ROCCA CURTIS M Form 4

December 16, 2002

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

> U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> > FORM 4

STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940							
1.	Name and Address of Reporting Pe	rson*						
	Rocca	Curtis	М.					
	(Last)	(First)	(Middle)					
	9712 Merriweather Court							
		(Street)						
	Granite Bay	CA	95746					
	(City)	(State)	(Zip)					
 2.	Issuer Name and Ticker or Trad							
3.	IRS Identification Number of Rep	orting Person, if an	Entity (Voluntary)					
4.	Statement for Month/Year							
	12/02							
5.	If Amendment, Date of Original (Month/Year)						
6.	Relationship of Reporting Pers	on(s) to Issuer	:======================================					

(Check all applicable)

x Director _ Officer (give t		i_	10% Owner Other (speci				
7. Individual or Joint/0		heck applica					
<pre> x Form filed by One Reporting Person _ Form filed by more than One Reporting Person</pre>							
					;		
Table I No	on-Derivative S or Benefi	ecurities Ac cially Owned	-	ed of,			
		=======	=======	:========	:		
	2.	Date, if any		4. Securities Acqu Disposed of (D) (Instr. 3, 4 an	ıd 5)		
1. Title of Security	Trans- action Date		Code (Instr. 8)		(A) or		
(Instr. 3)				Amount		Price	
Common Stock	12/13/02		Р	2000	А	2.85	
					:====		
Reminder: Report on a second directly			of securities	beneficially			
* If the form is filed & 4(b)(v).	by more than on	e reporting	person, see In	struction			
				(Over) SEC 1474(3-99)			
FORM 4 (continued)							
Table II DERIVATIVE S (e.g., puts, ca	SECURITIES ACQUalls, warrants,		•				
			========		:		

	2. Conversion or Exercise Price	3 D 3. E Trans- i action D	3A. Deemed	4. Trans- action Code (Instr. 8)	of(D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security	of Deriv- ative		ion Date if any				(Month/D Date	ay/Year)		Amount or Number of
(Instr. 3)		yy) 	yy) 	Code V	(A)		cisable		Title	Shares
Explanation	of Respo	nses:				======				
/s/ CURTIS	M. ROCCA	III, by M	Michael Fr	riedlander	r, Atto	rney	12/	16/02		
**Sig	nature of	Reportin	ng Person			-		ate	- -	
			ents or om See 18 U.S					ral		

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Page 2

POWER OF ATTORNEY

KNOW EVERYONE BY THESE PRESENTS, which are intended to constitute a GENERAL POWER OF ATTORNEY pursuant to Article 5, Title 15 of the New York General Obligations Law:

IN WITNESS WHEREOF, Curtis M. Rocca III has hereunto set his hand and seal on this day of August 27, 2002.

By: /s/ Curtis M. Rocca III

State of New York

County of Queens ss.:

On August 27, 2002, before me came Curtis M. Rocca III, to me known, and known to me to be the individual described in and who executed the foregoing instrument, and duly acknowledged to me that he executed the same.

/s/ Zvi N. Raskin ----Notary Public

Registration # 02RA4954828 Commission Expires Nov. 9, 2005