DELCATH SYSTEMS INC
Form 10QSB
July 30, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

[x] Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2003

[ ] Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ---------- to ----------

Commission file number: 001-16133

DELCATH SYSTEMS, INC.

(Exact Name of Small Business Issuer as Specified in Its Charter)

Delaware	06-1245881
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1100 Summer Street, 3rd Floor, Stamford, CT 06905
(Address of Principal Executive Offices)

(203) 323-8668
(Issuer's Telephone Number, Including Area Code)

N/A
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

As of July 21, 2003, there were 9,669,492 shares of the Issuer's common stock, $.01 par value, issued and outstanding.

Transitional Small Business Disclosure Format (check one): Yes ----- No X -----

DELCATH SYSTEMS, INC.

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Delcath Systems, Inc.
Condensed Balance Sheet
(Unaudited)
June 30, 2003

Assets	June 30, 2003
Current assets:	
Cash and cash equivalents	$ 1,666,261
Certificate of deposit	2,000,000
Interest receivable	961
Prepaid insurance	35,582

Total current assets	3,702,804
Furniture and fixtures, net	16,283
Due from affiliate	24,000
Total assets	$ 3,743,087
Liabilities and Stockholders' Equity	
Current liabilities:	
Accounts payable and accrued expenses	$ 422,921
Total current liabilities	422,921
Stockholders' equity	
Common stock	96,695
Additional paid-in capital	21,744,532
Deficit accumulated during development stage	(18,521,061)
Total stockholders' equity	3,320,166
Total liabilities and stockholders' equity	$ 3,743,087

See accompanying notes to financial statements

Delcath Systems, Inc.
Condensed Statements of Operations
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2003	2002	2003	20
Costs and expenses:				
General and administrative expenses	$ 184,355	$ 166,067	$ 421,788	$ 4
Research and development costs	359,177	257,710	660,006	5

Total costs and expenses	543,532	423,777	1,081,794	1,0
Operating loss	(543,532)	(423,777)	(1,081,794)	(1,0
Interest income	6,917	24,838	14,538	
Interest expense	--	--	--	
Net loss	$ (536,615)	$ (398,939)	$ (1,067,256)	$ (9
Common share data:				
Basic and diluted loss per share	$ (0.09)	$ (0.10)	$ (0.21)	$
Weighted average number of shares of common stock outstanding.....	6,141,455	4,146,997	5,135,763	4,0

See accompanying notes to financial statements

DELCATH SYSTEMS, INC.
(A Development Stage Company)
Condensed Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30,		Cumulat from ince (August 5,
	2003	2002	to June 30

Cash flows from operating activities:			
Net loss	$ (1,067,256)	$ (973,878)	$(17,022,
Adjustments to reconcile net loss to net cash used in operating activities			
Stock option compensation expense	--	--	2,520,
Stock and warrant compensation expense	--	--	236,
Depreciation expense	2,496	3,468	23,
Amortization of organization costs	--	--	42,
Changes in assets and liabilities:			
Decrease (increase) in prepaid expenses	61,001	44,000	(35,
Decrease (increase) in interest receivable	4,445	967	(
Due from affiliate	--	--	(24,
Increase (decrease) in accounts payable and accrued expenses	247,751	(599,490)	422,
Net cash used in operating activities	(751,563)	(1,524,933)	(13,837,
Cash flows from investing activities:			
Purchase of furniture and fixtures	(5,029)	(2,932)	(39,
Purchase of short-term investments	(2,000,000)	(1,590,261)	(4,900,
Proceeds from maturities of short-term investments	370,000	--	2,900,
Organization costs	--	--	(42,
Net cash used in investing activities	(1,635,029)	(1,593,193)	(2,082,
Cash flows from financing activities:			
Deferred costs in connection with a proposed financing transaction	238,571	--	-
Net proceeds from sale of stock and exercise of stock options and warrants	2,750,632	267,500	16,431,
Repurchases of outstanding common stock	--	--	(51,
Dividends paid	--	--	(499,
Proceeds from short-term borrowings	--	--	1,704,
Net cash provided by financing activities	2,989,203	267,500	17,586,
Increase (decrease) in cash and cash equivalents	602,611	(2,850,626)	1,666,
Cash and cash equivalents at beginning of period	1,063,650	3,295,300	-
Cash and cash equivalents at end of period	$ 1,666,261	$ 444,674	$ 1,666,
Cash paid for interest	$ --	$ --	$ 171,
Supplemental disclosure of non-cash activities:			
Conversion of debt to common stock	$ --	$ --	$ 1,704,
Common stock issued for preferred stock dividends	$ --	$ --	$ 999,
Conversion of preferred stock to common stock	$ --	$ --	$ 24,
Common stock issued as compensation for stock sale	$ --	$ --	$ 510,

