title: Managing Member

Date: February 21, 2002

C.E. UNTERBERG, TOWBIN (A CALIFORNIA LIMITED PARTNERSHIP),

By /s/ Robert M. Matluck

Name: Robert M. Matluck

Title: Managing Member

Date: February 21, 2002

UTCM, LLC

By /s/ Robert M. Matluck

Name: Robert M. Matluck

Title: Managing Member

Date: February 21, 2002

THOMAS I. UNTERBERG
 By /s/ Thomas I. Unterberg
 BY:Thomas E. Duggan Attorney-in-Fact

CUSIP No. 86210N104

SENG 13D

SCHEDULE I

I. MARJORIE AND CLARENCE E. UNTERBERG FOUNDATION, INC.

Except as otherwise set forth below, the place of citizenship of each such person is the United States.

Name; Principapal Occupation or Employment	Business Address; Principal Business of Employer	Number and Percentage of Common Stock Beneficially Owned
Thomas I. Unterberg (President)	350 Madison Avenue New York, New York 10017	239,582(a) (5.02%)
Mary A. Debare (Vice President and Secretary)	350 Madison Avenue New York, New York 10017	34,916(b) (.731%)
Andrew Arno (Treasurer)	350 Madison Avenue New York, New York 10017	115,581 (2.42%)

(A) Excludes 37,417 Shares owned by Trusts of which Thomas I. Unterberg is Trustee and as to which Thomas I. Unterberg disclaims beneficial ownership.

II. C.E. UNTERBERG TOWBIN (A CALIFORNIA LIMITED PARTNERSHIP)

Except as otherwise set forth below, the place of citizenship of each such person is the United States.

Name; Principapal Occupation or Employment	Business Address; Principal Business of Employer	Number and Percentage of Common Stock Beneficially Owned
Stephen Adler (Managing Director)	350 Madison Avenue New York, New York 10017	None
Andrew Arno (Managing Director)	350 Madison Avenue New York, New York 10017	115,581 (2.42%)

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Jordan S. Berlin (Managing Director)	350 Madison Avenue New York, New York 10017	None
Alexander P. Bernstein (Managing Director)	350 Madison Avenue New York, New York 10017	None
Andrew Blum (Managing Director)	350 Madison Avenue New York, New York 10017	None
David Boucher (Managing Director)	350 Madison Avenue New York, New York 10017	None
Mark Branigan (Managing Director)	350 Madison Avenue New York, New York 10017	None
John Cronin (Managing Director)	350 Madison Avenue New York, New York 10017	34,676 (0.73%)
Jane Dragone (Managing Director)	350 Madison Avenue New York, New York 10017	None
Thomas Duggan (Managing Director)	350 Madison Avenue New York, New York 10017	None
Cole Eckhardt (Managing Director)	350 Madison Avenue New York, New York 10017	None
Brian Finnerty (Managing Director)	350 Madison Avenue New York, New York 10017	None
Adam Frankfort (Managing Director)	350 Madison Avenue New York, New York 10017	None
Terri Garvey (Managing Director)	350 Madison Avenue New York, New York 10017	None
Florence Kimm (Managing Director)	350 Madison Avenue New York, New York 10017	None
Mel S. Lavitt (Managing Director)	350 Madison Avenue New York, New York 1001	102,248 (2.14%)
Mark L. Levy (Managing Director)	350 Madison Avenue New York, New York 10017	None
Robert D. Long (Managing Director)	350 Madison Avenue New York, New York 10017	None
Michael E. Marrus (Managing Director)	350 Madison Avenue New York, New York 10017	83 (0.002%)
Robert M. Matluck (Managing Director and Member of the Executive Committee)	350 Madison Avenue New York, New York 10017	17,500 (0.366%)
Mitch Meisler (Managing Director)	350 Madison Avenue New York, New York 10017	None
John U. Moorhead (Managing Director)	350 Madison Avenue New York, New York 10017	None
Jeffrey C. Moskowitz (Managing Director)	350 Madison Avenue New York, New York 10017	52,253 (1.09%)

