

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

FORM 5
(CONTINUED)
TABLE II --
DERIVATIVE
SECURITIES
ACQUIRED,
DISPOSED OF,
OR
BENEFICIALLY
OWNED DENNIS
E. FOSTER
(E.G., PUTS,
CALLS,
WARRANTS,
OPTIONS,
CONVERTIBLE
SECURITIES)

```
-----
-- 1. Title of Derivative
2. Conversion Factor
3. Trans- 4. Trans- 5. Number of 6. Date Exer-
7. Title and Amount 8. Price
Security sion or action
Derivative action
cisable and of
Underlying of (Instr.
3) Exercise Date Code
Securities
Ac-
Expiration Securities
Deriv- Price
of (Month/
(Instr. 8)
quired (A)
or Date
(Instr. 3
and 4) ative
Deriv- Day/
Disposed of
(D)
(Month/Day/
Secur- ative
Year)
(Instr. 3,
4, Year) ity
Security and
5) (Instr.
5) -----
-- Date
Expira-
Amount or --
- Exer- tion
Title Number
of (A) (D)
cisable Date
Shares - ---
-----
```


Explanation
of
Responses:
/s/ Dennis
E. Foster
February 4,
2002 -----

Signature of
Reporting
Person(1)
Date (1)
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. Page
2 If space
provided is
insufficient,
see
Instruction
6 for

procedure.
Potential
persons who
are to
respond to
the
collection
of
information
contained in
this form
are not
required to
respond
unless the
form
displays a
currently
valid OMB
number