## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>®</sup> CHURCHILL WINSTON J				AM	Suer Name and Tick	NOLO	GY	INC [ AN		ationship of Reporti k all applicable) Director		lssuer Owner	
(Last)	(First)	(Middle)			te of Earliest Trans 6/2004	action (iv		Officer (give title below)	Other below	r (specify /)			
SCP PRIVATE EQUITY PARTNERS, L.P. 1200 LIBERTY RIDGE DRIVE, SUITE 300				4. lf /	Amendment, Date c	of Origina	l Fileo	d (Month/Day	6. Indi Line) X	ridual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person			
(Street) WAYNE	РА	19087									Form filed by Mo Person		
(City)	(State)	(Zip)											
		Table I - N	lon-Deriva	ative	Securities Acq	uired,	Disp	oosed of,	or Ben	eficially	Owned		
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (II 8)		4. Securitie Disposed C and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
					Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock	k		05/06/20	004		Р		300	A	\$8.67	1,412,700	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stoc	k		05/06/20	004		Р		300	A	\$8.67	1,413,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stocl	k		05/06/20	004		Р		300	A	\$8.7	1,413,300	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stoc	k		05/06/20	004		Р		300	A	\$8.7	1,413,600	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stoc	k		05/06/20	004		Р		300	A	\$8.71	1,413,900	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stoc	k		05/06/20	004		Р		300	A	\$8.9	1,414,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stoc	k		05/06/20	004		Р		400	A	\$8.89	1,414,600	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (In 8)		4. Securitie Disposed C and 5)	s Acquire of (D) (Ins	ed (A) or tr. 3, 4	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/06/2004		Р		400	A	\$8.76	1,415,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.81	1,415,400	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.81	1,415,800	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.81	1,416,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.82	1,416,600	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.84	1,417,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.89	1,417,400	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.9	1,417,800	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.75	1,418,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.74	1,418,600	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.88	1,419,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	th/Day/Year) Execution Date, Transaction Code (Instr. and 5) Execution Beneric Owner (Month/Day/Year) 8) Code (Instr. and 5) Owner		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership				
			Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	05/06/2004		Р		400	A	\$8.69	1,419,400	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.76	1,419,800	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.74	1,420,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.64	1,420,600	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.67	1,421,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.69	1,421,400	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.62	1,421,800	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.7	1,422,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.7	1,422,600	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.71	1,423,000	I	SCP Private Equity Partners II, L.P <sup>(1)</sup>
Common Stock	05/06/2004		Р		400	A	\$8.71	1,423,400	I	SCP Private Equity Partners II, L.P <sup>(1)</sup>

		Tabl	e I - Non-Deriv	ative \$	Secu	urities A	Acq	uired, D	Disp	osed of	f, or	Bene	eficia	lly Own	ed		
1. Title of Security (Instr. 3) Common Stock			2. Transac Date (Month/Da		Exec if an	fany		3. Transaction Code (Instr. 8)			ities Acquired (A) or d Of (D) (Instr. 3, 4			r 5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
				05/06/2004				Code	v	Amount	(A) or (D)		Price	Repo Trans		(Instr. 4)	(Instr. 4)
			05/06/2					Р		400	A		\$8.7	2 1,	423,800	I	SCP Private Equity Partners II, L.P <sup>(1)</sup>
		Та	ble II - Derivat (e.g., p											Owned	I		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	n Date E (Month/Day/Year) if	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transad Code (I 8)			ve es d	6. Date Ex Expiration (Month/Da	Date	9	Amou Secur Unde Deriv	itle and punt of urities erlying vative urity (Instr. d 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownershi
				Code	v	(A) (D		Date Exercisabl		xpiration ate	Title	or Nu of	nount mber ares				

Explanation of Responses:

1. The reporting person is a limited partner of SCP Private Equity II General Partner L.P., the general partner of SCP Private Equity Partners II, L.P. ("SCP"). The reporting person disclaims beneficial ownership of the securities held by SCP, except to the extent of his pecuniary interest therein.

/s/ Winston J. Churchill

\*\* Signature of Reporting Person

<u>05/10/2004</u> Date

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

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* 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.

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