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				AM	Suer Name and Tick	NOLO	GŶ	INC [AM		ationship of Reporti k all applicable) Director		lssuer Owner	
(Last)	(First)	(Middle)			te of Earliest Trans 6/2004	action (iv	iontn/	Day/rear)		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	Line)				
(Street) WAYNE	РА	19087								X	Form filed by Mo Person		
(City)	(State)	(Zip)											
		Table I - N	lon-Deriva	tive	Securities Acq	uired,	Disp	osed of,	or Ben	eficially	Owned		
1. Title of Securi	ity (Instr. 3)		2. Transacti Date (Month/Day		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 Stoc	k		05/06/20	004		Р		400	Α	\$8.69	1,424,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoc	k		05/06/20	004		Р		500	A	\$8.81	1,424,700	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoc	k		05/06/20	004		Р		500	A	\$8.85	1,425,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoc	k		05/06/20	004		Р		500	A	\$8.83	1,425,700	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoc	k		05/06/20	004		Р		500	A	\$8.89	1,426,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoc	k		05/06/20	004		Р		500	A	\$8.82	1,426,700	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stoc	k		05/06/20	004		Р		500	A	\$8.7	1,427,200	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. Transact Code (In 8)		4. Securitie Disposed C and 5)	es 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		500	A	\$8.67	1,427,700	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		500	A	\$8.62	1,428,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		500	A	\$8.9	1,428,700	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		500	A	\$8.67	1,429,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.85	1,429,800	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.9	1,430,400	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.89	1,431,000	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.9	1,431,600	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.88	1,432,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.87	1,432,800	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.74	1,433,400	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. 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		600	A	\$8.69	1,434,000	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.67	1,434,600	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.64	1,435,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.67	1,435,800	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		600	A	\$8.82	1,436,400	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		700	A	\$8.7	1,437,100	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		700	A	\$8.9	1,437,800	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		700	A	\$8.9	1,438,500	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		700	A	\$8.76	1,439,200	I	SCP Private Equity Partners II, L.P. ⁽¹⁾
Common Stock	05/06/2004		Р		700	A	\$8.7	1,439,900	I	SCP Private Equity Partners II, L.P ⁽¹⁾
Common Stock	05/06/2004		Р		700	A	\$8.83	1,440,600	I	SCP Private Equity Partners II, L.P ⁽¹⁾

		Tabl	e I - Non-Deriv	ative \$	Secu	irities /	Acq	uired, D	Disp	osed of	f, or	Bene	eficia	ly Own	ed		
1. Title of Security (Instr. 3) Common Stock			Date			2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Da if any (Month/Day/Year)			Date, Transaction Code (Instr.						nount of rities ficially ed	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
										Amount	(A) or (D)		Price			(Instr. 4)	(Instr. 4)
			05/06/2	6/2004				Р		900	A		\$8.6	9 1,4	441,500	Ι	SCP Private Equity Partners II, L.P ⁽¹⁾
		Та	ble II - Derivat (e.g., pt					ired, Dis options,						Owned	I		
Derivative Conversion Date Security or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (I 8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)	ive ies ed ed	6. Date Ex Expiration (Month/Da	Date	e	Amou Secur Unde Deriv	rlying ative rity (Ir	,	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) (E	5)	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.

 * 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.

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 Number.