SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

	SCHEDUL (RULE 13		
INF	FORMATION TO BE INCLUDED IN STATEMEN (c), AND (d) AND AMENDMENTS THERET		
	(AMENDMENT	NO)*	
	TARGACEP	PT, INC.	
	(Name of		
	(Name of	133001)	
	COMMON STOCK, \$.001		
	(Title of Class	of Securities)	
	87611		
	(CUSIP N		
	DECEMBER	31, 2006	
	(Date of Event Which Require	es Filing of this Statemen	it)
Check is fil	the appropriate box to designate th	ne rule pursuant to which	this Schedule
	[] Rule 13d-1(b)		
	[] Rule 13d-1(b) [] Rule 13d-1(c) [X] Rule 13d-1(d)		
	, ,		
initia for ar	remainder of this cover page shall b al filing on this form with respect ny subsequent amendment containing i osures provided in a prior cover pag	to the subject class of s information which would al	ecurities, and
to be 1934	nformation required in the remainder "filed" for the purpose of Section ("Act") or otherwise subject to the hall be subject to all other provisi).	18 of the Securities Exch liabilities of that secti	ange Act of on of the Act
CUSIP	NO. 87611R306 1	L3G	PAGE 2 OF 21
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE	PERSONS (ENTITIES ONLY)	
١	New Enterprise Associates 10, Limite	ed Partnership	
2 (CHECK THE APPROPRIATE BOX IF A MEMBE	(a)	TIONS) [] []
		, ,	
3 5	SEC USE ONLY		
	CITIZENCUID OD DIACE OF ODCANIZATION		
	CITIZENSHIP OR PLACE OF ORGANIZATION	ı	
[Delaware		

	5	SOLE VOTING POWER
		0
NUMBER OF		
NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY		3, 263, 512
EACH REPORTING	 7	SOLE DISPOSITIVE POWER
PERSON WITH:		0
	8	SHARED DISPOSITIVE POWER
		3,263,512
9 AGGREGATE	AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,263,512		
		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN TRUCTIONS) []
 11 PERCENT OF		S REPRESENTED BY AMOUNT IN ROW 9
17.1%	CLAS	S REPRESENTED BY AMOUNT IN ROW 9
,,,,		
		NG PERSON (SEE INSTRUCTIONS)
PN		

CUSIP	NO. 87611R306	 13G 	PAGE 3 OF 21
	NAMES OF REPORT I.R.S. IDENTIFI	ING PERSONS CATION NOS. OF ABOVE PERSONS (E	NTITIES ONLY)
	NEA Partners 10	, Limited Partnership	
2	CHECK THE APPRO	PRIATE BOX IF A MEMBER OF A GROU	UP (SEE INSTRUCTIONS) (a) [] (b) []
	SEC USE ONLY		
4	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	Delaware		
	5	SOLE VOTING POWER	
		0	
SH	IBER OF 6 IARES	SHARED VOTING POWER 3,263,512	
OWN	IED BY		
PE	PORTING 7 ERSON /ITH:	SOLE DISPOSITIVE POWER 0	
	 8	SHARED DISPOSITIVE POWER	
		3,263,512	
9		T BENEFICIALLY OWNED BY EACH RE	
	3,263,512		
		E AGGREGATE AMOUNT IN ROW (9) EXTRUCTIONS) []	XCLUDES CERTAIN
 11	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW S	9
	17.1%		
		NG PERSON (SEE INSTRUCTIONS)	
	PN		

CUSIP NO. 87611R3	 306 	136	PAGE 4 OF 21
		S . OF ABOVE PERSONS (E	NTITIES ONLY)
James Ja.			
2 CHECK THE AF	PPROPRIATE BOX	IF A MEMBER OF A GRO	UP (SEE INSTRUCTIONS) (a) [] (b) []
3 SEC USE ONLY			
4 CITIZENSHIP	OR PLACE OF O	RGANIZATION	
United State	es		
	5 SOLE VOTI	NG POWER	
	0		
NUMBER OF SHARES	6 SHARED VO		
BENEFICIALLY OWNED BY EACH	3,269,845		
REPORTING PERSON WITH:	7 SOLE DISP		
	8 SHARED DI	SPOSITIVE POWER	
	3,269,845		
		ALLY OWNED BY EACH RE	PORTING PERSON
3,269,845			
10 CHECK BOX IF		E AMOUNT IN ROW (9) E	XCLUDES CERTAIN
11 PERCENT OF (CLASS REPRESEN	TED BY AMOUNT IN ROW	9
17.1%			
12 TYPE OF REPO		(SEE INSTRUCTIONS)	
IN			

