





FORM 5 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES 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)	8. Price of Derivative Security (Instr. 5)
				(A)	(D)	Exercisable Date	Expiration Date		
Employee Stock Option (right to buy)	\$6.80	9/21/98	D(4)	30,000		(5)	6/23/2007	Common Stock	30,000
Employee Stock Option (right to buy)	\$3.00	9/21/98	A	30,000		(6)	6/23/2007	Common Stock	30,000
Employee Stock Option (right to buy)	\$2.44	10/19/98	A	25,000		(7)	10/19/2008	Common Stock	25,000

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	0	D	
		D	
	55,000	D	

Explanation of Responses:

- (4) Cancellation of option in connection with grant of replacement option.
- (5) Vesting schedule is the same as previously reported on Form 3.
- (6) The vesting schedule for the cancelled option was previously reported and the terms and conditions of the replacement option are the same as that of the cancelled option and were not amended at the time of the repricing, except (i) the exercise price shall be the fair market value of the Company's common stock on September 21, 1998 and (ii) the option will not be exercisable before September 21, 1999.
- (7) 1/48th of the Shares vest on the last day of each full month after October 19, 1998 until all of the Shares have vested.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ Chris J. McNiffe May 5, 1999  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). \*\*Signature of Reporting Person Date

Note. File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure. Page 2 SEC 2270(7-96)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.