

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

RADIO ONE, INC.
 (exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

52-1166660
 (I.R.S. Employer
 Identification No.)

5900 PRINCESS GARDEN PARKWAY, 8TH FLOOR
 LANHAM, MD 20706
 (301) 306-1111

(Name, address, including zip code, and telephone number, including area code,
 of registrant's principal executive offices)

1999 Stock Option and Restricted Stock Grant Plan
 (Full titles of the plan)

ALFRED C. LIGGINS, III
 CHIEF EXECUTIVE OFFICER
 5900 PRINCESS GARDEN PARKWAY, 8TH FLOOR
 LANHAM, MD 20706
 (301) 306-1111

(Name, address, and telephone number of agent for service)

PLEASE ADDRESS COPIES OF ALL COMMUNICATIONS TO:

NORMA M. SHARARA
 SILVERSTEIN AND MULLENS
 A DIVISION OF BUCHANAN INGERSOLL
 PROFESSIONAL CORPORATION
 1776 K STREET, N.W., SUITE 800
 WASHINGTON, D.C. 20006
 (202) 452-7900

JAMES J. BARNES
 BUCHANAN INGERSOLL
 PROFESSIONAL CORPORATION
 20TH FLOOR, 301 GRANT STREET
 PITTSBURGH, PENNSYLVANIA 15219
 (412) 562-8800

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price	Maximum Aggregate Offering Price	Amount of Registration Fee
Class D Common Stock, \$.001 par value per share	70,000(1)	\$26.53	\$ 1,857,100	\$13,045
	60,000(1)	26.375	1,582,500	
	7,436(1)	18.08	134,443	
	5,116(1)	22.51	115,162	
	346,016(1)	8.11	2,806,190	
	2,327,630(2)	18.4375(3)	42,915,679(3)	
Total	2,816,198		\$49,411,074	

(1) Options granted and exercise price determined for these shares (total of 488,568 shares).

(2) Shares still eligible for grant.

(3) The offering price per share and aggregate offering price have been estimated solely for the purposes of determining the registration fee pursuant to Rule 457(h) on the basis of the high and low prices of Radio One, Inc.'s Class D common stock, \$.001 par value per share, reported on the Nasdaq National Market on July 25, 2000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by Radio One, Inc., a Delaware corporation, with the Securities and Exchange Commission under the Securities Act of 1933, as amended or the Securities Exchange Act of 1934, as amended are incorporated herein by reference:

- (a) The description of our Class D common stock, par value \$.001 per share contained in a registration statement on Form 8-A filed under the Exchange Act by Radio One on May 17, 2000 and any amendments or reports filed for the purpose of updating such description.
- (b) Radio One's quarterly report on Form 10-Q for the period ended March 31, 2000, filed with the Commission on May 15, 2000.
- (c) Radio One's annual report on Form 10-K for the year ended December 31, 1999, filed with the Commission on March 29, 2000.

All documents filed by Radio One after the date of this registration statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all the Class D common stock offered hereby has been sold or which deregisters that Class D common stock then remaining unsold, shall be deemed to be incorporated in this registration statement by reference and shall be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this registration statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or so superseded, to constitute a part of this registration statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Radio One's Amended and Restated Bylaws incorporate substantially the provisions of the General Corporation Law of the State of Delaware (the "DGCL") in providing for indemnification of directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an officer or director of Radio One. In addition, Radio One is authorized to indemnify employees and agents of Radio One and may enter into indemnification agreements with its directors and officers providing mandatory indemnification to them to the maximum extent permissible under Delaware law.

Radio One's Amended and Restated Certificate of Incorporation provides that Radio One shall indemnify (including indemnification for expenses incurred in defending or otherwise participating in any proceeding) its directors and officers to the fullest extent authorized or permitted by the DGCL, as it may be amended, and that such right to indemnification shall continue as to a person who has ceased to be a director or officer of Radio One and shall inure to the benefit of his or her heirs, executors and administrators except that such right shall not apply to proceedings initiated by such indemnified person unless it is a successful proceeding to enforce indemnification or such proceeding was authorized or consented to by the board of directors. Radio One's certificate of incorporation also specifically provides for the elimination of the personal liability of a director to the corporation and its stockholders for monetary damages for breach of fiduciary duty as director. The provision is limited to monetary damages, applies only to a director's actions while acting within his or her capacity as a director, and does not entitle Radio One to limit director

liability for any judgment resulting from (a) any breach of the director's duty of loyalty to Radio One or its stockholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (c) paying an illegal dividend or approving an illegal stock repurchase; or (d) any transaction from which the director derived an improper benefit.

