

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person accepted the issuer's offer to exercise the reported securities at a reduced exercise price of \$0.19. In accordance with

(1) Rule 16b-3 of the Securities Exchange Act of 1934, the issuer granted the reporting person the additional shares of common stock as partial consideration for his early exercise.

(2) Held as custodian for the reporting person's children.

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