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7. Individual or Joint/Group Reporting (check applicable line)

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3) |
|------------------------------------|---|---|---|---|
|------------------------------------|---|---|---|---|

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

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(Continued)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exercise Price of Deriv- ative Security | 3. Trans- action Date (Month/ Day/ Year) | 4. Transac- tion Code (Instr. 8) |
|---|--|---|--|
|---|--|---|--|

Stock option

\$0.86

3/22/01

A

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(right to buy)

| 6. Date Exer- cisable and Expiration (Month/Day/ Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Deriv- ative Secur- ity (Instr. 4) | 9. Number of Deriv- ative Secur- ities Bene- ficially Owned At End of Year | 10. Own shi of riv Sec rit Dir (D) Ind rec |
|--|-------------------------|---|--|---|---|
| Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | | |

| | | | | | |
|------------|---------|-----------------|---------|--|---------|
| See note 1 | 3/21/11 | Common stock | 153,000 | | 153,000 |
|------------|---------|-----------------|---------|--|---------|

Explanation of Responses:

- Options granted vest over a four-year period. 25% of the options vest on March 21, 2002. The remaining options vest ratably on a quarterly basis over the remaining term of the options, beginning one calendar quarter after March 22, 2002.

/s/ Derek Palaschuk 2/8/02

 Derek Palaschuk Date
 **Signature of Reporting Person

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

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

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