

or Indirect 1. Indirect Beneficial Title of Security Ownership (Instr. 3) (Instr.4) (Instr. 4)	Transaction Date (mm/dd/yy)	Transaction Code (Instr. 8)	Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(I)
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock I **	12/01/01	A	712	A *	\$3.51	26,749	
Common Stock						12,600	D
Preferred Stock						1,000	D
Preferred Stock I **						3,000	

</TABLE>

* Grant of Stock for payment of director fees.
 ** Owned by a family limited liability company of which Mr. Franke is a member.

If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses) (Over)

FORM 5 (continued)

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

<TABLE>
<CAPTION>

10. Owner- ship of Deriv-	11. Conver- sion	5. Number of	7. Title and Amount	9. Number of Deriv- ative Secur-
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1. Title of Security (Instr. 3 or 4)	2. Nature of Derivative (Instr. 3 or 4)	3. Exercise Price of Derivative	4. Transaction Date (Month/Day/Year)	5. Acquired or Disposed of (Instr. 3, 4 and 5) (A) (D)	6. Expiration Date (Month/Day/Year)	7. Underlying Securities (Instr. 3 and 4)	8. Price of Derivative or Security (Instr. 5)	9. Beneficially Owned at End of Year (Instr. 4)

<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>

Options (right to buy) 6,000

</TABLE>
Explanation of Responses:

/s/ THOMAS F. FRANKE February 6, 2002

**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 provided is insufficient, see Instruction 6 for procedure.