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Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Se- ritie Bene- ficia Owned at En- d of Mo- (Inst. 3 and
		Code	V	Amount	Price (A) or (D)	

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. Con- version or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)		5. Number of De- rivative Securi- ties Acquired (A) Disposed of (Instr. 3, 4 (A)
			Code	V	
Common Stock Warrants (right to buy)	\$1.00	01/05/01	D	(1)	
Common Stock Warrants (right to buy)	\$1.00	01/05/01	A	(2)	2,000,000
Common Stock Warrants (right to buy)	\$0.40	01/05/01	A	(2)	250,000
Common Stock Warrants (right to buy)	\$0.40	01/05/01	A		50,000

1. Title of Derivative Security (Instr. 3)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivati- ve Securi- ties Bene- ficially Owned at End of Month (Instr.
	Title	Amount or Number of Shares		
Common Stock Warrants (right to buy)	Common Stock	2,250,000		0

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Common Stock Warrants (right to buy)	Common Stock	2,000,000	2,000,000
Common Stock Warrants (right to buy)	Common Stock	250,000	250,000
Common Stock Warrants (right to buy)	Common Stock	50,000	50,000

Explanation of Responses:

- (1) Cancellation of warrants in connection with issuance of replacement warrants.
- (2) Replacement warrants issued in connection with cancellation of warrants.
- (3) Nicolas Berggruen acts as an investment advisor to Medici I Investment Corp., a British Virgin Islands corporation ("Medici"), which holds warrants to purchase 2,300,000 shares of Common Stock from OptiCare Health Systems, Inc. Nicolas Berggruen disclaims beneficial ownership of, and does not have a pecuniary interest in, the shares of Common Stock held by Medici and this Report shall not be deemed an admission that Nicolas Berggruen is a beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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/s/ Nicholas Berggruen	02/07/01
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**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).