

Edgar Filing: STERLING DAVID - Form 4

Secretary

7. Individual or Joint/Group Filing (Check applicable line)

- [X] Form Filed By One Reporting Person
[] Form Filed By More Than One Reporting Person

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TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,
OR BENEFICIALLY OWNED

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1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/Year)	2A. Deemed Execution Date, if any (Month/ Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price
Common Stock	February 5, 2003		J(1)		1,700,000	A	\$0.01 per share

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

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

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

(Over)
SEC 1474 (9/02)

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SCHEDULE A

EXPLANATION OF REPSONSES

1. On February 5, 2003, Mr. Sterling formally elected to convert an aggregate of \$17,000 of loans and other obligations owed to him by the Company into 1,700,000 shares of common stock