

1. Title of Security (Instr.3)	2. Transaction Date (Month/ Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			

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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. Con- ver- sion or Exer- cise Price of	3. Trans- action Date (Month/ Day/ Year	4. Trans- action Code (Instr. 8)	5. Number of Deriva- tive Securities Ac- quired (A) or Dis- posed of	6. Date Exercis- able and Expi- ration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva- tive Secu- rity (Instr.	9. Number of Derivative Securities Benefically Owned at	10. Owner- ship of Derivative Security: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Derivative Security			(D) (Instr. 3, 4 and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	5)	End of Year (Instr. 4)	Indirect (I) (Instr. 4)	
				(A)	(D)								
Options (right to buy)	\$3.19	10/01/01	A	70,000		(1)	10/01/11	common stock	70,000	\$0	70,000	D	

Explanation of Responses:

(1) Option becomes exercisable as to 1/3 of the shares on October 1 of each year, starting October 1, 2001.

/s/ Stephen T. Wills

**Signature of Reporting
Person

August 14,
2002
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 provided is insufficient, see Instruction 6 for procedure.

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