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Suzanne Murphy (Managing Director)	350 Madison Avenue New York, New York 10017	None
Michelle P. O'Connor (Managing Director)	350 Madison Avenue New York, New York 10017	None
Theodore O'Neill (Managing Director)	350 Madison Avenue New York, New York 10017	None
James D. Poyner, Jr. (Managing Director)	350 Madison Avenue New York, New York 10017	None
Martin Pyykkonen (Managing Director)	350 Madison Avenue New York, New York 10017	None
Douglas M. Quartner (Managing Director)	350 Madison Avenue New York, New York 10017	None
Adam Ritzer (Managing Director)	350 Madison Avenue New York, New York 10017	None
James Singer (Managing Director)	350 Madison Avenue New York, New York 10017	None
Lee Tawes (Managing Director)	350 Madison Avenue New York, New York 10017	None
Bob Thompson (Managing Director)	350 Madison Avenue New York, New York 10017	None
Thomas I. Unterberg (Managing Director and Member of the Executive Committee)	350 Madison Avenue New York, New York 10017	239,582(a) (5.02%)
Andrew Waldeck (Managing Director)	350 Madison Avenue New York, New York 10017	None
James T. Whipple (Managing Director)	350 Madison Avenue New York, New York 10017	36,342 (0.76%)

(A) Excludes 37,417 Shares owned by Trusts of which Thomas I. Unterberg is Trustee and as to which Thomas I. Unterberg. disclaims beneficial ownership.

III. C.E. UNTERBERG, TOWBIN LLC

Except as otherwise set forth below, the place of citizenship of each such person is the United States.

Name; Principial Occupation or Employment	Business Address; Principal Business of Employer	Number and Percentage of Common Stock Beneficially Owned
Thomas I. Unterberg (Managing Member)	350 Madison Avenue New York, New York 10017	239,582(a) (5.02%)
Robert M. Matluck	350 Madison Avenue	17,500

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(Managing Member) New York, New York 10017 (.366%)

(A) Excludes 37,417 Shares owned by Trusts of which Thomas I. Unterberg is Trustee and as to which Thomas I. Unterberg. disclaims beneficial ownership.

IV. UTCM, LLC

Except as otherwise set forth below, the place of citizenship of each such person is the United States.

Name; Principapal Occupation or Employment	Business Address; Principal Business of Employer	Number and Percentage of Common Stock Beneficially Owned
Thomas I. Unterberg (Managing Member)	350 Madison Avenue New York, New York 10017	239,582(a) (5.02%)
Robert M. Matluck (Managing Member)	350 Madison Avenue New York, New York 10017	17,500 (.366%)

(A) Excludes 37,417 Shares owned by Trusts of which Thomas I. Unterberg is Trustee and as to which Thomas I. Unterberg. disclaims beneficial ownership.

Exhibit 1 -- Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby (i) agree to the joint filing with all other Reporting Persons (as such term is defined the statement on Schedule 13D described below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, par value \$.01 per share, of ServiceWare Technologies Inc. and (ii) agree that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument. In witness whereof, the undersigned hereby execute this Agreement as of the date set forth next to their signatures.

Date: February 21, 2002

C.E. UNTERBERG, TOWBIN CAPITAL PARTNERS I, L.P.,

by UTCM, LLC, its General Partner,
by /s/ Robert M. Matluck
Name: Robert M. Matluck
Title: Managing Member

Date: February 21, 2002

MARJORIE AND CLARENCE E. UNTERBERG FOUNDATION, INC.

By /s/ Thomas I. Unterberg

By Thomas E. Duggan Attorney-in-Fact

Date: February 21, 2002

C.E. UNTERBERG TOWBIN, LLC,

By /s/ Robert M. Matluck

Name: Robert M. Matluck

Title: Managing Member

Date: February 21, 2002

C.E. UNTERBERG, TOWBIN (A CALIFORNIA LIMITED PARTNERSHIP),

By /s/ Robert M. Matluck

Name: Robert M. Matluck

Title: Managing Member

Date: February 21, 2002

UTCM, LLC

By /s/ Robert M. Matluck

Name: Robert M. Matluck

Title: Managing Member

Date: February 21, 2002

THOMAS I. UNTERBERG

By /s/ Thomas I. Unterberg

BY:Thomas E. Duggan Attorney-in-Fact

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).