SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: November 12, 1998
(Date of Earliest Event Reported: September 1, 1998)

RIGL CORPORATION

(Exact name of registrant as specified in its charter)

Nevada	0-24217	85-0206668
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer I.D. No.)

7501 North 16th Street, Suite 200, Phoenix, Arizona 85020

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (602) 906-1924

(Former name or former address, if changed since last report.)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA INFORMATION AND EXHIBITS

A. Financial Statements of Business Acquired

The financial statements of Medical Resource Systems, Inc. as of September 30, 1997 and for the two years then ended, together with the audit report of Singer Lewak Greenbaum & Goldstein LLP dated October 2, 1998 is attached as Exhibit A.

B. Pro Forma Financial Information

Pro forma financial schedules are attached hereto as Exhibit B.

C. Exhibits

Exhibit A - Medical Resource Systems, Inc. audited balance sheets as of September 30, 1997 and 1996, and the related statements of operations, shareholders' equity, and cash flows for the years then ended.

Exhibit B - Pro forma financial schedules:

Pro forma combining operating statement for the nine months ended June 30, 1998.

Pro forma combining balance sheet as of June 30, 1998.

Pro forma combining operating statement for the year ended September 30, 1997

Pro forma combining balance sheet as of September 30, 1997

Pro forma combining operating statement for the year ended September 30, 1996

Pro forma combining balance sheet as of September 30, 1996

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

September 12, 1998

RIGL CORPORATION

/s/ John A. Williams

John A. Williams,
Chief Financial Officer

Exhibit "A"

MEDICAL RESOURCE SYSTEMS, INC.
FINANCIAL STATEMENTS
FOR THE YEARS ENDED
SEPTEMBER 30, 1997 AND 1996

MEDICAL RESOURCE SYSTEMS, INC.
CONTENTS
September 30, 1997

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors and Shareholders
Medical Resource Systems, Inc.

We have audited the accompanying balance sheets of Medical Resource Systems, Inc. as of September 30, 1997 and 1996, and the related statements of operations, shareholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Medical Resource Systems, Inc. as of September 30, 1997 and 1996, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

SINGER LEWAK GREENBAUM & GOLDSTEIN LLP

Los Angeles, California
October 2, 1998

MEDICAL RESOURCE SYSTEMS, INC.
BALANCE SHEETS
September 30,

ASSETS	1997	1996
CURRENT ASSETS		
Accounts receivable	$ 23,122	$ 25,483
Prepaid expenses	3,735	5,516
Total current assets	26,857	30,999
EQUIPMENT, net of accumulated depreciation of $23,332 and $20,974, respectively	7,104	14,875
OTHER ASSETS		
Deposits	2,426	10,000
Total assets	$ 36,387	$ 55,874

LIABILITIES AND SHAREHOLDERS' DEFICIT

CURRENT LIABILITIES		
Book overdraft	$ 2,893	$ 12,217
Accounts payable and accrued liabilities	25,061	35,258
Notes payable	20,000	20,000

Total current liabilities	47,954	67,475
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' DEFICITS		
Common stock, $1 par value 100 shares authorized, issued, and outstanding	100	100
Accumulated deficit	(11,667)	(11,701)
Total shareholders' deficit	(11,567)	(11,601)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	$ 36,387	$ 55,874

The accompanying notes are an integral part of these financial statements.

MEDICAL RESOURCE SYSTEMS, INC.
STATEMENTS OF OPERATIONS
For the Years Ended September 30,

	1997	1996
SALES	$ 753,329	$ 726,111
OPERATING EXPENSES		
Administrative salaries	527,288	534,726
Rent and occupancy expenses	53,317	48,468
Other operating expenses	171,181	154,606
Total operating expenses	751,786	737,800
INCOME (LOSS) FROM OPERATIONS	1,543	(11,689)
OTHER INCOME (EXPENSE)		
Interest income	-	521
Interest expense	(1,636)	-
Gain on sale of asset	177	-
Total other income (expense)	(1,459)	521
INCOME (LOSS) FROM OPERATIONS BEFORE PROVISION FOR INCOME TAXES	84	(11,168)
PROVISION FOR INCOME TAXES	50	55
NET INCOME (LOSS)	$ 34	$ (11,223)
BASIC EARNINGS (LOSS) PER SHARE	$ 0.34	$ (112.23)
WEIGHTED-AVERAGE SHARES OUTSTANDING	100	100

The accompanying notes are an integral part of these financial statements.

