

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
				Code	V	(A)	(D)								
"Series A" Convertible	\$0.001	12/31/2003	12/31/2003	P		204,000	(1)	(2)	(3)	Common Stock	204,000 (2)	\$1	204,000	D	
Preferred Stock													(2)		

Explanation of Responses:

See attached "FOOTNOTES" page.

** 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 is insufficient, see Instruction 6 for procedure.

s/ Larry Swift by Richard G. Boyce (power of attorney)

** Signature of Reporting Person

1/7/2004

Date

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.

- 1 Payment in lieu of cash for accrued salary for period August 2002 through December 2003.
- 2 These "Series A" Preferred Shares are convertible into 204,000,000 shares of Common Stock at the option of the holder and at such time as a sufficient number of authorized common shares are available from the Issuer. The shares of "Series A" Convertible Preferred Stock are convertible into shares of Common Stock on a 1:1,000 basis, subject to adjustment for stock splits, consolidations and stock dividends.
- 3 The "Series A" Convertible Preferred Stock carries no expiration date.