

\*See footnote 2 on Table II.

## FORM 4 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
5% Convertible Senior Secured Debentures	\$1.404	3/10/98	A		(1)		3/10/98	3/15/03	Common Stock	71,225
Warrants	\$1.404	3/10/98	A		(1)		3/10/98	3/15/05	Common Stock	10,101
Warrants	\$2.279	3/10/98	A		(1)		3/10/98	3/15/05	Common Stock	10,101
5% Convertible Senior Secured Debentures	\$1.404	6/12/98	A4		(2)		6/12/98	3/15/03	Common Stock	17,121
Warrants	\$1.404	6/12/98	A4		(2)		6/12/98	3/15/05	Common Stock	2,428
Warrants	\$2.279	6/12/98	A4		(2)		6/12/98	3/15/05	Common Stock	2,428
Non-qualified Stock Options	\$2.375	2/19/98	A4				(3)	2/19/08	Common Stock	300,000
5% Convertible Senior Secured Debentures	\$1.1312	4/1/99	A		(2)		4/1/99	3/15/03	Common Stock	1,370
Non-qualified Stock Options	\$1.125	4/12/99	A		(4)		3/8/00	3/8/09	Common Stock	100,000
5% Convertible Senior Secured Debentures	\$2.4250	7/1/99	A		(2)		7/1/99	3/15/03	Common Stock	647
Non-qualified Stock Options	\$1.875	2/17/00	A		(4)		2/17/01	2/17/10	Common Stock	125,000
8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security; Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)							
	71,225	D								
	10,101	D								
	10,101	D								
	17,121	D								
	2,428	D								
	2,428	D								
	300,000	D								
	1,370	D								
	100,000	D								
	647	D								
	125,000	D								

## EXPLANATION OF RESPONSES:

- Purchased in connection with a private offering on March 10, 1998 consisting of a Convertible Debenture convertible at any time and Stock Purchase Warrants (10,101 shares of which are presently exercisable at \$1.404 per share and 10,101 shares of which are presently exercisable at \$2.279 per share).
- Acquired pursuant to an option exercise in June 1998, consisting of: (i) a Convertible Debenture, convertible at any time, (ii) Warrants to purchase share of common stock (2,428 shares of which are presently exercisable at \$1.404 per share and 2,428 shares of which are presently exercisable at \$2.279 per share); and (iii) certain interest payments payable quarterly which are paid in the form of share of common stock of the Issuer (See Table I).
- Options vest quarterly, with 25,000 options vesting every quarter effective May 1, 1998.

(4) Options vest 25% annually, with 25,000 options vesting every March 8, beginning March 8, 2000.

/s/ PETER A. CLEMENS

March 1, 2000

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Peter A. Clemens

SIGNATURE OF REPORTING PERSON

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 SPACED PROVIDED IS INSUFFICIENT, SEE INSTRUCTION 6 FOR PROCEDURE.