

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

HALSEY DRUG CO., INC.  
-----

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01  
-----

(Title of Class of Securities)

406369108  
-----

(CUSIP Number)

Harvey L. Sperry, Esq.  
Willkie Farr & Gallagher  
One Citicorp Center  
153 East 53rd Street  
New York, New York 10022  
(212) 821-8000  
-----

(Name, Address and Telephone Number  
of Person Authorized to Receive Notices  
and Communications)

January 29, 1997  
-----

(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box. [ ]

## SCHEDULE 13D

CUSIP No. 406369108

## 1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ZATPACK INC.

## 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

a[☒]b[ ☐ ]

## 3. SEC USE ONLY

## 4. SOURCE OF FUNDS\*

WC,00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ☐ ]

## 6. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

## 7. SOLE VOTING POWER

None (See Items 3 and 5 below)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

## 8. SHARED VOTING POWER

639,227 (See Items 3 and 5 below)

## 9. SOLE DISPOSITIVE POWER

None (See Items 3 and 5 below)

## 10. SHARED DISPOSITIVE POWER

639,227 (See Items 3 and 5 below)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
639,227 (See Items 3 and 5 below)12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ☐ ]13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.4% (See Item 5 below)14. TYPE OF REPORTING PERSON\*  
CO

## SCHEDULE 13D

CUSIP No. 406369108

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
CHRISTOPHER ZUELLIG
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
a ☒   
b ☐
3. SEC USE ONLY
4. SOURCE OF FUNDS\*  
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ]
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Switzerland
7. SOLE VOTING POWER  
  
None (See Items 3 and 5 below)
8. SHARED VOTING POWER  
  
639,227 (See Items 3 and 5 below)
9. SOLE DISPOSITIVE POWER  
  
None (See Items 3 and 5 below)
10. SHARED DISPOSITIVE POWER  
  
639,227 (See Items 3 and 5 below)
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
639,227 (See Items 3 and 5 below)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.4% (See Item 5 below)
14. TYPE OF REPORTING PERSON\*  
IN

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

## SCHEDULE 13D

CUSIP No. 406369108

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
DANIEL ZUELLIG
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
a[☒]  
b[ ☐ ]
  3. SEC USE ONLY
  4. SOURCE OF FUNDS\*  
AF
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ☐ ]
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Switzerland
- |  |                                   |
|--|-----------------------------------|
|  | 7. SOLE VOTING POWER              |
|  | None (See Items 3 and 5 below)    |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8. SHARED VOTING POWER            |
|  | 639,227 (See Items 3 and 5 below) |
|  | 9. SOLE DISPOSITIVE POWER         |
|  | None (See Items 3 and 5 below)    |
|  | 10. SHARED DISPOSITIVE POWER      |
|  | 639,227 (See Items 3 and 5 below) |
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  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ☐ ]
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.4% (See Item 5 below)
  14. TYPE OF REPORTING PERSON\*  
IN

## SCHEDULE 13D

CUSIP No. 406369108

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
DAVID ZUELLIG
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
a[☒]  
b[ ☐ ]
3. SEC USE ONLY
4. SOURCE OF FUNDS\*  
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ☐ ]
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Switzerland
7. SOLE VOTING POWER  
  
None (See Items 3 and 5 below)
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IN

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

## SCHEDULE 13D

CUSIP No. 406369108

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
PETER ZUELLIG
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
a[☒]  
b[ ☐ ]
  3. SEC USE ONLY
  4. SOURCE OF FUNDS\*  
AF
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ☐ ]
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Switzerland
- |  |                                   |
|--|-----------------------------------|
|  | 7. SOLE VOTING POWER              |
|  | None (See Items 3 and 5 below)    |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8. SHARED VOTING POWER            |
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5.4% (See Item 5 below)
  14. TYPE OF REPORTING PERSON\*  
IN

## SCHEDULE 13D

CUSIP No. 406369108

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
THOMAS ZUELLIG
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
a[☒]  
b[ ☐ ]
3. SEC USE ONLY
4. SOURCE OF FUNDS\*  
AF
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) [ ☐ ]
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14. TYPE OF REPORTING PERSON\*  
IN

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

This statement amends and restates in its entirety the information set forth in the Schedule 13D dated April 10, 1995 (the "Schedule 13D"), filed on behalf of the Reporting Persons (as defined below) and constitutes Amendment No. 1 to the Schedule 13D.

