

</TABLE>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the Form is filed by more than one reporting person, see Instruction 4(b) (v).

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>

<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity (Instr. 3)	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if (mm/dd/ yy)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares Title	8. Price Owned of Secur- ity (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
<S> Options (Right to Buy)	<C> \$0.101	<C> 3/17/03	N/A	<C> A	<C> <C> 2,600, 000	<C> <C> (1) 3/16/13	<C> Common Stock 2,600, 000	<C> <C> - 000	<C> <C> 2,600, 000	<C> <C> D	<C>

</TABLE>

Explanation of Responses:

- (1) Option is exercisable as follows: one-half immediately and one-half on 3/17/04; provided, however, that the option shall not vest at all until the Issuer shall obtain shareholder approval of a proposal to increase the number of shares of common stock issuable under its 2000 Stock Option Plan, as amended (and the Issuer has indicated shareholder approval will not be obtained within 60 days from the date hereof).

**Signature of Reporting Person

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.