

Edgar Filing: BROWN SPENCER - Form 4

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
 (e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative Security (Instr. 3)	Conversion/Exercise Price of Derivative Security	Trans- action Date (Mo./Day/Year)	Trans- action Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)
Options to Purchase Common Stock	\$1.57	12/13/01	A	25,000	immediately 12/13/06	Common Stock 25,000	--

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

/s/ SPENCER BROWNE

01/4/2002

Spencer Browne

Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

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If space provided is insufficient, see Instruction 6 for procedure.