### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C.  20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

<table>
<thead>
<tr>
<th>Security Title</th>
<th>Transaction Date</th>
<th>Transaction Code</th>
<th>Amount</th>
<th>Price</th>
<th>Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>common stock</td>
<td>08/05/02</td>
<td>P</td>
<td>5,000</td>
<td>$1.75</td>
<td>A</td>
</tr>
</tbody>
</table>

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**OMB APPROVAL**

OMB Number: 3235-0362
Expires: December 31, 2001
Estimated average burden hours per response... 1.0
<table>
<thead>
<tr>
<th>Security (Instr. 3)</th>
<th>Exercise Price of Derivative Security</th>
<th>action Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Expiration Date (Month/Day/Year)</th>
<th>Securities (Instr. 3 and 4)</th>
<th>Derivative Security (Instr. 5)</th>
<th>Derivative Securities Beneficially Owned at End of Month (Instr. 4)</th>
<th>Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Beneficial Ownership (Instr. 4)</th>
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</tbody>
</table>

Explanation of Responses:

/s/ Kevin S. Flannery
**Signature of Reporting Person

August 13, 2002

Date

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

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