

December 26, 2002

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

1. Title of Security	2. Transaction Date (Month/Day/Year)	2A. Execution Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Follow-up Report
Common Stock	12/16/2002		G	-410 D \$0.0000	157219

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.	2.	3.	3A.	4.	5.	6.	7.
							Title and Amount
							of Underlying
							Securities
	Conver-	Trans-	Execu-		Number of		
	sion or	action	tion		Derivative	Date Exercisable	
	Exercise	Date	Date		Securities	and Expiration Date	Amount
	Price of			Transac-	Acquired (A)	(Month/Day/Year)	or
Title of	Deriv-	(Month/	(Month/	tion Code	Disposed (D)		Number
Derivative	ative	Day/	Day/			Date Exer-	Expira-
Security	Security	Year)	Year)	Code	V (A) (D)	cisable	tion Date
							Title
							Shares

Explanation of Responses:

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SIGNATURE OF REPORTING PERSON

/s/ Deborah A. Rosen, Power of Attorney

DATE

12/26/2002