Section 145 of the DGCL provides generally that a person sued (other than in a derivative suit) as a director, officer, employee or agent of a corporation may be indemnified by the corporation for reasonable expenses, including counsel fees, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the person's conduct was unlawful. In the case of a derivative suit, a director, officer, employee or agent of the corporation may be indemnified by the corporation for reasonable expenses, including attorneys' fees, if the person has acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in the case of a derivative suit in respect of any claim as to which such director, officer, employee or agent has been adjudged to be liable to the corporation unless the Delaware Court of Chancery or the court in which such action or suit was brought shall determine that such person is fairly and reasonably entitled to indemnity for proper expenses. Indemnification is mandatory under section 145 of the DGCL in the case of a director or officer who is successful on the merits in defense of a suit against him.

Radio One maintains directors and officers liability insurance for the benefit of its directors and certain of its officers.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

- Exhibit 3.1 Amended and Restated Certificate of Incorporation of Radio One (incorporated by reference to Exhibit 3.1 of Radio One's quarterly report on Form 10-Q for the period ended March 31, 2000 (File No. 000-25969) filed on May 15, 2000).
- Exhibit 3.2 Amended and Restated Bylaws of Radio One (incorporated by reference to Exhibit 3.2 of Radio One's annual report on Form 10-K (File No. 000-25969) filed on March 29, 2000).
- Exhibit 4.1 Radio One, Inc. 1999 Stock Option and Restricted Stock Grant Plan (incorporated by reference to Radio One's registration statement on Form S-8 (File No. 333-78123) filed on May 7, 1999).
- Exhibit 4.2 Amendment No. 1. to the Radio One, Inc. 1999 Stock Option and Restricted Stock Grant Plan (incorporated by reference to Radio One's post-effective Amendment No. 1 to its registration statement on Form S-8 (File No. 333-78123) filed on July 27, 2000).
- Exhibit 4.3 Amendment No. 2 to Radio One, Inc. 1999 Stock Option and Restricted Stock Grant Plan, filed herewith.
- Exhibit 5.1 Opinion of Buchanan Ingersoll Profession Corporation, filed herewith.
- Exhibit 23.1 Consent of Buchanan Ingersoll Professional Corporation (included in its opinion filed as Exhibit 5.1).
- Exhibit 23.2 Consent of Arthur Andersen, LLP, filed herewith.

ITEM 9. UNDERTAKINGS

(a) Radio One hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that the undertakings set forth in paragraphs 1(a) and 1(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by Radio One pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of Radio One's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such new securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Radio One pursuant to the foregoing provisions, or otherwise, Radio One has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Radio One of expenses incurred or paid by a director, officer or controlling person of Radio One in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Radio One will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, Radio One, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lanham, State of Maryland, on July 27, 2000.

RADIO ONE, INC.

By: /s/ Scott R. Royster

Scott R. Royster
Executive Vice President, and Chief
Financial Officer
(Principal Financial and Accounting
Officer)

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on July 27, 2000.

By: /s/ Alfred C. Liggins, III

Alfred C. Liggins, III
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Catherine L. Hughes

Catherine L. Hughes
Chairperson of the Board of Directors

By: /s/ Brian W. McNeill

Brian W. McNeill
Director

By: /s/ Terry L. Jones

Terry L. Jones
Director

By: /s/ Larry D. Marcus

Larry D. Marcus
Director

INDEX TO EXHIBITS

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EXHIBIT 4.3

AMENDMENT NO. 2

TO

RADIO ONE, INC.
1999 STOCK OPTION AND RESTRICTED STOCK GRANT PLAN

The 1999 Stock Option and Restricted Stock Grant Plan (the "Plan") is hereby amended as follows:

1. Article II (Definitions) is hereby amended by inserting the following definition immediately before the definition of "Common Stock": "Class D

Common Stock' means Class D Common Stock, \$0.001 par value per share, of the

Company."

2. Article II (Definitions) is hereby amended by restating the definition of "Common Stock" as follows: "Common Stock' means Class A Common Stock and

Class D Common Stock."

3. Article II (Definitions) is hereby amended by restating the definition of "Fair Market Value" as follows:

"Fair Market Value" per share on any given date means the average for the

ten (10) preceding trading days of the closing prices of the sales of the relevant class of Common Stock (i.e., Class A Common Stock or Class D Common Stock) on all securities exchanges on which such stock may at the time be listed, or, if there have been no sales on any such exchange on any day, the average of the highest bid and lowest asked prices on all such exchanges at the end of such day for the relevant class of Common Stock, or, if on any day such stock is not so listed, the average of the representative bid and asked prices quoted on the Nasdaq Stock Market as of 4:00 p.m., New York time for the relevant class of Common Stock, or, if on any day such stock is not quoted on the Nasdaq Stock Market, the average of the highest bid and lowest asked prices on such day in the domestic over-the-counter market as reported by the National Quotation Bureau, Incorporated, or any similar successor organization for the relevant class of Common Stock. If at any time any class of Common Stock is not listed or quoted, the Fair Market Value per share shall be determined by the Committee or the Board based on such factors as the members thereof in the exercise of their business judgment consider reasonably relevant.