Item 1. Security and Issuer.

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This statement relates to the common stock, par value \$0.01 per share (the "Common Stock"), of Halsey Drug Co., Inc. (the "Company"), which has its principal executive offices at 1827 Pacific Street, Brooklyn, New York 11233.

Item 2. Identity and Background.

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(a) This statement is being filed by (i) Zatpack Inc., a British Virgin Islands Company ("Zatpack"), (ii) Christopher Zuellig, (iii) Daniel Zuellig, (iv) David Zuellig, (v) Peter Zuellig, and (vi) Thomas Zuellig. Such persons are collectively referred to herein as the "Reporting Persons."

(b) Zatpack is a company that was formed to enter into the transactions described herein. The address of the principal business and office of Zatpack is c/o Secretariat Zuellig, P.O. Box 1041, CH-8640 Rapperswil, Switzerland. Information regarding the identity and background of the directors and executive officers of Zatpack is set forth on Schedule I hereto, which is incorporated by reference in response to this Item 2.

(c) Christopher, Daniel, David, Peter and Thomas Zuellig (collectively, the "Zuelligs") together own 100% of the capital stock of Zatpack and, together with Zatpack, may be deemed a "group" within the meaning of Rule 13d-5 under the Securities Exchange Act of 1934, as amended (the "1934 Act") and, as the persons ultimately in control of Zatpack, may be deemed "beneficial owners" of securities, including Common Stock, held for the account of Zatpack. The principal occupations and business addresses of each of the Zuelligs and the name and principal business of the organizations where such occupations are conducted are set forth on Schedule II hereto, which is incorporated by reference in response to this Item 2. Each of the Zuelligs is a citizen of Switzerland.

(d) None of the Reporting Persons nor, to the best of their knowledge, any of the directors and executive officers referred to in paragraphs (b) above has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons nor, to the best of their knowledge, any of the directors or executive officers referred to in paragraphs (b) above has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of



such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

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As of March 30, 1995, Zatpack entered into an Agreement with the Company (the "Agreement"). The Agreement provided for, among other things, the purchase by Zatpack of 500,000 shares of Common Stock (the "Shares") and the issuance and delivery to Zatpack of a convertible promissory note due December 1, 1997 in the aggregate principal amount of \$1,292,242 (the "Note"), which Note was, at the time of issuance, convertible, at the sole option of the holder thereof, into 516,897 shares of Common Stock (plus any additional shares of Common Stock that are issued in exchange for accrued but unpaid interest on the Note) (collectively, the "Conversion Shares") at an effective conversion price of \$2.50 per share, such number of shares and conversion price being subject to adjustment as provided in the Note. As of February 1, 1997, the adjusted conversion price was \$2.39 and the Note was convertible into approximately 639,227 shares of Common Stock, subject to further adjustment for antidilution and for additional shares of Common Stock issuable upon conversion of the Note in lieu of accrued and unpaid interest. At maturity the Note will be convertible into approximately 681,737 shares of Common Stock, subject to adjustment for antidilution. Under the Agreement, Halsey agreed to issue and deliver to Zatpack (i) the Shares in exchange for consideration having an aggregate value of \$1,000,000, which consideration includes (x) the delivery to Houba, Inc., a wholly owned subsidiary of the Company ("Houba"), of certain inventory of methacycline hcl having an agreed upon value of \$647,288, (y) 300 shares of Class B Common Stock of Indiana Fine Chemicals Corporation, a Delaware corporation ("IFC"), having an agreed upon value of \$150,000 and (z) the cancellation and extinguishment of a portion of certain account receivables owing to Zuellig Botanicals, Inc. ("Botanicals") from Cenci Powder Products, Inc., a 51%-owned subsidiary of Halsey ("Cenci"), in the amount of \$202,712 and (ii) the Note in exchange for consideration having an aggregate value of \$1,292,242, which consideration includes (w) the cancellation and extinguishment of \$459,218 in indebtedness owing from IFC to Zuellig Group N.A., Inc. ("Zuellig"), (x) the cancellation and extinguishment of (1) \$130,559 in indebtedness owing from Cenci to Botanicals and (2) a portion of certain account receivables owing to Botanicals from Cenci in the amount of \$111,097, (y) the cancellation and extinguishment of account receivables owing to ZetaPharm Inc. from Houba in the amount of \$326,963, and (z) the cancellation and extinguishment of indebtedness owing from Houba to Zuellig in the amount of \$264,405.

