

Indirect ship	Owner-		(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(I) (Instr.
4)	(Instr. 4)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
<C>						

</TABLE>
 * If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3) and 5)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Acquired (A) or Disposed of (Instr. 3, 4, and 5)
				(A)
<S>	<C>	<C>	<C>	<C>
<C>				
Options to purchase	\$11.19	4/28/00	A	50,000
Options to purchase	\$ 7.94	10/5/00	A	50,000

</TABLE>

<TABLE>
<CAPTION>

6. Date Exercisable and Expiration Date of In- direct Bene- ficial Owner- ship (Instr.4) Exer- cisable	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of De- rivative Secu- rity: Direct (D) or Indi- rect (1) (Instr. 4)
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<S> <C> <C> <C> <C> <C> <C>

(1)	4/28/10	Class A Common Stock	50,000			D
4/5/01	10/5/10	Class A Common Stock	50,000	529,750		D

</TABLE>

Explanation of Responses:
(1) The options to purchase 50,000 shares of Class A Common Stock granted on April 28, 2000 shown above will vest in three (3) equal annual installments beginning April 28, 2001.

/S/ Bryan Scott Smith

February 12, 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 provided is insufficient, see Instruction 6 for procedure.