

(Print or Type Responses)

(8/96)

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FORM 5 (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 or Exercise Price of Derivative Security (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Transaction Code (Instr. 3, 4, and 5)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Expiration Date (Month/Day/Year) (Instr. 5)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Date	Expiration Date	Amount or Title	Number of Shares
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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)
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Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ James Knott
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

05/15/1997

**Signature of Reporting Person Date
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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