



1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Date (Month/Day/Year) 3. Transaction Code (Instr. 4) 4. Transaction Code (Instr. 4) 5. Number of Securities Acquired (Instr. 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 6) 7. Title and Amount of Securities Underlying Security Beneficial Ownership (Instr. 7) 8. Price of Securities (Instr. 8) 9. Number of Shares or Units Owned at the End of Reporting Period (Instr. 9) 10. Nature of Derivative Security (Instr. 10)

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Explanation of Responses

\*SHARES OF PREFERRED CLASS A STOCK ARE ENTITLED TO ONE HUNDRED VOTES FOR EACH SHARE ON EACH MATTER TO COME BEFORE A MEETING OF THE SHAREHOLDERS OF THE ISSUER.

ITEM 8. "J" RIF CAPITAL INC. RECEIVED 10,000 SHARES OF COMMON STOCK AS COMPENSATION FOR LOAN AND ACCRUED INTEREST EXTENSION.

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<CAPTION>

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/s/ James Knott

January 11, 1998

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\*\*Signature of Reporting Person      Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18U.S.C. 10001 and 15 U.S.C. 78ff(a). JAMES KNOTT ON BEHALF OF RIF CAPITAL INC.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

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