

Edgar Filing: CAPE EDWARD G - Form 3

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price Derivative Security | 5. Ownership Percentage Derivative Direct (D) Indirect (I) (Instr. 5) |
|--|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock | (1) | 1/24/05 | Common Stock | 100,000 |
| | | | | \$1.57 |
| | | | | D |

Explanation of Responses:

(1) 50,000 vested on January 24, 2002 and 50,000 shall vest on July 1, 2002.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ EDWARD G.

 EDWARD G. CAP

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.