

1. TITLE OF SECURITY (INSTR. 3)	2. TRANSACTION DATE (MONTH/ DAY/ YEAR)	3. TRANSACTION CODE (INSTR. 8) ----- CODE V	4. SECURITIES ACQUIRED (A) OR DISPOSED OF (D) (INSTR. 3, 4, AND 5) ----- AMOUNT (A) PRICE OR (D)	5. AMOUNT OF SECURITIES BENEFICIALLY OWNED AT END OF MONTH (INSTR. 3 AND 4)	6. OWNER- SHIP FORM: DIRECT (D) OR INDIRECT (I) (INSTR. 4)	7. NATURE OF IN-DIRECT BENEFICIAL OWNERSHIP (INSTR. 4)
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(OVER)

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. CONVER- SION OR EXER- CISE PRICE OF DERIV- ATIVE SECUR- ITY	3. TRANS- ACTION DATE (MONTH/ DAY/ YEAR)	4. TRANS- ACTION CODE (INSTR. 8) ----- CODE V	5. NUMBER OF DERIVATIVE SECURITIES ACQUIRED (A) OR DISPOSED OF (D) (INSTR. 3, 4, AND 5) ----- (A) (D)	6. DATE EXERCISABLE AND EXPIRATION DATE (MONTH/DAY/YEAR) ----- DATE EXPIR- CISABLE DATE	7. TITLE AND AMOUNT OF UNDERLYING SECURITIES (INSTR. 3 AND 4) ----- AMOUNT OR NUMBER OF SHARES	8. PRICE OF DERIV- ATIVE SECUR- ITY (INSTR. 5)	9. NUMBER OF DERIV- ATIVE SECUR- ITIES BENE- FICIALLY OWNED AT END OF MONTH (INSTR. 4)	10. OWNER- SHIP FORM OF DERIV- ATIVE SECUR- ITY: DIRECT (D) OR IN- DIRECT (I) (INSTR. 4)	11. NATURE OF DIRECT BENE- FICIAL OWNER- SHIP (INSTR. 4)
5% CONVERTIBLE SENIOR SECURED DEBENTURES	\$1.404	3/10/98	A	(1)	3/10/98 3/15/03	COMMON STOCK	213,675	213,675	D	
WARRANTS	\$1.404	3/10/98	A	(1)	3/10/98 3/15/05	COMMON STOCK	30,303	30,303	D	
WARRANTS	\$2.279	3/10/98	A	(1)	3/10/98 3/15/05	COMMON STOCK	30,303	30,303	D	
5% CONVERTIBLE SENIOR SECURED DEBENTURES	\$1.404	6/12/98	A4	(2)	6/12/98 3/15/03	COMMON STOCK	51,363	51,363	D	
WARRANTS	\$1.404	6/12/98	A4	(2)	6/12/98 3/15/05	COMMON STOCK	7,284	7,284	D	
WARRANTS	\$2.279	6/12/98	A4	(2)	6/12/98 3/15/05	COMMON STOCK	7,284	7,284	D	
NON- QUALIFIED STOCK OPTIONS	\$2.375	2/19/98	A4		(3) 2/19/08	COMMON STOCK	1,000,000	1,000,000	D	
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EXPLANATION OF RESPONSES:

- (1) PURCHASED IN CONNECTION WITH A PRIVATE OFFERING ON MARCH 10, 1998 CONSISTING OF A CONVERTIBLE DEBENTURE CONVERTIBLE AT ANY TIME AND STOCK PURCHASE WARRANTS (30,303 SHARES OF WHICH ARE PRESENTLY EXERCISABLE AT \$1.404 PER SHARE AND 30,303 SHARES OF WHICH ARE PRESENTLY EXERCISABLE AT \$2.279 PER SHARE).
- (2) ACQUIRED PURSUANT TO AN OPTION EXERCISE IN JUNE 1998, CONSISTING OF: (i) A CONVERTIBLE DEBENTURE, CONVERTIBLE AT ANY TIME; (ii) WARRANTS TO PURCHASE SHARES OF COMMON STOCK (7,284 SHARES OF WHICH ARE PRESENTLY EXERCISABLE AT \$1.404 PER SHARE AND 7,284 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 SHARES OF COMMON STOCK OF THE ISSUER (SEE TABLE I).
- (3) OPTIONS VEST QUARTERLY, WITH 62,500 OPTIONS VESTING EVERY QUARTER EFFECTIVE MAY 1, 1998.

/s/ Michael K. Reicher

APRIL 7, 1999

SIGNATURE OF REPORTING PERSON

DATE

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.