

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

FORM 5
(Continued)

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

Conversion Exercise Date of Derivative Security	3.Transaction Date (Month/ Day/Year)	3A.Deemed Execution Dated, If any (Month/ Day/Year)	4.Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3,4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.Owner of Derivat Security: Direct (D) Indirect (I) (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount of Number of Shares			
						(A)	(D)					
						2/11/00	2/11/03	Common	25,000	\$2.81	25,000	D
						2/9/01	2/9/04	Common	25,000	\$0.44	25,000	D
						2/15/02	2/14/05	Common	25,000	\$0.42	25,000	D

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

/s/ MELVIN BROWN Feb 3, 2003

** Signature of Reporting Person Date