

Explanation of Responses:

- (1) Sale pursuant to a 10b5-1 plan.
- (2) Convertible, on a share-for-share basis, into Class A Common Stock.

J. Spencer Standish, President
 **Signature of Reporting Person

August 26, 2002
 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.