



FORM 4  
 (CONTINUED)  
 TABLE II --  
 DERIVATIVE  
 SECURITIES  
 ACQUIRED,  
 DISPOSED OF,  
 OR  
 BENEFICIALLY  
 OWNED (E.G.,  
 PUTS, CALLS,  
 WARRANTS,  
 OPTIONS,  
 CONVERTIBLE  
 SECURITIES)

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-- |1. Title  
 of

Derivative |  
 2. Conver- |  
 |3. Trans- |  
 |4. Trans- |  
 |5. Number |  
 of | 6. Date  
 Exer- |7.  
 Title and  
 Amount |8.  
 Price | |  
 Security |  
 sion or |  
 action |  
 action |

Derivative |  
 cisable and  
 | of  
 Underlying |  
 of | |  
 (Instr. 3) |  
 Exercise |  
 Date | Code  
 | Securities  
 | Expiration  
 | Securities  
 | Deriv- | |  
 | Price of |  
 (Month/|  
 (Instr.|

Acquired (A)  
 | Date |  
 (Instr. 3  
 and 4) |  
 ative | | |  
 Deriv- |  
 Day/ | 8) |  
 of Disposed  
 |  
 (Month/Day/  
 | | Secur- |  
 | | ative |  
 Year) | | or  
 (D) | Year)  
 | | ity | |  
 | Security |  
 | | (Instr.  
 3, | | |  
 (Instr. 5)|  
 | | | | 4,  
 and 5) |-----

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 -|-----  
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 | | | | |  
 | Date  
 |Expira- | |  
 Amount or| |  
 | | | |-----  
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Exer- |tion  
 | Title |  
 Number of| |  
 | | | |  
 Code| V |  
 (A) | (D) |  
 cisable|Date  
 | | Shares |  
 | |-----





December 1,  
2001. \*\*  
Intentional  
misstatements  
or omissions  
of facts  
constitute  
Federal  
Criminal /s/  
Stephen P.  
Zelnak, Jr.  
1/10/2002  
Violations.  
See 18  
U.S.C. 1001  
and 15  
U.S.C.  
78ff(a). ---  
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Signature of  
Reporting  
Person(1)  
Date Stephen  
P. Zelnak,  
Jr. Note.  
File three  
copies of  
this form,  
one of which  
must be  
manually  
signed. Page  
2 If space  
provided is  
insufficient,  
see  
Instruction  
6 for  
procedure.  
(Print or  
Type  
Responses)