

</TABLE>

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 | 3. Trans- action Date (mm/dd/ yy) | 3A. Deemed Execut- ion Date if any (mm/dd/ yy) | 4. Trans- action Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Exer- cisable Date | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Trans- action(s) (Instr. 4) | 10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Bene- ficial Owner- ship (Instr. 4) |
|--|---|--|---|--|--|--|---|---|---|---|--|
| <S> Stock Option (Right to Buy) | <C> \$1.50 | <C> 3/1/03 | | <C> <C> A V | <C> <C> 25,000 | <C> <C> (1) 3/1/13 | <C> <C> Common Stock 25,000 | <C> 25,000 | <C> 25,000 | <C> D | <C> |

</TABLE>

Explanation of Responses:

(1) This option vests in 24 equal monthly installments commencing April 1, 2003

/s/ Victor J. Bauer

3/3/03

**Signature of Reporting Person
Victor J. Bauer

Date

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).

** 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.

