

FORM 4
(CONTINUED)
TABLE II --
DERIVATIVE
SECURITIES
ACQUIRED,
DISPOSED OF,
OR
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
WARRANTS,
OPTIONS,
CONVERTIBLE
SECURITIES)

1. Title of
Derivative |
2. Conver-
|3. Trans-
|4. Trans-
|5. Number
of |6. Date
Exer- |7.
Title and
Amount |8.
Price
Security |
sion or |
action |
action |
Derivative |
cisable and
| of
Underlying |
of (Instr.
3) |
Exercise |
Date | Code
| Securities
Ac- |
Expiration |
Securities |
Deriv- |
Price of |
(Month/ |
(Instr. 8)|
quired (A)
or | Date |
(Instr. 3
and 4) |
ative |
Deriv- |
Day/ | |
Disposed of
(D)|
(Month/Day/
| | Secur- |
ative |
Year) | |
(Instr. 3,
4, | Year) |
| ity |
Security | |
| and 5) | |
| (Instr. 5)
| | | | |

| | | |
|Date
|Expira- | |
Amount or |
| | |-----

|Exer- |tion
| Title |
Number of |
| | | Code
|V | (A) |
(D)
|cisable|Date
| | Shares |

of out-of-the-money long derivative security position without any value received; option cancelled in connection with termination of employment.

*** Option to buy shares of Class A common stock pursuant to an employment agreement and a related option agreement provided for expiration on 2/9/09, subject to earlier termination upon termination of employment. /s/ Jerald L. Kent 9/28/01 ----

Signature of Reporting Person(1)
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

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