Item 4. Purpose of Transaction.

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The Reporting Persons acquired the Shares and the Conversion Shares for the purpose of making an equity investment in the Company. The Reporting Persons may from time to time

acquire additional shares of Common Stock or dispose of shares of Common Stock through open market or privately negotiated transactions depending on existing market conditions and other considerations. Except as set forth herein, the Reporting Persons held the Shares and are holding the Conversion Shares solely for investment and none of the Reporting Persons nor, to the best of their knowledge, any person set forth on Schedule I hereto, has any plans or proposals with respect to any material change in the Company's business or corporate structure or, generally, any other action referred to in instructions (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) As of the date of this Report, Zatpack is the beneficial owner of approximately 639,227(1) shares of Common Stock, all of which represent shares of Common Stock that Zatpack has the right to acquire upon conversion of the Note. By reason of the regulations promulgated under Section 13(d) of the 1934 Act, the Zuelligs may be deemed to own beneficially the shares of Common Stock beneficially owned by Zatpack. The Conversion Shares beneficially owned by Zatpack represent approximately 5.4% of the outstanding shares of Common Stock.

The percentage used in this paragraph 5(a) is calculated based upon the 11,830,630 shares of Common Stock deemed outstanding at the date hereof, derived from the sum of (i) the 11,191,403 shares of Common Stock outstanding as of November 12, 1996 reported by the Company in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 1996 and (ii) the approximately 639,227(1) shares of Common Stock issuable upon conversion of the Note.

(b) The Reporting Persons share the power to vote or to direct the vote, and share the power to dispose or to direct the disposition of the Conversion Shares.

(c) Pursuant to the Agreement, the Company issued the Shares to Zatpack and executed the Note on March 30, 1995, the date the Agreement became effective in accordance with its terms. Except as set forth on Schedule III hereto, none of the Reporting Persons nor, to the best of their knowledge, any person listed on Schedule I, has effected any transactions in the Common Stock during the preceding 60 days.

(d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of securities is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds of sale of such securities.

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(1) Based on the amount of the Note plus accrued and unpaid interest thereon through February 1, 1997.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships with Respect to Securities of the Issuer.

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The Shares were purchased pursuant to the Agreement described more fully in Item 3 above, dated as of March 30, 1994, which Agreement is filed as an exhibit to this Schedule 13D. Pursuant to the Agreement, the Company issued and delivered the Note described more fully in Item 3 above. The Note is filed as an exhibit to this Schedule 13D.

Item 7. Material to be Filed as Exhibits.

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Exhibit 1. Joint Acquisition Statement Pursuant to Rule 13d-1(f)(1).

Exhibit 2. Power of Attorney, dated April 5, 1995, granted by Zatpack Inc. in favor of Harvey L. Sperry.

Exhibit 3. Power of Attorney, dated April 4, 1995, granted by Christopher Zuellig in favor of Harvey L. Sperry.

Exhibit 4. Power of Attorney, dated April 5, 1995, granted by Daniel Zuellig in favor of Harvey L. Sperry.

Exhibit 5. Power of Attorney, dated April 5, 1995, granted by David Zuellig in favor of Harvey L. Sperry.

Exhibit 6. Power of Attorney, dated April 3, 1995, granted by Peter Zuellig in favor of Harvey L. Sperry.

Exhibit 7. Power of Attorney, dated April 3, 1995, granted by Thomas Zuellig in favor of Harvey L. Sperry.

Exhibit 8. Agreement, dated as of March 30, 1995, by between the Company and Zatpack.

Exhibit 9. Convertible Note, dated December 1, 1994, issued by the Company in favor of Zatpack.

## SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 1997

ZATPACK, INC.

