

PAXSON COMMUNICATIONS CORP
Form SC 13D/A
April 02, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3)

Paxson Communications Corporation
(Name of Issuer)

Class A Common Stock \$0.001 Par Value Per Share
(Title of Class and Securities)

704231109
(CUSIP Number of Class of Securities)

James E. McKee, Gabelli Asset Management Inc.,
One Corporate Center, Rye, NY 10580-1435 (914) 921-5294
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 30, 2001
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), or 240.13d-1(f) or 240.13d-1(g), check the following box [] .

CUSIP No. 704231109

13D

(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Funds, LLC I.D. No. 13-4044523

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

OO-Funds of investment company clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS

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REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
: 963,400 (Item 5)
:
: (8) SHARED VOTING POWER
: None (Item 5)
:
: (9) SOLE DISPOSITIVE POWER
: 963,400 (Item 5)
:
: (10) SHARED DISPOSITIVE POWER
: None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
963,400 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*

/ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
1.72%

(14) TYPE OF REPORTING PERSON*
IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109

13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
GAMCO Investors, Inc. I.D. No. 13-4044521

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) _____

(b) _____

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
OO-Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

: (7) SOLE VOTING POWER
: 3,775,150 (Item 5)

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: _____
: (8) SHARED VOTING POWER
: None
: _____
: (9) SOLE DISPOSITIVE
: POWER
: 3,838,150 (Item 5)
: _____
: (10) SHARED DISPOSITIVE
: POWER
: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,838,150 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*
/____/

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
6.86%

(14) TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli & Company, Inc. I.D. No. 13-2885006

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) /____/
(b) /____/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
/____/

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
: None (Item 5)
: _____
: (8) SHARED VOTING POWER
: None (Item 5)
: _____
: (9) SOLE DISPOSITIVE
: POWER
: None (Item 5)

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: _____
: (10) SHARED DISPOSITIVE
: POWER
: None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
BD, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli International II Limited I.D. No. Foreign
Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING
PERSON WITH

: (7) SOLE VOTING POWER
: 15,000 (Item 5)
:
: (8) SHARED VOTING POWER
: None
:
: (9) SOLE DISPOSITIVE
: POWER
: 15,000 (Item 5)
:
: (10) SHARED DISPOSITIVE
: POWER
: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,000 (Item 5)

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(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.03%

(14) TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 0704231109

13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Performance Partnership L.P. I.D. No. 13-3396569

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

| | |
|---|------------------------------------|
| | : (7) SOLE VOTING POWER |
| | : 5,000 (Item 5) |
| | : <input type="checkbox"/> |
| | : (8) SHARED VOTING POWER |
| | : None |
| | : <input type="checkbox"/> |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | : (9) SOLE DISPOSITIVE POWER |
| | : 5,000 (Item 5) |
| | : <input type="checkbox"/> |
| | : (10) SHARED DISPOSITIVE POWER |
| | : None |
| | : <input type="checkbox"/> |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,000 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.01%

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(14) TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109

13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Securities, Inc. I.D. No. 13-3379374

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | |
|---|------------------------------------|
| | : (7) SOLE VOTING POWER |
| | : 2,000 (Item 5) |
| | : <input type="checkbox"/> |
| | : (8) SHARED VOTING POWER |
| | : None |
| | : <input type="checkbox"/> |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | : (9) SOLE DISPOSITIVE POWER |
| | : 2,000 (Item 5) |
| | : <input type="checkbox"/> |
| | : (10) SHARED DISPOSITIVE POWER |
| | : None |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,000 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 704231109

13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gemini Capital Management Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
00-Funds of clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Bermuda

| | | |
|---|---|----------------------------------|
| | : | (7) SOLE VOTING POWER |
| | : | 114,500 (Item 5) |
| | : | <input type="checkbox"/> |
| | : | (8) SHARED VOTING POWER |
| | : | None |
| | : | <input type="checkbox"/> |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | : | (9) SOLE DISPOSITIVE POWER |
| | : | 114,500 (Item 5) |
| | : | <input type="checkbox"/> |
| | : | (10) SHARED DISPOSITIVE POWER |
| | : | None |
| | : | <input type="checkbox"/> |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
114,500 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.20%

(14) TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109

13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
MJG Associates, Inc. I.D. No. 06-1304269

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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(a) /___/

