

</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. Conversion or Exercise Price of Derivative Security (Instr. 3)	3. Transaction Date (mm/dd/ yy)	3A. Deemed Execution Date if any (mm/dd/ yy)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Expiration Date (Month/Day/Year) Date Exercisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Beneficially Owned Derivatives Following Transaction(s) (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
<S> Options (Right to Buy)	<C> \$0.101	<C> 3/17/03	N/A	<C> A	<C> 1,500, 000	<C> (1) 3/16/13	<C> Common Stock 1,500, 000	<C> --	<C> 1,500, 000	<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).

/s/ Robert Bacchi

March 17, 2003

**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.