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

| +                                            |                                   | +                        |                           |                        | -+                                                                       | +                           | +-                                  |                                                  | +          |  |
|----------------------------------------------|-----------------------------------|--------------------------|---------------------------|------------------------|--------------------------------------------------------------------------|-----------------------------|-------------------------------------|--------------------------------------------------|------------|--|
| 1. Title of Security<br> <br> <br> <br> <br> | action  <br>  Date  <br>  (Month/ | Trans-  4. action   Code | Securities<br>or Disposed | Acquired (A)<br>of (D) | 5. Amount of<br>  Securities<br>  Beneficially<br>  Owned at<br>  End of | ship<br>Form<br>Dire<br>(D) | hip  <br>orm:  <br>irect  <br>D) or | 7. Nature<br>of In-<br>direct<br>Bene-<br>ficial |            |  |
| <br>                                         | Day/ +<br>  Year)  Cod<br>+       | le  V  Am                | ount  A/                  | +<br>D  Price<br>+     | -+ Month<br> <br>-+                                                      |                             | ndirect <br>I)  <br>+-              | Owner-<br>ship                                   | <br> <br>+ |  |
| Common Stock<br>Common Stock<br>Common Stock | 01/03/2002 M                      | 42                       | 062 A                     | \$3.0900               | 793106<br>118182<br>450                                                  | D<br>I<br>I                 |                                     | Trustee<br>Custodian                             |            |  |

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

| 1.<br> 1.  | -+<br> 2.<br> | +<br> 3.<br> | +<br> 4.<br> | +<br> 5.<br> | +<br> 6.<br>        | +-<br> 7<br> | 7.       |           |            | +<br> 9.<br> Number | +<br> 10.<br> Owner- | ++<br> 11.  <br> |
|------------|---------------|--------------|--------------|--------------|---------------------|--------------|----------|-----------|------------|---------------------|----------------------|------------------|
| į          | į             | į            | į            | į            | į                   | į            |          |           |            | of                  | ship                 | į į              |
|            | 1             |              |              |              | I                   | ı            |          |           |            | Deriv-              | Form of              |                  |
|            |               |              |              |              |                     | T            | Γitle ar | nd Amount |            | ative               | Deriv-               |                  |
|            | 1             |              |              |              |                     | 0            | of Under | rlying    |            | Secur-              | ative                | Nature           |
| İ          | Conver-       |              | 1            | Number of    | 1                   | S            | Securiti | ies       |            | ities               | Secur-               | of               |
| 1          | sion or       |              | 1            | Derivative   | Date Exercisable    | +-           |          | +         | +          | Benefi-             | ity:                 | In-              |
|            | Exercise      |              | 1            | Securities   | and Expiration Date | 9            |          | Amount    |            | cially              | Direct               | direct           |
| 1          | Price of      | Transac-     | Transac-     | Acquired(A)  | (Month/Day/Year)    |              |          | or        | İ          | 0wned               | (D) or               | Bene-            |
| Title of   | Deriv-        | tion Date    | tion Code    | Disposed(D)  | +                   | +            |          | Number    | Price of   | at End              | In-                  | ficial           |
| Derivative | ative         | (Month/      | +            | +            | +Date Exer- Expira- |              |          | of        | Derivative | of                  | direct               | Owner-           |
| Security   | Security      | Day/Year)    | Code  V      | (A)  (D)     | cisable  tion Dat   | :е  Т        | Γitle    | Shares    | Security   | Month               | (I)                  | ship             |
| +          | -+            | +            | +            | +            | +                   | +-           |          | +         | +          | +                   | +                    | ++               |

Stock Options \$3.09 12/15/2000 A 42062 01/01/2002 12/14/2015 Common 42062 \$0.0000 D (Right to buy) Stock Stock Options \$3.09 01/03/2002 M 42062 01/01/2002 12/14/2015 Common 42062 \$3.0900 0 D (Right to buy) Stock

 ${\bf Explanation} \ \ {\bf of} \ \ {\bf Responses:}$ 

These options were granted pursuant to the Issuer's Deferred Compensation Program based on elections made in 2000 to defer income becoming payable in 2001 and are exempt under Rule 16b-3. Since the number of shares subject to option could not be determined until 2001 compensation levels were determined, these options did not become reportable until the 2001 Form 5. However, since the exercise of the options became reportable on the Form 4 preceding the filing date of the Form 5, the grant is being reported on the Form 4.

SIGNATURE OF REPORTING PERSON /s/ Bob L. Gaddy

DATE 02/07/2002