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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Responses)

SFC 1474 (3/91)

\* See footnote 2 on Table II

(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 Expira- tion Exer- tion 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 In- 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 71,225			D	
Warrants	\$ 1.404	3/10/98	A	(1)	3/10/98	3/15/05	Common Stock 10,791			D	
Warrants	\$ 2.279	3/10/98	A	(1)	3/10/98	3/15/05	Common Stock 10,526	92,542		D	
5% Convertible Senior Secured Debentures	\$ 1.404	6/12/98	A	(2)	6/12/98	3/15/03	Common Stock 17,121			D	
Warrants	\$ 1.404	6/12/98	A	(2)	6/12/98	3/15/05	Common Stock 2,594			D	
Warrants	\$ 2.279	6/12/98	A	(2)	6/12/98	3/15/05	Common Stock 2,530	114,787		D	
Non-qualified Stock Options	\$ 2.375	2/19/98	A		(3)	2/19/08	Common Stock 300,000	414,787		D	
5% Convertible Senior Secured Debentures	\$1.1312	4/1/99	A	(5)	4/1/99	3/15/03	Common Stock 1,370			D	
Non-qualified Stock Options	\$ 1.125	4/12/99	A	(4)	4/12/00	4/12/09	Common Stock 100,000	516,157		D	
5% Convertible Senior Secured Debentures	\$2.4250	7/1/99	A	(5)	7/1/99	3/15/03	Common Stock 647	516,804		D	
Non-qualified Stock Options	\$ 1.875	2/17/00	A	(4)	2/17/01	2/17/10	Common Stock 125,000	641,804		D	
5% Convertible Senior Secured Debentures	\$ 1.722	4/1/00	A	(5)	4/1/00	3/15/03	Common Stock 923	642,727		D	
Non-qualified Stock Options	\$ 1.1125	6/29/00	A	(4)	6/29/01	6/29/10	Common Stock 100,000	742,727		D	
5% Convertible Senior Secured Debentures	\$ 1.1125	7/1/00	A	(5)	7/01/00	3/15/03	Common Stock 1,446	744,173		D	
5% Convertible Senior Secured Debentures	\$ .9071	10/1/00	A	(5)	10/01/00	3/15/03	Common Stock 1,709	745,882		D	
5% Convertible Senior Secured Debentures	\$ .6258	01/01/01	A	(5)	10/01/01	3/15/03	Common Stock 2,477	748,359		D	
5% Convertible Senior Secured Debentures	\$ 1.03	04/01/01	A	(5)	04/01/01	3/15/03	Common Stock 1,505	749,864		D	

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 (10,791 shares of which are presently exercisable at \$1.404 per share and 10,526 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 (2,594 shares of which are presently exercisable at \$1.404 per share and 2,530 shares of which are presently exercisable at \$2.279 per share).
- (3) Options vest quarterly, with 25,000 options vesting every quarter effective May 1, 1998.
- (4) Options vest 25% annually.
- (5) Certain quarterly interest payments are paid in the form of convertible debentures.

By: /S/ Peter A. Clemens

May 10, 2001

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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 SPACEED PROVIDED IS INSUFFICIENT, SEE INSTRUCTION 6 FOR PROCEDURE.