

Explanation of Responses:

(1) 25% exercisable upon issuance; 25% exercisable annually thereafter.

/s/ Nicholas J. Rossettos	February 14, 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.

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.