

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)
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 <S> <C> <C> <C> <C> <C> <C> <C>
 <C>
 Common Stock 12/01/01 A 712 A * \$3.51 8,374 D

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 </TABLE>

* Grant of Stock for payment of director fees.
 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)

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 <TABLE>
 <CAPTION>

10. Owner-ship of Derivative Securities	11. Nature of	2. Conversion or Exercise	5. Number of Derivative Securities	6. Date	7. Title and Amount of Underlying Securities	8. Price	9. Number of Derivative Securities Beneficially Owned
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ity:	In-		3.	Acquired (A)	Exercisable and	(Instr. 3 and 4)	of	officially
Direct	direct	Price	Trans-	4.	or Disposed	Expiration Date	Deriv-	Owned
(D) or	Bene-	of	action	Trans-	of (D)	(Month/Day/Year)	Amount	ative
1.	icial	Deriv-	Date	action	(Instr. 3,	-----	or	Secur-
In-	Owner-	ative	(Month/	Code	4 and 5)	Date	Number	ity
Title of	ship	Secur-	Day/	(Instr.	-----	Exer-	of	(Instr.
direct	Derivative	ity	Year)	8)	(A) (D)	cisable	Date	Title
(I)	Security	(Instr. 3)	(Instr. 4)					
(Instr. 3)	(Instr. 4)							
4)	4)							

 <S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>
 <C> <C>
 Options
 (right to buy) 8,001

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 </TABLE>
 Explanation of Responses:

/s/ EDWARD LOWENTHAL February 11, 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.