CUSIP NO. 87611	R306	13G	PAGE 5 OF 21			
	EPORTING PERSO NTIFICATION NO	NS S. OF ABOVE PERSONS (ENTI)	TIES ONLY)			
			,			
Peter J. Ba	arris					
2 CHECK THE /	ADDDODDTATE DO	X IF A MEMBER OF A GROUP ((SEE THETHICTIONS)			
Z CHECK THE A	AFFRONKIATE BO	A II A MEMBER OF A GROOF ((a) []			
			(b) []			
3 SEC USE ONI	_Y					
4 CITIZENSHI						
		ONDANIZATION				
United Stat	tes					
		THE DOUGD				
	5 SOLE VOT	ING POWER				
	0					
NUMBER OF SHARES	6 SHARED V	OTING POWER				
BENEFICIALLY	3,269,84	5				
OWNED BY EACH						
REPORTING PERSON	7 SOLE DIS	POSITIVE POWER				
WITH:	0					
	8 SHARED D	ISPOSITIVE POWER				
	3,269,84	5				
		IALLY OWNED BY EACH REPORT				
3,269,845						
	IF THE AGGREGA	TE AMOUNT IN ROW (9) EXCLU	JDES CERTAIN			
SHARES (SE	E INSTRUCTIONS)[]				
11 PERCENT OF	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
17.1%						
12 TYPE OF REF	PORTING PERSON	(SEE INSTRUCTIONS)				
IN						

CUSIF	P NO. 87611R36	 06 	136	PAGE 6 OF 21
1		ORTING PERSONS	E PERSONS (ENTITIES ONLY)	
	C. Richard Kr	ramlich		
2	CHECK THE APP	PROPRIATE BOX IF A MEME	BER OF A GROUP (SEE INSTRU (a) (b)	[]
3	SEC USE ONLY			
4	CITIZENSHIP (OR PLACE OF ORGANIZATION	 DN	
	United States	3		
		5 SOLE VOTING POWER 0		
SH BENEF OWN E REF	MBER OF HARES FICIALLY NED BY EACH PORTING ERSON	6 SHARED VOTING POWER 3,269,845 7 SOLE DISPOSITIVE PO		
V	WITH:	0 8 SHARED DISPOSITIVE	POWER	
		3,269,845		
9			BY EACH REPORTING PERSON	
 10		THE AGGREGATE AMOUNT I	IN ROW (9) EXCLUDES CERTAI	 N
 11		ASS REPRESENTED BY AMO		
 12		RTING PERSON (SEE INSTE	RUCTIONS)	

	 306 	13G	PAGE 7 OF 21
	PORTING PERSON	IS S. OF ABOVE PERSONS (ENTI	TTIES ONLY)
Peter T. Mo	rris		
2 CHECK THE A	PPROPRIATE BOX	(IF A MEMBER OF A GROUP	(SEE INSTRUCTIONS) (a) [] (b) []
3 SEC USE ONL			
4 CITIZENSHIP	OR PLACE OF C	RGANIZATION	
United Stat	es		
	5 SOLE VOTI		
NUMBER OF SHARES	6 SHARED VC		
BENEFICIALLY OWNED BY	3,269,845		
EACH REPORTING PERSON WITH:	7 SOLE DISF	POSITIVE POWER	
	8 SHARED DI	SPOSITIVE POWER	
	3,269,845		
9 AGGREGATE A		ALLY OWNED BY EACH REPOR	
3,269,845			
SHARES (SEE	INSTRUCTIONS)		
	CLASS REPRESEN	ITED BY AMOUNT IN ROW 9	
17.1%			
		(SEE INSTRUCTIONS)	
IN			