MEDICAL RESOURCE SYSTEMS, INC.
STATEMENTS OF SHAREHOLDERS' EQUITY
For the Years Ended September 30,

Common Stock Accumulated

	Shares	Amount	Deficit	Total
BALANCE September 30, 1995	100	$ 100	$ (478)	$ (378)
NET LOSS			(11,223)	(11,223)
BALANCE September 30, 1996	100	100	(11,701)	(11,601)
NET INCOME			34	34
BALANCE September 30, 1997	100	$ 100	$(11,667)	$(11,567)

The accompanying notes are an integral part of these financial statements.

MEDICAL RESOURCE SYSTEMS, INC.
STATEMENTS OF CASH FLOWS
For the Years Ended September 30,

	1997	1996
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 34	$ (11,223)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
Depreciation	7,148	2,439
Gain on disposal of equipment	(177)	-
(Increase) decrease in		
Accounts receivable	2,361	(1,171)
Prepaid expenses	1,781	-
Deposits	7,574	(10,000)
Increase (decrease) in		
Accounts payable and accrued liabilities	(10,197)	11,196
Net cash provided by (used in) operating activities	8,524	(8,759)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of equipment	800	-
Purchases of equipment	-	(4,742)
Net cash provided by (used in) investing activities	800	(4,742)
Net increase (decrease) in cash and cash equivalents	9,324	(13,501)
CASH AND CASH EQUIVALENTS (BOOK OVERDRAFT), BEGINNING OF YEAR	(12,217)	1,284
BOOK OVERDRAFT, END OF YEAR	$ (2,893)	$ (12,217)
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Interest paid	$ 1,636	$ -
Income taxes paid	$ 50	$ 55

The accompanying notes are an integral part of these financial statements.

NOTE 1 - ORGANIZATION

Medical Resource Systems, Inc. (the "Company") is an Arizona corporation, founded on June 11, 1993. The Company operates primarily in Phoenix, Arizona. Its primary sources of revenue are derived from the processing of billing and collection services for physicians and physician groups.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company considers all highly-liquid investments purchased with original maturities of three months or less to be cash equivalents.

Fair Value of Financial Instruments

For certain of the Company's financial instruments including cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities, the carrying amounts approximate fair value due to their short maturities.

Equipment

Equipment is stated at cost. Depreciation is generally provided using accelerated methods. The estimated useful lives of the related assets are three to five years.

Depreciation expense for the years ended September 30, 1997 and 1996 was $7,148 and $2,439, respectively.

Estimates

In preparing financial statements in conformity with generally accepted accounting principles, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses included in the determination of net earnings during the reporting period. Actual results could differ from those estimates.

Risk Concentrations

Substantially all of the Company's revenues are generated from two customers located in Phoenix, Arizona.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes

The Company accounts for income taxes under the asset and liability method of accounting. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is required when it is less likely than not that the Company will be able to realize all or a portion of its deferred tax assets.

Earnings per Share

During the year ended September 30, 1997, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings per Share." Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Diluted earnings per share are not presented for 1997 and 1996 because there are no common stock equivalents.

Recently Issued Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") issued SFAS No. 130, "Reporting Comprehensive Income," which is effective for financial statements with fiscal years beginning after December 15, 1997. Earlier application is permitted. SFAS No. 130 establishes standards for reporting and display of comprehensive income and its components in a full set of general-purpose financial statements. The Company does not expect adoption of SFAS No. 130 to have a material impact, if any, on its financial position or results of operations.