(b) /___/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
OO-Client Funds

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) /___/

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Connecticut

| | | |
|---|---|----------------------------------|
| | : | (7) SOLE VOTING POWER |
| | : | None (Item 5) |
| | : | _____ |
| | : | (8) SHARED VOTING POWER |
| | : | None |
| | : | _____ |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | : | (9) SOLE DISPOSITIVE POWER |
| | : | None (Item 5) |
| | : | _____ |
| | : | (10) SHARED DISPOSITIVE POWER |
| | : | None |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* / x /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109

13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Group Capital Partners, Inc. I.D. No. 13-3056041

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) /___/
(b) /___/

(3) SEC USE ONLY

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(4) SOURCE OF FUNDS*
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
/ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: (7) SOLE VOTING POWER
: None (Item 5)
:
: (8) SHARED VOTING POWER
: None (Item 5)
:
: (9) SOLE DISPOSITIVE POWER
: None (Item 5)
:
: (10) SHARED DISPOSITIVE POWER
: None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*
/ x /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Gabelli Asset Management Inc. I.D. No. 13-4007862

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
/ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

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New York

: (7) SOLE VOTING POWER
 : None (Item 5)
 :
 : (8) SHARED VOTING POWER
 : None
 :
 : (9) SOLE DISPOSITIVE
 : POWER
 : None (Item 5)
 :
 : (10) SHARED DISPOSITIVE
 : POWER
 : None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

/ X /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109 13D

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Marc J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)
(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
USA

: (7) SOLE VOTING POWER
 : None (Item 5)
 :
 : (8) SHARED VOTING POWER
 : None
 :
 : (9) SOLE DISPOSITIVE
 : POWER
 : None (Item 5)
 :
 : (10) SHARED DISPOSITIVE
 : POWER
 : None

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OWNED BY EACH REPORTING PERSON WITH : _____
 : (9) SOLE DISPOSITIVE
 : POWER
 : None (Item 5)
 : _____
 : (10) SHARED DISPOSITIVE
 : POWER
 : None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES*
 / X /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
 0.00%

(14) TYPE OF REPORTING PERSON*
 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 704231109 13D

(1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Mario J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
 (a) /___/
 (b) /___/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*
 None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
 REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
 /___/

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH : (7) SOLE VOTING POWER
 : None (Item 5)
 : _____
 : (8) SHARED VOTING POWER
 : None
 : _____
 : (9) SOLE DISPOSITIVE
 : POWER
 : None (Item 5)
 : _____
 : (10) SHARED DISPOSITIVE
 : POWER

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: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* / x /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.00%

(14) TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer

This Amendment No. 3 to Schedule 13D on the Class A Common Stock of Paxson Communications Corporation (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on February 18, 2000. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli ("Mario Gabelli"), Marc J. Gabelli ("Marc Gabelli") and various entities which either one directly or indirectly controls or for which either one acts as chief investment officer. These entities, except for Lynch Corporation ("Lynch"), Spinnaker Industries, Incorporated ("Spinnaker"), Western New Mexico Telephone Company ("Western New Mexico"), Entoleter, Inc. ("Entoleter"), Lynch Telecommunications Corporation ("Lynch Telecom"), Lynch Telephone Corporation ("Lynch Telephone"), Lynch Interactive Corporation ("Interactive"), Brighton Communications Corporation ("Brighton") and Inter-Community Telephone Company ("Inter-Community") (collectively, "Lynch and its affiliates"), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, as broker/dealer and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: Gabelli Group Capital Partners,

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Inc. ("Gabelli Partners"), Gabelli Asset Management Inc. ("GAMI"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Investors, Inc. ("GAMCO"), Gabelli Securities, Inc. ("GSI"), Gabelli & Company, Inc. ("Gabelli & Company"), Gabelli Performance Partnership L.P. ("GPP"), GLI, Inc. ("GLI"), Gabelli Associates Fund ("Gabelli Associates"), Gabelli Associates Limited ("GAL"), Gabelli & Company, Inc. Profit Sharing Plan (the "Plan"), Gabelli International Limited ("GIL"), Gabelli International II Limited ("GIL II"), Gabelli International Gold Fund Limited ("GIGFL"), ALCE Partners, L.P. ("ALCE"), Gabelli Multimedia Partners, L.P. ("Multimedia Partners"), MJG Associates, Inc. ("MJG Associates"), Gemini Capital Management Ltd. ("Gemini"), Gabelli Fund, LDC ("LDC"), Gabelli Foundation, Inc. ("Foundation"), Gabelli Global Partners, Ltd. ("GGP Ltd."), Gabelli Global Partners, L.P. ("GGP L.P."), Gabelli European Partners, Ltd. ("GEP Ltd."), Mario Gabelli, Marc Gabelli, Lynch, Spinnaker, Western New Mexico, Entoleter, Lynch Telecom, Lynch Telephone and Inter-Community. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

