

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

MIM Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

553044108

-----  
(Cusip Number)

December 9, 1998

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON: THOMAS H. ROULSTON	
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) [ ] ----- (b) [ ] -----
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
	NUMBER OF	5 SOLE VOTING POWER:
	SHARES	105,811
	BENEFICIALLY	6 SHARED VOTING POWER:
	OWNED BY	52,841
	EACH	7 SOLE DISPOSITIVE POWER:
	REPORTING	105,811
	PERSON	8 SHARED DISPOSITIVE POWER:
	WITH	52,841
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  158,652	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	[ ] -----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  0.9%	
12	TYPE OF REPORTING PERSON:  IN	

1	NAME OF REPORTING PERSON: SCOTT D. ROULSTON	
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) [ ] ----- (b) [ ] -----
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
	NUMBER OF	5 SOLE VOTING POWER:
	SHARES	4,480
	BENEFICIALLY	6 SHARED VOTING POWER:
	OWNED BY	52,841
	EACH	7 SOLE DISPOSITIVE POWER:
	REPORTING	4,480
	PERSON	8 SHARED DISPOSITIVE POWER:
	WITH	52,841
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  57,321	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	[ ] -----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  0.3%	
12	TYPE OF REPORTING PERSON:  IN	

(end of cover page)

ITEM 1 (a). NAME OF ISSUER:

MIM Corporation

ITEM 1 (b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

100 Clearbrook Road  
Elmsford, New York 10523

ITEM 2 (a). NAME OF PERSONS FILING:

Thomas H. Roulston II and Scott D. Roulston

ITEM 2 (b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE:

4000 Chester Avenue  
Cleveland, OH 44103

ITEM 2 (c). CITIZENSHIP:

United States

ITEM 2 (d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2 (e). CUSIP NUMBER:

553044108

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(B) OR 240.13d-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  BROKER OR DEALER REGISTERED UNDER SECTION 15 OF THE ACT.
- (b)  BANK AS DEFINED IN SECTION 3(a)(6) OF THE ACT.
- (c)  INSURANCE COMPANY AS DEFINED IN SECTION 3(a)(19) OF THE ACT.
- (d)  INVESTMENT COMPANY REGISTERED UNDER SECTION 8 OF THE INVESTMENT COMPANY ACT OF 1940.
- (e)  AN INVESTMENT ADVISER IN ACCORDANCE WITH SECTION 240.13d-1(b)(1)(ii)(E).
- (f)  AN EMPLOYEE BENEFIT PLAN OR ENDOWMENT FUND IN ACCORDANCE WITH SECTION 240.13d-1(b)(ii)(F).
- (g)  A PARENT HOLDING COMPANY OR CONTROL PERSON, IN ACCORDANCE WITH SECTION 240.13d-1(b)(1)(ii)(G).
- (h)  A SAVINGS ASSOCIATION AS DEFINED IN SECTION 3(b) OF THE FEDERAL DEPOSIT INSURANCE ACT.
- (i)  A CHURCH PLAN THAT IS EXCLUDED FROM THE DEFINITION OF AN INVESTMENT COMPANY UNDER SECTION 3(c)(14) OF THE INVESTMENT COMPANY ACT OF 1940.
- (j)  GROUP, IN ACCORDANCE WITH SECTION 240.13d-1(b)(1)(ii)(J)



ITEM 4. OWNERSHIP:

- (a) AMOUNT BENEFICIALLY OWNED: 163,132
- (b) PERCENT OF CLASS: 0.9%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
  - (i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:  
110,291
  - (ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:  
52,841
  - (iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:  
110,291
  - (iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:  
52,841

ITEM 5. OWNERSHIP OF 5 PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following..... [x]

ITEM 6. OWNERSHIP OF MORE THAN 5 PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10.

CERTIFICATION.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 30, 1998

/s/ Thomas H. Roulston

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Signature

Thomas H. Roulston

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Name

/s/ Scott D. Roulston

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Signature

Scott D. Roulston

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Name