The FASB issued SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," effective for fiscal years beginning after December 15, 1997. SFAS No. 131 requires a company to report certain information about its operating segments including factors used to identify the reportable segments and types of products and services from which each reportable segment derives its revenues. The Company does not anticipate any material change in the manner that it reports its segment information under this new pronouncement.

NOTE 3 - ACCOUNTS RECEIVABLE

Accounts receivable consist primarily of amounts due from one customer related to services provided for physician billing. The Company has not recorded an allowance for doubtful accounts and believes receivables are fully collectible.

NOTE 4 - NOTES PAYABLE

Notes payable at September 30 consisted of the following:

	1997	1996
Demand note dated May 31, 1993 to a former shareholder in the corporation. The note bears interest at 8%.	$ 13,000	$ 13,000
Demand note dated June 30, 1993 to a former shareholder in the corporation. The note bears interest at 8%.	7,000	7,000
Total	$ 20,000	$ 20,000

NOTE 5 - COMMITMENTS AND CONTINGENCIES

Leases

The Company has entered into certain non-cancelable operating leases for its corporate office and for computer equipment.

Future minimum rental commitments under these lease agreements with initial or remaining terms of one year or more at September 30, 1997 are as follows:

Year Ending September 30,		
	1998	$ 90,000
	1999	54,000
	2000	7,000
Total		$ 151,000

Rent expense was $47,624 and $42,781 for the years ended September 30, 1997 and 1996, respectively.

The Company has also entered into a verbal subleasing agreement. The rent is $1,375 per month on a month-to-month basis. Total rent collected was $16,500 for the year ended September 30, 1997.

Litigation

The Company may become involved in various lawsuits arising from the normal course of business. Management believes that any such lawsuits which may arise would have an immaterial impact on the financial condition of the Company.

NOTE 6 - INCOME TAXES

Significant components of the provision for income taxes based on income for the years ended September 30 are as follows:

	1997	1996
Current Federal	$ -	$ 5
State	50	50
	50	55
Deferred Federal	-	-
State	-	-
Provision for income taxes	$ 50	$ 55

NOTE 6 - INCOME TAXES (Continued)

A reconciliation of the provision for (benefit from) income tax expense with the expected income tax computed by applying the federal statutory income tax rate to income before provision for income taxes for the years ended September 30 is as follows:

	1997	1996
Income tax provision computed at federal statutory tax rate	34.0%	34.0%
Change in deferred income tax valuation reserve	(214.0)	(39.0)
State taxes, net of federal benefit	5.0	5.0
Permanent differences and other	235.0	(1.0)
Total	60.0%	(1.0)%

As of September 30, 1997, the Company had federal and state net operating loss carryforwards of approximately $13,179 and $21,242, respectively, which expire through 2012 and 2007, respectively.

Significant components of the Company's deferred tax assets and liabilities for federal and state income taxes as of September 30, 1997 and 1996 consisted of the following:

	1997	1996
Deferred tax asset		
Net operating loss carryforwards	$ 5,179	$ 8,346
Valuation allowance	(5,179)	(8,346)
NET DEFERRED TAX ASSET	$ -	$ -

During the year ended September 30, 1997, the Company did not utilize its federal net operating loss carryforwards.

NOTE 7 - SUBSEQUENT EVENTS

As of September 1, 1998, 100% of the Company's common stock was purchased by RIGL Medical Systems, Inc. in exchange for stock.

On May 31, 1998, the board of directors approved a compensation plan for one of its officers for one year at $110,000.

Exhibit B. - Pro Forma Financial Information

The following unaudited pro forma financial statements give effect to the merger of RIGL Corporation ("RIGL") and Medical Resource Systems, Inc. ("MRS") to be accounted for as a pooling of interests. The unaudited pro forma balance sheets presents the combined financial position of RIGL and MRS as of June 30, 1998, September 30, 1997 and September 30, 1996 assuming that the merger had occurred as of October 1, 1995. Such pro forma information is based upon the historical balance sheet data of RIGL and MRS as of those dates.

