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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)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3)
			(A) or Amount (D) Price	

* 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)
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Stock option

\$0.86

3/22/01

A

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(right to buy)

6. Date Exercisable and Expiration (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 4)	9. Number of Derivative Securities Beneficially Owned At End of Year	10. Ownership of Derivative Securities (D) Indirect
Date Exercisable	Expiration Date	Title Amount or Number of Shares			

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