Common stock, options and warrants issued as compensation for consulting services	$ --	$ --	$ 236,

See accompanying notes to financial statements

Delcath Systems Inc.
(A Development Stage Company)

Notes to Condensed Financial Statements

Note 1: Description of Business

Delcath Systems, Inc. (the "Company") is a development stage company that was founded in 1988 for the purpose of developing and marketing a proprietary drug delivery system capable of introducing and removing high doses of chemotherapy agents to a diseased organ while greatly inhibiting their entry into the general circulation system. It is hoped that the procedure will result in a meaningful treatment for cancer. In November 1989, the Company was granted an Investigational Device Exemption and an Investigational New Drug status for its product by the Food and Drug Administration ("FDA"). The Company is seeking to complete clinical trials in order to obtain FDA pre-market approval for the use of its delivery system using doxorubicin, a chemotherapy agent, to treat malignant melanoma that has spread to the liver.

Note 2: Basis of Presentation

The accompanying financial statements are unaudited and have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America. Certain information and footnote disclosures normally included in the Company's annual financial statements have been condensed or omitted. The interim financial statements, in the opinion of management, reflect all adjustments (consisting of normal recurring accruals) necessary for a fair statement of the results for the interim periods ended June 30, 2003 and 2002 and cumulative from inception (August 5, 1988) to June 30, 2003.

The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the fiscal year. These interim financial statements should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2002, which are contained in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2002 as filed with the Securities and Exchange Commission.

Note 3: Research and Development Costs

Research and development costs include the costs of materials, personnel,

outside services and applicable indirect costs incurred in development of the Company's proprietary drug delivery system. All such costs are charged to expense when incurred.

Note 4: Reclassifications

Reclassifications have been made to reflect cost and expense accounts, particularly research and development, on a functional basis for 2002 and prior, which is consistent with the Company's current presentation.

Note 5: Sale of Common Stock and Warrants

On May 20, 2003, the Company completed the sale of 677,419 units of its securities at a selling price of $3.10 per unit. Each unit consisted of five shares of common stock and five warrants (the "2003 Warrants") each to purchase one share of common stock. The 2003 Warrants are exercisable at $0.775, and they expire on May 20, 2008. A total of 3,387,095 shares of common stock and 2003 Warrants each were issued, and the Company received gross proceeds of $2,099,999. In addition, the Company granted the underwriters an option to purchase up to an aggregate of an additional 15% of the total units sold in the public offering. On June 10, 2003 the underwriters exercised their option for the full allotment of additional units, and the Company issued 508,060 shares of its common stock and 2003 Warrants each, and received gross proceeds of $314,997. The Company received $68 for granting the underwriters an option to purchase until May 14, 2008, 67,741 units at 165% of the offering price. As a result of the foregoing, the Company received $2,415,064 of proceeds ($1,517,666 after underwriting fees and other expenses).

As of June 30, 2003, the Company has received $1,232,966 of net proceeds from the exercise of 2003 Warrants for which it has issued 1,655,440 shares of its common stock.

