

Form: 7. Direct Nature of or Indirect 1. Indirect Beneficial Title of Security Ownership (Instr. 3) (Instr.4) (Instr. 4)	2. Transaction Date (mm/dd/yy)	3. Transaction Code		Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned at End of Month (Instr. 3 and 4)	
		(Instr. 8)	(A)	Amount	or Price (D)	(I)	(I)	
Common Stock	01/31/2000	A*	V	7,097	A	\$7.750		D
Common Stock	02/10/2000	A**	V	35,258	A	\$5.9375	57,516	D

*Common stock acquired represents 7,097 shares of restricted stock granted under the Company's Stock Option and Restricted Stock

Plan which shares vest one-half on July 31, 2000 and one-half on January 31,2001.

**Common stock acquired represents 35,258 shares of restricted stock granted under the Company's Stock Option and Restricted Stock

Plan. Vesting is based on two criteria: the Company's achievement of a specific trading price per share and the officer's period

of service after the date of the grant. If the trading price reaches \$8.00, \$9.00 or \$10.00, 50%, 75% or 100%, respectively, of the

stock would vest, subject to the officer satisfying the service requirements. After performing six months of service for the Company

after the date of grant, the officer will be vested in 50% of the shares available for vesting as a result of a trading price target

being met. After one year of service, the officer will be vested in 100% of the shares available for vesting as a result of a

trading price target being met. In order for a trading price target to be met, the stock must either stay at or above the target

level for 10 consecutive business days, or the average stock price for any 30 consecutive business day period must equal or exceed

the target level.

</TABLE>

* If the Form is filed by more than one Reporting Person, see Instruction 4 (b) (v).

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

(Print or Type Responses)

(Over)

(Form 4-07/98)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

10.

Owner-
ship

Form
of

Deriv-
ative

Secur-
ity:

Direct
(D) or

In-
direct

Derivative
(I)

Security
(Instr. 3
4)

11. Nature of In-
direct

Bene-
ficial

Owner-
ship

(Instr. 3
4)

2. Conversion
or

Exercise

Price

Deriv-
ative

Secur-
ity

(Instr. 3
4)

3. Trans-
action

Date

(Instr. 8)

Code V

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)

Exer-
cisable

7. Title and Amount
of Underlying

Securities

(Instr. 3 and 4)

Amount

Number
of

8. Price

of

Deriv-
ative

Secur-
ity

(Instr. 5)

9. Bene-
ficially

Owned

at End

Month

(Instr. 4)

<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>
<C> <C>

Options (right to buy)

27,880

</TABLE>

Explanation of Responses:

/s/ F. Scott Kellman

May 10, 2000

**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 procedure.