4. The first sentence of Article IV (Limitation on Aggregate Shares) is amended to read as follows:

The number of shares of Common Stock with respect to which Options and Grants may be granted under the Plan shall not exceed, in the aggregate, 1,408,099 shares of Class A Common Stock and 2,816,198 shares of Class D Common Stock, subject to adjustment in accordance with Section 6.4.

5. Article V (Awards) is amended by restating Section 5.1(c) as follows:

(c) Exercise Price. The exercise price per share of Common Stock

under each Option shall be determined by the Committee at the time of grant; provided, however, that the exercise price per share of Common Stock under each incentive stock option shall be fixed by the Committee at the time of grant of the Option and shall equal at least 100% of the Fair Market Value of a share of the relevant class of Common Stock on the date of grant, but not less than the par value per share (as adjusted pursuant to Section 6.4). Subject to Section 5.7, Options shall be exercisable at such time or times as the Committee shall determine; provided, however, that any option intended to be an incentive stock option shall be treated as an incentive stock option only to the extent that the aggregate Fair Market Value of the relevant class of Common Stock (determined as of the date of Option grant) with respect to which incentive stock options (but not nonqualified options) are exercisable for the first time by any Participant during any calendar year (under all stock option plans of the Company and its Subsidiaries) does not exceed \$100,000.

6. Article V (Awards) is amended by restating Section 5.1(d) as follows:

(d) Option or Grant Term. The Committee shall determine the term of

each Option and Grant, which term shall not exceed ten years from the date of grant of the Grant or Option (five years in the case of incentive stock options for which the exercise price is 110% of the Fair Market Value of a share of the relevant class of Common Stock on the date of grant, pursuant to Section 5.1(b)).

7. Article V (Awards) is amended by restating Section 5.1(e) as follows:

(e) Maximum Annual Grant to Participant. In any one calendar year,

the Committee shall not grant to any one Participant Options to purchase, or Grants of, a number of shares of Class A Common Stock in excess of 704,050 or a number of shares of Class D Common Stock in excess of 1,408,099.

8. Article V (Awards) is amended by restating Section 5.3 as follows:

5.3 Payment Options. Options may be exercised, in whole or in part,

upon payment of the exercise price of the Option Shares to be acquired. Payment shall be made: (i) in cash (including check, bank draft or money order); (ii) by delivery of outstanding shares of Common Stock, of the same class for which the Option is to be exercised, with a Fair Market Value on the date of exercise equal to the aggregate exercise price payable with respect to the Options' exercise; (iii) by simultaneous sale through a broker reasonably acceptable to the Committee of Option Shares acquired on exercise, as permitted under Regulation T of the Federal Reserve Board or other method of legally permissible cashless exercise; (iv) by authorizing the Company to withhold from issuance a number of Option Shares issuable upon exercise of the Options which, when multiplied by the Fair Market Value of a share of the relevant class of Common Stock on the date of exercise is equal to the aggregate exercise price payable with respect to the Options so exercised; (v) by any combination of the foregoing; or (vi) in any additional manner the Committee approves. Options may also be exercised upon payment of the exercise price of the Option Shares to be acquired by delivery of the Participant's promissory note, but only to the extent specifically approved by and in accordance with the policies of the Committee.

(a) Exchange of Previously Acquired Stock. In the event a

Participant elects to pay the exercise price payable with respect to an Option pursuant to clause (ii) above, (A) only a whole number of share(s) of the relevant class of Common Stock (and not fractional shares of Common Stock) may be tendered in payment, (B) such Participant must present evidence acceptable to the Company that he or she has owned any such shares of the relevant class of Common Stock tendered in payment of the exercise price (and that such tendered shares of Common Stock have not been subject to any substantial risk of forfeiture) for at least six months prior to the date of exercise, and (C) the relevant class of Common Stock must be delivered to the Company. Delivery for this purpose may, at the election of the Participant, be made either by (A) physical delivery of the certificate(s) for all such shares of the relevant class of Common Stock tendered in payment of the price, accompanied by duly executed instruments of transfer in a form acceptable to the Company, or (B) direction to the Participant's broker to transfer, by book entry, such shares of the relevant class of Common Stock from a brokerage account of the Participant to a brokerage account specified by the Company. When payment of the exercise price is made by delivery of shares of the relevant class of Common Stock, the difference, if any, between the aggregate exercise price payable with respect to the Option being exercised and the Fair Market Value of the share(s) of the relevant class of Common Stock tendered in payment (plus any applicable taxes) shall be paid in cash. No Participant may tender shares of Common Stock having a Fair Market Value exceeding the aggregate exercise price payable with respect to the Option being exercised (plus any applicable taxes).

