UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB 3235-Number: 0287 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average burden hours per

Ownership of Indirect

Beneficial

Ownership

(Instr. 4)

Form:

(I) (Instr. 4)

Direct (D)

or Indirect

response.

OMB APPROVAL

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Instr. 3)

(Month/Day/Year)

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or

Section 30(h) of the Investment Company Act of 1940

| Print or Type Respo | nses) | | | | | | | | | |
|-----------------------------------|---------------------------------|-------------------------------|--|----------------|---|---|---|----------|--|--|
| 1. Name and Addres MCBRIDE WAL | | Symbol | ame and Tick | ter or Trading | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| (Last) (FIRST CONSUL BOX 22676 | First) (Middle TING GROUP, I | 20 | 3. Date of Ea (Month/Day/ 07/11/2005 | | ction | Executive VP and CFO | | | | |
| LONG BEACH, | | 4. If Amendr Filed(Month/D | ment, Date On Day/Year) | riginal | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) (Zip) | | Table I - | Non-Deriva | tive Securities Acqu | tired, Disposed of, or Beneficially Owned | | | | |
| 1 Title of Security | 2. Transaction | 2A D | eemed | 3 | 4 Securities | 5 Amount of | 6 | 7 Nature | | |

Execution Date, if Transaction Acquired (A) or

Code

(Instr. 8)

Code

(Month/Day/Year)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Disposed of (D)

(Instr. 3, 4 and 5)

(A)

(D)

Beneficially Owned

Following Reported

Transaction(s)

(Instr. 3 and 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(\textit{e.g.}, \texttt{puts}, \texttt{calls}, \texttt{warrants}, \texttt{options}, \texttt{convertible} \ \texttt{securities})$

| 1. Title of | 2. | Transaction | 3A. Deemed | 4. | | Numbe | r of | Date Exe | rcisable and | Title and | Amount | Price of | Number of | 10. | 11. Nature |
|------------------|-------------|-------------------------------|--------------------|---------------------|--------|-------------------------|------|----------------------------|------------------|-----------------------------|------------|----------------------------|-----------------------------|-------------|-------------|
| Derivative | Conversion | Date | Execution Date, if | Transac | tion | Derivative | • | Expiration I | Date | of Underly | ing | Derivative | Derivative | Ownership | of Indirect |
| Security | or Exercise | (Month/Day/Year) | any | Code | | Securities | | (Month/Day | /Year) | Securities | | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Acquired | | (A) | | | (Instr. 3 and 4) | | (Instr. 5) | Beneficially | Derivative | Ownership | |
| | Derivative | | | | | or Dispos | ed | | | | | | Owned | Security: | (Instr. 4) |
| | Security | | | | | of (D) | | | | | | | Following | Direct (D) | |
| | | | | | | (Instr. 3, 4 | 1, | | | | | | Reported | or Indirect | |
| | | | | | and 5) | | | | | | | Transaction(s) | (I) | | |
| | | | | | | | | | | | Amount | | (Instr. 4) | (Instr. 4) | |
| | | | | | | | | Date | Expiration | Title | or | | | | |
| | | | | | | | | Exercisable | Date | Title | Number | | | | |
| | | | | Code | V | (A) | (D) | | | | of Shares | | | | |
| Stock Options | \$ 1.63 | 07/11/2005 | | A | | 500,000 | | <u>(1)</u> | 07/11/2015 | Common Stock | 500,000 | \$0 | 500,000 | D | |

Reporting Owners

| Deporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|----------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| MCBRIDE WALTER FIRST CONSULTING GROUP PO BOX 22676 LONG BEACH, CA 90801-5676 | | | Executive VP and CFO | | | | |

Signatures

| /s/ Walter McBride | 07/12/2005 |
|-------------------------------|------------|
| Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) 125,000 options will become exercisable on July 11, 2006; 7,812.5 options become exercisable on the 11th day of each month from August 2006 until July 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