Gabelli Partners makes investments for its own account and is the parent company of GAMI. GAMI, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, each of which is named below.

GAMCO, a wholly-owned subsidiary of GAMI, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GAMI, acts as a general partner or investment manager to limited partnerships and offshore investment companies and as a part of its business regularly purchases and sells securities for its own account. It is the immediate parent of Gabelli & Company.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

GLI, wholly-owned subsidiary of GSI, is a corporation which currently has no active operations.

Gabelli Associates is a New York limited partnership whose primary business purpose is risk arbitrage investments. GSI and Mario Gabelli are the general partners of Gabelli Associates.

GAL is a corporation whose primary business purpose is risk arbitrage investments. Shares of GAL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. GSI is the investment manager of GAL.

Gabelli Funds, a wholly-owned subsidiary of GAMI, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary advisory services to The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The Gabelli Growth Fund, The Gabelli Convertible Securities Fund, Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The Gabelli Global Telecommunications Fund, Gabelli Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The Gabelli Global Convertible Securities Fund, Gabelli Capital Asset Fund, Gabelli International Growth Fund,

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Inc., The Gabelli Global Growth Fund, The Gabelli Utility Trust, The Gabelli Global Opportunity Fund, The Gabelli Utilities Fund and The Gabelli Blue Chip Value Fund (collectively, the "Funds"), which are registered investment companies.

Gabelli Advisers, Inc. ("Gabelli Advisers"), a subsidiary of GAMI, is an investment adviser which provides discretionary advisory services to The Gabelli Westwood Mighty Mitesm Fund.

The Plan, a qualified employee profit sharing plan, covers substantially all employees of GAMI and its affiliates.

GPP is a limited partnership whose primary business purpose is investing in securities. MJG Associates provides services to GPP, and Mario Gabelli is the general partner and a portfolio manager for GPP.

GIL is a corporation whose primary business purpose is investing in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL. Mario Gabelli is a portfolio manager for GIL and Chairman of the Board of Directors of GIL.

GIL II is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL II's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL II. Mario Gabelli is a portfolio manager and Chairman of the Board of Directors of GIL II.

ALCE is an investment limited partnership that seeks long-term capital appreciation primarily through investments in public and private equity securities. GSI is a general partner of ALCE.

Multimedia Partners is an investment limited partnership whose objective is to provide long-term capital appreciation by investing primarily in public and private multimedia communications companies. GSI is a general partner of Multimedia Partners.

GGP L.P. is a partnership whose primary business purpose is investing in securities on a global basis. Gabelli Securities, Inc. and Gemini Capital Management, LLC are the general partners of GGP L.P. and Marc Gabelli is a portfolio manager for GGP L.P.

GGP Ltd. is a corporation whose primary business purpose is investing in securities on a global basis. Gabelli Securities International Limited and Gemini Capital Management, LLC are the investment advisors of GGP Ltd. and Marc Gabelli is the portfolio manager for GGP Ltd.

GEP Ltd. is a corporation whose primary business purpose is investing in securities of European companies. Gabelli Securities International Limited is the investment advisor of GEP Ltd. and Marc Gabelli is a portfolio manager for GEP Ltd.

LDC is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Interests are offered to insurance companies which do not conduct any business in the United States and which

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are licensed where they do business. MJG Associates is the Investment Manager of LDC. Mario Gabelli is a portfolio manager for LDC.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates.

Gemini is a corporation whose primary business purpose is to provide advisory services to offshore funds. Marc Gabelli is the President and Chief Investment Officer of Gemini.

The Foundation is a private foundation. Mario Gabelli is the President, a Trustee and the Investment Manager of the Foundation.

