

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (month/day/year) | 3. Transaction Code (Instr. 8) | 4. Transaction Code |
|------------------------------------|---|-----------------------------------|---------------------|
| Common Stock, \$.01 par value | 08/26/2002 | P | V |

Table I - Continued

| 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount - (A) - Price or (D) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|--|
| 750 A \$20.20 | 750 | D | |
| | | | |
| | | | |
| | Total: 750 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (mm/dd/yy) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (mm/dd/yy) |
|---|--|-----------------------------------|-----------------------------------|---|---|
| | | | | | |

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|--|--|--|--|--|--|
| | | | | Disposed of (D) (Instr. 3, 4 and 5) | |
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| | | | | | |

Table II - Continued

| 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--|---|--|
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Explanation of Responses:

/s/ Alan Gilman

August 26, 2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 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. If space is insufficient, see Instruction 6 for procedure.