# CHOWDRY MICHAEL A MARITAL TRUST

Form 4 June 10, 2002

FORM 4	NITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549							
	FORM 4 OR F GATIONS MAY SEE 1 1(b).	Filed pursuant Section 17(	t to Sectio	on 16(a Public	anges In Bene  a) of the Sec  Utility Hol  ne Investment	urities ding Com	Exchange A mpany Act o	f 1935
Michael A. Cl u/w/o Michae	dress of Reporting Chowdry Marital T al A. Chowdry dat anded by codicil 1996	Trust created ted March 26,			AND Ticker o			6.
(Last)	(First)	(Middle)	Number	3. IRS or Social Security Number of Reporting Person (Voluntary)			ement for n/Year	 - 
7333 W. Jeff	erson Ave, Suite				iicar <sub>1</sub> ,	May/2		7
	(Street)					5. If Am	mendment, of Origina th/Year)	
Lakewood	CO	80235						
(City)		(Zip)			ION-DERIVATIV		ITIES ACQUI	RED,
		2. Trans- action Date (Month/	3. Tran acti Code (Ins	3. Trans- 4. Securit action or Disp Code (Instr. 8)		ties Acquired (A)		S B O E
		Day/ Year)		V	Amount	(A) or		. <u>М</u> ( а
	0.01 par value, clwide Holdings, I		J(1)	V	(1)	(1)	(1)	
	.01 par value, c lwide Holdings, I		S		4,517,732	D(3)	\$11.07	
	5.01 par value, c							
					· <b></b>			

Reminder: Report on a separate * If the form is filed by more							irectly or
C	ONTAINE	D IN THIS	WHO ARE TO F FORM ARE NOT LY VALID OME	REQUIRE	D TO RES	POND UNLES	
FORM 4 (CONTINUED) TAB			E SECURITIES CALLS, WARRA				
1. Title of Derivative Security (Instr. 3)	2.	sion or Exercise	3. Trans- action Date (Month/ Day/ Year)	tion	Code	ative Se quired posed of	ecurities Ad (A) or Dis-
				 Code	V	(A)	(D)

7.	Title and Amount lying Securities (Instr. 3 and 4)	of Under-	8.	Price of Deriv- ative Secur- ity (Instr. 5)	Number of Deriv- ative Securi- ties Bene- ficially Owned at End	10.	Owner- ship Form of De- rivative Secu- rity: Direct (E) or	11.	Nature of Indirect Beneficial Ownership (Instr.	4)
	Title	Amount or Number of Shares			of Month (Instr. 4)		<pre>Indi- rect (I) (Instr. 4)</pre>			

#### Explanation of Responses:

- (1) The transactions are exempt from Section 16(b) as a mere change in the form of beneficial ownership. For estate planning purposes, several entities related to the reporting person entered into a series of transactions. The transactions were as follows: 1. on April 30, 2002, Linda Chowdry and the Marital Trust (the "Trust") established under the will of Michael A. Chowdry contributed 6,459,092 (92 shares from Ms. Chowdry; 6,459,000 from the Trust) shares of the issuer held by them to Chowdry Investments, LLC, in exchange for proportionate interests in Chowdry Investments, LLC; 2. on May 6, 2002, Chowdry Investments, LLC, Chowdry Limited Partnership and Chowdry, Inc. contributed 15,285,593 (6,459,092 from Chowdry Investments, LLC; 7,071,501 from Chowdry Limited Partnership; 1,755,000 from Chowdry, Inc.) shares of the issuer held by them to AA Holdings, LLC; in exchange for proportionate interests in AA Holdings, LLC; and 3. on May 27, 2002, the Trust distributed 35 shares of Chowdry, Inc. to Linda Chowdry.
- (2) Includes: 1,529,189 shares of the issuer held by the Trust; and 3,835,431 of the 15,285,593 shares of the issuer held by AA Holdings, LLC, which may be deemed to be beneficially owned directly by the Trust, and indirectly through the Trust's proportionate interest's in Chowdry Investments, LLC, Chowdry Limited Partnership and Chowdry Inc. These parties are all managers and proportionate holders of AA Holdings, LLC. The reporting person also is a manager of Chowdry Investments, LLC, is the sole general partner of Chowdry Limited Partnership, and is a 65% stockholder of Chowdry, Inc.

(3) In exchange for cash, Chowdry Investments, LLC transferred interests in AA Holdings, LLC held by it to Chowdry Limited Partnership. Such a transaction may be considered a transfer of issuer shares.

/s/ John S.	Blue	
**Signature	of Reporting Person	Date

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

- \* If the form is filed by more than on 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 is insuf SEE Instruction 6 for procedure.