

Edgar Filing: WINTERS THOMAS F - Form 5

5. If Amendment, Date of Original (Month/Year)

n/a

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

- Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and Chief Executive Officer

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

- Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount Security Beneficially Owned as of Fiscal (Instr. and 4)
			Amount	or (D)	Price	
Common Stock	--	3	5,250,000	--	--	5,250,000

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Explanation of Responses:

The Reporting Person's position as an officer, director and 10% beneficial owner when the shares of the Issuer were registered pursuant to Section 12(g), on February 16, 2000, triggered the filing of a Form 3. The Reporting Person joined with other reporting persons for the purpose of acquiring shares of the Issuer, on or about October 23, 2001.

/s/ Thomas F. Winters, M.D.

February 14, 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 provided is insufficient, see Instruction 6 for procedure.

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