Lynch is a public company traded on the American Stock Exchange engaged in manufacturing. Spinnaker, a subsidiary of Lynch, is also a public company and its stock is traded on the NASDAQ National Market. Spinnaker is a manufacturing firm with major subsidiaries in specialty adhesive-backed materials business. Interactive is a public company listed on the American Stock Exchange. It is a holding company whose principal subsidiary is Brighton. Brighton is a 100% owned subsidiary of Interactive. Brighton is a holding company with subsidiaries in multimedia and services businesses. Western New Mexico, a subsidiary of Brighton, provides telephone services in a service area in Southwestern New Mexico. Inter-Community, which is also a subsidiary of Brighton, provides local telephone services in an area 40 miles west of Fargo, North Dakota. Lynch and Interactive actively pursue new business ventures and acquisitions.

Mario J. Gabelli is a director, Chairman of the Board and Chief Executive Officer and a substantial shareholder of Lynch and Interactive.

Mario Gabelli is the majority stockholder and Chairman of the Board of Directors and Chief Executive Officer of Gabelli Partners and GAMI, and the Chief Investment Officer for each of the Reporting Persons which are entities other than Gemini. Gabelli Partners is the majority shareholder of GAMI. GAMI, in turn, is the sole stockholder of GAMCO. GAMI is also the majority stockholder of GSI and the largest shareholder of Gabelli Advisers. Gabelli & Company is a wholly-owned subsidiary of GSI. GLI is a wholly-owned subsidiary of GSI. Marc Gabelli is the majority stockholder of Gemini.

The Reporting Persons do not admit that they constitute a group.

Gabelli Partners, GAMI, GAMCO, Gabelli & Company and GLI are New York corporations and GSI and Gabelli Advisers are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. GPP is a New York limited partnership having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. Gabelli Associates is a New York limited partnership having its principal business office at One Corporate Center, Rye, New York 10580. Alce and Multimedia Partners and GGP L.P. are Delaware limited partnerships each having its principal business office at One Corporate Center, Rye, New York 10580. GAL and GIL are corporations organized under the laws of the British Virgin Islands, each having its principal business office at c/o Fortis Fund Services (Cayman) Limited, Grand Pavillion, Commercial Centre, 802 West Bay Road, Grand Cayman, British West Indies. GGP Ltd.

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and GEP Ltd. are corporations organized under the laws of the Cayman Islands, each having its principal place of business at Goldman Sachs (Cayman) Trust, Limited, Harbour Center, 2nd Floor, North Church Street, Grand Cayman, British West Indies. GIL II is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Coutts & Company (Cayman) Limited, West Bay Road, Grand Cayman, British West Indies. Gemini is a Bermuda corporation having its principal business office at c/o Appleby, Spurling & Kempe, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda. LDC is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Tremont (Bermuda) Limited, Tremont House, 4 Park Road, Hamilton HM II, Bermuda. The Foundation is a private foundation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. Lynch is an Indiana corporation having its principal business office at 401 Theodore Fremd Avenue, Rye, NY 10580. Spinnaker is a Delaware corporation having its principal business office at 251 Welton Street, Hamden, CT 06511. Lynch and its affiliates make investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions (not in the case of Western New Mexico) and are not engaged in the business of investing, reinvesting, or trading in securities. Interactive and Brighton are Delaware corporations each having its principal place of business at 401 Theodore Fremd Avenue, Rye, NY 10580.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(f) - Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$4,041,910 to purchase the additional Securities reported as beneficially owned in Item 5 below since the most recent filing on Schedule 13D. GAMCO and Gabelli Funds used approximately \$3,978,497 and \$63,413, respectively of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 4,938,050 shares, representing 8.82% of the 55,986,911 shares outstanding as reported in the Issuer's most recently filed Form 10-K for the year ended December 31, 2000. The Reporting Persons beneficially own those Securities as follows:

| Name | Shares of Common Stock | % of Class of Common |
|----------------|------------------------------|----------------------------|
| Gabelli Funds: | 963,400 | 1.72% |

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| | | |
|-------------------|-----------|-------|
| GAMCO: | 3,838,150 | 6.86% |
| GIL II | 15,000 | 0.03% |
| GPP | 5,000 | 0.01% |
| GSI | 2,000 | 0.00% |
| Gemini | 114,500 | 0.20% |
| Gabelli & Company | 0 | 0.00% |
| MJG Associates | 0 | 0.00% |
| Marc Gabelli | 0 | 0.00% |
| Mario Gabelli | 0 | 0.00% |

