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 [®] CHURCHILL WINSTON J				<u>AM</u>	suer Name and Tick	NOLO	GY	INC [AN		ationship of Report k all applicable) Director		Issuer Owner	
(Last)	(First)	(Middle)			ate of Earliest Trans 06/2004	action (N	lonth	/Day/Year)		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	I Fileo	d (Month/Day	Line)	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person			
(Street) WAYNE	РА	19087								X	Form filed by Mo Person		
(City)	(State)	(Zip)											
		Table I - N	lon-Deriva	ative	Securities Acq	uired,	Disp	oosed of,	or Ben	eficially	Owned	-2	
1. Title of Security (Instr. 3) Date (Month/Date)					2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transad Code (I 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 Stoo	ck		05/06/20	004		Р		100	Α	\$8.85	1,400,100	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoo	ck		05/06/20	004		Р		100	A	\$8.76	1,400,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stor	ck		05/06/20	004		Р		100	A	\$8.79	1,400,300	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoo	sk		05/06/20	004		Р		100	A	\$8.79	1,400,400	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stor	ck		05/06/20	004		Р		100	A	\$8.81	1,400,500	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stor	ck		05/06/20	004		Р		100	A	\$8.82	1,400,600	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoo	ck		05/06/20	004		Р		100	A	\$8.84	1,400,700	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
			J					1		1	1	1	<u> </u>

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		4. Securitie Disposed C and 5)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial
			8) Code	v	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)		Ownership (Instr. 4)
Common Stock	05/06/2004		Р		100	A	\$8.85	1,400,800	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,400,900	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,401,000	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,401,100	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,401,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,401,300	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,401,400	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.74	1,401,500	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.89	1,401,600	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.9	1,401,700	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.9	1,401,800	I	SCP Private Equity Partners II, L.P. ⁽¹⁾

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. Securitie Disposed C and 5)	es Acquiro 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 Indirec Beneficial Ownershi
			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		100	A	\$8.9	1,401,900	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.9	1,402,000	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.9	1,402,100	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,402,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.9	1,402,300	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,402,400	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.88	1,402,500	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.87	1,402,600	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.86	1,402,700	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,402,800	I	SCP Private Equity Partners II, L.P ⁽¹⁾
Common Stock	05/06/2004		Р		100	A	\$8.85	1,402,900	I	SCP Private Equity Partners II, L.P ⁽¹⁾

		Tabl	e I - Non-Deriv	ative S	Secu	urities A	cqu	uired, D	ispo	osed of	f, or	Bene	eficia	lly Own	ed		
1. Title of Security (Instr. 3) Common Stock			Date	Transaction ate lonth/Day/Year)		· · · · ·		3. Transaction Code (Instr. 8)			ities Acquired (A) or d Of (D) (Instr. 3, 4					6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount	(A) or (D)		Price	Repo Trans		(Instr. 4)	(Instr. 4) SCP Private Equity Partners II, L.P ⁽¹⁾
			05/06/2	05/06/2004				Р		100		А		5 1,	403,000		
		Та	ble II - Derivat (e.g., p											Owned	I		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	on Date E se (Month/Day/Year) ((3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (I 8)			re (1 es d	6. Date Exe Expiration Month/Da	Date		Amou Secur Unde Deriv	Title and nount of curities derlying rivative curity (Instr ind 4)		8. Price of Derivative Security (Instr. 5)	9. Number o derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
				Code	v	(A) (D		Date Exercisabl		piration	Title	or Nui of	ount 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.

 * 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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