FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL							
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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*  CHURCHILL WINSTON J			suer Name <b>and</b> Tick				(Checl	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 05/05/2004						_ X	Director Officer (give title below)	10% Owner Other (specify below)		
SCP PRIVATE EQUITY PARTNERS, L.P. 1200 LIBERTY RIDGE DRIVE, SUITE 300			Amendment, Date o	of Origina	l File	d (Month/Day/	Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) WAYNE PA 19087									X Form filed by One Reporting Person Form filed by More than One Reportin Person			
(City) (State) (Zip)												
Table I - N	Non-Deriva	tive	Securities Acq	uired,	Disp	osed of, o	or Ben	eficially	Owned			
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of 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	05/05/20	004		P		100	A	\$9.06	1,250,100	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>	
Common Stock	05/05/20	004		P		3,000	A	\$9.06	1,253,100	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>	
Common Stock	05/05/20	004		P		100	A	\$9.06	1,253,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>	
Common Stock	05/05/20	004		P		4,000	A	\$9.11	1,257,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>	
Common Stock	05/05/20	004		P		5,000	A	\$9.108	1,262,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>	
Common Stock	05/05/20	004		P		5,100	A	\$9.11	1,267,300	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>	
Common Stock	05/05/20	004		P		2,100	A	\$9.119	1,269,400	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>	

Table I -	Non-Derivative	Securities Acc	quired,	Dis	posed of,					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed O 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	05/05/2004		Р		300	A	\$9.1	1,269,700	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		100	A	\$9.12	1,269,800	I	SCP Private Equity Partners II, L.P.(1)
Common Stock	05/05/2004		Р		2,800	A	\$9.12	1,272,600	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		P		1,100	A	\$9.12	1,273,700	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		1,700	A	\$9.12	1,275,400	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		800	A	\$9.12	1,276,200	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		P		2,900	A	\$9.12	1,279,100	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		P		5,400	A	\$9.12	1,284,500	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		4,900	A	\$9.118	1,289,400	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		2,500	A	\$9.11	1,291,900	I	SCP Private Equity Partners II, L.P.(1)
Common Stock	05/05/2004		Р		1,400	A	\$9.11	1,293,300	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>

Table I	Non-Derivative	Securities Acc	quired,	Dis	posed of	, or Be	eneficia	ally Own	ied		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired Disposed Of (D) (Instrant 5)			Secu Bene Owne	rities ficially ed	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) o	Price	Repo Trans		(III301. <del>4)</del>	(111541. 4)
Common Stock	05/05/2004		P		1,700	A	\$9.3	11 1,	295,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		300	A	\$9.	.1 1,	295,300	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		2,400	A	\$9.	.1 1,	297,700	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		P		100	A	\$9.	.1 1,	297,800	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		P		2,200	A	\$9.1	11 1,	300,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		2,000	A	\$8.8	82 1,	302,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		Р		1,000	A	\$8.	.8 1,	303,000	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		P		1,700	A	\$8.7	04 1,	304,700	I	SCP Private Equity Partners II, L.P. <sup>(1)</sup>
Common Stock	05/05/2004		P		2,300	A	\$8.7	83 1,	307,000	I	SCP Private Equity Partners II, L.P.(1)
Table	II - Derivative S	ecurities Acqualis, warrants,						y Owned	d d		
1. Title of Derivative Conversion Security (Instr. 3) Price of Derivative Security	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exerc Expiration Da (Month/Day/Y		sable and	ole and 7. Title a		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 Ownership	
	Cod	V (A) (D)	Date Exercisa		Expiration Date		Amount or Number of Shares				

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 05/07/2004

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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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