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Marc Gabelli and Gemini. Marc Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by Gemini. MJG Associates is deemed to have beneficial ownership of the Securities beneficially owned by GPP and GIL II. GAMI and Gabelli Partners are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli, Marc Gabelli and the Gemini.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 63,000 of the reported shares, (ii) Gabelli Funds has sole dispositive power and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any

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time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, Marc Gabelli, GAMI and Gabelli Partners is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 2, 2001

MARIO J. GABELLI
MARC J. GABELLI
GABELLI PERFORMANCE PARTNERSHIP, L. P.
GABELLI INTERNATIONAL II LIMITED
GEMINI CAPITAL MANAGEMENT LIMITED

By: /s/ _____
James E. McKee
Attorney-in-Fact

GABELLI GROUP CAPITAL PARTNERS, INC.
GABELLI ASSET MANAGEMENT INC.
GABELLI FUNDS, LLC
GABELLI SECURITIES, INC.
GABELLI & COMPANY, INC.

By: /s/ _____
James E. McKee
Secretary

GAMCO INVESTORS, INC.

By: /s/ _____
Douglas R. Jamieson
Executive Vice President

Schedule I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; and his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal

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proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

Gabelli Group Capital Partners, Inc.

Directors:

Mario J. Gabelli*

Richard B. Black

Vice Chairman and Director of Oak Technology, Inc.; Chairman of ECRM; Director of The Morgan Group, Inc.; General Partner of KBA Partners, Parker Plaza 400 Kelby Street, Fort Lee, NJ 07029

Charles C. Baum

Chairman, Director and Chief Executive Officer of The Morgan Group, Inc.; Secretary & Treasurer of United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223

Dr. Eamon M. Kelly

Professor Payson Center for International Development Technology Transfer Tulane University 300 Hebert Hall 6823 St. Charles Avenue New Orleans, LA 70118

Arnold M. Reichman

Chief Executive Officer Outercurve Technologies 609 Greenwich Street New York, NY 10014

Marc J. Gabelli

Managing Director

Matthew R. Gabelli

Vice President-Trading Gabelli & Company One Corporate Center Rye, New York 10580

Officers:

Mario J. Gabelli

Chairman, Chief Executive Officer and Chief Investment Officer

* Mr. Gabelli is the Chief Executive Officer and Chief

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Investment Officer of Gabelli Group Capital Partners, Inc., Gabelli Asset Management Inc. and GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC; Chairman and Chief Executive Officer of Lynch Interactive Corporation; Chairman of Lynch Corporation.

Robert S. Zuccaro Vice President and Chief Financial
Officer

James E. McKee Vice President, General
Counsel and Secretary

Gabelli Asset Management Inc.

Directors:

Raymond C. Avansino, Jr. Chairman
E.L. Wiegand Foundation
165 West Liberty Street
Reno, NV 89501

Mario J. Gabelli See above

Paul B. Guenther Chairman
New York Philharmonic
10 Lincoln Center Plaza
New York, NY 10023

John C. Ferrara Chief Financial Officer
Space.Com
120 West 45th Street
New York, New York 10036

Dr. Eamon M. Kelly See above

Karl Otto Pohl (1) Sal Oppenheim Jr. & Cie
Bockenheimer Landstrasse 20
D-6000 FRANKFURT AM MAIN
Germany

Officers:

Mario J. Gabelli Chairman, Chief Executive
Officer and Chief Investment
Officer

Robert S. Zuccaro Vice President and Chief Financial
Officer

James E. McKee Vice President, General
Counsel and Secretary

GAMCO Investors, Inc.

Directors:

Douglas R. Jamieson
Joseph R. Rindler, Jr.
Regina M. Pitaro
F. William Scholz, II
William S. Selby

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Officers:

| | |
|------------------------|---|
| Mario J. Gabelli | Chief Executive Officer and Chief Investment Officer |
| Joseph R. Rindler, Jr. | Chairman |
| Douglas R. Jamieson | Executive Vice President and Chief Operating Officer |
| Robert S. Zuccaro | Vice President and Chief Financial Officer |
| James E. McKee | Vice President, General Counsel and Secretary |

Gabelli Funds, LLC

Officers:

| | |
|------------------|---|
| Mario J. Gabelli | Chief Investment Officer |
| Bruce N. Alpert | Executive Vice President and Chief Operating Officer |
| Gus Coutsouros | Vice President and Chief Financial Officer |
| James E. McKee | Secretary |

Gabelli Advisers, Inc.

