```
1. Title of Derivative |2.Con- |3. |4.
                                     |5.Number of De |6.Date Exer|7.Title
Amount |8.Price|9.Number
                         |10.|11.Nature of|
                   |version |Transaction | rivative Secu |cisable and | of
 Security
Underlying
             |of Deri|of Deriva |Dir|Indirect
                   or Exer |
                                     | rities Acqui |Expiration |
                               Securities
               |vative |tive
                                 |ect|Beneficial |
                   |cise |
                                     | red(A) or Dis |Date(Month/|
|Secu
       |Securities
                  |(D)|Ownership
                   |Price of|
                                      | posed of(D)
                                                    |Day/Year) |
                  |or |
|rity
       |Benefi
                   |Deriva- |
                                                    |Date |Expir|
       |ficially
                  |Ind|
                                                 | A/|Exer-|ation|
                   |tive
Title
and Number |
                |Owned at
                           |ire|
                   |Secu-
                                                | D |cisa-|Date |
                                    | |
                              Shares
                   |End of
                              ct |
                           |Date |Code|V| Amount
                                                    |ble |
                   |rity
       Month
                  |(I)|
                                 Phantom Common Stock U|7.5054 | (2) |
                                    III
                                                               Common
                            |Ď
Stock|
                  4,615.46
       nits (1)
                   Director Stock Option |26.125 |
                                   1 1
                                                    |4/23/|4/22/|Common
Stock| | |2,000
(Right to Buy)
                                                    |98
                                                         |08
                  Director Stock Option| 18.3750| |
                                                   | 5/6/| 5/5/| Common
                            |D |
Stock| | |2,000
(Right to Buy)
                                                   |99
                                                         109
 Director Stock Option| 7.8750 |8/14/01|M | |500
                                                |D |5/4/0|5/3/1|Common
Stock| | | | 0 | | |
(Right to Buy)
                                                     10
                                                          10
Director Stock Option| 7.8750 |8/14/01|M | |1,500
                                                 |D |5/4/0|5/3/1|Common
Stock| | |0 | |
(Right to Buy)
     -----
Director Stock Option | 11.95 |
                                                     |5/3/0|5/3/1|Common
                                   | |
                            | D
Stock| | |2,000
                               (Right to Buy)
                                                          |1
                                                     11
                         Explanation of Responses:
NOTES:
(1) Adjustments for stock splits or dividends made at time of
payment.
(2) Represents the weighted average price for 5/3/00 grant of 1,070.86 units at
$7.9375, 5/4/00 grant of 317.46
units at $7.8750 and 5/16/00 grant of 210.53 units at $7.1250.
As of August 31, 2001, Richard H. Glanton holds 6,000 stock options
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exercisable at various prices.
SIGNATURE OF REPORTING PERSON

DATE

September 4, 2001

/s/ Richard H. Glanton BY Kenneth J. Mendell

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned