

(Over)

Cle309595v1

2

FORM 5 (CONTINUED)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable (Month/Day/Year) |
|---|--|---|-----------------------------------|---|--------------------------------------|
| Call Options (rights to buy) | \$0.75 (1) | 12/31/00 | A | 20,000 | Immed. |
| Call Options (rights to buy) | \$1.84375 | | | | Immed. |
| Call Options (rights to buy) | \$3.00 (1) | | | | Immed. |
| Call Options (rights to buy) | \$0.9375 | | | | Immed. |
| Call Options (rights to buy) | \$0.9375 (1) | | | | Immed. |

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| 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|--|
|--|---|--|--|

| | | | |
|--|--------|---|--|
| | 20,000 | D | |
|--|--------|---|--|

| | | | |
|--|--------|---|--|
| | 14,375 | D | |
|--|--------|---|--|

| | | | |
|--|-------|---|--|
| | 7,500 | D | |
|--|-------|---|--|

| | | | |
|--|--------|---|--|
| | 16,000 | D | |
|--|--------|---|--|

| | | | |
|--|--------|---|--|
| | 27,500 | D | |
|--|--------|---|--|

Explanation of Responses:

- (1) Upon certain changes of control, exercise price becomes \$0.01.
- (2) Expiration date = 12/31/10 or 3 months after employment terminates.
- (3) Expiration date = 3/9/10 or 3 months after employment terminates.
- (4) Expiration date = 1/3/09 or 3 months after employment terminates.

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

Signature

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