CUSIP NO. 87611R	 306 	136	PAGE 8 OF 21
		S . OF ABOVE PERSONS (E	NTITIES ONLY)
Cilai les W. I	NEWHALL III		
2 CHECK THE AF	PPROPRIATE BOX	IF A MEMBER OF A GROU	UP (SEE INSTRUCTIONS) (a) [] (b) []
3 SEC USE ONLY			
4 CITIZENSHIP	OR PLACE OF O	RGANIZATION	
United State	es		
	5 SOLE VOTI	NG POWER	
	0		
NUMBER OF SHARES	6 SHARED VO	TING POWER	
OWNED BY	3,269,845		
EACH REPORTING PERSON WITH:	7 SOLE DISP		
	8 SHARED DI	SPOSITIVE POWER	
	3,269,845		
		ALLY OWNED BY EACH REI	PORTING PERSON
3,269,845			
10 CHECK BOX I		E AMOUNT IN ROW (9) EX	XCLUDES CERTAIN
11 PERCENT OF (CLASS REPRESEN	TED BY AMOUNT IN ROW S	9
17.1%			
12 TYPE OF REPO		(SEE INSTRUCTIONS)	
IN		, ,	

CUSIP NO. 87611R	 306 	13 G	PAGE 9 0F 21
		S OF ABOVE PERSONS (E	NTITIES ONLY)
2 CHECK THE A	PPROPRIATE BOX	IF A MEMBER OF A GRO	UP (SEE INSTRUCTIONS) (a) [] (b) []
3 SEC USE ONL			
4 CITIZENSHIP	OR PLACE OF OF	RGANIZATION	
United State	es		
	5 SOLE VOTIN	NG POWER	
	O		
NUMBER OF SHARES	6 SHARED VOT		
BENEFICIALLY OWNED BY	3,269,845		
EACH REPORTING PERSON WITH:	7 SOLE DISPO		
	8 SHARED DIS	SPOSITIVE POWER	
	3,269,845		
		ALLY OWNED BY EACH RE	PORTING PERSON
3,269,845			
10 CHECK BOX I		E AMOUNT IN ROW (9) E	
11 PERCENT OF	CLASS REPRESENT	FED BY AMOUNT IN ROW	9
17.1%			
12 TYPE OF REP		(SEE INSTRUCTIONS)	
IN			

 CUSIP NO. 87611R 	 306 	13G	PAGE 10 OF 21
	PORTING PERSON TIFICATION NOS	IS 5. OF ABOVE PERSONS (ENTI	TTIES ONLY)
Scott D. Sa	ndell		
2 CHECK THE A	PPROPRIATE BOX	(IF A MEMBER OF A GROUP	(SEE INSTRUCTIONS) (a) [] (b) []
3 SEC USE ONL			
4 CITIZENSHIP	OR PLACE OF O	RGANIZATION	
United Stat	es		
	5 SOLE VOTI		
SHARES	6 SHARED VO		
BENEFICIALLY OWNED BY EACH	3,269,845		
REPORTING PERSON WITH:	7 SOLE DISP	POSITIVE POWER	
	8 SHARED DI	SPOSITIVE POWER	
	3,269,845		
9 AGGREGATE A		ALLY OWNED BY EACH REPOR	
3,269,845			
10 CHECK BOX I		E AMOUNT IN ROW (9) EXCL	
11 PERCENT OF	CLASS REPRESEN	TED BY AMOUNT IN ROW 9	
17.1%			
		(SEE INSTRUCTIONS)	
IN			