Directors:

Bruce N. Alpert
John D. Gabelli
Joseph R. Rindler, Jr.

Officers:

| | |
|-----------------|-------------------------|
| Bruce N. Alpert | Chief Operating Officer |
| James E. McKee | Secretary |

Gabelli Securities, Inc.

Directors:

| | |
|------------------------|--|
| Robert W. Blake | President of W.R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358 |
| Douglas G. DeVivo | General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022 |
| Joseph R. Rindler, Jr. | See above |

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Officers:

Robert S. Zuccaro Vice President-Finance

James E. McKee Secretary

Gabelli & Company, Inc.

Directors:

James G. Webster, III Chairman & Interim President

Irene Smolicz Senior Trader
Gabelli & Company, Inc.

Robert S. Zuccaro See above

Officers:

James G. Webster, III Chairman & Interim President

Bruce N. Alpert Vice President-Mutual Funds

Walter K. Walsh Compliance Officer

James E. McKee Secretary

GLI, Inc.

Directors:

Mario J. Gabelli See above-Gabelli Group Capital
Partners, Inc.

Officers:

Mario J. Gabelli Chairman and Chief Investment
Officer

Gabelli Associates Limited

Directors:

Mario J. Gabelli See above-Gabelli Group Capital
Partners, Inc.

MeesPierson Management Grand Pavillion, Commercial Centre
(Cayman) Limited 802 West Bay Rd.
Grand Cayman, British West Indies

MeesPierson Nominees Grand Pavillion, Commercial Centre
(Cayman) Limited 802 West Bay Rd.
Grand Cayman, British West Indies

Officers:

Mario J. Gabelli Chief Investment Officer

Kevin Bromley (2) Vice President, Treasurer and
Assistant Secretary

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Sandra Wright (2) Secretary and Assistant Treasurer

Gabelli International Limited

Directors:

| | |
|---|---|
| Mario J. Gabelli | See above-Gabelli Group Capital Partners, Inc. |
| MeesPierson Management (Cayman) Limited | Grand Pavillion, Commercial Centre 802 West Bay Rd. Grand Cayman, British West Indies |
| MeesPierson Nominees (Cayman) Limited | Grand Pavillion, Commercial Centre 802 West Bay Rd. Grand Cayman, British West Indies |

Gemini Capital Management Ltd.

Directors:

| | |
|----------------------|--|
| Marc J. Gabelli | See above-Gabelli Group Capital Partners, Inc. |
| Michael A. Salatto | Controller, Gabelli Securities, Inc. |
| Michael J. Burns (3) | Appleby, Spurling & Kempe Cedar House 41 Cedar Avenue Hamilton, HM12 Bermuda |
| Douglas Molyneux (3) | Appleby, Spurling & Kempe Cedar House 41 Cedar Avenue Hamilton, HM12 Bermuda |

Gabelli Fund, LDC

Directors:

| | |
|-----------------------|--|
| Johann S. Wong (4) | c/o Tremont (Bermuda) Limited Tremont House 4 Park Road Hamilton HM 11, Bermuda |
| Peter D. Anderson (5) | Givens Hall Bank & Trust Genesis Building P.O. Box 2097 Grand Cayman, Cayman Islands BWI3459498141 |
| Karl Otto Pohl | See above |
| Anthonie C. van Ekris | See below |

Gabelli Global Partners, Ltd.

Directors:

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| | |
|-------------------------|--|
| Marc J. Gabelli | See above |
| Patrick Salvisberg (6) | Vice President Institutional Capital Markets Bear Stearns International Ltd. |
| Marco Sampelligrini (7) | Trader, Gabelli Securites, Inc. |
| Antonie Van Ekris | See below |

Gabelli European Partners, Ltd.