The unaudited pro forma statement of operations gives effect to the merger of RIGL and MRS by combining the results of operations of RIGL for the two years ended September 30, 1997 and the nine months ended June 30, 1998 with the results of operations of MRS for the two years ended September 30, 1997 and the nine months ended June 30, 1998, respectively, on a pooling of interests basis.

The unaudited pro forma condensed consolidated financial data does not reflect any synergies expected to be realized after the MRS acquisition (because their realization cannot be assured).

THE UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL DATA IS PRESENTED FOR INFORMATIONAL PURPOSES ONLY AND IS NOT NECESSARILY INDICATIVE OF THE OPERATING RESULTS OR FINANCIAL POSITION THAT WOULD HAVE OCCURRED HAD THE MRS ACQUISITION DESCRIBED HEREIN BEEN CONSUMMATED AT THE DATES INDICATED, NOR IS IT NECESSARILY INDICATIVE OF THE FUTURE OPERATING RESULTS OR FINANCIAL POSITION OF THE COMPANY FOLLOWING THE MRS ACQUISITION.

These unaudited pro formal financial statements should be read in conjunction with the historical financial statements of RIGL and MRS.

STATEMENT OF OPERATIONS: (UNAUDITED)
NINE MONTHS ENDED JUNE 30, 1998

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
REVENUE				
Collection fees		$ 523,333		$ 523,333
Corporate revenue	$ 72,856			72,856
Royalty income	264			264
Total revenue	73,120	523,333		596,453

Direct expense	-	-		-
GROSS PROFIT	73,120	523,333		596,453
General & administrative expense	1,497,050	473,695		1,970,745
Depreciation & amortization expense	51,515	1,426		52,941
NET OPERATING INCOME (LOSS)	(1,475,445)	48,212		(1,427,233)
OTHER INCOME (EXPENSE)				
Interest income	62,416			62,416
Interest expense		(1,626)		(1,626)
INCOME (LOSS) BEFORE INCOME TAXES	(1,413,029)	46,586		(1,366,443)
Provision for income taxes	1,716	-		1,716
NET INCOME(LOSS)	$ (1,414,745)	$ 46,586	$	$(1,368,159)
Net income (loss per share basic				$ (0.12)
Weighted average shares outstanding				11,238,967

Note 1 - Net income (loss) per share amounts are based on the average number of common shares of the combined companies outstanding during each period. Shares of MRS have been adjusted to the equivalent shares of RIGL.

BALANCE SHEET : (UNAUDITED)
JUNE 30, 1998

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
CURRENT ASSETS				
Cash	$ 2,021,399	$ 45,119		$ 2,066,518
Accounts receivable	1,050	23,122		24,172
Other receivables	8,811			8,811
Total current assets	2,031,260	68,241		2,099,501
PROPERTY AND EQUIPMENT	184,116	25,981		210,097
Less accumulated depreciation	(47,595)	(20,302)		(67,897)
Net property and equipment	136,521	5,679		142,200
OTHER ASSETS				
Shareholder loans, net	68,000			68,000
Other interest bearing loans	40,000			40,000
Proprietary technology	-			-
Technology rights	438,875			438,875
Deposits	60,706	6,161		66,867
Organization costs	1,560			1,560

Total other assets	609,141	6,161		615,302
Less accumulated amortization	(546)			(546)
Net other assets	608,595	6,161		614,756
TOTAL ASSETS	$ 2,776,376	$ 80,081	$	$ 2,856,457

