

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see instruction 5(b)(v).

Form 3 (continued)

Table II--Derivative Securities Beneficially Owned
(E.g., puts, calls, warrants, options, convertible securities)

<TABLE>
<CAPTION>

1. Title of Derivative Nature of Instrument (Instr. 4) direct Beneficial Ownership (Instr. 5)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6.	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
<S> <C> Class B Common Stock, par value \$.01 per share (2)	<C> Immediately	<C> None	<C> Class A Common Stock, par value \$.01 per share (1)	<C> (2)	<C> None	<C> (2)
Class B Common Stock, par value \$.01 per share (3)	Immediately	None	Class A Common Stock, par value \$.01 per share (1)	(3)	None	(3)

</TABLE>

Explanation of Responses:

- Each share of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), may be converted at any time by the holder thereof into one share of Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"). Accordingly, each holder of shares of Class B Common Stock may be deemed to beneficially own an equal number of shares of Class A Common Stock.
- RCBA Strategic Partners, L.P. beneficially owns a number of shares of Class B Common Stock such that it may be deemed to beneficially own in excess of 10% of the outstanding Class A Common Stock. These shares also may be deemed to be indirectly beneficially owned by RCBA GP, L.L.C. ("RCBA GP"), the sole general partner of RCBA Strategic Partners, L.P. Claus J. Moller is a managing member of RCBA GP. Mr. Moller disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.
- Blum Strategic Partners II, L.P. beneficially owns a number of shares of Class B Common Stock such that it may be deemed to beneficially own in excess of 10% of the outstanding Class A Common Stock. These shares also may be deemed to be indirectly beneficially owned by Blum Strategic GP II, L.L.C. ("Blum GP"), the sole general partner of Blum Strategic Partners II, L.P. Claus J. Moller is a managing member of Blum GP. Mr. Moller disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

interest therein.

/s/ Claus J. Moller

July 30, 2001

**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).

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