The following table sets forth changes in stockholders' equity since December 31, 2002:

	Common Stock, $.01 Par Value Outstanding		Additional	Deficit Accu During
	No. of shares	Amount	Paid in Capital	Development
Balance at December 31, 2002	4,118,897	41,189	19,049,406	(17,453,805
Sale of Stock May 20, 2003 .. including underwriter's exercise of overallotment option, net of related costs	3,895,155	38,952	1,478,646	--
Proceeds from sale of ..... underwriters' unit option	--	--	68	--
Exercise of 2003 Warrants ...	1,655,440	16,554	1,216,412	--
Net loss for six months ended				

June 30, 2003	--	--	--	(1,067,256
Balance at June 30, 2003	9,669,492	$ 96,695	$ 21,744,532	$(18,521,061

Note 6: Stock Option Plan

The Company has historically accounted for its employee stock option plans in accordance with the provisions of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. As such, compensation expense is recorded on the date of grant only if the current fair market value of the underlying stock exceeds the exercise price.

Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation" permits entities to recognize as expense over the vesting period the fair value of all stock-based awards on the date of grant. Alternatively, SFAS No. 123 also allows entities to continue to apply the provisions of APB

date of grant. Alternatively, SFAS No. 123 also allows entities to continue to apply the provisions of APB Opinion No. 25 and provide pro forma net income (loss) and pro forma earnings (loss) per share disclosures for employee stock option grants as if the fair-value-based method defined in SFAS No. 123 had been applied. The Company has elected to continue to apply the provisions of APB Opinion No. 25 and provide the pro forma disclosure required by of SFAS No. 123.

Had compensation cost for the Company's stock option grants been determined based on the fair value at the grant dates consistent with the methodology of SFAS No. 123, the Company's net loss and net loss per share for the six months ended June 30, 2003 and 2002 would have been increased to the pro forma amounts indicated as follows:

	Three Months Ended June, 30,		Six Months Ended June, 30,	
	2003	2002	2003	2002
Net loss, as reported	$ (536,615)	$ (398,939)	$(1,067,256)	$ (973,878)
Stock-based employee compensation expense included in net loss, net of related tax effects	0	0	0	0
Stock-based employee compensation determined under the fair value based method, net of related tax effects ..	(14,432)	(8,638)	(31,410)	(17,277)
Pro forma net loss	(551,047)	(407,577)	(1,098,666)	(991,155)
Loss per share (basic and diluted):				
As reported	$ (0.09)	$ (0.10)	$ (0.21)	$ (0.24)
Pro forma	$ (0.09)	$ (0.10)	$ (0.21)	$ (0.25)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

(a) Plan of Operation

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements which are subject to certain risks and uncertainties that can cause actual results to differ materially from those described. Factors that may cause such differences include, but are not limited to, uncertainties relating to our ability to successfully complete Phase III clinical trials and secure regulatory approval of any of our current or future drug-delivery systems and uncertainties regarding our ability to obtain financial and other resources for our research, development and commercialization activities. These factors, and others, are discussed from time to time in the Company's filings with the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date they are made. We undertake no obligation to publicly update or revise these forward-looking statements to reflect events or circumstances after the date they are made.

OVERVIEW

Since our founding in 1988 by a team of physicians, we have been a development stage company engaged primarily in developing and testing the Delcath system for the treatment of liver cancer. A substantial portion of our historical expenses have been for the development of our medical device, the clinical trials of our product and the vigorous pursuit of patents worldwide, which now total nine. We expect to continue to incur significant losses from expenditures for product development, clinical studies, securing patents, regulatory activities, manufacturing and establishment of a sales and marketing organization without any significant revenues. A detailed description of the cash used to fund historical operations is included in the financial statements and the notes thereto. Without an FDA-approved product and commercial sales, we will continue to be dependent upon existing cash and the sale of equity or debt to fund future activities. While the amount of future net losses and the time required to reach profitability are uncertain, our ability to generate significant revenue and become profitable will depend on our success in commercializing our device.

During 2001, Delcath initiated the clinical trial of the system for isolated liver perfusion using the chemotherapy agent, melphalan. The Phase I clinical trial at the National Cancer Institute ("NCI") marked an expansion in the potential labeled usage beyond doxorubicin, the chemotherapy agent used in our initial clinical trials.

