





I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Lawrence Goldfarb

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,407,408

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,407,408

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,407,408

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.5%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 009728106

13G

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Steven M. Lamar

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

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SHARES  
BENEFICIALLY  
OWNED BY  
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2,407,408

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.5%

12 TYPE OF REPORTING PERSON\*

IN





ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

See Item 2(a).

ITEM 2(C). CITIZENSHIP:

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Common Stock, no par value (the "Common Stock")

ITEM 2(E). CUSIP NUMBER:

009728106

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP.

As of the date hereof, each of the Reporting Persons may be deemed to beneficially own (i) 1,851,852 shares of Common Stock underlying 50,000 shares of the Issuer's Series B 6% Participating Convertible Preferred Stock, par value \$1.00 per share and (ii) 555,556 shares of Common Stock underlying warrants for Common Stock.

1. The Partnership

(a) Amount beneficially owned: 2,407,408 shares

(b) Percent of class: 10.5%. (The percentage of Common Stock reported as beneficially owned is based upon 20,507,756 shares outstanding as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:  
2,407,408 shares

(ii) Shared power to vote or to direct the vote: 0  
shares

(iii) Sole power to dispose or to direct the  
disposition of: 2,407,408 shares

(iv) Shared power to dispose or to direct the  
disposition of: 0 shares.

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2. The General Partner

(a) Amount beneficially owned: 2,407,408 shares

(b) Percent of class: 10.5%. (The percentage of Common Stock reported as beneficially owned is based upon 20,507,756 shares outstanding as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:  
2,407,408 shares

(ii) Shared power to vote or to direct the vote: 0  
shares

(iii) Sole power to dispose or to direct the

disposition of: 2,407,408 shares

(iv) Shared power to dispose or to direct the disposition of: 0 shares.

The shares reported herein by the General Partner may be deemed beneficially owned as a result of the purchase of such shares by the Partnership. The General Partner, in its capacity as the sole general partner of the Partnership, may be deemed to have the sole power to vote or to direct the vote and to dispose or to direct the disposition of the shares beneficially owned by the Partnership. The General Partner disclaims any beneficial ownership of the shares reported herein.

3. Mr. Lamar, Mr. Goldfarb, Bay East, L.P. and Mr. Derby

(a) Amount beneficially owned: 2,407,408 shares

(b) Percent of class: 10.5%. (The percentage of Common Stock reported as beneficially owned is based upon 20,507,756 shares outstanding as reported by the Issuer on its Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0 shares

(ii) Shared power to vote or to direct the vote: 2,407,408 shares

(iii) Sole power to dispose or to direct the disposition of: 0 shares

(iv) Shared power to dispose or to direct the disposition of: 2,407,408 shares

The shares reported herein by the General Partner may be deemed beneficially owned as a result of the purchase of such shares by the Partnership. Messrs. Lamar and Goldfarb and Bay East, L.P., in their capacities as the managing members of the General Partner, and Mr. Derby, in his capacity as the general partner of Bay East, L.P., may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of the shares beneficially owned by the Partnership. Each of Bay East, L.P. and Messrs. Lamar, Goldfarb and Derby disclaim beneficial ownership of the shares reported herein except to the extent of any indirect pecuniary interest therein.

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BAYSTAR CAPITAL II, L.P.  
By: Baystar Capital Management, LLC, its General Partner

By: /s/ Lawrence Goldfarb  
-----  
Name: Lawrence Goldfarb  
Title: Managing Member

BAYSTAR CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence Goldfarb  
-----  
Name: Lawrence Goldfarb  
Title: Managing Member

/s/ Lawrence Goldfarb  
-----  
Lawrence Goldfarb

/s/ Steven M. Lamar  
-----  
Steven M. Lamar

BAY EAST, L.P.

By: /s/ Steven Derby  
-----  
Name: Steven Derby  
Title: General Partner

/s/ Steven Derby  
-----  
Steven Derby



EXHIBIT 1

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

BAYSTAR CAPITAL II, L.P.  
By: Baystar Capital Management, LLC, its General Partner

By: /s/ Lawrence Goldfarb  
-----  
Name: Lawrence Goldfarb  
Title: Managing Member

BAYSTAR CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence Goldfarb  
-----  
Name: Lawrence Goldfarb  
Title: Managing Member

/s/ Lawrence Goldfarb  
-----  
Lawrence Goldfarb

/s/ Steven M. Lamar  
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Steven M. Lamar

BAY EAST, L.P.

By: /s/ Steven Derby  
-----  
Name: Steven Derby  
Title: General Partner

/s/ Steven Derby  
-----  
Steven Derby

Dated: September 2, 2004