(b) Payment by Withholding Shares. In the event a Participant

elects to pay the exercise price payable with respect to an option pursuant to clause (iv) above, (A) only a whole number of Option Share(s) (and not fractional Option Shares) may be withheld in payment and (B) such Participant must present evidence acceptable to the Company that he or she has owned a number of shares of the relevant class of Common Stock at least equal to the number of Option Shares to be withheld in payment of the exercise price (and that such owned shares of Common Stock have not been subject to any substantial risk of forfeiture) for at least six months prior to the date of exercise. When payment of the exercise price is made by withholding of Option Shares, the difference, if any, between the aggregate exercise price payable with respect to the option being exercised and the Fair Market Value of the Option Share(s) withheld in payment (plus any applicable taxes) shall be paid in cash. No Participant may authorize the withholding of Option Shares having a Fair Market Value exceeding the aggregate exercise price payable with respect to the Option being exercised (plus any applicable taxes). Any withheld Option Shares shall no longer be issuable under such Options.

9. Article V (Awards) is amended by restating Section 5.4 as follows:

5.4 Grant of Reload Options. The Committee may provide (either at

the time of grant or exercise of an Option), in its discretion, for the grant to a Participant who exercises all or any portion of an Option

("Exercised Options") and who pays all or part of such exercise price with

shares of Common Stock, of an additional option (a "Reload Option") for a

number of shares of Common Stock, of the same class as those shares used to pay all or part of the exercise price, equal to the sum (the "Reload

Number") of the number of shares of Common Stock tendered or withheld in

payment of such exercise price for the Exercised Options plus, if so provided by the Committee, the number of shares of Common Stock, if any, tendered or withheld by the Participant or withheld by the Company in connection with the exercise of the Exercised Options to satisfy any federal, state or local tax withholding requirements. The terms of each Reload Option, including the date of its expiration and the terms and conditions of its exercisability and transferability, shall be the same as the terms of the Exercised Option to which it relates, except that: (i) the grant date for each Reload Option shall be the date of exercise of the Exercised Option to which it relates and (ii) the exercise price for each Reload Option shall be the Fair Market Value of the Common Stock on the grant date of the Reload Option.

10. Article V (Awards) is amended by restating Section 5.5(a) as follows:

5.5 Withholding Tax Requirements.

(a) Participant Election. Unless otherwise determined by the

Committee, a Participant may elect to deliver shares of the relevant class of Common Stock (or have the Company withhold shares acquired upon exercise of an Option or Grant) to satisfy, in whole or in part, the amount the Company is required to withhold for taxes in connection with the exercise of an option or a Grant. Such election must be made on or before the date the amount of tax to be withheld is determined. Once made, the election shall be irrevocable. The fair market value of the shares to be withheld or delivered will be the Fair Market Value as of the date the amount of tax to be withheld is determined. In the event a Participant elects to deliver or have the Company withhold shares of the relevant class of Common Stock pursuant to this Section 5.5(a), such delivery or withholding must be made subject to the conditions and pursuant to the procedures set forth in Section 5.3 with respect to the delivery or withholding of the relevant class of Common Stock in payment of the exercise price of Options.

Buchanan Ingersoll Professional Corporation

July 27, 2000

Board of Directors
Radio One, Inc.
5900 Princess Garden Parkway, 8th Floor
Lanham, Maryland 20706

RE: RADIO ONE, INC. REGISTRATION STATEMENT ON FORM S-8.

Ladies and Gentlemen:

We have acted as counsel to Radio One, Inc., a Delaware corporation ("Radio One"), in connection with its registration statement on Form S-8 (the "Registration Statement"), filed under the Securities Act of 1933, as amended, relating to the registration of 2,816,198 of its shares of Class D common stock, par value \$.001 (the "Shares"), issuable pursuant to the 1999 Stock Option and Restricted Stock Grant Plan, as amended (the "Plan").

In that connection, we have examined such documents, corporate records and other instruments as we have deemed necessary or appropriate for purposes of this opinion, including the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of Radio One. In the examination of such documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to those original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that when the Registration Statement shall have been declared effective by the Securities and Exchange Commission and when the Shares have been duly issued and delivered pursuant to the terms of the Plan, such Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

BUCHANAN INGERSOLL
PROFESSIONAL CORPORATION

By: /s/ James S. Barnes

One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
(412) 562-8800

ACCOUNTANT'S CONSENT

As independent public accountants, we hereby consent to the incorporation by reference of our report and all references to our firm included in or made a part of this Form S-8 registration statement.

/s/ Arthur Andersen, LLP

Baltimore, Maryland
July 27, 2000