BALANCE SHEET (UNAUDITED)
JUNE 30, 1998

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
CURRENT LIABILITIES				
Notes payable	$ -	$ 20,000		$ 20,000
Accounts payable	72,373	5,061		77,434
Accrued expense	12,000	20,000		32,000
Shareholder loans	2,460			2,460
Total current liabilities	86,833	45,061		131,894
COMMITMENTS				
STOCKHOLDERS' EQUITY				
Preferred stock	1,761			1,761
Additional paid in capital	1,759,599			1,759,599
Subscriptions receivable	(1,761,360)			(1,761,360)
Total preferred stock	-			-
Common stock	12,953	100		13,053
Additional paid-in capital	6,042,423			6,042,423
Subscriptions receivable	-			-
Total common stock	6,055,376	100		6,055,476
Treasury stock	(69,822)			(69,822)
Accumulated deficit	(3,296,011)	34,920		(3,261,091)
Total stockholder's equity	2,689,543	35,020		2,724,563
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 2,776,376	$ 80,081	$	$ 2,856,457

Note 1 - The pro forma balance sheet gives effect to the merger of RIGL and MRS by combining the respective balance sheets of the two companies at June 30, 1998, on a pooling of interests basis.

STATEMENT OF OPERATIONS: (UNAUDITED)
YEAR ENDED SEPTEMBER 30, 1997

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
REVENUE				
Collection fees		$ 753,506		$ 753,506
Corporate revenue	$ 35,450			35,450
Royalty income	1,092			1,092

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
Total Revenue	36,542	753,506		790,048
Direct expense	10,542	-		10,542
GROSS PROFIT	26,000	753,506		779,506
General & administrative expense	1,358,403	744,638		2,103,041
Depreciation & amortization expense	16,626	7,148		23,774
NET OPERATING INCOME (LOSS)	(1,349,029)	1,720		(1,347,309)
OTHER INCOME (EXPENSE)				
Interest income	17,975			17,975
Interest expense		(1,636)		(1,636)
INCOME (LOSS) BEFORE INCOME TAXES	(1,331,054)	84		(1,330,970)
Provision for income taxes	-	50		50
NET INCOME (LOSS)	$ (1,331,054)	$ 34	$	$(1,331,020)
Net income (loss) per share basic				$ (0.18)
Weighted average shares outstanding				7,396,680

Note 1 - Net income (loss) per share amounts are based on the average number of common shares of the combined companies outstanding during each period. Shares of MRS have been adjusted to the equivalent shares of RIGL.

BALANCE SHEET: (UNAUDITED)
SEPTEMBER 30, 1997

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
CURRENT ASSETS				
Cash	$ 841,702	$ (2,893)		$ 838,809
Accounts receivable		23,122		23,122
Other receivables	5,342			5,342
Total current assets	847,044	20,229		867,273
PROPERTY AND EQUIPMENT	87,510	30,437		117,947
Less accumulated depreciation	(15,814)	(23,332)		(39,146)
Net property and equipment	71,696	7,105		78,801
OTHER ASSETS				
Shareholder loans, net	105,841			105,841
Other interest bearing loans	70,000			70,000
Proprietary technology	13,000			13,000
Technology rights	10,000			10,000

Deposits	790	6,161		6,951
Organization costs	1,560			1,560
Total other assets	201,191	6,161		207,352
Less accumulated amortization	(812)			(812)
Net other assets	200,379	6,161		206,540
TOTAL ASSETS	$ 1,119,119	$ 33,495	$	$ 1,152,614

BALANCE SHEET: (UNAUDITED)
SEPTEMBER 30, 1997

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
CURRENT LIABILITIES				
Notes payable	$ -	$ 20,000		$ 20,000
Accounts payable	4,708	5,061		9,769
Accrued expenses	22,715	20,000		42,715
Shareholder loans	5,103			5,103
Total current liabilities	32,526	45,061		77,587
COMMITMENTS				
STOCKHOLDERS' EQUITY				
Preferred stock	3,000			3,000
Additional paid-in capital	2,934,500			2,934,500
Subscriptions receivable	(638,400)			(638,400)
STOCKHOLDERS' EQUITY				
Total preferred stock	2,299,100			2,299,100
Common stock	6,537	100		6,637
Additional paid-in capital	663,023			663,023
Subscriptions receivable	(800)			(800)
Total common stock	668,760	100		668,860
Accumulated deficit	(1,881,267)	(11,666)		(1,892,933)
Total stockholders' equity	1,086,593	(11,566)		1,075,027
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,119,119	$ 33,495	$	$ 1,152,614

