

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

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 of Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction 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)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Ownership (Instr. 4)
STOCK OPTION	(1) \$5.63	05/13/94	J	10,000	05/13/96	05/13/2004	COMMON 10,000	10,000	10,000	D	
STOCK OPTION	(2) \$2.50	12/28/95	J	17,500	12/28/96	12/28/2005	COMMON 17,500	17,500	17,500	D	

1) 25% OF THE OPTION BECOMES EXERCISABLE ON 05/13/96, 25% ON 05/13/97, 25% ON 05/13/98 & 25% ON 05/13/99.

(2) 20% OF THE OPTION BECOMES EXERCISABLE ON 12/28/96, 20% ON 12/28/97, 20% ON 12/28/98, 20% ON 12/28/99 & 20% ON 12/28/2000.

Explanation of Responses:

/C/ ELMER L. JACOBS

04/09/97

**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 space provided is insufficient, see Instruction 6 for procedures.

