FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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OMB APPROVAL

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 Name and Addre 	ess of Repo	rting Person*	2. Is	suei	Name and Ticker or T	rading Sy	mbol	6. Relationship of Reporting Person(s)				
			Pop	e Re	esources (POPEZ)			to Issuer (Check all applicabl	e)			
NORBERG Doug								X Director 10% Owner				
(Last)	(First) (Middle)	3. I.I	R.S.	Identification Number	4. Sta	tement for	Officer (give title below)	_ Other (spe	cify below)		
			of R	epo	rting Person,	Montl	n/Day/Year					
19245 10th Avenue N.E.				if an entity (voluntary)			3		_			
	(Street)						mendment,	7. Individual or Joint/Group Filing (Check Applicable Line)				
						Date o	of Original	X Form filed by One Reporti	ng Person			
Poulsbo, WA 98370				(I			th/Day/Year)	Form filed by More than One Reporting Person				
(City) (State) (Zip)					Table I — No	n-Deriva	tive Securitie	s Acquired, Disposed of, or I	Beneficially Ov	wned		
1. Title of Security	2. Trans-	2A. Deemed	3. Trans-	-	4. Securities Acquired ((A) or Dis	sposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect		
(Instr. 3) action Execution act				on Code (Instr. 3, 4 & 5)				Securities	ship Form: Beneficial Ownership			
			(Instr. 8)					Beneficially	Direct (D) (Instr. 4)			
	(Month/ Day/	if any	Code	V	Amount	(A)	Price	Owned Follow-	or Indirect (I)			
	Year)	(Month/Day/				or		ing Reported Transactions(s)	(Instr. 4)			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

or

FORM 4 (continued)			Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2. Conver-	3.	3A.	4.	5. Number of I	Derivative	6. Date		7. Ti	tle and Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Securities Acqu	Exercis	Exercisable of Underlying		nderlying	Derivative	Derivative	Owner-	of Indirect	
Security	Exercise	action	Execution	action	Disposed of (D)	and Exp	iration	Secu	ırities	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code			Date		(Inst	r. 3 & 4)	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative if any (Instr. 3, 4 & 5))	(Month/D Year)	ay/				I	of	(Instr. 4)			
	Security	(Month/ Day/	(Month/ Day/	(Instr.			l'ear)					1	Deriv-	1 1
			Year)	8)								<u>'</u>	ative	1 1
												Transaction(s)		1 1
												(Instr. 4)	Direct	1 1
				Code V	7 (A)	(D)	Date	Expira-	Title	Amount or			(D)	1 1
							Exer-	tion		Number of			Indirect	1 1
							cisable	l		Shares			П	
													(Instr. 4)	
Partner Unit	\$10.25	2/1/03		A	741			2/1/13		42,435				
Option (Right to														
Buy)														

Explanation of Responses:

By: /s/ **Doug Norberg**

2/1/03 Date

**Signature of Reporting Person

ing Reported Transactions(s)

(Instr. 3 & 4)

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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^{*} 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).