

(Print or Type Responses)

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 5(b)(v).

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SEC 1473 (7-02)c**TABLE II** Derivative Securities Beneficially Owned (e.g. puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr.4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Deriv-	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares	ative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Note (1)	03/12/13	Common Stock	10,000	\$1.45	D	
Stock Options (right to buy)	Note (2)	04/01/13	Common Stock	18,750	\$1.70	D	

Explanation of Responses:

(1) The stock options are immediately exercisable as to 25% of the shares and will become exercisable as to an additional 25% on March 12 of 2004, 2005 and 2006.

(2) The stock options become exercisable as to 1/9th of the shares on the last day of each month, starting on April 30, 2003.

/s/ Errol B. De Souza
 **Signature of Reporting Person

04/09/03
 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 is insufficient

see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.