In June 2003, we reported that the NCI researchers using our technology achieved anti-tumor activity in 75 per cent (six of eight) of subjects with inoperable metastatic liver cancers that began as ocular melanoma. The results were excerpted from a presentation made by the project's principal and associate investigator at the NCI to the American Society of Clinical Oncology at its annual meeting on June 1.

Overall, eighteen patients have been evaluated in the study. A full forty per

cent (four of ten) of patients with some form of metastatic liver cancer experienced either anti-tumor activity or clinically significant tumor reductions. Three patients are still on treatment, and have not yet been evaluated. The findings showed that melphalan can be used much more aggressively than originally thought, and investigators reported encouraging efficacy at higher dose levels. There were no unmanageable toxicities reported. We believe that the NCI's results follow and in some cases improve on the tumor response trends experienced in early Phase I and II studies using doxorubicin at MD Anderson and Yale Medical School.

Enrollment of new patients by the NCI in the Phase I trial will continue further into 2003.

NCI is currently preparing a clinical trial protocol for a Phase II trial of melphalan, based on the data collected in the Phase I study. Enrollment in this Phase II study is expected to begin before the end of this year.

We are finalizing arrangements with the Sydney Melanoma Unit of the University of Sydney, Sydney Cancer Centre to proceed with recruiting patients for a Phase III study of the Delcath drug delivery system using doxorubicin for inoperable cancer in the liver.

Over the next 12 months, we expect to continue to incur substantial expenses related to the research and development of our technology, including Phase III clinical trials using doxorubicin with the Delcath system and Phase I and II clinical trials using melphalan with the Delcath system. Additional funds, when available, will be committed to pre-clinical and clinical trials for the use of other chemotherapy agents with the Delcath system for the treatment of liver cancer, and the development of additional products and components.

Liquidity and Capital Resources

We stated in our Annual Report on Form 10-KSB for the year ended December 31, 2002 that, without raising any additional funds, we anticipated that our available funds would be sufficient to meet our anticipated needs for working capital and capital expenditures through at least the next 12 months. The funds we raised in our common stock offering that closed in May, discussed below, was less than we originally planned. Therefore, the Company intends to make efforts to raise additional funds in the next 12 months. The Company is not projecting any capital expenditures that will significantly affect the Company's liquidity during the next 12 months unless we raise additional funds. Our cash and cash equivalents and certificates of deposit balance at June 30, 2003 was $3,666,261.

Our future liquidity and capital requirements will depend on numerous factors, including the progress of our research and product development programs, the success or failure of our clinical studies, the timing and costs of making various United States and foreign regulatory filings, obtaining approvals and complying with regulations, the timing and effectiveness of product commercialization activities including marketing arrangements overseas, the timing and costs involved in preparing, filing, prosecuting, defending and enforcing intellectual property rights and the effect of competing technological and market developments.

Our future results are subject to substantial risks and uncertainties. We have operated at a loss for our entire history and we may never achieve consistent profitability. We had working capital at June 30, 2003 of $3,279,883. We expect

to require additional working capital in the future and such working capital may not be available on acceptable terms, if at all. In addition, we may need additional capital in the future to fully implement our business strategy.

In May 2003, we issued 3,387,095 shares of common stock and an equal number of 2003 Warrants upon the closing of an underwritten public offering. In June 2003, we issued an additional 508,060 shares of common stock and an equal number of 2003 Warrants upon exercise in full of the overallotment option we had granted to the underwriters. During June 2003, 1,655,440 of the 2003 Warrants were exercised. As a result of the issuances and exercises, we received net proceeds of approximately $2.8 million. We plan to use the net proceeds to fund, in part, the Phase III clinical trial using doxorubicin and the Phase II clinical trial at The National Cancer Institute using melphalan. We also anticipate using a portion of the net proceeds to hire an additional employee.