Directors:

| | |
|-------------------------|-----------|
| Marc J. Gabelli | See above |
| Patrick Salvisberg (6) | See above |
| Marco Sampelligrini (7) | See above |
| Antonie Van Ekris | See below |

Lynch Corporation
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

| | |
|-------------------|--|
| Mario J. Gabelli | See above-Gabelli Group Capital Partners, Inc. |
| E. Val Cerutti | Business Consultant Cerutti Consultants 227 McLain Street Mount Kisco, NY 10540 |
| Ralph R. Papitto | Chairman of the Board AFC Cable Systems, Inc. 50 Kennedy Plaza Suite 1250 Providence, RI 02903 |
| Avrum Gray | GBar Limited Partnership 440 South LaSalle, Suite 2900 Chicago, IL 60605 |
| Louis A. Guzzetti | President and Chief Executive Officer |
| Robert E. Dolan | See below |

Officers:

| | |
|-------------------|--|
| Mario J. Gabelli | Chairman |
| Louis A. Guzzetti | President and Chief Executive Officer |
| George E. Fuehrer | Vice President-Business Development |
| Roger T. Dexter | Controller |

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Robert A. Hurwich Vice President-Administration,
Secretary and General Counsel

Lynch Interactive Corporation
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

Paul J. Evanson President
Florida Light & Power Co.
P.O. Box 14000
700 Universe Blvd.
Juno Beach, FL 33408

Mario J. Gabelli See above-Gabelli Group Capital
Partners, Inc.

Ralph R. Papitto Chairman of the Board
AFC Cable Systems, Inc.
50 Kennedy Plaza
Suite 1250
Providence, RI 02903

Salvatore Muoio Principal
S. Muoio & Co., LLC
Suite 406
509 Madison Ave.
New York, NY 10022

John C. Ferrara See above

David C. Mitchell Business Consultant
c/o Lynch Corporation
401 Theodore Fremd Ave.
Rye, NY 10580

Vincent S. Tese Lawyer, Investment Adviser
and Cable Television Executive
c/o Bear Stearns & Company, Inc.
245 Park Avenue, 19th Floor
New York, NY 10167

Officers:

Mario J. Gabelli Chairman and Chief Executive
Officer

Robert E. Dolan Chief Financial Officer

Robert A. Hurwich Vice President-Administration,
Secretary and General Counsel

Brighton Communications Corporation
401 Theodore Fremd Ave
Rye, NY 105820

Directors:

Robert E. Dolan See above-Lynch Interactive

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Corporation

| | |
|-------------------|--|
| Robert A. Hurwich | See above-Lynch Interactive Corporation |
| Officers: | |
| Robert E. Dolan | President, Controller, Treasurer and Assistant Secretary |
| Robert A. Hurwich | Secretary and Assistant Treasurer |

Spinnaker Industries, Inc.
600 N. Pearl Street
Suite 2160
Dallas, TX 75201

Directors:

| | |
|-----------------------|--|
| Joseph P. Rhein | 5003 Central Avenue Ocean City, NJ 08226 |
| Richard J. Boyle | The Boyle Group, Inc. 6110 Blue Circle Drive Suite 250 Minnetonka, MN 55343 |
| Ned N. Fleming, III | Boyle, Fleming, & Co., Inc. 600 N. Pearl Street Suite 2160 Dallas, TX 75201 |
| Anthonie C. van Ekris | Chairman and Chief Executive Officer Balmac International, Inc. 61 Broadway Suite 1900 New York, NY 10006 |
| E. Val Cerutti | See above-Lynch Corporation |
| Louis A. Guzzetti | See above-Lynch Corporation |
| Ralph R. Papitto | See above-Lynch Corporation |

Officers:

| | |
|---------------------|---|
| Ned N. Fleming, III | President |
| Richard J. Boyle | Office of the Chairman |
| Louis A. Guzzetti | Office of the Chairman |
| Perry J. Schiller | Vice President, Finance & Controller |
| Robert A. Hurwich | Secretary |

Entoleter, Inc.
251 Welton Street
Hamden, CT 06517

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Directors:

| | |
|---------------------|-----------------------------|
| Ned N. Fleming, III | See above-Spinnaker |
| Robert P. Wentzel | See above-Entoleter |
| Richard J. Boyle | See above-Spinnaker |
| Louis A. Guzzetti | See above-Lynch Corporation |

Officers:

| | |
|-------------------|------------------------|
| Robert P. Wentzel | President |
| Charles DeMarino | Controller & Secretary |
| Robert A. Hurwich | Assistant Secretary |

