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/      OMB APPROVAL      /
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|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>[-] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940</p> |
|---------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

[ ] Form 4 Transactions Reported

|        |         |          |
|--------|---------|----------|
| Good   | Steven  |          |
| (Last) | (First) | (Middle) |

(Street)

(City) (State) (Zip)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

5. If Amendment, Date of Original (Month/Year)

[X] Director      [ ] Officer      [ ] 10% Owner      [ ] Other  
(give title below)      (specify below)

Form Filed by More than One Reporting Person

| 1. Title of Security<br>(Instr. 3) | 2. Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3. Trans-<br>action<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at the<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of In-<br>direct<br>Bene-<br>ficial<br>Owner-<br>ship<br>(Instr. 4) |
|------------------------------------|---------------------------------------------------------|-------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
|                                    |                                                         |                                           | Amount (A) or<br>(D) Price                                              |                                                                                                                     |                                                                                 |                                                                                  |

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\* If the form is filed by more than one reporting person, see instruction  
4(b)(v).

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|
|                                            |                                                        |                                      |                                | (A)                                                                                     | (D) |
| Options to Purchase Common Stock           | \$7.70                                                 | 11/17/99                             | A5                             | 5,000                                                                                   |     |
|                                            | \$9.48                                                 | 2/7/00                               | A5                             | 5,000                                                                                   |     |
| Options to Purchase Common Stock           | \$3.44                                                 | 4/18/01                              | A                              | 7,500                                                                                   |     |
|                                            |                                                        |                                      |                                |                                                                                         |     |
|                                            |                                                        |                                      |                                |                                                                                         |     |
|                                            |                                                        |                                      |                                |                                                                                         |     |
|                                            |                                                        |                                      |                                |                                                                                         |     |
|                                            |                                                        |                                      |                                |                                                                                         |     |
|                                            |                                                        |                                      |                                |                                                                                         |     |

\* Vested over four year period from the date of grant.

| 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|--------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|
| Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                            |                                                                                 |                                                                             |                                                        |
| *                                                        | 11/17/04        | Common Stock                                                  | 5,000                      |                                            | 5,000                                                                           | D                                                                           |                                                        |
| *                                                        | 2/7/05          | Common Stock                                                  | 5,000                      |                                            | 5,000                                                                           | D                                                                           |                                                        |
| *                                                        | 4/18/06         | Common Stock                                                  | 7,500                      |                                            | 7,500                                                                           | D                                                                           |                                                        |
|                                                          |                 |                                                               |                            |                                            |                                                                                 |                                                                             |                                                        |
|                                                          |                 |                                                               |                            |                                            |                                                                                 |                                                                             |                                                        |
|                                                          |                 |                                                               |                            |                                            |                                                                                 |                                                                             |                                                        |
|                                                          |                 |                                                               |                            |                                            |                                                                                 |                                                                             |                                                        |
|                                                          |                 |                                                               |                            |                                            |                                                                                 |                                                                             |                                                        |
|                                                          |                 |                                                               |                            |                                            |                                                                                 |                                                                             |                                                        |

Explanation of Responses:

\* Vested over four year period from the date of grant.

/s/ Steven Good8/10/01

\*\*Signature of Reporting PersonDate

\*\* 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.