



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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
			Code	V	(A)	(D)
Class B Common Stock	(1)	2/9/00	J	(2)		387,222
Stock Options (Right to Buy)	\$19.00	2/9/00	J	(3)		95,104
Employee Stock Options (Right to Buy)	\$19.00	2/9/00	A			4,986

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(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Date Exercisable
(1)	None	Class A Common Stock	387,222	(2)	387,222	D
8/3/00	2/2/05	Class B Common Stock	95,104	(3)	95,104	D
8/3/00	2/2/10	Class A Common Stock	4,986		4,986	D

Explanation of Responses:

(1) Each share of Class B Common Stock is convertible into one share of Class A Common Stock in accordance with the terms of the Issuer's Restated Certificate of Incorporation without payment of any conversion price.

(2) The Reporting Person acquired the Class B Common Stock immediately prior to the consummation of the Issuer's initial public offering in exchange for membership units of a limited liability company based upon a price per share of \$19.00. The shares of Class B Common Stock are subject to vesting in five equal annual installments, which vesting period is deemed to have commenced on March

18, 1997.

(3) The Reporting Person acquired the Stock Options immediately prior to the consummation of the Issuer's initial public offering in connection with the amendment and the removal of a portion of a special allocation provision of the operating agreement of a limited liability company. The option is subject to vesting in five equal annual installments, which vesting period is deemed to have commenced on March 18, 1997.

(4) The option is subject to vesting in ten equal annual installments beginning on February 3, 2000.

/s/ Mark E. Stephan	3/9/00
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**Signature of Reporting Person	Date

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

\* If this form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* 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.