Western New Mexico Telephone Company
314 Yankee Street
Silver City, NM 88062

Directors:

| | |
|---------------------|--|
| Jack W. Keen | Chairman and President |
| Dr. Brian E. Gordon | Vice President |
| Mary Beth Baxter | Secretary & Treasurer |
| John Clay Keen | Route 6 Box 270 Greenville, TX 75401 |
| Robert E. Dolan | See above-Lynch Corporation |
| Robert A. Hurwich | See above-Lynch Corporation |
| Carmine Ceraolo | See above-Lynch Corporation |
| Mary J. Carroll | See above-Lynch Corporation |
| Eugene P. Connell | See above-Lynch Corporation |

Officers:

| | |
|---------------------|---|
| Jack W. Keen | Chairman and President |
| Dr. Brian E. Gordon | Vice President |
| Charles M. Baxter | Sr. Vice President-Operations |
| Mary Beth Baxter | Secretary & Treasurer |
| Robert A. Hurwich | Assistant Treasurer and Assistant Secretary |

Inter-Community Telephone Company, L.L.C.
P.O. Box A
Nome, ND 58062

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Managers:

| | |
|-------------------|--|
| Carole Rau | Executive Assistant Lynch Corporation 401 Theodore Fremd Ave. Rye, NY 10580 |
| Mary J. Carroll | See above-Lynch Corporation |
| Robert E. Dolan | See above-Lynch Corporation |
| Robert A. Hurwich | See above-Lynch Corporation |
| Carmine Ceraolo | Assistant Controller Lynch Corporation 401 Theodore Fremd Ave Rye, NY 10580 |
| Robert Snyder | 200 Broadway South Buffalo, ND 58011 |
| Keith S. Andersen | See above-Inter-Community Telephone Company |
| Robert Reff | See above-Inter-Community Telephone Company |
| Jack Bently | 1210 E. Washington Ave Gilbert, AZ 85234 |

Officers:

| | |
|-------------------|-------------------------|
| Robert Snyder | President |
| Keith S. Andersen | Secretary and Treasurer |
| Robert A. Hurwich | Assistant Secretary |

Central Scott Telephone Company
125 North Second Street
Eldridge, Iowa 52748

Directors:

| | |
|-------------------|--|
| Mary J. Carroll | See above-Lynch Interactive Corporation |
| Robert E. Dolan | See above-Lynch Interactive Corporation |
| W. Norman Harvey | President |
| Edgar H. Holden | Chairman |
| Robert A. Hurwich | See above-Lynch Interactive Corporation |
| Ned Mohr | c/o Central Scott Telephone Company |
| Eugene Morris | c/o Central Scott Telephone Company |

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Christopher Porter c/o Central Scott Telephone
Company

Carole L. Rau See above-Lynch Interactive
Corporation

Officers:

Edgar H. Holden Chairman

W. Norman Harvey President

Robert E. Dolan Vice President & Assistant
Treasurer

Julie Andersen Treasurer & Assistant Secretary

Robert A. Hurwich Secretary

Kent Dau Controller

Lynch Telephone Corporation
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

Robert E. Dolan See above-Lynch Interactive
Corporation

Jack W. Keen See above-Western New Mexico
Telephone Company

Robert A. Hurwich See above-Lynch Interactive
Corporation

Officers:

Jack W. Keen President

Robert A. Hurwich Secretary

Mary Beth Baxter Treasurer and
Assistant Secretary

Robert E. Dolan Vice President and Controller

Lynch Telephone Corporation III
401 Theodore Fremd Avenue
Rye, NY 10580

Directors:

Delores A. Deitrick c/o Lynch Telephone Corporation
III

Robert A. Hurwich See above-Lynch Interactive
Corporation

Robert E. Dolan See above-Lynch Interactive
Corporation

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Richard J. Kiesling Chairman

Mary J. Carroll See above-Lynch Interactive
Corporation

Officers:

Richard J. Kiesling Chairman

Robert E. Dolan President, Treasurer and
Controller

Robert A. Hurwich Secretary & Assistant Treasurer

- (1) Citizen of Germany
- (2) Citizen of the Cayman Islands
- (3) Citizen of Bermuda
- (4) Citizen of Bermuda and Canada
- (5) Citizen of the UK
- (6) Citizen of Switzerland
- (7) Citizen of Italy