Application of Critical Accounting Policies

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Certain accounting policies have a significant impact on amounts

reported in the financial statements. A summary of those significant accounting policies can be found in Note 1 to the Company's financial statements included in the Company's 2002 Annual Report on Form 10-KSB. The Company has not adopted any significant new accounting policies during the six months ended June 30, 2003, but has reclassified its Statements of Operations to reflect cost and expense accounts on a functional basis for 2002 and prior.

(b) Management's Discussion and Analysis of Financial Condition and Results of Operations

Not Applicable.

ITEM 3. CONTROLS AND PROCEDURES

Based on an evaluation of the Company's disclosure controls and procedures performed by the Company's Chief Executive Officer and its Chief Financial Officer within 90 days of the filing of this report, the Company's Chief Executive Officer and its Chief Financial Officer concluded that the Company's disclosure controls and procedures have been effective.

As used herein, "disclosure controls and procedures" means controls and other procedures of the Company that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms issued by the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to the Company's management, including its principal executive officer or officers and its principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Since the date of the evaluation described above, there were no significant

changes in the Company's internal controls or in other factors that could significantly affect these controls, and there were no corrective actions with regard to significant deficiencies and material weaknesses.

PART II
OTHER INFORMATION

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS.

(a) - (c) Not applicable.

(d) Use of Proceeds. The effective date of our first registration statement, filed on Form SB-2 under the Securities Act of 1933 (No. 333-39470) relating to our initial public offering of our Common Stock, was October 19, 2000. Net proceeds to Delcath were approximately $5.4 million. From the time of receipt through June 30, 2003, all of the net proceeds have been expended as shown in the table below.

	Actual th June 30,
Research and development:	
Phase III clinical trials using the Delcath system with doxorubicin	$2,2
Phase I clinical trials using the Delcath system with melphalan	$1,2
Product development costs	
Research and development stage clinical trials for other chemotherapy Agents	$
Repayment of indebtedness	$2
Working capital, equity raising and general corporate purposes	$1,4
Total	$5,3

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On June 4, 2003, the Company held its 2003 Annual Meeting of Stockholders. At the meeting, the stockholders voted to elect Class III directors of the Company to hold office until the Annual Meeting of Stockholders in 2006 and until their successors are elected and qualified. The stockholders voted 3,326,264 shares in favor of electing each of Mark A. Corigliano and Victor Nevins to serve as Class III directors and withheld the authority to vote 1,500 shares. The term of office for Daniel Isdaner will continue until the Annual Meeting of Stockholders in 2004. The term of office for each of M. S. Koly and Samuel Herschkowitz, M. D. will continue until the Annual Meeting of Stockholders in 2005. No other matter was submitted for vote by the stockholders.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits.

99.1 Certification of Chief Executive Officer Pursuant to 18

U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K.

The Company filed a Current Report on Form 8-K, dated May 20, 2003, responding to Item 5 and issuing pro forma stockholders' equity numbers as of March 31, 2003, upon the closing of an underwritten public offering of the Company's securities, in the form of units, as if such proceeds had been received as of March 31, 2003.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DELCATH SYSTEMS, INC.
(Registrant)

Date: July 30, 2003

/s/ Thomas S. Grogan

Thomas S. Grogan
Chief Financial Officer (on behalf of the registrant and as the principal financial and accounting officer of the registrant)

CERTIFICATION
BY CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14

I, M. S. Koly, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of DELCATH SYSTEMS, INC.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant is made known to us by others within the registrant, particularly during the period in which this quarterly report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were any significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: July 25, 2003

/s/ M.S. Koly

M. S. Koly
Chief Executive Officer
(Principal executive officer)

CERTIFICATION
BY CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14

I, Thomas S. Grogan, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of DELCATH SYSTEMS, INC.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant is made known to us by others within the registrant, particularly during the period in which this quarterly report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls: and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were any significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: July 25, 2003

/s/ Thomas S. Grogan

Thomas S. Grogan
Chief Financial Officer
(Principal financial officer)

EXHIBIT INDEX

No.	Description
99.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.