CUSIP NO. 87611	 R306 	13G	PAGE 11 OF 21
	EPORTING PERSON	IS S. OF ABOVE PERSONS (ENTI	TTIES ONLY)
Eugene A.	Trainor III		
2 CHECK THE /	APPROPRIATE BOX	(IF A MEMBER OF A GROUP	(SEE INSTRUCTIONS) (a) [] (b) []
3 SEC USE ON			
4 CITIZENSHII	P OR PLACE OF C	RGANIZATION	
United Sta	tes		
	5 SOLE VOTI		
NUMBER OF SHARES	6 SHARED VC		
BENEFICIALLY OWNED BY	3,263,512		
EACH REPORTING PERSON WITH:	7 SOLE DISF	POSITIVE POWER	
	8 SHARED DI	SPOSITIVE POWER	
	3,263,512	!	
		ALLY OWNED BY EACH REPOR	
3,263,512			
10 CHECK BOX	IF THE AGGREGAT INSTRUCTIONS)	E AMOUNT IN ROW (9) EXCL	UDES CERTAIN
	CLASS REPRESEN	ITED BY AMOUNT IN ROW 9	
17.1%			
		(SEE INSTRUCTIONS)	
IN			

PAGE 12 OF 21

- ITEM 1(a). NAME OF ISSUER: Targacept, Inc.
- ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: 200 East First Street, Suite 300, Winston-Salem, NC 27101
- ITEM 2(a). NAMES OF PERSONS FILING: New Enterprise Associates 10, Limited Partnership (the "Fund"); NEA Partners 10, Limited Partnership, which is the sole general partner of the Fund (the "GPLP"); and M. James Barrett ("Barrett"), Peter J. Barris ("Barris"), C. Richard Kramlich ("Kramlich"), Peter T. Morris ("Morris"), Charles W. Newhall III ("Newhall"), Mark W. Perry ("Perry"), Scott D. Sandell ("Sandell") and Eugene A. Trainor III ("Trainor") (collectively, the "Individual General Partners") who are the individual general partners of the GPLP. The persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."
- ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: The address of the principal business office of the Fund, the GPLP, Barrett, Newhall and Trainor is New Enterprise Associates, 1119 St. Paul Street, Baltimore, Maryland 21202. The address of the principal business office of Kramlich, Morris, Perry and Sandell is New Enterprise Associates, 2490 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barris is 11951 Freedom Drive, Suite 1240, Reston, Virginia 20190.
- ITEM 2(c). CITIZENSHIP: The Fund and the GPLP are limited partnerships organized under the laws of the State of Delaware. Each of the Individual General Partners is a United States citizen.
- TITLE OF CLASS OF SECURITIES: Common Stock, \$.001 par value ITEM 2(d). ("Common Stock").
- CUSIP NUMBER: 87611R306. ITEM 2(e).
- IF THIS STATEMENT IS FILED PURSUANT TO SS.SS. 240.13d-1(b) OR ITEM 3. 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP.

Amount Beneficially Owned: the Fund is the record owner of 3,263,512 shares of Common Stock (the "NEA 10 Shares") as of December 31, 2006. As the sole general partner of the Fund, the GPLP may be deemed to own beneficially the NEA 10 Shares. As the individual general partners of the GPLP, the sole general partner of the Fund, each of the Individual General Partners may also be deemed to beneficially own the NEA 10 Shares.

NEA Development Corp., a Delaware corporation ("NEA Development") is the beneficial owner of 1,000 shares and options to purchase 5,333 shares of Common Stock exercisable within sixty days ("NEA Development Shares") of the Issuer. As members of New Enterprise Associates, LLC ("NEA LLC"), which is the sole owner of NEA Development, each of Barrett, Barris, Kramlich, Morris, Newhall, Perry and Sandell may also be deemed to beneficially own the NEA Development Shares.

By virtue of their relationship as affiliated entities, whose controlling entities have overlapping individual controlling persons, each of the Reporting Persons may be deemed to share the power to direct the disposition and vote of the NEA 10 Shares and the NEA Development Shares for an aggregate of 3,264,512 shares (the "Firm Shares"). As general partner of the Fund, the GPLP may also be deemed to own beneficially the Firm Shares.