Note 1 - The pro forma balance sheet gives effect to the merger of RIGL and MRS by combining the respective balance sheets of the two companies at September 30, 1997 on a pooling of interests basis.

STATEMENT OF OPERATIONS: (UNAUDITED)
YEAR ENDED SEPTEMBER 30, 1996

PRO FORMA

	RIGL	MRS	ADJUSTMENTS	COMBINED
REVENUE				
Collection fees		$ 726,111		$ 726,111
Corporate revenue				
Royalty income	$ 1,341			1,341
Total revenue	1,341	726,111		727,452
Direct expense	680			680
GROSS PROFIT	661	726,111		726,772
General & administrative expense	218,148	735,361		953,509
Depreciation & amortization expense		2,439		2,439
NET OPERATING INCOME (LOSS)	(217,487)	(11,689)		(229,176)
OTHER INCOME (EXPENSE)				
Interest income		521		521
Interest expense				
INCOME (LOSS) BEFORE INCOME TAXES	(217,487)	(11,168)		(228,655)
Provision for income taxes		55		55
NET INCOME (LOSS)	$ (217,487)	$ (11,223)	$	$ (228,710)
net income (loss) per share				$ (0.16)
Weighted average shares outstanding				1,474,293

Note 1 - Net income (loss) per share amounts are based on the average number of common shares of the combined companies outstanding during each period. Shares of MRS have been adjusted to the equivalent shares of RIGL.

BALANCE SHEET: (UNAUDITED)
SEPTEMBER 30, 1996

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
CURRENT ASSETS				
Cash	$ 9,345			$ 9,345
Accounts receivable		$ 25,483		25,483
Other receivables		1,781		1,781
Total current assets	9,345	27,264		36,609
PROPERTY AND EQUIPMENT		35,849		35,849
Less accumulated depreciation		(20,974)		(20,974)
Net property and equipment		14,875		14,875

OTHER ASSETS				
Shareholder loans, net				
Other interest bearing loans				
Proprietary technology	13,000			13,000
Technology rights				
Deposits		13,735		13,735
Organization costs				
Total other assets	13,000	13,735		26,735
Less accumulated amortization				
Net other assets	13,000	13,735		26,735
TOTAL ASSETS	$ 22,345	$ 55,874	$	$ 78,219

BALANCE SHEET: (UNAUDITED)
SEPTEMBER 30, 1996

	RIGL	MRS	PRO FORMA ADJUSTMENTS	COMBINED
CURRENT LIABILITIES				
Notes payable		$ 20,000		$ 20,000
Accounts payable		17,475		17,475
Accrued expense		30,000		30,000
Shareholder loans	$ 100			100
Total current liabilities	100	67,475		67,575
COMMITMENTS				
STOCKHOLDERS' EQUITY				
Preferred stock	3,000			3,000
Additional paid-in capital	2,997,000			2,997,000
Subscriptions receivable	(2,965,000)			(2,965,000)
Total preferred stock	35,000			35,000
Common stock	6,013	100		6,113
Additional paid-in capital	534,915			534,915
Subscriptions receivable	(3,470)			(3,470)
Total common stock	537,458	100		537,558
Accumulated deficit	(550,213)	(11,701)		(561,914)
Total stockholders' equity	22,245	(11,601)		10,644
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 22,345	$ 55,874	$	$ 78,219

Note 1 - The pro forma balance sheet gives effect to the merger of RIGL and MRS by combining the respective balance sheets of the two companies at September 30, 1996 on a pooling of interests basis.