## FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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(h) of the Investment Company Act of 1940

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB	APP	RO۱	/AL

OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response.

Name and Address of Reporting Person*  Vassalluzzo, Scott J.		2. Date of Event Requiring Statement Month/Day/Year	quiring Statement		6. If Amendment, Date of Original (Month/Day/Year)		
(Last)	(First)	(Middle)	11/01/2002				
323 Railroad Avenu	e		3. I.R.S. Identification	5. Relationship of Report (Check all applicable)	ing Person(s) to Issuer	7. Individual or Joint/Group	
Greenwich, CT 0	(Street) 6830		Number of Reporting Person, if an entity (voluntary)	_ Director X 10% Owne _ Officer (give title below) X Other (specify below)	Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)				f <u>Section 13(d) Group</u>	
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr.4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock, \$.0	1 par value		2,012,000	I	(1) By Idoya Partners		
Common Stock, \$.0	1 par value		1,783,000	1	(2) By Prescott Associates		
Common Stock, \$.0	1 par value		104,500	I	(3) By Prescott International Partners		
Common Stock, \$.0	1 par value		54,000	I	(4) By Vassalluzzo Family Accounts		
Common Stock, \$.0	1 par value		9,500	D			

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	Underlying Securities (Instr. 4)	sion or Exercise Price of Deri- vative Security	5. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr.5)	6. Nature of Indirect Beneficial Ownership (Instr.5)
	DE / ED	Title / Amount or Number of Shares			

**Explanation of Responses:** 

- 1) These shares are owned directly by Idoya Partners ("IP"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of IP. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-1(a)(2)(ii)(B).
- (2) These shares are owned directly by Prescott Associates ("PA"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of PA. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-1(a)(2)(ii)(B).
- (3) These shares are owned directly by Prescott International Partners ("PIP"), a member of a Section 13(d) Reporting Group, and indirectly by the Reporting Person as a general partner of PIP. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under 16a-1(a)(2)(ii)(B).
- (4) These shares are owned directly by certain members of the Reporting Person's family. The Report ing Person disclaims beneficial ownership of these shares.

/s/ Scott J. Vassalluzzo
\*\* Signature of Reporting Person

11/05/2002

\*\* 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. 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.