- (b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheets are calculated based on 19,119,745 shares of Common Stock reported to be outstanding by the Issuer in Form 10-Q as filed with the Securities and Exchange Commission on November 13, 2006 for the period ending September 30, 2006.
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
 - (ii) shared power to vote or to direct the vote: See Line
 6 of cover sheets.
 - (iii) sole power to vote or to direct the vote: See Line 7 of cover sheets.
 - (iv) shared power to dispose or to direct the disposition
 of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

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

Not applicable.

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.

Not applicable.

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

Not applicable. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b).

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

USIP NO. 87611R306	
OSI NO. OTOIINSOO	
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13G

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SIGNATURE

		After reasor	able	inquir	y and	d to	the	best	of	its	knowle	edge	and	belief,	eac
of	the	undersigned	cert	ifies	that	the	info	ormati	ion	set	forth	in	this	statemer	nt i
trι	ıe,	complete and	corr	ect.											

Date: February 12, 2007

NEW ENTERPRISE ASSOCIATES 10, LIMITED PARTNERSHIP

By: NEA PARTNERS 10, LIMITED PARTNERSHIP General Partner

By:

Charles W. Newhall III

General Partner

NEA PARTNERS 10, LIMITED PARTNERSHIP

By:	*	
	W. Newhall III Partner	
*		
Michael Jam	nes Barrett	
*		
Peter J. Ba	ırris	
*		
C. Richard	Kramlich	
*		
Peter T. Mo		
*		
Charles W.	Newhall III	

- -----

Mark W. Perry

CUSIP NO. 87611R306	13G	PAGE 15 OF 21
*		
Scott D. Sandell		
*		
Eugene A. Trainor III		

*By: /s/ Louis S. Citron
Louis S. Citron
As attorney-in-fact

This Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to Powers of Attorney, copies of which are attached as Exhibit 2.

CU	S	Ι	P		N	0			8	7	6	1	1	R	3	0	6				
-	-	_	_	-	-	-	-	-	-	-	_	_	_	_	_	_	-	-	-	-	

13G

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Targacept, Inc.

EXECUTED this 12th day of February, 2007.

	ENTERPRIS			ΓES 10,			
Ву:	NEA PAR General		,	LIMITE) PARTN	IERSHIP	
	Ву:		*				
		Charle Genera		. Newhal artner	ll III		
NEA	PARTNERS	10, L	IMITE	ED PARTI	NERSHIP	•	

By: *
Charles W. Newhall III
General Partner

*
Michael James Barrett

*
Peter J. Barris

*
C. Richard Kramlich

*

Peter T. Morris

Charles W. Newhall III

CUSIP NO. 87611R306	136	PAGE 17 OF 21
*		
Mark W. Perry		
*		
Scott D. Sandell		
*		
Eugene A. Trainor III		

*By: /s/ LOUIS S. CITRON
-----Louis S. Citron
As attorney-in-fact

This Agreement was executed by Louis S. Citron on behalf of the individuals listed above pursuant to Powers of Attorney, copies of which are attached as Exhibit 2.

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EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Nancy L. Dorman, Charles W. Newhall III, Louis S. Citron and Eugene A. Trainor III, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of January, 2001.

/s/
Stewart Alsop II
/s/ Peter J. Barris
Peter J. Barris
/s/ Nancy L. Dorman
Nancy L. Dorman
/s/ Ronald Kase
Ronald Kase
/s/ C. Richard Kramlich
C. Richard Kramlich
/s/ Arthur J. Marks
Arthur J. Marks
/s/ Thomas C. McConnell

Thomas C. McConnell

/s/ Peter T. Morris

Peter T. Morris

/s/ John M. Nehra

John M. Nehra

/s/ Charles W. Newhall III

Charles W. Newhall III

/s/ Mark W. Perry

Mark W. Perry

/s/ Scott D. Sandell

Scott D. Sandell

PAGE 20 OF 21

13G

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Nancy L. Dorman, Charles W. Newhall III, Louis S. Citron and Eugene A. Trainor III, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 19th day of October, 2001.

/s/ Michael James Barrett

Michael James Barrett

13G

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints Nancy L. Dorman, Charles W. Newhall III and Louis S. Citron, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 21st day of April, 2002.

/s/ Eugene A. Trainor III

Eugene A. Trainor III