By:/s/ Harvey L. Sperry  
-----  
Harvey L. Sperry, Attorney-in-Fact

CHRISTOPHER ZUELLIG

By:/s/ Harvey L. Sperry  
-----  
Harvey L. Sperry, Attorney-in-Fact

DANIEL ZUELLIG

By:/s/ Harvey L. Sperry  
-----  
Harvey L. Sperry, Attorney-in-Fact

DAVID ZUELLIG

By:/s/ Harvey L. Sperry  
-----  
Harvey L. Sperry, Attorney-in-Fact

PETER ZUELLIG

By:/s/ Harvey L. Sperry  
-----  
Harvey L. Sperry, Attorney-in-Fact

THOMAS ZUELLIG

By:/s/ Harvey L. Sperry  
-----  
Harvey L. Sperry, Attorney-in-Fact

## SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS  
OF ZATPACK INC.

Name/Title/Citizenship -----	Principal Occupation -----	Business Address -----
Christopher Zuellig Director/ Switzerland	Associate-McKinsey & Company, an international management consulting firm	McKinsey & Company Unterwerkstrasse 3 CH-8065 Zurich, Switzerland
David Zuellig/ Director/ Switzerland	Executive of Zuellig Insurance Holdings Ltd., a Company engaged in the insurance brokerage business	Zuellig Insurance Holdings Ltd. 1 Scotts Road No. 24-08 Shaw Centre Singapore 0922

## SCHEDULE II

## PRINCIPAL OCCUPATIONS/BUSINESS ADDRESSES

Name ----	Principal Occupation -----	Business Address -----
Christopher Zuellig	Associate-McKinsey & Company, an international management consulting firm	McKinsey & Company Unterwerkstrasse 3 CH-8065 Zurich, Switzerland
Daniel Zuellig	Executive of Marsman & Co., Inc., a company engaged in the business of selling pharmaceutical products	Marsman & Co. Inc. Marsman Pharma Building 2246 Chino Roces Avenue Makati, Metro Manila Philippines
David Zuellig	Executive of Zuellig Insurance Holdings Ltd., a company engaged in the insurance brokerage business	Zuellig Insurance Holdings Ltd. 1 Scotts Road No. 24-08 Shaw Centre Singapore 0922
Peter Zuellig	Co-Managing Director of Interpacific Holding S.A. & Co., a holding company which, through its subsidiaries, is engaged in a number of businesses including the sale of pharmaceutical products and the processing and sale of animal feeds	c/o Secretariat Zuellig P.O. Box 1041 CH-8640 Rapperswil Switzerland
Thomas Zuellig	Co-Managing Director of Interpacific Holding S.A. & Co., a holding company which, through its subsidiaries, is engaged in a number of businesses including the sale of pharmaceutical products and the processing and sale of animal feeds	c/o Secretariat Zuellig P.O. Box 1041 CH-8640 Rapperswil Switzerland

## SCHEDULE III

RECENT TRANSACTIONS IN THE COMMON STOCK  
OF HALSEY DRUG CO., INC.

TRADE DATE	NATURE OF TRANSACTION	NUMBER OF SHARES	PRICE PER SHARE
- - - - -	- - - - -	- - - - -	- - - - -
02/07/97	Sale	210,300	5.13
02/06/97	Sale	2,500	5.38
02/05/97	Sale	30,100	5.27
02/04/97	Sale	61,900	5.30
01/31/97	Sale	11,200	5
01/30/97	Sale	63,400	5
01/29/97	Sale	68,400	5
01/15/97	Sale	1,700	5.75
01/14/97	Sale	1,500	5.75
01/13/97	Sale	4,000	5.75
01/07/97	Sale	10,000	5.87
01/07/97	Sale	5,000	5.75
01/06/97	Sale	10,000	5.75
11/13/96	Sale	5,000	4.25
11/12/96	Sale	5,000	4.25
11/11/96	Sale	5,000	4.25
11/08/96	Sale	5,000	4.31

All of the above transactions were effected by Zatpack Inc.

EXHIBIT INDEX

Exhibit - - - - -	Page No. - - - - -
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- - - - -	
* Previously filed in paper format.	